



California Dental Association
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Minutes of the CDA Board of Directors Meeting

Sacramento, California

August 24-25, 2023

Welcome and Call to Order

1. Call to Order: President Dr. John Blake called the meeting of the board of directors (board) to order at 10:04 a.m.
2. Establishment of Quorum: A quorum was established; see attendance sheet (attached).
3. Approval of the Agenda: The agenda was approved with the following addition:
 - Lessons in a Lunchbox Program

Consent Agenda: The board adopted the following items on consent:

1. Minutes – July 11, 2023
2. Minutes – August 2, 2023
3. Establishment of Medi-Cal Workgroup
Action 26-2023-B: Establish the Medi-Cal Workgroup, ratifying the presidential appointments.
4. Government Affairs Council Incumbent Election
Action 27-2023-B: Elect Dr. Travis Smith to serve an additional term on the Government Affairs Council, term beginning December 1, 2023.
5. Council, Committee and Leadership Discovery Program Elections
Action 28-2023-B: Elect the recommended council, committee and leadership discovery program candidates.
6. TDIC/TDIC Insurance Solutions Board of Directors Slate
Action 29-2023-B: Approve the 2024 TDIC/TDIC Insurance Solutions Board of Directors slate.
7. Board of Component Representatives Chair Election
Action 30-2023-B: Elect Dr. John Taylor as the 2024 Board of Component Representatives chair.
8. Ratification of Committee on Volunteer Placement BCR Members
Action 31-2023-B: Ratify the nomination of Dr. Paul Hsiao and Dr. Alice Tai to the Committee on Volunteer Placement.
9. Appointment of Auditors
Action 32-2023-B: Approve the engagement of Crowe LLP as the auditors for CDA and CDA's 401(k) plan financial statements as of and for the year ended December 31, 2023.
10. CDA Board of Directors Compensation
Action 33-2023-B: Approve the 2024 CDA officer and director compensation as follows:

President – \$85,000	Directors – \$25,000
Incoming President – \$65,000	Speaker – \$30,000
Treasurer – \$50,000	Editor – \$40,000
Secretary – \$30,000, and	

Board member expenses be reimbursed according to CDA policy, and
In the event an individual holds multiple positions, that individual receive the higher of the two stipends.
11. Leadership Discovery Program Funding
Action 34-2023-B: Approve up to \$5,000 from a fund to be determined by the finance committee to cover expenses related to the leadership discovery program through 2024.

12. Component Boundary Review

Action 35-2023-B: Urge the CDA House of Delegates to rescind Resolution 12RC-2009-H, thereby eliminating the 10-year periodic component boundary review requirement, and

CDA conduct component boundary reviews upon request, utilizing the Request for Component Boundary Review and Component Boundary Review Dispute Resolution processes.

13. CDA Presents Board of Managers Mission Statement

Action 36-2023-B: Approve the CDA Presents Board of Managers mission statement as revised.

14. Cancellation of CDA Presents Contracts

Action 37-2023-B: CDA to terminate contracts related to the CDA Presents San Francisco 2024 and San Jose 2025 events.

15. Response to Hawaii Wildfires

Action 38-2023-B: Approve \$10,000, from a fund to be determined by the finance committee, to assist the Hawaii Dental Association Foundation with relief and recovery efforts following the 2023 Hawaii wildfires.

Regular Business

1. Executive Director Remarks: Executive Director, Peter DuBois provided opening remarks, updating the board on recently received membership awards; status of the new association management system; information regarding the High Road Training Partnership and Special Needs grants; advocacy related to dental benefits, workforce shortages and the managed care organizations tax; and recent events including the ADA Management Conference, ASCDE Meeting and Western States President's Conference.

2. CDA Strategic Plan: The board approved the CDA strategic plan, adopting the following action with no dissenting votes, with the goals to be forwarded to the house of delegates for final approval:

Action 39-2023-B: Approve the CDA Strategic Plan.

3. 2023 Management Objectives: The board received an update regarding the 2023 management objectives and adopted the following action with no dissenting votes:

Action 40-2023-B: Approve the 2023 Management Objectives.

4. CDA Presents Update: The board received an overview of the Anaheim 2023 attendance trends, survey metrics, revenue comparisons between pre/post pandemic meetings and exhibitor trends. The board also received information regarding San Jose registration numbers and 2024 meeting planning.

5. Financial Update: The board received a financial overview, highlighting membership dues, non-dues revenue sources, total reserves and budgets for CDA and its family of companies as of June 2023.

6. Reconsideration of 2020 Council Recommendations: The board reconsidered the 2020 council recommendations, which suspended funding for the peer review program and three councils (council on peer review, judicial council and council on membership). Following discussion, the board adopted the following action with no dissenting votes.

Action 41-2023-B: Continue suspension of funding for the Council on Membership through 2024, and convene a workgroup to make a recommendation regarding the future scope and composition of the Council on Membership, and

Eliminate the Peer Review Program, including the Council on Peer Review, and

Eliminate the Judicial Council, with oversight of the Code of Ethics and disciplinary matters transferred to the CDA Board of Directors, and

Amend the CDA General Operating Principles to reflect these changes, contingent upon the CDA House of Delegates approval of the bylaws and

Urge the CDA House of Delegates to approve the conforming CDA Bylaws amendments.

