

1 **Preliminary**

2 **Approval of Agenda and Consent Items**

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

6 **B-2-2023. Resolved**, that the agenda be approved as the official order of business for the current
7 meeting of the Board of Trustees except that the President may alter the order of the agenda
8 when necessary to expedite business.

9 *Approval of Consent Calendar.* Dr. Shepley reviewed the list of proposed consent items; the following
10 report was removed from consent.

- 11 • Council on Advocacy for Access and Prevention Liaison Report (Dr. Liddell)

12
13 On vote, the consent calendar was adopted, as amended, by the Board of Trustees.

14 **B-1-2023. Resolved**, that the resolutions contained on the Consent Calendar for Board of
15 Trustees consideration be approved, as amended, and reports be filed.

16 **Approval of Minutes of Previous Sessions**

17 *Minutes of the December 12, 2022, meeting of the Board of Trustees.* The following resolution was
18 adopted (consent calendar action).

19 **B-5-2023. Resolved**, that the minutes of the December 12, 2022, meeting of the Board of
20 Trustees be approved.

21 *Minutes of the December 21, 2022, special teleconference meeting of the Board of trustees.* The
22 following resolution was adopted (consent calendar action).

23 **B-6-2023. Resolved**, that the minutes of the December 21, 2022, special teleconference meeting
24 of the Board of Trustees be approved.

25 **Reports of Standing Committees of the Board of Trustees**

26 **Report of the Audit Committee:** On behalf of the Committee, Dr. Brett Kessler, chair, presented the
27 report of the Audit Committee's January 25, 2023, meeting. The report identified major topics discussed,
28 reports received, and actions taken.

29 **Report of the Budget and Finance Committee:** On behalf of the Committee, Dr. Craig Armstrong, chair,
30 presented the report of the Budget and Finance Committee's February 4, 2023, meeting. The report
31 identified major topics discussed, reports received, and actions taken. Without objection, Resolution B-8
32 was adopted by the Board of Trustees.

33 **B-8-2023. Resolved**, that the following appropriation be made from Reserves and be allocated to
34 line items in the separately stated cost center in accordance with the terms of the supplemental
35 appropriation request for ASDA Dental School Strategy funds that were not be spent in their
36 entirety in 2022.

1 *(020-1300800 ASDA Dental School Strategy)*
2 **ASDA Dental School Strategy funds not spent in 2022 – up to \$128,278**

3 Later in the meeting, a motion was made to allow staff to move forward with the sale of the Washington,
4 DC property at 1111 14th Street NW. On vote, Resolution B-11 was adopted by the Board of Trustees.

5 **B-11-2023. Resolved**, that ADA staff are directed to engage the appropriate real estate
6 brokerage resources to market the ADA’s Washington, DC, building at 1111 14th Street NW and
7 negotiate a sale, and be it further

8 **Resolved**, that in compliance with the ADA Bylaws, in the event that the ADA receives an
9 acceptable offer to sell the building, a report with details and a request to approve the sale
10 transaction shall be presented to the Board of Trustees.

11 **Report of the Compensation Committee:** On behalf of the Committee, Dr. Richard Rosato, chair,
12 presented the report of the Compensation Committee’s February 1, 2023, meeting. The report identified
13 major topics discussed, reports received, and actions taken.

14 **Report of the Diversity and Inclusion Committee:** On behalf of the Committee, Dr. Brett Kessler, chair,
15 presented a report of the Diversity and Inclusion Committee’s February 4, 2023, meeting. The report
16 identified major topics discussed, reports received, and actions taken.

17 **Report of the Governance Committee:** On behalf of the Committee, Dr. Terry Fiddler, chair, presented
18 the report of the Governance Committee’s January 17, 2023, meeting. The report identified major topics
19 discussed, reports received, and actions taken.

20
21 **Report of the Innovation Advisory Committee:** On behalf of the Committee, Dr. Rosato presented
22 the confidential report of the Innovation Advisory Committee’s February 3, 2023, meeting. The report
23 identified major topics discussed and actions taken.

