## MEETING OF THE BOARD OF TRUSTEES

**April 20, 2013**  
Suburban Collection Showplace  
Novi, Michigan

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MINUTES OF THE BOARD OF TRUSTEES
April 20, 2013
Suburban Collection Showplace
Novi, Michigan

2012-2013 Board

OFFICERS:
Dr. Jeffery Johnston, president
Dr. Norman Palm, president-elect
Dr. Martin Makowski, vice-president
Dr. Connie Verhagen, immediate past president
Dr. Debra Peters, speaker
Dr. Virginia Merchant, editor
Dr. Mark Johnston, secretary
Dr. Stephen Harris, treasurer
Mr. Drew Eason, CAE, executive director

TRUSTEES:
Dr. Mark Barsamian
Dr. Charles Burling
Dr. John Carter
Dr. Brian Cilla
Dr. Curles Colbert
Dr. Thomas Goodsell
Dr. Howard Hamerink
Dr. Zelton Johnson
Dr. Vincent Mack
Dr. Scott Meldrum
Dr. Robert Richards
Dr. Danielle Ruskin
Dr. Colette Smiley
Dr. Michele Tulak-Gorecki

LEGAL COUNSEL:
Mr. Dan Schulte

ABSENT:
Dr. Dennis Engel, 9th district trustee
Dr. Robert Tremblay, trustee

2013-2014 Board

OFFICERS:
Dr. Norman Palm, president
Dr. Martin Makowski, president-elect
Dr. Mark Johnston, vice-president
Dr. Jeffery Johnston, immediate past president
Dr. Debra Peters, speaker
Dr. Virginia Merchant, editor
Dr. Charles Burling, secretary
Dr. Stephen Harris, treasurer
Mr. Drew Eason, CAE, executive director

TRUSTEES:
Dr. Mark Barsamian
Dr. James Cantwil
Dr. Brian Cilla
Dr. Curles Colbert
Dr. Howard Hamerink
Dr. Vincent Mack
Dr. Scott Meldrum
Dr. William Metz
Dr. William Patchak
Dr. Paul Revard
Dr. Robert Richards
Dr. Danielle Ruskin
Dr. Colette Smiley
Dr. Michele Tulak-Gorecki

ABSENT:
Dr. Dennis Engel, 9th district trustee
Dr. Robert Tremblay, trustee
MDA STAFF: (for a portion)
Ms. Grace DeShaw-Wilner, CAE, managing vice president of professional affairs
Ms. Bernie Droste, CMP, manager of continuing education
Mr. David Foe, director of communications
Mr. Thomas Kochheiser, CAE, director of public affairs
Mr. Josh Lord, MBA, director of membership and strategic initiatives
Ms. Michelle Nichols-Cruz, board and house administrator
Mr. Brian Stump, MBA, director of finance
Mr. Bill Sullivan, JD, director of legislative and insurance advocacy
Ms. Andrea Sundermann, CAE, director of continuing education

GUESTS: (for a portion)
Ms. Lynn Aronoff, legislative grassroots consultant
Dr. Kevin Sloan, chair, Committee on Continuing Education
Dr. Dan Edwards, chair, Special Committee on Annual Session
Dr. Chris Smiley
Dr. Larry DeGroat, chair, MDA Insurance & Financial Group Board of Directors

RECOGNITION OF 2013 ANNUAL SESSION GENERAL CHAIR:
President Johnston expressed the Association’s appreciation to Dr. Daniel Edwards, the 2013 Annual Session chair, for his efforts in making the 2013 Annual Session a success.

RECOGNITION OF 2013 CONTINUING EDUCATION CHAIR:
President Johnston expressed the Association’s appreciation to Dr. Kevin Sloan, the 2013 Continuing Education chair, for his efforts in making the 2013 Annual Session a success.

EXECUTIVE SESSION:
Special Committee on Executive Director Evaluation, Report from:
According to Board policy, the Board is to be provided with an annual informational report on the executive director’s compensation. The Board was provided with and reviewed the informational report.

