



**Board of Directors Meeting
October 25-26, 2015
Minutes**

I. Welcome and Call to Order

- Jeffery Katz, President and Chair of the Board, called the meeting to order at 9:55 am (EDT) and read the conflict of interest reminder.

II. Approval of Previous Meeting Records

ACTION 1: Motion by Jonathan Sobel, Secretary-Treasurer, to approve the July 16-18, 2015 meeting minutes. Motion carried.

ACTION 2: Motion by Mr. Sobel to approve the August 25, 2015 conference call summary of actions. Motion carried.

III. Committee/Task Force/Commission Reports

Internal Affairs Committee

Michael Doll, Chair

- Michael Doll reported that the committee confirmed the BOD's compliance with conflict of interest reporting and disclosure agreement policies.
- Mr. Katz assigned the Governance Documents Review Task Force with reviewing recommended revisions and updates to the Conflict of Interest and Disclosure forms. These updates, recommended by legal counsel, will incorporate best practices and provide more distinct guidelines of potential and perceived conflicts and how they should be reported and managed.
- All BOD members (and other volunteers) will be required to submit the revised form once approved.

External Affairs Committee

Diane Bruessow, Chair

Action 3: Motion by Diane Bruessow that the AAPA Board of Directors approves the creation of a new medical liaison position to the American Osteopathic Association. Motion carried.

Action 4: Motion by Ms. Bruessow that the AAPA Board of Directors approves the creation of a new medical liaison position to the American Psychiatric Association. Motion carried.

Governance Documents Review Task Force
Jeff Katz, Chair

Action 5 (a): Motion by Mr. Katz for the BOD to accept a resolution to amend Article XIII, Section 10.e. Following a successful second-order amendment (see Action 5(b) below) the question was called and the motion carried, as amended.

The final resolution will read as follows:

- e. OTHER BOARD VACANCIES. ~~All other vacancies occurring in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board from a slate of candidates prepared by the Nominating Work Group. All terms of office for such appointees to the Board of Directors shall expire June 10, or until their successor has been duly elected and assumed office. The remaining term of the vacated seat, if any, will be filled at the next regularly scheduled election. THE NOMINATING WORK GROUP WILL PREPARE A SLATE OF CANDIDATES. ELIGIBLE MEMBERS, AS DESCRIBED IN SECTION 6 OF THIS ARTICLE, SHALL ELECT A NEW OFFICER AND/ OR DIRECTOR FROM THE CANDIDATES PROPOSED AND ANY CANDIDATES THAT SELF- DECLARE. THE ELECTED CANDIDATE WILL TAKE OFFICE IMMEDIATELY AND WILL SERVE THE REMAINDER OF THE UN-EXPIRED TERM.~~

Action 5 (b): Motion by Bill Reynolds to amend the resolution to insert “and/or Director” after “new officer” in Article XIII, Section 10.e. Motion carried.

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Action 6: By consensus, the BOD agreed with the continued effort to compress the Board election timeline to increase member participation by creating a greater sense of urgency, and to eliminate the burden of a protracted application and campaign cycle. Agreement was reached to continue exploring options for virtual opportunities for members to engage with candidates and to explore the possibility for a live *Meet the Candidates* forum at the Leadership and Advocacy Summit in 2017.

Commission on the Health of the Public

Jonathan Sobel, BOD Representative to HOTP

Action 7: Motion by Mr. Sobel, on behalf of the Commission on the Health of the Public, that the BOD approve a Level I endorsement of the white paper entitled, [Oral Health: An Essential Component of Primary Care](#). Following discussion, the question was called and the motion carried.

IV. Speaker's Report

- Gail Curtis, Vice President and Speaker of the House, provided an update on activities associated with the House of Delegates, including a report on delegate identification and certification compliance, and a new web-based tool to support compliance transparency.
- Ms. Bruessow asked about the process to consider HX 4100.1.8. The House Officers will review and report back to the BOD.

V. CEO's Report

- Jenna Dorn, CEO, reported on a number of ongoing AAPA projects and priorities, and asked chief staff officers to provide updates on the following:

The Huddle

David Mittman, Director-at-Large, recused himself from this presentation and discussion

- Catherine Gahres, Vice President, Membership Development & Services reported on the success of the Huddle—the online member engagement platform launched in May 2015—and plans for continued development of the site.
- The BOD recognized the work of staff in the Huddle's recent recognition as the Best New Community Launch for 2015 by Higher Logic, the software company that powers the community.

Obesity Initiative

Mr. Mittman returned to the BOD meeting.

- Daniel Pace, Chief Strategy Officer & Vice President, Education & Research and Lisa Gables, Chief Financial Officer & Chief Development Officer provided an overview of AAPA's current initiatives supporting PA-leadership in treating obesity, including a White Paper published in JAAPA, educational offerings and partnerships.

Center for Healthcare Leadership & Management (CHLM)

Mr. Sobel recused himself from this presentation and discussion.

- Amy Noecker, Managing Director, CHLM & Vice President, Publishing & Digital Services; Tricia Marriott, Principal, CHLM & Senior Director, Regulatory & Professional Advisory Services; Meeghan De Cagna, Director, Leadership Development, CHLM and Vice President, Student Development; and Rick Christensen, Director, Employer Development for CHLM and Director, Constituent Organization Outreach and Advocacy presented the quarterly CHLM report.

PA Week

Mr. Sobel returned to the BOD meeting.

- Deirdre Middleton, Vice President of Communications and Media Relations reported on the success of AAPA's PA Week efforts, which included significant increases in web and social media traffic, increased media attention, and increased employer engagement.
- A new campaign design captured efficiencies that created improved results with significant cost savings.

