

**American Academy of Orthopaedic Surgeons  
Board of Directors Meeting  
Waldorf Astoria Chicago  
Chicago, IL  
December 3, 2021**

**APPROVED MINUTES**

Members of the Board present for all or portions of the American Academy of Orthopaedic Surgeons Board of Directors meeting on Friday, December 3, 2021 were as follows:

Daniel K. Guy, MD, FAAOS, President  
Felix H. Savoie, III, MD, FAAOS, First Vice-President  
Kevin J. Bozic, MD, MBA, FAAOS, Second Vice-President  
Alan S. Hilibrand, MD, MBA, FAAOS, Treasurer  
Michael L. Parks, MD, FAAOS, Treasurer-Elect (Ex-Officio)  
Joseph A. Bosco, III, MD, FAAOS, Past-President  
Wayne A. Johnson, MD, FAAOS, Board of Councilors Chair  
Claudette M. Lajam, MD, FAAOS, Board of Councilors Chair-Elect  
Alfonso Mejia, MD, FAAOS, Board of Councilors Secretary  
Kevin D. Plancher, MD, MPH, MS, FAAOS, Board of Specialty Societies Chair  
Alexandra E. Page, MD, FAAOS, Board of Specialty Societies Chair-Elect  
Armando F. Vidal, MD, FAAOS, Board of Specialty Societies Secretary  
Matthew P. Abdel, MD, FAAOS, Member-at-Large  
Valerae O. Lewis, MD, FAAOS, Member-at-Large  
Karen M. Sutton, MD, FAAOS, Member-at-Large  
Alexander Vaccaro, MD, MBA, PhD, FAAOS, Member-at-Large  
Lisa N. Masters, Lay Member  
Thomas E. Arend, Jr., Esq., CAE, Chief Executive Officer (Ex-Officio)

Council Chairs participating for all or portions of the meeting were as follows:

Douglas W. Lundy, MD, FAAOS, Advocacy Council Chair (virtual)  
Elizabeth G. Matzkin, MD, FAAOS, Membership Council Chair  
Robert H. Quinn, MD, FAAOS, Research and Quality Council Chair

Guests participating for all or portions of the meeting were as follows:

M. Bradford Henley, MD, MBA, FAAOS, Governance Committee Chair (virtual)  
William J. Maloney, MD, FAAOS, Registry Oversight Committee Chair  
Matthew T. Provencher, MD, MBA, CAPT (ret.) MC USNR, FAAOS, Annual Meeting Committee Chair

Staff participating for all or portions of the meeting were as follows:

Laura Abrahams, Chief Human Resources Officer  
Todd Applebaum, MBA, Director, Strategic Planning and PMO  
Rachel Bowers, CPA, MBA, CGMA, Controller  
Dino Damalas, MBA, Chief Operating Officer  
Nathan Glusenkamp, MA, Chief Quality and Registries Officer  
Ben Harkinson, Director, Commercial Solutions  
Jack King, Chief Information Officer  
Donna Malert, CAE, Director, Governance and Affiliate Relations  
Brian Moore, Online Learning & Assessment  
Tony Priore, Chief Marketing Officer (virtual)  
Susan McSorley, Director, Live Events  
Tina Slager, MBA, CPA, Director, Finance  
Anna Salt Troise, MBA, Chief Commercial Officer  
Melissa Young, JD, General Counsel

**I. Call to Order**

The American Academy of Orthopaedic Surgeons Board of Directors meeting was called to order by Daniel K. Guy, MD, FAAOS, President, at 8:00 a.m. CST.

Dr. Guy welcomed everyone to the meeting. He remarked on the various topics for the meeting today, and he reminded Board members on sensitivity of discussions held by the Board and the importance of keeping the discussions confidential. He added that Board materials are confidential and should not be shared outside of the BoardEffect portal.

As with all meetings of the Board of Directors, Dr. Guy drew attention to the Ground Rules, Strategic Plan, Core Values and Governance Principles as resources for the Board to keep in mind when discussing the various agenda topics.

**II. Disclosure of Conflicts of Interest**

Dr. Guy commented on the disclosure policy and the enhanced financial information that is required to be completed by the Board of Directors and Council Chairs. Dr. Guy noted that disclosures are reported in agenda books for Board meetings and made available to other AAOS members as well as to the public through the AAOS Orthopaedic Disclosure Program.

