

## 2025 INDEX

### COMMITTEE D (LEGISLATIVE, GOVERNANCE AND RELATED MATTERS)

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\*\*Material Posted on July 1

Resolution No. 502 NewReport: N/A Date Submitted: 04/03/2025Submitted By: Dr. Spencer Bloom, delegate, IllinoisReference Committee: D (Legislative, Governance and Related Matters)Total Net Financial Implication: None Net Dues Impact: \_\_\_\_\_

Amount One-time: \_\_\_\_\_ Amount On-going: \_\_\_\_\_

ADA Strategic Forecast Outcome: Public Profession: Drive evidence-based, ethical quality care.

**TRANSPARENCY IN DENTAL PRACTICE OWNERSHIP AND CORPORATE INVESTMENT**

The following resolution was submitted on April 3, 2025, by Dr. Spencer Bloom, delegate, Illinois.

**Background:** When patients walk into a dental practice, they deserve to know who is ultimately responsible for their care. This resolution ensures that such accountability is clearly and consistently disclosed—empowering patients to make informed decisions about their healthcare.

Patients have a fundamental right to know who owns and controls the dental practices where they receive care. According to the *Constitution and Bylaws of the American Dental Association*, only licensed dentists are eligible for active membership, and that eligibility depends on being lawfully licensed or registered in their state (Chapter I, Section 20.A.). This establishes that legal and clinical accountability within a dental practice must reside with licensed professionals, regardless of the underlying business structure. Further, the *Bylaws* state that members' professional conduct is governed by the ADA Principles of Ethics and Code of Professional Conduct (Chapter XI, Section 10.A.), and violations of these principles may result in disciplinary action (Section 20). When patients are unaware of who owns or controls a practice, they cannot reasonably determine who is responsible for decisions about their care. Transparency in ownership is therefore a necessary extension of the ADA's ethical and governance framework—ensuring that accountability remains visible and enforceable.

The increasing involvement of private equity (PE) firms and other non-dentist investors in dental practices has introduced financial models that may prioritize investor returns over patient-centered care. These models often impose high profit expectations—sometimes requiring returns as high as 20%—which, in the context of rising operational costs and staffing challenges, can pressure practices to compromise on care quality or lead to abrupt closures. Such scenarios disrupt patient care continuity and leave families without recourse. Source: Global Healthcare Private Equity Report 2025, Bain & Company, page 20. Full report available at: <https://www.bain.cn/pdfs/202501101020214586.pdf?utm>.

The term “Dental Support Organization” (DSO) was introduced to describe business structures that comply with state laws restricting practice ownership to licensed dentists while allowing non-dentist entities to exert operational and financial control. In many cases, non-dentist investors operate through complex corporate structures that obscure lines of accountability. This structure can mislead patients about who is actually making business decisions that influence clinical protocols, staffing levels, and treatment availability.

[The Social Security Act and its implementing regulations at 42 CFR §§ 455.100–106 require Medicaid providers to disclose detailed ownership and control information. Specifically, 42 CFR § 455.104\(b\)\(1\) mandates that providers must report “the name and address of each person \(individual or corporation\)](#)

with an ownership or control interest.” Ownership or control interest includes anyone with 5% or more direct or indirect ownership, officers or directors of a corporation, or partners in a partnership (42 CFR § 455.101). These disclosure rules affirm the legal standard that individuals or entities responsible for healthcare operations must be clearly identifiable.

Several states—including [California, Connecticut, Illinois, Indiana, Massachusetts, New Mexico, New York, Oregon, South Carolina, Texas, Vermont, and Washington](#)—have introduced or expanded legislation to increase oversight of private equity and management services organizations operating in healthcare. These include both “Mini-HSR” laws requiring pre-transaction notification and approval, and corporate practice restrictions aimed at preserving the clinical autonomy of licensed healthcare professionals. These state efforts reflect growing concern over the influence of investor-driven business models on care delivery and patient outcomes.

