Michigan Dental Association

MEETING OF THE BOARD OF TRUSTEES
December 6-7, 2012
Okemos, Michigan

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ATTACHMENTS:
MDA Gap Analysis
Governance Timeline
OFFICERS:
Dr. Jeffery Johnston, president
Dr. Norman Palm, president-elect
Dr. Martin Makowski, vice-president
Dr. Connie Verhagen, 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. Robert Tremblay
Dr. Michele Tulak-Gorecki

LEGAL COUNSEL:
Mr. Dan Schulte

ADA Ninth District Trustee:
Dr. Dennis Engel, ADA 9th District 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 print and e-publications
Ms. Lori Kleinfelt, property manager/accounting manager
Mr. Josh Lord, MBA, director of membership and strategic initiatives
Ms. Michelle Nichols-Cruz, board and house administrator
Ms. April Stopczynski, public affairs and legislative/insurance affairs assistant
Mr. Brian Stump, MBA, director of finance
Mr. Bill Sullivan, JD, director of legislative and insurance affairs
Ms. Andrea Sundermann, CAE, director of continuing education

GUESTS: (for a portion)
Ms. Lynn Aronoff, MDA Grassroots Coordinator
Sherill Behnke, DDS, Executive Secretary, Central District/Dental PAC Board of Directors/Former MDA Trustee
George Bletsas, DDS, MDA Past President 1986-1987
Eugene Bonofiglo, DDS, MDA Past President 1989-1990
David Borlas, DDS, Executive Director, Macomb District/MDA Past President 1996-1997
John Breza, DDS, MDA Past President 1990-1991
Richard Brodowski, DDS, MDA Past President 1994-1995
Samuel Daniels, DDS, MS, MDA Foundation Board of Directors
Joanne Dawley, DDS, MDA Past President 2008-2009/Governance Work Group Chair/Chair, Employee Benefits Advisory Committee
Larry DeGroat, DDS, Chair, MDA Insurance & Financial Group Board of Directors
On Thursday, December 6, 2012 the full Board met from 7:00 pm to 8:30 pm to begin discussions on the report from the Governance Work Group and to discuss Delta Dental Plan of Michigan Board of Directors.

DELTA DENTAL PLAN OF MICHIGAN:
The Board reviewed two dental candidates to the Delta Dental Plan of Michigan Board of Directors. The Board has no concerns with the two dental candidates; they are both MDA members in good standing.

The following was adopted:

1-1212 Resolved, that the MDA Board of Trustees approves of the appointment of Dr. Ann Flermoen to the Delta Dental Plan of Michigan Board of Directors for a three year term. Adopted

2-1212 Resolved, that the MDA Board of Trustees approves of the appointment of Dr. Steve Eckland to the Delta Dental Plan of Michigan Board of Directors for a three year term. Adopted

GOVERNANCE:
Dr. Michael Gallery, president, OPIS LLC, walked the Board of Trustees through the MDA Gap Analysis, created by the Governance Work Group.

Dr. Gallery informed the Board that there were no preconceived notions that the MDA governance structure was broken. The workgroup took a step-by-step look at what the workgroup believes the MDA’s performance requirements should be. Those were set and approved by the Board in September (there are a total of 17 performance requirements).
workgroup then analyzed what the current MDA performance is as compared to what the MDA wants them to be, and determined whether any gaps existed on each of the 17 performance requirements. The workgroup found that there were gaps in 13 of the 17 performance requirements.

The Board reviewed the gaps and the workgroup’s comments and made a few recommendations to clarify some of the language in the document. Board action on the document titled “Gap Analysis” will take place on Friday, December 7, 2012.

UPDATE ON NON COVERED SERVICES:
The Board reviewed House Resolution 13H-12:

<table>
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<th>Resolution 13H-12:</th>
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<tr>
<td>Resolved, that the MDA pursue all available avenues to prohibit the practice of allowing insurance companies to set fees on services they do not cover.</td>
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Wisconsin recently attempted to pass non covered services legislation and was strongly defeated. The republicans were opposed as well as big labor. While 29 states have passed non covered services legislation, the legislation passed was either weak or stated that it was optional. Michigan’s bill was much stronger and closed all of the loop holes that were placed into law in the 29 states. Because of this, it hasn’t been able to pass in Michigan.

The MDA will continue to attempt to negotiate with Delta on this issue. This is a position that the MDA has to take whether anything happens or not.

FRIDAY, DECEMBER 7, 2012:

ANNOUNCEMENTS:

New Business:
President Johnston 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. No new business was presented.

University of Michigan School of Dentistry Candidates for Dean:
The Board was informed that there are five individuals that have been identified as candidates for dean of the University of Michigan School of Dentistry. They are:

Phillip Marucha
Chuck Shuler
Paul Krebsbach
Laurie McCauley
Luisa DiPietro
The final selection is made by the president and provost of the dental school and should be completed around the first of January.

The Board was informed that video presentations of the candidates exist on the University of Michigan Web site. It was requested that links to the presentations be provided to the Board for review. Board members will be provided with two days to review the presentations and vote on the candidate they believe the MDA should endorse. A letter will be sent from the MDA endorsing the candidate with the majority vote.

3-1212 Resolved, that members of the MDA Board of Trustees, after viewing the video presentations of the candidates for dean of the University of Michigan School of Dentistry, vote via Survey Monkey on which candidate they would like the MDA to endorse, and be it further Resolved, a letter be forwarded to the University of Michigan School of Dentistry endorsing the candidate receiving the majority of votes.

Conflict of Interest:

President Johnston informed the Board that this agenda item is a time for trustees to mention or ask questions/comments regarding conflict of interest. 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. No conflicts of interest were noted.

FIRST EXECUTIVE SESSION:

Award Nominations:
The Board heard nomination speeches by trustees that submitted award nominations. Votes were taken during the second executive session.

GOVERNANCE:

Gap Analysis:

Background information is contained in a report to the Board from the Governance Work Group, dated October 22, 2012.

The Board continued discussion on this topic from Thursday’s meeting.

There are three legal duties each board and house of delegate member has to the MDA: Care, Obedience and Loyalty. Given these legal duties, MDA has some things in place that make these difficult to carry out. MDA legal counsel informed the Board that there is nothing about the MDA’s governance structure that is illegal. Rather, it appears there are structural limitations that require discussion.
Governance Timeline:
Ms. Grace DeShaw-Wilner reviewed the governance timeline with the Board.

The workgroup is going step-by-step in the process so that the Board has ownership in the process. Once the Board has ownership/buy in it can speak to its local members intelligently on the subject of governance. One analogy to explain the governance process is: Dentistry has a standard for oral health and where a patient’s oral health should be. The gap is the difference between what the patient’s current oral health status is and what needs to change for the patient to meet the standard.

