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AGD Board Policy Manual

Updated July 9, 2019

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1 *Policy Type: I. Guiding Documents*

2 3 **A. Vision Statement**

4
5
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
13
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
21
22
23 The Academy of General Dentistry (AGD) is committed to excellence in oral health care by promoting
24 life-long learning. As the voice of general dentistry, the AGD advocates for general dentists and the
25 patients they serve.

26 27 **D. Core Purpose**

28
29
30
31 Advance the value and excellence of general dentistry.

32 33 **E. Core Values**

34
35
36
37 **Excellence** in oral health care

38 **Diversity**

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

40 **Continuous life-long learning**

41 **Advocacy/representation**

42 **Teamwork; camaraderie; mentorship**

43 **Ethical, honest and credible behavior**

44 45 **F. Tag Line**

46
47
48
49 Your voice for excellence through education and advocacy.

3 **G. Strategic Plan**

5 Policy 2018:101R-H-11 **A resolution will be submitted to the 2019 House of Delegates to amend by*
6 *inclusion of a goal that was left out of the original resolution*

8 2019-2021 AGD Strategic Plan

9
10 Continuing Education

11
12 Expand the breadth, depth and convenience of continuing education opportunities for AGD members.

13
14 Goals

15
16 General dentists provide superior patient clinical outcomes.

17 High-Level Strategy

18
19 To achieve these goals, AGD will do the following:

- 20 • Continuing Education - Deliver multi-channel continuing dental education through AGD, AGD
21 Constituents or other AGD collaborative relationships.
 - 22
 - 23 ○ Provide a portfolio of online or web-based offerings to make CE accessible and affordable.
 - 24 ○ Explore direct-to-member CE facilitated by AGD for instances where constituent-led CE is not
25 viable.
 - 26 ○ Support constituent led CE including the development of efforts to provide high quality
27 education.
- 28
- 29 • Expanded educational recognition opportunities – Create more opportunities to receive recognition
30 for continuing education.
- 31
- 32 • Micro-education- AGD will explore developing micro-education to specifically address key clinical
33 training meeting applicable license or AGD award-requirements. (Micro-education is defined as
34 education delivered in less than one-hour increments.)
- 35

36 Practice Leadership and Support

37
38 Creates new initiatives to help AGD members lead more financially successful practices by providing
39 practice leadership education and business support.

40
41 Goals

42
43 AGD members lead or work in successful practices with positive business and clinical outcomes.

44 High-Level Strategy

45
46 To achieve these goals, AGD will do the following:

- 47 • Improve Dental Practice Leadership – Educate and train dental practice leaders on effective practice
48 management and leadership techniques. Activities include, but are not limited to, the following.
- 49

- 1 ○ Create robust practice management education providing practice leaders with critical business
- 2 and leadership resources.
- 3 • Help Dental Students and Residents – Lead efforts helping students and residents manage the
- 4 financial impact of their education through best practices.
- 5 • Improve Practice Performance – Make available a national buying program or direct supplier
- 6 negotiation providing discounts on practice supplies, equipment and other services. Activities include,
- 7 but are not limited to, the following.
- 8
- 9 ○ Investigate developing an expanded portfolio of direct practice services (billing, EHR, legal)
- 10 designed to provide AGD members with vetted, trusted and useful practice management and
- 11 leadership assistance.
- 12
- 13 ○ Investigate direct negotiations with high quality dental practice suppliers to provide for cost
- 14 savings or service improvements to AGD dentists and their practice.
- 15

16 Public and Policy Advocacy

17

18 Improves the climate for practicing dentistry through patient and policy maker education on the value of

19 oral care and general dentistry and by promoting AGD members’ lifelong commitment to continuing

20 education and successful patient outcomes.

21 Goals

22

23

24 Patients will seek out AGD members or member led practices.

25

26 Policy makers will support policies encouraging viable general dentist practices and improving oral

27 health.

28 High-Level Strategy

29

30 To achieve these goals, AGD will do the following:

- 31 • Increase Patients – Promoting efforts highlighting the clinical differentiation between AGD members
- 32 and other oral care options.
- 33 • Educate Policy Makers – Educate policy makers on the positive patient clinical outcomes of dentist
- 34 led general dentistry practices.
- 35 • Advocate for the Dental Home Concept - AGD will identify and implement strategies to educate
- 36 policy makers and the public on the value of the dentist led Dental Home Concept.
- 37

38 And be it further, Resolved, that the Strategic Plan Synopsis be employed as the primary document for

39 public dissemination and distribution.

40

41 AGD 2018 Strategic Planning Text Narrative (This language will be utilized for public campaigns)

42

43 The Academy of General Dentistry (AGD) recognizes that current and future dentists will practice in a

44 dynamic and evolving world. It is a priority of the AGD to prepare and support general dentists,

45 regardless of their personal goals, career path or practice setting, to be successful within this environment.

46 As a result, the AGD Strategic Plan is designed to outline high level goals and strategies to focus AGD

47 efforts to support general dentistry.

48

1 The AGD Strategic Plan is inclusive of all individuals considering, practicing or supporting the practice
2 of general dentistry and who share AGD members' commitment to high quality patient outcomes and a
3 life-long commitment to learning. The following summarizes key elements of the AGD Strategic Plan.
4

5 The AGD Strategic Plan through its Vision and Mission reiterates members' Visionary commitment to
6 *oral health and better lives because of the Academy of General Dentistry* through its continuing Mission
7 *of advancing general dentistry and oral health through quality education and advocacy.*
8

9 This Vision and Mission will be achieved by ensuring the following:

- 10 • General dentists provide high quality patient clinical outcomes through high quality and accessible
11 continuing education.
- 12 • General dentists provide lead or work in successful practices with positive business and clinical
13 outcomes through AGD provided practice management, leadership education, practice support
14 services.

15 Patients will seek out general dentists or general dentist led practices and policy makers will support
16 policies encouraging viable general dentist practices because of AGD advocacy, patient education and
17 marketing efforts.
18

3 **A. Governing Style**
4
5
6

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

11
12 More specifically, the Board will:

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

3 **B. Board Guidelines**
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7 As a group of dedicated individuals committed to serving the AGD to the best of our ability, we agree to
8 the following guidelines:
9

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

36
37 Approved Board Zoom March 26, 2019
38
39

3 **C. Board Operations**
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- 7
- 8 • At each independent, in-person Board meeting, at least one (1) evening will be dedicated to a social event.
 - 9 • All materials must be made available two weeks (2) prior to an in-person meeting, and on week (1) prior to an electronic meeting, except in the case of an emergency meeting.
 - 10 • The subject line of an e-mail should begin with “AGD” in order to indicate the message references AGD business. Privileged and confidential subject matter should be labeled as “Privileged and Confidential”. The terms “NRN” (no response necessary), “Response Requested,” and “Information Only” also should be used to indicate the level of response that is expected. In order to reduce unnecessary e-mail to the entire Board, attention should be made to respond only to the sender and not “respond to all” when appropriate, as in instances when the sender is asking for direct feedback only.
 - 11 • The Board 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 Board 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 Board 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 Board agenda. If approved, the minutes will be posted to the Board, Regional Directors, House of Delegates and Council Chairs via the AGD web platform within three (3) business days. If not approved, the minutes will be repopulated with the Board for discussion and correction. After one (1) week of discussion and editing, the Board will again vote upon the minutes. This process will repeat until the minutes are accepted.
 - 12 • At the conclusion of the Board meeting the balance of the Board contingency fund will be reported in the minutes.
 - 13 • The Board represents the AGD, and each Board member individually in turn represents the AGD both to external parties and to internal components.
 - 14 • Any information requested by a Board member from staff that will require more than two (2) hours of staff time must be requested through the Executive Director or Associate Executive Director.
 - 15 • New business not already on the meeting agenda will be addressed by the Board under a 2/3 majority vote of the Board.
 - 16 • Travel dates and meeting location will be posted six (6) months prior to Board meetings. A more detailed notice will be sent 60 days prior to the meeting.
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3 **D. Board Job Description**

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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 trusteeship role
8 and *necessary* for proper governance and management. Board members should have:
9

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

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

32 It shall be the duty of the Board:

- 33
- 34 A. To be informed and prepared for Board meetings and participate in online discussions and
35 telephone discussions;
- 36
- 37 B. To annually review the AGD's mission, vision, and strategic goals and recommend appropriate
38 modifications to the House of Delegates (HOD);
- 39
- 40 C. To steer the AGD and its resources toward the achievement of the AGD's mission and vision;
- 41
- 42 D. To approve the overall strategic plan, including the definition of the core competency and culture,
43 and to review the summary of the internal and external analysis, and to approve the fiscal goals,
44 objectives, and plans for the future;
- 45
- 46 E. To oversee the development of organizational structures, processes, and systems that will ensure
47 that AGD resources are utilized to meet member needs;
48

- 1 F. To delegate to the AGD's staff, councils, and committees the responsibility to develop and
2 implement, with Board approval, member-responsive programs and projects that the Board has
3 deemed relevant to the strategic plan of the association;
4
- 5 G. To communicate a consistent identity, as determined via the approval of the culture and core
6 competency statements and their representation (the brand), to the public and the dental
7 profession;
8
- 9 H. To provide for the maintenance and supervision of AGD Headquarters and all property owned
10 and operated by the AGD;
11
- 12 I. To determine the date, and location, for both the scientific session and the annual meeting, and to
13 establish the registration fees for the scientific session.
14
- 15 J. To cause to be bonded by a surety company all officers and employees of the AGD entrusted with
16 AGD funds;
17
- 18 K. To examine in detail all accounts of the AGD, and to cause the same to be audited by a certified
19 public accountant at least once a year;
20
- 21 L. To supervise preparation of a budget for carrying on the activities of the AGD for each ensuing
22 fiscal year;
23
- 24 M. To review the reports of the councils and committees of the AGD, and to make recommendations
25 concerning such reports to the HOD;
26
- 27 N. To act as a final means of appeal by individuals who have been denied membership in a
28 component or constituent after consideration of the Constitution, Bylaws and Judicial Affairs
29 Council;
30
- 31 O. To approve the selection and employment of an Executive Director; and to participate in the
32 evaluation of said Executive Director;
33
- 34 P. To establish appropriate policy for reimbursement of AGD members for personal expenses
35 incurred while on AGD business;
36
- 37 Q. To determine upon recommendations of the President whether any council or committee member
38 shall be removed;
39
- 40 R. To approve honorary members and recipients of other awards that have not been specifically
41 delegated to a particular council or committee of this organization;
42
- 43 S. To establish Fellowship and Mastership fees; Fellowship and Mastership award application fees
44 be increased by 10 percent every three years, beginning in 2018;
45
- 46 T. To determine whether a recommendation should be made to the HOD for removal of any officer;
47
- 48 U. To appoint a group administrator for the AGD's insurance program;
49

1 V. To actively solicit qualified regional nominees for appointment to AGD councils and committees
2 and to submit such in a timely manner;

3
4 W. To attend significant AGD events which affect the values, vision, and future of the organization;

5
6 The Board's products or job contributions shall be:

7
8 1. The link between the organization and its "ownership"; the Board is accountable as trustees to the entire
9 membership. This includes a role as guardian of the vision and values of the organization, both currently
10 and in the future.

11
12 2. Written governing policies which, at the broadest levels, address:

13
14 A. *Strategic Plan*: Vision, Mission, Brand Statement, Core Purpose, and Core Values (see section I of
15 this manual).

16
17 B. *Governance Process*: Specification of how the Board conceives, carries out, and monitors its own
18 task (see section II of this manual).

19
20 C. *Board-Executive Director Relationship*: How power is delegated, and its proper use monitored (see
21 section III of this manual).

22
23 D. *Executive Limitations*: Constraints on executive authority that establish the prudence and ethics
24 boundaries within which all executive activity and decisions must take place (see section III of this
25 manual).

26
27 E. *Board Policy Statements*: A written expression of the Board's wisdom on a topic following
28 dialogue and deliberation. These policies articulate the values that must not be violated and shape
29 staff work.

30
31 3. The assurance of Executive Director performance (against policies in 2A and 2D above).

32
33 4. Oversee the management of investments.

34
35
36 **Monitoring:** Board Job Description—Review in March
37 Investments—Includes external report by investment advisor in January
38 Linkage—Ongoing via a variety of information including surveys, reports, attendance at
39 meetings, and correspondence
40
41

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

1
2 10. The EC shall approve all events associated with the scientific session. Requests will come to the
3 Executive Committee from the appropriate AGD agency or department, with input from the
4 Executive Director and Scientific Meeting Council. This process will pertain to all events, even
5 those which may have been included in previous annual meetings and scientific sessions, except for
6 those prescribed for in AGD policy.

7
8 11. The Speaker of the House, President, and President-Elect will have the authority to approve the
9 schedule for the governance annual meeting.

10
11 12. Executive Committee shall be charged with reviewing AGD's corporate sponsorship programs
12 and policies every year with a comprehensive audit every three years, such that the review is prior
13 to the transmittal of any AGD solicitations to existing or potential corporate sponsors for the
14 coming year. The Executive Committee would bring any proposed changes to the program to the
15 Board for consideration.

16
17 13. The AGD Executive Committee shall have approval authority for all companies that seek to
18 participate as AGD Corporate Sponsors.

19
20 **Monitoring:** Annually during first EC meeting of the governance year.

21
22

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

2

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
- 13 feedback
- 14 - Lifelong learner
- 15 - Staff motivator
- 16 - Sounding board for the Executive Director
- 17 - Apolitical
- 18 - AGD Spokesperson
- 19 - Has check signing privileges
- 20 - Media savvy
- 21 - To review Executive Director (ED) expenses and
- 22 to approve those expenses in the Treasurer's
- 23 absence
- 24 - Facilitate a past Presidents' forum (example: the
- 25 annual past Presidents' breakfast)
- 26 - Present the Board evaluation results to the
- 27 Executive Director along with the past President

28 ***Skill set***

- 29 - Facilitation
- 30 - Confident public speaker
- 31 - Active participation in Board and EC business
- 32 - Active participation in Web forum
- 33 - Knowledge of AGD structure
- 34 - Excellent communication skills
- 35 - Technologically adept
- 36 - Excellent listening skill
- 37 - Organizational skills
- 38 - Agenda management skills
- 39 - Parliamentary procedure knowledge
- 40 - Experience working with employees
- 41 - Understanding of role within the team structure
- 42 - Time management skills
- 43 - Maintain confidentiality
- 44 - Ability to see the big picture
- 45 - Ability to articulate ideas
- 46 - Consultant to councils and committees
- 47 - Ability to take criticism and unify people
- 48 - Ability to tie up loose ends

50 **President-Elect**

51 ***Job Description/Duties***

- 52 - Study the AGD in order to understand all aspects
- 53 of the association

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

69 ***Skill set***

- 70 - Facilitation
- 71 - Confident public speaker
- 72 - Active participation in Board and EC business
- 73 - Active participation in Web forum
- 74 - Knowledge of AGD structure
- 75 - Excellent communication skills
- 76 - Technologically adept
- 77 - Excellent listening skills
- 78 - Organizational skills
- 79 - Agenda management skills
- 80 - Knowledge of parliamentary procedure
- 81 - Working with employees
- 82 - Understanding of role within the team 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
- 88 - Ability to take criticism and not alienate people
- 89 - Ability to tie up loose ends
- 90 - Well prepared for presentations

92 **Vice President**

93 ***Job Description/Duties***

- 94 - Study the AGD in order to understand all aspects
- 95 of the association
- 96 - Leadership and communication skills
- 97 - Ambassador of the AGD
- 98 - Fallback person to President and President-Elect
- 99 ○ If they can't attend a function, assist as
- 100 needed.
- 101 - Advocate for EC in communications of decisions
- 102 to membership

- 1 - Lead by empowering others
- 2 - Prepare well before you have to present
- 3 - Consultant to councils and committees and
- 4 Division Coordinators
- 5 - Protector of long-term goals
- 6 - Trained as an AGD spokesperson
- 7 ***Skill set***
- 8 - Facilitation
- 9 - Confident public speaker
- 10 - Active participation in Board and EC business
- 11 - Active participation in Web forum
- 12 - Knowledge of AGD structure
- 13 - Excellent communication skills
- 14 - Technologically adept
- 15 - Excellent listening skills
- 16 - Organizational skills
- 17 - Agenda management skills
- 18 - Knowledge of Parliamentary procedure
- 19 - Experience working with employees
- 20 - Understanding of role within the team structure
- 21 - Time management skills
- 22 - Maintain confidentiality
- 23
- 24 **Treasurer**
- 25 ***Job Description/Duties***
- 26 - Approve ED expenses
- 27 - Monitor the investment portfolio and financial
- 28 statements on a monthly basis
- 29 - Oversee the production of Budget and Finance,
- 30 Investment and Audit reports that are provided to
- 31 the HOD
- 32 - Act as liaison to the Investment Committee,
- 33 Audit Committee and Advocacy Fund
- 34 - Be a member of the Budget and Finance
- 35 Committee
- 36 - Work with councils and staff and help them
- 37 through budgetary process and Member Value
- 38 Prioritization (MVP) financial analysis of
- 39 programs and Business Plans.
- 40 - Provide an annual report to membership through
- 41 *AGD Impact*
- 42 - Provide the Board the necessary information to
- 43 understand financial statements and financial
- 44 implications of AIRs
- 45 - Support the decisions of the EC and AGD team
- 46 - Uncover red flags in the ED's expense reports
- 47 and bring them to the EC's attention
- 48 - To report to the EC and Board any irregularities
- 49 with regard to financial matters
- 50 - Can sign AGD checks in emergency situations.
- 51 ***Skill set***
- 52 - Understanding of financial statements
- 53 - Understanding of AGD budgetary process
- 54 - Understanding of whole organization and the
- 55 structure of AGD

- 56 - Background in financial management
- 57 - Ability to work in a group setting
- 58 - Active participation
- 59 - Understanding of Microsoft Excel
- 60
- 61 **Secretary**
- 62 ***Job Description/Duties***
- 63 - To serve as a member of the Board and the EC
- 64 and to assume the responsibility for seeing that all
- 65 minutes of the EC, Board, HOD are accurate
- 66 - To be the custodian of all records and properties
- 67 pertaining to his or her office
- 68 - To countersign all citations, certificates, and
- 69 testimonials
- 70 - To certify, together with the President, all official
- 71 acts of the AGD
- 72 - To conduct all correspondence
- 73 - To assist the President when formulating agendas
- 74 for Board and EC meetings
- 75 - To assist the Speaker of the House with the
- 76 formulation of agendas
- 77 - To facilitate the Executive Director evaluation
- 78 process
- 79 - Manage time effectively during Board meetings
- 80 - Act as liaison to constituent Executive Directors
- 81 and secretaries by attending face-to-face meetings
- 82 and conference calls
- 83 ***Skill set***
- 84 - Computer skills and knowledge of Microsoft
- 85 programs
- 86 - General skills and agenda management skills
- 87 - Attention to detail and detail oriented
- 88 - Editorial abilities
- 89 - Good communication skills
- 90 - Active participation
- 91 - Creative writing skills
- 92 - Knowledge of parliamentary procedure
- 93
- 94 **Speaker of the House**
- 95 ***Job Description/Duties***
- 96 - Preside over the HOD
- 97 - Assist the President in selection of a
- 98 parliamentarian
- 99 - Work with staff to produce a delegate list
- 100 - Member of Board and EC
- 101 - Work closely with the Secretary and staff to
- 102 distribute communications and HOD materials
- 103 and to provide accurate and timely information
- 104 to the HOD
- 105 - Work with staff to plan annual meeting and
- 106 governance alongside the councils and Board
- 107 - Accessible to caucuses
- 108 - Work with staff and reference committees—
- 109 especially the chairs—in preparation for the
- 110 HOD to develop reference committee reports.

