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AGD Board Policy Manual

Updated September 20, 2018

1		
2	<i>Table of Contents</i>	2
3	A. Vision Statement	4
4	B. Mission Statement	4
5	C. Brand Statement	4
6	D. Core Purpose	4
7	E. Core Values	4
8	F. Tag Line	4
9	G. Strategic Plan	5
10	<i>Policy Type: II. Governance Process</i>	7
11	A. Governing Style	7
12	B. Board Guidelines	9
13	C. Board Operations	10
14	D. Board Job Description	12
15	E. Duties of the Executive Committee	16
16	F. Officer Duties	18
17	G. Executive Committee Operations	22
18	H. Division Coordinator Duties	23
19	I. Board Liaison Expectations	25
20	J. Role of the Regional Director	26
21	K. Congressional Liaison	28
22	L. President’s Role	29
23	M. Board Committee and Task Force Principles	30
24	N. Charges of Council and Committees	31
25	O. Leader Evaluation	66
26	P. Code of Conduct	68
27	Q. Volunteer Copyright and Confidentiality Agreement	79
28	R. Board Processes	80
29	S. Absence of Executive Director Plan	81
30	<i>Policy Type: III. Board-Executive Director Relationship</i>	82
31	A. Delegation to the Executive Director	82
32	B. Executive Director Job Description	83
33	C. Monitoring Executive Director Performance	84
34	<i>Policy Type: IV. Executive Limitations</i>	88
35	A. General Executive Constraint	88
36	B. Staff/Volunteer Treatment	90
37	C. Budgeting	92
38	D. Financial Condition	94
39	E. Emergency Executive Succession	96
40	F. Asset Protection	97
41	G. Compensation and Benefits	98
42	H. Communication and Counsel to the Board	99
43	<i>Policy Type: V. Board Policy Statements</i>	100
44	A. Advertising Policy	100
45	B. AGD Advocacy Fund Operational Protocols	105
46	C. Alliances and Coalitions	109
47	D. Awards	120
48	E. Board Meetings	126
49	F. Dues Stabilization Policy	127
50	G. PACE Fees Stabilization Policy	128
51	H. Investment Policy Statement	129
52	I. Membership Maintenance	155
53	K. Travel Policy	156
54	L. Trustee and EC Funding and Allotment Toolkit	160
55	M. Use of AGD Letterhead By Volunteers	162

1	N. Whistleblower Policy.....	163
2	O. Terminology.....	166
3	P. Delegate Reimbursement.....	167
4	Q. Sunset Review Process and Schedule.....	168
5	R. MasterTrack®.....	170
6	S. Management of Records used in Preparation of Minutes.....	179
7	T. Town Hall.....	180
8	U. Alcohol Policy.....	181
9	V. Legal Counsel.....	182
10	W. Educational Collaboration Guidelines.....	183
11	X. International Membership Opportunities.....	186
12	Y. Minutes.....	188
13	Z. AGD Disaster Recovery Plan.....	189
14	<i>Policy Type: VI. Board Guidelines.....</i>	<i>220</i>
15	A. Convocation Waiver Guidelines.....	220
16	B. Complimentary Scientific Session Registration.....	221
17	C. Protocol for Approving Amendments to BPM.....	222
18	D. Scientific Session Schedule Approval.....	223
19		

1 *Policy Type: I. Guiding Documents*

2
3 **A. Vision Statement**
4

6
7 Policy 2015:102A-H-6

8
9 Oral health and better lives through the Academy of General Dentistry
10

11 **B. Mission Statement**
12

14
15 Policy 2015:102A-H-6

16
17 Advancing general dentistry and oral health through quality continuing education and advocacy.
18

19 **C. Brand Statement**
20

22
23 The Academy of General Dentistry (AGD) is committed to excellence in oral health care by
24 promoting life-long learning. As the voice of general dentistry, the AGD advocates for general
25 dentists and the patients they serve.
26

27 **D. Core Purpose**
28

30
31 Advance the value and excellence of general dentistry.
32

33 **E. Core Values**
34

36
37 Excellence in oral health care

38 **D**iversity

39 **U**niversal acceptance of the general dentist as the gatekeeper of oral health care

40 **C**ontinuous life-long learning

41 **A**dvocacy/representation

42 **T**eamwork; camaraderie; mentorship

43 **E**thical, honest and credible behavior
44

45 **F. Tag Line**
46

48
49 Your voice for excellence through education and advocacy.
50

3 **G. Strategic Plan**

4
5 Policy 2017:103-H-11

6
7 2016-2018 Strategic Plan

8
9 Goal 1 - Education: Become the most valued resource of quality dental continuing education for
10 general dentists at all stages of their career.

11
12 *Strategy 1: Create a Scientific Session that will annually attract at least 5% of AGD members by*
13 *the end of 2018.*

14
15 *Strategy 2: Facilitate education programs that promote members' success and advancement*
16 *through all stages of their dental career using traditional as well as innovative, cutting edge*
17 *methods.*

18
19 *Strategy 3: Partner with AGD constituents in the development and delivery of continuing*
20 *education programs.*

21
22 *Strategy 4: Protect PACE and increase the number of PACE providers.*

23
24 Goal 2 - Advocacy: Strengthen and protect the general dentistry profession and the oral health of
25 the public.

26
27 *Strategy 1: Represent the unique interests of general dentists in all advocacy arenas.*

28
29 *Strategy 2: Advocate on behalf of the general dentistry profession as relates to policy making,*
30 *insurance, licensing, education, and all levels of government.*

31
32 *Strategy 3: Advocate on behalf of the public to ensure safe, best quality dentistry practices and*
33 *appropriate access to care.*

34
35 *Strategy 4: Develop strong working relationships where appropriate with the AGD constituents,*
36 *the ADA, and dental specialty organizations in addressing issues of common interest.*

37
38 *Strategy 5: Pursue instruments and resources to empower the AGD's advocacy agenda.*

39
40 Goal 3 - Membership: Increase the number of full-dues-equivalent members to 27,000 and retain
41 the existing marketshare of United States members by the end of 2018

42
43 *Strategy 1: Utilize market and member research to determine which current and new member*
44 *benefits will best serve AGD in attracting and retaining members.*

45

1 *Strategy 2: Provide and promote products and services that meet the current and future needs of*
2 *members and prospective members in all stages of practice and career paths.*

3
4 *Strategy 3: Retain at least 50% of 2015 new graduate members through 2018.*

5
6 *Strategy 4: Actively recruit dental student members and retain them when they become*
7 *practicing dentists.*

8
9 *Strategy 5: Attract non-member general dentists by promoting the value of a lifelong learning*
10 *mindset.*

11
12 **Goal 4 – Communications:** Promote the AGD as an organization dedicated to advancing general
13 dentistry through quality continuing education and advocacy.

14
15 *Strategy 1: Position the AGD as the leading source of information on oral health issues for*
16 *general dentistry.*

17
18 *Strategy 2: Create and promote a consistent AGD brand that is applied to all marketing vehicles*
19 *and collateral materials.*

20
21 *Strategy 3: Increase public awareness of the value AGD general dentists bring as gatekeepers to*
22 *oral health.*

23
24 *Strategy 4: Focus communication efforts on engaging members to advocate on behalf of general*
25 *dentistry.*

26
27 *Strategy 5: Enhance AGD publications and digital-based communication vehicles to effectively*
28 *communicate to all AGD stakeholders.*

29
30 **Goal 5 – Organizational Excellence:** Ensure that the AGD is financially viable, functions
31 efficiently in a cost-effective manner, and has a mutually supportive relationship with its
32 constituents.

33
34 *Strategy 1: Ensure the fiscal soundness of AGD.*

35
36 *Strategy 2: Improve the effectiveness and efficiency of AGD headquarters operations.*

37
38 *Strategy 3: Streamline the AGD governance structure and operations.*

39
40 *Strategy 4: Promote an organizational culture that best supports attainment of strategic goals*
41 *and a healthy operating environment*

42
43 *Strategy 5: Ensure the success of constituents in meeting the needs of grassroots members.*

3 **A. Governing Style** 4

6
7 The Board is committed to continually improving its governance process. The Board will
8 approach its task with a style that emphasizes outward vision, encouragement of diversity in
9 viewpoints, strategic leadership and planning, clear distinction of Board and staff roles,
10 collective decisions, and proactive engagement.

11
12 More specifically, the Board will:

- 13
14 1. Operate in all ways mindful of its trusteeship duties to the membership.
- 15
16 2. Enforce upon itself whichever discipline is needed to govern with excellence. Discipline will
17 apply to matters such as attendance, policy-making principles, respect of roles, and speaking
18 with one voice.
- 19
20 3. Direct and inspire the organization through the careful establishment of the broadest
21 organizational values and perspectives through written policies.
- 22
23 4. Focus chiefly on intended long-term impacts on constituents and members on the world outside
24 the organization (strategic outcomes) including establishing priorities among competing goals.
- 25
26 5. Be an initiator of policy. The Board will be responsible for Board performance.
- 27
28 6. Use the expertise of individual members to enhance the ability of the Board as a body,
29 reflecting the group's values.
- 30
31 7. Monitor and regularly discuss the Board's process and performance (*see Group Norms listed*
32 *below*). Ensure the continuity of its governance capability by continued training and
33 development.
 - 34
35 A. Self-monitoring will include periodic comparison of Board activity and discipline to its
36 governance process and Board-staff relationship policies.
 - 37
38 B. Continued redevelopment will include orientation of new members in the Board's adopted
39 governance process and periodic Board discussion of process improvement.
- 40
41 8. Be accountable to the membership for competent, conscientious, and effective accomplishment
42 of its obligations as a body. It will allow no officer, individual, or committee of the Board to
43 usurp this role or hinder this commitment.
- 44
45 9. Subjects for possible Board action should be sent to the President with copies to the Executive
46 Director, President-Elect, and Vice President. Administrative concerns should be sent to the
47 Executive Director with copies to the President, President-Elect, and Vice President.

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10. When a trustee is appointed or elected to the Board to fill the remaining time of a previous trustee's unexpired term, that appointment or election will count as the trustee's first term, unless there is one (1) year or less remaining. Upon completion of that term, the trustee then would be eligible for one (1) additional term.

Monitoring: Board Assessment and Board Member Self-Assessment completed following Board Meeting IV.

3 **B. Board Guidelines**
4

6 Approved at the 2016-2017 Board Meeting III
7

8 As a group of dedicated individuals committed to serving the AGD to the best of our ability, we
9 agree to the following guidelines:
10

- 11 • Each Board member will check electronic communications within 72 hours.
- 12 • All information considered privileged and confidential sent to a Board member is meant
13 for his or her eyes only. The recipient should not forward Board information without the
14 consent of the originator.
- 15 • If there is an issue with a fellow Board member, then the concern should first be
16 addressed member to member. If the matter cannot be resolved, or if the member is not
17 comfortable with addressing the matter with the other member, then the concern should
18 be shared with the president who will address the issue, or if necessary, have the
19 discretion to take the matter to the Executive Committee (EC) for resolution.
- 20 • If there is an issue between a Board member and an AGD staff member, the concern
21 should be first shared with the president who will consult and interact with the ED in
22 order to resolve the matter.
- 23 • When the Board makes a decision, then it is the obligation of each Board member to
24 support that decision regardless of personal opinion.
- 25 • Board members should follow parliamentary procedure during meetings as established by
26 the Speaker of the House whether in person or through electronic communication.
- 27 • If a Board member is going to be unavailable for more than two (2) business days, he or
28 she must inform the ED and President of the absence.
- 29 • The Board members will make every effort to remain current with technology and
30 training. The AGD will offer updates to the Board members through the Information
31 Technology (IT) department to advise them of changes occurring in electronic
32 communication and to assist where possible in the Board members ongoing training and
33 with equipment and software upgrades.
- 34 • Any Board member who has breached the confidentiality of the Board is subject to
35 discipline, which may include censure and notifications of the appropriate governing
36 body.
- 37 • Attendance at all scheduled meetings is expected. The president and ED should be
38 notified in advance of any anticipated absence.
39

2

3 **C. Board Operations**

4

5 Approved at the 2016-2017 Board Meeting III

- 6
- 7
- 8 • At each independent, in-person Board meeting, at least one (1) evening will be dedicated
 - 9 to a social event.
 - 10 • All materials must be made available two weeks (2) prior to an in-person meeting, and
 - 11 one week (1) prior to an electronic meeting, except in the case of an emergency meeting.
 - 12 • The subject line of an e-mail should begin with “AGD” in order to indicate the message
 - 13 references AGD business. Privileged and confidential subject matter should be labeled as
 - 14 “Privileged and Confidential”. The terms “NRN” (no response necessary), “Response
 - 15 Requested,” and “Information Only” also should be used to indicate the level of response
 - 16 that is expected. In order to reduce unnecessary e-mail to the entire Board, attention
 - 17 should be made to respond only to the sender and not “respond to all” when appropriate,
 - 18 as in instances when the sender is asking for direct feedback only.
 - 19 • The Board minutes will be posted online for review within three (3) weeks of the
 - 20 meeting. Staff should have the minutes ready for review by the Executive Director,
 - 21 President, Secretary and Speaker of the House two (2) weeks after the meeting. The
 - 22 Executive Director, President, Secretary and Speaker of the House should complete the
 - 23 review within four (4) days. Staff will have three (3) days to finalize the minutes so the
 - 24 minutes can be posted online for review within three (3) weeks of the meeting. There
 - 25 will be a one (1) week comment period, during which Board members may comment or
 - 26 recommend editions. At the end of the week, no further comments or edits will be
 - 27 permitted and a survey will be posted to the Board for a vote. If the survey is not
 - 28 completed with 100% participation one (1) week after posting, the minutes will be
 - 29 included in the next Board agenda. If approved, the minutes will be posted to the Board,
 - 30 Regional Directors, House of Delegates and Council Chairs via the AGD web platform
 - 31 within three (3) business days. If not approved, the minutes will be repopulated with the
 - 32 Board for discussion and correction. After one (1) week of discussion and editing, the
 - 33 Board will again vote upon the minutes. This process will repeat until the minutes are
 - 34 accepted.
 - 35 • At the conclusion of the Board meeting the balance of the Board contingency fund will
 - 36 be reported in the minutes.
 - 37 • The Board represents the AGD, and each Board member individually in turn represents
 - 38 the AGD both to external parties and to internal components.
 - 39 • Any information requested by a Board member from staff that will require more than two
 - 40 (2) hours of staff time must be requested through the Executive Director or Associate
 - 41 Executive Director.
 - 42 • New business not already on the meeting agenda will be addressed by the Board under a
 - 43 2/3 majority vote of the Board.
 - 44 • Travel dates and meeting location will be posted six (6) months prior to Board meetings.
 - 45 A more detailed notice will be sent 60 days prior to the meeting.
 - 46

- 1 **Monitoring:** Board Assessment and Board Member Self-Assessment completed following Board
- 2 Meeting IV
- 3

3 **D. Board Job Description**

4
5
6 The job of the Board is to make certain contributions that lead the organization toward the desired
7 performance and assure that it occurs. The Board's specific contributions are *unique* to its
8 trusteeship role and *necessary* for proper governance and management. Board members should
9 have:

- 10
11 • Commitment to AGD and its mission;
- 12
13 • Knowledge about the programs and goals of the association as well as the activities of
14 organized dentistry;
- 15
16 • Capacity to focus that knowledge on decision making that benefits the organization as a
17 whole;
- 18
19 • Ability and eagerness to deal with values, vision, and the long-term future of the
20 organization;
- 21
22 • Ability to participate assertively in deliberation;
- 23
24 • Awareness of the needs of the members as related to the Strategic Plan; and
- 25
26 • Communicate directly on a regular basis with the Regional Director and the constituents
27 in the region.

28
29 A member of the Board is encouraged to attend one or more constituent meetings for the purposes
30 of providing information and promoting the programs of the association, to maintain a linkage to
31 the membership, and to act as a resource to provide guidance in constituent administration,
32 direction, and goals as they relate to AGD. The member will have a plan of action with dates,
33 budget, assignments, and charges to accomplish its job.

34
35 It shall be the duty of the Board:

- 36
37 A. To be informed and prepared for Board meetings and participate in online discussions
38 and telephone discussions;
 - 39
40 B. To annually review the AGD's mission, vision, and strategic goals and recommend
41 appropriate modifications to the House of Delegates (HOD);
 - 42
43 C. To steer the AGD and its resources toward the achievement of the AGD's mission and
44 vision;
- 45

- 1 D. To approve the overall strategic plan, including the definition of the core competency and
2 culture, and to review the summary of the internal and external analysis, and to approve
3 the fiscal goals, objectives, and plans for the future;
4
- 5 E. To oversee the development of organizational structures, processes, and systems that will
6 ensure that AGD resources are utilized to meet member needs;
7
- 8 F. To delegate to the AGD's staff, councils, and committees the responsibility to develop
9 and implement, with Board approval, member-responsive programs and projects that the
10 Board has deemed relevant to the strategic plan of the association;
11
- 12 G. To communicate a consistent identity, as determined via the approval of the culture and
13 core competency statements and their representation (the brand), to the public and the
14 dental profession;
15
- 16 H. To provide for the maintenance and supervision of AGD Headquarters and all property
17 owned and operated by the AGD;
18
- 19 I. To determine the date, and location, for both the scientific session and the annual
20 meeting, and to establish the registration fees for the scientific session.
21
- 22 J. To cause to be bonded by a surety company all officers and employees of the AGD
23 entrusted with AGD funds;
24
- 25 K. To examine in detail all accounts of the AGD, and to cause the same to be audited by a
26 certified public accountant at least once a year;
27
- 28 L. To supervise preparation of a budget for carrying on the activities of the AGD for each
29 ensuing fiscal year;
30
- 31 M. To review the reports of the councils and committees of the AGD, and to make
32 recommendations concerning such reports to the HOD;
33
- 34 N. To act as a final means of appeal by individuals who have been denied membership in a
35 component or constituent after consideration of the Constitution, Bylaws and Judicial
36 Affairs Council;
37
- 38 O. To approve the selection and employment of an Executive Director; and to participate in
39 the evaluation of said Executive Director;
40
- 41 P. To establish appropriate policy for reimbursement of AGD members for personal
42 expenses incurred while on AGD business;
43
- 44 Q. To determine upon recommendations of the President whether any council or committee
45 member shall be removed;
46

- 1 R. To approve honorary members and recipients of other awards that have not been
- 2 specifically delegated to a particular council or committee of this organization;
- 3
- 4 S. To establish Fellowship and Mastership fees; Fellowship and Mastership award
- 5 application fees be increased by 10 percent every three years, beginning in 2018;
- 6
- 7 T. To determine whether a recommendation should be made to the HOD for removal of any
- 8 officer;
- 9
- 10 U. To appoint a group administrator for the AGD’s insurance program;
- 11
- 12 V. To actively solicit qualified regional nominees for appointment to AGD councils and
- 13 committees and to submit such in a timely manner;
- 14
- 15 W. To attend significant AGD events which affect the values, vision, and future of the
- 16 organization;
- 17
- 18 X. To approve all appointment recommendations.
- 19

20 The Board’s products or job contributions shall be:

- 21
- 22 1. The link between the organization and its “ownership”; the Board is accountable as trustees to
- 23 the entire membership. This includes a role as guardian of the vision and values of the
- 24 organization, both currently and in the future.
- 25
- 26 2. Written governing policies which, at the broadest levels, address:
- 27
- 28 A. *Strategic Plan*: Vision, Mission, Brand Statement, Core Purpose, and Core Values (see
- 29 section I of this manual).
- 30
- 31 B. *Governance Process*: Specification of how the Board conceives, carries out, and monitors
- 32 its own task (see section II of this manual).
- 33
- 34 C. *Board-Executive Director Relationship*: How power is delegated and its proper use
- 35 monitored (see section III of this manual).
- 36
- 37 D. *Executive Limitations*: Constraints on executive authority that establish the prudence and
- 38 ethics boundaries within which all executive activity and decisions must take place (see
- 39 section III of this manual).
- 40
- 41 E. *Board Policy Statements*: A written expression of the Board’s wisdom on a topic following
- 42 dialogue and deliberation. These policies articulate the values that must not be violated and
- 43 shape staff work.
- 44
- 45 3. The assurance of Executive Director performance (against policies in 2A and 2D above).
- 46

1 4. Oversee the management of investments.

2

3 **Monitoring:** Board Job Description—Review in March

4 Investments—Includes external report by investment advisor in January

5 Linkage—Ongoing via a variety of information including surveys, reports,
6 attendance at

7 Meetings, and correspondence

8

9

3 **E. Duties of the Executive Committee**

- 4
5
6 1. The purpose of the Executive Committee (EC) of the Board is to act as the interim
7 agency of the Board in the control, management, and administration of the AGD.
8
- 9 2. The AGD EC shall consist of the elected officers of the AGD; President, President-Elect,
10 Vice President, Secretary, Treasurer, Speaker of the House, Editor, and Immediate Past
11 President. The Executive Director (ED) is a consultant to the executive committee
12 without the right to vote. The President shall serve as chair with the right to vote only to
13 break a tie.
14
- 15 3. Meetings: The EC shall, in intervals between meetings of the Board, hold such meetings
16 as it may deem proper in order to carry out its functions. The EC may hold meetings by
17 teleconference call or by regularly scheduled meetings set by the President. Emergency
18 sessions may be called by a majority of the members of the committee.
19
- 20 4. Report to the Board: The EC shall submit to the Board, a written record of any meeting or
21 actions it shall take on behalf of the Board.
22
- 23 5. Powers: The EC shall promote and facilitate the attainment of the strategic plan of the
24 Board, prepare business for the Board, help the President to set the agenda for the Board
25 meetings, call special meetings, and shall transact the business of the AGD in the
26 intervals between meetings of the Board. It may spend association funds up to \$5,000 on
27 unbudgeted expenses that cannot wait until the next Board meeting.
28
- 29 6. A quorum at any EC meeting shall be at least five (5) members. All determinations of the
30 committee shall be made by a majority of its members present at a meeting duly called
31 and held.
32
- 33 7. The chairperson of the committee (the AGD President) shall be responsible for
34 establishing the agendas for meetings of the committee. An agenda, together with
35 materials relating to the subject matter of each meeting, shall be sent to members of the
36 committee at least one (1) week prior to each meeting. The EC minutes will be provided
37 within three (3) weeks of the meeting and will be posted online for review. Staff should
38 have the minutes ready for review by the ED, Pres, Sec and Speaker two weeks after the
39 meeting. The Executive Director, President, Secretary and Speaker of the House should
40 complete the review within four (4) days. In any event, staff will post the minutes no
41 later than three (3) weeks after the meeting. There will be a one week comment period
42 and then a survey will be posted for a vote. Once approved, the minutes will be posted to
43 the Board LCC.
44
- 45 8. The EC shall have the resources and authority appropriate to discharge its duties and
46 responsibilities and to retain special counsel or other experts or consultants, as it deems

1 appropriate, without seeking approval of the Board or management but within the
2 established funding limitations as set by the Board.

3
4 9. Members of the EC may be reimbursed for their actual travel expenses according to the
5 AGD travel policy while on official AGD business in accordance with methods for
6 reimbursement as established by the Board.

7
8 10. The EC shall approve all events associated with the scientific session. Requests will come to
9 the Executive Committee from the appropriate AGD agency or department, with input from
10 the Executive Director and Scientific Meeting Council. This process will pertain to all
11 events, even those which may have been included in previous annual meetings and scientific
12 sessions, except for those prescribed for in AGD policy.

13
14 11. The Speaker of the House, President, and President-Elect will have the authority to approve
15 the schedule for the governance annual meeting.

16
17 12. Executive Committee shall be charged with reviewing AGD's corporate sponsorship
18 programs and policies every year with a comprehensive audit every three years, such that
19 the review is prior to the transmittal of any AGD solicitations to existing or potential
20 corporate sponsors for the coming year. The Executive Committee would bring any
21 proposed changes to the program to the Board for consideration.

22
23 13. The AGD Executive Committee shall have approval authority for all companies that seek
24 to participate as AGD Corporate Sponsors.

25
26 **Monitoring:** Annually during first EC meeting of the governance year.
27
28

3 **F. Officer Duties**
4

5 **President**

6 ***Job Description/Duties***

- 7 - Preside over Board and EC meetings
- 8 - Engage the entire Board
- 9 - Ambassador of the AGD
- 10 - Signature on all official AGD letters
- 11 - Leadership recruitment and development
- 12 - Communicate the grassroots members' input and feedback
- 13
- 14 - Lifelong learner
- 15 - Staff motivator
- 16 - Sounding board for the Executive Director
- 17
- 18 - Apolitical
- 19 - AGD Spokesperson
- 20 - Has check signing privileges
- 21 - Media savvy
- 22 - To review Executive Director (ED) expenses and to approve those expenses in the Treasurer's absence
- 23
- 24 - Facilitate a past Presidents' forum (example: the annual past Presidents' breakfast)
- 25
- 26 - Present the Board evaluation results to the Executive Director along with the past President
- 27
- 28
- 29
- 30

31 ***Skill set***

- 32 - Facilitation
- 33 - Confident public speaker
- 34 - Active participation in Board and EC business
- 35
- 36 - Active participation in Web forum
- 37 - Knowledge of AGD structure
- 38 - Excellent communication skills
- 39 - Technologically adept
- 40 - Excellent listening skill
- 41 - Organizational skills
- 42 - Agenda management skills
- 43 - Parliamentary procedure knowledge
- 44 - Experience working with employees
- 45 - Understanding of role within the team structure
- 46

- 47 - Time management skills
- 48 - Maintain confidentiality
- 49 - Ability to see the big picture
- 50 - Ability to articulate ideas
- 51 - Consultant to councils and committees
- 52 - Ability to take criticism and unify people
- 53 - Ability to tie up loose ends
- 54

55 **President-Elect**

56 ***Job Description/Duties***

- 57 - Study the AGD in order to understand all aspects of the association
- 58
- 59 - Leadership and communication skills
- 60 - Ambassador of the AGD
- 61 - Fallback person to President
 - 62 ○ If he or she can't attend a function, assist as needed
- 63
- 64 - Advocate for EC in communications of decisions to membership
- 65
- 66 - Lead by empowering others
- 67 - Consultant to councils and committees
- 68 - Protector of long-term goals
- 69 - Support the mission of the President and EC
- 70
- 71 - Act as a student of the presidency
- 72 - Plan all aspects of governance for the following year
- 73
- 74 - Media savvy

75 ***Skill set***

- 76 - Facilitation
- 77 - Confident public speaker
- 78 - Active participation in Board and EC business
- 79
- 80 - Active participation in Web forum
- 81 - Knowledge of AGD structure
- 82 - Excellent communication skills
- 83 - Technologically adept
- 84 - Excellent listening skills
- 85 - Organizational skills
- 86 - Agenda management skills
- 87 - Knowledge of parliamentary procedure
- 88 - Working with employees

- 1 - Understanding of role within the team structure
- 2
- 3 - Time management skills
- 4 - Maintain confidentiality
- 5 - Ability to see the big picture
- 6 - Ability to articulate ideas
- 7 - Consultant to councils and committees
- 8 - Ability to take criticism and not alienate people
- 9
- 10 - Ability to tie up loose ends
- 11 - Well prepared for presentations

12

13 **Vice President**

14 ***Job Description/Duties***

- 15 - Study the AGD in order to understand all aspects of the association
- 16
- 17 - Leadership and communication skills
- 18 - Ambassador of the AGD
- 19 - Fallback person to President and President-Elect
- 20
- 21 ○ If they can't attend a function, assist as needed.
- 22
- 23 - Advocate for EC in communications of decisions to membership
- 24
- 25 - Lead by empowering others
- 26 - Prepare well before you have to present
- 27 - Consultant to councils and committees and Division Coordinators
- 28
- 29 - Protector of long-term goals
- 30 - Trained as an AGD spokesperson

31 ***Skill set***

- 32 - Facilitation
- 33 - Confident public speaker
- 34 - Active participation in Board and EC business
- 35
- 36 - Active participation in Web forum
- 37 - Knowledge of AGD structure
- 38 - Excellent communication skills
- 39 - Technologically adept
- 40 - Excellent listening skills
- 41 - Organizational skills
- 42 - Agenda management skills
- 43 - Knowledge of Parliamentary procedure
- 44 - Experience working with employees
- 45 - Understanding of role within the team structure
- 46

- 47 - Time management skills
- 48 - Maintain confidentiality

49

50 **Treasurer**

51 ***Job Description/Duties***

- 52 - Approve ED expenses
- 53 - Monitor the investment portfolio and financial statements on a monthly basis
- 54
- 55 - Oversee the production of Budget and Finance, Investment and Audit reports that are provided to the HOD
- 56
- 57
- 58 - Act as liaison to the Investment Committee, Audit Committee and Advocacy Fund
- 59
- 60
- 61 - Be a member of the Budget and Finance Committee
- 62
- 63 - Work with councils and staff and help them through budgetary process and Member Value Prioritization (MVP)
- 64
- 65 financial analysis of programs and Business Plans.
- 66
- 67
- 68 - Provide an annual report to membership through *AGD Impact*
- 69
- 70 - Provide the Board the necessary information to understand financial statements and financial implications of AIRs
- 71
- 72
- 73
- 74 - Support the decisions of the EC and AGD team
- 75
- 76 - Uncover red flags in the ED's expense reports and bring them to the EC's attention
- 77
- 78
- 79 - To report to the EC and Board any irregularities with regard to financial matters
- 80
- 81
- 82 - Can sign AGD checks in emergency situations.
- 83

84 ***Skill set***

- 85 - Understanding of financial statements
- 86 - Understanding of AGD budgetary process
- 87
- 88 - Understanding of whole organization and the structure of AGD
- 89
- 90 - Background in financial management
- 91 - Ability to work in a group setting
- 92 - Active participation

- 1 - Understanding of Microsoft Excel
2
- 3 **Secretary**
4 ***Job Description/Duties***
- 5 - To serve as a member of the Board and
6 the EC and to assume the responsibility
7 for seeing that all minutes of the EC,
8 Board, HOD are accurate
- 9 - To be the custodian of all records and
10 properties pertaining to his or her office
- 11 - To countersign all citations, certificates,
12 and testimonials
- 13 - To certify, together with the President, all
14 official acts of the AGD
- 15 - To conduct all correspondence
- 16 - To assist the President when formulating
17 agendas for Board and EC meetings
- 18 - To assist the Speaker of the House with
19 the formulation of agendas
- 20 - To facilitate the Executive Director
21 evaluation process
- 22 - Manage time effectively during Board
23 meetings
- 24 - Act as liaison to constituent Executive
25 Directors and secretaries by attending
26 face-to-face meetings and conference
27 calls
- 28 ***Skill set***
- 29 - Computer skills and knowledge of
30 Microsoft programs
- 31 - General skills and agenda management
32 skills
- 33 - Attention to detail and detail oriented
- 34 - Editorial abilities
- 35 - Good communication skills
- 36 - Active participation
- 37 - Creative writing skills
- 38 - Knowledge of parliamentary procedure
- 39
- 40 **Speaker of the House**
41 ***Job Description/Duties***
- 42 - Preside over the HOD
- 43 - Assist the President in selection of a
44 parliamentarian
- 45 - Work with staff to produce a delegate
46 list

- 47 - Member of Board and EC
- 48 - Work closely with the Secretary and
49 staff to distribute communications and
50 HOD materials and to provide accurate
51 and timely information to the HOD
- 52 - Work with staff to plan annual meeting
53 and governance alongside the councils
54 and Board
- 55 - Accessible to caucuses
- 56 - Work with staff and reference
57 committees—especially the chairs—in
58 preparation for the HOD to develop
59 reference committee reports.
- 60 - Remain apolitical
- 61 - Active in the instruction of the HOD
- 62 o Point of personal privilege
63 microphone
- 64 o Rule delegates out of order
- 65 o Provide training for first-time
66 delegates
- 67 o Provide training for reference
68 committees
- 69 o Maintain order in the HOD
- 70 o Properly inform the HOD of
71 procedural matters
- 72 - Monitor progress of HOD
73 actions/concerns
- 74 - Assist in keeping the Board running
75 smoothly with parliamentary procedure
- 76 ***Skill set***
- 77 - Fairness
- 78 - Full knowledge of parliamentary
79 procedure
- 80 - Facilitation
- 81 - Knowledgeable of issues and
82 controversies before the HOD
- 83 - Knowledge of the Bylaws
- 84 - Consensus building
- 85 - Ability to think on your feet
- 86 - Instruction/education skills
- 87
- 88 **Editor**
89 ***Job Description/Duties***
- 90 - Organize the message of AGD
- 91 - Help accomplish the goal of image and
92 everything included within

- 1 - Solicit and obtain feedback from
- 2 membership via website and
- 3 publications
- 4 - Identify Communications Council
- 5 articles for PIO
- 6 - Review website content
- 7 - Review materials for publications with a
- 8 professional product
- 9 - Offer professional input
- 10 - Provide historical background for the
- 11 AGD
- 12 - Be a voice of conscience
- 13 - Remain apolitical
- 14 - Present the message of the AGD through
- 15 the website and PIO
- 16 - Serve as the liaison to the
- 17 Communications Council
- 18 - Maintain membership and participation
- 19 in the American Association of Dental
- 20 Editors & Journalists
- 21 - Serve as liaison to the Public and
- 22 Professional Relations Division
- 23 - Develop AGD members' editorial skills
- 24 for possible succession of office

25 ***Skill set***

- 26 - Understanding of editorial process
- 27 - Scientific background (due to the need
- 28 of knowledge for the review of
- 29 knowledge)
- 30 ○ Masters degree in science would
- 31 provide sufficient scientific
- 32 background
- 33 - Ability to work with the Director,
- 34 Communications in order to advocate
- 35 publications and advertising
- 36 - Excellent communication skills
- 37 - Proficient with all Microsoft programs
- 38 - Conscious of time constraints
- 39 - Detail oriented
- 40 - Good listener
- 41 - Creative writing skills
- 42 - Ability to delegate responsibility
- 43 effectively
- 44 - Knowledge of the scientific process of
- 45 article review

46

47 **Immediate Past President**

48 ***Job Description/Duties***

- 49 - Help the Vice President, President-Elect,
- 50 President and EC by being supportive
- 51 and passing on necessary information
- 52 - Provide support and coaching (in
- 53 background)
- 54 - Serve to enhance the relationship
- 55 between the AGD and its corporate
- 56 sponsor
- 57 - Help coach and support new trustees
- 58 with their skill sets
- 59 - Provide backup to the three Presidents as
- 60 a spokesperson
- 61 - Assist the President whenever called
- 62 upon.
- 63 - Present the Board evaluation results to
- 64 the Executive Director along with the
- 65 President

66 ***Skill set***

- 67 - Remember your role in the group
- 68 - Facilitation
- 69 - Confident public speaker
- 70 - Active participation in Board and EC
- 71 business
- 72 - Active participation in Web forum
- 73 - Knowledge of AGD structure
- 74 - Excellent communication skills
- 75 - Technologically adept
- 76 - Excellent listening skills
- 77 - Organizational skills
- 78 - Agenda management skills
- 79 - Knowledge of parliamentary procedure
- 80 - Experience working with employees
- 81 - Understanding of role within the team
- 82 structure
- 83 - Time management skills
- 84 - Maintain confidentiality
- 85 - Ability to see the big picture
- 86 - Ability to articulate ideas
- 87 - Consultant to councils and committees

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G. Executive Committee Operations

- The EC will establish and annually review a set of EC position skills in order to inform future leaders of the qualities necessary to excel in those positions.
- Each member of the EC will read and respond to the monthly reports in a timely fashion. All submitted reports should be acknowledged as having been read.
- The EC minutes will be posted online for review within three (3) weeks of the meeting. Staff should have the minutes ready for review by the Executive Director, President, Secretary and Speaker of the House two (2) weeks after the meeting. The Executive Director, President, Secretary and Speaker of the House should complete the review within four (4) days. Staff will have three (3) days to finalize the minutes so the minutes can be posted online for review within three (3) weeks of the meeting. There will be a one (1) week comment period, during which EC members may comment or recommend editions. At the end of the week, no further comments or edits will be permitted and a survey will be posted to the EC for a vote. If the survey is not completed with 100% participation one (1) week after posting, the minutes will be included in the next EC agenda. If approved, the minutes will be posted to the EC and Board via the AGD web platforms within three (3) business days. If not approved, the minutes will be repopulated with the EC for discussion and correction. After one (1) week of discussion and editing, the EC will again vote on the minutes. This process will repeat until the minutes are accepted.

Monitoring: Executive Committee Job Description—Review in March

3 **H. Division Coordinator Duties**

4
5 The term *division* is used to describe a group of related councils that are grouped under that
6 division heading.

7 Advocacy-Representation Division

- 8 • Constitution Bylaws and Judicial Affairs Council
- 9 • Dental Practice Council
- 10 • Legislative and Governmental Affairs Council
- 11 • Professional Relations Council

12 Continuing Education Division

- 13 • Dental Education Council
- 14 • Examinations Council
- 15 • Examinations Items Bank Committee (Team C)
- 16 • Fellowship Exam Committee (Teams A and B)
- 17 • Local Advisory Committee
- 18 • PACE Council
- 19 • Scientific Meeting Council
- 20 • Self Instruction Committee

21 Membership Services Division

- 22 • Group Benefits Council
- 23 • Membership Council

24 Public and Professional Relations Division

- 25 • Communications Council

26
27
28 Each of these councils has a chairperson appointed by the President-Elect. The Division
29 Coordinator (DC) is expected to be knowledgeable of the activities of all councils and
30 subcommittees under his or her purview as well as the activities of the Board. The DC cannot
31 double as the chair of any of the subordinate councils. The term of the DCs will be two (2) years
32 and no DC may serve more than two terms. The position is appointed by the President-Elect in
33 consultation with the EC and, ratified by the Board in the same fashion as the current council and
34 committee appointments are made.

35
36 This DC is in a position to know when a joint meeting of any assigned councils would be
37 beneficial and will coordinate these events if there is a working agenda with expected outcomes.

38
39 At the invitation of the President, in consultation with the EC, the DCs attend meetings of the
40 Board, where necessary, and act as a direct liaison between the divisions, their respective
41 councils, and the other leadership bodies.

1 Specifically, the DCs would have the following responsibilities:
2

- 3 • Keep the Board, Regional Directors, and AGD leadership informed of their division’s
4 progress.
- 5 • Serve as facilitators to their respective councils to monitor their workload and progress
6 by maintaining constant communication with council chairs to remain up-to-date on the
7 progress and concerns of their respective councils.
- 8 • Work with their respective council chairs in order to ensure adequate staffing and council
9 and committee member support, to ensure completion of assigned council tasks.
- 10 • Work with their respective council chairs in suggesting and implementing task forces to
11 ensure completion of short term programs within their division’s responsibilities.
- 12 • Attend council meetings within their division and, where deemed necessary, outside their
13 division. Attend Board meetings at the invitation of the President, in consultation with the
14 EC.
- 15 • Maintain constant dialogue with their fellow DCs in order to have a working knowledge
16 of programs, workload and progress and, to prevent duplication and overlap of initiatives.
- 17 • Maintain a division newsletter (e-mail) to keep all officers, staff, and chairs current with
18 all council progress and concerns.

19
20 **Monitoring:** Division Coordinator Duties—Review in March
21
22

3 **I. Board Liaison Expectations**

- 4
- 5
- 6 1. Work with all the leaders and staff.
- 7 2. Become familiar with the council charge and the council direction.
- 8 3. Aid the Division Coordinators in their function.
- 9 4. Serve and be present at the council meetings.
- 10 5. Monitor the LCC of the council to which they have been assigned.
- 11 6. Be a non-voting consultant to that council and bring to the Board the understanding and the
- 12 point of view of their specific council.
- 13 7. Bring value to the council and Board perspective.
- 14 8. Refrain from direct discussions with staff, members, and guests, except as recognized by
- 15 the chair.
- 16 9. Encouraged to have open discussions with chair of council or the Division Coordinator,
- 17 before or after the meeting.
- 18 10. Encourage dialogue between councils through the Board liaisons, council chairs and/or
- 19 the Division Coordinators, to facilitate the charge of the council and the AGD moving
- 20 forward.
- 21 11. Be mindful of the fact that liaisons are invited guests and that the chair is running the
- 22 meeting.
- 23 12. Base opinions on their knowledge of the Board and strategic plan, and remember they are
- 24 serving as representatives of the Board during the meeting and should stay within that
- 25 boundary.
- 26 13. When giving a personal opinion, the liaison should stress and make it clear to all that this
- 27 is a personal opinion as an AGD member.
- 28

29 **Monitoring:** Board Liaison Duties—Review in March
30
31

3 **J. Role of the Regional Director**

4 **The Role of the AGD Regional Director**

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6
7
8 The role of the Regional Director (RD) is to assist the constituent leaders in their region with
9 activities and AGD programs dealing with membership recruitment and retention,
10 identification and training of leaders, dental education, and legislative/regulatory issues. The
11 Regional Directors receive direction from the AGD Board with respect to the charge,
12 responsibility and direction. The Regional Directors should comply with the Region
13 Constitution and Bylaws. The Regional Director should track the information from the AGD
14 to constituent members and facilitate submission of constituent reporting and data collection
15 in a timely manner to ensure a robust and effective region.
16

17 The RD has the responsibility to:
18

19 1.) Support the constituents

- 20 a) Assist as needed in the communication between the AGD and the
21 constituent leadership throughout the governance year.
- 22 b) Ensure that regional elections occur according to the Region's
23 Constitution and Bylaws.
- 24 c) Assist the constituent leaders in planning of regional caucuses and
25 assist the leaders in running the caucus meetings which follow
26 proper parliamentary procedure
- 27 d) Assure that his/her regional delegates are properly informed and
28 prepared for the House of Delegates
- 29 e) Communicate regularly with his/her Trustee and be knowledgeable
30 on AGD programs and resources for utilization within the
31 constituents.
- 32 f) Assist the constituents in membership recruitment and retention
33 programs.
- 34 g) Attend constituent and component board meetings and assist in
35 idea and information exchange throughout the region and to help
36 with setting goals and strategic plans of the region and
37 constituents.
- 38 h) Assist the constituents and regions in identifying goals through
39 annual planning and budgeting.
- 40 i) Mentor future leadership of constituent and regional leadership.
- 41 j) Insure that constituent and region Bylaws are not in conflict with
42 AGD Bylaws.
- 43 k) Consistent with regional bylaws and other operating procedures, the
44 Regional Director shall serve as the presiding officer of any regional
45 caucuses of his or her region, unless otherwise specified by the
46 region.

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2.) Train Leaders

- a) Cultivate future leaders within the constituent/region by having the engagement of the leaders and future leaders in the oversight of the constituents and caucuses. The RDs must recommend appointments to AGD councils and committees from the constituent/region and update this information frequently to the AGD Presidential line.

3.) Provide resources for successful continuing education

- a) Assist constituent leadership in understanding the resources available for CE opportunities within the AGD.
- b) Encourage development of Fellows and Masters within constituent and regions.

4.) Encourage and assist, when necessary, AGD government relations and regulatory efforts within constituents.

3 **K. Congressional Liaison**

4
5 A Congressional Liaison shall be appointed by the President. The Liaison shall be an AGD
6 member in good standing, with the following experience:

- 7
- 8 1. Have served on the LGA Council or in some other leadership role within AGD.
- 9 2. Has attended/participated in at least three AGD Hill Days.
- 10 3. Has lobbied Congress, state legislatures, or state dental boards at least five times within the
11 past 10 years.
- 12 4. A Liaison shall serve for not more than two three year terms equaling six (6) years. Such
13 service may or may not be contiguous. The President shall appoint said liaison.
- 14

15 The duties of the Congressional Liaison shall be:

- 16
- 17 1. Works collaboratively with AGD's contract lobbyist in Washington D.C. on strategies to
18 achieve AGD's legislative priorities.
- 19 2. Develops and maintains a cadre of AGD members who have close personal contact with top
20 federal elected legislators from their respective states, and relays this information to the
21 Associate Executive Director, Public Affairs (or other appropriate staff) for continued growth
22 of the AGD's advocacy network
- 23 3. Represents the AGD at appropriate events in Washington, D.C. and locally in order to further
24 promote and build relationships with legislators.
- 25 4. Promotes AGD's position on legislative and regulatory issues directly with top federal
26 elected legislators and senior appointed officials.
- 27 5. Serves as a consultant to the Legislative and Governmental Affairs Council without the right
28 to vote.
- 29 6. Brings issues of importance to the Executive Committee and the Board in a timely manner
30 via communications done remotely without the need for travel, unless deemed necessary.
31 Travel to present in front of the Executive Committee and the Board to be incorporated into
32 future budgets thereafter as appropriate.
- 33 7. Accompanies the AGD President and other AGD officers on Congressional visits when
34 appropriate and feasible.
- 35

36 There shall be a sunset review of this position every two years.
37
38

3 **L. President's Role**

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5
6 The role of the President is to ensure the integrity of the Board's process and to represent the Board
7 and House of Delegates to outside parties. The President is the only Board member authorized to
8 speak for the Board (beyond simply reporting Board decisions), other than in rare and specifically
9 authorized instances where others have been so authorized.

- 10
11 1. The President strives to ensure that the Board behaves in accordance with its own rules and
12 those legitimately imposed upon it from outside the organization.
13
14 A. Meeting discussion content will only be those issues which, according to Board policy,
15 clearly belong to the Board to decide, not the Executive Director.
16
17 B. Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and
18 relevant. Current AGD parliamentary authority rules are observed except when the Board
19 supersedes them.
20
21 2. The authority of the President consists of making decisions on behalf of the Board. This
22 authority extends to all decisions that fall within and are consistent with any reasonable
23 interpretation of Board and House of Delegates policies on governance process and on the
24 Board-Executive Director relationship, except when the Board specifically delegates portions of
25 this authority to others.
26
27 A. The President is empowered to chair Board meetings with all the commonly accepted
28 power of that position (e.g., ruling, recognizing).
29
30 B. The President has no authority to make decisions about policies created by the Board
31 within Strategic Outcomes and Executive Limitations policy areas. Therefore, the President
32 has no personal authority to supervise or direct the Executive Director.
33
34 C. The President will represent the Board and House of Delegates to outside parties in
35 announcing Board-stated positions and in stating presidential decisions and interpretations
36 within the area delegated to him or her.
37
38

39 **Monitoring:** Presidents Role—Review in June
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2

3 **M. Board Committee and Task Force Principles**

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6

7 The Board may establish committees or task forces to help carry out its responsibilities. To

8 preserve Board holism, committees or task forces will be used sparingly, only when other methods

9 have been deemed inadequate. Committees or task forces will be used so as to minimally interfere

10 with the wholeness of the Board's job, and so as never to supersede the Board's authority and

11 delegation to the Executive Director.

