Present
Abel Torres, MD, JD, MD, President
Kenneth J. Tomecki, MD, Vice President
Henry W. Lim, MD, President-Elect
Brian Berman, MD, Vice President-Elect
Mark Lebwohl, MD, Immediate Past President
Barbara M. Mathes, MD, Secretary-Treasurer
Marta J. Van Beek, MD, MPH, Assistant Secretary-Treasurer
Erin Boh, MD, PhD
Kimberly J. Butterwick, MD
Linda Stein Gold, MD
Neil S. Sadick, MD
Terrence A. Cronin, Jr., MD
Neal D. Bhatia, MD
Robert T. Brodell, MD
Marc D. Brown, MD
Kevin D. Cooper, MD
Jane M. Grant-Kels, MD
Janet G. Hickman, MD
Julie A. Hodge, MD, MPH
George J. Hruza, MD
Mark D. Kaufmann, MD
Paul A. Storrs, MD
Gary S. Wood, MD
Sabrina Newman, MD, Young Physicians Board Observer
Faranak Kamangar, MD, Residents/Fellows Board Observer

Not Present:
Sheila Fallon Friedlander, MD
Vinod K. Sharma, MD, International Board Observer

Incoming Board Members
Suzanne M. Olbricht, MD, Incoming President-Elect
Ted Rosen, MD, Incoming Vice President-Elect
Valerie D. Callender, MD, Incoming Class of 2021
Patricia K. Farris, MD, Incoming Class of 2021
Robert S. Kirsner, MD, PhD, Incoming Class of 2021
Robert A. Weiss, MD, Incoming Class of 2021

Speakers / Guests
Sabra Sullivan, MD, PhD, Chair, Council on Government Affairs, Health Policy and Practice
William L. Rich, III, MD, FACS, President and Medical Director of Health Policy,
American Academy of Ophthalmology

Staff
Elaine Weiss, JD, Executive Director and CEO
Robert M. Portman, JD, General Counsel
Cindy Kuhn Sr. Director, Membership Engagement
Diane Simmons, MPA, RN, CAE, Sr. Director, Education
CALL TO ORDER
Abel Torres, MD, President and presiding, called the meeting of the Board of Directors of the American Academy of Dermatology to order at 8:06 AM (CDT) on Saturday, November 5, 2016.

Dr. Torres welcomed the Board members, observers and guests.

QUORUM
Barbara M. Mathes, MD, Secretary-Treasurer declared that a quorum was present for the transaction of business.

ORDER OF BUSINESS/INTRODUCTORY MATTERS
Antitrust Compliance Policy, Fiduciary Obligations, and Note Taking
Dr. Torres referred the Board members to the background materials regarding the AAD/A Antitrust Compliance Policy and note taking during meetings and reminded them about the importance of following their fiduciary obligations, including maintaining confidentiality and declaring conflicts of interest.

Separate Order of Business
Dr. Torres reminded the Board members that they would follow the American Institute of Parliamentarians Standard Code of Parliamentary Procedure (formerly Sturgis Code of Parliamentary Procedure), and that it is essential that the Academy follow the order of business and observe corporate formalities necessary to ensure the separateness of the two organizations.

Disclosure of Conflicts of Interest and Code of Conduct
The Board members’ disclosures of potential conflicts of interest and code of conduct were circulated. Dr. Mathes asked Board members to update their disclosures and to declare any other actual or potential conflicts of interest with respect to specific agenda items for this meeting. None were declared.

Consent Agenda
Dr. Torres noted that, the AAD and AADA Consent Agenda email ballot was posted to BoardEffect. The Recommendations for Action containing housekeeping issues on the
Administrative Regulation on Nomination and Election Procedures, the Ad Hoc Task Force on Election Oversight policy and the information reports from the Council on Communications and the Ad Hoc Task Force on Governance were extracted from the Consent Agenda for discussion.

