

PRIVILEGED AND CONFIDENTIAL
ATTORNEY-CLIENT COMMUNICATION
AMERICAN ACADEMY OF DERMATOLOGY
JULY 12, 2025

Present

Susan C. Taylor, MD, President
Kevin D. Cooper, MD, FAAD, Vice President
Seemal R. Desai, MD, FAAD, Immediate Past President
Keyvan Nouri, MD, MBA, FAAD, Secretary-Treasurer
Sabra Sullivan, MD, PhD, FAAD, Assistant Secretary-Treasurer
Murad Alam, MD, FAAD, President-elect
Lawrence J. Green, MD, FAAD, Vice President-elect
Tammie C. Ferringer, MD, FAAD
Brad P. Glick, DO, MPH, FAAD
Adrian O. Rodriguez, MD, FAAD
Ruth Ann Vleugels, MD, MPH, FAAD
Bruce A. Brod, MD, MCHI, FAAD
Brent R. Moody, MD, FAAD
Todd Schlesinger, MD, FAAD
Allison T. Vidimos, MD, RPh, FAAD
M. Laurin Council, MD, MBA, FAAD
Carrie L. Davis, MD, FAAD
Amy J. Derick, MD, FAAD
Alexander S. Gross, MD, FAAD
Howard W. Rogers, MD, PhD, FAAD
Andrew F. Alexis, MD, MPH, FAAD
A. Shadi Kourosh, MD, MPH, FAAD
Seth L. Matarasso, MD, FAAD
Bridget McIlwee, DO, FAAD, Young Physicians Board Advisor
Fatima Mirza, MD, MPH, Residents/Fellows Board Advisor
Baruch H. Kaplan, MD, IFAAD, International Board Observer
Elizabeth K. Usher, MBA, Executive Director and CEO
Sarah Tancredi, MBA, PHR, Senior Vice President, Operations
Melanie Hall, Senior Vice President, Marketing and Communications
Krista D. Kauper, JD, Senior Vice President, Strategy & Membership
Karry La Violette, Senior Vice President, Advocacy & Policy
Rudy Anderson, CAE, Vice President, Development and Revenue
Steven Debnar, MBA, Vice President, Finance
Sukhjeet S. Ahuja, MD, MPH, Vice President, Science and Quality
Cindy Kuhn, MSc, Vice President, Membership & Community Impact
Amy Outschoorn, EdD, Vice President, Education & Practice Management
Erik Horn, MBA, Senior Director, Technology & Security
Katie Domanowski, Senior Director, Communications
Timothy A. Moses, CMP, Senior Director, Meetings & Conventions,
Cyndi Del Boccio, Director, Governance
Michelle Pizarro, MHA, Director, Executive Projects & Operations
Jeremy Lewin, JD, General Counsel

Not Present

Joseph Merola, MD, MSc, FAAD

Guests

Dirk M. Elston, MD, FAAD, JAAD, Editor in Chief

**SUMMATION REPORT
AAD BOARD OF DIRECTORS MEETING
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CALL TO ORDER

Susan C. Taylor, MD, FAAD, President and presiding, called the meeting of the Board of Directors of the American Academy of Dermatology (AAD) to order at 8:03 a.m. (Central) on Saturday, July 12, 2025 and welcome, Jeremy Lewin, the Academy new general counsel. She also announced that the board would have a guest who would be present later in the day, Dr. Dirk Elston, *JAAD*, Editor in Chief.

QUORUM

Keyvan Nouri, MD, MBA, FAAD, Secretary-Treasurer, declared that a quorum was present for the transaction of business.

ORDER OF BUSINESS/INTRODUCTORY MATTERS

Dr. Taylor noted that the AAD online ballot was posted and approved on BoardEffect and that no items were pulled for discussion at the AAD meeting from the online ballot:

Board Obligations and Duties

Dr. Taylor reminded the Board members of their fiduciary duty to review and vote on online ballot items prior to the Board meeting and to respond to emails, polls, ballots, and other items in between Board meetings. She discussed some logistics and norms for the meeting and reminded Board members to keep discussions strategic and in line with parliamentary procedure.