24 **Report of the Pension Committee:** On behalf of the Committee, Dr. Ted Sherwin, chair, presented
25 the report of the Pension Committee’s January 30, 2023, meeting. The report identified major topics
26 discussed, and actions taken.

27 **Direct-to-Dentist**

28 **Customer Group Presentation:** Ms. Stephanie Moritz shared an update on the Direct-to-Dentist (D2D)
29 Customer Portfolio strategies and priorities for 2023. The Direct-to-Dentist (D2D) Customer Portfolio is
30 focused on direct and indirect value and support for all dentists across all practice modes. This includes:
31 dental students and early/mid/late career dentist across all practice types, dental teams and the dental
32 industry. In Q1, D2D is focused on expanding Digital Connections through the My ADA Mobile App with
33 new career content and career assessment, evolving Dental Experiences by creating a more engaging
34 SmileCon, and innovating with our D1-D3, D4-Y4 and Early Career customers to identify opportunities to
35 optimize our current D2D portfolio as well as develop new value.

36 **Tripartite Clients**

37 **Customer Group Presentation:** Ms. April Kates Ellison provided an informative report on the activities of
38 the Direct to Tripartite Customer Group. Foundational principles that are guiding this group were co-
39 developed by participants from all three areas of the tripartite. Those principles are as follows: transparent
40 communications, inclusive culture, equity in partnership, unified member experience, innovative

1 technology and data, learning and sharing community and intentional infrastructure. Ms. Kates Ellison
2 also shared a bit about the state ED meeting that was held in January 2023. The AMS transition, app
3 progress, multi-state large group practices, SFC and changing governance strategies were amongst the
4 topics covered. Lastly, the document “Guiding Principles of Partnership Across the Tripartite” was shared
5 and may also be found on ADA Connect. Ms. Kates-Ellison further noted that a number of offerings are
6 available to the tripartite and key dental groups, such as strategic consulting, operational consulting,
7 alliance building and turnkey enablement.

8 Professional / Public

9 **Customer Group Presentation:** Dr. Dave Preble described the scope of the Professional/Public
10 customer group and its focus on impact rather than activity. He noted that while there were several
11 significant projects underway, the group will bring to the Board only the most significant programs that
12 need input from the Board. For this meeting, the two topics were the emerging issue regarding Medicare
13 as well as ongoing work on ERISA reform.

14
15 Dr. Krishna Aravamudhan provided an update on the outreach from the Medicare Administrative
16 Contractors seeking guidance on claim forms, coding and coverage determinations relating to the 2022
17 Centers for Medicare & Medicaid Services (CMS) rule that provides coverage for dental services to a
18 targeted population of individuals with medically compromised conditions like organ transplants, head and
19 neck cancer, cardiac valve replacement and valvuloplasty. She noted that the rule was implemented
20 January 1, 2023, and that the Medicare Administrator Contractors had several questions including
21 valuation of dental procedures reported using CDT codes. On vote, Resolution B-9 was adopted by the
22 Board of Trustees.

23 **B-9-2023. Resolved,** that the ADA Board of Trustees supports providing guidance to the Centers
24 for Medicare & Medicaid Services and their contractors who requested guidance regarding
25 administrative claims processing and related matters for dental procedures included in the 2022
26 CMS regulations on dental care for medically compromised individuals.

27 **Report of the Council on Dental Benefit Programs 2022-2023 Consultants:** This informational report
28 notified the Board of the appointed consultants for CDBP to serve until the close of the 2023 House of
29 Delegates (consent calendar item).

30 **Report of the Council on Dental Practice: Update on Subcommittees:** This informational report
31 notified the Board of the subcommittees the Council had established for 2023 and identified each
32 subcommittee’s purpose and members (consent calendar item).

33 **Report of the Council on Dental Practice: 2022-2023 Consultants:** This informational report notified
34 the Board of the appointed consultants for CDP to serve until the close of the 2023 House of Delegates
35 (consent calendar item).

