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**AMERICAN DENTAL ASSOCIATION
MINUTES OF THE BOARD OF TRUSTEES
CHICAGO, ILLINOIS
February 6–8, 2022**

Call to Order: The third regular meeting of the Board of Trustees of the American Dental Association was called to order by Dr. Cesar R. Sabates, president, on Sunday, February 6, 2022, at 8:06 a.m. (Central Time) in the Board Room of the ADA Headquarters Building, Chicago and via Zoom web conference.

Roll Call: Officers and members of the Board of Trustees in attendance were: Cesar R. Sabates, George R. Shepley, Maria C. Maranga, Mark E. Bronson, W. Mark Donald, Ted Sherwin, Raymond A. Cohlma, Craig S. Armstrong, Susan Becker Doroshov, James M. Boyle, Linda J. Edgar, Terry Fiddler, Frank J. Graham, Brett Kessler, Paul R. Leary, Chad R. Leighty, Rudolph T. Liddell, Marshall H. Mann, Michael D. Medovic, Scott L. Morrison, Gary D. Oyster, Richard J. Rosato, James D. Stephens, Michele Tulak-Gorecki, and Seth Walbridge.

Following the roll call, Dr. Donald announced that a quorum was present.

The following ADA staff were in attendance for all or portions of the meeting at the invitation of the president: Marcelo Araujo, chief science officer; Jordan Baugh, chief technology officer; Judith Fleeks, chief human resources officer; Scott W. Fowkes, general counsel; Tony Frankos, vice president, Sales Strategy and Product Development; James Goodman, senior vice president, Business Group; Michael A. Graham, senior vice president, Government and Public Affairs; Michelle Hoffman, vice president, Publishing; April Kates-Ellison, vice president, Member and Client Services; Catherine H. Mills, vice president, Conferences and Continuing Education; Stephanie Moritz, marketing and chief communications officer; David Preble, senior vice president, Practice Institute; Robert Quashie, senior vice president, Operations; Betsy Shapiro, chief of governance and strategy management; Paul Sholty, chief financial officer; Marko Vujcic, chief economist and vice president, Health Policy Institute; and Anthony Ziebert, senior vice president, Education/Professional Affairs.

Guests in attendance for a portion or portions of the meeting included Dr. Elizabeth Schick, chair, ADEA Global Health; Mr. Tom Keyse, senior consultant, Charney Associates; Dr. Dan Klemmedson, chair, FDI.

Others in attendance for all or portions of the meeting were: Jodi Baldwin, manager, Board and House Matters; Deborah Doherty, chief executive officer, ADABEI; Sandra Eitel, senior director, Council on Communications; Thomas C. Elliott, Jr., deputy general counsel; Kelly Ganski, news director, *ADA News*; Genevieve Koester, manager, International Relations; Michelle Kruse, director, Administrative Services; Molly Potnick, manager, Governance and Strategy; Kyle Smith, manager, House of Delegates; Tim Steffl, president and CEO, ADABIG; Leslee Williams, senior director, Communications; and Wendy J. Wils, deputy general counsel. Other ADA staff members were in attendance for specific agenda items.

Before consideration of business, Dr. Sabates called attention to the ADA Disclosure Policy statement included on the meeting agenda and the requirement to disclose any conflicts of interest. No conflicts were disclosed at this time.

1 **Preliminary**

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3 **Approval of Agenda and Consent Items**

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5 *Approval of Agenda.* Before requesting approval of the agenda, Dr. Sabates asked if there were any
6 items of new business. No items of new business were proposed. On vote, the Board adopted the
7 agenda.

8
9 **B-2-2022. Resolved,** that the agenda be approved as the official order of business for the current
10 meeting of the Board of Trustees except that the President may alter the order of the agenda
11 when necessary to expedite business.

12
13 *Approval of Consent Calendar.* Dr. Sabates reviewed the list of proposed consent items; no items were
14 removed. On vote, the consent calendar was adopted by the Board of Trustees.

15
16 **B-1-2022. Resolved,** that the resolutions contained on the Consent Calendar for Board of
17 Trustees consideration be approved and reports be filed.

18
19 **Approval of Minutes of Previous Sessions**

20
21 *Minutes of the November 30, 2021, Special Telephonic meeting of the Board of Trustees.* The following
22 resolution was adopted (consent calendar action).

23
24 **B-5-2022. Resolved,** that the minutes of November 30, 2021, special telephonic meeting of the
25 Board of Trustees be approved.

