



Executive Board Meeting Minutes

Jan. 12-14, 2020

Washington, D.C.

PRESENT:

Pamela M. Aaltonen, PhD, RN

Melissa (Moose) Alperin, EdD, MPH, MCHES

Emily Bartlett, MPH

Donna K. Beal, MPH, MCHES

Georges C. Benjamin, MD

Lisa M. Carlson, MPH, MCHES

Charlene Cariou, MHS, CPH, CHES

Chris Chanyasulkit, PhD, MPH

Eldonna J. Chesnut, MSN

Betty B. Daniels, PhD, RN

Jose Ramon Fernandez-Pena, MD, MPA

Sarah Gareau, DrPH, MCHES

Benjamin H. Hernandez, MBA

Rosie Mae Henson, MPH

Jeanie L. Holt, MPH, MS

Diana Kingsbury, PhD

Megan Latshaw, PhD

Amy Lee, MD, MPH, MBA

Brittany Marshall, DrPH, CPH, CHES

Heather A. McCabe, JD, MSW

Linda Rae Murray, MD, MPH, FACP

Hope M. Rollins

Catherine L. Troisi, PhD

Deanna Wathington, MD, MPH, FAAFP

Sunday, Jan. 12, 2020

I. Administrative Affairs - Chris Chanyasulkit, PhD, MPH, Chair

1. Approval of the Meeting Agenda.

A board member asked for the agenda to include a discussion around executive session under new business.

Motion: To approve the Executive Board Jan. 12-14 meeting agenda.
Outcome: Approved by acclamation.

2. Consent Agenda

- November Executive Board Meeting Minutes
- New Agency Members
- Leadership Appointments
- Approval of the APHA Parliamentarian
- Approval of the Governing Council Seat Allocation
- Old Business

A board member asked to remove the November Executive Board meeting minutes from the consent agenda.

Motion: Approve consent agenda minus the November board meeting minutes.
Outcome: Approved by acclamation.

II. Discussion

A. Executive Board Fiduciary Training & Responsibilities of Non-Profit Directors and Officers – Jackie Henson, Esq., Baker Donaldson

Ms. Henson provided the Executive Board with an overview of their fiduciary responsibilities under the Massachusetts state law where APHA is incorporated. Board members are subject to three fiduciary duties: duty of care, loyalty and mission. Under these duties, board members should review all board materials, specific attention should be given to financial documents, and they should stay informed on the organization's bylaws and policies, vote, and attend all meetings to the best of their abilities. She said that 80% of fiduciary lawsuit cases are brought



due to financial mismanagement and misuse of assets. Board members should treat all information with confidentiality while putting the interests of APHA first, and are obligated to disclose any conflict of interest. Board members are not the spokespersons of the Association and should exercise caution when speaking on behalf of the organization. Only an officially appointed staff/spokesperson of APHA should discuss matters with the public/media.

Ms. Henson's presentation said it is important to note that the role of the Executive Board is to oversee the hiring of the executive director, set the mission/vision of the organization, provide program oversight, ensure compliance with the law, manage the organization's finances and participate in strategic planning. Ms. Henson's full presentation [is available online](#).

B. Association Update - Georges Benjamin, MD, Executive Director

Dr. Benjamin began his presentation by providing an overview of APHA's 2019 policy accomplishments. Major achievements include: approval of federal funding for firearm research; an increase in funding for public health programs and agencies; and raising the spending caps for non-defense discretionary spending bills for fiscal year 2020 and 2021. He then provided an overview of the 2020 advocacy priorities. The advocacy priorities [are posted on the APHA website](#). APHA has been asked to endorse the Green New Deal, which is a proposed policy package that aims to address climate change and societal issues. Dr. Benjamin said that while APHA is at the forefront of addressing climate change and health, it is important for the organization to stay bipartisan and study the deal to see how it addresses social determinants of health.

Upcoming Events and Major Programs

Dr. Benjamin then discussed the following list of events and programs:

- [National Public Health Week](#) 25th anniversary - April 6-12, 2020.
- [APHA Policy Action Institute](#) – Feb. 12, 2020 in Washington D.C. Theme of the conference: *All Hands on Deck: Improving Community Health*. Thanks to the Executive Board, 19 scholarships will be offered to students and early-career professionals.
- Healthiest Cities and Counties Challenge - selecting 20 communities in 12 states.
- APHA 2020 Annual Meeting & Expo – Oct. 24-28 in San Francisco. Call for papers and meeting planning is well underway.
- APHA's 150th anniversary in 2022 in Boston - initial planning for major activities is underway.



