

Association of Departments of Family Medicine’s ANNUAL BUSINESS Meeting
Thursday, February 22, 2024
Renaissance Palm Springs Hotel
Palm Springs, CA

MINUTES

The ADFM Business Meeting was called to order at 9:18AM by ADFM President, F. David Schneider, MD, MSPH after a quorum was confirmed. Dr. Schneider highlighted the agenda for the meeting and reminded the membership that the meeting materials were available on the meeting website. Dr. Schneider asked for a motion to approve the February 25, 2023 Annual ADFM Business meeting minutes; motion was made, seconded and the minutes were approved by unanimous vote.

Approval of changes to the Articles of Incorporation

Dr. Schneider shared that the ADFM Articles of Incorporation have not been revised since they were created in 1978. The Board of Directors has been discussing the changing structures of departments and academic medicine in general and would like to adjust our Articles to allow for the possibility of a broader definition of membership in the future.

Two changes to the Articles of Incorporation were proposed to the membership. The first proposed change is to make Article 3 broader and more inclusive; the second proposed change is, in accordance with best legal practice, to leave the definition of membership to the bylaws. Our bylaws currently contain this same definition, so making the changes to the Articles will not yet actually change our membership definition, just will allow us flexibility in the future. Dr. Schneider noted that the Board will be spending time this year working through how we might want to change the definition and plan to bring back a proposal to this meeting next year.

Specifically, the two proposed changes were as follows:

Changing Article 3 part (b)

FROM: “Further the efficient and effective operation of departments, divisions and sections of family medicine for the benefit of faculty, students and administrators.”

TO: “Further the efficient and effective operation of academic family medicine entities as defined in the bylaws, for the benefit of faculty, trainees, administrators, staff, patients and communities.”

Changing Article 6

FROM: “The corporation is to be divided into two classes of members, regular and associate. The designation of each class of members and the qualifications and rights of the members of each class are as follows: Each regular member of the

corporation shall have voting rights and shall be an educational institution (which includes a medical school or teaching hospital department, division or section of family medicine) which is either (a) an organization exempt from Federal income tax under Section 115(a) or (b) an organization exempt from Federal income tax under Section 501(a) as an organization described in Section 501(c)(3) which also is not a private foundation under Section 509(a)(1), (2) or (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law). An associate member of the corporation shall not have voting rights and shall be an educational association, government agency, non-profit organization, or individual having an interest in promoting the well-being of medical school and/or teaching hospital departments, divisions or sections of family medicine.”

TO: "The definition(s) of membership shall be as defined in the bylaws."

Dr. Schneider called for a motion to approve these proposed changes. A motion to approve the slate was made, seconded and approved unanimously.

Approval of changes to the Bylaws

Dr. Schneider reiterated that we may be bringing back another request to modify the bylaws next year, but we had one other piece that the Board has recommended for a change this year. He shared that the ADFM bylaws currently require at least two nominees for each member-at-large position. This has been to provide some sort of competitive election given the single slate for officers, however, in recent years, we have ended up putting some people in awkward positions by asking them to put themselves up for an election that they do not necessarily want to win just because the bylaws say we need to.

After several rounds of discussion, the Board has recommended that we preserve the potential for a competitive election, but do not require it, should there not be enough candidates. This proposed change to the bylaws, specified below, reflects that suggestion.

Changing language in Article VI, Section 3. Election and Term of Office

FROM: One or two Members-at-Large shall be elected annually so as to maintain three Members-at-Large on the Board. At least two candidates will be nominated by the Nominations Committee for each position. Nominations from the floor will not be taken at the annual meeting unless there are fewer than two available candidates to run. If there are more than two candidates, then the winner must have more than 50% of the vote or else there will be a runoff.

TO: One or two Members-at-Large shall be elected annually so as to maintain three Members-at-Large on the Board. At least one candidate will be nominated by the Nominations Committee for each position. Nominations from the floor will not be taken at the annual meeting unless there are fewer than two available candidates to

run. If there are more than two candidates, then the winner must have more than 50% of the vote or else there will be a runoff.

Dr. Schneider called for a motion to approve these proposed changes. A motion to approve the slate was made, seconded and approved unanimously.