26
27 *Minutes of the December 13, 2021, meeting of the Board of Trustees.* The following resolution was
28 adopted (consent calendar action).

29
30 **B-6-2022. Resolved,** that the minutes of the December 13, 2021, meeting of the Board of
31 Trustees be approved.

32
33
34 **Reports of Standing Committees of the Board of Trustees**

35
36 **Report of the Audit Committee:** On behalf of the Committee, Dr. Susan Becker Doroshow, chair,
37 presented the report of the Audit Committee's February 5, 2022, meeting. The report identified major
38 topics discussed, reports received and actions taken.

39
40 **Report of the Budget and Finance Committee:** On behalf of the Committee, Dr. Linda Edgar, chair,
41 presented the Report of the Budget and Finance Committee's February 5, 2022, meeting in a closed
42 session of the Board of Trustees. In open session, Resolution B-8 was considered and adopted as
43 amended by the Board of Trustees.

44
45 **B-8-2022.** (Embargoed Action)

46
47 **Report of the Business Innovation Committee:** On behalf of the Committee, Dr. Linda Edgar, chair,
48 presented the reports of the Committee's January 12, 2022, and February 5, 2022, meetings. The reports
49 identified major topics discussed, reports received and actions taken. Dr. Edgar moved Resolution B-7
50 with the Committee's recommendation to adopt; on vote Resolution B-7 was adopted by the Board of
51 Trustees.

52

1 **B-7-2022. Resolved**, that the Board of Trustees approves an extension to December 31, 2022 to
2 utilize the unspent 2021 funding from the ADA reserves in the amount of \$76,637, to fund the
3 launch of a Dental Team CE Subscription Program as set forth in B-15-2021, and be it further
4

5 **Resolved**, that the expenditure of these funds be tracked in a separate cost center as part of the
6 ADA Reserve Account with appropriate reporting of activity.
7

8 **Report of the Compensation Committee:** This report was considered during a closed session of the
9 Board of Trustees. In open session, Resolution B-12 was considered and adopted by the Board of
10 Trustees.
11

12 **B-12-2022.** (Confidential Action)
13

14 **Report of the Diversity and Inclusion Committee:** On behalf of the Diversity and Inclusion Committee,
15 Dr. Susan Becker Doroshow, chair, presented a report of the Committee's December 7, 2021, and
16 February 4, 2022, meetings. The report identified major topics discussed, reports received and actions
17 taken.
18

19 **Report of the Governance Committee:** On behalf of the Governance Committee, Dr. James Stephens,
20 chair, presented the report of the Committee's February 4, 2022, meeting. The report identified major
21 topics discussed, reports received and actions taken.
22

23 **Report of the Pension Committee:** On behalf of the Committee, Dr. Ted Sherwin, chair, presented
24 the report of the Committee's February 4, 2022, meeting. The report identified major topics
25 discussed and actions taken.
26

27 **Financial Goal**
28

29 **Advisory Committee on Annual Meetings Informational Report:** This informational report summarized
30 current activities of CAM (consent calendar item).
31

32 **Membership Goal**
33

34 **Report of the New Dentist Committee:** Dr. Seth Walbridge, chair, New Dentist Committee, provided
35 updates on New Dentist related matters.
36

37 **Identifying the Intersection Between Dentists' Values and the Value of ADA Membership –**
38 **Research Findings Part II:** Ms. April Kates-Ellison, Ms. Stephanie Moritz, Ms. Sandy Eitel, and Ms.
39 Corey Schwartz, managing director, C-Space Health, followed up on their September 2021 presentation
40 by reporting on the quantitative findings on the intersection of members' values with that of the value of
41 membership. Following the presentation, Dr. Kessler moved Resolution B-9 for the Board's consideration.
42 On vote, B-9 was adopted by the Board of Trustees.
43

44 **B-9-2022. Resolved**, that in order to advance new opportunities for member growth, the Board
45 supports staff prioritizing the following two key opportunities:
46

- 47 1. Improve the alignment of ADA's overall portfolio mix of programs, products, services and
48 resources to meet the needs of dental students and new dentists (particularly in their first
49 1-3 years out of school) and the inherent diversity within them.

