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Revision <b>2.0</b>	Prepared By <b>Joe Donnelly / President</b>	Date Prepared <b>10/05/2021</b>
Effective Date: <b>10/21/21</b>	Reviewed By <b>Terri DeFlorian / Executive Director</b>	Date Reviewed <b>10/05/2021</b>
Vote unanimous	Approved By <b>Board of Directors</b>	Date Approved <b>10/21/2021</b>

**Policy:** The composition of the AOPT Board of Directors, qualifications, duties and responsibilities, governance, meetings, operations and endorsements.

**Purpose:** To ensure that the AOPT BOD understands their role and responsibilities of their elected or appointed positions.

**Scope:** The procedure applies to the entire BOD.

**Responsibilities:** The elected and appointed BOD, Executive Director and Assistant Executive Director and staff.

**Board of Directors/Officers of the Academy of Orthopaedic Physical Therapy (AOPT)**

1. Board of Directors (BOD)
  - a. The BOD is made up of three officers, and four Non-Officer Directors who are elected and three ex-officio members who are appointed by the BOD.
    - i. Appointed Ex-Officio Positions of the BOD (Education, Practice and Research)
      1. Demonstrated service on the Education, Practice or Research Committees
      2. AOPT member in good standing
      3. Demonstrated previous experience in AOPT governance and/or associated activities.
      4. Demonstrated APTA and/or component experience is preferred.
  - b. The Executive Committee shall consist of the three principal officers (President, Vice President and Treasurer) and two elected Non-Officer Directors who are elected annually by the Board.
    - i. The elected two Non-Officer Directors shall not serve more than two years during their elected term.
    - ii. The Executive Committee will convene when urgent matters of the BOD arise where assembling the entire BOD may be a barrier to conducting emergent business.
  - c. Consultants to BOD: The Independent Study Course (ISC) and Orthopaedic Physical Therapy Practice (OPTP) Editors are considered consultants to the BOD, and their role is to consult with their BOD liaisons on a regular basis and attend meetings of the Board of Directors as appropriate or invited. The ISC and OPTP Editors, when in attendance at a BOD meeting, may add substantive input to the BOD discussion, but they do not have a vote. All travel and per diem expenses will be covered by the Academy according to the Academy's reimbursement policy if they are required to attend a face-to-face BOD meeting.
2. Elected Officer Qualifications
  - a. President
    - i. AOPT member in good standing
    - ii. Demonstrated significant leadership experience in the AOPT and knowledge of recent/current AOPT initiatives/activities
    - iii. Must have direct experience on the AOPT Board of Directors in one of the following positions – Vice President, Treasurer, Director, Practice Chair, Education Chair, Research Chair or APTA Board Liaison to the AOPT. Demonstrated managerial experience/skills included but not limited to:

1. Personnel management
2. Strong communication skills
3. Experience in conducting meetings
4. Knowledge of parliamentary procedure
- iv. Ability to effectively represent the AOPT and the profession
- v. Experience in strategic planning, organizational structure, and business operations
- b. Vice President
  - i. AOPT member in good standing
  - ii. Demonstrated significant leadership experience in the AOPT and knowledge of recent/current AOPT initiatives/activities
  - iii. Demonstrated managerial experience/skills included but not limited to:
    1. Personnel management
    2. Strong communication skills
    3. Experience in conducting meetings
    4. Knowledge of parliamentary procedure
  - iv. Ability to effectively represent the AOPT and the profession
  - v. Experience in strategic planning, organizational structure, and business operations
- c. Treasurer
  - i. AOPT member in good standing
  - ii. A good understanding of financial statements and accounting concepts
  - iii. Demonstrates a knowledge of AOPT's recent/current activities/initiatives
  - iv. Shall have served one term on the Finance Committee. Previous experience on APTA and/or APTA component(s) Finance Committee(s) is preferred
  - v. Ability to effectively represent the AOPT and the profession
  - vi. Experience in strategic planning, organizational structure, and business operations
  - vii. Ability to effectively communicate (both written and verbal) the Academy's financial status to the Board and membership
  - viii. Understanding of investments and investment climate is beneficial in order to communicate with financial advisors on behalf of AOPT
- d. Elected Non-Officer Directors (1, 2, 3, and 4)
  - i. AOPT member in good standing
  - ii. Demonstrated previous experience in AOPT governance and/or associated activities.
  - iii. Demonstrated APTA and/or component experience is preferred.
  - iv. Ability to effectively represent the AOPT and the profession
  - v. Demonstrates a knowledge of AOPT's recent/current activities/initiatives
- e. Appointed Ex-Officio Members (3)
  - i. AOPT member in good standing
  - ii. Willing to serve as the Education, Practice, or Research Committee Chair
  - iii. Demonstrated previous experience in AOPT governance and/or associated activities.
  - iv. Demonstrated APTA and/or component experience is preferred.
3. Duties of Principal Officers, Non-Officer Directors, and Ex-Officio Appointed Members
  - a. President:
    - i. Call to order and preside over all AOPT meetings.
    - ii. Call special meetings of the Board of Directors.
    - iii. Presides at all meetings of the Board of Directors.
    - iv. President is Chair of the Executive Committee which consists of President, Vice President, Treasurer, and 2 Directors. Directors serve 1 year and are elected by the Board of Directors.
    - v. Serves as an ex-officio member of all committees, except the Nominating Committee actions pertaining to candidates.
    - vi. Submits an Annual Report to the AOPT and such other reports as may be required by the AOPT Board of Directors.
    - vii. Oversees, in consultation / collaboration with the Vice President, the Academy operations
    - viii. Writes President's message for publication in OPTP.
    - ix. Oversees progress and implementation of the AOPT's strategic directives and provides

