

Medical Society of Delaware LEADING THE WAY TO A HEALTHY DELAWARE

Interim Meeting of the Council

Thursday, April 8, 2021

Official Meeting Materials Medical Society of Delaware Virtual Meeting



2021 MSD COUNCIL



The Medical Society of Delaware's Council is comprised of the members of the MSD Executive Board, representatives of the three Sections of MSD, representatives of the eight geographic affinity groups, recognized medical specialty societies in Delaware, the Delaware State Osteopathic Medical Society, representation by hospital medical staffs, and a corporate/government employed (non-hospital) physician representative.

This format of representation provides the highest level of opportunity for physician-driven engagement within MSD. MSD encourages its members to not only communicate with its leadership, but also within the subgroups which represent them on the Council.

	COUNCIL POSITION	NAME	TERM
	President	Matthew J. Burday, DO	2021
	President-Elect	Robert J. Varipapa, MD	2021
	Vice President	Bhavin R. Dave, MD	2021
OFFICERS	Secretary	Shalini B. Shah, MD	2021
	Treasurer	Brian J. Galinat, MD, MBA	2021
	Speaker	Stephanie Guarino, MD	2021
1	Immediate Past President	Joseph J. Straight, MD	2021
	AMA Delegate	Janice E. Tildon-Burton, MD	2020-2021
	Resident/Fellow Section Representative	Chelsea G. Hastry, MD	2020-2021
SECTIONS	Young Physician Section Representative	Anthony M. Tramontozzi, DO	2021-2022
	Physicians Emeritus Section Representative	Thomas Fiss, MD	2020-2021
	New Castle County At-Large Representative	James M. Gill, MD	2021-2022
AT-LARGE	New Castle County At-Large Representative	Michael T. Vest, MD	2020-2021
AT-LARGE	Kent County At-Large Representative	Cedric T. Barnes, DO	2021-2022
	Sussex County At-Large Representative	Mark J. Boytim, MD	2020-2021
	Government Affairs Committee	Richard W. Henderson, MD	2021-2022
	Third Party Payer Committee	Nicholas O. Biasotto, DO	2021-2022
	Holding Company Board Representative	Andrew W. Dahlke, MD	2021
	Dermatology Representative	Christopher M. Conti, MD	2020-2021
	Interventional Pain Representative	Selina Y. Xing, MD	2020-2021
SPECIALTY	Obstetrics/Gynecology Representative	Lindsey M. Davis, MD	2020-2021
SOCIETIES/	Orthopaedic Surgery Representative	Mark S. Eskander, MD	2021-2022
OSTEOPATHIC	Otolaryngology Representative	Paul M. Imber, DO	2020-2021
SOCIETY	Pediatrics Representative	Katherine A. King, MD	2020-2021
	Psychiatry Representative	James M. Ellison, MD	2020-2021 2021-2022
	Radiology Representative	Steven R. Chmielewski, MD	
GEOGRAPHIC	Wilmington Geo Affinity Group Representative	Nancy Fan, MD	2021-2022
AFFINITY	Hockessin/Pike Creek Geo Aff Grp Rep	Donald Archer, MD	2020-2021
GROUPS	Christiana Geo Affinity Group Representative	Randeep S. Kahlon, MD	2021-2022
	Middletown Geo Affinity Group Representative	John Kehagias, MD	2020-2021
	Saint Francis Healthcare Medical Staff Rep	James M. Monihan, MD	2021-2022
HOSPITAL	Bayhealth Kent Hospital Medical Staff Rep	Brintha F. Vasagar, MD	2020-2021
MEDICAL	Beebe Healthcare Medical Staff Representative	Jeffrey E. Hawtof, MD	2020-2021
STAFF	TidalHealth Nanticoke Hospital Med Staff Rep	Joseph H. Kim, DO	2021-2022
	TidalHealth Nanticoke Hospital Med Staff Rep	Jona D. Gorra, MD	2021-2022
PRACTICE TYPE	Corporate/Government Employed (non- hospital) Representative	Avani K. Virani, MD	2021-2022

The current composition of the MSD Council is listed as follows:



INSTRUCTIONS TO MEMBERS OF THE COUNCIL VIRTUAL MEETING

The following information is intended as a guide for members of the Medical Society of Delaware Council and those who are attending the Council Meeting. Its purpose is to explain some of the procedures designed to promote maximum efficiency in the work of the Council.

Preparing for a Zoom Meeting

Because this meeting is being delivered via Zoom virtual meeting format, it is important that you download Zoom prior to the meeting. Ensure you have the latest version of Zoom downloaded to your device. You can download the latest version from: <u>https://zoom.us/download</u>



Download Zoom

Every registrant should attend the ZOOM meeting through the link provided, but if you have some difficulty, you may attend via phone (although NOT recommended).

Registration

Only those who have properly registered will be sent the link to access the meeting. Please do not share this link with anyone else as it is unique to you. The Council Meeting is for Council members and other members of the Medical Society of Delaware.

Voting

Only those who are currently on the roster as a member of the Council are eligible to vote. Voting instructions are provided to those Council members who have properly registered to participate in the Council Meeting. Do not share this information with anyone else. This process is our way to ensure transparency that only eligible Council members are voting.

Voting will be done through a separate login site. Instructions will be given to Council members along with the Zoom meeting instructions. You can access the site either by opening up an additional tab/window on your computer, or you can access the site through your browser on your cell phone. Please log in to the site prior to the start of the meeting so you are prepared to vote.

At the appropriate time, Council members will be asked to go to the voting site and make their choices.

Visual/Camera Use

Voting Council members will be validated by use of their web camera at the beginning of the meeting. Be sure it is in a stable position and focused at eye level when participating in the meeting. Please be sure your profile reflected on zoom is your name and not an obscure description (such as "Jane's iphone").

Limit visual distractions while participating in the meeting and make sure your background is not disruptive. Create a point of focus – YOU!

Sound Advice

Use wired headphones/earbuds for best sound - computer audio may result in feedback.

Be mindful of background noise (pets, family members, phones, music, street noise, and even shuffling papers) as it can be disruptive.

MUTE YOUR MICROPHONE WHEN YOU ARE NOT SPEAKING to keep background noise to a minimum.

Use the volume function on your computer to adjust your sound.

Meeting Time

The Council Meeting will begin promptly at 6:00 p.m. on Thursday, April 8, 2021. Participants will be able to log in as early as 5:30 p.m. to ensure proper set up. It is asked that participants be logged in to the Zoom meeting no later than five to ten minutes prior to the start of the meeting so that attendance can be taken and any technical issues addressed.

All participants will be muted at the beginning by default. MSD has chosen to use the raise hand feature when questions are being taken. The CHAT function will <u>not</u> be used to collect questions during the meeting. If your hand is raised, you will be called upon in the order that you raised your hand.



The meeting host will format the meeting in speaker view. In this view, only the picture of the person speaking along with any presentation they are giving (i.e., power point slides) will be visible on the computer screen. If you would like to see everyone in attendance, select GALLERY VIEW in the upper right hand corner (series of squares).

Turn off notifications, close or minimize other apps, and silence your phone during the meeting.

Council Authority

According to the Society's Bylaws, all legislative powers of the Society are vested in and reside in the Council, which alone has the authority to determine the policies of the Society. Council members are charged with a most important responsibility to see that the Medical Society of Delaware is conducted in a manner that will best serve the interests of the medical profession and the citizens of Delaware.

Registration and Presentation of Credentials

Your first official responsibility is to timely register to participate in the virtual meeting. A quorum is required to conduct business and registering prior to the registration deadline will help determine if a quorum will be met.

The Council is composed of the MSD Officers; AMA Delegate; MSD Section Representatives; four At-Large Representatives; Government Affairs Committee Representative; Third Party Payer Committee Representative; Specialty Society Representatives; Delaware State Osteopathic Medical Society Representative; eight Geographic Group Representatives; 15 Representatives from the Hospital Medical Staffs (each hospital is allotted two representatives, with the exception of the Veterans Administration Hospital having one employed physician representative); an MSD Holding Company Representative; and one Practice Type Representative (currently identified as a Corporate or Government Employed physician, non-hospital). To serve as a Council member, one must be a member of MSD and in good standing and of the organization being represented (e.g., a specialty society, the Delaware State Osteopathic Medical Society, hospital medical staff).

Most representatives on the Council are appointed from the individual group or section they represent. Officers, the AMA Delegate, and the At-Large Representatives are all elected by the MSD Council.

Conduct of Business

The Council in its deliberations shall be presided over by the Speaker of the Council. In the Speaker's absence, the President may serve. **One-third majority of the members on the Council constitute a quorum for the transaction of business**. The Annual Meeting proceedings shall be recorded. The Council, whether in regular or special session, shall proceed with the order of business set by the Secretary. At any meeting, however, the Council by specific motion may change the order of business previously set by the Secretary and proceed thereunder in accordance with the terms of the motion.

Conflict of Interest

Members of the Council or their family members who have financial interests, which may be materially affected by a matter before the Council, must publicly disclose that interest before speaking on the floor and abstain from voting on the matter.

