

**PRIVILEGED AND CONFIDENTIAL DRAFT**  
**ATTORNEY-CLIENT COMMUNICATION**  
**AMERICAN ACADEMY OF DERMATOLOGY**  
**BOARD OF DIRECTORS MEETING**  
**NOVEMBER 6, 2021**

**Present**

Kenneth J. Tomecki, MD, FAAD, President  
Neal D. Bhatia, MD, FAAD, Vice President  
Bruce H. Thiers, MD, FAAD, Immediate Past President  
Marta J. Van Beek, MD, MPH, FAAD, Secretary-Treasurer  
Daniel D. Bennett, MD, FAAD, Assistant Secretary-Treasurer  
Mark D. Kaufmann, MD, FAAD, President-elect  
Linda F. Stein Gold, MD, FAAD, Vice President-elect  
Diane S. Berson, MD, FAAD  
James Q. Del Rosso, DO, FAAD  
Seemal R. Desai, MD, FAAD  
Abby S. Van Voorhees, MD, FAAD  
Lawrence Green, MD, FAAD  
Adelaide Hebert, MD, FAAD  
Alexander Miller, MD, FAAD  
Cyndi Yag-Howard, MD, FAAD  
Murad Alam, MD, FAAD  
Cheryl M. Burgess, MD, FAAD  
Naomi Lawrence, MD, FAAD  
Amy McMichael, MD, FAAD  
Andrew H. Weinstein, MD, MPH, FAAD  
April W. Armstrong, MD, MPH, FAAD  
Lindy P. Fox, MD, FAAD  
Maria K. Hordinsky, MD, FAAD  
Jennifer Lucas, MD, FAAD

**Incoming Board Members**

Terrence A. Cronin, MD, FAAD, President-elect  
Robert S. Kirsner, MD, PhD, FAAD, Vice President-elect  
Keyvan Nouri, MD, MBA, FAAD, Incoming Assistant Secretary-Treasurer  
Tammie C. Ferringier, MD, FAAD  
Brad P. Glick, DO, MPH, FAAD  
Adrian O. Rodriguez, MD, FAAD

**Not Present**

Ruth Ann Vleugels, MD, MPH, FAAD

**Guests**

Lidia Rudnicka, MD, PhD, International Board Observer  
Allison K. Arthur, MD, FAAD, Young Physician Board Observer  
Frances M. Walocko, MD, Residents-Fellows Board Observer  
Bruce A. Brod, MD, FAAD, Chair, Council on Government Affairs and Health Policy  
Nkanyezi N. Ferguson, MD, FAAD, Chair, Diversity Committee  
Howard W. Rogers, MD, FAAD, Member, Innovations in Payment and Delivery Workgroup

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**Staff**

Elizabeth K. Usher, MBA, Executive Director and CEO  
Robert M. Portman, JD, General Counsel  
Barbara Greenan, Senior Vice President, Advocacy  
Melanie Tolley Hall, Senior Vice President, Marketing and Communications  
Sarah Tancredi, MBA, PHR, Senior Vice President, Operations  
Rudy Anderson, CAE, Vice President, Development and Revenue  
Steven Debnar, MBA, Vice President, Finance  
Matthew Fitzgerald, DrPH, Vice President, Science and Quality  
Krista D. Kauper, Vice President, Strategy, Meetings, Analytics and Alliances  
Cindy Kuhn, Vice President, Member Relations and Engagement  
Erik Horn, Senior Director, Information Technology  
Tim Moses, CMP, Senior Director, Meetings and Conventions  
Cyndi Del Boccio, Director, Governance  
Michelle Pizarro, Director, Executive Projects & Operations

**CALL TO ORDER**

Kenneth J. Tomecki, MD, FAAD, President and presiding, called the meeting of the Board of Directors of the American Academy of Dermatology to order at 8:04 a.m. (Central) on Saturday, November 6, 2021 and welcomed the invited speakers and guests.

**QUORUM**

Marta J. Van Beek, MD, MPH, FAAD, 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. Van Beek referred the Board members to the background materials regarding the AAD/A Antitrust Compliance Policy, note taking during meetings, and separate order of business, and reminded them about the importance of following their fiduciary obligations, including maintaining confidentiality and declaring conflicts of interest.

**Disclosure of Outside Interests and Management of Conflicts of Interest, Code of Conduct, Confidentiality Agreement and Copyright Assignment of Work Product Policies**

Dr. Van Beek noted that the Board members' disclosures of outside interests and code of conduct were posted to BoardEffect. She stated that the Executive Committee compared the Board's executive summary of disclosures to the agenda topics to identify potential conflicts based on the Board member's disclosure forms. Dr. Van Beek stated this review does not usurp the Board member's responsibility to identify any potential conflicts of interest with regards to the Board's agenda items and state them at the time the item is being discussed. She also stated that the presenters should declare potential conflicts prior to beginning a presentation. Dr. Van Beek reminded the Board that for the Academy to comply with Accreditation Council for Continuing Medical Education (ACCME) guidelines, all disclosure forms must reflect the last 24 months of relationships with companies.

**Separate Order of Business**

Robert M. Portman, 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 AAD/A follow the order of business and observe corporate formalities necessary to ensure the separateness of the two organizations.

