

**American Association 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 Association 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

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
Catherine Boudreaux-Hayes, Office of Government Relations
Rachel Bowers, CPA, MBA, CGMA, Controller
Dino Damalas, MBA, Chief Operating Officer

Nathan Glusenkamp, MA, Chief Quality and Registries Officer
Jack King, Chief Information Officer
Donna Malert, CAE, Director, Governance and Affiliate Relations
Brian Moore, Online Learning & Assessment
Graham Newson, Director, Office of Government Relations (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 Association of Orthopaedic Surgeons Board of Directors meeting was called to order by Daniel K. Guy, MD, FAAOS, President, at 8:00 a.m. CST.

II. Strategic Goal 1: Member Experience

A. *Membership Council Report*

Dr. Elizabeth Matzkin, Membership Council Chair, informed the Board that declining response rates of the AAOS Member Value and Satisfaction Survey (MVAS) fueled concerns over validity and reliability of the results. For the 2021 MVAS, the content, structure and length of the survey was modified. Increased promotional support was also provided. Overall, domestic responses were reported at 17.3% and international responses at 27.3%. While the 2021 survey response increased, concerns were raised about the cost and resources needed to sustain a higher sample size of future research. Dr. Matzkin reported that an independent consultant was engaged to audit the methodology and results of the 2020 survey and provide feedback about the reliability of the findings. Several key findings were reported, and overall, the consultant reaffirmed that smaller representative sample sizes for market research can be adequate to gauge meaningful and actionable insight into AAOS member attitudes, opinions, and interests overall. It was noted that the cost of sustaining responses rates to the 2021 MVAS is not practical. Administering the MVAS every other year will help to alleviate some of the member survey fatigue.

III. Strategic Goal 2: Quality and Value

A. *Advocacy Council Update*

Dr. Douglas Lundy, Advocacy Council Chair, provided the Board with an update on the current status of the Political Action Committee of the AAOS. Over \$1.3 million has been raised to date with hard dollars reported at \$881,360 and soft dollars reported at \$444,690. Over 2,200 AAOS Fellows, Residents and AAOS staff contributed. To date, over \$700,000 has been disbursed to physician-friendly candidates and national/state party committees. The OrthoPAC continues to

host a booth and donor appreciation lunch at the AAOS Annual Meeting. A Capitol Club Reception was also held in conjunction with the Combined NOLC/Fall Meeting. The Orthopaedic PAC Advisor's Circle is 25 members strong representing over 9,000 orthopaedic surgeons. There are currently 19 group practices and six specialty societies participating.

Dr. Lundy reviewed the Tier 1 activities of the 2021 Unified Advocacy Agenda and indicated it continues to be a changing blueprint-based issues at hand. He commented on the efforts to address Medicare cuts, prior authorization, and the No Surprises Act.

During the 2021 Combined NOLC/Fall Meeting, AAOS Fellows met with over 250 Congressional offices and discussed several key topics, including H.R. 1173, H.R. 869/S. 289 and the Bera/Bucshon Physician Fee Schedule Letter.

Within the regulatory arena, the Advocacy Council remained active in commenting on the Outpatient Prospective Payment System Final Rule. Updates on physician owned hospitals, quality payment program, and prior authorization were also presented.

Dr. Lundy presented the 2022 Unified Advocacy Agenda for approval. He reviewed the Tier 1, Tier 2, and Tier 3 initiatives.

Dr. Guy entertained a motion to approve the 2022 Unified Advocacy Agenda. Dr. Lundy answered questions from the Board on the proposed agenda.

Motion

Upon a motion duly made and seconded, the Board of Directors approved the 2022 Unified Advocacy Agenda.

IV. Strategic Goal 3: Governance and Culture

A. *AAOS 2021 Combined NOLC / Fall Meeting Business*

The following business was presented for action by the Board of Directors in follow-up to the AAOS 2021 Combined NOLC/Fall Meeting.

AAOS Advisory Opinion #1: Environmental Sustainability in Orthopaedic Surgery – The BOC and BOS recommend adoption of AAOS Advisory Opinion #1.

Dr. Guy entertained a motion to adopt AAOS Advisory Opinion #1. There was no further discussion.

Motion

Upon a motion duly made and seconded, the Board of Directors adopted AAOS Advisory Opinion #1.

Five-Year Review of AAOS Resolutions – The BOC and BOS recommend the AAOS Five-Year Resolutions up for review be modified and retained as indicated.

