

1 *Approval of Consent Calendar.* Dr. Shepley reviewed the list of proposed consent items. Without
2 objection, the following resolution was adopted.

3
4 **B-133-2022. Resolved**, that the resolutions contained on the Consent Calendar for Board of Trustees
5 consideration be approved and reports be filed.

6 **Approval of Minutes of Previous Sessions.** The Board of Trustees adopted the following resolutions
7 (consent calendar actions).

8
9 **B-142-2022. Resolved**, that the minutes of the October 19, 2022, meeting of the Board of Trustees
10 be approved.

11
12 **B-143-2022. Resolved**, that the minutes of the November 14, 2022, Special Telephonic Meeting of
13 the Board of Trustees be approved.

14 15 16 **Reports of Standing Committees of the Board of Trustees**

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

21
22 *Request for Amendments to the Audit Committee Charter.* Dr. Fiddler moved Resolution B-138 with the
23 Committee's recommendation to adopt; on vote, Resolution B-138 was adopted by the Board of Trustees.

24
25 **B-138. Resolved**, that the duties of the Audit Committee enumerated in the Audit Committee charter
26 as numbers 15 and 16 be revised as follows (additions underscored, deletions ~~stricken~~):

27 15. With the guidance and advice of the General Counsel, annually review the adequacy of ~~Annually~~
28 ~~review the Association's Whistleblower Policy, and treatment of complaints received through the~~
29 ~~policy.~~

30 16. Monitor the status of ~~Review~~ any complaints received ~~that have~~
31 ~~been received and monitor their status and resolution.~~ The General Counsel and others as
32 deemed necessary shall notify the Committee of any complaints ~~submit submissions~~
33 ~~received through~~ under the Whistleblower Policy ~~to the Committee~~ as soon as reasonably
34 possible upon receipt.

35
36 *Give Veterans A Smile Charter.* Dr. Fiddler moved Resolution B-139 with the Committee's
37 recommendation to adopt. The Board adopted Resolution B-139 as follows.

38
39 **B-139-2022. Resolved**, that the ADA Board of Trustees adopts the Give Veterans A Smile (GVAS)
40 Charter as follows:

41
42 **Give Veterans A Smile National Advisory Committee:** The Give Veterans A Smile National
43 Advisory Committee ("GVAS") shall be an advisory committee to the ADA's Department of
44 Corporate Social Responsibility and Philanthropy (the "Department").

45
46 *Composition.* The GVAS shall be composed of not fewer than 5 and not more than 11
47 members, with at least one member from each of the following: New Dentist representative,
48 Council on Governmental Affairs representative, interprofessional member with veteran's
49 affairs experience (i.e., non-dental member), and a Public Health Service dentist. In addition,
50 at least one but no more than two members shall be current members of the ADA Board of

1 Trustees. All GVAS members shall have the right to vote.

2
3 *Appointment.* GVAS members shall be appointed by the ADA President with the approval of
4 the ADA Board of Trustees. Suggestions for appointment may be made by the Department, by
5 the Committee itself, and by individual Board members.

6
7 *Term and Tenure*^{*}. The terms of service for members of GVAS who are members of the ADA
8 Board of Trustees shall be one year, renewable as long as the member remains a member of
9 the Board. Non-Board members shall serve one (1) term of four (4) years and shall be
10 staggered in such a manner that two (2) members will complete their terms each year except
11 every fourth year when remaining members shall complete their terms.

12
13 *Vacancies.* In the event of a vacancy among the general members, the President shall
14 appoint a new member of the committee who shall possess similar demographic
15 characteristics as the vacating member to serve the remaining unexpired term of the vacated
16 position. Any general member filling a vacancy that results in a term that is fifty (50) percent
17 or less of a full four (4) year term shall be eligible to serve one additional four (4) year term as
18 a general member.

19
20 A vacancy among the ADA Board-affiliated members shall be filled by appointment of the
21 President from the then-current members of the ADA Board for the remainder of the vacated
22 term.

23
24 *Chair.* The GVAS shall select its own chair, with the exception of the inaugural year, for which
25 the President shall appoint a chair. The chair has the right to vote. The term of the chair shall
26 be one year, with the option to be re-elected for a second year.