- 12
- 13 1. Board committees or task forces may not speak or act for the Board except when formally
 - 14 given such authority for specific and time-limited purposes. Expectations and authority will be
 - 15 carefully stated in order to not conflict with authority delegated to the Executive Director and
 - 16 others.
 - 17
 - 18 2. Board committees or task forces are developed to accomplish specific tasks and projects, the
 - 19 results of which will help the Board do its job and accomplish its goals. Committees or task
 - 20 forces ordinarily will assist the Board by preparing policy alternatives and implications for
 - 21 Board deliberation.
 - 22
 - 23 3. Board committees or task forces are to avoid over-identification with organizational parts rather
 - 24 than the whole. Therefore, a Board committee or task force that has helped the Board create
 - 25 policy on some topic will not be used to monitor organizational performance on that same
 - 26 subject.
 - 27
 - 28 4. Board committees or task forces cannot exercise authority over staff. In keeping with the
 - 29 Board's broader focus, Board committees or task forces normally will not have direct dealings
 - 30 with current staff operations.
 - 31
 - 32 5. This policy applies only to committees or task forces that are formed by Board action, whether
 - 33 or not the committees or task forces include non-Board members. It does not apply to staff
 - 34 committees or task forces formed under the authority of the Executive Director.
 - 35
 - 36

37 **Monitoring:** Ongoing via reports to the Board

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39

2

3 **N. Charges of Council and Committees**

4

5 Councils and Committees

6

7 Section 1. Structure and Terms of Office

- 8
- 9
- 10 A. The incoming President shall make, with the approval of the Board, council and committee
- 11 appointments in accordance with Chapter IX, Section 2.A.4. of the Bylaws.
- 12
- 13 B. All AGD councils shall be constituted so that an equal number of active and/or emeriti
- 14 members complete their three-year terms each year.
- 15
- 16 C. No member of a council may serve more than two (2) consecutive three (3) year terms on a
- 17 particular council, nor may any member serve on more than one (1) council at a given time.
- 18 When someone is appointed to an AGD leadership position, that appointment will count as
- 19 his or her first term, unless there is less than one (1) year remaining, even if it is to fill
- 20 someone else's unexpired term. Upon completion of that term, that person then would be
- 21 eligible for one (1) additional term in that particular leadership position.
- 22
- 23 D. Each incoming President shall designate, with approval of the Board, one (1) particular
- 24 council member to serve as chairperson.
- 25
- 26 E. All written reports presented by an individual, task force, council, or committee relating to
- 27 the business or actions of the Academy of General Dentistry be signed either physically or
- 28 electronically by the reporting individual or the chair of a reporting task force, council, or
- 29 committee to certify the accuracy of the report.
- 30
- 31 F. Each incoming President shall designate, with the approval of the Board, one (1) individual
- 32 who shall serve as the Division Coordinator for each vacancy in the four council and
- 33 committee divisions. The term of the Division Coordinator shall be two (2) years. No
- 34 Division Coordinator shall serve more than two (2) successive terms and the appointment of
- 35 terms shall be staggered so that only two (2) terms expire on any given year.
- 36
- 37 G. Council appointments shall expire at the end of the appropriate annual meeting, generally
- 38 almost three (3) years after an active or emeritus member has been named to serve on the
- 39 council. A council or committee member may be removed with the approval of the President,
- 40 President-Elect, and the ratification of the Board for the following reasons:
- 41
- 42 1. Unethical behavior;
 - 43
 - 44 2. Disruptive behavior;
 - 45

- 1 3. Failure to attend scheduled meetings;
- 2
- 3 4. Failure to accomplish assigned work.
- 4

5 H. Operations and timelines: Objective: To engage in productive activities throughout the year
6 and bring actionable items to the Board in an expedited manner. Immediately after the
7 annual meeting the chair will email or write each new council member to:

- 8
- 9 1. Welcome them and provide contact information and preliminary schedules.
- 10
- 11 2. Explain the charge and functioning of the council
- 12
- 13 3. Inquire about any particular skill set or interest the new member has which will assist the
- 14 council.
- 15

16 Increased efficiencies timeline Strategies:

- 17 1. It is strongly suggested that within two weeks following the annual meeting, the chair
- 18 will have a conference call or web based call with the entire council, to begin setting the
- 19 direction for the coming year, identify specific items for development and review, plus
- 20 begin big picture discussions and assign any workgroups.
- 21
- 22 2. Work by email, conference call, or web based calls periodically such that the council can
- 23 develop and make decisions on most actionable items before the Joint Council Meetings I
- 24 (JCM) or have them into the draft versions for discussion and further development by the
- 25 JCM I.
- 26
- 27 3. Bring all items that have been finalized throughout the year, including the housekeeping
- 28 and update AIRs, to the board as soon as they are ready and do not wait until after the
- 29 JCMs. Projects and actions should be finalized as an ongoing process versus trying to
- 30 deal with all at the JCMs.
- 31
- 32 4. The goal is to make the JCM focus on large goal discussions and items relative to the
- 33 strategic plan and future actions in addition to those issues that have to be at a face-to-
- 34 face meeting. New ideas should come from those discussions, recommendations for new
- 35 direction projects and activities, and clear actionable goals set. Those new ideas should
- 36 begin refinement at the JCM and work should continue by email, conference calls, or web
- 37 based calls so that the final action items can be transmitted to the Board or drafts can be
- 38 developed and preliminarily discussed prior to the next JCM.
- 39

40 Section 2. Meeting Attendance

41

42 A. In order to ensure the proper functioning of the councils, committees, task forces and other

43 formalized groups, only guests previously approved by the Chair and the President of the AGD

44 will be allowed to attend. The president must be informed who the guest will be before the

45 meeting.

46

1 Section 3. The composition and responsibilities of each council are:

2
3 A. Communications Council

4
5 The Communications Council shall consist of 10 members, including the chairperson. Initially,
6 this council shall consist of 10 (10) members, 3 members serving three (3) years; 3 members
7 serving two (2) years; and 4 members serving one (1) year.

8
9 It shall be the duty of the council:

- 10 • To ensure that the AGD has a comprehensive communications strategy in place to inform
11 each of its key stakeholders;
- 12 • To ensure that the AGD utilizes current and new media vehicles to create integrated
13 campaigns that communicate AGD messages in a cohesive fashion to execute that
14 strategy;
- 15 • To manage, conduct, and disseminate market research in support of organizational
16 decision making;
- 17 • To efficiently use all communication vehicles and applications to communicate the AGD
18 brand;
- 19 • To oversee and facilitate technology innovations and growth throughout all areas of the
20 AGD;
- 21 • To oversee the AGD's print and online content, both to the profession and to the public;
- 22 • To work with media representatives, constituent leaders, and members of the health care
23 community to promote the AGD and disseminate oral health information to the public;
- 24 • To act as consultants of communications-related activities, such as advertising, policies,
25 proposals, partnerships, contracts, and agreements.
- 26 • To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
27 Policy Statements.
- 28 • Each Council and Committee shall evaluate the revenues and expenses pricing of all its
29 programs and services annually as part of the budget process. Additionally, each Council
30 and Committee shall provide a complete revenue and expense analysis to the Board at Board
31 Meeting IV at least every three years, beginning 2019.
- 32 • AGD staff will send out to each council, committee, or other agency member along with
33 any member collaborating on any AGD business the Code of Conduct form to be
34 completed by said individual at the beginning of each governance year. Each covered
35 individual will submit to their staff liaison an accurately completed form, including
36 particular attention paid to any companies that may have remunerated said covered
37 individual and subsequently reported such remuneration to the federal government's
38 reporting structure under the Sunshine Act. The staff liaison will compile all of their
39 individual's forms, and share them with their chairperson and also the executive office
40 staff, who will in turn, forward them to the Audit Committee for further review.

41
42 B. Constitution, Bylaws and Judicial Affairs Council

- 43
44 1. The Constitution, Bylaws and Judicial Affairs Council shall be composed of six (6)
45 members including the chairperson.

- 1 2. It shall be the duty of this council:
 - 2
 - 3 a. To study and make recommendations to both the Board and the HOD on any
 - 4 proposed change in the Constitution and Bylaws;
 - 5
 - 6 b. To recommend amendments or interpretations of the Constitution and Bylaws of the
 - 7 AGD;
 - 8
 - 9 c. To maintain a file in the AGD office of copies of constituent and component AGD's
 - 10 constitutions and bylaws;
 - 11
 - 12 d. To hear appeals on censure, suspension of membership, or expulsion from a
 - 13 constituent AGD;
 - 14
 - 15 e. To act on the appeals from dentists who have been denied access to AGD
 - 16 membership by a constituent Board;
 - 17
 - 18 f. To keep minutes of any disciplinary proceedings;
 - 19
 - 20 e. Monitoring any necessary Bylaws changes in the regional governance structure of
 - 21 Regions 15 and 16.
 - 22
 - 23 f. To annually review Article IX, Principles of Ethics, of the AGD Constitution and to
 - 24 report to the Board Meeting IV annually any recommended changes...."
 - 25
- 26 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
- 27 Policy Statements.
- 28
- 29 4. Each Council and Committee shall evaluate the revenues and expenses pricing of all its
- 30 programs and services annually as part of the budget process. Additionally, each Council
- 31 and Committee shall provide a complete revenue and expense analysis to the Board at Board
- 32 Meeting IV at least every three years, beginning 2019.
- 33
- 34 5. Annually review Article IX, Principle of Ethics of the AGD Constitution and Bylaws, and
- 35 an AIR be sent to the Board.
- 36
- 37 6. AGD staff will send out to each council, committee, or other agency member along with any
- 38 member collaborating on any AGD business the Code of Conduct form to be completed by
- 39 said individual at the beginning of each governance year. Each covered individual will
- 40 submit to their staff liaison an accurately completed form, including particular attention paid
- 41 to any companies that may have remunerated said covered individual and subsequently
- 42 reported such remuneration to the federal government's reporting structure under the
- 43 Sunshine Act. The staff liaison will compile all of their individual's forms, and share them
- 44 with their chairperson and also the executive office staff, who will in turn, forward them to
- 45 the Audit Committee for further review.
- 46

1 C. Dental Education Council

- 2
- 3 1. The Dental Education Council shall consist of nine (9) members, including the
- 4 chairperson.
- 5
- 6 2. It shall be the duty of the council:
- 7
- 8 a. To guide, approve, initiate, research and develop programs of continuing education in
- 9 accordance with policies established by the HOD;
- 10
- 11 b. To evaluate and recommend candidates for Fellowship, Mastership, and the Lifelong
- 12 Learning and Service Recognition programs, and the Thaddeus V. Weclaw award and
- 13 to inform each candidate of his or her acceptance in writing;
- 14
- 15 c. To coordinate and recommend policy concerning the registration of members’
- 16 postdoctoral hours for the membership's Fellowship and Mastership and Lifelong
- 17 Learning & Service Recognition (LLSR) requirements;
- 18
- 19 d. To initiate, review, coordinate, and recommend programs and policies that would
- 20 enhance and/or measure the quality of continuing education available to AGD
- 21 members;
- 22
- 23 e. To initiate and respond to communications with the American Dental Education
- 24 Association and the Commission on Dental Accreditation or any other agency as
- 25 appropriate to ensure that the undergraduate and postgraduate training of dental
- 26 professionals is responsive to the needs of practicing general dentists.
- 27
- 28 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
- 29 Policy Statements.
- 30
- 31 4. Each Council and Committee shall evaluate the revenues and expenses pricing of all its
- 32 programs and services annually as part of the budget process. Additionally, each Council
- 33 and Committee shall provide a complete revenue and expense analysis to the Board at
- 34 Board Meeting IV at least every three years, beginning 2019.
- 35
- 36 5. AGD staff will send out to each council, committee, or other agency member along with
- 37 any member collaborating on any AGD business the Code of Conduct form to be
- 38 completed by said individual at the beginning of each governance year. Each covered
- 39 individual will submit to their staff liaison an accurately completed form, including
- 40 particular attention paid to any companies that may have remunerated said covered
- 41 individual and subsequently reported such remuneration to the federal government’s
- 42 reporting structure under the Sunshine Act. The staff liaison will compile all of their
- 43 individual’s forms, and share them with their chairperson and also the executive office
- 44 staff, who will in turn, forward them to the Audit Committee for further review.
- 45

46 D. Dental Practice Council

- 1
- 2 1. The Dental Practice Council shall consist of ten (10) members, including the chairperson.
- 3
- 4 2. It shall be the duty of the council:
- 5
- 6 a. To advocate for the general dentist as well as the public on all factors that affect the
- 7 practice of general dentistry;
- 8
- 9 b. To evaluate, study, and disseminate information on the planning, administration, and
- 10 financing of various dental care programs which might place limitations on the
- 11 general practitioner and make recommendations where appropriate;
- 12
- 13 c. To investigate and study prepayment and post payment plans for dental care and
- 14 make recommendations where appropriate;
- 15
- 16 d. To evaluate, study, and disseminate information on all matters pertaining to the dental
- 17 health of the public and make recommendations where appropriate;
- 18
- 19 e. To evaluate, study, and disseminate information involving dental informatics,
- 20 materials, and devices and make recommendations as appropriate.
- 21
- 22 f. To evaluate, study and disseminate information on the planning, management,
- 23 administration, economics and finances of the practice of dentistry.
- 24
- 25 3. The chairperson of the Legislative and Governmental Affairs Council may serve as a
- 26 consultant to this council without the right to vote.
- 27
- 28 4. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
- 29 Policy Statements.
- 30
- 31 5. Each Council and Committee shall evaluate the revenues and expenses pricing of all its
- 32 programs and services annually as part of the budget process. Additionally, each Council
- 33 and Committee shall provide a complete revenue and expense analysis to the Board at Board
- 34 Meeting IV at least every three years, beginning 2019.
- 35
- 36 6. AGD staff will send out to each council, committee, or other agency member along with
- 37 any member collaborating on any AGD business the Code of Conduct form to be
- 38 completed by said individual at the beginning of each governance year. Each covered
- 39 individual will submit to their staff liaison an accurately completed form, including
- 40 particular attention paid to any companies that may have remunerated said covered
- 41 individual and subsequently reported such remuneration to the federal government's
- 42 reporting structure under the Sunshine Act. The staff liaison will compile all of their
- 43 individual's forms, and share them with their chairperson and also the executive office
- 44 staff, who will in turn, forward them to the Audit Committee for further review.
- 45

46 E. Examinations Council

47

- 1 1. The Examinations Council shall consist of six (6) members, including the chairperson,
2 the chairs of the Fellowship Exam Committees (A, B, and C), chair of the Self Instruction
3 Committee, and one (1) other members who have served at least one (1) term on the
4 Exam or Self Instruction Committee and each of whom have achieved Fellowship or
5 Mastership status within the organization.
6
- 7 2. It shall be the duty of the council:
8
 - 9 a. To be responsible for overseeing the construction, administration, scoring, and
10 security of the Fellowship examination;
11
 - 12 b. To help develop and administer, in conjunction with the Examination Committees,
13 any other examination, quizzes, or instruments of measurement when so directed by
14 the HOD, or Board;
15
 - 16 c. To audit the Fellowship Review Course annually to ensure the quality of the course
17 materials is consistent with the overall premise of the Fellowship Exam;
18
 - 19 d. To recommend and enforce policies pertaining to examinations for which it is
20 responsible.
21
 - 22 e. To evaluate the quality and effectiveness of *General Dentistry's* Self Instruction
23 program once a year.
24
- 25 4. A quorum of the council shall be three members.
26
- 27 5. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
28 Policy Statements.
29
- 30 6. Each Council and Committee shall-evaluate the revenues and expenses of all its programs
31 and services annually as part of the budget process. Additionally, each Council and
32 Committee shall provide a complete revenue and expense analysis to the Board at the
33 Board Meeting IV at least every three years, beginning 2019.
34
- 35 7. AGD staff will send out to each council, committee, or other agency member along with
36 any member collaborating on any AGD business the Code of Conduct form to be
37 completed by said individual at the beginning of each governance year. Each covered
38 individual will submit to their staff liaison an accurately completed form, including
39 particular attention paid to any companies that may have remunerated said covered
40 individual and subsequently reported such remuneration to the federal government's
41 reporting structure under the Sunshine Act. The staff liaison will compile all of their
42 individual's forms, and share them with their chairperson and also the executive office
43 staff, who will in turn, forward them to the Audit Committee for further review.
44

45 F. Group Benefits Council 46

- 1 1. The Group Benefits Council shall consist of six (6) members, including the chairperson.
- 2
- 3 2. It shall be the duty of the council:
- 4
- 5 a. To monitor on a continual basis those group membership benefits offered by the
- 6 AGD to determine their appropriateness for inclusion in the group benefit programs;
- 7
- 8 b. To identify, evaluate, and recommend group benefit programs to the Board which
- 9 will provide added value to AGD membership;
- 10
- 11 c. To choose the vendors for the AGD's group benefit programs subject to the approval
- 12 of the AGD's Board.
- 13
- 14 d. Group Benefits may be in the form of a member discount, special availability, or
- 15 revenue to the AGD.
- 16
- 17 e. To collaborate with input from other Councils when considering AGD member
- 18 benefits to be a part of the affinity program.
- 19
- 20 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
- 21 Policy Statements.
- 22
- 23 4. Each Council and Committee shall evaluate the revenues and expenses of all its programs
- 24 and services annually as part of the budget process. Additionally, each Council and
- 25 Committee shall provide a complete revenue and expense analysis to the Board at the
- 26 Board Meeting IV at least every three years, beginning 2019.
- 27
- 28 5. AGD staff will send out to each council, committee, or other agency member along with
- 29 any member collaborating on any AGD business the Code of Conduct form to be
- 30 completed by said individual at the beginning of each governance year. Each covered
- 31 individual will submit to their staff liaison an accurately completed form, including
- 32 particular attention paid to any companies that may have remunerated said covered
- 33 individual and subsequently reported such remuneration to the federal government's
- 34 reporting structure under the Sunshine Act. The staff liaison will compile all of their
- 35 individual's forms, and share them with their chairperson and also the executive office
- 36 staff, who will in turn, forward them to the Audit Committee for further review.
- 37

38 G. Legislative and Governmental Affairs Council

- 39
- 40 1. The Legislative and Governmental Affairs Council shall be composed of nine (9)
- 41 members, including the chairperson.
- 42
- 43 2. It shall be the duty of this council:
- 44
- 45 a. To advocate for the general dentist as well as the public on all regulatory and
- 46 legislative matters that affect the practice of general dentistry.
- 47

- b. To study legislation that affects the dental profession and the public which it serves;
 - c. To convey its recommendations to the Board for implementation.
3. The chairperson of the Dental Practice Council may serve as a consultant to the Legislative and Governmental Affairs Council without the right to vote.
 4. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy Statements.
 5. Each Council and Committee shall evaluate the revenues and expenses of all its programs and services annually as part of the budget process. Additionally, each Council and Committee shall provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every three years, beginning 2019.
 6. AGD staff will send out to each council, committee, or other agency member along with any member collaborating on any AGD business the Code of Conduct form to be completed by said individual at the beginning of each governance year. Each covered individual will submit to their staff liaison an accurately completed form, including particular attention paid to any companies that may have remunerated said covered individual and subsequently reported such remuneration to the federal government's reporting structure under the Sunshine Act. The staff liaison will compile all of their individual's forms, and share them with their chairperson and also the executive office staff, who will in turn, forward them to the Audit Committee for further review.

H. Membership Council

1. The Membership Council shall consist of eight (8) members, including the chairperson.
2. It shall be the duty of this council:
 - a. To provide guidelines for accepting and retaining members in the AGD and to assist the various constituent and component AGDs in implementing these guidelines when necessary;
 - b. To determine whether an exception should be granted to an active member for failure to comply with the requirement that seventy-five (75) hours of continuing education be taken within the last three-year period, as embodied in Chapter 1, Section 1.A.4.a.of the Bylaws, and for associate members in accordance with Chapter 1, Section 1.D.3.of the Bylaws. This council has the authority to grant exceptions to this continuing education requirement in accordance with policy established by the Board;
 - c. To periodically review qualifications for membership and recommend appropriate changes to the Board and HOD;

- d. To plan, develop, and coordinate membership recruitment programs and assist in implementing them on a national, constituent, and component level;
 - e. To plan, develop, and coordinate student membership recruitment and retention programs and assist in implementing them on a national, constituent, and component level;
 - f. To study and make recommendations upon all matters pertaining to international activities, with the exception of those delegated to the Scientific Meeting Council in these Bylaws;
 - g. To act upon an application for associate membership from those areas where there is no constituent AGD;
 - h. To determine the form to be used for membership applications.
 - i. To help develop and administer, in conjunction with the International Membership Committee and New Dentist Committee, any other programs, initiatives, and services when so directed by the HOD, or Board;
3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy Statements.
 4. Each Council and Committee shall evaluate the revenues and expenses of all its programs and services annually as part of the budget process. Additionally, each Council and Committee shall provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every three years, beginning 2019.
 5. AGD staff will send out to each council, committee, or other agency member along with any member collaborating on any AGD business the Code of Conduct form to be completed by said individual at the beginning of each governance year. Each covered individual will submit to their staff liaison an accurately completed form, including particular attention paid to any companies that may have remunerated said covered individual and subsequently reported such remuneration to the federal government's reporting structure under the Sunshine Act. The staff liaison will compile all of their individual's forms, and share them with their chairperson and also the executive office staff, who will in turn, forward them to the Audit Committee for further review.

I. Program Approval for Continuing Education (PACE) Council

1. The Program Approval for Continuing Education (PACE) Council shall consist of fifteen (15) members, including the chairperson, and up to three (3) consultants. Consultants of the council shall serve no more than two (2) consecutive three (3) year terms. Consultants would not be budgeted to attend council meetings, nor would they participate in any decisions/recommendations made by the council.
2. It shall be the duty of this council:

- a. To administer the Program Approval for Continuing Education;
 - b. To evaluate all applications for program provider approval, and grant or deny approval for each;
 - c. To provide counsel to AGD continuing dental education program providers regarding the procedures and requirements necessary for obtaining program provider approval;
3. To assist constituent academies in understanding and applying PACE Standards and Criteria.
 4. To develop and promote tools to assist constituent academies in promoting local PACE approval.
 - a. To assist constituent academies in establishing rules and procedures for approval of local and state level continuing education program providers;
 5. To coordinate and recommend policies concerning approval of AGD continuing dental education program providers.
 6. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy Statements.
 7. Each Council and Committee shall evaluate the revenues and expenses of all its programs and services annually as part of the budget process. Additionally, each Council and Committee shall provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every three years, beginning 2019.
 8. AGD staff will send out to each council, committee, or other agency member along with any member collaborating on any AGD business the Code of Conduct form to be completed by said individual at the beginning of each governance year. Each covered individual will submit to their staff liaison an accurately completed form, including particular attention paid to any companies that may have remunerated said covered individual and subsequently reported such remuneration to the federal government's reporting structure under the Sunshine Act. The staff liaison will compile all of their individual's forms, and share them with their chairperson and also the executive office staff, who will in turn, forward them to the Audit Committee for further review.

J. Scientific Meeting Council

1. The Scientific Meeting Council shall consist of seven (7) members, including the Chairperson, the LAC Chairpersons for the next three (3) scientific sessions and three (3) at-large members.
2. It shall be the duty of the council to:

- 1 a. Plan all programs and events for the scientific session for the AGD, with consultation
2 of the President of that year’s meeting on all social events.
3
- 4 b. Develop an educational curriculum that will draw local, national and international
5 attendance to the scientific session. Work in consultation with the Dental Education
6 Council and the Board.
7
- 8 c. Establish the goals and objectives of the annual meeting scientific session and
9 conduct an annual review of the goals and objectives.
10
- 11 d. Review the scientific session meeting budget and recommend changes for future
12 relevant budgets (i.e. honorariums, registration fees, social activities, keynote
13 speakers, food and beverage, exhibit fees, etc.)
14
- 15 g. Approve future site selection criteria. Upon review of the staff recommendation—
16 which weigh the results received from various cities against these criteria—make
17 recommendations to the Board concerning future meeting dates and sites.
18
- 19 h. Recommend to the Board alternate ways to supplement the budget if necessary to
20 support the scientific session expenses and increase profitability.
21
- 22 3. The President, President-Elect, and Vice President shall be consultants to the council
23 with the responsibility for attending all council meetings.
24
- 25 4. The council shall be assisted in its endeavor to plan and implement future scientific
26 sessions with the following:
27
- 28 a. A Local Advisory Committee (LAC) which shall consist of four (4) members from
29 the region in which the scientific session is to be held, except as otherwise designated
30 herein. The chairperson of this committee shall be a member designated by the Vice
31 President within thirty (30) days of the time he or she is elected to office. The
32 chairperson may be from another region if he or she has experience in administering,
33 managing or otherwise supervising a state or national meeting that exceeds the scope
34 of AGD’s scientific session. The LAC chairperson shall serve as one of the seven (7)
35 voting members on the Scientific Meeting Council. The remaining members of the
36 committee are to be selected in consultation with the President-Elect. The purpose of
37 this committee will be to recommend to SMC local area speakers that will draw local
38 attendance, provide input regarding specific state or provincial continuing education
39 needs/requirements, suggest local tours and social event ideas, and recruit local
40 course manager volunteers.
41
- 42 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V:
43 Board Policy Statements.
44
- 45 4. Each Council and Committee shall evaluate the revenues and expenses of all its
46 programs and services annually as part of the budget process. Additionally, each

1 Council and Committee shall provide a complete revenue and expense analysis to the
2 Board at the Board Meeting IV at least every three years, beginning 2019.

- 3
- 4 5. AGD staff will send out to each council, committee, or other agency member along
5 with any member collaborating on any AGD business the Code of Conduct form to be
6 completed by said individual at the beginning of each governance year. Each covered
7 individual will submit to their staff liaison an accurately completed form, including
8 particular attention paid to any companies that may have remunerated said covered
9 individual and subsequently reported such remuneration to the federal government's
10 reporting structure under the Sunshine Act. The staff liaison will compile all of their
11 individual's forms, and share them with their chairperson and also the executive
12 office staff, who will in turn, forward them to the Audit Committee for further
13 review.

14

15 Section 3. Committees

16

17 A. Advocacy Fund Committee

- 18
- 19 1. The Advocacy Fund Committee shall consist of three (3) members; one (1) member shall
20 be the incumbent Treasurer; one (1) member shall be the incumbent Chair of the Budget
21 & Finance Committee; one (1) member serving a one year term, shall be a Trustee who is
22 not the Chair of the Budget & Finance Committee, but who ideally has advocacy
23 experience. The President shall appoint one of the aforementioned members as chair.
- 24
- 25 2. It shall be the duty of this committee:
- 26
- 27 a. To monitor the Advocacy Fund's balance;
- 28 b. To determine the Advocacy Fund's appropriate balance on a yearly basis;
- 29 c. To ensure all administrative details of the fund are executed, inclusive of marketing
30 efforts;
- 31 d. Other appropriate actions relative to the fund which are not covered by other entities
32 designated by the Advocacy Fund Implementation Plan adopted by the Board in Jan.
33 2010., and be it further
- 34
- 35 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
36 Policy Statements.
- 37
- 38 4. Each Council and Committee shall evaluate the revenues and expenses of all its programs
39 and services annually as part of the budget process. Additionally, each Council and
40 Committee shall provide a complete revenue and expense analysis to the Board at the Board
41 Meeting IV at least every three years, beginning 2019.
- 42
- 43 5. AGD staff will send out to each council, committee, or other agency member along with
44 any member collaborating on any AGD business the Code of Conduct form to be
45 completed by said individual at the beginning of each governance year. Each covered
46 individual will submit to their staff liaison an accurately completed form, including
47 particular attention paid to any companies that may have remunerated said covered

1 individual and subsequently reported such remuneration to the federal government's
2 reporting structure under the Sunshine Act. The staff liaison will compile all of their
3 individual's forms, and share them with their chairperson and also the executive office
4 staff, who will in turn, forward them to the Audit Committee for further review.

5 6 B. Audit Committee

7
8 The Audit Committee is appointed by the President under direction of the Board and has
9 responsibility for:

- 10
11 1. Monitoring the integrity of the financial statements and internal controls of the
12 AGD via the audit process.
- 13 2. Oversight of the AGD's external auditors.
- 14 3. Mediation of disagreements between management and the auditors regarding
15 financial reporting.
- 16 4. The determination of the independence of the external auditors.

17
18 The Audit Committee should be fully independent. "Independent" means that none of the
19 members of the Audit Committee are part of the management team, and the Committee is free to
20 act in its oversight functions throughout the organization without undue outside influence or
21 coercion.

22
23 The Audit Committee shall be composed of three members:

- 24 • One member serves as chair as appointed by the President.
- 25 • One member must have expertise to serve as the financial and accounting expert
26 on the committee.
- 27 • One member must be knowledgeable about AGD structure and functions and in
28 the areas of internal controls, compliance, ethics and management.

29
30 The Treasurer; Executive Director; Chief Financial Officer; and AGDF Secretary/Treasurer shall
31 serve as consultants to this Committee and be present at each meeting as directed by the chair.

32
33 The Audit Committee shall have the authority to retain special legal, accounting or other
34 consultants to advise the Committee. The Audit Committee may request any officer or employee
35 of the AGD or the AGD's outside counsel or external auditor to attend a meeting of the
36 committee or to meet with any member of, or consultant to, the committee. However, any needs
37 of the committee that would result in financial obligation to the AGD outside of that which is
38 already budgeted to this committee would have to be reviewed and accepted by the Board or
39 Executive Committee prior to the obligation. The Audit Committee may seek any information it
40 requires from employees of the AGD – all of whom are directed to cooperate with the
41 committee's requests.

42
43 The Audit Committee shall report to the Board at least twice annually. If deemed necessary, the
44 Audit Committee may also report directly to the House of Delegates.

45
46 Responsibilities of the Audit Committee include:

- 1
- 2 1. Review and reassess the adequacy of this Charge annually and recommend any proposed
- 3 changes to the Board for approval.
- 4 2. Review the Code of Conduct and Whistleblower Policies annually and recommend any
- 5 proposed changes to the Board for approval.
- 6 3. Review the annual audited financial statements with management, including major issues
- 7 regarding accounting and auditing principles and practices as well as the adequacy of
- 8 internal controls that could significantly affect the AGD's financial statements.
- 9 4. Review major changes to the AGD's auditing and accounting principles and practices as
- 10 suggested by the external auditor or management.
- 11 5. Direct the appointment of the external auditing firm, which is ultimately accountable to
- 12 the Audit Committee.
- 13 6. Approve the fees to be paid to the external auditor subject to Board approval.
- 14 7. Approve the annual Audit Scope.
- 15 8. Review with the external auditor, any problems or difficulties the auditor may have
- 16 encountered and any management letter provided by the auditor and the AGD's response
- 17 to that letter. Such review should include:
 - 18 A. Any difficulties encountered in the course of the audit work, including any
 - 19 restrictions on the scope of activities or access to required information
 - 20 B. Any disagreements between management and the external auditors that
 - 21 need to be mediated by the Audit Committee.
- 22 9. Pre-approve services to be performed by the AGD's external auditors. The
- 23 responsibilities of pre-approval may be designated to one member of the Audit
- 24 Committee who, after giving such pre-approval, must report to the full committee.
- 25 10. Review any and all reports issued by the external auditors, with respect to the AGD's
- 26 financial statement and critical accounting policies
- 27 11. Review with staff liaison and management the process for communicating the Code of
- 28 Conduct to AGD personnel, volunteers, and the Board and monitoring compliance
- 29 therewith.
- 30 12. Receive updates from management and AGD legal counsel regarding compliance matters
- 31 and/or any significant risks or exposures facing the organization.
- 32 13. Establish a process for receiving, processing, tracking, communicating, and investigating
- 33 reports of concerns regarding questionable accounting, internal controls, or audit matters,
- 34 or fraud, or Code of Conduct.
- 35 14. Review the AGD's internal control system including information technology security and
- 36 control.
- 37 15. Discuss with management the AGD's policies with respect to risk assessment and risk
- 38 management.
- 39 16. Review with each public accounting firm that performs an audit:
 - 40 A. All critical accounting policies and practices used by the organization
 - 41 B. All alternative treatments of financial information within generally
 - 42 accepted accounting principles that have been discussed with management
 - 43 of the organization, the ramifications of each alternative, and the treatment
 - 44 preferred by the organization.

- 1 17. Inquire of the Executive Director and Chief Financial Officer regarding the sources of
2 support and revenue of the organization from a subjective as well as an objective
3 standpoint.
- 4 18. Review with management the policies and procedures with respect to officers, key
5 employees (Executive Director, and Chief Financial Officer), disqualified persons as
6 defined by the IRS, expense accounts, and perks, including excess benefit transactions.
- 7 19. Conduct executive sessions with the outside auditors on an annual basis and with the
8 Executive Director, Chief Financial Officer or legal counsel as desired by the committee.
9

10 While the Audit Committee has the responsibilities and powers set forth in this Charge, it is not
11 the duty of the Audit Committee to plan or conduct audits or to determine that AGD's financial
12 statements are complete and accurate and are in accordance with generally accepted accounting
13 principles. This is the responsibility of management and the independent auditor.
14

15 To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
16 Statements.
17

18 Each Council and Committee shall evaluate the revenues and expenses of all its programs and
19 services annually as part of the budget process. Additionally, each Council and Committee shall
20 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least
21 every three years, beginning 2019.
22

23 AGD staff will send out to each council, committee, or other agency member along with any
24 member collaborating on any AGD business the Code of Conduct form to be completed by said
25 individual at the beginning of each governance year. Each covered individual will submit to
26 their staff liaison an accurately completed form, including particular attention paid to any
27 companies that may have remunerated said covered individual and subsequently reported such
28 remuneration to the federal government's reporting structure under the Sunshine Act. The staff
29 liaison will compile all of their individual's forms, and share them with their chairperson and
30 also the executive office staff, who will in turn, forward them to the Audit Committee for further
31 review.
32

33 C. Awards Committee 34

- 35 1. The Awards Committee shall consist of five (5) members, including the chairperson. The
36 committee shall be composed of an AGD Past President serving as chairperson, three (3)
37 AGD past Presidents, the Regional Director chair, and a trustee (non-voting member).
38
- 39 2. It shall be the duty of the committee:
40
 - 41 a. To be responsible for all aspects of the AGD Achievement Awards*;
42 1. Review/add or delete award categories;
43 2. Develop award criteria;
44 3. Recommend nominees;
45 4. Select award nominees to be considered by the Board.
46

- b. Approve marketing plan and other items as determined;
 - c. Evaluate nominations and recommend the top two (2) or three (3) candidates for the award to the Board for final selection.
3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy Statements.
 4. Each Council and Committee shall evaluate the revenues and expenses of all its programs and services annually as part of the budget process. Additionally, each Council and Committee shall provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every three years, beginning 2019.
 5. AGD staff will send out to each council, committee, or other agency member along with any member collaborating on any AGD business the Code of Conduct form to be completed by said individual at the beginning of each governance year. Each covered individual will submit to their staff liaison an accurately completed form, including particular attention paid to any companies that may have remunerated said covered individual and subsequently reported such remuneration to the federal government's reporting structure under the Sunshine Act. The staff liaison will compile all of their individual's forms, and share them with their chairperson and also the executive office staff, who will in turn, forward them to the Audit Committee for further review.

**The Dental Education Council will continue to select the Weclaw Award winner.*

D. Budget and Finance Committee

1. This committee shall assist in preparation of the budget and determine how to best conserve and utilize AGD funds.
2. The Budget and Finance Committee including the chair and vice chair shall be appointed by the President-Elect with the approval of the Board at the meeting immediately following the adjournment of the House of Delegates. This committee shall be composed of the Treasurer plus four (4) other members, of which at least two (2) members must be trustees.
3. Appointments to this committee should be made with consideration given to the following:
 - a. At least some members should have prior Budget and Finance Committee experience;
 - b. An appointee should have a good understanding of the AGD, including its current programs and structure;
 - c. If a non-trustee is appointed, he or she should have prior budget and finance experience or appropriate expertise, and should be provided with appropriate

1 information/reports during the course of the year, which would keep this committee
2 member informed.

- 3
- 4 4. The Executive Director shall serve as a consultant to this committee.
- 5
- 6 5. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
7 Policy Statements.
- 8
- 9 6. Each Council and Committee shall evaluate the revenues and expenses of all its programs
10 and services annually during the fall to be included as part of the budget process.
11 Additionally, each Council and Committee shall provide a complete revenue and expense
12 analysis to the Board at the Board Meeting IV at least every three years, beginning 2019.
13
- 14 7. AGD staff will send out to each council, committee, or other agency member along with
15 any member collaborating on any AGD business the Code of Conduct form to be
16 completed by said individual at the beginning of each governance year. Each covered
17 individual will submit to their staff liaison an accurately completed form, including
18 particular attention paid to any companies that may have remunerated said covered
19 individual and subsequently reported such remuneration to the federal government's
20 reporting structure under the Sunshine Act. The staff liaison will compile all of their
21 individual's forms, and share them with their chairperson and also the executive office
22 staff, who will in turn, forward them to the Audit Committee for further review.

23

24 E. Building Committee

- 25
- 26 1. The Building Committee shall consist of five (5) voting members who will serve three-
27 year (3) terms by appointment of the incoming President, with Building Committee
28 guidance, and Board approval. Individuals do not have to be members of the Board, but
29 must have a real estate management and/or financial background to be qualified for
30 appointment. The Treasurer and chairpersons of the Budget & Finance and Investment
31 Committees shall serve as a member of the Building Committee, by virtue of their office
32 and shall constitute 3/5 of the committee. The Chief Financial Officer (or that staff
33 position's equivalent) shall serve as a consultant to the committee and the Chief Financial
34 Officer shall be charged with reporting the actions of the committee to the Board, at
35 every face-to-face Board meeting.
- 36
- 37 2. The Building Committee shall be responsible for:
- 38 • Ensuring that appropriate financial mechanisms are in place to meet the long-term
39 needs of maintaining an office building, along with all associated equipment and
40 furniture;
 - 41 • Developing and maintaining both short-term and long-term building maintenance
42 plans;
 - 43 • Providing oversight and consultation to the Chief Financial Officer and building
44 management company on the execution of all maintenance contracts in excess of
45 \$10,000;

- 1 • Periodically reviewing the performance of the building management company and
2 any other associated contractors, including but not limited to architects, engineers and
3 surveyors;
- 4 • Preparing and presenting appropriate reports.
- 5
- 6 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
7 Policy Statements.
- 8
- 9 4. Each Council and Committee shall evaluate the revenues and expenses of all its programs
10 and services as part of the budget process. Additionally, each Council and Committee shall
11 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at
12 least every three years, beginning 2019.
- 13
- 14 5. AGD staff will send out to each council, committee, or other agency member along with any
15 member collaborating on any AGD business the Code of Conduct form to be completed by
16 said individual at the beginning of each governance year. Each covered individual will
17 submit to their staff liaison an accurately completed form, including particular attention paid
18 to any companies that may have remunerated said covered individual and subsequently
19 reported such remuneration to the federal government’s reporting structure under the
20 Sunshine Act. The staff liaison will compile all of their individual’s forms, and share them
21 with their chairperson and also the executive office staff, who will in turn, forward them to
22 the Audit Committee for further review.

23
24 F. Compensation Committee

- 25
- 26 1. The Compensation Committee shall consist of five (5) members of the Board, including
27 the chairperson. The AGD Secretary, Treasurer, Executive Director, and the Chief
28 Financial Officer shall serve as consultants.
- 29
- 30 a. The Compensation Committee shall be appointed by the President with the approval of
31 the Board at the meeting immediately following the adjournment of the House of
32 Delegates.
- 33
- 34 b. Appointments to this committee should be made with consideration given to the
35 following:
 - 36 1. At least some members should have current or prior Budget and Finance Committee
37 experience;
 - 38 2. An appointee should have a good understanding of the AGD, including its current
39 programs and structure.
- 40
- 41
- 42
- 43 2. Committee Charge:
 - 44
 - 45 a. Review salary comparisons and averages for the Chicago area for all key AGD
46 employees, (director level and above);

- b. Review benefits comparisons and averages for the Chicago area for all key AGD employees, (director level and above);
 - c. Review staff size comparisons for non-profit associations within our budgetary parameters;
 - d. Evaluate and make a recommendation for the ED discretionary bonus and salary after all results of evaluation are collated;
 - e. Evaluation and updating of ED contract;
 - f. Evaluate the stipends of the EC.
3. This committee will meet by either conference call and/or e-mail and each meeting shall be considered highly confidential.
 4. Timeline: The committee shall present salary and benefit comparisons as outlined in numbers 1, 2 and 3 above at least once yearly at the Board Meeting IV for the use of the ED in determination of employee salary and benefit packages.
 - a. Recommendations for any ED discretionary bonus and salary will be reported in the December report after collation of all evaluation tools by the AGD Secretary. Though this is under the purview of the Secretary, this process should be completed no later than November 30th, for final evaluation of the Compensation Committee. This recommendation will be offered to the Board - as determined by the Board Policy Type III C 4 - who then will use this recommendation to determine the yearly discretionary bonus of the ED.
 5. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy Statements.
 6. Each Council and Committee shall evaluate the revenues and expenses of all its programs and services annually as part of the budget process. Additionally, each Council and Committee shall provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every three years, beginning 2019.
 7. AGD staff will send out to each council, committee, or other agency member along with any member collaborating on any AGD business the Code of Conduct form to be completed by said individual at the beginning of each governance year. Each covered individual will submit to their staff liaison an accurately completed form, including particular attention paid to any companies that may have remunerated said covered individual and subsequently reported such remuneration to the federal government's reporting structure under the Sunshine Act. The staff liaison will compile all of their individual's forms, and share them with their chairperson and also the executive office staff, who will in turn, forward them to the Audit Committee for further review.

1
2 G. Credentials and Elections Committee
3

- 4 1. The Credentials and Elections Committee shall consist of five (5) members, including a
5 chairperson and vice chairperson, appointed by the President-Elect and confirmed by the
6 Board, serving a one year term, with no restrictions on the number of terms served. The
7 Chairperson of the Committee shall have previously served on the committee (council)
8 for at least one year during the past three years.
9
- 10 2. It shall be the duty of this committee:
11
- 12 a. **RECORDS:** The committee will be responsible for collecting and recording admission
13 for each House of Delegates (HOD) function. Eligibility for compensation is based
14 upon a delegate's (or his or her alternate delegate) attendance at all sessions of the
15 HOD.
16
- 17 b. **SECURITY:** To maintain proper security of the HOD, the council will assume the
18 responsibility of assisting with the setup of the HOD. The council will make sure the
19 HOD is properly cordoned off, the quorum system is properly placed, floor and table
20 signs are properly positioned, and handouts are correctly placed at each place.
21
- 22 c. **QUORUM:** The council then must determine that a quorum is present. The quorum
23 consists of a simple majority of duly elected and certified delegates or their alternates
24 representing a simple majority of the regions.
25
- 26 d. **VERIFICATION:** The council will assume the responsibility for seating any alternates,
27 and be certain that each constituent is represented in proportion to its size.
28
- 29 e. **COUNTING VOTES:** The council will assume the responsibility for monitoring any
30 standing votes in the HOD to be sure that only delegates count off when the serpentine
31 vote is used. One observer per candidate may be appointed to view the vote counting.
32
- 33 f. **REFERENCE COMMITTEE REPORTS:** The council will assume the responsibility
34 for distributing Reference Committee reports.
35
- 36 g. **ELECTION:** If a race becomes contested, the council will assume the responsibility for
37 conducting the election of officers (at a time to be determined), counting votes (but not
38 reporting vote totals) and communicating the name of the winner. The Speaker of the
39 House, in conjunction with the Executive Committee shall determine where, when and
40 how the results are announced. .
41
- 42 h. **APPROVAL:** The council is responsible for approving anything that is proposed for
43 distribution with the HOD and then taking the necessary steps to see that it is
44 distributed. This includes, but is not limited to, campaign brochures, notices of courses,
45 and notices of other functions and meetings.
46

- 1 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
2 Policy Statements.
3
- 4 4. Each Council and Committee shall evaluate the revenues and expenses of all its programs
5 and services annually as part of the budget process. Additionally, each Council and
6 Committee shall provide a complete revenue and expense analysis to the Board at the Board
7 Meeting IV at least every three years, beginning 2019.
8
- 9 5. AGD staff will send out to each council, committee, or other agency member along with
10 any member collaborating on any AGD business the Code of Conduct form to be
11 completed by said individual at the beginning of each governance year. Each covered
12 individual will submit to their staff liaison an accurately completed form, including
13 particular attention paid to any companies that may have remunerated said covered
14 individual and subsequently reported such remuneration to the federal government's
15 reporting structure under the Sunshine Act. The staff liaison will compile all of their
16 individual's forms, and share them with their chairperson and also the executive office
17 staff, who will in turn, forward them to the Audit Committee for further review.
18
- 19 6. HOD policy 2014:116H-H-6 shall be interpreted, including but not limited to, as follows:
20

21 Distribution of commercial literature

22
23 *2014:116H-H-6*

24
25 *“Resolved, that 98:1-H-7 be amended following approval of the separation of governance*
26 *and the scientific session.”*
27

28 *“Resolved, that the distribution of literature concerning dental meetings be limited to that*
29 *portion of the exhibit hall designed for that purpose at the AGD's scientific session, and*
30 *be it further*

31
32 *Resolved, that commercial interests not be allowed to have literature distributed in the*
33 *AGD House of Delegates at the Annual Meeting, and be it further*

34
35 *Resolved, that the Credentials and Elections Committee be given the responsibility for*
36 *determining what other materials may be distributed to the House including the scrutiny*
37 *of candidate materials to see that they comply with the AGD Election Guidelines, and be*
38 *it further*

39
40 *Resolved, that the AGD's Executive Director and Speaker of the House determine whether*
41 *literature concerning business being considered by the House is appropriate for*
42 *distribution or display on the screen.”*

43
44 *“Resolved, that 98:1-H-7 be amended following approval of the separation of governance*
45 *and the scientific session.”*
46

1 *“Resolved, that the distribution of literature concerning dental meetings be limited to that*
2 *portion of the exhibit hall designed for that purpose at the AGD’s scientific session, and*
3 *be it further*

4
5 *Resolved, that commercial interests not be allowed to have literature distributed in the*
6 *AGD House of Delegates at the Annual Meeting, and be it further*

7
8 *Resolved, that the Credentials and Elections Committee be given the responsibility for*
9 *determining what other materials may be distributed to the House including the scrutiny*
10 *of candidate materials to see that they comply with the AGD Election Guidelines, and be*
11 *it further*

12
13 *Resolved, that the AGD’s Executive Director and Speaker of the House determine whether*
14 *literature concerning business being considered by the House is appropriate for*
15 *distribution or display on the screen.”*

- 16
17 a. Invitations to receptions of AGD officers, who are not candidates shall not need
18 approval of the committee.
19 b. A constituent, region or delegate, wishing to advocate in writing a position on business
20 before the HOD shall not need approval of the committee.
21 c. All such aforementioned materials shall be distributed by the individuals involved, but
22 so as not to disturb the HOD or set-up thereof. Staff shall not distribute these materials.

23
24 H. Examinations Items Bank Committee (Team C)

- 25
26 1. The Examination Item Bank Committee (Team C) shall be composed of six (6) members,
27 each of whom have achieved Fellowship or Mastership status within the organization,
28 and each of whom has served a minimum of two (2) years on either Team A or Team B
29 of the Fellowship Examination Committee;

30
31 Committee members shall serve no more than two (2) consecutive three (3) year terms on
32 the committee;

- 33
34 2. It shall be the duty of the committee:
35
36 a. To ensure that each item in the item bank is appropriately and consistently
37 categorized in accordance with the examination content outline;
38
39 b. To ensure that the references accompanying each item in the item bank are current;
40
41 c. To review periodically the content outline for the Fellowship Examination and
42 recommend changes in the outline to the council;
43
44 d. To develop the Fellowship Examination Study Guide annually per the established
45 development guidelines set forth by the council.
46

- 1 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
2 Policy Statements.
- 3
- 4 4. Each Council and Committee shall evaluate the revenues and expenses of all its programs
5 and services annually as part of the budget process. Additionally, each Council and
6 Committee shall provide a complete revenue and expense analysis to the Board at the Board
7 Meeting IV at least every three years, beginning 2019.
- 8
- 9 5. AGD staff will send out to each council, committee, or other agency member along with
10 any member collaborating on any AGD business the Code of Conduct form to be
11 completed by said individual at the beginning of each governance year. Each covered
12 individual will submit to their staff liaison an accurately completed form, including
13 particular attention paid to any companies that may have remunerated said covered
14 individual and subsequently reported such remuneration to the federal government's
15 reporting structure under the Sunshine Act. The staff liaison will compile all of their
16 individual's forms, and share them with their chairperson and also the executive office
17 staff, who will in turn, forward them to the Audit Committee for further review.
- 18

19 I. Fellowship Exam Committee (Teams A and B)

20

- 21 1. The Fellowship Exam Committee (Teams A and B) shall be composed of twelve (12)
22 members, at least one (1) of whom shall be a member of the Examinations Council, with
23 each of the twelve (12) members having achieved Fellowship or Mastership status within
24 the organization;
25
26 Those committee members who are not members of the Examinations Council shall serve
27 no more than two (2) consecutive three- (3) year terms on the committee;
28
- 29 2. It shall be the duty of the committee:
30
31 a. To construct, review, and score the Fellowship Examination;
32
33 b. To make recommendations for an official passing score, based on the statistical
34 analyses, for the annual Fellowship Examination to the Examinations Council;
35
36 c. To maintain an adequate pool of examination items that can be utilized for the
37 Fellowship Examination.
38
- 39 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
40 Policy Statements.
- 41
- 42 4. Each Council and Committee shall evaluate the revenues and expenses of all its programs
43 and services annually as part of the budget process. Additionally, each Council and
44 Committee shall provide a complete revenue and expense analysis to the Board at the Board
45 Meeting IV at least every three years, beginning 2019.

- 1 5. AGD staff will send out to each council, committee, or other agency member along with
2 any member collaborating on any AGD business the Code of Conduct form to be
3 completed by said individual at the beginning of each governance year. Each covered
4 individual will submit to their staff liaison an accurately completed form, including
5 particular attention paid to any companies that may have remunerated said covered
6 individual and subsequently reported such remuneration to the federal government's
7 reporting structure under the Sunshine Act. The staff liaison will compile all of their
8 individual's forms, and share them with their chairperson and also the executive office
9 staff, who will in turn, forward them to the Audit Committee for further review.