Current policy, contained in the Board Policy Manual, reads:

Resolution 58-207:
Resolved, that beginning in 2008, the MDA Board of Trustees shall receive annually an informational report in executive session on compensation of the Executive Director, and be it further

Resolved, that this report shall contain the following information:
1. Total compensation, including salary, benefits, bonuses, and accrual or payment of deferred benefits, including retirement benefits and
2. Basic information about any contracts of employment or extensions to contracts of employment entered into with the MDA Executive Director, beginning and termination dates of the contract and any extensions to the contract.
Formation of Executive Director Search Committee:
With the resignation of MDA Executive Director, Mr. Drew Eason, the Board of Trustees discussed forming a search committee for a new executive director. Current Board policy provides for the composition of this committee to be comprised of members of the Executive Committee and the Board of Trustees.

This committee will be charged with providing the MDA Board with at least two candidates to present to the Board for a final selection.

It is expected that the process of hiring outside counsel to assist in the search process, committee meetings, and additional resources may cost $60,000.

The following were adopted:

1-413 Resolved, the MDA Board of Trustees approves the formation of an Executive Director Search Committee which shall work with the appropriate individual or groups in order to provide the Board with candidates for the position of executive director of the MDA, and be it further

Resolved, the committee shall be comprised of Drs. Mark Johnston, chair, Jeff Johnston, Marty Makowski, Curles Colbert, Steve Harris, and Deb Peters with Dr. Norman Palm serving as an ex-officio member.

2-413 Resolved, up to $100,000 shall be appropriated from the Non Reserve Fund for the purpose of selecting an executive director of the MDA.

3-413 Resolved, that the Board of Trustees authorizes the Executive Committee to hire an interim executive director.

COMMENTS BY RETIRING TRUSTEES/OFFICERS:
The following retiring trustees/officers made comments:

Dr. Connie Verhagen, past president
Dr. John Carter
Dr. Thomas Goodsell
Dr. Zelton Johnson

NEW PRESIDENT AND NEW TRUSTEES TAKE OFFICE:
Passing of the Gavels:
President Johnston presented incoming President Norman Palm with an engraved gavel and wished him success on his upcoming year as president.

Dr. Norman Palm presented Dr. Johnston with a red MDA lapel pin and his engraved gavel in commemoration of his term as president.
Presidential Gift:
Dr. Norman Palm presented Dr. Johnston with a gift on behalf of the Board of Trustees, staff and membership, expressing appreciation for his service to the profession as president of the Michigan Dental Association.

ANNOUNCEMENTS:
New Business:
President Palm asked if there was any new business to be submitted for this Board meeting. The Board was informed that if new business is not submitted to the Central Office 14 days prior to a Board meeting a 2/3 vote of the voting members of the Board present is required to consider the resolution.

MDA Policies:
The Board is aware of and reviewed the following MDA policies. It was informed that these are of utmost importance to the organization:

- Conflict of Interest
- Copyright
- Harassment
- Anti-Trust
- Whistleblower
- Executive Session

The conflict of interest policy states that the trustee should report potential conflicts to the president with the Board making the final decision as to whether a conflict exists.

The Board was informed that under “trustee comments” at each board meeting, there will be a prompt for individual Board members to discuss with the Board any potential conflicts. In that this is the first board meeting to call specific attention to the executive session policy, individual board members were asked to sign a copy of the policy and they will be retained on file at the MDA Central Office.

PRESENTATION OF MDA LAPEL PINS:
President Palm presented the new trustees, Drs. James Cantwil, William Metz, William Patchak and Paul Revard with a blue MDA lapel pin.

NEW TRUSTEE SENIORITY:
Drawing straws for seniority of new trustees will take place at the June Board meeting.

ELECTION OF SECRETARY AND TREASURER FOR 2013-2014:
President Palm announced the election of secretary and treasurer for the 2013-2014 administrative year, calling first for nominations for the office of secretary.
Secretary:
One nomination for secretary was made, that being for Dr. Charles Burling.

The following was adopted:

4-413 Resolved, that Dr. Charles Burling be declared secretary of the MDA for 2013-2014. ADOPTED

Treasurer:
One nomination for treasurer was made, that being for Dr. Stephen Harris.

The following was adopted:

5-413 Resolved, that Dr. Stephen Harris be declared treasurer of the MDA for 2013-2014. ADOPTED

SELECTION OF PRIORITY TOPIC FOR ANNUAL GOVERNING PLAN:
Visionary Trending Survey Results:
On March 26 Dr. Palm emailed the 2013-2014 Board regarding an Annual Plan of Governing and requested that each board member complete a survey on emerging trends. A copy of the survey results is attached.