**AAD STRATEGIC DISCUSSION**

**American Academy of Ophthalmology (AAO) Data Registries Update**

Dr. William Rich, who is both President of AAO and Chairman of the Executive Committee of the AAO IRIS clinical data registry, presented a report on IRIS. He discussed the history of IRIS, the benefits and value of creating a clinical data registry, and several of the impediments that AAO has had to overcome to achieve its current success in collecting quality data and providing value to its members. More specifically, IRIS is helping its members qualify for Medicare reimbursement under the current quality-based payment system (Physician Quality Reporting System (PQRS)/Meaningful Use/Value Based Modifier) and the new Merit-Based Incentive Payment System is providing massive amounts of data for clinical research, and is providing financial benefits to AAO as an organization. He also discussed the importance of educating the members about the benefits of the registry to them. He then discussed the importance of and problems with working with Electronic Health Record (EHR) vendors to facilitate the extraction of data from physician participants’ EHR systems.

**OFFICER AND DIRECTORS REPORTS**

**President’s Report**

Dr. Torres reported on the following issues:

- AADA’s advocacy efforts with Food and Drug Administration (FDA), Congress, and state boards of pharmacy to relax or remove restrictions of office-based compounding
- The creation of an Ad Hoc Task Force on Skin Biopsy Codes to ensure coordination between the efforts of the Current Procedural Terminology (CPT) and Relative Value Scale Update Committee (RUC) representatives with respect to these important codes generally and specifically with respect to (a) the February 17, 2017 American Medical Association (AMA) CPT Panel meeting at which AADA’s request for new skin biopsy codes will be discussed and (b) the RUC survey of these codes that will need to be conducted in 2017 on the existing or new skin biopsy codes if they are created.
- The Board will hold meet and greet sessions with members on Friday, March 3 and Saturday, March 4, 2017 during the Annual Meeting
- Additional Recognition Awards that were not included in the Consent Agenda materials

**AAD EXECUTIVE COMMITTEE SUMMATION REPORT**

**AAD Executive Committee Summation Report – October 7, 2016**

Dr. Mathes highlighted two of the items contained in the October 7, 2016 Executive Committee Summation Report. She stated that the Executive Committee approved the creation of a new Council on Practice Management. This recommendation came to the Executive Committee through a recommendation from leadership to the Organizational Structure Committee. She stated that this council will be focused on meeting the practice management needs of AAD/A members in this rapidly changing health care environment. It will develop an array of new and different or repackaged products and services to better address the distinct needs of different member segments (residents transitioning into the workplace vs. retiring physicians selling a practice). Dr. Mathes noted that Ms. Weiss would speak to the staff side of the new Practice Management Center, during her report.
Dr. Mathes also discussed the Executive Committee’s approval of the *Journal of the American Academy of Dermatology (JAAD)* request for proposal (RFP) work group’s recommendation to finalize and sign the proposed, five-year publishing agreement with Elsevier (1/1/18-12/31/22) for *JAAD* publishing services (including *JAAD, JAAD Case Reports* and *JAAD International*). She presented the terms of that proposal and stressed the need to maintain confidentiality regarding this information.

A motion was made and duly seconded to approve the Executive Committee summation report of October 7, 2016 and the actions taken therein.

**ACTION:** Approved

*The AAD Board recessed at 9:20 AM (CDT) to briefly convene the AADA Board Meeting.*

*The AAD Board reconvened at 9:25 AM (CDT).*

**Secretary-Treasurer’s Report**

**Nine-Month Year to Date Financial Report Ending September 30, 2016**

Dr. Mathes presented the Nine-Month Year to date Financial Report Ending September 30, 2016. She reported that revenues were very close to budget and expenses were $2.1 million below budget. Dr. Mathes then discussed specific revenue and expense line items. She noted that the end-of-quarter surplus was $5,623,616, but cautioned that the end-of-year surplus would be significantly lower after all expenses are paid. She estimated that final 2016 surplus would be just under $2 million.

Dr. Mathes reported that the Reserve Income Fund (RIF) balance was $2.6 million under policy requirements. Some of that deficit would have to be reconciled through the allocation of the 2016 surplus, which she discussed later in her report.