36 Enterprise Customers

37 **Customer Group Presentation:** The Enterprise Customer Group update was presented by Mr. Jordan
38 Baugh. A number of areas of responsibility fall under this customer group, including all shared services
39 both to internal groups and subsidiaries. This includes such diverse areas as HR working on change
40 management, legal contracting for various IT services and IT considerations in other ADA contracts,
41 finance (such initiatives such as quarterly reporting and audits), Agile support teamwork, data
42 governance, robotic process automation (RPA) and MS Office 365.

43

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

3 **Subsidiaries and Affiliate Entities**

4 **Report of ADA Business Enterprises (ADABEL):** This informational report provided an update on
5 ADABEL activities (consent calendar item).

6 **Liaison Reports**

7
8 **Report of Dr. Craig Armstrong, Liaison to the American Dental Association Political Action**
9 **Committee (ADPAC):** The Board received a written informational report summarizing the January 27-29,
10 2023, ADPAC meeting. During the meeting, Dr. Armstrong addressed questions raised about term and
11 tenure of current ADPAC members as they apply to the ADPAC charter.

12 On vote, Resolution B-10 was adopted by the Board of Trustees.

13 **B-10-2023. Resolved,** that the ADA Board of Trustees directs the Governance Committee to
14 review the current ADPAC charter as adopted in August 2022, only as it applies to the current
15 ADPAC members' terms and tenures, and provide a report back to the April 2023 Board meeting
16 on any findings regarding ADPAC members' eligibility to serve.

17 **Report of Dr. Gary Oyster, Liaison to the Council on Government Affairs:** This informational report
18 summarized the January 19-21, 2023, CGA meeting (consent calendar item).

19 **Report of Dr. Rudy Liddell, Liaison to the Council on Advocacy for Access and Prevention:** The
20 Board received a written informational report summarizing the December 2022, CAAP meeting. During
21 the meeting, Dr. Liddell updated the Board of Trustees on Council discussions regarding a future funding
22 request that would be submitted for the Council's continued work on safety in dentistry.

23 **Organizational/Other**

24 **Report of the New Dentist Committee:** On behalf of the New Dentist Committee, Dr. James Lee
25 presented his report to the Board of Trustees. Dr. Lee addressed the Committee's willingness and
26 excitement amongst the new dentists to help build bridges between the next generation of dentists and
27 longer-standing ADA members.

28 **Approval of Amended 2023 Board of Trustees Meeting Dates:** On vote, Resolution B-3 was adopted
29 by the Board of Trustees.

30 **B-3-2023. Resolved,** that the following 2023 Board of Trustees meeting dates, as amended, be
31 approved:

32 February 5-7 (Sunday – Tuesday)

33 April 2-4 (Sunday – Tuesday)

34 June 11-13 (Sunday – Tuesday)

35 July 30-August 1 (Sunday – Tuesday)

36 New Board of Trustees Meeting (October 11)

37 November 15 (Wednesday)

38 ~~December 2-4 (Saturday – Monday) (Retreat and Board meeting – Location TBD)~~

39 ~~December 1-3 (Friday – Sunday) (Retreat and Board meeting – Location TBD)~~

1 and be it further

2

3 **Resolved**, that Resolution B-123-2022, approving the previous 2023 meeting dates, be
4 rescinded.

5 **Report of the Strategic Forecasting Committee to the ADA Board of Trustees:** Dr. Betsy Shapiro
6 presented this report to the Board of Trustees. Invited guest, Dr. Ron Lemmo, chair, Strategic Forecasting
7 Committee, participated in this discussion via teleconference. Prior to the presentation, Dr. Boyle, on
8 behalf of the Committee, made a motion to withdraw Resolution B-7. Without objection, Resolution B-7
9 was withdrawn.