- 1 2. Accelerate Tripartite alignment across these three ADA core values: 1) commitment to
2 improving oral health 2) diversity and 3) inclusion with an emphasis on inclusivity for all
3 dentists across all practice modalities.
4

5 **Report of Member and Client Services: Auto Renew Strategy to Impact Early Career New Dentist**
6 **Retention and Member Growth:** Ms. Kates-Ellison reported on the progress made with the auto-renew
7 strategy to impact early career and new dentist retention and member growth.
8

9 **Public Goal**

10
11 **Report of the Department of Corporate Social Responsibility and Philanthropy: Update on the**
12 **Give Veterans A Smile Summit:** This report updated the Board on plans for the 2022 GVAS Summit.
13

14 **Report of Senior Vice President, Government and Public Affairs: Federal and State Legislative,**
15 **Regulatory, and Public Affairs:** Mr. Graham reported on updates with Medicare, Medicaid, health
16 equity, veteran's issues and the upcoming lobby day.
17

18 **Science Update:** Dr. Marcelo Araujo, chief science officer, and Dr. Betsy Shapiro, chief of governance
19 and strategy management, provided information on the Council on Scientific Affairs review of existing
20 amalgam policy and the upcoming Conference of Parties 4.2, a meeting that is to be held March 21-25,
21 2022 in Bali, Indonesia as part of the Minamata Convention series of meetings. Due to COVID-19 travel
22 restrictions and uncertainties, Dr. Shapiro will not be attending in-person, but will attend virtually. ADA will
23 be partnering with IADR, FDI and IDA to present a virtual event intended to address ongoing support for
24 the phase down approach to amalgam use.
25

26 **Legal Affairs**

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28 **Report of the Division of Legal Affairs: Summary of Litigation and Other Matters:** This confidential
29 report was presented in an attorney-client session with the Board.
30

31 **Subsidiaries and Affiliate Entities**

32
33 **Report of ADA Business Enterprises (ADABEI):** This informational report provided a summary of
34 ADABEI activities through November 2021 (consent calendar item).
35

36 **Report of ADA Business Innovation Group (ADABIG): ADA Practice Transitions™ Update:** Mr. Tim
37 Steffl, CEO and president, ADABIG, presented a summary of ADAPT activities.
38

39 **ADABEI: Meeting of the Member:** The meeting of the Board of Trustees was adjourned for the purpose
40 of convening the ADABEI Meeting of the Member. Following the adjournment of the Meeting of the
41 Member, the meeting of the Board of Trustees reconvened.
42

43 **Report of the ADA Foundation (ADAF):** Dr. Craig Armstrong, chair of the Board, ADAF, reported on
44 ADAF activity, noting that the intellectual property/patent agreement with ADASRI is very close to being
45 fully activated, with both sides having put considerable effort into getting it done responsibly with regard to
46 each of the subsidiary's duties.
47

48 **Report from the ADA Science and Research Institute LLC (ADASRI):** This informational report
49 provided an update on recent activities of ADASRI (consent calendar item).
50
51

1 **Organizational/Other**
2

3 **Report of the FDI National Liaison Officer (NLO): 2021 ADA/FDI Actions:** This informational report
4 provided a synopsis of the FDI Special Edition Virtual Congress held on September 20-29, 2021 (consent
5 calendar item).
6

7 **Report of the FDI Delegation: Proposed Collaboration with FDI, ADEA and HVO:** Elizabeth Schick,
8 D.D.S., M.P.H, chair, ADEA Global Health, reported on a proposed collaboration between the ADA, FDI,
9 ADEA and HVO on development of a massive open online course (MOOC). Following the report,
10 Resolution B-3 was presented for the Board's consideration. On vote, Resolution B-3 was adopted as
11 amended.
12

13 **B-3-2022. Resolved,** that the ADA pursue the proposed collaboration with FDI, ADEA and HVO
14 as detailed in this report and allocate \$30,000 from the Board Contingency Fund for the project in
15 2022.
16

17 **Report of the FDI Delegation: Selection of At-Large Members: FDI Delegation:** Dr. Dan
18 Klemmedson, FDI NLO and chair, shared a proposed timeline for 2022, discussed the at-large delegate
19 positions and addressed FDI's interest in having an overarching ADA international strategy. Following the
20 report, Resolution B-4 was presented for the Board's consideration. On vote, Resolution B-4 was adopted
21 as amended.
22

23 **B-4-2021. Resolved,** that the proposed 2022 selection process for at-large members of the FDI
24 delegation (Appendix 1) and Draft Nomination Criteria (Appendix 2) be approved.
25