Dr. Mathes noted that the unallocated balance in the Strategic Reserve Fund was just under $400,000.

Dr. Mathes concluded by discussing the performance of AAD/A’s investments, which continued to be somewhat disappointing, but not surprising given market conditions and the AAD/A’s relatively risk adverse investment policy.

After discussion, a motion was made and duly seconded to approve the Nine-Month Year-to-Date Financial Report Ending September 30, 2016 for information only.

**ACTION:** Approved

**2015 General Operating Fund Surplus**

Dr. Mathes presented the proposed allocation of the 2015 General Operating Fund Surplus. She stated that the 2015 financial statements of the Academy were presented during the July 30, 2016 Board of Directors meeting, which showed the Academy closed the 2015 fiscal year with a net surplus of $1,210,948 in the General Operating Fund (GOF). She noted that the Secretary-Treasurer and Assistant Secretary-Treasurer were charged with making recommendations on which fund(s) to transfer the 2015 GOF surplus.

Dr. Mathes also stated that the Reserve Income Fund (RIF) is currently out of policy by approximately $2.5 million. This is primarily due to two factors. First, by policy, the fund should cover up to 50% of operating expenses. Operating expenses have outpaced investment returns. Secondly, market

**AAD BOD MINUTES – FINAL – MARCH 6, 2017**
conditions have not been very positive in 2015 and 2016, so anticipated investment returns have not materialized. Although this recommendation of $1,000,000 only covers about 40% of the RIF shortfall, the Academy does have almost $11 million in its Endowment Fund. Dr. Mathes reported that, based on the combination of these two funds, which total over $31 million, AAD/A’s auditors were comfortable with leaving some imbalance in the RIF at the end of the year.

Dr. Mathes reported that the $210,948 allocation to Strategic Reserve Fund (SRF) allows for a small amount to be unallocated in case there is a future request for funds to cover needs not anticipated in the budget. The unallocated SRF balance as of September 30, 2016 was $391,299.

A motion was made and duly seconded to approve moving the 2015 General Operating Fund (GOF) surplus of $1,210,948 to two funds - $210,948 to the Strategic Reserve Fund (SRF) and $1 million to the Reserve Income Fund (RIF).

**ACTION:** Approved

**Administrative Regulation on Nomination and Election Procedures**

Dr. Mathes stated that the recommendation for action which contained the housekeeping edits to the Administrative Regulation (AR) on Nominations and Elections Procedures and the Ad Hoc Task Force on Election Oversight Policy were pulled from the consent agenda for discussion. She reported that these edits were inadvertently incorporated into the larger edits that were rejected at the July Board meeting and serve to clarify the AR.

Dr. Mathes stated that the first motion is to approve **not** removing the following language from Section 13.d. of the current AR: “Other presentations or interviews may also be permitted as long as they contain no reference to the current election.” That sentence was erroneously incorporated in Consent Agenda materials on this issue and therefore mistakenly deleted. This sentence is needed because the beginning of that section, lines 297 – 300, deals specifically with dermatologic meetings, and the ad hoc task force wanted to ensure that candidates could do other, non-AAD/A presentations, as long as they do not contain any reference to the election.

Dr. Mathes noted that the second motion was to add two words – gifts and balloons – to the list of items candidates are prohibited from distributing in support of their candidacy to further clarify items not to be distributed.

Dr. Mathes stated that the third motion recommended was to align the ballot return date with the opening of the election – Saturday of annual meeting, instead of the mail date of the ballots – the Friday of the annual meeting, thereby providing members with a full two weeks to cast their votes.

Dr. Mathes stated that the last motion related to the Ad Hoc Task Force on Election Oversight Policy. This motion is presented to mirror the approved recommendations to the Administrative Regulation on Nominations and Elections Procedures which the Board approved at its July meeting, decommissioning the election town hall.

A motion was made and duly seconded to **not** approve the deletion of language in proposed motion A1) and **approve** proposed motions A2, A3 and B as outlined on pp 72 and 73 of the Board briefing materials.