Member Unit Effectiveness & Engagement Project

Dr. Benjamin discussed the board-mandated internal restructuring process conducted by Brighter Strategies, a consultant group from Northern Virginia. He reminded board members the goal of the project is to rethink APHA's organizational structure to ensure member units are serving the needs of APHA members. An advisory committee has been established, and the project is off to a great start. The consultants will present to the board on Monday, Jan. 13, 2020.

APHA IT Activities

Dr. Benjamin then provided the board with an update on APHA's IT efforts. Following is a summary of major IT work: updating APHA's suite of websites, monitoring auto-draft functionality, ensuring Payment Card Industry (PCI) compliance, and upgrading iMIS to enhance member and staff experience. The updated version of iMIS will launch after the Feb. 12 Policy Action Institute.

Dr. Benjamin then informed the board that the 6th floor tenant has given notice that they will not be extending their lease. The lease expires at the end of June 2020. APHA is looking for a real estate broker to handle the listing. In concluding his presentation, he said APHA is in sound financial shape and remains as the go-to organization for public health policies and discussions.

C. Expectations of Executive Board Members - Chris Chanyasulkit, PhD, MPH, Chair

Dr. Chanyasulkit started her presentation by reminding the board to review the following documents in the Dropbox: committee assignments, committee schedules, and the 2020 board meeting schedule as well as the Annual Meeting schedule for the next three years. Dr. Chanyasulkit then discussed the Executive Board mentorship program and encouraged pairs to work together throughout the year.

She then presented the Executive Board liaison assignments stating that the program was designed to improve communication between the board and APHA leaders. Board members are responsible for disseminating approved minutes from past board meetings to their liaison Sections/groups, alerting them on upcoming APHA events and asking them for any items that need to be discussed at the upcoming Executive Board meetings.



Her goal for the Executive Board in 2020 is for all board members to assist in planning for APHA's 150th anniversary in 2022 in Boston. She plans to draft a document of frequently asked questions regarding APHA's Annual Meeting locations, schedules, leadership opportunities, and other inquiries that members may have.

D. Understanding APHA's Financial Profile - Kemi Oluwafemi, MBA, CPA, APHA Chief Financial Officer

APHA uses a zero-based budgeting system in which all expenses are justified and approved for each period. Ms. Oluwafemi emphasized that APHA budgets expenses and revenues conservatively (lower side of revenues and higher side of expenses) and accounts for any unexpected expenses while ensuring some amount is put aside for reserves every month. APHA uses an accrual method to keep financial reports in balance, recognizing expenses when committed, not when paid.

For fiscal year July 1, 2019 to June 30, 2020, major sources of APHA funding came from: 17% membership; 40% conventions/Annual Meeting; 14% publications; 25% government and contracts; and 3% from other various sources. As of end of November 2019, 61% of revenue of the budgeted \$17 million has been collected, and 41% has already been spent on expenses. Some additional revenues such as the Philadelphia hotel and conventions rebate and grants haven't been collected yet.

Ms. Oluwafemi noted that APHA balances its budget sheet every month by maintaining its four funds: operations (unrestricted), Section enrichment funds, awards, (temporarily restricted) and endowments (permanently restricted). The organization also balances its budget sheet with a monthly summary financial analysis and going through its statement of income activities. For the upcoming 2021 fiscal year July 1, 2020 to June 30, 2021, the budget process has just begun. APHA unit directors will prepare work plans and budgets. After thorough discussion, evaluation and approval by senior management, the budget plan will be presented in April 2020 to the Finance and Audit Committee for their review and approval. The proposed budget will then be presented to the Executive Board for approval during the May 2020 board meeting.