26 Note. The approved 2022 selection process is appended on page 8 and the approved Draft Nomination
27 Criteria is appended on page 10.
28

29 Following the FDI reports and later in the meeting, Resolution B-14 was presented for the Board's
30 consideration. On vote, Resolution B-14 was adopted.
31

32 **B-13-2022. Resolved,** that the ADA Board of Trustees form a Work Group for international
33 engagement to study the role, strategy and policy for potential expansion of the ADA FDI role in
34 the international community, and be it further
35

36 **Resolved,** that the President be authorized to appoint seven members to this Work Group to
37 include, but not be limited to members of the Board of Trustees, including at least one member of
38 the Governance Committee, the ADA Executive Director and ADA FDI member(s), including
39 specifically the 2022 FDI NLO, Dr. Dan Klemmedson, and be it further
40

41 **Resolved,** that the Work Group report back to the Board of Trustees at its June 12-14, 2022
42 meeting.
43

44 **Report of the President:** Dr. Sabates presented an oral report that summarized his activities since the
45 December Board meeting.
46

47 **Report of the President-elect:** Dr. Shepley presented an oral report that summarized his activities since
48 the December Board meeting.
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50 **Report of the Executive Director:** Dr. Raymond Cohlmia presented his report during a closed session of
51 the Board of Trustees.
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Liaison Reports

Report of Dr. Terry Fiddler, Liaison to the American Dental Political Action Committee: This informational report summarized the January 15-16, 2022, ADPAC meeting (consent calendar item).

Special Orders of Business/Special Appearances

Governance Training and Presentation: Dr. Cohlmia and Mr. Tom Keyse, senior consultant, Charney Associates, facilitated a Duty of Confidentiality training for the Board. The Board received training documents on Governance and Confidentiality: Importance, Risks and Benefits.

Board of Trustees Strategic Discussion: Does the ADA Have a Proactive Long-Term Vision for Oral Health in America?": Dr. Cohlmia and Dr. Vujicic led a discussion about the ADA's long-term vision for oral health in America. Following the presentation, the Board was asked to consider the following questions:

1. Given the (i) trend toward large group practice and the (ii) generational shift in the member value proposition to include not just tangibles (value) but intangibles (values), how does the ADA need to proactively adjust?
2. Knowing that in order to get more people to visit the dentist likely requires (i) major expansions and improvements in insurance coverage, as well as (ii) more collaboration with primary care providers, do we *really* have a vision of getting more Americans into a dental home?
3. More broadly, how aggressively should the ADA lead the push for dentistry to be truly 'essential' and part of the primary care system and for dentists to meaningful collaborate with primary care providers?

Later in the meeting, the following resolution was proposed; on vote, the Board of Trustees adopted Resolution B-11.

B-11-2022. Resolved, that the Board of Trustees authorizes a Board Strategic Plan Work Group to review questions and insights gathered during its February Strategic Session on the question "Does the ADA Have a Proactive Long-Term Vision for Oral Health in America", and be it further

Resolved, that the Work Group be comprised of five members of the Board, along with the ADA Executive Director as a non-voting member, appointed by the President, and be it further

Resolved, that the Work Group report back at the April 2022 Board.

Project Plan DMX: Ms. Stephanie Moritz and Mr. Jordan Baugh reported on the progress of the DMX project. Digital Transformation continues to move forward post new ADA.org launch, and the RFP process to find a replacement for Aptify is underway. A new platform, which will run on top of Salesforce, will be selected in March 2022.

QMR Update: Mr. Robert Quashie and Mr. Paul Sholty summarized the fourth quarter 2021 Quarterly Management Report.

BCP Training: Mr. Jordan Baugh provided the Board with the annual overview of the status on and updates to ADA's Business Continuity Plan.

Closed Session

Closed sessions were held at various times during the February 6–9, 2022, meeting of the Board of

1 Trustees. The detailed minutes of the closed session are separately recorded; however, any non-
2 confidential actions taken by the Board are reflected in the minutes of the regular sessions of the meeting.
3

- 4 • Report of the Budget and Finance Committee
- 5 • Report of the Compensation Committee
- 6 • Closed Session of the Board of Trustees – Georgia Dental Association
- 7 • Report of the Executive Director

8

9 **Attorney-Client Session**

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11 An attorney-client session of the Board of Trustees was held on Sunday, February 6, 2022.

