Questions and Answers to the Proposed Governance Changes
to be Considered during the Sept. 20 House of Delegates Meeting

How were the recommendations developed?
A Governance Work Group was appointed by President Jeff Johnston and held its first meeting in July 2012 to discuss the governance process and a timeline. To begin the process, Dr. Michael Gallery, the MDA’s consultant, conducted phone interviews with leadership and key staff to identify strengths and weaknesses in the current structure.

Next, the Work Group compared the MDA’s governance structure to a set of performance requirement standards, which define the needs of the MDA and specify the essential elements that must be present. Performance requirements were approved by the MDA Board in September 2012.

The Work Group then compared the MDA’s current governance structure (what is) with the approved performance requirements (what should be). This comparison resulted in the identification of gaps (problems) with the MDA’s current structure. A complete gap analysis was then prepared and approved by the Board in December.

During the 2013 MDA House of Delegates meeting, the performance requirements and gaps were approved.

Following the House meeting, the Work Group developed eleven specific governance proposals to address the gaps identified in the gap analysis. These recommendations were reviewed by the MDA Board of Trustees in June and will now be acted upon by the House of Delegates.

Why are these governance changes being suggested now?
The MDA conducted the review of the MDA’s entire governance system for the following reasons:

- To ensure that the MDA is making the most effective decisions in the most efficient ways possible.
• It is important to regularly self-evaluate procedures to remain a top association.
• House of Delegates policy calls for a review of the governance structure every 12 years.

What are the highlights of the proposed plan?

• The size of the Board would be reduced from 17 trustees and 8 officers for a total of 25 board members to 9 at-large trustees with 6 officers for a total of 15 board members.
• The position of vice president would be eliminated and the secretary and treasurer positions would be combined.
• The House will have the power to elect the board of trustees and officers.

What will be the other responsibilities of the House of Delegates?

• Serve in an advisory capacity to the Board and make recommendations to the Board.
• Bring forth issues for the Board to consider.
• Create its own committees and set its own agenda.
• Approve bylaws changes.
• Set the Code of Ethics and approve any revisions.
• Remove Board members.

How will trustees and officers be elected?

A nominating committee will be formed to develop a slate of nominations for trustees, officers and ADA delegates and alternates. Rather than selecting trustees based upon district representation, at-large trustees will be nominated in order to ensure the best pool of candidates. Criteria for the candidates and the nominating committee will be determined by the House.

How will components be represented on future MDA boards? Will the governance changes result in only the larger components being represented?

• The House will elect a 12-member nominating committee, with one member from each of the MDA’s regions. The committee will be chaired by the immediate past president. This committee will be key in determining the selection of the most qualified candidates for the position.
The nominating committee will be made up of former or current delegates, past presidents and/or former MDA board members.

The criteria the nominating committee will utilize in nominating candidates will be determined by the House. Such criteria may include (but not be limited to) expertise, diversity, geographic, special knowledge about a dental topic or leadership experience.

All components will be encouraged to prepare members for MDA leadership positions by encouraging involvement and visibility at the local level. If a component feels strongly about representation it will be diligent about putting forth candidates that meet the criteria set by the HOD.

Are there any proposed changes to the structure of the HOD?

No. The House will continue to have 102 members, representing the MDA’s 26 component dental societies. However, the Work Group is suggesting the role of the House be advisory to the Board. According to state law and the MDA Articles of Incorporation, authority and liability is vested in the Board. Current MDA policy vests authority in the HOD, but liability is not vested with the HOD. The body that has fiduciary duty per Michigan law—the Board—should be the body making decisions on MDA policy and financial oversight.

Who will make the final decisions on the proposed changes? And when will they take effect?

The House of Delegates will make the final decision on the proposed recommendations and will determine the timeline for the implementation of the new policies.

Why should the Board, rather than the House, have responsibility for the budget?

Because legally the board holds the fiduciary responsibility to the MDA.

Why is it important for the HOD to elect the Board?

An organization should be able to choose its own Board. Under the current structure, the HOD has no control over who is on the Board.
How will these governance changes have a positive impact on the operations of the MDA?

- It will allow greater flexibility in the legislative policy arena. There have been situations in the past, more recently related to Health Kids Dental policy, when House policy would not have been best for the MDA because of the changing issues within the legislature. The new structure will allow the Board to make policy decisions based upon the most current information.

- If an issue comes up which requires immediate action by the MDA, such as the mid-level provider issue, it may be important to act quickly and implement a campaign directed to policy-makers or the public. This new structure will allow this to happen in a timely manner.

- The proposed changes will clearly establish responsibility and accountability as a principle of the governance structure whenever policy decisions are made.