- 1 - Remain apolitical
- 2 - Active in the instruction of the HOD
- 3 o Point of personal privilege
- 4 o microphone
- 5 o Rule delegates out of order
- 6 o Provide training for first-time
- 7 o delegates
- 8 o Provide training for reference
- 9 o committees
- 10 o Maintain order in the HOD
- 11 o Properly inform the HOD of
- 12 o procedural matters
- 13 - Monitor progress of HOD actions/concerns
- 14 - Assist in keeping the Board running smoothly
- 15 with parliamentary procedure

16 ***Skill set***

- 17 - Fairness
- 18 - Full knowledge of parliamentary procedure
- 19 - Facilitation
- 20 - Knowledgeable of issues and controversies
- 21 before the HOD
- 22 - Knowledge of the Bylaws
- 23 - Consensus building
- 24 - Ability to think on your feet
- 25 - Instruction/education skills

27 **Editor**

28 ***Job Description/Duties***

- 29 - Organize the message of AGD
- 30 - Help accomplish the goal of image and
- 31 everything included within
- 32 - Solicit and obtain feedback from membership via
- 33 website and publications
- 34 - Identify Communications Council articles for
- 35 PIO
- 36 - Review website content
- 37 - Review materials for publications with a
- 38 professional product
- 39 - Offer professional input
- 40 - Provide historical background for the AGD
- 41 - Be a voice of conscience
- 42 - Remain apolitical
- 43 - Present the message of the AGD through the
- 44 website and PIO
- 45 - Serve as the liaison to the Communications
- 46 Council
- 47 - Maintain membership and participation in the
- 48 American Association of Dental Editors &
- 49 Journalists
- 50 - Serve as liaison to the Public and Professional
- 51 Relations Division
- 52 - Develop AGD members' editorial skills for
- 53 possible succession of office

54 ***Skill set***

- 55 - Understanding of editorial process
- 56 - Scientific background (due to the need of
- 57 knowledge for the review of knowledge)
- 58 o Master's degree in science would provide
- 59 o sufficient scientific background
- 60 - Ability to work with the Director,
- 61 Communications in order to advocate
- 62 publications and advertising
- 63 - Excellent communication skills
- 64 - Proficient with all Microsoft programs
- 65 - Conscious of time constraints
- 66 - Detail oriented
- 67 - Good listener
- 68 - Creative writing skills
- 69 - Ability to delegate responsibility effectively
- 70 - Knowledge of the scientific process of article
- 71 review

73 **Immediate Past President**

74 ***Job Description/Duties***

- 75 - Help the Vice President, President-Elect,
- 76 President and EC by being supportive and
- 77 passing on necessary information
- 78 - Provide support and coaching (in background)
- 79 - Serve to enhance the relationship between the
- 80 AGD and its corporate sponsor
- 81 - Help coach and support new trustees with their
- 82 skill sets
- 83 - Provide backup to the three Presidents as a
- 84 spokesperson
- 85 - Assist the President whenever called upon.
- 86 - Present the Board evaluation results to the
- 87 Executive Director along with the President

88 ***Skill set***

- 89 - Remember your role in the group
- 90 - Facilitation
- 91 - Confident public speaker
- 92 - Active participation in Board and EC business
- 93 - Active participation in Web forum
- 94 - Knowledge of AGD structure
- 95 - Excellent communication skills
- 96 - Technologically adept
- 97 - Excellent listening skills
- 98 - Organizational skills
- 99 - Agenda management skills
- 100 - Knowledge of parliamentary procedure
- 101 - Experience working with employees
- 102 - Understanding of role within the team structure
- 103 - Time management skills
- 104 - Maintain confidentiality
- 105 - Ability to see the big picture
- 106 - Ability to articulate ideas
- 107 - Consultant to councils and committees

109 **Monitoring:** Annually during first EC meeting of the governance year.

3 **G. Executive Committee Operations**

- 4
- 5
- 6 • The EC will establish and annually review a set of EC position skills in order to inform
7 future leaders of the qualities necessary to excel in those positions.
- 8 • The EC minutes will be posted online for review within three (3) weeks of the meeting.
9 Staff should have the minutes ready for review by the Executive Director, President,
10 Secretary and Speaker of the House two (2) weeks after the meeting. The Executive
11 Director, President, Secretary and Speaker of the House should complete the review
12 within four (4) days. Staff will have three (3) days to finalize the minutes so the minutes
13 can be posted online for review within three (3) weeks of the meeting. There will be a
14 one (1) week comment period, during which EC members may comment or recommend
15 editions. At the end of the week, no further comments or edits will be permitted and a
16 survey will be posted to the EC for a vote. If the survey is not completed with 100%
17 participation one (1) week after posting, the minutes will be included in the next EC
18 agenda. If approved, the minutes will be posted to the Board, Regional Directors, House
19 of Delegates and Council Chairs via the AGD web platform within three (3) business
20 days. If not approved, the minutes will be repopulated with the EC for discussion and
21 correction. After one (1) week of discussion and editing, the EC will again vote on the
22 minutes. This process will repeat until the minutes are accepted.
23

24 **Monitoring:** Annually during first EC meeting of the governance year.

25
26 Approved Board Zoom March 26, 2019
27
28

3 **H. Division Coordinator Duties**

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

8 9 Advocacy-Representation Division

- 10 • Constitution Bylaws and Judicial Affairs Council
- 11 • Dental Practice Council
- 12 • Legislative and Governmental Affairs Council

13 14 Continuing Education Division

- 15 • Dental Education Council
- 16 • Examination Council
- 17 • Examination Assessment Committee
- 18 • Examination Development Committee
- 19 • Examination Materials Committee
- 20 • Local Advisory Committee
- 21 • PACE Council
- 22 • Scientific Meeting Council
- 23 • Self-Instruction Committee

24 25 Membership Services Division

- 26 • Group Benefits Council
- 27 • Membership Council

28 29 Public and Professional Relations Division

- 30 • Communications Council

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

38
39 This DC is in a position to know when a joint meeting of any assigned councils would be beneficial and
40 will coordinate these events if there is a working agenda with expected outcomes.

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

45
46 Specifically, the DCs would have the following responsibilities:

- 47 • Keep the Board, Regional Directors, and AGD leadership informed of their division's progress.

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

14
15 **Monitoring:** Division Coordinator Duties—Review in March
16
17

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 point of
12 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 the
15 chair.
16 9. Encouraged to have open discussions with chair of council or the Division Coordinator, before or
17 after the meeting.
18 10. Encourage dialogue between councils through the Board liaisons, council chairs and/or the
19 Division Coordinators, to facilitate the charge of the council and the AGD moving forward.
20 11. Be mindful of the fact that liaisons are invited guests and that the chair is running the meeting.
21 12. Base opinions on their knowledge of the Board and strategic plan, and remember they are serving
22 as representatives of the Board during the meeting and should stay within that boundary.
23 13. When giving a personal opinion, the liaison should stress and make it clear to all that this is a
24 personal opinion as an AGD member.
25

26
27 **Monitoring:** Board Liaison Duties—Review in March
28
29

2

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

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

5

6 The role of the Regional Director (RD) is to assist the constituent leaders in their region with activities

7 and AGD programs dealing with membership recruitment and retention, identification and training of

8 leaders, dental education, and legislative/regulatory issues. The Regional Directors receive direction from

9 the AGD Board with respect to the charge, responsibility and direction. The Regional Directors should

10 comply with the Region Constitution and Bylaws. The Regional Director should track the information

11 from the AGD to constituent members and facilitate submission of constituent reporting and data

12 collection in a timely manner to ensure a robust and effective region.

13

14

15

16 The RD has the responsibility to:

17

18 1.) Support the constituents

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

46

47 2.) Train Leaders

- 48 a) Cultivate future leaders within the constituent/region by having the
- 49 engagement of the leaders and future leaders in the oversight of the
- 50 constituents and caucuses. The RDs must recommend appointments

1 to AGD councils and committees from the constituent/region and
2 update this information frequently to the AGD Presidential line.
3

4 3.) Provide resources for successful continuing education

5 a) Assist constituent leadership in understanding the resources
6 available for CE opportunities within the AGD.

7 b) Encourage development of Fellows and Masters within constituent
8 and regions.
9

10 4.) Encourage and assist, when necessary, AGD government relations and regulatory efforts within
11 constituents.
12
13

3 **K. Congressional Liaison**

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

- 8
- 9 1. Have served on the LGA Council or in some other leadership role within AGD.
- 10 2. Has attended/participated in at least three AGD Hill Days.
- 11 3. Has lobbied Congress, state legislatures, or state dental boards at least five times within the past 10
12 years.
- 13 4. A Liaison shall serve for not more than two three-year terms equaling six (6) years. Such service may
14 or may not be contiguous. The President shall appoint said liaison.
- 15

16 The duties of the Congressional Liaison shall be:

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

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

37
38 Approved Board Zoom December 19, 2017
39

3 **L. President's Role**

4
5
6 The role of the President is to ensure the integrity of the Board's process and to represent the Board and
7 House of Delegates to outside parties. The President is the only Board member authorized to speak for the
8 Board (beyond simply reporting Board decisions), other than in rare and specifically authorized instances
9 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 those
12 legitimately imposed upon it from outside the organization.
13
14 A. Meeting discussion content will only be those issues which, according to Board policy, clearly
15 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 relevant.
18 Current AGD parliamentary authority rules are observed except when the Board supersedes them.
19
20 2. The authority of the President consists of making decisions on behalf of the Board. This authority
21 extends to all decisions that fall within and are consistent with any reasonable interpretation of Board
22 and House of Delegates policies on governance process and on the Board-Executive Director
23 relationship, except when the Board specifically delegates portions of this authority to others.
24
25 A. The President is empowered to chair Board meetings with all the commonly accepted power of that
26 position (e.g., ruling, recognizing).
27
28 B. The President has no authority to make decisions about policies created by the Board within
29 Strategic Outcomes and Executive Limitations policy areas. Therefore, the President has no
30 personal authority to supervise or direct the Executive Director.
31
32 C. The President will represent the Board and House of Delegates to outside parties in announcing
33 Board-stated positions and in stating presidential decisions and interpretations within the area
34 delegated to him or her.
35
36

37 **Monitoring:** Presidents Role—Review in June
38
39

3 **M. Board Committee and Task Force Principles** 4 5

6
7 The Board may establish committees or task forces to help carry out its responsibilities. To preserve Board
8 holism, committees or task forces will be used sparingly, only when other methods have been deemed
9 inadequate. Committees or task forces will be used so as to minimally interfere with the wholeness of the
10 Board's job, and so as never to supersede the Board's authority and delegation to the Executive Director.
11

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

32
33 **Monitoring:** Ongoing via reports to the Board
34
35

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 members
14 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 particular
17 council, nor may any member serve on more than one (1) council at a given time. When someone is
18 appointed to an AGD leadership position, that appointment will count as his or her first term, unless
19 there is less than one (1) year remaining, even if it is to fill someone else's unexpired term. Upon
20 completion of that term, that person then would be eligible for one (1) additional term in that
21 particular leadership position.
22
 - 23 D. Each incoming President shall designate, with approval of the Board, one (1) particular council
24 member to serve as chairperson.
25
 - 26 E. All written reports presented by an individual, task force, council, or committee relating to the
27 business or actions of the Academy of General Dentistry be signed either physically or electronically
28 by the reporting individual or the chair of a reporting task force, council, or committee to certify the
29 accuracy of the report.
30
 - 31 F. Each incoming President shall designate, with the approval of the Board, one (1) individual who shall
32 serve as the Division Coordinator for each vacancy in the four council and committee divisions. The
33 term of the Division Coordinator shall be two (2) years. No Division Coordinator shall serve more
34 than two (2) successive terms and the appointment of terms shall be staggered so that only two (2)
35 terms expire on any given year.
36
 - 37 G. Council appointments shall expire at the end of the appropriate annual meeting, generally almost
38 three (3) years after an active or emeritus member has been named to serve on the council. A council
39 or committee member may be removed with the approval of the President, President-Elect, and the
40 ratification of the Board for the following reasons:
41
 - 42 1. Unethical behavior;
 - 43 2. Disruptive behavior;
 - 44 3. Failure to attend scheduled meetings;
 - 45 4. Failure to accomplish assigned work.
46
47
48
49

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

- 4
- 5 1. Welcome them and provide contact information and preliminary schedules.
- 6
- 7 2. Explain the charge and functioning of the council
- 8
- 9 3. Inquire about any particular skill set or interest the new member has which will assist the council.
- 10

11 Increased efficiencies timeline Strategies:

- 12 1. It is strongly suggested that within two weeks following the annual meeting, the chair will have a
13 conference call or web based call with the entire council, to begin setting the direction for the
14 coming year, identify specific items for development and review, plus begin big picture
15 discussions and assign any workgroups.
- 16
- 17 2. Work by email, conference call, or web based calls periodically such that the council can develop
18 and make decisions on most actionable items before the Division Council Meetings I (DCM) or
19 have them into the draft versions for discussion and further development by the DCM I.
- 20
- 21 3. Bring all items that have been finalized throughout the year, including the housekeeping and
22 update AIRs, to the board as soon as they are ready and do not wait until after the DCMs.
23 Projects and actions should be finalized as an ongoing process versus trying to deal with all at the
24 DCMs.
- 25
- 26 4. The goal is to make the DCM focus on large goal discussions and items relative to the strategic
27 plan and future actions in addition to those issues that have to be at a face-to-face meeting. New
28 ideas should come from those discussions, recommendations for new direction projects and
29 activities, and clear actionable goals set. Those new ideas should begin refinement at the DCM
30 and work should continue by email, conference calls, or web based calls so that the final action
31 items can be transmitted to the Board or drafts can be developed and preliminarily discussed prior
32 to the next DCM.
- 33

34 Section 2. The composition and responsibilities of each council are:

35
36 A. Communications Council

37
38 The Communications Council shall consist of 10 members, including the chairperson. Initially, this
39 council shall consist of 10 (10) members, 3 members serving three (3) years; 3 members serving two (2)
40 years; and 4 members serving one (1) year.

41
42 It shall be the duty of the council:

- 43 • To ensure that the AGD has a comprehensive communications strategy in place to inform each of
44 its key stakeholders;
- 45 • To ensure that the AGD utilizes current and new media vehicles to create integrated campaigns
46 that communicate AGD messages in a cohesive fashion to execute that strategy;
- 47 • To manage, conduct, and disseminate market research in support of organizational decision
48 making;
- 49 • To efficiently use all communication vehicles and applications to communicate the AGD brand;
- 50 • To oversee and facilitate technology innovations and growth throughout all areas of the AGD;

- 1 • To oversee the AGD’s print and online content, both to the profession and to the public;
- 2 • To work with media representatives, constituent leaders, and members of the health care
- 3 community to promote the AGD and disseminate oral health information to the public;
- 4 • To act as consultants of communications-related activities, such as advertising, policies,
- 5 proposals, partnerships, contracts, and agreements.
- 6 • To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
- 7 Statements.
- 8 • Each Council and Committee shall evaluate the revenues and expenses of all its programs and
- 9 services annually as part of the budget process. Additionally, each Council and Committee shall
- 10 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every
- 11 three years, beginning 2019.
- 12 • AGD staff will send out to each council, committee, or other agency member along with any
- 13 member collaborating on any AGD business the Code of Conduct form to be completed by said
- 14 individual at the beginning of each governance year. Each covered individual will submit to their
- 15 staff liaison an accurately completed form, including particular attention paid to any companies
- 16 that may have remunerated said covered individual and subsequently reported such remuneration
- 17 to the federal government’s reporting structure under the Sunshine Act. The staff liaison will
- 18 compile all of their individual’s forms, and share them with their chairperson and also the
- 19 executive office staff, who will in turn, forward them to the Audit Committee for further review.
- 20

21 B. Constitution, Bylaws and Judicial Affairs Council

- 22
- 23 1. The Constitution, Bylaws and Judicial Affairs Council shall be composed of six (6) members
- 24 including the chairperson.
- 25
- 26 2. It shall be the duty of this council:
- 27
- 28 a. To study and make recommendations to both the Board and the HOD on any proposed
- 29 change in the Constitution and Bylaws;
- 30
- 31 b. To recommend amendments or interpretations of the Constitution and Bylaws of the AGD;
- 32
- 33 c. To maintain a file in the AGD office of copies of constituent and component AGD’s
- 34 constitutions and bylaws;
- 35
- 36 d. To hear appeals on censure, suspension of membership, or expulsion from a constituent
- 37 AGD;
- 38
- 39 e. To act on the appeals from dentists who have been denied access to AGD membership by a
- 40 constituent Board;
- 41
- 42 f. To keep minutes of any disciplinary proceedings;
- 43
- 44 e. Monitoring any necessary Bylaws changes in the regional governance structure of Regions 15
- 45 and 16.
- 46
- 47 f. To annually review Article IX, Principles of Ethics, of the AGD Constitution and to report to
- 48 the Board Meeting IV annually any recommended changes...."
- 49