Code of Conduct for Members of the Council

Each member of the Council affirms a commitment to be courteous, respectful, and collegial in the conduct of Council actions, characteristics which should exemplify the members of the profession.

Standing Rules of the Council

Sturgis Standard Code of Parliamentary Procedure shall govern except when it is in conflict with the MSD Charter and/or Bylaws.

Resolutions to the Council

Resolutions are numbered in the order in which they are received. The reports and resolutions will be made available electronically in advance of the meeting for preview. NOTE: Because this is a virtual meeting, no

print format of the Council handbook will be distributed. It is the responsibility of Council members and those MSD members attending the meeting to review the electronic version of the Council handbook prior to the meeting.

Sponsors of **late resolutions** must submit a written statement of justification to be considered by the Council. *A three-fourths vote on acceptance or rejection of the resolution decides if the resolution is heard by the Council*.

Duties of the Council

It is important that members of the Council pre-register for the meeting. Those Council members not able to be present at the Council meeting are urged to submit comments on resolutions, which will be considered by the Council. Comments must be submitted one week prior to the Council meeting in order to prepare distribution of said comments.

The Council members should evaluate each resolution, especially if it suggests a recommendation or proposal; prepare in advance by researching the subject matter as necessary; consider all relevant comments or recommendations that are sent to the Council; weigh all statements made during the session of the Council; obtain as much available information and advice as possible; and recommend the best course of action to be taken by the voting body. Those on the Council represent a specific constituency. It is important when voting that Council members are casting a vote representing their constituents and not voting by their own personal opinion.

During discussion of a report or resolution, the Speaker of the Council may ask questions to be sure to understand the opinions being expressed, or may answer questions if a member seeks clarification. The Council listens carefully and evaluates all opinions presented so that it may vote after careful consideration of all comments and opinions.

All members of MSD may attend and participate in the Annual and Interim Meetings of the Council, except when the Council is in executive session and subject to reasonable parliamentary rules as may be adopted. **Those members who are not Council members may have privilege of the floor only with consent of the Council**. The Speaker of the Council may limit the length of time assigned to those addressing the Council. **Those addressing the Council must identify themselves by stating their name and whether they are speaking on behalf of themselves or a group**.

The Council may call on officers, committee chairs, staff members, or experts in order to gain as much information as possible. Amendments to proposals may be suggested and the Council may submit proposals of its own. Items of business will be handled in one of five ways: Adopt (with or without amendments); Not adopt; File; Refer; or Postpone. Purely informational items without recommendations should be filed. It is not appropriate to file resolutions. A vote will then be taken on approving, approving with recommendations, approving with amendments, or rejecting the reports and resolutions presented to it.

Updated March 2021 for virtual Interim Meeting format

STANDARD CODE OF PARLIAMENTARY PROCEDURE Sturgis PRINCIPAL RULES GOVERNING MOTIONS

Order of precedence ¹	Can interrupt?	Requires second?	Debat- able?	Amend- able?	Vote required?	Applies to what other motions?	Can have what other motions applied to it? ⁴
PRIVILEGED MOTIONS							
1. Adjourn	No	Yes	Yes ³	Yes ³	Majority	None	Amend
2. Recess	No	Yes	Yes ³	Yes ³	Majority	None	Amend ³
3. Question of privilege	Yes	No	No	No	None	None	None
SUBSIDIARY MOTIONS							
4. Postpone temporarily	No	Yes	No	No	Majority ²	Main motion	None
(Table)							
5. Close debate	No	Yes	No	No	2/3	Debatable motions	None
6. Limit debate	No	Yes	Yes ³	Yes ³	2/3	Debatable motions	Amend ³
Postpone to a time certain	No	Yes	Yes ³	Yes ³	Majority	Main motion	Amend ³ , close debate, limit debate
8. Refer	No	Yes	Yes ³	Yes ³	Majority	Main motion	Amend ³ , close debate, limit debate
9. Amend	No	Yes	Yes	Yes	Majority	Rewordable motions	Close debate, limit debate, amend
MAIN MOTIONS							
10. a. The main motion	No	Yes	Yes	Yes	Majority	None	Restorative, subsidiary
b. Restorative main motions					, ,		, ,
Amend a previous action	No	Yes	Yes	Yes		Main motion	Subsidiary, restorative
Ratify	No	Yes	Yes	Yes		Previous action	Subsidiary
Reconsider	Yes	Yes	Yes ³	No	Majority	Main motion	Close debate, limit debate
Rescind	No	Yes	Yes	No	Majority	Main motion	Close debate, limit debate
Resume consideration	No	Yes	No	No	Majority	Main motion	None

INCIDENTAL MOTIONS

No order of precedence	Can interrupt?	Requires second?	Debat- able?	Amend- able?	Vote required?		Applies to what other motions?		ve what other applied to it?
MOTIONS									
Appeal	Yes	Yes	Yes	No	Majority		Decision of chair	Close d	ebate, limit debate
Suspend rules	No	Yes	No	No	2/3		None	None	
Consider informally	No	Yes	No	No	Majority		Main motion	None	
REQUESTS									
Point of order	Yes	No		No	No	None	Any erro		None
Parliamentary inquiry	Yes	No		No	No	None	All motio	ns	None
Withdraw a motion	Yes	No		No	No	None	All motio	ns	None
Division of question	No	No		No	No	None	Main mo	tion	None
Division of assembly	Yes	No		No	No	None	Indecisiv	e vote	None

¹ Motions are in order only if no motion higher on the list is pending. Thus, if a motion to close debate is pending, a motion to amend would be out of order; but a motion to recess would be in order, since it outranks the pending motion.

² Requires two-thirds vote when it would suppress a motion without debate.

³ Restricted.

⁴ Withdraw may be applied to all motions.

Adopted from: The Standard Code of Parliamentary Procedure, 4th edition, by Alice Sturgis; revised by the American Institute of Parliamentarians. Copyright 2001, McGraw-Hill.



Interim Meeting of the Council Virtual April 8, 2021 AGENDA

- 1. Welcome Stephanie Guarino, MD, Speaker
- 2. Procedure Review (pgs. 2-6)
- 3. Presentation on Climate and Health Mona Sarfaty, MD
- 4. Approval of 2020 Annual Council Meeting Minutes (pgs. 8-20)
- 5. President's Report Matthew J. Burday, DO
- 6. Treasurer's Report Brian J. Galinat, MD, MBA
- 7. Advocacy Update Richard W. Henderson, MD, Chair, Government Affairs Committee
- 8. Nominating Committee Report (pg. 21)
 - a. AMA Senior Physicians Section
 - b. Committee on Ethics
- 9. Nominations to 2021/2002 Nominating Committee (pg. 22)
- 10. Resolution 01-I2021 "Commitment to Ethics" John Goodill, MD (pg. 23)
- 11. Resolution 02-I2021 "Inclusion and Diversity at MSD" Matthew Burday, DO (pgs. 24-25)
- 12. Resolution 03-I2021 "Physician Age and Competency to Practice" Michael Vest, DO (pg. 26)
- 13. Resolution 04-I2021 "Healthy Air Quality for Delaware" David Donohue, MD (pgs. 27-28)
- 14. Old Business
- 15. New Business
- 16. Reminders to Council
 - a. Return Signed Conflict of Interest Form (pg. 29-32)
 - b. Consider Contributions to DELPAC and the MSD Mission Appeal (pgs. 33-34)
- 17. Adjournment



MEDICAL SOCIETY OF DELAWARE

231st ANNUAL MEETING OF THE COUNCIL

Meeting Minutes Tuesday, November 17, 2020

Location : Due to the COVID-19 pandemic, this meeting was held virtually by Zoom. Time : 6:00 p.m.	Council Members Present : Thomas Barnett, MD; Matthew J. Burday, DO; Andrew W. Dahlke, MD; Bhavin R. Dave, MD; James M. Ellison, MD; Nancy Fan, MD; Brian J. Galinat, MD; James Gill, MD; Jona Gorra, MD; Stephanie Guarino, MD; Jeffrey Hawtof, MD; Richard W. Henderson, MD; Joshua T. Kyle, MD; Timothy Manzone, MD; James Monihan, MD; Janet Pedro, MD; Leo W. Raisis, MD; Shalini B. Shah, MD; Joseph J. Straight, MD; Prayus T. Tailor, MD; Janice E. Tildon-Burton, MD; Robert Varipapa, MD; Brintha Vasagar, MD; and Michael Vest, DO.
	Other MSD Members Present: Michael A. Alexander, MD; Mehdi Balakhani, MD; Cedric Barnes, DO; Mark Borer, MD; Michael J. Bradley, DO; John Chabalko, MD; Garrett Colmorgen, MD; Patricia Curtin, MD; Anna Marie D'Amico, MD; David Donohue, MD; Mary Iacocca, MD; Julie Sees, DO; Neil S. Kaye, MD; Jeffry Komins, MD; Stephen Kushner, DO; Myung Soo Lee, MD; Stephanie Malleus, MD; Mary C. McCrossan, MD; Paul Montigney, MD; Dorothy M. Moore, MD; John O'Neill, DO; Patt Panzer, MD; Paul C. Peet, MD; Stephen Permut, MD; Stuart Septimus, MD; Annu Sharma, MD; Bijan Sorouri, MD; Carol A. Tavani, MD; and Anthony Tramontozzi, MD.
	Guests Present: Claudette Dalton, MD, Southeastern Delegation Chair; Joaquin Falcon, AMA Field Representative; and Alan S. Greenglass, MD, President of Physicians for Social Responsibility.
	Staff Present: Antje Arnold; Mary Fenimore; Mary LaJudice; Mike Miller; LoriAnn Rhoads; Lynn Robinson; and Mark Thompson.
	Council Members Absent: Donald R. Archer, MD; Alfred E. Bacon III, MD; Nicholas O. Biasotto, DO; Mark J. Boytim, MD; Christopher M. Conti, MD; Lindsey M. Davis, MD; Thomas W. Fiss, Jr., MD; Chelsea G. Hastry, MD; Paul M. Imber, DO; Randeep S. Kahlon, MD; John Kehagias, MD; Katherine A. King, MD; Selvam Mascarenhas, MD; John T. Powell, MD; Suzanne Sherman, MD; and Selina Yingqi Xing, MD.

