



AMERICAN ACADEMY OF  
ORTHOPAEDIC SURGEONS

AMERICAN ASSOCIATION OF  
ORTHOPAEDIC SURGEONS

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# AAOS Board of Directors

## Procedures for Report of Concern regarding AAOS Board Member

Version Number: 1.0

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## Revision Log

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Jan 1, 2021	Governance/Legal	Outline of process for investigation of complaints against member of AAOS Board of Directors, and procedure for removal of the member from the Board of Directors	1.0

## 1 Introduction

Pursuant to the AAOS Bylaws, an AAOS Board member may be removed from the Board of Directors only by 2/3rds vote of Fellows present and voting at a specially called meeting at which a quorum (100 Fellows) is present. Only a recommendation of the AAOS Board of Directors will place the matter before the Fellowship for vote.

## 2 Purpose

This document outlines the process for receipt and investigation of a Report of Concern about a member of the AAOS Board of Directors, and the procedure for a vote on the Report of Concern by the Board of Directors and AAOS Fellowship. The Procedures are intended to be transparent and provide the Subject of the Report of Concern with appropriate due process.

## 3 Scope

These Procedures apply to complaints received or concerns raised about a member of the AAOS Board of Directors. Some complaints or concerns may be subject to other requirements of the AAOS Bylaws (e.g., matters considered under Association Bylaws Article V, Professional Compliance Program); and AAOS policies (e.g., conflict of interest matters handled by the AAOS Committee on Ethics and Outside Interests).

## 4 Definitions

Terms used in these Procedures are defined as follows:

**BOD** – AAOS Board of Directors

**CEO** – AAOS Chief Executive Officer

**Code of Conduct** – AAOS Board of Directors Code of Conduct, adopted \_\_\_\_\_, 2020.

**COP** – Committee on Professionalism is charged with hearing grievances under Article V of the Association Bylaws; and upon referral from the Review Group, the COP will review a Report of Concern and make a recommendation to the BOD on whether to refer the Report of Concern to the Fellowship for Vote.

**Fellows** – AAOS members meeting the requirements of Association Bylaws Section 4.2. Only AAOS Fellows (Active, Inactive and Emeritus) have the right to vote.

**Final Report** – The Final Report will consist of the Report of Concern, the Investigative Report, the Subject's Response, any answers provided in response to the COP review, COP recommendation, and the results of the BOD's Vote (recommendation on Removal of Director). The Final Report is provided to the Fellowship seven (7) days in advance of Special Meeting.

**Governance** – AAOS Office of Governance

**Investigation** – Steps taken by AAOS Governance and Legal staff to investigate a Report of Concern, including compiling documentation/data, interviewing witnesses, research as needed, and preparing Investigation Report.

**Investigation Report** – Report prepared by AAOS staff summarizing the Report of Concern and results of the Investigation.

**Legal** – AAOS Office of General Counsel

**Notice of Special Meeting** – Thirty (30) days' notice to the Fellowship that a Special Meeting has been called. Association Bylaws 6.3 and Academy Bylaws 5.5.

**President** – AAOS President

**Quorum** – The minimum number of persons required to conduct business at a meeting. At a Special Meeting of the Fellows, a Quorum shall consist of at least one hundred (100) Fellows present and eligible to vote. Association Bylaws 6.5 and Academy Bylaws 5.7.

**Remedial Measures** – Alternate means of resolving a Report of Concern which may include but is not limited to requiring a written apology from the Subject; training on applicable topic(s); counseling; coaching; and restrictions on attendance at AAOS meetings, conferences or social events.

**Removal of Director** – Association Bylaws Article 10.6

A member of the Board of Directors may be removed only for cause by a two-thirds (2/3rds) vote of the Fellows present and voting at a special meeting called specifically for the removal of such director. Cause shall be defined as a refusal to act when required to do so by these Bylaws or by the Fellowship or Board of Directors.

The ASSOCIATION shall send to all Fellows a written notice of such meeting of the Fellowship, stating the purpose of the meeting and naming the director(s) to be voted upon, at least thirty (30) days prior to the meeting.

**Report of Concern** – Report may address any concerning actions or unacceptable behaviors of a sitting BOD member or violations of the AAOS Policies: including the AAOS Bylaws, Standards of Professionalism, Board Manual, and/or Board of Directors Code of Conduct.

**Response** – Subject's response to the Report of Concern and Investigation Report.

**Review Group** – Consists of the following members of the Board of Directors: President, First Vice President, Second Vice President, and Past President, and the highest-ranking member of the Board of Councilors leadership and the highest-ranking member of the Board of Specialty Societies leadership. Additionally, the President will appoint the At-Large Member over age forty-five (45) or At-Large Member no age designation with the longest term on the Board.