Dr. Guy asked meeting participants to disclose any new conflicts and to update the AAOS Orthopaedic Disclosure Program as changes occur. No new disclosures were reported. He also reminded Board members to communicate with Ms. Malert if any new potential conflict of interest matters are identified. Ms. Malert will facilitate a discussion with the Committee on Ethics and Outside Interests (CEOI) as needed.

### **III. President's Report**

#### **A. *President's Schedule***

Dr. Guy commented on the number of meetings held since September 2021, including several state society and regional society meetings. He informed the Board that the Presidential Line also hosted a meeting with the Presidents of the Specialty Societies.

#### **B. *Letters to and From the Presidential Office***

Dr. Guy drew attention to the various letters that were included in the agenda book. He thanked the volunteers and staff for their efforts in preparing many of the responses. AAOS continues to be a very active participant in commenting to the various government entities.

#### **C. *Recognizing Deceased Members***

Meeting attendees were asked to participate in a moment of silence to recognize recently deceased AAOS members. Dr. Guy specifically noted the death of Dr. Freddie Fu, and that the AAOS was represented at the memorial service for Dr. Fu by Dr. Kevin Plancher.

#### **D. *Annual Meeting Forum on Ethics, Professionalism, and Harassment***

Dr. Guy informed the Board that he appointed a work group to plan the Forum on Ethics, Professionalism, and Harassment planned for the AAOS 2022 Annual Meeting. The following AAOS members were appointed to serve:

- Daniel K. Guy, MD, FAAOS, Chair
- Wayne A. Johnson, MD, FAAOS
- Valerae O. Lewis, MD, FAAOS
- Jennifer M. Weiss, MD, FAAOS
- Lisa N. Masters, MBA

Dr. Guy added that details on the forum will be shared with the Board at a later date.

### **IV. New Initiatives**

#### **A. *Leadership Review Group (LRG) Report***

As chair of the Leadership Review Group, Dr. Felix Savoie addressed the Board and indicated that the LRG met recently and considered several new initiatives for consideration by the Board. He added each initiative will be addressed and voted on separately.

**Next Generation Registries** – Dr. William Maloney, Registry Oversight Committee Chair, addressed the Board and provided an overview of the efforts to date with the registries program. He presented an action item request to increase the reserves allocated to registry capital projects to allow the registry program to invest in stabilization, enhancements, and innovation to drive short and long-term success to include greater data capture, user satisfaction, and influence improving quality in orthopaedics. The request presented is to increase the capital expenditure from \$1.5 million to \$3.0 million; funded with an additional \$3.75 million from reserves over five years.

Dr. Hilibrand presented the Finance Committee to approve the request for the Next Generation Registries.

Dr. Guy entertained a motion to approve the Next Generation Registries request. Discussion ensued. Board members were in support of the request and indicated that technology around the registry platform is rapidly evolving and it is important for the AAOS to support this initiative.

### **Motion**

**Upon a motion duly made and seconded, the Board of Directors approved the Next Generation Registries request to increase the capital expenditure from \$1.5 million to \$3.0 million; funded with an additional \$3.75 million from reserves over the next five years.**

**2022 Specialty Day Subsidy** – Dr. Guy informed the Board that Specialty Day has been a long-standing event held in conjunction with the AAOS Annual Meeting. Societies have historically been responsible for partial costs to host these educational sessions. With the rescheduled AAOS 2021 Annual Meeting, the format for specialty sessions were incorporated throughout the meeting in place of one dedicated day. Due to many canceled Society meetings in 2020 and 2021 due to the pandemic, the AAOS agreed to encourage society participation by easing potential financial burdens by comping the meeting room rental fees. Additionally, the AAOS also agreed to comp audiovisual costs in exchange for the opportunity to reuse their content.

Dr. Guy presented a request to continue to subsidize the societies participating in the AAOS 2022 Annual Meeting Specialty Day. The rationale to continue this support results from the continuing COVID pandemic. Funding in the amount of \$180,000 to cover additional costs incurred was presented. Dr. Guy noted that the total estimated cost is \$280,000. Dr. Guy also shared feedback provided from the Annual Meeting Committee on this request.

Dr. Hilibrand presented the Finance Committee to approve the request for the 2022 Specialty Day Subsidy.