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

21 C. Dental Education Council

- 22
- 23 1. The Dental Education Council shall consist of nine (9) members, including the chairperson.
- 24
- 25 2. It shall be the duty of the council:
 - 26
 - 27 a. To guide, approve, initiate, research and develop programs of continuing education in
28 accordance with policies established by the HOD;
 - 29
 - 30 b. To evaluate and recommend candidates for Fellowship, Mastership, and the Lifelong
31 Learning and Service Recognition programs, and the Thaddeus V. Weclaw award and to
32 inform each candidate of his or her acceptance in writing.
 - 33
 - 34 c. To coordinate and recommend policy concerning the registration of members' postdoctoral
35 hours for the membership's Fellowship and Mastership and Lifelong Learning & Service
36 Recognition (LLSR) requirements;
 - 37
 - 38 d. To initiate, review, coordinate, and recommend programs and policies that would enhance
39 and/or measure the quality of continuing education available to AGD members;
 - 40
 - 41 e. To initiate and respond to communications with the American Dental Education Association
42 and the Commission on Dental Accreditation or any other agency as appropriate to ensure
43 that the undergraduate and postgraduate training of dental professionals is responsive to the
44 needs of practicing general dentists.
 - 45
- 46 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
47 Statements.
- 48
- 49 4. Each Council and Committee shall evaluate the revenues and expenses of all its programs and
50 services annually as part of the budget process. Additionally, each Council and Committee shall

1 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every
2 three years, beginning 2019.
3

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

13 D. Dental Practice Council
14

- 15 1. The Dental Practice Council shall consist of ten (10) members, including the chairperson.
16
17 2. It shall be the duty of the council:
18
19 a. To advocate for the general dentist as well as the public on all factors that affect the practice
20 of general dentistry;
21
22 b. To evaluate, study, and disseminate information on the planning, administration, and
23 financing of various dental care programs which might place limitations on the general
24 practitioner and make recommendations where appropriate;
25
26 c. To investigate and study prepayment and post payment plans for dental care and make
27 recommendations where appropriate;
28
29 d. To evaluate, study, and disseminate information on all matters pertaining to the dental health
30 of the public and make recommendations where appropriate;
31
32 e. To evaluate, study, and disseminate information involving dental informatics, materials, and
33 devices and make recommendations as appropriate.
34
35 f. To evaluate, study and disseminate information on the planning, management, administration,
36 economics and finances of the practice of dentistry.
37
38 3. The chairperson of the Legislative and Governmental Affairs Council may serve as a consultant
39 to this council without the right to vote.
40
41 4. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
42 Statements.
43
44 5. Each Council and Committee shall evaluate the revenues and expenses of all its programs and
45 services annually as part of the budget process. Additionally, each Council and Committee shall
46 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every
47 three years, beginning 2019.
48
49 6. AGD staff will send out to each council, committee, or other agency member along with any
50 member collaborating on any AGD business the Code of Conduct form to be completed by said
51 individual at the beginning of each governance year. Each covered individual will submit to their

1 staff liaison an accurately completed form, including particular attention paid to any companies
2 that may have remunerated said covered individual and subsequently reported such remuneration
3 to the federal government's reporting structure under the Sunshine Act. The staff liaison will
4 compile all of their individual's forms and share them with their chairperson and also the
5 executive office staff, who will in turn, forward them to the Audit Committee for further review.
6

7 E. Examination Council

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

1
2 F. Group Benefits Council
3

- 4 1. The Group Benefits Council shall consist of six (6) members, including the chairperson.
5
6 2. It shall be the duty of the council:
7
8 a. To monitor on a continual basis those group membership benefits offered by the AGD to
9 determine their appropriateness for inclusion in the group benefit programs;
10
11 b. To identify, evaluate, and recommend group benefit programs to the Board which will
12 provide added value to AGD membership;
13
14 c. To choose the vendors for the AGD's group benefit programs subject to the approval of the
15 AGD's Board;
16
17 d. Group Benefits may be in the form of a member discount, special availability, or revenue to
18 the AGD;
19
20 e. To collaborate with input from other Councils when considering AGD member benefits to be
21 a part of the affinity program.
22
23 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
24 Statements.
25
26 4. Each Council and Committee shall evaluate the revenues and expenses of all its programs and
27 services annually as part of the budget process. Additionally, each Council and Committee shall
28 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every
29 three years, beginning 2019.
30
31 5. AGD staff will send out to each council, committee, or other agency member along with any
32 member collaborating on any AGD business the Code of Conduct form to be completed by said
33 individual at the beginning of each governance year. Each covered individual will submit to their
34 staff liaison an accurately completed form, including particular attention paid to any companies
35 that may have remunerated said covered individual and subsequently reported such remuneration
36 to the federal government's reporting structure under the Sunshine Act. The staff liaison will
37 compile all of their individual's forms and share them with their chairperson and also the
38 executive office staff, who will in turn, forward them to the Audit Committee for further review.
39

40 G. Legislative and Governmental Affairs Council
41

- 42 1. The Legislative and Governmental Affairs Council shall be composed of nine (9) members,
43 including the chairperson.
44
45 2. It shall be the duty of this council:
46
47 a. To advocate for the general dentist as well as the public on all regulatory and legislative
48 matters that affect the practice of general dentistry.
49
50 b. To study legislation that affects the dental profession and the public which it serves;
51

- 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 student membership recruitment and retention 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;

- 1 g. To act upon an application for associate membership from those areas where there is no
2 constituent AGD;
- 3
- 4 h. To determine the form to be used for membership applications.
- 5
- 6 i. To help develop and administer, in conjunction with the New Dentist Committee, any other
7 programs, initiatives, and services when so directed by the HOD, or Board;
- 8
- 9 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
10 Statements.
- 11
- 12 4. Each Council and Committee shall evaluate the revenues and expenses of all its programs and
13 services annually as part of the budget process. Additionally, each Council and Committee shall
14 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every
15 three years, beginning 2019.
- 16
- 17 5. AGD staff will send out to each council, committee, or other agency member along with any
18 member collaborating on any AGD business the Code of Conduct form to be completed by said
19 individual at the beginning of each governance year. Each covered individual will submit to their
20 staff liaison an accurately completed form, including particular attention paid to any companies
21 that may have remunerated said covered individual and subsequently reported such remuneration
22 to the federal government's reporting structure under the Sunshine Act. The staff liaison will
23 compile all of their individual's forms and share them with their chairperson and also the
24 executive office staff, who will in turn, forward them to the Audit Committee for further review.
- 25

26 I. Program Approval for Continuing Education (PACE) Council

- 27
- 28 1. The Program Approval for Continuing Education (PACE) Council shall consist of fifteen (15)
29 members, including the chairperson, and up to three (3) consultants. Consultants serve a one year
30 term with no restrictions on the number of terms served. Consultants must have previously served
31 as a member of the PACE Council for a minimum of two (2) years during the immediate past ten
32 (10) years before the first appointment. Consultants act as the local approval representative for
33 constituents who have not appointed a local representative and assist the national council in
34 national reviews when an excessively high number of applications are received during a single
35 review cycle. Consultants are not budgeted to attend council meetings, nor do they participate in
36 any decisions/recommendations made by the council.
- 37
- 38 2. It shall be the duty of this council:
 - 39
 - 40 a. To administer the Program Approval for Continuing Education;
 - 41
 - 42 b. To evaluate all applications for program provider approval, and grant or deny approval
43 for each;
 - 44
 - 45 c. To provide counsel to AGD continuing dental education program providers regarding
46 the procedures and requirements necessary for obtaining program provider approval;
 - 47
 - 48 d. To assist constituent academies in understanding and applying PACE Standards and
49 Criteria.
 - 50

- e. To develop and promote tools to assist constituent academies in promoting local PACE approval.
 - f. To assist constituent academies in establishing rules and procedures for approval of local and state level continuing education program providers;
 - g. To coordinate and recommend policies concerning approval of AGD continuing dental education program providers.
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.

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:
 - a. Plan all programs and events for the scientific session for the AGD, with consultation of the President of that year's meeting on all social events.
 - b. Develop an educational curriculum that will draw local, national and international attendance to the scientific session. Work in consultation with the Dental Education Council and the Board.
 - c. Establish the goals and objectives of the annual meeting scientific session and conduct an annual review of the goals and objectives.
 - d. Review the scientific session meeting budget and recommend changes for future relevant budgets (i.e. honorariums, registration fees, social activities, keynote speakers, food and beverage, exhibit fees, etc.)
 - g. Approve future site selection criteria. Upon review of the staff recommendation—which weigh the results received from various cities against these criteria—make recommendations to the Board concerning future meeting dates and sites.

- 1
- 2
- 3 h. Recommend to the Board alternate ways to supplement the budget if necessary to support the
- 4 scientific session expenses and increase profitability.
- 5
- 6 3. The President, President-Elect, and Vice President shall be consultants to the council with the
- 7 responsibility for attending all council meetings.
- 8
- 9 4. The council shall be assisted in its endeavor to plan and implement future scientific sessions with
- 10 the following:
- 11 a. A Local Advisory Committee (LAC) which shall consist of four (4) members from the region
- 12 in which the scientific session is to be held, except as otherwise designated herein. The
- 13 chairperson of this committee shall be a member designated by the Vice President within
- 14 thirty (30) days of the time he or she is elected to office. The chairperson may be from
- 15 another region if he or she has experience in administering, managing or otherwise
- 16 supervising a state or national meeting that exceeds the scope of AGD's scientific session.
- 17 The LAC chairperson shall serve as one of the seven (7) voting members on the Scientific
- 18 Meeting Council. The remaining members of the committee are to be selected in consultation
- 19 with the President-Elect. The purpose of this committee will be to recommend to SMC local
- 20 area speakers that will draw local attendance, provide input regarding specific state or
- 21 provincial continuing education needs/requirements, suggest local tours and social event
- 22 ideas, and recruit local course manager volunteers.
- 23
- 24 6. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
- 25 Statements.
- 26
- 27 7. Each Council and Committee shall evaluate the revenues and expenses of all its programs and
- 28 services annually as part of the budget process. Additionally, each Council and Committee shall
- 29 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every
- 30 three years, beginning 2019.
- 31
- 32 8. AGD staff will send out to each council, committee, or other agency member along with any
- 33 member collaborating on any AGD business the Code of Conduct form to be completed by said
- 34 individual at the beginning of each governance year. Each covered individual will submit to their
- 35 staff liaison an accurately completed form, including particular attention paid to any companies
- 36 that may have remunerated said covered individual and subsequently reported such remuneration
- 37 to the federal government's reporting structure under the Sunshine Act. The staff liaison will
- 38 compile all of their individual's forms and share them with their chairperson and also the
- 39 executive office staff, who will in turn, forward them to the Audit Committee for further review.
- 40

41 Section 3. Committees

42 A. Advocacy Fund Committee

- 43
- 44
- 45 1. The Advocacy Fund Committee shall consist of three (3) members; one (1) member shall be the
- 46 incumbent Treasurer; one (1) member shall be the incumbent Chair of the Budget & Finance
- 47 Committee; one (1) member serving a one year term, shall be a Trustee who is not the Chair of
- 48 the Budget & Finance Committee, but who ideally has advocacy experience. The President shall
- 49 appoint one of the aforementioned members as chair.
- 50
- 51 2. It shall be the duty of this committee:

- a. To monitor the Advocacy Fund’s balance;
 - b. To determine the Advocacy Fund’s appropriate balance on a yearly basis;
 - c. To ensure all administrative details of the fund are executed, inclusive of marketing efforts;
 - d. Other appropriate actions relative to the fund which are not covered by other entities designated by the Advocacy Fund Implementation Plan adopted by the Board in Jan. 2010., and be it further
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.

B. Audit Committee

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

1. Monitoring the integrity of the financial statements and internal controls of the AGD via the audit process.
2. Oversight of the AGD’s external auditors.
3. Mediation of disagreements between management and the auditors regarding financial reporting.
4. The determination of the independence of the external auditors.

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

The Audit Committee shall be composed of three members:

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

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

1 The Audit Committee shall have the authority to retain special legal, accounting or other consultants to
2 advise the Committee. The Audit Committee may request any officer or employee of the AGD or the
3 AGD's outside counsel or external auditor to attend a meeting of the committee or to meet with any
4 member of, or consultant to, the committee. However, any needs of the committee that would result in
5 financial obligation to the AGD outside of that which is already budgeted to this committee would have to
6 be reviewed and accepted by the Board or Executive Committee prior to the obligation. The Audit
7 Committee may seek any information it requires from employees of the AGD – all of whom are directed
8 to cooperate with the committee's requests.
9

10 The Audit Committee shall report to the Board at least twice annually. If deemed necessary, the Audit
11 Committee may also report directly to the House of Delegates.
12

13 Responsibilities of the Audit Committee include:
14

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

- 1 16. Review with each public accounting firm that performs an audit:
 - 2 A. All critical accounting policies and practices used by the organization
 - 3 B. All alternative treatments of financial information within generally accepted
 - 4 accounting principles that have been discussed with management of the
 - 5 organization, the ramifications of each alternative, and the treatment preferred by
 - 6 the organization.
- 7 17. Inquire of the Executive Director and Chief Financial Officer regarding the sources of
- 8 support and revenue of the organization from a subjective as well as an objective
- 9 standpoint.
- 10 18. Review with management the policies and procedures with respect to officers, key
- 11 employees (Executive Director, and Chief Financial Officer), disqualified persons as
- 12 defined by the IRS, expense accounts, and perks, including excess benefit transactions.
- 13 19. Conduct executive sessions with the outside auditors on an annual basis and with the
- 14 Executive Director, Chief Financial Officer or legal counsel as desired by the committee.

15
16 While the Audit Committee has the responsibilities and powers set forth in this Charge, it is not the duty
17 of the Audit Committee to plan or conduct audits or to determine that AGD's financial statements are
18 complete and accurate and are in accordance with generally accepted accounting principles. This is the
19 responsibility of management and the independent auditor.

20
21 To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
22 Statements.

23
24 Each Council and Committee shall evaluate the revenues and expenses of all its programs and services
25 annually as part of the budget process. Additionally, each Council and Committee shall provide a complete
26 revenue and expense analysis to the Board at the Board Meeting IV at least every three years, beginning
27 2019.

28
29 AGD staff will send out to each council, committee, or other agency member along with any member
30 collaborating on any AGD business the Code of Conduct form to be completed by said individual at the
31 beginning of each governance year. Each covered individual will submit to their staff liaison an
32 accurately completed form, including particular attention paid to any companies that may have
33 remunerated said covered individual and subsequently reported such remuneration to the federal
34 government's 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 staff, who will in
36 turn, forward them to the Audit Committee for further review.

37
38 C. Awards Committee

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

- 1
- 2 c. Evaluate nominations and recommend the top two (2) or three (3) candidates for the award to
- 3 the Board for final selection.
- 4
- 5 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
- 6 Statements.
- 7
- 8 4. Each Council and Committee shall evaluate the revenues and expenses of all its programs and services
- 9 annually as part of the budget process. Additionally, each Council and Committee shall provide a
- 10 complete revenue and expense analysis to the Board at the Board Meeting IV at least every three
- 11 years, beginning 2019.
- 12
- 13 5. AGD staff will send out to each council, committee, or other agency member along with any
- 14 member collaborating on any AGD business the Code of Conduct form to be completed by said
- 15 individual at the beginning of each governance year. Each covered individual will submit to their
- 16 staff liaison an accurately completed form, including particular attention paid to any companies
- 17 that may have remunerated said covered individual and subsequently reported such remuneration
- 18 to the federal government's reporting structure under the Sunshine Act. The staff liaison will
- 19 compile all of their individual's forms and share them with their chairperson and also the
- 20 executive office staff, who will in turn, forward them to the Audit Committee for further review.
- 21

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

23

24 D. Budget and Finance Committee

25

- 26 1. This committee shall assist in preparation of the budget and determine how to best conserve and
- 27 utilize AGD funds.
- 28
- 29 2. The Budget and Finance Committee including the chair and vice chair shall be appointed by the
- 30 President-Elect with the approval of the Board at the meeting immediately following the
- 31 adjournment of the House of Delegates. This committee shall be composed of the Treasurer plus
- 32 four (4) other members, of which at least two (2) members must be trustees.
- 33
- 34 3. Appointments to this committee should be made with consideration given to the following:
- 35
- 36 a. At least some members should have prior Budget and Finance Committee experience;
- 37
- 38 b. An appointee should have a good understanding of the AGD, including its current programs
- 39 and structure;
- 40
- 41 c. If a non-trustee is appointed, he or she should have prior budget and finance experience or
- 42 appropriate expertise and should be provided with appropriate information/reports during the
- 43 course of the year, which would keep this committee member informed.
- 44
- 45 4. The Executive Director shall serve as a consultant to this committee.
- 46
- 47 5. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
- 48 Statements.
- 49
- 50 6. Each Council and Committee shall evaluate the revenues and expenses of all its programs and
- 51 services annually as part of the budget process. Additionally, each Council and Committee shall

1 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every
2 three years, beginning 2019.
3

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

13 E. Building Committee

- 14
- 15 1. The Building Committee shall consist of five (5) voting members. The Treasurer and
16 chairpersons of the Budget & Finance and Investment Committees shall serve as a member of the
17 Building Committee, by virtue of their office and shall constitute 3/5 of the committee, whose
18 terms will coincide with that of their office term. The remaining members will serve three-year
19 (3) terms by appointment of the incoming President, with Building Committee guidance, and
20 Board approval. Individuals do not have to be members of the Board, but must have a real estate
21 management and/or financial background to be qualified for appointment. The Chief Financial
22 Officer (or that staff position's equivalent) shall serve as a consultant to the committee and the
23 Chief Financial Officer shall be charged with reporting the actions of the committee to the Board,
24 at every face-to-face Board meeting.
25
- 26 2. The Building Committee shall be responsible for:
- 27 • Ensuring that appropriate financial mechanisms are in place to meet the long-term needs of
 - 28 maintaining an office building, along with all associated equipment and furniture;
 - 29 • Developing and maintaining both short-term and long-term building maintenance plans;
 - 30 • Providing oversight and consultation to the Chief Financial Officer and building management
 - 31 company on the execution of all maintenance contracts in excess of \$10,000;
 - 32 • Periodically reviewing the performance of the building management company and any other
 - 33 associated contractors, including but not limited to architects, engineers and surveyors;
 - 34 • Preparing and presenting appropriate reports.
35
- 36 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
37 Statements.
38
- 39 4. Each Council and Committee shall evaluate the revenues and expenses of all its programs and
40 services annually as part of the budget process. Additionally, each Council and Committee shall
41 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every
42 three years, beginning 2019.
43
- 44 5. 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 said
46 individual at the beginning of each governance year. Each covered individual will submit to their
47 staff liaison an accurately completed form, including particular attention paid to any companies that
48 may have remunerated said covered individual and subsequently reported such remuneration to the
49 federal government's reporting structure under the Sunshine Act. The staff liaison will compile all of

1 their individual's forms, and share them with their chairperson and also the executive office staff,
2 who will in turn, forward them to the Audit Committee for further review.
3

4 F. Compensation Committee
5

6 1. The Compensation Committee shall consist of five (5) members of the Board, including the
7 chairperson. The AGD Secretary, Treasurer, Executive Director, and the Chief Financial Officer
8 shall serve as consultants.
9

