

## AAOS Board of Directors Code of Conduct

The Board of Directors of the American Academy of Orthopaedic Surgeons and the American Association of Orthopaedic Surgeons (AAOS) wishes to ensure that it and its individual members maintain a high standard of ethical and professional conduct in the performance of their responsibilities as Directors.

- 1. Board Members shall act in the best interests of the AAOS.** Board Members serve for the benefit of the AAOS rather than the interests of just a particular constituency, and shall, at all times, strive to do what is best for the AAOS as a whole and to promote and enhance the reputation and standing of the AAOS and the orthopaedic profession.
- 2. Board Members shall be fiduciaries of the organization and carry out their responsibilities in good faith with reasonable care, honesty and due diligence.** In their role as fiduciaries, Board Members shall abide by the Duty of Care, Duty of Loyalty and Duty of Obedience and shall be informed, actively participate in Board discussions, and attend all Board meetings unless excused by the President.
- 3. Board Members shall comply with governing documents and relevant law.** Board Members shall use their best efforts at all times to make reasonable decisions that are consistent with the Articles of Incorporation, Bylaws, Policies and Procedures and other governing documents of the AAOS, and to be familiar with all such documents. Board Members shall comply with all applicable federal and state laws, rules and regulations.
- 4. Board Members shall maintain confidentiality.** Board Members shall at all times maintain the confidentiality of all Board Meeting discussions and materials entrusted to them or acquired through their service on the Board. Other than approved meeting minutes, Board Members should consider all matters and documents before the Board of Directors to be confidential, unless the President directs otherwise.
- 5. Board Members shall disclose conflicts of interest.** Board Members shall disclose in a timely manner, any perceived or potential conflict of interest via the AAOS Orthopaedic Disclosure Program and agree to be bound by the AAOS Guidance Document for Service on the AAOS Board of Directors, as Council Chairs, as Editors-in-Chief and members of the Executive Leadership Team. Disclosures must be accurate, timely and complete, and Board members have an ongoing obligation to keep their disclosures up to date.
- 6. Board Members shall behave professionally at meetings.** Board Members shall conduct themselves at all meetings and related functions, including Board meetings, Annual Meetings, dinners, receptions and council/committee meetings, in a professional, courteous, respectful and businesslike manner. Board Members shall model the behavior of the AAOS Core Values.
- 7. Board Members shall refrain from any harassing or discriminatory behavior.** Board Members shall acknowledge and abide by the AAOS Anti-Discrimination and Anti-Harassment Policy and

Procedures.

8. **Board Members shall refrain from making public statements on behalf of the AAOS.** Board Members should only speak on behalf of the AAOS when specifically authorized by the President to do so and then only for the particular matter authorized. The AAOS spokesperson is the President, and if asked for public comment, the matter should be referred to the President and Chief Marketing Officer or CEO for referral to the President.
9. **Board Members shall behave professionally and ethically,** consistent with the AAOS Code of Medical Ethics and Professionalism for Orthopaedic Surgeons. Board Members must be good AAOS ambassadors at all times and acknowledge that their conduct in the community will reflect on the AAOS.

#### **Violation of the Board of Directors Code of Conduct**

Failure to comply with the Code of Conduct for Board Members should be reported in accordance with the AAOS Board of Directors Complaint Review Process.

Adopted: 12-17-2020