



## Minutes of the CDA Board of Directors Meeting

Teleconference

December 15, 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 1:00 p.m.
2. Establishment of Quorum: A quorum was established; see attendance sheet (attached).
3. Approval of the Agenda: The agenda was approved as presented.

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

1. Minutes – December 5, 2023
2. Ratification of 2024 Presidential Appointments:  
Action 65-2023-B: Ratify the 2024 presidential appointments.
3. Ratification of Board of Component Representatives Members:  
Action 66-2023-B: Ratify the Board of Component Representatives members.
4. Ratification of Board of Component Representatives Guests:  
Action 67-2023-B: Ratify the Board of Component Representatives executive director guests.

### Regular Business

1. 2023 House of Delegates Debrief and 2024 Planning: The board discussed the activities leading up to and during the 2023 house of delegates (house), including the impact on other organizational priorities. The board provided input regarding potential improvements, with a focus on increased communications, especially for new delegates.

Additionally, the board discussed the recent call for a special house to address a request for information pertaining to the history and finances of The Dentists Supply Company (TDSC). Following discussion, the board adopted the following actions:

Action 68-2023-B: Do not accept the call for a special house of delegates unless and until at least 50 delegate signatures are provided to CDA for verification as officially certified delegates from the 2023 house of delegates.

Action 69-2023-B: Establish a workgroup, comprised of 7 past CDA presidents, to document the history of the formation and funding of TDSC and provide a report to CDA membership.

2. Association Management System Funding Request: The board received an update regarding the Fonteva implementation project and adopted the following action:  
Action 70-2023-B: Approve \$400,000 from a fund to be determined by the finance committee to continue the association management system implementation project for CDA and the 32 California dental societies.
3. Education and Events Update: The education and events update was postponed due to timing.
4. Approval of 2024 Budget: On December 5, the board received a detailed overview of the 2024 budget in preparation for the December 15 meeting. Following the budget discussion, the board adopted the following action:  
Action 71-2023-B: Approve the proposed budget for 2024, and

Urge the CDA Holding Company to approve a dividend in the amount of \$6,578,546, which includes \$2,761,637 to fund an anticipated budget deficit for 2024.

**Pulled from Consent**

1. 2024 CAPP Membership Dues: The board discussed the 2024 CAPP membership dues and adopted the following action:

Action 72-2023-B: Approve \$85,000 from a fund to be determined by the finance committee for the 2024 CAPP membership dues.

**Closed Session**

1. Risk and Compliance Assessment: In closed session, the board received results of the routine organization-wide risk and compliance assessment.
2. Legal Update: The legal update was postponed due to timing.
3. TDIC Contracts: In closed session, the board received information pertaining to TDIC contracts with another constituent association.
4. CDA Editor Evaluation: In closed session, the board conducted the CDA editor's annual evaluation, commending Dr. Kerry Carney for her editorial contributions in 2023 and retaining her as editor for 2024. This action is recorded through separate closed session minutes, Action 73-2023-B, Closed.

**Information Only:** The following informational items were provided:

1. Component Visit Reports: Humboldt-Del Norte and Tulare-Kings dental societies.

**Adjournment:** The board meeting adjourned at 5:32 p.m.

  
Secretary Signature

  
Date Signed

  
Date Approved

**Attendance Sheet – December 15, 2023** (Absences reflected by strikethrough)

<b>Directors</b>	
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	
<b>Ex Officio Directors</b>	
Peter DuBois, executive director	Dr. Virechandra Patel, BCR chair
<b>Board Participants</b>	
Dr. Kerry Carney, editor	Dr. Debra Finney, speaker
<b>CDA Staff</b>	
Christine Draa, chief people officer	Leslie O'Neill, vp, events & digital products
Jillian Ferrier, governance and strategic operations director	Kevin Roach, chief financial officer
Carrie Gordon, chief strategy officer	Alison Sandman, chief legal officer
Todd Lewis, vp, insurance operations	Bob Spinelli, chief executive officer, TDIC/IS
Karen Mason, governance and leadership administrator	Traci Ward, chief marketing officer