

REVISED – APPROVED BY BOD MARCH, 2026
REVISED – APPROVED BY BOD MAY, 2024
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APPROVED BY BOARD OF DIRECTORS ON NOVEMBER 9, 2023

BOARD OF DIRECTORS COMMITTEES

The Board of Directors Standing Committees include:

Audit Committee	Finance Committee
Bylaws Committee	Nominating Committee (Revised Feb, 2025)
Code of Conduct Committee	Publications Committee
Ethics Committee	Volunteer Appointment Committee
Executive Committee	

The Board of Directors Ad Hoc Committees include:

Appeals Committee

Audit Committee

Purpose: The purpose of the Audit Committee is to act on behalf of the ORS Board to oversee:

- Selection of the Auditor
- Financial integrity and transparency
- The independent audit process
- Internal controls and risk management
- Compliance with legal and ethical standards

Committee Composition:

The audit committee should be composed of 3-5 members, all of which are members of the Board of Directors. The committee is comprised of:

- Chair: 1st VP (1 year term)
- Treasurer
- 2nd year (outgoing) Member-at-Large (1 year term)
- 2-3 Additional Board Members selected by the 1st VP (2 year term)
- One member should have strong accounting/audit expertise
- All members should have the ability to understand financial statements and audit reports

Responsibilities include:

- Review the annual Auditor's report and associated account statements prior to attending the committee meeting with the Auditor.
- Meet with the external financial auditor(s) of the ORS to review the annual audit report.
- Ask any questions and/or seek clarification of any aspect of the report from the Auditor and raise any concerns to the Auditor.
- Determine by a simple majority vote if the Auditor's report should be accepted, and if this is the case, the report and minutes of the meeting noting approval will be sent to the BOD annually.

If the Committee determines that the report is not approved, the report will be returned to the external auditor with the audit committee's feedback, questions, etc. Once completed, the revised audit will be returned to the Audit Committee for additional review and vote. The process will continue until the Audit Committee is satisfied with the report and votes approval. The chair of the audit committee will present the approved audit to the board at the subsequent board of directors meeting.

Bylaws Committee

Purpose: The purpose of the Bylaws Committee is to annually review the ORS Bylaws as well as the Policy & Procedures Manual to ensure that current ORS operations align with these governing documents for the ORS. Additionally, the Bylaws Committee will oversee any potential revisions to these documents.

Committee Structure:

The committee is composed of:

- Chair: ORS Secretary
- Immediate Past President
- 2nd year (outgoing) established Member-at-Large
- 2nd Vice President
- ORS CEO

The term of service for each committee member is one year, except for the ORS CEO who will serve annually and the ORS Secretary who will serve as the Chair throughout the term as Secretary.

Responsibilities include:

- Annually reviewing of the Bylaws and the Policy and Procedures Manual to ensure alignment with current procedures.
- Revising and approving the Policy and Procedures Manual following any request for updates or modifications.
- Revising and approving the Bylaws as petitioned by the membership, suggested by the BOD, CEO, or ORS attorney.

Code of Conduct Committee

Purpose: The Code of Conduct Committee provides guidance on addressing behavioral conduct issues within ORS events. The Code of Conduct Committee will facilitate the review of any reported issues.

Committee Structure:

The committee is composed of five members. Membership may include current and past members of the Board of Directors, ORS Fellows, and senior ORS staff. The term of each committee member should be five years and no more than two people should rotate off in a given year. The committee's composition should reflect the diversity within the Society, while ensuring each member has the appropriate experience and/or training to assist in adjudicating code of conduct issues.

Nominees for vacancies on the Code of Conduct Committee will be recommended by members of the BOD and selected by the Executive Committee in collaboration with the current Code of Conduct Committee chair. Each nominee will be approved by the Board of Directors.

