



Executive Board Meeting Minutes
Sunday, January 7- Monday, January 8, 2024

Present

E. Oscar Alleyne, DrPH, MPH
Melissa (Moose) Alperin, EdD, MPH, MCHES, *Vice Chair*
Georges C. Benjamin, MD
Jessica Boyer, MPH, MSW
Monique Brown PhD, MPH, FGSA
Bryan O. Buckley, DrPH, MPH, MBA
Chris Chanyasukit, PhD, MPH
Shontelle Dixon, MPH, CHES
Ella Greene-Moton
Aaron Guest, PhD, MPH, MSW
Benjamin Hernandez, MBA
Claude A. Jacob, DrPH, MPH
Amy Lee, MD, MPH, MBA,
Nandi Marshall, DrPH, MPH, CHES, CLC, CDE, *Chair*
Stephen Modell, MD, MS
Padmini Murthy, MD, MPH, MS,
Shirley Orr, MPH, APRNA
David Reyes, DNP, MPH, RN, PHNC-BC
Gopal Sankaran, MD, DrPH, MNAMS, CHES
Anthony Santella, DrPH, MCHES, CPH
Denise Strehlow, MPH, MSW
Kevin Sykes, PhD, MPH
Veena Thamilselvan, MSPH
Deanna Wathington, MD, MPH

Sunday, January 7, 2024

Call to Order and Welcome – Nandi Marshall, DrPH, MPH, CHES, CLC, CDE, Chair

The chair called the meeting to order and made brief opening remarks. A quorum was established, and the chair called for a motion to approve the meeting agenda. The motion was moved and seconded and hearing no discussion, the chair called for the vote.

Motion: To Approve the Meeting Agenda

Outcome: Approved by Acclamation

At the conclusion of the vote, the chair called for a motion to approve the consent agenda. Items included on the consent agenda included the Nov. 2023 Executive Board Meeting minutes, new agency members, the 2025 Governing Council Seat Allocation, APHA Leadership Appointments and the appointment of the APHA Parliamentarian for a one-year term. The motion was moved and seconded, and the chair called for discussion, **a member of the executive board** asked that the Nov. meeting minutes be removed from the consent agenda. The Nov. meeting minutes were removed from the consent agenda, hearing no further discussion, the chair called for the vote.

Motion: To Approve the Consent Agenda, New Agency Members, the 2025 Governing Council Seat Allocation, APHA Leadership Appointments and the appointment of the APHA Parliamentarian for a one-year term.

Outcome: Approved by Acclamation

At the conclusion of the vote the executive board discussed the Nov. 2023 meeting minutes noting that they needed to be amended due to missing information. The chair asked that the minutes be amended and that the executive board vote to approve the minutes on Mon., Jan. 8, 2024. The chair then introduced the next item on the meeting agenda.

Executive Board Governance and Fiduciary Responsibilities Presentation– Jacqueline (Jackie) Henson, JD, Senior Counsel, Baker Donelson

Jacqueline A. Henson, Esq. began by providing the board with an overview of the topics she would address in her presentation. The topics included, the fiduciary requirements of APHA directors and officers outlined in the Massachusetts Attorney General’s Guide for Board Members of Charitable Organizations, released in December 2022; the relationship between APHA directors and APHA management and staff; APHA’s charitable organization tax requirements and a 2024 legal scan including legal cases affecting nonprofit organizations across the country.

Ms. Henson then defined the board’s duty of care, duty of loyalty, duty to the mission, the importance of reporting a conflict of interest, having a basic understanding of the APHA bylaws and APHA’s financial policies and budget. She then discussed the rights of director’s, the role of APHA executive board members and the differences between the responsibilities of the executive board, the executive director and staff. She concluded her presentation by discussing APHA 501(c)3 tax status and the rulings in recent not for profit legal cases.

Dr. Marshall thanked Ms. Henson for her presentation and introduced the next item on the meeting agenda.

