

**American Academy of Orthopaedic Surgeons
Board of Directors Virtual Meeting
Monday, January 22, 2024**

APPROVED MINUTES

Members of the Board present for all or portions of the American Academy of Orthopaedic Surgeons Board of Directors virtual meeting on Monday, January 22, 2024 were as follows:

Kevin J. Bozic, MD, MBA, FAAOS, President
Paul Tornetta, III, MD, PhD, FAAOS, First Vice-President
Annunziato Amendola, MD, FAAOS, Second Vice-President
Michael L. Parks, MD, FAAOS, Treasurer
Felix H. Savoie, III, MD, FAAOS, Past-President
Alfonso Mejia, MD, FAAOS, Board of Councilors Chair
Joel L. Mayerson, MD, FAOS, Board of Councilors Chair-Elect
Michael J. Leddy, III, MD, FAAOS, Board of Councilors Secretary
Armando F. Vidal, MD, FAAOS, Board of Specialty Societies Chair
Adolph J. Yates, MD, FAAOS, Board of Specialty Societies Chair-Elect
Evalina L. Burger, MD, FAAOS, Member-at-Large
Chad A. Krueger, MD, FAAOS, Member-at-Large
Toni M. McLaurin, MD, FAAOS, Member-at-Large
Monica M. Payares, MD, FAAOS, Member-at-Large
Lilly Marks, Lay Member
Lisa N. Masters, MBA, Lay Member

Michael P. Bolognesi, MD, FAAOS, Board of Specialty Societies Secretary, was unable to participate.

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

M. Bradford Henley, MD, MBA, FAAOS, Governance Committee Co-Chair
Stuart L. Weinstein, MD, FAAOS, Governance Committee Co-Chair

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

Adam J. Bruggeman, MD, FAAOS, Advocacy Council Chair
David S. Jevsevar, MD, MBA, FAAOS, Research and Quality Council Chair
Elizabeth G. Matzkin, MD, FAAOS, Membership Council Chair
Andrew H. Schmidt, MD, FAAOS, Education Council

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

Thomas E. Arend, Jr., Esq., CAE, Chief Executive Officer
Laura Abrahams, Chief Human Resources Officer
Dino Damalas, MBA, Chief Operating Officer
Nathan Gluskamp, MA, Chief Quality and Registries Officer
Yasseline Knoke, MS, CAE, Assistant Director, Governance and Affiliate Relations
Donna Malert, CAE, Director, Governance and Affiliate Relations
Anna 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 Kevin J. Bozic, MD, MBA, FAAOS, President, at 7:00 p.m. CT.

Dr. Bozic welcomed everyone to the meeting and noted there was a quorum in attendance to conduct business.

He commented on several 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. Bozic 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

Dr. Bozic asked meeting participants to disclose any new conflicts and to update the AAOS Orthopaedic Disclosure Program as changes occur. No new disclosures were reported.

III. President's Report

A. Board of Directors Fiduciary Role

Dr. Bozic briefly commented on the importance of the Board's responsibility as a fiduciary of the AAOS. In their Board role, it means being an exclusive fiduciary and requires being bound both legally and ethically to act in the other's best interest. The Board should keep this in mind during its discussions and when considering actions required by the Board of Directors.

B. Board Assessment Project – Action Plan Check-In

Dr. Bozic reminded the Board that the Board Assessment Project – Action Plan Check-In is a standard agenda item for each meeting to support the Board’s commitment to improving Board engagement and being recognized as a high-performing Board.

Dr. Bozic drew attention to the Board Action Plans provided in the agenda book. He highlighted progress to date on several action items. The Action Plans are also available in the Board Resource Library on the BoardEffect platform.

IV. STRATEGIC GOAL 3: GOVERNANCE AND CULTURE

A. Board Workshop on Governance – Preliminary Review of Recommendations from Governance Committee

Dr. Tornetta welcomed Dr. M. Bradford Henley, MD, MBA, FAAOS, FACS and Stuart L. Weinstein, MD, FAAOS to the meeting and thanked them for their work following the Board Workshop on Governance. Dr. Tornetta reminded the Board that the Governance Committee was tasked with providing recommendations based on the outcomes of the discussions of the Board. Dr. Tornetta briefly summarized the four topics that were identified f, and following the workshop, the Governance Committee reviewed the outcomes of the discussion and met on several occasions to develop the proposed recommendations. The Governance Committee also sought input from a subset of the Board of Directors, identified by Dr. Tornetta, prior to the presentation to the Board.