- an update on strategic directives progress to AOPT membership.
  - x. Serves as the direct supervisor of the Executive Director.
  - xi. Performs annual evaluation of the AOPT Executive Director, with Vice-President
  - xii. Attends APTA Component Presidents Meetings
  - xiii. Attends the annual House of Delegates as the Alternate Chief Delegate.
  - xiv. Attends annual Finance Committee Meeting
  - xv. Serves as the official spokesperson for the Academy
  - xvi. Serves as the primary liaison between the AOPT and APTA, Board of Directors, and Staff.
  - xvii. Reviews and approves communication to members and external stakeholders as determined by the public relations policy and associated communication flow sheets.
- b. Vice-President:
- i. Assumes duties of the President if President is absent or incapacitated.
  - ii. Performs other duties as assigned by the President.
  - iii. Serves on the Executive Committee
  - iv. Oversees, in consultation / collaboration with the President, the Academy operations
  - v. Serves as an ex-officio member of all designated committees as outlined in the Strategic Directives adopted by the Board of Directors.
  - vi. Serves as the liaison to the Awards Committee
  - vii. Board Liaison to the Academy's annual Awards Ceremony at CSM.
  - viii. Oversees the SIG/EIG Policies and Rules of Order.
  - ix. Participates in weekly conference call with the President and Academy's Executive Director.
  - x. Performs annual evaluation of the Academy's Executive Director, with President
  - xi. Serves as a BOD liaison as assigned by the President.
- c. Treasurer:
- i. Oversees the maintenance of complete and accurate financial records, which shall be audited annually by a Certified Public Accountant.
  - ii. Submits the audited report in writing to the Board of Directors.
  - iii. Submits an annual financial report and proposed budget to the Board of Directors.
  - iv. Presents a State of the AOPT Finances report annually at the AOPT's Membership meeting at CSM.
  - v. Submits a bi-annual financial report to the membership in OPTP
  - vi. Oversees the collection and disbursement of funds as approved by the Board of Directors.
  - vii. Serves on the Executive Committee.
  - viii. Serves as the Chair of the Finance Committee.
  - ix. Provides oversight of internal controls in the Academy office regarding finances.
  - x. Oversees the AOPT's investment portfolio.
  - xi. Reviews and signs off on monthly income and expense reports generated by the Executive Director.
  - xii. Serves as a BOD liaison as assigned by the President.
  - xiii. Performs other duties as assigned by the President.
- d. Elected Non-Officer Directors 1, 2, 3, and 4:
- i. 2 Non-Officer Directors will serve on the Executive Committee
  - ii. Serves as Board Liaison as assigned by the President
  - iii. Provides report on performance of assigned Committees, SIGs, and EIGs and as requested by the President
  - iv. Performs other duties as assigned by the President
- e. Appointed Ex-Officio Members

