

**American Association of Orthopaedic Surgeons
Board of Directors Meeting
The Vendue – Charleston, SC
June 15, 2021**

APPROVED MINUTES

Members of the Board present for all or portions of the American Association of Orthopaedic Surgeons Board of Directors meeting on Tuesday, June 15, 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)

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

M. Bradford Henley, MD, FAAOS, Governance Committee Chair
Elizabeth G. Matzkin, MD, FAAOS, Membership Council Chair

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

Dino Damalas, MBA, Chief Operating Officer
Donna Malert, CAE, Director, Governance and Affiliate Relations
Tony Priore, Chief Marketing and Communications 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. EDT.

II. 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. There were no items removed from the Consent Agenda.

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

- March 12, 2021 Board of Directors Meeting Minutes
- April 5, 2021 Board of Directors Meeting Minutes
- May 26, 2021 Committee Appointment Program Committee Report
- Five-Year Review of AAOS Resolutions
- Preliminary AAOS Membership Drop List – Delinquent Dues
- Orthopaedic Advocacy Week – Preliminary Summary

MOTION

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

III. Strategic Goal 1: Member Experience

A. *2021 Member Value and Satisfaction Survey*

Dr. Elizabeth Matzkin, Membership Council Chair, provided an overview of the Membership Councils efforts to improve response rates to the annual Member Value and Satisfaction (MVAS) Survey. A work group was initiated to evaluate previous surveys and determine best options to improve the response rate. Dr. Matzkin added that the overall response rate has been declining year over year.

Several priorities were considered such improving the survey quality, survey scheduling, promotion/branding to ensure greater member awareness and response and improve communications and actionability of the results.

Dr. Matzkin reported that the annual MVAS was modified and will now include five key questions to increase response rate and reduce incompleteness. She talked about the next steps to begin coordinating marketing initiatives to support the distribution of the survey. The survey will be available on-site at the AAOS Annual Meeting, and members will be encouraged to complete the survey by year end.

IV. Strategic Goal 3: Governance and Culture

A. *Proposes AAOS Bylaws Amendments Request from Membership Council on Membership Categories*

Dr. Matzkin presented a request to the Board of Directors to submit proposed bylaws amendments through the annual submission process which would include changes to the AAOS member groups and their definitions.

The proposed bylaws amendments would simplify the membership categories by reducing 16 current categories down to four categories. The membership categories would capture some groups that are currently excluded and would permit orthopaedic surgeons without board certification to be AAOS members. Dr. Matzkin clarified that these members would not be considered Fellows, but would have an opportunity to be further educated with the hopes of obtaining board certification in the future.

The four proposed categories presented are:

- Category I – Fellows
- Category II – International Members
- Category III – Candidate Member Categories
- Category IV – Allied Member Categories

Dr. Matzkin reviewed the criteria for each of the proposed membership categories.

Dr. Matzkin entertained questions from the Board. Discussion ensued, and the Board requested additional clarification for the membership category for individuals that are not board certified. After further discussion, the Board agreed to table the agenda item, and requested further clarification at its August Board of Directors meeting.

B. *Proposed AAOS Bylaws Amendments Request from Governance Committee on Board-Approved Governance Recommendations*

Dr. Guy reminded the Board of Directors of its decision in September 2020 where the Board-approved governance recommendations were approved regarding the four Member-at-Large positions and the recommendation to add an additional Lay Board Member.

Dr. M. Bradford Henley, Governance Committee Chair, indicated that the Governance Committee reviewed the Board-approved governance recommendations and presented a request to the Board of Directors to submit proposed bylaws amendments that would:

1. Change the term for the four Member-at-Large positions on the Board to be a two-year term with eligibility for an additional two-year reappointment.
2. Add a second Lay Board Member

The Board had opportunity to ask clarifying questions regarding the proposed bylaws amendments. Dr. Guy indicated that if approved, the proposed amendments would be submitted by the Board of Directors to meet the September 1 submission process. If approved, the proposed amendments would be considered by the Board of Councilors (BOC) and Board of Specialty Societies (BOS) at the 2021 Combined NOLC / Fall Meeting.

Dr. Guy entertained a motion to approve. Discussion ensued. Following the discussion, Dr. Guy called for a vote.

MOTION

Upon a motion duly made and seconded, the Board of Directors approved the submission of proposed bylaws amendments to change the terms of the Member-at-Large positions on the Board of Directors and to add a second Lay Board Member.

C. Board Input to Nominating Committee

Dr. Guy informed the Board that he asked the Governance Committee to provide its insight on the potential criteria / competencies that may be needed for the 2022 Board of Directors.

Dr. Henley addressed the Board and indicated that the Governance Committee welcomed the opportunity to conduct this annual exercise and offered a number of criteria for consideration.

Dr. Guy asked the Board for any additional feedback on the criteria / competencies provided. Discussion ensued. Dr. Guy added that a letter on behalf of the Board will be submitted to the Nominating Committee.

V. 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 1:45 p.m. CDT.

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