7. Simplification of Journal Billing: The board discussed simplifying the dues billing process by incorporating the journal subscription fee in the active dues rate. Following discussion, the board adopted the following action with no dissenting votes:
Action 42-2023-B: Include the CDA Journal subscription fee in the active dues rate.
8. Medi-Cal Presentation: The board received an overview of the state's Medi-Cal program including enrollment and payment rates, the program's sustainability outlook and CDA's advocacy initiatives.
9. Response to 2022 House of Delegates Resolutions: The 2022 house referred several resolutions to CDA requesting that the appropriate entity conduct an evaluation and report back to the 2023 house. As such, the board reviewed and approved the following reports with no dissenting votes:
 - Whistleblower Protection Report
Action 43-2023-B: Resolved, that the Whistleblower Protection Report be filed.
 - Hygiene Staff Shortage Report
Action 44-2023-B: Resolved, that the Hygiene Shortage Report be filed.
 - Medi-Cal Dental Providers Report
Action 45-2023-B: Resolved, that the Medi-Cal Dental Providers Report be filed.
 - Addressing Barriers for Patients with Special Health Care Needs Report
Action 46-2023-B: Resolved, that the Special Health Care Needs Policy be adopted, and be it further Resolved, that the Addressing Barriers for Patients with Special Health Care Needs Report be filed.
 - Dental Benefits Report
Action 47-2023-B: Resolved, that the Dental Benefits Report be filed.
 - Sleep Apnea Report
Action 48-2023-B: Resolved, that the Sleep Apnea Report be filed.
10. 2023 House of Delegates Resolutions Update: The board received an overview of the resolutions submitted by components thus far, including the feedback provided through the board of component representatives' review process.
11. Informational Reports Q&A: The board was provided an opportunity to ask questions regarding the written council, committee and board reports.
12. CDA Secretary Nomination: The board conducted nominations for the secretary position, resulting in the nomination of Dr. Robert Hanlon, having received 64% of the votes, with the nomination to be forwarded to the house of delegates for election:
Action 49-2023-B: Nominate Dr. Robert Hanlon as the 2024 CDA Secretary.
13. CDA Treasurer Nomination: The board conducted nominations for the treasurer position, resulting in the nomination of Dr. Scott Kim, having received 60% of the votes, with the nomination to be forwarded to the house of delegates for election:
Action 50-2023-B: Nominate Dr. Scott Kim as the 2024 CDA Treasurer.

New Business

1. Lessons in a Lunchbox Program: The board discussed the Children's Oral Health Institute Lessons in a Lunchbox program, which is accepting donations to help educate teachers, parents and children about dental caries.

Closed Session

1. CDA Board of Directors Elections: The board received information regarding the elections process and recommendation, and adopted the following resolution with no dissenting votes:

Action 51-2023-B: Elect Dr. Dennis De Tomasi and Dr. Virenchandra Patel as at-large directors of the CDA Board of Directors.
2. Future Forecasting Update: In closed session, the board discussed the future forecasting recommendations and next steps.
3. Legal Update: In closed session, the board received an update regarding legal matters, including the status of the Delta Dental Litigation.

Information Only: The following informational items were provided:

1. Council, Committee and Board Reports: Board of Component Representatives, CDA Audit Committee, CDA Finance Committee, CDA Foundation Board of Directors, CDA Political Action Committee, CDA Presents Board of Managers, Committee on Volunteer Placement, Government Affairs Council and TDIC/TDIC IS Board of Directors
2. Component Visits Reports: Los Angeles Dental Society
3. ADA Trustee Report

Adjournment: The board meeting adjourned at 11:23 a.m.

DocuSigned by:

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 Secretary Signature

10/5/2023

 Date Signed

10/5/2023

 Date Approved

Attendance Sheet – August 24-25, 2023 (Absences reflected by strikethrough)

Directors	
Dr. John Blake, president	Dr. Lucinda Lyon
Dr. Carliza Marcos, secretary	Dr. Max Martinez
Dr. Steven Kend, treasurer	Dr. Joan Otomo-Corgel
Dr. Wallace Bellamy	Dr. Lindsey Robinson
Dr. Robert Hanlon	Dr. James Sanderson
Dr. Kevin Kai	Dr. Ariane Terlet
Dr. Scott Kim	Dr. Benson Wong
Dr. Sunjay Lad	
Ex Officio Directors	
Peter DuBois, executive director	Dr. Virechandra Patel, BCR chair
Board Participants	
Dr. Kerry Carney, editor	Dr. Debra Finney, speaker
Presenters/Guests	
Jennifer Kent, The Kent Group	
CDA Staff	
Julie Baretsky, strategic intelligence and analytics director	Karen Mason, governance and leadership administrator
Anders Bjork, vp, strategic intelligence and analytics	Brianna Pittman-Spencer, government affairs sr. director
Christine Draa, chief people officer	Kevin Roach, chief financial officer
Jillian Ferrier, governance and strategic operations director	Alison Sandman, chief legal officer
Carrie Gordon, chief strategy officer	Bob Spinelli, chief executive officer, TDIC/IS
Kim Green, component relations and governance administrator	Traci Ward, chief marketing officer
Todd Lewis, vp, insurance operations	