

Document ID	Title Board of Directors Policies	Print Date June 16, 2025
Revision 2.0	Prepared By Governance Review Work Group	Date Prepared May 8, 2025
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Policy: The composition of the APTA Orthopaedic Board of Directors, qualifications, duties and responsibilities, governance, meetings, operations and endorsements.

Purpose: To ensure that the APTA Orthopaedic 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 four officers, 4 four non-Officer Directors who are elected, and three ex-officio members who are appointed by the BOD.
 - b. The Executive Committee shall consist of the four principal officers (President, Vice President, Treasurer, and Secretary) and one elected non-Officer Director who is elected annually by the Board.
 - i. The elected non-Officer Director 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 regularly 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. Board of Director Qualifications
 - a. President
 - i. APTA Orthopedics member in good standing
 - ii. Demonstrated significant leadership experience in the APTA Orthopaedic and knowledge of recent/current APTA Orthopaedic initiatives/activities
 - iii. Must have direct experience on the APTA Orthopedics Board of Directors in one of the following positions – Vice President, Treasurer, Secretary, Director, Practice Chair, Education Chair, or Research Chair. 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 APTA Orthopaedic and the profession
 - v. Experience in strategic planning, organizational structure, and business operations

- b. Vice President
 - i. APTA Orthopaedic member in good standing
 - ii. Demonstrated significant leadership experience in the APTA Orthopedics and knowledge of recent/current APTA Orthopedics 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 APTA Orthopaedic and the profession
 - v. Experience in strategic planning, organizational structure, and business operations
 - c. Treasurer
 - i. APTA Orthopaedic member in good standing
 - ii. A good understanding of financial statements and accounting concepts
 - iii. Demonstrates a knowledge of APTA Orthopedics recent/current activities/initiatives
 - iv. Shall have served at least 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 APTA Orthopedics 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 to communicate with financial advisors on behalf of APTA Orthopaedic
 - d. Secretary
 - i. APTA Orthopaedic member in good standing
 - ii. Demonstrated previous experience in APTA Orthopaedic governance and/or associated activities.
 - iii. Demonstrated APTA and/or component experience is preferred.
 - iv. Ability to effectively represent the APTA Orthopaedic and the profession.
 - v. Demonstrates a knowledge of APTA Orthopedics recent/current activities/initiatives
 - vi. Ability to effectively communicate (both written and verbal) the Academy's status to the Board and membership
 - e. Non-Officer Directors (1, 2, 3, and 4)
 - i. APTA Orthopaedic member in good standing
 - ii. Demonstrated previous experience in APTA Orthopaedic governance and/or associated activities.
 - iii. Demonstrated APTA and/or component experience is preferred.
 - iv. Ability to effectively represent the APTA Orthopaedic and the profession
 - v. Demonstrates a knowledge of APTA Orthopedics recent/current activities/initiatives
 - f. Appointed Ex-Officio Members (3: Education, Research, Practice)
 - i. APTA Orthopedics member in good standing
 - ii. Demonstrated previous experience in APTA Orthopedics governance and/or associated activities.
 - iii. Demonstrated APTA and/or component experience are preferred.
3. Duties of Principal Officers, Non-Officer Directors, and Ex-Officio Appointed Members
- a. President:
 - i. Call to order and preside over all APTA Orthopedics 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.
 - v. Serves as an ex-officio member or appoints designee to all committees, except the Nominating Committee actions pertaining to candidates.
 - vi. Submit an Annual Report to the APTA Orthopaedic and such other reports as may be required by the APTA Orthopaedic Board of Directors.

- vii. Oversees, in consultation / collaboration with the Vice President, the APTA Orthopedics operations
- viii. Writes President's message for publication in OPTP
- ix. Oversees progress and staff implementation of the APTA Orthopedics strategic directives. Provides an update on strategic directives progress to APTA Orthopaedic membership.
 - x. Serves as the direct supervisor of the Executive Director.
 - xi. Performs annual evaluation of the APTA Orthopedics Executive Director, with Vice-President based upon feedback from Board and Staff
 - xii. Attends APTA Component Presidents Meetings and Academy Presidents Meetings.
 - xiii. Attends the annual House of Delegates as the Chief Delegate unless they defer the role to the other selected Delegate.
 - xiv. Attends annual Finance Committee Meeting
 - xv. Serves as the official spokesperson for the Academy
 - xvi. Serves as the primary liaison between the APTA Orthopedics 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.
- xviii. Participates in weekly conference call with the Vice President and APTA Orthopedics Executive Director.

b. Vice-President:

- i. Assumes duties of the President if the President is unavailable.
- 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 APTA Orthopedics Executive Director.
- x. Performs annual evaluation of the APTA Orthopedics Executive Director, with President based upon feedback from Board and Staff
- xi. Serves as a BOD liaison as assigned by the President.

c. Treasurer:

- i. Oversee the maintenance of complete and accurate financial records, which shall be audited every three years and an audit review the other two years 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 APTA Orthopedics Finances report annually at the APTA Orthopedics Membership meeting.
- 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 APTA Orthopedics 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. Secretary
- i. Provide oversight for the documentation of the minutes of the general membership, Board of Directors, and Executive Committee meetings as well as be responsible for editing and seeing these minutes are properly maintained by the APTA Orthopedics Office.
 - ii. Attend to the correspondence of the APTA Orthopedics as directed by the President or the Board of Directors.
 - iii. Serves as a BOD Liaison as assigned by the President.
 - iv. Perform such other duties as may be applicable to the office of Secretary or as directed by the President
 - v. Serves on the Executive Committee.
 - vi. Oversees the Board meeting evaluation process
- e. Elected Non-Officer Directors 1, 2, 3, and 4:
- i. One Non-Officer Director will serve on the Executive Committee
 - ii. Serve as Board Liaison(s) as assigned by the President and reports as directed.
 - iii. Performs other duties as assigned by the President
- f. Board-Appointed Ex-Officio Members
- i. Education
 - 1. Serves as Chair of the Education Committee
 - 2. Provides report on performance of Committee to BOD meetings 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. Serves as a Delegate to the House of Delegates.
 - 3. Provides report on performance of the Committee to BOD meetings 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 the Committee to BOD meetings as requested by the President.
 - 3. Performs other duties as assigned by the President.
4. Presidential Appointments
- a. The President will appoint a member of the Board as:
 - i. Liaison for each Board approved group.
 - ii. Chair of other Committees and Councils, such as DEI in accordance with the Bylaws Article VII, Section 8.
5. Board Appointments, Task Force, Work Group, Advisory Panel, Engagement Community Definitions
- a. Task Force
 - i. Created for short-to-midterm initiatives with a Board charge. Task Forces will be disbanded upon charge completion.
 - b. Work Groups
 - i. Sub-Committees established under a committee inform the Board's decision-making

- on emerging issues and initiatives with very focused objectives. The timeframe of the work group and term length of its members will be determined by the scope of work
- c. 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. See Engagement Community Policy
6. Authority of each Board-appointed group
- 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. All members of Board-Appointed Task Forces, Work Groups, and Advisory panel members must be approved by majority vote of the Board of Directors.
 - i. 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 APTA Orthopedics staff.
 - ii. Board-appointed groups and their members shall function within their Board charge and must work within the APTA Orthopedics bylaws.
 - iii. Reports from Board-appointed groups to the Board will not be distributed or otherwise made available to members of APTA Orthopedics or to the public except with the approval of the Board.
7. 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, Engagement Communities 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 APTA Orthopedics' normal budgeting process.
8. APTA Nominations
- a. APTA Orthopedics Delegates will determine submission of an NC1 form for individuals who request it. The individual must be an APTA Orthopedics member in good standing.

Bylaw Reviews

1. The APTA Orthopedics Executive Committee and Executive Director will review the APTA Orthopedics bylaws annually.

Contract/Agreements

1. Board Member(s) of the APTA Orthopedics may not enter, by his/her/their word or signature, into an oral or written agreement/contract on behalf of the Board 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 APTA Orthopedics.

Strategic Plan

1. The APTA Orthopedics will undertake strategic planning ~~review~~ every 3 - 5 years.
2. APTA Orthopedics BOD will undertake an annual review of the strategic plan.

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.
 - b. At the Annual Membership Meeting motions may be brought forth by any APTA Orthopedics member. Any individual recognized by the meeting Chair may speak to the motion or respond to questions. Only APTA Orthopedics members may vote.
 - c. BOD motions can be sent via email for a vote in accordance with the Articles of Incorporation.
3. Minutes
 - a. Minutes are recorded at all regular and special meetings by the Executive Director or their designee and reviewed by the Secretary prior to being disseminated to the Board.
 - b. Copies of all Board of Director and Annual Membership meeting minutes are kept in the APTA Orthopedics electronic files.
 - c. Minutes from Executive Session Meetings are approved during Executive Session and are not published but kept in the APTA Orthopedics electronic files.
 - d. Board of Director and Annual Membership meeting minutes are posted on the Academy's website 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. APTA Orthopedics may reserve appropriate meeting space to facilitate their business.

Operations

1. APTA Orthopedics Office Administration
 - a. The Board of Directors shall be responsible for the Executive Director's job description and qualifications. The Executive Director shall be responsible for the internal organization of the APTA Orthopedics office and the approval of all other employee job descriptions and qualifications. The Executive Director will have full authority to hire and dismiss employees.
2. In the Absence of the Executive Director
 - a. The Assistant Executive Director would act as the Executive Director in the Executive Director's absence. If the Assistant Executive Director is unable to fulfill those duties the Executive Director will identify a designee.
3. Communication
 - a. Communications regarding office operations should be directed to the Executive Director.
 - b. Staff-Board Liaison Communication will be directed by the Executive Director.
 - c. Non-discrimination
APTA Orthopedics prohibits preferential or adverse discrimination 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, employment practices. APTA Orthopedics is committed to promoting cultural diversity throughout the profession.

Website and additional virtual platforms

1. Review of the APTA Orthopedics Home Page, website and other virtual platforms will occur on a regular basis.
2. Advertising Policies
 - a. Advertisements are accepted when they conform to the ethical standards of the APTA. APTA

Orthopedics does not verify the accuracy of claims made in advertisements, and publication of an ad does not imply endorsement by APTA Orthopedics 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. APTA Orthopedics will entertain proposals from commercial companies and interest groups only through the standard operating procedures for Endorsements.

REVISION HISTORY

Revision	Date	Description of changes	Requested By
1	07/18/19	Initial Release -updated new ex-officio voting members and added standard operating procedures	Joe Donnelly, President
2	6/5/25	Governance Review WG reviewed to align with updated bylaw changes	Matt Hyland, Chair or WG per President request