Monday, Jan. 13, 2020

Welcome and Meeting Called to Order - Chris Chanyasulkit, PhD, MPH, Chair

- E. APHA Member Unit Effectiveness and Engagement Project (MUEEP) Update and Discussion – Georges Benjamin, MD, Executive Director and Elizabeth Scott, PhD, CEO, Brighter Strategies

Brighter Strategies consultants gave an overview of the project. Their goal is to assess the composition, organizational structure, internal governance and operational process of APHA's 39 member units including the Student Assembly. They will examine capacity, performance, motivation, learning, professional environment and member experiences and recommend how to organize member units to address the needs of APHA members while maximizing efficiency. They will not be reviewing Caucuses, Affiliates, or internal staffing, and this is not a comprehensive infrastructure assessment.

Their timeline is set in four stages. The first stage has been completed. In this first stage they developed a detailed work plan, formed an advisory committee of 14 members, reviewed materials, and attended the 2019 APHA Annual Meeting in Philadelphia. The second stage is the discovery stage which began following the November 2019 Annual Meeting and will stretch through the October 2020 Annual Meeting. Brighter Strategies will then present their recommendation report (the third stage) to the APHA senior management team by December 2020. Following the recommendation report, the final stage will be coaching and implementing support from January to March 2021.

These four stages are based on Falletta's Organizational Intelligence Model which says if the organization's leadership, strategy and culture are aligned and 1) structure and decision rights 2) information and technology 3) volunteer leadership 4) measures and rewards, and 5) growth and development are strong, members will be engaged, and satisfied and retention will be high.

Currently, the group has conducted 17 out of 80 planned interviews and is working on developing a member survey to be released the first week of February. Members are encouraged to review the general facts and updates on the project [on the APHA website](#).

- F. Member Code of Conduct Policy – Georges Benjamin, MD, Executive Director

Dr. Benjamin shared a draft of the APHA Member Code of Conduct Policy document. The goal is to create an official policy document of how members should interact with others while



conducting APHA business or attending an APHA-sponsored events, whether in-person, online or via written or verbal communications.

Action Item: Dr. Benjamin asked board members to provide feedback to APHA staff member Courtney Taylor on the Member Code of Conduct Policy Document by Friday, Feb. 21, 2020.

The document will be approved at the March Executive Board Meeting and will then be presented to the Governing Councilors for their approval and adoption at their Mid-Year Meeting in June, 2020. Members are encouraged to report conduct issues to the Executive Board by emailing governance@apha.org.

G. Development Committee & Committee on Social Responsibility (CSR) Joint Report - Hope Rollins, CSR Chair, and Donna Beal, Development Committee Chair

Ms. Rollins summarized the work of the committee which is comprised of selected Executive Board members, ISC, CoA and Ethics Section representatives. The committee's primary purpose is to evaluate prospective corporate, foundation, organizational and individual donors to APHA and/or its member units and Affiliates to assure that the philosophies, missions, values, and practices are either shared with, or at a minimum not in conflict with, those of APHA. Additionally, CSR creates, maintains, and modifies tools to facilitate its evaluator processes, collaborates with the Development and Finance and Audit Committees of the Executive Board, and serves as a resource to APHA member units and Affiliates.

It was noted that the CSR reviews entities giving between \$25,000-\$100,000; the Executive Board reviews entities giving \$100,000 and above; and APHA staff reviews entities giving up to \$25,000.

Ms. Rollins then discussed notable projects the committee is currently working on, including: the evaluation of Nurx, Inc. to approach for possible funding opportunities; updating the CSR tools for evaluating prospective funders; ensuring CSR tools model the APHA Public Health Code of Ethics; and the creation of an ad hoc committee to make recommendations to the Nominations Committee to enhance the candidate orientation to provide guidance related to campaigning for APHA elected offices.

Ms. Beal then presented the Development Committee's mission, whose main goal is to oversee, expand and support staff on the set Executive Board fundraising goals. The committee's work plan consists of: ensuring 100% Executive Board giving; promoting giving by the Governing Council; supporting growth of the APHA planned giving program; relationship building with major donors; and consideration of other opportunities to enhance development activities. Other



opportunities include, establishing a leadership giving society, planning for APHA’s 150th anniversary in 2022, and investigating giving circles, Affiliate parlor events, and “Why I Give” videos.

The Development Committee is also working on creating a special lounge (green room), at the Annual Meeting. The lounge would be a space for major donors to relax and mingle. The committee will report back to the board on the cost and feasibility of this room at the May 2020 Executive Board meeting. Additionally, the committee is working on creating a dashboard to show development activities, growth and trends over the years.