10
11 J. Future of General Dentistry Committee

- 12
13 1. The Future of General Dentistry Committee shall consist of three (3) Trustees of the
14 Board appointed by the President, including the Chair, with the following consultants:
15
16 a. AGD President,
17 b. President-Elect,
18 c. Vice President,
19 d. a member of the Dental Practice Council,
20 e. a member of the Legislative and Governmental Council,
21 f. a member of the Membership Council,
22 g. a member of the Dental Education Council,
23 h. a member of the New Dentist Committee,
24 i. the chair of the 2017 Future of General Dentistry Task Force
25
26 2. It shall be the duty of the Committee to explore the challenges and opportunities to the
27 profession of general dentistry and develop a comprehensive approach to explore and
28 proactively address issues and ramifications with regard to the future of general dentistry.
29
30 3. The Committee shall meet face-to-face either before or after an existing meeting where all
31 the trustees are present with consultants participating electronically. The subcommittee
32 will meet electronically when deemed necessary.
33
34 4. The Committee shall have a duration of at least a 3 years from its formation.
35
36 5. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
37 Policy Statements.
38
39 6. Each Council and Committee shall evaluate the revenues and expenses of all its programs
40 and services annually as part of the budget process. Additionally, each Council and
41 Committee shall provide a complete revenue and expense analysis to the Board at the Board
42 Meeting IV at least every three years, beginning 2019.
43
44 7. AGD staff will send out to each council, committee, or other agency member along with any
45 member collaborating on any AGD business the Code of Conduct form to be completed by
46 said individual at the beginning of each governance year. Each covered individual will
47 submit to their staff liaison an accurately completed form, including particular attention paid

1 to any companies that may have remunerated said covered individual and subsequently
2 reported such remuneration to the federal government's reporting structure under the
3 Sunshine Act. The staff liaison will compile all of their individual's forms, and share them
4 with their chairperson and also the executive office staff, who will in turn, forward them to
5 the Audit Committee for further review.

6
7 K. Governance Evaluation and Review Committee

- 8
9 1. The Governance Evaluation and Review Committee will consist of five members,
10 including the chair for a three (3) year term with the opportunity to be reappointed for a
11 second three (3) year term. The members of the committee will be Trustees from the 17-
12 18 Board. There will be five (5) Trustees, one (1) of whom will have been a Regional
13 Director within the last two years, and consultants who will consist of the: president,
14 president-elect, vice president, Regional Director Chair, Future of General Dentistry
15 Committee Chair and the AGD Executive Director, or their designee. If one of the
16 aforementioned Trustees ascends to an Executive Committee office during their term on
17 the committee, such ascension shall be considered resignation from the committee. In
18 case of such resignation, the president shall nominate a replacement Trustee consistent
19 with the other provisions of this policy. This is also applicable to the RD, FGDC and any
20 other consultant. Consultants will change annually based on the members within the
21 positions. Members will be named by the current president in consultation with the
22 President-Elect and Vice-President and ratified by the Board.
- 23
24 2. It will be the duty of this committee:
- 25
26 a. To evaluate and review the entire AGD governance and leadership structure and
27 responsibilities.
- 28 b. Review all governance structure of the AGD, including but not limited to, Board,
29 Regional Directors, Councils, Committees, Task Forces, Division Coordinators,
30 House of Delegates, Regions, Constituents, and any other AGD agency
- 31 c. To evaluate and make recommendations for improvements, if deemed necessary, in
32 the structure, size, and use of any AGD agencies including, but not limited to,
33 Board, , Regional Directors, Councils, Committees, Task Forces, Division
34 Coordinators, House of Delegates, Regions, and Constituents.
- 35 d. Review governance structure of other similar organizations, especially similar sized
36 organizations, including dental organizations
- 37 e. Contact all AGD agencies and appropriate members of those agencies involved with
38 the governance structure for their input (potential survey)
- 39 f. Review numbers, terms, and duties of all of the above
- 40 g. Review the process of AGD election of officers and of delegate selection
- 41 h. Review and recommend, by AIR approved by the Board then the House of Delegates,
42 any necessary changes in the Bylaws required for any changes that might be
43 recommended by the Committee as a result of this extensive review.
- 44 i. Evaluate any financial implications of any changes proposed during this process and
45 include these financial implications in any AIR presented.

- 1 j. Evaluate any repercussions or other changes necessary as a result of any
- 2 recommended changes.
- 3 k. A formal report will be submitted to each face-to-face meeting of the Board with
- 4 opportunity for report and discussion at interim meetings and AIRs to be presented as
- 5 appropriate.
- 6 l. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.:
- 7 Board Policy Statements.
- 8 m. Each Council and Committee shall evaluate the revenues and expenses of all its
- 9 programs and services annually during the fall to be included as part of the budget
- 10 process. Additionally, each Council and Committee shall provide a complete revenue
- 11 and expense analysis to the Board at the Board Meeting IV at least every three years,
- 12 beginning 2019.
- 13 n. AGD staff will send out to each council, committee, or other agency member along
- 14 with any member collaborating on any AGD business the Code of Conduct form to be
- 15 completed by said individual at the beginning of each governance year. Each covered
- 16 individual will submit to their staff liaison an accurately completed form, including
- 17 particular attention paid to any companies that may have remunerated said covered
- 18 individual and subsequently reported such remuneration to the federal government's
- 19 reporting structure under the Sunshine Act. The staff liaison will compile all of their
- 20 individual's forms, and share them with their chairperson and also the executive
- 21 office staff, who will in turn, forward them to the Audit Committee for further
- 22 review.
- 23
- 24 3. The Governance Evaluation and Review Committee, will be sunsetted by the Board when
- 25 its charge has been completed.
- 26

27 L. International Membership Committee

28

- 29 1. The International Membership Committee shall consist of six members, one of which is the
- 30 Membership Council Chair.
- 31

32 The International Membership Committee shall be responsible for:

33

- 34 a. To serve as advisors on the unique challenges and variations within international
- 35 countries and make recommendations on how to integrate with AGD policies currently in
- 36 existence.
- 37
- 38 b. Present interim activities, strategies, and plans including funding requests to the Board
- 39 for approval as needed.
- 40
- 41 c. Develop a broad set of strategies and audiences to be reported to the 2015 Board Meeting
- 42 II.
- 43
- 44 d. When this committee is sunsetted, its charge will be handed over to the Membership
- 45 Council.
- 46

- 1 e. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
2 Policy Statements.
3
- 4 f. Each Council and Committee shall evaluate the revenues and expenses of all its programs
5 and services annually as part of the budget process. Additionally, each Council and
6 Committee shall provide a complete revenue and expense analysis to the Board at the Board
7 Meeting IV at least every three years, beginning 2019.
8
- 9 g. AGD staff will send out to each council, committee, or other agency member along with any
10 member collaborating on any AGD business the Code of Conduct form to be completed by
11 said individual at the beginning of each governance year. Each covered individual will
12 submit to their staff liaison an accurately completed form, including particular attention paid
13 to any companies that may have remunerated said covered individual and subsequently
14 reported such remuneration to the federal government's reporting structure under the
15 Sunshine Act. The staff liaison will compile all of their individual's forms, and share them
16 with their chairperson and also the executive office staff, who will in turn, forward them to
17 the Audit Committee for further review.
18

19 M. Investment Committee 20

- 21 1. The Investment Committee shall consist of three (3) voting members who will serve three-
22 year (3) terms by appointment of the incoming President, with Investment Committee
23 guidance, and Board approval. Individuals do not have to be members of the Budget and
24 Finance Committee, nor on the Board, but must have a financial background to be
25 qualified for appointment. The Treasurer shall serve as a consultant to the Investment
26 Committee. The Investment Committee shall have a fourth non-voting member whose
27 purpose is to learn the functions and methods utilized by the Investment Committee until
28 there is an opening on the Investment Committee. This member shall be appointed by the
29 incoming President, with Investment Committee guidance and Board approval. At that
30 time, the member may become a voting member subject to above approval process and
31 have the regular member term limits and responsibilities.
32

33 The fourth non-voting member may become a voting member, after successfully serving
34 for two years, with approval of the voting members. Once the member is approved:
35

- 36 a. A $\frac{3}{4}$ majority vote will be required on all decisions
37 b. A response time limit of 72 hours will be implemented. After the time has expired
38 and if there are three votes registered, the remaining member that did not respond
39 is registered as "absent" and the proposal moves forward according to the three
40 votes. The committee will document who participated in the vote. If any member
41 needs more time to evaluate the proposal, a time extension may be requested.
42 Habitual failure to participate may be grounds for removal from the committee.
43 c. Should a member leave for any reason, or be unavailable for any period of time,
44 the committee shall revert to the original format of three members with a
45 unanimous vote required on all decisions.
46

1 The Investment Committee is expected to provide advice on the Investment Fund in a
2 manner consistent with this Investment Policy Statement (IPS) and in accordance with
3 state and federal law.

4 The Investment Committee shall be responsible for:

- 5 a. Designing, recommending, and implementing an appropriate plan consistent with
6 the investment objectives, time horizon, risk profile, guidelines, and constraints
7 outlined in this statement;
 - 8 b. Recommending an appropriate custodian to safeguard the AGD's assets;
 - 9 c. Identifying specific assets and investment managers within each asset category;
 - 10 d. Ensuring that the custodian provides the Investment Committee with a current
11 prospectus, where applicable, for each investment proposed for the Investment Fund;
 - 12 e. Monitoring the performance of all selected assets;
 - 13 f. Recommending changes to any of the above;
 - 14 g. Voting proxies accordingly to the guidelines and restrictions outlined herein when
15 applicable and otherwise according to its best judgment;
 - 16 h. Periodically reviewing the suitability of the investments for the AGD, being
17 available to meet with the Board at least annually and at such other times within
18 reason at the AGD's request;
 - 19 i. Preparing and presenting appropriate reports.
- 20
- 21 2. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
22 Policy Statements.
 - 23
 - 24 3. Each Council and Committee shall evaluate the revenues and expenses of all its programs
25 and services annually as part of the budget process. Additionally, each Council and
26 Committee shall provide a complete revenue and expense analysis to the Board at the Board
27 Meeting IV at least every three years, beginning 2019.
 - 28
 - 29 4. AGD staff will send out to each council, committee, or other agency member along with any
30 member collaborating on any AGD business the Code of Conduct form to be completed by
31 said individual at the beginning of each governance year. Each covered individual will
32 submit to their staff liaison an accurately completed form, including particular attention paid
33 to any companies that may have remunerated said covered individual and subsequently
34 reported such remuneration to the federal government's reporting structure under the
35 Sunshine Act. The staff liaison will compile all of their individual's forms, and share them
36 with their chairperson and also the executive office staff, who will in turn, forward them to
37 the Audit Committee for further review.
 - 38

39 N. Leadership Development and Oversight Committee

40

- 41 1. The Leadership Development and Oversight Committee shall consist of seven (7)
42 members, to include the President as chair, President-Elect, RD Chair, RD Vice Chair, and
43 other members to include a trustee to serve up to a two year term, one at large member to

1 serve a two year term, and one at large member to serve an initial one year term and
2 thereafter a two year term.

3
4 The Leadership Development and Oversight Committee shall be responsible for oversight of
5 the AGD Leadership Academy, including:

- 6
7 a. Serving as thought-leaders for the content to be presented at the following programs:
8 i. AGD Leadership Symposium
9 ii. AGD Leadership Institute
10 iii. AGD Leadership Forum
11 b. Identifying gaps in training, developing an all-inclusive program to deliver
12 programming to address these gaps, and identifying relevant leadership topics for
13 programs;
14 c. Serving as advisors for the content to be presented at the following programs:
15 i. AGD Leadership Symposium
16 ii. AGD Leadership Institute
17 iii. AGD Leadership Forum
18 d. Determining program facilitators for the above;
19 e. Presenting activities, strategies, and plans in accordance with the approved budgets;
20 f. Presenting annual report to the AGD Board;
21 g. Reassessing leadership training needs annually;
22 h. Developing measurable metrics for the AGD Leadership Academy, including each
23 of the major components of the academy
24
25 2. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
26 Policy Statements.
27
28 3. Each Council and Committee shall evaluate the revenues and expenses of all its programs
29 and services annually as part of the budget process. Additionally, each Council and
30 Committee shall provide a complete revenue and expense analysis to the Board at the Board
31 Meeting IV at least every three years, beginning 2019
32
33 4. AGD staff will send out to each council, committee, or other agency member along with any
34 member collaborating on any AGD business the Code of Conduct form to be completed by
35 said individual at the beginning of each governance year. Each covered individual will
36 submit to their staff liaison an accurately completed form, including particular attention paid
37 to any companies that may have remunerated said covered individual and subsequently
38 reported such remuneration to the federal government's reporting structure under the
39 Sunshine Act. The staff liaison will compile all of their individual's forms, and share them
40 with their chairperson and also the executive office staff, who will in turn, forward them to
41 the Audit Committee for further review.
42

43 O. New Dentist Committee

- 44
45 1. The New Dentist Committee shall consist of five (5) members; one (1) member serves at the
46 chair as appointed by the President and there is no restriction on his/her years of practice, two
47 (2) member dentists with one to five (1-5) years of practice at time of appointment, one (1)

1 member dentist with three to eight (3-8) years of practice at time of appointment, one (1)
2 AGD student member.

3
4 For the first members of the committee, the chair and the two (2) member dentists with one to
5 five (1-5) years of practice will serve a two (2) year term and the one (1) member dentist with
6 three to eight (3-8) years and the student member will serve a one (1) year term.

7
8 Following the first year of the committee, all appointees will serve a two (2) year term except
9 the student which will still be limited to a one (1) year term. Committee members shall be
10 allowed to serve two (2) terms on this committee whether consecutive or not, but no more
11 than two (2) terms in a lifetime. The student member of the committee may also serve his/her
12 second term as one (1) of the member dentists at large upon appointment.

13
14 2. It shall be the duty of this committee:

- 15 a. Serve as a data source, strategic planning resource, marketing and membership resource.
- 16
- 17 b. The committee shall be consulted by all AGD agencies on matters involving new dentists.
- 18
- 19 c. The committee shall transmit a report to each Board meeting
- 20
- 21 d. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
- 22 Policy Statements.
- 23
- 24 e. Each Council and Committee shall evaluate the revenues and expenses of all its programs
- 25 and services annually as part of the budget process. Additionally, each Council and
- 26 Committee shall provide a complete revenue and expense analysis to the Board at the Board
- 27 Meeting IV at least every three years, beginning 2019
- 28
- 29 f. AGD staff will send out to each council, committee, or other agency member along with any
- 30 member collaborating on any AGD business the Code of Conduct form to be completed by
- 31 said individual at the beginning of each governance year. Each covered individual will
- 32 submit to their staff liaison an accurately completed form, including particular attention paid
- 33 to any companies that may have remunerated said covered individual and subsequently
- 34 reported such remuneration to the federal government's reporting structure under the
- 35 Sunshine Act. The staff liaison will compile all of their individual's forms, and share them
- 36 with their chairperson and also the executive office staff, who will in turn, forward them to
- 37 the Audit Committee for further review."

38
39 P. Policy Review Committee

- 40
- 41 1. The Policy Review Committee shall consist of three (3) persons, including the
- 42 chairperson.
- 43
- 44 2. It shall be the duty of the committee to continually review AGD House of Delegates
- 45 (HOD) policies, and develop recommendations on their maintenance, development, and
- 46 strategic implementation.
- 47

- 1 3. It shall be the duty of the committee to establish, maintain, and/or clarify policy lexicon to
2 ensure consistent use of terms in the HOD policy manual.
3
- 4 4. This committee shall be a committee of the Board and not merely a committee contained
5 within the Dental Practice Council or LGA Council.”
6
- 7 5. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
8 Policy Statements.
9
- 10 6. Each Council and Committee shall evaluate the revenues and expenses of all its programs
11 and services annually as part of the budget process. Additionally, each Council and
12 Committee shall provide a complete revenue and expense analysis to the Board at the Board
13 Meeting IV at least every three years, beginning 2019
14
- 15 7. AGD staff will send out to each council, committee, or other agency member along with any
16 member collaborating on any AGD business the Code of Conduct form to be completed by
17 said individual at the beginning of each governance year. Each covered individual will
18 submit to their staff liaison an accurately completed form, including particular attention paid
19 to any companies that may have remunerated said covered individual and subsequently
20 reported such remuneration to the federal government’s reporting structure under the
21 Sunshine Act. The staff liaison will compile all of their individual’s forms, and share them
22 with their chairperson and also the executive office staff, who will in turn, forward them to
23 the Audit Committee for further review.
24

25 Q. Professional Relations Committee

- 26
- 27 1. The Professional Relations Committee (PRC) shall consist of nine (9) members plus the
28 President, President-Elect, Vice President and Immediate Past Presidents as consultants.
29
- 30 2. Criteria for appointment to this committee shall be demonstrated adherence and commitment
31 to the policies adopted by the AGD.
32
- 33 3. Further criteria include the willingness and ability to advocate AGD’s positions in public,
34 inclusive of the American Dental Association (HOD) floor, ADA caucuses, and throughout
35 organized dentistry.
36
- 37 4. It shall be the duty of the Professional Relations Committee to set up a network of AGD
38 members who can be called upon to:
39 a) Meet electronically throughout the year to consider matters important to AGD advocacy
40 specifically those coming before the ADA HOD.
41
42 b) Seek ways to share concerns with the ADA leadership throughout the year specifically
43 prior to the ADA meeting.
44
45 c) Seek to align with other dental organizations or associations throughout the year
46 specifically prior to the ADA meeting and recommend strategies and alliances for action

1 on issues and concerns that are of common interest among any of these as long as the
2 policies of the AGD are not compromised by doing so.

- 3
- 4 d) Establish a network of AGD members and friends for any particular task.
- 5
- 6 e) Represent the concerns of the AGD to the ADA caucuses. This might be a delegate or
7 alternate within the ADA district or a close contact with a delegate or alternate in the
8 district.
- 9
- 10 f) Speak to the AGD position in reference committees, caucuses, and especially on the
11 ADA HOD floor using talking points and material provided by the PRC.
- 12
- 13 g) Deliver support materials to selected key representatives throughout the year and
14 specifically at the ADA HOD.
- 15

16 5. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
17 Policy Statements.

18

19 6. Each Council and Committee shall evaluate the revenues and expenses of all its programs and
20 services annually as part of the budget process. Additionally, each Council and Committee shall
21 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least
22 every three years, beginning 2019

23

24 7. AGD staff will send out to each council, committee, or other agency member along with any
25 member collaborating on any AGD business the Code of Conduct form to be completed by
26 said individual at the beginning of each governance year. Each covered individual will submit
27 to their staff liaison an accurately completed form, including particular attention paid to any
28 companies that may have remunerated said covered individual and subsequently reported such
29 remuneration to the federal government's reporting structure under the Sunshine Act. The
30 staff liaison will compile all of their individual's forms, and share them with their chairperson
31 and also the executive office staff, who will in turn, forward them to the Audit Committee for
32 further review.

33

34 R. Self Instruction Committee

- 35
- 36 1. This committee shall consist of seven (7) members, plus the AGD's Editor who shall
37 serve as a consultant.

38

39 No member of the committee shall serve more than two (2) consecutive three (3) year
40 terms.

- 41
- 42 2. It shall be the duty of:

- 43
- 44 a. This committee to construct exercises and learning objectives for articles assigned by
45 the chairperson that may be published in the AGD's *General Dentistry* journal and
46 returned by readers for credit;

- b. The chairperson of the committee to assign articles in concert with the AGD Editor and in accordance with the identified educational needs of AGD members and objectives established for the *General Dentistry* Self Instruction program;
3. The Examinations Council shall evaluate the quality and effectiveness of *General Dentistry's* Self Instruction program once each year based on:
 - a. Program objectives;
 - b. Number of registrants;
 - c. Analysis of evaluations returned by registrants at the end of each subscription year;
 - d. An annual report from the Self Instruction Committee.
4. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy Statements.
5. Each Council and Committee shall evaluate the revenues and expenses of all its programs and services annually as part of the budget process. Additionally, each Council and Committee shall provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every three years, beginning 2019
6. AGD staff will send out to each council, committee, or other agency member along with any member collaborating on any AGD business the Code of Conduct form to be completed by said individual at the beginning of each governance year. Each covered individual will submit to their staff liaison an accurately completed form, including particular attention paid to any companies that may have remunerated said covered individual and subsequently reported such remuneration to the federal government's reporting structure under the Sunshine Act. The staff liaison will compile all of their individual's forms, and share them with their chairperson and also the executive office staff, who will in turn, forward them to the Audit Committee for further review.

Section 4. Transaction of Business by Councils and Committees

- A. In order for any AGD council or committee to transact business, at least a majority of its members must participate in the decision.
- B. All members must be contacted on mail, e-mail, or telephone votes.
- C. No meeting of an AGD council or committee may be held without a majority of the voting members of the council or committee in attendance.
- D. All members of the council or committee must be duly notified in writing of the time and place of the meeting.

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Section 5. Ad Hoc Committees

- A. The President, with the approval of the Board, shall have the authority to appoint ad hoc committees that are necessary to fill the needs of the organization.
- B. All ad hoc committees shall be terminated no later than the end of the incumbent President's term of office.

Section 6. Pricing of Programs and Services

- A. Each Council and Committee shall evaluate the revenues and expenses of all its programs and services annually as part of the budget process. Additionally, each Council and Committee shall provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every three years, beginning 2019

Monitoring: Annually in September

2

3 **O. Leader Evaluation**

4
5 Approved 2012 Board Meeting IV

6
7 Resolved, that the following evaluation process be adopted by AGD for use with the Board,
8 Regional Directors, Division Coordinators and Council and Committee chairs, and be it further,

9
10 Leader Evaluation

- 11 1. Responds in a timely fashion to all communications
12 2. Is responsive to assigned tasks
13 3. Is well prepared for meetings
14 4. Enthusiastically supports the mission and values of AGD
15 5. Is an active and effective participant at meetings
16 6. Attends all meetings and conference calls
17 7. Is able to discuss and dissect issues in an objective, insightful manner and contribute to their
18 resolution

19
20 The process, applicable to all levels of leadership, should have the following characteristics:

- 21
- 22 • Each leader would complete a written, self-evaluation.
 - 23 • The three Presidents and the Secretary would review the evaluations.
 - 24 • There would be a mentoring process, with an experienced member assigned as
25 mentor.
 - 26 • The grades would be: meets expectations, exceeds expectations, does not meet
27 expectations.
 - 28 • Follow up comments from the reviewer would be needed in areas where there
29 were "did not meet expectations".
 - 30 • At the conclusion of the Board Meeting IV, each Trustee would submit the
31 written self-evaluation to the AGD Secretary who would then pass them along to
32 the designated reviewing officers. The four reviewing officers would split up the
33 reviews in nearly equal amounts.
 - 34 • The reviewing officer would then contact the Trustee with the reviewing officer's
35 evaluation followed by a verbal conversation on both the reviewers and
36 reviewees perspective.
 - 37 • The Chair, Vice Chair, Vice President/RD Liaison of the Regional Directors
38 would undertake this process for the RD's.
 - 39 • The Division Coordinators and Council/Committee Chairs would undertake this
40 process for council and committee members. Division Coordinators and Board
41 Liaison's and/or President-Elect would undertake the process for council and
42 committee chairpersons.
 - 43 • The aforementioned officers would undertake this process for Division
44 Coordinators; the timing of the review for RD's, DC's and council and committee
45 chairpersons would be at the conclusion of the last meeting of their agency
46 during the governance year, but prior to the commencement of the next

1 governance year (e.g., council chairs after the JCM II, but before the annual
2 meeting) and be it further,
3

4 Resolved, that the leadership evaluation process be re-evaluated for effectiveness each year for
5 the first three years after first adopted (and which could be rescinded or amended at any point)
6 and used, and be it further,
7

8 Resolved, that the Board Policy Manual be amended by addition with the inclusion of this new
9 process at Policy Type II (K), and be it further,
10

11 Resolved, that all previous leadership evaluation processes, devices, and protocols be sunsetted.
12

13 **Monitoring:** Annually in December
14
15

2 **P. Code of Conduct**

3
4 Approved 2016-2017 Board Meeting V



6
7
8 **ACADEMY OF GENERAL DENTISTRY**
9 **CODE OF CONDUCT FORM**

10
11 Through the Code of Conduct, the following principles are endorsed:

- 12
- 13 • We comply with all applicable laws, regulations, and AGD policies.
 - 14
 - 15 • We make decisions and acts that are proper, in terms of our own sense of integrity and how
16 they might appear to others.
 - 17
 - 18 • We are honest, trustworthy, and fair in all of our actions and relationships with, and on behalf
19 of the AGD.
 - 20
 - 21 • We maintain honest and accurate financial records that are maintained honestly, accurately,
22 and in accordance with generally acceptable accounting principles (GAAP).
 - 23
 - 24 • We avoid situations in which our individual personal financial interests conflict, may
25 conflict, or may appear to conflict, with any interest of the AGD.
 - 26
 - 27 • We secure business for the AGD on the basis of an honest competitive market process.
 - 28
 - 29 • We maintain the appropriate level of confidentiality at all times with respect to information
30 pertaining to members, suppliers, employees, or the AGD itself.
 - 31
 - 32 • We protect all of the AGD's assets, including facilities and equipment, and help maintain
33 their value to the AGD.
 - 34
 - 35 • We act professionally at all times.
 - 36
 - 37 • We contribute to the effectiveness of the Code of Conduct by notifying the Audit Committee
38 if violations or suspected violations are observed.
 - 39
 - 40 • We treat each other as colleagues, respecting the skills and talents we each contribute.
 - 41

1 Employees, volunteers and Board members must apply the principles of the Code of Conduct in
2 all of their dealings and in every aspect of their employment by or trusteeship of the AGD. They
3 must consider their actions in light of how they might be interpreted by others and whether they
4 are behaving appropriately and performing in the best overall interests of the AGD. Compliance
5 with the spirit as well as the letter of the Code of Conduct is vitally important.

6
7 The key rules to ensure effectiveness of the Code of Conduct are set forth below. More extensive
8 direction to employees on how to interpret and apply the principles of the Code of Conduct is
9 provided throughout the AGD’s Employee Handbook, which is required reading for all
10 employees.

11

Avoiding Conflicts of Interest

Initials

14 As an Academy of General Dentistry (AGD) employee, volunteer, Board member, or any other
15 person working with the AGD in any capacity, you are expected to avoid conflicts of interest.
16 This means you must avoid any situation *where a conflict could exist or appear to exist* between
17 your personal financial or otherwise interests and those of the AGD. You must avoid any outside
18 financial interest that might influence your decisions or actions on behalf of the AGD. While it
19 is impractical to describe all situations that may create a conflict of interest, examples include
20 personal or family interests in enterprises that do business with the AGD, except for minimal
21 holdings of stock or other securities in publicly traded companies, including mutual funds. The
22 AGD may purchase goods or services from an employee or from a business in which an
23 employee, volunteer, Board member or close relative, friend, or neighbor of an employee,
24 volunteer or Board member has any interest only when full disclosure is provided by the AGD
25 employee, volunteer or Board member. A written waiver must first be granted by the Executive
26 Director before said goods or services may be purchased. The Executive Director must obtain a
27 waiver from the President of the AGD. When there are two or more vendors bidding for AGD
28 business, and one or more of them have a potential conflict interest relating to an Academy
29 employee volunteer or Board member, and in the case where bids are substantially equal, the
30 bidder without the potential conflict of interest should receive the business.

31

32 Conducting business with vendors can pose ethical problems. Purchase of goods and services
33 must not benefit you or your family in the form of kickbacks or rebates. These can take many
34 forms and are not limited to direct cash payments or credits. A business courtesy is a gift or favor
35 for which you pay nothing or less than fair market value. It may be a tangible or intangible
36 benefit, including, but not limited to, such items as non-monetary gifts, meals, drinks,
37 entertainment, hospitality, recreation, door prizes, transportation, discounts, tickets, passes,
38 promotional items or use of a giver’s name, time, materials or equipment.

39

40 Under no circumstances may you accept gifts of money including, but not limited to salary, or
41 other payments for services, i.e., consulting fees, honoraria, equity interest, property rights,
42 including patents, copyrights and royalties from such rights. You may not solicit non-monetary
43 gifts, gratuities or any other personal benefit or favor of any kind from vendors. You and
44 members of your immediate family may accept unsolicited, non-monetary, infrequent business
45 courtesies from someone doing or seeking to do business with the AGD *only if it is of nominal*
46 *value, i.e., a face value of less than \$500 (cumulative for the year).*

47

1 AGD employees, volunteers or Board member may not encourage or solicit entertainment from
2 any company or individual with whom the AGD does business. From time to time, AGD
3 employees, volunteers or Board members may accept entertainment, but only if it is reasonable,
4 occurs infrequently and does not involve lavish expenditures. Accepting entertainment intended
5 to gain favor or influence must be avoided. AGD employees, volunteers or Board member
6 should also not be influenced by the special interests of individual members.

7
8 Agreements with agents or consultants must be in writing on AGD letterhead. Such agreements
9 must clearly set forth the services to be performed, the basis for earning the commission or fee
10 involved, and the rate or fee. All such agreements must be reviewed by the proper authority (the
11 Executive Director) prior to execution. Any payments must be reasonable in amount, not
12 excessive in light of the practice in the trade, and commensurate with the value of the services
13 rendered.

14
15 AGD employees, volunteers and Board member will acknowledge receipt and understanding of
16 this policy. At the same time they will disclose any existing or potential conflict of interests
17 which would include any gifts or entertainment that exceeds \$500 (*cumulative for the year*).
18 Annually, they must renew this understanding and disclosure. Any conflicts will be reviewed by
19 the Audit Committee.

20
21 All employees, volunteers and Board member must report any actual or suspected exceptions to
22 the Executive Director. If you encounter a situation in which a possible conflict of interest may
23 be involved, talk to the Executive Director before you take any action.

24
25 No AGD officer, Board member, Regional Director, Council or Committee member or any other
26 leader may refer to his or her AGD title or leadership status in conjunction with any advertising,
27 promotion, solicitation or marketing for any other for-profit or non-profit entity(s) or its product
28 or services unless specifically authorized to do so in writing by the Board. Affected leaders may
29 refer to their AGD leadership position in the context of a resume or biographical statement
30 without violation of this policy.

31
32 In answering the following questions, please include all relevant information occurring during
33 the year.

34
35 In the past year, have you or any family member received any business courtesies (excluding
36 business courtesies up to \$500 value per payer (*cumulative for the year*)) or monetary gifts of
37 any amount from people or companies doing business or seeking to do business with the AGD?

38
39 _____ **Yes** _____ **No**

40
41 If yes, specify the approximate date of receipt, person or company from which received, what
42 was received, and the recipient.

Date	Person or Company	Item Received	Recipient

1 _____
2 _____
3 _____

4
5
6
7 **I, _____, declare that I have no proprietary, financial or**
8 **other personal or professional interest of any nature or kind in any product, service and/or**
9 **company that will, or might, be considered a conflict of interest during my term as an**
10 **elected or appointed official of the AGD except the following:**

11 _____
12 _____
13 _____

14
15 **I, _____, belong to the following dental and/or**
16 **professional organizations:**

Organization	Leadership Role (if any)
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

24
25 **Should I acquire such an interest, subsequent to signing this document, I will promptly sign**
26 **and file an amended statement.**

27

Proper Use and Care of Confidential Information and Proper Record Keeping

Initials

30 The AGD, while a not-for-profit organization, is still a business and operates as such. Sound
31 business practices mandate that an organization’s employees, volunteers and Board members,
32 while trusted, are made aware of principles regarding confidentiality.

33
34 Confidential information including position papers, Board member business, House of Delegates
35 business, etc. should not be disclosed to anyone other than people who are authorized to receive
36 such information. If confidential information is requested of you, either by another employee,
37 volunteer or Board member, or by someone outside the AGD, and you question your authority to
38 release the information, ask the Executive Director before providing it. When in doubt as to
39 whether certain information is or is not confidential, employees and volunteers should contact
40 their supervisor, the Executive Director or a member of the Board.

41
42 All entries employees, volunteers and Board members make to the financial records must be
43 accurate, in accordance with established accounting and record-keeping procedures and sound
44 accounting controls, and in compliance with document retention requirements.

Anti-Harassment and Anti-Discrimination

Initials

4 It has been and remains the policy of AGD to maintain a work environment where every
5 employee, volunteer and Board member is free from all forms of harassment and discrimination
6 based upon or related to race, color, sex, pregnancy, religion, national origin, ancestry, physical
7 or mental disability, age, sexual orientation, gender identity, marital status, veteran status,
8 military status, order of protection status, genetic information, and any other characteristic
9 protected by applicable law. This includes conduct that creates a hostile, intimidating, or
10 offensive work environment. AGD will not tolerate harassment of AGD employees, volunteers
11 or Board members by anyone, including any supervisor, co-worker, vendor, client, contractor,
12 member, or other regular visitor of AGD. Our policy prohibits not only conduct and language
13 that constitute unlawful harassment and discrimination as defined by the courts, but all
14 inappropriate behavior of this type.
15

Definition of Sexual Harassment:

Initials

18 “Sexual harassment” consists of unwelcome sexual advances, requests for sexual favors, and
19 other verbal or physical conduct of a sexual nature when made by any employee, volunteer or
20 Board member to another employee, volunteer or Board member where:
21 1. Submission to such conduct is made either explicitly or implicitly a term or condition
22 of a person’s employment;
23 2. Submission to or rejection of such conduct is used as the basis for any employment
24 decisions affecting such individual; or
25 3. Such conduct has the purpose or effect of substantially interfering with an
26 individual’s work performance or creating an intimidating, hostile or offensive
27 working environment.
28

Sexual harassment, as defined above, may include, but is not limited to:

Initials

- 31 1. Uninvited sex-oriented verbal “kidding” or demeaning sexual innuendoes, leers,
32 gestures, teasing, sexually explicit or obscene jokes, remarks or questions of a sexual
33 nature;
- 34 2. Graphic or suggestive comments about an individual’s dress or body;
- 35 3. Displaying sexually explicit objects, photographs, or drawings, including emails and
36 websites;
- 37 4. Unwelcome touching, such as patting, pinching, or intentional brushing against
38 another’s body; or
- 39 5. Suggesting or demanding sexual involvement of another employee whether or not
40 such suggestion or demand is accompanied by implicit or explicit threats concerning
41 one’s employment status or similar personal concerns.

Other Harassment

Initials

44 Other harassment prohibited by this policy includes inappropriate conduct in the workplace,
45 based upon an individual’s race, color, religion, sex, pregnancy, national origin, age, mental or
46 physical disability, ancestry, sexual orientation, gender identity, veteran status, military status,
marital status, order of protection status, or any other protected category as defined by applicable

1 law that has the purpose or effect of interfering with an individual’s work performance or
2 creating an intimidating, hostile, or offensive work environment.

3
4 The conduct forbidden by this policy specifically includes, but is not limited to: (a) epithets,
5 slurs, negative, stereotyping, or intimidating acts that are based on a person’s protected status;
6 and (b) written or graphic material circulated within or posted within the workplace that shows
7 hostility toward a person or persons because of their protected status.

8
9 Harassment of any employee, volunteer, Board member, applicant, or third party is strictly
10 prohibited and will not be tolerated. All employees, volunteers and Board members are strictly
11 prohibited from engaging in such harassment. No supervisor or manager has the authority to
12 request or demand compliance with unwelcome or offensive conduct in return for any job
13 assignment, continued employment, compensation, promotion, or other term or condition of
14 employment, and supervisors and managers have no authority to retaliate against any individual
15 for failure or refusal to comply with such demands or requests. Any such demand or request,
16 and any such retaliation or attempted retaliation, constitutes a serious violation of this policy.

17
18 Keep in mind that an employee, volunteer or Board member may complain about harassment if
19 the employee, volunteer or Board member is subjected to consensual behavior between two or
20 more other employees, volunteers or Board members.

Complaint Procedure

Initials

24 Any individual who has a complaint about harassment by any employee, member, or other
25 person connected to an individual’s employment at AGD should immediately bring the incident
26 to the attention of the head of Human Resources, and the AGD President when an AGD
27 volunteer is involved, or the Executive Director.

28
29 Every employee, volunteer and Board member is responsible for ensuring compliance with this
30 policy. Any supervisor who has been approached by an employee with a harassment complaint
31 must immediately contact the head of Human Resources, and the AGD President when an AGD
32 volunteer is involved, or the Executive Director to report the complaint.

33
34 Upon learning of an allegation of harassment, the head of Human Resources, and the AGD
35 President when an AGD volunteer is involved, shall promptly initiate an investigation. The
36 investigations should include, but not necessarily be limited to: 1) interviewing the alleged
37 victim, 2) interviewing the alleged harasser, and 3) interviewing all other witnesses, as feasible.
38 Confidentiality will be respected to the extent consistent with the need to conduct a fair,
39 complete, and responsive investigation.

Action After Investigation

Initials

43 AGD’s immediate goal is to take prompt remedial action to stop the discriminatory, harassing, or
44 offensive conduct if a violation of this policy is found. The second goal is to assure that the
45 violation will not recur. Even where a violation is not found, it may be appropriate to counsel
46 individuals regarding their behavior.

1
2 If a violation of this policy is found, discipline may be imposed ranging from a notation in the
3 individual's personnel file up to and including termination, depending on the circumstances.
4 AGD considers violations of this policy to be extremely serious. Violations undermine the
5 AGD's basic concept of fairness and can lead to legal and financial liability for the violator and
6 AGD.

7
8 The appropriate parties, as determined by the Executive Director and Audit Committee Chair,
9 will be informed of the results of the investigation. Legal obligations and constraints will guide
10 the determination of the appropriate parties.

11 **No Retaliation**

Initials
14 As noted already, any individual making a complaint or providing information relative to a
15 complaint will not be retaliated against, even if a complaint made in good faith is determined to
16 be unfounded. Retaliation will result in disciplinary action.

17
18 Our goal is to maintain a workplace free from any form of harassment, and AGD is committed to
19 doing everything reasonably possible to achieve this goal. Any employee who feels that he or she
20 has been the subject of retaliation or adverse or different treatment as a result of having
21 complained about prohibited discrimination or harassment, or having participated in an
22 investigation, should immediately bring the matter to AGD's attention through the same
23 complaint procedure identified above.

24 **Compliance with the Law**

Initials
27 Employees, volunteers and Board members of the AGD must not participate in illegal or
28 criminal activity. Any employee who is being investigated or has been convicted of or pleaded
29 guilty to a felony must immediately report such information in writing to the head of Human
30 Resources who will then report to the Audit Committee.

31
32 Employees, volunteers and Board members must also respond to specific inquiries of the AGD's
33 independent accounting firm. Employees, volunteers and Board members must protect the
34 AGD's assets in whatever ways are appropriate to maintain their value to the AGD. Employees,
35 volunteers and Board members must take care to use facilities, furnishings, and equipment
36 properly and to avoid abusive, careless, and inappropriate behavior that may destroy, waste, or
37 cause the deterioration of AGD property.

38 **Antitrust Compliance**

Initials
41 AGD Board members, staff and meeting attendees must have a basic understanding of antitrust
42 laws and how they apply to their activities. If they don't, the possibility of subjecting themselves,
43 their employers, and the AGD to an antitrust investigation and prosecution is increased. The
44 following is a list of subjects which shall not be discussed or be the subject of any type of
45 agreement, whether formal or informal, express or implied, among competitors or potential
46 competitors:

1
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- Prices to be charged to patients or customers or by suppliers.
- Methods by which prices are determined.
- Division or allocation of markets or patients or customers.
- Coordination of bids or requests for bids.
- Terms and conditions of sale, including, for example, credit or discount terms, etc.
- Profit levels.
- Levels or schedules of production.
- Hindering the ability of non-members to compete.

Legally inappropriate informal meetings regarding official topics that take place in a social setting, are also prohibited.

Due Diligence

Initials

16 All employees, volunteers and Board members must exercise due diligence consistent with a
17 duty of care that requires an individual to act:

18
19
20
21
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32

- In good faith;
- With the care an ordinarily prudent person in a like position would exercise under similar circumstances;
- In a manner the individual reasonably believes to be in the organization’s best interests.

Employees, volunteers and Board members should see to it that policies and procedures are in place to help them meet their duty of care. Such policies and procedures should ensure that each individual:

- Is familiar with the organization’s activities and knows whether those activities promote the organization’s mission and achieve its goals;
- Is fully informed about the organization’s financial status;
- Has full and accurate information to make informed decisions; and
- Complies with the policies set forth by the AGD.

Initials

Fraud

35
36 All employees, volunteers and Board members are responsible for recognizing and reporting
37 fraud, falsification of records, or other irregularities. Fraud applies to any irregularity or
38 suspected irregularity related to AGD’s business and involving employees, volunteers, Board
39 members, vendors, or persons providing service or materials to the AGD.

40
41

Irregularities include, but are not limited to:

42
43
44
45

- Forgery or alteration of any document
- Impropriety in the handling or reporting of financial transactions
- False, fictitious, or misleading entries or reports

- 1 • False or misleading statements to those conducting investigation of irregularities

2
3 Employees, volunteers and Board members must immediately report any suspected irregularity
4 to the Chair of the Audit Committee. The AGD’s ability to investigate and remediate fraud
5 successfully depends on prompt and confidential reporting. If you suspect fraud, do not discuss
6 the matter with any of the individuals involved, do not attempt to investigate or determine facts
7 on your own, and do not discuss your suspicions with anyone unless specifically directed or
8 authorized to do so by a member of the investigations team.

9
10 Employees, volunteers and Board members must cooperate with any investigation and provide
11 accurate and truthful information. Employees, volunteers and Board members must not disclose
12 or discuss the fact that an investigation is being conducted or has been conducted, and must not
13 disclose the results of any investigation to anyone except those persons in the AGD or law
14 enforcement who need to know in order to perform their duties, or except as otherwise required
15 by law.

16 **Code of Conduct**

17
18
19 The Code of Conduct is a statement of the Academy of General Dentistry’s (AGD) values and
20 professional standards. The AGD requires its employees, volunteers and Board members to
21 adhere to the Code of Conduct.

22
23 An audit of each Board member’s, Conflict of Interest Statement shall be accomplished by
24 Human Resource staff annually through the use of <https://openpaymentsdata.cms.gov/> with a
25 report presented to the President and copy to the Audit Committee. In addition, Human
26 Resource staff shall conduct a random audit of 10% of all other AGD leaders: Regional
27 Directors, Division Coordinators, Council and Committee members, and other workgroup
28 members.

29
30 All instances of apparent discrepancies will be forwarded to the Audit Committee for review.

31 **General Provisions**

- 32 1. All instances of apparent discrepancies will be forwarded to the Audit Committee for
33 review.
- 34 2. The Audit Committee will have three (3) weeks to review and adjudicate all referrals.
- 35 3. The Audit Committee will direct staff to send via registered mail, return receipt
36 requested, notice to any member whose disclosure has been adjudicated deficient.
- 37 4. All members so notified shall have two (2) weeks to remediate any deficiency or
38 otherwise notify the Audit Committee why the member believes the adjudication was in
39 error.
- 40 5. The Audit Committee shall transmit a report to the Board of all proceedings within one
41 (1) week of receipt of acknowledgement from the aforementioned member.

42 **Specific Provisions (Executive Committee member)**

43
44

1 1. Notice of any deficiency not remediated shall be transmitted to the next session of the
2 HOD for informational purposes and potential further action including, but not limited to
3 removal from office, consistent with Chapter VIII, Section 3 (E) of the Bylaws.
4

5 **Specific Provisions (Trustees and Regional Directors)**

6 1. Notice of any deficiency not remediated shall be transmitted along with the Audit
7 Committee’s report to the member’s Region which explains AGD’s concern relative to
8 the conflict of interest policy.

9 2. It will be the province of the Region to take any further action.
10

11 **Specific Provisions (Division Coordinators, Council and Committee members, and members of
12 all other agencies)**

13 1. Notice of any deficiency not remediated, shall result in removal from said agency
14 consistent with the provisions of Chapter XIII, Section 1 (F).”
15

Volunteer Copyright and Confidentiality

Initials

18 The undersigned, in consideration of the opportunity to participate on an AGD
19 Council/Committee, accept the following terms.
20

21 I understand that I may create or contribute to original work for the AGD.
22

23 I hereby assign to AGD copyright in any and all work created by me as part of my participation
24 with the AGD Council/Committee (“Work”).
25

26 I further represent and warrant that I am the sole author of any and all Work that I create.
27

28 Further, I understand and acknowledge that any and all information disclosed to me or which I
29 create as part of my participation with the AGD Council/Committee that is indicated as
30 confidential during the Council/Committee’s meeting or in the minutes of the
31 Council/Committee’s meeting shall be considered Confidential Information of the AGD. I
32 understand and acknowledge that I shall not disclose or cause to be disclosed any Confidential
33 Information without the express written permission of the AGD. I further understand and
34 acknowledge that disclosure of Confidential Information may cause irreparable harm to the
35 AGD, and that, therefore, the AGD reserves the right to pursue all remedies available to it in law
36 and equity.
37

Failure to Submit Signed Form

Initials

40 In order to ensure all forms are completed and signed, the following process will be utilized to
41 follow-up with volunteers.
42

43 1. Forms will be distributed annually to all volunteers once the appointments are approved
44 (council and committee members after the Spring Board meeting and RDs and Board
45 members at the Annual Meeting).
46

- 1 2. A follow-up request will be posted to the respective LCC immediately following the initial
2 distribution.
3
4 3. Two weeks after the initial distribution, an e-mail remainder will be sent to those who have
5 not responded.
6
7 4. After one month, staff will call volunteers who have not responded.
8
9 5. Travel reimbursement will be withheld until a completed code of conduct form is received at
10 AGD Headquarters.
11

12
13 **I hereby acknowledge receipt of the Code of Conduct and understand that I am responsible**
14 **for reading, understanding, and complying with it.**
15

16
17 **Signature:** _____ **Date:** _____
18

19 **Printed Name:** _____
20

21 **PLEASE RETURN THIS SIGNED FORM**
22

23 **Please return this form via fax to 312.335.3438.**
24
25

2

3 **Q. Volunteer Copyright and Confidentiality**

4 **Agreement**

5 Effective beginning 2012-2013 Governance Year:

6

7

8 **Academy of General Dentistry (AGD)**

9 **VOLUNTEER COPYRIGHT AND CONFIDENTIALITY AGREEMENT**

10

11 I, _____, as the undersigned, in consideration of the opportunity to

12 participate on the AGD Council/Committee, accept the following terms.

13 I understand that I may create or contribute to, including engage in services and projects that result

14 in creation of, original work of or for the AGD.

15

16 I understand and acknowledge that any and all work, including services, (“work”) contributed by

17 me as part of my participation with the AGD Council/Committee is being specially ordered and

18 commissioned by the AGD. The work contributed by me hereunder shall be considered a "work

19 made for hire" as defined by the copyright laws of the United States. The AGD shall be the sole and

20 exclusive owner and copyright proprietor of all rights and title therein, including to any and all

21 derivations and proceeds thereof.

22

23 If the work, or any part thereof, is determined at any time not to be a “work made for hire,” I hereby

24 irrevocably transfer and assign to the AGD all right, title and interest therein, including all

25 copyrights, as well as all renewals and extensions thereto.

26

27 I further represent and warrant that I am the sole author of any and all work that I create or

28 contribute to, or, if I am not the sole author, that I have acquired all necessary rights and/or licenses

29 such that the work does not infringe upon the rights of any other person or entity.

30 Further, I understand and acknowledge that any and all information that I may become privy to,

31 including any work that I create or contribute to, as part of my participation with the AGD

32 Council/Committee, that is indicated as confidential during the Council/Committee's meeting or in

33 the minutes of the Council/Committee's meeting shall be considered Confidential Information of the

34 AGD. I understand and acknowledge that I shall not disclose or cause to be disclosed any

35 Confidential Information without the express written permission of the AGD. I further understand

36 and acknowledge that disclosure of Confidential Information may cause irreparable harm to the

37 AGD, and that, therefore, the AGD reserves the right to pursue all remedies available to it in law

38 and equity.