A1 – d. Candidates may give presentations or interviews at dermatologic meetings or in related publications. However, presentations in these circumstances may not contain any political or electioneering content, and the candidates must refrain from mentioning their candidacy, other candidates, or the election. “Other presentations or interviews may also be permitted as long as they contain no reference to the current election.”
A2 – e. Distribution by candidates of flyers, gifts, trinkets, pins, ribbons, balloons, and other similar items in support of the candidate is prohibited.

A3 – (b) must be received or electronically posted by a date designated therein, which date shall be within two weeks of the opening date of the election after the date ballots are sent to the membership.

B – Election Town Hall — During the 30-day election period, the Chair reviews questions submitted by the membership for posting to the Election Town Hall in accordance with the AR. Should the Chair consider a question(s) to be duplicative, inflammatory, offensive, or otherwise inappropriate in nature, the chair will forward the question(s) to the AHTF. The AHTF will have the authority to consolidate, edit or refuse to post such question(s). Consolidated and edited questions will be sent to the submitting ember for approval before they are posted to the election town hall.

ACTION: Approved

Executive Director Report
Ms. Weiss referred the Board to her written report and highlighted the following issues in her verbal report:

- The successful legislative conference conducted by AADA in September 2016, combined with the state society leadership summit.
- The signing of the new Journal of the American Academy of Dermatology (JAAD) contract on favorable terms to AAD.
- The new Practice Management Center, a key feature of the new Council on Practice Management. The Practice Management Center will provide practical resources for dermatology practices to assist them in maximizing revenues, negotiating with private payors and Medicare, including a MACRA Resource Center and a Teledermatology Implementation Hub.
- The work that AADA has done to shape and explain to members both the final MACRA Rule and the 2017 Medicare Physician Fee Schedule.
- Narrow Networks—highlighting a recently-completed Centers for Medicare and Medicaid Services investigation into narrow Medicare Advantage plan networks, which found that nearly half of the physician listings have incorrect information.
- AADA efforts to address drug pricing and transparency issues through increased federal resources for medical research and the Food and Drug Association (FDA) drug approval process to expedite the approval of generic equivalents.
- AADA’s recent skin cancer prevention efforts, including drafting a congressional resolution supporting state, local, and community youth skin cancer prevention activities and advocating for the removal of language from a House bill urging the Centers for Disease Control to study the effects of non-burning sunshine, a concept that doesn’t have any scientific basis.

A motion was made and duly seconded to accept the Executive Director’s report for information only.

ACTION: Approved
**Council on Science and Research**

*Burden of Skin Disease*

Dr. Lim presented the *Burden of Skin Disease* report. He provided background on the project and noted that it uses 2013 claims data to show the prevalence, economic burdens, and mortality for 24 skin disease categories. He then discussed the key findings, timeline for the final report, and next steps. He noted that the goal is to publish the report by mid-April 2017.

A motion was made and duly seconded to approve the Council on Science and Research's Burden of Skin Disease report for information only.

**ACTION:** Approved

**Council on Community, Corporate and Philanthropic Relations (CCPR)**

*Expansion of Educational Program*

*Industry Training Program (Dermatology Education, Review and Mastery – D.E.R.M.)*

Dr. Mathes presented the Council on CCPR report. She stated that the Council has proposed to launch a new source of financial support from the corporate sector by expanding the pilot educational program on psoriasis for AbbVie employees to other companies and developing additional programs for other disease states.

Dr. Mathes stated that AbbVie approached AAD to develop an educational program to improve their relevant employees’ knowledge and understanding of psoriasis, treatment, the decision-making process by dermatologists and other applicable information. She noted that AbbVie funded the development of the program, which was approved by leadership as a pilot project.

Dr. Mathes noted that the D.E.R.M. program, which was piloted in the second quarter of 2016, received very positive feedback from participants and faculty, indicating that it was increasing the knowledge of industry personnel about psoriasis, which can lead to better and more effective dialogue between industry representatives and physicians and their office personnel.