If the board approves the gap analysis today, the workgroup will concentrate on that at its January meeting. It will identify each specific gap and identify possible solutions for closing the gaps. Those solutions will be sent to the Board for review at its February meeting and communicated to the House in April. The Board and HOD will not be reviewing Bylaws changes at this point; merely discussing possible solutions to close the gaps. If the Board and HOD believe the solutions are valid, the workgroup will then focus on crafting Bylaws changes.

At the June 2013 Board meeting, the Board will review the bylaws recommendations from the Work Group and then forward the recommendations to the House at a special meeting in the Fall of 2013. The bylaws will be revised and approved as one document and not reviewed as individual sections of the bylaws.

If there is going to be a special house meeting, the components will be informed ASAP of the date/time/place and that the delegates/alternates to the 2013 HOD in April will also be required to attend the special house meeting in the Fall. Staff will include this in the delegate/alternate confirmation email that is sent to individual delegates and alternates--their responsibilities as a delegate is for a one year cycle April to April.

Michael Gallery understands that there is about 1/3 turnover in the MDA House each year. However he believes that the process should not be rushed. While he would like the process to be completed in 2013 with the same delegates/alternates, if it cannot then it should be continued into 2014 to make sure it is done right. The Board members need to work with governance work group members to educate House members on the process.

Concern was expressed that the House of Delegates will leap into the solutions before having the basic discussion on what is and what should be and examining the gaps between the two. That will be controlled by Speaker Peters who will inform the House leading up to and at the April meeting, that there will be opportunity to vote on solutions at the special House meeting in Fall 2013. They will be asked to hold solution decisions for then – now is all about the performance requirements, gaps, and various ways to close the gaps.

Changes to Gap Analysis Document:
The Board reviewed the gap analysis document and made some minor edits as follows:

- Change the header from “Is There a Gap?” to “Is the Performance Requirement Met?” and make this the last column.
• Performance Requirement 2 to read (changes shown in bold):

<table>
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<tr>
<th>Performance Requirement 2 to read (changes shown in bold):</th>
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<tbody>
<tr>
<td>There are times that the House of Delegates is too prescriptive in its resolutions. Because of the size and dynamics of the Board and the fact that staff is present, these issues are resolved on the spot by the Board.</td>
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• Performance Requirement 3 should state that there is lack of consistency throughout the organization with regard to term limits.

The following was adopted:

4-1212 Resolved, that the MDA Board of Trustees approve the Gap Analysis, dated December 7, 2012 to be used as a basis for revising the MDA governance structure.

Transitioning CCEA Committee to “Public Relations Advisory Committee”:

Background information is contained in a report to the Board from the Committee on Communication, Education and Awareness, dated November 14, 2012.

The following was adopted:

5-1212 Resolved, that the Michigan Dental Association Board of Trustees transition the MDA’s Committee on Communication, Education and Awareness to the “Public Relations Advisory Committee,” effective with the 2013-2014 administrative year, and be it further

Michigan Dental Association

Scope of the Public Relations Advisory Committee (PRAC)

Structure

The Public Relations Advisory Committee includes: chair, staff liaison, member spokesperson, board liaison, ninth district representative from ADA Council on Communications, and others as needed based on initiative and to be defined by the chair, MDA president, CEO/executive director, and director of public affairs.

The members of the committee to be decided upon by the president for one year terms.

Duties

This committee provides member perspective and professional expertise on projects including: brand and creative strategy
development; creative materials development and production; in-office patient communications materials; program and activity evaluation; component public education programs; issue management and communications strategies.

This committee also oversees staff and hired consultants on responsibilities such as: consumer and member research studies and implications; sponsorship/partnership review; media schedules; media relations; on-line communications including website, social media, and search engine marketing.

This committee works with other MDA committees as necessary to convey consistent and effective messaging MDA’s mission, vision and values to key stakeholders.

Note: non-voting, ex-officio members of the committee include the liaison trustee, president, president-elect, vice-president, secretary and executive director.

2013 Charges

- Continue to take steps to position the MDA and its members as the state’s oral health authority.
- Oversee the multiple elements of the statewide public education campaign.
- Evaluate communications strategies to position the MDA as the trained, educated leader of the dental team.
- Interact with other MDA committees to gather information and assist with the development of communications strategies.
- Complete evaluations by May 2014 including: Chair of Staff Liaison, Staff Liaison of Chair, Board Liaison of Committee

And be it further

Resolved, that the manuals and documents be revised to reflect this change.

Committee Scopes and Committee Matrix:
Background information is contained in a report to the Board from Mrs. Grace DeShaw-Wilner, dated November 6, 2012.

The following was adopted as amended:

6-1212 Resolved, that the MDA Board of Trustees approves the following committee scopes, dated December 7, 2012:

Adopted
Committee
Operating
The following was adopted:

7-1212 Resolved, that the committee matrix dated December 7, 2012, be approved.

STRATEGIC PLANNING:
Mr. Josh Lord and Mr. Drew Eason provided the board with an update on strategic planning.

The current strategic goals are:

- Provide Practice Management Support to Members
- Increase Advocacy, Education and Awareness on Legislative and Insurance Issues
- Be an Authority in Addressing Access to Care Issues in Dentistry
- Ensure That the MDA is a Financially Stable Organization

Staff is requesting that the approach on how to determine the objectives be changed based on Dr. Michael Gallery’s approach, which is:

<table>
<thead>
<tr>
<th>Ask Why Do We Want to Do This?</th>
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<tbody>
<tr>
<td>Answer = Problem</td>
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<tr>
<td>Develop the Objective</td>
</tr>
<tr>
<td>Objective Identifies Outcome</td>
</tr>
<tr>
<td>Determine Measures of Success</td>
</tr>
<tr>
<td>Measurable</td>
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<tr>
<td>Outcomes, Not Activities</td>
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Staff presented the board with suggested updated strategic goals:

- Generate 70% Reserves
- Help Members Succeed at the Business-Side of their Practice
- Public Policy on Access to Care will be consistent with MDA Policy
- Increase Members’ Involvement in Legislative Affairs
- Insurance Issues – ?

Staff requested feedback from the Board on the insurance goal. With the changing insurance environment there are a lot of unknowns. When a new insurance program comes up MDA needs to provide the pros and cons so the member can make an informed decision. It is hard to inform members on a moving target (insurance industry). Should MDA strive for third party payor policy being consistent with MDA policy?

Mr. Eason informed the Board that staff will discuss the insurance goal further and come back to the Board in February with something that is specific and measurable on insurance and what MDA members need and want.