39

40 _____

41 Volunteer signature

Date

42

43

44 _____

45 Witness

Date

3 **R. Board Processes** 4 ---

- 5
6
7 a. The incoming President will participate in an orientation session for all members of the
8 Board and his/her council and committee chairpersons within three months following the
9 adjournment of the annual meeting at which he/she becomes President.
10
11 b. The Board will consider and approve the policies which accommodate the program of
12 work as presented by staff, councils and committees and execute its fiduciary
13 responsibility toward sound financial planning principals in all its deliberations.
14
15 c. Items of new business must be placed in writing (Action Item Report, hereafter, “AIR”)
16 and submitted to Headquarters at least five weeks in advance of a Board meeting/call in
17 order to be included on the agenda for that meeting. Any item of new business which a
18 member of the Board wishes to submit after the five-week deadline has passed must be
19 submitted in writing to the Executive Director no later than two weeks before that
20 meeting to be considered. This item of business must then be approved by a two-thirds
21 vote of the Board members present and voting at the meeting in order to be considered,
22 and then only after all other items of business on the published agenda have been
23 completed.
24
25 d. AIRs may only be submitted by:
26 1. a member of the Board
27 2. an action resulting from a formal vote of a council or committee (not just the chair),
28 the Regional Directors (in their entirety, not just a single RD), a task force or another
29 Board approved work group, a constituent (by majority vote of the constituent’s
30 Board), a region (by majority vote of the delegation) and staff, with the explicit
31 written direction and recommendation of the Executive Director.
32
33 e. Creation of a new task force must be accompanied by an AIR which includes the
34 composition of members, a charge, financial information and a timeline.
35
36 f. The President, consistent with parliamentary procedure, will offer the Board guidance at
37 the outset of every meeting with regard to those issues which should consume most of the
38 Board's time, and particularly any item that will involve the Board in a problem-solving
39 activity because of its tremendous immediate importance to either the organization or the
40 dental profession. The President shall maintain oversight of other discussions to assure
41 that they do not interfere with the strategic discussions that the Board needs to have at
42 that meeting.
43

1 ***Policy Type: II. Governance Process***
2

3 **S. Absence of Executive Director Plan**
4

5
6 Approved 2015-2016 Board Meeting III
7

8 In the absence of a full time Executive Director, for any reason and until such time as an interim
9 or permanent replacement can be found, the day-to-day operations of the Academy of General
10 Dentistry (AGD) will be managed by the Associate Executive Directors and Chief Financial
11 Officer, reporting to and answering to the President of the AGD, and to the AGD Board.
12

2

3 **A. Delegation to the Executive Director**

4

5

6 The Executive Director is accountable to the entire Board. The Board will establish the broadest

7 policies, delegating implementation and more detailed policy development to the Executive

8 Director.

- 9
- 10 1. All Board authority delegated to staff is delegated through the Executive Director, so that all
- 11 authority and accountability of staff—as far as the Board is concerned—is considered to be the
- 12 authority and accountability of the Executive Director.
- 13
- 14 2. The *Guiding Documents* direct the Executive Director to achieve certain results; *Executive*
- 15 *Limitations* policies constrain the Executive Director to act within acceptable boundaries of
- 16 prudence and ethics. With respect to *Guiding Documents* and executive *means*, the Executive
- 17 Director is authorized to establish all further policies, make all decisions, take all actions, and
- 18 develop all activities as long as they are consistent with the Board's policies.
- 19
- 20 3. The Board may change its *Guiding Documents* and *Executive Limitations* policies, thereby
- 21 shifting the boundary between Board and Executive Director domains. By so doing, the Board
- 22 changes the latitude of choice given to the Executive Director. But so long as any particular
- 23 delegation is in place, the Board and its members will respect and support the Executive
- 24 Director's choices. This does not prevent the Board from obtaining information in the delegated
- 25 areas.
- 26
- 27 4. No Board member, officer, council, committee, or other work group has authority over the
- 28 Executive Director, except to the extent the Board has authorized such persons or groups a
- 29 specific and limited use of staff resources. Without such Board authorization, the Executive
- 30 Director can refuse, with reasons, requests for information or assistance that require—in the
- 31 Executive Director's judgment—a material amount of staff time or funds or is disruptive. An
- 32 appeal of such refusals can be made to the President for Executive Committee decision.
- 33

34

35 **Monitoring:** Review during Executive Director Evaluation process November-January.

36

37

1 **Policy Type: III. Board-Executive Director Relationship**
2

3 **B. Executive Director Job Description**

4
5
6 As the Board's single official link to the operating organization, the Executive Director's
7 performance will be considered to be synonymous with organizational performance as a total.
8 Consequently, the Executive Director's job contributions can be stated as performance in only two
9 areas:

- 10 1. Organizational progress towards the goals of the strategic plan.
- 11 2. Organization operation within the boundaries of prudence and ethics established in Board
12 policies on *Executive Limitations*.

13
14
15
16
17 **Monitoring:** Review during Executive Director Evaluation process November-January.
18
19

3 **C. Monitoring Executive Director Performance** 4

5 Monitoring Executive Director performance is synonymous with monitoring organizational
6 performance against *Guiding Documents* and *Executive Limitations*. Any evaluation of the
7 Executive Director performance, formal or informal, may be derived from these monitoring data
8 only.
9

- 10 1. The purpose of monitoring simply is to determine the degree to which Board policies are being
11 fulfilled. Information that does not do this will not be considered to be monitoring. Monitoring
12 will be as automatic as possible, using a minimum of Board time so that meetings can be used
13 to create the future rather than to review the past.
14
- 15 2. A given policy may be monitored in one or more of three ways:
 - 17 A. Internal report: Disclosure of compliance information to the Board from the Executive
18 Director.
 - 19
 - 20 B. External report: Discovery of compliance information by a disinterested, external auditor,
21 inspector or judge who is selected by and reports directly to the Board. Such reports must
22 assess executive performance only against policies of the Board, not those of the external
23 party, unless the Board has previously indicated that party's opinion to be the standard.
24
 - 25 C. Direct Board inspection: Discovery of compliance information by a Board member, a
26 committee or the Board as a whole. This is a Board inspection of documents, activities, or
27 circumstances directed by the Board which allows a "prudent person" test of policy
28 compliance.
29
- 30 3. Upon the choice of the Board, any policy can be monitored by any method at any time. For
31 regular monitoring, however, each *Executive Limitations* policy will be classified by the
32 Board according to frequency and method. Frequencies and methods of monitoring each
33 Executive Limitations policy are listed at the end of each policy statement. Progress toward
34 strategic outcomes will be compared by key measures of key initiatives.
35
- 36 4. The Executive Director is employed by the Board. A written performance evaluation of the
37 Executive Director shall be prepared annually after seeking input from the senior staff and
38 Board either at a Board meeting or utilizing a Board-approved evaluation tool. A self-
39 evaluation prepared by the Executive Director and the attached tool will be used to facilitate
40 the discussion. This written performance evaluation shall be used by the Compensation
41 Committee to make recommendations to discretionary bonuses and salary increases to the
42 Board.
43

44 The Immediate Past President and the President shall meet with the Executive Director to
45 discuss the evaluation and any bonus or salary increases. The Executive Director may add any
46 comments prior to signing. A summary of the review will be discussed with the Board.

1

2 5. A mid-year evaluation will be completed by the EC and reported to the Board at the Board
3 Meeting II.

4

5 **Monitoring:** Review during Executive Director Evaluation process November-January.

AGD Executive Director Evaluation Process

Evaluation Steps	Roles/Responsibilities	Timeline
1. Secretary finalizes the format and questions for the evaluation using the Executive Director’s Goals approved by the Board the previous year.	Secretary	Eight weeks prior to the Board Meeting III
2. Executive Director provides a written organizational and self-evaluation.	Executive Director	Eight weeks prior to the Board Meeting III
3. Secretary develops the evaluation for Board use which is reviewed and approved by the Immediate Past President, President, and President-Elect.	Secretary, Immediate Past President, President, and President-Elect	Seven weeks prior to the Board Meeting III
4. The Secretary, in consultation with Human Resources, develops the staff evaluation of the Executive Director which is then approved by the Immediate Past President, President, and President-Elect.	Secretary, Immediate Past President, President, and President-Elect	Seven weeks prior to the Board Meeting III
5. A) Executive Director’s evaluation questions are sent to the Board for completion along with the Executive Director's self-evaluation and previously approved Board goals.	Secretary	Six weeks prior to the Board Meeting III
5. B) Staff evaluation questions are sent to the staff for completion.	Secretary and Human Resources	Six weeks prior to the Board Meeting III
6. Follow up with Board evaluations that have not been completed.	Secretary	Five weeks prior to the Board Meeting III
7. The AGD Secretary prepares and forwards a written report with the results of the performance evaluation survey from the Board and staff along with the organizational and self-evaluation and proposed goals to the Executive Committee and Compensation Committee.	Secretary	Four weeks prior to the Board Meeting III
8. The Compensation Committee meets via conference call and formulates recommendations based on the evaluations results, for the Board’s consideration regarding the Executive Director’s compensation and benefits package. This summary is sent to the Executive Committee.	Compensation Committee	Three weeks prior to the Board Meeting III
9. Executive Committee meets via conference call to discuss the evaluation summary and Compensation Committee recommendations.	Executive Committee	Two to three weeks prior to the Board Meeting III
10. The Secretary provides the Executive Director’s written evaluation report to the Board for review and comments at the Board Meeting III in a confidential packet to be returned at the end of the Board Meeting III.	Secretary and Board (executive session)	First day of the Board Meeting III
11. The Board reviews and provides feedback on the evaluation report	Board and Compensation Committee (executive session)	Second day of the Board Meeting III
12. The Compensation Committee presents their recommendations to the Board to be discussed and approved by the Board	Board and Compensation Committee (executive session)	Second day of the Board Meeting III

13. An evaluation subcommittee consisting of the Immediate Past President, chair, and the President will meet with the Executive Director to provide a written evaluation report, give performance feedback and offer the Executive Director the opportunity to discuss the evaluation results.	Immediate Past President and President	At the Board Meeting III after the Board evaluation discussion
14. The Board will discuss the results of the evaluation subcommittee meeting with the Executive Director.	Board and Executive Director (executive session)	Board Meeting III
15. Based on the written performance evaluation and Compensation Committee recommendations, the Executive Committee will make recommendations on the Executive Director compensations package including base salary, retirement contributions, and consideration of any additional incentives to the to the board for debate and approval. The salary of the Executive Director should be in accordance with an established wage scale that shall be reviewed annually by the Board. The Board will consider cost of living changes and a compensation analysis that includes an annual comparison with organizations of similar size and scope	Executive Committee	Board Meeting III
16. The Executive Director will prepare a written response to the evaluation-which is given to the Executive Committee.	Executive Director	Two weeks after the Board Meeting III
17. A summary of the evaluation, prepared by the Secretary, and the written response by the Executive Director will be placed in the Executive Director's personnel file, held by the AGD attorney. If necessary, subsequent Executive Committee members may use these documents to refine the evaluation process.	Secretary	Two and one half weeks after the Board Meeting III
18. The Executive Director uses established goals and the goals from the strategic plan to finalize goals for AGD senior staff for the following year.	Executive Director and senior staff	Starting one week after the Board Meeting III

1 **Policy Type: IV. Executive Limitations**

2

3 **A. General Executive Constraint**

4

5

6 The Executive Director shall not cause or allow any practice, activity, decision, or organizational
7 circumstance that is either imprudent or in violation of commonly accepted business and
8 professional ethics.

- 9
- 10 1. With respect to treatment of volunteers and staff, the Executive Director shall ensure that
11 conditions are humane, fair, or dignified. (See IV.B. Staff Treatment)
- 12
- 13 2. Budgeting any fiscal year or the remaining part of any fiscal year will conform to the *Guiding*
14 *Documents*, acceptable accounting procedures and showing a generally acceptable level of
15 foresight. (See IV.C. Budgeting)
- 16
- 17 3. Actual financial conditions will conform to the *Guiding Documents* and acceptable accounting
18 procedures. (See IV.D. Financial Condition)
- 19
- 20 4. Information and advice to the Board shall be timely, complete, and accurate. (See IV.H.
21 Communication and Counsel to the Board)
- 22
- 23 5. Assets shall be protected, adequately maintained and without unnecessary risk. (See IV.F.
24 Asset Protection)
- 25
- 26 6. With respect to employment, compensation, and benefits to employees, consultants, contract
27 workers, and volunteers, the Executive Director will ensure fiscal integrity and public image.
28 (See IV.G. Compensation and Benefits)
- 29
- 30 7. At least two (2) staff executives will be informed of Executive Director and Board issues and
31 processes. (See IV.E. Emergency Executive Succession)
- 32
- 33 8. The Executive Director shall follow designated internal purchasing policies
- 34
- 35 9. The Executive Director shall award purchases or other contracts without conflict of interest.
- 36
- 37 10. The AGD's Executive Director shall be tasked with ensuring that appropriate solicitation
38 language is present on the AGD dues statement; that the Advocacy Fund is appropriately
39 publicized to membership; that the fund complies with all legal requirements; and that there is
40 appropriate staffing for administration of the fund.
- 41
- 42 11. The Executive Director will seek approval from the Executive Committee of all outside entities
43 who wish to participate in the AGD Corporate Sponsor Program.
- 44
- 45 12. The Executive Director will inform the Executive Committee to address any concerns prior to
46 engaging in discussion with all outside entities who wish to align with AGD.

1 **Monitoring:** This is a compilation of individual policies which are monitored separately
2

2

3 **B. Staff/Volunteer Treatment**

4

5

6 With respect to treatment of paid and volunteer staff, the Executive Director shall ensure that

7 workplace conditions and organizational culture are humane, fair and dignified.

8

9 Accordingly, he or she will:

- 10
- 11 1. Operate with personnel and operational procedures which clarify personnel rules for staff,
 - 12 provide for effective handling of grievances, and protect against wrongful conditions;
 - 13
 - 14 2. Create an environment whereby staff members may express dissent.
 - 15
 - 16 3. Allow staff to grieve to the Board when (A) internal grievance procedures have been exhausted
 - 17 and (B) the employee alleges either (i) that Board policy has been violated to his or her
 - 18 detriment or (ii) that Board policy does not adequately protect his or her human rights;
 - 19
 - 20 4. Acquaint staff with their rights under this policy;
 - 21
 - 22 5. Operate with clarified expectations, job descriptions and authority for volunteer staff.
 - 23 Volunteer job descriptions should include the following (see II. J. Charges of Councils and
 - 24 Committee):
 - 25
 - 26 a. Title of position and areas of responsibility,
 - 27
 - 28 b. Goals/outcomes,
 - 29
 - 30 c. Specific duties,
 - 31
 - 32 d. Position eligibility requirements,
 - 33
 - 34 e. To whom the volunteer is responsible,
 - 35
 - 36 f. Reporting/monitoring,
 - 37
 - 38 g. Term of assignment,
 - 39
 - 40 h. Finances,
 - 41
 - 42 i. Application process.
 - 43
 - 44 6. Operate with written performance evaluations for staff that document progress toward
 - 45 objectives and identify areas that need improvement;

1

2 7. Provide staff development.

3

4 **Monitoring:** Internal report—January

2

3 **C. Budgeting**

4

5

6 Budgeting any fiscal year or the remaining part of any fiscal year shall materially conform to the

7 *Guiding Documents*, follow generally acceptable levels of foresight and accounting principles.

8

9 Accordingly, he or she will:

- 10
- 11 1. Follow the budget requirements of the Investment Policy Statement (IPS);
 - 12
 - 13 2. Provides sufficient information to enable accurate projection of revenues and expenses,
 - 14 separation of capital and operational items, cash flow, and disclosure of planning assumptions;
 - 15
 - 16 3. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be
 - 17 received in that period;
 - 18
 - 19 4. Complies with the following fiscal goals:
 - 20
 - 21 FG 1—Actual excess or deficit from operations for the fiscal year meet the figure
 - 22 established by the Board in the revised budget, and the budget should be
 - 23 balanced before inclusion of Investment Fund income.
 - 24
 - 25 FG 2—The scientific session should net minimally 20%, with ~~no~~ paid social events
 - 26 being run to break even or make a profit.
 - 27
 - 28 FG 3—Dues revenue projections should assume zero membership growth or less.
 - 29
 - 30 5. Ensure that the current assets at any time are at least twice current liabilities and a cash safety
 - 31 reserve of at least \$250,000 at any time;
 - 32
 - 33 6. Provides at least \$100,000 per annum for the Board Contingency Fund;
 - 34
 - 35 7. Include financial impact statements for project, program or policy alternatives submitted to the
 - 36 Board for dialogue and deliberation;
 - 37 8. Include direct budgetary discussion and input from councils, committees, and/or council and
 - 38 committee chairs, to their respective staff liaisons, and their associate Executive Directors. In
 - 39 determining the overall budgets of those departments, all programs should be prioritized as
 - 40 follows:
 - 41 a. Is it crucial to the overall organization’s health and well-being?
 - 42 b. Is it necessary?
 - 43 c. Is it an optional project, secondary to items A and B?
 - 44

- 1 **Monitoring:** Internal report—July (include Board members-elect)
- 2
- 3

2

3 **D. Financial Condition**

4

5

6 With respect to the actual, ongoing condition of the organization's financial health, the Executive
7 Director will ensure that actual expenditures from Board priorities established in *Guiding*
8 *Documents* are met.

9

10 Accordingly, he or she will:

- 11 1. Only expend funds than have been received in the fiscal year to date;
- 12 2. Attain prior approval from the Board for incurring debt;
- 13 3. Conserve restricted reserves;
- 14 4. Inform the Board of conducting inter-fund shifting in amounts greater than \$10,000 and, attain
15 prior approval from the Board for amounts greater than \$30,000;
- 16 5. Conserve cash in the amount needed to settle payroll and debts in a timely manner;
- 17 6. Timely and accurately make and/or file tax payments or other government-ordered payments.
- 18 7. Materially conform actual allocations to Board priorities as stated in *Guiding Documents*;
- 19 8. Alert the Board when the income falls substantially below projections in the budget, or when
20 expenses increase substantially above projections in the budget;
- 21 9. Operate with written procedures that clarify reimbursement policies, define the handling and
22 use of designated and restricted funds, and protect against wrongful conditions (Financial
23 Policies);
- 24 10. Ensure revenue related discounts are treated in the same manner as expenses consistent with
25 number 4 above.
- 26 11. Ensure profit making programs operate with a goal of 20% net (inclusive of direct costs, salary
27 costs, council/committee costs and overhead) with proper evaluation by the agency involved,
28 and the Board.
- 29 12. Ensure that programs with low value or low satisfaction attain an action plan, by the agency
30 involved, to take corrective measures in order to continue.

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44 **Monitoring:** Internal Report—Quarterly (September, January, March, June)
45 External Auditors—January

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Direct Inspection—Internal report by ED and randomly selected expense reports (from the current year) and corporate credit card bills of Board and staff shall be reviewed annually in March against the written financial policies pertaining to travel and reimbursable expenses and corporate credit card use while on association business.

1 **Policy Type: IV. Executive Limitations**
2

3 **E. Emergency Executive Succession**

4
5
6 In order to protect the Board from sudden loss of Executive Director services, the Executive
7 Director will:

- 8
9 1. Have at least two other executives familiar with Board and Executive Director issues and
10 processes;
11
12 2. Provide the executive committee with information on:
13
14 a. Executive search firms for associations and non-profit organizations
15
16 b. An interim Executive Director to handle day-to-day operations of headquarters
17 during the search process or in case of incapacity.
18

19 **Monitoring:** Internal report—May
20
21

2

3 **F. Asset Protection**

4

5

6 The Executive Director must ensure that assets will be protected, adequately maintained and not
7 unnecessarily risked.

8

9 Accordingly, he or she shall:

- 10
- 11 1. Insure against theft and casualty losses to at least 80 percent replacement value and against
12 liability losses to Board members, staff, or the organization itself in an amount greater than the
13 average for comparable organizations;
 - 14 2. Allow only bonded or insured personnel access to material amounts of funds;
 - 15 3. Ensure plant and equipment are properly maintained;
 - 16 4. Protect the organization, its Board, or staff from claims of liability;
 - 17 5. Shall only make any unbudgeted equipment purchases less than \$50,000 or commit the
18 organization to any expenditure of greater than \$100,000; without prior Board approval,
19 6. Make any purchase:
 - 20 a. wherein normally prudent protection has been given against conflict of interest;
 - 21 b. of more than \$1,000 having first obtained comparative prices and quality;
 - 22 c. of more than \$10,000 having a stringent method of assuring the balance of long-term cost
23 and quality.
 - 24 7. Receive, process, or disburse funds under controls that are insufficient to meet the Board-
25 appointed auditor's standards.
 - 26 8. Acquire, encumber or dispose of real property with prior Board approval.
 - 27 9. Make any long-term investments with prior Board approval.
 - 28 10. Operate with written procedures for the retention and disposal of association business
29 documents, memorabilia, guidebooks, correspondence, and other important papers.
 - 30 11. Operate with a disaster plan.

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42 **Monitoring:** Internal report—April

3 **G. Compensation and Benefits**

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5
6 With respect to employment, compensation and benefits to employees, consultants, contract
7 workers, and volunteers, the Executive Director shall protect against jeopardy to fiscal integrity or
8 public image. Accordingly, he or she may not:
9

- 10 1. Change his or her compensation and benefits;
- 11
- 12 2. Promise or imply guaranteed employment to any staff;
- 13
- 14 3. Establish current compensation and benefits which:
 - 15
 - 16 a. Deviate materially from the geographic or professional market for the skills employed;
 - 17
 - 18 b. Create obligations over a longer term than revenues can be safely projected.
 - 19
- 20 4. Establish deferred or long-term compensation and benefits which:
 - 21
 - 22 a. Cause unfunded liabilities to occur or in any way commit the organization to benefits
 - 23 which incur unpredictable future costs;
 - 24
 - 25 b. Provide less than some basic level of benefits to all full time employees, though differential
 - 26 benefits to encourage longevity in key employees are not prohibited;
 - 27
 - 28 c. Allow any employee to lose benefits already accrued from any foregoing plan;
 - 29
 - 30 d. Treat the Executive Director differently from other comparable key employees;
 - 31
 - 32 e. Are instituted without prior monitoring of these provisions.
 - 33

34 **Monitoring:** Internal report—February
35
36

3 **H. Communication and Counsel to the Board** 4

5
6 With respect to providing information and counsel to the Board, the Executive Director shall
7 keep the Board to be informed. Accordingly, he or she shall:
8

- 9 1. Keep the Board be aware of relevant trends, anticipated adverse media coverage, material
10 external and internal changes, and particularly changes in the assumptions upon which any
11 Board policy has previously been established;
12
- 13 2. Submit the required monitoring data (see policy on *Monitoring Executive Performance*) in a
14 timely, accurate, and understandable fashion, directly addressing provisions of the Board
15 policies being monitored
16
- 17 3. Marshal for the Board as many staff and external points of view, issues, and options as needed
18 for fully informed Board choices;
19
- 20 4. Present information in an easily understandable manner;
21
- 22 5. Provide a mechanism for official Board, officer, or committee communications;
23
- 24 6. Deal with the Board as a whole except when
25 a. fulfilling individual requests for information or
26 b. responding to officers or committees duly charged by the Board.
27
- 28 7. Report in a timely manner an actual or anticipated noncompliance with any policy of the
29 Board;
30
- 31 8. Indicate correspondence with Board as *FYI* (for your information), *NRN* (no response
32 necessary), or *response requested*.
33
- 34 9. Include member input;
35
- 36 11. Operate with a system for complaints by members, with a response in a timely manner.
37

38 **Monitoring:** Internal Report—July
39
40
41

3 **A. Advertising Policy**

4 **Advertising Policy of the Academy of General Dentistry**

5 The AGD welcomes advertising in its publications or website as an important means of keeping
6 general dentists informed of products and services for the practice of dentistry or lifestyle. These
7 standards apply to all product- and service-specific promotional material submitted to AGD
8 programs.
9

10 **A. General Requirements**

- 11 1. Advertisements and/or promotions must not be deceptive or misleading. All claims must
12 be fully supported and meaningful in terms of performance or any other benefit. The
13 AGD requires the right to request additional information as needed.
- 14 2. Advertisements will not be accepted if they conflict with or appear to violate AGD
15 policy.
16
- 17 3. Advertisements will not be accepted if they are deemed offensive in either text or
18 artwork, or contain attacks of a personal, racial, or religious nature.
19
- 20 4. The AGD reserves the right to decline advertising for any product subject to a
21 governmental agency review, recall, challenge or warning; any technique and/or product
22 and/or organization that is the subject of an unfavorable or cautionary report by an
23 agency, committee, council, or by the Editor of the AGD, or any other agency of
24 organized dentistry; or the subject of any unprofessional, unseemly, or unscrupulous
25 marketing techniques.
26
- 27 5. By submitting advertising copy, advertisers certify that such copy and the advertised
28 product and/or service is in accord with applicable government laws and regulation, such
29 as equal opportunity laws and regulations covering new drug applications and
30 prescription drug advertising. For example, products that require approval by the United
31 States Food and Drug Administration (FDA) and/or other such agencies must receive this
32 approval before being eligible for advertisement and must include full disclosure when
33 required. It is the responsibility of the advertiser to conform to FDA regulations and other
34 such agencies for the content of the claims made for products and/or service. Acceptance
35 of advertising in AGD publications and/or on the AGD website is not to be construed as a
36 guarantee that the manufacturer has complied with such laws and regulations.
37
- 38 6. Complete scientific and technical data, whether published or unpublished, concerning
39 product and/or service safety, operation, or usefulness will be required upon request by
40 the AGD.
41

- 1 7. The advertisements may cite, in footnotes, references from dental and other scientific
2 literature provided that the reference is truthful and is a fair and accurate representation of
3 the body of the literature supporting the claim.
4
- 5 8. Comparative advertising claims for competing products and services must be
6 substantiated adequately. Companies wanting to make comparative claims must comply
7 with the AGD Criteria for Substantiation of Comparative Claims. This document can be
8 obtained upon request via the AGD publishing/production design department.
9 Unwarranted disparagements or unfair comparisons of a competitor's products or
10 services will not be accepted.
11
- 12 9. Display advertising with respect to employment, purchase of practice, participation or
13 any other contractual relationship with any dental care delivery mode or system may be
14 accepted for publication. Such opportunities also may be advertised in the classified
15 section of AGD publications as well as the AGD Career Center.
16
- 17 10. An advertisement for an educational course is eligible if it is offered by a provider that is
18 recognized by the AGD Program Approval for Continuing Education (AGD PACE) or
19 conducted under the auspices of the Continuing Education Recognition Program (ADA
20 CERP) program. This approval must be clearly indicated in the advertising and/or
21 promotion.
22
- 23 11. The AGD will accept advertisements and/or promotions from dental organizations and/or
24 associations, provided that the organizations are PACE- and/or CERP- approved or will
25 have received PACE- and/or CERP-approval upon time of magazine publication and/or
26 Web placement.
27
- 28 12. The eligibility of an advertisement for an educational course conducted by or under the
29 auspices of an organization or commercial entity other than the aforementioned will be
30 determined on a case-by-case basis.
31
- 32 13. The AGD will not accept advertising for tobacco or alcohol products.
33
- 34 14. The AGD will accept advertising for products and/or medications designed for smoking
35 cessation.
36
- 37 15. The AGD will accept advertising for the AGD website. The advertisements and/or
38 promotions must adhere to the advertising policies included in this document.
39
- 40 16. Classified advertisements will be accepted for placement in AGD publications and/or the
41 AGD website. Classified advertisements may offer advertising for job placement, dental
42 product sales, and/or dental facility sales.
43
- 44 17. Books and electronic media are eligible for advertising but a sample may be required in
45 advance for review.
46

- 1 18. Product and/or service reviews printed in AGD publications do not constitute approval by
2 the AGD.
3
- 4 19. The advertiser and the product or service being offered should be clearly identified in the
5 advertisement. In the case of drug advertisements, the full generic name of each active
6 ingredient will appear.
7
- 8 20. Advertising that simulates editorial content must be clearly identified as advertising. The
9 word “advertisement” and/or “advertorial” must be displayed prominently.
10
- 11 21. Placement of advertising in the publication and/or on the AGD website will be
12 determined by rates and specifications outlined in the AGD media kit. Special placement
13 of advertising will be considered by the AGD Editor. The AGD Editor has the right to
14 deny any specific advertising placement for any reason at any time.
15
- 16 22. All advertisement contract position clauses are treated as requests. Since advertising
17 inventory changes constantly, the AGD cannot guarantee fixed positioning.
18
- 19 23. Guarantees may be used in advertisements provided the statements that are “guaranteed”
20 are truthful and can be substantiated. However, no guarantee should be used without
21 disclosing its conditions and limitations. When space or time restrictions preclude such
22 disclosures, the advertisement must clearly reveal where the full text of the guarantee can
23 be examined before purchase.
24
- 25 24. Advertisements must not quote the names, statements, or writings of any individual,
26 public official, government agency, testing group, or other organization without their
27 express written consent. Guidelines for the use of testimonials are available upon request.
28
- 29 25. The publication of an advertisement is not to be construed as an endorsement or approval
30 by the AGD or any of its constituents, councils, committees, or task forces of the product
31 or service being offered in the advertisement unless the advertisement specifically
32 includes an authorized statement that such approval or endorsement by the AGD has been
33 granted.
34
- 35 26. In consideration of publication of an advertisement, the advertiser and its agency, jointly
36 and severally, agree to indemnify and hold harmless the AGD, its officers, agents, and
37 employees against expenses (including legal fees) and losses resulting from the
38 publication of the contents of the advertisement, including, without limitation, claims or
39 suits for libel, violation of privacy, copyright infringement, or plagiarism.
40
- 41 27. The AGD will not be liable for any failure to publish any advertisement accepted by the
42 AGD; however, the AGD will use reasonable effort to place such advertisement in
43 subsequent available space.
44

1 28. The AGD may change the terms set forth herein at any time, provided that no such
2 change applies to advertisements whose closing date preceded the announcement of the
3 change.

4
5 29. In the event of nonpayment, the AGD reserves the right to hold the advertiser and/or its
6 agency jointly liable for such monies as are due and payable to the AGD.

7
8 B. Advertising Acceptance and Rejection

9
10 1. All advertisements submitted for display in an AGD publication and/or on the AGD
11 website are subject for review.

12
13 2. The AGD Editor and/or Communications, Director have the right to refuse any
14 advertising for any reason at any time.

15
16 C. Advertising Sales

17
18 1. The AGD will produce a media kit that contains advertising information, including
19 specifications and rates, every year.

20
21 2. The AGD media kit will include information for both publication and AGD website
22 placement, as well as for classified advertising placement.

23
24 3. The AGD media kit will include sponsorship information for the AGD Scientific Session
25 and/or AGD events and/or products and services.

26
27 4. A media kit will be made available annually.

28
29 5. All insertion orders, and provisions regarding advertising policies, are to be governed by
30 the laws of the State of Illinois, without regard for its principles concerning conflict of
31 laws.

32
33 6. Rates for advertising in the publications and/or the AGD website will be established by
34 the AGD Communications, Director in cooperation with the Executive Editor and AGD
35 sales associates.

36
37 7. The AGD's advertising sales representatives will have no control over editorial content
38 before it is published.

39
40 D. Mailing Lists

41
42 1. Rates for mailing list purchase will be established by the Editor, Communications,
43 Director, and the AGD Coordinator, Circulation.

44
45 2. Advertising copy for continuing education courses, meetings, programs or services must
46 be submitted to the AGD publishing/production design department for editorial review

1 before it will be accepted for mailing to AGD members and/or nonmembers via AGD
2 mailing lists.

3
4 3. The AGD Editor and Communications, Director are authorized to determine eligibility
5 for the purchase of mailing lists. The AGD Editor and Communications, Director have
6 the right to refuse any request for mailing list purchase for any reason at any time.

7
8 4. Mailing lists will contain only postal addresses of the names included. The AGD will not
9 release the e-mail addresses, phone numbers, and/or fax numbers of its members or
10 nonmembers for the purpose of mailing lists.

11

3 **B. AGD Advocacy Fund Operational Protocols** 4

5 INTRODUCTION 6

7 AGD’s market research indicates that its members define “advocacy” in many different ways.
8 For the purpose of this operating protocol, advocacy is defined exclusively as actions taken in
9 conjunction with federal legislation or regulation; state legislation or regulation; organized
10 dentistry; and, third parties including insurance companies, manufacturers, and advocacy groups.
11

12 Furthermore, it is imperative to note that the House of Delegates and Board created this fund for
13 the sole purpose of increasing advocacy efforts. Therefore, pause should be given before
14 approval of actions or programs which would relieve constituents (or the AGD for that matter) of
15 already budgeted and/or ongoing expenses and/or established program. The key is to focus on
16 new or enhanced programs, with such being provable to the Board. Finally, in addition, all
17 requests should demonstrate independent sustainability, i.e., the fund is not to be used for
18 continuing a program. (e.g., One-time start-up costs for a state Capitol Day, but not for
19 subsequent years.)
20

- 21 1. The AGD Board shall have sole authority to make expenditures from the Advocacy Fund,
22 after first consulting with the councils identified in number 2.
- 23 2. The AGD Board shall solicit the input of the Legislative and Governmental Affairs and
24 Dental Practice Councils, and may solicit the opinion of other agencies, constituents or,
25 individuals relative to expenditures from the fund, but such opinions are advisory. The
26 Board may also consult with legal counsel to determine the legality of such expenditures.
- 27 3. All requests shall be in AIR format, evaluated by the appropriate AGD agency or
28 Executive Committee, with a recommendation then forwarded to the Board.
- 29 4. The Board may consider priorities, both within the scope of federal and state activities,
30 based on:
 - 31 a. AGD’s strategic plan;
 - 32 b. HOD policy;
 - 33 c. Board policy;
 - 34 d. Exigent circumstances;
 - 35 e. Input from stakeholders, with a focus on those issues that would be of greatest effect
36 upon the largest number of AGD members, either directly or indirectly, and to the
37 extent which the advocacy effort would not be successful if the Advocacy Fund was
38 not utilized (e.g., if there were 10 requests but only enough funding for 5, and 3 of
39 them were of national implication, and 7 single constituents, then the 3 national
40 requests would get funded, and the 2 largest constituents. However, there may be
41 case-by-case determination. For instance, if a constituent has done something
42 historically and is just tapping into AGD money to avoid spending its own money,
43 then that would be a negative consideration. Also, there are different levels of

1 urgency. Hosting a lobby day would take a back seat to litigating the right to advertise
2 FAGD/MAGD.)

- 3 5. AGD's Executive Director shall be tasked with ensuring that appropriate solicitation
4 language is present on the AGD dues statement; that the Advocacy Fund is appropriately
5 publicized to membership; that the fund complies with all legal requirements; and that
6 there is appropriate staffing for administration of the fund.
- 7 6. AGD's Treasurer, pursuant to Chapter IX, Section 2. E of the AGD Bylaws shall have
8 daily oversight of the fund with assistance from the Executive Director and the chief
9 financial officer.
- 10 7. AGD staff shall create and maintain a separate fund called the Advocacy Fund.
- 11 8. The fund can be used for both individual constituent issues or for multiple constituent
12 issues or AGD issues.
- 13 9. There shall be communications promoting the fund periodically in *AGD Impact* and *AGD*
14 *in Action*. Financial details of the Advocacy Fund activity will be included in the
15 financial reports that are provided to the Board and HOD.
- 16 10. All requests for funds shall be reduced to writing in the form of a modified AIR, with the
17 addition of "*how does the issue affect members, how many members are affected, and*
18 *long-term versus short-term impact.*"
- 19 11. During the first full calendar year of operation, 2010, the fund balance shall be
20 maintained at the level of at least 50% of contributions collected as of March 31,
21 2010. After the first year, for any subsequent calendar year, the optimal balance of the
22 Fund shall be defined as 50% of the total balance in the Fund as of March 31 of said
23 calendar year. Any request that would result in a fund balance falling below the optimal
24 amount would require the approval of a super-majority of the Board (67% of members
25 present and voting).
- 26 12. Stories will be written about the fund and contributors in *AGD Impact* using the allotted
27 advocacy pages. As much as a total of 10% of the balance of the fund as of October 31 of
28 each year is allocated to marketing costs of marketing the fund, such as advertisements,
29 direct solicitation letters, the cost of pins, etc., without the further approval of the Board.
30 However, all marketing costs that result in total marketing costs exceeding 10% of the
31 balance of the fund must be approved by the Board via an AIR and then paid for by the
32 fund.
- 33 13. Staff will generate all reports for review by the Board and the HOD.
- 34 14. Any operating information, such as compliance with state reporting laws, will be
35 identified by the requesting party and taken into consideration by the Board as described
36 in number 4 above.
- 37 15. The hosting of fundraisers is not an appropriate use of the Advocacy Fund.

Action Item Report

Prepared by: Daniel Buksa, JD, CAE, Associate Executive Director, Public Affairs

Date of Report:

Staff Resources:

Total Financial Cost:

Budget Ramifications: \$

Action/Timeline:

Resolved:

Introduction:

Strategy:

Work Plan:

Necessary Information:

-

What We Don't Know:

-

Pros and Cons:

Pros:

-

Cons:

-

How does the issue effect members?

-

How many members are affected?

-

1 **Long term versus short term impact?**

2

- 3 •

4

5 **How it Fits into the Strategic Plan:**

- 6 •

7

8 **How it Fits into the Market Research:**

- 9 •

10 **Does this conflict with the Constitution and Bylaws, an AGD HOD Policy or Board Policy?**

11 **If yes, please provide the conflict and how you propose to resolve it:**

12

13 **Responsible Staff Liaison & AGD member:**

14

15

16

3 **C. Alliances and Coalitions**

4 **Strategic Alliances**

5 **Background**

6 The use of strategic alliances as a strategy is fundamental to the growth of a successful
7 association. The use of strategic alliances will result in: increased exposure of associations to
8 these alliances as competitive entities; and increased requests for strategic alliance opportunities
9 targeting the constituencies of the association.
10

11 The opportunities are as numerous for the association in pursuit of fulfilling its mission and
12 goals. These alliances can be the means to address needs in virtually any functional area of the
13 association in the environment of limited resources. Some of the most common areas of alliance
14 are for:
15

- 16 • Generating revenue;
- 17
- 18 • Improving and expanding members services;
- 19
- 20 • Reducing operational costs and/or making operations more efficient; and
- 21
- 22 • Strengthening the association's brand and extending marketing exposure.
23

24 In order to help ensure the success of any strategic alliances undertaken, it is incumbent on the
25 AGD to understand the critical aspects of strategic alliances and be familiar with the five-step
26 process to:
27

- 28 • Identify,
- 29
- 30 • Assess,
- 31
- 32 • Establish,
- 33
- 34 • Manage,
- 35
- 36 • Evaluate strategic alliances in a manner that supports the mission and goals of the
37 association.
38

39 This professional practice statement uses the following definition of a strategic alliance:
40

41 *Strategic alliance—A strategic alliance is a cooperative, mutually beneficial entity formed by*
42 *two or more separate organizations for strategic purposes that allocates operational*
43 *responsibility and financial risks and rewards to each member while preserving organizational*
44 *identity and autonomy. In addition, a strategic alliance can be thought of as a specific decision*
45

1 *on the part of the organizations to collaborate by leveraging each other's unique core*
2 *competencies for their mutual benefit and for the benefit of the public, members, and/or other*
3 *stakeholders.*

4 5 **Policy Position**

6 Understanding strategic alliances is a required competency of association executives. The ability
7 of association executives to identify and assess the potential risks, rewards, uses of strategic
8 alliances, and the creation, management, and evaluation of a successful strategic alliance is a
9 necessary professional practice.

10 11 **Professional Practices for the Association Executive**

12 **Foundation for the Use of Strategic Alliances**

13 The following protocol relate to establishing competencies regarding the use of strategic
14 alliances to meet the goals of the AGD.

- 15
- 16 • The Executive Director will:
 - 17 1) Need to have (or develop) an understanding of strategic alliances and their
18 implications;
 - 19 2) Need to have sufficient managerial expertise to create, assess, implement, manage,
20 and terminate strategic alliances to serve the best interests of the association.
21
22
23

24 **Assessment of the Use of Strategic Alliances**

25 The following professional practices relate to assessing the use of strategic alliances to meet the
26 goals of the AGD.

27
28 The Executive Committee and/or Board will:

- 29 • Identify a range of strategic options for consideration that may potentially meet the
30 identified goals of the AGD. These options might include the use of a strategic alliance.
31
32
- 33 • Assess the potential use of a strategic alliance based on measurable criteria. The criteria
34 must be weighed for each organization, but could include some or all of the following
35 areas:
 - 36 1) Characterize the risk (financial, legal, resource, membership satisfaction, membership
37 perception, public opinion, etc.) and the impact on the AGD if the cooperative
38 relationship is not done well or not done at all;
 - 39 2) The area of focus for the alliance is undergoing a period of rapid expansion or
40 contraction;
 - 41 3) The AGD has a limited amount of resources available for the activity;
42
43
44
45

1 4) Significant differences are seen between the focus of the potential alliance and the
2 AGD's existing infrastructure, resources to be allocated, financial return, or perceived
3 member satisfaction/need; and
4

5 5) Ask if a potential strategic alliance is relevant and appropriate to the mission, goals
6 and strategic plan of the AGD and define/demonstrate this relevance to volunteer
7 leadership.
8

- 9 • Define how the existing strategic goals, including but not limited to, financial, service,
10 image, organizational positioning and relationship goals, of the AGD may be achieved
11 through strategic alliances. The strategic goals of the AGD should be established. During
12 this assessment phase, those goals should be evaluated with respect to fulfilling them via
13 the use of strategic alliances.
14
- 15 • Fully disclose the relevance, goals, potential risks and perceived value to AGD volunteer
16 leadership and obtain approval by a majority of the EC or Board to proceed prior to
17 entering into any contracts or negotiations with potential alliance partners.
18
- 19 • Identify the internal critical competencies and resources needed to achieve the strategic
20 goals.
21
- 22 • Assess the current core competencies of the AGD's staff related to these goals and
23 identify gaps between actual and needed competencies.
24
- 25 • Clearly define the desired value proposition of any strategic alliance under consideration
26 for the AGD.
27
- 28 • Assess the return on investment of the potential alliance in the following areas:
29
 - 30 ○ Membership
 - 31
 - 32 ○ Competitive advantage
 - 33
 - 34 ○ Financial risks and rewards
 - 35
 - 36 ○ Organizational capability
 - 37
- 38 • Consider the following areas (among others the organization identifies) when identifying
39 and selecting potential partners for "fit":
40
 - 41 ○ Strategic fit (organizational goals)—Are we on the same page? Do we want the
42 same things? Do we have similar goals?
 - 43
 - 44 ○ Operational fit—Can we make it happen together better than alone?
 - 45
 - 46 ○ Level of commitment—Will each of us stick with it, and if so, for how long?

- 1
- 2 ○ Reputation/ethical fit—Do we both have a comparable high regard in the dental
- 3 community? Do we trust and respect each other?
- 4
- 5 ○ Chemistry fit—Do we have a rapport?
- 6
- 7 ○ Cultural fit—Do we share the same values?
- 8

9 **Creation of Strategic Alliances**

10 The following professional practices relate to creating a strategic alliance to meet the goals of
11 the AGD.

- 12
- 13 ● Identify the driving external forces that will have significant impact on the AGD as they
- 14 relate to the potential alliance.
- 15
- 16 ● Identify the critical competencies and resources needed to achieve the goals. Assess their
- 17 existence within the AGD related to these goals and the alliance and then identify gaps
- 18 between actual and needed. Identify how the alliance will eliminate or mitigate those
- 19 gaps.
- 20
- 21 ● Conduct primary research on the following critical areas:
- 22
 - 23 ○ Which problems will your members face during the next five years?
 - 24
 - 25 ○ Which types of solutions will your members require for these problems?
 - 26
 - 27 ○ Which attributes should the solution to these problems have?
 - 28
 - 29 ○ What does the value chain look like for delivery of this product or service?
 - 30
 - 31 ○ How are you and your competitors positioned to deliver these attributes and value
 - 32 to your members?
 - 33
 - 34 ○ What are the AGD's competitive strengths and weaknesses with regard to this
 - 35 project, issue, or service area?
 - 36
 - 37 ○ How will the AGD's core competencies be sustained?
 - 38
- 39 ● Assess the financial impact of the strategic alliance including, but not limited to, the
- 40 impact on the following:
- 41
 - 42 ○ Start-up investment
 - 43
 - 44 ○ Gross revenue
 - 45
 - 46 ○ Gross expense

- 1
- 2 ○ Cash flow
- 3
- 4 ○ Return on investment
- 5
- 6 ○ Impact on AGD's reserves
- 7
- 8 ○ Exit costs
- 9
- 10 ● Identify the areas with the greatest potential risk to the AGD including, but not limited to,
- 11 the following:
- 12
- 13 ○ Legal risk
- 14
- 15 ○ Financial risk
- 16
- 17 ○ Public perception risk
- 18
- 19 ○ Member perception risk
- 20
- 21 ● Conduct a mini strategic planning process around the alliance with the potential partner.
- 22 This should be done before final agreements are negotiated and signed.
- 23
- 24 ● Identify clear rules of engagement with the potential strategic partner including, but not
- 25 limited to, the following areas:
- 26
- 27 ○ Marketing
- 28
- 29 ○ Operations
- 30
- 31 ○ Technology use and integration
- 32
- 33 ○ Legal and intellectual property
- 34
- 35 ○ Staff
- 36
- 37 ● Identify specific conflict resolution processes with the strategic partner.
- 38
- 39 ● Define the role of staff and volunteer leadership within the alliance.
- 40
- 41 ● Include staff at all levels as appropriate to research, plan, and develop the strategic
- 42 partnership to create staff enthusiasm and support.
- 43
- 44 ● Include leadership at all levels as appropriate to research, plan, and develop the strategic
- 45 partnership to allow for informed and accurate leadership assessment and decision-making.
- 46

- 1 • Create specific, written business plans outlining the strategic alliance for review and
2 approval by leadership. These plans should include but not be limited to the following
3 information:
4
 - 5 1) Describe the purpose of the agreement, specifically how it serves the membership and
6 the mission of the AGD;
7
 - 8 2) Describe spirit of the venture and its future vision;
9
 - 10 3) Identify key objectives, responsibilities and benchmarks;
11
 - 12 4) Describe the guidelines and processes for separate and collaborative decision-making
13 by leadership, staff and partners;
14
 - 15 5) Identify resource commitments (staff and financial);
16
 - 17 6) Identify the financial philosophy behind the agreement;
18
 - 19 7) Describe the assumption of risks and the division of rewards;
20
 - 21 8) Identify rights to products, inventions, and/or intellectual capital as relevant to the
22 alliance;
23
 - 24 9) Outline confidentiality and non-competition agreements;
25
 - 26 10) Outline the anticipated legal and operational structure;
27
 - 28 11) Describe the transformation of the alliance from current form to future form;
29
 - 30 12) Describe the process of conflict resolution;
31
 - 32 13) Define the life expectancy and cycle of the alliance, if finite;
33
 - 34 14) Describe the termination process for both parties.
35
- 36 • Have the AGD's legal and financial counsel review all business plans and legal
37 documentation prior to agreement. Consult with the AGD's attorney to determine and
38 prepare the appropriate legal documents, such as a memorandum, letter, document of
39 understanding, or a contract.
40
- 41 • Keep leadership informed of business plans and legal documentation prior to agreement, as
42 appropriate.
43

44 **Management of Strategic Alliances**

45 The following professional practices relate to managing strategic alliances on an ongoing basis,
46 post initial implementation.

- 1
- 2
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- 25
- Identify specific champions within senior management from both parties to lead the development and management of the strategic alliance as appropriate through all levels of the organization. Champions may be different during the development and management phases. Build staff into every component of alliance management.
 - Create a steering committee, or otherwise assign responsibility to appropriate senior management and leadership, to monitor, evaluate, make recommendations, and regularly communicate to the AGD and its alliance partner(s) on the following:
 - Partner relations
 - Alliance performance
 - Problem solving
 - Policy
 - Identify specific mechanisms to help both volunteer leadership and staff to allocate and organize their time appropriately for the management of the alliance.
 - Create performance measurement, recognition, compensation, and other mechanisms by which the acquisition of alliance skills and the successful alliance implementation are recognized and transferred within AGD staff.

26 **Evaluation of Strategic Alliances**

27 The following professional practices relate to the periodic monitoring of the performance of
28 strategic alliances once in place.

- 29
- 30
- 31
- 32
- 33
- 34
- Identify specific performance measurement criteria to evaluate the success of the alliance and identify specific benchmarks for ending or renewing the alliance.
 - Create a formal process to periodically review the operations and success of the strategic alliance and make modifications in strategy as necessary.