**Sanctions** –Measures taken in response to a Report of Concern may include but not be limited to counseling, coaching, training or other remedial action, private reprimand, public censure, suspension or expulsion from AAOS membership, and/or request for resignation from the BOD, as approved by the BOD; or Removal of Director by Vote of the Fellowship.

**Special Meeting** – Association Bylaws Article 6.3:

A special business meeting of the Fellowship may be called by the President of the ASSOCIATION or by resolution of the Board of Directors. Special business meetings of the Fellows may also be called by written petition signed by at least one-twentieth (1/20<sup>th</sup>) of those Fellows entitled to vote at such meeting. The petition of the Fellows shall be submitted to the ASSOCIATION, who shall fix a date for the special business meeting which shall not be less than forty-five (45) days nor more than ninety (90) days from the date of receipt of petition by the ASSOCIATION. The President of the ASSOCIATION shall fix the time and location of the special meeting.

See Removal of Directors in a Special Meeting called by the President or Board of Directors with thirty (30) days' notice.

See identical provisions under Academy Bylaws Article 5.5.

**Subject** – the BOD member who is the subject of the Report of Concern.

**Vote** – Vote of the full BOD to recommend Removal of Director by the Fellowship; and Vote of the Fellowship on Removal of Director. A Vote passes the voting body (BOD or Fellowship) with two-thirds (2/3rds) vote of all the BOD members and the required number of Fellows present and voting during a meeting at which a Quorum is present.

## 5 Right to Modify Procedures

These Procedures may be modified at any time with the approval of a majority of the BOD. Changes and modifications will be effective upon approval. Upon approval of any updates to these procedures by the BOD, the Board of Councilors and Board of Specialty Societies shall be notified and, in their role as advisory bodies to the BOD as provided in the Bylaws, may offer advisory comments.

## 6 Report of Concern

### 6.1 Submission of Report of Concern

A Report of Concern may be submitted by any BOD member, AAOS member, AAOS staff or other individual(s). A Report of Concern may be submitted to the President, CEO, Director Governance and Affiliate Relations or General Counsel at any time. If the Report of Concern addresses actions taken by the President, the First Vice President shall receive the Report of Concern and act in the President's role during the Report of Concern process.



## 6.2 Matters Warranting Report of Concern Submission

Behaviors or actions that are inconsistent with or in violation of AAOS Policies: including the AAOS Bylaws, Standards of Professionalism, Board Manual, and/or Board of Directors Code of Conduct, may warrant submission of a Report of Concern.

## 6.3 Anonymous Report of Concern

Any individual(s) submitting a Report of Concern must identify themselves in order for the matter to proceed to an Investigation and Vote. At the discretion of the Review Group, the Investigation Report may protect the anonymity of the person(s) submitting a Report of Concern, if warranted.

# 7 Investigation Procedures

## 7.1 Remedial Options

Upon receipt of a Report of Concern, the President and CEO will be immediately advised. No later than one day after receipt, the Report of Concern will be referred to AAOS staff to initiate an Investigation under Section 7.2. The President will notify the Review Group and the Subject that a Report of Concern alleging violation of one or more AAOS Policies has been received. Additionally, the Subject will be provided with a copy of these Procedures. If Review Group determines there is merit in Report of Concern, the full BOD will be notified. Once an Investigation has been initiated, no personal or one-on-one communication is permitted between the Subject and any individual member of the Review Group or staff related to the matter under Investigation.

## 7.2 Report of Concern Investigation

By the action initiated by President and CEO in Section 7.1, and at the direction of the CEO, the Director of Governance and Affiliate Relations and General Counsel will conduct a prompt and thorough Investigation, which may include but not be limited to:

- Compiling relevant documents, data and other materials
- Interviewing witnesses and the Subject
- Research, as appropriate

The Investigation Report is an objective summary of facts and will not provide a recommendation.

### 7.2.1 Cooperation with Investigation

The Subject has an obligation to fully cooperate with the Investigation of the Report of Concern. Compliance is a condition of continued BOD service. Failure to comply as required is a violation of the Code of Conduct.

### 7.3 Preparation of Investigation Report

No later than two (2) weeks after referral to AAOS staff, an Investigation Report will be prepared that objectively summarizes the Report of Concern, documentation/data compiled, statements from witnesses and Subject. As provided in 7.2 above, the Investigation Report is an objective summary of facts and will not provide a recommendation on handling the Report of Concern. The President will provide the Report of Concern and Investigation Report to the Subject within one day.

