

**American Association of Orthopaedic Surgeons  
Board of Directors Virtual Meeting  
Monday, July 17, 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, July 17, 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  
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

Armando F. Vidal, MD, FAAOS, Board of Specialty Societies Chair, was unable to participate.

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

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

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

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  
Tony Priore, Chief Marketing and Membership Officer  
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. *Proposed Bylaws Amendments for Submission by Board of Directors***

Dr. Bozic informed the Board of the September 1 is the deadline for submitting proposed Bylaws Amendments, Resolutions, Standards of Professionalism and Advisory Opinions that will be considered at the 2023 Combined NOLC/Fall Meeting. He indicated that there are two proposed Bylaws Amendments for consideration that will be submitted by the Board of Directors if there is agreement.

***Proposed Bylaws Amendment #1: Member Category Clarification – Voting Rights***

The first proposed Bylaws Amendment is to clarify member categories along with the applicable voting rights of the members.

Dr. Bozic entertained a motion for approval to submit the Proposed Bylaws Amendment #1 on behalf of the Board of Directors. The Board was in agreement.

**MOTION**

**Upon a motion duly made and seconded, the Board of Directors approved the recommendation to submit Proposed Bylaws Amendment #1: Member Category Clarification – Voting Rights.**

***Proposed Bylaws Amendment #2: Annual Balloting Process – Threshold***

The second proposed Bylaws Amendment for submission on behalf of the Board of Directors relates to increasing the annual balloting process threshold from five percent to ten percent. Dr. Bozic indicated that the topic was previously discussed by the Executive Committee of the Board. By increasing the annual balloting threshold, it provides opportunity to further engage with the Fellowship.

Dr. Bozic entertained questions and feedback from the Board on the proposed amendment. There was substantive comments both in favor and opposition to the proposed amendment. Dr. Bozic also clarified the mechanism in place within the Bylaws to extend balloting if the threshold is not met.

Following the deliberation, Dr. Bozic entertained a motion for approval to submit the Proposed Bylaws Amendment #2 on behalf of the Board of Directors.

**MOTION**

**Upon a motion duly made and seconded, the Board of Directors approved the recommendation to submit Proposed Bylaws Amendment #2: Annual Balloting Process – Threshold.**

**ACTION: Ms. Malert will submit the two proposed bylaws amendments on behalf of the Board of Directors by the September 1, 2023 deadline.**

***B. Board of Directors Input to AAOS Nominating Committee on 2024 Board Nominees***

Dr. Bozic welcomed M. Bradford, Henley, MD, MBA, FAAOS, and Stuart L. Weinstein, MD, FAAOS, Co-Chairs of the Governance Committee to the meeting.

At its recent meeting, the Governance Committee drafted potential recommendations to the Nominating Committee for leadership positions on the 2024 Board that will be shared on behalf of the Governance Committee and the Board of Directors. On an annual basis, the Governance Committee is charged to develop these recommendations for review by the Board. Drs. Henley and Weinstein briefly highlighted the key criteria outlined in the background materials provided to the Board.

Dr. Bozic entertained questions from the Board. Discussion ensued.

Dr. Bozic indicated that a comment relating to the the Diversity, Equity and Inclusion (DEI) criteria was challenged by a Board Members, and the Diversity Advisory Board was charged with reviewing the background and providing feedback to the Board. Specifically, it was recommended that Diversity and Belonging be incorporated as the correct terminology to get to the penultimate goal of a welcoming culture.

The Board also discussed updating the preferred criteria regarding participation in the AAOS Leadership Instatitue (ALI) to also include former Leadership Fellows Program participant. The rationale for the upgrade is realization that the ALI will likely take about five years to establish the pipeline of future leaders for the AAOS.

Dr. Bozic entertained a motion to approve the Governance Committee/Board of Directors input to the AAOS Nominating Committee on 2024 Board Nominees as revised.

**MOTION**

**Upon a motion duly made and seconded, the Board of Directors approved the Governance Committee/Board of Directors input to the AAOS Nominating Committee on 2024 Board Nominees as revised.**

The Board of Directors acknowledged the tremendous efforts of the Governance Committee in identifying key criteria that will be instrumental to further enhance the Board of Directors in 2024.

**ACTION: Ms. Malert will update the document to share with the AAOS Nominating Committee.**

### III. 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.

One agenda topic was removed from the consent agenda and will be discussed separately; Membership Drop List for Unpaid Dues.

The following topics were approved / received via the consent agenda:

- May 19, 2023 Board of Directors Meeting Minutes
- July 10, 2023 Executive Committee of the 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.**

Separately, the Board discussed the Membership Drop List for Unpaid Dues. Elizabeth G. Matzkin, MD, FAAOS, Membership Council Chair, provided an overview of the process relating to the Membership Drop List due to unpaid dues. Dr. Matzkin commented on the outreach to members, and noted the Board of Councilors (BOC) engaged in additional outreach through its constituents.

Dr. Matzkin added that while there appears to be a significant amount of members with unpaid dues, the AAOS experiences similar trends each year with some members holding out to pay dues until they absolutely must. She also added that some members do not realize they are delinquent with dues until personalized outreach is made. Overall trends with membership categories have increased with the exception of international members. Dr. Matzkin also provided an overview of the dues billing cycle to help Board members understand the process.

Dr. Bozic entertained questions from the Board. Discussion ensued. Dr. Bozic also noted that a strategic discussion on membership is planned for a future Board Meeting.

### MOTION

**Upon a motion duly made and seconded, the Board of Directors approved the Membership Drop List for Unpaid Dues.**

**IV. Other Business**

Dr. Savoie informed the Board that he recently attended the Canadian Orthopaedic Association Annual Meeting, and received feedback from Canadian Members about the Canadian Membership in the AAOS. A bylaws amendment change approved in 2022 further simplified the membership categories for the AAOS, and as a result, members practicing in Canada are no longer international members and considered to be domestic members.

Dr. Bozic indicated that the Board discussed the change in membership category for Canadian Members at previous Board meetings and also received an update from the Membership Council to reaffirm their support of the simplified membership category.

No further action was required from the Board.

**III. 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.

**IV. Adjournment**

There being nothing further to come before the Board of Directors of the American Association of Orthopaedic Surgeons, the meeting was adjourned at 8:35 p.m. CT.

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