1 **Organizational Alliance Assessment**

2
3 **Prepared by:**

4
5 **Date of Report:**

6
7 **Name of Organization proposing an Alliance:**

8
9 **Current Number of Alliances:**

10
11 **Type of Proposed Alliance:**

- 12 Friend of the AGD Project-based Alliance Issue-based Alliance

13
14 **Financial Cost:**

15
16 **Staff Resources:**

17
18 **Action/Timeline:**

19
20 **Task Force Recommendation:**

21
22 **Introduction**

23
24 **Type of Proposed Alliance**

- 25 Friend of the AGD
26 Project-based Alliance
27 Issue-based Alliance

28
29 **Brief description of proposed alliance**

30
31 **The value proposition of the proposed alliance**

32 *(What does the AGD hope to achieve? How will it determine success?)*

33
34 **Metrics for the proposed organizational alliance**

35 *(Specify how the value proposition will be measured and reported.)*

36
37 **Accountability for the proposed alliance**

38 *(Specify all groups, if more than one. All accountable groups should review this proposed*
39 *alliance assessment and be included in the submitting signatures)*

40
41 **Necessary Information**

42 **Assess the return on investment**

- 43 • Membership: *Will we increase recruitment, member value, enhanced member/public*
44 *perception, etc.*
45 • Competitive advantage: *Will this proposed alliance provide or remove a competitive*
46 *advantage?*

- 1 • Financial risks and rewards: *Characterize the risk (financial, legal, resource,*
2 *membership satisfaction, membership perception, public opinion, etc.) and the impact*
3 *on the association if the business initiative is not done well or not done at all.*
- 4 • Organizational capability: *Determine whether additional resources will be needed or*
5 *provided, including leadership time, staff time, or additional financial resources.*
- 6 • Critical competencies: *Does the AGD (leadership and staff) have the competency to*
7 *complete the goals of the alliance? If yes, define the competencies, if not, define the*
8 *gaps.*

10 **How do our organizations fit together?**

- 11 • Strategic fit (business goals): *Are we on the same page? Do we want the same things?*
12 *Do we have similar goals?*
- 13 • Operational fit: *Can we make it happen together better than alone?*
- 14 • Level of Commitment: *Will each of us stick with it, and if so, for how long?*
- 15 • Reputation/Ethical fit: *Do we both have a comparable high regard in the community?*
16 *Do we trust and respect each other?*
- 17 • Chemistry fit: *Do we have a rapport? Do we have functional relationships between*
18 *the organizations (staff)/organizational leaders?*
- 19 • Cultural fit: *Do we share the same values?*

21 **How the proposed alliance fits into the Strategic Plan**

22 *Define (specifically) how the existing strategic goals, including but not limited to,*
23 *membership value, advocacy, financial, image, organizational positioning, and*
24 *relationship goals, of the association. Can this alliance unambiguously tie into a specific*
25 *strategic goal or objective?*

27 **Term of proposed alliance**

28 *(Calendar year for standard, Friends of the AGD agreement, specify terms for others, as*
29 *well as period for annual or semiannual mutual assessment.)*

31 **What We Don't Know**

33 **Pros and Cons**

35 **Pros:**

- 36 •

38 **Cons:**

- 39 •

41 **Recommendation of Organizational Alliance Task Force**

43 **Accountable Staff and Council/Committee Chair(s):**

1 Checklist Questions:

- 2 • Does it relate to a specific program or project currently underway or in the planning
- 3 stages from an AGD council or committee?
- 4 • Does it relate to any specific objective or strategy to be implemented during the current
- 5 operational year?
- 6 • Have the staff resources needed been identified and cost-evaluated?
- 7 • Is a timeline established and realistic?
- 8 • Are outcomes specified and measurable?
- 9 • Will it conflict with a relationship or commitment that the AGD is currently involved
- 10 with another group?
- 11 • Will members perceive a benefit and if so, what?
- 12 • Each council/committee must be asked what it perceives to be the potential for
- 13 developing a relationship with the group or organization.

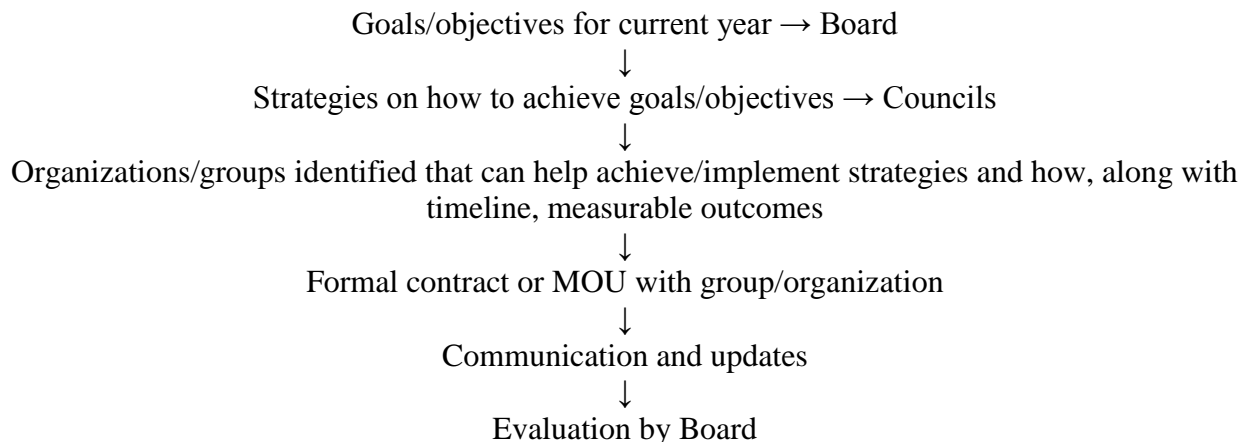
14
15 Questions to ask potential strategic alliance group partner:

- 16 • Does this project or program mesh with any similar one that your organization has
- 17 currently in place or planned?
- 18 • What specifically would you be able to provide to assist in facilitating or implementing
- 19 this project/program?
- 20 • Is there a program or project with which the AGD can assist your organization?
- 21 • These are areas that we believe we may be able to develop mutually beneficial
- 22 relationships in:
 - 23 ○ Advocacy/legislative
 - 24 ○ Education—courses, informational materials
 - 25 ○ Member benefits—insurances, locate a dentist?
 - 26 ○ Annual meeting—attendance, booth space, exhibitors
 - 27 ○ Public Information—Info sheets
 - 28 ○ Technology—links
 - 29 ○ Dental care—insurance issues
 - 30 ○ Publications—articles contributed, section of interest, advertising

31 *(Note: show example of current relationships helping to achieve an objective +/or further a*

32 *goal.)*

33
34 Flow sheet idea:



35
36
37
38
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42
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46
47
48 **Monitoring:** Annually in May, a written report for each alliance and coalition will:

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2
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4
5
6

1. Confirm that criteria stated above are being met;
2. Evaluate the relationship in terms of its overall value in support of AGD organizational goals; and
3. Recommend any changes in the requirements of the agreement or contract in order to continue the relationship.

2

3 **D. Awards**

4

5 **Awards Committee**

6 The Awards Committee will be responsible for the following aspects of the AGD Achievement
7 Awards.* The responsibilities include: review, add, or delete award categories; develop award
8 criteria; select award nominees to be considered by the Board; approve marketing plan and other
9 items as determined; and create a recognition plan for award recipients to include a formal
10 presentation at the annual meeting.
11

12
13 **The Dental Education Council will continue to select the Weclaw award winner and will submit
14 the winner's name to the Awards Committee to be forwarded to the Board for final approval.*

15
16 *Committee Composition:*

17
18 The incoming AGD President will appoint the chair and members of the committee. The
19 committee will report to the AGD Board. Committee to include:

20
21 Chair: AGD Past President

22 Members: Three AGD Past Presidents
23 Regional Director Chair

24
25 Staff Liaisons: Associate Director, Governance; Executive Assistant

26
27 **AGD Achievement Awards**

28
29 **Albert Borish Award**

30 Dr. Albert L. Borish was a blind dentist and a faculty member at Temple University Dental
31 School, and also was a leader of the AGD. He exhibited courage in the face of adversity,
32 dedication to the advancement of the profession, and tenacity of purpose in carrying out goals
33 and ideals. He was innovative in the promulgation of constructive programs and demonstrated
34 selflessness. This award honors an individual who possesses those same characteristics.
35

36 *Award Eligibility:*

- 37
- 38 • An individual committed to the dental profession who may be an AGD
39 member or non-member, dentist or non-dentist.

40 *Nominations:*

- 41
- 42 • An officer, trustee, or council or committee chair may nominate a candidate to
43 receive the Albert Borish Award.

44 *Selection criteria for the Albert Borish Award:*

- 45
- 46 • Exhibits selflessness and courage in the face of adversity
 - 47 • Possesses a genuine dedication to the dental profession
 - 48 • Demonstrates tenacity in pursuing goals which benefit the dental profession
49 and the oral health of the public
 - 50 • Innovates and leads to make positive changes for the benefit of the dental
51 profession and the oral health of the public

Distinguished Service Award

The Distinguished Service Award is presented to a council or committee member that has served the AGD in an outstanding manner. The recipient will have gone beyond the call of duty assuring continuity and integrity in the operations of the AGD, as well as in the development of new programs and services created to meet the changing needs of the membership.

Award Eligibility:

- Must be an AGD council, committee, or task force member in good standing.

Nominations:

- An officer, trustee, or council or committee chair may nominate a candidate to receive the Distinguished Service Award.

Selection criteria for the Distinguished Service Award:

- Has made a contribution that has advanced the work of the AGD in a measurable way resulting in the long-term enhancement of the goals/core purpose of the AGD
- Demonstrates exemplary dedication to the AGD
- Shows innovation and leadership when making positive changes for the benefit of the membership, the AGD, and the dental profession
- Contributions were made while serving AGD in an appointed (*not elected*) position
- The nominee shall have contributed time and effort beyond that required by his or her fulfillment of a council/committee appointment.

Humanitarian Award

The AGD Humanitarian Award is an award that is given on an annual basis to an individual dentist who demonstrates humanitarianism. This is determined by his or her contribution of voluntary service, in conjunction with a consistent commitment to enhance the image of general dentistry, through the continuous delivery of quality dental care and through consistent leadership in areas of civic involvement.

Award Eligibility:

- Must be an active member of the AGD in good standing
- Individuals who hold a position on the Board are not eligible for nomination.
- The award will not be given to the same individual more than once.

Nominations:

- An officer, trustee, council or committee chair, member at large, or a constituent academy may nominate a candidate to receive the Humanitarian Award.

Selection criteria for the Humanitarian Award:

- A dentist who is an exemplary member of the dental profession and of his or her community
- The nominee has foregone his or her own interests in order to serve the public.
- The humanitarian should: be compassionate, cause-driven, charitable, dedicated, unselfish, progressive, service-oriented, professional, dedicated to excellence, and should exhibit pride, accomplishment, and a sense of responsibility toward the well-being of mankind.

Mark S. Ritz Advocate for Dentistry Award

Dr. Mark S. Ritz was well known and respected in organized dentistry for his advocacy efforts. He was also an AGD leader. This is an award given to individuals when deserved and

1 appropriate. The individual must distinguish themselves with national level advocacy in an
2 active, visible and successful manner, but not precluding state or local advocacy.

3
4 *Award Eligibility:*

- 5 • Awardees must be an AGD member.

6
7 *Nominations:*

- 8
9 • The Executive Committee, in consultation with appropriate executive staff,
10 may select an award recipient.
- 11 • The award needs not be presented every year—only when deserved and
12 appropriate. However, funds would be budgeted each year.
- 13 • The award would be presented by the AGD President to the award recipient
14 at the first session of the HOD.

15
16 *Selection criteria for the Mark S. Ritz Advocate for Dentistry Award:*

- 17 • Awardees must distinguish themselves primarily with national level
18 advocacy in an active, visible, and successful manner, but not precluding
19 state or local advocacy.

20
21 **Awards Timeline: (*This is an example*)**

22
23 Year round: Information on website about the four (4) awards, the person for
24 whom the award is named, and list of past recipients.

25
26
27 June 29, 2007 2007 recipients listed in onsite program with their pictures and
28 summaries of their achievements qualifying them for their
29 particular award.

30
31 All recipients displayed on website.

32
33 Include 2008 award nomination information as a flyer in the
34 annual meeting registration bag directing them to the website for
35 nomination.

36
37
38 August 2007 *AGD Impact* annual meeting wrap-up issue to recognize 2007
39 recipients.

40
41 Call for nominations page for 2008 including description of each
42 award.

43
44
45 September and Promotion of Call for Awards:

46 October, 2007 *AGD in Action*

47 *AGD Impact*

48 Online

49 *AGD Briefings*

50 Targeted e-mail to leaders and volunteers

51

- 1
2 December 1, 2007 Nominations submission deadline
3
4
5 December 15, 2007 Applications to Awards Committee for review
6
7
8 January 15, 2008 Awards Committee conference call to select recipients
9 Notify award winners via phone call and official letter
10
11
12 July 16 to 20, 2008 Presentation of award winners at annual meeting
13
14

15 **Honorary Memberships**

16 *Eligibility for Nomination*

17 An honorary member of the AGD is classified as a person of distinction who has rendered
18 outstanding service to the dental profession.

19
20 Anyone who has exhibited all of the following characteristics is eligible to be nominated for this
21 award:

- 22
23 1) Has provided outstanding service to the dental profession
24 2) Has exemplified a commitment to the profession of dentistry through his or her
25 activity or has supported and promoted dentistry to the public
26 3) Has exemplified the vision, principles and goals of the AGD and has made
27 exceptional efforts in promoting these ideals
28
29

30 *Mechanism for Nomination of Candidates*

- 31
32 1. Nominations must be received by the AGD Headquarters office before January 1 for
33 consideration
34 at the meeting of the Membership Council at JCM II.
35
36 2. All nominations should verify that the recommendation was, in fact, voted on and
37 approved by the
38 constituent board.
39
40 3. All nominations are presented to the Membership Council for review. If approved, the
41 recommendation will be presented to the Board for vote at the Board Meeting IV.
42

43 **AGD Competition Awards**

44 Purpose: Those awards presented to the winners of a competition or contest, based upon established
45 selection criteria, and approved by an AGD council or committee, and to be presented during the
46 annual meeting. The following awards fall into this category:

47
48 a. Senior Student Award

49 1. Purpose

- 50 a. This award has been established to recognize up to two senior dental students
51 from each dental school in the United States, Canada, and Puerto Rico who
52 exhibit potential for becoming outstanding general dentists.

- 1 2. Criteria of award
- 2 a. AGD’s constituents will administer the selection of the award winner in
- 3 collaboration with their local dental school. When constituent assistance is not
- 4 available, the school of dentistry, through the dean, faculty member, or faculty
- 5 committee, should administer the final selection.
- 6 b. AGD student members in their senior year of dental school who have
- 7 indicated a desire to practice general dentistry are eligible for this award.
- 8 c. The senior student shall have maintained an academic scholastic balance
- 9 between his or her clinical and didactic basis courses of study.
- 10 d. The senior shall be considered in good academic standing with his or her
- 11 graduating class.
- 12 e. The senior student shall have demonstrated outstanding attributes conducive
- 13 to exceptional doctor-patient relationships (i.e., a pleasant, outgoing
- 14 personality).
- 15 3. Benefit of awardees
- 16 a. The award recipient will receive a complimentary one-year membership in the
- 17 AGD.
- 18 b. The AGD will provide the dean with a certificate to be presented to the award
- 19 winner.
- 20

21 **AGD Universal Award Application (Constituent Awards)**

22 In an effort to simplify and standardize the award process for constituents, the Regional
23 Directors and AGD councils and committees requested that AGD create a universal application
24 that would apply to all awards. Regional Directors work with the chairs of the Communications,
25 Dental Practice, Dental Education, Legislative and Governmental Affairs, and Membership
26 Councils to review and continually improve this application. The universal award application
27 streamlines the amount of paperwork needed and enables constituents to submit award
28 documentation once. Constituent leaders receive the applications annually. They are asked to
29 complete the necessary sections and provide documentation as requested by the deadline as
30 determined for that year.

31 **Award Descriptions**

32
33
34 **Advocacy:** As the AGD solely represents the interests of the general dentist, it is vital that
35 constituents are involved in this process as well. The activities listed on the application are some
36 of the first steps constituents can take to become the voice of the general dentist. This award will
37 not be given unless the council determines a constituent is truly deserving. Ties will be broken
38 by counting the number of successful legislative/regulatory initiatives. Further ties will be
39 broken by rating the successful initiative as matched to the council’s legislative/regulatory
40 priorities. Please note points earned for the Advocacy Award will be determined by the
41 Legislative and Governmental Affairs Council.

42
43 **ACE:** The publishing/production design department keeps members informed through two print
44 publications, *AGD Impact* and *General Dentistry*, as well as through online newsletters, such as
45 *AGD in Action*. The Editors’ Program provides a forum for discourse among constituent editors,
46 allowing them to trade useful information for constituent newsletters and information on ways to
47 recruit, retain, and train new editors. This award recognizes excellence in newsletter publishing.
48 Newsletters are evaluated by impartial judges who are not affiliated with the AGD. Please note
49 points earned for the ACE award will be determined by the Communications Council.

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CE Award of Excellence: The Continuing Education (CE) Award of Excellence recognizes exemplary continuing dental education programs throughout a state. It acknowledges constituents who have provided multiple CE opportunities throughout their state through direct training or through approved local program providers and have encouraged participation in the Fellowship and Mastership Awards programs. Please note points earned for this award will be determined by the Dental Education Council.

Membership: The membership department contributes to the growth and effectiveness of the AGD by continuing to improve our member service, building and maintaining a viable membership base, maintaining continuing dental education transcripts for members, and administering quality affinity programs for all member segments. This is accomplished by a combination of staff and volunteer efforts to energize and involve members in activities of the AGD, including the recruitment and retention of members. This award seeks to honor and reward constituents who have gone above and beyond the call of duty in their recruitment and retention efforts. Please note points earned for this award will be determined by the Membership Council.

Public Information: The publishing/production design department keeps members informed through two print publications, *AGD Impact* and *General Dentistry*, as well as through online newsletters, such as *AGD in Action*. The Editors' Program provides a forum for discourse among constituent editors, allowing them to trade useful information for constituent newsletters and information on ways to recruit, retain, and train new editors. This award recognizes excellence in newsletter publishing. Please note impartial judges who are not affiliated with the AGD evaluate the newsletters and award points.

Constituent of the Year: The Constituent of the Year (COY) Award recognizes constituents who display strengths in every area of constituent activity representing; governance and administration, CE, communication, membership, and public information. Constituents seeking to earn the COY should complete all necessary sections of the UAA to be eligible. Please note points earned for the COY award will be determined by the Regional Directors.

3 **E. Board Meetings**

5
6 The President-Elect shall have the prerogative to determine where one meeting outside of
7 Chicago will be held. If the costs of any of these meetings are in excess of \$100,000 as per
8 Policy Type IV., Executive Limitations, A. Annual Executive Constraint, 9, then Board approval
9 will be required prior to entering into that said contract. All off-site meetings of the Board should
10 include an "outreach" event with the local, constituent, or regional component where the meeting
11 is held. Such event must fit with the cost parameters detail above and cannot add to the length of
12 the meeting.

13
14 HOD Policy 2009:103R-H-7

15 "Resolved that the Board policy be amended that non-voting observers will be recognized
16 based on parliamentary procedure."

17
18 1. That the following non-voting observers will be recognized based on parliamentary
19 procedure:

- 20 • Regional Directors
- 21 • Division Coordinators
- 22 • Council/committee chairs
- 23 • Any constituent officer

24
25 And be it further resolved, that HOD Policy 76:57:H-11 be interpreted to exclude the two
26 official RD representatives at the Board meeting as well as any RD who is observing the
27 meeting when his or her region's trustee is absent.

28
29 Approved 2017-2018 Board Meeting III

30
31 Resolved, that at every AGD Board meeting, after the initial discussion of the meeting's agenda,
32 the presiding officer call for an executive session, if necessary, to update the AGD Board of
33 items discussed by the AGD Executive Committee in all executive sessions that have taken place
34 between and at Board meetings.
35

2

3 **F. Dues Stabilization Policy**

4

5

6 Dues Stabilization: The Board shall develop annual budgets and manage the AGD's finances and
7 reserves in accordance with the long-term financial strategy of dues stabilization. The dues
8 stabilization strategy seeks to achieve long-term dues stability. Stable dues are viewed to be
9 supportive of the organizational objective to increase membership market share.

10

11 A key element of the dues stabilization strategy is a strong reserve position. Growth in non-dues
12 revenue is required to make the AGD less dependent upon dues revenue. The focus in generating
13 non-dues revenues must be on the net margins generated from the revenues, rather than a focus
14 on gross revenues. Flexibility is needed to develop annual budgets which provide member
15 programs and services in support of the strategic plan while keeping required dues increases at or
16 below an inflationary level.

17 Dues for all categories of membership except students will be based on the previous 12 months'
18 CPI as of the January of the year the budget is being compiled. Dues for students will be
19 reviewed every three years and be considered for no more than a 5% increase of the current
20 student dues rate.

21

2

3 **G. PACE Fees Stabilization Policy**

4

5

6 The Board shall develop annual budgets and manage the AGD’s finances and reserves in
7 accordance with the long-term financial strategy of AGD PACE application fees (PACE fees)
8 stabilization. The PACE fees stabilization strategy seeks to achieve long-term stability by
9 keeping annual application fees increases at approximately three percent. Additionally, PACE
10 annual maintenance fees shall increase approximately 10% every three years beginning January
11 1, 2017. Stable fees are viewed to be supportive of the organizational objective to increase non-
12 dues revenue.

13

14 A key element of the PACE fee stabilization strategy is a strong reserve position. Growth in
15 non-dues revenue is required to make the AGD less dependent upon dues revenue. The focus in
16 generating non-dues revenues must be on the net margins generated from the revenues, rather
17 than a focus on gross revenues. Flexibility is needed to develop annual budgets which provide
18 member programs and services in support of the strategic plan while keeping required dues
19 increases at or below an inflationary level.

20

21

1 **H. Investment Policy Statement**

2
3 Approved 17-18 Board Meeting II

4 **Investment Policy Statement**

5 Academy of General Dentistry

6
7 **March 2018**

8
9 **Prepared by the**

10 **Academy of General Dentistry Investment Committee**

11
12
13 **John W. Portwood, Jr., DDS, MS, MSF, CFP, ChFC, CLU, MAGD, Chair**
14 **Bryan C. Edgar, DDS, MAGD**
15 **Richard D. Knowlton, DMD, MAGD**
16 **Mohamednazir Harunani, DDS, MAGD, Consultant**

17
18
19 **As amended and approved at the March 2018 Board meeting**

TABLE OF CONTENTS

1		
2	Investment Policy Discussion.....	131
3	What Is an Investment Policy Statement?	131
4	The Need for a Written Policy.....	131
5	Steps to Take to Establish an Investment Policy.....	131
6	Investment Committee Appointment	131
7	Introduction.....	Error! Bookmark not defined.
8	Key Contacts for the IPS	134 Error! Bookmark not defined.
9	Overview Commentary	135
10	Long-Term Objectives for the AGD	135
11	Assets Considered Within This IPS	135
12	Investment Objectives	Error! Bookmark not defined.
13	Time Horizon	Error! Bookmark not defined.
14	Tax Policy	138
15	Risk Tolerance	137
16	Asset Class Selection.....	137
17	Assumptions Used to Calculate Expected Returns	140
18	Based on Historical Assumptions.....	140
19	Updated Allocations	140
20	Rebalancing Procedures	140
21	Adjustment in the Targeted Asset Allocation	140
22	Frequency of Review	Error! Bookmark not defined.
23	Liquidity	Error! Bookmark not defined.
24	Marketability of Assets.....	141Error! Bookmark not defined.
25	Diversification	Error! Bookmark not defined.
26	Permitted Security Types.....	141
27	Selection/Retention Criteria for Investments	Error! Bookmark not defined.
28	Mutual Fund Investment Management Selection.....	142 Error! Bookmark not defined.
29	Cash Equivalent Vehicles.....	142
30	Common Stocks.....	143
31	Mutual Funds.....	143
32	Exchange Traded Funds	145
33	Bonds and Other Fixed Income Vehicles.....	146
34	Mutual Funds.....	146
35	Balanced Funds/Managers	148
36	Alternative Investments	149
37	Real Estate	149
38	Investment Monitoring and Control Procedures	151
39	Investment Monitoring	151
40	Reports.....	152
41	Duties and Responsibilities	152
42	The Investment Committee	152
43	The Board	153
44	Disclosure.....	Error! Bookmark not defined.
45	Adoption	Error! Bookmark not defined.
46	Acknowledgement.....	Error! Bookmark not defined.
47		

INVESTMENT POLICY DISCUSSION

What Is an Investment Policy Statement?

An investment policy outlines and prescribes a prudent and acceptable investment philosophy and defines the investment management procedures and long-term goals for the Academy of General Dentistry (AGD).

The Need for a Written Policy

The principal reason for developing a long-term investment policy and for putting it in writing is to protect the organization's portfolio from *ad hoc* revisions of sound long-term policy. The written investment policy will help the organization maintain a long-term policy when short-term market movements may be distressing and the policy is in doubt.

The development of an investment policy follows the basic approach underlying financial planning: assessing one's financial condition, setting goals, developing a strategy to meet the goals, implementing the strategy, regularly reviewing the results and adjusting the strategy or the implementation as circumstances dictate. Using an investment policy encourages the organization to become more disciplined and systematic, thus improving the probability of achieving its investment goals and thereby meeting the financial needs of the organization.

Steps to Take to Establish an Investment Policy

1. Assess the financial situation—identify goals and needs.
2. Determine the tolerance for risk and the time horizon.
3. Set long-term investment objectives.
4. Identify restrictions on the portfolio and its assets.
5. Determine the asset classes and appropriate mix (the "Asset Allocation") to maximize the likelihood of achieving the investment objectives at the lowest level of risk.
6. Determine the investment methodology for investment (manager) selection, rebalancing, buy-sell disciplines, portfolio reviews and reporting, etc.
7. Implement the decisions.
8. Evaluate performance on a regular basis.

Investment Committee Appointment

The Investment Committee's role in this relationship is that of consultant to the AGD. The Board has delegated decision-making on investments to the Committee as defined in this IPS. The Committee will operate under the auspices of the Board.

The Investment Committee shall meet face-to-face, at a minimum, twice annually, with other meetings by conference call or electronic means to review investments as to their applicability to the plan. If the Investment Committee feels that another face-to-face meeting is necessary, it will be at the most economical site considering travel and lodging expenses. The Executive Director or the Board must approve additional meetings and conference calls if they are necessary.

Investment Committee Charge

The Investment Committee shall consist of three (3) voting members who will serve three-year (3) terms by appointment of the incoming President, with Investment Committee guidance, and Board approval. Individuals do not have to be members of the Budget and

1 Finance Committee, nor on the Board, but must have a financial background to be qualified
2 for appointment. The Treasurer shall serve as a consultant to the Investment Committee.
3 All voting decisions made by the three-person Investment Committee must be unanimous.
4

5 The Investment Committee shall have a fourth non-voting member whose purpose is to
6 learn the functions and methods utilized by the Investment Committee until there is an
7 opening on the Investment Committee. This member shall be appointed by the incoming
8 President, with Investment Committee guidance and Board approval. At the appropriate
9 time, that member may become a voting member subject to above approval process and
10 have the regular member term limits and responsibilities.
11

12 The fourth non-voting member may become a voting member, after successfully serving
13 for two years, with approval of the voting members. Once the fourth member is approved:
14

15 a. A $\frac{3}{4}$ majority vote will be required on all decisions

16 b. A response time limit of 72 hours will be implemented. After the time has expired and
17 if there are three votes registered, the remaining member that did not respond is registered
18 as “absent” and the proposal moves forward according to the three votes. The committee
19 will document who participated in the vote. If any member needs more time to evaluate
20 the proposal, a time extension may be requested. Habitual failure to participate may be
21 grounds for removal from the committee.

22 c. Should a member leave for any reason, or be unavailable for any period of time, the
23 committee shall revert to the original format of three members with a unanimous vote
24 required on all decisions.
25

26 The Investment Committee is expected to provide advice on the Investment Fund in a
27 manner consistent with this Investment Policy Statement (IPS) and in accordance with state
28 and federal law.

29 The Investment Committee shall be responsible for:

- 30 • Designing, recommending, and implementing an appropriate plan consistent with
31 the investment objectives, time horizon, risk profile, guidelines, and constraints
32 outlined in this statement;
- 33 • Recommending an appropriate custodian to safeguard the AGD’s assets;
- 34 • Identifying specific assets and investment managers within each asset category;
- 35 • Ensuring that the custodian provides the Investment Committee with a current
36 prospectus, where applicable, for each investment proposed for the Investment
37 Fund;
- 38 • Monitoring the performance of all selected assets;
- 39 • Recommending changes to any of the above;
- 40 • Voting proxies accordingly to the guidelines and restrictions outlined herein when
41 applicable and otherwise according to its best judgment;
- 42 • Periodically reviewing the suitability of the investments for the AGD, being
43 available to meet with the Board at least annually and at such other times within
44 reason at the AGD’s request;
- 45 • Preparing and presenting appropriate reports.
- 46 • To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.:
47 Board Policy Statements.

- Evaluate the pricing of all programs and services annually during the fall (at the Joint Council Meetings I if meeting) to be included as part of the budget process and provide a complete pricing analysis to the Board at the Board Meeting III at least every three years.

There may also be an Investment Advisory Group consisting of an unlimited number of people who shall serve in an advisory function to the Investment Committee as needed. These members are non-voting and do not mandatorily attend the Investment Committee meetings. They may, however, be allowed to attend the investment committee meetings with approval of the Chair and under the condition that they are not reimbursed by the AGD for attending the meeting. The purpose of this group is to develop future members of the Investment Committee.

The Investment Committee shall, through its Chair, also have the ability to invite other potential members, or advisors, to its meetings. If the funds are not in the budget, then approval of these funds by the Executive Director, or the Board, must be obtained. Although these attendees will not have voting privileges, they, through discretion of the Chair, can contribute to the deliberations.

The Investment Committee may occasionally need to consult with specialists in a particular area of investing. These meetings can occur by phone, meeting at the specialist's site, or at the Investment Committee's meetings. These meetings must be budgeted for and pre-approved by the Executive Director or the Board.

INTRODUCTION

The purpose of this Investment Policy Statement (IPS) is to establish a clear understanding between the AGD, the Board, and the Investment Committee as to the investment goals, objectives, and management policies applicable to the AGD's investments (defined later).

This IPS will:

- ◆ Establish reasonable expectations, objectives, and guidelines in the investments.
- ◆ Create the framework for an asset mix to generate acceptable long-term returns at a level of risk suitable to the organization to include:
 - ◆ A description of an appropriate risk posture for the investment of the organization's Investment Fund.
 - ◆ The establishment of target ranges of the asset allocation policy.
- ◆ Establish investment guidelines for selecting investment managers, permissible securities, and diversification of assets.
- ◆ Specify criteria for evaluating asset performance.
- ◆ Define the responsibilities of the Board, and the Investment Committee.
- ◆ Encourage effective communication between the investment manager(s) and the Board.

This IPS is not a binding contract. The Board uses it at its own discretion. This IPS is intended to be a summary of an investment philosophy and the procedures that provide guidance for the Board. The investment policies described in this IPS should be dynamic. These policies should reflect the AGD's current status and philosophy regarding its

1 investments. These policies will be reviewed and revised periodically to ensure that they
2 adequately reflect any changes related to the investments, the AGD, or the capital markets.

3
4 It is understood there can be no guarantee about the attainment of the investment goals or
5 objectives outlined herein. The Board requested that the attorney research the liability of
6 the Investment Committee, the Chief Financial Officer, and the Board in making
7 investment decisions. The attorney concluded that they were clearly included and covered
8 in the Bylaws under the Indemnification Chapter XVIII.
9

10 **Key Contacts for the IPS**

11 John W. Portwood, Jr., DDS, MS, MSF, CFP, ChFC, CLU, MAGD of Baton
12 Rouge, LA
13 Investment Committee Chair

14
15 Christa Ojeda, CPA of Chicago, IL
16 Chief Financial Officer of the AGD

17 18 **OVERVIEW COMMENTARY**

19 **Long-Term Objectives for the AGD**

20 The long-term objective of the AGD is to maintain reserves at a minimum of 50% of
21 budgeted expenditures to provide a safety net for the operation of the organization.
22

23 To provide for capital expenditures related to improvements of the building a Building
24 Account will be maintained with a balance of up to \$1,500,000.
25

26 In addition, to provide for funding of the AGD-wide initiatives a Competitive Advantage
27 Account (CAA) funded yearly by the Investment Fund dividend (see *Assets Considered*
28 *Within This IPS*, a) Reserve Account) will be maintained.
29

30 **Assets Considered Within This IPS**

31 The funds of the organization shall be segregated into accounts as follows:
32

33 **Operations Account:** This fund will maintain an amount deemed to be essential to meet
34 the ongoing operational needs of the AGD. While the Operations Account is not part of
35 the Investment Fund as per AGD Bylaws, Chapter XVII, Section 2, it is included in the
36 IPS for clarity of the overall finances of the Academy. These funds are under the purview
37 of the Chief Financial Officer and will be invested in cash and cash equivalents. Surpluses,
38 if present, from operations at the close of the year, and following completion of the audit,
39 will be divided evenly between the Building Account and the Operations Account. The
40 investment risk of the Operations Account shall be conservative.
41

42 **Investment Fund:** The primary function of this fund is to achieve long-term objectives,
43 which require its funds to be dedicated for the stipulated investment time horizon and to
44 maintain reserves as prescribed by the Board. Any removal of funds prematurely will
45 compromise accomplishment of the stated objectives.
46

1 However, it is recognized that circumstances may occur that exceed the funds available
2 for normal operations.

- 3 • If funding is needed for an AGD-wide initiative, the CAA must be utilized before
4 removing funds from any other Investment Fund.
- 5 • If funding is needed for the building, then the request should go back to the
6 Building Committee and the Investment Committee to determine which account
7 should be utilized (the Building Account and/or the Reserve Account).
- 8 • If funding is needed for an emergency situation, then the Emergency Account
9 should be utilized before accessing the Reserve Account.

10 Access to the Investment Fund will require the Treasurer's and President's signatures and
11 the following approvals:

- 12 • Competitive Advantage Account (CAA) by a super-majority (60%) vote,
- 13 • Building Account by a simple majority vote, and
- 14 • Reserve Account by a 3/4 vote of the Board.

15
16 In addition, in order to access the CAA, the AIR being presented to the Board for a vote
17 must include a business plan and documented review by the Budget and Finance
18 Committee and by the Investment Committee.

19
20 If during a financial crisis any funds used from the Reserve Account must be replaced
21 within the following five years.

22
23 The Investment Fund shall consist of three accounts, each of which shall retain its own
24 characteristics, principal, and returns:

- 25
26 a) **Reserve Account.** This account is designed to maintain an operational reserve
27 of a minimum of 50% and a maximum of 100% of budgeted expenditures. At
28 the end of each fiscal year, all proceeds above 100% will be moved into the
29 Competitive Advantage Account. If the reserve level falls below 50% of
30 budgeted expenditures, any and all distributions from the Reserve Account will
31 be suspended, and the operating surplus distributions to the Building Account
32 will be redirected to the Reserve Account up and until which time the Reserve
33 Account is restored to 50% of the budgeted expenses. The budgeted
34 expenditures pertaining to the above clauses will exclude depreciation on the
35 building and build-out at 560 West Lake Street.

36
37 The Reserve Account balance is used to calculate the reserve account ratio.

38
39 The investment risk of this account will be conservative.

40
41 A 2.5% annual distribution, (as of fiscal year-end balance), (also known as the
42 Investment Fund dividend) shall be allocated from the Reserve Account to the
43 Competitive Advantage Account (CAA). This allocation shall be contingent
44 upon the balance remaining after the allocation being 55% or above the
45 upcoming budget cycle expenditures. Provided that excess funds are available,
46 a special allocation may exceed the 2.5% level such that it does not exceed 50%
47 of the prior year annual Reserve Account return. The funds will be transferred
48 as needed during the budgetary year as described above.

TIME HORIZON

Capital values do fluctuate over shorter periods and the Board should recognize that the possibility of capital loss does exist. However, historical asset class return data suggests that the risk of principal loss over a holding period of at least three to five years can be minimized with the long-term investment mix and style employed under this IPS.

TAX POLICY

Taxes can affect the investment policy in several ways:

- ◆ The determination of the appropriate investment vehicles for a portfolio, either taxable or tax-free, and/or income producing or growth through capital appreciation.
- ◆ The selection of either an active or passive strategy to be employed by the money manager for a particular asset class. There is currently an ongoing debate in the financial world as to the pros and cons of active versus passive management. It is not our intention to add to this debate, but to identify that this is an issue that must be addressed in the IPS.

The AGD is exempt from taxes since it is a non-profit organization. Therefore, there will be no further discussion of the tax policy.

RISK TOLERANCE

Investment theory and historical capital market return data suggest that over the long term there is a direct relationship between risk (e.g. volatility of return) and return.

Value investing requires researching and evaluating securities that are, for a correctable reason, below their true value. Although, in an ideal world, the Investment Committee would purchase these securities at their lowest value, this is not an exact science and sometimes a security's price may decrease further. The security was purchased at a discount and is a good value – it just isn't at its lowest price. This may transpire over a variable period of time and is a possible consequence of the process.

The Investment Committee uses a combination of individual securities and professionally managed securities, for their long-term investments. Mutual funds, REITs and ETFs are used since they are professionally managed, are diversified, and have low costs. Risk for the long-term investments shall be measured by the Beta of the funds, standard deviation of the individual stocks, and duration of individual bonds.

ASSET CLASS SELECTION

The Investment Committee will select its investment assets by using the following criteria:

1. Adequate diversification
2. Conservative selections
3. Flexibility in the decision-making process
4. Low cost
5. Ease of implementation and continuity

- 1 6. Ease of understanding
- 2 7. Acceptable liquidity

3
4 Academic research supports allocating total assets among various asset classes, which will
5 outweigh individual security selection and other decisions that impact portfolio
6 performance. Although the Investment Committee believes in asset allocation for
7 diversification needs, it also recognizes that there are times the Investment Committee
8 needs to be flexible in its decision-making process as “windows of opportunity” become
9 available. The Investment Committee needs to be positioned to take advantage of these
10 opportunities. Therefore, allocation models will be expressed in ranges, rather than
11 absolutes.

12
13 The Investment Committee has chosen and the Board has agreed to incorporate a value-
14 driven model in its investment philosophy and will primarily use this technique in choosing
15 individual securities. This technique is designed to produce superior results over extended
16 periods. Specific details of this technique will be explained further in this document.

17
18 If appropriate, the Investment Committee may utilize a passive, instead of active, strategy
19 using dollar-cost averaging techniques. Research indicates that this approach can also
20 achieve the AGD’s objectives while returning above-average earnings over the long-term.
21 Although the Investment Committee recognizes the benefits of passive investing and
22 utilizes the technique for a percentage of its portfolio, it does not presently use this
23 approach for the entire portfolio.

24
25 At present, the Investment Committee utilizes a core and satellite philosophy, combining
26 both a passive component (core), as well as an active component (satellites) to achieve an
27 excess return above that of an average passive portfolio.

28
29 The Investment Committee recognizes the need for international investment approximately
30 50% of global assets are in other countries. Because these assets may not move in the same
31 direction as domestic assets, they can increase return while lowering overall risk. Mutual
32 funds, REITs, and ETFs shall be used primarily for this category, but in the event of a
33 compelling opportunity, an individual security may be selected.

34
35 The need for flexibility in this IPS is evident in bond investments. As rates rise, the value
36 of bonds normally decreases. TIPS (Treasury inflation protected securities) can protect
37 against these interest rate changes to some degree. The Investment Committee recommends
38 that the AGD refrain from long-term bonds until the rate of these bonds exceeds 6.0%
39 and/or interest rates are anticipated to significantly decline. Short-term and intermediate-
40 term bonds can be used when needed for return or for diversification needs. Although
41 mutual funds are professionally managed, the expense ratio for bond funds makes them
42 impractical for use as the annual fee structure diminishes the return significantly. Individual
43 securities or ETFs are therefore the preferred vehicles for these securities.

44
45 Real estate investment shall be entered into only on a case-by-case basis at the appropriate
46 time when significant value exists. In the case of real estate, mutual funds or REITs are the
47 preferred vehicles.

1 The Investment Committee requires unanimous, or a ¾ majority vote if fourth voting
 2 members is present, approval to recommend purchasing or selling any individual security
 3 or mutual fund. However, if a member is unavailable by phone or e-mail for three days,
 4 the other members will be permitted to make investments decisions in the member's
 5 absence. If the member in question has given specific written instructions to the Investment
 6 Committee Chairperson, or the Chief Financial Officer, as to his or her intentions, these
 7 instructions shall stand as their recommendation on the issue.

8
 9 Should the Chief Financial Officer discover a deviation from this stated investment policy,
 10 they shall contact the Investment Committee Chairperson for clarification. If the issue
 11 remains unresolved, the Chief Financial Officer is directed to contact the Treasurer
 12 regarding the deviation. The Treasurer, with Board approval, may direct the Chief
 13 Financial Officer to correct any deviation from this stated policy.
 14

15 ***Asset Categories and Ranges***

16

Asset Category	Holdings	Percentage Range	Total
Cash			0-100%
Bonds			0-70%
	Treasury	0-70%	
	Corporate	0-70%	
	Government Agency	0-70%	
Stocks			0-90%
	Large-Cap	0-90%	
	Mid-Cap	0-90%	
	Small-Cap	0-90%	
	International	0-25%	
Alternative			0-10%
	REIT	0-10%	

17
 18 The initial purchase of any individual security may not exceed 6% of the total value of an
 19 Account. If at a future date the value of the security is greater than or equal to 6% of the
 20 value of the Account, further purchases of that security will not be allowed. The value of
 21 the position may exceed 6% as the result of appreciation in the market value of the security.
 22 The value of an individual security can also be restored to 6% if it decreases below the 6%
 23 limitation.
 24

25 The purchase of a mutual fund or ETF may not exceed 15% of the total value of an
 26 Account. If at a future date the value of the security is greater than or equal to 15% of the
 27 value of the Account, further purchases of that security will not be allowed. The value of
 28 the position may exceed 15% as the result of appreciation in the market value of the
 29 security. The value of a mutual fund—or ETF can also be restored to 15% if it decreases
 30 below the 15% limitation.
 31

32 Occasionally, a company offers its shareholders of record a Rights Offering, which is an
 33 opportunity to buy additional shares at a prescribed share value. Recognizing that these

offerings often benefit the shareholder, the Investment Committee should recommend whether to exercise the Rights Offerings if it is advantageous to the AGD, even if it goes above 15%.

Assumptions Used to Calculate Expected Returns Based on Historical Assumptions

Asset Class	Expected Return	Standard Deviation
Cash Equivalents	3.6%	3.4%
Bonds	5.5%	9.5%
Stocks	11.0%	26.5%
Real Estate	8.0%	16.2%

Assumed rates of return for various asset classes and correlations between various asset prices are used in asset allocation plans. The rates of return and price correlations are typically based on historical data. However, the historical data on price correlation coefficients is anything but stable with stock and bond prices not necessarily correlated. Moreover, future price correlations (between asset classes) may not be predictable.

Updated Allocations

Periodically, it may be desirable to amend the basic allocation policy or calculations.

Rebalancing Procedures

Periodically, market conditions may cause the investments in various asset classes to vary from the established allocation. To remain consistent with the target allocation guidelines established by this IPS, the Investment Committee should review the Investment Fund annually and rebalance the portfolio accordingly.

Adjustment in the Targeted Asset Allocation

Adjustments to the targeted asset allocation are at the discretion of the Investment Committee with approval from the Board.

FREQUENCY OF REVIEW

The Investment Committee will review and reallocate the investments annually as necessary.

The Board recognizes that investments go through cycles with times when the investment objectives are not met or when specific managers fail to meet their targets. Recognizing that no manager is perfect all the time and that good years help to make up for bad ones, the Board acknowledges that managers should be given an opportunity to make up for poor periods. Unless there are extenuating circumstances, patience is appropriate when performance has been disappointing but the investment is still sound.

On an overall portfolio basis, the AGD establishes a goal of achieving the stated investment return objectives over a 5 year period of time. A shorter time frame would contradict the policy to overcome poor performance with subsequent excellent performance.

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LIQUIDITY

The Board has determined that sufficient dependable income and liquidity are available from the Operations Account such that the organization does not need to maintain cash balances for operations in the Investment Fund other than in the Competitive Advantage Account (CAA). For the sake of liquidity, 10% of assets for all but the CAA will be held in cash or cash equivalents unless market conditions, or compelling investments dictate otherwise.

MARKETABILITY OF ASSETS

Although the Investment Fund has a long-term investment horizon, none (0%) of its assets are required be invested in illiquid investments.

DIVERSIFICATION

Investment of the AGD's funds is limited to the following categories:

Permitted Security Types

1. Open End Funds
 - a. Stocks – both domestic and international.
 - b. Bonds
 1. - both domestic and international (investment grade only)
 2. - both Treasury and Corporate (investment grade only)
 - c. Government agency securities
 - d. Money Market
 - e. Real Estate Investment Trusts (REIT's)
 - f. Exchange Traded Funds (ETF's)
2. Insured bank certificates of deposits
3. Master Limited Partnerships
4. Treasury securities
5. Corporate bonds – AAA, AA, or A grade (Standard & Poor)
Aaa, Aa, or A grade (Moody's)
6. Federal agency securities
7. Interest bearing Money Market Accounts
8. Exchange-traded individual securities (other than those prohibited)
9. Commodities within ETF's, mutual funds, or individual securities
10. Precious metals within ETF's, mutual funds, or individual securities
11. Options as a defensive hedging strategy used in conjunction with portfolio positions and may only represent a maximum of five percent (5%) of the total value of invested equities

Prohibited Asset Classes and/or Security Types

1. Annuities

- 1 2. Precious metals in their tangible form
- 2 3. Distressed securities
- 3 4. Venture capital
- 4 5. Private Placement Limited Partnerships
- 5 6. Short sales of equity positions
- 6 7. Purchases of Letter Stock, Private Placements, or direct payments
- 7 8. Leveraged transactions
- 8 9. Futures and commodities transactions involving leverage or direct possession
- 9 10. Purchases of real estate as an investment, with the exception of REIT's
- 10 11. Closed-End Funds
- 11 12. Aggressive options strategies such as uncovered calls and puts, spreads,
12 straddles, or other options strategies that fall within level III and IV broker
13 permissions
- 14 13. Cryptocurrencies

SELECTION/RETENTION CRITERIA FOR INVESTMENTS

Mutual Fund Investment Management Selection

Mutual fund investment managers shall be selected using the following criteria:

- 18 1. Past performance relative to other investments with the same investment objective
19 . Consideration shall be given to both performance rankings and consistency of
20 performance
- 21 2. Costs relative to other funds with similar objectives and investment styles
- 22 3. Portfolio turnover
- 23 4. Size of the proposed mutual fund
- 24 5. Time the fund has been in existence and under the direction of the current
25 manager(s)
- 26 6. Material changes in the manager's organization and personnel
- 27 7. Historical volatility and downside risk of proposed investment
- 28 8. How the investment complements other assets in the portfolio
- 29 9. Current economic environment
- 30 10. Likelihood of future investment success, relative to other opportunities

Individual Investment Management Selection

Individual investment managers should be selected using the following criteria:

- 35 1. Experience with investments for a minimum of 5 (five) years
- 36 2. Prior investment results
- 37 3. Area of expertise with investments, preferably in non-profit organizations
- 38 4. Affiliation – e.g., larger firms provide more comprehensive research, while smaller
39 firms typically provide more personal attention
- 40 5. Costs relative to other managers
- 41 6. Compatibility with the Investment Committee
- 42 7. Reputation

Cash Equivalent Vehicles

Cash equivalent investments may be pooled investment vehicles, such as money market funds, where the fund's share price is intended to remain constant and the fund's yield is

1 comparable with the current risk-free rate of return. Also permitted in this category are
2 U.S. agency-guaranteed bank certificates of deposit (purchased directly from banks or
3 indirectly through brokerage accounts) and short-term U.S. government securities.

