

**American Academy of Orthopaedic Surgeons
Board of Directors Virtual Meeting
Monday, October 23, 2023**

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, October 23, 2023 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
Michael P. Bolognesi, MD, FAAOS, Board of Specialty Societies Secretary
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

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 (Ex-Officio)
Laura Abrahams, Chief Human Resources Officer
Dino Damalas, MBA, Chief Operating Officer
Nathan Glusenkamp, MA, Chief Quality and Registries Officer
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 reminded the Board about the disclosure policy and the enhanced financial information that is required to be completed by the Board of Directors and Council Chairs. He 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. 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. 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. *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 informed the Board that earlier today, he met with the co-chairs of the Governance Committee, M. Bradford Henley, MD, MBA, FAAOS and Stuart L. Weinstein, MD, FAAOS, to begin transition on the oversight of the Board Assessment Project to the Governance Committee.

The Board Assessment Project – Action Plan Check-In will be a standard agenda item for each meeting of the Board of Directors as a reminder of 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. Consent Agenda

Dr. Bozic drew attention to the items listed under the consent agenda for approval. He reminded Board members of the opportunity to remove topics in advance of the meeting if further discussion is needed. There were no requests received to remove consent agenda items.

The following topics were approved via the consent agenda:

- September 16-17, 2023 Board of Directors Meeting Minutes
- Request to Dissolve US Bone & Joint Initiative (USBJI)

MOTION

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

V. 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.

VI. Executive Session

At 7:55 p.m., Dr. Bozic moved the American Academy of Orthopaedic Surgeons Board of Directors Meeting into executive session to discuss topics as needed.

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 7:57 p.m. CT.

XI. Check-In for New Board Members

At the conclusion of the Board meeting, the new 2023 Board members participated in a brief check-in to share feedback on what could be shared to better prepare new Board members for future Board meetings. Board members commented on the positive energy of the Board. The new Board Members also indicated that talking points related to AAOS initiatives would be helpful. The AAOS Leadership update used for State Orthopaedic and Specialty Orthopaedic Society meetings will also be shared in BoardEffect as an additional resource for Board Members.

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