Responsibilities include:

- Review unacceptable behavior reports submitted through member clicks (<https://ors.memberclicks.net/complaint>) or via the email (complaint@ors.org).
- Investigate each report, up to and including determination of any required disciplinary actions.
- Provide follow-up on the investigation's outcome, as appropriate, to the reporter.
- Propose modifications to the Code of Conduct Policy and Guidelines on an as-needed basis.
- Provide a summary document of the number of Code of Conduct reports and the time to completion for each report to the ORS Executive Committee each year.

Ethics Committee

Purpose: The purpose of the Ethics Committee is to provide guidance on ethical issues of the ORS. The Ethics Committee will interpret the ethical requirements and standards of the ORS.

Committee Structure:

The committee is composed of:

- Chair: A past president of the ORS (selected by the current President when a vacancy occurs)
- Senior ORS members in good standing (minimum of 3), ORS Fellows or members with previous board experience are preferred.

The term of service for each committee member is five years.

Nominees for vacancies on the Ethics Committee will be recommended by members of the BOD and selected by the Executive Committee in collaboration with the Ethics Committee Chair and approved by the Board of Directors. Additional experts can be appointed to serve on the Committee on an ad hoc basis, depending on the nature of the issue under consideration. The Ethics Committee may suggest ad hoc members to the Board for approval.

Responsibilities include:

Review the conflict/duality of interest disclosures of any member of the ORS Board of Directors, Editor(s) of the Journal of Orthopaedic Research or JOR Spine.

- Review the conflict/duality of interest disclosures of any member of the ORS Board of Directors, Editor(s) of the Journal of Orthopaedic Research or JOR Spine.
- Assist in the review of ethical issues and questions raised by members of the Board of Directors, committee members, the Editorial Board of JOR or JOR Spine, ORS Sections, members of the ORS, and ORS staff.
- Assist in developing a conflict management plan if one is needed.
- Propose modifications to the Ethics Policy and Guidelines on an as-needed basis.
- Communicate annually with the ORS Executive Committee the number of reports and the time to completion for each report.

This process may be initiated by the Committee, or upon request by any member of the ORS.

Executive Committee

Purpose: The Executive Committee handles matters requiring action between Board of Directors meetings.

Committee Structure:

The committee (as defined by the ORS Bylaws) is composed of:

- Chair: President
- 1st Vice-president
- 2nd Vice-president
- Immediate Past President
- Treasurer
- Secretary

Responsibilities include:

- Hold monthly, or as needed, meetings to address matters needing action between BOD meetings.
- Planning of the agenda for all BOD meetings
- Make determinations regarding new project requests from committees and sections
- Manage collaborations with other societies
- Work with the CEO to address staffing challenges when requested by the CEO
- Present actions to the BOD for ratification as required by ORS policy or defined in ORS procedures
- Selection of ORS Fellows (see ARC Board Committee sub-section)
- Selection of ICORS Fellow nominations from ORS

REVISION APPROVED BY BOARD APRIL 13, 2025

Finance Committee

Purpose: The purpose of the Finance Committee is to oversee management and reporting of the ORS finances.

Committee Structure:

The committee is composed of:

- Chair: Treasurer
- President
- 1st Vice President
- 1st year (incoming) Member-at-Large
- Community Council Chair
- Publications Advisory Committee Chair
- Collaboration Assessment Committee Chair
- ORS CEO (non-voting)
- ORS Finance Team Member (non-voting)

The term of service for each committee member coincides with their BOD term for their respective BOD roles.

Responsibilities: The responsibilities of the Finance Committee include the following:

- Review the financial investment policy and present changes to BOD for approval
- Approve the ORS Annual Meeting Budget and Operating Budget, allowing the ORS to spend money, according to following timeline:
 - Approve Annual Meeting budget
 - Vote to approve operating budget
 - Key performance indicators (KPIs) will be used to guide approval of the Annual Meeting and Operating Budget.
- Review and approve quarterly financial statements
- Evaluate performance of the ORS Investment Advisor annually
- Review new requests for ORS funds:
 - Receive board action requests from other Committees, Councils, and Sections
 - After discussion, vote to approve or reject
 - Provide final recommendation to BOD
- Ensure that the audit report is completed and submitted to the external auditor annually by the last day of April.