In June 2025, [Oregon passed SB 951](#), a landmark law restricting private equity and Managed Service Organization (MSO) control over healthcare practices. The law bans corporate influence over clinical decisions, prohibits MSO ownership or governance roles, and voids non-compete and control-based contract clauses. It ensures that only licensed professionals direct patient care. Full compliance is required by 2029.

The Illinois, Oregon, and Washington Dental Practice Acts each reinforce a common standard: licensed dentists retain ultimate responsibility for patient care, even within corporate or DSO-affiliated structures. In Illinois, the law states that nothing “shall be construed in any way to relieve the supervising dentist from ultimate responsibility for the care of his or her patient” (Illinois Dental Practice Act, 225 ILCS 25/2), and prohibits non-dentists from interfering with a dentist’s clinical judgment (225 ILCS 25/37). Oregon law further affirms that only licensed dentists may own or operate a dental practice and must designate a clinical director responsible for diagnosis, treatment, staffing, and the quality of care (Oregon Revised Statutes 679.020(2) and (4)(a)). In Washington, Senate Bill 5322, enacted in 2017, prohibits third-party interference in the dentist–patient relationship and ensures that care decisions remain under the exclusive authority of licensed providers. These laws illustrate the widely shared legal expectation that clinical accountability cannot be transferred to corporate managers or financial stakeholders.

- Illinois Dental Practice Act  
Section 2: <https://ilga.gov/legislation/ilcs/fulltext.asp?DocName=022500250K2>  
Section 37: <https://ilga.gov/legislation/ilcs/fulltext.asp?DocName=022500250K37>
- Oregon Revised Statutes § 679.020  
[https://www.oregonlegislature.gov/bills\\_laws/ors/ors679.html](https://www.oregonlegislature.gov/bills_laws/ors/ors679.html)
- Washington Senate Bill 5322 (2017)  
[Interference with licensee’s independent clinical judgment](#). (SB 5322, Section 3, page 3)

Several states are currently considering laws that would require healthcare entities, including dental practices, to disclose ownership and control information. While these measures are still in the proposal or implementation phase, ADA member practices can demonstrate leadership by voluntarily adopting transparency practices. This could include clearly identifying the licensed dentist(s) accountable for patient care, ownership structures, or affiliated management entities on their websites or patient-facing materials.

Ownership transparency is not a restriction on business structure—it is a matter of consumer protection, accountability, and ethics. The ADA acknowledges the importance of ensuring this policy fully complies with antitrust laws and Federal Trade Commission regulations, as emphasized in *North Carolina State Board of Dental Examiners v. FTC*, 574 U.S. 494 (2015). The goal is to equip patients with accurate, accessible information—not to restrict access to care or limit competition.

**Resolution**

**502. Resolved**, that the ADA adopt the following policy on Transparency in Dental Practice Ownership and Corporate Investment:

The American Dental Association encourages all state dental boards to require clear and accessible disclosure of dental practice ownership and financial control for the benefit of patients, including:

- (1) the name(s) of the licensed dentist(s) legally responsible for patient care at each location, and
- (2) if applicable, the name of any Dental Service Organization, management firm, or non-dentist entity exercising control, and
- (3) such information shall be posted visibly from the patient side of the front desk, published on the practice website, and included in all public-facing marketing materials, including digital directories and online platforms, and
- (4) allow practices wholly owned and operated by licensed dentists to fulfill this requirement by affirming such status during license application and renewal, and by posting a printed notice at the front desk stating the practice is fully owned by licensed dentists.

and be it further

**Resolved**, that the appropriate ADA agency create and distribute educational materials for dentists to help patients understand the meaning and importance of ownership disclosures, including how ownership and control may impact access, continuity of care, and professional accountability, and be it further

**Resolved**, that the appropriate agency develop model state-level regulatory language to support the policy on Transparency in Dental Practice Ownership and Corporate Investment, aligned with applicable federal and state laws—including but not limited to the Social Security Act ownership disclosure rules (42 CFR §§ 455.100–106), the Federal Trade Commission Act, and, as legal proceedings allow, the Corporate Transparency Act.