ACTION 8: Motion by Ms. Bruessow to enter into executive session at 3:56 pm (EDT) on Saturday, October 25, 2015. Motion carried.

ACTION 9: Motion by Mr. Doll for the BOD to accept the recommendation of the Executive Compensation Committee. Motion carried.

ACTION 10: Motion by Ms. Curtis to exit executive session at 5:20 pm (EDT). Motion carried.

VI. Board Participation in the 2016 HOD Resolution Process

- Mr. Katz discussed the process the BOD will follow in engaging during the review of the 2016 HOD Resolutions, as well as the BOD's role during testimony on the House floor.

VII. Board Communication With Members

- Mr. Katz led a discussion to provide clarity on how to exercise BOD voices as leaders and as individuals while upholding the integrity and responsibilities of the BOD.

VIII. Financial Report

The AAPA staff was invited to attend this portion of the meeting.

- Mr. Sobel and Ms. Gables presented the year-to-date report for the current fiscal year and the FY15 Year-End financial reports.
- Ms. Gables noted the annual audit process was in progress.

ACTION 11: Motion by Josanne Pagel that the BOD adopt the following resolution.

Board Resolution: FY 2015 Operating Results Commendation

Be it resolved that the AAPA Board of Directors hereby commends the AAPA leadership and staff team for achieving AAPA's first positive net operating margin since 2007.

We recognize that this achievement required difficult choices, extraordinary effort, and diligent attention to both revenue and expenses.

We also recognize that it was achieved while meeting or exceeding the organization's critical performance goals for the fiscal year, including significant membership gains, advocacy wins, CME and other educational accomplishments, public relations and media successes, and significant improvements to AAPA's business processes.

The Board expresses its appreciation for the staff's continued diligence and focus on results that matter for our members and for the PA profession.

Motion carried.

IX. Investment Report

- Chad E. Clark, CFP, Senior Vice President, Wealth Management at Merrill Lynch, provided a report on current market conditions and the status of AAPA's investment portfolio.
- It was noted that staff will initiate an update to the AAPA Investment Policy.

X. PAF Update

- Lynette Sappe-Watkins, PAF Executive Director, provided a report on PAF activities and goals for the year ahead.

XI. Implications of the SCOTUS Decision on FTC Ruling & AAPA's Legal Strategy

ACTION 12: Motion by Ms. Bruessow to move into executive session, including select AAPA staff, at 10:55 am (EDT) on Monday, October 26. Motion carried.

ACTION 13: Motion by Lauren Dobbs to move out of executive session at 11:13 am (EDT). Motion carried.

XII. New Business

CRWG Recommendation on New COs

Action 14: Motion by Ms. Bruessow that the BOD approve the recommendation of the CRWG to recognize the Association of Neurology PAs as an AAPA specialty organization. Motion carried.

Action 15: Motion by Ms. Bruessow that the BOD approve the recommendation of the CRWG to recognize the Society for PAs in Clinical Ultrasound (SPACUS) as an AAPA special interest group. Motion carried.

No Action

The BOD discussed a number of other issues, but took no action:

- A member's efforts to champion autonomous PA practice in his state
- Sunshine Act legislation
- CME fee structure
- Commission on Professional Development and Education task force to examine the current environment surrounding post-graduate education issues
- Clarification of BOD member's ability to present at the Annual Conference
- Trends in physician organizations courting PA specialty organizations

XIII. Adjourn

Action 16: Motion by Ms. Bruessow to adjourn 12:06 pm (EDT) on October 26, 2015. Motion carried.



Jonathan Sobel, Secretary-Treasurer

February 7, 2016

Board of Directors Members in Attendance

Jeffrey Katz, President and Chair of the Board
John McGinnity, Immediate Past President
Josanne Pagel, President-elect
Jonathan Sobel, Secretary-Treasurer
L. Gail Curtis, Vice President/Speaker of the House
David Jackson, 1st Vice Speaker
William Reynolds, 2nd Vice Speaker
Laurie Benton, Director-at-Large
Diane Bruessow, Director-at-Large
Lauren Dobbs, Director-at-Large
Michael Doll, Director-at-Large
Dave Mittman, Director-at-Large
Elizabeth Prevou, Student Director
Jennifer Dorn, Chief Executive Officer

Guests in Attendance (Partial Meeting)

Chad E. Clark, CFP, Senior Vice President, Merrill Lynch Wealth Management
John Ciskanik, Financial Advisor, Merrill Lynch Wealth Management

Staff Members in Attendance

Karen Morgan, Senior Vice President, Governance & Leadership

Ann Davison, Director, Board of Directors and Governance

Tom Shoemaker, Director, House of Delegates and Governance

Staff Members in Attendance (Partial Meeting)

Rick Christiansen, Director, Constituent Organization Outreach and Advocacy

Meeghan DeCagna, Vice President, Student Development and Director, Leadership Development, Center for Healthcare Leadership & Management

Tillie Fowler, Senior Vice President, Advocacy & Government Relations

Lisa Gables, Chief Development Officer & Chief Financial Officer

Catherine Gahres, Vice President, Membership Development & Services

Caitlin Harrison, Manager, SAAAPA/Volunteers and Governance

Marie-Michele Leger, Director, Clinical Education

James Marquis, Chief Information Officer

Deirdre Middleton, Vice President, Communications & Media Relations

Donna Nogay, Vice President, Marketing & Creative Services

Amy Noecker, Vice President, Publishing & Digital Services and Managing Director, Center for Healthcare Leadership & Management

Daniel Pace, Vice President, Education & Research and Chief Strategy Officer

Lynn Schoenfelder, Vice President, Human Resources