10 **B-7. (Withdrawn)**

11 Dr. Shapiro provided an overview of the activities of the recent past, as well as an overview of the work to
12 come leading up to the 2023 House. The Board was provided with a draft of an operational guidance
13 manual that, once revised to reflect the discussion during the meeting, will be sent to all stakeholders.
14 This material, as well as planned individual meetings for each of the North, East, West and South
15 geographic regional groups, will combine to help execute on the establishment and operational plans for
16 each of these regions as they work to bring forward nominees for the various levels of volunteer input
17 outlined in the entity's structure. The overarching goal of the SFC is to deliver a report to the 2023 House
18 of Delegates that contains recommendations not only for any further refinement of the SFC structure and
19 operation, but at least a high-level review and considerations for the House regarding the mission and
20 vision of the ADA, as well as delivering some assessment of several topical areas of concern under the
21 strategic forecast. It is important to note that a communications plan is also drafted and will begin to
22 deliver audience-appropriate updates to all communities of interest.

23 **Nominations to the Give Veterans A Smile National Advisory Committee:** The Board of Trustees
24 adopted the following resolution (consent calendar action).

25

26 **B-4-2023. Resolved**, that the following individuals appointed by the President to serve on the
27 Give Veterans A Smile National Advisory Committee be approved:

28 Dr. Mark Vitale (chair)

29 Dr. Gary Oyster (ADA Trustee)

30 Dr. Karin Irani (ADA Trustee)

31 Dr. Ray Miller (Council on Governmental Affairs)

32 Dr. Brad Barnes (general member)

33 Dr. Keith Nguyen (new dentist)

34 Ms. Linda Tarrson (interprofessional member)

35 Dr. Timothy Ricks (Public Health Service dentist)

36 Mr. Adam Yang (American Student Dental Association member)

37 Dr. Maria Maranga (general member)

38 **Report of Resolutions of the Board of Trustees No Longer Confidential or Embargoed:** This
39 informational report notified the Board that the previously embargoed resolutions listed below are no
40 longer embargoed (consent calendar item).

41 *Note: The text of the resolutions presented in this report appear on page 9 in Appendix 1.*

42 **Report of the President:** Dr. Shepley reported on activities as President since the October 19, 2022,
43 meeting of the Board of Trustees.

1 **Report of the President-elect:** Dr. Edgar reported on activities of the President-elect since the October
2 19, 2022, meeting of the Board of Trustees.

3 **Report of the Executive Director:** Dr. Raymond Cohlma presented his report in closed session.

4 **Report of the Chief Operating Officer:** Mr. Robert Quashie presented an update on Current State Year
5 End 2022 to the Board of Trustees. During his report, Mr. Quashie reported that preliminary end of year
6 financial performance numbers are positive against the budget plan and forecast. Overall, dues revenue
7 is up, but nevertheless has underperformed against expectations as dental school conversion numbers
8 are stagnant and the movement of members into the active life category is accelerating. Internally, a great
9 deal of work is being done to transition to a customer group-based focus when assessing value delivery.
10 This involves a thoughtful consideration of each product/program/initiative in evaluating each items time
11 criticality, risk reduction and opportunity enablement. Alignment of the Association's goals calls for linking
12 objectives with the supporting deliverables as well as prioritizing the timeline for such delivery.

13 **Governance in Action Presentation:** Mr. Scott Fowkes and Ms. Wendy Wils facilitated a brief
14 governance training activity for the Board.
15

16 **NSF Grant for a Dental Technology Innovation Engine:** Ms. Michelle Hoffman presented a brief
17 update on the NSF grant, letting the Board know that the grant application had been submitted.

18 **Special Orders of Business/Special Appearances**

19

20 **Business Innovation Update and Opportunities:** This confidential report was presented by Mr. Jim
21 Goodman during a closed session of the Board of Trustees and contained one resolution (B-12). The text
22 of Resolution B-12-2023 was adopted in closed session and is temporarily embargoed.

