2025 UPDATED INDEX

COMMITTEE A (BUSINESS, MEMBERSHIP AND ADMINISTRATIVE MATTERS)

Resolution/ Report	Title	Sponsor	Page
*201	Establishment of a Task Force to Study the Creation of a Committee of the House of Delegates on Budget	Strategic Forecasting Committee	2000
**203	Establishing the National Union of ADA Employed Dentists (NUAED) to Promote Workplace Protections, Ethics and Professional Support	Dr. Steven Saxe, delegate, Nevada	2003
**208	Strengthening Financial Oversight and Accountability of the ADA Board of Trustees	Dr. Steven Saxe, delegate, Nevada	2007
+*217	Amendment of ADA Policy on Posting of Financial Information	Board of Trustees	2010

^{*}Material Posted on May 2
**Material Posted on July 1
+*Material Posted on August 6

Resolution No. 201 New					
Report: N/A	Date Submitted: April 2025				
Submitted By: Strategic Forecasting Committee					
Reference Committee: A (Business, Membership and Administr	rative Matters)				
Total Net Financial Implication: None	Net Dues Impact:				
Amount One-time: Amount On-going:					
ADA Strategic Forecast Outcome: None					
ESTABLISHMENT OF A TASK FORCE TO STUDY THE CREATION OF A COMMITTEE OF THE HOUSE OF DELEGATES ON BUDGET Background: The Strategic Forecasting Committee (SFC) is responsible for evaluating ADA programs in					
order to assist the Board of Trustees (BOT) in prioritizing budget ex approved by the House of Delegates (HOD). Additionally, the SFC is sustainability model for the ADA. Both of these duties require some budgeted expenses for all programs as well as outcome measures revenue and expense projections are to be distributed to the SFC v (FOP). Additionally, long-term future revenue and expense projection enable formation of a sustainability model.	s charged with building a knowledge and understanding of related to each program. Budget ia a quarterly Financial Operating Plan				
Over the last two years the SFC has requested financial information projections as well as reserve spending. None of these requests we fulfilling its responsibilities to the HOD.					
The SFC feels there has been a lack of transparency and collaboration from the BOT with the SFC related to the budget. The SFC pledged to the HOD that if the SFC felt that what was promised to the HOD was not delivered, the SFC would take action and make recommendations for change. Therefore, the SFC feels the creation of a committee of the HOD related to development and oversight of the operating budget and reserve spending would foster better collaboration between the BOT and HOD related to the finances of the Association. It would also enable shared responsibility and accountability for the financial wellbeing of the ADA without hindering daily operations of the Association.					
Resolution					
201. Resolved, that a task force be convened to study the created House of Delegates on Budget, and be it further	ation of a standing committee of the				
Resolved, that the duties of the standing committee would included budget and spending from ADA reserves, and be it further	lude oversight of the ADA operating				
Resolved, that the task force be appointed by the President are including two representatives each from the Strategic Forecast Trustees; the ADA Treasurer; President or President-elect; and further	ting Committee and the Board of				
Resolved, that the task force shall meet electronically and rep to the 2026 House of Delegates.	ort its findings and recommendations				

- 1 BOARD COMMENT: The Board appreciates the Strategic Forecasting Committee's (SFC) desire to gain
- 2 increased knowledge of the Association's finances as it relates to making informed recommendations for
- 3 a strategic forecast.
- 4 As noted in the *Manual of the House of Delegates*, Standing Committees of the House of Delegates,
- 5 Strategic Forecasting Committee, the duties of the SFC are to periodically review and propose revisions
- 6 to the mission and vision statements of the American Dental Association, to collaborate with the Board of
- 7 Trustees in setting the strategic direction of the Association in alignment with the Association's vision and
- 8 mission statements, to elect a chair of the Strategic Forecasting Committee and to annually provide to the
- 9 House of Delegates a report on the Strategic Forecasting Plan, including the progress of each of the
- strategic initiatives of the American Dental Association to achieve and confirm the progress for the current
- 11 five-year vision.
- 12 The Board can certainly understand the frustration regarding the reporting of the financial status of the
- 13 Association and the Board feels as though decisions were made based on the best available information
- 14 at the time, always with the Association's best interests in mind. The Board feels that increased
- transparency regarding our financial status is due to all our members, not only a committee. To that end,
- 16 the Board feels resources are better expended in the Board fulfilling this commitment, rather than adding
- 17 an additional task force and study. The Board would also like to note that in the spirit of partnership and
- 18 collaboration, the Board has already taken meaningful steps by adding two members of the SFC to the
- 19 Board's Finance Committee. We remain committed to our collaboration and increased transparency with
- 20 the SFC and all our members.