Dr. Nouri discussed the fiduciary duties of Board members including the duty of care, duty of loyalty, and duty of obedience. He also discussed the importance of antitrust compliance, protection of the organization's assets, including its intellectual property, and confidentiality, including limits on notetaking and the use of AI notetaking or meeting recording tools.

Dr. Nouri then discussed the importance of conflict-of-interest disclosures and noted that the Board members' disclosure of outside interest forms had been posted to BoardEffect. He stated that the Executive Committee had compared the Board's executive summary of disclosures to the agenda topics for the meeting in an effort to preemptively identify potential conflicts or dualities of interest. Dr. Nouri emphasized that this review does not override each Board members' affirmative responsibility to identify and disclose potential conflicts of interest as they arise during the course of the Board's discussions. He noted that the existence of outside interests is common, can be managed effectively through disclosure, and should not be seen in a negative light. Dr. Nouri also reminded Board members to update their disclosure forms on a regular basis. He then asked if the Board members had any additional conflicts to disclose. None were declared.

Dr. Nouri also discussed the importance of maintaining confidentiality and of engaging in candid, engaged conversations during the meeting.

Parliamentary Procedures and Separate Order of Business

Jeremy Lewin, JD, General Counsel, reminded the Board members that they would be following the American Institute of Parliamentarians *Standard Code of Parliamentary Procedure* (formerly *Sturgis Code of Parliamentary Procedure*) and that it is essential that the Board follow the order of business for the meeting, and to observe other corporate formalities, to ensure that AAD business is conducted separately from AADA business.

AAD OFFICER AND DIRECTOR REPORTS

President's Report

Dr. Taylor reported on presidential activities, meetings, and other developments since the May Board meeting.

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Honorary Membership Recipients - *Confidential*

Dr. Taylor summarized the current process for selecting up to five (5) members each year to receive honorary memberships and the criteria for selection. She then presented the nine (9) members who had been nominated for Honorary Membership.

A motion was made and duly seconded for the Board to approve the following five (5) nominees for honorary membership:

Cheryl M. Burgess, MD, FAAD
Valerie D. Callender, MD, FAAD
George Cotsarelis, MD, FAAD
Amy J. McMichael, MD, FAAD
Carl V. Washington, Jr., MD, FAAD

ACTION: Approved by 2/3 vote

A motion was made and duly seconded to approve the rest of the President's report for information only.

ACTION: Approved

Secretary-Treasurer's Report

Second Quarter Financial Report Ending May 31, 2025

Dr. Nouri referred the Board to pp. 21 – 28 of the background materials and presented the Second Quarter Financial Report Ending May 31, 2025.

He reported:

- Membership retention was slightly lower in Q2 2025, with the overall retention rate at 95.6%.
- 2025 Annual Meeting revenue was impressive, including record-breaking registration and notable continuing growth in President's Gala revenue, resulting in total revenue \$3.8M above budget.
- Q2 financial performance were solid, with our surplus approximately \$4.3M above budget. Dr. Nouri noted that this net surplus is expected to decrease as a disproportionate number of expenses are incurred later in the year.
- Investment returns were around the established benchmarks despite Q2 market volatility.

A motion was made and duly seconded to approve the Second Quarter Year-to-Date Financial Report Ending June 30, 2025, for information only.

ACTION: Approved.

Executive Committee Member-At-Large

Dr. Nouri presented the names of Drs. M. Laurin Council, MD, MBA, FAAD, and Carrie L. Davis, MD, FAAD, from the Class of 2028 as candidates for the Member-At-Large seat on the Executive Committee that will be vacated by Brad P. Glick, DO, MPH, FAAD at the close of the 2026 Annual Meeting. Drs. Council and Davis each made a short statement about their interest in serving on the Executive Committee.

ACTION: The Board selected Dr. Council by closed, online ballot from the Board Class of 2028 to serve a two-year term as an At-Large member of the Executive Committee. Dr. Council's term will begin at the close of the Annual Meeting in Denver, Colorado, in March 2026.

