



May 9, 2023

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TO: AAP Board of Directors

FR: Task Force on Board of Directors Rotation  
Tony Johnson, MD, FAAP, Chair  
Naomi Laventhal, MD, FAAP  
Rana Chakraborty, MD, FAAP

**Executive Committee**

- President**  
Sandy L. Chung, MD, FAAP
- President-Elect**  
Benjamin D. Hoffman, MD, FAAP
- Immediate Past President**  
Moiria A. Szilagyi, MD, FAAP
- Secretary/Treasurer**  
Dennis M. Cooley MD, FAAP
- CEO/Executive Vice President**  
Mark Del Monte, JD

RE: Proposal for Board of Directors Rotation

At the January 2023 board meeting, the Task Force on Board of Directors Rotation was created and requested to address the following items:

1. proposing an alternative rotation schedule and any specific board member terms that should be changed and how,
2. recommending by which method the bylaws amendment should be initiated, and,
3. developing a description and rationale for the proposal for dissemination to membership with the proposal.

The Task Force met several times by videoconference to explore the charge and make any recommendations for action. The Task Force was supported by Mark Del Monte and Sean Diederich who participated in the videoconferences as administrative and technical advisors only. The current rotation of terms is below.

Current State												
District/Seat	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	
I				1				1				
II	1				1				1			
III		1				1				1		
IV	1					1				1		
V		1					1				1	
VI		1					1				1	
VII	1					1				1		
VIII	1					1				1		
IX		1					1				1	
X		1					1				1	
A	1					1				1		
B	1					1				1		
C				1				1				
	6	5	0	2	6	5	0	2	6	5	0	

After careful consideration, the Task Force determined that the current rotation schedule for the AAP Board of Directors results in substantial numbers of board members rotating off in some years and few to none in others. This rotation is destabilizing to the work of the board, detrimental to good governance and creates significant discontinuities for board committee work and institutional memory. The effective functioning of the AAP Board of Directors is essential to the organization meeting its mission and providing strategic direction. Therefore, we believe that the current board rotation must be adjusted for the benefit of the Academy and its members.

The Task Force makes the following recommendations:

**Board of Directors**

- District I**  
Patricia Flanagan, MD, FAAP
- District II**  
Warren M. Seigel, MD, FAAP
- District III**  
Margaret C. Fisher, MD, FAAP
- District IV**  
Michelle D. Fiscus, MD, FAAP
- District V**  
Jeannette "Lia" Gaggino, MD, FAAP
- District VI**  
Dennis M. Cooley, MD, FAAP
- District VII**  
Gary W. Floyd, MD, FAAP
- District VIII**  
Martha C. Middlemist, MD, FAAP
- District IX**  
Yasuko Fukuda, MD, FAAP
- District X**  
Madeline M. Joseph, MD, FAAP
- At Large**  
Charles G. Macias, MD, FAAP
- At Large**  
Constance S. Houck, MD, FAAP
- At Large**  
Joelle N. Simpson, MD, FAAP

1. That board terms be amended according to the following schedule:

Proposal	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
I - Patricia Flanagan 23-26				1				1				1
II - Warren Seigel 16-23	1				1				1			
III - Margaret Fisher 19-24		1				1				1		
IV - Michelle Fiscus 20-23	1				1				1			
V - Lia Gaggino 21-24				1				1				1
VI - Dennis Cooley 19-24		1				1				1		
VII - Gary Floyd - 20-23	1						1				1	
VIII Martha Middlemist 18-23	1						1				1	
IX Yasuko Fukuda 19-24		1				1				1		
X Madeline Joseph 21-24				1				1				1
A Charles Macias	1						1				1	
B Connie Houck	1				1				1			
C Joelle Simpson				1				1				1
	6	3	0	4	3	3	3	4	3	3	3	4

  

Seat	Change	Planned	New	Lottery	
X*	6-year term	2024	2026	II	1
V*	6-year term	2024	2026	IV	2
A**	6-year term	2027	2029	VII	3
VII**	6-year term	2027	2029	VIII	4
VIII**	6-year term	2027	2029	A	5
				B	6
*	current board seat				
**	future board seat				

The current board members from District Five and District Ten would each have terms extended by 2 years (rolling off in 2026 instead of 2024). The board member elected in 2023 to At Large Seat A would have a term of six years (2024 to 2029). The board members from District Seven and District Eight elected in 2023 would serve six-year terms (2024 to 2029).

Following the changes proposed, the board rotation would follow a 4-3-3 per year cycle instead of the 0-2-6-5 cycle currently in place.

The Task Force did not consider any individual board member or particular board position when considering which terms to amend. However, current board members completing six-year terms were excluded from having terms extended. Where there were a number of board terms that could be adjusted to meet the desired rotation, the seats were randomized and selected by lottery. The figure above under the heading “Lottery” shows that Districts Seven and Eight as well as At Large Seat A were selected at random out of the pool that also included Districts Two, Four and At Large Seat B.

2. An amendment to the AAP Bylaws effectuating the changes proposed under Recommendation 1 be considered by AAP voting members in Fall 2023 concurrent with the national AAP elections.

The AAP Bylaws (Article XII) provide three methods by which an amendment to the AAP Bylaws may be initiated: 2/3 vote of the Board of Directors, 2/3 vote of the Annual Leadership Forum (now referred to as the Annual Leadership Conference), or a petition of 5% of eligible voting members. The Task Force recommends that the Bylaws amendment be proposed at the Annual Leadership Conference in August 2023 and voted upon. By establishing this Task Force, the Board of Directors has taken care to assure the consideration of changes to board terms be free from any bias or potential conflict of interest by the Board. Initiating a Bylaws amendment at the leadership conference further removes the AAP Board of Directors from any decision-making role in the process.

We have asked that legal counsel review the AAP Bylaws and confirm that this proposal is proper under the rules and to confirm that it avoids bias and conflict of interest to the extent possible. Attorneys at the law firm of ArentFox Schiff performed a review of the AAP Bylaws and this recommendation is consistent with their advice.

This memorandum is to update the AAP Board of Directors on the recommendations of the Task Force. No action is requested or required at this time.