21 BOARD RECOMMEDATION: Vote No.

22 Vote: Resolution 201

BERG	Yes	DOWD	No	KNAPP	No	STUEFEN	No
BOYLE	No	GRAHAM	No	MANN	No	TULAK-GORECKI	No
BROWN	No	HISEL	No	MARKARIAN	No	WANAMAKER	Yes
CAMMARATA	No	HOWARD	Yes	MERCER	No		
CHOPRA	No	IRANI	Yes	REAVIS	No		
DEL VALLE-SEPÚLVEDA	No	KAHL	No	ROSATO	Yes		

Resolution No. 203

Report: N/A	Date Submitted: 04/03/2025					
Submitted By: Dr. Steven Saxe, delegate, Nevada						
Reference Committee: _ A (Business, Membership and Administrative Matters)						
Total Net Financial Implication: \$300,000	Net Dues Impact: \$3.00					
Amount One-time: Amount On-going: _						
ADA Strategic Forecast Outcome: Tripartite: Promote Tripartite stability, success, and future growth.						
ESTABLISHING THE NATIONAL UNION OF ADA EMPLOYED DE WORKPLACE PROTECTIONS, ETHICS, AND PROF						
The following resolution was submitted on Thursday, April 3, 2025, b Nevada.	oy Dr. Steven Saxe, delegate,					
Background: The structure of the dental workforce is rapidly evolving. This resolution does not propose a feasibility study but rather the formal establishment of a voluntary, member-based union. A task force would be appointed solely to oversee legal compliance and implementation logistics. A significant and growing percentage of new dentists begin their careers as employees in large group practices, DSOs, community health centers, and other institutional settings. In recent years, over 25% of new graduates reported affiliating with DSOs within their first year of practice (1).						
Despite this shift, the American Dental Association (ADA) currently offers no formal structure through which employed dentists can collectively advocate for their professional rights (7), negotiate employment terms, or defend their ethical standards. Other healthcare professionals—including physicians, mental health specialists, nurses, and even employed dentists in public systems—have long benefited from union representation through organizations like the Union of American Physicians and Dentists (UAPD), SEIU-UHW, and the National Union of Healthcare Workers (2)(5)(6).						
This resolution proposes the creation of the National Union of ADA Employed Dentists (NUAED), a voluntary, ADA-affiliated union for employed dentists. Membership in the NUAED would be optional and available only to ADA members. Employers—including private practice owners—would not be required or encouraged to hire union-affiliated dentists. The union would exist solely to serve employed dentists who voluntarily choose to join, protecting their rights while avoiding undue pressure on any practice model.						
The NUAED would offer valuable services such as legal and contract led professional guidance, and—where legally permitted—salary an include professional advocacy (such as support during employment and ethical and workplace support (such as guidance on navigating directives, or workplace discrimination), modeled after protections of the Union of American Physicians and Dentists (UAPD) and the Nat (NUHW). The union would be established in full compliance with the antitrust guidelines, and association law (3)(4). Legal counsel will be ensure appropriate structural separation between the ADA and the Natice allowing for collaboration in infrastructure and support. To guid group shall be formed under the Board of Trustees to support NUAE	d benefit negotiations. These services disputes or internal investigations) production pressure, unethical ffered by healthcare unions such astional Union of Healthcare Workers e National Labor Relations Act, FTC e retained during development to NUAED, as required to prevent liability de this process, an implementation					

