

APPROVED BY BOARD OF DIRECTORS ON NOVEMBER 9, 2023

## ARTICLE VI: BOARD OF DIRECTORS

### ORS Board of Directors

#### Voting members

President	Post-Graduate/Early Career Member-at-Large
1 <sup>st</sup> Vice President	Advocacy Council Chair
2 <sup>nd</sup> Vice President	Community Council Chair
Immediate Past President	Collaborations Council Chair
Secretary	Education Council Chair
Treasurer	Research Council Chair
Member-at-Large (2)	Sections Council Chair

#### Non-voting members

Treasurer-Elect (when applicable)

### Board Member Expectations

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- Prepare, attend, and participate in all board meetings for the entire meeting for their elected term of office.
- Prioritize BOD responsibilities and attendance over other service to the ORS.
- Suggest agenda items as they relate to the position on the board, and overall board strategy.
- Ask timely and substantive questions.
- Read and understand the organization's financial statements.
- Serve on a committee and meet associated responsibilities.
- Provide expertise on a scientific, regulatory, or ethical policy issues.
- Maintain confidentiality of BOD proceedings.

### External Relations

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- Support the Society's mission, goals, policies, programs, strengths and needs.
- Support the majority decision of the Board.
- List Board membership on bios and CVs.
- Follow trends in the Society's field of interest.
- As appropriate suggest nominees for the Board of Directors (BOD) to the Nominating Committee.
- Attend ORS events (Meetings) and, when appropriate, bring colleagues.
- Speak at Society events as a representative of the ORS Board of Directors.

- Assist the development efforts through personal influence with others, recruitment of members, and fundraising efforts.
- Sign letters as appropriate for role and as approved by the Board.
- Share benefits of ORS membership and annual meeting promotional materials when attending meetings, etc.

### **Skills / Attributes**

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All Board members are expected to demonstrate the following skills and attributes:

1. Participate objectively in Board meetings, respect all Board members and their opinions, listen to and understand a variety of perspectives, and contribute to productive dialogues leading to decisions in the best interests of the ORS.
2. Engage respectfully and effectively with Society staff.
3. Demonstrate consistent enthusiasm for the role of Board member, within Board activities as well as within Society activities.
4. Place the needs of the Society above advancement of personal research interests.
5. Contribute to effective meetings of the Board, Councils, Committees, and other ORS structures through whether leading or participating.
  - a. Development and timely dissemination of a thoughtful agenda.
  - b. Full review of all meeting materials in advance of the meeting.
  - c. Efficient goal-oriented discussions.
  - d. Preparation and timely dissemination of meeting minutes.
6. Devote the necessary time to complete the work associated with the role, including the support from the member's company/organization/institution.
7. Uphold and adhere to the Code of Conduct and the ORS Code of Ethics.

Specific skills or attributes unique to a particular role on the Board are listed in conjunction with the corresponding job description.

### **Experience / Qualifications**

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Unless otherwise indicated for the specific role on the Board, all Board members are expected to have the following experience/qualifications:

1. Be a member of the Established ORS member category (unless otherwise indicated for the position) in good standing.
2. Have prior ORS volunteer experience such as: serving on or leading Committees, Sections, or task forces; participating as a mentor; serving as a moderator and/or abstract reviewer for the Annual Meeting.
3. Familiarity with, and supportive of, the ORS Strategic Plan.
4. History of regular attendance and participation at the ORS meeting.

Specific experience or qualifications unique to a particular role on the Board are listed in conjunction with the corresponding job description.

## **JOB DESCRIPTIONS OF THE ORS BOARD OF DIRECTORS**

### **PRESIDENT**

The President shall be the principal elected officer of the Society and shall serve for a term of one (1) year. The President shall promote the welfare and increase the usefulness of the Society. The president shall preside at meetings of the Society and of the Board of Directors. After the completion of the President's term, the President shall serve on the Board of Directors for one (1) additional year as Immediate Past President.

The President shall appoint all committees of the Board, not otherwise specified in the Policies and Procedures. The President may sign with the Secretary, Treasurer, or other officers of the ORS authorized by the Board of Directors any deeds, bonds, contracts, or other instruments, which the Board of Directors has authorized to be executed.

### **RESPONSIBILITIES**

1. Serves as the Chief Volunteer Officer of the organization and partners with the CEO to achieve the organization's mission.
2. Provides leadership to the BOD, encouraging the Board's role in planning, financial accountability, fundraising, and evaluation of program performance.
3. Chairs BOD and Executive Committee meetings and develops the agenda with the CEO.
4. Helps guide and mediate BOD actions with respect to organization priorities and governance concerns.
5. Ensures that the goals of the strategic plan are met.
6. Ensures a regular assessment of the entire Board of Directors, individual board members, and the CEO.
7. Appoints a MD member to the AAOS Board of Specialty Societies.
8. Knows the responsibilities and authority of BOD members as described in the bylaws.
9. Communicates effectively with the BOD.
10. Creates a safe environment for decision making – takes the lead in establishing the tone.
11. Ensures that committees are active working groups guided by strong leadership and clear goals.
12. Cultivates future leadership by matching Board members' talents with appropriate tasks.
13. Sets goals and expectations for the Board in collaboration with the Executive Committee.

