

**American Association 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 Association 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 Association 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

## II. Strategic Goal 3: Governance and Culture

### A. ***Board Approval of 2023 Combined NOLC/Fall Meeting Business***

The following business was presented for action by the Board of Directors in follow-up to the AAOS 2023 Combined NOLC / Fall Meeting.

***Proposed AAOS Resolutions*** – Dr. Bozic drew attention to the eight proposed AAOS Resolutions and two AAOS Resolutions up for five-year review that were considered at the AAOS 2023 Combined NOLC / Fall Meeting. He remarked that several of the proposed Resolutions are current AAOS protocol. The action by the Board is to adopt or reject the proposed resolutions.

***AAOS Proposed Resolution 1: Nominating Committee / Board Candidates*** – Dr. Bozic presented AAOS Resolution 1. The BOC and BOS recommend to adopt AAOS Resolution 1. Dr. Bozic entertained a motion to adopt AAOS Resolution 1. The Board spoke in favor and opposition of the resolution.

#### **MOTION**

**Upon a motion duly made and seconded, the Board of Directors recommend to the AAOS Resolutions Committee to adopt AAOS Resolution 1.**

***AAOS Proposed Resolution 2: Reasonable Notice of Election Dates*** – Dr. Bozic presented AAOS Resolution 2. The BOC and BOS recommend to adopt AAOS Resolution 2 as amended. Dr. Bozic entertained a motion to adopt AAOS Resolution 2 as amended. The Board spoke in favor and opposition of the resolution.

#### **MOTION**

**Upon a motion duly made and seconded, the Board of Directors recommend to the AAOS Resolutions Committee to adopt AAOS Resolution 2 as amended.**

***AAOS Proposed Resolution 3: Ballot Back Button*** – Dr. Bozic presented AAOS Resolution 3. The BOC and BOS recommend to adopt AAOS Resolution 3 as amended. Dr. Bozic entertained a motion to adopt AAOS Resolution 3 as amended. The Board spoke in favor and opposition of the resolution.

#### **MOTION**

**Upon a motion duly made and seconded, the Board of Directors recommend to the AAOS Resolutions Committee to reject AAOS Resolution 3.**

***AAOS Proposed Resolution 4: Links to Bylaws Changes and Resolutions*** – Dr. Bozic presented AAOS Resolution 4. The BOC and BOS recommend to adopt AAOS Resolution 4 as amended. Dr. Bozic entertained a motion to adopt AAOS Resolution 4 as amended. The Board spoke in favor and opposition of the resolution.

**MOTION**

**Upon a motion duly made and seconded, the Board of Directors recommend to the AAOS Resolutions Committee to reject AAOS Resolution 4.**

***AAOS Proposed Resolution 5: Post Election Report*** – Dr. Bozic presented AAOS Resolution 3. The BOC and BOS recommend to adopt AAOS Resolution 5 as amended. Dr. Bozic entertained a motion to adopt AAOS Resolution 5 as amended. The Board spoke in favor and opposition of the resolution.

**MOTION**

**Upon a motion duly made and seconded, the Board of Directors recommend to the AAOS Resolutions Committee to reject AAOS Resolution 5.**

***AAOS Proposed Resolution 6: Sample Ballot Distribution*** – Dr. Bozic presented AAOS Resolution 3. The BOC and BOS recommend to reject AAOS Resolution 6. Dr. Bozic entertained a motion to reject AAOS Resolution 6. The Board spoke in opposition of the resolution.

**MOTION**

**Upon a motion duly made and seconded, the Board of Directors recommend to the AAOS Resolutions Committee to reject AAOS Resolution 6.**

***AAOS Proposed Resolution 7: Prohibit Bundling*** – Dr. Bozic presented AAOS Resolution 7. The BOC and BOS recommend to adopt AAOS Resolution 3 as amended. Dr. Bozic entertained a motion to adopt AAOS Resolution 7 as amended. The Board spoke in favor and opposition of the resolution.

**MOTION**

**Upon a motion duly made and seconded, the Board of Directors recommend to the AAOS Resolutions Committee to adopt AAOS Resolution 7 as amended.**

***AAOS Proposed Resolution 8: Medicare Payment Reform as First Priority for AAOS Advocacy*** – Dr. Bozic presented AAOS Resolution 8. The BOC and BOS recommend to adopt AAOS Resolution 8 as amended. Dr. Bozic entertained a motion to adopt AAOS Resolution 7 as amended. The Board spoke in favor.