Dr. Guy entertained a motion to approve the 2022 Specialty Day Subsidy request. Discussion ensued.

## **Motion**

**Upon a motion duly made and seconded, the Board of Directors approved the 2022 Specialty Day Subsidy request to fund \$180,000 additional costs incurred from reserves.**

***Specialty Society Research Grants*** – The Board was presented with a request to consider development of a grant model providing matching or seed-level grants for research to specialty societies that align to the AAOS’s Strategic Plan. The proposed model would incentivize specialty societies to support AAOS growth and success in these areas. Dr. Guy noted that the AAOS previously had a specialty society research grant program, but the grants were considered and provided in an inconsistent manner without a well-defined process or mutual benefit. By formalizing an orthopaedic specialty society research grant process, AAOS could provide support for research aligned with the AAOS Strategic Plan and generate sustainable goodwill with specialty societies.

Dr. Guy presented a request to establish the Specialty Society Research Grant Program with \$250,000 funded annually from investments.

Dr. Hilibrand presented the Finance Committee to approve the request for the Specialty Society Research Grant Program and noted that the \$250,000 would be funded annually from investments if a 5% increase in investments is achieved.

Dr. Guy entertained a motion to approve the Specialty Society Research Grant Program. Discussion ensued. Members of the Board supported the request and indicated that a formal process will be needed to ensure that grant requests align with the AAOS Strategic Plan.

## **Motion**

**Upon a motion duly made and seconded, the Board of Directors approved the Specialty Society Research Grant Program to fund \$250,000 from investments if a 5% increase in investments is achieved annually.**

***Enterprise Mobile App*** – At its September Communications Workshop, the Board discussed creating a mobile application to enhance member engagement and communications. The Annual Meeting Committee also raised the idea to expand the Annual Meeting app year-round. In parallel, Mr. Jack, King, AAOS Chief Information Officer, was engaging vendors and the Resident Assembly to understand the value of an enterprise mobile app.

To further engage with members more consistently, a request was made to use excess reserves to develop an enterprise mobile application that can act as the “front door” to the AAOS for AAOS Members. Mr. King presented the funding request of \$350,000 in support of the project.

Dr. Hilibrand presented the Finance Committee recommendation to fund \$350,000 from reserves in support of the Enterprise Mobile App.

Dr. Guy entertained a motion to approve funding in support of the Enterprise Mobile App. Discussion ensued. Members of the Board supported the request and noted that communication with AAOS members is critical, and the concept of the Enterprise Mobile App will help to improve the overall AAOS member experience.

### **Motion**

**Upon a motion duly made and seconded, the Board of Directors approved the funding request of \$350,000 from reserves to support the Enterprise Mobile App.**

***Diversity, Equity, and Inclusion (DEI) Grant Proposal*** – At its September 2021 meeting, the Diversity Advisory Board discussed the need expand the DEI outreach to attract underrepresented segments within the medical student body into a pipeline of orthopaedic surgeons, support programs that will promote a more inclusive orthopaedic environment; and ultimately attract the increasingly diverse orthopaedic surgeon population into the AAOS membership and volunteer leadership. The Diversity Advisory Board recommends a five-year pilot DEI Grant Program.

The DEI Grant Program would provide annual awards to diversity, equity, and inclusion programs/research in four award categories. The Grant Program is intended to increase diversity and promote inclusion within the orthopaedic profession by applying support through a multi-faceted approach that can be tracked over the five-year pilot.

Dr. Guy presented a request to fund \$200,000 per year for a five-year pilot of the DEI Grant Proposal Program.

Dr. Hilibrand presented the Finance Committee recommendation to support funding in the amount of \$200,000 per year from reserves for a five-year pilot DEI Grant Proposal Program.

Dr. Guy entertained a motion to approve funding in support of the DEI Grant Proposal Program. Discussion ensued. Members of the Board supported the request and indicated the request is mission aligned and speaks to the AAOS Strategic Plan. The Board also proposed that the program not be considered a five-year pilot but continued commitment to support building the pipeline within orthopaedic profession. Dr. Guy noted that the Diversity Advisory Board will have oversight of the program, including developing the appropriate process / criteria to implement the program, solicit applications, and recommend grant recipients to the Board for final approval.