The program is comprised of web-based modules, an in-person workshop with member faculty, and a post-program online assessment. Upon completion of the program, participants received a certificate of completion. The pilot program has resulted in AAD creating a ‘template’ for future programs in other disease states.

With the Board’s approval, the psoriasis program, which is owned by AAD and will be offered to other companies beginning in June 2017. (AAD provided AbbVie with a 12-month exclusivity period in exchange for funding the whole program development and implementation.)

Dr. Mathes noted that this new initiative has gone through the business planning process and the assessment is that it has an opportunity to bring a six-figure income to AAD in 2017 by offering the psoriasis program to other companies and developing a new program in another disease state which can be offered to Abbvied and other companies. Additionally, the modules can be parsed out to be used for other revenue sources, from licensing to online courses.

A motion was made and duly seconded to approve the launch of a new source of financial support for the AAD from the corporate sector by expanding the pilot educational program on psoriasis for AbbVie employees to other disease states and to other companies.

**ACTION:** Approved
HEARD FROM THE FIELD
Dr. Torres invited Board members to raise issues of concern that they were hearing about in the field.

The Board discussed the need to educate members about the Zika virus risk in Orlando, the site of the 2017 Academy Annual Meeting. Staff noted that alerts have been posted on the Academy website with links to Centers for Disease Control (CDC) advisories on this issue and that they will continue to aggressively communicate with members about this issue.

The Board also discussed the need to be more proactive in educating Academy members about alternative payment models and population health issues. Staff discussed steps they have already been taking in this area and plans for the near future.

The Board discussed maintenance of certification alternatives to exams that the American Board of Internal Medicine and the American Board of Dermatology have been considering. The Council on Education and Maintenance of Certification has been looking at these alternatives and will report any significant developments to leadership.

AAD UNFINISHED BUSINESS

Ad Hoc Task Force on Election Oversight
Uncontested Officer and Contested Director Election
Dr. Cronin presented the recommendation of the Ad Hoc Task Force on Election Oversight from its May 15, 2016 meeting regarding changes to the AAD election process.

The Board discussed this issue at its July 2016 meeting. It voted to table the following motion until this meeting.

A motion was made and duly seconded to consider moving toward a 3- to 5-year transition plan which would allow the Board of Directors to elect the President-elect and Vice President-elect and which would include the following considerations:

- Continue to hold contested election for directors
- Expand upon the nominating process for directors
- Educate the membership about the need for these changes
- Consider write-in possibility for officers
- Allow the Board of Directors to choose officers since they have direct knowledge of what is needed and how actively the directors have engaged in the business of the Academy

Dr. Cronin presented the motion again and discussed the pros and cons. The Board discussed the issue at length and generally did not feel the members would support this proposal as they would see it as taking away their right to choose the officers and put too much power in the hands of the Board.

A motion was made and duly seconded to adopt the recommendation of the Ad Hoc Task Force on Election Oversight.

ACTION: Defeated

After further discussion, a motion was made and duly seconded to charge the Ad Hoc Task Force on Governance to evaluate the Nominating Committee composition and process, including involving the Board in more of the process and giving Board members the ability to provide more input on candidates.
The Board went into Executive Session at 12:35 (CDT).

The Executive Session Minutes November 5, 2016 Board Meeting are kept in confidential files at the Academy offices in Schaumburg and by legal counsel.

The Board came out of Executive Session at 2:15 PM (CDT).

AAD NEW BUSINESS

Budget Committee
Dr. Mathes presented the Budget Committee report, including the proposed AAD/A budget for 2017. She discussed five-year revenue and expense trends and provided other background on how the budget recommendations were developed by the officers and staff. She also discussed the status of the Reserve Income Fund (RIF) and Strategic Reserve Fund (SRF).