4 The following are guidelines for selecting and retaining any pooled investment vehicles
5 serving as a cash equivalent investment. While these guidelines are not absolute, the
6 Investment Committee will consider these prior to the purchase and retention of a cash
7 equivalent fund:

- 8 1. The fund will have an investment track record of no less than three years.
- 9 2. The funds' average annualized yield, net of fund level expenses, over a three-year
10 period will be no less than 0.5% below that of the average of all other funds
11 sharing a similar investment objective for an equivalent period.
- 12 3. If funds are maintained in a Money Market Account, the Chief Financial Officer
13 shall have check writing withdrawal capabilities in order to move assets as
14 recommended by the Investment Committee.
- 15 4. Individual investments in Certificates of Deposits may also be utilized. These
16 investments must be insured adequately to protect the amount invested.

17 The Investment Committee will review the performance of each cash equivalent vehicle
18 quarterly. The investment vehicle's total returns will be compared with the average returns
19 for all other cash equivalent funds with a similar investment objective for the previous one,
20 three and five-year periods.

21
22 If a selected fund under performs the returns established by such averages by more than
23 0.5% for the prior three-year period, such fund(s) will be placed on probation for the
24 subsequent three months. If over the subsequent quarter the fund's average annual return
25 remains 0.5% below that earned by the applicable average, the Investment Committee will
26 decide if the fund continues to be an appropriate investment.

27
28 Cash in this policy is viewed as a holding vehicle until an appropriate investment presents
29 itself. A minimum of 10% of portfolio value will be maintained in cash/cash equivalents
30 at all times to provide liquidity to the Investment Fund.

31 **Common Stocks**

32 **Mutual Funds**

33 Any selected common stock mutual funds shall be pooled investment vehicles, such as a
34 publicly traded open-end mutual fund, providing daily asset valuations or price quotations.
35 Such investments may include any size domestic or non-U.S. stock.
36

37
38 The following guidelines will be utilized for the selection and retention of any pooled
39 common stock investment vehicles. While these guidelines are not absolute, the Investment
40 Committee will consider these prior to the purchase and retention of any mutual fund:

- 41 1. Have an investment track record of no less than five years.
- 42 2. Investment management must have been present for the past three years unless
43 the fund is under team management. If team management is present then there
44 must be stability in the group.
- 45 3. No 12b-1 expenses.
- 46 4. Average annualized returns net of fund level expenses, over a three year time
47 period or more, will be no less than the average returns for equivalent pooled
48 investment vehicles sharing the same investment objective.

- 1 5. No load greater than 3% with preference given to no-load funds.
- 2 6. Investment risk as measured by a Beta of no more than 1.00.
- 3 7. Operating expenses shall not exceed 1.2% annually on domestic funds and 1.5%
- 4 annually on international funds.
- 5 8. Have corresponding money market funds to which equity positions can be
- 6 changed rapidly to cash positions in case one of the triggering mechanisms is
- 7 activated.

8 The Investment Committee will review the performance of each common stock fund
9 quarterly. Total returns will be compared against the average returns for equivalent pooled
10 investment vehicles sharing the same investment objectives for the previous one, three, and
11 five-year periods.

12
13 If any fund under performs the applicable averages for a period of one year, the selection
14 fund will be placed on probation for the subsequent quarter. If over the subsequent year the
15 funds' average return for the applicable three-year period remains below that earned by the
16 average equivalent pooled investment vehicle sharing the same investment objective, the
17 Investment Committee will decide if the fund continues to be an appropriate investment.

18
19 The relative risk of the fund will also be reviewed quarterly, as measured by the fund's
20 Beta, over the most recent one, three, and five-year periods.

21 22 **Individual Securities**

23 Our AGD investment policy involves the purchase securities when their price appears to
24 be well below the appraised or analyzed value. This usually results in the purchase of out
25 of favor companies or a so-called "value" investing.

26
27 Successful value investing often requires patience and periods of inactivity. It also requires
28 changing investments at times when others say to the contrary. The Investment
29 Committee's decisions will be considered sound when the investment is thoroughly
30 analyzed in regards to valuations

31
32 The default position will be cash or the equivalent if there are no compelling equity or debt
33 securities.

34
35 The guidelines provided below are to be used in evaluating individual equities. While these
36 rules are not set in stone, the Investment Committee will consider these prior to the
37 purchase of an individual security:

- 38 1. A company in business for at least twenty years and publicly traded for at least
- 39 the last ten years.
- 40 2. A company whose business model is completely understood.
- 41 3. A company whose business is expected to continue for the next twenty years.
- 42 4. A company operating at a profit.
- 43 5. A purchase price at or near a multi-year low with a price to earnings ratio that is
- 44 at or near a 5 to 10 year low.
- 45 6. A price to sales ratio less than 70%, preferably below 50% and can be averaged
- 46 down if it falls to an extreme 30%.
- 47

- 1 7. A price to book (assets less liabilities, less preferred stock) ratio of less than two
2 and preferably near one or less.
- 3 8. The price of the stock not more than 2/3 of net current assets per share (current
4 assets less total debt, less the value of preferred shares, divided by the number
5 of common shares).
- 6 9. Companies with capable management and personal ownership of stock.
- 7 10. Companies fitting the above criteria are often out of favor for a particular
8 reason. The Investment Committee must determine if they understand the
9 reason and can comfortably project that the company is in a temporary set-back
10 or in a situation that is a one-time event and unlikely to significantly impact
11 ongoing operations. These can often be wonderful investing opportunities if
12 purchased with a backstop of value.
- 13 11. Companies with assets carried on the balance sheet below their actual worth,
14 such as real estate, natural resources, surplus funds in a pension plan, or
15 profitable subsidiaries, which, if sold separately, would bring a premium price.
- 16 12. The company's current net profit should be an additional 33% more than the net
17 profit of the company ten years ago.
- 18 13. The company possesses little or no debt. The long-term debt should be less than
19 two years of net profit.
- 20 14. Total Debt (current and long-term) shall not exceed 60% of current assets.
- 21 15. A Price to Earnings Growth (PEG) ratio between 0.2 and 1.0. This shows a
22 company that has started growing.
23

24 ***Exchange Traded Funds***

25 Any selected exchange traded fund (ETF) shall be an investment vehicle providing daily
26 price quotations. Such investments may include focus on any size domestic, or non-U.S.,
27 stock. ETFs are designed to match an underlying index upon which the ETF is based.
28

29 These investments have similarities to mutual funds, yet have many features similar to an
30 individual security. They are based on a basket of stocks like a mutual fund, but can be
31 sold in intraday trading and can be short sold like individual securities. Since ETFs are
32 based upon indexes, costs rival and are usually lower than those of mutual funds. Although
33 mutual fund managers make judgments about individual stocks, ETF managers aspire to
34 keep the fund as close to the underlying index as possible, therefore, rarely are there large
35 concentrations of a particular security.
36

37 The following guidelines will be utilized for the selection and retention of any ETF. While
38 these guidelines are not absolute, the committee will consider these prior to the purchase
39 and retention of any ETF:
40

41 ***and will submit the winner's name to the Awards Committee to be***
42 ***forwarded to the Board for final approval."***

43 In the event any selected fund underperforms the applicable averages for a period of one
44 year, the selected fund will be placed on probation for the subsequent quarter. If over the
45 subsequent quarter the fund's average return for the applicable one-year period remains
46 below that earned by the appropriate index, the Investment Committee will make a
47 determination as to whether the fund continues to be a prudent and appropriate investment.
48

1 The relative risk of the selected investment vehicle will also be reviewed on a quarterly
2 basis, as measured by the fund's Beta, over the most recent one-, three-, and five-year
3 periods.
4

5 ***Bonds and Other Fixed Income Vehicles*** 6 ***Mutual Funds***

7 Selected diversified bond funds shall be pooled investment vehicles, such as a publicly
8 traded mutual fund, providing net asset valuations published on a daily basis.

9 The guidelines provided below are used in evaluating mutual funds. While these guidelines
10 are not absolute, the Investment Committee will consider the following prior to the
11 purchase and retention of any mutual fund:
12

- 13 1. Investment track record of no less than three years.
- 14 2. Average annualized returns net of fund level expenses, over a three year time
15 period or more, will be no less than the average returns for equivalent pooled
16 investment vehicles sharing the same investment objective.
- 17 3. Incur investment risk no greater than that incurred by publicly traded funds
18 with the same investment objective, as measured by the fund's standard
19 deviation.
- 20 4. Invest in no fewer than twenty income producing securities representing at
21 least twenty corporate issuers or a comparable number of securities backed by
22 the full faith and credit of the U.S. government or one of its agencies or a
23 combination thereof.
- 24 5. Have corresponding money market funds to which equity positions can be
25 changed rapidly to cash positions in case one of the triggering mechanisms is
26 activated.
27

28 The Investment Committee will review the performance of each fund annually. Each fund's
29 total returns will be compared against the average returns for equivalent pooled investment
30 vehicles sharing the same investment objectives for the previous one, three, and five-year
31 periods.
32

33 Should any fund underperform the applicable averages for a period of two years, the
34 selection fund will be placed on probation for the subsequent year. If over the subsequent
35 year the funds' average return for the applicable three-year period remains below that
36 earned by the average equivalent pooled investment vehicle sharing the same investment
37 objective, the Investment Committee will decide if the fund continues to be an appropriate
38 investment.
39

40 The relative risk of the selected investment vehicle will also be reviewed quarterly, as
41 measured by the fund's standard deviation, over the most recent one, three, and five-year
42 periods.
43

44 ***Individual Securities***

45 The guidelines provided below are to be utilized in evaluating individual securities. While
46 these guidelines are not absolute, the Investment Committee will consider these prior to
47 the purchase and retention of an individual security:
48

- 1 1. The bond must be of investment grade or better AAA, AA, or A grade
2 (Standard & Poor) or Aaa, Aa, or A grade (Moody's).
- 3 2. Term of 10 years or less on both treasuries and corporate securities.
- 4 3. Call risk on corporate securities should be mitigated by purchasing bonds with
5 call protection for a number of years or with a coupon lower than current market
6 rates, thereby selling at a discount to par. The larger the discount, the lower the
7 call risk.
- 8 4. To eliminate event risk, purchase Treasury or government securities.
- 9 5. To mitigate event risk in Corporate securities purchase only securities in
10 corporations unlikely to be taken over by another corporation. Avoid
11 undervalued companies with strong balance sheets because they are especially
12 vulnerable to event risk.

13 14 **Government Agency Securities**

15 Agency securities come in several forms: short-term notes sold at a discount and interest-
16 bearing notes and bonds. Like Treasury securities, agency securities are issued under the
17 authority of an act of Congress. Therefore, they are exempt from registration with the
18 Securities and Exchange Commission (SEC). Typically these agency issues are backed by
19 collateral in the form of cash, U.S. government securities, and the debt obligations that the
20 issuing agency has acquired through its lending activities. Several agency issues are backed
21 by the full faith and credit of the U.S. Finally, there are agency securities with no direct or
22 indirect federal backing; however, due to the semiofficial status, these agencies offer
23 considerable assurance to the AGD that the government would not permit default.

24 Those agency securities allowed under this policy statement are:

- 25
- 26 1. Federal Home Loan Banks
- 27 2. Federal National Mortgage Association
- 28 3. Government National Mortgage Association
- 29 4. Federal Home Loan Mortgage Corporation
- 30 5. Farm Credit Agencies
- 31 6. Federal Land Banks

32

33 The least expensive and best way to buy short-term issues is through a syndicated
34 brokerage. The syndicate handling a new agency issue sells these securities at par and with
35 no commission. The syndicate makes its profit when it sells the security (roughly \$3 per
36 \$1,000 of face value). These issues are usually pre-sold so if the Investment Committee
37 buys these securities as new issues, it will need to get its subscription in before the pricing
38 announcement is made. Determining the coupon can be made by consulting the selling
39 dealer. Their informed guess will be quite close to the mark.

40

41 These securities are also purchased and sold on the secondary market, but a commission is
42 charged on each transaction. Therefore, unless there is a compelling reason to purchase on
43 the secondary market (e.g., a desired maturity, a deep discount, etc.) buying at initial issue
44 is preferable.

45

46 Fannie Mae and Ginnie Mae securities have the longest maturities outstanding and
47 consequently the widest selection of securities selling at substantial discounts from par.

1 When looking for deep-discount bonds, Fannie Mae debentures, Ginnie Mae participation
2 certificates, and Federal Land Bank bonds should all be considered.

3
4 If the Investment Committee is looking for a stream of monthly payments, the Ginnie Mae
5 pass-through, which is fully backed by the U.S. government, should be considered.
6 Purchasing a pass-through resembles putting a 12-year annuity with the difference being
7 the amount payable each month and is subject to variation due to prepayments of
8 mortgages.

9
10 However, developing a Ginnie Mae investment strategy is not easy. It is based on
11 anticipation of interest rate moves. On anticipation of increasing interest rates, the purchase
12 of certificates trading at a premium should be purchased. If interest rates are decreasing
13 then a lower coupon Ginnie Mae that is trading at a discount should be purchased. The
14 rationale is that if rates are falling, the discounted, or low-coupon, Ginnie Mae's will be
15 repaid faster increasing their yields-to-maturity; if rates are rising, the premium-priced, or
16 high-coupon, certificates, will be paid back more slowly, again increasing the yield-to-
17 maturity.

18
19 The return on agencies is typically slightly more than on Treasury securities. Corporate
20 securities offer still higher yields, but at the expense of some small risk of default.

21 22 **Balanced Funds/Managers**

23 The Board may determine that it is desirable to employ the use of one or more balanced
24 funds, which shall be pooled investment vehicles, such as a publicly traded mutual fund
25 that publishes daily net asset valuations.

26
27 The following guidelines should be used for selecting and retaining investment vehicles
28 serving as balanced funds. While these guidelines are not absolute, the Investment
29 Committee will consider these prior to the purchase and retention of any mutual fund:

- 30 1. Fund operating expenses shall not exceed 1.4% annually.
- 31 2. Current management must have been present for the past three years unless the
32 fund is under team management. If team management is present then there must
33 be stability in the group.
- 34 3. No 12b-1 charges.
- 35 4. No load greater than 3% with preference given to no-load funds.
- 36 5. Average annualized return, net of fund level expenses, over a three year time
37 period or more, no less than the returns generated by the average balanced fund
38 as compiled by Lehman Brothers, Standard & Poor's, or Morningstar, Inc.
- 39 6. Incur investment risk no more than that incurred by publicly traded funds with
40 the same investment objective, as measured by the fund's standard deviation.
41 The risk as measured by Beta will not exceed 1.00.
- 42 7. No less than 20% of the fund's assets should be invested in U.S. government
43 securities or investment grade corporate bonds or a combination thereof at all
44 times.

45
46 The Investment Committee will review the performance of each balanced fund quarterly.
47 Total returns will be compared against the average returns for equivalent pooled investment

1 vehicles sharing the same investment objectives for the previous one, three, and five-year
2 periods.

3
4 If the fund under performs the applicable averages for a period of two years, the selected
5 fund will be placed on probation for the subsequent twelve months. If over the subsequent
6 year the funds' average return for the applicable three-year period remains below that
7 earned by the average equivalent pooled investment vehicle sharing the same investment
8 objective, the Investment Committee will decide if the fund continues to be an appropriate
9 investment. The relative risk of the selected investment vehicle will also be reviewed
10 quarterly, as measured by the fund's standard deviation, over the most recent one, three,
11 and five-year periods.

12 13 **Alternative Investments**

14 15 **Real Estate**

16 When considering an asset class for inclusion in the portfolio, one must consider not only
17 the risk and return characteristics of the asset, but also the diversification benefit it
18 provides. Of the major asset classes, real estate is superior in offering a low correlation,
19 and therefore dampening effect to the volatility, of both domestic and international stocks
20 and bonds. The long-term nature of leases resulting in stable cash flows, a lack of new
21 technologies that change the landscape, and finally the substantial dividend component all
22 explain this low correlation.

23
24 The Investment Committee may determine that it is desirable to employ the use of real
25 estate in its portfolio. Investment vehicles that can be utilized include mutual funds, which
26 are pooled investment vehicles, which publish daily net asset valuations. Real Estate
27 Investment Trusts (REITs) are also an acceptable vehicle for real estate investment. REITs
28 offer both low cost and diversity. Exchange traded funds (ETFs) also address low cost and
29 passive management and are also acceptable for use by the Investment Committee. Studies
30 are inconclusive as to whether active management will outperform funds over a long time
31 period with a passive strategy such as REITs and ETFs especially after costs are factored
32 in.

33
34 The following guidelines should be used for selecting and retaining investment vehicles
35 serving as Real Estate Funds. While these guidelines are not absolute, the Investment
36 Committee will consider these prior to the purchase and retention of any mutual fund:

- 37 1. Have an investment track record of no less than three years.
- 38 2. Investment management must have been present for the past three years unless
39 the fund is under team management. If team management is present then there
40 must be stability in the group.
- 41 3. No 12b-1 expenses.
- 42 4. Average annualized returns net of fund level expenses, over a three year time
43 period or more, will be no less than the average returns for equivalent pooled
44 investment vehicles sharing the same investment objective.
- 45 5. No load greater than 3% with preference given to no-load mutual funds.
- 46 6. Investment risk as measured by a Beta of no more than 0.80.
- 47 7. Operating expenses shall not exceed 1.0% annually on domestic funds and 1.3%
48 annually on international funds.

- 1 8. The Investment Committee will review the performance of each Real Estate
2 Investment quarterly. Total returns will be compared against the average returns
3 for equivalent investment vehicles sharing the same investment objectives for
4 the previous one, three, and five-year periods.
- 5 9. If the vehicle under performs the applicable averages for a period of two years,
6 the selected vehicle will be placed on probation for the subsequent twelve
7 months. If over the subsequent year the vehicle’s average return for the
8 applicable three-year period remains below that earned by the average
9 equivalent investment vehicle sharing the same investment objective, the
10 Investment Committee will decide if the vehicle continues to be an appropriate
11 investment. The relative risk of the selected investment vehicle will also be
12 reviewed quarterly, as measured by the fund’s standard deviation and beta, over
13 the most recent one, three, and five-year periods.

15 **Options**

16 Equity options can be used to offer protective hedges against downside market moves in
17 underlying equities. Many options strategies are available, ranging from very conservative
18 (Level I) to very aggressive (Level IV) methods in the world of derivatives. The IPS allows
19 only conservative strategies. The most common strategies are the purchase of protective
20 put options against an index such as the S&P 500 index (which is also known as “portfolio
21 insurance”) or the sale of call options on an underlying security (also known as “covered
22 calls”). These strategies are occasionally used to help protect equity positions when
23 underlying market conditions signal the potential need for downside protection of portfolio
24 assets. Additionally, covered call option writing offers the potential for additional income
25 in the AGD portfolio.

26 **Warrants**

27 Warrants are similar to call options in that they provide an option to purchase within a
28 specified time, a stated number of shares of common stock at a specified price. There are
29 clear differences in that warrants are issued by corporations, have maturities of at least
30 several years, and are not standardized with each warrant being unique.

31 A warrant provides the owner with an exercisable option on the underlying common stock
32 of the issuer – that is a claim on the equity of a corporation. All of the conditions of a
33 warrant are specified at its issuance. Although the issuer may set any *expiration date*,
34 typically it is three to ten years. Warrants often provide for a one-to-one ratio in conversion,
35 allowing the holder to purchase a number of common shares equal to the number of
36 warrants converted; however, any *conversion rate* can be specified by the company, and
37 fractional shares may be involved. The warrant holder receives no dividends and has no
38 voting rights. Warrant conversions are usually adjusted automatically for any stock
39 dividends or splits. The *exercise price* is also specified at issuance, and it always exceeds
40 the market price of the stock at the time the warrant is issued.

41 Warrants provide a cheaper way to invest in a particular common stock because the
42 purchase of a given number of warrants is always cheaper than the purchase of a
43 corresponding number of common stock shares. Therefore, investors can establish a given
44 equity position for a considerably smaller capital investment through the use of warrants.
45 Investor’s trade warrants on exchanges the same way they trade stocks. Most investors

1 never exercise warrants but simply buy and sell them in pursuit of capital gains. In the case
2 of warrants, since no dividends are paid, the expected return must be realized in the form
3 of capital appreciation, or price change, therefore it is imperative to understanding of the
4 price range in which a warrant may trade.

5
6 Investments in warrants are subject to additional risks that can result in a loss of all or part
7 of an investment. The fund's warrant activities and exposure to warrants are classified by
8 the following primary underlying risks: equity price risk. In addition to its primary
9 underlying risks, the fund is also subject to additional risk due to inability of its
10 counterparties to meet the terms of their contracts (termed counterparty risk).

11
12 The value of a warrant has two components: time value and intrinsic value. A warrant has
13 a limited life and expires on a certain date. As time to the expiration date of a warrant
14 approaches, the time value of a warrant will decline. In addition, if the stock underlying
15 the warrant declines in price, the intrinsic value of an "in the money" warrant will decline.
16 Further, if the price of the stock underlying the warrant does not exceed the strike price of
17 the warrant on the expiration date, the warrant will expire worthless. As a result, there is
18 the potential for the fund to lose its entire investment in a warrant.

19
20 The fund is exposed to counterparty risk from the potential failure of an issuer of warrants
21 to settle its exercised warrants. The maximum risk of loss from counterparty risk to the
22 Fund is the fair value of the contracts and the purchase price of the warrants. While these
23 guidelines are not absolute, the Investment Committee will consider these prior to the
24 purchase and retention of any mutual fund:

- 25
26 1. The company issuing the warrant must be a company registered in the
27 Standard and Poor's Index of 500 largest firms.
- 28 2. The warrant must be traded on a major stock exchange.
- 29 3. The underlying stock must be one that the committee would consider acceptable
30 for purchase given the guidelines for equity purchases.

31 32 ***Additional Investments, if any***

33
34 The Investment Committee has established the following criteria for selecting and
35 retaining other investment vehicles.

36 The selection of such vehicles shall be restricted by:

- 37 1. The aggregate of all such vehicles shall not exceed 10% of the Reserve
38 Account.
- 39 2. Proposed managers shall have a proven and successful track record of at least
40 five years in similar investments.

41 **INVESTMENT MONITORING AND CONTROL PROCEDURES**

42 ***Investment Monitoring***

43 The philosophy of this IPS is primarily value-driven over a long timeframe. Therefore,
44 investments are normally held for the long-term and sold only if certain criteria are met.
45 Individual securities in the Investment Fund will generally be sold for one of four reasons:

- 46 1. The price reaches our appraisal or a reduced margin of safety remains.

2. To improve the risk/return profile substantially, e.g., replace a business selling at 80% of its worth with an equally attractive company at 50% of its value.
3. Future earnings power of the company becomes severely impaired by threats to the business, poor capital allocation, or other reasons.
4. The belief that management can no longer build shareholder value and efforts to find new corporate leadership would be unsuccessful or too costly.

Funds will generally be sold for the following reasons:

1. The reasons the fund was purchased are no longer valid.
2. Management has changed causing concern with continuity of the present investment philosophy.
3. Investment philosophy of the fund itself has changed.
4. Fee structure has changed.
5. Changes in the economy dictate removal.

Reports

The Investment Committee Chair shall prepare the following reports to the Board:

1. The Board will receive a report annually that lists all assets held by the AGD, values for each asset, and all transactions affecting assets within the portfolio, including additions and withdrawals. The Investment Committee Chair shall report to the Board at its Board Meeting II the most recent information. Breakout by asset categories will be provided, with performance compared to appropriate indices.
2. The Board shall receive no less frequently than on a yearly basis and within 30 days after the end of each such period the following management reports on the Investment Fund:
 - a) Values for each investment asset class held by the AGD
 - b) Performance for each asset class
 - c) Performance of standard benchmarks for the same periods
 - d) End of year status regarding asset allocation – as it conforms to the IPS
 - e) Any recommendations for changes of the above
3. The Investment Committee, in conjunction with the Chief Financial Officer, shall provide an annual summary report to the House of Delegates.

DUTIES AND RESPONSIBILITIES

The Investment Committee

The Investment Committee is expected to provide advice on the Investment Fund in a manner consistent with this IPS and in accordance with State and Federal law.

The Investment Committee shall be responsible for:

1. Designing, recommending, and implementing an appropriate plan consistent with the investment objectives, time horizon, risk profile, guidelines and constraints outlined in this statement.
2. Recommending an appropriate custodian to safeguard the AGD's assets.
3. Ensuring that the custodian provides the Investment Committee with a current prospectus, where applicable.
4. Identifying specific assets and/or investment
5. Recommending the purchase of and monitoring the performance of all selected assets.
6. Voting proxies, if necessary, in accordance with the guidelines and restrictions outlined herein where applicable and otherwise according to its best judgment.
7. Provide consulting to the Board on financial decisions as needed.
8. Preparing and presenting appropriate reports annually to the Board.
9. Recommending and implementing changes to the IPS.

The Investment Committee will not take title to any assets nor will it exercise discretionary control over any of the AGD's assets. It shall be responsible to make transaction recommendations to the Chief Financial Officer, who will implement these investment decisions in a timely fashion. Should the Chief Financial Officer be absent or unavailable, the Executive Director shall act in his/her place. Since the Investment Committee never takes control of the AGD's assets, there is no need for bonding of the Investment Committee members; however, the Chief Financial Officer is to be bonded for an amount sufficient to protect AGD's assets.

The Board understands that results from investments cannot be guaranteed and that losses, including principal can occur, even if this policy is followed exactly. Those carrying out the Investment Policy in accordance with the IPS, (including the Chief Financial Officer, the Board, and the Investment Committee), in good faith, are indemnified from liability issues related to implementation of the IPS.

The Board

The Board shall be responsible for:

1. Oversight of the Investment Committee.
2. Directing the Investment Committee to consider changes to the IPS and to oversee its recommendations on policy, guidelines, objectives and specific investments.
3. Providing the Investment Committee with relevant information on the AGD's financial conditions and risk tolerances and inform it promptly of any changes.

DISCLOSURE

As per required by the SEC, Investment Committee members agree to make disclosure to the Chief Financial Officer, with it available to the Board, current or future holdings greater than a 5% financial interest in any outstanding security considered for investment by the AGD. The Chief Financial Officer shall disclose any of his/her holdings directly to the Board. They are also to disclose holdings greater than 5% financial interest in any compensated consultants or brokerage firms that the AGD utilizes. Members shall also disclose employment, business connection, or familial relationship with any of the above

1 entities. Potential conflicts of interest as outlined above shall require abstention from the
2 vote on the investment being considered.

3 **ADOPTION**

4 This policy shall become adopted with approval from the Board.

5 The Chief Financial Officer, with his/her signature, acknowledges he/she is in receipt of a
6 copy of this policy statement and understands its contents.

7 The Chief Financial Officer, with his/her signature, acknowledges he/she is in receipt of a
8 copy of this policy statement and understands its contents. He/She also acknowledges that
9 he/she is given limited transactional authority as provided under this statement and only
10 with a unanimous recommendation by the Investment Committee.

11
12 _____
13 Chief Financial Officer

_____ Date

14 **ACKNOWLEDGEMENT**

15 The genesis of the AGD Investment Policy Statement began due to the foresight of the AGD
16 leadership in 2004 in recognizing the need for a long-term investment policy to protect the
17 organization's portfolio. The document's creation and implementation over that time period
18 has involved many individuals to date. It is, therefore, only appropriate that they be
19 recognized for their time and efforts applicable to their involvement with this document.
20 Special thanks to Dr. Kevin Anderson, who was an integral part in the development of the
21 document and was its co-authors Dr. John Portwood and Dr. Mohamed Harunani. The
22 original members of the Investment Committee in 2004 included: Dr. John Portwood, Chair,
23 Dr. Kevin Anderson, Treasurer and Dr. Mohamed Harunani. Members who have served on
24 the Investment Committee since its inception are listed below.
25

26
27 Dr. John Portwood, Chair and co-author, 2004-present

28 Dr. Kevin Anderson, co-author, 2004-2006

29 Dr. Mohamed Harunani, co-author, 2004-present

30 Dr. Kevin Mears, 2006-2016

31 Dr. Bryan Edgar, 2008-present

32 Dr. Richard Knowlton, 2015-present

33 Dr. Michael Lew, 2018
34
35
36

3 **I. Membership Maintenance**

4
5
6 Continuing dental education is a fundamental value of the AGD, and membership in the
7 AGD requires a minimum of 75 hours of CE every three (3) years. Therefore, all members
8 are required to verify this requirement by signing a statement with their annual dues renewal
9 that this requirement is being satisfied. Members requiring documentation for the AGD
10 awards or other needs, such as licensure, will submit course documentation as has been done
11 in the past.

12 **Submission of CE by Members**

13 Effective August 31, 2019 all Continuing Education hours (CE) must be submitted to AGD
14 using the AGD online CE submission form by its members and be accompanied by a course
15 completion certificate or verifiable equivalent issued by the course provider in order for it to
16 be displayed on the members' AGD Licensing and Award Transcripts.
17

18 And be it further,
19

20 Resolved, that the AGD be a repository for the certificates.
21

22 Approved 2017-2018 Board Meeting IV
23
24
25

3 **K. Travel Policy**

4
5 Approved 17-18 Board Meeting II
6
7

8 **ACADEMY OF GENERAL DENTISTRY (AGD)** 9 **TRAVEL POLICY**

10 11 **PURPOSE**

- 12
- 13 • To control travel costs and expenditures for the AGD.
- 14 • To provide our member travelers with a superior level of service by implementing new,
15 updated guidelines.
- 16 • To meet our contracted obligations with hotels by requiring AGD funded travelers to stay
17 in the AGD contracted hotel(s).
- 18

19 **AIR TRAVEL GUIDELINES**

- 20
- 21 1) Funded travelers will receive a letter or e-mail from the AGD Headquarters Office
22 noting the published meeting starting and ending times.
23
- 24 2) Travelers on AGD business are free to search the Internet for the lowest round trip
25 coach airfare. Travel will be reimbursed at the level of economy/coach class only for
26 domestic travel, not to exceed the published rate at 21 days prior to travel. Travelers
27 on AGD business are free to search the Internet for the lowest round trip coach
28 airfare. Travel will be reimbursed at the level of economy/coach class only for
29 domestic travel, not to exceed the published rate at 21 days prior to travel. If travel is
30 scheduled around peak travel periods, then travel should be booked more than 21
31 days prior to travel. Traveler will not be expected to purchase tickets for flights that
32 do not include access to the overhead bin. Any documentation used to support cost
33 savings for an extra night stay at a hotel, or when travel policy requires a print out of
34 airfare for reimbursement purposes, etc. should adhere to these parameters.
35
- 36 3) Any airfare exceeding \$600, or the figure designated for a specific meeting, must be
37 pre-approved prior to securing the reservation. Please send the request for pre-
38 approval to finance@agd.org. In some cases, the AGD will offer recommendations to
39 alter schedules. In other cases the AGD may be able to purchase the flight with
40 points. A flyer's frequent flyer preference will not take precedence over the traveler's
41 flexibility in accepting significantly lower airfares on alternate airlines. Frequent flyer
42 miles are not accrued on free tickets. If prior approval is not requested, and
43 documented travelers will only be reimbursed \$600.
44

45 Traveler will not be reimbursed for upgrades in seat assignments or class of ticket. Any
46 upgrades such as moving to an emergency exit row, etc., will be the responsibility of
47 the traveler.

- 1
- 2 4) Once travel has been reserved, the ticket is non-refundable. Any cancellation or change
- 3 to the ticket, other than if the change was pre-approved by AGD or if the cancellation
- 4 or change was initiated by the airline, will be the responsibility of the traveler, and not
- 5 the AGD.
- 6 5) Travelers are not required to stay over a Saturday night in order to obtain a lower
- 7 airfare. However, if the traveler agrees and the cost savings exceeds the cost of
- 8 another night of hotel, per diem and parking, the AGD will be responsible for
- 9 covering the additional hotel night's charge, per diem and parking. Documentation to
- 10 support the cost savings should be submitted in order to obtain this additional
- 11 reimbursement.
- 12
- 13 6) Members will not be required to travel past 11 pm in the time zone of their
- 14 destination city.
- 15
- 16 7) If a traveler chooses an itinerary for personal reasons (e.g., such as including a stop in
- 17 another city), travel costs will be covered for the lowest available airfare between the
- 18 traveler's home city and the meeting site. Any additional charges will be the
- 19 traveler's responsibility. Please provide a print out of the airfare between the
- 20 traveler's home city and the meeting site for reimbursement purposes.
- 21
- 22 8) Frequent flyer miles accrued by the traveler while traveling on AGD business are the
- 23 property of the traveler.
- 24
- 25 9) Airline compensation vouchers, e.g., for travelers who wish to volunteer their seats
- 26 for compensation, will remain the property of the traveler providing that the traveler's
- 27 participation in the AGD meeting is not compromised in any way.
- 28
- 29 10) Travelers will be reimbursed upon submission of a receipt for the charge of one
- 30 checked bag regardless of the length of stay. If a traveler purchased a fare that does
- 31 not include access to the overhead bin, reimbursement will be provided for both
- 32 access to the overhead bin and a checked bag.
- 33

34 **HOTEL ACCOMMODATIONS**

- 35
- 36 1) For functions in which there is an AGD contracted hotel, all AGD funded travelers
- 37 are required to stay at the AGD-contracted hotel. Travelers staying at hotels not
- 38 contracted by the AGD will not be reimbursed for accommodations.
- 39
- 40 2) All hotel reservations must be made following the AGD's established housing
- 41 procedures.
- 42
- 43 3) Frequent guest points earned during the course of AGD-funded business remain the
- 44 property of the traveler.
- 45
- 46 4) For functions in which there is not an AGD contracted hotel, travelers will be
- 47 reimbursed at the flat rate or single room rate plus tax. If due to an extra guest in the

1 room, the rate is more than the single room rate, the traveler will be responsible for
2 the rate difference.

- 3
4 5) Travelers need to present a personal credit card upon check-in, retaining a bill of
5 charges that should be submitted with the expense reimbursement form.
6

7 **GROUND TRANSPORTATION**

- 8
9 1) Travelers will be reimbursed for actual costs of round-trip travel from
10 home/airport/hotel, and if utilizing personal automobile, based on the prevailing
11 I.R.S. rate. It is expected that the most economical method of transportation will be
12 utilized including airport shuttle services or ride-share companies (such as Uber)
13 whenever possible.
14
15 2) Limousine service will not be authorized unless it is less than or equal to taxi or
16 shuttle transportation. Travelers wishing to utilize a limousine to and from the airport
17 will only be reimbursed at the shuttle rate or mileage based on the prevailing I.R.S.
18 rate.
19
20 3) Rental car expenses will not be authorized unless they are less than or equal to taxi,
21 ride-share or shuttle transportation. Travelers wishing to utilize a rental car must get
22 pre-approval from AGD prior to travel. Please send the request for pre-approval with
23 supporting documentation to finance@agd.org. If prior approval is not authorized,
24 travelers will only be reimbursed at the shuttle rate.
25
26 4) When an AGD member is driven to the airport and/or subsequently picked up at the
27 airport, that member will be reimbursed for mileage costs for each round trips to the
28 airport. In such cases, the AGD will reimburse parking only if the individual must
29 park at the airport to pick up the member. No overnight parking charges will be
30 reimbursed. The cost for each round trip should not exceed the cost of a taxi, ride-
31 share or shuttle service.
32
33 5) When traveling by air, self-parking and tolls to and from the member's home airport
34 are covered up to a parking maximum of \$30 per day.
35
36 6) Gasoline charges will not be separately reimbursed since they are covered under the
37 standard mileage reimbursable allowance.
38
39 7) Members who live locally who wish to utilize their personal automobile will be
40 reimbursed based on the prevailing IRS rate. Tolls and self-parking charges will be
41 reimbursed at a maximum of \$30 per day. However, when a member drives to an
42 AGD meeting organized by the Chicago office, he or she will be reimbursed up to the
43 limit of the parking charge at the AGD hotel.
44
45 8) Travelers will be responsible for all parking fines and traffic tickets incurred while
46 traveling on AGD-funded business. The use of a personal automobile versus air travel
47 is permissible providing the mileage compensation does not exceed the cost of the

1 airline ticket at the lowest available airfare. If the airfare is more economical, the
2 traveler will only be reimbursed the equivalent of the airfare and not the mileage.

3
4 **PER DIEM**

5
6 The per diem rate for each day of official AGD funded business is \$75. In no case will the
7 per diem be more than two days additional to the actual official business days.

8
9 **NON-REIMBURSABLE EXPENSES**

10
11 Non-reimbursable expenses include, but are not limited to:

- 12
13 1) Room service or any other food and beverage charges
14 2) Mini-bar charges
15 3) Tips and gratuities
16 4) Charges for any concierge or personal services
17 5) In-room internet, movies or personal entertainment charges
18 6) Personal items such as clothing, luggage and reading materials
19 7) Paper-tickets rather than electronic tickets
20 8) Airline club, rental car memberships or personal credit card fees
21 9) Laundry

22
23 These items are to be covered by the \$75 per day per diem paid to volunteers

24
25 **EXPENSE REIMBURSEMENT PROCESS**

26
27 AGD funded travelers must follow the following procedures when submitting their request
28 for expense reimbursement:

- 29
30 1) It is strongly recommended that expense reimbursement requests along with
31 supporting documentation be submitted to the AGD Headquarters Office within three
32 (3) weeks following completion of the AGD business trip.
33
34 2) Reimbursement for travelers attending AGD related meetings will not be made unless
35 the request along with supporting documentation is provided within 90 days of
36 incurring the expenses. Follow-up notification to the travelers will be made at 75 days
37 and extenuating circumstances will allow for an appeal process to the Executive
38 Committee.
39
40 3) All expenses greater than \$50 require receipts. Even if air and hotel are charged
41 directly to the AGD, an itemized receipt or folio must be submitted as documentation.
42
43 4) Itemized receipts and explanations, including those in attendance and business
44 purpose must be submitted with the payment request for group activities or group
45 meals paid by one individual.
46
47 5) Members are required to stay for the duration of the meetings they attend or forfeit
48 reimbursement. Any exceptions must be approved by the President or ranking officer.

3 **L. Trustee and EC Funding and Allotment Toolkit** 4

5 **Trustee and Executive Committee (EC) Funding and Allotment Toolkit** 6

7 **Funded** 8

9 The budget covers funding for the Board to attend three independent Board Meetings and the
10 AGD annual meeting. The funded meetings include airfare, train, bus travel, hotel, ground
11 transportation, and per diem for the two (2) travel days plus the days of the actual meeting.
12 Additionally, the Executive Committee will be funded to attend convocation and the scientific
13 session.

- 14 • Submit a signed *Expense Reimbursement Report-All AGD Leaders* to AGD
15 Headquarters within 90 days following completion of the AGD business trip.
- 16 • All expenses submitted should be in accordance with the AGD Travel Memo for
17 the meeting.
- 18 • All non-baggage expenses greater than \$50 require original receipts.
- 19 • All baggage receipts are required regardless of the amount.
20

21 **\$2,000 Allotment per Trustee and EC Member**

22 The second source of funding comes from the Trustee Allotment and ED Allotment. The Trustee
23 and EC Member Allotment is composed of annual funds reimbursed to trustees and the EC
24 members. The year starts and ends at the AGD annual meeting. The allotments may be increased
25 at or below the level of inflation (as defined by the previous 12 months CPI) annually by the
26 Budget and Finance Committee. Reimbursable expenses are:

- 27 1. Actual expenses in visiting the constituent AGD's within his or her region. If an
28 automobile is used in traveling to the constituents, the trustee /EC member is to be
29 reimbursed at the designated IRS rate.
- 30 2. The cost of communicating with officers and various members of the constituent
31 AGDs.
- 32 3. The cost of attending meetings of the officers of the constituent AGDs within the
33 region or a caucus of delegates held prior to the annual meeting or governance
34 meetings.
- 35 4. AGD activities relating to his or her function as a trustee or EC member; the
36 allotment may be used for attendance at Joint Council, Leadership, Advocacy
37 Conference and the Scientific Session meetings.
- 38 5. The allotment may also be used by the EC members for meetings with other allied
39 organizations or other AGD related meetings.
40

1 **Reimbursable Allotment Expenses**

2 **** The balance of your allotment account will be indicated on the form sent with your**
3 **check after each reimbursement is paid.**

4
5 The following items are permissible expenses and are detailed on the second page of the
6 ***Allotment Report —Regional Directors and Trustees and EC.***

7 Air	14 Printing
8 Hotel	15 Services
9 Hotel Room Internet	16 Supplies and Stationery
10 Meals and entertainment	17 Taxi and Shuttle
11 Mileage	18 Telephone, Calling Cards and Cell Phone Package
12 Parking	19 Overages
13 Postage	20 Tolls

21 ***Please note: per diem is not a payable expense as part of the trustee and EC allotments.***

22 If you are unsure whether a specific expense is eligible for reimbursement, please contact
23 AGD staff for clarification.

24
25 **Allotment Reimbursement**

26 Submit a signed *Allotment Report —Regional Directors and Trustees* for ***each*** AGD
27 constituent regional or headquarters business trip to the AGD Headquarters office within 90
28 days following completion of the trip.

29 Receipts and explanations should be provided for the payment of group activities or meals
30 paid by the trustee. The same rules apply as the rules for funded travel.

31
32 ********If a trustee incurs expenses over their allotment amount within the year they may appeal
33 to the Office of the Executive Director to use unspent trustee allotment money from that year
34 to cover the overage for that year. Unspent allotment money does not carry over to the next
35 year. Each trustee starts the allotment year at the annual meeting with the \$2000 allotment
36 amount. This system will be explained annually at the Board meeting following right after
37 the annual meeting and/or the new trustee orientation.

38
39 **EC Corporate Credit Cards**

40 AGD will issue corporate credit cards for all EC members who request them for expenses
41 covered under the Reimbursable Allotment Expenses.

42
43 **Corporate Credit Card Expense Submission**

44 Submit a *Corporate Credit Card Expense Report*, including all receipts and explanations,
45 monthly to the CFO by the fifth business day of the month. Any expenses incurred on these
46 cards outside the list of permissible expenses will require payment to be included with the
47 submission of the Corporate Credit Card Expense Report.

3 **M. Use of AGD Letterhead By Volunteers**

4 **Do's and Don'ts**

5
6
7 If a volunteer has a title, he or she may have “apparent authority” to bind the AGD contractually,
8 or personal statements may be attributed to the AGD. This possibility is exacerbated if the
9 volunteer uses AGD letterhead.

10
11 The following list of do's and don'ts is meant to help volunteers use AGD letterhead
12 appropriately and avoid unintended consequences.

13
14 DO use AGD letterhead for:

- 15 • Thanking other volunteers for their efforts
- 16 • Confirming arrangements already under contract (e.g., confirming the date a speaker will
17 appear at an educational session)
- 18 • Corresponding with officers and Board members
- 19 • Corresponding with staff
- 20 • Carrying out specific assignments from the Board or President

21
22 DON'T use AGD letterhead for:

- 23 • Making negative statements about organizations or persons
- 24 • Expressing opinions on dental issues, unless assigned to do so by the Board or President
- 25 • Making commitments or promises, unless assigned to do so by the Board or President
- 26 • Amending contractual arrangements, unless assigned to do so by the Board or President

2

3 **N. Whistleblower Policy**

4

5

6 **ACADEMY OF GENERAL DENTISTRY**

7 **WHISTLEBLOWER POLICY**

8

9 **General**

10 The AGD Code of Conduct requires the Board, other volunteers, and employees to observe
11 high standards of business and personal ethics in the conduct of their duties and
12 responsibilities. Employees and representatives of the AGD must practice honesty and
13 integrity in fulfilling their responsibilities and comply with all applicable laws and
14 regulations.

15

16 The objectives of the Academy of General Dentistry Whistleblower Policy are to establish
17 policies and procedures for:

- 18
- 19 • The submission of concerns regarding questionable accounting, internal control,
20 audit, or Code of Conduct matters, by employees, the Board, and other stakeholders
21 of the organization, on a confidential and anonymous basis;
 - 22 • The receipt, retention, and treatment of complaints received by the organization
23 regarding accounting, internal controls, audit-, Code of Conduct matters, or lack of
24 adherence to policy or law;
 - 25 • The protection of the Board, volunteers, and employees reporting concerns from
26 retaliatory actions.
- 27

28 **Reporting Responsibility**

29 Each Board member, volunteer, and employee of the AGD has an obligation to report in
30 accordance with this Whistleblower Policy (a) questionable or improper accounting, internal
31 control, or auditing matters, and (b) violations and suspected violations of the AGD's Code
32 of Conduct (hereinafter collectively referred to as Concerns).

33

34 **Authority of the Audit Committee**

35 All reported Concerns will be forwarded to the Audit Committee in accordance with the
36 procedures set forth herein. The Audit Committee shall be responsible for investigating, and
37 making appropriate recommendations to the Board. The investigation may utilize AGD staff
38 or a third party. Code of Conduct Concerns will be reported to the appropriate person/body as
39 stated in that policy document.

40

41 **No Retaliation**

42 This Whistleblower Policy is intended to encourage and enable the Board, volunteers, and
43 employees to raise Concerns within the AGD for investigation and appropriate action. With
44 this goal in mind, no trustee, volunteer, or employee who, in good faith, reports a Concern
45 shall be subject to retaliation or, in the case of an employee, adverse employment
46 consequences. Moreover, a volunteer or employee who retaliates against someone who has

1 reported a Concern in good faith is subject to discipline up to and including dismissal from
2 the volunteer position or termination of employment.

3 **Reporting Concerns**

4 **Employees**

5 Employees should first discuss their Concerns with their immediate supervisors. If, after
6 speaking with his or her supervisor, the individual continues to have reasonable grounds to
7 believe the Concern is valid, the individual should report the Concern to the head of Human
8 Resources. In addition, if the individual is uncomfortable speaking with his or her supervisor,
9 or the supervisor is a subject of the Concern, the individual should report the Concern
10 directly to the head of Human Resources.
11

12
13 If the Concern was reported verbally to the head of Human Resources, the reporting
14 individual, with assistance from the head of Human Resources, shall reduce the Concern to
15 writing. The head of Human Resources is required to promptly report the Concern to the
16 chair of the Audit Committee, who has specific and exclusive responsibility to investigate all
17 Concerns. If the head of Human Resources for any reason, does not promptly forward the
18 Concern to the Audit Committee, the reporting individual should directly report the Concern
19 to the chair of the Audit Committee. Contact information for the chair of the Audit
20 Committee may be obtained through the human resources department or may be looked up in
21 iMIS. Concerns may be also be submitted anonymously. Such anonymous Concerns should
22 be in writing and sent directly to the chair of the Audit Committee.
23

24 **The Board and Other Volunteers**

25 The Board and other volunteers should submit Concerns in writing directly to the chair of the
26 Audit Committee. Contact information for the chair of the Audit Committee may be obtained
27 from the AGD website or the chief financial officer.
28

29 **Handling of Reported Violations**

30 The Audit Committee shall address all reported Concerns. The chair of the Audit Committee
31 shall immediately notify the entire committee, the President, the Executive Director, and
32 Chief Financial Officer of any such report. The chair of the Audit Committee will notify the
33 sender and acknowledge receipt of the Concern within five business days, if possible. It will
34 not be possible to acknowledge receipt of anonymously submitted Concerns. In addition, the
35 chair of the Audit Committee does not need to notify those individuals who are the subject of
36 an investigation.
37

38 All reports will be promptly investigated by the Audit Committee, and appropriate corrective
39 action will be recommended to the Board, if warranted by the investigation. In addition,
40 action taken must include a conclusion and/or follow-up with the complainant for complete
41 closure of the Concern.
42

43 The Audit Committee has the authority to retain outside legal counsel, accountants, private
44 investigators, or any other resource deemed necessary to conduct a full and complete
45 investigation of the allegations. Agreements with agents or consultants must be in writing on
46 AGD letterhead. Such agreements must clearly set forth the services to be performed, the
47 basis for earning the commission or fee involved, and the rate or fee. All such agreements

1 must be reviewed by the proper authority prior to execution. Any payments must be
2 reasonable in amount, not excessive in light of the practice in the trade, and commensurate
3 with the value of the services rendered
4

5 **Acting in Good Faith**

6 Anyone reporting a Concern must act in good faith and have reasonable grounds for
7 believing the information disclosed indicates an improper accounting or auditing practice,
8 internal control or a violation of policy or the Code of Conduct. The act of making
9 allegations that prove to be unsubstantiated, and that prove to have been made maliciously,
10 recklessly, or with the foreknowledge that the allegations are false, will be viewed as a
11 serious disciplinary offense and may result in discipline, up to and including dismissal from
12 the volunteer position or termination of employment. Such conduct may also give rise to
13 other actions, including civil lawsuits.
14

15 **Confidentiality**

16 Reports of Concerns, and investigations pertaining thereto, shall be kept confidential to the
17 extent possible, consistent with the need to conduct an adequate investigation.