The topic receiving the most votes was:

- Consider how the shift in member demographics will affect member expectations

Information will be provided on this topic in between Board meetings and time will be reserved at each Board meeting to discuss the topic. Dr. Palm will work with staff in providing relevant information that will enable the Board to discuss the topic.

The Board requested that the following information be provided:

1. Statistical data showing the changes in membership demographics.
2. Information from other state associations on how they have dealt with this issue.
3. ADA can be a great resource for information.

APPEARANCE OF AGENDA:
President Palm informed the Board that the following items will be included on each Board agenda:

- Board Capacity Building Discussion
  Every board meeting will contain a topic of discussion with a pro and con side. Dr. Palm will assign board members to provide the pro and con on an issue.
- Future Positioning Discussion of Priority Topic
  The Board will discuss other priority topics.
Operational Concerns
The Board will discuss how the meeting went -- what was done well and what could be approved upon.

Approval of Standing and Special Committee Chairs:
The Board reviewed the list of 2013-2014 proposed committee chairs of the association’s standing and special committees.

The following was adopted:

6-413 Resolved, that the following are approved by the Board of Trustees as chairs to the Association's Standing and Special Committees for the 2013-2014 administrative year:

Committee on Continuing Education:
Dr. Kevin Sloan

Committee on Governmental Affairs:
Dr. Rhonda Hennessy

Committee on Peer Review/Dental Care:
Dr. Vincent Benivegna

Committee on Peer Review Dental Care/Endodontics:
Dr. Steven Shoha

Committee on Peer Review Dental Care/Oral and Maxillofacial Surgery:
Dr. Craig Fountain, Chair
Dr. Wayne Olsen, Co-Chair

Committee on Peer Review Dental Care/Pediatric Dentistry:
Dr. Phillip Monroy

Committee on Peer Review Dental Care/Prosthodontics:
Dr. Robert Humphries

Committee on Peer Review/Ethics:
Dr. Michael Maihofer

Employee Benefits Advisory Committee:
Dr. Joanne Dawley

Membership Advisory Committee:
Dr. Alexa Vitek
Public Relations Advisory Committee:
*Dr. Lisa Christy*

Special Committee on Access to Care:
*Dr. Charles Burling*

Special Committee on Annual Session:
*Dr. Robert Ankerman*

Special Committee on Executive Director
Evaluation:
*Dr. Jeffery Johnston*

Special Committee on Peer Review/
Care and Well-Being:
*Dr. James Oles*

**Funding for Component Executive Director Workshop:**
Background information is contained in a report to the Board dated March 19, 2013.

The following was adopted:

7-413 *Resolved*, that up to $5,000 be allocated from the 2013 Contingency Fund to cover the cost (honorarium and travel expenses) of a professional speaker for the 2013 Executive Director’s Component Leadership Workshop.

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**All Payer Claims Database:**
Background information is contained in a report to the Board dated March 21, 2013.

The following was adopted:

8-413 *Resolved*, that MDA adopt the following guidelines on any bill concerning an all-payer claims database:

- The goal should be to improve the oral health of Michigan citizens. One of the ways this can be achieved is to have access to claims data that can be used to help develop best practices and evidence based dentistry.

- The MDA should pursue a database of public and private payer claims data that would be put in to a public repository that would be accessible to approved parties.

- Once the repository is created, the MDA should advocate for the creation of an oversight board that would review applications...
from parties interested in accessing the data. Valid reasons for wanting access to the data would be for health research, to develop evidence based clinical guidelines/recommendations, and for validation and reliability testing of oral health measure concepts.

- The MDA would advocate that there be a separate oversight board set up for dentistry.

**CPAN Donation:**

Background information is contained in a report to the Board dated March 20, 2013.

The following was adopted:

9-413 Resolved, that MDA donate $1,000 towards the CPAN media campaign, funds to be taken from the Contingency Fund. Adopted

**Take a Bite Out of Cancer:**

Background information is contained in a report to the Board dated March 26, 2013.

The following was adopted:

10-413 Resolved, that the Michigan Dental Association donate $2,500 from the Contingency Fund to the Leukemia & Lymphoma Society for the purpose of sponsoring a Take a Bite Out of Cancer Campaign through dental offices in late 2013. Adopted

**Michigan Dental Association Foundation Re-Election of Board Directors:**

Background information is contained in a report to the Board dated April 1, 2013.

