



## Purpose

The Dentists Insurance Company/TDIC Insurance Solutions (TDIC/IS) is a subsidiary of the California Dental Association, which offers a comprehensive suite of insurance products for dentists.

The TDIC/IS Board of Directors oversees the business of TDIC/IS, ensuring alignment with CDA, the parent company. The board adopts policies, procedures and regulations for TDIC operations and finances, including oversight of programs and services.

## Primary Duties

All positions:

- Set and monitor strategic direction.
- Promote and protect the TDIC/IS brand experience.
- Monitor and promote the financial health of TDIC/IS.

At-large directors:

- Provide dental expertise and perspective (acceptable practices, scope and treatment issues, use of dental equipment).
- Provide member (policyholder) perspective on risk and education (risk management).

Public directors:

- Provide corporate/outside/public perspective.
- Provide input on TDIC/IS decisions as related to insurance industry trends and experience.

CDA officers and trustees:

- Provide corporate oversight and alignment with CDA's strategic direction and goals.

President/CEO:

- Provide contributions to the vision and direction, long-term sustainability and effective board-staff interface.

## Qualifications/Skills

All positions:

- Board service, particularly with planning, decision-making, prioritization and delegation.

At-large directors:

- CDA member in good standing.
- Policyholder of TDIC/IS preferred.
- CDA tripartite leadership experience preferred (any combination of component, state and national).
- Representation of a variety of dental backgrounds preferred (general practice, specialists, solo, small group, etc.).

Public directors:

- May not be a member or employee of CDA, its subsidiaries or affiliates.
- Financial, insurance or healthcare company board or top-level staff experience preferred.

## Time Requirements

- Board meetings: Four annually
- Committee meetings: Day prior to board meetings
- Long-range planning meetings: Every two years
- Conference calls: As needed to conduct business

## Composition

The board shall be comprised of no fewer than twelve and no more than eighteen members; of whom no more than 16 voting members.

- At-large directors (6-8): Six to eight CDA members, recommended by the Committee on Volunteer Placement, nominated by the CDA board and elected by the holding company.
- Public directors (3-4): Three to four non-CDA members, nominated by the TDIC/IS board and elected by the holding company.
- CDA board directors (3-4): Three to four directors designated from the CDA board (the CDA treasurer, the CDA executive director, and up to two additional CDA board members). Should the CDA treasurer be unable to serve in this role, the chair of the CDA Holding Company, Inc. shall designate another CDA board member to hold that position.
- President/CEO (1): President/chief executive officer. Should the executive director be serving as president/CEO, he/she shall be a non-voting member.
- Immediate past chair (1): Immediate past chair, should he/she not otherwise be a member of the board.

The chair shall be elected by the TDIC/IS board.

## Term/Tenure

The at-large and public director terms shall be three years. The tenure shall be three terms.

The term of office for the CDA-board designated positions (when not designated to a CDA officer) shall be two years. This term shall not be counted toward tenure limits.