New

- 1 compliance with legal and structural requirements. This group will assist with execution and deliver a
- 2 progress update to the 2026 House of Delegates.
- 3 After the implementation cost, the NUAED would be self-funded through voluntary union dues or
- 4 participation fees paid by its members, in compliance with federal antitrust and labor laws, including the
- 5 FTC's guidance for associations and the National Labor Relations Act. With the exception of the
- 6 implementation costs, no ADA dues or general association funds will be used to subsidize its operations.
- A separately elected board of directors, composed of NUAED members, would govern the union's
- 8 operations and assume legal and fiduciary responsibility independent from ADA governance.
- 9 Organized dentistry cannot remain silent while early-career dentists face increasing workplace stress,
- 10 loss of autonomy, or retaliation for speaking up. A dedicated union is not only legal—it is overdue. It is
- also a meaningful response to the concerns of a generation of dentists who have increasingly
- 12 disconnected from organized dentistry. Recent surveys and membership trends show that even when
- 13 free or discounted ADA memberships are offered, some new dentists decline to join because they do not
- 14 see sufficient value (1). Providing legal and workplace protections through union representation may
- 15 become one of the most powerful incentives the ADA can offer its employed members.
- 16 This union would provide the ADA with a generational bridge to younger dentists—offering something no
- 17 employer or DSO can: an independent professional structure focused on dentists' rights, ethics, and long-
- term well-being. Wider adoption of NUAED membership may also contribute to a healthier practice culture
- 19 across the profession by promoting transparency, ethics, and professionalism in employee-employer
- 20 relations—without imposing mandates on employers.
- 21 By sponsoring this effort and ensuring it operates within federal law, the ADA demonstrates that it is
- 22 willing to evolve—protecting not just the profession, but the professionals who carry it forward.

23 References:

- Dentists of Tomorrow 2023: An Analysis of the Results of the ADEA 2023 Survey of U.S. Dental
 School Seniors Istrate, ADEA, 2023 https://www.adea.org/home/publications/research-and-data/dental-school-seniors/dentists-of-tomorrow-2023
- 27 2. Union of American Physicians and Dentists (UAPD) www.uapd.com
- National Labor Relations Act Summary NLRB, 2024 https://www.nlrb.gov/guidance/key-reference-materials/national-labor-relations-act
- 4. FTC Guide to Antitrust Laws Federal Trade Commission, 2024 https://www.ftc.gov/advice-guidance/competition-guidance/guide-antitrust-laws
- 32 5. National Union of Healthcare Workers (NUHW) https://nuhw.org
- 33 6. SEIU-United Healthcare Workers West (SEIU-UHW) https://www.seiu-uhw.org/
- 34 7. ADA Policy, Statement on Employment of a Dentist (*Trans*.2013:353; 2018:357; 2019:251)

35 Resolution

- 203. Resolved, that the American Dental Association shall establish the National Union of ADA
 Employed Dentists (NUAED) as a voluntary, membership-based union available to any employed dentist who is also a member of the ADA, and be it further
- Resolved, that the NUAED shall operate in full legal compliance with applicable labor, antitrust, and association law, with legal oversight guiding its structure and separation from ADA governance, and be it further
- Resolved, that participation in NUAED shall be optional and no employer, including private practices, shall be required or expected to hire union-affiliated dentists, and be it further

Reference Committee A

Resolved, that the NUAED shall provide member services including legal and contract review; professional advocacy (such as support during employment disputes or internal disciplinary actions); ethical and workplace support (such as guidance on production pressure, discrimination, or unethical directives); and—where legally permitted—participation in salary and benefit negotiations, and be it further

Resolved, that excluding implementation costs, the NUAED shall be financially self-sustaining, funded exclusively through voluntary union dues or participation fees paid by its members, and structured in compliance with federal antitrust and labor laws, including the FTC's association guidance and the National Labor Relations Act, with no ADA dues or general association funds used to subsidize its operations, and be it further

Resolved, that the NUAED shall be governed by an independent board of directors elected by its members, and that this board shall be responsible for ensuring the union's legal compliance, member services, and operational integrity, in accordance with all applicable laws and its own bylaws, and be it further

Resolved, that the Board of Trustees shall designate a temporary implementation group to support the development of the NUAED and deliver a progress update to the 2026 House of Delegates, and be it further

Resolved, that this union shall serve as a benefit-driven support system to help employed dentists protect their rights and elevate standards of professionalism across all practice settings.

