

Governance & Succession Council Charges

August 2026

Purpose:

The Council serves to strengthen AAOE's organizational governance and ensure continuity of board leadership through intentional identification, development, and preparation of future board members and volunteer leaders. The Council acts as an advisory body to the Board of Directors on matters related to governance effectiveness, board composition, leadership pipelines, and succession planning best practices.

Charge:

The Council will advise the Board of Directors and staff on governance structure and board succession planning for the Alliance. The Council:

- Develops and maintains a board succession pipeline by identifying and cultivating qualified AAOE member candidates for future board service. The pipeline draws from any engaged AAOE member regardless of council or committee involvement, including tracking engagement history, volunteer activity, and leadership readiness. The Council will develop and document its own pipeline methodology to guide this ongoing work.
- Creates and maintains board position descriptions, orientation materials, and onboarding resources to ensure incoming board members are well-prepared for their roles.
- Reviews and recommends improvements to board governance policies and practices, including term limits, officer succession pathways, and role clarity, as warranted, making written recommendations to the Board of Directors.
- Ensures the annual board self-assessment process occurs on schedule and reviews aggregated results to inform succession planning priorities and pipeline development. Administration of the self-assessment process is a staff responsibility.
- Develops a volunteer leadership pipeline to ensure a strong and diverse bench of engaged members across all AAOE councils and task forces, working in coordination with council chairs and staff.
- Reviews the board's composition annually, considering diversity of geography, practice size, ownership model, and professional expertise, and makes recommendations to the Board and Elections Council accordingly.

- Partners with the Elections Council to align the nominations and elections process with the goals of the board succession plan, providing pipeline and composition recommendations in advance of the nominations cycle.
- Produces an annual Governance & Succession Report summarizing pipeline status, board composition analysis, and recommended priorities for the coming year, for presentation to the Board of Directors.

Responsibilities:

The following outlines the Council's key responsibilities by timeframe. Items marked "Ongoing" are continuous throughout the year.

Annual Responsibilities:

- April–May: Complete the annual review of board composition (geography, practice size, ownership model, expertise) and deliver pipeline and composition recommendations to the Board and Elections Council prior to the nominations cycle opening in August.
- April–May: Coordinate with the Elections Council to align the nominations and elections process with board succession plan goals. (The nominations cycle typically opens in August and concludes in December or January, depending on whether elections for President-Elect and board members are run sequentially or in parallel.)
- Two months prior to the fall board retreat: Confirm that the board self-assessment process has been initiated by staff and is on track.
- Two weeks prior to the fall board retreat: Confirm that self-assessment results have been compiled and added to the retreat agenda. Review aggregated findings to identify any succession planning or pipeline implications.
- March–April: Review and update board position descriptions, orientation materials, and onboarding resources in advance of any incoming board member orientation.
- May: Produce and present the annual Governance & Succession Report to the Board of Directors, summarizing pipeline status, board composition analysis, and priorities for the coming year.
- Ongoing: Maintain and update the board succession pipeline, tracking candidate engagement, volunteer history, and leadership readiness across the full AAOE membership throughout the year.

- Ongoing: Monitor engagement levels across all AAOE councils and other member touchpoints to identify members with potential for Council Chair or Board of Directors service.
- Ongoing: Partner with the Membership Council to surface engaged members who have not yet entered the volunteer pipeline but show leadership potential.

Time Commitment:

The Governance & Succession Council is a working council that requires a time commitment from each of its members. Meetings are held as needed based on the workload and annual calendar of responsibilities. Members should expect the following time commitment:

- Virtual council meetings as needed (approximately 60 minutes each)
- Preparation for council meetings (30–45 minutes per meeting)
- Review of governance documents, succession planning materials, and candidate profiles (as needed)
- Outreach to prospective board and volunteer candidates (as needed)
- Preparation of the annual Governance & Succession Report (approximately 2–3 hours per year, shared across members)

Members are expected to actively participate in the work of the Council, including attending scheduled meetings, completing assigned tasks between meetings, and engaging with council communications in a timely manner. Members who are unable to fulfill these expectations may be asked to forfeit their seat, as determined by the Chair in consultation with the Board liaison and staff.

