



**Executive Board Meeting Notes**  
**Washington, DC**  
**January 13 – 15, 2019**

Betty B. Daniels, PhD, RN, Chair  
Chris Chanyasulkit, PhD, MPH, Vice Chair

In Attendance

Pamela M. Aaltonen, PhD, RN  
Donna K. Beal, MPH, MCHES  
Georges C. Benjamin, MD  
Lisa M. Carlson, MPH, MCHES  
Allison R. Casola, MPH, CHES  
Chris Chanyasulkit, PhD, MPH  
Eldonna J. Chesnut, MSN  
William G. Courtney, DVM, MPH, MA  
Betty B. Daniels, PhD, RN  
M. Aaron Guest, MPH, MSW  
Benjamin H. Hernandez, MBA  
Jeanie L. Holt, MPH, MS  
Harry T. Kwon, PhD, MPH, MCHES  
Nandi A. Marshall, DrPH, MPH, CHES  
Heather A. McCabe, JD, MSW  
Linda Rae Murray, MD, MPH, FACP  
Suparna Navale, MS, MPH  
Elena Ong, PHN, MS  
Hope M. Rollins  
Jamie M. Roques, MPH, MPA, APRN  
Katherine Sutkowi, MSW  
Joseph Telfair, DrPH, MSW, MPH  
Catherine L. Troisi, PhD  
Deanna Wathington, MD, MPH, FAAFP

APHA Staff in Attendance

James Carbo  
Regina Davis-Moss, PhD  
Kemi Oluwafemi, MBA, CPA  
Susan Polan, PhD  
Ellen Galant  
Torrey Wasserman  
Deborah Dillard  
Fran Atkinson  
Donald Hoppert  
Ilka Cameron

**Sunday, January 13, 2019**

**Welcome and Introductions – Betty Daniels, PhD, RN, Chair**

Executive Board Chair Betty Daniels, PhD, RN, welcomed Executive Board members to the meeting at APHA's headquarters, and made brief opening remarks before asking members of the Board to introduce themselves.

At the conclusion of the introductions, Dr. Daniels called for a motion to approve the meeting agenda. The motion was moved and seconded, and hearing no discussion, the Chair called for a vote.

<b>Motion:</b>	<b>To approve the Executive Board January meeting agenda.</b>
<b>Outcome:</b>	<b>Approved by acclamation.</b>

Dr. Daniels then called for a motion to approve the items on the consent agenda. Items on the consent agenda included the APHA Parliamentarian for 2019, 2019 – 2020 Governing Council Seat Allocation, new agency members, leadership appointments to association-wide Boards and Committees, and the updated Guidelines for Gifts and Donations.

The 2019-2020 Governing Council Seat Allocation and updated Guidelines for Gifts and Donations documents were removed from the consent agenda for further discussion. The chair then called for a motion to approve the remaining items on the consent agenda. The motion was moved and seconded, and hearing no discussion, the Chair called for a vote.

<b>Motion:</b>	<b>To approve the consent agenda.</b>
<b>Outcome:</b>	<b>Approved by acclamation.</b>

**Responsibilities of Nonprofit Directors and Officers – Jacqueline A. Henson, Esq., Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.**

Dr. Daniels welcomed Ms. Henson, who briefed the Executive Board on their responsibilities as a member of the APHA Executive Board. Ms. Henson discussed their fiduciary duty, duty to care, duty to loyalty and confidentiality, and duty to mission. She also covered directors’ rights, interfacing with APHA management and staff, APHA’s status as a 501(c)3 organization, and what that means in terms of interacting with the federal government. Miss Henson finished with what the future holds for organizations like APHA.

At the conclusion of her remarks Ms. Henson answered questions related to her presentation. Dr. Daniels thanked Ms. Henson and introduced the next item on the agenda.

**Expectations for Executive Board Members – Betty Daniels, PhD, RN, Chair**

Dr. Daniels began by making general comments and then outlined the expectations of Executive Board members. She started by discussing Committee assignments and said Committees usually meet monthly while the frequency can be changed at the Committee Chairs’ discretion. She said Committees will meet in person at the January and May executive Board meetings.

Dr. Daniels then talked about the Executive Board mentorship program. She urged pairs to work together throughout the year. She reminded the Board that mentorship is bi-directional, not uni-directional and both the mentor and mentee have value and information to share.