## **OFFICER AND DIRECTOR REPORTS**

### **President's Report**

Dr. Tomecki reported on the following items:

- The Tampa Summer Meeting, Legislative Conference, and Diversity Champions Workshop, which were all very successful; Dr. Tomecki encouraged all the Board members to attend the Legislative Conference.
- Several other key AAD/A meetings that occurred since the Summer meeting, as well as other dermatology society meetings that either he or other officers attended or participated in virtually and provided AAD/A updates.
- Several letters to governmental entities and others regarding issues of concern to dermatologists or expressing support or appreciation for various initiatives, including a letter to the American Society of Mohs Surgery regarding its recent announcement that it would allow non-dermatologist physicians to become members and train them to perform Mohs surgery.

Dr. Tomecki next discussed his Presidential Citations, congratulated Dr. Thiers on being elected to European Academy of Dermatology and Venereology Board, noted that Dr. Susan Taylor will be the first John Kenney award/lecture recipient, and Dr. Mark Lebwohl will be awarded the Gold Medal at the 2022 Annual Meeting in Boston.

Dr. Tomecki then provided updates on other issues of concern, including: Medicare billing and coding and other reimbursement issues, scope of practice developments involving physician assistant billing, the continuation of relaxed telehealth rules under the Medicare program, the plan to pitch Alaska and North Dakota to create a state dermatology society, and the need to increase turnout in the AAD officer and director elections.

Lastly, Dr. Tomecki noted that several important events were coming up, including the Leadership Forum in Chicago the following week and the Industry Summit in Las Vegas in February 2022.

### ***Presidential Citation Awards***

Dr. Tomecki then referred the Board to pp. 84-96 of the supplemental Board materials and noted that the Presidential Citations were pulled from the pre-meeting online ballot. He explained the process for making these selections and noted that he sought input from Board, council chairs, staff, and others. He stated he tried to select people who hadn't received a Presidential Citation in the past and that had made significant contributions to the AAD/A, as well as, said tried to make the selections as diverse as possible in terms of age, gender, race, and disability. In addition, he said he picked about 50 people, which is fewer than previous years.

It was noted that there were only two African American dermatologists on the list. Dr. Tomecki reiterated that he asked for input from the Board and would still welcome additional names.

A motion was made and duly seconded to approve the presidential citation awards for information only.

**ACTION: Approved**

**Secretary-Treasurer's Report**

**Third Quarter Financial Report Ending September 30, 2021**

Dr. Van Beek presented the Third Quarter Financial Report Ending September 30, 2021. She first noted AAD's is waiting for resolution of its \$400,000 insurance claim for the Summer 2020 meeting cancellation and \$17 million for 2021 Annual Meeting. She said the expectation is that both claims will be settled by end of year. She then reported on the main categories of revenues and expenses as of September 30, 2021. She said that total revenues were under budget by \$21.3 million as of the end of the third quarter, which was about the same as 2020 revenues at the same time, and that expenses were under budget by almost \$11 million. Overall, she said there was a net deficit of \$7.56 million as of September 30, 2021 and \$13 million by year end; however, these numbers don't include the expected insurance recoveries. Dr. Van Beek stated t staff was contacting the insurance company on a weekly basis to try to determine when the AAD's claim is expected to be settled.

Dr. Van Beek then reported that the financial emergency contingency policy had an estimated excess of \$9.6 million as of September 30, 2021. She also reported on the status of several other AAD program-specific funds and on the performance of the AAD/A's investment funds, the vast majority of which are performing at or above the relevant benchmarks.

After discussion, a motion was made and duly seconded to approve the Third Quarter Year-to-Date Financial Report Ending September 30, 2021 for information only.

**ACTION: Approved**

*2020 General Operating Fund (GOP) Surplus*

Dr. Van Beek referred the Board to p. 17 of the Board background materials and stated the 2020 financial statements of the Academy that were presented during the August 7, 2021 Board of Directors meeting showed the Academy closed the 2020 fiscal year with a net surplus of \$2,110,143 in the General Operating Fund (GOF). She stated that the Secretary-Treasurer and Assistant Secretary-Treasurer were charged with making recommendations on which fund(s) to transfer the 2020 GOF surplus.

Dr. Van Beek reviewed the Secretary-Treasurers recommended the transfer of \$1,110,143 to Reserve Income Fund (RIF) to cover information technology costs and the Rosemont building loan note payment that are included in the 2022 budget.

Dr. Van Beek stated the Secretary-Treasurers also recommended allocating \$1,000,000 to Strategic Reserve Fund (SRF) to cover 2022 SRF budget requests and future unanticipated strategic initiatives. She noted that the budgeted unallocated SRF budget for 2022 would be \$2,731,648 with the \$1,000,000 transfer and that the additional funds would provide a cushion should a need arise in 2022 or beyond.

A motion was made and duly seconded to approve moving the 2020 General Operating Fund (GOF) surplus of \$2,110,143 to two funds - \$1,110,143 to the Reserve Income Fund (RIF) and \$1,000,000 to the Strategic Reserve Fund (SRF).

