

Ohio Association of Physician Assistants
Board of Directors Meeting Minutes
January 13, 2024

The OAPA Board of Directors convened via Zoom. Present were Board members Freado, Hart, Marangoni, McDiffett, Irwin, Fitzgerald, Talboo, Cubra, Izsak, Brown, Mathur, and Bixel. Not present was Board member Gavin. Also present were Student Rep-Elect Patel, Committee Chairs Sittek, Roane, Gorzitze-Maxey, Pagel, and Rotuno, AAPA Delegates Bowlby, Dzurick, Pagliaccio, Richardson, Thompson, and Urena, 11 SCSRs, and Executive Director Vanneman.

President Freado called the meeting to order at 9:01 a.m. Secretary-Treasurer Irwin confirmed a quorum.

President Freado shared appreciation for the group's service in shaping the PA professional landscape now and for the future. He stressed the importance of psychological safety for board meeting interactions.

Secretary-Treasurer Irwin introduced the September 2023 board of directors meeting minutes.

ACTION: Mathur moved to approve the minutes. Talboo seconded. The motion carried.

President Freado reviewed operational efforts since the September meeting, which focused heavily on the Executive director transition. He reviewed highlights including increased financial transparency and reporting, resolution of the PAC discrepancy, enhanced communications, and other improvements.

Secretary-Treasurer Irwin reviewed the financial report, discussing efforts to modernize processes, improve stability, and look more granularly at performance. The pre-read materials include a narrative summary, a statement of financial position (balance sheet), and a statement of activity (P&L) for 2023.

A point of information was raised confirming that only board members may make motions and vote.

ACTION: Hart moved to approve the financial report. Marangoni seconded. The motion carried.

Secretary-Treasurer Irwin discussed several proposed financial policies and procedures documents.

The Financial Data Access Agreement is proposed to govern the roles and responsibilities around access for the President and Secretary-Treasurer to OAPA bank accounts.

ACTION: Freado moved to approve the Financial Data Access Agreement. McDiffett seconded. The motion carried.

The Delegation of Authority is proposed to delineate the roles of the Executive Director, Secretary-Treasurer, and President related to spending thresholds and the need for expense approval.

ACTION: Mathur moved to approve the Delegation of Authority. Hart seconded. The motion carried.

Secretary-Treasurer Irwin and Executive Director Vanneman introduced two additional financial guidelines and procedures documents for the board's awareness and insight into OAPA's financial management.

Executive Director Vanneman updated the board on the multi-year PAC financial discrepancy first pursued in September and concluding with a hearing before the Ohio Election Commission in December. The matter will be satisfactorily resolved per the OEC after the OAPA PAC pays a minor \$100 fine.

Secretary-Treasurer Irwin introduced the 2024 budget and highlighted where it departed from prior years. Discussion ensued regarding the metrics used to develop the budget and project event attendance. It was agreed that the achievement of a balanced budget will be a shared responsibility across the organization.

ACTION: Hart moved to approve the 2024 budget. Freado seconded. The motion carried.

President Freado transitioned the board into conversation regarding governance, compliance, and risk assessment, noting the importance of a commitment to ethics and transparency.

Executive Director Vanneman introduced the proposed Volunteer Disclosure and Conflict of Interest Policy Statement and Disclosure Form and explained its origin.

ACTION: Marangoni moved to approve the Volunteer Disclosure and Conflict of Interest Policy Statement and Disclosure Form. Irwin seconded. The motion carried.

Executive Director Vanneman introduced the proposed Whistleblower Policy and explained its origin.

ACTION: Marangoni moved to approve the Whistleblower Policy. Mathur seconded. The motion carried.

Executive Director Vanneman presented a board responsibility refresher, focusing on the legal and fiduciary duties of the board, including the duties of care, loyalty, and obedience. She reminded the board of antitrust concerns and discussed governing documents, directors & officers insurance, and more.

Vice President McDiffett discussed the proposed Bylaws amendments, which were developed through review of Ohio law and alignment with AAPA. She provided a rationale document highlighting changes.

ACTION: Marangoni moved to approve the Bylaws amendments to be put forward for a vote of the membership. Hart seconded. The motion carried.

Vice President McDiffett confirmed that the proposed amendments would be promoted to members before and during the Membership Meeting on April 12, during which the vote would be taken.

Vice President McDiffett, as Elections Chair, discussed efforts to establish the Nominating Committee. She outlined the intended timeline and process for 2024 board and delegate nominations and elections. President Freado confirmed the need for the board to recruit strong leaders to fill the open positions.

President Freado confirmed ongoing efforts to develop partnerships with major healthcare organizations. He referenced a pre-mortem conducted on the July 2023 membership decision that identified structural concerns that led to rethinking the approach to growing membership. Work on this project is ongoing.

In the absence of Membership Chair D'Alessandro, the Membership Committee report was referenced. President Freado invited feedback on the timeline for a future student membership dues increase.

President Freado announced an upcoming strategic session. Preliminary initiatives developed in concert with President-Elect Hart include achieving legislative victories, revitalizing the Annual Conference, growing membership, developing PA program relationships, and continued focus on financial practices.

In other business, discussion ensued regarding Annual Conference and member recruitment ideas.

The board discussed amending the policy manual based on the governance documents approved during this meeting. President Freado moved to do so but withdrew the motion after a point of information was requested. Executive Director Vanneman explained that "policy manual" may be perceived as all policies and not limited to that which is combined together into a manual. The intent is to avoid conflicting policies.

ACTION: Freado moved to amend the policy manual with the addition of the discussed and approved policy documents approved in this meeting. Mathur seconded. The motion carried.

There being no further business, the meeting adjourned at 11 a.m. The next meeting is April 11, 2024.