**MOTION**

**Upon a motion duly made and seconded, the Board of Directors recommend to the AAOS Resolutions Committee to adopt AAOS Resolution 8 as amended.**

***Five-Year Review of AAOS Resolutions*** – The BOC and BOS recommend AAOS Five-Year Resolution 1 be retained and AAOS Five-Year Resolution 2 be modified and retained as indicated.

Dr. Bozic entertained a motion on the AAOS Resolutions up for Five-Year Review.

### **Motion**

**Upon a motion duly made and seconded, the Board of Directors recommend to the AAOS Resolutions Committee that the AAOS Resolutions up for Five-Year Review be retained, modified and retained as submitted.**

The Board shared feedback on the AAOS Resolutions process and discussed protocol for review and consideration of future proposed AAOS Resolutions. Staff will work with the AAOS Resolutions Committee to develop a review process for AAOS proposed Resolutions. The Board also agreed that it is important to note the rationale for the actions given that many of the proposed AAOS Resolutions are current AAOS protocol.

***Proposed AAOS Bylaws Amendments*** – Dr. Bozic drew attention to the three proposed AAOS Bylaws Amendments that were considered at the AAOS 2023 Combined NOLC / Fall Meeting. The action by the Board is to adopt or reject the proposed bylaws amendments.

***Proposed AAOS Bylaws Amendment 1: Association – Member Category Clarification – Committee Voting Rights*** – The BOC and the BOS recommend to adopt Bylaws Amendment 1.

Dr. Bozic entertained a motion to recommend to adopt Bylaws Amendment 1.

### **Motion**

**Upon a motion duly made and seconded, the Board of Directors recommend to the AAOS Bylaws Committee to adopt AAOS Bylaws Amendment 1.**

***Proposed AAOS Bylaws Amendment 2: Association and Academy – Annual Balloting Threshold*** – The BOC and the BOS recommend to adopt Bylaws Amendment 2.

Dr. Bozic entertained a motion to recommend to adopt Bylaws Amendment 2.

### **Motion**

**Upon a motion duly made and seconded, the Board of Directors recommend to the AAOS Bylaws Committee to adopt AAOS Bylaws Amendment 2.**

***Proposed AAOS Bylaws Amendment 3: Association – Canadian Membership*** – The BOC and the BOS recommend to reject Bylaws Amendment 3.

Dr. Bozic entertained a motion to recommend to reject Bylaws Amendment 3.

### **Motion**

**Upon a motion duly made and seconded, the Board of Directors recommend to the AAOS Bylaws Committee to reject AAOS Bylaws Amendment 3.**

### ***B. Board Approval of Board of Specialty Societies Leadership Change***

Dr. Bozic drew attention to the background materials provided for the agenda topic. He indicated that Michael P. Bolognesi, MD, FAAOS, BOS Secretary will resign his Board position effective February 19, 2024 to pursue other leadership opportunities.

Dr. Bozic added that per the Bylaws, when a Board vacancy occurs, the Board has the authority to act in appointing individuals to fill the vacant role(s).

As information, Dr. Bozic noted that Julie Samora, MD, PhD, FAAOS, (as recently elected by the BOS) will begin service as the BOS Secretary for the 2024 cycle. Armando F. Vidal, MD, FAAOS, BOS Chair, and Adolf J. Yates, Jr., MD, FAAOS, BOS Chair-Elect, both graciously agreed to remain in their current BOS leadership roles through March 2025. This option provides the least disruption to the BOS and will allow for the appropriate transition in March 2025.

Dr. Bozic entertained a motion to approve the recommendation on the Board of Specialty Societies Leadership change. Board members spoke in favor of the recommendation and thanked Drs. Vidal and Yates for their continued service.

### **MOTION**

**Upon a motion duly made and seconded, the Board of Directors approved the recommendation on the Board of Specialty Societies Leadership change.**

Drs. Vidal and Yates were recused from the vote.

### **III. Consent Agenda**

Dr. Bozic drew attention to the one item 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.

The following topic was approved via the consent agenda:

- September 16-17, 2023 Board of Directors Meeting Minutes

### **MOTION**

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

**IV. Other Business**

There was no other business 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. Adjournment**

There being nothing further to come before the Board of Directors of the American Association of Orthopaedic Surgeons, the meeting was adjourned at 7:57 p.m. CT.

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