### **EXPECTED SKILLS/ATTRIBUTES**

1. Demonstrates strong leadership qualities
2. The ability to inspire a shared vision for the organization and the Board.
3. The ability to make difficult decisions that are in the best interests of the ORS.

4. The commitment to maintain a productive relationship with the members of the BOD and staff of the ORS.

#### **EXPERIENCE**

1. Previous service on the ORS Board of Directors, specifically including having served as 2<sup>nd</sup> Vice President and then 1<sup>st</sup> Vice President in the preceding 2 years (notwithstanding exceptional circumstances that necessitated accelerated advancement – see below in 1<sup>st</sup> Vice President position)

#### **COMMITTEE ASSIGNMENTS**

- Board of Directors (Chair)
- Executive Committee (Chair)
- Finance Committee
- Commissions and Committees (Ex-officio)

#### **1<sup>st</sup> VICE PRESIDENT**

The 1st Vice President shall perform such duties and have such powers as prescribed by the President and shall serve for a term of one (1) year. Further, in the absence of the President or in the event of the President's inability or refusal to act, the 1st Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

After completion of the President's term, and/or if the Presidency is vacated for any reason, the 1st Vice President shall automatically succeed to the office of the President.

#### **RESPONSIBILITIES**

1. Acts in place of the President when required or requested.
2. Assumes special responsibilities including chairing special task forces, events and committees as assigned.
3. Approves all mid-year changes to committees and sections.

#### **EXPECTED SKILLS/ATTRIBUTES**

1. The ability to inspire a shared vision for the organization and the Board.
2. The ability to make difficult decisions that are in the best interests of the ORS.
3. The commitment to maintain a productive relationship with the members of the BOD and staff of the ORS.

#### **EXPERIENCE**

1. Previous service on the ORS Board of Directors, specifically including having served as 2<sup>nd</sup> Vice President in the preceding year (notwithstanding exceptional circumstances that necessitated accelerated advancement – see below in 2<sup>nd</sup> Vice President position)

## **COMMITTEE ASSIGNMENTS**

- Executive Committee
- Finance Committee
- Volunteer Appointment Committee (Chair)
- ICORS Steering Committee

## **2<sup>ND</sup> VICE PRESIDENT**

The 2nd Vice President shall perform such duties and have such powers as prescribed by the President and shall serve for a term of one (1) year. Further, in the absence of the 1st Vice President or in the event of their inability or refusal to act, the 2nd Vice President shall perform the duties of the 1st Vice President.

After completion of the 1<sup>st</sup> Vice President's term, and/or if the 1<sup>st</sup> Vice Presidency is vacated, the 2nd Vice President shall automatically succeed to the office of the 1st Vice President.

## **RESPONSIBILITIES**

1. Assumes special responsibilities including chairing special task forces, events and committees as assigned.

## **EXPECTED SKILLS/ATTRIBUTES**

1. The ability to inspire a shared vision for the organization and the Board.
2. The ability to make difficult decisions that are in the best interests of the ORS.
3. The commitment to maintain a productive relationship with the members of the BOD and staff of the ORS.

## **EXPERIENCE**

1. Previous service on the ORS Board of Directors.

## **COMMITTEE ASSIGNMENTS**

- Executive Committee
- Volunteer Appointment Committee
- ICORS Steering Committee

## **IMMEDIATE PAST PRESIDENT**

The Immediate Past President shall chair the Nominating Committee, perform such duties, and have such powers as prescribed by the President and shall serve for a term of one (1) year.

## **RESPONSIBILITIES**

1. Performs such duties and have such powers as prescribed by the President

## **EXPECTED SKILLS/ATTRIBUTES**

1. The ability to inspire a shared vision for the organization and the Board.

2. The ability to make difficult decisions that are in the best interests of the ORS.
3. The commitment to maintain a productive relationship with the members of the BOD and staff of the ORS.

#### **COMMITTEE ASSIGNMENTS**

- Executive Committee
- Nominating Committee (Chair)
- Bylaws Committee

#### **SECRETARY**

The Secretary shall certify the Bylaws, the resolutions of the members, the Board of Directors and committees, and other documents of the Society, including the Policies and Procedures Manual as true and correct copies and shall have such other duties as prescribed by the President or the Board of Directors. The Secretary shall serve for a term of three (3) years.