Executive Director's Report

Key Performance Indicators (KPI) Update

Elizabeth K. Usher, MBA, Executive Director and CEO, referred the Board to her written report on pp. 29 – 41. She announced Kim Noelle Andersen, the new Director of Governance, provided the Board an update on the Academy's Key Performance Indicators and the registration numbers from the Innovation Academy.

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

ACTION: Approved

AAD STRATEGIC ISSUES

Council on Education

Education Strategy Update

Amy Outschoorn, EdD, Vice President, Education & Practice Management, presented an education strategy update. She covered the AAD's educational value proposition, credibility and authority, breadth of offerings and comprehensive reach, which sets the AAD apart from other educational programs. Ms. Outschoorn also outlined the Four Themes/Goals of the strategy, which are:

1. Educational Deliverables
Deliver educational offerings that are relevant, current, innovative, and evidence-based to meet our members' learning needs and preferences.
2. Member Experience
Elevate members' educational experiences through year-round engagement and value.
3. Innovation: Integrated Data and Technology
Continuously innovate the design and delivery of education through the integration and utilization of data and technology.
4. Operations
Optimize the resources, tools, and processes to support the design, development, delivery, evaluation, and awareness of education activities effectively and efficiently.

She then went on to highlight what the AAD has provided to its members since the approval and implementation of the new education strategy. She noted that AAD has been an accredited provider of the Accreditation Council for Continuing Medical Education (ACCME®) since 1986.

A motion was made and duly seconded to approve the Education Strategic Plan Update as presented for information only.

ACTION: Approved

Events Strategy Update

Ms. Outschoorn and Krista D. Kauper, JD, Senior Vice President, Strategy & Membership, presented an events strategy update. They covered how a Work Group was charged to review and evaluate the AAD's three largest educational events; the Annual Meeting, the Innovation Academy and the AAD Annual Meeting On-Demand. The Work Group recommendations fell into three categories: education sessions & experience, marketing & promotion and meeting experience & networking. They outlined the three-year road map and highlighted the recommendations which have already been put in place for the Annual and Innovation Academy meetings as well as the Annual Meeting On-Demand product.

A motion was made and duly seconded to approve the Events Strategy Update as presented for information only.

ACTION: Approved

Council on Member Services

Advancing Inclusivity in Dermatology

Andrew F. Alexis, MD, MPH, FAAD presented the Council on Member Services report on advancing inclusivity in dermatology. He reminded the board that addressing health disparities is core to the Academy's vision and mission and that this plan was developed to enable our members and the Academy to address health disparities and strengthen access to high quality dermatologic care for all patients. Dr. Alexis then walked the board through the edits which it had provided prior to the board meeting.

A motion was made and duly seconded to approve the five-year strategic goals and initiatives to advance inclusivity in dermatology as presented.

ACTION: Approved.

The Board recessed the AAD Board meeting at 11:55 AM and convened AAD Executive Session at 11:55 AM (Central).

The Board adjourned the AAD Executive Session meeting at 1:16 PM and reconvened the AAD Board Meeting at 1:26 PM (Central).

AAD HEARD FROM THE FIELD

Dr. Taylor invited Board members to raise issues of concern they were hearing out in the field that fall under the purview of the AAD Board. None were raised.

AAD UNFINISHED BUSINESS

Council on Science and Research

Position Statement on Sexual and Gender Diverse Health in Dermatology

Tammie C. Ferringier, MD, FAAD, led a discussion on the position statement on Sexual and Gender Diverse Health in Dermatology. The board walked through the edits which were submitted and held a robust discussion on lines 118-122 related to evidence-based treatments.

A motion was made and duly seconded to approve the Position Statement on Sexual and Gender Diverse Health in Dermatology as edited including changing gender minority to gender diverse throughout the document and with following additional edits.

4. Recognizes that transgender and gender diverse individuals can benefit from evidence-based medical and surgical treatments.
- ~~4. Recognizes that evidence-based treatments for the health and well-being of transgender and gender diverse individuals are medically necessary and should not be considered "cosmetic" or "elective".~~
5. Advocates for the removal of barriers to care and supports both public and private health insurance coverage of such treatments for transgender and gender diverse individuals.