Dr. Daniels then reviewed the Executive Board liaison function stating that the program was implemented to improve communication between the Board and APHA leaders. She said James Carbo will send meeting notes to the Board and liaisons, which will serve as a reminder to Executive Board members to reach out to their representative to see if there are any questions. Liaisons might be asked to participate in conference calls; it is important to see what APHA leaders need/want.

Dr. Daniels discussed the 2019 Executive Board meeting schedule noting, this year's Annual Meeting will take place in Philadelphia, Pennsylvania from Nov. 2 – 6 (the Executive Board meeting is scheduled for Oct. 31 and Nov. 1). Dr. Daniels asked Executive Board members to complete the conflict of interest forms and reminded them that throughout the year there could be meeting agenda items they may need to be recused from. She said to please let her know of any conflict at the beginning of a meeting so the conflict can be documented. She said there is a legal obligation to do so and it protects both the Board member and Association.

Dr. Daniels then shared her goals for the Executive Board in 2019. She said her overall goal is to make APHA as relevant as possible in terms of meeting the Association's central challenge of Creating the Healthiest Nation in One Generation. She noted that the Executive Board will oversee the organizational restructure project being managed by Dr. Benjamin and staff. Dr. Daniels said Executive Board meeting agendas will include a period of executive session, but the Board will not enter executive session unless necessary. She concluded her remarks by saying she'd like the Board to look at the strategic plan (in terms of ease of use and effectiveness of the metrics), and to look at APHA's IT systems in terms of accessing data (i.e. membership, development, etc.).

Dr. Daniels finished her presentation by discussing the Board's use of a modified version of Robert's Rules of Order for all meetings. She said previous APHA Executive Boards implemented the rules and the 2018 – 2019 Board will use them again this year.

Dr. Daniels took questions from the Board throughout her presentation. At the conclusion of her remarks, she introduced the next item on the meeting agenda, committee meetings.

### **Executive Board Committee Meetings Part I**

The Strategic Implementation Committee and Finance and Audit Committee met to discuss their 2019 work plans.

At the conclusion of the Committee meetings, Chair Daniels called for a motion to adjourn. The motion was moved and seconded and hearing no discussion, was approved by acclamation.

### **Monday, January 14, 2019**

#### **Welcome and Introductions – Betty Daniels, PhD, RN, Chair**

Dr. Daniels called the meeting to order and made brief welcoming remarks. She then recapped Sunday's proceedings. Dr. Daniels then asked Board Members who were not present on Sunday to introduce themselves to the group. She concluded her remark by recommending changes to Monday's meeting agenda and introduced the next item on the meeting agenda.

## **Understanding APHA's Financial Profile - Kemi Oluwafemi, MBA, CPA, Chief Financial Officer**

Ms. Oluwafemi's presentation focused on three main areas, 1) the APHA budget process, 2) how to read and understand APHA financial reports and financial information, and 3) an overview of the audit process and related documents.

She explained APHA utilizes the zero based budget process. She said that based on FY 2018 the primary sources of funding for APHA are membership (17%), conventions (36%), publications (15%), government grants and contracts (29%; percentage has reduced over last few years), other (3%). She said the FY 2019 budget includes a \$30,000 contingency fund. She said staff produces their budget in consultation with the Executive Director, Chief of Staff and Chief Financial Officer. The Finance and Audit Committee reviews and approves the budget guidelines (April 2019) and will present the FY 2020 budget to the Executive Board for approval at the May meeting. Ms. Oluwafemi noted the FY 2019 budget book was provided in the meeting materials for Executive Board member review.

Ms. Oluwafemi then discussed APHA's use of the accrual method to keep financial reports. Accrual means you recognize expenses when you are committed to them, not when paid. APHA records receivables when earned, not when paid; and records contributions when pledges are received, not when paid. She said the Accounting Department provides a monthly summary of financial statements. She said APHA has three funds: Board designated operations (unrestricted); temporarily restricted by time or use (section enrichment funds, awards); and permanently restricted (endowments).

She explained that the 6<sup>th</sup> floor of APHA's headquarters is rented to a tenant and provides income to the Association. Ms. Oluwafemi showed the statement of APHA's financial position (balance sheet) for 5 months ending November 2018 and discussed the categories. She concluded her presentation by discussing the annual audit. She said the audit typically occurs in the first weeks of August, and once the audit is complete it is presented to the Finance and Audit Committee for their approval and then presented to the Executive Board for their approval at the Oct./Nov. board meeting.

