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MINUTES  
BOARD OF DIRECTORS MEETING  
September 16, 2018  
Itasca, IL

**MEMBERS PRESENT:**

Colleen Kraft, MD, FAAP, President  
Kyle Yasuda, MD, FAAP, President-Elect  
Fernando Stein, MD, FAAP, Immediate Past President  
Mark Del Monte, JD, CEO/Executive Vice President (Interim)  
Wendy Davis, MD, FAAP, District I  
Warren Seigel, MD, FAAP, District II  
David I. Bromberg, MD, FAAP, District III  
Jane Meschan Foy, MD, FAAP, District IV  
Richard H. Tuck, MD, FAAP, District V  
Pamela K. Shaw, MD, FAAP, District VI  
Anthony D. Johnson, MD, FAAP, District VII  
Martha Middlemist, MD, FAAP, District VIII  
Stuart A. Cohen, MD, FAAP, District IX  
Lisa Cosgrove, MD, FAAP, District X

**STAFF PRESENT:**

DeeDee Cada, Senior Advisor to the CEO/Board Liaison  
Anne Hegland, Editor-in-Chief, AAP News

AGENDA ITEMS	ISSUES DISCUSSED	MOTION/ACTION
<i>Sunday, September 16</i>		
<b>Call to Order and Introduction of Guests</b>	Dr. Kraft called the meeting to order at 8:30 am on September 16, 2018.	
<b>Statement of Voluntary Disclosure</b>	Board members were given an opportunity to disclose any direct or indirect financial interests, or any personal, family, or other relationships that conflict (or could have the appearance of conflicting) with their duties, responsibilities, or exercise of impartial and objective judgment with respect to the meeting's agenda.	
<b>Approval of Minutes from the May 16-17, 2018 Board Meeting</b>	The minutes from the May 16-17, 2018 meeting were reviewed. Pending minor edits, the minutes were approved as written.	<b>MOTION:</b> Made, seconded, and carried to approve the minutes of the Board of Directors' meeting on May 16-17, 2018.
<b>Payer Advocacy Advisory Committee- <i>New Member Appointments</i></b>	The Board reviewed application materials to fill two new member positions on the Payer Advocacy Advisory Committee. The two new member positions were developed to specifically engage practicing pediatricians in private practice experienced with private (commercial carriers) and public payers (Medicaid, CHIP and Tricare) and/or Federally Qualified Health Centers (FQHC).	<b>ACTION:</b> The Board of Directors appointed Dr. Gregory Barabell and Dr. Michael Chamberlin to the Payer Advocacy Advisory Committee.
<b>Committee on Federal Government Affairs- <i>Interim Committee Member Appointment</i></b>	The Board reviewed the curriculum vitae of members put forward to fill a vacancy on the Committee on Federal Government Affairs (COFGA).	<b>ACTION:</b> The Board of Directors appointed Dr. Charles Pruitt to the Committee on Federal Government Affairs.
<b>AAP Workgroup on Sections</b>	At the May 2018 meeting, the Board approved a recommendation to establish a subcommittee of the Governance Committee, which would include representatives of member stakeholders, to review the governance structures, financial procedures, and role of sections, and to ensure alignment with the Academy's mission, bylaws and best practices for membership organizations. The Board discussed potential members that would help achieve the objective of the workgroup. District I Chairperson, Dr. Wendy Davis will chair the workgroup and District VII Chairperson, Dr. Tony Johnson will also participate. Senior Vice President, Primary Care and Subspecialty Pediatrics, Dr. Anne Edwards will provide staff support.	<b>ACTION:</b> The Board of Directors will invite the following members to comprise the AAP Workgroup on Sections: <ul style="list-style-type: none"> <li>• Dr. Rachel Dawkins</li> <li>• Dr. Christopher Harris</li> <li>• Dr. Michael Klein</li> <li>• Dr. John Zupancic</li> </ul>
<b>Benefits for Board and Past Board Members</b>	The Member Value and Engagement Committee of the Board put forward a proposal to consider the benefits extended to current Board and past Board Members. After discussion and consideration, the Board acted to maintain all current benefits at this time.	<b>MOTION:</b> Made, seconded, and carried to table future discussion of the benefits extended to current Board and past Board Members.
<b>CEO/Executive Vice President Transition</b>	This spring, the Board appointed Del Monte, JD, to assume the role of interim CEO/Executive Vice President. After discussion, it was decided that the formal initiation of the CEO/EVP search process will begin in January 2020. Mark Del Monte, JD will continue in his role as interim	<b>ACTION:</b> The Board of Directors will formally initiate the search for the next AAP CEO/Executive Vice President in January 2020.

	CEO/EVP, lead the senior leadership team, and further the 5-year organizational strategic plan.	
<b>Referendum to Amend the Bylaws of the American Academy of Pediatrics</b>	On May 17, the Board approved a referendum to amend the bylaws of the AAP. The vote followed a month-long comment opportunity open to all members. Since May, the Board received member requests to further revise the bylaws.	<b>ACTION:</b> The Board approved a revision to the current AAP Bylaws Referendum to (1) change the terms of District Chairpersons, At Large Board Members, and District Vice Chairpersons to a one, 4-year term (2) revert to the process described for amendments to the Constitution and Bylaws in the current AAP bylaws, and (3) clarify the requirements of the CEO/Executive Vice President.
The meeting was adjourned at 9:30 AM CT.		<b>Signature: DeeDee Cada, MA, Senior Advisor to the CEO/EVP</b>