Report of the Executive Board Chair - Nandi Marshall, DrPH, MPH, CHES, CLC, CDE

Dr. Marshall discussed her expectations for the 2024 executive board including her goals for the year. Goals include ensuring the board receives the requisite training necessary to do its job; operationalizing the newly adopted APHA strategic plan; demonstrating financial stewardship and being engaged in APHA development activities.

Dr. Marshall then discussed her expectations, she asked that all board members be prepared to participate in the meetings and subcommittee meetings of the board. She requested that members unable participate in board meeting or subcommittee meeting notify the chair, vice chair or committee chair as soon as possible.

Dr. Marshall concluded her remarks by thanking the members of the executive board and APHA staff for everything they have done and will do over the course of the year. She then introduced Dr. Benjamin as the next speaker on the meeting agenda.

Association Updated Report – Georges C. Benjamin, MD

Dr. Benjamin began his presentation by discussing the 2023 APHA Annual Meeting and Expo. He said that a total of 13,575 individuals participated in the event (12,928 in-person and 647 digitally). He informed the board that APHA sold 440 booths (a 20% increase over the 2022 Annual Meeting) to 357 companies and that there were 12 sponsoring organizations.

Dr. Benjamin noted that there were a total 1,066 scientific sessions: including 11 champion conversations, 11 digital session, 13 emerging scholar sessions, 10 ignition stage sessions, 7 leadership lab sessions, 14 livestreamed sessions, 99 short films (digital) and 7 technology conversation arena sessions. Additionally, there were 64 social/meal events and 6 symposia. Dr. Benjamin then shared some preliminary survey data noting that 76% of survey respondents believe that the Annual Meeting exceeded or met their expectations; 79% of respondents believe the in-person Annual Meeting experience is worth the financial investment and 82% of respondents indicated the Annual Meeting made them feel more positive about APHA.

Dr. Benjamin then informed the executive board that planning for the 2024 Annual Meeting has begun and the abstract submission deadline is on March 29, 2024. Dr. Benjamin then turned his attention to National Public Health Week, April 1 – 7, 2024, noting the theme for this year is Protecting, Connecting and Thriving: We Are All Public Health. Dr. Benjamin then announced the dates of the Policy Action Institute, June 17 & 18, 2024, the event will take place in Washington, DC and live streamed to virtual attendees.

Dr. Benjamin then shared that the final routine paper of the American Journal of Public Health was sent in December 2023. He noted that PDF copies of the Journal are available online for download and purchase. Dr. Benjamin said the decision to stop printing paper copies of the Journal is due to the cost of paper and APHA's desire to continue to reduce our impact on the environment. Dr. Benjamin then discussed the conclusion of the APHA Your Way project noting the progress the Association as made to better serve the membership. He highlighted the installation of APHA LEAD, APHA's mentoring initiatives, membership welcome and onboarding projects and leadership transition and engagement activities. He noted that while the APHA Your Way project is complete, many of the remaining recommendations will be addressed through the strategic planning process.

Dr. Benjamin then discussed APHA communications, he shared information related to routine information shared with the executive board and the membership and crisis communication, including

APHA's approach to crisis communications. He noted that the crisis communications team follows the following rules, be first, be right and be credible and express empathy, promote action and show respect.

Dr. Benjamin concluded his presentation by sharing information related to the number insurance policies the association carries. Insurance policies include, travel and accident, media, cyber, management and liability (directors and officers, fiduciary, etc.) and property. He noted that APHA holds a number of other insurance policies as well.

Dr. Benjamin answered questions throughout his presentation. Dr. Marshall thanked Dr. Benjamin for his presentation and introduced the next topic on the meeting agenda.

Report of Overview APHA Advocacy Priorities – Donald Hoppert, APHA Director of Government Relations

Mr. Hoppert began his presentation by discussing APHA's 2024 advocacy priorities. He noted that the association is working with the members of the 2nd session of the 118th Congress noting, the Republican Party holds a slim majority in the U.S. House of Representatives and the Democratic Party along with Independents hold a slim majority in the U.S. Senate.

