



2022 Annual Business Meeting
Sunday, August 11, 2022 | 12:30 – 1:30pm Eastern Time
Baltimore, MD

I. Call to Order

The 49th Annual Business Meeting of the Association of Diabetes Care & Education Specialists was called to order by 2022 President, Jan Kavookjian, PhD, MBA, FAPhA, FADCES, at 12:30 pm ET, on August 11, 2022.

II. Report of Eligible Registered Voters

President Kavookjian announced that the minimum required quorum had been met.

III. Report of the Standing Rules of Order

The Standing Rules of Order were read.

IV. Adoption of the Order of Business

The Order of Business was adopted as presented.

V. Minutes of October 27, 2021 Meeting

The minutes of the 2021 Annual Business Meeting, held virtually on October 27, 2021, were approved at the November 5, 2021 meeting of the ADCES Board of Directors, and are posted on the ADCES website. President Kavookjian appointed the 2022 Board of Directors as the body to approve the minutes for the 2022 Annual Business Meeting. Once approved, they will be posted to the ADCES website.

VI. Bylaw Update and Vote

CEO and Corporate Secretary, Mathew Hornberger, introduced the amended bylaws and called for a vote to adopt:

Article 5, Section 4c: References removal of officers by the membership during the annual business meeting or other special meeting. Proposed change acknowledges that the ADCES Board of Directors, which is elected by the membership, is in the best position to know how an officer is performing and should therefore have sole authority to remove an officer.



Article 7, Section 2: Expands the amount of time from one year to two years that a Board member can be off the Board of Directors and still be eligible to run for an officer position. This change will allow for an expanded pool of eligible candidates.

Article 7, Section 4: References that a vacancy with the chief executive officer (CEO) position shall be temporarily filled by a member of the Board of Directors. The proposed deletion of this requirement provides the Board with flexibility in filling the temporary vacancy.

Article 7, Section 5: Similar to Article 5, Section 4c, this particular change reaffirms that the Board of Directors has the sole authority to remove officers and adds that a two-thirds majority of the Board must vote for the removal of that officer.

Article 7, Section 6c: References that the treasurer must serve on a particular committee. This was deleted because committee participation is included in the ADCES Board Policies and not the Bylaws.

Article 12: References that the Board of Directors must adopt a particular parliamentary procedure. This article was deleted to provide the Board with flexibility in determining which procedure is most appropriate to use.

President Kavookjian asked for a motion to approve the bylaw amendments and the motion carried.

VII. President's Report

President Kavookjian highlighted some of the association's activities over the past 12 months. Highlights included ADCES' Vision Pillars; strategic plan; the efforts of diversity, equity, and inclusion issues by ADCES' Inclusion Council; the organization's strategic focus on technology, access for all, research, and the National Practice Survey from 2021.

VIII. Treasurer's Report

Treasurer Christine Memering reported that ADCES continued to be financially stable in 2021. The revenues totaled \$12.8 million in 2021. Expenses for 2021 totaled \$13 million. ADCES did recognize a slight net loss for the year of \$211,354, but it could have been much worse. The revenue increased by nearly \$700 thousand, mainly due the annual meeting and learning from the virtual experience in 2020 to put on a better event in 2021. The increase in expenses was slightly over \$700 thousand as compared to 2020. The increase in expenses can be associated with the increased costs for the better experience for the annual meeting, holding the first



technology conference and occupancy costs associated with the headquarter office space which had rent abated for the first 13 months of the new lease.

An increase in both revenues and expenses, resulting in ADCES generating a net loss from operations for the year of approximately \$211 thousand.

With a significant gain on investments of nearly \$1.7 million less a \$400 thousand transfer from reserves that the Board allocated for strategic initiatives and the net loss from operations, ADCES's Net Assets increased by just over \$1 million and finished the year at \$17.5 million. ADCES continues to be financially sound, with only a few exceptions including the pandemic in 2020 and 2021, and over the last 15 years we have ended the year with a positive net income, and we have grown the long-term investments of the Association.

While we anticipate that ADCES will have another net loss in 2022, through the Board's fiscal responsibility and staff actions to identify cost savings to offset the loss of revenue and minimize the net loss, no significant actions were needed as some other organizations have had to endure including a reduction of staff. ADCES is hopeful to turn this around and budget for a small net income in 2023.

IX. Nominating Committee Report

Kellie Antinori-Lent, Immediate Past President, thanked the members of the 2021 Nominating Committee and announced:

The 2023 Officers:

President — Lucille Hughes, DNP, MSN/Ed, CDCES, BC-ADM, FADCES
President-Elect — Jane K. Dickinson, RN, PhD, CDCES
Treasurer — Katherine O'Neal, PharmD, MBA, BCACP, CDCES, BC-ADM, AE-C, CLS, FADCES
Immediate Past President — Jan Kavookjian, MBA, PhD, FAPhA, FADCES
Corporate Secretary — Matt Hornberger, MBA, CAE

The incoming Directors are:

Starlin Haydon-Greatting, MS-MPH, BSPHarm, CDM, FAPhA, FADCES
Gwen Klinkner, DNP, RN, BC-ADM, CDCES, FADCES
Jacqueline LaManna, PhD, APRN, ANP-BC, BC-ADM, CDCES, FADCES
Clipper Young, PharmD, MPH, CDCES, BC-ADM, BCGP, APh

The 2023 Nominating Committee will be:

Joan K. Bardsley, MBA, RN, CDCES, FADCES
Deb Bjorsness, MPH, BC-ADM, RD, CDCES
Sarah Hormachea, MS, RD, CDCES, BC-ADM
AnneMarie Rousseau, BSN, RN, CDCES



As Immediate Past President, Jan Kavookjian will assume the role of Chair of the 2023 Nominating Committee.

X. Member Questions and Comments

Officers answered member questions.

XI. Adjournment

With no further business, President Kavookjian thanked all participants and adjourned the meeting at 1:30pm Eastern Time.