**BOARD COMMENT:** The Board of Trustees supports the notion of transparency advanced by this resolution. However, the Board notes that practice transparency issues are more appropriately handled at the state level rather than at the national level. States would need to adopt legislation to require state dental boards to enforce such transparency. For these reasons the Board amended the policy statement included in the resolution and is supportive of the revised policy statement.

The Board believes that the two directives included in the resolution are unnecessary. Specifically, the Board is unclear regarding the intent of the last resolving clause and given that the adoption of transparency laws would be a state-by-state activity, the state dental association would be the more appropriate entity to create and distribute educational material.

**502B. Resolved**, that the ADA adopt the following policy on Transparency in Dental Practice Ownership and Corporate Investment:

The American Dental Association encourages all state dental associations to advocate for laws to require state dental boards to require clear and accessible disclosure of dental practice ownership and financial control for the benefit of patients, including:

(1) the name(s) of the licensed dentist(s) legally responsible for patient care at each location, and

(2) if applicable, the name of any Dental Service Organization, management firm, or non-dentist entity exercising control, and

(3) such information shall be posted visibly from the patient side of the front desk, published on the practice website, and included in all public-facing marketing materials, including digital directories and online platforms, and

(4) allow practices wholly owned and operated by licensed dentists to fulfill this requirement by affirming such status during license application and renewal, and by posting a printed notice at the front desk stating the practice is fully owned by licensed dentists.

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~~**Resolved**, that the appropriate agency develop model state-level regulatory language to support the policy on Transparency in Dental Practice Ownership and Corporate Investment, aligned with applicable federal and state laws—including but not limited to the Social Security Act ownership disclosure rules (42 CFR §§ 455.100–106), the Federal Trade Commission Act, and, as legal proceedings allow, the Corporate Transparency Act.~~

**BOARD RECOMMENDATION: Vote Yes on the Substitute.**

**Vote: Resolution 502B**

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. 507 NewReport: N/A Date Submitted: 5/23/2025Submitted By: Dr. Steven Saxe, delegate, NevadaReference Committee: D (Legislative, Governance and Related Matters)Total Net Financial Implication: \$350,000 Net Dues Impact: \$4.00Amount One-time: One-Time Amount On-going: 

ADA Strategic Forecast Outcome: Public Profession: Increase and improve dental coverage and access.

**SUPPORTING PLAINTIFFS' IN RE: ZELIS REPRICING ANTITRUST LITIGATION LAWSUIT TO PROMOTE FAIR REIMBURSEMENT AND TRANSPARENCY IN DENTAL INSURANCE**

The following resolution was submitted on Friday, May 23, 2025, by Dr. Steven Saxe, delegate, Nevada.

**Background:** On June 11, 2025, *In Re: Zelis Repricing Antitrust Litigation* was refiled in the U.S. District Court for the District of Massachusetts (Case No. 1:25-cv-10734-BEM; consolidated with Case Nos.: 1:25-CV-11092-BEM and 1:25-CV-11167-BEM)); as an Amended and Consolidated Class Action Complaint, on behalf of Plaintiffs' Pacific Inpatient Medical Group, Inc., Frank Scaccia, M.D., F.A.C.S., L.L.C., Dennis C. Ayer, DDS, LLC and Danny Bachoua Chiropractic, APC (collectively "Plaintiffs") alleging a horizontal conspiracy among Zelis Healthcare, LLC, Zelis Claims Integrity, LLC and Zelis Network Solutions, LLC (collectively "Zelis") and major insurers (UnitedHealth Group, Elevance Health, Aetna, Humana, Inc. and The Cigna Group) to suppress out-of-network dental reimbursement rates through shared pricing algorithms (<https://paulllp.com/antitrust/zelis-lawsuit/>).

This lawsuit is one of the first to apply the Competitive Health Insurance Reform Act of 2020 (Pub. L. No. 116-327), which restored federal antitrust enforcement to health and dental insurers by repealing their exemption under the McCarran-Ferguson Act (Public Comment on Lack of Competition in the U.S. Dental Insurance Market, American Dental Association, May 21, 2025, pp. 2–4).