10 a. The Compensation Committee shall be appointed by the President with the approval of the
11 Board at the meeting immediately following the adjournment of the House of Delegates.
12

13 b. Appointments to this committee should be made with consideration given to the following:
14

15 1. At least some members should have current or prior Budget and Finance Committee
16 experience;
17

18 2. An appointee should have a good understanding of the AGD, including its current programs
19 and structure.
20

21 2. Committee Charge:
22

23 a. Review salary comparisons and averages for the Chicago area for all key AGD employees,
24 (director level and above);
25

26 b. Review benefits comparisons and averages for the Chicago area for all key AGD employees,
27 (director level and above);
28

29 c. Review staff size comparisons for non-profit associations within our budgetary parameters;
30

31 d. Evaluate and make a recommendation for the ED discretionary bonus and salary after all
32 results of evaluation are collated;
33

34 e. Evaluation and updating of ED contract;
35

36 f. Evaluate the stipends of the EC.
37

38 3. This committee will meet by either conference call and/or e-mail and each meeting shall be
39 considered highly confidential.
40

41 4. Timeline: The committee shall present salary and benefit comparisons as outlined in letters a, b
42 and c above at least once yearly no later than May 31 for the use of the ED in determination of
43 employee salary and benefit packages.
44

45 a. Recommendations for any ED discretionary bonus and salary will be reported in the December
46 report after collation of all evaluation tools by the AGD Secretary. Though this is under the
47 purview of the Secretary, this process should be completed no later than November 30th, for
48 final evaluation of the Compensation Committee. This recommendation will be offered to the
49 Board - as determined by the Board Policy Type III C 4 - who then will use this
50 recommendation to determine the yearly discretionary bonus of the ED.
51

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

18 G. Credentials and Elections Committee

- 19
- 20 1. The Credentials and Elections Committee shall consist of five (5) members, including a
21 chairperson and vice chairperson, appointed by the President-Elect and confirmed by the Board,
22 serving a one-year term, with no restrictions on the number of terms served. The Chairperson of
23 the Committee shall have previously served on the committee (council) for at least one year
24 during the past three years.
- 25
- 26 2. It shall be the duty of this committee:
 - 27
 - 28 a. RECORDS: The committee will be responsible for collecting and recording admission for each
29 House of Delegates (HOD) function. Eligibility for compensation is based upon a delegate's
30 (or his or her alternate delegate) attendance at all sessions of the HOD.
 - 31
 - 32 b. SECURITY: To maintain proper security of the HOD, the council will assume the
33 responsibility of assisting with the setup of the HOD. The council will make sure the HOD is
34 properly cordoned off, the quorum system is properly placed, floor and table signs are
35 properly positioned, and handouts are correctly placed at each place.
 - 36
 - 37 c. QUORUM: The council then must determine that a quorum is present. The quorum consists of
38 a simple majority of duly elected and certified delegates or their alternates representing a
39 simple majority of the regions.
 - 40
 - 41 d. VERIFICATION: The council will assume the responsibility for seating any alternates, and be
42 certain that each constituent is represented in proportion to its size.
 - 43
 - 44 e. COUNTING VOTES: The council will assume the responsibility for monitoring any standing
45 votes in the HOD to be sure that only delegates count off when the serpentine vote is used. One
46 observer per candidate may be appointed to view the vote counting.
 - 47
 - 48 f. REFERENCE COMMITTEE REPORTS: The council will assume the responsibility for
49 distributing Reference Committee reports.
 - 50

1 g. ELECTION: If a race becomes contested, the council will assume the responsibility for
2 conducting the election of officers (at a time to be determined), counting votes (but not
3 reporting vote totals) and communicating the name of the winner. The Speaker of the House, in
4 conjunction with the Executive Committee shall determine where, when and how the results are
5 announced.

6
7 h. APPROVAL: The council is responsible for approving anything that is proposed for
8 distribution with the HOD and then taking the necessary steps to see that it is distributed. This
9 includes, but is not limited to, campaign brochures, notices of courses, and notices of other
10 functions and meetings.

- 11
12 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
13 Statements.
14
15 4. Each Council and Committee shall evaluate the revenues and expenses of all its programs and
16 services annually as part of the budget process. Additionally, each Council and Committee shall
17 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every
18 three years, beginning 2019.
19
20 5. AGD staff will send out to each council, committee, or other agency member along with any
21 member collaborating on any AGD business the Code of Conduct form to be completed by said
22 individual at the beginning of each governance year. Each covered individual will submit to their
23 staff liaison an accurately completed form, including particular attention paid to any companies
24 that may have remunerated said covered individual and subsequently reported such remuneration
25 to the federal government's reporting structure under the Sunshine Act. The staff liaison will
26 compile all of their individual's forms and share them with their chairperson and also the
27 executive office staff, who will in turn, forward them to the Audit Committee for further review.
28
29 6. HOD policy 2014:116H-H-6 shall be interpreted, including but not limited to, as follows:

30 Distribution of commercial literature

31
32
33 *2014:116H-H-6*

34
35 *"Resolved, that 98:1-H-7 be amended following approval of the separation of governance and the*
36 *scientific session."*

37
38 *"Resolved, that the distribution of literature concerning dental meetings be limited to that portion*
39 *of the exhibit hall designed for that purpose at the AGD's scientific session, and be it further*

40
41 *Resolved, that commercial interests not be allowed to have literature distributed in the AGD House*
42 *of Delegates at the Annual Meeting, and be it further*

43
44 *Resolved, that the Credentials and Elections Committee be given the responsibility for determining*
45 *what other materials may be distributed to the House including the scrutiny of candidate*
46 *materials to see that they comply with the AGD Election Guidelines, and be it further*

47
48 *Resolved, that the AGD's Executive Director and Speaker of the House determine whether*
49 *literature concerning business being considered by the House is appropriate for distribution or*
50 *display on the screen."*

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

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

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

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

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

- 17
18 a. Invitations to receptions of AGD officers, who are not candidates shall not need approval of the
19 committee.
20 b. A constituent, region or delegate, wishing to advocate in writing a position on business before
21 the HOD shall not need approval of the committee.
22 c. All such aforementioned materials shall be distributed by the individuals involved, but so as not
23 to disturb the HOD or set-up thereof. Staff shall not distribute these materials.
24

25 H. Examination Assessment Committee

- 26
27 1. The Examination Assessment Committee shall be composed of six (6) members, at least one (1)
28 of whom shall be a member of the Examinations Council, with each of the six (6) members
29 having achieved Fellowship or Mastership status within the organization;

30 Those committee members who are not members of the Examinations Council shall serve no
31 more than two (2) consecutive three- (3) year terms on the committee;

- 32
33
34 2. It shall be the duty of the committee:

35 a. To review the preliminary and approve the final version of the Fellowship Examination;

36 b. To review all course materials for the Fellowship Review Course annually;

37 c. To maintain an adequate pool of examination items that can be utilized for the Fellowship
38 Examination.
39

- 40 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
41 Statements.
42

- 43 4. Each Council and Committee shall evaluate the revenues and expenses pricing of all its programs
44 and services annually as part of the budget process. Additionally, each Council and Committee shall
45 provide a complete revenue and expense analysis to the Board at Board Meeting IV at least every
46 three years, beginning 2019.
47
48
49
50

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

10 I. Examination Development Committee

- 11
12 1. The Examination Development Committee shall be composed of six (6) members, at least one (1)
13 of whom shall be a member of the Examination Council, with each of the six (6) members having
14 achieved Fellowship or Mastership status within the organization;
15

16 Those committee members who are not members of the Examinations Council shall serve no
17 more than two (2) consecutive three- (3) year terms on the committee;
18

- 19 2. It shall be the duty of the committee:

- 20
21 a. To construct, and score the Fellowship Examination;
22
23 b. To make recommendations for an official passing score, based on the statistical analyses, for
24 the annual Fellowship Examination to the Examinations Council;
25
26 c. To maintain an adequate pool of examination items that can be utilized for the Fellowship
27 Examination.
28

- 29 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
30 Statements.
31

- 32 4. Each Council and Committee shall evaluate the revenues and expenses of all its programs and
33 services annually as part of the budget process. Additionally, each Council and Committee shall
34 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every
35 three years, beginning 2019.
36

- 37 5. 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 said
39 individual at the beginning of each governance year. Each covered individual will submit to their
40 staff liaison an accurately completed form, including particular attention paid to any companies
41 that may have remunerated said covered individual and subsequently reported such remuneration
42 to the federal government's reporting structure under the Sunshine Act. The staff liaison will
43 compile all of their individual's forms and share them with their chairperson and also the
44 executive office staff, who will in turn, forward them to the Audit Committee for further review.
45

46 J. Examination Materials Committee

- 47
48 1. The Examination Materials Committee shall be composed of six (6) members, each of whom
49 have achieved Fellowship or Mastership status within the organization, and each of whom has
50 served a minimum of two (2) years on either the Examination Development Committee or
51 Assessment Committee;

1
2 Committee members shall serve no more than two (2) consecutive three (3) year terms on the
3 committee;

4
5 2. It shall be the duty of the committee:

6
7 a. To ensure that each item in the item bank is appropriately and consistently categorized in
8 accordance with the examination content outline;

9
10 b. To ensure that the references accompanying each item in the item bank are current;

11
12 c. To review periodically the content outline for the Fellowship Examination and recommend
13 changes in the outline to the council;

14
15 d. To develop the Fellowship Examination Study Guide annually per the established
16 development guidelines set forth by the council.

17
18 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
19 Statements.

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

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

34
35 K. Future of General Dentistry Committee

36
37 1. The Future of General Dentistry Committee shall consist of three (3) Trustees of the Board
38 appointed by the President, including the Chair, with the following consultants:

39
40 a. AGD President,

41 b. President-Elect,

42 c. Vice President,

43 d. a member of the Dental Practice Council,

44 e. a member of the Legislative and Governmental Affairs Council,

45 f. a member of the Membership Council,

46 g. a member of the Dental Education Council,

47 h. a member of the New Dentist Committee,

48 i. the chair of the 2017 Future of General Dentistry Task Force
49

- 1 2. It shall be the duty of the Committee to explore the challenges and opportunities to the profession
2 of general dentistry and develop a comprehensive approach to explore and proactively address
3 issues and ramifications with regard to the future of general dentistry.
4
- 5 3. The Committee shall meet face-to-face either before or after an existing meeting where all the
6 trustees are present with consultants participating electronically. The subcommittee will meet
7 electronically when deemed necessary.
8
- 9 4. The Committee shall have a duration of at least 3 years from its formation.
10
- 11 5. File a report to the Board at least annually for Board meeting II.
12
- 13 6. Each Council and Committee shall evaluate the revenues and expenses of all its programs and
14 services annually as part of the budget process. Additionally, each Council and Committee shall
15 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every
16 three years, beginning 2019.
17
- 18 7. AGD staff will send out to each council, committee, or other agency member along with any
19 member collaborating on any AGD business the Code of Conduct form to be completed by said
20 individual at the beginning of each governance year. Each covered individual will submit to their
21 staff liaison an accurately completed form, including particular attention paid to any companies
22 that may have remunerated said covered individual and subsequently reported such remuneration
23 to the federal government's reporting structure under the Sunshine Act. The staff liaison will
24 compile all of their individual's forms, and share them with their chairperson and also the
25 executive office staff, who will in turn, forward them to the Audit Committee for further review.
26

27 L. Governance Evaluation and Review Committee

28

- 29 1. The Governance Evaluation and Review Committee will consist of seven (7) members who were
30 Delegates to the 2018 HOD. All delegates will be sent a call for volunteers by five trustees (GERC
31 Selection Panel) who will make the selection. The President, Secretary and Treasurer will select
32 the five GERC Selection Panel members. The GERC Selection Panel shall nominate the
33 chairperson from among the seven (7) members. The GERC Selection Panel will also select three
34 alternates in the event that a delegate committee member vacates their position prior to the
35 completion of their term. Consultants to the committee shall be the President-Elect, Vice
36 President and the chair of the RDs. The Consultants will change annually based on the members
37 within the positions.
38
- 39 2. It will be the duty of this committee:
40 a. To evaluate and review the entire AGD governance and leadership structure and
41 responsibilities.
42 b. Review all governance structure of the AGD, including but not limited to, Board, Regional
43 Directors, Councils, Committees, Task Forces, Division Coordinators, House of Delegates,
44 Regions, Constituents, and any other AGD agency
45 c. To evaluate and make recommendations for improvements, if deemed necessary, in the
46 structure, size, and use of any AGD agencies including, but not limited to, Board, Regional
47 Directors, Councils, Committees, Task Forces, Division Coordinators, House of Delegates,
48 Regions, and Constituents.
49 d. Review governance structure of other similar organizations, especially similar sized
50 organizations, including dental organizations

- e. Contact all AGD agencies and appropriate members of those agencies involved with the governance structure for their input (potential survey)
 - f. Review numbers, terms, and duties of all of the above
 - g. Review the process of AGD election of officers and of delegate selection
 - h. Review and recommend, by AIR approved by the Board then the House of Delegates, any necessary changes in the Bylaws required for any changes that might be recommended by the Committee as a result of this extensive review.
 - i. Evaluate any financial implications of any changes proposed during this process and include these financial implications in any AIR presented.
 - j. Evaluate any repercussions or other changes necessary as a result of any recommended changes.
 - k. A written report will be submitted to each face-to-face meeting of the Board with opportunity for report and discussion at interim meetings and AIRs to be presented as appropriate.
3. The committee will have one face to face meeting in Chicago in the spring of 2019. The cost of this meeting will be \$15 000 and come out of the 2019 Contingency Fund.
 4. The GERC will have access to at least 30 minutes of the Town Hall at each HOD for the duration of this committee.
 5. The Governance Evaluation and Review Committee, will be sunsetted by the Board when its charge has been completed.
 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.

M. Investment Committee

1. 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 Finance Committee, nor on the Board, but must have a financial background to be qualified for appointment. The Treasurer shall serve as a consultant to the Investment Committee. The Investment Committee shall have a fourth non-voting member whose purpose is to learn the functions and methods utilized by the Investment Committee until there is an opening on the Investment Committee. This member shall be appointed by the incoming President, with Investment Committee guidance and Board approval. At that time, the member may become a voting member subject to above approval process and have the regular member term limits and responsibilities.

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

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

13
14 The Investment Committee is expected to provide advice on the Investment Fund in a manner
15 consistent with this Investment Policy Statement (IPS) and in accordance with state and federal
16 law.

17 The Investment Committee shall be responsible for:

- 18
- 19 • Designing, recommending, and implementing an appropriate plan consistent with the
20 investment objectives, time horizon, risk profile, guidelines, and constraints outlined
21 in this statement;
 - 22 • Recommending an appropriate custodian to safeguard the AGD’s assets;
 - 23 • Identifying specific assets and investment managers within each asset category;
 - 24 • Ensuring that the custodian provides the Investment Committee with a current
25 prospectus, where applicable, for each investment proposed for the Investment Fund;
 - 26 • Monitoring the performance of all selected assets;
 - 27 • Recommending changes to any of the above;
 - 28 • Voting proxies accordingly to the guidelines and restrictions outlined herein when
29 applicable and otherwise according to its best judgment;
 - 30 • Periodically reviewing the suitability of the investments for the AGD, being available
31 to meet with the Board at least annually and at such other times within reason at the
32 AGD’s request;
 - 33 • Preparing and presenting appropriate reports.
- 34 2. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
35 Statements.
- 36
- 37 3. Each Council and Committee shall evaluate the revenues and expenses of all its programs and
38 services annually as part of the budget process. Additionally, each Council and Committee shall
39 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every
40 three years, beginning 2019.
- 41
- 42 4. AGD staff will send out to each council, committee, or other agency member along with any member
43 collaborating on any AGD business the Code of Conduct form to be completed by said individual at
44 the beginning of each governance year. Each covered individual will submit to their staff liaison an
45 accurately completed form, including particular attention paid to any companies that may have
46 remunerated said covered individual and subsequently reported such remuneration to the federal
47 government’s reporting structure under the Sunshine Act. The staff liaison will compile all of their

1 individual's forms and share them with their chairperson and also the executive office staff, who will
2 in turn, forward them to the Audit Committee for further review.

3
4 N. New Dentist Committee

- 5
6 1. The New Dentist Committee shall consist of five (5) members; one (1) member serves at the chair
7 as appointed by the President and there is no restriction on his/her years of practice, two (2)
8 member dentists with one to five (1-5) years of practice at time of appointment, one (1) member
9 dentist with three to eight (3-8) years of practice at time of appointment, one (1) AGD student
10 member of ASDA.

11
12 For the first members of the committee, the chair and the two (2) member dentists with one to five
13 (1-5) years of practice will serve a two (2) year term and the one (1) member dentist with three to
14 eight (3-8) years and the student member will serve a one (1) year term.

15
16 Following the first year of the committee, all appointees will serve a two (2) year term except the
17 student which will still be limited to a one (1) year term. Committee members shall be allowed to
18 serve two (2) terms on this committee whether consecutive or not, but no more than two (2) terms
19 in a lifetime. The student member of the committee may also serve his/her second term as one (1)
20 of the member dentists at large upon appointment.

- 21
22 2. It shall be the duty of this committee:
- 23 a. Serve as a data source, strategic planning resource, marketing and membership resource.
 - 24 b. The committee shall be consulted by all AGD agencies on matters involving new dentists.
 - 25 c. The committee shall transmit a report to each Board meeting
 - 26 d. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
 - 27 Policy Statements.
 - 28 e. Each Council and Committee shall evaluate the revenues and expenses of all its programs and
 - 29 services annually as part of the budget process. Additionally, each Council and Committee shall
 - 30 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least
 - 31 every three years, beginning 2019.
 - 32 f. AGD staff will send out to each council, committee, or other agency member along with any
 - 33 member collaborating on any AGD business the Code of Conduct form to be completed by said
 - 34 individual at the beginning of each governance year. Each covered individual will submit to their
 - 35 staff liaison an accurately completed form, including particular attention paid to any companies
 - 36 that may have remunerated said covered individual and subsequently reported such remuneration
 - 37 to the federal government's reporting structure under the Sunshine Act. The staff liaison will
 - 38 compile all of their individual's forms and share them with their chairperson and also the
 - 39 executive office staff, who will in turn, forward them to the Audit Committee for further review.
 - 40
 - 41
 - 42
 - 43
 - 44
 - 45

46 O. Policy Review Committee

- 47
48 1. The Policy Review Committee shall consist of three (3) persons, including the chairperson who
49 will each serve a three (3) term, notwithstanding the initial staggering of members' terms. The
50 Speaker of the House will serve as a consultant to the committee.