18 Disclosure of reports of Concerns to individuals not involved in the investigation will be
19 viewed as a serious disciplinary offense and may result in discipline, up to and including
20 termination of employment. Such conduct may also give rise to other actions, including civil
21 lawsuits.
22

1 ***Policy Type: V. Board Policy Statements***

2

3 **O. Terminology**

4

5 Approved by the Board at the 2017-2018 Board Meeting III:

6

7 **Definition of Board Roles**

8 Trustees – The 19 Trustees elected by their respective regions

9

10 **Definition of AGD Leader**

11 Executive Committee member/Trustee

12 Regional Director

13 Council/Committee member

14 Any work group by any name

15 Past Presidents

16 Delegates/Alternates

17 Constituent Officers

18 Constituent Executives who are dentists

1 *Policy Type: V. Board Policy Statements*

2

3 **P. Delegate Reimbursement**

4

5

6 Approved by the Board at the 2006 Board Meeting IV: Amended at the 2015 Board Meeting
7 III

8

9 Resolved, that AGD Delegates be required to vote in an election in order to receive
10 reimbursement.

11

12 Resolved, that delegates attend Reference Committees, Candidates Forum, and Town Hall
13 held at the AGD Annual Meeting in order to receive reimbursement.

14

15

2

3 **Q. Sunset Review Process and Schedule**

4
5 Approved 2015-2016 Board Meeting IV

6
7 “Resolved, that a sunset review process be implemented for all councils and committees.
8 And be it further,

9
10 Resolved, that each council and committee conduct a self-study to examine its charge;
11 determine its relevance, address its efficiency, productivity; and to make any
12 recommendations regarding modifications or course corrections that are needed to address its
13 findings. And be it further,

14
15 Resolved, that these be done on a rotational basis such that all councils and committees will
16 have completed the survey every five years. The result of these studies shall be reported to
17 the Board and the House of Delegates using a standard template.”

18
19 Sunset Review Process schedule

20
21 2015-2016

22 Credentials and Elections Committee

23 Examinations Council

24 Examinations Item Bank Committee (Team C)

25 Fellowship Exam Committee (Teams A and B)

26
27 2016-2017

28 Compensation Committee

29 Communications Council

30 Constitution, Bylaws and Judicial Affairs Council

31 Professional Relations Committee

32
33 2017-2018

34 Awards Committee

35 Group Benefits Council

36 Membership Council

37
38 2018-2019

39 Audit Committee

40 Dental Education Council

41 Program Approval for Continuing Education (PACE) Council

42 Scientific Meeting Council

43 Self Instruction Committee

44
45 2019-2020

46 Advocacy Fund Committee

- 1 Budget and Finance Committee
- 2 Dental Practice Council
- 3 Investment Committee
- 4 Legislative and Governmental Affairs Council

5

6 And be it further,

7

8 Resolved, that all council and committee charges be amended to include the following
9 charge:

10

11 To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
12 Policy Statements.

2
3 **R. MasterTrack®**

4
5
6
7 **Trademark License Agreement**

8
9 **BETWEEN THE ACADEMY OF GENERAL DENTISTRY**

10
11 **AND**

12
13 _____
14
15 This Trademark License Agreement (the “Agreement”) is made this _____ day of _____ ,
16 20__, between the Academy of General Dentistry (AGD), an Illinois not-for-profit
17 corporation (the “Licensor”), and _____, a(n) _____ not-for-
18 profit corporation (the “Licensee”) , in consideration of the mutual covenants and obligations
19 of the parties contained herein and for the purposes set forth in the terms outlined below.
20

21
22 1. GRANT OF LICENSE.

23 1.1 Licensor is the exclusive owner of the “MasterTrack®” trademark for use in
24 connection with “providing educational information relating to classes and
25 educational programs in the field of dentistry” (the “mark”). In accordance with this
26 Agreement, Licensor grants Licensee, a non-exclusive license to use the mark for the
27 limited purpose of _____ in accordance with the published
28 MasterTrack® Guidelines. All use of the mark shall inure to the benefit of Licensor.
29 Licensor retains title and ownership of the mark and Licensee shall not challenge the
30 validity of or Licensor’s ownership of the mark. The term of this Agreement shall
31 begin on the _____ day of _____, 20__ and expire on the
32 _____ day of _____, 20__ (the “Term”).
33

34 1.2 All rights other than those specifically granted herein to Licensee are reserved to
35 Licensor including, without limitation, the right to continue to use the mark in any
36 medium.
37

38 2. PAYMENT OF FEE

39 Licensee shall pay Licensor an annual fee of _____. The fee shall be due
40 on January 31 of each year.
41

42 3. SEPARATE ENTITIES.

43 Licensor and Licensee expressly agree that they are, and shall remain, separate
44 entities and that no partnership or agency is created by virtue of this Agreement.
45 Neither party shall be authorized to incur any liability, obligation, or expense on
46 behalf of the other.

1
2 4. QUALITY CONTROL AND ACCEPTANCE

3 Licensee understands and agrees that an essential condition of this Agreement is the
4 protection of the high reputation enjoyed by the Licensor for the mark, and that, in
5 keeping with that condition, any and all use of the mark, shall be of high consistent
6 quality and subject to the approval and continuing supervision and control of
7 Licensor. Upon the request of Licensor, Licensee shall submit to Licensor, on an
8 annual basis during the Term, information associated with its use of the mark,
9 including but not limited to a schedule of planned courses, including names of all
10 contracted instructors, a list of educational objectives associated with those courses, a
11 copy of each of course materials including any advertising materials, and the name
12 and contact information of any and all MasterTrack program directors. Should
13 Licensor fail to notify Licensee of any quality control issues relating to any use of the
14 mark within thirty (30) days after receipt of said information, then said information
15 will be deemed accepted by Licensor. The parties shall negotiate in good faith to
16 resolve any quality control issues of which Licensor may notify Licensee.
17

18 5. TERMINATION OF LICENSE.

19 Licensor may terminate this Agreement: (a) for any reason upon sixty (60) days
20 written notice to Licensee, or (b) upon ten (10) days notice to Licensee in the event of
21 Licensee's material breach of this Agreement, provided that Licensee may request an
22 opportunity to present an objection to a proposed termination to the AGD Board
23 within such ten (10) day period, in which case the proposed termination shall not
24 become effective until ratified by the AGD Board, provided that all rights of Licensor
25 hereunder will be suspended until the AGD Board makes its determination.
26

27 Notwithstanding anything in this Agreement to the contrary, upon delivery of notice
28 of termination, Licensee shall promptly cease and desist from all use of the mark.
29

30 6. INDEMNIFICATION.

31 Licensee hereby indemnifies Licensor and undertakes to defend Licensor and hold it
32 harmless from occurrences resulting in any claims, suits, loss, damage, and costs
33 (including reasonable attorney fees and expenses) arising out of Licensee's
34 advertisement, offer for sale, sale, distribution, or use of the services, arising out of
35 any alleged defects or malfunctions of the services which are distributed by Licensee
36 or arising out of Licensee's advertisement, offer for sale, sale, or performance of the
37 services, provided, that the defense of any such claim shall be completely within the
38 control of Licensee.
39

40 7. MISCELLANEOUS.

41 7.1 CONTROLLING LAW.

42 This Agreement shall be governed by and construed in accordance with the
43 laws of the State of Illinois, and venue for any disputes shall be Chicago,
44 Illinois.
45

46 7.2 SUCCESSORS AND ASSIGNS.

1 This Agreement shall inure to the benefit of the parties and their successors
2 and assigns. Neither party may sublicense or assign any of its rights or
3 obligations under this Agreement without the prior written consent of the
4 other party.

5
6 7.3 NOTICES.

7 Any notice contemplated by, or made pursuant to, this Agreement shall be in
8 writing and made by courier, facsimile, e-mail or mail addressed or directed to
9 the Licensor or the Licensee at the address shown. Either party may change
10 the address for notice by 10 days advance written notice to the other party.

11
12 IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their
13 duly authorized representatives, effective as of the date first written above.

14
15
16
17 Licensor:

18 Academy of General Dentistry
19 560 W. Lake Street, Sixth Floor
20 Chicago, IL 60661

21 By _____
22 Title _____
23 Date _____
24

25 Licensee:

26 [_____]
27 [Street Address]
28 [City, State, Zip Country]
29 By _____
30 Title _____
31 Date _____
32

33
34 CHDS01 MAV 814324v1
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Academy of General Dentistry Guidelines for MasterTrack® Programs

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Introduction

17
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20
21

MasterTrack® Programs (MTPs) were created to aid Fellows in the Academy of General Dentistry (AGD) as they pursue Mastership. Helping Fellows achieve Mastership is perhaps one of the best member benefits a constituent can offer, and a MTP is one way to provide this sought-after member benefit. Quality continuing education (CE) is the core competency of the AGD, and Mastership is the highest level of CE attainment that the AGD recognizes.

22
23
24
25
26
27

Most MTPs are administered by AGD constituents. However, any nationally recognized Program Approval for Continuing Education (PACE) - or Continuing Education Recognition Program (CERP)-approved provider may offer a series of CE courses and call that program MasterTrack®, as long as that organization makes application and follows these guidelines.

28
29
30
31
32
33

In order to ensure that all MTPs are administered in a consistent manner, the AGD has developed these guidelines and an application process so each MTP participant can expect a consistent experience. AGD Headquarters has many resources to assist in the development and maintenance of an MTP.

34
35
36
37
38
39
40

The MasterTrack® Manual is a companion to this document. There are many ways to organize an MTP, and the manual will help you develop a program that will fit your organization's needs while closely following these guidelines. The manual is available on the AGD website, www.agd.org, or by calling the AGD Education Department at 888.AGD.DENT (888.243.3368), ext. 4335.

41
42
43
44

Application

In order to allow sufficient time to develop a new MTP, an application must be submitted by the proposed Program Director at least nine months in advance of the program's initiation. The application must be complete and include all requested supporting documentation. Incomplete applications will be returned.

An existing MTP Program Director will need to submit an application under two circumstances: when a new program cycle starts, or when a new program director (PD) assumes the position. These events may or may not be concurrent. This application cycle may not coincide with PACE/CERP application renewal, as these are separate processes. This application also must be submitted nine months prior to the commencement of the program cycle or when a new PD is expected to take over.

The application will be submitted to the Dental Education Council for approval. Applications must allow up to three months for approval.

1 **MasterTrack® Program Provider**

2 The MTP or parent organization must be a nationally recognized PACE or CERP provider or
3 have a co-provider agreement with a nationally recognized PACE or CERP provider. The
4 providing organization will supply information to the AGD as specified in these guidelines and
5 as determined by AGD. At no time during the program cycle should the PACE/CERP approval
6 status lapse.

7
8 **Administration and Program Director Qualifications**

9 The MasterTrack® PD will be responsible for all aspects of the course's MTP application,
10 administration and curriculum development. The course's administrative structure must include a
11 PD who has sufficient authority and time to plan, conduct, and evaluate the program. The MTP
12 must have a committee of dentists to assist and advise the PD on curriculum development. The
13 director must have background, through education and/or experience, in the development and
14 management of CE programs. The PD must be a current or previous faculty member of a CODA
15 accredited dental program, and/or a past participant of a MTP and a current AGD Master. PDs
16 are required to take part in any training that the AGD may require.

17
18 If the PD candidate does not have the above credentials, the program provider must be able to
19 demonstrate to the AGD Dental Education Council that the Program Director understands and
20 can adhere to the MTP Guidelines and PACE Standards Potential solutions could be to have a
21 co-director who has the qualifications, or to ensure that presentation evaluators are well qualified
22 to evaluate homework assignments. Original instructors should return for presentations and
23 create a group discussion to enrich the learning objectives. If the original instructors will not be
24 available to return for presentations, a pre-designated evaluator must serve as the evaluator and
25 discussion leader for the presentations. In this case, the pre-designated evaluator must be present
26 at the original lecture where the material is presented so he or she is clear about the education
27 delivered and homework assigned.

28
29 The administrative structure also may include a position or positions to assist the director with
30 management of the program. Clerical assistance must be sufficient to permit efficient operation
31 of the program.

32
33 **Finances**

34 The MTP shall have financial resources that are sufficient to meet the goals of the program and
35 the planned activities. The MTP will prepare and submit to the AGD a program budget. The
36 budget could include, but is not limited to, the following expenses: stipends for speakers and the
37 PD, facility expenses, support personnel, publicity materials, and other such expenses needed to
38 provide the educational activity.

39
40 **Publicity**

41 Publicity about the program shall be informative and accurate, and shall fully inform the
42 participant, in general, of the educational experience that will be provided. It must include
43 descriptions of content, educational objectives and methods, dates, times, class location, tuition
44 and any other costs, speakers' names and credentials, disclosure of any sponsorship, any
45 prerequisites, a refund and cancellation policy, details of any expected social events, contact
46 name and information, and the PACE/CERP logo and appropriate approval terms. In other
47 words, the publicity must follow PACE and/or CERP standards.

1 Publicity and promotional material could include, but is not limited to, brochures, postcards,
2 websites, and any electronic publicity distributed to the profession to promote the MTP.

3 4 **Facilities**

5 The facilities and resources must be adequate to provide the experiences required to fulfill the
6 educational objectives of each session of the MTP.

7 8 **Curriculum**

9 A long-term program of scheduled topics designed to help AGD members fulfill the participation
10 CE requirements of the AGD Mastership Award must be developed. Content outlines—
11 including written goals, instructional objectives on the topics to be presented, CE categories,
12 hours awarded, and presentation evaluation procedures—must be developed for all aspects of
13 instruction prior to the start of the program cycle. Either participation or protocol methods can be
14 utilized to meet the educational objectives, but they must follow the PACE and CERP standards.
15 Most MTPs utilize the protocol method of education to minimize time spent in the classroom
16 setting and maximize CE unit/time.

17
18 ***Participation:*** A participation course is one in which all participants actively manipulate dental
19 materials or devices, treat patients, or otherwise practice skills or techniques under the direct
20 supervision of a qualified instructor. The participation activities must represent at least 30
21 percent of total course time and must directly address the course's major educational
22 objective(s).

23
24 For example, if a topic session met for 12 hours total, eight hours one day and four hours the
25 next day for a hands-on exercise, the entire course can be awarded 12 participation hours because
26 33 percent of the course was hands-on. These hours also may be turned in immediately upon the
27 completion of the course, as the student will have completed all requirements of the course on-
28 site.

29
30 Utilizing the protocol method of education but also incorporating hands-on participation can
31 allow participation credits to be awarded to those who may not choose to do a homework
32 assignment.

33
34 Appropriate steps must be taken to ensure patient protection when the course includes patient
35 treatment by either the presenter or students. This includes providing appropriate equipment and
36 instruments, obtaining written informed consent from the patient(s) before treatment, and
37 arranging for emergency and postoperative care.

1 **Participation courses must be limited to a maximum of 15 students per instructor or**
2 **teaching assistant.**

3
4 **Protocol:** A protocol course is another means of providing participation credit. This format
5 combines on-site/in-office education. The on-site portion consists of a lecture and demonstration
6 of the topic and the required homework assignment. Attendees receive credit for completing in-
7 office assignments while not under the direct supervision of an instructor, as well as for regular
8 classroom attendance. The in-office assignments are typically hands-on work with models,
9 patients, or devices. The program concludes with case presentations by each participant to his or
10 her original peers, the PD and the instructor and/or a pre-designated evaluator.

11
12 Participation hours can be awarded for the successful completion of the homework assignments
13 and presentation up to the number of original classroom hours spent on that topic, and should be
14 commensurate with the amount of work involved to do the homework assignment and prepare
15 for the presentation.

16
17 Homework assignments must be meaningful and challenging but within the ability of each
18 individual participant. The presentation should include documentation and presentation of
19 consents and releases, medical/dental history, preoperative records (exam findings, radiographs,
20 models, etc.), diagnosis, treatment plan, and the final treatment provided.

21
22 A bibliography of current literature for each topic must be provided to participants to assist in
23 further study or answer any questions during performance and preparation of the homework
24 assignment.

25
26 Additionally, MasterTrack[®] programs may choose to provide all 600 hours of the CE required to
27 achieve AGD Mastership, or only the 400 hours of participation credit.

28
29 Program offering only 400 participation credits:

Subject Category	Subject Code	Participation Minimum
Basic Science	010	12
Endodontics	070	30
Electives	130	30
Myofacial Pain/Occlusion	180	30
Operative Dentistry	250	30
Anes/Pain/Mgmt/Sedation/Pharm**	340	12
Oral/Max Surgery	310	30
Orthodontics	370	12
Pediatrics	430	12
Periodontics	490	30
Practice Mgmt	550	0
Fixed Prosth	610	30
Removable Prosth	670	30
Implants	690	30
Oral Med/Oral Dx	730	12
Special Pt Care	750	12

Esthetics	780	30
Total Hours		360
Total Required		400

**These changes will go into effect Jan. 1, 2017. Any member who has not achieved or applied for Fellowship, Mastership, or Lifelong Learning and Service Recognition (LLSR) by Dec. 31, 2016, will be expected to meet the updated CE requirements.

Program offering all 600 CE credits:

Subject Category	Subject Code	Participation Minimum	Total Required Minimum
Basic Science	010	12	12
Endodontics	070	30	46
Electives	130	30	46
Myofacial Pain/Occlusion	180	30	46
Orofacial Pain**	190	0	12
Operative Dentistry	250	30	46
Oral/Max Surgery	310	30	46
Anes/Pain Mgnt/Sedation/Pharm**	340	12	12
Orthodontics	370	12	12
Pediatrics	430	12	12
Periodontics	490	30	46
Practice Mgmt	550	0	24
Fixed Prosth	610	30	46
Removable Prosth	670	30	46
Implants	690	30	46
Oral Med/Oral Dx	730	12	12
Special Pt Care	750	12	12
Esthetics	780	30	46
Total hours		372	568
Total Required		400	600

**These changes go into effect Jan. 1, 2017. Any member who has not achieved or applied for Fellowship, Mastership, or LLSR by Dec. 31, 2016, will be expected to meet the updated CE requirements.

Instructors

Instructors must be qualified in the subject matter they are teaching by education and/or experience. Any commercial conflicts of interest an instructor may have must be declared and disclosed to the audience at the beginning of each instructional session. The MTP should obtain written conflict of interest declarations for each instructor. For the protocol educational method, whenever possible, the instructor who taught the subject matter should return for case presentations to perform a critical evaluation to assure mastery of the subject material. If this is not possible, the PD can utilize a pre-designated evaluator, who is a general dentist or specialist with increased knowledge in the subject being taught, to perform the presentation evaluation and lead discussion for further education of the group. If this option is utilized, the pre-designated

1 evaluator **must be present at the original educational session** so that all aspects of the original
2 instructor's program are incorporated into the evaluation process and discussion.

3
4 Discussion during presentations should be led by the instructor or pre-designated evaluator and
5 continually tied to current literature to further enrich participants' educational experience.

6 7 **Evaluation**

8 An evaluation mechanism must be developed to objectively critique and give feedback to
9 participants regarding their clinical homework assignment and presentation. The objective
10 evaluation of presentations will determine the basis for awarding CE hours. Case presentations
11 should be evaluated on quality of case selection, appropriate documentation (consents and
12 releases), medical and dental history, preoperative data (exam findings, radiographs,
13 photographs, models, etc.), diagnosis, treatment plan, and treatment rendered. You are
14 encouraged to use the standardized evaluation forms available from the AGD. Evaluation forms
15 must be kept for the length of time required by state law or seven years, whichever is greater.

16
17 A remediation plan must be developed to give participants who do not meet the presentation
18 standards an opportunity for coaching and the ability to make up inadequate work so that CE
19 hours can be awarded at a later date.

20
21 Secondly, an evaluation mechanism must be developed to evaluate the MTP in its entirety, from
22 administration and facility to instructors and PD. This essential tool will help to shape and
23 improve your program on an ongoing basis.

24
25 Another evaluation process should be developed to evaluate each speaker at end of each
26 educational session, and the PD and overall experience at the end of the MTP itself. A summary
27 of the Program evaluations shall be submitted to the AGD at the end of the program.

28
29 The AGD could monitor a session at any time to ensure compliance with these guidelines.

30 31 **Records**

32 The CE-issuing provider must correctly submit hours to AGD, maintain accurate and permanent
33 attendance records, and issue an accurate verification of attendance to each participant,
34 specifying hours, subject code, and educational method, following all PACE and CERP
35 requirements for such. The record of attendance must not resemble a certificate or diploma.

36
37 If other approval is required in your state, the provider is responsible for obtaining such
38 approval.

39 40 **Commercial Support**

41 All commercial relationships between the provider, PD, course presenters and/or a commercial
42 company must be fully disclosed to the MasterTrack® participants at each session and on all
43 publicity. PACE or CERP standards and guidelines regarding commercial support are expected
44 to be followed.

1 *Policy Type: V. Board Policy Statements*

2

3 **S. Management of Records used in Preparation**

4 **of Minutes**

5

6

7 Upon approval of any agency (House of Delegates, Board, Executive Committee, council,

8 committee or task force, etc.) minutes, any and all audio, digital, video, written or other type of

9 recordings of the business portion of such meetings will be purged by staff, in a manner consistent

10 with all state and federal law, within one month after the subsequent meeting of the agency,

11 wheretofores the preceding minutes have been approved.

12

13 Approved 2017 Board Meeting IV

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Policy Type: V. Board Policy Statements

T. Town Hall

A Town Hall meeting of sufficient length and depth shall be held in conjunction with each year's House of Delegates, so that all Delegate questions on resolutions and other matters are answered.

Approved 2015 Board Meeting III

1 ***Policy Type: V. Board Policy Statements***

2

3 **U. Alcohol Policy**

4

5

6 Alcoholic consumption at Board, council, committee, or task force dinners is the financial
7 responsibility of the individual and will not be paid for by the Academy of General Dentistry.

8

9 Approved 2015 Board Meeting III

10

1 ***Policy Type: V. Board Guidelines***
2

3 **V. Legal Counsel**

4
5 Approved at the 2017-2018 Board Meeting II
6

7 Resolved, that the AGD President and Executive Director, or their designee, be the primary
8 contacts with AGD outside counsel, and that individual AGD Board members refrain from
9 contacting the AGD outside counsel without prior approval-from the AGD President or
10 Executive Director. If an individual Board member does contact the AGD outside counsel
11 without prior approval, they may be responsible for the direct costs of AGD outside counsel's
12 time billed to the AGD, if that cost is not approved by the Board."
13

3 **W. Educational Collaboration Guidelines**

4
5 Approved at 2017-2018 Board Meeting II
6

7 **Educational Collaborations**

8
9 Guidelines for AGD Educational Collaborations
10

11 *Definitions*

12
13 **Educational Collaboration:** A relationship between the AGD and another entity(ies) (the
14 “parties”) for the purpose of collaboration between the parties to provide educational
15 programming to members of the AGD and/or members of the other entity(ies)
16

17 *Guidelines*

18
19 General considerations of entering an educational Collaboration
20

- 21 • All AGD costs associated with the potential contract should be considered in a business plan
22 or the equivalent – for example, a 2 or 5 year business plan - before moving forward.
- 23 • The business plan or its equivalent will be developed by staff and will include, but not be
24 limited to, staff and marketing costs, and will consider that the initial investment may be
25 higher than ongoing costs for both parties.
- 26 • The educational collaboration must benefit the AGD and protect the AGD name and
27 reputation.
- 28 • The collaboration should consider mutual benefits and mutual liabilities of the parties.
- 29 • The collaboration should generate non-dues revenue, collaboration dollars, or royalties for
30 the AGD. If the collaboration is of a variety such that revenue may not be generated, such as
31 a strictly CE agreement, other benefits to the AGD or its constituents must be identified.
- 32 • The collaboration shall not be to the detriment of and should benefit current educational
33 offerings such as the Scientific Session, the Online Learning Center or other AGD
34 educational resources.
35

36 *Characteristics of the other entity(ies)*

37
38 The AGD shall enter into educational collaborations only with entity(ies) that meet, or exceed if
39 applicable, the following criteria:
40

- 41 1. Each entity is a Program Approval for Continuing Education (PACE) provider that maintains
42 the standards of the PACE program and meets the standards of the AGD as determined by
43 the AGD Dental Education (DE) Council.
- 44 2. The entity(ies) have undergone evaluation by the AGD of the history and reputation of the
45 entity(ies) to assess any findings that might affect the collaboration and/or AGD members’
46 perception of the collaboration.

- 1 3. The entity(ies), collectively if more than one, must offer product(s) or program(s) that our
2 members want and would consider a benefit to them.
- 3 4. All educational entities will be considered, including, but not limited to: corporate, profit,
4 non-profit, individually owned, educational institutions.
- 5 5. Each entity will be requested to purchase, at no expense to the AGD, an exhibit booth at an
6 AGD scientific session.

7 8 Characteristics of the educational programming

- 9
10 1. The educational programming must be congruent with AGD's overall comprehensive
11 educational strategic plan.
- 12 2. The educational programming will complement current AGD educational resources or extend
13 AGD's reach to its members and/or potential members or enhance AGD's overall standing in
14 the arena of Dental Education.
- 15 3. AGD members must benefit and find value from the relationship, as assessed by survey of
16 AGD members participating in the programming.
- 17 4. The educational programming must give a distinct benefit to AGD members that is beyond
18 merely benefit to members of the entity(ies).
- 19 5. The educational programming must not be solely limited to what is already offered to
20 members of the entity(ies) without further benefit to AGD members.

21 22 Binding terms

23
24 Educational collaborations shall be implemented by agreement between the parties. Said
25 agreement shall be memorialized in the form of binding terms captured in writing as either
26 contract or memorandum of understanding whereby binding terms are expressly indicated as
27 binding. The following criteria shall apply to said binding terms (the "contract"):

- 28
29 1. The contract should be for a term not to exceed two (2) years unless warranted to develop a
30 successful collaboration as recommended by the DE Council and approved by the Board.
- 31 2. The contract shall not be evergreen, and shall not automatically renew upon expiration of the
32 initial or any subsequent term.
- 33 3. The contract shall allow for renewal with the same or different terms, only upon the mutual
34 agreement of all parties (or their assignees or delegates, should the benefits and duties of said
35 parties been legally assumed by said assignees or delegates), and only to the extent that the
36 sum of the initial term and all renewal terms does not exceed five (5) years whereby each
37 renewal period has a term of one year.
- 38 4. The contract shall allow for either or any of the parties to terminate the contract without
39 cause, without any termination fee, liquidated damages, or penalty to be paid by the
40 terminating party, upon 30-days written notice to the other part(ies).
- 41 5. The contract shall set forth promotional requirements to meet the requirements of each party,
42 including the responsibility of each party, the allocation of costs, and the timing of
43 promotions. Subsequent revisions to said marketing terms should be reported immediately to
44 the AGD Communications and Marketing Departments. All promotions shall require the
45 approval of the AGD prior to implementation.
- 46 6. The contract shall expressly require that the AGD logo be included in all external
47 communications by any party, related to the collaboration, including the educational
48 programming.

- 1 7. The contract shall delineate ownership of intellectual property of each party, as well as of any
2 other property, if applicable.
- 3 8. The contract shall not bind the AGD to collaborate exclusively with any entity(ies), and shall
4 not limit the number of agreements, including collaborations, into which the AGD may enter,
5 except where it is in AGD's best interest to agree to such exclusivities and limitations.
6

7 Process of review 8

9 Educational sponsorships will be developed by the AGD Dental Education Council as follows:
10

- 11 1. The DE Council should be the entry place or clearinghouse for any potential educational
12 sponsor coming to the AGD or for any educational sponsor that the AGD would consider
13 reaching out to for an educational sponsorship.
- 14 2. A subcommittee of the DE Council will be formed to look at each potential sponsor initially
15 and assess its prospective value. The subcommittee will also look at the costs associated
16 with that potential sponsorship.
- 17 3. Once the above initial deliberation has been accomplished, the subcommittee shall share the
18 opportunity with any council or committee that might need to have input. This will always
19 include the PACE Council but will also include any other council which may be affected or
20 have input to the particular agreement. The opportunity shall be shared concurrently with the
21 EC for its input.
- 22 4. Because time is of the essence in the consideration of these opportunities, the DE
23 subcommittee, through the DE Council Chair, will contact any and all other Chairs of any
24 council or committee that are impacted by this agreement and should have input along with
25 input from the EC.
- 26 5. One week (7 calendar days) will be given for each such chairperson and the EC (by the
27 President, for the body) to respond. In the event that any such chairperson is unavailable or
28 fails to respond within one week (7 calendar days), the AGD President or council/committee
29 chairperson shall assign another council/committee member to respond on behalf of that
30 council/committee, and that other council/committee member shall have three (3) calendar
31 days from the date s/he receives the request or the remainder of said week (7 calendar days),
32 whichever is greater, to respond to the request of the DE Council Chair.
- 33 6. Negotiations for the prospective sponsorship will proceed (with any additional information
34 provided by those chairs or the EC) unless there is reason found through this process to
35 terminate or alter them.
- 36 7. If the DE Council decides, through its due diligence, that an opportunity does not meet the
37 criteria to be considered for an AGD educational sponsorship and should not move forward,
38 there will be no further negotiations and the sponsorship will not be accepted.
- 39 8. Any and all final agreements will be routed through traditional contract review protocols
40 following negotiations.
- 41 9. The AGD Board is the final deciding body for each such agreement.
42

43 If an educational sponsorship opportunity fails to meet these guidelines, as determined by the DE
44 Council after its exercise of due diligence, the sponsorship will not be considered. No
45 educational sponsorship shall be considered unless it meets the approval of the DE Council, and
46 its subcommittee and of the AGD Executive Committee and the Trustees.”
47

2

3 **X. International Membership Opportunities**

4

5 Approved at the 2016-2017 Board Meeting III

6

7 Guidelines for AGD International Membership Opportunities (IMO)

8

9 *Definitions*

10

11 **International Membership Opportunities:** A relationship between the AGD and another entity
12 (including but not limited to official or unofficial groups or persons who desire to establish
13 membership in the AGD are currently classified as international) for the purpose of facilitating,
14 encouraging or recruiting international members

15

16 *Guidelines*

17

18 General considerations of International Membership Opportunities

- 19
- 20 • All AGD costs associated with the IMO should be considered in a business plan or the
21 equivalent before moving forward.
 - 22 • The business plan or its equivalent will be developed by staff and will include, but not be
23 limited to, staff and marketing costs, and will consider that the initial investment may be
24 higher than ongoing costs for IMO.
 - 25 • The IMO must benefit the AGD and protect the AGD name and reputation.
 - 26 • The IMO should consider mutual benefits and mutual liabilities of the parties.
 - 27 • The IMO should generate dues revenue, sponsorship dollars, and/or royalties for the AGD.
28 If the IMO is of a variety such that revenue may not be generated, such as strictly Continuing
29 Education agreement, other benefits to the AGD or its constituents must be identified.
 - 30 • The IMO shall not be to the detriment of and should benefit current and established IMO.

31

32 Process of review

33

34 IMO will be developed by the AGD Membership Council as follows:

- 35
- 36 **I.** The Membership Council should be the entry place or clearinghouse for any potential
37 IMO coming to the AGD or for any International Organization that the AGD would
38 consider reaching out to for an IMO.
 - 39 **II.** A subcommittee of the Membership Council will be formed to look at each potential
40 IMO initially and assess its prospective value. The subcommittee will also look at the
41 costs associated with that potential IMO.
 - 42 **III.** Once the above initial deliberation has been accomplished, the subcommittee shall share
43 the opportunity with any council or committee that might need to have input. This will
44 always include any other council which may be affected or have input to the particular
45 IMO. The opportunity shall be shared concurrently with the Executive Committee (EC)
46 for its input.

- 1 **IV.** Because time is of the essence in the consideration of these opportunities, the
2 Membership subcommittee, through the Membership Council Chair, will contact any and
3 all other chairs of any council or committee that should have input and the EC.
- 4 **V.** One week (seven (7) calendar days) will be given for each such chairperson and the EC
5 (by the President, for the body) to respond. In the event that any such chairperson is
6 unavailable or fails to respond within one week (seven (7) calendar days), the AGD
7 President or council/committee chairperson shall assign another council/committee
8 member to respond on behalf of that council/committee, and that other council/committee
9 member shall have three (3) calendar days from the date s/he receives the request or the
10 remainder of said week (seven (7) calendar days), whichever is greater, to respond to the
11 request of the Membership Council Chair.
- 12 **VI.** Negotiations for the prospective IMO will proceed (with any additional information
13 provided by those chairs or the EC) unless there is reason found through this process to
14 terminate or alter them.
- 15 **VII.** If the Membership Council decides, through its due diligence, that an opportunity does
16 not meet the criteria to be considered for an AGD IMO and should not move forward,
17 there will be no further negotiations and the sponsorship will not be accepted.
- 18 **VIII.** Any and all final agreements will be routed through traditional review protocols
19 following negotiations when there is a cost associated with an IMO.
- 20 **IX.** The AGD Board is the final deciding body for each such IMO.

21
22 If the IMO fails to meet these guidelines, as determined by the Membership Council after its
23 exercise of due diligence, the IMO will not be considered. No IMO shall be considered unless it
24 meets the approval of the Membership Council, its subcommittee, and the AGD Executive
25 Committee.

2

3 **Y. Minutes**

4

5

- 6 1. Meeting minutes shall comport with the current AGD parliamentary authority as well as
7 advice of outside general counsel, so that they only include:
- 8 a. Action items stemming from an AIR or resolution duly voted upon by the Board;
 - 9 b. Notice of any duly submitted reports from any Officer, Board member, staff, and
10 agency of the AGD;
 - 11 c. Administrative and Housekeeping details such as those in attendance, call to order,
12 introductions, date/location/time;
 - 13 d. Items required by HOD policy, including the roll call on all votes;
 - 14 e. A summary of all reports presented at the meeting;
 - 15 f. The Secretary shall take and retain notes on executive sessions. No executive session
16 actions shall be reported, except when the Board so authorizes via a majority vote to
17 do so during the executive session.
- 18
- 19 2. Executive session minutes shall comport with the current AGD parliamentary authority as
20 well as advice of outside general counsel, so that they only include:
- 21 a. Action items stemming from an AIR or resolution duly voted upon by the Board not
22 reported into the public minutes;
 - 23 b. A summary of all reports presented during the executive session;
 - 24 c. The secretary will present the completed executive session minutes to the Board at
25 the next in-person/electronic Board meeting electronically for approval.
 - 26 d. Upon approval the materials will be purged per Policy Type V, Section S of this
27 manual.
 - 28 e. The Secretary will maintain records of these minutes.
 - 29 f. The outgoing Secretary shall transmit to the incoming Secretary all notes and
30 materials, that shall not have already been purged relative to Policy Type V, Section S
31 of this manual.
- 32

1 *Policy Type: V. Board Policy Statements*

2

3 **Z. AGD Disaster Recovery Plan**

4

5 **AGD Disaster Recovery Plan**

6

7 Adopted by Board, March 17, 2018

8

9 **Monitoring:** Annually by Human Resources Staff

10

11

LIST OF CONTENTS

1	
2	<u>INTRODUCTION</u>
3	I. <u>GENERAL PROTOCOLS</u>
4	A. <u>NOTIFICATION OF STAFF</u>
5	1. <u>DURING OFFICE HOURS</u>
6	2. <u>BEFORE / AFTER OFFICE HOURS</u>
7	B. <u>NECESSARY DOCUMENTATION AND SOFTWARE</u>
8	C. <u>EMERGENCY EQUIPMENT</u>
9	D. <u>EVACUATION</u>
10	E. <u>EMERGENCY CONTACTS</u>
11	II. <u>MEDICAL EMERGENCIES</u>
12	A. <u>INDIVIDUAL MEDICAL EMERGENCIES</u>
13	B. <u>MEDICAL EMERGENCIES AFFECTING MULTIPLE PERSONS</u>
14	1. <u>BRIEF INCAPACITATION / NON-EPIDEMIC ILLNESS OR INJURY</u>
15	2. <u>EPIDEMIC OR PANDEMIC ILLNESS / SERIOUS INCAPACITATION</u>
16	a. <u>LEVEL 1 – NOTICE OF EPIDEMIC OR PANDEMIC</u>
17	b. <u>LEVEL 2 – INCIDENCE OF DISEASE IN LOCALE</u>
18	c. <u>LEVEL 3 – INCIDENCE OF DISEASE IN THE BUILDING</u>
19	d. <u>LEVEL 4 – INCIDENCE OF DISEASE IN AGD STAFF</u>
20	e. <u>LEVEL 5 – SUBSTANTIAL PROLIFERATION OF DISEASE</u>
21	III. <u>NUCLEAR, BIOLOGICAL, OR CHEMICAL (NBC) EVENT</u>
22	IV. <u>STRUCTURAL OR SPATIAL INCIDENTS</u>
23	A. <u>PHYSICAL DESTRUCTION OF AGD OFFICE SPACE</u>
24	1. <u>STAFF SECURITY AND RECONNAISSANCE</u>
25	a. <u>STAFF COUNT</u>
26	b. <u>STAFF EVACUATION PLAN</u>
27	c. <u>STAFF FIRST AID AND RECONNAISSANCE</u>
28	2. <u>OPERATIONS SECURITY AND RESTORATION</u>
29	B. <u>TERRORIST ATTACK (OR THREAT THEREOF) UPON THE CITY OF CHICAGO, ITS</u>
30	<u>VICINITY, OR OTHER CITIES GIVING RISE TO AN EXPECTATION OF THE SAME IN</u>
31	<u>THE CITY OF CHICAGO (BUT WITHOUT ACTUAL EVENT AT THE AGD BUILDING)</u>
32	1. <u>DETERMINATION OF OFFICE CLOSURE AND STAFF SAFETY</u>
33	2. <u>DETERMINATION OF OPERATIONS</u>
34	C. <u>TEMPORARY UNAVAILABILITY OF AGD OFFICES</u>
35	1. <u>IN-OFFICE HAZARDOUS CONDITIONS (CHEMICAL SPILL, ETC.)</u>
36	2. <u>FIRE</u>
37	3. <u>WEATHER</u>
38	V. <u>OTHER EMERGENCIES</u>
39	A. <u>SHOOTING, HOSTAGE SITUATION, OR OTHER ONGOING CRIMINAL ACTIVITY</u>
40	B. <u>EMERGENCY CAUSED BY UTILITY FAILURE (ELECTRICAL EVENT, GAS LEAK,</u>
41	<u>ETC.)</u>
42	C. <u>ELECTRONIC OR NETWORK EMERGENCY (COMPUTER VIRUS, ETC.)</u>
43	D. <u>FINANCIAL EMERGENCY (BREACH OF ACCESS, ETC.)</u>
44	VI. <u>DISASTERS RESULTING IN THE COMPLETE DECIMATION OR UNAVAILABILITY</u>
45	<u>OF AGD STAFF</u>
46	VII. <u>DISASTERS AFFECTING AGD’S LEADERSHIP</u>
47	<u>CONCLUSION</u>
48	<u>AGD Approved Holiday Schedule</u>

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
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INTRODUCTION

The aftermath of September 11, 2001 as well as geo-political conflicts, finds this millennium in anticipation of not only further acts of terrorism, but also the imminence of an epidemic or pandemic, and the pangs of climate change. Such concerns lie amidst the more ‘ordinary’ concerns of fires, accidents, and individual medical emergencies.

As the largest general dentistry organization in the world, and the voice of general dentistry, the Academy of General Dentistry (AGD) owes its staff, its members, and their patients, the ability to sustain in the face of exigent circumstances.

Therefore, the AGD hereby presents this Disaster Recovery Plan. Designed as a ‘grab-and-go’ document, the Handbook provides quick and easy directions and references to available resources for use by AGD staff or leadership in an emergency situation. The Handbook has been divided by type of emergency for ease of implementation.

I. GENERAL PROTOCOLS

The following are general protocols in any emergency to attain the specified results. Please note that some emergencies may render these protocols impracticable, in which case, please consult protocols for the specific emergencies listed beginning in section II.

A. NOTIFICATION OF STAFF

1. DURING OFFICE HOURS

To notify all staff, contact the Executive Director (ED) or her/his designee by the most expeditious means available. The Executive Director or her/his designee shall contact all staff via AGD’s e-mail system. If the nature of the emergency renders e-mail impracticable, the Executive Director or her/his designee shall contact their reports by the most expeditious and practical means, and the reports shall contact their reports, and so forth, along the chain of command.

2. BEFORE / AFTER OFFICE HOURS

To notify all staff, contact the Executive Director or her/his designee by the most expeditious means available. The Executive Director or her/his designee shall activate the staff call/text tree (chain of command tree - in development). Each department director is responsible for:

- a. Maintaining an updated staff call/text tree for her/his department;
- b. Contacting her/his staff immediately upon receiving notice of the emergency, and if leaving a voicemail, request that the staff return her/his call immediately and provide the staff with the emergency hotline [312.440.4050] as an alternate number;
- c. Checking the emergency hotline for calls received from department staff; and
- d. Contacting her/his superior within 15 minutes of receiving notice of the emergency to inform her/his superior of the status of her/his department’s staff that have or have not been contacted.

1 For notification of staff before or after office hours, please use the Staff Contact List (Appendix
2 F)

3
4 **EXECUTIVE GROUP**

5 *(* The below positions are required to have – Operations Manuals on CD “Software of
6 Disaster Recovery Plan” and Disaster Plan Printed Manual*

7
8 **Executive Director**

- 9 • President *
- 10 • Associate Executive Director, Public Affairs *
- 11 • Associate Executive Director, Member Services *
- 12 • Chief Financial Officer *
- 13 • Head of Human Resources *
- 14 • Director, Information Technology *
- 15 • Associate Director, Governance

16
17 **Executive Director**

- 18 • Contacts Executive Team as above

19 **President**

- 20 • Follows Call Tree as outlined in HOD

21
22 **Associate Executive Director, Public Affairs**

- 23 • Director of Communications

24
25 **Associate Executive Director, Member Services**

- 26 • Director of Education

27
28 **Chief Financial Officer**

- 29 • Director, Corporate Relations & Foundation Development

30
31 **Head of Human Resources**

- 32 • Director, Dental Practice & Policy

33
34 **Director of Technology**

35
36 **Associate Director, Governance**

- 37 • Director, Marketing

38
39 **Associate Executive Director, Public Affairs**

40 **Director of Communications - (11)**

- 41 • Executive Editor
- 42 • Associate Editor, Publications
- 43 • Acquisitions Editor
- 44 • Managing Editor, *AGD Impact*
- 45 • Communications Editor

- 1 • Manager, Production/Design
- 2 • Associate Designer
- 3 • Graphic Designer
- 4 • Coordinator, Circulation
- 5 • Communication Specialist
- 6 • Manager, Public Relations

7

8 **Associate Executive Director, Member Services**

9 **Director of Education (9)**

- 10 • Manager, Examinations & Self –Instruction
- 11 • Manager, Education
- 12 • Coordinator, Education
- 13 • Manager, PACE & Education Awards
- 14 • Coordinator, PACE
- 15 • Coordinator, Education Awards & Programs
- 16 • Manager, Education (Scientific Session)
- 17 • Coordinator, Education

18

19 ***Chief Financial Officer –***

20 ***Director, Corporate Relations & Foundation Development (11)***

- 21 • Manager, AGD Foundation
- 22 • Manger, Corporate Relations
- 23 • Administrator, Corporate Relations
- 24 • *Manager, Finance*
- 25 • Staff Accountant, AP
- 26 • Staff Accountant, AR
- 27 • *Coordinator, Finance*
- 28 • CE Entry Representative
- 29 • CE Entry Representative
- 30 • CE Entry Representative
- 31 • Member Data Analyst

32

33 **Head of Human Resources**

34 **Director, Dental Practice & Policy 7-11)**

- 35 • Manager, Dental Practice & Policy
- 36 • Executive Assistant
- 37 • Governance Administrator
- 38 • *Coordinator, Meetings*
- 39 • Coordinator, Federal Government Relations
- 40 • Coordinator, State Government Relations

- 1 • HR Administrator
- 2 • TEMP's / CONTRACTORS

3 **Director of Technology (9)**

- 4 • Associate Director, IT
- 5 • Application Developer
- 6 • System Administrator
- 7 • Database Administrator
- 8 • Coordinator, IT Services
- 9 • Manager, Constituent Services
- 10 • Coordinator, Constituent Engagement & Development
- 11 • IST / Office Services Staff
- 12 • IST / Office Services Staff

13

14 **Associate Director, Governance –**

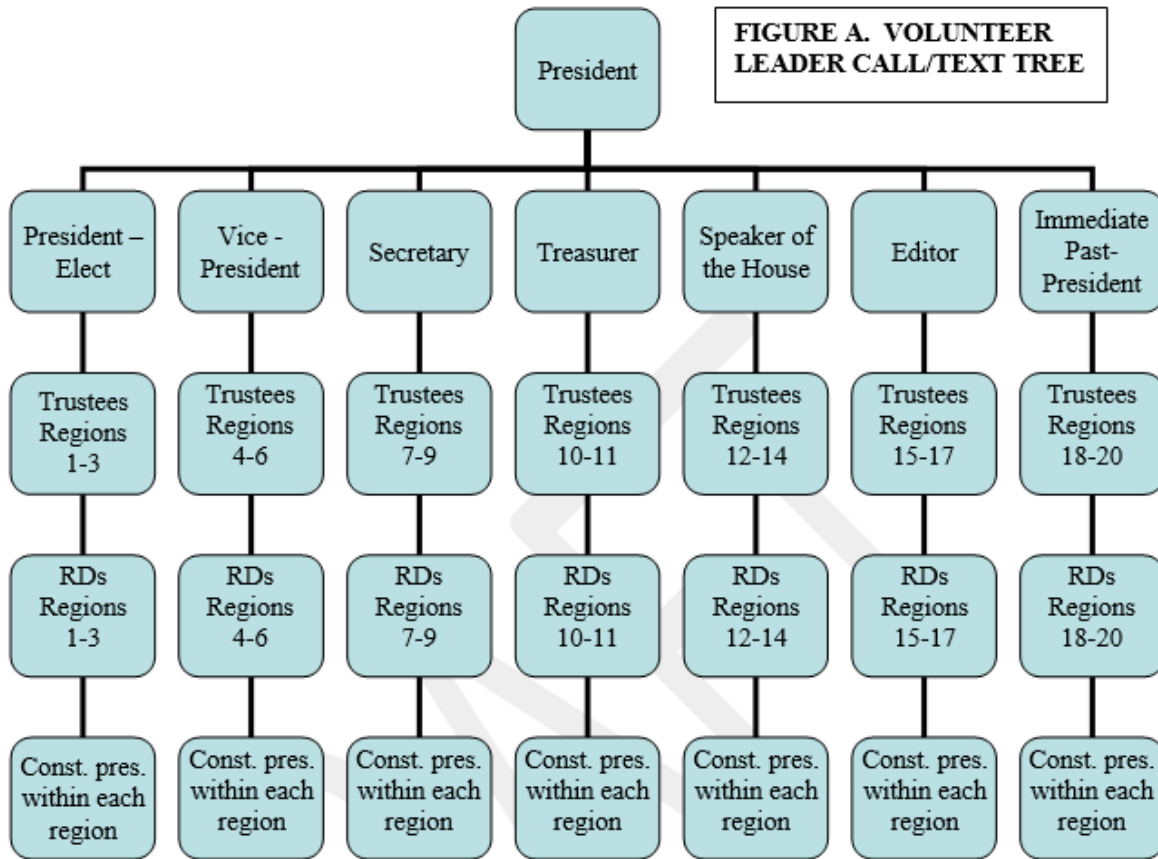
15 **Director, Marketing – (11)**

- 16 • Administrator, Marketing - Vacant
- 17 • Coordinator, Marketing
- 18 • Administrator, Marketing
- 19 • Manager, Membership Development
- 20 • Coordinator, Membership Services
- 21 • Receptionist/Membership Representative
- 22 • Assistant, Membership Services
- 23 • Team Lead, Membership Services
- 24 • Senior Membership Services Representative
- 25 • Senior Membership Services Representative
- 26 • Membership Services Representative

27

28

1 President – Call Tree
2



3

B. NECESSARY DOCUMENTATION AND SOFTWARE

Operations Manuals

Each Departmental/Functional area is responsible for maintaining an operations manual. These operations manuals describe and document pertinent information for policies, procedures, workflow, contact information, or anything else deemed necessary knowledge in order to be able to successfully manage said department. Operations manuals are updated on a continual basis and reviewed annually by the responsible department. A copy of each operations manual is located on the AGD network. In addition, copies in electronic form on portable external storage device (PESD) of these manuals along with this plan shall be made and stored off site in locked secured places according to the following schedule:

Responsible Party	Located at
President	Home/Office
Secretary	Home/Office
Executive Director	Home
Associate Executive Directors (including CFO)	Home
Director, Information Technology	Iron Mountain Off-site Storage.
Finance Department	Onsite Fireproof Safe

Due to the confidential nature of the information in operations manual each PESD will be serialized and tracked. The above list of individuals will be required to sign for and return upon request issued PESD's. Each PESD will be issued in a securely sealed envelope that is only to be unsealed in the event of an emergency.