BOARD COMMENT: The Board of Trustees (BOT) acknowledges the sentiment expressed in the resolution and appreciates the thoughtful concept brought forward for consideration as we all strive to increase member value. The Board wishes to note that this request specifically pertains to a union of employee dentists which would collectively bargain with their employers for employee's professional employment rights, negotiate wage and other employment terms, or defend their ethical standards and is not meant to negotiate reimbursement rates or other terms with third party payers or other third parties. In this context, the Board believes that conceptually the ideas expressed in this resolution may have merit, but several unanswered questions remain in order to arrive at an educated assessment on whether ADA members are best served by the ADA using its resources to implement the intent of this resolution. For example:

- How would the ADA handle potential conflict issues between an ADA member employed dentist and an ADA member employer dentist who may own or control a practice?
- Regarding the conflict issue, would there still be an indirect association between the ADA and the
 union after formation, even if the ADA would not control the union, given that the ADA helped to
 form the union and only ADA members could join the union?
- Could membership in the union be restricted to ADA members only? Would there be any consequences if the independent union's board were to decide that members of the union no longer need to maintain ADA membership, or take positions inconsistent with ADA policy?
- How many dentists already participate in Union of American Physicians and Dentists (UAPD)?
 Would it be better for an entity other than the ADA to support formation of the proposed union?
- How would the ADA proactively educate member dentists to ensure that members who are employers cannot discriminate against employee colleagues based on union participation?
- Could dentists who are employees but supervise hygienists, dental assistants or others be eligible for membership in the union?
- What would be a reasonable estimate of the costs of implementing this resolution?

Aside from these questions, the Board recognized that input from the New Dentist Committee and ADA member dentists early in their career was not available at the time of discussion of this resolution. Input

- 1 from a specialized labor attorney and/or a labor union consultant is also required to answer many of the
- 2 questions about forming a union and then separating from the ADA, including how to immunize the ADA
- from any anti-trust scrutiny even if ADA's role is to only support initial establishment of an entity to
- 4 organize a union.
- 5 For these reasons, the Board requests the House to consider referring this resolution to the appropriate
- 6 ADA agency for further evaluation.

7 **BOARD RECOMMENDATION: Vote Yes on Referral.**

Vote: Resolution 203

BERG	Yes	DOWD	Yes	KNAPP	Yes	STUEFEN	Yes
BOYLE	Yes	GRAHAM	Yes	MANN	Yes	TULAK-GORECKI	Yes
BROWN	Yes	HISEL	Yes	MARKARIAN	Yes	WANAMAKER	Yes
CAMMARATA	Yes	HOWARD	Yes	MERCER	Yes		
CHOPRA	Yes	IRANI	Yes	REAVIS	Yes		
DEL VALLE-SEPÚLVEDA	Yes	KAHL	Absent	ROSATO	Yes		

	Resolution No. 208	New				
	Report: N/A	Date Submitted: 04/04/2025				
	Submitted By: Dr. Steven Saxe, delegate, Nevada					
	Reference Committee: A (Business, Membership and A	dministrative Matters)				
	Total Net Financial Implication: \$900,000	Net Dues Impact: \$9.00				
	Amount One-time: Amount On-	going:				
	ADA Strategic Forecast Outcome: Tripartite: Achieve a sta	able and successful Tripartite.				
1 2	STRENGTHENING FINANCIAL OVERSIGHT AND ACTUSTEES	COUNTABILITY OF THE ADA BOARD OF				
3	The following resolution was submitted on Friday, April 4, 2	025, by Dr. Steven Saxe, delegate, Nevada.				
4 5 6 7 8	standards, as outlined in <i>Common Ground 2025: ADA Strategic Plan</i> , which establishes as a core finance objective that "the ADA will be financially sustainable" and sets a target that "total unrestricted reserves					
9 10 11 12 13 14 15 16 17	Recent developments have raised serious concerns about the Trustees. According to the Treasurer Update released on March 2022 to \$63 million expenditures over three years that substantially reduced the pursued a series of venture-style investments in startups are pose significant financial risk and lack public transparency (news/2024/march/ada-invests-in-two-companies/). Finally, ADA Forsyth Institute, occurred after several years of multi-documented in public IRS filings (https://projects.propublication.org/	May 9, 2025, ADA cash and reserves declined in by April 2025, reflecting \$142 million in e Association's reserves. The ADA has also and newer companies, which, while innovative, https://adanews.ada.org/ada-the acquisition of the Forsyth Institute, now the million-dollar operating deficits, as				
18 19 20 21 22 23	The sharp decline has prompted scrutiny of expenditures, in ADA President and Chief Economist, documented in a Link (https://www.linkedin.com/posts/dr-brett-kessler-a390591 to activity-7274912824806510592-IzDW). Additional concerns Hawaii (December 3, 2023) and Santa Fe, New Mexico (Jar recorded a low number of working hours relative to the over	edIn post from May 2024 headventurecontinues-anythingspossible- s stem from Board of Trustees retreats in huary 10, 2025), where ADA meeting minutes				
24 25 26	Continued financial mismanagement risks jeopardizing the trust, weakening the Association's credibility as the national advocate effectively for the profession.					
27 28 29 30 31 32	Governance reforms similar to those proposed here have be organizations to reduce discretionary spending, increase transmitted American Hospital Association (AHA) reports that virtual be reduce travel-related costs, noting that "many boards report transition time" (<i>The Pathway Back to the Boardroom</i> , AHA					