Dr. Guy entertained a motion to modify and retain 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 modified and retained as submitted.

Dr. Guy indicated there are seven proposed bylaws amendments that were considered by the BOC and BOS at the 2021 Combined NOLC/Fall Meeting. He added that proposed bylaws amendment #6 was withdrawn prior to consideration by the BOC and BOS, and therefore, will be removed and no further action is required.

Proposed AAOS Bylaws Amendment #1: Professional Compliance Program – Censure/Suspension Related to AAOS Volunteer Opportunities – The BOC and the BOS recommend to adopt Bylaws Amendment #1 as amended.

Dr. Guy entertained a motion to recommend to adopt Bylaws Amendment #1 as amended.

Motion

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

Proposed AAOS Bylaws Amendment #2: AAOS Membership Categories – The BOC and the BOS recommend to adopt Bylaws Amendment #2 as modified.

Dr. Guy entertained a motion to recommend to adopt Bylaws Amendment #2 as modified.

Motion

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

Proposed AAOS Bylaws Amendment #3: At-Large Position on AAOS Board of Directors – Three Year Term Length – The BOC and the BOS recommend to adopt Bylaws Amendment #3.

Dr. Guy entertained a motion to recommend to adopt Bylaws Amendment #3.

Motion

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

Proposed AAOS Bylaws Amendment #4: At-Large Position on AAOS Board of Directors – Three-Year Term Length – Dr. Guy reminded the Board of the potential conflict if this bylaws amendment with proposed AAOS Bylaws Amendment #3. The BOC vote on Bylaws Amendment #4 was tied, and the BOS recommend to adopt Bylaws Amendment #4.

The Board discussed in detail the rationale to reject proposed AAOS Bylaws Amendment #4.

Dr. Guy entertained a motion to recommend to reject Bylaws Amendment #4.

Motion

Upon a motion duly made and seconded, the Board of Directors recommend to the AAOS Bylaws Committee to reject AAOS Bylaws Amendment #4.

Proposed AAOS Bylaws Amendment #5: Lay Board Member on AAOS Board of Directors – Addition of Second Lay Member – The BOC and the BOS recommend to adopt Bylaws Amendment #5.

Dr. Guy entertained a motion to recommend to adopt Bylaws Amendment #5.

Motion

Upon a motion duly made and seconded, the Board of Directors recommend to the AAOS Bylaws Committee to adopt AAOS Bylaws Amendment #5.

As indicated previously, AAOS Proposed Bylaws Amendment #6 was withdrawn, and no further action is required. Dr. Guy indicated the number sequence of the proposed bylaws amendments would be adjusted when the Official Notice of the AAOS Annual Meeting Business Meetings is drafted.

Proposed AAOS Bylaws Amendment #7: Removal of CEO from the Board of Directors as an Ex-Officio Member – The BOC and the BOS recommend to adopt Bylaws Amendment #7.

Dr. Guy entertained a motion to recommend to adopt Bylaws Amendment #7.

Motion

Upon a motion duly made and seconded, the Board of Directors recommend to the AAOS Bylaws Committee to adopt AAOS Bylaws Amendment #7.

V. 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
- November 8, 2021 Executive Committee of the Board of Directors Meeting Minutes
- November 22, 2021 Committee Appointment Program Committee Report
- AAOS Position Statement 1158: Shortage of Nursing Professionals – Revised
- AAOS Position Statement 1174: Medicaid and State’s Children’s Health Insurance Program (SCHIP) – Revised
- AAOS Position Statement 1176: Principles of Healthcare Reform and Access to Specialty Care – Revised
- AAOS Position Statement 1179: Health Information Technology (Health IT) – Revised
- Class of 2022 – Deferred Membership Candidates

MOTION

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

VI. Other Business

A. *Fellow Education on Professional Compliance Program and Expert Witness*

Dr. Guy informed the Board about the potential to further educate the Fellowship on the Professional Compliance Program and Expert Witness Testimony. The BOC was charged with discussing the topic further and identifying opportunities where further education can be provided to the Fellowship. Dr. Wayne Johnson, BOC Chair, indicated the BOC leadership discussed options such as webinars, podcasts and articles in AAOS publications.

IV. Executive Session

At 3:15 p.m., Dr. Guy moved the American Association of Orthopaedic Surgeons Board of Directors Meeting into executive session.

VII. 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 Association of Orthopaedic Surgeons, the meeting was adjourned at 4:10 p.m. CST.

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