ACTION: Approved

AAD NEW BUSINESS

JAAD Publications Committee

Position Statement on Open Access Publishing

Sabra Sullivan, MD, PhD, FAAD, referred the Board to the background materials on pp. 65 – 82 and stated earlier this year, the JAAD Publications Committee (JPC) reviewed and approved a Position Statement on Open Access Publishing recommended by the journal's Editorial team and Publisher. She

stated the *JAAD* editorial team and Elsevier began an educational effort and discussion at the Editorial Board meetings in March 2024 on the *JAAD* Journals' open access fee and waiver policies with a goal of writing a position statement. Dr. Sullivan noted feedback from editorial board members was taken into consideration when refining existing policies and practices and helped to inform the proposed position statement. She then turned the floor over to Dirk M. Elston, MD, FAAD, *JAAD*, Editor in Chief, who provided the Board a deeper look into the world of open access publishing.

A motion was made and duly seconded to approve the Position Statement on Open Access Publishing.

ACTION: Approved

Ad Hoc Task Force on Election Oversight

Administrative Regulation on Nomination and Election Procedures

Seemal R. Desai, MD, FAAD referred the Board to the background materials on pp. 83 – 102 and presented the AHTF on Election Oversight's recommendations.

Shorten Election Voting Period

Dr. Desai stated no Bylaws amendments are necessary for this requested edit since the Bylaws delegate the procedures for conducting the election to the administrative regulation on Nomination and Election Procedures. He noted the Academy has had a two-week election period since 2017. Over the past nine years, the majority of members have cast their votes within the first five days of the voting period and during the final two (2) days before it closes. He stated vote totals tend to increase following reminder emails sent to non-voted members that are from the Academy officers and the election vendor. Dr. Desai also stated the candidates' feedback on their questionnaire this year included a request to consider shortening the election voting period.

Lines 224 – 228

11. Election Open Date

The Academy election dates shall coincide with the open and close dates of the Academy Annual Meeting. Open time will be 12:00 PM (ET) of the first day of the meeting and the close time will be 11:59 PM (ET) of the last day of the meeting. ~~to the membership not more than two (2) days prior to or not more than one (1) business day after the Annual Business Meeting.~~

Lines 483 – 487

Ballot Return Date

- b. must be received or electronically posted by 11:59 PM (ET) of the last day of the meeting ~~a date designated therein, which date shall be within two weeks of the opening date of the election.~~

Changing Election Start Date

Dr. Desai stated the AHTF recommended further streamlining the election process to reduce stress on candidates by shortening the pre-election announcement period to approximately 10 days. He noted this would limit the time between the announcement of slated candidates and the start of the voting period at the Annual Meeting. Dr. Desai stated this edit is also designed to limit the number of complaints or violations that occur during the election period.

Lines 56 – 60

3. Nominating Committee Meetings

The Nominating Committee shall meet at least twice during each election cycle to select a slate of candidates with the final meeting taking place approximately ten (10) days ~~two weeks~~ before the Annual Meeting. The use of the term "election cycle" here is the same as in Article VI, Section 3(a) of the Academy Bylaws.

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Election Timeline Edits

Dr. Desai stated the edits to the election timeline align with and support the motion to change the election start date.

Miscellaneous Housekeeping Edits

Dr. Desai noted the remaining miscellaneous edits to the administrative regulation were to eliminate redundancy and to codify and streamline the nomination and election processes.

Lines 128 – 149

- b. The Nominating Committee will request that each potential candidate submit the following to the Executive Office of the Academy within ~~one (1) week~~ ten (10) days after being notified by the Nominating Committee that he or she is on the potential candidate shortlist:

1. Answer(s) to potential candidate question(s) formulated by the Nominating Committee. Response(s) combined or otherwise, to the potential candidate question(s) may not exceed the total word count as indicated below.

President-Elect	500 words
Vice President-Elect	250 words
Director	125 words
Nominating Committee Member Representative	125 words

2. Final election photograph in specified format to be used in all election materials prepared by the Academy.

3. Final eElectronic Disclosure of Outside Interests sStatement, -Curriculum Vitae and any other items needed for posting to the Academy website.