ITEM/TOPIC	DISCUSSION	ACTION	STATUS
Welcome by	One-third of the Council members (14) constitute a quorum for the transaction of business.		
President	Seeing that a quorum was reached, the Council meeting was called to order by Leo W.		
	Raisis, MD, Speaker of the Council, at 6:00 p.m. promptly.		
	Dr. Raisis welcomed everyone in attendance at the 9th Annual Meeting of the Council and the 231 st Annual Meeting of the Medical Society of Delaware. This was the first virtual		

	meeting of the Council held. The virtual Council meeting was formatted differently, combining the elements of the Council Meeting as well as the Inaugural Gala.	
Presentations by Sponsors	Pivoting to a virtual format, many organizations welcomed the opportunity to participate as a sponsor for MSD's Annual Meeting. Pre-recorded messages were played from those Presenting sponsors who submitted a video (CarePortMD, Coverys, Curi, Grail, Highmark Delaware, and Saul Ewing Arnstein & Lehr).	
Procedure Review	Dr. Raisis reviewed general "housekeeping" items for the meeting, including the use of the chat feature, the raise hand feature, and online voting for Council members. During the review, he noted that the Council's normal process is to have non-Council MSD members who wish to address the Council obtain consent each time prior to speaking. With this meeting being virtual, it was felt it would be tedious to grant this consent on a case by case basis and asked if it was the Council's wish to grant a blanket acceptance to any MSD member wishing to speak. Dr. Raisis requested Council members to place in the chat feature or raise their hand to speak regarding any opposition to this request. There were no objections presented and all MSD members registered and participating in the meeting who were not official Council members had the privilege of the floor without the need of any further consent for speaking.	There were no objections or abstentions presented from the Council in allowing for MSD members to address the Council without obtaining consent from the Council each time a non-Council member wished to speak.
Introduction of Guests	Dr. Raisis introduced invited guest Claudette Dalton, MD, Chair of the Southeastern Delegation to the American Medical Association. Dr. Dalton spoke briefly acknowledging Delaware's AMA Delegation, Janice Tildon-Burton, MD and Stephanie Guarino, MD.	
Message from the American Medical Association	A pre-recorded message was played from AMA President Susan R. Bailey, MD. Joaquin Falcon, AMA Field Representative for Delaware, was also recognized.	
Messages from Federal Legislators	Pre-recorded messages from US Senator Christopher Coons and US Congresswoman Lisa Rochester were presented.	
Memorial for Deceased Members	A moment of silence was observed for members of MSD who were lost through death during the past year. Dr. Raisis read aloud the names of those deceased members to pay tribute: Kenneth M. Corrin, MD; James R. Dearworth, MD; John A. J. Forest, Jr., MD; Camilo A. Gopez, MD; George L. Henderson, MD; George R. Hilty III, MD; Zakir Hossain, MD; Harold J. Laggner, MD; Robert N. Ligo, MD; Sancho A. Manubay, Jr., MD; Neftali A. Martinez, MD; Mudiwa P. Munyikwa, MD; Estelle H. Whitney, MD; Leslie W. Whitney, MD; and Richard J. Wilder, MD.	

Recognition of Past Presidents Mission Appeal / 1789 Club	A list of the living Past Presidents of the Medical Society of Delaware were presented on screen and recognized. In November 2019, MSD launched its Annual Mission Appeal initiative. Recently, the second component of the initiative was set in motion, the Tilton Legacy Society, which donors name the Medical Society of Delaware in estate planning. MSD recognized those who provided a gift to the Mission Appeal during the 2020 campaign in the amount of \$1,789 or more as members of the 1789 Club for 2020.		
Approval of Annual Council Minutes	Due to the cancellation of the 2020 Interim Council Meeting because of the pandemic, the minutes of the November 23, 2019 Annual Meeting of the Council were presented for acceptance. As per the instructions provided to the Council and accepted by the Council to streamline the meeting, anyone who was opposed or wanted to abstain from approval of the Council minutes was to indicate such in the chat feature of Zoom. Should no one express opposition, a motion would automatically carry for approval. Council was also provided the opportunity to utilize the raise hand feature in Zoom should they want to discuss. There was no opposition or abstentions presented in chat and no one raised their hand for discussion.	With no opposition or abstentions presented, the minutes of the November 23, 2019 Annual Council Meeting were approved as submitted.	
Executive Board Report	 Dr. Raisis directed the Council to the report of the Executive Board on pages 21-25 in the Council Handbook. As per the instructions provided to the Council and accepted by the Council, anyone who was opposed or wanted to abstain on approval of the report was to indicate such in the chat feature of Zoom. Should no one express opposition, a motion would automatically carry for approval. Council was also provided the opportunity to utilize the raise hand feature in Zoom should they want to discuss. There was no opposition or abstentions presented in chat and no one raised their hand for discussion. 	With no opposition or abstentions presented, the Report of the Executive Board was approved as submitted and filed.	
MSD Holding Company Board of Directors Report	Dr. Raisis directed the Council to the report of the Holding Company Board. As per the instructions provided to the Council and accepted by the Council, anyone who was opposed or wanted to abstain on approval of the Holding Company Board report was to indicate such in the chat feature of Zoom. Should no one express opposition, a motion would automatically carry for approval. Council was also provided the opportunity to utilize the raise hand feature in Zoom should they want to discuss. There was no opposition or abstentions presented in chat and no one raised their hand for discussion.	With no opposition or abstentions presented, the Report of the MSD Holding Company Board of Directors was approved for filing as submitted.	

Proposed 2021 Budget	The proposed 2021 budget was presented by Prayus T. Tailor, MD, Treasurer, for adoption by the Council. Dr. Tailor discussed MSD's Mission Appeal, which was launched in November 2019, raising a little over \$145,000 from donors and the Ruby Vale Foundation. Dr. Tailor noted that MSD is involved in supporting physicians, educating the public, improving health care in the state, etc., all of which requires financial support. Funds donated to the Annual Mission Appeal can be designated for one of the MSD charitable foundations, which these activities and projects are earmarked. Contributions to the Mission Appeal are above and beyond annual membership dues. The "1789 Club" has been established for those who contribute \$1,789 or more annually to the cause. 1789 was the year in which MSD was incorporated. In the fall of 2020, the second phase of the Mission Appeal was launched, which is a planned giving initiative. He thanked all those who have contributed to date. Dr. Tailor reviewed the MSD corporate structure and then presented the Operational Snapshot and consolidated budget for 2021. Key factors of influence contributing to the proposed consolidated 2021 budget which can positively or negatively impact the MSD are: Membership: MSDIS Joint Venture Revenue; Education Revenue; MedNet; Conference Center Revenue; the impact of COVID-19; and Mission Appeal/Planned Giving Campaign. There continues to be declining membership across local, state, and national organizations. MSD's goal is to reduce reliance on dues revenue and strive to lower the dues amount overall, as well as the percent of dues revenue that comprises MSD's total revenue. The projected revenue from dues for 2021 is 21.7% of total revenue compared to 24.5% of the 2020 budget (exclusive of MedNet, LLC revenue). The 2021 budget reflects an unchanged number of dues paying members at 755 compared to 2020 artaes, with no early payment discount. An MSD dues increase comparison from 2010-2021 shows the average per year increase in dues as 0.90%. A grant request	Results from the online voting process indicated the Council's adoption of the 2021 budget as presented with 100% voting in favor of adoption.	
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With COVID still raging, it is uncertain what will happen with room rental revenues. The 2021 budget reflects approximately \$1k more than the 2020 projected income and significantly less than the 2020 budgeted amount.	
MSDIS revenues are estimated at approximately \$20k more than the 2020 projections, and approximately \$30k less than budgeted for 2020. Although there has been a decrease in revenues, it is hoped this will level and remain stable.	
MedNet, LLC revenue for management services provided to the Physician Organizations remains in line with the 2020 budget numbers. A contract with AmeriHealth Caritas, a state Medicaid provider, reflects a slight increase in revenues in 2021 as compared to the 2020 projected revenues. There is no budgeting for shared savings through the AmeriHealth Caritas contract.	
Health Hub, LLC budgeted 2021 advertising revenue remains consistent with 2020 projected levels.	
Total expenses reflect a decrease of 46% compared to the 2020 budget. These decreases are primarily due to the buyout of HealthEC's 49% minority partnership in MedNet which took place in July 2020.	
Personnel reflects the largest line item, at 56.7% of the total expenses in the 2021 budget. 2021 staffing projects 16 full time and 1 part-time employees, representing a reduction of 1 FTE from 2020. The budget includes a 3% wage increase for staff. Benefit/stipend is budgeted with no increase compared to 2020. Profit sharing contribution by MSD remains at 0% since MSD did not produce a profit.	
The majority of the interest expense for 2021 is for the building loan. The loan is at a 3.95% fixed rate maturing in 2022, the remaining term of the ten year loan. New Castle County has proposed an increase in property taxes.	
The consolidated cash flow review indicates the Society does not have reserves to cover a significant cash flow deficit, due to PNC Bank's requirement for MSD to pay off its line of credit in 2020. The 2021 budget projects a positive cash flow. This proposed budget was reviewed and recommended by the Budget and Finance Committee as well as the Executive Board. Dr. Tailor recommended approval of 2021 budget as presented.	
Dr. Barnett raised a question regarding the interest rate of the building loan and whether it could be reduced, even if a penalty would have to be paid with the savings in the lower interest rate offsetting any penalties. Dr. Tailor indicated MSD is looking into other options to refinance, however, it is difficult to obtain financing prior to the expiration of the loan because of financial difficulties.	

