

# Appointments to the Board of Directors



**BOD P04-24-11-01 [Policy]**

## **I. Overview**

Four instances exist in which the Board of Directors makes appointments to the Board of Directors:

- A. A vacancy for a position on the Board of Directors that is elected by the APTA House of Delegates;
- B. Initial appointment of an individual as the public member on the Board of Directors;
- C. Filling a vacancy with the public member position on the Board of Directors; and
- D. Reappointing an individual as the public member to a second term.

## **II. Appointment to Fill a Vacancy on the APTA Board of Directors for a Position Elected by the APTA House of Delegates**

In accordance with the Standing Rules of the American Physical Therapy Association, if a vacancy occurs on the APTA Board of Directors after the first year of a 3-year term, the vacancy shall be filled by appointment by the Board. If a vacancy occurs within the first year of a three-year term, or the Board member-elect cannot assume office, the vacancy may be filled by the Board until the next session of the House. All vacancies shall be filled using the following procedure:

- A. If the vacant position is that of the vice president, secretary, treasurer, or vice speaker, a current director or an APTA member in good standing shall be considered for appointment to that office for the remainder of the term.
- B. If the vacant position is that of director, a member in good standing shall be appointed from the membership to fill that vacant position for the remainder of the term.
- C. Board members shall be invited to submit to the president names of individuals they would like considered for the open position.
- D. APTA staff shall confirm membership eligibility as outlined in the Bylaws of the American Physical Therapy Association.
- E. The Board shall be given a list of the nominated, eligible members to be considered.
- F. The Board shall meet in executive session to identify, and rank in order of preference, individuals to fill the open position.
- G. The president shall contact the first individual on the list and invite them to fill the open, unexpired term. If that person declines, the next person shall be contacted, and then the next person, if needed. If none of the individuals identified consent to serve, the Board shall meet again to identify additional individuals.
- H. Board service for the appointed individual will begin once a signed consent-to-serve form has been received at association headquarters.

- I. All Board and staff deliberations and discussions, along with personal information of the candidates, will remain confidential at all times.

### III. Initial Appointment of the Public Member

In accordance with the Bylaws of the American Physical Therapy Association, one of the 16 members of the APTA Board of Directors is a public member, who serves as a director and is appointed by the Board. The public member is a full voting member who shall not be an officer of the association or a member of the Executive Committee.

Including a public member allows the Board to broaden and strengthen its deliberations and actions by appointing an individual with the external perspective, background, and experience necessary to assist with identified areas of strategic need. The public member is a full voting member with all the same legal and fiduciary obligations as other Board members.

#### A. Qualifications of Public Board Member

1. As stated in the APTA bylaws, the public member shall not be a physical therapist or a physical therapist assistant and shall not be a member of the association.
2. The public member shall not be or have been a licensed, educated, or practicing physical therapist or physical therapist assistant.

#### B. Appointment Process and Term Limits

1. The public member shall be appointed in a timeframe sufficient to allow the public member to participate in all orientation and onboarding activities for newly elected Board members.
2. The Board shall identify the area(s) of need for which the Board requires insight or expertise.
3. As indicated in the APTA bylaws, the Board shall designate the term for the public member, from one to three years, based on need.
4. Any individual who is interested in serving as the public member shall apply via the APTA website.
5. APTA staff shall confirm the eligibility of all public member applicants as outlined in the APTA Bylaws and this policy.
6. After applications have been received, the Board shall rank applicants in order of preference.
7. After ranking up to three finalists, the Board shall invite selected candidates to interview for the position with designated members of the Public Member Board Workgroup. Members of this workgroup are appointed by the President.
8. Following the interviews, the Public Member Board Workgroup shall meet to vet candidates and by majority vote rank the candidates the Board shall consider for the public member position.
9. The Public Member Board Workgroup shall submit their recommendations in order of preference to the full Board, which shall then consider the recommendations. A majority vote is required for an individual to be selected as the public member.
10. The president shall contact the first individual on the list and invite them to fill the position. If that person declines, the next person shall be contacted (if the Board selects a second candidate), and then the next person, if needed (if the Board selects a third candidate). If none of the individuals identified consent to serve, the Board shall meet again to identify additional individuals.
11. Board service for the public member will begin at the start of the next calendar year following their appointment once a signed consent-to-serve form and volunteer agreement has been received at association headquarters, and will end at the close of the calendar year in which their term ends.
12. The [Conflict of Interest and Disclosure](#) policy shall apply to the public member's participation in the nomination and appointment process.
13. All Board and staff deliberations and discussions, along with personal information of the candidates, shall remain confidential at all times.

#### IV. Filling a Vacancy for the Public Member

Filling a vacancy for the public member follows the same steps as Article III of this policy with the following exception: if filling a vacancy on the Board as the public member, Board service for the public member shall begin immediately once a signed consent-to-serve form and volunteer agreement has been received at association headquarters, The term of the public member filling the vacancy shall end at the close of the calendar year in which the prior public member's term would have ended, and shall not constitute a full term.

#### V. Reappointment of the Public Member

In accordance with APTA bylaws, the public member may be reappointed to a second term. If considering reappointment, the Board shall do the following:

- A. The Board shall discuss the current public member serving a second term. If a motion is made to appoint the public member to a second term, a majority vote is required. The Board shall also determine the term length of the public member's second term. The President shall contact the public member to determine if the individual consents to serve a second term.
  - 1. If the public member signs a consent-to-serve form then the public member shall serve a second term in accordance with the term length determined by the Board.
  - 2. If the public member declines to serve a second term, the Board shall initiate an appointment for a new public member to serve at the conclusion of the current public member's term and in accordance with the APTA bylaws and this policy.
  
- B. If the Board does not select the public member to serve a second term, the President shall notify the public member, and the Board shall initiate an appointment for a new public member to serve at the conclusion of the current public member's term and in accordance with the APTA bylaws and this policy.

**Explanation of Reference Numbers:**

BOD P00-00-00-00 stands for Board of Directors/month/year/page/vote in the Board of Directors minutes; the "P" indicates that it is a position (see below). For example, BOD P06-22-05-04 means that this position can be found in the June 2022 Board of Directors meeting minutes on Page 5 and that it was Vote 4.

E: Binding Ethical Document | P: Position | Y: Policy

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