

Board of Directors Meeting Minutes

Wednesday, March 11, 2020, 3:30 p.m. – 4 p.m. ET

| IN ATTENDANCE (ALPHA ORDER) | | |
|--|---|--|
| Monica Baskin, PhD President-Elect* | Lisa M. Klesges, PhD Chair, Development Committee | Lila J. Rutten, PhD, MPH Member Delegate* |
| Joanna Buscemi, PhD Chair, Health Policy Council* | Amy Huebschmann, MD Chair, Education, Training, and Career Development Council* | Rajani S. Sadasivam, PhD Editor, SBM Website/Social Media Team |
| Heather Cole-Lewis, PhD Chair, Digital Health Council* | Scherezade K. Mama, DrPH Chair, Membership Council* | Margaret Schneider, PhD Member Delegate* |
| Michael A. Diefenbach, PhD President* | Megan McVay, PhD Chair, Publications and Communications Council* | Rachel C. Shelton, ScD, MPH Member Delegate* |
| Akilah J. Dulin, PhD Chair, Health Policy Committee | Suzanne Miller, PhD Editor, Translational Behavioral Medicine | Dori Steinberg, PhD, RD Co-Chair, Program Committee |
| Brian D. Gonzalez, PhD Chair, SIG Council* | Sherry Pagoto, PhD Immediate Past-President and Chair, Nominating Committee* | Sandra J. Winter, PhD, MHA Secretary/Treasurer and Chair, Finance Committee* |

* = voting member; quorum = 7 voting members

| REGRETS (ALPHA ORDER) | | |
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| E. Amy Janke, PhD Chair, Scientific and Professional Liaison Council* | Crystal Lumpkins, PhD Editor, Outlook | Tracey A. Revenson, PhD Editor, Annals of Behavioral Medicine |
| Robert M. Kaplan, PhD Chair, Awards Committee | L. Alison Phillips, PhD Chair, Program Committee | Monica Wang, PhD Chair, Civic and Public Engagement Committee |

| STAFF AND GUESTS (ALPHA ORDER) | | |
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| Rebecca Borzon Media and Member Communications Manager | Kimberly Granada Administrative Coordinator | Andrew Schmidt Program Manager |
| Lindsay Bullock Executive Director | Rachel Mizar Senior Meetings Manager | Tara Withington, CAE Consulting Partner, SBM |
| Angela Burant Meetings Manager | Elizabeth Rehorst Development Coordinator | |

CALL TO ORDER AND CALL FOR DISCLOSURES

The meeting was called to order at 3:36 p.m. ET. No conflict disclosures were made.

ANNUAL MEETING CANCELLATION

Dr. Diefenbach thanked the board for convening on short notice and notified the members that as a result of an increasing number of travel restrictions being placed on presenters and attendees, the city of San Francisco banning all gatherings of over 1,000 or more for two weeks noting it may be extended, the World Health Organization declaring a worldwide pandemic, SBM finds itself in the position of possibly needing to cancel the 2020 Annual Meeting due to impossibility. Dr. Diefenbach informed the board that such a measure would be contingent upon a formal vote by the board, and invited the board to discuss.

Ms. Mizar shared that many speakers, presenters and attendees were cancelling as well.

Dr. Diefenbach informed the board that SBM has an event cancellation insurance policy in place for the Annual Meeting, and while it was unclear exactly how much coverage the policy would provide, it did include a communicable disease clause. Ms. Withington advised that insurance providers are interpreting their policies very narrowly with regard to liability in the event of a communicable disease outbreak, but that email correspondence with SBM's insurance broker suggested the declaration of an epidemic or pandemic by the Centers for Disease Control and Prevention (CDC) or World Health Organization (WHO) would be a triggering event for coverage under the communicable disease endorsement in SBM's policy.

The Board discussed several scenarios around the insurance policy and the force majeure clause in the hotel contract. They also discussed what additional information might be available in the near future that would inform the Board's decision.

Dr. Diefenbach informed the Board that, without adjusting for potential insurance coverage, cancelling the Annual Meeting may result in roughly \$1.2 million in expenses in the form of obligations to vendors and penalties with the conference hotel.

The Board shared concerns about messaging to members and attendees and determined that making a decision soon is in the best interest of the organization and its members.

MOTION: Dr. Gonzalez moved to cancel the Annual Meeting. The motion did not receive a second.

After further discussion, the Board decided that it would reconvene in the following 24-48 hours to make a decision on cancelling the meeting.

ADJOURN

The meeting adjourned at 4:31 p.m. ET.

Minutes respectfully submitted by T. Withington on March 31, 2020.