### **Motion**

**Upon a motion duly made and seconded, the Board of Directors approved the funding request of \$200,000 from reserves annually to support the DEI Grant Proposal Program.**

## **V. Strategic Goal 4: Organizational Excellence**

### **A. *Financial Update***

Dr. Alan Hilibrand, Treasurer, provided an overview of the overall financial position of the AAOS.

Dr. Hilibrand acknowledged the members of the Finance Committee and staff and thanked them for their efforts. He also recognized Ms. Slager and the finance staff for their efforts.

Operations are currently reported at \$4.1 million better than budget with investment income reported at \$12.4 million. There was investment loss in the OPLLC of \$8,000. Spending from reserves is currently at \$1.36 million.

Total assets reported as of October 2021 are \$214.0 million and is a 13.6% or \$25.7 million increase over October 2020. The increase is primarily due to cash and investment earnings. There is currently 226 days of operating cash on hand. Cash and short-term investments were reported at \$34,593. Dr. Hilibrand commented on the spending from reserves to date and noted the Board will continue to be updated on the spending from reserves at future meetings.

Year-end forecasts for 2021 were provided, and net income is currently reported to be \$10,125,000 a change of \$6,301,000 of budget. He commented on several key initiatives items that are expected to be favorable through year end, such as registries, Annual Meeting and on-line learning. Dues collections for the 2021 dues year were favorable, and Dr. Hilibrand noted that a total of \$14.9 million has been received to date from the insurance carrier for the 2020 Annual Meeting claim, and the claim is final, and the final valuation was \$1.5 million more than the conservative estimate provided in 2020.

Long-term investments through October 2021 are reported at \$117.4 million and are 212% of the Permanent Fund Target.

Dr. Hilibrand reminded the Board that Financial Dashboards are available for review in the BoardEffect Resource Library within the Finance folder. The future meeting dates for the Finance Committee were reviewed. Dr. Hilibrand added that Board members are invited to join Finance Committee meetings to listen to discussions.

### **B. *2022 Budget***

Dr. Hilibrand presented the 2022 Budget for approval. He noted that the \$1 million in surplus to fund reserves was previously included in the budget; however, for 2022, it is not included due to change in the approach related to Alternate Surplus Use. The proposed budget projects an operating income for 2022 to be \$1,685,000. He also added that the proposed 2022 budget does not include OLC impact of use of operating reserves.

Revenue for 2022 is expected to increase \$3.1 million compared to the October 2021 Forecast, an increase of 5%. Expenses are increasing 12% for 2022 compared to the October 2021 Forecast. Dr. Hilibrand commented on several risks and opportunities for the proposed budget. The Capital Budget is forecast to be \$3.6 million. Dr. Hilibrand also noted the impact the new initiatives, approved earlier at the meeting, will have on the 2022 Budget.

Dr. Hilibrand indicated the Finance Committee recommends approval of the 2022 Operating and Capital Budgets.

Dr. Hilibrand entertained questions from the Board on approval of the 2022 Operating and Capital Budgets. Discussion ensued.

Dr. Guy thanked the Finance Committee for its efforts and entertained a motion to approve the 2022 Operating and Capital Budgets.

### **MOTION**

**Upon a motion duly made and seconded, the Board of Directors approved the 2022 Operating and Capital Budgets.**

#### ***C. 2021 Strategic Plan Initiatives Update***

The Board was provided with an update on the execution of the 2021 Strategic Plan Initiatives along with a preliminary year-end report. Performance is projected to exceed the 85% threshold across all strategic domains. The Board had opportunity to ask questions and indicated their appreciation on the progress made. Dr. Guy indicated there was no action required by the Board.

#### ***D. 2022 Strategic Plan Key Initiatives***

The 2022 Strategic Plan Key Initiatives were presented to the Board for approval. There are currently 59 initiatives, and 78 measures that will be tracked and reported to the Board on a quarterly basis. The Board agreed overall with the proposed initiatives.

Dr. Guy entertained a motion to approve the 2022 Strategic Plan Key Initiatives.