AAD/A General Operating Fund (GOF) Budget
A motion was made and duly seconded to approve the 2017 AAD/A General Operating Fund with a fiscal impact of:

- Combined AAD/A Revenues of $48,510,432
- Combined AAD/A Expenses of $48,341,096
- Combined AAD/A Net Surplus of $169,336

ACTION: Approved

AAD/A Strategic Reserve Funds (SRF)
A motion was made and duly seconded to approve the following programs to be drawn down in 2017 from the Strategic Reserve Fund:

- $166,500 for Performance Measurement Testing
- $78,605 for Priorities Committee Retreat
- $44,935 for Pruritus Multi-Stake Holder Meeting
- $32,500 for International Engagement Strategy

ACTION: Approved

AAD/A Technology Funds’ Budget
A motion was made and duly seconded to approve the 2017 AAD/A Technology Fund Budget with a fiscal impact of $1,075,340.

ACTION: Approved

AAD/A Property, Plant, & Equipment Funds (PP&E) Budgets
A motion was made and duly seconded to approve the 2017 AAD/A Property, Plant & Equipment Fund Budgets with a fiscal impact of $184,700.

ACTION: Approved

A motion was made and duly seconded to approve the rest of the Budget Committee report for information only.

ACTION: Approved
Joint Board/Advisory Board Work Group

Drs. Hodge and Cronin presented the Joint Board / Advisory Board Work Group report. They stated that the work group agreed that by instituting a “virtual” Reference Committee and having the Advisory Board Executive Committee meet at the Academy Summer Meeting, mid-year resolutions could be well-vetted prior to being presented to the Board of Directors. The following motion allows for the full Advisory Board to have an electronic vote on each mid-year resolution and to conduct special elections.

A motion was made and duly seconded to approve the proposed addition to the guidelines Article IV: Meetings/Electronic Ballots, Section 2 as presented (lines 185-217).

**Article IV: Meetings/Electronic Ballots, Section 2**

**Section 2**

*Actions Taken Outside the Advisory Board General Business Meeting*

Resolutions may be proposed outside the Advisory Board General Business Meeting if they are submitted after such meeting and at least thirty-five (35) business days prior to AAD/A Summer meeting. Such mid-year resolutions will be posted to the Advisory Board web portal for a comment period of two (2) weeks. As with resolutions considered at the General Business Meeting, comments should address the item under consideration and include specific suggestions for changes, if appropriate. These comments will be sent to the Reference Committee. At the end of the comment period, the Reference Committee will meet in-person or via conference call to consider all the comments received and make any appropriate edits to the resolutions. The Advisory Board Executive Committee shall meet at the Academy’s Summer Meeting to consider mid-year resolutions and the reference committee recommendations. These resolutions shall be thoroughly vetted by the Advisory Board Executive Committee and if appropriate, they will be sent on to the full Advisory Board for an email ballot.

The mid-year resolutions reviewed and forwarded by the Advisory Board Executive Committee for email vote will then be posted to the web portal for seven (7) days for vote by each Advisory Board constituent society representative and other Advisory Board members eligible to vote thereon. All members can only vote to approve or not approve the resolution(s) or amendments. Resolutions or amendments adopted by a majority vote of the total constituent society representatives and other voting members of the Advisory Board shall be forwarded to the AAD/A Board of Directors for review and action in accordance with AAD/A Bylaws and Administrative Regulations. The Recommendations for Action forms for the resolutions and amendments must meet AAD/A established deadline for Board material submissions.

*Special Elections*

If the Advisory Board Executive Committee determines that a special election is needed to fill an officer vacancy outside of the Advisory Board General Business Meeting, the Advisory Board vote shall be conducted by electronic ballot pursuant to the procedures set forth in this Article IV, Section 2. Elections by electronic ballot to fill officer vacancies shall be determined by majority vote of the total constituent society representatives and other voting members of the Advisory Board. The voting period for any electronic ballot vote shall be at least seven (7) days unless the Advisory Board Executive Committee determines that exigent circumstances require a shorter period, but not less than five (5) days

**ACTION: Approved**

A motion was made and duly seconded to approve the rest of the Joint Board/Advisory Board Work Group report for information only.
ACTION: Approved

Council on Education and Maintenance of Certification

Everett C. Fox, MD Award and Lectureship Recipient - CONFIDENTIAL

Dr. Mathes presented Pearl E. Grimes, MD, as the Council’s recommendation for the 2017 Everett C. Fox, MD, Award and Lectureship recipient.