23 **BCP Training:** Mr. Jordan Baugh provided the Board with the annual overview of the status on and
24 updates to the ADA's Business Continuity Plan.
25

26 **Office 365 Upgrade:** Mr. Chris Maag, senior director, Enterprise Services and Technology Architecture,
27 provided the Board with the status of Office 265 Upgrade.

Reports and Resolutions to the House of Delegates

28 **Reports and Resolutions to Reference Committee D** 29 **(Legislative, Health, Governance and Related Matters)** 30

31 **Board of Trustees Resolution 501: Bylaws Amendment to Clarify Non-Voting Members of the**
32 **House of Delegates.** The Board of Trustees voted to transmit Resolution 501 to the House of Delegates
33 with a recommendation to vote yes. (Vote: Unanimous)

34 **Closed Session**

35 Closed sessions were held at various times during the February 5-7, 2023, meeting of the Board of
36 Trustees. The detailed minutes of the closed session are separately recorded; however, any non-
37 confidential actions taken by the Board are reflected in the minutes of the regular sessions of the meeting.
38

- 39 • Report of the Executive Director
- 40 • Business Innovation Updates and Opportunities

1 **Attorney-Client Session**

2 An attorney-client session of the Board of Trustees was held on Sunday, February 5, 2023.

3 **Adjournment**

4 Without objection, the meeting of the Board of Trustees adjourned *sine die* on Tuesday, February 7,
5 2023, at 11:18 a.m. (CDST).

1 **Appendix 1: Report of Resolutions of the Board of Trustees No Longer Confidential or Embargoed**

2
3 *December 10, 2020, Board of Trustees: Report of the Advisory Committee on Annual Meetings: Annual*
4 *Meeting and House of Delegates Scheduling Recommendation.*

5 **B-146-2020. Resolved**, that the 2021 House of Delegates schedule be changed from October
6 12-15 to October 13-16, and be it further

7 **Resolved**, the staff are directed to explore and report back future House of Delegates meeting
8 dates to take place immediately prior to SmileCon as reflected in Option #2 of the December
9 2020 CAM Report.

10 *April 11-13, 2021, Meeting of the Board of Trustees: Report of the Executive Director Search*
11 *Committee.*

12 **B-42-2021. Resolved**, that the Board of Trustees consider Dr. Raymond Cohlma, the
13 recommended candidate from the Executive Director Search Committee, to be approved for the
14 Executive Director position.

15
16 *July 16-18, 2021, Meeting of the Board of Trustees: Report of the Advisory Committee on*
17 *Annual Meetings: 2023 Annual Meeting Site Relocation Recommendation.*

18 **B-78-2021. Resolved**, that the ADA Board of Trustees approve Orlando, Florida as the location
19 for 2023 SmileCon conference.

20
21 *September 12-14, 2021, Meeting of the Board of Trustees: Report of the Council on Members*
22 *Insurance and Retirement Programs: Protective Life Recommendations on ADA Members Insurance*
23 *Plans 2022 Premium Credits and Royalties.*

24 **B-103-2021. Resolved**, that the following premium credits under the ADA Members
25 Insurance Plans, as recommended by the Protective Life Insurance Company, are
26 hereby approved:

- 27
- 28 • a 33% premium credit effective January 1, 2022 for the Life Plans,
 - 29 • a 34% premium credit effective May 1, 2022 for the Disability Income Protection Plan,
 - 30 • a 45% premium credit effective February 1, 2022 for the Office Overhead
Expense Plan, and
 - 31 • a 45% premium credit effective April 1, 2022 for the Supplemental Medical Plans
32 (MedCASH Plan, Hospital Indemnity and Critical Illness Plans.)