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- 1 droom.pdf). Similarly, BoardEffect highlights that nonprofit boards "can expect to reduce their expenses
- 2 for travel, meeting rooms, printing costs, and time" by implementing virtual platforms for meetings and
- 3 materials (https://www.boardeffect.com/blog/the-value-of-virtual-board-meetings-for-a-nonprofit).
- 4 IdealsBoard reinforces this trend, stating that virtual board meetings "eliminate travel costs... increase
- 5 participation... and strengthen accountability through more consistent attendance"
- 6 (https://idealsboard.com/virtual-board-meetings/). These practices reflect a broader shift among leading
- 7 member-based organizations toward efficient, technology-enabled governance—an approach the ADA
- 8 should adopt to better fulfill its fiduciary duties and protect member resources.
- This resolution seeks to restore strong fiduciary stewardship, require transparent reporting, establish costsaving policies, and rebuild trust in the financial operations of the ADA.

11 Resolution

- 208. Resolved, that Chapter III. HOUSE OF DELEGATES, Section 70. SESSIONS, of the ADA
 Bylaws be amended as follows (additions underlined, deletions stricken through):
- 14 Section 70. SESSIONS.
 - A. ANNUAL MEETING. The House of Delegates shall meet annually pursuant to an official call as required by the Governance Manual.
 - B. SPECIAL SESSIONS. A special session of the House of Delegates shall be called upon the request of the Board of Trustees or the House of Delegates in accordance with the procedures set forth in the Governance Manual.
 - C. VIRTUAL SESSIONS. The House of Delegates shall convene three additional regular sessions each year using a secure virtual platform, scheduled in accordance with procedures outlined in the Governance Manual.
- 23 and be it further

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- **Resolved**, that Chapter III. HOUSE OF DELEGATES, Section A.1. of the *Governance Manual* be amended as follows (additions <u>underlined</u>, deletions <u>stricken through</u>):
 - A. Convening Sessions of the House of Delegates.
 - 1. Special Sessions. A special session of the House of Delegates shall be called by the President on a three-fourths (3/4) affirmative vote of the members of the Board of Trustees or on written request of delegates representing at least one-third (1/3) of the constituents and not less than one-fifth (1/5) of the number of officially certified delegates of the last House of Delegates. The time and place of a special session shall be determined by the President, provided the time selected shall be not more than forty-five (45) days after the request was received. The business of a special session shall be limited to that stated in the official call except by unanimous consent.
 - <u>2. Regular Virtual Sessions. In addition to the annual in-person session, the House of Delegates shall meet three additional times per year virtually, under the procedures specified in this Manual.</u>
- 38 and be it further
- Resolved, that Chapter V. BOARD OF TRUSTEES, Section 90. MEETINGS, of the ADA *Bylaws* be amended as follows (additions underlined, deletions stricken through):

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0 and be it further

Resolved, that the Board of Trustees submit a report to the 2026 House of Delegates.

BOARD COMMENT: The Board thanks the maker for submitting Resolution 208. However, the Board cannot support the resolution for several reasons, the first of which is cost. During discussion on the resolution, the anticipated cost of the proposal was questioned, and is satisfied that the noted estimated financial implication is appropriate. The Board cannot support this expenditure prior to the completion of the next governance study of the Association. Based on prior House surveys, the members of the House would rather spend less time in the House rather than more.