**ACTION: Approved**

**Executive Director Report**

Ms. Elizabeth K. Usher, MBA, referred the Board to her written report on pp. 18-27 of the Board background materials and highlighted the following issues in her verbal report:

- The 2<sup>nd</sup> Virtual Legislative Conference was very successful and focused on ensuring stability of Medicare payments and patient treatment funding
- The Food and Drug Administration issued a Proposed Order and a Deemed Final Order to establish a GRASE (generally recognized as safe and effective) for sunscreens on 24 September with comments due by November 12.
- AADA has developed numerous resources to address the top three administrative burdens facing AADA members, including EHR documentation, prior authorization, and MIPS/MACRA compliance.
- The 2022 Annual Meeting in Boston (March 24-29) will be the first in-person meeting since 2019 and will feature over 300 educational sessions and 700 speakers.
- The AAD Skin Cancer Awareness campaign has garnered millions of media, social media, and consumer impressions and the Choose a Dermatologist campaign will be restarted in 2022.
- A *Journal of the American Academy of Dermatology (JAAD)* preliminary valuation report was conducted in preparation for negotiations for the next publisher agreement in 2023, with the *JAAD*'s strong manuscript submission growth and impact factor providing key leverage for those negotiations.
- The Diversity, Equity, and Inclusion initiative was very active with the Diversity Mentorship program being expanded to include research mentorship, the successful virtual Diversity Champion Workshop, and several other activities and events in support of this initiative.
- Member retention remains steady at about 95%—roughly the same as 2020 and improving throughout the year with International Fellow membership down but improving.
- The third annual AAD/A Impact Report was issued, listing numerous programs, initiatives, and accomplishments/actions to help members and provide them value.
- shop.aad.org was launched, providing a big improvement in AAD/A's online commerce capabilities for selling AAD materials like pamphlets and Spot Skin Cancer bookmarks.

Board members discussed the 2022 Annual Meeting in Boston, the shorter length of *JAAD* print articles, and the status of AAD's back-to-the-office plans and vaccination policy. Board members indicated that they felt Ms. Usher and her team have been doing a great job during this very difficult time.

**Young Physicians Board Observer Report**

Allison K. Arthur, MD, FAAD, referred the Board to her written report on pp. 28-29 of the background materials for information only and verbally reported on the progress of the Career Launch Dialogues in Dermatology series and the Career Launch Boot Camp. She also said that the Young Physicians Committee (YPC) was working to connect all new young physician members with their state societies. Dr. Arthur reported that the YPC is helping with the rollout of the Docmatter clinical forum platform and is working to facilitate a diversity speaker as a part of the Pearls and Pitfalls session at the 2022 Annual Meeting.

**Residents/Fellows Board Observer Report**

Frances M. Walocko, MD, referred the Board to her written report for information only on pp. 30-31 and verbally reported that the Residents and Fellows Committee (RFC) is trying to address concerns of residents and fellows relating to new American Board of Dermatology (ABD) exam that was first proctored in July 2021 and ways that the Academy could provide more effective preparation assistance for that test. The Committee is also helping residents and fellows in selecting sessions for AAD annual meeting.

After discussion, a motion was made and duly seconded to direct that the appropriate councils, committees, and task forces should work with Association of Professors of Dermatology (APD) to develop materials and programs to help prepare residents for future Board exams.

**ACTION: Approved**

**International Observer Report**

Lidia Rudnicka, MD, PhD, IFAAD, the International Board Observer, provided a verbal report. She said that International Fellows and Associates were excited about attending the 2022 Annual Meeting in Boston in person and were particularly interested in attending the Global Education Day that takes place in conjunction with the Annual Meeting.

A motion was made and duly seconded to approve the President, Secretary-Treasurer, Executive Director, and the Young Physicians, Residents/Fellows, and International Board Observer reports for information only.

**ACTION: Approved**

**AAD STRATEGIC ISSUES**

*Key Performance Indicators (KPI)*

Ms. Usher referred the Board to pp. 32-33 of the Board's background material on KPI's and stated that the purpose of this discussion was to present the Level 1 Metrics and 2022 Targets to Board of Directors for review and approval. She reminded the Board that Ms. Krista Kauper, JD and she had discussed KPI's with the Board at the 2021 Summer Meeting, as well as other Board meetings and that these are the quantifiable measures that permit the Board to determine the extent to which the organization's activities and initiatives are meeting the goals and objectives in the AAD/A strategic plan approved by the Board.

Ms. Kauper provided background on the use of metrics to guide management, the difference between positive and negative uses of metrics, and the characteristics of high-quality metrics. She indicated that the Board should focus on social impact and results metrics, while management and staff need to focus on efficiencies and input metrics.

Ms. Kauper said that Level 1 metrics are plan-wide metrics that measure themes like overall health, growth, and progress against entire strategic plan while Level 2 metrics measure progress toward strategic goals and Level 3 metrics measure progress against strategies, objectives, and departmental priorities. She stated that all relevant stakeholders (e.g., relevant staff, council chairs, and the Executive Committee) were consulted in the development of the Level 1 plan-wide metrics and 2022 targets.