In the meantime, the Board adopted the following revised strategic goals:

7-1212 Resolved, that the MDA strategic goals are:

- Ensure that the MDA is a financially stable organization (70% reserves)
- Help members succeed at the business-side of their practice
- Public policy on access to care will be consistent with MDA policy
- Increase members’ involvement in legislative affairs

The following was adopted:

8-1212 Resolved, that Resolution 1-211 regarding MDA goals, objectives and strategies be rescinded and removed from the Board Policy Manual.

NEW BUSINESS:

Health Insurance Claims Assessment Tax:

The Board was informed that the Michigan Health Insurance Claims Assessment tax did not bring in the revenue that the State anticipated. The tax is 1% on all claims paid by insurance companies. There is a $144M deficit which impacts the Medicaid budget.

The State held a meeting of the stakeholders in Michigan recently and Mr. Bill Sullivan of MDA staff attended. Half of the attendees did not want tax increases and the other half did not want cuts. A sheet of proposed solutions was distributed at that meeting. While Healthy Kids Dental was not on the list of cuts, such a large deficit could hold up the expansion of the program. Adult
dental Medicaid was on the list of possible cuts. One of the solutions was to tax the provider. Any monies the State raises is matched by Federal dollars.

Lobbying staff is looking for Board direction on what to support. Even if MDA supported any type of tax increase there is no guarantee it will go to dental. When MDA requests that dental Medicaid not be cut MDA is asked if it will support a tax increase so that funds can be increased. MDA staff has been asked by the legislature and the governor whether MDA would support an increase in revenue and what it would support.

The Board discussed an increase in the base of provider tax, soda pop tax, increase in cigarette tax. It would want the monies to be earmarked for oral health expenditures in the budget.

Mr. Schulte informed the Board that this is an issue for the Michigan State Medical Society that never goes away. Five years ago it was a physician tax on revenues they generate in their practices. MSMS policy has been based on two things:

1) funds must be earmarked and dedicated to Medicaid program and

2) providing medical care to those who can’t afford it on their own is a societal issue. It isn’t fair or right to target tobacco users, those who buy sugary drinks or the providers that provide the care. This is a societal problem that society in general needs to address. A tax would have to be a broad based tax on every citizen. Every single time a Medicaid patient is seen, the provider is already being taxed by receiving less payment than the actual cost of delivering the service.

The Board is aware that the MDA has Association policy on taxing services, which reads as follows:

| House Resolution 53-362: |
| This Association is opposed to legislation which would provide for a tax on any and all services not already taxed. |

While there doesn’t seem to be a downside on supporting a soda beverage tax, the Anderson Economic Report researched this a few years ago and the odds were pretty slim that this type of tax would ever be passed. However, it would at least provide a solution whether it passed or not.

A tax on sugar sweetened drinks would fall in line with the MDA’s “Sip All Day Get Decay” campaign.

The following was adopted as interim Association policy:

9-1212 Resolved, that the MDA will support legislative action to initiate a tax on sugar sweetened beverages with the funds dedicated to Medicaid. The long term solution is to participate in a coalition on ways to fund the Medicaid deficit. Adopted to 2013 MDA HOD

A roll call vote was taken.
In Favor: Drs. Barsamian, Burling, Carter, Cilla, Colbert, Goodsell, Hamerink, Harris, Johnson, Z., Johnston, M., Mack, Makowski, Meldrum, Merchant, Palm, Richards, Ruskin, Smiley, Tremblay, Tulak-Gorecki and Verhagen.

Opposed: None

CONSENT CALENDAR:
Twelve recommendations were contained on the Consent Calendar. Recommendation 392 regarding MDA Board of Trustees Job Description and Self-Evaluation Tool and Recommendation 372 regarding Dues for Working Life Members were removed from the Consent Calendar.

The following was adopted:

10-1212  Resolved, that the following be adopted:  Adopted
COMMITTEE ON GOVERNMENTAL AND INSURANCE AFFAIRS (CGIA)
NOMAD X-Rays
Recommendation Number: 385

COMMITTEE ON GOVERNMENTAL AND INSURANCE AFFAIRS (CGIA)
Student Loan Assistance Bills
Recommendation Number: 387

COMMITTEE ON GOVERNMENTAL AND INSURANCE AFFAIRS (CGIA)
Tax Credit Bill
Recommendation Number: 386

NEW BUSINESS
Dental PAC Board of Governors
Recommendation Numbers: 383-384

MICHIGAN DENTAL ASSOCIATION FOUNDATION
MDA Foundation Bylaws Change Regarding Committee Appointments
Recommendation Number: 375

COMMITTEE ON MEMBERSHIP RECRUITMENT AND RETENTION (CMRR)
Member Focus Groups at Annual Session
Recommendation Number: 376
NEW BUSINESS
Hurricane Sandy Donation
Recommendation Number: 377

COMMITTEE ON GOVERNMENTAL AND INSURANCE AFFAIRS
Ambulatory Surgical Centers
Recommendation Number: 389

COMMITTEE ON GOVERNMENTAL AND INSURANCE AFFAIRS
Legislator of the Year Award
Recommendation Number: 388

The recommendations are listed below in their entirety:

11-1212 Resolved, that the Michigan Dental Association supports the use of NOMAD handheld x-ray systems in all settings. Adopted Board Policy Manual

12-1212 Resolved, that the Michigan Dental Association supports House Bills 5770, 5771, 5772, and 5773 to provide financial assistance on student loans to health care professionals who practice in a designated critical needs area for a period of three years. Adopted Board Policy Manual

13-1212 Resolved, that the Michigan Dental Association supports House Bill 5808 which would allow a physician, who accepts Medicaid, to claim a 50% tax credit on the difference between their regular fee and the amount of Medicaid reimbursement. This support is contingent on adding dentists to the bill. Adopted Board Policy Manual

14-1212 Resolved, that the Michigan Dental Association Board of Trustees hereby ratifies and approves the recommended appointments of the following individuals as Governors of the Dental PAC Board of Governors: Adopted

Region II:
Brian Rathke, DDS
(3-year term from January 1, 2013 to December 31, 2015)

Region V:
Sherill Behnke, DDS
(3-year term from January 1, 2013 to December 31, 2015)

Region VI:
James Cantwil, DDS
(3-year term from January 1, 2013 to December 31, 2015)

Region VIII:
John Buchheister, DDS
(3-year term from January 1, 2013 to December 31, 2015)

15-1212 Resolved, that the officers of the Dental PAC Board of Governors for the 2013 year be: Adopted
Resolved, that the Michigan Dental Association Foundation Bylaws, be revised as follows:

12. Appointment of Committees. The board of directors may designate one (1) or more committees. The president appoints committee members and consultants, and each committee consists of one (1) or more of the directors of the foundation voting members and non-voting consultants (total number to be at the discretion of the president). Dentist members and consultants must be MDA member dentists. Non-dentist members may be appointed to committees as members or consultants. Members and consultants shall serve for an unlimited number of one-year terms.