- i. Education
    - 1. Serves as Chair of the Education Committee
    - 2. Provides report on performance of committee at BOD meetings and as requested by the President
    - 3. Performs other duties as assigned by the President
  - ii. Practice
    - 1. Serves as Chair of the Practice Committee
    - 2. Practice Chair serves as the Chief Delegate to the House of Delegates. The Board of Directors shall appoint an Academy member to serve as the second delegate to the House of Delegates.
    - 3. Provides report on performance of committee at BOD meetings and as requested by the President
    - 4. Performs other duties as assigned by the President.
  - iii. Research
    - 1. Serves as Chair of the Research Committee
    - 2. Provides report on performance of committee at BOD meetings and as requested by the President
    - 3. Performs other duties as assigned by the President.
4. Board Liaisons
- a. The President will appoint an elected Board of Director as a liaison for each committee, special interest group, education interest group, and other Board of Director approved groups listed.
5. Task Force, Work Group, Advisory Panel Definitions
- a. These are not decision-making entities but exist to inform and make recommendations to the Board of Directors. Each task force, work group, or advisory panel will have an appointed BOD liaison.
    - i. Board Appointed Task Force
      - 1. Task Forces inform the Board’s decision-making on emerging issues and initiatives, and they are established for short-to-mid-term initiatives.
    - b. Board Appointed Work Groups
      - i. Work Groups are established and appointed by either the Board or the President. They inform the Board’s decision-making on emerging issues and initiatives but have very focused objectives. Timeframe will be determined by scope of work.
    - c. Board Appointed Advisory Panels
      - i. Advisory Panels are established to support, for example, OTP, ISCs, Clinical Practice Guidelines (CPGs). They have term limits for members and are established for long-term initiatives.
    - d. Authority
      - i. Each Board-appointed group has the authority granted to it by the bylaws and/or the Board.
        - 1. The Board will direct and establish the priority of the work of Board-appointed groups. Board appointed groups will carry out the directions from the Board and will not direct but may inform the work of the Board. Board appointed groups do not have authority to direct the work of AOPT staff.
        - 2. Board-appointed groups and their members have no authority to speak or act on behalf of the Board or to bind the AOPT except to the extent specifically authorized by the bylaws or by the Board.
        - 3. Board-appointed groups do not have authority to establish policy on behalf of the AOPT or the Board.
        - 4. Reports from Board-appointed groups to the Board will not be distributed or otherwise made available to members of the AOPT or to the public except with

the President's permission, which shall be given only after the Board has had opportunity to review and discuss the report.

6. Liaisons to External Organizations

- a. The President with approval of the Board of Directors shall appoint one member of the Academy's Board of Directors as the liaison to designated external organizations.
- b. The liaison to any external organization shall carry out duties, such as attendance at the external organization's annual conference, as outlined in the policy pertaining to liaisons to SIGs, committees, and external organizations.
- c. Length of term shall be no greater than two (2) consecutive three (3) year terms.
- d. A report shall be submitted to the Board of Directors within 30 days of any meeting attended by the external liaison.
- e. The liaison will request funding according to the AOPT's normal budgeting process.

7. APTA Nominations

- a. Recommendations for nominations for National office will be brought forth to the Board of Directors and upon approval, the President will complete an NC-1 form for nomination.

**Bylaw Reviews**

1. The AOPT Board of Directors will review the Academy bylaws annually.

**Contract/Agreements**

1. Board Member(s) of the AOPT may not enter the AOPT, by his/her word or signature, into an oral or written agreement/contract without going through the following specific steps:
  - a. The Board Member must provide the Board of Directors with full disclosure of any proposed contractual arrangement or agreement with any third party/entity.
  - b. The Board must be given complete copies of any proposed contracts or agreements and be given the opportunity to meet, discuss, and vote on the same if applicable in accordance with the Bylaws of the Association.

**Strategic Framework**

1. The AOPT will undertake strategic framework review every 3 years.

**Meetings**

1. Use of Robert's Rules of Order
2. Motions
  - a. At a Board of Director's Meeting any Board member can bring forth a motion. Anyone present at the meeting can discuss the motion but only the voting members of the Board of Directors can vote on the motion. The President's vote will determine whether a motion passes when there is a tie vote.
  - b. At the Annual Membership Meeting motions may be brought forth by any AOPT member. Any individual recognized by the meeting Chair may speak to the motion or respond to questions. Only AOPT members may vote.
  - c. BOD motions can be sent via email for a vote. A unanimous vote is required, or the motion will be deferred to the next regular meeting of the Board of Directors.
3. Minutes
  - a. Minutes are recorded at all regular and special meetings by the Executive Director or their designee.
  - b. Copies of all Board of Director and Annual Membership meeting minutes are kept on file at the Academy office.
  - c. Minutes from Executive Session Meetings are approved during Executive Session and are not published.
  - d. Board of Director and Annual Membership meeting minutes are posted on the Academy's web site for all members 15 days after Board approval.
  - e. All adopted motions will state whether the motion was adopted by a unanimous vote or a split vote and what the split was, i.e., 3-2 in the affirmative.