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Ms. Usher then presented the Recommended Level 1 metrics and 2022 targets for approval as follows:

Member Satisfaction measured on 9-point scale from member satisfaction survey; baseline-8; recommended target-8

Member Retention—renewal rate of all eligible fellow and life members; baseline of 97.4%; target of 97%

YOY revenue growth including corporate support; baseline 4.7% from 2017-19; target of 4.5% or \$60.4 million

Net Surplus  
baseline \$2,067,828 2019 (\$113,192 budgeted in 2019); target \$205,717 (also 2022 budgeted net surplus)

Employee Engagement--% of employees who are favorably engaged (i.e., choose score of 4 or more out of 5); baseline from employee surveys 73% in 2021; target is 73%

Ms. Usher explained that staff tried to be conservative in setting these targets given that the last two years of baseline data have been skewed by the COVID-19 pandemic. The targets will be more aggressive in future years after things get back to normal.

A motion was made and duly seconded to approve the Level 1 metrics and 2022 targets as the next step in developing a core set of key performance indicators (KPIs) to measure the overall health and performance of the organization.

Several Board members encouraged Ms. Usher to set more aggressive targets in the future, while others felt it was better to be more conservative at the outset of this process.

**ACTION: Approved**

Ms. Kauper then discussed level 2 goal level metrics for information only and the process for developing KPI metrics in the future.

A motion was made and duly seconded to approve the Level 2 metrics as presented for information only.

**ACTION: Approved**

*Net Promotor Scores from 2021 Survey*

Ms. Usher referred the Board to page 34 of the Board's background material and stated that the Net Promoter Score (NPS) is a tool to measure customer satisfaction, loyalty, and potential for growth through a simple, one-question survey. She said that responses are reported with a number range of -100 to +100, which is the percent of promoters (i.e., those who give ratings of 9 or 10 on how likely to recommend the organization) less the percent of detractors (i.e., those who give ratings of 1-6). She noted that this tool is used by millions of businesses and that those with high NPS scores grew two times faster than those who don't use it.

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Ms. Usher noted that the AAD conducted an NPS survey among its members and achieved a score of 50, which is considered very strong based on various benchmarks and is much higher than the average NPS score for associations. She also broke down the survey results by age and other demographic factors and said this information would help the AAD/A in better understanding its members' preferences and needs when developing its programs and services to enhance member satisfaction and loyalty.

A motion was made and duly seconded to approve the NPS survey presentation for information only.

**ACTION: Approved**

**HEARD FROM THE FIELD**

Dr. Tomecki invited Board members to raise issues of concern that they were hearing out in the field which fall under the purview of the AAD Board. Dr. Tomecki started by discussing the American Society of Mohs Surgery (ASMS) President's Message stating that it was going to open its membership to specialist surgeons outside of dermatology and train them to perform Mohs surgery. He noted that a letter was sent under his name to the ASMS President indicating the Academy's concern with the new policy and stressing that dermatologists are best suited to perform Mohs surgery, given they receive both dermatopathology and surgical training during residency.

Concerns were raised about some language in the letter. Others felt a strong response was necessary as scope of practice is a major issue for AAD and its members. Dr. Tomecki indicated that there was no intent to be threatening, just to voice concern.

He also indicated that ASMS President Kevin M. Crawford, MD, FAAD did not appear to view the letter as threatening and even invited Dr. Tomecki and other AAD officers to join the ASMS's next Board of Directors call to discuss this issue.

The Board then shifted to a discussion of ways for residents, members in fellowships, and young physicians to get access to AAD education and CME at a reasonable cost. While membership numbers for these groups remain steady, the lack of an in-person annual meeting the last two years has made it difficult to recruit and maintain young physician members. It was noted that residents will get free registration for the 2022 Annual Meeting in an effort to welcome them to the Academy.

It was also noted that many residents were disappointed in the VMX meeting, that the AAD needs to find better ways to provide this group with virtual education, and that membership and registration costs for this group should be very low. It was suggested that industry be tapped to sponsor special programming for young physicians, albeit through unrestricted grants.

**AAD UNFINISHED BUSINESS**

**Executive Committee**

*BGP69 – Restrictions on AAD/A Officers and Editors*

Dr. Tomecki referred the Board to pp. 35-39 of the background material and reminded the Board that at its May Board meeting, the Board sent the Governance Policy on Restrictions on AAD/A



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Officers and Editors back to the Executive Committee for further editing. He stated, as outlined in the RFA:

- the first paragraph has clearer language describing when an officer can and cannot serve in a leadership position of another organization
- the second paragraph addresses directors and while they do not have the same restrictions as officers, they should avoid or minimize perceived industry/pharma activities/associations during their term in office
- the third paragraph addresses that when making a public appearance, officers and directors must state that they are speaking in their personal capacity and not on behalf of the AAD/A
- the next two paragraphs layout the minimum responsibilities and obligations of an officer and director during their term of service
- the edits to the last two paragraphs clean up the language about keeping separation the business between the Journals of the American Academy of Dermatology and the Board of Directors

A motion was made and duly seconded to approve the edits to the Board Governance Policy on Restrictions on AAD/A Officers and Editors as presented.

The following friendly amendments were made:

Line 22: Insert period instead of comma after “conflicts”

Line 23: delete “avoid or” and insert “conflicting” before “activities/associations”

A motion was made and duly seconded to delete lines 21-25 regarding directors conflicts as director conflicts are already covered in the Administrative Regulation covering conflicts of interest.

**ACTION: Approved**

A motion was made and duly seconded to refer the remainder of this policy back to the Executive Committee for further consideration based on comments made by Board.

