

1 **AMERICAN DENTAL ASSOCIATION**
2 **MINUTES OF THE SPECIAL TELECONFERENCE MEETING OF THE ADA BOARD OF TRUSTEES**
3 **WEDNESDAY, MARCH 22, 2023**
4

5 **Call to Order:** The special session of the Board of Trustees of the American Dental Association was called to
6 order by Dr. George R. Shepley, president, on Wednesday, March 22, 2023, at 6:00 p.m., Central Standard
7 Time. The teleconference call was called in accordance with the provisions of the *Organization and Rules of*
8 *the Board of Trustees.*
9

10 **Roll Call:** Officers and members of the Board of Trustees: George R. Shepley, Linda J. Edgar, Mark E.
11 Bronson, David J. Manzanaras, W. Mark Donald, Ted Sherwin, Raymond A. Cohlmiia, Craig S. Armstrong,
12 James M. Boyle, Brendan Dowd, Terry Fiddler, Frank J. Graham, John E. Hisel Jr., Karin Irani, Brett Kessler,
13 James E. Lee, Chad R. Leighty, Rudolph T. Liddell, Marshall H. Mann, Randall C. Markarian, Michael D.
14 Medovic, Scott L. Morrison, Gary D. Oyster, Richard J. Rosato, and Michele M. Tulak-Gorecki.
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16 Following the roll call, Dr. Donald announced that a quorum was present.
17

18 The following ADA staff were in attendance: Judi Fleeks, chief human resources officer; Scott Fowkes,
19 general counsel; Robert Quashie, chief operating officer; Betsy Shapiro, chief of governance and strategy
20 management; Cathryn Albrecht, senior associate, general counsel; Michelle Kruse, director, Administrative
21 Services; Jodi Baldwin, manager, Board and House Matters; and Kyle Smith, manager, House of Delegates.
22

23 Others in attendance for the meeting were Mr. Stewart Gill, partner, Jackson Hole Group.
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25 Before consideration of business Dr. Shepley called attention to the ADA Confidentiality Statement and the
26 ADA Disclosure Policy included on the meeting agenda and the requirement to disclose any conflicts of
27 interest. No conflicts were disclosed at this time.
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29 **Report of the Compensation Committee:** A portion of the report of the Compensation Committee's March
30 22, 2023, meeting was presented in open session by Dr. Rosato, Committee chair. Dr. Rosato called on
31 Dr. Cohlmiia to give a brief summary of his Executive Director Goals.
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33 The balance of the Committee's report was presented in a closed session.
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35 In open session, Resolution B-29 was adopted by the Board of Trustees.
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37 **B-29-2023. Resolved,** that Dr. Cohlmiia receive a two-part bonus for his service to the ADA in 2022,
38 (1) in the amount of 16% of his annual salary (\$96,750) for his incentive plan results; and (2) an
39 additional amount of \$23,250 (4%) in recognition of his outstanding service, for a total bonus
40 percentage of 20% of his 2022 annual salary, and be it further
41

42 **Resolved,** that Dr. Cohlmiia receive a pay raise for 2023 in the amount of 4% of his 2022 salary, for
43 an adjusted total annual salary of \$624,000.
44

45 **Adjournment:** Without objection, the special session of the Board of Trustees adjourned at 7:12 p.m. Central
46 Standard Time.