### **MOTION**

**Upon a motion duly made and seconded, the Board of Directors approved the 2022 Strategic Plan Key Initiatives.**

#### ***E. Enterprise Risk Management (ERM) Update***



The purpose of Enterprise Risk Management (ERM) is to assess, define and implement a process to identify, monitor and manage risks that could pose a potential threat to achieving the business goals and objectives of the AAOS. In 2019, the Board of Directors was presented with an approach for ERM. Mr. Damalas and Mr. King reviewed the process for the ERM review and noted the AAOS Risk Management Team meets on a quarterly bases to review and address risks. An overview of the key risks was provided, and key considerations were noted for insurability and cybersecurity / PHI breach. Mr. King noted there was an increase in Ransomware attacks and efforts continue to constantly monitor cybersecurity to ensure the AAOS has the appropriate mechanisms in place to address any potential threats. The AAOS also hired Chartis as an additional mechanism for HIPAA review and audit.

Several exercises were conducted cross-department to test the organizational response to security incidents and issues such as:

- Ransomware detection and response
- Phishing detection and response
- Use of tools and methodologies to support investigations
- Breach notifications and reporting procedures
- Security awareness and education

The AAOS will continue to remediate its critical and high internal vulnerability and continue an internal awareness campaign with ERM. Upgrades will be made to site licenses with tests performed to ensure that internal security campaigns are effective. A Business Impact Analysis will be conducted in the next 12 months.

Board members acknowledged the importance of the topic, and suggested consideration of a Risk Audit Committee.

## **VI. Strategic Goal 1: Member Experience**

### **A. *AR / VR Project Team Analysis and Recommendations***

Dr. Felix H. Savoie, III, AAOS First Vice President and Chair of the AR / VR Project Team updated the Board on the current efforts of the Project Team. He informed the Board that the Project Team consulted with Delta Think to assist in validating information on this important topic. The project team's main objectives were:

- Assess market needs and usage
- Understand supplier landscape
- Uncover and validate primary opportunities for the AAOS

To validate insights and perspectives across the key market sectors, interviews were held with users, suppliers, and influencers. A total of 14 interviews were conducted across four market segments.

The Project Team is recommending development of a go-forward strategy and actionable opportunities, zeroing in on “best bets” for the AAOS. Board approval of opportunities to pursue and next steps would allow councils, committees, and staff to further develop and scope selected AR/VR concepts for potential development and action.

Dr. Savoie added that the following prioritized opportunities are recommended:

- Residency and Fellowship Education – Resident Skills and Education Modules
- Practice-based Applications – Self-Assessment (SAE) and CME)
- Connected Ecosystem – Consortia / Summit Convener
- Practice-based Applications – Patient Education

Dr. Savoie concluded his report indicating that the Councils and staff will pursue next steps for the proposed opportunities, and an update along with next steps from the Councils will be presented at the June 2022 Board of Directors meeting.

Dr. Guy entertained a motion to approve the AR / VR Project Team Analysis and Recommendations. Discussion ensued. The Board agreed on the concept and acknowledged the paradigm shift in education of residents based on this technology.

### **Motion**

**Upon a motion duly made and seconded, the Board of Directors approved the AR / VR Project Team Recommendations and charged the Education Council to explore options to expand AR / VR into the core 17 requirements for residents.**

### ***B. Industry-Supported Educational Initiatives***

Mr. Ben Harkinson, Director, Commercial Solutions, addressed the Board and provided an overview of the AAOS Commercial Solutions Department. He indicated the department was created in 2020 to streamline all the AAOS touchpoints with industry through one coherent group. Mr. Harkinson reported on several key initiatives. In 2021, over 75 residents from 19 different programs participated in the Resident Rumble, an industry sponsored event and a resident-only virtual gaming experience focused on orthopaedics. Mr. Harkinson added this program is separate from the Resident Bowl held in conjunction with the AAOS Annual meeting. The Orthopaedic Video Theater (OVT) also hosts an industry channel and enables industry to provide industry specific materials directly on their site. Several webinars and the AAOS Innovation Series were also held in 2021; sponsored by Zimmer/Biomet and Stryker with over 400 AAOS members participating. Plans for additions to the series in 2022 are

currently being discussed and expressed interest by Smith – Nephew and Conformis. The AAOS also hosts Saturday Morning Live, sponsored by industry. The content is presented to a live audience in India via an AAOS skills course at the OLC Education Center. A number of course modules in the Learning Management System (LMS) is also sponsored by industry. Spotlights sessions are also presented during AAOS CME Courses with 30- and 60-minute opportunities provided for these non-CME events.