4. Reserving Meeting Space
  - a. The Academy may reserve appropriate meeting space to facilitate the Academy's business.

## **Operations**

1. Academy Office Administration
  - a. The Board of Directors shall be responsible for the Executive Director's job description and qualifications as well as his/her annual evaluation. The Executive Director shall be responsible for the internal organization of the Academy's office and the approval of all employee job descriptions and qualifications other than the job description and qualifications for the Executive Director. The Executive Director will have full authority to hire and dismiss employees.
2. In the Absence of the Executive Director
  - a. In emergency situations, the Executive Director has designated the following priority order as acting Executive Director: Assistant Executive Director, Managing Editor of ISCs. In non-emergency situations and from time to time the Executive Director may designate the Assistant Executive Director as acting Executive Director.
3. Communication
  - a. Communication regarding office operations should be directed to the Executive Director and to the President.
  - b. Staff Board-Liaison Communication
    - i. Staff analyzes a situation and determines a need to communicate with a Board liaison.
    - ii. Staff communicates issue with Executive Director
    - iii. Executive Director assigns the appropriate Board Liaison OR communicates with the Board Liaison if there is already one assigned (Ex: CPGs, ISC, and OTP). The Executive Director will determine whether further communication will directly include themselves or not.
    - iv. Staff with or without the Executive Director contacts the recommended liaison and initiates a discussion on concern. All communication related to the staff member's meeting with a liaison will be communicated and copied back to the Executive Director. The Executive Director will determine how and when communication to the current BOD liaison is disseminated whenever there is a previously assigned BOD liaison.
    - v. \* If at any time a conference call is required it will be coordinated with the Executive Director to determine the need to be on the call or not.
4. Non-discrimination
  - a. The AOPT prohibits preferential or adverse discrimination in advertising on the basis of race, creed, color, gender, age, national or ethnic origin, sexual orientation, disability, or health status in all areas including, but not limited to, its qualifications for membership, rights of members, policies, programs, activities, and employment practices. The AOPT is committed to promoting cultural diversity throughout the profession.
5. Employee Anniversary Bonuses
  - a. The following employee bonuses will be given on their milestone anniversaries
    - 5 year \$ 500
    - 10 year \$1,000
    - 15 year \$2,000
    - 20 year \$5,000
    - 25 year and each subsequent 5-year period \$5,000

## **Website**

1. Review of the AOPT Home Page and Web Site will occur on a regular basis.
2. Advertising Policies
  - a. Advertisements are accepted when they conform to the ethical standards of the APTA. The AOPT does not verify the accuracy of claims made in advertisements, and publication of an ad does not imply endorsement by the AOPT or APTA. Acceptance of ads for professional development courses addressing advanced-level competencies in clinical specialty areas does not imply review or endorsement by the American Board of Physical Therapy Specialties.

**Endorsements**

1. The AOPT will entertain proposals from commercial companies and interest groups only through the standard operating procedures for Endorsements.

**JOSPT**

1. Member Representative
  - a. As designated in the JOSPT Bylaws, the AOPT Board of Directors will appoint one Member Representative to represent the Academy at the annual JOSPT Members Meeting
  - b. JOSPT Board Nominee
    - i. Is not a current member of the AOPT BOD
    - ii. Appointed by AOPT BOD
    - iii. An additional Board nominee will be appointed based on the current service fee agreement
2. Service Fee Agreement
  - a. There will be an established service fee agreement between the Academy of Orthopaedic Physical Therapy, the American Academy of Sports Physical Therapy, and JOSPT

**Standard Operating Procedures**

1. If the policies are not followed you are in violation of the policies.
2. Adhere to and execute the standard operating procedures.

**REVISION HISTORY**

<b>Revision</b>	<b>Date</b>	<b>Description of changes</b>	<b>Requested By</b>
1	07/18/19	Initial Release -updated new ex-officio voting members and added standard operating procedures	Joe Donnelly, President