Mr. Hoppert then noted the following are APHA's advocacy priorities for 2024:

- Increase and protect funding for vital public health agencies and programs and strengthen the nation's public health infrastructure
- Uphold the Affordable Care Act and expand access to health coverage and services
- Address the health impacts of climate change
- Uphold critical public health laws and regulations
- Address the nation's gun violence epidemic
- Reauthorize child nutrition and farm bill with strong nutrition/PH provisions
- Support access to all reproductive health services
- Prioritize racial and health equity through each priority area

Mr. Hoppert concluded his presentation by discussing several other activities the association is tracking, including, but not limited to tobacco control issues, the EPA FY2024/FY2025 funding, the EPA lead dust rule, the EPA clean water rule, anti-LGBTQ matters, maternal health and the Pandemic and All-Hazard Preparedness Reauthorization Act. Mr. Hoppert then stressed the importance of executive board member participation in replying to action alerts and other advocacy activities of the association.

Dr. Marshall thanked Mr. Hoppert for his presentation and lead a period of questions and answers. Hearing no further questions Dr. Marshall thanked Mr. Hoppert for his presentation and introduced the next item on the meeting agenda.

Report of APHA Strategic Planning Implementation – Georges C. Benjamin, MD Executive Director

Dr. Benjamin began the presentation by discussing the charge of the strategic planning committee of the executive board. He then shared information related to APHA's old strategic plan and the process the association used to adopt the new strategic plan in Nov. 2023. He then shared information related to work of Davidoff Strategies, APHA's strategic planning consultant. He then highlighted APHA's new vision, mission and core values:

Vision

Optimal, equitable health and well-being for all.

Mission

To build public health capacity and promote effective policy and practice.

Core Values

- Community
- Science & Evidence-based Decision-making
- Health Equity & Justice
- Prevention & Wellness
- Measurable Progress in Improving Health
- Fortitude to Persevere

Dr. Benjamin then discussed the five overarching priority areas, build workforce capacity and effectiveness, champion public health, advance equitable public health practice and outcomes, improve member engagement and satisfaction and execute operational excellence. He then took the time to discuss each lead success metric and objective under each priority area.

Dr. Benjamin announced that Dr. Celeste Philip, APHA's senior public health advisor for health and medical affairs will coordinate the association's effort to launch the implementation of the strategic plan. He then discussed the financial aspects of implementation noting that there are no APHA resources to in FY2024 designated for strategic plan implementation, but FY2025 will have resources dedicated to implementation (the FY2025 budget process began in Jan. 2024).

Dr. Benjamin then outlined the next steps in the implementation process, including engaging APHA's communications team to create visuals around the new strategic plan, creating and engaging the staff working groups and beginning the process of evaluating current programs and practices and how track and report various data points to the strategic planning committee.

Dr. Benjamin then answered a number of questions related to his presentation and the next steps. Hearing no further questions, Dr. Marshall thanked Dr. Benjamin for his presentation and made brief concluding remarks and adjourned the meeting until Monday, Jan. 8, 2024.

Monday, January 8, 2024**Call to Order, Welcome and Sunday Meeting Recap– Melissa (Moose) Alperin, EdD, MPH, MCHES, Vice Chair**

Dr. Alperin called the meeting to order, established a quorum, made brief opening remarks and summarized the Sunday meeting of the executive board.

Report of the Speaker of the Governing Council – Aaron Guest, PhD, MPH, MSW, Speaker

Dr. Guest began his presentation by sharing the survey results of the Nov. 2023 meeting of the Governing Council. He noted that 88% of voting members and 2% of non-voting members participated in the meeting. He said that overall satisfaction in the meeting remains high, but challenges remain in member unit participation and Councilors believing their questions aren't being answered during the meeting. Dr. Guest said that participation remains a concern with a lack of Councilor engagement in orientations and meetings and that there is a lack of engagement from APHA past president, caucus leaders and section chairs.

Dr. Guest then shared information related to areas of improvement including, but not limited to, strategic planning engagement, additional time with candidates for elected APHA offices, the policy statement development process, the selection of APHA meeting locations and the APHA code of conduct policy.