### **C. Education Council Report**

The Board was updated on the 2021 Education Council efforts with highlights provided on journal statistics and book releases, Resident Orthopaedic Core Knowledge (ROCK) and Orthopaedic In-Training Exam (OITE) updates and planning for the 2022 Annual Meeting.

The JAAOS portfolio continues to be strong. Through third quarter 2021, JAAOS Global had 276 article submissions, and JAAOS Research had 621 article submissions. Dr. Peter Rose, JAAOS Editor-in-Chief Designee was onboarded and will assume the role of Editor-in-Chief in January 2022. JAAOS Unplugged recognized a 9% increase in downloads with six webinars held and over 1,000 members registered with 574 CME credits earned. Two additional webinars are planned for the fourth quarter.

WoltersKluwer published four new OKUs. JBL also published the 50<sup>th</sup> anniversary 12<sup>th</sup> edition of the Orange Book as well as the 6<sup>th</sup> edition of Essentials in Musculoskeletal Care. OKU Trauma 6 is scheduled for release in early 2022, and Atlas of Amputations 5 and OKU 14 are planned for 2023.

An update on the ROCK was provided. Beta testing is under way and progressing according to the established timeline. Feedback has been provided for base functionality, content, and user experience. All residency programs will be auto-enrolled for the full roll-out and 65% of all ACGME Accredited programs will be actively engaged in the platform by November 30, 2022.

The 2021 OITE was successfully launched November 4-14, 2021 using remote proctoring. Scoring began on November 17 and reports scheduled to be distributed the week of December 19.

Dr. Matthew Provencher, Annual Meeting Chair, updated the Board on the timing of the AAOS 2022 Annual Meeting. He provided an overview of the various scenarios the AAOS continues to monitor due to the COVID pandemic. He indicated that some of the restrictions imposed by the City of Chicago and Cook County for larger gatherings have been lifted, and there are still several precautions in place to ensure a safe environment for the meeting. Dashboards are tracked monthly to monitor the current landscape of several key areas related to the Annual Meeting. Dr. Provencher reported that registration is open and member registration increased \$100 and now includes up to three ICLs with registration. The ICL

tickets will be available on February 7, 2022. A number of special programming events were reviewed, and Dr. Provencher commented on the overall submissions for educational programming. Industry remains engaged with over 177,000 net square feet sold to date, which is 82% of the budget for a total of \$6.9 million.

## **VII. Strategic Goal 2: Quality and Value**

### **A. *Research and Quality Council Update***

Dr. Robert Quinn, Research and Quality Council Chair, provided an overview of the efforts of the Research and Quality Council to date. Work continues through the Committee on Devices, Biologics and Technology with a successful Orthobiologics Symposium held on October 1, 2021. Over 160 attendees participated, and the event was recorded and is available to AAOS members. The Biologics Dashboard was updated with enhanced user-friendly navigation. Two Technology Overviews are in progress and will be presented to the Board for approval at a future meeting. The FDA Townhall has been rescheduled to the AAOS 2022 Annual Meeting.

The Patient Safety Committee has updated several key statements that will be presented to the Board for approval. In addition, the Committee also supports registry-related safety issues. A work group within the Patient Safety Committee was also established to assist with COVID literature review.

Several Clinical Practice Guidelines (CPGs) and Appropriate Use Criteria (AUCs) were approved in 2021, and Dr. Quinn added that additional CPGs and AUCs are in progress and will come to the Board for approval in 2022. AAOS toolkits are also available as an additional resource to aid AAOS members in the various research and quality areas.

## **VIII. Strategic Goal 3: Governance and Culture**

### **A. *AAOS Governance Principle #9 – Update***

At its September 25, 2021 meeting, the Board of Directors approved revisions to Governance Principle 9 to ensure clarity around the role of the AAOS Nominating Committee. The upgraded language as approved by the Board states:

*The Nominating Committee shall seek and consider input from the Board on qualities and competencies needed in order to identify individual nominees consistent with Academy Principles. The Nominating Committee deliberations as well as the selection process shall be uniform, and the process transparent to the Fellowship.*

In accordance with AAOS Resolution #4 adopted in May 2021, the changes to the Governance Principle were shared with the Board of Councilors and Board of Specialty Societies for discussion and comment.