4. Optional Letter (see paragraph 13. b)

- ~~3.~~5. Candidate video (see paragraph 13. i for president-elect and 13. j for all other candidates)

A motion was made and duly seconded to approve the proposed edits to the Administrative Regulation on Nomination and Election Procedures.

ACTION: Approved; two opposed

Administrative Regulation on Annual or Special Meeting of the Membership

Dr. Desai stated if the Board approved the shortened election cycle, the president-elect candidates' statements would have to be moved to an earlier event at the annual meeting since the annual business meeting occurs on Sunday morning and the election would be half over by that time.

A motion was made and duly seconded to approve the proposed edits to the Administrative Regulation on Annual or Special Meeting of the Membership.

AMERICAN ACADEMY OF DERMATOLOGY MEETING

- I. Call Assembly to Order
- II. Establish Quorum
- III. Introductions and Acknowledgements

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- IV. Recognition of Industry
- ~~V.~~ ~~President-elect Candidates' Statements~~
- ~~VI.~~ V. Awards Acknowledgements
- ~~VII.~~ VI. Secretary-Treasurer's Report
- ~~VIII.~~ VII. Unfinished Business
- ~~IX.~~ VIII. New Business
- ~~X.~~ IX. Announcements
- ~~XI.~~ X. Adjournment

ACTION: Approved

Board Governance Policy on Election Communications

Dr. Desai noted if the Board approves the shortened election cycle, the timeline for beginning the question submission would need to be adjusted.

1. Question Submission

Individual members, not groups or organizations, are encouraged to submit question(s) at www.aad.org/aadelection beginning two (2) ~~seven (7)~~ days after the Academy has officially announced the slate of candidates.

A motion was made and duly seconded to approve the proposed edits to the Board Governance Policy on Election Communications.

ACTION: Approved

A motion was made and duly seconded to approve the rest of the Ad Hoc Task Force's report for information only.

ACTION: Approved

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

ACTION: Approved

Staff Recommendations

Camp Discovery Expansion Plan

Cindy Kuhn, MSc, Vice President, Membership & Community Impact, and Rudy Anderson, CAE, Vice President, Development and Revenue, referred the Board to the background materials on pp. 103 – 104 and presented background of what the Ad Hoc Task Force to Reimagine Camp Discovery learned in its evaluation, what the vision, mission and impact goals are for Camp Discovery and the two-phased, 10-year expansion plan for this program.

A motion was made and duly seconded to approve the timing adjustment in the Camp Discovery expansion plan timeline and trajectory.

- o Adjust 2024-2026 plan period to focus resources on filling existing camps.
- o At conclusion of 2026 camp season, evaluate and revise expansion timeline and trajectory to BOD update November 2026.

ACTION: Approved

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Council on Communications

2025 Public Perception of Dermatologists Survey Results

Howard W. Rogers, MD, PhD, FAAD, presented the results from the 2025 Public Perception of Dermatologists Survey. Key takeaways from the presentation were that the Academy will continue to make dermatologists the face of its message, it will continue to target women between the ages of 25-35, there will be an emphasis on digital media, especially social media and the Academy will leverage interest in and curiosity about skin, hair, and nails. The Academy will relook at potential approaches to present a more explicit message around dermatologists training and expertise in response to ongoing feedback from members that this be prioritized in public communications.

A motion was made and duly seconded to accept the results of the 2025 public perception of dermatologists survey for information only.

ACTION: Approved

AAD Consent Agenda

Executive Committee

Dr. Taylor referred the Board to pp.107-110 of the Board's background materials and presented the Executive Committee June 30, 2025 Summation Report and the July 1, 2025 email ballot.

A motion was made and duly seconded to approve the Executive Committee June 30, 2025 summation report and July 1 email ballot for information only.

ACTION: Approved

ADJOURNMENT

There being no further business, Dr. Taylor adjourned the Academy Board of Directors Meeting at 3:59 p.m. (Central).

Respectfully Submitted,

Keyvan Nouri, MD, MBA, FAAD
Secretary-Treasurer