

**American Association of Orthopaedic Surgeons
Board of Directors Meeting
JW Marriott
Washington, DC
September 25, 2021**

APPROVED MINUTES

Members of the Board present for all or portions of the American Association of Orthopaedic Surgeons Board of Directors meeting on Saturday, September 25, 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
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)

Karen M. Sutton, MD, FAAOS, Member-at-Large was unable to attend.

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
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 3:00 p.m. EDT.

II. Strategic Goal 3: Governance and Culture

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

The AAOS 2021 Combined NOLC / Fall Meeting will be held on September 26-28. Dr. Guy commented on the four symposia topics to be presented during the event. He encouraged the Board to actively engage in each of the symposia discussions.

Dr. Guy noted there is a significant amount of business to be addressed at the AAOS 2021 Combined NOLC / Fall Meeting and will include one proposed AAOS Advisory Opinion, seven AAOS Bylaws Amendments and the five-year review of AAOS Resolutions. Dr. Guy reminded the Board that the Open Hearing will be held on Monday afternoon, September 27 and the Board of Councilors (BOC) and Board of Specialty Societies (BOS) will vote separately on these matters during the Joint BOC/BOS Business Meeting on Tuesday, September 28.

Dr. Guy drew attention to proposed Bylaws Amendment #6 regarding Council Chairs as non-voting ex-officio members of the Board. He indicated that prior to the submission of the proposed Bylaws Amendment #6, the Presidential Line and Executive Committee of the Board agreed to invite the Council Chairs to the December Board meeting and future meetings as well. It is felt that the Council Chairs have expertise relating to their governance units and the work to be completed. The engagement of Council Chairs is helpful as the Board considers matters in these areas.

To codify the engagement of Council Chair participation at future Board of Directors meetings, Dr. Guy asked the Board to consider developing a Board Policy on Council Chair participation at all Board Meetings. As non-voting members, the Council Chairs will be invited to participate in all open sessions; however, the Council Chairs will not participate in Executive Sessions or matters involving the Professional Compliance Program.

Board members spoke favorably on Council Chair participation at all Board meetings. The Board deliberated the matter, and feedback was received from all Board members. At the conclusion of the discussion, Dr. Guy entertained a motion. The motion was seconded. The Board further deliberated and agreed that a Board Policy on Council Chair participation at Board Meetings be developed and presented to the Board at a future meeting.

MOTION

Upon a motion duly made and seconded, the Board of Directors approved Board Policy: Council Chairs will be invited as non-voting participants and will attend all Board Meetings. As non-voting members, the Council Chairs will not participate in Executive Sessions or matters involving Professional Compliance matters.

Dr. Guy indicated that the formal policy will be developed and presented to the Board at a future meeting. He also indicated that the policy will include a requirement that changes to the policy would require a 75% Board vote to make changes including removal of Council Chairs from future Board Meetings.

III. 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.

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

- August 30, 2021 Board of Directors Meeting Minutes
- September 22, 2021 Committee Appointment Program Committee Meeting Report

MOTION

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

IV. Executive Session

At 5:55 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 Academy of Orthopaedic Surgeons, the meeting was adjourned at 6:10 p.m. EDT.

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