27
28 *Meetings.* The GVAS shall meet as often as necessary to address the workload, but at a
29 minimum of twice a year. When practical, the GVAS shall meet by conference/video call.

30
31 *Duties.* The GVAS shall be responsible for providing strategic advice to the Department with
32 respect to matters of concern in the provision of care for veterans. GVAS may engage
33 consultants as necessary to fulfill its duties.

34
35 *Reports.* The Department shall provide reports to the Board of Trustees on an annual basis at
36 a minimum and will include in such reports input received from GVAS.

37
38 and be it further

39
40 **Resolved**, that the Governance Committee is authorized to place the GVAS charter in the
41 *Organization and Rules of the Board of Trustees*.

42
43 **Report of the Diversity and Inclusion Committee.** On behalf of the Committee, Dr. Brett Kessler, chair,
44 presented the report of the Diversity and Inclusion Committee. The report identified major topics discussed,
45 reports received, and actions taken. Dr. Kessler moved the Resolution B-140.

46
47 **B-140. Resolved**, that in response to recent allegations of racism by the University of Illinois-Chicago
48 College of Dentistry's (UIC) the Board's Standing Committee on Diversity and Inclusion collaborate

* For the inaugural GVAS non-board members, subject to the size of the GVAS group, the initial term of service shall be identified by lottery, with two (2) members serving one-year terms, two (2) members serving two terms, two (2) members serving three-year terms and, if necessary, any remaining non-board members serving full four (4) year terms. For those selected to serve an initial term that is fifty (50) percent or less of a full four (4) year term shall be eligible to serve one additional four (4) year term as a general member.

1 with organizations represented by the Diversity Summit Presidents' Group to develop a statement
2 supporting diversity and inclusion, and be it further
3

4 **Resolved**, that actionable support and resources be provided to students, faculty and surrounding
5 communities affected by the allegations, and be it further
6

7 **Resolved**, that the Committee on Diversity and Inclusion present the statement to the Board for its
8 approval and report back to the February Board on actions taken to support affected communities.
9

10 Resolution B-140 was considered and adopted as amended by the Board of Trustees as follows.
11

12 **B-140-2022. Resolved**, that in response to recent allegations of racism by the University of Illinois-
13 Chicago College of Dentistry's (UIC) the Board's Standing Committee on Diversity and Inclusion
14 collaborate with organizations represented by the Diversity Summit Presidents' Group to develop a
15 statement supporting diversity and inclusion, and be it further
16

17 **Resolved**, that actionable support and resources be provided to students, faculty and surrounding
18 communities affected by the allegations, and be it further
19

20 **Resolved**, that the Committee on Diversity and Inclusion present the statement to the Board for its
21 approval and report back to the February Board on actions taken to support affected communities,
22 and be it further
23

24 **Resolved**, that an initial statement be made and approved by the Board by December 21, 2022, and
25 posted on ADA.org.
26
27

28 Professional/Public

30 Report of the Vice President, Practice Institute, Request for Contingency Funding from 2022 to 2023:

31 The Board of Trustees adopted the following resolution (consent calendar action).
32

33 **B-135-2022. 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 research on the implications of advocating for adult dental benefits to be
36 classified as "Essential Health Benefit" under federal and state health policy, that could not be
37 completed in 2022 so that the project can be completed in 2023.
38

39 Practice Institute
40 (Cost Center 020-1500-100)
41

42 Research on the implications of advocating for adult dental benefits to be classified as "Essential
43 Health Benefit" under federal and state health policy not completed in 2022 – up to \$80,000
44
45

46 Organizational/Other

47
48 **Appointments to Fill Vacancies on the Strategic Forecasting Committee:** The Board of Trustees adopted
49 the following resolution (consent calendar action).
50

51 **B-136-2022. Resolved**, that Dr. Thomas Paumier, Seventh District, be appointed to serve as a North
52 Geographic Trustee District Region representative on the Strategic Forecasting Committee until

1 adjournment *sine die* of the 2023 House of Delegates to fill the vacancy resulting from the resignation
2 of Dr. Rachel Hymes, Sixth District, and be it further
3