The president appoints committee members and may designate one (1) or more directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. Committee appointments by the MDAF president are to be confirmed by the MDAF Board of Directors. A majority of the members of a committee shall constitute a quorum for transaction of business, unless the board of director’s resolution establishing the committee provides for a larger or smaller number. A committee, and each member thereof, shall serve at the pleasure of the board of directors.

Resolved, that up to $5,000 be allocated from the 2013 Contingency Fund to host two member focus groups during the 2013 Annual Session in Novi.

Resolved, that $5,000 be allocated from the 2012 Contingency Fund as a contribution to the ADA Foundation Disaster Assistance Grants Program to assist dentists affected by Hurricane Sandy.

Resolved, that in the interest of access to care, the Michigan Dental Association pursue reimbursement from Medicaid for dental treatment provided in ambulatory surgical centers.

Resolved, that Representative Peter MacGregor receive the 2012 legislative achievement award for his public commitment to oral health care and the dental profession.

DISCUSS AND VOTE ON RECOMMENDATIONS REMOVED FROM THE CONSENT CALENDAR:

MDA Board of Trustees Job Description and Self-Evaluation Tool
Background information is contained in a report to the Board from Mrs. Grace DeShaw-Wilner, dated November 14, 2012.

The following recommendation was referred to the Executive Committee for further review:

Recommendation 392: Referred to EC
Resolved, that the MDA Board of Trustees approves the document titled “MDA Board Job Description and Self-Evaluation Tool, dated December 7, 2012.
Dues for Working Life Members:
Background information is contained in a report to the Board from the Board Committee on Finance, dated November 2, 2012.

The Board referred Recommendation 372 back to the Board Committee on Finance. The 2014 proposed budget is based on this resolution passing. The Board shouldn’t assume that this will pass. If it does not pass, the Board should be prepared for the House to approve a dues increase to balance the 2014 budget.

Recommendation 372:
Resolved, that the following recommendation be forwarded to the 2013 MDA House of Delegates with a recommendation for adoption:

Resolved, that the MDA Bylaws, Chapter I, Membership, Section 5b, Dues be revised to read as follows:

B. Life Member: The annual dues and contributions toward any MDA assessments for working life members shall be 50% of an active member’s payments. Retired life members shall be exempt from payment of dues to this association.

Members in the working life category prior to the 2010 dues cycle are not required to pay half of any assessment.

ACTION ITEMS:
Spending Criteria for Non Reserve Fund:
Background information is contained in a report to the Board from the Board Committee on Finance, dated November 14, 2012.

The following was adopted:

21-1212 Resolved, that the MDA Board of Trustees approves the following non-reserve spending assessment criteria:

- How does the request align with the MDA’s vision, mission and strategic goals?
- How does the request impact the future of the MDA?
- Is the request in response to house of delegates initiative, or necessary to comply with the bylaws?
- Is the request essential to the function of the MDA?
- What is the anticipated return on investment or return on objective? And, how quickly will a return be obtained?
- Does not allocating the funds present a risk to the MDA?
  - Reputational risk
  - Financial risk
  - Strategic risk
  - Operational risk
  - Legal/regulatory risk
  - Organizational risk
• Will additional funding be necessary at some point? If so, when?
• How many members are helped by fulfilling the request?
• Does the request solve a business problem of dentists at a lower cost than existing solutions?
• Does the request avoid duplication and undue competition within the tripartite?
• Can the requested funds be obtained by another means?

REPORT FROM ADA NINTH DISTRICT TRUSTEE:
Dr. Dennis Engel, ADA Ninth District Trustee, provided the Board with a report on ADA activities.

• A survey conducted by the ADA showed that ADA trustees averaged 51 day meetings per year and a total of 1,300 hours for preparation time for meetings. The ADA President averages 100 days out of the office and 3,070 hours of preparation time.
• One of the governance recommendations was that a sitting trustee should not run for office of president-elect and Dr. Engel agrees with this recommendation. He suggested that the Ninth District pursue a resolution where sitting trustees cannot run for office due to the amount of duties they have as a trustee and the amount of time it takes to run a campaign.
• The ADA Library is not closing; only the public aspect of the library is going away. It will not be open to the public or be a walk-in library. All information will be available to members and articles will be copied and provided to the members upon request. ADA is looking for a place to store historical documents that would be open to the public. The library has 11.5 employees and each request for documents/information costs the ADA $1,000.
• ADA budget process needs to be streamlined. Dr. Engel is chair of the budget and finance committee and would like to: 1) change the timeline of the budget; 2) look at the decision lens process where every council rates every program. There are now 60 programs rather than 110; and 3) move the budget authority to the Board of Trustees level so ADA can be a more nimble association.
• Discussed committed and reserved fund levels; ADA needs to change the way things are funded/funding of capital expenditures.
• AGD is moving out of the ADA building due to economics. The space will be filled by the hospital next door that was looking for space.
• Anesthesia failed to gain recognition as a specialty.
• ADA is losing full dues paying members. In the past, 73% of the membership were full dues paying members. In 2011, 54% are full dues paying members. The ADA Council on Membership is looking at all dues categories to determine whether those paying partial dues should be revisited. If they are making a living in the practice of dentistry, Dr. Engel believes they should be paying full dues.
• Governance: Of the 80 recommendations recommended by Westman, 1/3 had already been implemented by the ADA, 1/3 were under House control and 1/3 were under Board control. Trustees have to look at the big picture and what is best for the ADA. Trustees do not represent their district but represent the ADA. Dr. Engel urged the individual MDA Board members to look at the big picture for the MDA and not for their personal district.
• ADA Foundation – all deficiencies have been resolved and Paffenburger Research Center is in the process of hiring.
• The ADA Editor has control over his editorial and scientific articles. Dr. Engel was in favor of full autonomy. The Editor is pleased with the changes made by the House.
• The 9th District council representative from Wisconsin has resigned from the Council on Government Affairs.

ADA GOLDEN APPLE AWARDS:
Dr. Dennis Engel, ADA Ninth District Trustee, presented the MDA with the following 2012 Golden Apple Awards:

✓ Legislative Achievement: Grassroots Development Program
✓ Excellence in Membership Recruitment and Retention Activity: Nonmember Five Pillars Campaign.