A motion was made and duly seconded to approve Pearl E. Grimes, MD, as the 2017 Everett C. Fox, MD, Award and Lectureship recipient.

ACTION: Approved

A motion was made and duly seconded to approve the rest of the Council on Education and Maintenance of Certification report for information only.

ACTION: Approved

2017 Appointment Selection Committee

Dr. Lim presented the 2017 AAD/A & AAD Appointment recommendations

A motion was made and duly seconded to approve the 2017 AAD/A and AAD Committee Appointments as presented.

ACTION: Approved

Dr. Lim presented for approval the 2017 AAD/A and AAD Exception Committee Appointments. He stated that these members did not complete the online application, but they each bring a level of expertise to the entity which they are recommended to serve. Dr. Lim reported that this is especially true in the case of the members being recommended to serve on the newly-created Council on Practice Management.

A motion was made and duly seconded to approve the 2017 AAD/A and AAD Exception Committee Appointments, as presented.

ACTION: Approved

BOARD OBSERVER REPORTS

International Board Observer Report

Dr. Torres stated that Dr. Sharma was unable to attend this meeting. His written report was included on the consent agenda email ballot.

Young Physicians Board Observer Report

Dr. Newman referred the Board to her Young Physicians Board Observer Report for information only. She highlighted key points in her report, including a successful fall forum and the Young Physician Committee’s role in developing the curriculum for an online telemedicine course that will be rolled out at the 2017 Annual Meeting.

Residents/Fellows Board Observer Report

Dr. Kamangar referred the Board to her Resident/Fellows Board Observer Report for information only. She highlighted key points in her report, including the progress of the Academy student loan
refinancing program and the development of a standard letter of recommendation for dermatology residency applications.

A motion was made and duly seconded to approve the Board Observer reports for information only.

**ACTION:** Approved

**CONSENT AGENDA (Extracted Items)**

**Priorities Committee**
Dr. Lim presented the Priorities Committee report. He noted that the Board of Directors approved 11 strategic priorities and directed the Committee to work with appropriate Councils, Committees and Task Forces (CCTFs) for review, development, and recommendations to advance these priorities. The Board also previously approved a motion to incorporate teledermatology into these priorities to the extent feasible and appropriate.

**Council on Communications**
Dr. Boh presented the Council on Communications report on the status of educating the membership on board certification in micrographic surgery and dermatologic oncology. She noted that the American Board of Dermatology (ABD) had not taken any action on sub-certification. The Council on Communications agreed to get ready for a communication effort if ABD proposes sub-certification; but otherwise should not be doing anything else now.

**Ad Hoc Task Force on Governance**
Dr. Torres provided further clarity on the scope and mission of this Ad Hoc Task Force (AHTF) on Governance. Dr. Torres mentioned that he had added members Drs. Michael Ming and Erik J. Stratman as AHTF members after the July Board meeting to add a diversity of viewpoints to the AHTF.

After discussion, a motion was made and duly seconded to sunset the AHTF on Divestment and authorize the AHTF on Governance to address divestment issues for officer candidates.

**ACTION:** Approved

**Professionalism and Ethics Committee**
Dr. Stein Gold presented a few brief comments from the Professionalism and Ethics Committee. She noted that the Committee received and reviewed an ethics complaint regarding the Board’s decision not to allow the Maintenance of Certification (MOC) bylaws amendment to move forward. The Committee rejected the complaint, but recommended that the Board be more transparent regarding its actions of this type of issue.

A motion was made and duly seconded to accept all reports including extracted Consent Agenda items.

**ACTION:** Approved

**ADJOURNMENT**
There being no further business, Dr. Torres adjourned the Academy Board of Directors Meeting at 3:20 PM (CDT).

Respectfully Submitted,

Barbara M. Mathes, MD, FAAD
Secretary-Treasurer