



California Dental Association
800.232.7645 cda.org

Minutes of the CDA Board of Directors Meeting

Sacramento, California

March 9-10, 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 10:03 a.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 16, 2022
2. Minutes – December 16, 2022, Closed
3. Ratification of Presidential Appointments
Resolution 1-2023-B: Resolved, that the 2023 presidential appointments be ratified.
4. Financial Forecasting Workgroup Name Change
Resolution 2-2023-B: Resolved, that the name of the financial forecasting workgroup be changed to future forecasting workgroup.

Regular Business

1. Executive Director Remarks: Executive Director, Peter DuBois provided opening remarks, updating the board on the status of 2023 membership renewal, CDA Presents registration and exhibitor numbers, progress of the TDIC/TDIC Insurance Solutions growth plan, advocacy related to dental benefits, workforce shortages and Children's Dental Health Month, upcoming senior transitions, the new Now+Next event series, the CDA Journal's transition to a new digital publication platform and ADA's strategic forecasting work.
2. 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 December 2022.
3. Future Forecasting Workgroup Update: The board received an update of the workgroup's progress, including focus areas related to membership models/value and education/event offerings.
4. 2023 Management Objectives: The board received interim objectives, which reflect the known priorities for 2023 including ongoing activities from 2022.
5. House of Delegates Update: Speaker, Dr. Debra Finney provided an overview of the 2022 house survey results and 2023 house schedule.
6. ADA Trustee Introduction/Update: ADA trustee, Dr. Karin Irani shared an overview of ADA's objectives for the year.
7. ADA Delegation Recommendations: The board approved the proposed delegate and alternate delegate slate, adopting the following resolution with no dissenting votes:

Resolution 3-2023-B: Resolved, that the ADA Thirteenth District Delegation recommendations be approved, and be it further

Resolved, that the president in consultation with the thirteenth district delegation chair and CDA executive director select six alternate delegates to be sponsored by CDA to attend the 2023 ADA House of Delegates.

8. Leadership Recruitment: The board reviewed the leadership recruitment process in preparation for the solicitation of non-incumbent applications for council, committee, board and leadership discovery program positions. During the discussion, a recommendation was made to broaden the leadership discovery program eligibility guidelines to

include individuals with limited component leadership experience, which resulted in the adoption of the following resolution with no dissenting votes:

Resolution 4-2023-B: Resolved, that the criteria for the leadership discovery program be revised to allow candidates with prior component leadership experience to apply, limiting such experience to not having served as an officer or member of the component board, or having served more than five years on a component council, committee or task force.

9. Officer Succession Planning: The board discussed officer succession planning, including the process for electing the 2024 secretary and the term/tenure and job description for the speaker of the house.
10. Informational Reports Q&A: The board was provided an opportunity to ask questions regarding the informational reports.
11. Component Visits: The board discussed the component visits process, including board member assignments and reporting.
12. Compensation Process Overview: The board received an overview regarding CDA's employee compensation process, including comprehensive analysis of roles/salaries and benefits.

Closed Session

1. Legal Update: The board received an update regarding the Delta Dental litigation.
2. CDA Executive Director Evaluation: The board conducted the executive director's annual evaluation. This action is recorded through separate closed session minutes, Resolution 5-2023-B, Closed.

Information Only: The following informational items were provided:

1. 2022 Membership Profile
2. 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
 - TDIC/TDIC IS Board of Directors
3. 2022 Workgroups Summary
4. ADA Trustee Report
5. 2024 Board of Directors Dates

Adjournment: The board meeting adjourned at 5:17 p.m.

DocuSigned by:

Carliza A. Marcos

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Secretary Signature

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Date Signed

Date Approved

Attendance Sheet – March 9-10, 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. Virenchandra Patel, BCR chair
Board Participants	
Dr. Kerry Carney, editor	Dr. Debra Finney, speaker
Presenters/Guests	
Mr. David Berger, outside legal counsel	Ms. Jessica Margolis, outside legal counsel
Mr. Stewart Gill, consultant	Mr. Michael Sommer, outside legal counsel
Dr. Karin Irani, 13 th district trustee	
CDA Staff	
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
Karen Mason, governance and leadership administrator	Traci Ward, chief marketing officer
Deanna McKnight, sr. director member services	