At the conclusion of her presentation, Ms. Oluwafemi opened the floor for discussion. Since some Executive Board members who were participating via Zoom had trouble hearing Ms. Oluwafemi's presentation, it was recommended she record it again, and it be distributed to the Board.

Dr. Daniels thanked Ms. Oluwafemi for her report and introduced the next item on the meeting agenda.

## **Old Business - Betty Daniels, PhD, RN, Chair**

Dr. Daniels then led the Board through the items under old business. The first item pertained to APHA's role in supporting rural health issues. The second item dealt with the APHA pathways to leadership workgroup. It was reported that the Intersectional Council added rural health as one of its overarching priorities and Sections are encouraged to work together to address the issue. A webinar addressing the issue is being planned for the future (spring 2019 timeframe). The pathways to leadership work group hasn't met since before the Annual Meeting, however, APHA staff are in the process of scheduling a meeting to continue to the discussion.

At the conclusion of the discussion surrounding old business, the Chair introduced the next item on the agenda.

## **Executive Board Committee Meetings Part II**

At the conclusion of old business, members of the Committee on Social Responsibility and Personnel Committee met to discuss their 2019 work plans.

### **Report of the Executive Director - Georges Benjamin, MD, Executive Director**

At the request of the Board Chair, Dr. Benjamin began his presentation by discussing his background and professional achievements. He outlined his role as the Executive Director of APHA. He discussed his external responsibilities on behalf of the Association, which included the list of Boards and Committees he serves on, as well as the list of organizations he works with on behalf of APHA.

Dr. Benjamin then provided the Board with an advocacy and policy update. He discussed APHA's 2019 advocacy agenda. Items on the list include:

- Strengthening funding for public health programs and agencies
- Expanding access to comprehensive affordable health coverage and services
- Supporting efforts to address the health impacts of climate change
- Maintaining strong public health regulations/oppose efforts to weaken existing regulations
- Addressing the public health impact of gun violence
- Extending program funding for the Health Resources & Services Administration (expires after 2019)
- Environmental health
- Immigration
- Reproductive rights
- Supporting efforts to combat substance use disorders and abuse
- Supporting the reauthorization of pandemic and all-hazards preparedness

Dr. Benjamin then discussed APHA's first annual Public Health Action Institute entitled Public Health Under Siege: Improving Policy in Turbulent Times. Dr. Benjamin said the event will take place on Wed., Feb. 6, 2019 in Washington, DC. He profiled some of the speakers including former Congressman Henry Waxman, and Dr. Leana Wen, President, Planned Parenthood. Dr. Benjamin concluded by thanking the Aetna Foundation and deBeaumont Foundation for sponsoring the event.

Dr. Benjamin then talked about National Public Health Week 2019 (April 1 – 7, 2019). He said the theme for this year is Creating the Healthiest Nation: For science, For action, For health. He discussed the daily themes, the kickoff event, and encouraged Board members to participate in events including the Billion Steps Challenge.

Dr. Benjamin discussed the federal shutdown and its impact on public health, and APHA's efforts to support the National Day of Healing on Jan. 22, 2019.

Dr. Benjamin then discussed APHA's organizational review. He began by sharing the history of the moratorium on adding new member units (Section, SPIGs, Forums, and Caucuses). He said resource limitations are not changing; APHA is becoming more and more segmented; and there is no evidence that says a new member unit yields a windfall of new members. He went on to say adding new member units puts additional strain on the staff and impacts annual meeting space. He said the Association is missing logical "homes" for some interest groups (e.g. infectious disease, immunizations, chronic disease, etc.).

He said resolving the issue will require looking at APHA's internal organizational structure in a systematic way. He said the process should be handled by an outside organization that specializes in this type of work. He said the Association shouldn't put itself through another Task Force on Association Improvement and Reorganization (TFAIR) and Task Force on Governance (TFOG) situation. He then explained in November 2018 the Executive Board tasked him with reviewing the feasibility of having an outside consultant manage the review and make recommendations for a potential restructure of APHA member units.

Dr. Benjamin said he reached out to several individuals/organizations over the last couple of months to discuss the matter. He then outlined a year-long process for identifying the scope of work, crafting an RFI or RFP, identify/raise funding, release the request for response document, select consultant, have the consultant complete their process, and ultimately present the finding to the Executive Board for review.

Dr. Benjamin concluded his presentation by discussing APHA's position/role in the Medicare for all movement. He said staff is reviewing APHA policies related to the issue, and the Association is engaging with Physicians for a National Health Plan, and APHA members and staff engaging in forums as they occur. He concluded his remarks by discussing the areas where APHA brings a unique voice which include, inclusion of prevention and wellness, support for a governmental public health system, and ensuring a focus on social determinates.