12

13 **Adjournment**

14

15 Without objection, the third regular meeting of the Board of Trustees adjourned *sine die* on Tuesday,
16 February 8, 2022 at 9:48 a.m. (CDST).

1
2**DRAFT Process: At-Large Members of FDI Delegation (FDI 2022 – Mumbai, India)**

Background: Per the *Organization and Rules of the Board of Trustees* change in September 2021: “The [FDI] delegation shall also have two (2) at-large delegates, nominated, and selected by the Board of Trustees who are subject matter experts on issues likely coming before the FDI delegation in any given year or who have international experience. Subject to funding, there shall be at least two alternate delegates, who are ADA members who shall be nominated and selected by the Board of Trustees. ... The ADA Executive Director, the Chief Science Officer, the Manager of International Relations, or their designee, shall be funded to attend the meetings and may be appointed to fill a vacancy as a delegate or an alternate. The at-large delegates shall have one-year terms and be eligible for reappointment up to four (4) consecutive terms. Past delegates may be appointed to a delegate position regardless of any term limit provided that at least two years have elapsed since prior service.”

This is the proposed process the ADA will use to comply with the Board Rules. This is an internal ADA governance issue (not governed by any FDI guidelines). The process should follow the ADA’s own international strategy.

DRAFT Process: At-Large Members of FDI Delegation (with dates respectively indicated for the at-large delegates to FDI 2022 – Mumbai, India)

November 2021 Drafting of possible process	Manager, International Relations (IR) and National Liaison Officer (NLO and Chair of the ADA/FDI Delegation) discuss requirements of Board Rules change and draft initial reference documents.
January 18, 2022 2022 ADA/FDI Delegation Zoom meeting	2022 ADA/FDI Delegation meets on Zoom to: <ul style="list-style-type: none"> • DETERMINE ADA INTERNATIONAL STRATEGY FOR 2022 FDI – MUMBAI <ul style="list-style-type: none"> ○ ADA/FDI Council and Committee members are present and available for discussion. ○ Delegation may go into closed session as needed. • Discuss the requirements of the <i>Board Rules</i> change and review draft reference documents for selection of At-Large members (draft criteria, scoring sheet, and scoring spreadsheet).
February 6-8, 2022 – ADA BOT	ADA Board of Trustees meets to review and approve proposed process.
February 23-25, 2022 Chicago Midwinter Meeting	ADA/FDI Leadership meet during the Chicago Midwinter Meeting (ADA President, President-Elect, Executive Director and NLO). <ul style="list-style-type: none"> • ADA is informed of 2022 FDI initiatives, priorities, and opportunities. • ADA leadership informs the delegation of useful information.
February 28 - March 7, 2022 Call for Nominations: At-Large members	Using most current information (from Chicago Midwinter Meeting), delegation does a targeted call for nominations for At-Large members. <ul style="list-style-type: none"> • Delegation reviews CVs for all applicants, scores each, and submits score sheets to Manager, IR. • Manager, IR tabulates all scores to arrive at top four candidates (two delegates and two alternates are needed). • Manager, IR informs delegation of top four candidates.
March 11, 2022 – date TBD Delegation Zoom meeting (FDI Elections)	FDI Delegation holds Zoom meeting make formal recommendations to the ADA Board of Trustees regarding: <ul style="list-style-type: none"> • Approval of new annual process and timeline for selecting At-Large members of the FDI delegation • Approval of At-Large members on the 2022 FDI Delegation

April 10-12, 2022 – ADA BOT	ADA Board of Trustees reviews and approves nominations for At-Large members of the 2022 FDI Delegation.
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DRAFT Nomination Criteria for ADA/FDI Delegation At-Large Members

Historically, successful FDI delegates have possessed the following skills and/or experience:

Criteria 1: knowledge of and/or working relationship with FDI world dental federation and/or other international non-governmental organizations related to global oral health

Example: prior service on FDI Council, Committee, Task Team, or Working Group, prior service with another non-governmental organization (ISO, HVO, etc.)

Criteria 2: Commitment to serve the FDI vision, mission and strategic plan

Example: humility when sharing ADA resources, desire to collaborate with other national dental associations in furtherance of FDI goals

Criteria 3: International relations skills

Example: respect and openness to other cultures, foreign language skills (competency/fluency), experience working or living abroad

Criteria 4: International work or volunteer experience

Example: completion of projects related to international oral healthcare (development, research, scientific review, education, teaching or lecture)