A. REGULAR MEETINGS. The Board of Trustees shall hold a minimum of three regular meetings each year. The number and dates of regular meetings to be held for the ensuing year shall be determined in advance by the Board of Trustees.

- A. REGULAR MEETINGS. The Board of Trustees shall hold no more than two in-person regular meetings each year. All other regular meetings shall be conducted virtually using suitable communications equipment. The number and dates of regular meetings to be held for the ensuing year shall be determined in advance by the Board of Trustees.
- B. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called at any time either by the President or at the request of five voting members of the Board, provided notice is given to each member in advance of the meeting.
- C. PLACE OF MEETINGS. Regular or special meetings may be held in a single geographic location or from multiple remote locations through the use of suitable communications equipment. Such meetings shall be conducted in accordance with rules and procedures established by the Board of Trustees.
- and be it further
- **Resolved**, that the Board of Trustees be urged to adopt written policies to prioritize cost savings and strengthen financial oversight by:
 - reducing discretionary expenses related to hotels, travel, retreats, meeting venues, and ceremonial functions;
 - 2. requiring that all travel be reviewed and pre-approved by the ADA Finance Committee, and permitted only when the travel is essential to ADA business;
 - 3. defining "essential business" as responsibilities that cannot reasonably be fulfilled through remote participation, delegation, or postponement;
 - 4. limiting overseas travel to situations where international representation is required to maintain strategic alliances or fulfill regulatory obligations;
 - 5. strongly encouraging that only a single designated representative attends external meetings or conferences, unless multiple attendees are essential to fulfilling clearly defined strategic objectives of the Association;
 - 6. requiring that Board of Trustees' travel or discretionary expenditures anticipated to exceed \$10,000 per occurrence receive additional pre-approval from the Finance Committee;
 - 7. requiring quarterly financial reports summarizing international activities, travel costs, external partnerships, and discretionary spending, with an executive summary made available to all ADA members:
 - 8. commissioning an independent forensic audit of the past five fiscal years related to the financial activities of the Board of Trustees and Executive Office, with findings reported to the House of Delegates.

Page 2009 June 2025-H Resolution 208 Reference Committee A

1 The Board also believes that adopting the proposed governance revisions requested in the resolution by

- 2 themselves without the benefit of a holistic review of the governance structure is ill-advised. It is the
- Board's view that the type of major structural changes advanced by the resolution needs to be part of a
- 4 complete governance study, currently scheduled to be conducted in 2026 and reported to the 2027
- 5 House of Delegates
- **BOARD RECOMMENDATION: Vote No.** 6
- 7 **BOARD VOTE: UNAMINOUS.**

	Resolution No. 217	New					
	Report: N/A	Date Submitted: _ July 24, 2025					
	Submitted By: Board of Trustees						
	Reference Committee: A (Business, Membership a	and Administrative Matters)					
	Total Net Financial Implication: None Net Dues Impact:						
	Amount One-time: Amount On-going:						
	ADA Strategic Forecast Outcome: None						
1	AMENDMENT OF ADA POLICY ON POS	STING OF FINANCIAL INFORMATION					
2 3 4	ADA Connect which generates an email with a description of new reports when they are uploaded. This						
5 6 7	It's possible that delegates may have "opted out" of ADA Connect notifications so this resolution proposes that the ADA will send a separate email notification to each House member with a link to where the new reports are posted.						
8	Resolu	ition					
9 10	217. Resolved, that the ADA policy on Posting of Financial Information (<i>Trans</i> .2009:493; 2012:407) be amended as follows (additions are <u>underlined</u>):						
11 12 13 14	Resolved, that the ADA post in the delegates' section of ADA.org, ADA Connect, or the equivalent, copies of all audited financial statements reports—and management letters associated with the audited financial statement report of the ADA and its subsidiaries within 30 days after the Board of Trustees review, and be it further						
15 16 17	Resolved, that the ADA <u>email a notification to the House of Delegates with a link to where the reports are posted in the delegates' section of ADA.org, ADA Connect, or the equivalent, copies of the quarterly financial reports within 30 days after Board of Trustees review.</u>						
18	BOARD RECOMMENDATION: Vote Yes.						
19	BOARD VOTE: UNANIMOUS.						