Plaintiffs' case directly addresses issues that impact ADA members nationally, including coercive repricing of out-of-network claims, contractual manipulation, and suppression of fees—trends long identified and documented by the ADA Health Policy Institute (HPI), led by the ADA's Chief Economist and Vice President, which provides extensive economic and insurer data on dental practice trends (Public Comment on Lack of Competition in the U.S. Dental Insurance Market, ADA, pp. 4–10).

The ADA possesses extensive internal data and analytics resources, including state-by-state fee trend analysis, evidence of code bundling and denial strategies, and prior investigative findings on dental insurer behavior that would be highly material to supporting Plaintiffs' claims and educating regulators and courts on broader industry patterns (Public Comment on Lack of Competition in the U.S. Dental Insurance Market, ADA, pp. 5–7, 9–12).

The ADA has already called for antitrust enforcement in the dental insurance market through its May 2025 public comment to the U.S. Department of Justice and can further that commitment by supporting this litigation directly with data, financial resources, and expert testimony (Public Comment on Lack of Competition in the U.S. Dental Insurance Market, ADA, pp. 10–13).

**Resolution**

**507. Resolved**, that the Board of Trustees be urged to formally support the plaintiffs in the federal antitrust case of in *Re: Zelis Repricing Antitrust Litigation* (Case No.: 1:25 -cv-10734-BEM; consolidated with Case Nos: 1:25 -CV-11092-BEM and 1:25-CV-11167-BEM), as a landmark enforcement of the Competitive Health Insurance Reform Act of 2020 (Pub. L. No. 116-327) among other claims, and be it further

**Resolved**, that the ADA allocate financial support and expert resources, subject to legal review and appropriate oversight, through the ADA Health Policy Institute (HPI)—including claims data, reimbursement trend reports, and coding analytics—to assist in the litigation and any resulting legal or policy actions, and be it further

**Resolved**, that the ADA collaborate with Plaintiffs' legal counsel to share relevant data, develop expert reports, and, where appropriate, submit or support legal filings such as amicus briefs, and be it further

**Resolved**, that the ADA utilize legal, public affairs, and Health Policy Institute resources to urge the U.S. Department of Justice and Federal Trade Commission to investigate alleged collusion and market manipulation in the dental insurance industry, consistent with the authority granted under the Competitive Health Insurance Reform Act of 2020 (Pub. L. No. 116-327).

**BOARD COMMENT:** The Board of Trustees appreciates and supports this resolution. Insurance issues are often top of mind for ADA members and the Board believes that supporting member efforts is prudent. However, considering that resources and expenses that would be needed to fully support the resolution as written, the Board offers a substitute that balances the need to support the complaint with the need to be fiscally responsible.

**507B. Resolved**, that the Board of Trustees be urged to formally support the plaintiffs in the federal antitrust case of in *Re: Zelis Repricing Antitrust Litigation* (Case No.: 1:25 -cv-10734-BEM; consolidated with Case Nos: 1:25 -CV-11092-BEM and 1:25-CV-11167-BEM), as a landmark enforcement of the Competitive Health Insurance Reform Act of 2020 (Pub. L. No. 116-327) among other claims, and be it further

~~**Resolved**, that the ADA allocate financial support and expert resources, subject to legal review and appropriate oversight, through the ADA Health Policy Institute (HPI)—including claims data, reimbursement trend reports, and coding analytics—to assist in the litigation and any resulting legal or policy actions, and be it further~~

~~**Resolved**, that the ADA assist collaborate with Plaintiffs' legal counsel, if needed to share existing relevant ADA data, develop expert reports, and, where appropriate, submit or support legal filings such as an amicus briefs, and be it further~~

**Resolved**, that the ADA utilize legal, public affairs, and Health Policy Institute resources to urge the U.S. Department of Justice and Federal Trade Commission to investigate alleged collusion and market manipulation in the dental insurance industry, consistent with the authority granted under the Competitive Health Insurance Reform Act of 2020 (Pub. L. No. 116-327).

**1 BOARD RECOMMENDATION: Vote Yes on the Substitute.****2 Vote: Resolution 507B**

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		