Michigan Dental Association

REPORT OF REFERENCE COMMITTEE

Part I: CONSENT CALENDAR

Appended are resolutions referred to Reference Committee, which have received all positive testimony or minimal to no testimony. Therefore, the Committee recommends adoption of the following resolution:

Even though all of the resolutions below are not Bylaws or Dues changes and do not require a 2/3 vote, in order for them to be on the consent calendar, Resolution 19 will require a 2/3 vote to adopt. Those recommendations that require a 2/3 vote are designated with an asterisk*.

19* Resolved, that the following resolutions be adopted:

Resolutions 05*-06, Bylaws Change: Non-Dental Spouse Member
(Yellow Page 1000)

Resolution 07*, MDA Parliamentary Authority
(Yellow Page 1004)

Resolutions 08-09, Policy Statement on Intraoral/Perioral Piercing and Tongue Splitting
(Yellow Page 1006)

Resolutions 11, January 1 – December 31, 2014 Budget
(Yellow Page 1014)

Resolutions 15, 16*, 17, 2014 Dues Resolutions
(Yellow Page 1063)

Madam Speaker, I move adoption of Resolution 19.

Committee Recommendation: Vote: Yes

House Action: ______________

Vote Required: 2/3 vote of delegates present and voting.
APPENDIX

RESOLUTIONS PROPOSED FOR ADOPTION ON THE CONSENT CALENDAR

Bylaws Change: Non-Dental Spouse Member

05. Resolved, that the following Bylaws provisions regarding non-dental spouse membership be amended as follows:

Chapter I, Membership, Section 1, Classification, I.
Section 1. - Classification: The membership of this association shall consist of dentists and other qualified persons who shall be classified as:

A. Active Members
B. Life Members
   1. Working Life Members
   2. Retired Life Members
C. Affiliate Members
D. Honorary Members
E. Retired Members
F. Student Members
G. Graduate Student Members
H. Provisional Members
I. Non-Dental Spouse Members
J. Supportive Members
K. Limited Time Practice/Professional Leave Members
L. Associate Members
M. Nonpracticing Member

Chapter I, Membership, Section 2, Qualifications, I. Non-Dental Spouse Member:
The surviving spouse of an active, life, retired, or limited time practice/professional leave member who died while in good standing shall be entitled to all privileges of an active member, except those of voting or holding any office or appointive position in the association and may participate in all programs for which such member is eligible.

Chapter I, Membership, Section 4, Privileges, I. Non-Dental Spouse Member:
I. Non-Dental Spouse Member: The surviving spouse of an active, life, retired, or limited time practice/professional leave member who died while in good standing shall be entitled to all privileges of an active member, except those of voting or holding any office or appointive position in the association and may participate in all programs for which such member is eligible.
Chapter I, Membership, Section 5, Dues, J, Non-Dental Spouse Member:

J. Non-Dental Spouse Member: The annual dues of a non-dental spouse member shall be established by the house of delegates in conformity with Chapter III, section 5, g. and shall be due January 1 of each year.

06. Resolved, that Resolution 15H-98 regarding annual dues of a Michigan Dental Association non-dentist spouse member be rescinded and removed from the Association Policy Manual.

MDA Parliamentary Authority:

07. Resolved, that the MDA Bylaws, Chapter XIII, Parliamentary Authority Rules of Order, be revised as follows:


And be it further

Resolved, that this bylaws change go into effect at the close of the 2013 annual meeting of the House of Delegates.

Policy Statement on Intraoral/Perioral Piercing and Tongue Splitting


09. Resolved, that Resolution 10H-01 regarding intraoral/perioral piercing be rescinded and removed from the Association Policy Manual.

Calendar Year January 1 – December 31, 2014 Budget

11. Resolved, that the 2014 Michigan Dental Association budget, dated 2/22/13, be approved as the budget for calendar year January 1 to December 31, 2014.

Funding for MDA Headquarters Project

15. Resolved, that Resolution 10H-10 regarding dues be rescinded and removed from the Association Policy Manual.

2014 Active Member Dues

16. Resolved, that the annual dues for the Michigan Dental Association active members shall be $541, effective January 2014.
17. **Resolved**, that Resolution 07H-12 regarding dues for active members be rescinded and removed from the *Association Policy Manual.*
Resolution 12, Yellow Page 1046
(Presented by MDA Board of Trustees)

Working Life Member Dues

MDA has 500 dentists that fall in this category currently. It is projected that there will be
approximately 50 new working life members each year thereafter.

The Reference Committee did not discuss the following:
1. Retired life member category
2. Income ceilings for retired members
3. Waivers/hardships
4. Establishing a cutoff age for life members

It concentrated its discussion only on the issue before the HOD: working life members. The
Committee supports adoption of Resolution 12 for the following reasons:

1. The cost of servicing a member is the same for a working life member as it is for an
active member.
2. Back in 1992 when the house went from not charging life members to charging 50% it
was based on the association’s demographics and financial picture at that time. None of
this was promised for eternity. It is a model that is no longer sustainable given the
population shift.
3. The HOD, as the governing body, must focus on the health of the organization as a
whole.

The Committee requested that the House be aware of a typographical error in the background
materials on page 1047, line 53. The line should read (typo identified):

“MDA has 500 dentists in this category and 5% would be 25 50 members.”

12. 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% 75% 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.
Madam Speaker, I move adoption of Resolution 12.

Committee Recommendation: Vote Yes

House Action: ____________

Vote Required: 2/3 vote of delegates present and voting.

Resolution 18—Yellow Page 1065
(Presented by Board of Trustees)

Board Authority to Increase 2014 Dues

The Committee discussed testimony provided at the hearing. There were 90 delegates present in the House with additional alternates in attendance, and five individuals expressed opposition to Resolution 18 at the microphone.