	The Council members were instructed to use the voting website to vote on adopting the proposed 2021 budget. Options on voting were Yes for adopting the 2021 budget as proposed; no, do not adopt the budget; and abstaining.		
Resolution 01-A2020	 Dr. Raisis informed that resolutions are numbered and presented in the order in which they are received in the MSD office. Resolution 01-A2020, "Commitment to Ethics." Resolution 1, "Commitment to Ethics," was submitted by the Committee on Ethics. John Goodill, MD, Chair of the Committee on Ethics, was to present the resolution. Dr. Goodill was not present at the meeting and Dr. Raisis offered to read the resolves in Dr. Goodill's absence. Ms. LaJudice informed that it would be appropriate for Dr. Raisis to read the resolves. Prior to Dr. Raisis reading the resolves, he noted that Dr. Varipapa had his hand raised and asked Dr. Varipapa to speak. Dr. Varipapa voiced his disappointment that the resolution was presented because his understanding was that the Executive Board agreed not to put forth resolutions at this meeting, for which he did not submit a resolution. Dr. Varipapa motioned to table the resolves. The motion was seconded by Dr. Tildon-Burton through the use of the raise hand feature, being called on, and speaking to second the motion. Dr. Raisis instructed the Council members to go to the voting website to vote on tabling the resolution. The IT consultant brough to Dr. Raisis' attention that there were comments in the chat feature. Dr. Raisis acknowledged the comments; however, they were not discussed since the motion to table stopped the discussion. The IT consultant informed the voting Question appear. Options for voting were: Yes, to table the resolution; No (not to table the resolution); and abstain. 	It was passed that Resolution 01-A2020 be tabled to the next meeting of the Council, with 76% voting yes to table discussion, 14% opposing, and 10% abstaining out of 21 responses received.	At the September 10, 2020 meeting of the Executive Board, Ms. LaJudice proposed that the 2020 Annual Meeting of the Council be presented in a virtual format, due to the continued pandemic. A list of questions was presented for Executive Board consideration. One question was about resolutions at this November meeting. She indicated that the "Commitment to Ethics" resolution was originally tabled from the last Annual Meeting, then postponed for discussion due to the cancellation of the spring Interim Council Meeting, but that this resolution would be on the November Annual Meeting agenda. The question Ms. LaJudice raised to the Board was whether the Board would actively solicit resolutions, per usual. The Board agreed not to actively solicit resolution be submitted, it would be included on the Council meeting agenda. Per the September Executive

			Board minutes that were approved: A motion was adopted that MSD will not encourage for this meeting the submission of additional resolutions. This solicitation is normally done through the MSD newsletter and the Delaware Medical Journal.
Resolution 02-A2020	Resolution 02-A2020, "Healthy Climate, Healthy People of Delaware" Dr. David Donohue presented Resolution 2, which he submitted himself. He read the resolves: RESOLVED, That the Medical Society of Delaware urge the American Medical Association to work with the appropriate federal agencies to put a price on carbon and other pollutants in order to incentivize industry and the free market to reduce levels of these unhealthy pollutants in our atmosphere; and be it further	It was passed that Resolution 02-A2020 was not supported for adoption by a vote of 27% yes to adopt; 73% not to adopt; and 0 abstaining, out of 22 responses received.	
	RESOLVED, That the Medical Society of Delaware urge the American Medical Association to work with the appropriate federal agencies to speed the cessation of the use of coal for generation of our electricity; and be it further RESOLVED, That the Medical Society of Delaware urge the American Medical Association to work with our federal legislators to enact policies to reduce levels of pollutants in our atmosphere; and be it further		
	RESOLVED, That the Medical Society of Delaware Government Affairs Committee work with our state legislators to enact legislation committing to neutrality with respect to atmospheric greenhouse emissions for all state and local government operations by 2035; and be it further RESOLVED, That the Medical Society of Delaware Government Affairs Committee urge our state and federal legislators to commit to producing clean energy utilizing offshore and onshore wind projects; and be it further		

RESOLVED, That the Medical Society of Delaware Government Affairs Committee work with our state legislators to transition to healthier and more pedestrian-friendly communities; and be it further	
RESOLVED, That the Medical Society of Delaware urge the American Medical Association to work to transition our food system to one that favors healthier nutrition based consumption of whole plant foods with less reliance on unhealthy and carbon intensive animal products	
After presenting the resolves he stated that climate change is a big problem with many facets. He worked with Dr. Alan Greenglass, the current president of the national organization, Physicians for Social Responsibility, noting that physicians have the impetus to act on behalf of patients, as health impacts due to climate change is felt directly and indirectly. Climate change is a future threat to the health of patients all over the world; however, the effects are being felt now in climate issues, increased heart disease and other illnesses, etc. Delaware itself has a higher level of contaminants in the air compared to some states.	
Several Council members provided comment on the resolution.	
Dr. D'Amico, through the raised hand feature, was called upon to speak. She indicated she was confused on the resolution with so many resolve statements and not comfortable supporting the resolution as a whole. She cited one resolve suggested to move to off shore and on shore wind energy, but asked about the use of solar and nuclear energy. So many of the resolves mandate the government to spend money and she admitted to not knowing enough to say that we could event transition safely to neutral atmospheric greenhouse emissions by 2035. She indicated she was against the negative impacts of climate change, but didn't know if physicians have the expertise and was not comfortable with the resolution.	
Through the raised hand feature, Dr. Fan was called on to speak. She commented that she agreed with Dr. D'Amico and that the resolution is a little too comprehensive and makes it difficult to adopt as a complete resolution. She indicated it is difficult to accept the entire resolution and suggested breaking it down: 1) Determine what MSD can do with the AMA and create resolutions that could be brought forth to the AMA Delegates and the Southeastern Delegation to discuss; and 2) She supports working with the MSD Government Affairs Committee at the state level. She also noted the resolve that suggests a move to a plant based diet and, while she understands a plant-based diet is what is best for health outcomes, she expressed concern and cautioned to be conscience about social determinants of health and health disparities, which makes the possibility of a planet-based diet more difficult. There is a need to understand all the variables that make a plant based diet possible. While she supports the intent and concept behind the resolution, she expressed concern with the entire resolution being accepted.	
Dr. Vest used the raise hand feature and was called upon to speak. He agreed with the previous speakers that there was too much to tackle in one resolution.	