### 7.4 Confidentiality

AAOS will hold all aspects of the Report of Concern in confidence unless and until the BOD refers the Report of Concern to the Fellowship for Vote. Only those persons needed to complete the Investigation, Investigation Report, Subject's Response, and the COP recommendation will be notified that the Report of Concern has been filed.

### 7.5 Recusal from Board Events/Activities

The Subject may be recused from BOD communications, meetings, events and activities, pending the full resolution of the Report of Concern, as the President so determines. If the Report of Concern addresses actions taken by the President, the First Vice President shall assume the role of President until the Report of Concern has been fully resolved.

### 7.6 Subject's Response to Report of Concern and Investigation Report

No later than one week after receipt of the Report of Concern and Investigation Report, the Subject may submit a written Response with supporting documentation to the President.

## 8 Role of the Review Group

### 8.1 Subject is a Member of Review Group

#### 8.1.1 President

Consistent with Section 7.1, if the President is the Subject of the Report of Concern, the First Vice President will act in place of the President.

#### 8.1.2 A Member of the Presidential Line

If the First or Second Vice President or Past President is the Subject of the Report of Concern, he/she will not be replaced on the Review Group.

#### 8.1.3 Leadership of the BOC or BOS

If the BOC or BOS Chair is the Subject of the Report of Concern, the Chair-Elect of the relevant group will serve on the Review Group.

#### 8.1.4 Member At-Large

If the Member At-Large is the Subject of the Report of Concern, the President may appoint another Member At-Large over age forty-five (45) or no age designation.

### 8.2 Review of Report of Concern

The Review Group and CEO will review the Report of Concern, Investigation Report and Subject's Response. No later than one week after receipt of the materials, the Review Group will discuss the matter and determine whether or not there is merit or no merit to the Report of Concern.

### 8.3 Report of Concern without Merit

If the Review Group finds no merit in the Report of Concern, the matter will be considered closed and no record of this matter will be maintained by the Governance Department.

### 8.4 Report of Concern with Merit

If the Review Group finds there is merit to the Report of Concern, the Review Group will also determine whether Remediation is appropriate course of action. The Subject's completion of any Remedial Measures will be documented in the Governance Department.

#### 8.4.1 Recommendation to Remove Subject from the BOD

If the Review Group finds that the Report of Concern has merit, and if Remediation is not recommended or has been ineffective in resolving the Report of Concern, the Review Group may, by two-thirds (2/3rds) majority, Vote to recommend that the Subject be removed from the BOD. Within one day after the Review Group's Vote, the Report of Concern will be referred to the COP for further review and recommendation in accordance with Section 9.

The President and CEO will immediately communicate the Review Group's decision to the Subject. The President will also notify the BOD of the Review Group's recommendation and that the Report of Concern has been referred to the COP for further review and recommendation.

## 9 Role of the COP

### 9.1 Referral to the COP

The Chair of the COP will select no more than six (6) members of the COP to review the Report of Concern and associated documents. AAOS staff will canvass the selected COP members for conflict of interest. If any COP member must be recused due to a conflict of interest, the Chair may identify an alternate COP member to participate in the COP review. COP members must maintain the confidentiality of the Report of Concern review process.

## 9.2 COP Review

Within three (3) days of referral by the President, AAOS staff will distribute the Report of Concern, Investigation Report and Subject's Response to the COP. In its review, the COP may consider the AAOS Policies: including the AAOS Bylaws, Standards of Professionalism, Board Manual, and/or Board of Directors Code of Conduct and these Procedures.

## 9.3 Written Questions from the COP

Within four (4) days of receiving the Report of Concern materials, the COP may submit to the General Counsel written clarifying questions to the Subject and/or AAOS staff. Subject and Staff must submit any answers to COP questions to the General Counsel within four (4) days and the answers will be immediately provided to the COP.

## 9.4 COP Recommendation to the BOD

No later than two (2) weeks after receipt of the Report of Concern, the COP will prepare a written recommendation to the BOD on whether or not to refer the Report of Concern to the Fellowship for Vote. The written recommendation will include any clarifying answers provided by the Subject and/or AAOS staff.

# 10 Board of Directors' Role

## 10.1 Notice of Board of Directors Meeting

Within one week of receiving the COP recommendation, the President will provide the Subject with a copy of the COP recommendation and notify the BOD that a meeting to consider and Vote on the COP recommendation will be scheduled for no later than one week. The BOD will be provided with the following materials: 1) the Report of Concern, 2) Investigation Report, 3) the Subject's Response, 4) the Review Group's recommendation; 5) the COP recommendation, 6) any clarifying answers provided by the Subject and/or AAOS staff and 7) these Procedures. The Subject will be recused from any BOD discussion and Vote on the COP recommendation.

