

**Board of Directors Meeting**  
**January 16, 2025**  
**1:00-3:00 PM ET**  
**Virtual Meeting Via Zoom**

**MINUTES**

**Present:** Voting board members: Genevieve Melton-Meaux (President/Chair), Philip Payne (President/Chair-Elect), James Cimino (Treasurer), Oliver Bear Don't Walk, IV, William Brown, Aarti Chandawarkar, Arlene Chung, Peter Elkin, JaMor Hairston, Tiffany Leung, Deepti Pandita, Rachel Richesson, Victoria Tiase, Li Zhou

Non-voting, ex-officio board members: Amanda Hanova, CEO

**Excused:** Julia Adler-Milstein (Secretary)

**Staff:** Natalie Bisbee, Stephanie Brendel, RaeLynn Gochnauer, Brandi McIntyre, Reva Singh, Jeff Williamson

**Guests:** Jeffrey Tenenbaum, Tenenbaum Law Group, LLC

---

**I. Welcome and Call to Order**

Dr. Melton-Meaux welcomed board members and called the meeting to order at 1:00 PM ET. A quorum was recognized.

Dr. Melton-Meaux requested that any new conflicts of interest be disclosed. No new conflicts of interest were disclosed.

Dr. Melton-Meaux provided an overview of the meeting agenda. No additional or new items for discussion were identified.

**II. Consent Agenda**

A motion was made and seconded to approve the consent agenda as presented including:

- September 2024 Financials
- October 2024 Financials
- November 2024 Financials
- Banking Relationship
  - Corporate Resolution packet
- 2026 CIC Location
- Board Endorsed JAMIA Submission: DEI Inclusive Language
- Decisions/Actions Since Nov. 9-10, 2024 Board Meeting
- Contact Reports

**MOTION PASSED**

### **III. Board Director Appointment Due to an Unscheduled Vacancy**

Dr. Melton-Meaux reminded the Board of the vacancy following the election of Dr. Philip Payne as President/Chair-Elect.

The Board engaged in a discussion about AMIA policies surrounding previous Board Director vacancies, and precedents that have been set with previous appointments.

Dr. Melton-Meaux recommended that the Board vacancy be filled by AMIA member, Dr. Marylyn Ritchie, due to her background in translational bioinformatics, and the need for an expert in that space on the Board.

Following discussion, a motion was made and seconded to approve the appointment of Dr. Marylyn Ritchie to the Board of Directors (term through December 2026), with talking points provided to current Board members in the event members have questions about this appointment.

**MOTION PASSED**

### **IV. Board Training**

Jeffrey Tenenbaum, Esq. joined the meeting to provide the Board with a presentation focused on Board member best practices, fiduciary duties, roles and responsibilities, and other topics of importance in the areas of governance and legal matters.

### **V. Competency-Based Board Matrix**

The Board engaged in a discussion focused on the creation and implementation of a competency-based board matrix that would be used to guide future nomination processes. Considerations discussed include the intentionality of defining the competencies desired for Board Directors, aligning competencies with AMIA's overall strategy for the future, and creating a Board that is diverse in makeup, practice setting, and expertise.

Following discussion, a motion was made and seconded to charge the Governance Committee with exploring what a competency-based matrix would look like for AMIA. Additionally, the Board would also request that the Governance Committee outline the new nomination process, (including a timeline for adoption and implementation) if the core competency matrix is adopted by the Board.

**MOTION PASSED**

### **VI. Executive Session**

The Board of Directors met in Executive Session.

The meeting adjourned at 3:00 PM.

Respectfully submitted,  
Philip Payne  
AMIA Board President/Chair-Elect