	 Dr. Tildon-Burton raised her hand and was called upon. She indicated there were good points in what was presented in the resolution and supported breaking down the resolution and developing resolutions with the AMA. If the resolution is written a little more succinct, it would be good to bring to the next Council meeting for consideration and then decide on presenting to the AMA at its next meeting. After hearing all comments, Dr. Raisis called for a vote on Resolution 02-A2020 and instructed the Council members to go to the voting website to vote on Resolution 02-A2020. Options for voting were: Yes, to adopt the resolution; No, do not adopt; and abstain. 		
Nominating Committee Report	 Dr. Raisis noted the Nominating Committee's report was distributed in the Council Handbook. He asked that Dr. Burday, Chair of the Nominating Committee, present the report. He informed that the Nominating Committee met by conference call during the year. He pointed out that, following the distribution of the Council Handbook which included the Nomination Committee report, MSD learned of the retraction of the acceptance of nomination by Patt Panzer, MD on the Delaware Foundation for Medical Services Board and her seat is now vacant for nomination. Page 32 of the report showed the removal of Dr. Panzer's name in this seat and Dr. Burday thanked Dr. Panzer for her services on the DFMS Board. Dr. Raisis noted the vacant seat on the DFMS Board and indicated that procedurally, the Council will first address the election of the MSD officer stent review other sections of the report. Dr. Burday presented the names in nomination for officer seats. Office of the President – Matthew J. Burday, DO Office of Secretary – Shalini B. Shah, MD Office of Secretary – Shalini B. Shah, MD Office of Speaker of the Council – Stephanie Guarino, MD Dr. Raisis requested the use of the raise hand feature in Zoom for any floor nominations to be made for an officer seat. Seeing no further nominations, Dr. Raisis asked for a motion to close nominations for officer seats. 	Results from the online voting process indicated the Council electing the nomination slate of officers as presented with 95% indicating yes to adopt; 5% indicating no not to adopt; and 0 abstaining, out of 22 responses received. Nominations from the floor added Richard Menkiewicz to the Delaware Foundation for Medical Services Board nomination slate to fill the seat vacated by Dr. Panzer, and Corinna L. Schultz, MD to the Committee on Ethics nomination slate. Results from the online voting process indicated the Council's adoption of the balance of the nomination slate with the addition of the floor	Those elected assume their position as of January 1, 2021. Neil Kaye, MD was removed from the Committee on Ethics after his resignation of membership effective 1/1/2021. Those who served on the 2020 Nominating Committee are: Matthew Burday, DO, Chair; Bhavin Dave, MD; Brian Galinat, MD; Stephanie Guarino, MD; Timothy Manzone, MD; Robert Varipapa, MD; and Michael T. Vest, DO.

chat feature in zoom to indicate any opposition or abstentions to closing floor nominations. No opposition was presented and the floor nominations were closed for the officers.	nominations with 100% voting in favor to adopt.	
Dr. Raisis instructed the Council to go to the website to vote on the nominations for the election of officers. The options for voting given were: Yes, to adopt the slate for officers; No, do not adopt the slate; or abstain.		
Dr. Burday presented the balance of the nomination slate, noting that Dr. Panzer's seat on the Delaware Foundation for Medical Services Board of Directors is now vacant. Dr. Raisis asked for floor nominations for the balance of the nomination slate using the raise hand feature.		
By use of the raise hand feature, Dr. Guarino offered a floor nomination for Dr. Panzer's vacated seat and presented the name of Mr. Richard Menkiewicz. In addition, Dr. Guarino nominated Corinna L. Schultz, MD for the Committee on Ethics.		
Seeing no further nominations, Dr. Raisis instructed the Council to use the chat feature in zoom to indicate any opposition or abstentions to closing floor nominations. Seeing there was no opposition placed in the chat, floor nominations were closed for the balance of the nomination slate.		
Dr. Raisis instructed the Council members to use the voting website to vote on the acceptance of the balance of the nomination slate to include those names presented from the floor nominations via consent calendar. The options for voting were: Yes, to adopt; No, do not adopt; and abstain. Dr. Raisis noted the voting website still reflected voting on the officers and clarified that the vote was for the balance of the nomination slate to include the floor nominations.		
The following were elected, in addition to the officers:		
At-Large Representatives on Executive Board (1/1/21-12/31/22) New Castle County (2 yr term) – James M. Gill, MD Kent County (2 yr term) – Cedric T. Barnes, DO		
<u>American Medical Association</u> Alternate Delegate (1/1/2021-12/31/2022) – Stephanie Guarino, MD Young Physician Representative (1/1/2021-12/31/2021) – Brintha F. Vasagar, MD		

Organized Medical Staff Section D	elegate (1/1/2021-12/31/2022) – Nancy Fan, MD	
At-Large Penresentatives on	ISD Holding Company Board of Directors	
MSDIS (1/1/2021-12/31/2021) -		
MedNet (1/1/2021-12/31/2021)		
Health Hub (1/1/2021-12/31/202	,	
	(1/1/2021-12/31/2022) – Randeep S. Kahlon, MD	
General At Large seat 1 yr term	(1/1/2021-12/31/2021) – William M. Chasanov II, DO	
Delaware Foundation for Med	cal Services Board of Directors (1/1/2021 –	
12/31/2023)		
Michael A. Alexander, MD		
Mr. Richard Menkiewicz		
Judicial Committee (1/1/2021	- 12/31/2023)	
New Castle County – Anthony L		
Sussex County – Joseph P. Ole		
Elected Committee – Budget	nd Finance Committee Members (1/1/2021-12/31/2021)	
	DeCarli, DO; Patrick Q. Eckert, MD; Tony Francis, MD;	
	eph F. Hacker, MD; Ali Hameli, MD; Randeep Kahlon,	
	Cobert J. Varipapa, MD (President-Elect seat).	
	obert 5. Valipapa, MD (i resident-Lieu seat).	
Elected Committee – Commit	ee on Ethics (1/1/2021-12/31/2021)	
	Barnes, DO; Louis Bartoshesky, MD; Vincent F. Carr,	
	ill, MD; Neil Kaye, MD; Stephen J. Kushner, DO; Brian	
LITTIE, MD; Stephen Rodgers, M); Corinna L. Schultz, MD; and Stuart Septimus, MD	
Elected Committee Commit	ee on Membership (1/1/2021-12/31/2021)	
	s, DO; Tony Francis, MD; John Kehagias, MD; John	
	ID; Taylor M. Phillips, MD; Sangeetha Satyan, MD; and	
	naining designated seat that was vacant on this	
committee, representing Susses	County.	
Dr. Baisis congratulated the new	ly elected and thanked Dr. Burday and the Nominating	
	enting the nomination slate. Everyone was asked to	
unmute themselves to congratu	ale lhose who were elected.	

50 Year Medical Service Recognition	Those physicians who received the 50-Year Medical Graduate Award graduating from medical school in 1970 were recognized during the meeting. Certificates of recognition were mailed to all prior to the meeting and reads as follows: "This is presented in recognition of 50 years as a member of the medical profession and in appreciation of dedicated service to the citizens of Delaware." This year's 50-year medical graduates who were recognized were: S. Paul Akana, MD; Louis E. Bartoshesky, MD; Richard H. Bonder, MD; Robert W. Cox, MD; Alan J. Fink, MD; Robert L. Hickok, Jr., MD; Laura S. Inselman, MD; Janaki B. Kaza, MD; Jeffry I. Komins,	
	MD; Gary T. Quiroga, MD; Michael Rhodes, MD; Harold Rosen, MD; Roger N. Ruckman, MD; Rafi Soofi-Siavash, MD; and Richard L. Ward, MD.	
Distinguished Service Award	The next three awards presented are normally given at the Inaugural Gala. With the Gala not being held because of the pandemic, the award presentations were incorporated into the Council meeting.	
	Dr. Straight, MSD President, presented the Daniel A. Alvarez, MD Distinguished Service Award, which was given to The Honorable John C. Carney, Jr., Governor of Delaware. Governor Carney submitted a pre-recorded acceptance speech which was played.	
President's Award	Dr. Straight, MSD President, presented the President's Award, which was given to Karyl T. Rattay, MD, Director of the Delaware Division of Public Health. Dr. Rattay submitted a pre-recorded acceptance speech which was played.	
Special Recognition Award	Dr. Straight presented a special recognition award, which was given to Nancy Fan, MD, MSD member and Past President, and chair of the Delaware Health Care Commission and Health Subcommittee of the Pandemic Resurgence Advisory Committee. Dr. Fan submitted a pre-recorded acceptance speech which was play.	
President Address to Council	Dr. Raisis introduced Dr. Straight and as the outgoing President, Dr. Straight pre-recorded an address to the Council.	Dr. Straight's address to the Council is on file at the MSD office.
Address of the Incoming President	As the incoming President, Dr. Burday was provided the opportunity to address the Council in a pre-recorded message.	Dr. Burday's message will be ncorporated in the President's Page in the January/February 2021 issue of the Delaware Medical Journal.

Toast	As part of the virtual meeting, time was taken to give a virtual toast to the Incoming		
	President and the officers elected for 2021.		
Old Business	Dr. Raisis called for old business to be presented in the chat feature. There was no old		
	business presented.		
New Business	Dr. Raisis called for any new business to be presented in the chat feature. He reminded		
	that any reports of MSD committees, sections, subsidiaries, foundations, and other		
	miscellaneous reports that have been filed under "Other Reports" to be accepted as		
	informational may be extracted at this time. The raise hand function could be used for		
	extracting reports. There were no reports extracted and no new business presented.		
Absolution	As is done each annual meeting, Dr. Raisis read the Absolution Resolution: "Resolved,	By way of no opposition or	
Resolution	that each and all the resolutions, acts, and proceedings of the Executive Board of the	abstentions being	
	Medical Society of Delaware heretofore adopted since the last meeting of the Council of	presented, the Absolution	
	the Medical Society of Delaware as shown by the records of the minutes and all the acts	Resolution was	
	of the officers and Executive Board of the Society in carrying out and promoting the	unanimously adopted.	
	purposes, objectives and interests of this Society since the last Council meeting are approved and ratified and hereby made the acts and deeds of the Medical Society of		
	Delaware."		
	Dr. Raisis requested any opposition or abstentions to passing the resolution be		
	placed in chat.		
Adjournment	Dr. Raisis reminded the participants of the meetings that will follow during the week as		The total time of the
	part of Annual Meeting Week. Those who are members of the MSD Holding Company		meeting was 1 hour,
	Board would meet on Wednesday, November 18 beginning at 6 p.m. via zoom (Zoom		57 minutes, 18
	details have already been sent out); and the Education Program on Medical Implications		seconds from start
	of Climate Change will be presented on Thursday, November 19 beginning at 6:30 p.m.		to adjournment.
	via Zoom (with Zoom details provided to those who have pre-registered).		
	With no further business, the meeting was adjourned at approximately 7:56 p.m.		