REVISION APPROVED BY BOARD FEB 6, 2025

Nominating Committee

Purpose:

The Nominating Committee will oversee the Call for Nominations and Election process for all positions to be vacated on the ORS Board of Directors. The Nominating Committee will review all nominations and propose a slate of candidates to ensure balanced representation on the BOD. The Nominating Committee will inform the BOD of the final slate of candidates prior to the election.

Committee Structure:

The committee is composed of five members:

- Chair: Immediate Past President (currently serving on the Board of Directors)
- Four other ORS members in good standing, as follows:
 - Two past Board of Directors members, including one in the discipline of the incoming 2nd Vice President. Preferably these members of the Committee will have served on the BOD in the past 10 years
 - Two ORS members in good standing who may or may not have had prior board service, but who are not currently serving on the Board of Directors. One of these members must also represent the discipline of the incoming 2nd Vice President.

The term of service for each committee member (including the chair) is one year.

Members should represent the three main disciplines within the society: clinician/orthopaedic surgeon, biologist, and engineer. They should also represent other forms of diversity (gender, ethnicity, geographic location, etc.) to the extent determined by the Chair.

All committee members shall be in place within three (3) months of the prior Annual Meeting, to ensure the Nominating Committee timeline below can be met with participation by the full Committee.

Responsibilities include:

- Identify the positions on the ORS Board of Directors (BOD) that are scheduled to be vacant as of the next Annual Meeting. Review the criteria for each open position and revise as needed (See the Board of Directors Policy for experience required of each Board member).
- Draft and send a Call for Nominations notice to the ORS membership. In the call for nominations, request the name of the nominee, the discipline of the nominee, biosketch/resume highlighting prior volunteer service for the ORS/other professional societies, and three to five sentences on why the nominee would be

suitable for the position.

- At the time of nomination, the nominator will be asked if they have confirmed interest and willingness of the nominee to be nominated. All nominations will be submitted anonymously, and individuals can self-nominate
- Any individual member can only nominate a single person for each position.
- Nominees for the Presidential Line should also include a letter of nomination from a member, preferably from an ORS Fellow or former BOD member.
- Individuals nominated for the Presidential line will require a letter of institutional support (department head, dean, etc..) because the presidential line positions require a large time commitment. These letters of institutional support DO NOT need to be submitted at the time of nomination.
- Additionally, for the Council Chairs the Nominating Committee will ask the outgoing Council Chair to recommend at least two qualified individuals as potential candidates. Additional information is provided in the Councils section of the Policies & Procedures Manual and in the Board of Directors section of the Policy and Procedures Manual.
- If appropriate Council Chair candidates cannot be chosen as outlined in the Councils section of the Policies & Procedures Manual, then the Nominating Committee has the discretion to choose another suitable candidate that reflects the expected diversity and needs of the ORS - in consultation with the outgoing, current Council Chair.
- It is the responsibility of the Nominating Committee to develop the slate of candidates for the election. If insufficient qualified nominees for the slate are obtained, the committee will resend the call and/or solicit additional nominations from the ORS membership.

For each vacant position, select a slate for voting that includes at least two candidates, and no more than three, from all received nominations.

The Nominating Committee is provided freedom and latitude as to how they may choose candidates in a manner that is agreed to by the Committee, but the selection process should consider both the qualifications of the individual nominees, as well as the goal for a BOD that reflects the diversity of the ORS. The Chair of the Nominating Committee is expected to inform the BOD about the process of choosing the final slate for voting.

- The slate will be presented in writing to the BOD.
- Ensure consent of each nominee to be included as a candidate and collect materials for the final slate. These materials must include: headshot photo, biographical statement that includes their history of involvement with the ORS (250 word limit), and statement of interest in the position that should describe why they are interested in this role and their vision for it (250 word limit).
- Individuals nominated for the Presidential line require a letter of institutional

support (department head, dean, etc..) to be submitted before ballot is released (not to be shared with the ballot).

