



California Dental Association
800.232.7645 cda.org

Minutes of the CDA Audit Committee Meeting

Zoom meeting
February 2, 2024

Welcome and Call to Order

1. Call to Order: Chair Dr. Gail Duffala called the meeting of the CDA Audit Committee to order at 9:01 a.m.
2. Establishment of Quorum: Chair Dr. Gail Duffala determined that a quorum was present. See attendance sheet (attached).
3. Approval of the Agenda: The agenda was approved as presented.

Consent Agenda: The CDA Audit Committee adopted the following item(s) on consent:

1. Minutes – October 18, 2023

Regular Business

1. Insurance Coverage Overview: Lockton Insurance Brokers provided an update on the current Insurance Coverage for the CDA Organization.
2. IT Update: The committee received an update on various aspects of the IT department within the organization.
3. Compliance and Ethics Update: The committee received an update on various aspects of compliance and ethics within the organization.
4. Election of Vice Chair: The committee adopted the following resolution:
 - Resolved, that Naomi Ellison, DDS perform the role of Vice Chair for the CDA Audit Committee for 2024.
 - Motion approved unanimously.
5. Audit Committee Policy & Procedures: The committee reviewed the Policy and Procedures Manual for 2024 and approved the following resolution:
 - Resolved, that the CDA Audit Committee Policy and Procedures Manual be approved as submitted.
 - Motion approved unanimously.
6. Financial Statements as of November 30, 2023 – CDA & Subsidiaries: The committee reviewed the CDA consolidated financial statements as of November 30, 2023, in detail.

Pulled From Consent

New Business

Closed Session

1. Staff Interview: The committee interviewed Bob Spinelli, TDIC/IS President & CEO in closed session.
2. Whistleblower Report – Q4 2023: The committee met with Alison Sandman, CDA Chief Legal Officer in closed session.

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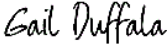
Information Only

The following informational items were provided:

1. Quarterly Whistleblower Report – Q4: The committee was updated that CDA received 5 reports via the CDA EthicsPoint reporting system. These reports were discussed in closed session with the CDA Audit Committee members.

Adjournment: The CDA Audit Committee meeting adjourned at 12:00p.m.

DocuSigned by:



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Gail Duffala, DDS

5/3/2024

Date Signed

04/26/2024

Date Approved

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Attendance Sheet – February 2, 2024 (Absences reflected by strikethrough)

Members	
Dr. Gail Duffala, chair	Dr. Kevin Kai
Dr. Naomi Ellison	Dr. Wayne Nakamura
Guests	
Alex Michon, Lockton Insurance Brokers	Rachel Burnett, Lockton Insurance Brokers
Ashley Matulonis, Lockton Insurance Brokers	
Presenters	
None	
Staff	
Jan Katerkamp, CDA Manager, Compliance & Ethics (Partial)	Alison Sandman, CDA Chief Legal Officer (Partial)
Praneeth Narayana, CDA Sr. Director, IT Infrastructure & Enterprise (Partial)	Bob Spinelli, TDIC/IS President & CEO (closed session) (Partial)
Alexis Rodier, CDA Executive Assistant	Heidi Stevens, CDA VP of Finance