Respectfully submitted,

Bhavin R. Dave, MD Secretary

mml



Nominating Committee

2021 Report to Council at Interim Meeting

April 8, 2021

POSITION	NOMINATION	ACTION (TBD)
AMERICAN MEDICAL ASSOCIATION		
Senior Physician Section Liaison Appointed Annually (1/1/2021 – 12/31/2021)	Janice E. Tildon-Burton, MD	
COMMITTEE ON ETHICS (Committee Elected Annually)		
Member, one-year term (1/1/2021-12/31/2021)	M. Lisa Attebery, MD	
Member, one-year term (1/1/2021-12/31/2021)	Mary V. Iacocca, MD	
Member, one-year term (1/1/2021-12/31/2021)	Carol A. Tavani, MD	

Respectfully submitted,

Matthew J. Burday, DO, Chair Bhavin R. Dave, MD Brian J. Galinat, MD Stephanie Guarino, MD Timothy A. Manzone, MD Robert J. Varipapa, MD Michael T. Vest, DO



NOMINATION OF THE 2021-2022 NOMINATING COMMITTEE

The MSD Nominating Committee is appointed annually at the Interim Council Meeting. Those serving on the Nominating Committee are selected from the members serving on the Council. The term runs May to May.

Six members will be nominated at the Interim Council Meeting. Those names will then be presented to the Executive Board at their May meeting to be ratified. The seventh member is the current President-Elect who serves as Chair of the Nominating Committee until the next Nominating Committee is appointed.

The Committee is responsible for developing the nomination slate(s) for election by the Council:

- Identify colleagues for various positons becoming vacant by observing, recognizing, and contacting other physicians throughout the year. Peer to peer outreach is successful!
- Candidates identified for nomination should possess the appropriate skills and qualities for the position.
- Members of the Nominating Committee consider names to place on the nomination slate to be presented to the Council for vote.
- The Committee normally meets electronically (via Zoom or conference call).

COUNCIL MEMBERS: The April Interim Council Meeting is your opportunity to volunteer for appointment to this most important committee!

The Nominating Committee composition:

- Two candidates from Section Representatives, At-Large Representatives, and/or Geographic Affinity Group Representatives
- Two candidates from Specialty Society Representatives and the Osteopathic Society
- Two candidates from the Hospital Medical Staff Representatives and/or Practice Type Group Representative(s)
- The current MSD President-Elect serves as chair (Robert J. Varipapa, MD)

Please refer to page 1 in the Council Handbook for a current list of Council members and their positions to help identify candidates for nomination. It is important that the candidate nominated is aware and accepts the nomination.

The following table provides the names of more recent Nominating Committee Members:

	2019 COMMITTEE MEMBERS	2020 COMMITTEE MEMERS	TO BE NOMINATED
2 from: Sections, At- Large, Geographic Group	Bhavin Dave, MD (At-Large, Kent Co) John Goodill, MD (At-Large, NCC)	Bhavin Dave, MD (At-Large, Kent Co) Michael Vest, DO (At-Large, NCC)	
2 from: Specialty Society, Osteopathic Society	Brian Galinat, MD (Orthopaedics) Timothy Manzone, MD (Oncology)	Brian Galinat, MD (Orthopaedics) Timothy Manzone, MD (Oncology)	
2 from: Hospitals, Practice Type	Jeffrey Hawtof, MD (Beebe) Robert Varipapa, MD (Bayhealth)	Stephanie Guarino, MD (Nemours) Robert Varipapa, MD (Bayhealth)	
President-Elect (Chair)	Joseph Straight, MD	Matthew Burday, DO	Robert Varipapa, MD

Resolution:	01
(I-20	21)

Introduced by:	Committee on Ethics

Subject: Commitment to Ethics

1 2 3	Whereas, The medical profession has adhered to a Code of Ethics since the 5 th Century BCE; and
4 5	Whereas, Such Codes have included the Oath of Hippocrates and the Oath of Maimonides; and
6 7	Whereas, In 1803 Thomas Percival introduced our country's first medical ethics standards; and
8 9	Whereas, These codes were adopted by the American Medical Association (AMA) in 1847; and
10 11 12	Whereas, The AMA Code of Medical Ethics ¹ has been revised continuously, most recently in 2016; and
13 14 15	Whereas, Forces from both within the house of medicine and outside of the house of medicine continually try to influence the practice of medicine; and
16 17 18	Whereas, What has never changed in any of these ethical codes is the requirement that physicians focus 100% of their efforts on healing; and
19 20 21	Whereas, Medical Society of Delaware members, as outlined in the Bylaws, are obligated to adhere to the AMA Principles of Medical Ethics; and
22 23 24 25 26 27	Whereas, The AMA Code of Medical Ethics opposes in principle physician-assisted suicide by stating that it "is fundamentally incompatible with the physician's role as healer, would be difficult or impossible to control, and would pose serious societal risks" (AMA Code of Ethics 5.7), while leaving room for individual physicians' exercise of conscience in regard to participating in the physician-assisted suicide (AMA Code of Ethics 1.1.7); now therefore be it
28 29 30 31	RESOLVED, That the Medical Society of Delaware recognizes that responsibility to patient care is paramount, including providing compassionate and supportive palliative care for the dying; and be it further
32 33 34	RESOLVED, That the Medical Society of Delaware will continue to support the ethical standards as enumerated in the American Medical Association Code of Medical Ethics; and be it further
35 36	RESOLVED, That the Medical Society of Delaware allows for ongoing discussion and proposals on the topic of physician-assisted suicide/medical aid in dying.

Fiscal Note: \$0

References

1. Code of Medical Ethics of the American Medical Association. Chicago, IL: American Medical Association; 2018

Resolution: 02 (I-2021)

	Subject:	Inclusion and Diversity at the Medical Society of Delaware
1 2 3 4	cultural group gender, genc	Iman diversity can be defined as differences that are associated with an individual's p, including race, ethnicity, national origin, religious affiliation, language, age, der identity, physical and mental capabilities, sexual orientation, marital status, or hic status ¹ ; and
5 6 7 8		clusion can be seen as a set of behaviors that encourages individuals to feel valued ue qualities and experience a sense of belonging ² ; and
9 10 11	Whereas, Inc group²; and	clusive diversity is a set of behaviors that promote collaboration within a diverse
12 13 14		gnificant individual and professional diversity exists within the members of the ety of Delaware; and
15 16 17		e Medical Society of Delaware has the potential for greater diversity and inclusion nd future members; and
18 19 20 21		e AMA Code of Ethics states the importance of upholding the standards of sm and that of "compassion and respect for human dignity and rights" ³ ; now it
22 23 24	and inclusion	That the Medical Society of Delaware examine and update as necessary diversity initiatives continuing to enable and encourage participation by present and future the Medical Society of Delaware; and be it further
25 26 27 28		That all committees of the Medical Society of Delaware be encouraged to adopt ont diversity and inclusion practices to better serve their members; and be it further
29 30 31	for leadership	That the Medical Society of Delaware evaluate on an ongoing basis opportunities of for present and future members of personal and professional characteristics lerrepresented in the Medical Society of Delaware.
32 33 34	Fiscal Note:	

References:

Introduced by:

Executive Board

1. Law Insider. Human Diversity Definition. Available at: <u>https://www.lawinsider.com/dictionary/human-diversity</u>.

- 2. Centers for Disease Control and Prevention. Health Equity. Available at: <u>https://www.cdc.gov/healthequity/index.html</u>.
- 3. American Medical Association. Principles of Medical Ethics. Available at: <u>https://www.ama-assn.org/about/publications-newletters/ama-principles-medical-ethics</u>.
- 4. Englund S. Nonprofit Law. Why Medical Societies Must Take Diversity Seriously. July 11, 2019. Available at: <u>http://www.nonprofitlaw.com/blog/2019/7/11/why-medical-societies-must-take-diversity-seriously</u>

Resolution: 03 (I-2021)