Dr. Guest then shared information related to the Council's apparent confusion concerning their authorities. He noted that the Council believes they should approve/disapprove the APHA annual budget, be involved with the transition of the APHA executive director, should he announce his retirement, select the location of the APHA annual meeting, and should be more informed about APHA policies and procedures.

Dr. Guest then turned his attention to the 2024 governing council. He said the council's 2024 meeting and key dates have been shared with the membership and that agenda items for the mid-year meeting of the council are due on March 31, 2024, by 5 p.m. eastern. Dr. Guest then shared some procedural updated for 2024, he said APHA is doing away with the emergency proxy process, there will no longer be password protected Wi-Fi at the in-person meeting of the Council and clarifying and announcing governing council processes and procedures (no recording or photos on the governing council floor, no banners, signs or posters in the gallery area, etc.).

Dr. Guest concluded his presentation by discussing his planned activities for 2024, including, documenting procedures and the standing rules of the council, a full review of the APHA bylaws and convening an Ad Hoc Task Force to analyze the APHA policy statement development process. Dr. Geust then took questions related to his presentation.

Hearing no more questions, Dr. Alperin thanked Dr. Guest for his presentation and introduced the next item on the meeting agenda.

Report of Understanding APHA's Financial Profile – Kemi Oluwafemi, MBA, CPA Chief Financial Officer

Ms. Oluwafemi provided the executive board with a detailed introduction to understanding APHA's financial profile. Her presentation began with a basic definition of a budget, then moved into APHA budget process. Ms. Oluwafemi informed the board that the members of the finance and audit committee of the executive board reviews, approves and presents APHA's proposed budget. She then shared and reviewed a monthly financial report and discussed APHA's audit process.

Ms. Oluwafemi noted that in addition to the annual corporate audit, APHA is required to perform a A133 audit. This audit is required for those who receive \$750,000 or more in federal funds in the recipient's fiscal year. She said the members of the Finance and Audit committee accept the audited financial statements and the Treasurer presents the audited financial statement at the Oct. meeting of the executive board.

Ms. Oluwafemi concluded her presentation by noting that the members of the Finance and Audit committee address any emerging fiscal matters that arrive throughout the year. Mr. Oluwafemi then answered questions related to her presentation.

Dr. Alperin thanked Ms. Oluwafemi for her presentation and introduced the next item on the meeting agenda.

Report of the Treasurer – Benjamin Hernandez, MBA, Treasurer

Mr. Hernandez began his presentation by introducing the members of the 2024 Finance and Audit Committee. He then discussed their roles and responsibilities, including, having oversight of the APHA

budget process, regularly monitoring APHA budgetary activities, oversight of the auditing process and overall oversight of APHA financial policies including the reserve fund and investment policies and practices and review and monitoring of financial practices.

Mr. Hernandez then shared the financial report as of Nov. 30, 2023 (the Dec. financials were unavailable at the time of the Jan. executive board meeting). He noted that as of the end of Nov., the association's income was \$16,554,573 including investment income and appreciation/depreciation, which was over budget by \$2,693,180. He said the following revenue streams over performed as of the end of Nov., membership, advertising, convention revenue, interest income and grants and contracts. Mr. Hernandez then shared that the following revenue streams are underperforming as of the end of Nov., subscriptions, fees and royalties, books sales, and miscellaneous, this category includes contributions, sponsorships, etc.

Mr. Hernandez then said that APHA's total expenses as of the end of Nov. was \$12,700,958, which was over budget by \$416,691. He noted that the following areas were over their projected budget, consulting and temporary services, subcontractor costs, supplies and equipment and taxes-non-payroll, building interest and finance costs, and other costs. Other costs include stipends, honoraria, bank fees, etc.

Mr. Hernandez concluded his presentation by noting that budget reports will include year-end projections starting in Jan, 2024. Mr. Hernandez then thanked APHA staff and the members of the Finance and Audit Committee for their work and answered questions from the members of the executive board.

Dr. Alperin thanked Mr. Hernandez for his report and introduced the next item on the meeting agenda.