LT. GOVERNOR BRIAN CALLEY:
Lt. Governor Brian Calley spoke before the Board:

• The two main areas that the Governor’s office is focusing on is balancing the budget (saving for the future and satisfying debt) and improving the economy.
• With Obama Care there are three options for health care exchanges: state, state/federal and federal only. The Governor does not want federal only since Medicaid is the biggest budget line item in Michigan.
• Personal property tax reform bills are in second house now – one week to finish up the deal. Get all small parcels out of the system (40,000 or less). 75% of parcels are 40,000 or less and only 5-6% of the revenue. Industrial equipment – expiring industrial equipment tax.
• There will no longer be tax credits approved without knowing how it impacts the budget.
• Governor Snyder has reduced the State budget by 20B dollars. The biggest threat to the budget is the health insurance claims assessment which is coming in way lower than what was expected. There were more out of state claims than was anticipated and these claims are not a part of the tax. There is a 140M deficit when taking the Federal Medicaid match into account.
• Freedom to Work Legislation: The Senate had a long process yesterday. There were 20 political amendments and all 20 were defeated. Unlimited debate was allowed. The vote was 22-16 and the bill was sent to the House which will act on it on December 11. The Governor will sign the bill.
• The Governor’s agenda is kids and jobs. He is trying to create an environment for job growth by staying away from favorite industries/providing special benefits. No matter what type of business, the Governor wants Michigan to be a place where people will open businesses.
• The Governor’s office doesn’t believe that taxes are everything. Recently an auto operation moved its business to Detroit due to the large concentration of engineers in the state. Taxes get more attention but more time and energy needs to be in changing the education system and tailoring it around the kids. Having the right work force is the best economic tool.
• The new bridge will still be a private sector bridge but regulated by Michigan and Canada. Canada will pay for everything. It will be a four year construction project with over 10,000...
people working on the project from engineers/lawyers to excavation. The bridge will
significantly expand Michigan’s sales and job growth due to the location of the bridge. The
current bridge cannot handle the amount of transport needed due to where it drops traffic off
in Canada.

OLD BUSINESS:
Update on 2013 Mission of Mercy (MOM):
Dr. Stephen Harris, chair, 2013 Mission of Mercy, provided the Board with an update on the
program. There were 18 volunteers from Michigan that recently worked the MOM in Iowa and
the Board viewed a slide show from that event. The Iowa MOM saw 1,600 patients in two days.
This provided MDA volunteers with experience in running a MOM project.

MDA’s MOM committee is fired up for next year’s MOM event. The committee would like the
MDA to approve conducting a 2014 MOM event. It takes approximately $158,000 to run an
event. At this time, MDA is $14,000 over its goal for the 2013 project. Any unused funds will be
saved for the 2014 event.

The Board discussed what they have been hearing throughout the state from member dentists.
Some members believe MOM shows that dentists cannot serve the needs of the public. MDA
ought to show that there is not just an access issue in dentistry but there is also an access issue
with medical, pharmacy, etc.

MDA should promote how many procedures were completed versus how much money in
dentistry was completed.

A MOM provides dentistry with an opportunity to show teamwork and that the dentist is the
leader of the team.

Of the 1,200 volunteers it takes to run a MOM program, less than 300 are dentists. The majority
of volunteers for the program involve the members of the community. There are volunteers that
have agreed to do follow up on the patients treated.

The Thursday/Friday after Memorial Day is a tentative date for the 2014 MOM, and the site
under consideration is Ferris State University. Executive Director Eason informed the board that
part time staff may have to be hired to assist, and the monies budgeted for part time help would
be used for that purpose.

The following was adopted:

22-1212  Resolved, that the Michigan Dental Association pursue a Mission of Mercy (MOM) project for 2014.  Adopted
MRG Survey Update:
Preliminary information has been received from Marketing Resource Group on the study it conducted for the MDA on how much dentists donate in and out of their practice.

The survey was forwarded to 4,000 dentists and 990 responses were received. This was double the response that was anticipated.

The average annual amount of donated dental care by practice is $29,836/year and the average amount of donated dental care provided outside of the practice is $15,000 per dentist and $4,000 per support staff. Total per dental office per year average is $62,025.

Final touches are being put on the results before they are disseminated.

Two key messages from the survey are that dentists are providing a substantial amount of care and MDA is working on developing a fact sheet that ties all of this information together that can be used when talking with legislators and the media.

The Board was reminded that this is a non-scientific survey and the data should not be extrapolated further than what it was meant for.

PEW and other states have surveyed and come up with similar numbers so MDA knows the numbers are in the ball park.

FUND BALANCES:
The Board reviewed the balances of the 2012 Non-Reserved Fund and Contingency Fund.

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

• September 2012 Board Minutes
• Committee Minutes (posted online since the June Board meeting)
• Update from Detroit District Dental Society (MDA Board Resolution 18-901)
• MDA Calendar of Referrals
• Legislative Update
• Future Board and EC Meeting Dates

MICHIGAN DENTAL ASSOCIATION FOUNDATION:
Dr. Michael Jennings, president, Michigan Dental Association Foundation, provided the Board with a report on Foundation activities in 2012:

• Awarded nine scholarships totaling $11,000
• Three grants to health clinics in Ypsilanti, Three Rivers and Grand Rapids totaling $15,000
• Contributed 36,000 dental kits to the Goodfellows organization of Detroit for inner city children
• Teamed with the MDA on the veteran’s project to increase vets awareness of their
government-sponsored dental benefits
• Teamed with the MDA on the MOM project slated for June
• This year has been a year of growth for the foundation. The Foundation brought on a
short-term external consultant, Grace DeShaw-Wilner, to work with the Foundation
Board on its strategic plan. Its core initiatives include building awareness of MDAF with
the dental community; attracting and developing quality leadership, collaborators and
staff partners to advance its mission; and maximizing our grant-making impact. Within
each initiative lies a host of goals and strategies designed to take the foundation to the
next level.
• 91% of the MDA Board contributed to the Foundation in 2012. As leaders, walking the
talk is critical to set an example for the grassroots members as well as external
contributors. Sometimes individuals are surprised to learn that the inner circle
contributing levels begin at $100, but really, any amount is most appreciated.
• MDAF’s fundraising activity in 2013 will continue. The “Inner Circle” donation level is a
way to pledge a tax-deductible level of support, and the names of those contributing to
the circle are published in the MDA Journal. Additional opportunities include:
  • The automobile raffle at annual meeting, which will be a Cadillac ATS, or $14,000
travel voucher, or $14,000 cash. Sales are limited to 400 and they have sold out every
year;
  • Golf outing to be held Friday, May 10, 2013.
  • Christmas ornaments can be purchased today for a $25 donation.

ANNOUNCEMENTS/REPORTS (OFFICER/TRUSTEE/STAFF/OUTSIDE LIAISONS):
Update on Hygienists and PA 161:
President Johnston informed that the Board that several hygienists in Port Huron were
distributing flyers encouraging the public to visit them at their clinic.
In addition, the hygienists were distributing flyers at the Port Huron library. Since the library is
not able to contract with for-profit ventures, the distribution of the flyers was stopped by the
library.
A state PA 161 Advisory Committee has been meeting since 2010, with dental hygienists
represented. The auspices of the advisory committee is to work on changes to PA 161. There will
be a push from hygienists for direct reimbursement to hygienists in an attempt to create their own
entities. Direct appeals to the public goes against the original idea of the Act.
Board members were asked to inform the MDA if they become aware of these types of issues in
their districts.