- 1 2. It shall be the duty of the committee to continually review AGD House of Delegates (HOD)
- 2 policies, and develop recommendations on their maintenance, development, and strategic
- 3 implementation.
- 4
- 5 3. It shall be the duty of the committee to establish, maintain, and/or clarify policy lexicon to ensure
- 6 consistent use of terms in the HOD policy manual.
- 7
- 8 4. This committee shall be a committee of the Board and not merely a committee contained within
- 9 the Dental Practice Council or LGA Council.”
- 10
- 11 2. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
- 12 Statements.
- 13
- 14 3. Each Council and Committee shall evaluate the revenues and expenses of all its programs and
- 15 services annually as part of the budget process. Additionally, each Council and Committee shall
- 16 provide a complete revenue and expense analysis to the Board at the Board Meeting IV at least every
- 17 three years, beginning 2019.
- 18
- 19 4. AGD staff will send out to each council, committee, or other agency member along with any member
- 20 collaborating on any AGD business the Code of Conduct form to be completed by said individual at
- 21 the beginning of each governance year. Each covered individual will submit to their staff liaison an
- 22 accurately completed form, including particular attention paid to any companies that may have
- 23 remunerated said covered individual and subsequently reported such remuneration to the federal
- 24 government’s reporting structure under the Sunshine Act. The staff liaison will compile all of their
- 25 individual’s forms and share them with their chairperson and also the executive office staff, who will
- 26 in turn, forward them to the Audit Committee for further review.
- 27

28 P. Professional Relations Committee

- 29
- 30 1. The Professional Relations Committee (PRC) shall consist of nine (9) members plus the President,
- 31 President-Elect, Vice President and Immediate Past Presidents as consultants.
- 32
- 33 2. Criteria for appointment to this committee shall be demonstrated adherence and commitment to the
- 34 policies adopted by the AGD.
- 35
- 36 3. Further criteria include the willingness and ability to advocate AGD’s positions in public, inclusive
- 37 of the American Dental Association (HOD) floor, ADA caucuses, and throughout organized
- 38 dentistry.
- 39
- 40 4. It shall be the duty of the Professional Relations Committee to set up a network of AGD members
- 41 who can be called upon to:
- 42 a) Meet electronically throughout the year to consider matters important to AGD advocacy
- 43 specifically those coming before the ADA HOD.
- 44
- 45 b) Seek ways to share concerns with the ADA leadership throughout the year specifically prior to
- 46 the ADA meeting.
- 47
- 48 c) Seek to align with other dental organizations or associations throughout the year specifically prior
- 49 to the ADA meeting and recommend strategies and alliances for action on issues and concerns
- 50 that are of common interest among any of these as long as the policies of the AGD are not
- 51 compromised by doing so.

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

Q. Self-Instruction Committee

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

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

2. It shall be the duty of:
 - a. This committee to construct exercises and learning objectives for articles assigned by the chairperson that may be published in the AGD's *General Dentistry* journal and 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.

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. All councils and committees are to evaluate the pricing of all programs and services annually during the fall (at the Division Council Meeting 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.

Monitoring: Annually in September

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

3 **O. Leader Evaluation**
4
5

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

9 Leader Evaluation

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

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

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

45 Resolved, that the leadership evaluation process be re-evaluated for effectiveness each year for the first
46 three years after first adopted (and which could be rescinded or amended at any point) and used, and be it
47 further,
48

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

1
2 Resolved, that all previous leadership evaluation processes, devices, and protocols be sunsetted.

3
4 **Monitoring:** Annually in December

5
6 Approved 2012 Board Meeting IV

7

3 **P. Code of Conduct**
4
5



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

10
11 The Code of Conduct is a statement of the Academy of General Dentistry's (AGD) values and
12 professional standards. The AGD requires its employees, volunteers and Board members to adhere to the
13 Code of Conduct.
14

15 An audit of each Board member's, Conflict of Interest Statement shall be accomplished by HR staff
16 annually through the use of <https://openpaymentsdata.cms.gov/> with a report presented to the President
17 and copy to the Audit Committee. In addition, HR staff shall conduct a random audit of 10% of all other
18 AGD leaders: RDs, DCs, Council and Committee members, and other workgroup members.
19

20 All instances of apparent discrepancies will be forwarded to the Audit Committee for review.
21

22 Through the Code of Conduct, the following principles are endorsed:
23

- 24 • We comply with all applicable laws, regulations, and AGD policies.
- 25
- 26 • We make decisions and acts that are proper, in terms of our own sense of integrity and how they
27 might appear to others.
- 28
- 29 • We are honest, trustworthy, and fair in all of our actions and relationships with, and on behalf of the
30 AGD.
- 31
- 32 • We maintain honest and accurate financial records that are maintained honestly, accurately, and in
33 accordance with generally acceptable accounting principles (GAAP).
34
- 35 • We avoid situations in which our individual personal financial interests conflict, may conflict, or may
36 appear to conflict, with any interest of the AGD.
37
- 38 • We secure business for the AGD on the basis of an honest competitive market process.
39
- 40 • We maintain the appropriate level of confidentiality at all times with respect to information pertaining
41 to members, suppliers, employees, or the AGD itself.
- 42
- 43 • We protect all of the AGD's assets, including facilities and equipment, and help maintain their value
44 to the AGD.
45
- 46 • We act professionally at all times.

- We contribute to the effectiveness of the Code of Conduct by notifying the Audit Committee if violations or suspected violations are observed.
- We treat each other as colleagues, respecting the skills and talents we each contribute.

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

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

Avoiding Conflicts of Interest

Initials

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

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

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

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

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

13
14 AGD employees, volunteers and Board member will acknowledge receipt and understanding of this
15 policy. At the same time, they will disclose any existing or potential conflict of interests which would
16 include any gifts or entertainment that exceeds \$500 (*cumulative for the year*). Annually, they must renew
17 this understanding and disclosure. Any conflicts will be reviewed by the Audit Committee.

18
19 All employees, volunteers and Board member must report any actual or suspected exceptions to the
20 Executive Director. If you encounter a situation in which a possible conflict of interest may be involved,
21 talk to the Executive Director before you take any action.

22
23 No AGD officer, Board member, Regional Director, Council or Committee member or any other leader
24 may refer to his or her AGD title or leadership status in conjunction with any advertising, promotion,
25 solicitation or marketing for any other for-profit or non-profit entity(s) or its product or services unless
26 specifically authorized to do so in writing by the Board. Affected leaders may refer to their AGD
27 leadership position in the context of a resume or biographical statement without violation of this policy.

28
29 In answering the following questions, please include all relevant information occurring during the year.

30
31 In the past year, have you or any family member received any business courtesies (excluding business
32 courtesies up to \$500 value per payer (*cumulative for the year*)) or monetary gifts of any amount from
33 people or companies doing business or seeking to do business with the AGD?

34
35 _____ **Yes** _____ **No**

36
37 If yes, specify the approximate date of receipt, person or company from which received, what was
38 received, and the recipient.

39

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Date	Person or Company	Item Received	Recipient
------	-------------------	---------------	-----------

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

I, _____, belong to the following dental and/or professional organizations:

Organization	Leadership Role (if any)
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>

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

Proper Use and Care of Confidential Information and Proper Record Keeping

Initials

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

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

All entries employees, volunteers and Board members make to the financial records must be accurate, in accordance with established accounting and record-keeping procedures and sound 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 employee,
5 volunteer and Board member is free from all forms of harassment and discrimination based upon or
6 related to race, color, sex, pregnancy, religion, national origin, ancestry, physical or mental disability, age,
7 sexual orientation, gender identity, marital status, veteran status, military status, order of protection status,
8 genetic information, and any other characteristic protected by applicable law. This includes conduct that
9 creates a hostile, intimidating, or offensive work environment. AGD will not tolerate harassment of AGD
10 employees, volunteers or Board members by anyone, including any supervisor, co-worker, vendor, client,
11 contractor, member, or other regular visitor of AGD. Our policy prohibits not only conduct and language
12 that constitute unlawful harassment and discrimination as defined by the courts, but all inappropriate
13 behavior of this type.

Definition of Sexual Harassment:

Initials

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

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

Initials

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

Other Harassment

Initials

41 Other harassment prohibited by this policy includes inappropriate conduct in the workplace, based upon
42 an individual’s race, color, religion, sex, pregnancy, national origin, age, mental or physical disability,
43 ancestry, sexual orientation, gender identity, veteran status, military status, marital status, order of
44 protection status, or any other protected category as defined by applicable law that has the purpose or
45 effect of interfering with an individual’s work performance or creating an intimidating, hostile, or
46 offensive work environment.

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

1
2 Harassment of any employee, volunteer, Board member, applicant, or third party is strictly prohibited and
3 will not be tolerated. All employees, volunteers and Board members are strictly prohibited from engaging
4 in such harassment. No supervisor or manager has the authority to request or demand compliance with
5 unwelcome or offensive conduct in return for any job assignment, continued employment, compensation,
6 promotion, or other term or condition of employment, and supervisors and managers have no authority to
7 retaliate against any individual for failure or refusal to comply with such demands or requests. Any such
8 demand or request, and any such retaliation or attempted retaliation, constitutes a serious violation of this
9 policy.

10
11 Keep in mind that an employee, volunteer or Board member may complain about harassment if the
12 employee, volunteer or Board member is subjected to consensual behavior between two or more other
13 employees, volunteers or Board members.

14

Complaint Procedure

Initials

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

21
22 Every employee, volunteer and Board member is responsible for ensuring compliance with this policy.
23 Any supervisor who has been approached by an employee with a harassment complaint must immediately
24 contact the head of Human Resources, and the AGD President when an AGD volunteer is involved, or the
25 Executive Director to report the complaint.

26
27 Upon learning of an allegation of harassment, the head of Human Resources, and the AGD President
28 when an AGD volunteer is involved, shall promptly initiate an investigation. The investigations should
29 include, but not necessarily be limited to: 1) interviewing the alleged victim, 2) interviewing the alleged
30 harasser, and 3) interviewing all other witnesses, as feasible. Confidentiality will be respected to the
31 extent consistent with the need to conduct a fair, complete, and responsive investigation.

32

Action After Investigation

Initials

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

37
38
39
40 If a violation of this policy is found, discipline may be imposed ranging from a notation in the
41 individual's personnel file up to and including termination, depending on the circumstances. AGD
42 considers violations of this policy to be extremely serious. Violations undermine the AGD's basic
43 concept of fairness and can lead to legal and financial liability for the violator and AGD.

44
45 The appropriate parties, as determined by the Executive Director and Audit Committee Chair, will be
46 informed of the results of the investigation. Legal obligations and constraints will guide the determination
47 of the appropriate parties.

48

No Retaliation

Initials

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

4
5 Our goal is to maintain a workplace free from any form of harassment, and AGD is committed to doing
6 everything reasonably possible to achieve this goal. Any employee who feels that he or she has been the
7 subject of retaliation or adverse or different treatment as a result of having complained about prohibited
8 discrimination or harassment, or having participated in an investigation, should immediately bring the
9 matter to AGD's attention through the same complaint procedure identified above.
10

Compliance with the Law

Initials

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

17
18 Employees, volunteers and Board members must also respond to specific inquiries of the AGD's
19 independent accounting firm. Employees, volunteers and Board members must protect the AGD's assets
20 in whatever ways are appropriate to maintain their value to the AGD. Employees, volunteers and Board
21 members must take care to use facilities, furnishings, and equipment properly and to avoid abusive,
22 careless, and inappropriate behavior that may destroy, waste, or cause the deterioration of AGD property.
23

Antitrust Compliance

Initials

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

- 31
32
- Prices to be charged to patients or customers or by suppliers.
 - 33 • Methods by which prices are determined.
 - 34 • Division or allocation of markets or patients or customers.
 - 35 • Coordination of bids or requests for bids.
 - 36 • Terms and conditions of sale, including, for example, credit or discount terms, etc.
 - 37 • Profit levels.
 - 38 • Levels or schedules of production.
 - 39 • Hindering the ability of non-members to compete.
- 40

41 Legally inappropriate informal meetings regarding official topics that take place in a social setting, are
42 also prohibited.
43

Due Diligence

Initials

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

- 48
49
- In good faith;

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

4
5 Employees, volunteers and Board members should see to it that policies and procedures are in place to
6 help them meet their duty of care. Such policies and procedures should ensure that each individual:

- 7
- 8 • Is familiar with the organization’s activities and knows whether those activities promote the
- 9 organization’s mission and achieve its goals;
- 10 • Is fully informed about the organization’s financial status;
- 11 • Has full and accurate information to make informed decisions; and
- 12 • Complies with the policies set forth by the AGD.

Initials

Fraud

13
14
15 All employees, volunteers and Board members are responsible for recognizing and reporting fraud,
16 falsification of records, or other irregularities. Fraud applies to any irregularity or suspected irregularity
17 related to AGD’s business and involving employees, volunteers, Board members, vendors, or persons
18 providing service or materials to the AGD.

19
20 Irregularities include, but are not limited to:

- 21
- 22
- 23 • Forgery or alteration of any document
- 24 • Impropriety in the handling or reporting of financial transactions
- 25 • False, fictitious, or misleading entries or reports
- 26 • False or misleading statements to those conducting investigation of irregularities
- 27

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

34
35 Employees, volunteers and Board members must cooperate with any investigation and provide accurate
36 and truthful information. Employees, volunteers and Board members must not disclose or discuss the fact
37 that an investigation is being conducted or has been conducted, and must not disclose the results of any
38 investigation to anyone except those persons in the AGD or law enforcement who need to know in order
39 to perform their duties, or except as otherwise required by law.

40
41 **Code of Conduct**

42
43 Every possible situation cannot be anticipated in the Code of Conduct. If you are uncertain about any
44 aspect of the Code of Conduct and how it should be applied or interpreted, you are encouraged to discuss
45 it with your Associate Executive Director, the CFO, the Executive Director, or the head of Human
46 Resources. An employee, volunteer or Board member who compromises or violates that law and any
47 employee, volunteer or Board member who violates AGD policies relating to the conduct of its business
48 or the high ethical standards contained in the Code of Conduct is subject to corrective action, up to and
49 including dismissal from employment or trusteeship in accordance with the AGD bylaws, and, in some
50 cases, may also be subject to criminal or civil proceedings under applicable laws.

1
2 All employees, volunteers and Board members are strongly encouraged to assist management in its efforts
3 to ensure that the Code of Conduct is being followed by all employees – colleagues, staff members and
4 superiors – volunteers and Board members. If you observe or suspect a breach of the Code of Conduct or
5 any law, regulation, or other AGD policy by another employee, volunteer or Board member while he or
6 she is conducting business for the AGD, then you should report such observations or suspicions to the
7 head of Human Resources, the Executive Director, or the Audit Committee Chair. Retaliation of any kind
8 against any employee, volunteer or Board member who makes a good faith report of an observed or
9 suspected violation of the Code of Conduct or any law, regulation or AGD policy is prohibited.
10

Volunteer Copyright and Confidentiality

Initials

11
12 The undersigned, in consideration of the opportunity to participate on an AGD Council/Committee,
13 accept the following terms.
14

15
16 I understand that I may create or contribute to original work for the AGD.
17

18 I hereby assign to AGD copyright in any and all work created by me as part of my participation with the
19 AGD Council/Committee (“Work”).
20

21 I further represent and warrant that I am the sole author of any and all Work that I create.
22

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

Failure to Submit Signed Form

Initials

32
33 In order to ensure all forms are completed and signed, the following process will be utilized to follow-up
34 with volunteers.
35

- 36
- 37 1. Forms will be distributed annually to all volunteers once the appointments are approved (council and
38 committee members after the Spring Board meeting and RDs and Board members at the Annual
39 Meeting).
 - 40
 - 41 2. A follow-up request will be posted to the respective LCC immediately following the initial
42 distribution.
43
 - 44 3. Two weeks after the initial distribution, an e-mail remainder will be sent to those who have not
45 responded.
46
 - 47 4. After one month, staff will call volunteers who have not responded.
48
 - 49 5. Travel reimbursement will be withheld until a completed code of conduct form is received at AGD
50 Headquarters.
51

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15

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

Signature: _____ **Date:** _____

Printed Name: _____

PLEASE RETURN THIS SIGNED FORM

Please return this form via fax to 312.335.3438.

Approved 2016-2017 Board Meeting V

3 **Q. Board Processes** 4

- 5
6 a. The incoming President will participate in an orientation session for all members of the Board
7 and his/her council and committee chairpersons within three months following the adjournment
8 of the annual meeting at which he/she becomes President.
9
10 b. The Board will consider and approve the policies which accommodate the program of work as
11 presented by staff, councils and committees and execute its fiduciary responsibility toward
12 sound financial planning principals in all its deliberations.
13
14 c. Items of new business requiring action must be submitted via an Action Item Report and items for
15 discussion will need to be submitted via a written informational report.
16

17 1. In-Person Board Meeting

- 18 a. At least five weeks in advance of the first day of an in-person Board meeting, items requiring
19 action must be submitted via an Action Item Report and submitted to Headquarters in order to
20 be included on the agenda for that meeting; items for discussion will need to be submitted via
21 a written informational report.
22 b. After the deadline stated in 1a., a written request accompanied by an AIR or informational
23 report must be submitted to and approved by the President 48 hours prior to the materials
24 distribution policy deadline as stated in Policy Type: II. Governance Process, C. Board
25 Operations in order to be included within the agenda.
26 c. If a request is received after the 48 hour deadline, as stated in 1b., a written request
27 accompanied by an AIR or informational report must be submitted to the President prior to
28 the agenda approval by the Board at the start of the Board Meeting. In addition, a motion
29 to add new business to the agenda must be made and seconded and the item of new
30 business must then be approved by a two-thirds vote of the Board members present and
31 voting at the meeting in order to be considered, and then only after all other items of business
32 on the published agenda have been completed.
33

34 2. Electronic Meeting

- 35 a. At least 10 days in advance of an electronic Board meeting, items requiring action must be
36 submitted via an Action Item Report and submitted to Headquarters in order to be included
37 on the agenda for that meeting; items for discussion will need to be submitted via a written
38 informational report.
39 b. After the deadline stated in 2a., a written request accompanied by an AIR or informational
40 report must be submitted to and approved by the President 48 hours prior to the materials
41 distribution policy deadline as stated in Policy Type: II. Governance Process, C. Board
42 Operations in order to be included within the agenda.
43 c. If a request is received after the 48 hour deadline, as stated in 2b., a written request
44 accompanied by an AIR or informational report must be submitted to the President prior to
45 the agenda approval by the Board at the start of the Board Meeting. In addition, a motion
46 to add new business to the agenda must be made and seconded and the item of new
47 business must then be approved by a two-thirds vote of the Board members present and
48 voting at the meeting in order to be considered, and then only after all other items of business
49 on the published agenda have been completed.
50

51 3. Emergency Meeting

1 a. In the case of an emergency meeting, the deadline for materials and items of new business
2 will be determined on a case-by-case basis.