Composition:

One Board liaison (active Board member appointed by the Board of Directors, whose service on the Council aligns with their Board term), one Chair, up to nine voting members-at-large, and two designated Past President Advisory seats. The Board liaison is appointed by the Board of Directors; the method of appointment and term alignment shall be documented in board policy. To avoid overconcentration of board members across councils, the Board liaison should serve on no more than one other AAOE Council concurrently with this appointment.

The Council's Chair is a role internal to the Governance & Succession Council, elected by and from the Council's own voting members. It is distinct from the President of the AAOE Board of Directors and is not an ex officio position. The Chair shall be elected by the voting members of the Council at the inaugural meeting and annually at the November meeting thereafter.



Voting members-at-large are recruited through an open call to AAOE membership, consistent with the volunteer recruitment process used by AAOE's other councils. Completed applications are reviewed and selected by the Board of Directors.

All voting members will serve a two-year term, renewable for one additional consecutive term. After serving two consecutive terms, a member must take a minimum of one year off before being eligible to serve again. This ensures diversity of thought and provides opportunity for other qualified members to contribute to the Council's leadership.

The two Past President Advisory seats are non-voting and serve in an advisory capacity only. They are open to any former AAOE President willing to serve and are not limited to the current immediate Past President. The Board of Directors shall solicit interest from eligible former AAOE Presidents and select Past President Advisory seat members from among those willing to serve. Appointments are made by Board vote. These seats are intended to provide institutional knowledge, mentorship, and continuity to the Council's work.

Qualifications:

- Interest in governance, board leadership, and organizational development
- Experience with or genuine desire to learn board succession and nonprofit governance best practices
- Collaborative approach to building future leadership capacity within AAOE
- Ability to exercise discretion and maintain confidentiality in handling sensitive governance matters
- Willingness to commit time to the council's work
- Willingness to help AAOE's Membership Council with member recruitment and retention activities
- Submit all required documentation:
- Code of Conduct
- Non-disclosure agreement

Requirements:

- Must be capable of performing the work of the Council
- Must meet the attendance requirements
- Desire to advance the mission of AAOE

- AAOE member in good standing
- Attend any in-person meetings of the Governance & Succession Council
- Attend and actively participate in video conference calls
- Engage with AAOE social media platforms
- Attendance at the AAOE Annual Conference is strongly encouraged
- Participate in the AAOE Benchmarking Survey (strongly encouraged)
- Engagement on AAOE's Collaborate message board (strongly encouraged)
- Willingness to help recruit and retain AAOE members

Benefits of Service:

- Play a pivotal role in shaping the future leadership and long-term sustainability of AAOE
- Gain firsthand experience in nonprofit governance and board succession best practices applicable to your own orthopedic practice or organization
- Increase marketability within the practice management profession through demonstrated governance expertise
- Build deeper relationships with AAOE's current and emerging leaders across the country
- Contribute meaningfully to an initiative that strengthens AAOE for generations of members to come

Volunteer Recognition:

- Listed in volunteer directory on aaoe.net
- Listed in AAOE publications when volunteers are listed (i.e. Annual Conference Final Program, Annual Report, etc.)
- Bylines for written blog posts and other materials
- Press release announcing appointment to the Council

Relationship to Other Councils:

The Governance & Succession Council serves the entire volunteer leadership structure of AAOE. As such, it maintains an active working relationship with all AAOE Councils. Through regular communication with council chairs and staff liaisons, the Governance & Succession Council will:



- Observe engagement levels, leadership quality, and participation across all councils to identify members who demonstrate potential for Council Chair roles.
- Work with chairs and board liaisons to identify Council Chairs and high-performing council members who may be strong candidates for future Board of Directors service.
- Share candidate pipeline information with the Elections Council to support the nominations and elections process.
- Coordinate with the Membership Council to surface engaged members who have not yet entered the volunteer pipeline but show leadership potential.

This relationship spans all current AAOE Councils, including the Advocacy, Annual Conference, Benchmarking, Education, Elections, Membership, Technology, and Young and New Professionals Councils.