	Introduced by:	Michael T. Vest, DO
	Subject:	Physician Age and Competency to Practice
1 2 3		15% of practicing US physicians are over age 65, 10% of licensed than age 70 years ¹ and, in rural under-served areas, the percentage of en higher; and
4 5 6 7	age have not only be	about possible decline in physician competency associated with advancing een raised but have also been coupled with calls for various actions ranging ement ages to focused screening of clinicians based on age ^{1,2} ; and
8 9 10 11	screening in Utah to	s to these calls have ranged from a legislative ban on age-related implementation of cognitive-based screening programs for older physicians entialing at multiple institutions ^{2,3} ; and
12 13 14 15	credentialing/recrede	Medical Association (AMA) policy states that physician entialing should be a medical staff responsibility, be based on objective, and should not be denied based on age ⁴ ; and
16 17 18 19		al profession has an obligation to ensure that members of the profession of g in competent manner; and
20 21 22	financial interests) ur	governments, and insurers may have competing interests (including nrelated to patient safety but tied to a physician's ability to practice or rivileges; now therefore be it
23 24 25 26 27		e Medical Society of Delaware survey the membership to determine what quirements older physicians practicing in Delaware have encountered ; and
27 28 29 30 31	fairness, equity, cost	e Medical Society of Delaware assign appropriate committees to study the , transparency, and due process implications of policies relating to older velop principles which could serve as the basis for future advocacy on this
	Fiscal Note: TBD	
	References:	
	Profession: A	Pellegrini CA, Gallagher TH: The Aging Physician and the Medical Review. <i>JAMA Surg</i> 2017, 152(10):967-971. Alcezak T: Cognitive Testing of Older Clinicians Prior to Recredentialing.

- *JAMA* 2020, 323(2):179-180. Armstrong KA, Reynolds EE: Opportunities and Challenges in Valuing and Evaluating Aging Physicians. *JAMA* 2020, 323(2):125-126. AMA: Medical Staff Development Plans H-225.961. In.; 2020. 3.
- 4.

Resolution: 04

	(I-2				
Introduced by:	MSD Environmental Health Subcommittee				
Subject:	Healthy Air Quality for Delaware				
Whereas, Delaware residents experience worsened health due to rising atmospheric pollutants such as greenhouse gases and PM2.5 particulates, and our area is one of the worst in the Northeast for days with unhealthy levels of smog and soot ^{1,9} ; and					
	spheric pollutants have been linked to a host of chronic and acute illness o risk of COVID-19 complications, with preventable health, social, and cts ²⁻⁷ ; and				
Whereas, Evidence that both prenatal and postnatal exposures to PM2.5 are associated with later development of allergic rhinitis, a precursor to pediatric asthma, the vulnerable time window may be within late gestation and the first year of life ⁷ ; and					
	vare obtains up to 30% of its electricity from coal and up to 60% from fos ning from power plants in Delaware and in upwind states ^{1,9} ; and				
Whereas, Currer renewable sourc	nt technology is capable of replacing fossil fuel-generated power with ces ^{6,8} ; and				
Whereas, Poor a disadvantaged a	air and water quality disproportionately affect the economically as well as communities of color ^{1-4,6,7} ; now therefore be it				
poor air quality for legislators to imm	at the Medical Society of Delaware recognize the severe health impacts for all children and adults in Delaware by calling on state leaders and mediately enact policies to dramatically reduce the burning of fossil fuels er to reduce PM2.5 and other pollutants in Delaware; and be it further				
and policies at th like fossil fuels a	at the Medical Society of Delaware call on the AMA to champion legislat the federal level to shift our energy generation away from polluting source and toward affordable and less polluting renewables in order to drive dow of PM2.5 and other pollutants both nationally and in nearby upwind states				

Fiscal Note: \$0

References:

1. Greenglass, A. Climate Change and Population Health. Delaware Journal of Public Health. October 2017:60-66

- Kam Vohra, Alina Vodonos, Joel Schwartz, Eloise A. Marais, Melissa P. Sulprizio, Loretta J. Mickley, Global mortality from outdoor fine particle pollution generated by fossil fuel combustion: Results from GEOS-Chem, Environmental Research, Volume 195, 2021, 110754, ISSN 0013-9351, <u>https://doi.org/10.1016/j.envres</u>.2021.110754.
- 3. Bekkar B, Pacheco S, Basu R, DeNicola N. Association of Air Pollution and Heat Exposure With Preterm Birth, Low Birth Weight, and Stillbirth in the US: A Systematic Review. JAMA Netw Open. 2020;3(6):e208243. doi:10.1001/jamanetworkopen.2020.8243
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CONFLICT OF INTEREST POLICY

The Medical Society of Delaware (MSD), its subsidiaries (MedNet and the Physician Organization Boards, MSDIS, and Health Hub), and foundations (Delaware Foundation for Medical Services and the Delaware Medical Education Foundation), with subsidiaries and foundations collectively referred to as "Affiliates," are each important governing bodies that include a diverse membership to represent the physicians and patients in Delaware on issues that affect the health of its citizens.

These individuals serve in decision-making positions within these organizations and provide expertise from their respective knowledge, experience, and background, which at times may create a conflict of interest with the activities of MSD and/or Affiliates. Because these individuals are an integral part of the decision-making process for MSD and/or Affiliates, it is imperative to pro-actively identify any conflict of interest and ensure the integrity of the goals and mission of MSD and Affiliate organizations and place these above any and all personal interests.

The Conflict of Interest Policy was adopted to assist those in decision-making positions by providing guidelines for conflict resolution between personal interests and the interests of MSD and/or its Affiliates.

Members serving on the following Boards, Committees, Affiliate organizations, etc. are required to complete and submit a Conflict of Interest Policy Annually:

- MSD Council
- Executive Board
- MSD Holding Company Board of Directors
- Budget and Finance Committee
- Delaware Foundation for Medical Services Board of Directors
- Delaware medical Education Foundation Board of Directors
- Health Hub Board of Directors
- Medical Society of Delaware Insurance Services (MSDIS) Board of Directors
- Medical Network Management Company, LLC (MedNet) Board of Directors
- Any of the Physician Organization Boards of MedNet.

COUNCIL MEMBERS: If you have not already submitted a completed Conflict of Interest form for 2021, please do so now. You can access an electronic fillable version on the MSD website by clicking the link below, or you can print and complete the Conflict of Interest form which follows.

Access the fillable Conflict of Interest Form



MEDICAL SOCIETY OF DELAWARE, SUBSIDIARIES, AND FOUNDATIONS

CONFLICT OF INTEREST POLICY

2021

Purpose

The Medical Society of Delaware (the "Society"), its subsidiaries (MedNet and its Physician Organization Boards, MSDIS, and Health Hub), and foundations (Delaware Foundation for Medical Services and Delaware Medical Education Foundation), with the subsidiaries and foundations collectively known as "Affiliates," are each important governing bodies that includes a diverse membership to represent the physicians and patients in Delaware on issues that affect the health of its citizens. The individuals who serve in decision-making positions within these organizations provide expertise from their respective knowledge, experience, and background, which at times may create a conflict of interest with the activities of the Society and/or Affiliates. Because these individuals are an integral part of the decision-making process for the Society and/or Affiliates, it is imperative to pro-actively identify any conflict of interest and ensure the integrity of the goals and mission of each of the Society and Affiliates and place these above any and all personal interests.

Please check each box corresponding to the Board, Committee, Foundation, and/or Subsidiary of which you are currently member:

] MSD Council Member
MSD Executive Board Member
MSD Holding Company Board of Directors Member
MSD Budget and Finance Committee Member
Delaware Foundation for Medical Services Board of Directors Member
Delaware Medical Education Foundation Board of Directors Member
Health Hub, LLC Board of Directors Member
Medical Society of Delaware Insurance Services, Inc. (MSDIS) Board of Directors Member
Medical Network Management Company, LLC (MedNet) Board of Directors Member (voting and non-voting)
Medical Network Management Company, LLC (MedNet) Physician Organization Board Member

This Conflict of Interest Policy was adopted to assist those in decision-making positions by providing guidelines for conflict resolution between personal interests and the interests of this Society and/or its Affiliates.

Definition of Conflict of Interest

A conflict of interest occurs when an individual in a position of authority over the affairs of the Society and/or Affiliates may benefit financially from a decision he or she could make in that capacity, either directly or indirectly, such as to benefit the individual or family members or businesses with which the individual is associated.

Guidelines relating to interests held by an individual shall apply to the extent such interests are or should be known to the individual.

Definition of Financial Interest

An individual has a financial interest if the individual has, directly or indirectly, through business, investment, or family:

1) An ownership or potential ownership or investment interest or potential investment interest in any entity with which the Society and/or its Affiliates has a potential or existing transaction or arrangement. Although unlikely, due to the possibility of holding individual investments through stock ownership, mutual funds, and the like, only those investments that constitute a significant financial investment (i.e., holding a financial ownership interest of five percent or more, or holding a financial ownership interest which contributes materially to the individual's income) raises a concern about a possible conflict of interest; or

- 2) A key position in an organization that does business or is seeking to do business with the Society and/or its Affiliates and is responsible for approving the provision of goods or services to the Society and/or its Affiliates or holds a position with such company as proprietor, director, managing partner, or key employee; or
- 3) A compensation arrangement with the Society and/or its Affiliates or with any entity or individual with which the Society and/or its Affiliates has a transaction or business arrangement. Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial that the individual shall disclose to the Society and/or its Affiliates as appropriate.