The Committee notes that a special one-day meeting of the House of Delegates is approximately $16,000. It believes it is prudent fiscal responsibility for the HOD to delegate authority to the Board to make an informed decision on whether or not, up to $100 in a dues increase, is necessary for 2014.

The Committee believes that it is imperative that the House of Delegates have confidence in the Trustees that the trustee districts elect. The Committee is aware that the dues increase is only for the year 2014, and will only be used if absolutely necessary. It allows the Board to be more proactive rather than reactive and provides the Board with the flexibility the MDA may need.

18. Resolved, that the MDA Board of Trustees has the authority to increase 2014 dues up to the 2013 dues amount.

Madam Speaker, I move adoption of Resolution 18.

Committee Recommendation: Vote Yes

House Action: ____________

Vote Required: 2/3 of delegates present and voting

Resolutions 13-14 – Yellow Page 1048
(Presented by MDA Governance Work Group and Board of Trustees)

Performance Requirements and Gap Analysis

Gap Analysis: A delegate can ask that one of the points be amended or removed. This is a working document. As previously reminded the House is not addressing solutions at this time.

There is no definition of the term “fiduciary” in the MDA Articles of Incorporation or Bylaws. Therefore, we go by the definition in the Michigan Non-Profit Corporation Act, which states that
the Board of Trustees is the fiduciary. MDA’s legal counsel and parliamentarian assured the
Speaker that this is corporate law in the State of Michigan. The Committee believes it is
important for the HOD to know this in relation to item number five of the gap analysis.

The Committee is in agreement with the performance requirements and gap analysis as
presented.

13. Resolved, that the MDA approves the Performance Requirements, dated April 20,
2013 to be used as a basis for revising the MDA governance structure.

14. Resolved, that the MDA approves the Gap Analysis, dated April 20, 2013.

Madam Speaker, I move adoption of Resolutions 13 and 14.

Committee Recommendation: Vote Yes

House Action: ____________

Vote Required: Majority of delegates present and voting.

Reference Committee Members:
- Leonard Bartoszewicz, West Michigan, chair
- Shelly Jones, Saginaw Valley
- Sam Epley, Central
- Debra Chinonis, Genesee
- James Wright, Oakland
- Michelle Dziurgot, Macomb
- Jeffery Young, Detroit
- Lisandra Soto, Kalamazoo Valley
- Wayne Walcott, Washtenaw

Staff Assistants:
Ms. Michelle Nichols-Cruz
Ms. Grace DeShaw-Wilner
# GAP ANALYSIS

<table>
<thead>
<tr>
<th>Performance Requirement</th>
<th>Gap(s) Identified (Comments)</th>
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<td></td>
<td>(difference between the performance requirement and “what is”)</td>
<td>10/12/12</td>
<td>□ Yes ■ No</td>
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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 10. Agreed upon expectations of confidentiality</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>2. Decision makers decide on organizational outcomes and do not prescribe the process(s) to be used to achieve those outcomes.</td>
<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, issues are resolved on the spot by the Board.</td>
<td>Agreed there is a gap.</td>
<td>□ Yes ■ No</td>
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<td>3. Term limits achieve a balance between the need for new leadership and the need for continuity within leadership.</td>
<td>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</td>
<td>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.</td>
<td>□ Yes ■ No</td>
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<td><strong>4. When appropriate, spending decisions are driven by the strategic plan.</strong></td>
<td>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.</td>
<td>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.</td>
<td><strong>[ ] Yes [ ] No</strong></td>
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<tr>
<td><strong>5. The group that makes final decisions about the budget is also the group that has the responsibility for maintaining the financial sustainability of the organization.</strong></td>
<td>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 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>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 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>
<td><strong>[ ] Yes [ ] No</strong></td>
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<td><strong>6. The governance structure ensures that decision makers are provided with the appropriate knowledge, information, and time to make informed and timely decisions.</strong></td>
<td>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.</td>
<td>While the MDA provides the information, the individual has to read it; hence the gap. Factors include:  - <strong>Size:</strong> The larger the group the more an individual can hide and not do the work (reading, speaking up).  - <strong>Frequency of Meetings:</strong> The less participants recall at the next meeting.  - <strong>Turnover:</strong> When a significant portion of the group members are constantly changing it is hard to maintain continuity.</td>
<td><strong>[ ] Yes [ ] No</strong></td>
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December 7, 2012
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| 7. Positions of leadership are filled by those most qualified. | 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 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. | 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 reward for past work at the component level. A different structure could yield a different outcome. | □ Yes  ■ No |

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<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.)</td>
<td>Agreed there is a gap.</td>
<td>☐ Yes ■ No</td>
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<td>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.”</td>
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<td>Other manuals (MDA Bylaws and Articles of 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.</td>
<td>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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<td>10. All people holding positions of leadership are actively engaged.</td>
<td>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>
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<td>11. The governance structure encourages member engagement and participation at a variety of levels.</td>
<td>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 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>Agreed there is a gap. The gap is the leadership’s reality of how much a member should be 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>□ Yes  ■ No</td>
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<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>
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<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>
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<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. It is an important principle to have requirements.</td>
<td>□ Yes  ■ No</td>
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| 15. Decision makers speak with one voice, once a decision is made.                     | 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. 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. | Agreed there is no gap.                                                                      | ■ Yes  
□ No |
| 16. Committees are formed (or deleted) and structured based on the strategic plan and/or needs of the association. | 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. | Agreed there is no gap.                                                                      | ■ Yes  
□ No |
| 17. The structure has mechanisms to secure member input.                                 | 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.                                                                                      | Agreed there is a gap.                                                                                                                   | □ Yes  
■ No |

December 7, 2012