Data back-ups

The AGD performs back-ups of its data network to disk drives in order to prevent the loss of electronic data. These disk drives are stored per policy as listed in the information technology (IT) department operations manual. In addition to storage and rotation information described in the IT operations manual the data is constantly streamed to a back-up device at our Internet providers local data center.

C. EMERGENCY EQUIPMENT

As of January 18, 2018, the following emergency equipment is available at the AGD:

Fire Extinguisher – There are fire extinguishers located throughout AGD's space as noted:

7th Floor = 7 total

6th Floor = 5 total

1st Floor = 4 total

Basement = 8 total

First Aid Kit – 6th Floor reception + DE; 7th floor HR + Flex +1st floor reception

Defibrillator – 6th Floor reception; 7th floor color copy; 1st Floor reception

All AGD staff must be familiar with the use of a fire extinguisher and first aid kit. Training of selected staff on each floor on the use of a defibrillator is recommended for 2018.

1
2 As a reminder, remember that a cellphone might be the best equipment in an emergency.

3 4 **D. EVACUATION**

5
6
7 First and foremost, follow instructions provided by the Fire Department, Police Department, or
8 other governmental authorities, or the floor's Fire Captain.

9 10 **AGD Fire Safety Team Role Descriptions and Emergency Codes**

11 12 **Building Evacuation Preparedness**

13
14 According to the Municipal Code of Chicago, high-rise buildings must have a plan in place with
15 designated personnel trained on emergency preparedness. The plan may be initiated and
16 implemented by the property manager, chief engineer, and/or the director of security who are
17 responsible for the fire evacuation and fire drill safety training of all building occupants. In the
18 event of a fire, these individuals will fulfill the role of Fire Safety Director/Deputy Fire Safety
19 Director and will be responsible for assembling the evacuation teams, or "Life Safety" teams, to
20 prepare or a high-rise fire emergency. Academy of General Dentistry (AGD) has elected to call
21 this individual – Fire Safety Captain

22 23 **AGD's Fire / Life Safety Team includes:**

- 24
- 25 • Fire Safety Captain
- 26 • Floor Captain
- 27 • Team Captain
- 28 • Assistant Team Captain
- 29 • Search Monitors
- 30 • Elevator Monitor
- 31 • Stairwell Monitor
- 32 • Disabled Person Aid

33 34 **Duties of the Team:**

35 36 **Fire Safety Captain**

37 Secure fire safety evacuation training
38 Train Employee Evacuation Teams on floors

39 40 **Floor Captain**

41 Maintain up-to-date floor roster and report to lobby control
42 Evacuates ALL guest on respective floors

43 44 **Team Captain**

45 Assign employees to teams on floors
46 Are responsible for evacuating their respective floor areas

47 48 **Assistant Team Captain**

1 As assigned per Team Captain

2

3 **Search Monitors**

4 Conducts search of the entire floor including offices restrooms, conference rooms and
5 storerooms

6 Closes each room that is searched, without locking it, and marks it with a post-it note

7 Evacuates non-employees on the floor

8

9 **Elevator Monitor**

10 Directs personnel to appropriate stairwell and away from elevators

11 Is familiar with evacuation plan and location of stairwells

12

13 **Stairwell Monitors**

14 Is designated at assigned stairwell door and inspects stairwell door for heat or smoke conditions

15 Directs people to proper safety floor

16 Encourages calmness and orderliness

17

18 **Assistant to the Disable**

19 Keeps list of physically challenged employees

20 Assists in evacuating physically challenged employees using the “buddy system”

21

1

Medical Emergency Codes		Level of Emergency / Crisis
Color	AGD Code Names	
		Individual Medical Attention
		Brief Incapacitation - Multi Individuals
		Epidemic or Pandemic Illness
Blue		CPR required (Heart or Respiration Stops)
Red		Fire
Orange		Medical Lockdown
Silver		Weapon or (Physical Destruction of Property)
Grey		Combative, Hostile
Internal		Aggressive Staff
External		Aggressive Former Staff / Board Member
Clear		Emergency is over
Green		Evacuation (Utility Failure, Electrical, Gas)
Black		Bomb
		Financial Emergency
		Electronic or Network Emergency

2

3 In order to ensure clear uninhibited entry for the Fire Department, or other authority, into the
4 building, it is extremely important that all tenants evacuate in the precise manner and to the exact
5 area designated by the floor Captain, or Fire Department

6

7 The following Disaster Drill (bomb threat) Evacuation Procedure provides a guideline for
8 evacuation.

9

- 10 • The 6th & 7th floors should be split into 2 groups
- 11 • Evacuate on the right side of the stair well (in an emergency, the fire department will likely
12 use the left side)
- 13 • Evacuate to outside of building, then wait for security talk/timing.
- 14 • Exit the building toward Clinton Street.

15

Disabled Persons Requiring Emergency Assistance

1
2

	A	B	C	D
	Disable Persons Requiring Assistance	Floor / Location	Assigned Assistant	Emergency Contact information
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				

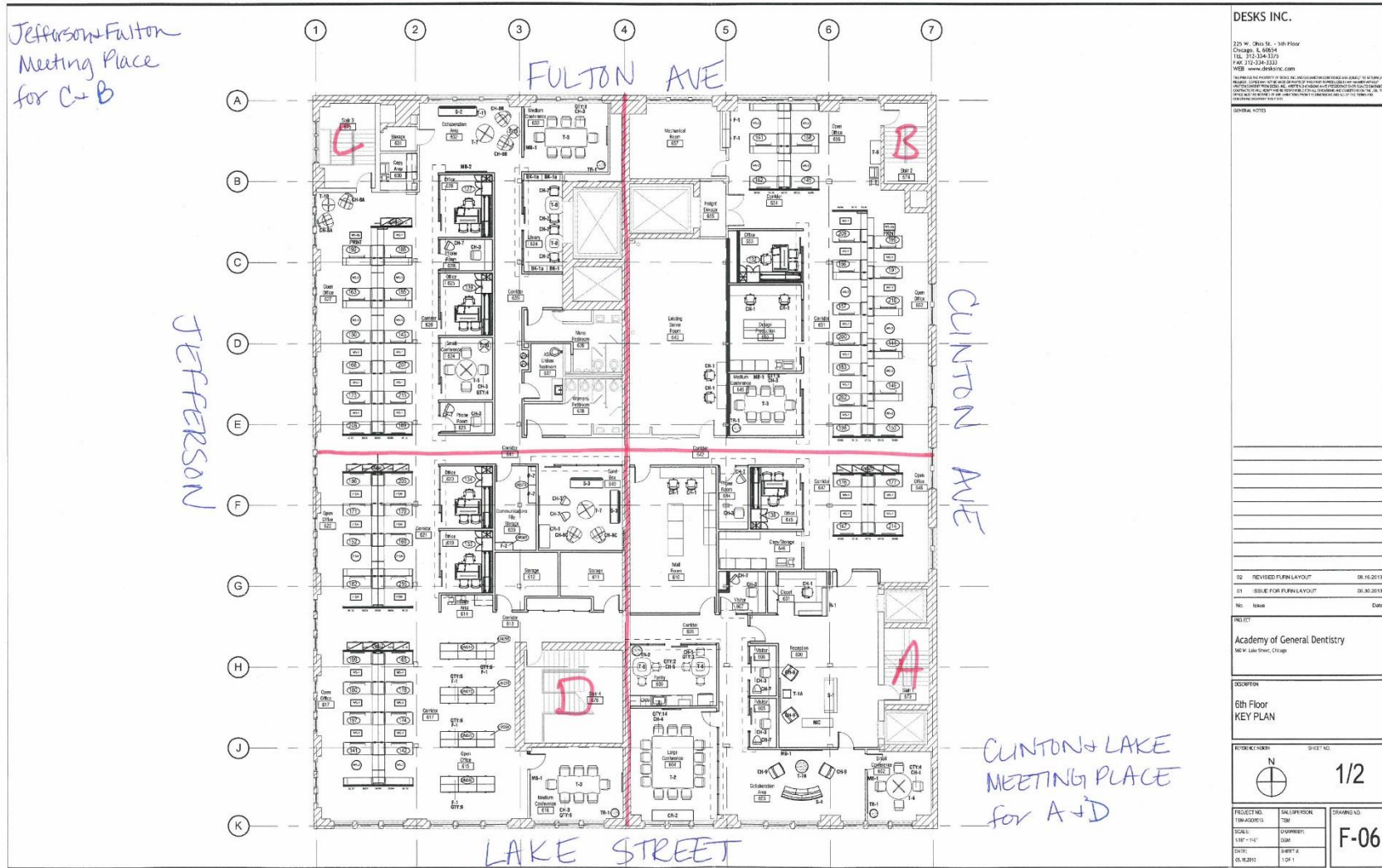
3
4
5

1 First Aid, CPR, AED Certified

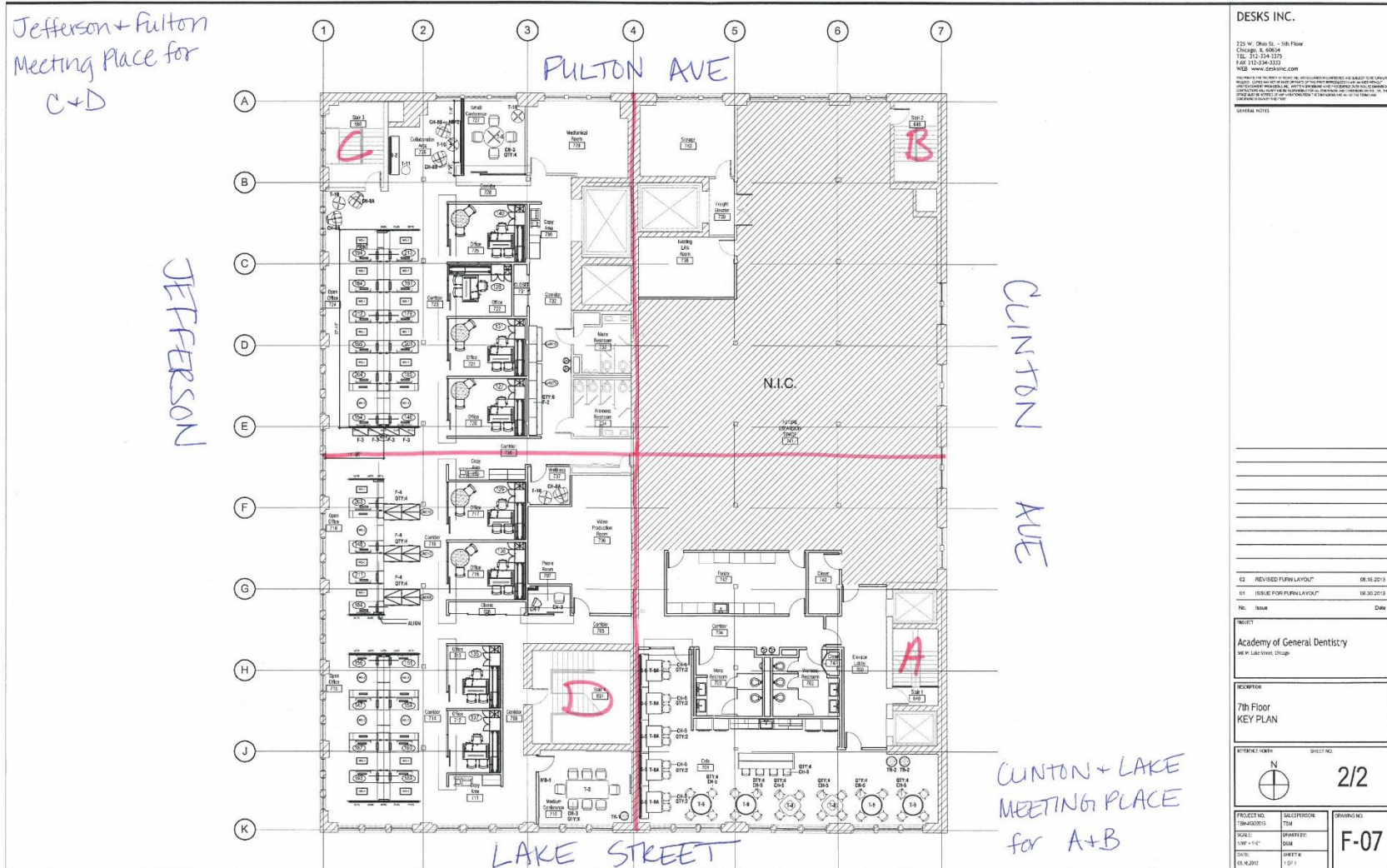
	A	B	C	D	E	F	G	H
1	Department of	Position Title	Location	Staff Name		Certifications Expiration		
2				First	Last	First Aid	CPR	AED
3								
4								
5								
6								
7								
8								
9								
10								
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13								
14								
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24								
25								
26								
27								

2
3
4
5
6

6th Floor Plan - Evacuation



7th Floor Plan – Evacuation



E. EMERGENCY CONTACTS

1
2
3
4
5
6

For emergencies, please call 911. Additional emergency contact numbers are provided in Appendix D.

1 **II. MEDICAL EMERGENCIES**

2
3 **A. INDIVIDUAL MEDICAL EMERGENCIES**

4
5
6 In the event of an accident or illness to an employee or visitor, try to ascertain as much
7 information about the situation as possible.

- 8 1. Do not move the injured or ill person. Keep the person warm and comfortable
9 2. Call “911” to request an ambulance. Give the following information:
10 a. Building address: 560 W. Lake Street
11 b. Floor of the building and location of emergency on the floor
12 c. Any details available about the accident or illness
13 d. Injured or ill person’s name, if known
14

15 Additionally, the supervisor(s) of the injured or ill person(s) must notify Human Resources of the
16 incident.

17
18 For particular medical emergencies such as stroke, heart attack, choking, or seizures, please refer
19 to Appendix C.
20

21 **B. MEDICAL EMERGENCIES AFFECTING MULTIPLE PERSONS**

22
23
24 1. BRIEF INCAPACITATION / NON-EPIDEMIC ILLNESS OR INJURY

25
26 In the event of a situation where a large portion of staff are incapacitated for a short time,
27 operations could continue with remaining staff. In the alternative, AGD, upon determination by
28 the Executive Director, or an Associate Executive Director if the ED is incapacitated, and with
29 ratification by the President or one of the three Presidents, could shut AGD down for a short
30 period of time such as 1-2 days. Beyond that, temporary staffing could be brought in until the
31 incapacitated staff recover. For illness or injury that has affected all staff of a particular
32 department, please refer to the respective department’s operations manual.
33

34 2. EPIDEMIC OR PANDEMIC ILLNESS / SERIOUS INCAPACITATION

35
36 a. *LEVEL 1 – NOTICE OF EPIDEMIC OR PANDEMIC*

37
38 Should the AGD have notice that a virus, for example, the bird flu, has mutated to become
39 airborne and contagious between humans, this would constitute notice of an impending epidemic
40 or pandemic. At this stage, the staff emergency preparedness task force shall closely monitor the
41 progress of the epidemic and update staff and AGD leadership on its progress, and contact
42 emergency and hospital personnel in the City of Chicago to inquire about recommended
43 procedures for AGD staff and to implement these procedures among all staff.
44

- 45 i. Essential Services Operative
46 All operations shall continue as usual.

1
2 ii. Essential Services Limited

3 Where restricted from postal communications, the AGD shall communicate the same
4 information, as much as possible, by facsimile, e-mail, telephone, and the Internet. For other
5 services that may be specific to particular departments, such as meeting services, please consult
6 the respective operations manual.
7

8 iii. Essential Services Inoperative

9 If one or more communications systems are inoperable, use should be made of the best
10 remaining systems. For other services, consult with the applicable department's operations
11 manual.
12

13 *b. LEVEL 2 – INCIDENCE OF DISEASE IN LOCALE*
14

15 Mere incidence of disease in the locale (the greater Chicago metropolitan area) is sufficient to
16 institute work from home list (Appendix B) on a voluntary basis. That is, those who need to, or
17 out of fear, want to work from home, shall be permitted to do so in accordance with the work
18 from home list without risk of penalty. The staff emergency preparedness task force shall
19 closely monitor the progress of the epidemic or pandemic, and shall (remotely if needed) keep
20 staff and AGD leadership informed of this progress.
21

22 i. Essential Services Operative

23 Services shall be continued, remotely if needed, to the extent possible and per the respective
24 departments' operations manuals. Postal service shall be continued as a secondary system. All
25 staff shall have been cross-trained to accomplish services that require attendance at the AGD
26 building, and upon notice of incidence of an epidemic in the locale, staff members that choose to
27 come to the AGD building to accomplish necessary services shall subsequently be rewarded with
28 benefits to be determined.
29

30 ii. Essential Services Limited

31 Means of communication such as facsimile, e-mail, telephone, and the Internet shall be utilized.
32 Postal services are secondary and shall be continued from either an AGD constituent's offices or
33 from the home of designated staff as appropriate. All staff shall have been cross-trained to
34 accomplish services that require attendance at the AGD building, and upon notice of incidence of
35 an epidemic in the locale, staff members that choose to come to the AGD building to accomplish
36 necessary services shall subsequently be rewarded with benefits to be determined. Where postal
37 services are limited, For limitations to other services, such as meeting services, please refer to the
38 respective department's operation manual.
39

40 iii. Essential Services Inoperative

41 Should essential services such as e-mail, telephone, and the Internet or even postal services,
42 cease to operate, communicate with any available service. For other services, consult with the
43 applicable department's operations manual. With essential services non-operative, the only duty
44 that would require attendance at the AGD would be reception, and this duty may be waived by
45 the Executive Director depending upon the extent of the epidemic within the locale.
46

1 c. *LEVEL 3 – INCIDENCE OF DISEASE IN THE BUILDING*

2
3 Institution of the work from home list is mandatory! Unless absolutely necessary, no staff shall
4 be permitted to enter the AGD building. The staff emergency preparedness task force shall
5 contact HSA at (312) 683-7221, and update all staff via remote communications, once the
6 infected individual(s) have been removed, and the building has been determined to be safe.

7
8 i. Essential Services Operative

9 Services shall be continued remotely to the extent possible and per the respective departments’
10 operations manuals. If applicable, postal service may continue from an AGD constituent office.

11
12 ii. Essential Services Limited

13 Remotely implement communication methods, such as facsimile, e-mail, telephone, and the
14 Internet, to supplement communications where postal services are unavailable. Other services
15 shall be continued remotely to the extent possible and per the respective departments’ operations
16 manuals.

17
18 iii. Essential Services Inoperative

19 Remotely implement communication methods, such as facsimile, e-mail, telephone, and the
20 Internet. Other services shall be continued remotely to the extent possible and per the respective
21 departments’ operations manuals.

22
23 d. *LEVEL 4 – INCIDENCE OF DISEASE IN AGD STAFF*

24
25 Institution of the work from home list is mandatory! Unless absolutely necessary as determined
26 by the Executive Director or her/his designee, no staff shall be permitted to enter the AGD
27 building. Infected staff shall be required to refrain from entering the building. Leave taken due
28 to illness as a result of epidemic or pandemic shall not be charged against sick leave benefits.
29 All operations shall continue remotely to the extent possible. The tasks of staff who are unable
30 to perform their job duties due to illness shall be assumed by the colleagues or supervisors of
31 such staff, and this assumption of duties shall be dictated by the respective departments’
32 operations manuals.

33
34 i. Essential Services Operative

35 If, due to illness, IST is unable to implement general services, such as mailings, the Executive
36 Director shall either implement these services or delegate the implementation of these services to
37 constituent offices or to appropriate agencies (to be determined). Other services (including
38 postal) shall be continued remotely to the extent possible and per the respective departments’
39 operations manuals.

40
41 ii. Essential Services Limited

42 Remotely implement communication methods, such as facsimile, e-mail, telephone, and the
43 Internet, to supplement communications where postal services are unavailable. If, due to illness,
44 IST is unable to implement general services, such as mailings, the Executive Director shall either
45 implement these services or delegate the implementation of these services to constituent offices
46 or to appropriate agencies (to be determined). The duties of staff to communicate electronically

1 or telephonically in the absence of postal services, shall be assumed by colleagues or supervisors
2 within the staff's department, should the staff be unable to implement such communications due
3 to illness. Should an entire department be unable to perform its duties to communicate
4 electronically or telephonically with members or other parties, the Director of Information
5 Technology shall assume these duties to the best of his or her ability, or shall delegate these
6 duties through constituent offices or through other agencies. Other services shall be continued
7 remotely to the extent possible and per the respective departments' operations manuals.
8

9 **iii. Essential Services Inoperative**

10 Remotely implement communication methods, such as facsimile, e-mail, telephone, and the
11 Internet. The duties of staff to communicate electronically or telephonically in the absence of
12 postal services, shall be assumed by colleagues or supervisors within the staff's department,
13 should the staff be unable to implement such communications due to illness. Should an entire
14 department be unable to perform its duties to communicate electronically or telephonically with
15 members or other parties, the Director of Information Technology shall assume these duties to
16 the best of his or her ability, or shall delegate these duties through constituent offices or through
17 other agencies. Other services shall be continued remotely to the extent possible and per the
18 respective departments' operations manuals.
19

20 *e. LEVEL 5 – SUBSTANTIAL PROLIFERATION OF DISEASE*

21
22 Substantial proliferation of disease refers to nearly complete or complete transmission of disease
23 to all AGD staff, essentially incapacitating staff. The Executive Director, if able, or an Associate
24 Executive Director or CFO, or other designee, if the Executive Director is unable, shall 1) contact
25 the AGD's volunteer leaders, 2) determine if the AGD offices should be closed, and 3) determine
26 if AGD's operations should cease. If all of AGD staff has been indisposed, follow Section VI of
27 this Handbook.
28

29 **III. NUCLEAR, BIOLOGICAL, OR CHEMICAL (NBC) EVENT**

30
31 In the event of a Nuclear, Biological or Chemical (NBC) event, or suspicion of an NBC
32 event, staff should contact the Executive Director or her/his designee. The Executive
33 Director or her/his designee should call 911 upon suspicion of an NBC event.
34

35 Additionally, the Executive Director or her/his designee may contact the appropriate
36 authorities, such as the City of Chicago, Illinois National Guard, or the U.S. Department of
37 Homeland Security, to notify them of the event and request appropriate decontamination
38 measures.
39

40 For the purpose of containment, transportation of staff is not recommended unless approved
41 by aforementioned authorities, or the police or fire department, or necessary to remove staff
42 from new and imminent harm.
43

44 **IV. STRUCTURAL OR SPATIAL INCIDENTS**

45
46 **A. PHYSICAL DESTRUCTION OF AGD OFFICE SPACE (OR THREAT THEREOF)**

1
2 1. STAFF SECURITY AND RECONNAISSANCE

3
4 *a. STAFF COUNT*

5
6 Please apply the procedures of section I.A. of this Handbook for notification of staff during
7 office hours and after / before office hours.

8
9 If destruction of the AGD office space occurs during office hours, relocate or evacuate to a safe
10 place before attempting to contact other staff.

11
12 Should access to e-mail be restricted due to the effects of destruction, then use a telephone and
13 the staff contact list.

14
15 *b. STAFF EVACUATION PLAN*

16
17 First and foremost, follow instructions provided by the Fire Department, Police Department, or
18 other governmental authorities, or the floor's Fire Captain.

19
20 However, in the event of physical destruction of the building, or impending physical destruction
21 of the building, the entire building may be evacuated.

22
23 In order to ensure clear uninhibited entry for the Fire Department, or other authority, into the
24 building, it is extremely important that all tenants evacuate in the precise manner and to the exact
25 area designated by the floor Captain, or Fire Department

26
27 The following Disaster Drill (bomb threat) Evacuation Procedure provides a guideline for
28 evacuation.

- 29
30
- 31 • The 6th & 7th floors should be split into 2 groups
 - 32 • Evacuate on the right side of the stair well (in an emergency, the fire dept will likely use the
left side)
 - 33 • Evacuate to the street, then wait for security talk/timing.
 - 34 • Do not use the elevators
 - 35 • Exit the building and to Clinton Street
- 36

37 *c. STAFF FIRST AID AND RECONNAISSANCE*

38
39 All staff members must follow the instructions of the fire department, or other governmental
40 authority. If a staff member is injured or immobile, and in imminent danger of new harm, and
41 you are able to relocate the staff member without exposing yourself to the same imminent harm,
42 then do so. Otherwise, do not attempt to move any injured persons. **Inform officials from the
43 fire department, or other governmental authority, who are in or around the building, of the
44 location, and if known, name, of injured persons.**

45

1 Additionally, if permitted by the fire department, or present governmental authority, a staff
2 Emergency Reconnaissance Team comprised of AGD staff, may enter the AGD offices to search
3 for staff as follows.

- 4
- 5 • Search an office/room, and once a search is complete, close the office/room door and use a
6 sticker to mark work area searched as, "CLEAR."
- 7 • Different searchers should be trained to search at different levels of a room
- 8 • Team members should never use the elevators
- 9 • Team members should use the exit nearest to them during a disaster

10

11 **2. OPERATIONS SECURITY AND RESTORATION**

12

13 The Executive Director or her/his designee shall determine if operations may continue from the
14 AGD offices, or if alternative sites or mechanisms need to be activated. Should the Executive
15 Director or her/his designee determine that alternative sites or mechanisms need to be activated
16 for the continued operations of the AGD, then he or she shall consult the Roster of Emergency
17 Operations Resources to contact organizations such as consulting companies or staffing
18 companies for assistance. Additionally, consult each department's Operations Manuals and
19 institute work from home policies per Appendix B.

20

21

Roster of Emergency Operations Resources

Commuter Resources

Transportation

Mode:	Line:	Location:	Fare:
Train	CTA – Green / Pink	Clinton / Lake	
Metra	Metra – Ogilvie Transportation Center (UP-N, UP-NW, UP-W)	Washington (Clinton / Canal)	
	Metra – Millennium Station (ME)	Michigan / Randolph	
	Metra – Union Station (BNSF, HC, MD-N, MD-W, NCS, SWS)	Canal (Clinton / Jackson/ Adams)	
Bus	# 56 Desplaines / # 120 Canal / # 56 Jefferson	Desplaines / Lake / Jefferson	
Other	Taxi		
	Uber		
	Lyft-		
Driving	290 – Eisenhower Expy	Merges West from 90/94	
	90 /94 – Kennedy Expy	West on Lake Approx 3 blocks	
	90 – Dan Ryan Expy	Merges South from 90/94	

Medical Resources

Medical (Urgent Care)

- Urgent Care – Access Community Health Network (Corporate Office) – 600 W Fulton
- Minute Clinic – 344 W Hubbard St (Inside of CVS) – 312-222-2570
- Concentra Urgent Care – 1230 W Lake St – 312-666-0028
- One Medical – 181 W Madison #3825 – 312-219-2230
- One Medical – 415 N LaSalle #100 – 312-219-2231
- Northwestern Immediate Care Center – River North – 635 N Dearborn – 312-694-2273
- Union Health Service Medical Center – 1634 W Polk – 312-423-4200

Medical (Hospitals)

- Northwestern Memorial Hospital – 251 E Huron – 312-926-2000

- 1 • Chicago Lakeshore Hospital Lakeshore Center for Behavioral Health – 737 N Michigan –
- 2 312-257-2985
- 3 • Rush University Medical Center – 1653 W Congress Pkwy – 888-352-7874
- 4 • John H Stroger, Jr. Hospital Cook County – 1969 Ogden Ave – 312-864-6000

5 **Emergency Services (Non- emergencies)**

- 6 • Dist 12 Chicago Police – 1412 S Blue Island – 312-746-8396
- 7 • Police Department – 121 N LaSalle Dr
- 8 • Police Department – 1160 N Larrabee – 312-742-5870
- 9 • Cook County Sheriff’s Office – 50 W Washington – 312-603-6444
- 10 • Dist 1 Headquarter Chicago Fire Department – 55 W Illinois – 312-744-5742
- 11 • Chicago Fire Department – 324 S Desplaines – 312-745-3705
- 12 • City Hall – 121 N LaSalle Drive -312-744-5000
- 13 • James R Thompson Center – 100 W Randolph – 312-814-6660
- 14 • Chicago Department of Transportation – 30 North LaSalle # 1100 – 312-744-3600
- 15 • **Post Office – 168 N. Clinton**

16
17 **Other Resources**

18 **Churches / Synagogue**

- 19 • Church of the Ascension – 1133 N LaSalle –
- 20 • First United Methodist – 77 W Washington –
- 21 • St Peter’s Catholic Church – 110 W Madison -
- 22 • Chicago Loop Synagogue – 16 S Clark -
- 23 • Central Synagogue of Chicago – 122 S Michigan –

24 **Grocery / Drug Stores**

- 25 • Jewel – Osco – 370 N. Desplaines
- 26 • Whole Foods Market – 30 W Huron
- 27 • Mariano’s Fresh Market – 40 S Halsted
- 28 • CVS – 101 N Clinton

29 **Hotels**

30
31

1 **B. TERRORIST ATTACK (OR THREAT THEREOF) UPON THE CITY OF**
2 **CHICAGO, ITS VICINITY, OR OTHER CITIES GIVING RISE TO AN**
3 **EXPECTATION OF THE SAME IN THE CITY OF CHICAGO (BUT WITHOUT**
4 **ACTUAL EVENT AT THE AGD BUILDING)**

5
6 1. DETERMINATION OF OFFICE CLOSURE AND STAFF SAFETY
7

8 The Executive Director or her/his designee shall consult with HSA, and building protocols.
9 Additionally, the Executive Director or her/his designee is encouraged to consult with the Head
10 of Human Resources. Based upon these consultations and judgment, the Executive Director or
11 her/his designee shall determine whether to close the AGD offices and institute work from home
12 measures in accordance with the work from home list (Appendix B).
13

14 2. DETERMINATION OF OPERATIONS
15

16 The Executive Director or her/his designee shall make the determination as to whether
17 operations may continue from the AGD offices. While it would be unlikely that operations
18 would be moved if the AGD offices have not had any actual event, it is the responsibility of the
19 Executive Director or her/his designee, the Associate Executive Directors, the Chief Financial
20 Officer, and the Department Directors to consult the operations manuals in preparation for off-
21 site continuity of operations.
22

23 **C. TEMPORARY UNAVAILABILITY OF AGD OFFICES**
24

25 1. IN-OFFICE HAZARDOUS CONDITIONS (CHEMICAL SPILL, ETC.)
26

27 Contact HSA (312) 683-7221.
28

29 Staff shall be notified in accordance with the procedures for notification of staff provided herein.
30

31 Should staff evacuation be deemed necessary by the fire department, or the Executive Director or
32 her/his designee, then follow the procedures provided herein.
33

34 The Executive Director or her/his designee shall determine if the work from home list should be
35 activated and if operations should be transferred.
36

37 2. FIRE
38

39 In the event of a fire, call 911. In the event of a threat of fire, notify the Executive Director or
40 her/his designee immediately.
41

42 In the event of a fire, the fire department along with the Fire team members shall coordinate the
43 evacuation of staff members. *See* evacuation procedures at section I.D. herein.
44

45 The Executive Director or her/his designee shall determine if the work from home list should be
46 activated and if operations should be transferred.

1
2 **3. WEATHER**
3

4 Notify staff of inclement or exigent weather (such as an unlikely tornado in the City of Chicago)
5 in accordance with the procedures provided in section I.A. herein.
6

7 The Executive Director or her/his designee shall determine if the work from home list should be
8 activated and if operations should be transferred.
9

10 **V. OTHER EMERGENCIES**

11
12 **A. SHOOTING, HOSTAGE SITUATION, OR OTHER ONGOING CRIMINAL**
13 **ACTIVITY**
14

15 Follow the following procedures:

- 16
17 1. Call 911 if possible
18 2. Barricade yourself somewhere if applicable
19 3. Do not leave your office until notified by authorities
20

21 **B. EMERGENCY CAUSED BY UTILITY FAILURE (ELECTRICAL EVENT, GAS**
22 **LEAK, ETC.)**
23

24 Contact the Head of Human Resources or the CFO. They shall contact the building or other
25 necessary services.
26

27 If evacuating the building, follow the instructions provided herein at section I.D.
28

29 **C. ELECTRONIC OR NETWORK EMERGENCY (COMPUTER VIRUS, ETC.)**
30

31 Inform the Director of Information Technology or his/her designee. The Director of IT or his/her
32 designee shall contact staff as necessary.
33

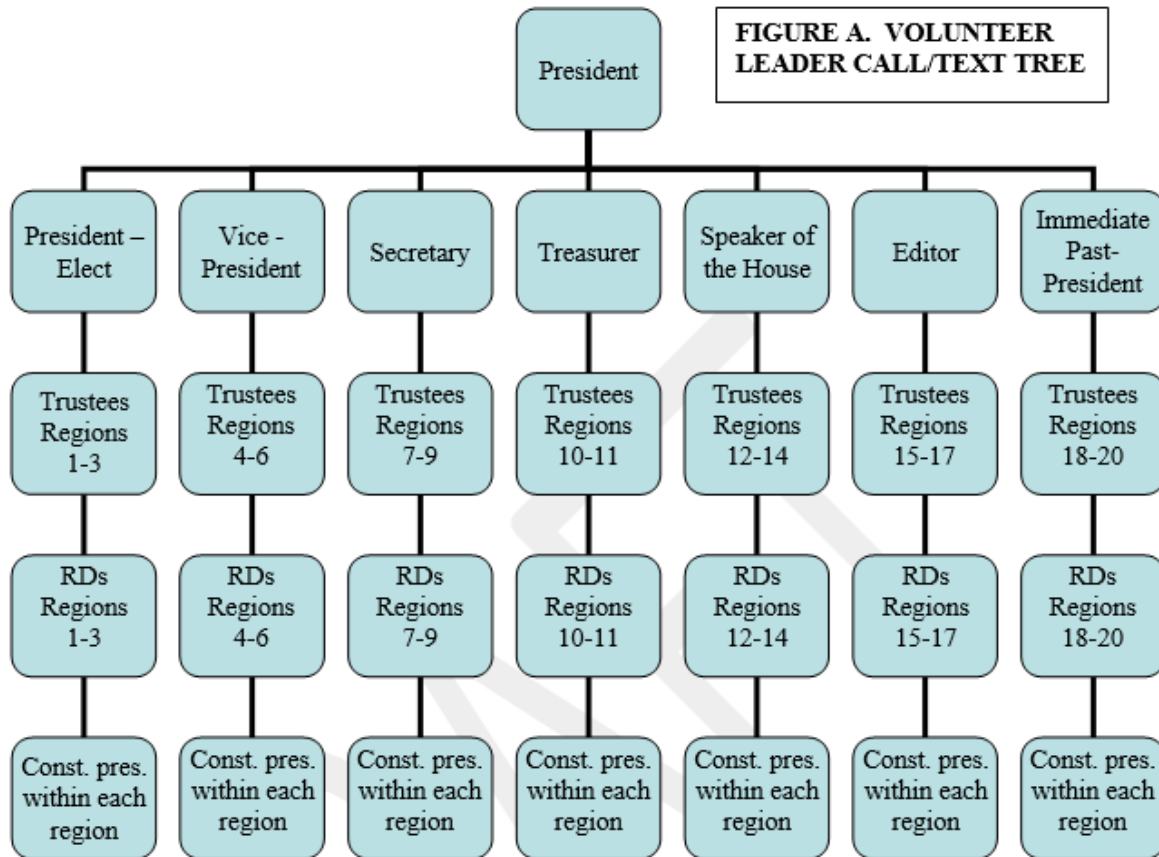
34 **D. FINANCIAL EMERGENCY (BREACH OF ACCESS, ETC.)**
35

36 The discovery of a financial emergency should be immediately reported to the Executive
37 Director and/or the Chief Financial Officer. In the event that the Executive Director and/or Chief
38 Financial Officer are parties to the emergency, an immediate report should be made to the
39 chairperson of the AGD Audit Committee. In all cases, refer to the Charge of the Audit
40 Committee (Appendix E).
41

42 **VI.**
43 **DISASTERS RESULTING IN THE COMPLETE DECIMATION OR**
44 **UNAVAILABILITY OF AGD STAFF**
45

1 If neither the Head of Human Resources nor the Executive Director nor her/his designee, can be
2 reached, then the building management shall contact the President of the AGD or his/her
3 designee in the event of an incident resulting in the complete decimation or unavailability of
4 AGD office staff. In the absence of the President and his/her express designation of a designee,
5 the designee shall be the AGD Officer who is next in the line of succession to the presidency in
6 accordance with AGD Bylaws.

7
8 Upon receiving notice of the incident, the President or his/her designee shall activate the call tree
9 (Figure A.) using available communications to contact the other officers, trustees, regional
10 directors, and constituents' presidents. The President or his/ her designee shall continue to
11 update these volunteer leaders of the status of the incident if on-going. Note that it shall be
12 impracticable to redirect all incoming calls from the AGD to the President because the AGD
13 main office presently receives an average between 140 - 200 calls per day. One potential option
14 would be to either temporarily or permanently engage an association management company.
15 These AMCs can be readily identified through an internet search.



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VII. DISASTERS AFFECTING AGD’S LEADERSHIP

Board meetings could place the AGD’s leadership structure at risk, since the Executive Committee, the Trustees, the Executive Director, and key staff directors would all be in one physical location. Annual Meetings and the Scientific Sessions present an even greater risk to the larger governance structure of the AGD.

In the event that a disaster at a Board meeting, Scientific Session or an Annual Meeting destroys all or a significant number of the AGD’s top leaders, the AGD should replace its leadership structure as follows:

- If the entire Board were eliminated in a disaster, protocols are in place for the election of Trustees (and Regional Directors, if they were also affected). Regions would need to appoint temporary representatives and hold elections as quickly as possible to fill the vacant slots.
- In the event that the Executive Committee is suddenly eliminated, the Trustees should form a Nominating Committee to identify qualified individuals and elect another set of officers until elections can be held at the next Annual Meeting. Candidates’ campaign materials could be posted to the AGD web site in the Members Only section, and grassroots members could be asked to contact their Trustees with their input regarding the election.

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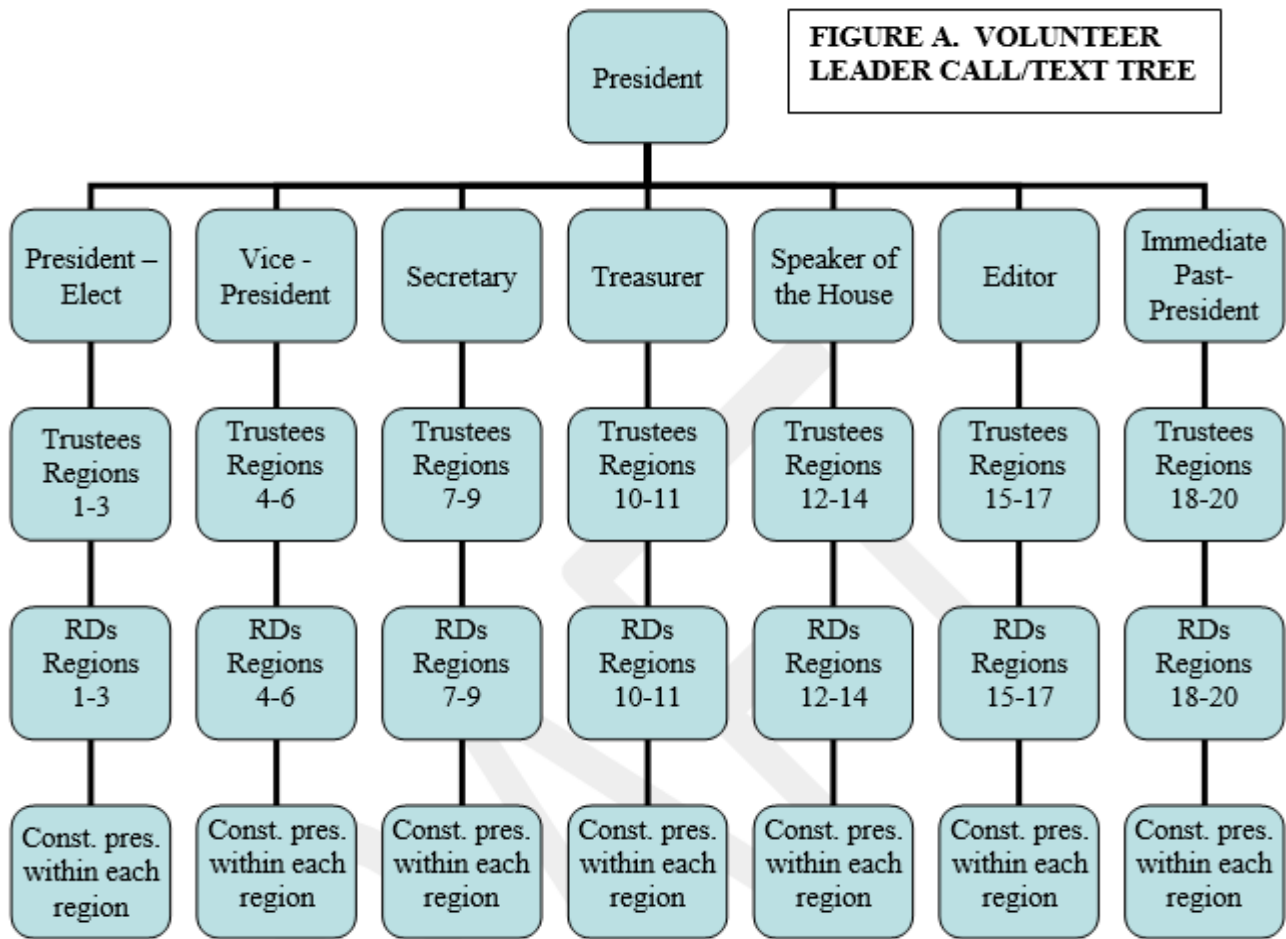
- 1 • Once the officers have been selected, the *Process for Hiring an Executive Director* would
2 govern the process for hiring the new chief executive, if needed.
- 3 • If the Executive Committee, Trustees, and Executive Director are all eliminated in a
4 disaster, then the organization should begin by replacing its volunteer leadership structure
5 so that the new officers can fill their designated roles in hiring the new Executive
6 Director. Based on the protocol in the Constitution and Bylaws, the Regional Directors
7 would step in immediately to fill the vacant Trustee offices until elections could be held
8 by the regions. As soon as possible, this new group of Trustees should form a
9 Nominating Committee to identify qualified individuals and elect a new set of officers,
10 with input from grassroots members via the web site as previously discussed. Once the
11 Executive Committee is in place, then the officers should follow the *Process for Hiring*
12 *an Executive Director* to select the next chief executive.

13
14 As a safeguard, the Executive Director will determine a lengthy order of succession for staff
15 members to run the Chicago office in the event of a disaster, which will be maintained by the
16 Human Resources department and provided to both the Executive Committee and the Executive
17 Staff on an annual basis.

18 19 **CONCLUSION**

20
21 Disaster is inevitable. It is those organizations that prepare for disaster that survive in the
22 aftermath. As the largest organization for general dentistry in the world, we owe it, not only to
23 our staff, but also to our members and to their patients, to survive, and if possible, thrive.
24 Successful implementation of this Handbook shall require staff dedication to periodic testing and
25 revision, and communication with volunteer leaders to ensure their awareness of the provisions
26 of the Handbook. Regardless of whether the inevitable emergency affects one or all, this
27 Handbook ensures that we work together as one team, and one voice, the voice of general
28 dentistry, to ensure the survival of our staff and the AGD.

- 1 President – Call Tree as outlined in section VI. DISASTERS RESULTING IN THE
- 2 COMPLETE DECIMATION OR UNAVAILABILITY OF AGD STAFF



3

1 **AGD Approved Holiday Schedule**

2
3
4 **Academy of General Dentistry**
5 **2018 Holiday Calendar**
6

7

Martin Luther King Day	Monday, January 15
Presidents' Day	Monday, February 19
Memorial Day	Monday, May 28
Independence Day	Wednesday, July 4
Labor Day	Monday, September 3
Columbus Day	Monday, October 8
Thanksgiving	Thursday & Friday, November 22 & 23
Christmas	Monday & Tuesday, December 24 & 25
New Year's	Monday December 31 & Tuesday, January 1

16

4 **A. Convocation Waiver Guidelines**

6 **Guidelines for Granting Waivers of Attendance for Convocation**

7
8 Upon approval by the chair of the Dental Education Council, an award candidate
9 may be excused from attending the Convocation and awarded the Fellowship or
10 Mastership in absentia for any of the following reasons:
11

- 12 1. Medically confirmed disability;
- 13 2. Illness so severe as to prevent an individual from even planning to attend
14 the Convocation ceremony as much as 30 days in advance;
- 15 3. Sudden illness that occurs within 30 days of the Convocation ceremony,
16 and makes it impossible for the individual to attend the Convocation
17 ceremony;
- 18 4. Death within the immediate family which makes it impossible for the
19 member to attend the Convocation ceremony;
- 20 5. Sudden illness in the immediate family which makes it impossible for the
21 member to attend the Convocation ceremony;
- 22 6. Military orders which would prevent the member from attending the
23 Convocation ceremony;
- 24 7. Long-standing professional commitments outside of the country which
25 would prevent the member from attending the Convocation ceremony, as
26 long as the commitments were not made as conscious alternatives to
27 attendance at the Convocation;
- 28 8. Unusual personal or business circumstances resulting from natural disaster
29 or accident that would make it unreasonable to expect the member to
30 attend the Convocation ceremony;
- 31 9. Religious restrictions of observances that would prevent the member from
32 attending or participating in the Convocation ceremony.
33

34 If an award candidate does not qualify under these guidelines, and they cannot or
35 do not wish to attend the Convocation ceremony, they will be allowed to postpone
36 attendance at convocation until either the second or third Convocation ceremony
37 following approval of their award application.
38

1 *Policy Type: VI. Board Guidelines*

2

3 **B. Complimentary Scientific Session**

4 **Registration**

5

6 Approved by the Board and the 2009 Board Meeting IV

7

8 Resolved that the President receives up to six free tickets for the main social event at the

9 scientific session.

10

11 Approved by the Board at the 2012 Board Meeting III:

12

13 Resolved, that the Scientific Meeting Council have all registration fees and President's

14 Dinner fee waived during their years in service for scientific sessions due to their extensive

15 responsibilities onsite.

16

17 And be it further,

18

19 Resolved, that the AGD Executive Committee have all fees waived for the scientific session

20 registration, convocation attendance, and their main social event ticket, during their years of

21 service due to their extensive responsibilities onsite.

22

23

1 *Policy Type: VI. Board Guidelines*
2

3 **C. Protocol for Approving Amendments to BPM** 4 ---

5
6 Approved by the Board at the 2012 Board Meeting III:
7

8 Resolved, that no one is authorized to change, edit, amend, add to or subtract from the AGD
9 Board Policy Manual without full disclosure to the Board that changes are suggested, and be
10 it further,
11

12 Resolved, that there be a discussion by the Board on the proposal, precluding any such
13 amendments from passage on consent, and a vote by the Board authorizing any changes, and
14 be it further,
15

16 Resolved, that such proposed changes be presented in an AIR in such format that changes
17 indicate in the amended document with the previous area struck through, the new language
18 underlined and for large changes, a notation including the date be added after that section of
19 the Policy Manual stating that an update had occurred. Minor edits and housekeeping
20 changes may be moved by any Board member during discussion of the Policy Manual.
21

1 ***Policy Type: VI. Board Guidelines***

2

3 **D. Scientific Session Schedule Approval**

4

5

6

Approved by the Board at the 2016-2017 Board Meeting III.

7

8

9

The Scientific Meetings Council Chair, Dental Education Council Chair, and President will have the authority to approve the schedule for the scientific session.