**ACTION: Approved**

A motion was subsequently made and seconded to reconsider this issue and to edit the first paragraph of the policy as follows:

The president, president-elect, vice president, [vice president-elect](#), secretary-treasurer and assistant secretary-treasurer [cannot concurrently serve as an officer of any other national professional society or organization that may pose a conflict of interest in a leadership position \(officer\) or on the executive committee of another national dermatology professional society,<sup>1</sup> or dermatologic disease focused organizations<sup>2</sup> as such simultaneous service may pose significant conflicts of interest for such AAD/A officers. The president, president-elect, vice president, vice president-elect, secretary-treasurer and assistant secretary-treasurer should not be precluded from serving on charitable or non-profit organizations not un related to dermatology.<sup>3</sup> These Conflicting positions should be either deferred until AAD/A for the term of service has concluded. to](#)

~~the AAD or positioned to reduce perceived concerns of diluted efforts to serving the membership by the time commitments involved.~~

~~The Directors shall not have the same prohibitions as the president. Although Directors and the Vice Presidents does not need have to divest from industry/pharma conflicts, attempts to be made to they should avoid or minimize perceived activities/associations conflicts when participating in highly visible events or activities at AAD meetings during their term of AAD/A service to the AAD. These may be negatively perceived by members or other sponsors as favoritism.~~

**ACTION: Approved**

**Council on Education**

*Scientific Assembly Committee*

*AB Resolution AAD003 (A-21): Videoconferencing for AAD Councils, Committees and Task Forces*

Lindy P. Fox, MD, FAAD, referred the Board to p. 40 of the background materials and noted that the Scientific Assembly Committee will be developing virtual content in conjunction with Annual Meeting while developing a robust digital strategy around future meeting content and digital education. She said the Committee will also pilot innovative methods of teaching with the next virtual meeting.

A motion was made and duly seconded to approve the Scientific Assembly Committee's recommendation to respond to the Advisory Board Resolution as follows.

"The Scientific Assembly Committee will be developing virtual content in conjunction with the Annual Meeting while developing a robust digital strategy around future meeting content and digital education. The Committee will also pilot innovative methods of teaching with the next virtual meeting."

**WHEREAS**, over the past year, Continuing Medical Education (CME), including CME credit, has been available through internet attendance from the AAD; and

**WHEREAS**, internet attendance has been a very effective and efficient means to continue dermatology education; and

**WHEREAS**, internet attendance is a very cost-effective means for continuing education, because it saves travel expenses and lodging expenses, which is very green; and

**WHEREAS**, internet attendance allows dermatologist the opportunity to view and learn from more than one program of interest, in the event that the programs are given during the same time period; and

**WHEREAS**, internet attendance allows dermatologists to care for their patients while the meeting is going on, which allows for more timely visits for our patients, particularly those having an acute immediate problem; and

**WHEREAS**, internet attendance would benefit those who come to the meeting in that:

1. If an attendee has another meeting, including committee meetings, at the same time of a valuable CME presentation, that they would have an opportunity to not only participate in their committee meeting, but also view that educational program.
2. Many times, the necessity of not taking too many days away from one's practice means that many only attend a portion of the meeting. Internet Attendance would allow members to learn from the entire meeting, while only attending a portion of the meeting.
3. The ability to view two or more programs that may be presented simultaneously.
4. The ability to attend a very popular program that they were not able to obtain a ticket for; and

**WHEREAS**, the ability of the AAD to use smaller rooms (presumably less expensive rooms) thereby possibly decreasing the expenses the AAD/AADA has to pay to put on the meeting; therefore be it

**RESOLVED**, the AAD provide comprehensive online accessible content of the Annual and Summer Meetings with the ability to receive CME Credit as an environmentally friendly method to attend educational meetings.

**ACTION: Approved**

**Professionalism and Ethics Committee**

*AAD005 (A-21): Commitment to Free Speech and Open Debate*

Diane S. Berson, MD, FAAD referred the Board to pp. 41-42 of the background materials and reminded the Board that the following Advisory Board resolution was referred to the Professionalism and Ethics Committee (PEC) for review and consideration.

**WHEREAS**, recent events nationwide have tested institutional commitments to free and open discourse; and

**WHEREAS**, from its very founding, the AAD has dedicated itself to the preservation and celebration of the freedom of expression as an essential element of the AAD's culture; and  
**WHEREAS**, the long-standing and distinctive values of the AAD affirms the importance of maintaining and, indeed, celebrating those values for the future; and

**WHEREAS**, the AAD greatly values civility, and although all our members share in the responsibility for maintaining a climate of mutual respect, concerns about civility and mutual respect can never be used as a justification for closing off discussion of ideas, however offensive or disagreeable those ideas may be to some members of our community; and

**WHEREAS**, it is for the individual members of the AAD community, not for the AAD as an institution, to make those judgments for themselves, and to act on those judgments not by seeking to suppress speech, but by openly and vigorously contesting the ideas that they oppose. Indeed, fostering the ability of members of the AAD community to engage in such debate and deliberation in an effective and responsible manner is an essential part of the AAD's scientific and educational mission; therefore be it

**RESOLVED**, that the AAD reaffirm its commitment to free speech, debate, and deliberation among all members and committees of the Academy; and be it further

**RESOLVED**, the AAD has a responsibility not only to promote freedom of debate and deliberation, but also to protect that freedom when others attempt to restrict it.