33 **B-104-2021. Resolved**, that the following estimated ADA royalties under the ADA Members
34 Insurance Plans, as recommended by the Protective Life Insurance Company are hereby
35 approved for payment to ADA in Q1-2022:

- 36
- 37 ▪ an estimated \$4.5 million from the Life Plans,
 - 38 ▪ an estimated \$1.0 million from the Office Overhead Expense Insurance Plan, and
 - 39 ▪ an estimated \$125,000 from the Supplemental Medical Plans (i.e., MedCASH
40 Plan, Hospital Indemnity w/Extended Care Rider and Critical Illness Plans.)
 - 41 ▪ no royalty from the Disability Income Protection Insurance Plan
- 42

1 *November 30, 2021, Meeting of the Board of Trustees: Confidential Council on Members*
2 *Insurance and Retirement Programs: ADA Members Insurance Plans, Protective Life State*
3 *Regulatory Filings.*

4 **B-119-2021. Resolved**, that ADA consent to the replacement of the Great-West Life and Annuity
5 Insurance Company (“GWL&A”) Group Master Policies and Certificates of Insurance with new
6 Group Master Policies and Certificates of Insurance issued by Protective Life Insurance Company
7 and Protective Life and Annuity Insurance Company (collectively, “Protective”) (the “Replacement
8 Transaction”), and be it further

9 **Resolved**, that ADA agree to the substitution of Protective as parties to the Administrative
10 Services Agreements (for all Plans) in place of GWL&A (“Substitution”), and be it further

11 **Resolved**, that the ADA President and Executive Director be authorized, with advice of counsel,
12 to execute all such documents and agreements and undertake any other actions necessary or
13 appropriate to effectuate the Replacement Transaction and the Substitution.
14

15 *December 13, 2021, Meeting of the Board of Trustees: Report of the Standing Committee on*
16 *Budget and Finance: Proposal to Restore 401(k) Plan Match.*

17 **B-127-2021. Resolved**, that spending be approved to fund the cost of a 4% employer matching
18 contribution to the 401(k) accounts of ADA 2021 employees, and be it further

19 **Resolved**, that 4% matching contribution payments be made for employees of ADA subsidiaries
20 to ensure consistent employee benefits in compliance with plan rules.
21

22 *December 13, 2021, Meeting of the Board of Trustees: Confidential Report: SmileCon*
23 *Registration Revenue Share Policy. Note: B-113-2021 was amended by the Board at its*
24 *April 10-12, 2022, meeting. See Resolution B-29-2022 below.*

25 **B-113-2021. Resolved**, that the ADA Board of Trustees approve the following SmileCon
26 Revenue Profit Share Policy to begin in 2023:
27

28 **AMERICAN DENTAL ASSOCIATION**
29 **SMILECON™REGISTRATION REVENUE SHARE POLICY**

30 I. A share of the state dental professional registration revenue of the ADA annual meeting
31 (SmileCon) to Constituent / State Members of the ADA Tripartite, will be considered by
32 the Board of Trustees on an individual basis. The calculation will be based on registration
33 revenues of all dentists and dental team attendees from that state. However, the ADA
34 must at the very least break even after meeting expenses are paid including the payment
35 to the state. This could potentially result in a lower payment to the state than the
36 maximum calculated formula.

37 II. A Registration Revenue Share is appropriate in those instances when:
38 1. the state nominates a chair to the Committee on Local Arrangements (CLA)
39 through the Advisory Committee on Annual Meetings (CAM) to serve for two
40 years on CAM; and
41 2. the state assists in marketing SmileCon to their state members; and
42 3. the ADA is able and succeeds in holding an in person meeting; and
43 4. the payment to the state does not result in a net income loss to the ADA.

1 I. A share of the state dental professional registration revenue of the ADA annual meeting
2 (SmileCon) to Constituent / State Members of the ADA Tripartite, will be considered by
3 the Board of Trustees on an individual basis. The calculation will be based on registration
4 revenues of all dentists and dental team attendees from that state. However, the ADA
5 must at the very least break even after meeting expenses are paid including the payment
6 to the state. This could potentially result in a lower payment to the state than the
7 maximum calculated formula.