Report of the President – Ella Greene-Moton, President

Ms. Greene-Moton began her presentation by reflecting on her running for and being elected to the position of president-elect in 2022. She noted that in 2023 she worked on developing relationships with APHA staff, connected with her executive board committee assignments and responsibilities and prepared for her affiliate visits. She said her journey began in Oct. 2023 when she participated in the Michigan Public Health Association Annual Meeting. In Nov. she then attended the APHA annual meeting where she officially became APHA's President and participated in both the the Maryland Public Health Association and Hawaii Public Health Association Annual Meetings.

Mr. Greene-Moton shared that she participated in the New Mexico Public Health Association Annual Meeting in Dec. to close out 2023. Looking forward to 2024, Ms. Greene-Moton said there are 17 affiliates assigned to the rotation and that she'll be headed to the Utah, Ohio and Delaware Public Health Association Annual Meetings in the spring. She then encouraged her colleagues to read her monthly column in *The Nation's Health*.

Ms. Greene-Moton concluded her presentation by inviting the members of the board to join her in her presidential initiative, the "e-zone" a place where an individual can share and receive information; a space where you show respect and are respected and a space where an individual can recognize and accept and feel confident enough employing individual and collective power. Ms. Greene-Moton then took questions from the members of the executive board.

Dr. Alperin thanked Ms. Greene-Moton for her report and asked the executive board to approve the Nov. 2023 executive board meeting minutes. Dr. Alperin noted that the minutes were amended to reflect the missing information. The motion was moved and seconded and hearing no discussion, Dr. Alperin called for the vote.

Motion: To approve the Nov. 2023 executive board meeting minutes.

Outcome: Approved by acclamation.

At the conclusion of the vote, Dr. Alperin introduced the next item on the meeting agenda.

The Executive Board Committee Presentations

2023 Development Committee – Bryan Buckley, DrPH, MPH, MBA

Dr. Buckley began his presentation by introducing the members of the Development Committee and sharing the committee’s responsibilities, including providing oversight to the APHA development process, working with staff to achieve executive board fundraising goals, implement the committee workplan, identify entities to refer to the Committee on Social Responsibility for review and exploring new opportunities and best practices to achieve and expand APHA development goals.

Dr. Buckley then highlighted past successes, such as increased leadership giving in 2023, the exhibitor thank you project and launching the Giving Fuel platform. Dr. Buckley then discussed areas of opportunity for the future, including improved transparency in leadership giving, continued improvement of the Champions Luncheon and lounge and continued improvement to the exhibitor thank you project.

Dr. Buckley concluded his presentation by expressing his goal of 100% executive board giving during the 2024 leadership cycle.

Dr. Alperin thanked Dr. Buckley for his report and discussed the work of the Governance Committee of the executive board.

Report of the Governance Committee Update – Melissa (Moose) Alperin, Chair

Dr. Alperin began by outlining the charge of the governance committee of the executive board. She said the committee monitors and evaluates board processes, governance and accountability and develops and maintains the executive board handbook, including the board’s conflict of interest policy process and transparency. She added that members of the governance committee serve on the Conduct Subcommittee, which hears all APHA Code of Conduct matters.

Dr. Alperin then outlined the committee’s 2024 workplan priorities, including, but not limited to providing training and learning opportunities for executive board members, conduct an annual review of the executive board handbook, review previous executive board mentorship program for possible resurrection and develop an approach for monitoring executive board policies and actions.

Dr. Alperin then outlined three changes to the executive board handbook requiring executive board approval. The first revision updates the APHA vision, mission and values to reflect the language in the newly adopted strategic plan. The second edit pertains to the “Open Door Meetings and Executive Session. The final recommended change was to include the “Guide for Board Members of Charitable Organizations” (Office of the Massachusetts Attorney General) as an appendix.

Dr. Alperin then made a motion on behalf of the Governance Committee to make the following updates to the Executive Board Handbook:

1. Update the APHA vision, mission and values to reflect the newly revised language from the Strategic Planning process.

2. Update the Executive Session language around the presence of non-executive board members.
3. Add the Attorney General’s Guide for Board Members of Charitable Organizations.