2013 Delegates/Alternates:
Speaker Peters requested the Board members follow up with their component leaders to make
sure that the delegates/alternates names are submitted to the MDA prior to January 20, 2013.
Names are not considered for House appointments if they are not received by the deadline.
Dental PAC Board Consultant:
President Johnston informed the Board that he has appointed Dr. Steve Gustafson as a non-voting consultant to the Dental PAC Board of Governors.

School Based Oral Health Care Symposium:
MDA is in the process of finalizing plans for a school based oral health care symposium to be held Friday, April 19, 2013 during the MDA Annual Session. Speakers include Carlos Gonzalez-Cabezas, DDS, MSD, PhD, Linda Meeder, RN, MS and Ryan Lebster, DDS.

Veteran’s Project:
The Veteran’s Project, a joint project between the MDA and MDA Foundation, kicked off on November 8, 2012 at an event held at the Capitol. Speakers at the kick off included Lt. Governor Calley, Senator Roger Kahn and Dr. Michael Jennings, chair, MDA Foundation. The Department of Military and Veterans Affairs has received 800 calls from veterans so the project has had a positive impact. The Department will use these numbers to lobby for more dollars for veterans.

Medical Devices Tax:
An ADA CAPWIZ alert was forwarded to ADA members to contact their legislators regarding the 2.3% medical devices tax. A 17% response rate was received, which is significant. Michigan had the highest response rate which is evidence that MDA’s grassroots program is working well.

Grassroots Legislative Program:
Lynn Aronoff informed the Board that Michigan dentists are beginning to understand that it is a numbers game. She is developing a PowerPoint presentation that she can use to tutor members on using CAPWIZ. Legislators cannot read every email but they do look at numbers; hence the importance of responding to all CAPWIZ requests. She will continue to try to increase the number of responses from dentists on legislative alerts.

Executive Session is on the next page
Executive Session

The outcomes of the executive session are now considered policy and are public knowledge. The discussion that took place in the meeting that led to the actions, however, are confidential and are not to be shared.

MDA Insurance and Financial Group (MDAIFG):
Mr. Craig Start, president, MDA Insurance and Financial Group, provided the Board with a report on health care reform and the MDA health plan.

Health care reform means big changes beginning January 1, 2014. These changes may jeopardize the current MDA health plan. There are portions of the law that make it difficult to have a plan solely for MDA members with its own rate structure based on utilization and where MDA has input on coverage provided.

While the health care reform rules are being issued now, MDA is experiencing mixed signals from BCBSM. The MDAIFG board determined that if President Obama was re-elected, IFG should begin dialogue with other insurance carriers; there are three that MDAIFG is currently looking at. Even looking at new carriers, it is unclear whether MDA can still have a plan exclusively for MDA members. MDA may be limited to offering what everyone else can offer and thus there would be no advantage to members.

MDAIFG is attempting to find a solution with the MDA exclusive plan intact. There will be an impact on revenue and what MDAIFG is able to provide to the MDA but there is no way to know what that impact will be.

A comment was made that Blue Cross is a national company where subscribers can receive health care when they are out of the state/country. If a local insurance carrier is chosen, how will this affect the MDA plan? This will be a priority of the MDA to assure that that benefit is still offered.

2013 ADA Council Appointments:
According to the MDA/WDA rotation schedule, the following 9th District positions are open Michigan appointments in 2013:

- **Access, Prevention and Interprofessional Relations** (Dr. Monica Hebl’s term will be expiring in October 2013. Dr. Hebl is from Wisconsin and that vacancy is to be filled by an MDA member.)

- **Dental Accreditation**: This is an ADA Board nominated position and not a district appointment. Even though this is an ADA Board nominated position, MDA trustees may submit names to Dr. Engel.

- **Scientific Affairs**: There are four positions open to all trustee district nominations. Even though these are ADA Board nominated positions, MDA trustees may submit names to Dr. Engel.
Executive Session

The outcomes of the executive session are now considered policy and are public knowledge. The discussion that took place in the meeting that led to the actions, however, are confidential and are not to be shared.

The Council on Scientific Affairs determines what type of expertise it requires annually for open positions. MDA will be contacting Dr. Denny Engel to determine whether the Council on Scientific Affairs has made the determination for 2012 yet.

Board members were encouraged to submit nominations to the MDA prior to February 1, 2013 as the Board, at its February 22, 2013 meeting, will review all nominees and provide Dr. Engle with its recommendations.

2013 MDA Awards:

The following were adopted:

23-1212Resolved, that the 2013 John G. Nolen Meritorious Award be presented to Dr. John Hinterman, Genesee District Dental Society. **Adopted**

24-1212Resolved, that the 2013 Emmett C. Bolden Dentist Citizen of the Year Award be presented to Dr. James Cooper, Detroit District Dental Society. **Adopted**

25-1212Resolved, that a 2013 MDA Public Service Award be presented to:

1. Dr. Steven Conlon, West Michigan District Dental Society
2. Samantha Pearl, Southwestern District
3. Dr. Marvin Sonne, Detroit District Dental Society **Adopted**

26-1212Resolved, that a 2013 New Dentist Leadership Award be presented to:

1. Dr. Eric Childs, Southwestern District Dental Society
2. Dr. Ryan Lebster, West Michigan District Dental Society **Adopted**

Rate Stabilization Reserve:

Dr. Mark Johnston, president, Michigan Dental Companies, Inc., informed the MDA Board that every year MDAIFG has the ability to remove ½ of the Rate Stabilization Reserve funds to the MDA Group Insurance Trust. The MDAIFG Board and MDCI Board agreed that ½ of the funds (8.5M) should be moved to BNY Mellon Bank due to the uncertainty of the future of MDA’s health plan. Moving the funds takes the control of the monies away from BCBS and gives it to the MDA.

There are tax consequences to moving the funds. The two options provided by BNY Mellon are a no interest account or a money market account at .25%. The monies are very liquid with either
Executive Session

The outcomes of the executive session are now considered policy and are public knowledge. The discussion that took place in the meeting that led to the actions, however, are confidential and are not to be shared.

of these options. It was decided to put the monies into an interest bearing account. Part of the interest received from the fund will be used to pay for the tax consequence of moving the funds from BCBSM.

Special Committee on Executive Director Evaluation:
The Board was provided with a brief report by the Special Committee on Executive Director Evaluation.

The following was adopted:

Resolved, that the MDA Board of Trustees approves the employment agreement with Mr. Andrew Eason, dated December 7, 2012.