The following was adopted:

11-413 Resolved, that the following Michigan Dental Association Foundation Board members be re-elected to a three year term to expire June 30, 2016: Adopted

- Mr. Cameron Elrod
- Grace Curcuru, DDS
- George Goodis, DDS, MS
- Joan McGowan, PhD

**OLD BUSINESS:**

**Political Fundraiser:**

Background information is contained in a report to the Board dated March 20, 2013.
The Board was informed that the monies can be raised in any way other than through PAC funds. If the Board commits it has to guarantee that it can raise $11,000.

A suggestion was made that the Board be surveyed through Survey Monkey to determine what type of personal commitment Board members are willing to commit. They should be asked who would attend and commit $500 and who would like to donate but not attend the event. If full commitment is not reached through Board members, then the component leadership can be surveyed.

*Update on Delta Dental Board Appointments:*

The Board was informed that MDA met with Delta regarding Delta’s Board appointments and is awaiting information from Delta.

*ANNOUNCEMENT OF GENERAL CO-CHAIR FOR THE 2014 ANNUAL SESSION (TO BE GENERAL CHAIR OF THE 2015 MEETING IN LANSING)*

Dr. Martin Makowski, president-elect, informed the board that the general co-chair for the 2014 Annual Session will be Dr. Lisa Knowles.

*INFORMATIONAL:*

The Board reviewed the following informational items. No action was required.

- 2013 Contingency Fund and Non-Reserve Fund Balances
- Master Calendar of Referrals
- Legislative Update

*OFFICER/TRUSTEE/STAFF ANNOUNCEMENTS:*

*Michigan Board of Dentistry:*

Dr. Mark Johnston informed the Board that the Michigan Board of Dentistry, from April 1 forward, will monitor the cost of staff time spent investigating each case. Those being fined will pay for the staff time involved with the case.
1. Please choose your top three and add to the list.

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<th>Response Percent</th>
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<tr>
<td>1. Effect of large group/corporate practice</td>
<td>36.8%</td>
<td>7</td>
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<td>2. Benefit of unified messaging of our mission, beliefs, values and culture</td>
<td>21.1%</td>
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<td>3. Explore how digitization and networked communities might affect our programs and services to members</td>
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<td>4. Consider how the shift in member demographics will affect member expectations</td>
<td>57.9%</td>
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<td>5. Study our MDA sustainability by identifying and fostering leadership development at the component and state level</td>
<td>47.4%</td>
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<td>6. Consider strategic partnerships with outside groups to further our mission and strategy</td>
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<td>7. Evaluate our level of transparency at all levels of the Association</td>
<td>5.3%</td>
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<td>8. Study the economic drivers of the financial durability of the MDA</td>
<td>36.8%</td>
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<td>9. Uncover what the MDA is passionate about and how the passion can be conveyed</td>
<td>26.3%</td>
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<td>Integration of dentistry into total health care, costs of dental school education and opening a practice</td>
<td>Apr 10, 2013 1:51 PM</td>
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<td>2</td>
<td>Consider how the shift in aging population, both of dentists and patients, will impact the practice of dentistry.</td>
<td>Apr 10, 2013 8:57 AM</td>
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<td>3</td>
<td>effects of insurance control on capitation: dictating fees</td>
<td>Mar 28, 2013 9:34 AM</td>
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<td>4</td>
<td>Study why some dentists do not join the MDA.</td>
<td>Mar 26, 2013 6:24 PM</td>
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<td>5</td>
<td>Does the MDA represent the ideas and concerns of the dentists it represents?</td>
<td>Mar 26, 2013 5:36 PM</td>
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<td>6</td>
<td>Ethical division of managed care and non managed care members of the MDA</td>
<td>Mar 26, 2013 5:14 PM</td>
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<td>7</td>
<td>Discuss the connectedness/disconnectedness of our membership, committees, DentPAC and legislators, forces/issues that will affect members and the MDA.</td>
<td>Mar 26, 2013 5:11 PM</td>
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<td>8</td>
<td>Expanded functions for dental auxillaries</td>
<td>Mar 26, 2013 4:30 PM</td>
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