At the conclusion of her presentation, Ms. Beal asked the board to sing and record a happy anniversary message that will be sent to 20+ year members on the anniversary of their membership.

Motion: To sing and record a happy anniversary video.
Outcome: Approved by acclamation.

H. Executive Session - Chris Chanyasulkit, PhD, MPH, Chair

The board went into a closed executive session.

Tuesday, Jan. 14, 2020

Welcome and Meeting Called to Order - Chris Chanyasulkit, PhD, MPH, Chair

I. Treasurer’s Report - Benjamin Hernandez, MBA, Treasurer

Mr. Hernandez began his presentation providing an overview of the Finance and Audit Committee and its role and responsibilities, which include reviewing budget process and activities, monitoring APHA’s financial operations, providing oversight to the audit process, and recommending financial policies.

Mr. Hernandez then presented the financial report through end of November 2019. Five months into fiscal year 2020, APHA’s total revenue is \$10,681,712, while expenses are at \$6,982,663, resulting in net income of \$3,699,049. This is over budget by \$881,709 and under the prior year (fiscal year 2019) by \$457,263. Additionally, he said contracts and grants exceeded its projected revenue by \$300,080.



The following revenue streams haven't met their targeted goals: membership (\$118,269); subscription, fees and royalties (\$40,889); advertising (\$81,822); and conventions (\$795,435). The shortfall in convention revenue is due to the unmet projections in the Regular Member, Student Member, non-member and Special Health Worker Annual Meeting registration categories, as well as nonprofit corner exhibit booth purchases. However, additional revenue through hotel rebates and sponsorships are expected in the first quarter of 2020, which will offset a portion of the shortfall.

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. It should be noted that intermediate and long term investments can be affected by market fluctuations. For additional details, Mr. Hernandez's [presentation is available online](#).

J. Component Financial Review - Georges Benjamin, MD, Executive Director

Dr. Benjamin outlined the process of how component financials are handled by APHA. This was to clarify question concerning the accuracy and timing of financial reports to Components. There are three APHA full-time Component Affairs staff and six full-time accounting staff. Together they operate 300 cost centers and 99 accounts, which include, 32 Section and one Student Assembly operating accounts, 46 Section and one Student Assembly enrichment (investment) accounts and 19 Section award accounts. Operating accounts range from \$1,500 to \$23,000, and enrichment accounts range from \$0 to \$511,230.

This is a very complicated process. When a check or a donation is made to the Association on behalf of a component (Section, SPIG, affiliate, etc.), it goes through a series of checks to ensure the money is credited to the correct cost center on behalf of the component. This adds time and complexity to the process. It is mostly a manual process where staff enters information. It is checked several times along the way to ensure it is properly credited. However, there is always a chance of human error. For example, if a number is transposed it can go to the wrong cost center in a component's account or another component's account.

The APHA Accounting Department reconciles component operating and enrichment accounts monthly with the information that was manually entered into the system. Accounting then sends the information to Component Affairs staff, who reviews the information to validate the financial posting for correctness. If a problem arises, Component Affairs staff work with the Accounting staff who then make any necessary adjustments. The information is then disseminated to the component leadership for their review as another quality control step. That means that on occasion APHA internal staff or the component leadership may identify an error or find



something that needs clarification. This should be viewed as a quality control step and not mismanagement or poor financial controls. This is the financial control. It is also complicated by the turnover of member leaders and understanding of the financials.

APHA evaluates the system from time to time to make improvements. Recently, additional controls were put in place to strengthen the system. For example: Checks and receipts can now be uploaded to an online platform with more oversight by the Accounting Department, APHA Component Affairs staff, and component leadership, which includes the chair, chair-elect and the newly designated position of treasurer of each member unit. In addition, APHA staff will conduct two webinars for the component leaders on APHA communication channels and Component financials in the first quarter of 2020 to enhance member understanding of the financials. We will also be looking at staggering the reporting to components to ensure a more complete reporting process. For further details, Dr. Benjamin's presentation [is available online](#).

It was recommended that a similar presentation along with financial risk management communication be presented to the Affiliates and Sections at their mid-year meetings.