#### **• RESPONSIBILITIES**

1. Sign documents for the Society as required. In particular, all checks over the amount of \$10,000.00 are co-signed by the Secretary and the CEO.
2. Perform an annual review of the Bylaws and the Policy and Procedures Manual to ensure alignment with current procedures.
3. Responsible for revision and approval of the Policy and Procedures Manual
4. Responsible for revision and approval of the Bylaws as petitioned by the membership, suggested by the BOD, CEO, or ORS attorney.
5. Assumes special responsibilities at the request of the Executive Committee and approval of the BOD.
6. Serves as the Sergeant at Arms for all BOD meetings ensuring that agenda topics remain on time and that board members behave in a professional manner.

#### **EXPERIENCE**

1. Previous service on the ORS Board of Directors.

#### **COMMITTEE ASSIGNMENTS**

- Executive Committee
- Finance Committee
- Bylaws Committee (Chair)

#### **TREASURER**

The Treasurer shall remain fully advised as to the financial condition of the Society. The Treasurer shall chair the Finance Committee and shall regularly report to the Board of Directors on the financial condition of the Society and the adequacy of the accounting records of the Society. The Treasurer shall have such other duties as prescribed by the President or the Board of Directors.

The Treasurer shall serve for a term of four (4) years, one (1) year as Treasurer Elect (non-voting) and three (3) years as Treasurer (voting).

### **RESPONSIBILITIES**

1. Chief volunteer financial officer of the organization and chair of the Finance Committee.
2. Responsible for the custody of the funds, investments, and insurance for the ORS.
3. Assures actions relating to the Board's financial responsibilities.
4. Assures that appropriate financial reports are available to the BOD.
5. Advises the BOD regarding the financial condition of the ORS.
6. Meets regularly with the Society investment manager.
7. Provides timely reports from the investment manager and the Finance Director to the finance committee and BOD.
8. Provides a summary of the financial conditions of the ORS to the membership at the annual business meeting.
9. Ensures that an independent Audit Committee is convened annually to audit the previous year's financials.

### **EXPERIENCE**

1. Previous service on the ORS Board of Directors.

### **EXPECTED SKILLS/ATTRIBUTES**

1. Strong financial and analytic skills including understanding of financial statements, operating budgets, and investment strategies.
2. The ability to process, distill, and communicate complex financial data to ORS members.
3. The ability to work with financial partners and ORS staff.

### **COMMITTEE ASSIGNMENTS**

- Executive Committee
- Finance Committee (Chair)

### **ESTABLISHED MEMBERS-AT-LARGE**

Two ORS members from the Established membership category shall serve on the Board as members-at-large. Each established member-at-large shall serve for a term of two (2) years. In the absence of extenuating circumstances, the terms of service of the established members-at-large shall be staggered by one year.

The established members-at-large will be asked to serve in several capacities during their term as initiatives and needs are identified by the ORS Board of Directors and assigned by the President. These positions represent the views and interests of the membership. As part of this position, the members-at-large should be engaging and interacting with various committees and sections to better understand the work of these groups and assisting as needed.

## **RESPONSIBILITIES**

1. Assumes special responsibilities including chairing special task forces, events and committees as assigned.

## **COMMITTEE ASSIGNMENTS**

- 1<sup>st</sup> year established member-at-large: Finance Committee, Bylaws Committee, Awards and Recognition Committee.
- 2nd year established member-at-large: Audit Committee, Bylaws Committee, Volunteer Appointment Committee, Annual meeting Committee.

If the terms of service of the two members-at-large are not staggered by one year, the above committee assignments will be at the discretion of the President.

## **POST-GRADUATE/EARLY CAREER MEMBER-AT-LARGE**

One member-at-large shall serve on the Board and will serve for a term of two (2) years.

The post-graduate/early career member-at-large shall provide valuable input from the post-graduate/early career perspective to the Board while having an opportunity to gain an understanding of the activities/functions of the Board. The level of commitment should be considered to ensure the post-grad/early career member can focus on career development.

## **RESPONSIBILITIES**

1. As assigned by the President.

## **EXPERIENCE**

1. Be student, post-graduate trainee, or early career member of the ORS.
2. Have previously served on an ORS committee.

## **COMMITTEE ASSIGNMENTS**

- Career Development Committee

## **COUNCIL CHAIRS** (Advocacy; Community; Collaborations; Education; Research; Sections)

The Council Chairs are responsible for ensuring that the charge of each committee is executed as defined in the Council section of the Policies & Procedures Manual.

## **RESPONSIBILITIES**

- Support committee chairs in communicating areas of concern to the BOD.
- Present committee activities, concerns, and budget requests at BOD meetings; and communicate outcomes to committees and/or committee chairs as appropriate.
- Attend the meetings of the committees that are assigned to the Council they chair.

Further responsibilities of the Council Chairs are provided within the Councils portion of the manual.

**EXPERIENCE**

1. Previous service as the chair of a committee/section within the Council they are chairing.