- 3
4 d. AIRs may only be submitted by:
5 1. a member of the Board
6 2. an action resulting from a formal vote of a council or committee (not just the chair), the
7 Regional Directors (in their entirety, not just a single RD), a task force or another Board approved
8 work group, a constituent (by majority vote of the constituent's Board), a region (by majority
9 vote of the delegation) and staff, with the explicit written direction and recommendation of the
10 Executive Director
11
12 e. Creation of a new task force must be accompanied by an AIR which includes the composition of
13 members, a charge, financial information and a timeline.

14
15 The Board may take action from:

- 16
17 1. An aforementioned AIR
18 2. The report of an officer or member of the Board
19 3. The report of the Regional Directors
20 4. The report of AGD staff
21 5. The report from any AGD agency
22 6. The report of any constituent or regional Board

- 23
24 a. The President, consistent with parliamentary procedure, will offer the Board guidance at the
25 outset of every meeting with regard to those issues which should consume most of the Board's
26 time, and particularly any item that will involve the Board in a problem-solving activity because
27 of its tremendous immediate importance to either the organization or the dental profession. The
28 President shall maintain oversight of other discussions to assure that they do not interfere with
29 the strategic discussions that the Board needs to have at that meeting.

30
31 Approved 18-19 Board Meeting II
32

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

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

5
6 In the absence of a full time Executive Director, for any reason and until such time as an interim or
7 permanent replacement can be found, the day-to-day operations of the Academy of General Dentistry
8 (AGD) will be managed by the Associate Executive Directors and Chief Financial Officer, reporting to
9 and answering to the President of the AGD, and to the AGD Board.

10
11 Approved 2015-2016 Board Meeting III
12

1 **Policy Type: III. Board-Executive Director Relationship**
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 policies,
7 delegating implementation and more detailed policy development to the Executive Director.
8

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

33 **Monitoring:** Review during Executive Director Evaluation process November-January.
34
35

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 performance will
7 be considered to be synonymous with organizational performance as a total. Consequently, the Executive
8 Director's job contributions can be stated as performance in only two areas:
9

- 10 1. Organizational progress towards the goals of the strategic plan.
- 11
- 12 2. Organization operation within the boundaries of prudence and ethics established in Board policies
13 on *Executive Limitations*.
- 14
- 15

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

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

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

- 10 1. The purpose of monitoring simply is to determine the degree to which Board policies are being fulfilled.
11 Information that does not do this will not be considered to be monitoring. Monitoring will be as
12 automatic as possible, using a minimum of Board time so that meetings can be used to create the future
13 rather than to review the past.
14
- 15 2. A given policy may be monitored in one or more of three ways:
 - 16 A. Internal report: Disclosure of compliance information to the Board from the Executive Director.
17
18
 - 19 B. External report: Discovery of compliance information by a disinterested, external auditor, inspector
20 or judge who is selected by and reports directly to the Board. Such reports must assess executive
21 performance only against policies of the Board, not those of the external party, unless the Board has
22 previously indicated that party’s opinion to be the standard.
23
 - 24 C. Direct Board inspection: Discovery of compliance information by a Board member, a committee or
25 the Board as a whole. This is a Board inspection of documents, activities, or circumstances directed
26 by the Board which allows a “prudent person” test of policy compliance.
27
- 28 3. Upon the choice of the Board, any policy can be monitored by any method at any time. For regular
29 monitoring, however, each *Executive Limitations* policy will be classified by the Board according to
30 frequency and method. Frequencies and methods of monitoring each Executive Limitations policy are
31 listed at the end of each policy statement. Progress toward strategic outcomes will be compared by
32 key measures of key initiatives.
33
- 34 4. The Executive Director is employed by the Board. A written performance evaluation of the Executive
35 Director shall be prepared annually after seeking input from the senior staff and Board either at a Board
36 meeting or utilizing a Board-approved evaluation tool. A self-evaluation prepared by the Executive
37 Director and the attached tool will be used to facilitate the discussion. This written performance
38 evaluation shall be used by the Compensation Committee to make recommendations to discretionary
39 bonuses and salary increases to the Board.
40
41 The Immediate Past President and the President shall meet with the Executive Director to discuss the
42 evaluation and any bonus or salary increases. The Executive Director may add any comments prior to
43 signing. A summary of the review will be discussed with the Board.
44
- 45 5. A mid-year evaluation will be completed by the EC and reported to the Board at the Board Meeting III
46 or IV.
47

48 **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 II
2. Executive Director provides a written organizational and self-evaluation.	Executive Director	Eight weeks prior to the Board Meeting II
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 II
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 II
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 II
5. B) Staff evaluation questions are sent to the staff for completion.	Secretary and Human Resources	Six weeks prior to the Board Meeting II
6. Follow up with Board evaluations that have not been completed.	Secretary	Five weeks prior to the Board Meeting II
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 II
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 II
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 II
10. The Secretary provides the Executive Director’s written evaluation report to the Board for review and comments at the Board Meeting II in a confidential packet to be returned at the end of the Board Meeting II.	Secretary and Board (executive session)	First day of the Board Meeting II
11. The Board reviews and provides feedback on the evaluation report	Board and Compensation Committee (executive session)	Second day of the Board Meeting II
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 II

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 II 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 II
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 II
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 II
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 II
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 II

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 professional ethics.
8

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

47
48 **Monitoring:** This is a compilation of individual policies which are monitored separately
49

50 Approved: 18-19 Board Meeting III
51

2

3 **B. Staff/Volunteer Treatment**

4

5

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

7 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, provide for
- 12 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 and (B)
- 17 the employee alleges either (i) that Board policy has been violated to his or her detriment or (ii) that
- 18 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. Volunteer job
- 23 descriptions should include the following (see II. J. Charges of Councils and Committee):
- 24
- 25 a. Title of position and areas of responsibility,
 - 26 b. Goals/outcomes,
 - 27 c. Specific duties,
 - 28
 - 29 d. Position eligibility requirements,
 - 30
 - 31 e. To whom the volunteer is responsible,
 - 32
 - 33 f. Reporting/monitoring,
 - 34
 - 35 g. Term of assignment,
 - 36
 - 37 h. Finances,
 - 38
 - 39 i. Application process.
 - 40
- 41
- 42
- 43 6. Operate with written performance evaluations for staff that document progress toward objectives and
- 44 identify areas that need improvement;
- 45
- 46 7. Provide staff development.
- 47
- 48

49 **Monitoring:** Internal report—January

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

3 **C. Budgeting**
4

5
6 Budgeting any fiscal year or the remaining part of any fiscal year shall materially conform to the *Guiding Documents*, follow generally acceptable levels of foresight and accounting principles.
7
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, separation of
14 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 received
17 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 established
22 by the Board in the revised budget, and the budget should be balanced before inclusion
23 of Investment Fund income.
24
25 FG 2—The scientific session should net minimally 20%, with paid social events being run to
26 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 reserve
31 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 Board
36 for dialogue and deliberation;
37
38 8. Include direct budgetary discussion and input from councils, committees, and/or council and
39 committee chairs, to their respective staff liaisons, and their associate Executive Directors. In
40 determining the overall budgets of those departments, all programs should be prioritized as 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 **Monitoring:** Internal report—July (include Board members-elect)
45
46

3 **D. Financial Condition**

4
5
6 With respect to the actual, ongoing condition of the organization’s financial health, the Executive Director
7 will ensure that actual expenditures from Board priorities established in *Guiding Documents* are met.
8

9 Accordingly, he or she will:

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

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40
41 **Monitoring:** Internal Report—Quarterly (September, January, March, June)
42 External Auditors—January
43 Direct Inspection—Internal report by ED and randomly selected expense reports (from the
44 current year) and corporate credit card bills of Board and staff shall be reviewed annually in
45 March against the written financial policies pertaining to travel and reimbursable expenses
46 and corporate credit card use while on association business.
47

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 Director will:

- 7
8 1. Have at least two other executives familiar with Board and Executive Director issues and processes;
9
10 2. Provide the executive committee with information on:
11
12 a. Executive search firms for associations and non-profit organizations
13
14 b. An interim Executive Director to handle day-to-day operations of headquarters during the
15 search process or in case of incapacity.
16

17
18 **Monitoring:** Internal report—May
19
20

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 liability
 - 12 losses to Board members, staff, or the organization itself in an amount greater than the average for
 - 13 comparable organizations;
 - 14
 - 15 2. Allow only bonded or insured personnel access to material amounts of funds;
 - 16
 - 17 3. Ensure plant and equipment are properly maintained;
 - 18
 - 19 4. Protect the organization, its Board, or staff from claims of liability;
 - 20
 - 21 5. Shall only make any unbudgeted equipment purchases less than \$50,000 or commit the organization to
 - 22 any expenditure of greater than \$100,000; without prior Board approval,
 - 23
 - 24 6. Make any purchase:
 - 25 a. wherein normally prudent protection has been given against conflict of interest;
 - 26 b. of more than \$1,000 having first obtained comparative prices and quality;
 - 27 c. of more than \$10,000 having a stringent method of assuring the balance of long-term cost and
 - 28 quality.
 - 29
 - 30 7. Receive, process, or disburse funds under controls that are insufficient to meet the Board-appointed
 - 31 auditor's standards.
 - 32
 - 33 8. Acquire, encumber or dispose of real property with prior Board approval.
 - 34
 - 35 9. Make any long-term investments with prior Board approval.
 - 36
 - 37 10. Operate with written procedures for the retention and disposal of association business documents,
 - 38 memorabilia, guidebooks, correspondence, and other important papers.
 - 39
 - 40 11. Operate with a disaster plan.

41

42

43 **Monitoring:** Internal report—April

44

45

3 **G. Compensation and Benefits**

4
5
6 With respect to employment, compensation and benefits to employees, consultants, contract workers, and
7 volunteers, the Executive Director shall protect against jeopardy to fiscal integrity or public image.
8 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 which incur
23 unpredictable future costs;
 - 24
25 b. Provide less than some basic level of benefits to all full time employees, though differential benefits
26 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
35 **Monitoring:** Internal report—February
36
37

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 keep the
7 Board informed. Accordingly, he or she shall:

- 8
9 1. Keep the Board be aware of relevant trends, anticipated adverse media coverage, material external and
10 internal changes, and particularly changes in the assumptions upon which any Board policy has
11 previously been established;
- 12
13 2. Submit the required monitoring data (see policy on *Monitoring Executive Performance*) in a timely,
14 accurate, and understandable fashion, directly addressing provisions of the Board policies being
15 monitored
- 16
17 3. Marshal for the Board as many staff and external points of view, issues, and options as needed for
18 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 Board;
- 29
30 8. Indicate correspondence with Board as *FYI* (for your information), *NRN* (no response necessary), or
31 *response requested*.
- 32
33 9. Include member input;
- 34
35 10. Operate with a system for complaints by members, with a response in a timely manner.
- 36
37
38

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

3 **A. Advertising Policy**

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

7
8 The AGD welcomes advertising in its publications or website as an important means of keeping general
9 dentists informed of products and services for the practice of dentistry or lifestyle. These standards apply
10 to all product- and service-specific promotional material submitted to AGD programs.
11

12 **A. General Requirements**

- 14 1. Advertisements and/or promotions must not be deceptive or misleading. All claims must be fully
15 supported and meaningful in terms of performance or any other benefit. The AGD requires the
16 right to request additional information as needed.
17
- 18 2. Advertisements will not be accepted if they conflict with or appear to violate AGD policy.
19
- 20 3. Advertisements will not be accepted if they are deemed offensive in either text or artwork, or
21 contain attacks of a personal, racial, or religious nature.
22
- 23 4. The AGD reserves the right to decline advertising for any product subject to a governmental
24 agency review, recall, challenge or warning; any technique and/or product and/or organization
25 that is the subject of an unfavorable or cautionary report by an agency, committee, council, or by
26 the Editor of the AGD, or any other agency of organized dentistry; or the subject of any
27 unprofessional, unseemly, or unscrupulous marketing techniques.
28
- 29 5. By submitting advertising copy, advertisers certify that such copy and the advertised product
30 and/or service is in accord with applicable government laws and regulation, such as equal
31 opportunity laws and regulations covering new drug applications and prescription drug
32 advertising. For example, products that require approval by the United States Food and Drug
33 Administration (FDA) and/or other such agencies must receive this approval before being eligible
34 for advertisement and must include full disclosure when required. It is the responsibility of the
35 advertiser to conform to FDA regulations and other such agencies for the content of the claims
36 made for products and/or service. Acceptance of advertising in AGD publications and/or on the
37 AGD website is not to be construed as a guarantee that the manufacturer has complied with such
38 laws and regulations.
39
- 40 6. Complete scientific and technical data, whether published or unpublished, concerning product
41 and/or service safety, operation, or usefulness will be required upon request by the AGD.
42
- 43 7. The advertisements may cite, in footnotes, references from dental and other scientific literature
44 provided that the reference is truthful and is a fair and accurate representation of the body of the
45 literature supporting the claim.
46
- 47 8. Comparative advertising claims for competing products and services must be substantiated
48 adequately. Companies wanting to make comparative claims must comply with the AGD Criteria
49 for Substantiation of Comparative Claims. This document can be obtained upon request via the

1 AGD publishing/production design department. Unwarranted disparagements or unfair
2 comparisons of a competitor's products or services will not be accepted.
3

- 4 9. Display advertising with respect to employment, purchase of practice, participation or any other
5 contractual relationship with any dental care delivery mode or system may be accepted for
6 publication. Such opportunities also may be advertised in the classified section of AGD
7 publications as well as the AGD Career Center.
8
- 9 10. An advertisement for an educational course is eligible if it is offered by a provider that is
10 recognized by the AGD Program Approval for Continuing Education (AGD PACE) or conducted
11 under the auspices of the Continuing Education Recognition Program (ADA CERP) program.
12 This approval must be clearly indicated in the advertising and/or promotion.
13
- 14 11. The AGD will accept advertisements and/or promotions from dental organizations and/or
15 associations, provided that the organizations are PACE- and/or CERP- approved or will have
16 received PACE- and/or CERP-approval upon time of magazine publication and/or Web
17 placement.
18
- 19 12. The eligibility of an advertisement for an educational course conducted by or under the auspices
20 of an organization or commercial entity other than the aforementioned will be determined on a
21 case-by-case basis.
22
- 23 13. The AGD will not accept advertising for tobacco or alcohol products.
24
- 25 14. The AGD will accept advertising for products and/or medications designed for smoking
26 cessation.
27
- 28 15. The AGD will accept advertising for the AGD website. The advertisements and/or promotions
29 must adhere to the advertising policies included in this document.
30
- 31 16. Classified advertisements will be accepted for placement in AGD publications and/or the AGD
32 website. Classified advertisements may offer advertising for job placement, dental product sales,
33 and/or dental facility sales.
34
- 35 17. Books and electronic media are eligible for advertising, but a sample may be required in advance
36 for review.
37
- 38 18. Product and/or service reviews printed in AGD publications do not constitute approval by the
39 AGD.
40
- 41 19. The advertiser and the product or service being offered should be clearly identified in the
42 advertisement. In the case of drug advertisements, the full generic name of each active ingredient
43 will appear.
44
- 45 20. Advertising that simulates editorial content must be clearly identified as advertising. The word
46 "advertisement" and/or "advertorial" must be displayed prominently.
47
- 48 21. Placement of advertising in the publication and/or on the AGD website will be determined by
49 rates and specifications outlined in the AGD media kit. Special placement of advertising will be
50 considered by the AGD Editor. The AGD Editor has the right to deny any specific advertising
51 placement for any reason at any time.

- 1
2 22. All advertisement contract position clauses are treated as requests. Since advertising inventory
3 changes constantly, the AGD cannot guarantee fixed positioning.
4
5 23. Guarantees may be used in advertisements provided the statements that are “guaranteed” are
6 truthful and can be substantiated. However, no guarantee should be used without disclosing its
7 conditions and limitations. When space or time restrictions preclude such disclosures, the
8 advertisement must clearly reveal where the full text of the guarantee can be examined before
9 purchase.
10
11 24. Advertisements must not quote the names, statements, or writings of any individual, public
12 official, government agency, testing group, or other organization without their express written
13 consent. Guidelines for the use of testimonials are available upon request.
14
15 25. The publication of an advertisement is not to be construed as an endorsement or approval by the
16 AGD or any of its constituents, councils, committees, or task forces of the product or service
17 being offered in the advertisement unless the advertisement specifically includes an authorized
18 statement that such approval or endorsement by the AGD has been granted.
19
20 26. In consideration of publication of an advertisement, the advertiser and its agency, jointly and
21 severally, agree to indemnify and hold harmless the AGD, its officers, agents, and employees
22 against expenses (including legal fees) and losses resulting from the publication of the contents of
23 the advertisement, including, without limitation, claims or suits for libel, violation of privacy,
24 copyright infringement, or plagiarism.
25
26 27. The AGD will not be liable for any failure to publish any advertisement accepted by the AGD;
27 however, the AGD will use reasonable effort to place such advertisement in subsequent available
28 space.
29
30 28. The AGD may change the terms set forth herein at any time, provided that no such change applies
31 to advertisements whose closing date preceded the announcement of the change.
32
33 29. In the event of nonpayment, the AGD reserves the right to hold the advertiser and/or its agency
34 jointly liable for such monies as are due and payable to the AGD.
35

36 B. Advertising Acceptance and Rejection
37

- 38 1. All advertisements submitted for display in an AGD publication and/or on the AGD website are
39 subject for review.
40
41 2. The AGD Editor and/or Communications, Director have the right to refuse any advertising for
42 any reason at any time.
43

44 C. Advertising Sales
45

- 46 1. The AGD will produce a media kit that contains advertising information, including specifications
47 and rates, every year.
48
49 2. The AGD media kit will include information for both publication and AGD website placement, as
50 well as for classified advertising placement.
51

- 1 3. The AGD media kit will include sponsorship information for the AGD Scientific Session and/or
2 AGD events and/or products and services.
3
- 4 4. A media kit will be made available annually.
5
- 6 5. All insertion orders, and provisions regarding advertising policies, are to be governed by the laws
7 of the State of Illinois, without regard for its principles concerning conflict of laws.
8
- 9 6. Rates for advertising in the publications and/or the AGD website will be established by the AGD
10 Communications, Director in cooperation with the Executive Editor and AGD sales associates.
11
- 12 7. The AGD's advertising sales representatives will have no control over editorial content before it
13 is published.
14

15 D. Mailing Lists
16

- 17 1. Rates for mailing list purchase will be established by the Editor, Communications, Director, and
18 the AGD Coordinator, Circulation.
19
- 20 2. Advertising copy for continuing education courses, meetings, programs or services must be
21 submitted to the AGD publishing/production design department for editorial review before it will
22 be accepted for mailing to AGD members and/or nonmembers via AGD mailing lists.
23
- 24 3. The AGD Editor and Communications, Director are authorized to determine eligibility for the
25 purchase of mailing lists. The AGD Editor and Communications, Director have the right to refuse
26 any request for mailing list purchase for any reason at any time.
27
- 28 4. Mailing lists will contain only postal addresses of the names included. The AGD will not release
29 the e-mail addresses, phone numbers, and/or fax numbers of its members or nonmembers for the
30 purpose of mailing lists.
31

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

5 INTRODUCTION 6

7
8 AGD’s market research indicates that its members define “advocacy” in many different ways. For the
9 purpose of this operating protocol, advocacy is defined exclusively as actions taken in conjunction with
10 federal legislation or regulation; state legislation or regulation; organized dentistry; and, third parties
11 including insurance companies, manufacturers, and advocacy groups.
12

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

- 21 1. The AGD Board shall have sole authority to make expenditures from the Advocacy Fund, after
22 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 Dental
24 Practice Councils, and may solicit the opinion of other agencies, constituents or, individuals
25 relative to expenditures from the fund, but such opinions are advisory. The Board may also
26 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 Executive
28 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, based on:
30 a. AGD’s strategic plan;
31 b. HOD policy;
32 c. Board policy;
33 d. Exigent circumstances;
34 e. Input from stakeholders, with a focus on those issues that would be of greatest effect upon the
35 largest number of AGD members, either directly or indirectly, and to the extent which the
36 advocacy effort would not be successful if the Advocacy Fund was not utilized (e.g., if there
37 were 10 requests but only enough funding for 5, and 3 of them were of national implication,
38 and 7 single constituents, then the 3 national requests would get funded, and the 2 largest
39 constituents. However, there may be case-by-case determination. For instance, if a constituent
40 has done something historically and is just tapping into AGD money to avoid spending its
41 own money, then that would be a negative consideration. Also, there are different levels of
42 urgency. Hosting a lobby day would take a back seat to litigating the right to advertise
43 FAGD/MAGD.)
- 44 5. AGD’s Executive Director shall be tasked with ensuring that appropriate solicitation language is
45 present on the AGD dues statement; that the Advocacy Fund is appropriately publicized to

1 membership; that the fund complies with all legal requirements; and that there is appropriate
2 staffing for administration of the fund.