K. Membership Committee of the Executive Board - Eldonna Chesnut, MSN, Committee Chair

Ms. Chesnut said that the primary purpose of the committee is to monitor, identify gaps, and provide guidance and feedback to APHA membership efforts, as it relates to specific core approaches, strategies, and tactics identified in the APHA Strategic Plan. The committee removed and added a few new action items to this year's committee work plan, some of which include: 1) holding off in rolling out the biennial membership survey, due to the work of MUEEP; 2) working collaboratively with the Committee on Membership to address areas in which COM members identified weaknesses in a SWOT analysis; 3) sending surveys to student bulk members and the administrator, then drafting a report on the pilot membership category.

L. Governance Committee Report - Deanna Wathington, MD, MPH, Committee Chair

Dr. Wathington provided a summary of the Governance Committee work plan. The committee examines Executive Board meeting processes, evaluates board meetings and survey results, and oversees the completion of conflict of interest forms, and member profile sheet. The committee met on Dec. 16, 2019 and analyzed the survey results from the Executive Board meeting at the Philadelphia Annual Meeting as well as results from the 10 exiting board members survey.

The committee noticed board members consistently are asking for more time on the agenda for open discussion regarding legislative priorities and policy initiatives. Board members would like



to have input in APHA's yearly advocacy priorities. Additionally, future January board meetings should allow such discussion time with APHA legislative staff Donald Hoppert in order for board members to effectively engage legislators in May during their Capitol Hill visits. The committee also decided to roll out two open ended questions for the board meeting evaluation to avoid redundancy in feedback as seen in the past multiple choice surveys. The two questions will ask:

- 1) Please describe the most productive aspects of the meeting. What do you feel was done well?
- 2) What are your recommendations for improvement?

Feedback from the exiting board members survey included a suggestion on passing on knowledge of previous board accomplishments to the incoming board members. This can be disseminated through the President's report (which is submitted to and presented to the Governing Council) as a part of the onboarding/orientation packet of the newly elected and appointed board members.

Additionally, at the first board meeting in January, the board chair can announce key points of accomplishment from previous years as well as what to expect in the upcoming year. Feedback from the exit survey also suggested: strengthening engagement of past board members and presidents via leadership events and receptions at the Annual Meeting; providing a relaxation room for past board members to network; and publicizing past president/board officer bio or profile on poster session boards at the Annual Meeting.

M. Strategic Planning Committee Report - Cathy Troisi, PhD, Committee Chair

Dr. Troisi provided a brief summary of the Strategic Planning Committee. She said the revised and reduced version of the strategic plan was adopted by the Governing Council at the Annual Meeting in Philadelphia in 2019. The goal of the committee this year is to communicate this revised strategic plan to the Executive Board, the committees of the Executive Board, the Governing Council, component leadership and the membership as a whole.

In order to achieve the committee's goal, three subcommittees were formed. The first subcommittee will cross examine APHA advocacy priorities and the Leading Health Indicators to ensure that the Leading Health Indicators are addressing the goal of *Creating the Healthiest Nation in One Generation*. The second subcommittee will look into metrics to evaluate progress and success (for example, looking into the number of retweets of an APHA public health related topic). The third subcommittee will develop a guide for APHA leadership on different ways to advocate and engage APHA members in public health advocacy priorities.

The committee will also examine APHA's budget to see how it aligns with the strategic plan.

N. Wrap Up and New Business - Chris Chanyasulkit, PhD, MPH, Chair

Following action items/news were shared with board:

- *Dr. Chanyasulkit reminded the board to send her any agenda items well in advance of their March 9, 2020 Executive Board Meeting.*
- *Dr. Fernandez-Pena recommended board members read the Public Health Code of Ethics and utilize it as much as they can.*
- *Ms. Chesnut prompted the board to join a team for [APHA's Billion Steps Challenge](#), which culminates during National Public Health Week.*
- *Student Assembly Chair Bartlett shared an upcoming Student Assembly virtual event that will be held on April 9 from 2-3 p.m. ET. More information will be forthcoming.*

As part of the new business item, Governing Council Speaker Murray then discussed APHA's executive session policy, specifically around the JPC mark-up session at the Annual Meeting and if minutes should be made available to the public. The board then had a thoughtful discussion on the pros and cons of JPC executive session. They decided that the Governance Committee of the Executive Board will explore this issue in depth and report back to the board in the next Executive Board meeting on March 9.

Meeting adjourned at 12 p.m.

The next meeting of the Executive Board will take place via zoom on Monday, March 9, 2020