8 II. A Registration Revenue Share is appropriate in those instances when:
9 5. the state nominates a chair to the Committee on Local Arrangements (CLA)
10 through the Advisory Committee on Annual Meetings (CAM) to serve for two
11 years on CAM; and
12 6. the state assists in marketing SmileCon to their state members; and
13 7. the ADA is able and succeeds in holding an in person meeting; and
14 8. the payment to the state does not result in a net income loss to the ADA.

15 III. The Registration Revenue share will be based on the registration fees from the dental
16 professionals that attend from that state only. The formula is to be calculated on the
17 number of dentists and dental team members that register and attend SmileCon
18 multiplied by the ~~average~~* actual spend per package purchased (Dental Central, Smile
19 Pass or Platinum Package). Ten percent of the total state’s attendee registration fees will
20 be shared with the state when all conditions are met.

21 Example of Maximum Registration Revenue Share Calculation:

22 ~~Total # of Dentists from State’s x Average~~ Actual Registration Package Spend + ~~Total #~~
23 ~~of Dental Team from State’s x Average~~ Actual Registration Package Spend x 10%= Total
24 Maximum \$-Registration Revenue Share

25 *~~Average = spend per package of early, advance and onsite registration rates.~~

26
27 *April 10-12, 2022, Meeting of the Board of Trustees: Report of the Budget and Finance Committee.*

28 **B-40-2022. Resolved**, that the Budget and Finance Committee’s recommendation of the
29 Strategic Forecast concept as presented to the ADA Board of Trustees (“ADA BOT”) by the ADA
30 Executive Director on April 11, 2022 be approved, and be it further

31 **Resolved**, that the Strategic Forecast Task Force (“Task Force”), as appointed by Resolution B-
32 8-2022, be authorized to continue its work, and be it further

33 **Resolved**, that the President is authorized to add additional members, and be it further

34 **Resolved**, that no later than the June 2022 ADA BOT meeting, the Task Force report on any
35 revisions and provide House resolution(s) that would contain any and all governance changes
36 necessary to implement the resolution(s), and be it further

37 **Resolved**, that the Task Force is required to develop a communication plan for communicating
38 such recommendations to critical stakeholders, and be it further

39 **Resolved**, that this Resolution, as well as Resolution B-8-2022, be embargoed with the exception
40 of the Council on Ethics, Bylaws and Judicial Affairs until the resolution(s) received from the Task
41 Force are approved by the ADA BOT.

1 *October 19, 2022, Meeting of the Board of Trustees: Confidential Report of Council on Members*
2 *Insurance and Retirement Programs.*

3 **B-114-2022. Resolved**, that the following premium credits under the ADA Members Insurance
4 Plans, as recommended by Protective Insurance Company, are hereby approved:

- 5 ▪ a 32% premium credit effective January 1, 2023 for the Life Plans,
- 6 • a 31% premium credit effective May 1, 2023 for the Disability Income Protection Plan,
- 7 • a 45% premium credit effective February 1, 2023 for the Office Overhead
8 Expense Plan, and
- 9 • a 45% premium credit effective April 1, 2023 for the Supplemental Medical Plans
10 (MedCASH, Hospital Indemnity w/Extended Care Rider and Critical Illness Plans)

11 and be it further

12 **Resolved**, that this Resolution be embargoed until December 15, 2022.

13 **B-115-2022. Resolved**, that the following estimated ADA royalties under the ADA Members
14 Insurance Plans, as recommended by Protective Insurance Company, are hereby approved
15 for payment to ADA in Q1-2023:

- 16 ▪ an estimated \$4.2 million from the Life Plans,
- 17 ▪ an estimated \$1.0 million from the Office Overhead Expense Insurance Plan,
- 18 ▪ an estimated \$120,000 from the Supplemental Medical Plans (MedCASH,
19 Hospital Indemnity w/Extended Care Rider and Critical Illness Plans), and
- 20 ▪ no royalty from the Disability Income Protection Insurance Plan

21 and be it further

22 **Resolved**, that this Resolution be embargoed until December 15, 2022.