Dr. Berson noted that after discussing the resolution with general counsel, the PEC recommends against approving this resolution for the following reasons:

- The legal basis for this resolution is not sound. The resolution assumes that AAD members have first amendment free speech rights as part of their membership. However, they only have free speech rights with respect to federal, state, and local government activities. Private nonprofit groups like the AAD are not subject to the First Amendment.
- Moreover, the AAD has ethical standards that require collegiality, civility, and professionalism that necessarily impede the free speech rights of AAD members.
- So, the Whereas clauses and resolves in this resolution are legally incorrect and, coupled with the Whereas language, suggest that the AAD should not be imposing ethical standards through its policies (see below) that in any way limit free speech.
- The Committee further concluded that, although the autonomy of members to express their views is very important, limiting autonomy is often justified by the benefit to a larger group of stakeholders.
- Finally, the Committee notes that major medical associations, like the American Medical Association, have policies that also limit free speech for the sake of civility and professionalism.

A motion was made and duly seconded to approve the Professionalism and Ethics Committee's recommendation NOT to adopt this resolution because:

- a) the legal and ethical rationales for the resolution are not sound,
- b) the resolution undermines the Academy's ethical and professional standards relating to collegiality, civility, and professionalism and
- c) the resolution puts the Academy out of line with other medical societies, like the American Medical Association.

Andrew H. Weinstein, MD, MPH, FAAD, Advisory Board Chair, urged the Board to consider only the Resolveds and not to consider the Whereas clauses. He indicated that the intent of this resolution is to emphasize the importance of free debate during Academy events and activities.

Mr. Portman noted that the Board must consider the Whereas clauses as they provide the context for the Resolveds and, in this case, the fourth Whereas clause clearly states that concerns about civility and mutual respect can never justify restricting the discussion of ideas, no matter how offensive or disagreeable those ideas may be. He said that adopting this resolution would undermine and nullify many aspects of the Academy's Code of Ethics. In addition, the second Resolved indicating that the Academy has the obligation to promote and protect the freedom of debate is not limited to Academy-related activities or events, which suggests the Academy must take public positions on issues that have nothing to do with the Academy's mission or purposes.

**ACTION (on motion not to adopt):** Approved, two opposed

**Ad Hoc Task Force on Election Oversight**  
*Nomination and Election Procedures Administrative Regulation*

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Bruce H. Thiers, MD, FAAD, Immediate Past President, referred the Board to pp. 43-53 of the background materials and stated at its August meeting, the Board referred the administrative regulation on Nomination and Election Procedures back to the Ad Hoc Task Force to further define the term “fund” and whether office personnel are considered to be “other individuals”.

A motion was made and duly seconded to approve the edits to the administrative regulation which further define the term “fund” and “other individuals.”

Lines 306 – 308

Candidates may not fund or pay compensation for communications in support of their candidacies by other individuals (whether members, ~~or non-members~~, employees or independent contractors), groups (as defined in Section 13. h. below), or other entities, or request that others finance the cost of such communications.

**ACTION: Approved by required 2/3 vote**

**Council on Science and Research**

*Position Statement on Electronic Surface Brachytherapy*

Amy J. McMichael, MD, FAAD referred the Board to pp. 54-59 of the background materials and stated the Board referred this Position Statement back to the Council to consider amendments suggested by Board members. The background materials showed the edits the Council was comfortable accepting and those that it preferred not to make.

A motion was made and duly seconded to approve the edits to the Electronic Surface Brachytherapy Position Statement as presented

**ACTION: Approved**

*Position Statement on Superficial Radiation Therapy*

Dr. McMichael stated that the Board suggested the same changes to this Position Statement and the Council’s recommendations in response were the same.

A motion was made and duly seconded to approve the edits to the Superficial Radiation Therapy position statement as presented.

**ACTION: Approved**

**AAD NEW BUSINESS**

**Budget Committee**

*AAD/A General Operating Fund (GOF) Budget*

Dr. Van Beek presented the Budget Committee report. She first described budget process and then presented the proposed budget with net surplus of \$205,717. She also discussed specific categories of revenue and expenses.

Ms. Usher then discussed plans for developing other sources of revenue and future financial forecasting/planning.

Dr. Van Beek presented longer term forecasts on revenues and expenses, which show that

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expenses will exceed revenues in 2023 and 2024.

A motion was made and duly seconded to approve the 2022 AAD/A General Operating Fund with a fiscal impact of:

**Combined AAD/A Revenues of \$60,400,122  
Combined AAD/A Expenses of \$60,194,405  
Combined AAD/A Net Surplus of \$205,707**

**ACTION: Approved**

*AAD/A Strategic Reserve Fund (SRF)*

A motion was made and duly seconded to approve the Health Policy Retreat program to be drawn down in 2022 from Strategic Reserve Funds (SRF) with a fiscal impact of \$75,900.

**ACTION: Approved**

*AAD/A Technology Funds' Budget*

A motion was made and duly seconded to approve the 2022 Technology Fund Budget with a fiscal impact of \$2,063,840.