Nominations Committee Report and Election of Officers and Member-at-Large

Dr. Schneider invited John Franko, MD, Nominations Committee Chair and Board Chair, to provide the report from the Nominations Committee. Dr. Franko encouraged everyone to get involved in leadership or other opportunities and urged them to consider where they want to contribute. He then presented the uncontested slate of candidates for Offices of President-elect and Treasurer:

President-elect: (2024-2025) – Dean Seehusen, MD, MPH

Treasurer: (2024 – 2026) – Peter Nalin, MD, MBA, CPE, FAAFP

Election of Officers

Dr. Schneider thanked Dr. Franko and accepted the slate of candidates. He then opened the floor for nominations for offices of President-elect and Treasurer. Seeing and hearing no nominations from the floor, Dr. Schneider closed nominations and asked for a motion to approve the slate of candidates for President-elect and Treasurer. A motion to approve the slate was made, seconded and approved unanimously.

Dr. Franko then presented the two candidates running for two Member-at-Large positions for the 2024-2026 term: Megan Mahoney, MD, MBA and Navkiran Shokar, MD, MPH.

Election of Member-at-Large Positions

Dr. Schneider accepted the slate of candidates to run for Member-at-Large on the Board of Directors. He then opened the floor for additional nominations. Seeing and hearing no nominations from the floor, Dr. Schneider closed nominations and asked for a vote by show of hands since a competitive election with paper ballots was not necessary. Candidates were elected unanimously.

Dr. Schneider congratulated the newly elected officers and Members-at-Large and also call attention to the newly appointed board members and liaisons that were shared in a recent email to all:

- Program Committee Co-Chair (chair in 2027) – M. Diane McKee, MD, MS
- Research Development Committee Chair – Peter Seidenberg, MD, MA, FAAFP, FACSM, RMSK
- Nominations Committee member – John Snellings, MD
- Liaison to the Board of Curators for the Center of History of Family Medicine – Beth Rosemergy, DO, FAAFP

Treasurer's Report

Dr. Schneider reported that Harry Strothers, MD, the ADFM Treasurer, moved out of his department chair position just in time for the end of his Treasurer term. Dr. Schneider gave the Treasurer's Report as proxy. He reported that 2023 was a good year financially for ADFM. He thanked everyone for participating in our 2023 conference, for their attention to dues renewal, and for inviting their senior colleagues to participate as Associate Members. He reported that our Administrators' membership is back on the upswing and encouraged everyone to make sure their administrators are members.

Other Reports

Dr. Schneider called attention to a number of written reports provided with the business meeting agenda to give members an update on some of our other activities and programs, including:

- ABFM update to ADFM
- Administrators' Steering Committee Report
- ADFM Liaison to CHFM Report
- Communication Chair & Membership Committee Report
- Executive Director Report
- CERA Program Update
- BRC Annual Report
- CAFM Report to FMLC – first half of year
- CAFM Report to FMLC – second half of year
- Report to FMLC on Research Summit.

He noted that the Executive Director report includes highlights on the organization's annual achievements and also reminded the membership of the etiquette for our listserv, opportunities for administrator and Associate Membership, opportunities for engagement in ADFM, and for chairs to complete the 2024 ADFM survey.

Recognition of Outgoing Board Members

Dr. Schneider recognized the following outgoing Board members with a big thanks, noting that in the interest of time we already distributed their plaques out to them at the previous day's Board meeting. Dr. Schneider gave an extra thanks to Dr. Franko, who has been on the Board since 2016 serving in numerous different roles.

- John Franko, MD, Board Chair and Immediate Past President
- Harry Strothers, III, MD, MMM, Treasurer
- Colleen Fogarty, MD, MSc Annual Conference Program Committee Chair
- Irfan (Irf) Asif, MD, Research Development Committee Chair
- Mack Ruffin, MD, MPH, Member at Large
- Annamalai (Anna) Ramanathan, MBA, Administrators' Steering Committee Chair

Dr. Schneider noted that his term as President ends at the end of the conference and that he would pass the duties of President over to Jehni Robinson, MD on Saturday morning. Dr. Schneider adjourned the meeting at 9:36am.