Jeffery Johnston, DDS, MS
President

Mark Johnston, DDS
Secretary

Final Draft
## GAP ANALYSIS

<table>
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<td>1. The governance system facilitates a constant stream of communication among all elements of the governance system.</td>
<td>In this age of communication via the Internet, cell phones, texts, and tweets, the essential task of having a governance system that &quot;facilitates a constant stream of communication among all elements of the governance system&quot; may be obtainable. It requires systems in place that allow every volunteer to be constantly updated and briefed in context to everyday communications. In associations, volunteers entrust many of these policy issues to be adequately handled by association staff and the only time a problem arises is when a member or minority group of members disagrees with a decision. Constant communication must be mixed with a high level of trust not just the facts. With any crucial communication it is not just what is said but how it is said. Attributes of ideal communication 1. Timely 2. Trust in the author of the communication 3. Easy access to the communication 4. Branding of the communication so it stands out from other unrelated communication 5. Acknowledgement of receipt of the communication 6. Mechanism for feedback for the communication 7. Adequate background to understand the communication 8. Agreed upon expectations of actions that can result from communications 9. Agreed upon expectations if the communication is informational in nature</td>
<td>The larger the group the more difficult it is to achieve all 10 attributes. Given the vagaries within the components as to when delegates are selected, sometimes communication can lag since some delegates/alternates are appointed just before Annual Session. The group agrees that the MDA is doing a good job with points 1-4 and 7. It needs to address points 5-6 and 8-10.</td>
<td>Yes No</td>
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<td>1. Agreed upon expectations of confidentiality</td>
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| 2. Decision makers decide on organizational outcomes and do not prescribe the process(s) to be used to achieve those outcomes. | There are times that the House of Delegates is too prescriptive in its resolutions. Because of the size and dynamics of the Board and the fact that staff is present, these issues are resolved on the spot by the Board. | Agreed there is a gap.        | ○ Yes  
■ No                                      |
| 3. Term limits achieve a balance between the need for new leadership and the need for continuity within leadership. | Delegates do not have set term limits. (Some components have bylaws regarding this, some do not).  
Issues:  
* less turnover of delegates, prevents new members from serving bringing new opinions and ideas  
* can make it difficult for new delegates to disagree with long standing delegates (pressure to follow current leaders that have been around a long time)  
Other positions have set term limits that seem adequate but the question remains on whether some may be too short, some too long. | Agreed there is a gap.  
The issue is at both ends. MDA wants to be sure terms are not too short whereby continuity of thought is lost. On the other hand terms that are too long do not allow for fresh ideas and opportunities to serve. Limits should be based on the governance unit’s functions vs. “across the board” term limits. | ○ Yes  
■ No                                      |
| 4. When appropriate, spending decisions are driven by the strategic plan. | No gap identified.                                                                     | Agreed there is no gap.       | ○ Yes  
■ No                                      |
| 5. The group that makes final decisions about the budget is also the group that has the responsibility for maintaining | The HOD has final budget approval when the Treasurer and Board of Trustees shoulder the responsibility for financial sustainability. Example- HOD could authorize revisions to a budget involving | Agreed there is a gap. The House has listened to the treasurer and the Board in the past when it comes to budgeting. The group | ○ Yes  
■ No                                      |
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<td>the financial sustainability of the organization.</td>
<td>programs or assessments that could cause a budget deficit. There may not be good understanding of budget priorities (long-term) at the HOD level.</td>
<td>that makes final decisions about the budget (HOD) is not the group that has the responsibility of maintaining the financial sustainability of the org. That duty rests with the Board.</td>
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| 6. The governance structure ensures that decision makers are provided with the appropriate knowledge, information, and time to make informed and timely decisions. | The present governance structure does ensure that decision makers are provided with the appropriate knowledge, information, and time to make informed and timely decisions. There are a specific number of days outlined in the bylaws for trustees, delegates, alternates and members to receive resolutions and information. They receive the background information they need to make decisions. There are various avenues such as caucuses, reference committees, contacting your trustee and MDA officers for additional information regarding resolutions and decisions made by the board. | While the MDA provides the information, the individual has to read it; hence the gap. Factors include:  
- Size: The larger the group the more an individual can hide and not do the work (reading, speaking up).  
- Frequency of Meetings: The less participants recall at the next meeting.  
- Turnover: When a significant portion of the group members are constantly changing it is hard to maintain continuity.  
- Reference Committees: Reference Committees are not always used to the greatest advantage. For instance, there have been times when HOD members don’t make comments in the reference committee and then | □ Yes  ■ No |

