



California Dental Association
800.232.7645 cda.org

Minutes of the CDA Board of Directors Meeting

Sacramento, California

June 6-7, 2024

Welcome and Call to Order

1. Call to Order: President Dr. Carliza Marcos 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. May 7, 2024 Meeting Minutes
2. Council, Committee and Board Elections:
Action 24-2024-B: Elect the council, committee and board incumbents.
3. CDA Foundation Audit Committee Election:
Action 25-2024-B: Elect Dr. LaJuan Hall to the CDA Foundation Audit Committee.

Regular Business

1. Executive Director Remarks: Executive Director, Peter DuBois provided remarks, briefing the board on the status of the 2024 membership renewal numbers to date, state budget challenges, SB 1369 (virtual credit cards), qualification of the Medi-Cal ballot measure, dental assisting training events, openings for 2025 leadership positions, CDA's annual employee wellness survey, and his recent participation at CDA Presents, Western States Executive Directors, CAPP Executive Committee/Board and NYU Dean's Strategic Advisory Council meetings, the NYU College of Dentistry graduation ceremony and various meetings with local society executive directors.

Additionally, Drs. Carliza Marcos and Max Martinez provided an update regarding a call with ADA leadership, aimed at addressing CDA's questions and concerns about the proposed ADA membership model pilot.
2. ADA Trustee Update: Dr. Karin Irani, 13th district trustee, joined the meeting to address questions related to the May ADA Board of Trustees meeting and membership model pilot.
3. 2023 Consolidated Audit Results: The board received a presentation on the 2023 consolidated audit results from outside auditors, Crowe LLP, and adopted the following action with no dissenting votes:
Action 26-2024-B: File the 2023 audited financial statements for CDA and its subsidiaries.
4. Financial Update: The board received a financial overview, highlighting membership dues, non-dues revenue sources, total reserves and budgets for CDA, its subsidiaries and affiliates as of March 2024.
5. CDA Leadership Institute: The board received an update regarding the leadership institute workgroup, which was established in response to the 2023 house of delegates (house) resolution, 19RC-2023-H and is focused on soliciting input and ideas, shaping content and offering feedback on proposals for a leadership institute pilot for 2025.
6. Education and Events Update: The board received an overview of the education and event program offerings, including CDA Presents, workshops, online courses, and Now + Next, dental team and associate events. Additionally, the board received information on CDA Presents goals, attendance numbers, revenue and key takeaways.
7. CDA Dues Increase Discussion: The board reviewed the financial assumptions and recommendations of the 2022-23 future forecasting workgroup and changes that have occurred since the recommendations were made, including new initiatives based on the 2023 house and inflation to healthcare benefits for CDA staff, and discussed potential changes to the projected financial plan and dues increase.

8. 2023 Referrals/2024 House of Delegates Resolutions: The board received updates on the following:
 - The peer review/judicial council evaluation workgroup meeting, during which the workgroup discussed the history of the programs, what has previously been considered such as mediation, and possible options moving forward. The workgroup intends to provide a report with recommendations to the 2024 house.
 - A recommendation regarding Resolution 15-2023-H, CDA Special Committee Composition, which was referred to the board of component representatives (BCR). BCR recommended that no modifications be made to the process, and the board approved this recommendation, adopting the following action with no dissenting votes:
Action 27-2024-B: Approve the Board of Component Representatives' recommendation regarding Resolution 15-2023-H, CDA Special Committee Composition, making no modifications to the current process.
 - BCR's discussion regarding the future scope and composition of the council on membership, which will be compiled into a formal recommendation to be considered at the August BCR meeting, for further consideration by the board.
 - Status of local dental societies' concepts and resolutions, which CDA is actively working on with the executive directors and/or authors.
9. Informational Reports Q&A: The board was provided with an opportunity to ask questions regarding the informational reports.
10. Ratification of Board of Component Representatives Member: This item was pulled from concept, allowing Dr. Lindsey Robinson to recuse herself from the vote. The board ratified the Butte-Sierra District Dental Society election, adopting the following action with no dissenting votes:
Action 28-2024-B: Ratify Dr. Parker White as a member of the Board of Component Representatives.
11. Board of Directors Retreat: The board participated in board development, reviewing board expectations and key elements of Crucial Conversations
12. Culture and Outreach Discussion: The board continued discussions aimed at enhancing organizational culture and building respectful/productive relationships, with board members providing verbal reports on local dental society visits.
13. Governance Discussion: The board discussed and approved proposed changes to the speaker nomination process, to be implemented for the 2025 speaker-elect position, adopting the following action with no dissenting votes:
Action 29-2024-B: Approve the speaker-elect nomination process, replacing the campaigning, including candidate speeches, with a candidate introduction and interview, amending the CDA General Operating Principles to reflect this change, and

Implement an internal ratings matrix process with a rating matrix specific to the job description for speaker of the house.

Additionally, the board revisited the board composition task force findings/recommendations and began discussions regarding board and officer succession planning.

Closed Session

1. Legal Update: In closed session, the board discussed the court's ruling regarding the Delta Dental litigation, and approved proceeding with an appeal, which is recorded through separate closed session minutes, Action 30-2024-B, Closed.
2. Review of Dental Board Disciplinary Action: In closed session, the board discussed a disciplinary action issued by the Dental Board of California, which falls within the board's oversight of ethics and disciplinary matters. A separate action is recorded through separate closed session minutes, Action 31-2024-B, Closed.

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, Government Affairs Council, TDIC/TDIC Insurance Solutions Board of Directors.

2. Component Visits Reports: Butte-Sierra District, Humboldt Del-Norte, Mid-Peninsula, Monterey Bay, Napa-Solano, Sacramento District, San Mateo County and Yosemite dental societies.
3. ADA Trustee Report

Adjournment: The board meeting adjourned at 2:47 p.m.

DocuSigned by:

Dr. Robert Hanlon

BCFBD5470C57466...

7/10/2024

7/10/2024

Secretary Signature

Date Signed

Date Approved

Attendance Sheet – June 6-7, 2024 (Absences reflected by strikethrough)

Directors	
Dr. Carliza Marcos, president	Dr. Max Martinez
Dr. Wallace Bellamy	Dr. Nader Nadershahi
Dr. John Blake	Dr. Joan Otomo-Corgel
Dr. Dennis De Tomasi	Dr. Virechandra Patel
Dr. Robert Hanlon	Dr. Lindsey Robinson
Dr. Kevin Kai	Dr. James Sanderson
Dr. Scott Kim	Dr. Benson Wong
Dr. Lucinda Lyon	
Ex Officio Directors	
Peter DuBois, executive director	Dr. John Taylor, BCR chair
Board Participants	
Dr. Kerry Carney, editor	Dr. Debra Finney, speaker
Guests	
Jen Aras, Crowe LLP	Dr. Karin Irani, 13 th District Trustee
Brook Dooley, Outside Counsel	
CDA Staff	
Christine Draa, chief people officer	Leslie O’Neil, vp events and digital products
Jillian Ferrier, governance and strategic operations director	Kevin Roach, chief financial officer
Todd Lewis, chief executive officer, TDIC/IS	Alison Sandman, chief legal officer
Karen Mason, governance and leadership administrator	Traci Ward, chief marketing officer
Deanna McKnight, vp member programs	