The motion did not require a second because it came from Committee of the executive board. Therefore, Dr. Alperin called for discussion. Hearing none, Dr. Alperin called for a vote.

Motion:	To approve the Governance Committee’s recommended edits to the Executive Board Handbook.
Outcome:	Approved by Acclamation.

At the conclusion of the vote Dr. Alperin recognized Ms. Shantelle Dixon, the chair of the Personnel Committee for her report.

Report of the Personnel Committee – Shontelle Dixon, MPH, CHES

Ms. Dixon began her presentation by introducing the members of the personnel committee. She then shared the charge of the committee highlighting its’ primary responsibilities, evaluating the performance of the APHA Executive Director, periodic assessment of APHA staff satisfaction (quality of work life balance within the organization) and committee involvement in the search for a new Executive Director or Editor-in-Chief of the American Journal of Public Health when applicable.

Ms. Dixon said the executive director’s performance goals will be approved by the committee in Jan. 2024 and that the board will perform the executive director’s mid-year performance evaluation during the May meeting. She said the personnel committee is also planning the APHA staff appreciation event for the May meeting as well. Ms. Dixon said the executive director’s annual evaluation will take place at the Oct. board meeting.

Dr. Alperin thanked Ms. Dixon for her report and recognized APHA Treasurer, Mr. Benjamin Hernandez to discuss the work of the Finance and Audit Committee.

Report of the Finance & Audit Committee – Benjamin Hernandez, MBA

Mr. Hernandez reiterated the charge of the finance and audit committee and discussed the committee’s work plan for 2024. The committee’s responsibilities include, overseeing the budget process and the overall oversight of APHA financial policies, reviewing the proposed budget for recommendation to the executive board for approval, monitoring budgetary activities, overseeing the audit process, reviewing the annual audit and making recommendations to the executive board, reviewing and monitoring financial practices, overseeing the reserve fund policies and practices, overseeing APHA investment policies and practices and monitoring compliance with 501(c)(3) requirements related to financial matters.

Mr. Hernandez then shared the finance and audit committee’s 2024 work plan and discussed the status of their tasks. He then shared the FY2025 budget principles noting that there will need to be a special meeting of the executive board in June to approve the FY2025 budget. He concluded his report by answering questions related to the work of the committee.

Dr. Alperin thanked Mr. Hernandez for his report and introduced Dr. Oscar Alleyne, the chair of the Committee on Social Responsibility.

Report of the Committee on Social Responsibility – E. Oscar Alleyne, DrPH. MPH

Dr. Alleyne began his presentation by introducing the members of the committee on social responsibility and shared the committee's primary purpose, to evaluate prospective corporate, foundation, organizational and individual donors to APHA and/or its Components (i.e., Sections, SPIGs, Student Assembly) and Affiliates to assure that the philosophies, missions, values, and practices of such entities are either shared, or at minimum not in conflict with those of APHA.

Dr. Alleyne said the committee also creates, maintains, and modifies tools (e.g., APHA Guidelines for Gifts and Donations, evaluation tool template, etc.) to facilitate its evaluator processes, when necessary, collaborates with the development and finance and audit committees of the Executive Board, and serves as a resource to APHA Components and Affiliates.

Oscar Alleyne noted that the Chair of the Executive Board appoints the Chair and members of the committee from the executive board. The CSR Chair works with the Chair of the ISC, CoA, and Ethics Section to appoint additional representatives to the Committee. Note, expansion members of CSR may serve up to three years and their appointments will be renewed annually by the Chair. The Development Manager serves as the staff liaison to the CSR; when the Development Manager is not available, the Chief of Staff will serve as the staff liaison to the CSR.

Dr. Alperin thanked Dr. Alleyne for his presentation and made brief concluding announcements, including a request that executive board members complete the meeting evaluation when it is available.

Dr. Alperin called for a motion to adjourn, the motion was moved and seconded and hearing no comments, Dr. Alperin called for the vote. The motion was approved by acclamation.

The next meeting of the Executive Board will take place on Monday, March 11, 2024, 2-4 p.m. Eastern time, via Zoom.