Dr. Benjamin took questions throughout his presentation. Hearing no further questions, the Chair thanked Dr. Benjamin for his report and introduced the next item on the agenda.

### **Executive Board Committee Meetings Part III**

At the conclusion of the report of the Executive Director, members of the Development Committee met to discuss their 2019 work plan.

### **Report of the Treasurer – Benjamin Hernandez, MBA, Treasurer**

Mr. Hernandez began by introducing the members of the Finance and Audit Committee, and shared their primary roles and responsibilities. He outlined the way he reports the financial status of the Association, and end of the year projections. Mr. Hernandez concluded his remarks by addressing APHA's short-term, intermediate, and long-term investment portfolios.

Mr. Hernandez said the major responsibility of the Finance and Audit Committee is to monitor the financial operation of the Association. The Committee will adopt budget guidelines and review the proposed budget for recommendation to the Executive Board for approval. The Committee also monitors budget activities, provides oversight to the audit process, and recommends financial policies including reserve fund and investment policies and practice.

Mr. Hernandez then provided an update of FY 2019 (through Nov. 2018). He said the change in net assets including investment appreciation is \$4,156,312 (over budget by \$1,247,454 and over FY 2018 by \$242,022). He said the following revenue streams have not yet met their targeted revenue projections: membership (\$70,962), subscriptions, fees and royalties (\$30,987), book sales (\$100,997), and grants and contracts (\$127,643). He said the conventions department has exceeded its projected revenue (\$149,775).

He then discussed APHA's expenses (through Nov. 2018). He said APHA's expenses are at \$6,580,286 (42% of the budget), which is under budget by \$1,341,050, and under FY2018 by \$89,230. He said the following are under their projected expenses: salaries, taxes and benefits (\$235,923), consulting and temporary services (\$52,984), on-site convention costs (\$1,097,371). He stressed the convention number will go down because all of the bills for the 2018 Annual Meeting haven't be paid. He then highlighted some of the line items that are over their projected expenses, travel and related costs (\$164,934), and professional services (\$62,198).

Mr. Hernandez then provided the Board with a brief tutorial on how to read APHA's financial documents. He concluded his presentation by discussing the market and its impact on APHA investments. He stressed investments have been good, but because of current volatility, not to expect the trend to continue.

At the conclusion of the report of the treasurer, Chair Daniels called for a motion to adjourn. The motion was moved and seconded and approved by acclamation.

### **Tuesday, January 15, 2019**

Dr. Daniels called the meeting to order and welcomed members to the final day of the Executive Board meeting. She then provided the Board with a brief recap of Monday's meeting.

**Executive Board Liaison Initiative** - Dr. Daniels then called on Ms. Beal to clarify the Executive Board Liaison initiative. Ms. Beal thanked Dr. Daniels and shared the intent and purpose of the initiative. She suggested language be added to the liaison assignment document and after a period of discussion, it was determined Ms. Beal, Ms. Navale, Ms. Roques, along with APHA's Chief of Staff work together to add the clarifying language. The group was asked to complete their work by the Executive Board's March meeting.

### **Executive Board Committee Meetings Part IV**

The members of the Governance Committee and Membership Committee of the Executive Board met to discuss their 2019 work plan.

### **Executive Board Committee Reports – Betty Daniels, PhD, RN, Chair**

#### **Committee on Social Responsibility – Eldonna Chesnut, MSN, Chair**

Ms. Chesnut said the Committee will evaluate prospective corporate and corporate foundation donors to APHA and its member units; the Committee will create and modify CSR tools as needed; and members of the Committee will present to ISC and CoA leaders (at their mid-year meeting) on best practices and tools for evaluating potential funders for APHA member units and Affiliates.

#### **Development Committee – Donna Beal, MPH, MCHES, Chair**

Ms. Beal said the Committee will engage the Executive Board in development activities, specifically, achieving 100% Executive Board member giving (she stressed the size of the gift is not important). Committee members will complement the work of CSR and the Finance and Audit Committee by crafting specific asks for at least two (CSR approved or pending approval) prospective corporate/corporate foundations; the Committee will promote giving by the Governing Council (requested the Development

ask take place at the beginning of the mid-year meeting instead of the end of the meeting); and discuss opportunities to enhance fundraising at APHA.