- Conduct balloting for each vacant position:
 - Ballots including the information above will be shared electronically with all ORS members.
 - Ballots and the tabulated results will be available only to the ORS administrative team under supervision of the CEO.
 - Tabulated ballot results (including number of votes per nominee) will be shared with the BOD.
- Election:
 - The winner of the election shall be the individual receiving the most votes among the nominees for each position.
 - In the event of a tie, a runoff election will be held to decide between the two candidates.
 - The chair of the Nominating Committee will notify all candidates of the election outcome prior to releasing the results to the BOD followed by a notification being sent to the membership.

Timeline for Nominating Committee Activities

Date	Activity
No less than 9 months before the Annual Meeting	Chair of the Nominating Committee assembles the Nominating Committee
No less than 8 months before the Annual Meeting	Nominating Committee reviews and refines criteria for each BOD positions to be vacated
No less than 7 months before the Annual Meeting	ORS administrative team sends out Call for Nominations notice to all ORS members. The solicitation may be repeated as needed. All ORS members, including members of the nominating committee as well as the BOD, are empowered to nominate specific individuals, and/or encourage specific individuals to self-nominate, during the nomination period
No less than 6 months before the Annual Meeting	ORS administrative staff closes the Call for Nominations
Two weeks after solicitation of candidate materials	Nominating Committee selects no less than two and no more than three candidates for each open BOD position from the list of nominees, secures the consent of each nominee, and submits the proposed slate of candidates to the BOD

5 months before the Annual Meeting	Nominating Committee finalizes the slate of candidates with the assistance of the ORS administrative staff, and receives all materials required from each candidate for the ballot
3 months before the Annual Meeting	ORS administrative staff opens the ballot for election
2 weeks after the election opens	ORS administrative staff closes the ballot process and compiles results. If a tie occurs, the process outlined above is followed.
Within 1 week of the election closing	ORS CEO notifies the Nominating Committee of the election results
Between 1 and 2 weeks after the election closes	The Chair of the Nominating Committee notifies all candidates of the election results, then the BOD
Between 2 and 4 weeks after the election closes	ORS administrative staff notifies society membership of the election results
During the Annual Meeting	Chair of the BOD announces the new BOD

Publications Committee

Purpose: The purpose of the Publications Committee is to oversee the society-owned journals, serving as the liaison between the Board of Directors and the Editor(s) in Chief.

Committee Structure:

The committee is composed of:

- Chair: ORS member in good standing who meets all recommended qualifications
- ORS members in good standing (5)
- Wiley, Executive Editor
- Wiley, JOR Review Manager
- Wiley, JOR Spine Review Manager

Editor(s)-in-Chief will not serve on the Publications Committee but may be called upon periodically to provide reports to the committee.

Recommended Qualifications

- Prior service on an editorial board or associate editorship experience
- Experience as a reviewer for JOR/JOR Spine
- Mid-career/Senior member of the ORS in good standing
- Strong publication record in musculoskeletal research
- Understanding of all aspects of the publication process from submission to publication

The term of service for each committee member is 3 years and no more than 3 ORS members can rotate in any one year. At the completion of the first term members may be asked to complete a second term on the committee based on the recommendation of the VAC.

Responsibilities include:

The Publications Committee oversees general editorial policy, but not specific editorial content, engage in strategic planning and development of the current and future publications of the ORS, including:

- Oversee publishing contracts and the negotiation of new or renewed contracts.
- Recommend and work with partner entities, e.g., sister societies, where appropriate, and evaluate the performance of the editors of ORS publications, including The Journal of Orthopaedic Research and JOR Spine.
- Establish overall publishing strategy and propose strategies that reflect ORS's position as a thought leader, with input from the ORS Board of Directors, Editor(s), and Publisher.
- Oversee and report to the Board of Directors on all activities associated with the JOR and JOR Spine, and any future scientific journals and publications.
- Periodically conduct the search for and selection of successive Editors in Chief of JOR and JOR Spine, and other ORS publications.
- Approve the selection of the Associate Editors recommended by the Editor-in-Chief to ensure breadth of coverage and geographic diversity.