**ACTION: Approved**

*AAD/A Property, Plant, & Equipment Funds (PP&E) Budgets*

A motion was made and duly seconded to approve the 2022 AAD/A Property, Plant & Equipment Fund Budgets with a fiscal impact of \$57,200.

**ACTION: Approved**

A motion was made and duly seconded to approve the rest of the Budget Committee report of September 21, 2021 for information only.

**ACTION: Approved**

**Council on Member Services**

*Position Statement on Dermatology Workforce Diversity and Health Disparities*

James Q. Del Rosso, DO, FAAD introduced Nkanyezi Ngwenyama Ferguson, MD, FAAD who referred the Board to pp. 65-69 of the background materials and presented the Position Statement on Dermatology Workforce Diversity and Health Disparities. She provided background on the context for and purposes of the Position Statement. She noted that this statement is consistent with similar statements or policy documents issued by other societies, including the American Medical Association and American Society of Dermatologic Surgery. She further noted that the Position Statement had been approved by Council on Member Services and the Executive Committee and that the AAD/A had already done a lot of the work outlined in the statement. Dr. Ferguson then entertained questions from the Board.

A motion was made and duly seconded to approve the position statement on Dermatology Workforce Diversity and Health Disparities as presented.

**ACTION: Approved**

**AAD Advisory Board**

*AAD001 (S-21): American Academy of Dermatology's Professionalism & Ethics Pledge*

Andrew H. Weinstein, MD, MPH, FAAD, referred the Board to pages 62-64 of the Board materials and noted that the Advisory Board heard testimony in support of this resolution. He stated that the resolution reads as follows:

**RESOLVED**, that the American Academy of Dermatology remove the Professionalism and Ethics Pledge, as it is not directly related to and not a necessary part of the ethical practice of medicine.

Dr. Weinstein provided background and rationale for this resolution. He stressed that the resolution did not reflect a sentiment by the Advisory Board against diversity, equity, or inclusion, but does indicate the Advisory Board's position that the pledge is unnecessary and contains language that is divisive. He noted that many Advisory Board members felt that if they did not sign the pledge, they would be perceived as being racist or discriminatory. Lastly, he noted that only 835 members had signed the pledge, suggesting that most members opposed it.

A motion was made and duly seconded to refer the motion to Professionalism and Ethics Committee.

Board members noted that the pledge is completely voluntary and consistent with AAD/A commitment to diversity, equity, and inclusion (DEI). It was also noted that AAD/A would be an outlier among medical societies if it did not have such a pledge, that the pledge had been in existence for several years without push back from members or this Advisory Board, and that removing it after adding DEI language would contradict the Academy's strong commitment to promoting diversity, equity, and inclusion in dermatology. Others felt that the Academy should be encouraging members to commit to DEI in their practices rather than requiring a pledge.

A motion was made and duly seconded to refer the resolution to the Professionalism and Ethics Committee.

**ACTION: Approved**

*AAD03 (S-21) – American Board of Dermatology's Code of Conduct*

Dr. Weinstein noted that the Resolved for this resolution was as follows:

**RESOLVED**, that the AAD oppose the creation of a Code of Conduct by the American Board of Dermatology (ABD), beyond that presently included in Section 3 of the Bylaws of the American Board of Dermatology, that may adversely affect AAD members.

A motion was made and duly seconded to adopt the resolution.

It was noted that this resolution was premature since it was premised on hearsay, and it was unclear whether the ABD was even considering issuing a Code of Conduct that would adversely affect the free speech rights of AAD members.

After further discussion, Dr. Weinstein withdrew the resolution for further consideration by the Advisory Board.

**Council on Community, Corporate & Philanthropic Relations**

*Community Outreach Strategic Framework*

Cheryl M. Burgess, MD, FAAD, referred the Board to pp. 70-74 of the background materials and stated the Community Relations/Outreach team was tasked with integrating and aligning AAD community outreach programs with Program Assessment Workgroup input and recommendations. She said the team also reviewed the role of community relations in advancing the Academy's strategic goals, evolving science, best practices for increasing access, communication strategies, member needs, community needs, and other environmental considerations. Based on these factors, analysis, and input from Committee chairs, a strategic framework was developed to focus and guide the evolution and growth of outreach efforts as outlined on page 70.

A motion was made and duly seconded to approve the Community Outreach Framework and retain the existing telemedicine platform as a tool in supporting access to underserved populations.

**ACTION: Approved**

*Position Statement on Physician/Industry Interaction*

Dr. Burgess stated the Council is required to review the Physician/Industry Interaction Position Statement every five years to ensure the most relevant information is being communicated. The updates include:

- Removal of the sales representative language on lines 23 – 26 due to the industry's evolution of what it considers a sales representative. The definition of a sales representative has been altered over the years (ex: Medical Society Liaisons and Thought Leader Liaisons) and the Council does not believe making one definition is prudent.
- The definition of a "Company" was added on lines 32 – 34. This is the same definition used by Council of Medical Specialty Societies (CMSS).
- The language referencing early career physicians on lines 68 - 71 had been standardized.

A motion was made and duly seconded to approve the edits to the Position Statement on Physician/Industry Interaction as presented with following friendly amendment to the sentence on lines 68-70:

"The Academy recommends that interactions between residents, fellows and industry be proctored. The Academy further recommends that interactions between residents, fellows, and other physicians in their first few years of practice (collectively "early career physicians") be in full compliance with the standards and guidelines of ACGME and CMSS."