During the Joint BOC/BOS Open Hearing held in conjunction with the Combined NOLC/Fall Meeting, the revisions to Governance Principle 9 were presented to both the BOC and BOS for comment. No feedback was provided.

The Board of Directors is now required to take a final vote on its revised language for Governance Principle #9 as stated above.

Dr. Guy entertained a motion to reaffirm the revised language for Governance Principle #9. There was no additional discussion.

### **Motion**

**Upon a motion duly made and seconded, the Board of Directors reaffirmed the revised language for Governance Principle #9.**

### ***B. Governance Committee Recommendation on Implementation of Governance Principle #8***

Dr. M. Bradford Henley, Governance Committee Chair, updated the Board on the Governance Committee work in 2021 relating to implementation of initiatives in support of Governance Principle 8. The Governance Committee recommends the following for approval by the Board:

- Recommendation #1 – Diversity Advisory Board review of Member Innovation Proposals
- Recommendation #2 – Diversity Advisory Board Chair to serve as Ex-Officio Member of the Committee Appointment Program Committee
- Recommendation #3 – Governance Committee supports Diversity Advisory Board DEI Grant Proposal
- Recommendation #4 – Incorporation of DEI goals as part of the annual CEO goals process
- Recommendation #5 – DEI Committee within the Resident Assembly Structure

Dr. Guy entertained a motion to approve the Governance Committee recommendations. The Board supported the recommendations.

### **Motion**

**Upon a motion duly made and seconded, the Board of Directors approved the recommendations of the Governance Committee as presented.**

## **IX. Consent Agenda**

Dr. Guy drew attention to the items listed under the consent agenda for approval. He reminded Board members of the opportunity to remove topics if further discussion is needed.

Ms. Malert reported that no requests were received to remove Consent Agenda items. She added that AAOS Position Statement 1175: Principles of Medicare Reform and Access to Specialty Care was withdrawn by the Health Care Systems Committee as additional work was required. The revised statement will be presented to the Board for approval at a future meeting.

Dr. Guy entertained a motion to approve the following topics under the consent agenda:

- September 25, 2021 Board of Directors Meeting Minutes
- October 18, 2021 Board of Directors Meeting Minutes
- November 8, 2021 Executive Committee of the Board of Directors Meeting Minutes
- AAOS Mandatory Disclosure Policy – Revised
- AAOS Policy on Failure to Disclose Accurately and Completely – Revised
- AAOS Protocol for President to Use – Disclosure – Revised
- JAAOS Research and JAAOS Global Editor-in-Chief Review
- AAOS Technology Overview on Concentrated Bone Marrow Aspirate for Knee OA
- AAOS Information Statement 1011: Use of Musculoskeletal Tissue Allografts – Retain
- AAOS Information Statement 1012: Tissue Engineered and Cel-Based Medical Products – Retain
- AAOS Information Statement 1019: Implant Device Recalls – Retain
- AAOS Position Statement 1103: Animals in Biomedical Research – Revised
- AAOS Position Statement 1162: Pharmaceutical and Device Company Direct to Consumer Advertising – Revised
- AAOS Position Statement 1169: Consensus Standards for Medical Devices – Revised
- AAOS Position Statement 1177: Physician Directed Use of Medical Products – Revised

## **MOTION**

**Upon a motion duly made and seconded, the Board of Directors approved the Consent Agenda.**

### **X. Other Business**

#### **A. *Recap of Meeting with Specialty Society Leadership***

Dr. Guy provided an overview of the October 11, 2021 meeting with Specialty Society Presidents. He indicated that key topics discussed were AAOS policy in intellectual property, the current BOS structure and terms of the BOS representatives and the future of Specialty Day at AAOS Annual Meetings. Dr. Guy informed the Board that a follow-up meeting will be held in

January 2022 and a Specialty Society Townhall will be planned for the AAOS 2022 Annual Meeting.

**XI. Adjournment**

Prior to adjournment of the meeting, and as part of best governance practices, Ms. Malert provided a recap of the Board meeting actions.

There being nothing further to come before the Board of Directors of the American Academy of Orthopaedic Surgeons, the meeting was adjourned at 4:10 p.m. CST.

Prepared by: Donna J. Malert, CAE, Director, Governance and Affiliate Relations