Interested Individual

Any officer (to include President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past Presidents, Speaker of the Council), MSD executive leadership (Council, Executive Board, and Holding Company members), Foundation Board member (Delaware Foundation for Medical Services, Delaware Medical Education Foundation), Subsidiary Board member (Medical Society of Delaware Insurance Services, Medical Network Management Company LLC [MedNet], one of the MedNet Physician Organization Boards, Health Hub LLC), or Budget and Finance Committee member who has a direct or indirect financial interest, as defined within this policy, is an interested individual. Any individual who receives compensation directly or indirectly from the Society and/or its Affiliates for services is precluded from voting on matters pertaining to that individual's compensation.

Duty

All Interested Individuals shall exercise care in the performance of their duties, exhibiting honesty and good faith and are required to pursue the best interests of the Society and its Affiliates rather than personal or financial interests or those of some other related individual or entity. The obligations of each Interested Individual includes the duty to protect confidential Society and Affiliate information, which includes but is not limited to, financial information, minutes, business plans, policy proposals and recommendations, policy development plans, confidential membership plans, and other information for the Society, its Affiliates, and any other affiliated organizations.

If a conflict exists, an Interested Individual shall disclose this information and the Interested Individual may have to choose between participation as an Interested Individual serving this Society and/or Affiliate or the other organization. Family members may also be involved in an activity that conflicts with the policies and activities of the Society and/or Affiliate. Potential biases of an Interested Individual will be evaluated and, if necessary, appropriate limits will be placed on an Interested Individual's participation in Society and/or Affiliate actions related to any conflicting activity.

Interested Individuals shall not use the Society and/or Affiliate name and/or his or her affiliation with the Society and/or Affiliate (as outlined above under "Interested Individual") in a manner that would incorrectly imply a Society and/or Affiliate endorsement of a non-Society and/or non-Affiliate product or service or that would imply the Society and/or Affiliate support of a personal opinion or activity. These guidelines continue indefinitely after an Interested Individual's term has expired.

An Interested Individual formerly associated with the Society and/or its Affiliates shall refrain from all conduct, verbal or otherwise, which publicly disparages or damages the reputation, goodwill, or standing in the community of the Society and/or its Affiliates or Society- or Affiliate-associated individuals. However, the expression of differences or disagreements with the policies of the Society and/or Affiliates that is unrelated to his or her official actions through previous Society and/or Affiliate involvement shall not constitute disparagement.

Procedures

All Interested Individuals agree that if a particular circumstance creates or would reasonably appear to create a conflict or impairs impartiality or fiduciary duty to the Society and/or its Affiliates, he/she will act promptly to remain in compliance with this Policy and a disclosure shall be made of the circumstances to the chair of the body prior to participating in any discussion or debate of the issue and the Interested Individual shall abstain from participation and/or vote as determined by the presiding officer. In such circumstances when it is determined or requested to abstain from participation in discussion, the Interested Individual will also abstain from voting on that issue. The Interested Individual may be excused from the meeting, as necessary, during which time discussion occurs and/or a vote is taken on the issue. Each Interested Individual shall submit an original signed Conflict of Interest Policy to the Society's Executive Director or his/her designee no later than 30 days after commencing service as an Interested Individual with the Society and/or its Affiliates.

Each Interested Individual shall submit a fully completed and signed Conflict of Interest Policy acknowledgement annually on calendar year basis, based upon continuing in a qualified position described within this Policy. Each Interested Individual shall promptly update any disclosure on this Conflict of Interest Policy as warranted for as long as he or she is an Interested Individual even if the timing does not coincide with the annual filing requirement.

Violations of Conflict of Interest Policy

If the officers, executive leadership, Foundation Board, Subsidiary Board, Physician Organization Board, or Budget and Finance Committee chair has reasonable cause to believe an Interested Individual has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Individual of the basis for such belief and afford the Interested Individual an opportunity to explain the alleged failure to disclose.

If, after reviewing the Interested Individual's response and after making further investigation as warranted by the circumstances, the officers, executive leadership, Foundation Board, Subsidiary Board, Physician Organization Board, or Budget and Finance Committee chair determines the Interested Individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action, as it deems necessary and appropriate.

Acknowledgement

I am an Interested Individual and I have carefully read and understand this Conflict of Interest Policy, and I agree to abide by and observe this Conflict of Interest Policy. If a particular circumstance creates or would reasonably appear to create a conflict of interest or impair my impartiality or my fiduciary duty in any matter affecting the Society and/or its Affiliates, I will disclose the circumstance(s) to the appropriate person as soon as I become aware of it or prior to participating in any discussion or debate of the issue. I agree that I will excuse myself from the discussion if advised to do so by the person to whom I report such a situation or by senior leadership of the Society or Affiliate. In such circumstances, I will abstain from voting on such issue. When I am no longer an Interested Individual under this conflict of interest policy, I shall refrain from all conduct which publicly disparages or damages the reputation or goodwill of the Society and/or its Affiliates.

Other Organizations On Which You Currently Serve (and term expiration date if known):

Signature of Interested Individual

Date

Printed Name

This Conflict of Interest Policy must be signed annually until such time as the individual ceases to be an Interested Individual as described in this Conflict of Interest Policy.

Approved July 9, 2009 Revised July 2012; May 2017; January 2018; August 2018; December 2020



DELPAC CONTRIBUTION FORM

Name									
Home Address									
City/State/Zip Code									
Please fill in the below information if you are <u>not</u> a Medical Society of Delaware member.									
Home Address:	Cit	ty:	State:	Zip:					
Preferred Telephone:		HOME \square OFFICE \square CELL	E-Mail:						
Rep. District:	Senate District:								
Member Type(s): $\square M.D.$	D.O. Specialty:	🗖 Spouse 🛛 Resident	t/Fellow □ PA	\square Student \square Oth	ner:				
Membership Levels									
Major Donors:	President's Circle Governor's Circle Secretary's Circle	□ Member \$ 550 □ Member \$ 350 □ Member \$ 250) 🗆 Spouse	e \$ 350					
Sustaining Donor:		□ Member \$ 200	D Spouse	ə \$ 200					
Additional contributions:									
Total contribution amount:									
If paying by Credit Card, pl	lease enter the follow	wing information fro	m your PER	SONAL credit	card:				
□ Visa □ MasterCard	Credit Card #:		-						
Expiration Date:									
·		(last 3 nur	nbers on back o	of card)					
Name as it appears on Card	•								
Signature of Cardholder:									
Billing Address:									

(if different than mailing address)

Please send the completed form with your PERSONAL credit card information either by mail to: 900 Prides Crossing, Newark, DE 19713; or by fax to (302) 366-1354. If paying by check, please enter your PERSONAL check number here -- Check #______--- and send this completed form along with your PERSONAL check made payable to DELPAC by mail to: 900 Prides Crossing, Newark, DE 19713. If you have any questions, please contact Molly Williams, Finance Coordinator, (302) 444-6974.

* Contributions to DELPAC are not deductible for federal income tax purposes. Voluntary political contributions by individuals to DELPAC should be written on personal checks. Funds from corporations will be used for political education activities and/or state election activities where allowed. Contributions are not limited to suggested amounts. The Medical Society of Delaware will neither favor nor disadvantage anyone based upon the amounts of or failure to make PAC contributions. Voluntary political contributions are subject to limitations of FEC regulations. *Rev* 2182020



Mission Appeal

The Medical Society of Delaware (MSD) is a nonprofit membership organization of more than 1,250 physicians located throughout Delaware representing every specialty practice in the medical field. Our mission is to guide, serve, and support Delaware physicians, promoting the practice and profession of medicine to enhance the health of our communities.

Your tax-deductible donation to MSD's Annual Mission Appeal will directly enable our work in areas of crucial importance to the health and wellness of our state. These include:

- Expanding care through the Delaware Foundation for Medical Services to marginalized and uninsured patients through MSD initiatives such as Delaware's Voluntary Initiative Program and Medication Assistance Program.
- Continuing and developing educational outreach through the Delaware Medical Education Foundation, such as our Healthy Living Talks and OBVIOUS Campaign for Kids.

These and other efforts are critical if we are truly going to lead the way to a healthy Delaware. We can only accomplish them by working diligently together.

JOIN THE 1789 CLUB

The 1789 Club recognizes the philanthropic investment by physicians in the future of medicine in the state of Delaware, and the part the Medical Society of Delaware will play in shaping that future. As a donor-member making an annual gift of at least \$1,789, you will be a part of an exclusive cohort and receive invitations to V.I.P. events, be recognized in the Delaware Medical Journal, and on our 1789 Club donor wall, and receive a special 1789 Club lapel pin that is a reproduction of our Society's original Seal. Join today and become an Ambassador for MSD's Mission Appeal and help lead the way to a healthy Delaware!