December 7, 2012
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<td>7. Positions of leadership are filled by those most qualified.</td>
<td>Delegate/alternate positions go unfilled annually or components are challenged to find members to step up and fill leadership roles. Members elected to leadership positions are chosen based on geography rather than on qualifications. Mentoring of members to fill leadership positions does not exist in an organized fashion such as a leadership institute. Therefore, there is no structure to make comments at the microphone the next day at the HOD that should have been made at the reference committee hearing. Members who don’t read the HOD Manual may not know what the reference committee is for. • The structure of the House allows for one delegate to attend the 1st HOD meeting (information part and reference committee) and the alternate to attend the second session to vote. • HOD sometimes identifies an issue with policy and amends the policy on the floor of the House without getting committee input first.</td>
<td>Agreed there is a gap. There is no organized fashion of mentoring. Need follow through from the component level up to the state level. There is a cultural issue - board positions are sometimes seen as a leadership position.</td>
<td>□ Yes □ No</td>
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<td>to help identify those “most qualified.” The Board is comprised of members chosen by components without regard for a particular qualification(s) of an individual that may “round out” the composition of the managing body.</td>
<td>reward for past work at the component level. A different structure could yield a different outcome.</td>
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<tr>
<td>8. The governance structure facilitates identification and correction of leadership performance issues.</td>
<td>There is a gap with regard to the key terms: “facilitate”, “identification” and “correction” (of leadership performance.) The Committee Operating Manual perhaps comes the closest to achieving our desired performance requirement. In its section IV (“Committee Membership Structure”), it offers specifics and particulars as to the appointment, term, responsibility (responsibilities), resignation and removal of those serving in the capacities of (Committee) Voting Members, Chairperson(s), Consultants and Board Liaison(s). Another favorable example that approached our requirement was found in the methodology for evaluation and selection of an Executive Director (Board Operating Manual, Attachment E.) However, while this facilitates identification of leadership qualities, this was not entirely germane to “identification and correction of leadership performance.” Other manuals (MDA Bylaws and Articles of</td>
<td>Agreed there is a gap.</td>
<td>□ Yes ■ No</td>
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<td>Incorporation, MDA Association Policy Manual, MDA Board of Trustees Operating Manual, MDA Board Policy Manual, MDA House of Delegates Manual, MDA Committee Operating Manual and the MDA Peer Review/Dental Care Manual) offer significant insight into the authorities vested in leadership roles, as well as the duties and responsibilities of those serving in various capacities. However, these were often broadly stated, and none spoke directly to identification of, and correction of, leadership performance issues.</td>
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<td>9. Roles and responsibilities of each leadership position are clearly defined and the relationship among the various positions is also clearly defined. MDA officer’s roles are clearly defined, but the relationships between components, trustees and, delegates are not. Delegates and trustees take positions that may be beneficial to their component but may not be in the best interest of the MDA.</td>
<td>Agreed there is a gap.</td>
<td>□ Yes □ No</td>
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<tr>
<td>10. All people holding positions of leadership are actively engaged. Leadership and engagement can only be successful when people are knowledgeable and competent in the positions they are assigned. Best available candidates will be most engaging. Poorly qualified (or next in line) members in leadership positions will lead to committees being run by MDA Staff (out of necessity).</td>
<td>Agreed there is a gap. As the size of the group increases and frequency of meetings decreases, it is harder for the group to be actively engaged. Size and frequency work against having members who are actively engaged.</td>
<td>□ Yes □ No</td>
<td></td>
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<tr>
<td>11. The governance structure encourages member engagement and participation at a variety of levels. The governance structure allows for member involvement at the House of Delegates and the Board of Trustees on a representative basis. Board members are also engaged as liaisons to internal</td>
<td>Agreed there is a gap. The gap is the leadership’s reality of how much a member should be</td>
<td>□ Yes □ No</td>
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<td>Committees and external organizations. Members are also encouraged and chosen to serve on committees, task forces and workgroups. Member encouragement to be involved also occurs through communication vehicles like the Delegate Digest.</td>
<td></td>
<td>Engaged versus the member’s reality of what their engagement should be. Also, components at times find it difficult to get member participation on their various committees and leadership positions.</td>
<td></td>
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<tr>
<td>12. Whenever possible, decisions are made consistent with the strategic plan.</td>
<td>Every resolution that is forwarded to the House and Board provide information on how it fits into the strategic plan. There are instances when something does not fit into the strategic plan (i.e., administrative issues) and the background provides information on why it should be approved.</td>
<td>Agreed that there is no gap.</td>
<td>Yes No</td>
</tr>
<tr>
<td>13. Bylaws, policies, and procedures of the components are consistent with the MDA.</td>
<td>Each component has adopted its own set of Bylaws. Some components review regularly; the majority do not. Some districts with multiple components have policy on electing trustees and some don’t.</td>
<td>Agreed there is a gap.</td>
<td>Yes No</td>
</tr>
<tr>
<td>14. Board members meet the minimum requirements for board membership, as set by the MDA.</td>
<td>MDA has no specific minimum requirements to serve as trustee other than the Bylaws states the qualification that they must be a voting member in good standing with the MDA. The component/trustee district elects the trustee.</td>
<td>Agreed that there is a gap.</td>
<td>Yes No</td>
</tr>
<tr>
<td>15. Decision makers speak with one voice, once a decision is made.</td>
<td>HOD members are reminded prior to the close of the annual meeting that the actions taken are now the decisions for the MDA. While members may disagree with the decision, they have not pursued anything that would put our association in a predicament to explain the variance.</td>
<td>Agreed there is no gap.</td>
<td>Yes No</td>
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<td>While BOT members may realize that members of his/her component may not agree with a particular decision, discussion occurs at the meeting to assist in addressing any concerns so that one message may be delivered. When issues have come up, they have been quickly addressed by the E.D. or the president with the Board member.</td>
<td></td>
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<tr>
<td>16. Committees are formed (or deleted) and structured based on the strategic plan and/or needs of the association.</td>
<td>While this used to be a gap, it no longer is. The MDA Board studied its committee structure at its June 2012 board meeting and is in the process now of making changes, providing specific charges to committees, etc. We believe a process is in place to annually review committees and their charges.</td>
<td>Agreed there is no gap.</td>
<td>Yes No</td>
</tr>
<tr>
<td>17. The structure has mechanisms to secure member input.</td>
<td>Multiple sources and technologies are available for the membership to communicate their concerns with the association. However, many members use the House of Delegates floor as the time and place to express themselves.</td>
<td>Agreed there is a gap. MDA needs to find a way to communicate information and receive feedback from the member to the MDA.</td>
<td>Yes No</td>
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MDA Governance Review
May 2012-December 2012

Current to: 5/29/2012

May 2012
- Establish Committee

June 23-24, 2012 Board Meeting
- Board meets and Michael Gallery presents process and meets with chair and staff.

July 25, 2012
- Michael Gallery face to face meeting with full committee to develop performance requirements for approval by the Board. Committee must set its future meetings.

August 2012 Delegate Digest
- House is provided with the Governance process

August 27, 2012
- Committee must have its report ready by August 27 for the September Board meeting. Report to be approved by committee via email.

September 24: Committee meets via conference call to receive individual assignments. The gap analysis is to be approved by the Board in December 2012.

September 21, 2012 Board Meeting
- (Board approves performance requirements)

October 12: Committee meets via conference call to review the gap analysis.

October 2012 Delegate Digest
- (Board approves gap analysis)

November 12, 2012
- Committee must have its report ready by November 12 for the December Board meeting. Report to be approved by committee via email.

December 7, 2012 Board Meeting
- House is provided with the performance requirements and encouraged to provide input.

MDA Governance Review
Current to: 5/29/2012

June—July 2012
- Michael Gallery conducts interviews with key staff and leadership

August 27, 2012
- Committee must have its report ready by August 27 for the September Board meeting. Report to be approved by committee via email.

October 12: Committee meets via conference call to review the gap analysis.

November 12, 2012
- Committee must have its report ready by November 12 for the December Board meeting. Report to be approved by committee via email.
MDA Governance Review
January 2013-October 2013

January 2013

February 22, 2013 Board Meeting
(Board to review and approve recommendations for new governance structure)

2013 HOD (April 17-20):
The committee will provide the 2013 HOD with recommendations to approve the performance requirements and gap analysis (not Bylaws changes). A 1 1/2 hour special informational meeting will be held after the HOD closes and before the reference committee hearing.

October 2013 Special HOD Meeting??

January 14, 2013
Committee meets from 9am-3pm at MDA Building to design alternatives to address the design requirements and problems. To be reviewed and approved at February 2013 Board meeting.

January 28, 2013
Committee must have its report ready by January 28 for the February Board meeting. Report to be approved by committee via email.

2013 Special HOD (October ___): The committee will provide Bylaws recommendations at the special meeting of the House to finalize the new governance structure.