## 10.2 Confidentiality of the Report of Concern Process

BOD Members are prohibited from communicating with the Subject or individuals not on the BOD regarding any aspect of the Report of Concern. Violation of this confidentiality obligation may be considered a violation of the Board of Directors Code of Conduct and subject to a separate Report of Concern.

## 10.3 Vote at BOD Meeting

At the BOD meeting, the President, or designee, will present the recommendations of the Review Group and COP. The BOD will deliberate and Vote. A Vote to recommend Removal of Director by the Vote of the Fellowship requires a two-thirds (2/3rds) Vote of the entire BOD, excluding the Subject, to pass.

#### 10.3.1 BOD Vote to Refer to Fellowship

If the BOD votes to recommend Subject's Removal from the BOD, the President will notify the Subject and the Notice of Special Meeting will automatically be sent to the Fellowship. Subject may offer to tender a resignation from the BOD in lieu of a Special Meeting of the Fellowship.

#### 10.3.2 BOD Vote Not to Refer to Fellowship

If the BOD votes not to recommend Subject's Removal from the BOD, the BOD may, by two-thirds (2/3rds) vote, impose Remedial Measures.

#### 10.4 Subject's Resignation from BOD

At any point during the Report of Concern process, the BOD may request that the Subject voluntarily resign from the BOD; or the Subject may offer to tender a resignation.

### 11 Special Meeting of the Fellowship

If the BOD votes to refer the Report of Concern to the Fellowship, the President will select a date for a Special Meeting of the Fellowship which shall be at least thirty (30) days after providing the Fellowship with Notice of Special Meeting.

#### 11.1 Preparation of Notice

No later than one week after the BOD's Vote, a Notice of Special Meeting will be sent to the Fellowship. The Notice will state the purpose of the Special Meeting and the Subject's name.

#### 11.2 Special Meeting

The Special Meeting may be held in person or by virtual webinar via a platform that will accommodate as many Fellows who wish to attend the meeting. Fellows will be provided access to the Final Report on an encrypted platform one week before the Special Meeting.

After determining that a Quorum is present, the President or designee shall present the BOD's recommendation to the Fellowship and the Subject may submit a written statement or a video presentation of no more than ten (10) minutes length to run during the Special Meeting. No questions will be taken. A two-thirds (2/3rds) vote of the Fellows present and voting is required to adopt the BOD's recommendation on Removal of Director.

#### 11.3 Result of Fellowship Vote

An affirmative Vote of the Fellowship will result in the immediate Removal of Director.

### 12 Removal of Director

An affirmative Vote of the Fellowship will result in the immediate Removal of Director.

### 12.1 Subject's Eligibility for Future AAOS Roles

The BOD, in its sole discretion, shall determine whether the Subject is eligible to serve on the BOD in the future. The BOD may also determine whether the Subject will be permitted to serve in other AAOS leadership or volunteer roles in the future. Leadership roles may include, but not limited to, council or committee chairs, course director, ICL moderator, or editors/editorial board members. Volunteer roles may include course or ICL faculty, committee members, authors, or liaisons. Any restrictions on the Subject's participation in AAOS governance activities may be time limited or permanent, at the BOD's discretion. The BOD may also consider the Policy on Compliance Actions Taken Against Members of the AAOS Board of Directors, Committee and Councils and Other Volunteers.

## 13 Maintenance and Disclosure of Report of Concern

AAOS will not agree to any limitations on its ability to maintain and/or disclose all or portions of the Final Report and/or the results of any Fellowship Vote. The Final Report will be maintained in the Office of General Counsel.

### 13.1 Resignation or Remedial Measures

If the Subject resigns from the BOD or has been directed to complete Remedial Measures by the two-thirds (2/3rds) Vote of the BOD, the President shall disclose the existence of Report of Concern to the Nominating Committee and/or Committee Appointment Program Committee for consideration of Subject's nomination or application for future AAOS leadership positions.

### 13.2 Report of Concern Referred to Fellowship

If the Report of Concern is referred to the Fellowship for Vote, regardless of the results of such voting, the Nominating Committee and/or Committee Appointment Program Committee shall be provided with a copy of the Final Report and the results of any Fellowship Vote in connection with the consideration of the Subject's nomination or CAP application.

## 14 BOD Vacancy

In the event that the Subject is removed or resigns from the BOD, the BOD will abide by the requirements of the Association Bylaws Article 10.7 Vacancies:

The Board may fill a vacancy in any director's position because of death, resignation, refusal to act, removal or disqualification until a successor is duly elected and qualified except as otherwise provided by these Bylaws.

Adopted: 12/17/2020