



The Amendments for Better Governance of APPNA

Letter of Explanation

Dear APPNA members,

The proposed amendments to APPNA bylaws are in your hands to vote upon. They are primarily aimed to change the structure and function of Board of Trustees (BOT). As the chair of the Constitution and Bylaws (CABL) Committee, I have recently received many calls from APPNA members stating that they are confused by many letters or emails written to them against these amendments. I feel it an obligation to explain **why these amendments are needed, who are opposed to them and why.**

THE NEED FOR AMENDMENTS

For the last few years there has been an ongoing effort to improve the governance of APPNA. It has been felt that the current BOT model has many flaws as outlined below.

BOT SIZE: The BOT is too small. It comprises 5 trustees. Although APPNA membership has grown from a few hundred in 1970-80s to many thousands now, the BOT number has remained unchanged. A small BOT has two issues. First, a majority of **only 3 out of 5 trustees can render a poor or biased decision** which can adversely affect a very large association. Second, it does not reflect broader membership and Alumni representation.

ELECTIONS: For *most* of the APPNA's history, the 5 BOT seats have been awarded exclusively to a **select group of 5 Alumni only**. This was managed through an undemocratic election system in which friends "selected" friends. One indirect reflection of this "boys club" systems is that **not a single woman was considered trustworthy to be a trustee in 40 years** till this year; and that too **after** these amendments were approved by the council in Spring 2018

BOT DUTIES: Another issue with the current BOT model is that BOT duties are vaguely defined. Therefore, **the BOT does not take the ownership of its responsibilities**. For example, their roles in Asset Management and Long-Range Planning have been criticized for poor performance.

The proposed amendments address all these issues by increasing the number of BOT to 11, opening the BOT election with equal opportunities for all Alumni and All Members and making BOT more productive through well-defined duties.

THE OPPOSITION: WHO AND WHY?

It is not surprising that primary opposition to the amendments originates from the **Board of Trustees** itself because a status quo perpetuates their hegemony and control over election process. Hence, present BOT has direct conflict of interest with the proposed amendments. The BOT itself and through a handful of its supporters has written letters/blast e-mails to the membership **calling these amendments illegal and draconian** amongst many other things. These letters have certainly caused a lot of confusion in the minds of well-wishing APPNA members who would otherwise like to vote for a positive change.

THE ("FBI") REPORTING CLAUSE:

One of the clauses in the proposed amendments provides disciplinary rules for code of conduct (**16.8.1 g**). Such rules are like those adopted by American Medical Association, hospitals and professional societies that most of us belong to. It is important to note that this clause already exists as APPNA policy and needs to be processed to make it part of bylaws. Those **opposed to "BOT amendments"** have launched a propaganda campaign against this clause. They have used this clause as a veil to block the BOT

amendments. Regardless, the reporting clause **has been unbundled so that members can now vote to change the BOT with or without this clause**.

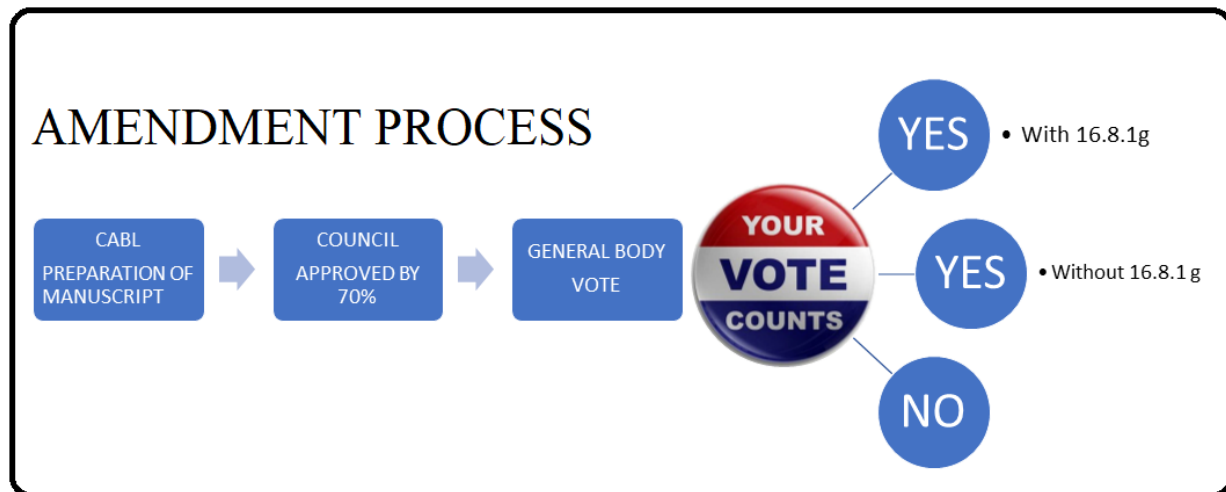
THE ROLE OF CABL COMMITTEE & APPNA COUNCIL:

The CABL committee was assigned the task to develop the amendments by APPNA Council. The CABL committee including 4 recent past presidents had in-depth knowledge of the recent needs of the association. It spent **3 months** to prepare the draft deliberating each item, line by line. The manuscript was then presented to council members **40 days** before the Spring Meeting, 2018. The council, after a thorough review during this period followed by an over 2-hour discussion at the Spring Meeting, **approved the manuscript with 70% majority**. It was then released to General Body (GB) for voting. It is now in your hands to adopt it or reject.

THE ROLE OF MEMBERSHIP:

The membership is the supreme body of APPNA according to the CABL. The majority decision of the GB makes manuscript a law. Please note that the purpose of this letter is not to convince the recipient **to vote for or against** the amendments. The objective is that every member must exercise their right to vote with full information. I am hopeful that that above facts will help you understand the need for the amendments as well as the **motives of the opposition**. Additional information and educational videos are available at APPNA website (www.appna.org/amendments).

If you feel that APPNA needs to evolve and bring positive changes with time, your input is extremely valuable to make APPNA better. APPNA is your association and awaits your decision.



Sincerely,

Arif Agha, MD (Chair)

Constitution and Bylaws Committee (2018)

Mubashar Rana, M.D., Mahmood Alam, M.D., Nasar Qureshi, M.D., Saima Zafar, M.D, Ahsan Rashid, M.D.

Iqbal Zafar Hamid, President APPNA 2018