4 **Resolved**, that Dr. James Galati, Second District, be appointed to serve as an East Geographic
5 Trustee District Region representative on the Strategic Forecasting Committee until adjournment *sine*
6 *die* of the 2023 House of Delegates to fill the vacancy resulting from the resignation of Dr. Justin
7 Norbo, Sixteenth District.
8

9 **Report of the New Dentist Committee, Member Appointment to Strategic Forecasting Committee.** The
10 Board of Trustees adopted the following resolution (consent calendar item).
11

12 **B-137-2022. Resolved**, that Dr. Daniel Hall, South Carolina, be appointed to serve as the new dentist
13 representative on the Strategic Forecasting Committee for a two-year term which begins immediately
14 and concludes at the adjournment *sine die* of the 2024 House of Delegates.
15

16 **Appointment of Fill Vacancy on the New Dentist Committee:** The Board of Trustees adopted the following
17 resolution (consent calendar action).
18

19 **B-141-2022. Resolved**, that Dr. Camryn R. Bryant, Arkansas, be appointed to serve as the Twelfth
20 District Representative on the New Dentist Committee until the close of the 2023 House of Delegates
21 to fill the vacancy resulting from the resignation of Dr. Daryn L. Lu, Oklahoma.
22

23 **Report from the National Liaison Officer (NLO) 2022 FDI and International Relations Actions:** Dr. Daniel
24 Klemmedson, National Liaison Officer; Dr. Marcelo Araujo, chief science officer; and Ms. Genevieve Koester,
25 manager, International Relations; joined the meeting via Zoom to present this informational report to the
26 Board of Trustees.
27

28 **Report of the ADA President:** Due to time constraints, Dr. Shepley announced that he would forgo the
29 presentation of his report to the Board of Trustees at this meeting.
30

31 **Report of the ADA President-elect:** Due to time constraints, Dr. Edgar announced that she would also forgo
32 presentation of her report to the Board of Trustees at this meeting.
33

34 **Report of the Executive Director:** Dr. Ray Cohlmiia delivered his report to the Board of Trustees. Invited
35 guest, Dr. Ron Lemmo, chair, Strategic Forecasting Committee, participated telephonically to present portions
36 of this report. Dr. Cohlmiia provided the Board with membership and financial updates and provided his own
37 progress update on 2023 goals. Dr. Ron Lemmo and Dr. Cohlmiia presented a Strategic Forecasting General
38 Implementation Plan to the Board of Trustees.
39

40 Immediately prior to this meeting, the Board participated in a two-day retreat. At its retreat, Dr. Steven
41 Shepard, Shepard Communications Group, facilitated a discussion on developing a “Why” statement with the
42 Board of Trustees. Building from this work, and following discussing during the Board meeting, the following
43 resolution was adopted by the Board of Trustees.
44

45 **B-145-2022. Resolved**, that the following why statement of the Board of Trustees be adopted:
46

47 “We Make People Healthy”
48

49 and be it further
50

51 **Resolved**, that this statement be communicated to the Strategic Forecasting Committee for its
52 consideration as it reviews the mission and vision statements of the American Dental Association,
53

1 and be it further
2

3 **Resolved**, that this Resolution be embargoed until January 11, 2022.
4
5

6 **Special Orders of Business/Special Appearances**
7

8 **Medical Loss Ratio Presentation.** Mr. Mike Graham, senior vice president, Government and Public Affairs,
9 delivered a report on recent Medical Loss Ratio campaign victory in Massachusetts.
10

11
12 **New Business**
13

14 **Appointment to Fill Vacancy on the Board Standing Committee on Budget and Finance.** The following
15 resolution was adopted by the Board of Trustees.
16

17 **B-144-2022. Resolved**, that the appointment of Dr. Ben Youel, Illinois, to serve as a House of
18 Delegates member to the Board of Trustees' Standing Committee on Budget and Finance, as made
19 by the President, be approved.
20

21
22 **Adjournment**
23

24 Without objection, the second regular meeting of the Board of Trustees adjourned *sine die* on Monday,
25 December 12, 2022, at 11:14 a.m., Eastern Standard Time.