**Governance Committee – Chris Chanyasultik, PhD, MPH, Chair**

Dr. Chanyasultik said the Committee will focus on ensuring responsible stewardship of the Association. She said there are several items on the Governance Committee's work plan. Items include overseeing the exit interview process, evaluating both in-person and virtual meetings, continuing to have a representative on the pathways to leadership work group, updating the Executive Board Handbook, continuing to monitor the onboarding process for new and returning Executive Board members, overseeing updates of the Executive Board member profile document, and presenting the activities of the Executive Board at the Governing Council's mid-year meeting.

**Finance and Audit Committee – Benjamin Hernandez, MBA, Treasurer**

Mr. Hernandez covered the work of the Committee in his presentation to the Board on Monday, Jan. 14. However, he said he's going to work with the Membership Committee of the Executive Board to look at Section budget allocations.

**Personnel Committee – Pam Aaltonen, PhD, RN, Chair**

Dr. Aaltonen reported the committee met to discuss their work plan, and the major item on their list of things to do is the evaluation of the Executive Director. She said the Committee is also looking into holding a staff appreciation event in conjunction with the May Executive Board meeting. She concluded by saying more information concerning the evaluation of the Executive Director would be shared in the coming weeks/months.

**Strategic Implementation Committee (SIC) – Bill Courtney, DVM, MPH, MA Chair**

Dr. Courtney said the Committee will spend time this year making the strategic plan more focused, actionable and readable. He said the Committee will look at the metrics and trim where necessary. He said the Committee will work with member units and Affiliates to ensure they are capturing important data points and reporting the information back to APHA staff. He said members units and Affiliates have the capability of moving the Association toward its goal of creating the healthiest nation in one generation. He said he looks forward to presenting the progress of the Committee to the Board at the May meeting.

**Membership Committee of the Executive Board – Aaron Guest, MPH, MSW, Chair**

Mr. Guest said the Committee will continue to advise the membership department on issues related to membership growth, retention, and value. He noted the Committee's interest in growing both the schools and programs of public health and agency membership programs. He said the Committee plans to reach out to the Governance Committee to formulate a plan to expedite approval of new agency members. Mr. Guest then reported the agency membership program has had tremendous growth over the past couple of years with agency membership (both nonprofit and for profit organizations) totaling roughly 178 groups.

**Executive Committee – Betty Daniels, PhD, RN, Chair**

Dr. Daniels said the committee meets the months when the Executive Board does not meet. She said the Executive Committee hasn't set its schedule for the year, but should do so soon.

Dr. Daniels thanked committee chairs for their reports.

**New Business – Betty Daniels, PhD, RN, Chair**



The first item under new business was the approval of the 2019 – 2020 Governing Council Seat Allocation. The Chair called for a motion to approve the seat allocation. The motion was moved and seconded, and the Chair called for discussion. Executive Board members asked that the Student Assembly number be increased from 4 to 5 to reflect the additional seat held by the Chair of the Student Assembly. The Board also asked to create a column which shows the 2018 – 2019 GC seat allocation numbers for comparison purposes. Hearing no further comments, the Chair called for a vote.

**Motion:**           **That the Executive Board approve the amended Governing Council Seat Allocation for 2019 – 2020.**

**Outcome:**       **Approved by acclamation.**

The second item under new business was the approval of the Association’s updated Guidelines for Gifts and Donations presented by the Committee on Social Responsibility. The document was pulled from the consent agenda to address the concerns of an Executive Board member. Ms. Chesnut addressed the revisions to the document and clarified that gifts and donations for forums and caucuses are not monitored. She asked the Board for their approval. The Chair then called for a motion to approve the Guidelines for Gifts and Donations, the motion was moved and seconded, and the Chair called for discussion. Hearing no additional discussion, the Chair called for a vote.

**Motion:**           **That the Executive Board approves the amended APHA Guidelines for Gifts and Donations.**

**Outcome:**       **Approved by acclamation.**

Dr. Daniels then made brief concluding remarks. She said moving forward she will ask Board members for items they want to be included on future Executive Board meeting agendas, and pledged she will do her best to allow time for discussion and to listen to Board concerns. She said meeting materials will be posted in the Dropbox a week in advance for members to review. She then encouraged Board members to complete the meeting evaluation and to keep up with future meetings.

There being no further business, Dr. Daniels adjourned the meeting at 11:48 a.m.

The next meeting of the Executive Board will take place on Monday, March 11, 2019 via webinar.