- 3 6. AGD's Treasurer, pursuant to Chapter IX, Section 2. E of the AGD Bylaws shall have daily
4 oversight of the fund with assistance from the Executive Director and the chief financial officer.
- 5 7. AGD staff shall create and maintain a separate fund called the Advocacy Fund.
- 6 8. The fund can be used for both individual constituent issues or for multiple constituent issues or
7 AGD issues.
- 8 9. There shall be communications promoting the fund periodically in *AGD Impact* and *AGD in*
9 *Action*. Financial details of the Advocacy Fund activity will be included in the financial reports
10 that are provided to the Board and HOD.
- 11 10. All requests for funds shall be reduced to writing in the form of a modified AIR, with the addition
12 of "*how does the issue affect members, how many members are affected, and long-term versus*
13 *short-term impact.*"
- 14 11. During the first full calendar year of operation, 2010, the fund balance shall be maintained at the
15 level of at least 50% of contributions collected as of March 31, 2010. After the first year, for any
16 subsequent calendar year, the optimal balance of the Fund shall be defined as 50% of the total
17 balance in the Fund as of March 31 of said calendar year. Any request that would result in a fund
18 balance falling below the optimal amount would require the approval of a super-majority of the
19 Board (67% of members present and voting).
- 20 12. Stories will be written about the fund and contributors in *AGD Impact* using the allotted advocacy
21 pages. As much as a total of 10% of the balance of the fund as of October 31 of each year is
22 allocated to marketing costs of marketing the fund, such as advertisements, direct solicitation
23 letters, the cost of pins, etc., without the further approval of the Board. However, all marketing
24 costs that result in total marketing costs exceeding 10% of the balance of the fund must be
25 approved by the Board via an AIR and then paid for by the fund.
- 26 13. Staff will generate all reports for review by the Board and the HOD.
- 27 14. Any operating information, such as compliance with state reporting laws, will be identified by the
28 requesting party and taken into consideration by the Board as described in number 4 above.
- 29 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

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

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

13

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

15

16

17

18

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

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

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

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

- 26 • Identify,
- 27
- 28 • Assess,
- 29
- 30 • Establish,
- 31
- 32 • Manage,
- 33
- 34 • Evaluate strategic alliances in a manner that supports the mission and goals of the association.
35

36 This professional practice statement uses the following definition of a strategic alliance:
37

38 *Strategic alliance—A strategic alliance is a cooperative, mutually beneficial entity formed by two or more*
39 *separate organizations for strategic purposes that allocates operational responsibility and financial risks*
40 *and rewards to each member while preserving organizational identity and autonomy. In addition, a*
41 *strategic alliance can be thought of as a specific decision on the part of the organizations to collaborate*
42 *by leveraging each other's unique core competencies for their mutual benefit and for the benefit of the*
43 *public, members, and/or other stakeholders.*
44

45 **Policy Position**

46 Understanding strategic alliances is a required competency of association executives. The ability of
47 association executives to identify and assess the potential risks, rewards, uses of strategic alliances, and
48

1 the creation, management, and evaluation of a successful strategic alliance is a necessary professional
2 practice.

3 4 **Professional Practices for the Association Executive**

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

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

- 8
9 • The Executive Director will:

- 10
11 1) Need to have (or develop) an understanding of strategic alliances and their implications;
12
13 2) Need to have sufficient managerial expertise to create, assess, implement, manage, and
14 terminate strategic alliances to serve the best interests of the association.
15

16 **Assessment of the Use of Strategic Alliances**

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

19
20 The Executive Committee and/or Board will:

- 21
22 • Identify a range of strategic options for consideration that may potentially meet the identified
23 goals of the AGD. These options might include the use of a strategic alliance.
24
25 • Assess the potential use of a strategic alliance based on measurable criteria. The criteria must be
26 weighed for each organization, but could include some or all of the following areas:
27
28 1) Characterize the risk (financial, legal, resource, membership satisfaction, membership
29 perception, public opinion, etc.) and the impact on the AGD if the cooperative relationship is
30 not done well or not done at all;
31
32 2) The area of focus for the alliance is undergoing a period of rapid expansion or contraction;
33
34 3) The AGD has a limited amount of resources available for the activity;
35
36 4) Significant differences are seen between the focus of the potential alliance and the AGD's
37 existing infrastructure, resources to be allocated, financial return, or perceived member
38 satisfaction/need; and
39
40 5) Ask if a potential strategic alliance is relevant and appropriate to the mission, goals and
41 strategic plan of the AGD and define/demonstrate this relevance to volunteer leadership.
42
43 • Define how the existing strategic goals, including but not limited to, financial, service, image,
44 organizational positioning and relationship goals, of the AGD may be achieved through strategic
45 alliances. The strategic goals of the AGD should be established. During this assessment phase,
46 those goals should be evaluated with respect to fulfilling them via the use of strategic alliances.
47
48 • Fully disclose the relevance, goals, potential risks and perceived value to AGD volunteer
49 leadership and obtain approval by a majority of the EC or Board to proceed prior to entering into
50 any contracts or negotiations with potential alliance partners.

- 1
- 2 • Identify the internal critical competencies and resources needed to achieve the strategic goals.
- 3
- 4 • Assess the current core competencies of the AGD’s staff related to these goals and identify gaps
- 5 between actual and needed competencies.
- 6
- 7 • Clearly define the desired value proposition of any strategic alliance under consideration for the
- 8 AGD.
- 9
- 10 • Assess the return on investment of the potential alliance in the following areas:
- 11
- 12 ○ Membership
- 13
- 14 ○ Competitive advantage
- 15
- 16 ○ Financial risks and rewards
- 17
- 18 ○ Organizational capability
- 19
- 20 • Consider the following areas (among others the organization identifies) when identifying and
- 21 selecting potential partners for “fit”:
- 22
- 23 ○ Strategic fit (organizational goals)—Are we on the same page? Do we want the same
- 24 things? Do we have similar goals?
- 25
- 26 ○ Operational fit—Can we make it happen together better than alone?
- 27
- 28 ○ Level of commitment—Will each of us stick with it, and if so, for how long?
- 29
- 30 ○ Reputation/ethical fit—Do we both have a comparable high regard in the dental
- 31 community? Do we trust and respect each other?
- 32
- 33 ○ Chemistry fit—Do we have a rapport?
- 34
- 35 ○ Cultural fit—Do we share the same values?
- 36

37 **Creation of Strategic Alliances**

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

- 39
- 40 • Identify the driving external forces that will have significant impact on the AGD as they relate to
- 41 the potential alliance.
- 42
- 43 • Identify the critical competencies and resources needed to achieve the goals. Assess their
- 44 existence within the AGD related to these goals and the alliance and then identify gaps between
- 45 actual and needed. Identify how the alliance will eliminate or mitigate those gaps.
- 46
- 47 • Conduct primary research on the following critical areas:
- 48
- 49 ○ Which problems will your members face during the next five years?
- 50

- 1 ○ Which types of solutions will your members require for these problems?
- 2
- 3 ○ Which attributes should the solution to these problems have?
- 4
- 5 ○ What does the value chain look like for delivery of this product or service?
- 6
- 7 ○ How are you and your competitors positioned to deliver these attributes and value to your
- 8 members?
- 9
- 10 ○ What are the AGD's competitive strengths and weaknesses with regard to this project,
- 11 issue, or service area?
- 12
- 13 ○ How will the AGD's core competencies be sustained?
- 14
- 15 ● Assess the financial impact of the strategic alliance including, but not limited to, the impact on
- 16 the following:
- 17
- 18 ○ Start-up investment
- 19
- 20 ○ Gross revenue
- 21
- 22 ○ Gross expense
- 23
- 24 ○ Cash flow
- 25
- 26 ○ Return on investment
- 27
- 28 ○ Impact on AGD's reserves
- 29
- 30 ○ Exit costs
- 31
- 32 ● Identify the areas with the greatest potential risk to the AGD including, but not limited to, the
- 33 following:
- 34
- 35 ○ Legal risk
- 36
- 37 ○ Financial risk
- 38
- 39 ○ Public perception risk
- 40
- 41 ○ Member perception risk
- 42
- 43 ● Conduct a mini strategic planning process around the alliance with the potential partner. This should
- 44 be done before final agreements are negotiated and signed.
- 45
- 46 ● Identify clear rules of engagement with the potential strategic partner including, but not limited to,
- 47 the following areas:
- 48
- 49 ○ Marketing
- 50

- 1 ○ Operations
- 2
- 3 ○ Technology use and integration
- 4
- 5 ○ Legal and intellectual property
- 6
- 7 ○ Staff
- 8
- 9 ● Identify specific conflict resolution processes with the strategic partner.
- 10
- 11 ● Define the role of staff and volunteer leadership within the alliance.
- 12
- 13 ● Include staff at all levels as appropriate to research, plan, and develop the strategic partnership to
- 14 create staff enthusiasm and support.
- 15
- 16 ● Include leadership at all levels as appropriate to research, plan, and develop the strategic
- 17 partnership to allow for informed and accurate leadership assessment and decision-making.
- 18
- 19 ● Create specific, written business plans outlining the strategic alliance for review and approval by
- 20 leadership. These plans should include but not be limited to the following information:
- 21
- 22 1) Describe the purpose of the agreement, specifically how it serves the membership and the
- 23 mission of the AGD;
- 24
- 25 2) Describe spirit of the venture and its future vision;
- 26
- 27 3) Identify key objectives, responsibilities and benchmarks;
- 28
- 29 4) Describe the guidelines and processes for separate and collaborative decision-making by
- 30 leadership, staff and partners;
- 31
- 32 5) Identify resource commitments (staff and financial);
- 33
- 34 6) Identify the financial philosophy behind the agreement;
- 35
- 36 7) Describe the assumption of risks and the division of rewards;
- 37
- 38 8) Identify rights to products, inventions, and/or intellectual capital as relevant to the alliance;
- 39
- 40 9) Outline confidentiality and non-competition agreements;
- 41
- 42 10) Outline the anticipated legal and operational structure;
- 43
- 44 11) Describe the transformation of the alliance from current form to future form;
- 45
- 46 12) Describe the process of conflict resolution;
- 47
- 48 13) Define the life expectancy and cycle of the alliance, if finite;
- 49
- 50 14) Describe the termination process for both parties.

- 1
2
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8
- Have the AGD’s legal and financial counsel review all business plans and legal documentation prior to agreement. Consult with the AGD’s attorney to determine and prepare the appropriate legal documents, such as a memorandum, letter, document of understanding, or a contract.
 - Keep leadership informed of business plans and legal documentation prior to agreement, as appropriate.

9
10

Management of Strategic Alliances

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

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36
- 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.

37

Evaluation of Strategic Alliances

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

- 39
40
41
42
43
44
45
- 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.

Organizational Alliance Assessment

Prepared by:

Date of Report:

Name of Organization proposing an Alliance:

Current Number of Alliances:

Type of Proposed Alliance:

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

Financial Cost:

Staff Resources:

Action/Timeline:

Task Force Recommendation:

Introduction

Type of Proposed Alliance

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

Brief description of proposed alliance

The value proposition of the proposed alliance

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

Metrics for the proposed organizational alliance

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

Accountability for the proposed alliance

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

Necessary Information

Assess the return on investment

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

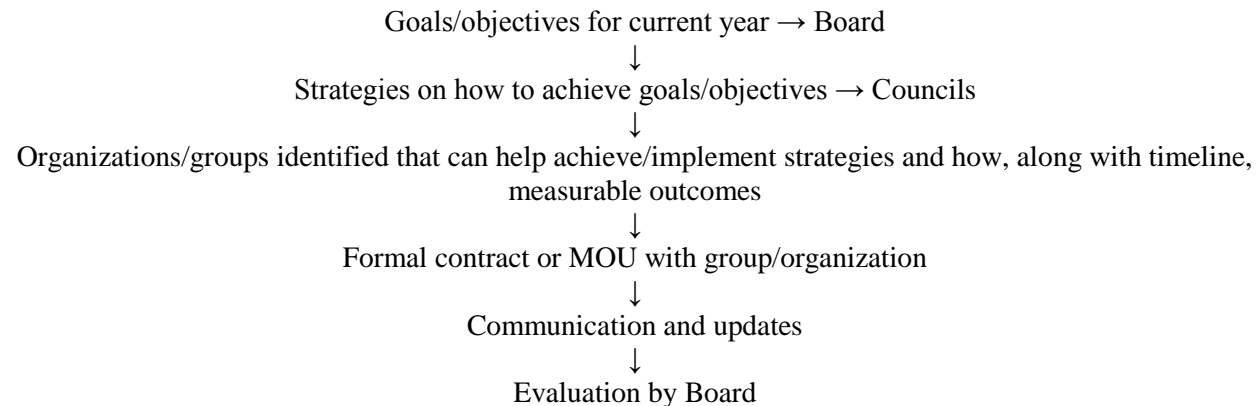
- 2 • Does it relate to a specific program or project currently underway or in the planning stages from
- 3 an AGD council or committee?
- 4 • Does it relate to any specific objective or strategy to be implemented during the current
- 5 operational year?
- 6 • Have the staff resources needed been identified 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 with
- 10 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 developing a
- 13 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 currently in
- 17 place or planned?
- 18 • What specifically would you be able to provide to assist in facilitating or implementing this
- 19 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 relationships in:
- 22 ○ Advocacy/legislative
- 23 ○ Education—courses, informational materials
- 24 ○ Member benefits—insurances, locate a dentist?
- 25 ○ Annual meeting—attendance, booth space, exhibitors
- 26 ○ Public Information—Info sheets
- 27 ○ Technology—links
- 28 ○ Dental care—insurance issues
- 29 ○ Publications—articles contributed, section of interest, advertising

30 *(Note: show example of current relationships helping to achieve an objective +/or further a goal.)*

31
32 Flow sheet idea:



46 **Monitoring:**

- 47 Annually in May, a written report for each alliance and coalition will:
- 48 1. Confirm that criteria stated above are being met;
 - 49 2. Evaluate the relationship in terms of its overall value in support of AGD
 - 50 organizational goals; and
 - 51 3. Recommend any changes in the requirements of the agreement or contract in order to
 - 52 continue the relationship.

3 **D. Awards**

6 **Awards Committee**

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

11
12 **The Dental Education Council will continue to select the Weclaw award winner*

14 *Committee Composition:*

15
16 The incoming AGD President will appoint the chair and members of the committee. The committee will
17 report to the AGD Board. Committee to include:

18
19 Chair: AGD Past President

20 Members: Three AGD Past Presidents

21 Regional Director Chair

22
23 Staff Liaisons: Associate Director, Governance; Executive Assistant

25 **AGD Achievement Awards**

27 **Albert Borish Award**

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

34 *Award Eligibility:*

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

38 *Nominations:*

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

41 *Selection criteria for the Albert Borish Award:*

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

50 **Distinguished Service Award**

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

1
2 *Award Eligibility:*

- 3 • Must be an AGD council, committee, or task force member in good standing.
4

5 *Nominations:*

- 6 • An officer, trustee, or council or committee chair may nominate a candidate to
7 receive the Distinguished Service Award.
8

9 *Selection criteria for the Distinguished Service Award:*

- 10 • Has made a contribution that has advanced the work of the AGD in a measurable way
11 resulting in the long-term enhancement of the goals/core purpose of the AGD
12 • Demonstrates exemplary dedication to the AGD
13 • Shows innovation and leadership when making positive changes for the benefit of the
14 membership, the AGD, and the dental profession
15 • Contributions were made while serving AGD in an appointed (*not elected*) position
16 • The nominee shall have contributed time and effort beyond that required by his or her
17 fulfillment of a council/committee appointment.
18

19 **Humanitarian Award**

20 The AGD Humanitarian Award is an award that is given on an annual basis to an individual dentist who
21 demonstrates humanitarianism. This is determined by his or her contribution of voluntary service, in
22 conjunction with a consistent commitment to enhance the image of general dentistry, through the
23 continuous delivery of quality dental care and through consistent leadership in areas of civic involvement.
24

25 *Award Eligibility:*

- 26 • Must be an active member of the AGD in good standing
27 • Individuals who hold a position on the Board are not eligible for nomination.
28 • The award will not be given to the same individual more than once.
29

30 *Nominations:*

- 31 • An officer, trustee, council or committee chair, member at large, or a constituent
32 academy may nominate a candidate to receive the Humanitarian Award.
33

34 *Selection criteria for the Humanitarian Award:*

- 35 • A dentist who is an exemplary member of the dental profession and of his or her
36 community
37 • The nominee has foregone his or her own interests in order to serve the public.
38 • The humanitarian should: be compassionate, cause-driven, charitable, dedicated,
39 unselfish, progressive, service-oriented, professional, dedicated to excellence, and
40 should exhibit pride, accomplishment, and a sense of responsibility toward the
41 well-being of mankind.
42

43 **Mark S. Ritz Advocate for Dentistry Award**

44 Dr. Mark S. Ritz was well known and respected in organized dentistry for his advocacy efforts. He was
45 also an AGD leader. This is an award given to individuals when deserved and appropriate. The individual
46 must distinguish themselves with national level advocacy in an active, visible and successful manner, but
47 not precluding state or local advocacy.
48

49 *Award Eligibility:*

- 50 • Awardees must be an AGD member.
51

52 *Nominations:*

- 53
54 • The Executive Committee, in consultation with appropriate executive staff, may
55 select an award recipient.