Board members were asked to provide feedback on the preliminary recommendations. The feedback received will be incorporated into the final recommendations that will be presented to the Board for approval at its February meeting.

Following is a brief synopsis of the preliminary recommendations and Board member feedback:

C3 vs C6: In order to reconcile competing purposes and stakeholders of the Academy and Association, the recommendation was made to maintain the 501(c)(3) organization, dissolve the 501(c)(6) organization, and establish an independent Political Action Committee. With this change, several key initiatives that currently report through the 501(c)(6) would need to be incorporated into the 501(c)(3) organization.

A Well-Informed Board: In order to ensure the Board is well informed on issues that members have in caring for patients, well-rounded representation of the AAOS Membership is necessary.

- There was consensus that the Board of Councilors (BOC), as currently structured, is not effective in bidirectional information sharing. As a result, the proposed recommendation for consideration is to sunset the BOC and establish an Orthopaedic Assembly, which will encompass a broader representation of AAOS membership.
- A proposed recommendation was also made to rebrand the Board of Specialty Societies (BOS) to Specialty Society Assembly and update its composition, which would support the

AAOS Partnership Principles and allow opportunity to maintain strong ties with the Specialty Societies.

- With these changes, the composition of the Board will also change to include one voting member from each group.
- The Board further discussed the composition of the Board, as presented in the preliminary recommendation. Members spoke for and against the proposition to make the Member-at-Large Under 45 positions non-voting positions. There was ultimately a consensus that the Member-at-Large Under 45 position should be a voting position. In light of this recommendation, consideration will be given to further streamline the size of the Board.

High Performing Board: To ensure the highest performing Board, the recommendation was proposed that the Governance Committee and Nominating Committees shall be committees of the Board to ensure they are constituted with individuals that understand the important issues facing the organization.

- A process was identified to select and vote on the composition of the Governance Committee. Two different options were discussed for populating the Nominating Committee non-Board member positions. Members spoke for and against the two options. There was consensus that the option to accept nominations or self-nominations from the Fellowship for candidates for the non-Board member positions was supported. Board members also discussed the process for selecting Board members and whether the Nominating Committee should recommend one or two individuals for each Board position for Board consideration and approval. Board members spoke for and against the two options.

AAOS Bylaws: In order to create a more agile, transparent governance structure that allows the AAOS to adapt to the evolving needs of the organization, the proposed recommendation was made to streamline the Bylaws. The AAOS will engage with external legal experts to draft new Academy Bylaws, which will be brought forward by the Board for consideration at the 2024 Combined NOLC/Fall Meeting.

ACTION: Dr. Tornetta and Governance Committee to consider Board feedback on proposed Governance changes in advance of Governance discussion at February 11 Board of Directors meeting.

V. Consent Agenda

The following topics were approved via the consent agenda:

- January 8, 2024 – Committee Appointment Program Committee Report
- Board of Directors – 2023 Staff Year in Review

MOTION

Upon a motion duly made and seconded, the Board of Directors approved the recommendations for the Consent Agenda items as presented.

VI. Recap of Actions

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

VII. Executive Session

At 7:57 p.m. CT, Dr. Bozic moved the American Academy of Orthopaedic Surgeons Board of Directors meeting into executive session to discuss a number of topics.

VII. Adjournment

There being nothing further to come before the Board of Directors of the American Academy of Orthopaedic Surgeons, the meeting was adjourned at 8:25 p.m. CT.

XI. Check-In for New Board Members

At the conclusion of the Board meeting, the new Board members participated in a brief check-in to share feedback on what could be shared to better prepare new Board members for Board meetings. New Board Members spoke favorably on the discussions at meetings, noting that they were extremely well organized, and the efforts to engage new Board Members are much appreciated.

Prepared by: Yasseline Knoke, MS, CAE, Assistant Director, Governance and Affiliate Relations