



California Dental Association
800.232.7645 cda.org

Minutes of the CDA Board of Directors Meeting

Sacramento, California

March 7-8, 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 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. January 25, 2024 Meeting Minutes
2. January 25, 2024 Meeting Minutes, Closed
3. January 30, 2024 Meeting Minutes
4. TDIC/TDIC Insurance Solutions Board of Directors Selection Process

Action: 8-2024-B: Approve the revised TDIC/TDIC Insurance Solutions Board of Directions selection process, and Amend the CDA General Operating Principles to reflect this change.

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, AB 2028 (dental loss ratio bill), preliminary results from the March primary election, the successful migration of cda.org to a new platform (WordPress), CDA workplace violence prevention resources and wellness program, and his recent participation in the Western States executive directors meetings and UOP Arthur A. Dugoni reception honoring Dr. Judee Tippett-Whyte. Additionally, Chief Financial Officer, Kevin Roach provided an update regarding the first meeting of the TDSC Historical Workgroup, which was held February 22.
2. 2024 Management Objectives: The board discussed and approved the executive director's management objectives, adopting the following action with no dissenting votes:

Action 9-2024-B: Approve the 2024 Management Objectives

3. Financial Update: The board received a financial overview, highlighting unaudited membership dues, non-dues revenue sources, total reserves and budgets for CDA and its family of companies as of December 2023, with the audit to occur between March and April.
4. Outreach and Relationship Building: The board continued discussions aimed at increasing communication and building respectful and productive relationships, which will include informal outreach to board of component representatives members and formal visits with component boards. Additionally, the board received an update regarding themes and key takeaways that were identified during the January BCR meeting. The three themes identified were non-dues revenue, member recruitment and retention, and component operations and leadership.
5. Board of Directors Retreat: The board received an overview of the agenda for the June retreat and adopted the following action with no dissenting votes, funding the meeting to be held in Sacramento at the CDA offices:

Action 10-2024-B: Approve up to \$25,000 from a fund to be determined by the finance committee, to hold the June Board of Directors meeting in person.

6. Speaker-Elect Nominations Process: This item was postponed, to be held in conjunction with officer and board succession planning, which is slated for the June meeting.
7. Officer/Board Succession Planning Update: The board was provided with a brief update regarding officer and board succession planning, including questions to consider in preparation for discussion in June.
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, which will be open June 1-July 15.
9. AMS Implementation Funding Request: The board received an update regarding the Fonteva implementation and adopted the following action with no dissenting votes:

Action 11-2024-B: Approve \$500,000 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.
10. Education and Events Update: The board was provided with an overview of CDA's 2024 new education and event program offerings, including Now+Next, topic workshops, a dental team summit and an associate retreat, as well as the new program budget strategy.
11. CDA Presents Speaker Honoraria Budget Increase: The board considered an increase to the CDA Presents speaker honoraria budget to improve speaker recruitment and retention with the increase to be incorporated into the 2025 operational budget, and adopted the following action with no dissenting votes:

Action 12-2024-B: Approve that the speaker honoraria budget increase by \$75,000 to improve CDA Presents speaker recruitment and retention, with the increase to be incorporated in the 2025 operating budget.
12. ADA's Licensure Compact: The board was provided with an update on ADA's support for licensure portability and growing legislative interest for compact agreements from among states, which establishes an optional, additional pathway for dentists and dental hygienists to practice in states where they do not hold a license.
13. ADPAC Contribution Update: The board received an update regarding 2024 contributions to the ADA political action committee.
14. Opposition of Measure C (City of Sacramento Ballot Measure): The board was provided with an update regarding CDA's opposition of Measure C and ratified the officers' action and opposition campaign funding with no dissenting votes as follows:

Action 13-2024-B: Ratify the officers' action to oppose Measure C on the City of Sacramento's March 5 ballot and approve an expenditure of up to \$49,500 for the opposition campaign, from a fund to be determined by the finance committee.
15. Interim Authority for Board Decisions: The board considered a process in which the CDA officers have interim authority to approve non-budgeted financial expenditures of up to \$50,000 when the board is not in session, to be ratified at the next regularly scheduled board meeting. This is the same process that was used for interim decisions by the executive committee prior to the board restructure. The board adopted the following action with no dissenting votes:

Action 14-2024-B: Approve that the CDA officers have interim authority when the board is not in session, including non-budgeted financial expenditures of up to \$50,000, with any action to be ratified at the next CDA Board of Directors meeting, and

Amend the CDA General Operating Principles to reflect this change.
16. Peer Review/Judicial Council Evaluation Workgroup: In response to resolution 6RC-2023-H, the board discussed the continued suspension of funding for the peer review program and judicial council through 2024 and established the peer review/judicial council evaluation workgroup to evaluate options that provide member value, while being cost-efficient, effective and requires less administrative support. The board adopted the following action with no dissenting votes:

Action 15-2024-B: Continue suspension of funding for the Peer Review Program and Judicial Council through 2024, and Ratify the presidential appointments to the Peer Review/ Judicial Council Evaluation Workgroup, and

Approve the scope of work for the Peer Review/Judicial Council Evaluation Workgroup.

17. Board of Component Representatives Executive Director Guest Members: The board considered a request from the board of component representatives for an additional executor director guest member for 2024, adopting the following action with no dissenting votes:

Action 16-2024-B: Approve an additional Board of Component Representatives executive director guest member for the 2024 term, and

Ratify Shadi Kanaan, from the Santa Clara County Dental Society, as the fourth executive director guest member.

18. House of Delegates Update: Speaker of the House, Dr. Debra Finney, provided an overview of the 2023 house survey results and the 2024 house schedule.
19. Informational Reports Q&A: The board was provided with the opportunity to ask clarifying questions regarding the council, committee and board status reports.
20. ADA Membership Model Update: The board was provided with an update regarding the ADA membership and engagement model pilot for select states, which proposes to improve membership engagement and revenue growth. A more detailed presentation will be provided by ADA in the coming month.

Closed Session

1. Legal Update: The board received an update regarding the Delta Dental litigation, including a brief presentation from outside counsel, Brook Dooley of Keker Van Nest & Peters. An action is recorded through separate closed session minutes, Action 17-2023-B, Closed.
2. CDA Executive Director Evaluation: The board conducted the executive director's annual evaluation, which reflected the collective strength and work of CDA. Two actions are recorded through separate closed session minutes, Actions 18-2024-B, Closed and 19-2024-B, Closed.
3. ADA Thirteenth District Delegation Recommendations: The board discussed and approved the thirteenth district delegation, which includes 72 delegates and 27 alternate delegates. This action is recorded through separate closed session minutes, Action 20-2024-B, Closed.
4. TDIC Update: The board received information pertaining to TDIC contracts with another constituent association.

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, Committee on Volunteer Placement, Government Affairs Council, TDIC/IS Board of Directors.
2. 2023 Workgroups Summary
3. ADA Trustee Report
4. 2025 Board of Directors Dates

Adjournment: The board meeting adjourned at 12:10 p.m.

DocuSigned by:

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Secretary Signature

4/17/2024
Date Signed

4/17/2024
Date Approved

Attendance Sheet – March 7-8, 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
CDA Staff	
Christine Draa, chief people officer	Leslie O'Neill, vp, events and digital products
Jillian Ferrier, governance and strategic operations director	Kevin Roach, chief financial officer
Carrie Gordon, chief strategy officer	Todd Roberson, sr. director public affairs
Todd Lewis, vp, insurance operations	Alison Sandman, chief legal officer
Karen Mason, governance and leadership administrator	Bob Spinelli, chief executive officer, TDIC/IS
Mary McCune, policy director	Traci Ward, chief marketing officer
Deanna McKnight, vp, member programs	