**ACTION: Approved; one opposed**



A motion was made and duly seconded to approve the rest of the Council on Community, Corporate and Philanthropic Relations report for information only.

**ACTION: Approved**

**Council on Science and Research**

*AAD Hair Loss and Alopecia Initiative (HAIR) Grant Program Recipients*

Before beginning the presentation, Dr. McMichael and Adelaide Hebert recused themselves from the room because they had both submitted a grant application. Once they left the room, Maria K. Hordinsky, MD, FAAD, referred the Board to pp. 75-83 of the background material and presented the Council on Science and Research's report. Dr. Hordinsky provided background on the funding and process for awarding the AAD HAIR Research Grant program and the proposed awardees.

**15k and 20k Research Grant Proposed Awardees (2)**

- *Mast cells in central centrifugal cicatricial alopecia (20k)- PI: Lynne J. Goldberg, MD, FAAD*
- *Effect of mechanical intervention on the scalp microbiome: setting the stage for the future management of cicatricial alopecias (15k)- PI: Ronda S. Farah, MD, FAAD*

**50k Research Grant Proposed Awardees (3)**

- *Identification of Biomarkers for Central Centrifugal Cicatricial Alopecia- PI: John T. Seykora, MD, PhD, FAAD*
- *Investigating the Impact of Hair Washing on Scalp Cytokine Expression in Patients with CCCA- PI: Crystal Aguh, MD, FAAD*
- *Establishment of a preclinical model for human PCA using the asebia mouse- PI: Jin Yong Kim*

**100k Research Grant Proposed Awardee (1)**

- *The Genetic Basis of Central Centrifugal Cicatricial Alopecia- PI: Susan C. Taylor, MD, FAAD*

**200k Research Grant Proposed Awardee (1)**

- *Investigation of genetic Study of the Genetic Mutations in Central Centrifugal Cicatricial Alopecia in a Large Cohort of Black Women Across the United States-Co- PIs: Amy McMichael, MD, FAAD and Yolanda M. Lenzy, MD, FAAD*

A motion was made and duly seconded to approve AAD HAIR Research Grant Program recipients.

**ACTION: Approved**

**Council on Education**

*Plenary Keynote Speaker*

Dr. Fox referred the Board to supplemental p. 90 of the background material and stated the Council proposed to discuss increasing honoraria for plenary speakers in the range of \$150,000-200,000 during the 2022 budget process. This money is in the 2022 Budget. Several Board members expressed concerns about offering such a high honorarium compared to the current budget of \$40,000 for the plenary speaker; but it was noted that the Council was still considering whether to support it and that any attempt to pay such a high honoraria would require Board approval.

A motion was made and duly seconded to approve the Council on Education report on the plenary keynote speaker for information only.

**ACTION: Approved**

**Nominating Committee**

*Administrative Regulation (AR): Nominating Committee – Regional Rotations for the Board of Directors & Advisory Board Representatives; and Board Governance Policy (BGP): Restrictions on Nomination and Election Entities*

Dr. Tomecki referred the Board to pp. 91-96 of the background materials and stated that when the Nominating Committee approved converting the Nominee Criteria Board governance policy into a standard operating procedure (SOP), titled Nominee Criteria – Nominating Committee last year, language concerning conflicts while serving on other Nominating Committees should have been carried forward and placed in the administrative regulation and the Board governance policy.

Dr. Tomecki stated that the edit will not affect members currently serving on the Nominating Committee. They have agreed to take one of the following actions to manage their conflicts:

1. Recuse themselves from the other organizations discussions of nominees it plans to submit to the AAD Nominating Committee.  
OR
2. Recuse themselves from completing the AAD nominee grids for any nominees that were submitted by the organization's Nominating Committee that they participated in as well as any discussions/vote on those nominees.

A motion was made and duly seconded to approve the housekeeping edits to the administrative regulation (lines 60-62) and Board governance policy (lines 48-50) as presented.

- No member elected or appointed to the AAD Nominating Committee may hold a position on a Nominating Committee of another dermatology organization which is submitting names for the AAD Nominating Committee to consider while serving on the AAD Nominating Committee.

**ACTION: Approved by the required 2/3 vote**

**AAD CONSENT AGENDA**

*Executive Committee*

Dr. Van Beek referred the Board to supplemental pp. 97 – 98 of the background materials and presented the October 28, 2021 Executive Committee Summation Report.

A motion was made and duly seconded to approve the October 28, 2021 Executive Committee summation report for information only.

**ACTION: Approved**

***The Board recessed the AAD Board meeting and convened the AAD Association Board meeting at 3:13 p.m. (Central).***

***The Board adjourned the AAD Association Board meeting and went into the AAD executive session at 5:35 p.m. (Central).***

***The Board adjourned the AAD executive session and the AAD Board meeting at 5:42 p.m. (Central).***

**ADJOURNMENT**

There being no further business, Dr. Tomecki adjourned the Academy Board of Directors Meeting at 5:42 p.m. (Central).

Respectfully Submitted,  
Marta J. Van Beek, MD, MPH, FAAD  
Secretary-Treasurer