



California Dental Association
800.232.7645 cda.org

Minutes of the CDA Board of Directors Meeting

Sacramento, California

June 1-2, 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 10:00 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 – May 9, 2023
2. Minutes – May 13, 2023, Closed
3. Council, Committee and Board Incumbent Recommendations
Action 14-2023-B: Approve the council, committee and board incumbent recommendations.
4. CDA Foundation Board of Directors Public Directors
Action 15-2023-B: Appoint the CDA Foundation Board of Directors public directors.
5. CDA Investment Policy
Action 16-2023-B: Amend the CDA Investment Policy.
6. Pledge of Allegiance at the House of Delegates
Action 17-2023-B: Reinstate the Pledge of Allegiance as part of the CDA House of Delegates meeting, and Amend the CDA General Operating Principles to reflect this change.
7. Healthcare Issues Funding
Action 18-2023-B: Approve up to \$250,000 from a fund to be determined by the finance committee, to support CDA's participation in healthcare advocacy issues through 2024, including federal advocacy and policy support.

Regular Business

1. CDA Executive Director Remarks: Executive Director, Peter DuBois provided opening remarks, updating the board on CDA Presents in Anaheim, including student delegation activities; advocacy related to dental benefits and workforce shortages; preliminary approval of the state's legislative budget; openings for 2024 leadership positions; CDA's annual employee wellness survey; information related to the May 24 Stripe/Fonteva communication; and recent events including the NYU Dean's Strategic Advisory Council, ACD Strategic Planning, ADA Dues Models Innovation Workgroup and Western States Executive Directors meetings.
2. House of Delegates Resolutions Deadline: The board discussed changing the house resolutions deadline as a result of the new house format, adopting the following action with no dissenting votes:
Action 19-2023-B: Modify the resolutions deadline for the annual house of delegates, allowing resolutions to be accepted until 10 days prior to the reference committee hearing or first session of the house, whichever comes first, and Amend the CDA Bylaws and General Operating Principles to reflect this change.
3. Speaker of the House Tenure and Election Process: In March, the board discussed officer succession planning including the speaker of the house position. As a result of this discussion, the board discussed changes regarding the speaker tenure and election process, adopting the following resolution with no dissenting votes:

Action 20-2023-B: Modify the tenure for speaker of the house, extending it to four two-year terms, and

Modify the timing of the speaker election, electing a nominee for speaker-elect the year prior to the expiration of the incumbent speaker's term, allowing the incoming speaker to shadow the incumbent speaker for a year before taking office, and

Conduct the first election utilizing the new process in 2025 for the 2027-2028 term, and

Amend the CDA Bylaws and General Operating Principles to reflect these changes, and

Revise the speaker of the house job description as attached.

4. 2022 Consolidated Audit Results: The board received an overview of the 2022 audit results for CDA and its subsidiaries, adopting the following action with no dissenting votes:

Action 21-2023-B: File the 2022 audited financial statements for CDA and its subsidiaries.

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 March 2023.
6. 2020 Council Recommendations: The board received an overview of the 2020 recommendations related to the council on membership, judicial council and peer review program in preparation for the August meeting.
7. CDA Strategic Plan: The board received an update regarding the strategic plan, including next steps.
8. CDA Foundation Strategic Plan: The board received an overview of the CDA Foundation's 2023-2025 strategic plan, including the revised mission statement.
9. Informational Reports Q&A: The board was provided an opportunity to ask questions regarding the informational reports.

Closed Session

1. Future Forecasting Discussion: The board participated in small group discussions related to the future forecasting recommendations.
2. Managed Care Organization Tax Ballot Initiative Update: The board received an update regarding the managed care organization tax ballot initiative that is expected to be on the 2024 ballot, and CDA's response to this initiative. Following the update, the board took action, which is recorded through separate closed session minutes, Action 22-2023-B, Closed.
3. Legal Update: The board received an update regarding the Delta Dental litigation.

Information Only: The following informational items were provided:

1. Report on CDA Cares Clinic Model
2. Council, Committee and Board Reports: Board of Component Representatives, CDA Audit Committee, CDA Finance Committee, CDA Foundation Board of Directors, CDA Presents Board of Managers, Government Affairs Council, TDIC/TDIC IS Board of Directors
3. Component Visits Reports: Yosemite Dental Society
4. ADA Trustee Report

Adjournment: The board meeting adjourned at 10:30 a.m.

DocuSigned by:

Carliza Marcos

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Secretary Signature

7/12/2023

Date Signed

7/12/2023

Date Approved

Attendance Sheet – June 1-2, 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	
Jen Aras, Crowe LLP	Jennifer Kent, The Kent Group
Dr. Daniel Davidson, future forecasting workgroup	Dr. Natasha Lee, future forecasting workgroup
Dr. Richard Graham, foundation board of directors chair	Dr. William Lee, future forecasting workgroup
CDA Staff	
Anders Bjork, vp, strategic intelligence and analytics	Deanna McKnight, vp, member programs
Christine Draa, chief people officer	Leslie O'Neill, sr. director, strategic IT and program mgmt
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
Mary McCune, foundation executive director	