- Evaluate the performance of the JOR and JOR Spine Editor(s)-in-Chief on an annual basis and provide the evaluation to the BOD.
- Review and approve or reject proposals from the Editor(s)-in-Chief and staff regarding changes in policies and practices.
- Monitor all activities associated with the overall publication of The Journal of Orthopaedic Research and JOR Spine.
- Recommend to the BOD activities that will enhance communication among members and other scientists via The Journal of Orthopaedic Research and JOR Spine other modes of scientific communication, including new initiatives and activities to preserve the history of the field of orthopaedics.
- Provide a report to the BOD twice a year outlining their work and the health of the ORS publications.

Work with the Finance Committee and staff to develop and implement a viable business model to support the Society's publishing strategy and vision.

Volunteer Appointment Committee

Purpose: The purpose of the Volunteer Appointment Committee is to annually review the submissions from ORS members via the request for volunteer survey, and members selected by the committee will fill open seats in the needed areas. The committee works with the staff to notify members that were selected to serve and inform those who were not selected.

Committee Structure:

The committee is composed of:

- Chair: 1st Vice President
- 2nd Vice President
- 2nd year (outgoing) Member-at-Large
- ORS CEO

The term of service for each committee member is one year.

Responsibilities include:

- Coordination with ORS staff to determine what will be requested of volunteers when the request for volunteers is sent to membership.
 - Selection of top 3 volunteer opportunities.
 - Provide completed/current ORS service.
 - Provide information on completed/current service to other professional societies.
 - Short description of their interest to serve in each role.
- Select all BOD Committee chairs from the membership of the BOD Committees.
- Review all submissions from ORS members to serve on a committee, section, or other areas of volunteerism prior to the committee meeting
- Each committee member will be assigned 1-2 councils to coordinate the identification of new committee members
 - 1st Vice President - Advocacy Council,
 - 2nd Vice President -, Education Council, BOD Committees
 - 2nd year (outgoing) Member-at-Large - Community Council, Research Council
- Committee members will send emails to the committee chairs on their assigned councils.
- A letter drafted by ORS staff including the following information will be sent by the last Monday in October
 - For each committee with a vacancy the ORS staff will provide a workbook including the following spreadsheets: current committee members, clearly indicating who will remain on the committee and who will complete their term (sheet 1), list of volunteers for the committee (sheet 2), list of all remaining volunteers (sheet 3)
 - Reminder that the selection should ensure appropriate expertise, experience, and requirements for each position, as well as ensuring appropriate diversity (gender, nationality, etc.).
 - Request that the committee chairs prioritize the selection of volunteers who requested to serve on their committee.
 - Request that each committee selects twice as many volunteers as needed to fill the

- committee.
 - Request that each committee chair provides 3-5 sentences to justify the selection of each volunteer.
 - Return the list of volunteer recommendations within two (2) weeks of receiving the email.
- Volunteer Appointment Committee will meet the last week of November to complete the following:
 - Select committee chairs for all open positions ensuring alignment with ORS policies and procedures.
 - Finalize committee volunteers and the recommendations.
 - Send results to the ORS staff by the 1st Monday in December
- ORS Staff will distribute results to the BOD and committee chairs by the 2nd Monday in December.
- ORS Staff will notify volunteers of their appointment by the 2nd Friday of December
- All open volunteers should be filled by the end of December.
- Notify all volunteers who were not selected by the end of December indicating that their names will be retained for possible vacancies throughout the year or requests for volunteers for specific projects and decisions on placement will be made by the VAC

BOARD OF DIRECTORS – AD HOC COMMITTEES

Appeals Committee

A separate body, the Appeals Committee, and its members (no fewer than three people, however the Committee will consist of an odd number of members to avoid a tie-vote) will be appointed by the Executive Committee on an as-needed basis. All appeals of any decisions of the Ethics Committee or Code of Conduct Committee will be heard and voted upon by the Appeals Committee. The Appeals Committee's decisions shall be final.