- The award needs not be presented every year—only when deserved and appropriate. However, funds would be budgeted each year.
- The award would be presented by the AGD President to the award recipient at the first session of the HOD.

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

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

Awards Timeline: (*This is an example*)

Year round:	Information on website about the four (4) awards, the person for whom the award is named, and list of past recipients.
June 29, 2007	2007 recipients listed in onsite program with their pictures and summaries of their achievements qualifying them for their particular award. All recipients displayed on website. Include 2008 award nomination information as a flyer in the annual meeting registration bag directing them to the website for nomination.
August 2007	<i>AGD Impact</i> annual meeting wrap-up issue to recognize 2007 recipients. Call for nominations page for 2008 including description of each award.
September and October, 2007	Promotion of Call for Awards: <i>AGD in Action</i> <i>AGD Impact</i> Online <i>AGD Briefings</i> Targeted e-mail to leaders and volunteers
December 1, 2007	Nominations submission deadline
December 15, 2007	Applications to Awards Committee for review
January 15, 2008	Awards Committee conference call to select recipients Notify award winners via phone call and official letter
July 16 to 20, 2008	Presentation of award winners at annual meeting

Honorary Memberships
Eligibility for Nomination

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

3
4 Anyone who has exhibited all of the following characteristics is eligible to be nominated for this award:

- 5
- 6 1) Has provided outstanding service to the dental profession
- 7 2) Has exemplified a commitment to the profession of dentistry through his or her activity or
8 has supported and promoted dentistry to the public
- 9 3) Has exemplified the vision, principles and goals of the AGD and has made exceptional
10 efforts in promoting these ideals
- 11
- 12

13 *Mechanism for Nomination of Candidates*

- 14
- 15 1. Nominations must be received by the AGD Headquarters office before January 1 for consideration
16 at the meeting of the Membership Council at DCM II.
- 17
- 18 2. All nominations should verify that the recommendation was, in fact, voted on and approved by the
19 constituent board.
- 20
- 21 3. All nominations are presented to the Membership Council for review. If approved, the
22 recommendation will be presented to the Board for vote at the Board Meeting IV.
- 23

24 **AGD Competition Awards**

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

28 a. Senior Student Award

29 1. Purpose

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

33 2. Criteria of award

- 34 a. AGD's constituents will administer the selection of the award winner in collaboration
35 with their local dental school. When constituent assistance is not available, the school
36 of dentistry, through the dean, faculty member, or faculty committee, should
37 administer the final selection.
- 38 b. AGD student members in their senior year of dental school who have indicated a
39 desire to practice general dentistry are eligible for this award.
- 40 c. The senior student shall have maintained an academic scholastic balance between his
41 or her clinical and didactic basis courses of study.
- 42 d. The senior shall be considered in good academic standing with his or her graduating
43 class.
- 44 e. The senior student shall have demonstrated outstanding attributes conducive to
45 exceptional doctor-patient relationships (i.e., a pleasant, outgoing personality).

46 3. Benefit of awardees

- 47 a. The award recipient will receive a complimentary one-year membership in the AGD.
- 48 b. The AGD will provide the dean with a certificate to be presented to the award
49 winner.
- 50
- 51

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

53 In an effort to simplify and standardize the award process for constituents, the Regional Directors and
54 AGD councils and committees requested that AGD create a universal application that would apply to all
55 awards. Regional Directors work with the chairs of the Communications, Dental Practice, Dental

1 Education, Legislative and Governmental Affairs, and Membership Councils to review and continually
2 improve this application. The universal award application streamlines the amount of paperwork needed
3 and enables constituents to submit award documentation once. Constituent leaders receive the
4 applications annually. They are asked to complete the necessary sections and provide documentation as
5 requested by the deadline as determined for that year.

6 7 **Award Descriptions**

8
9 **Advocacy:** As the AGD solely represents the interests of the general dentist, it is vital that constituents
10 are involved in this process as well. The activities listed on the application are some of the first steps
11 constituents can take to become the voice of the general dentist. This award will not be given unless the
12 council determines a constituent is truly deserving. Ties will be broken by counting the number of
13 successful legislative/regulatory initiatives. Further ties will be broken by rating the successful initiative
14 as matched to the council's legislative/regulatory priorities. Please note points earned for the Advocacy
15 Award will be determined by the Legislative and Governmental Affairs Council.

16
17 **ACE:** The publishing/production design department keeps members informed through two print
18 publications, *AGD Impact* and *General Dentistry*, as well as through online newsletters, such as *AGD in*
19 *Action*. The Editors' Program provides a forum for discourse among constituent editors, allowing them to
20 trade useful information for constituent newsletters and information on ways to recruit, retain, and train
21 new editors. This award recognizes excellence in newsletter publishing. Newsletters are evaluated by
22 impartial judges who are not affiliated with the AGD. Please note points earned for the ACE award will
23 be determined by the Communications Council.

24
25 **CE Award of Excellence:** The Continuing Education (CE) Award of Excellence recognizes exemplary
26 continuing dental education programs throughout a state. It acknowledges constituents who have provided
27 multiple CE opportunities throughout their state through direct training or through approved local
28 program providers and have encouraged participation in the Fellowship and Mastership Awards
29 programs. Please note points earned for this award will be determined by the Dental Education Council.

30
31 **Membership:** The membership department contributes to the growth and effectiveness of the AGD by
32 continuing to improve our member service, building and maintaining a viable membership base,
33 maintaining continuing dental education transcripts for members, and administering quality affinity
34 programs for all member segments. This is accomplished by a combination of staff and volunteer efforts
35 to energize and involve members in activities of the AGD, including the recruitment and retention of
36 members. This award seeks to honor and reward constituents who have gone above and beyond the call of
37 duty in their recruitment and retention efforts. Please note points earned for this award will be determined
38 by the Membership Council.

39
40 **Public Information:** The publishing/production design department keeps members informed through two
41 print publications, *AGD Impact* and *General Dentistry*, as well as through online newsletters, such as
42 *AGD in Action*. The Editors' Program provides a forum for discourse among constituent editors, allowing
43 them to trade useful information for constituent newsletters and information on ways to recruit, retain,
44 and train new editors. This award recognizes excellence in newsletter publishing. Please note impartial
45 judges who are not affiliated with the AGD evaluate the newsletters and award points.

46
47 **Constituent of the Year:** The Constituent of the Year (COY) Award recognizes constituents who display
48 strengths in every area of constituent activity representing; governance and administration, CE,
49 communication, membership, and public information. Constituents seeking to earn the COY should
50 complete all necessary sections of the UAA to be eligible. Please note points earned for the COY award
51 will be determined by the Regional Directors.

3 **E. Board Meetings**
4

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

13 Approved 2017-2018 Board Meeting III
14

15 HOD Policy 2009:103R-H-7

16 “Resolved that the Board policy be amended that non-voting observers will be recognized based on
17 parliamentary procedure.”
18

19 1. That the following non-voting observers will be recognized based on parliamentary 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 official
26 RD representatives at the Board meeting as well as any RD who is observing the meeting when his
27 or her region’s trustee is absent.
28

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

34 Approved 2015-2016 Board Meeting III
35
36

3 **F. Dues Stabilization Policy**
4

5
6 Dues Stabilization: The Board shall develop annual budgets and manage the AGD’s finances and reserves
7 in accordance with the long-term financial strategy of dues stabilization. The dues stabilization strategy
8 seeks to achieve long-term dues stability. Stable dues are viewed to be supportive of the organizational
9 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 revenue
12 is required to make the AGD less dependent upon dues revenue. The focus in generating non-dues
13 revenues must be on the net margins generated from the revenues, rather than a focus on gross revenues.
14 Flexibility is needed to develop annual budgets which provide member programs and services in support
15 of the strategic plan while keeping required dues increases at or below an inflationary level.

16
17 Dues for all categories of membership except students will be based on the previous 12 months’ CPI as of
18 the January of the year the budget is being compiled.

19
20 Dues for students will be reviewed every three years and be considered for no more than a 5% increase of
21 the current student dues rate.

22
23 Approved 2017-2018 Board Meeting III
24

3 **G. PACE Fees Stabilization Policy**
4

5
6 The Board shall develop annual budgets and manage the AGD’s finances and reserves in accordance with
7 the long-term financial strategy of AGD PACE application fees (PACE fees) stabilization. The PACE
8 fees stabilization strategy seeks to achieve long-term stability by keeping annual application fees
9 increases at approximately three percent. Additionally, PACE annual maintenance fees shall increase
10 approximately 10% every three years beginning January 1, 2017. Stable fees are viewed to be supportive
11 of the organizational objective to increase non-dues revenue.
12

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

3 **H. Investment Policy Statement**
4

5
6 **Investment Policy Statement**

7 Academy of General Dentistry

8
9 **March 2018**

10
11 **Prepared by the**

12 **Academy of General Dentistry Investment Committee**

13
14
15 **John W. Portwood, Jr., DDS, MS, MSF, CFP, ChFC, CLU,**
16 **MAGD, Chair**

17 **Bryan C. Edgar, DDS, MAGD**

18 **Richard D. Knowlton, DMD, MAGD**

19 **Michael W. Lew, DMD, MAGD**

20 **Elizabeth A. Clemente, DDS, MAGD, Consultant, Treasurer**

21
22
23 **As amended and approved at the 2017-2018 Board Meeting II**
24

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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 charge is listed within the Board Policy Manual, Policy Type: II. Governance Process, N. Charges of Council and Committees.

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

1 Director, or the Board, must be obtained. Although these attendees will not have voting privileges, they,
2 through discretion of the Chair, can contribute to the deliberations.
3

4 The Investment Committee may occasionally need to consult with specialists in a particular area of investing.
5 These meetings can occur by phone, meeting at the specialist's site, or at the Investment Committee's
6 meetings. These meetings must be budgeted for and pre-approved by the Executive Director or the Board.
7

8 INTRODUCTION

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

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

23 This IPS is not a binding contract. The Board uses it at its own discretion. This IPS is intended to be a
24 summary of an investment philosophy and the procedures that provide guidance for the Board. The
25 investment policies described in this IPS should be dynamic. These policies should reflect the AGD's current
26 status and philosophy regarding its investments. These policies will be reviewed and revised periodically to
27 ensure that they adequately reflect any changes related to the investments, the AGD, or the capital markets.
28

29 It is understood there can be no guarantee about the attainment of the investment goals or objectives outlined
30 herein. The Board requested that the attorney research the liability of the Investment Committee, the Chief
31 Financial Officer, and the Board in making investment decisions. The attorney concluded that they were
32 clearly included and covered in the Bylaws under the Indemnification Chapter XVIII.
33

34 **Key Contacts for the IPS**

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

37
38 Christa Ojeda, CPA of Chicago, IL
39 Chief Financial Officer of the AGD

41 OVERVIEW COMMENTARY

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

43 The long-term objective of the AGD is to maintain reserves at a minimum of 50% of budgeted expenditures
44 to provide a safety net for the operation of the organization.
45

46 To provide for capital expenditures related to improvements of the building a Building Account will be
47 maintained with a balance of up to \$1,500,000.
48

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

1
2 **Assets Considered Within This IPS**

3 The funds of the organization shall be segregated into accounts as follows:
4

5 **Operations Account:** This fund will maintain an amount deemed to be essential to meet the ongoing
6 operational needs of the AGD. While the Operations Account is not part of the Investment Fund as per AGD
7 Bylaws, Chapter XVII, Section 2, it is included in the IPS for clarity of the overall finances of the Academy.
8 These funds are under the purview of the Chief Financial Officer and will be invested in cash and cash
9 equivalents. Surpluses, if present, from operations at the close of the year, and following completion of the
10 audit, will be divided evenly between the Building Account and the Operations Account. The investment
11 risk of the Operations Account shall be conservative.
12

13 **Investment Fund:** The primary function of this fund is to achieve long-term objectives, which require its
14 funds to be dedicated for the stipulated investment time horizon and to maintain reserves as prescribed by
15 the Board. Any removal of funds prematurely will compromise accomplishment of the stated objectives.
16

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

- 19 • If funding is needed for an AGD-wide initiative, the CAA must be utilized before removing funds
20 from any other Investment Fund.
- 21 • If funding is needed for the building, then the request should go back to the Building Committee
22 and the Investment Committee to determine which account should be utilized (the Building
23 Account and/or the Reserve Account).
- 24 • If funding is needed for an emergency situation, then the Emergency Account should be utilized
25 before accessing the Reserve Account.

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

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

31
32 In addition, in order to access the CAA, the AIR being presented to the Board for a vote must include a
33 business plan and documented review by the Budget and Finance Committee and by the Investment
34 Committee.
35

36 If during a financial crisis any funds used from the Reserve Account must be replaced within the following
37 five years.
38

39 The Investment Fund shall consist of three accounts, each of which shall retain its own characteristics,
40 principal, and returns:
41

- 42 a) **Reserve Account.** This account is designed to maintain an operational reserve of a minimum
43 of 50% and a maximum of 100% of budgeted expenditures. At the end of each fiscal year, all
44 proceeds above 100% will be moved into the Competitive Advantage Account. If the reserve
45 level falls below 50% of budgeted expenditures, any and all distributions from the Reserve
46 Account will be suspended, and the operating surplus distributions to the Building Account will
47 be redirected to the Reserve Account up and until which time the Reserve Account is restored
48 to 50% of the budgeted expenses. The budgeted expenditures pertaining to the above clauses
49 will exclude depreciation on the building and build-out at 560 West Lake Street.
50

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

52 The investment risk of this account will be conservative.

53 A 2.5% annual distribution, (as of fiscal year-end balance), (also known as the Investment Fund
54 dividend) shall be allocated from the Reserve Account to the Competitive Advantage Account
55 (CAA). This allocation shall be contingent upon the balance remaining after the allocation being
56
57

1 55% or above the upcoming budget cycle expenditures. Provided that excess funds are
2 available, a special allocation may exceed the 2.5% level such that it does not exceed 50% of
3 the prior year annual Reserve Account return. The funds will be transferred as needed during
4 the budgetary year as described above.

5
6 b) **Competitive Advantage Account (CAA):** This account is designated to fund specified
7 AGD-wide initiatives. To meet the investment objectives, an initial amount will be placed into
8 the fund from the previous Project Account. This account will be funded by the Reserve
9 distribution as described in the Reserve Account definition above.

10
11 c) **Building Account:** This account is designated to fund capital expenditures related to
12 improvement of the building. To meet the investment objective an initial amount will be placed
13 into the fund from the previous Project Account. If there is a surplus of operating income from
14 the previous fiscal year, then 50% of this excess amount will be transferred into the Building
15 Account. The mandatory contribution will be placed in a lump sum, at the beginning of the
16 fiscal year, into the Building Account upon completion of the annual audit. This account shall
17 be moderate in risk. Once the account reached \$1,500,000, the 50% surplus will be transferred
18 into the Reserve Account.

19
20
21 **Emergency Fund:** This fund shall consist of \$150,000 to be placed in an account earning money market
22 rates. Interest shall accrue in the account to offset rising inflation rates. Access to the Emergency Fund will
23 require both the Treasurer's and President's signatures. This fund is not to be utilized unless the emergency
24 has caused the operations account to fall below acceptable levels. This Emergency Fund is required to be
25 completely replenished in the following year's budget along with any additional amounts (interest that would
26 have been earned) that were not added to the fund. This account shall be conservative in risk.

27
28 **Advocacy Fund:** This fund shall be funded through contributions made for its specific use. It will not fall
29 under the auspices of the Investment Committee to monitor this account, nor to invest the funds. These funds
30 will be kept separate from the general operating account for the uses for which they are intended.

31 ***Investment Fund Information***

32
33 Authorized Decision Maker
34 Investment Advisor

35 **Board
Investment Committee**

36 37 **INVESTMENT OBJECTIVES**

38 The specific investment objectives for the Reserve Account assets shall be to achieve a maximum return
39 while maintaining diversification for safety. The assets in this account shall be designed to achieve an
40 average annual rate of return of 5.0%. For those assets in the Building Account, the desired annual rate of
41 return will be 6.0%. For those assets in the Competitive Advantage Account (CAA) the funds should be
42 kept in cash or cash equivalent instruments. The objectives of these funds differ from each other due to the
43 different risk levels accepted for these accounts.
44

45 **TIME HORIZON**

46 Capital values do fluctuate over shorter periods and the Board should recognize that the possibility of capital
47 loss does exist. However, historical asset class return data suggests that the risk of principal loss over a
48 holding period of at least three to five years can be minimized with the long-term investment mix and style
49 employed under this IPS.
50

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
6. Ease of understanding
7. Acceptable liquidity

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

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

If appropriate, the Investment Committee may utilize a passive, instead of active, strategy using dollar-cost averaging techniques. Research indicates that this approach can also achieve the AGD's objectives while returning above-average earnings over the long-term. Although the Investment Committee recognizes the

benefits of passive investing and utilizes the technique for a percentage of its portfolio, it does not presently use this approach for the entire portfolio.

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

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

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

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

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

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

Asset Categories and Ranges

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%	

The initial purchase of any individual security may not exceed 6% of the total value of an Account. If at a future date the value of the security is greater than or equal to 6% of the value of the Account, further purchases of that security will not be allowed. The value of the position may exceed 6% as the result of

1 appreciation in the market value of the security. The value of an individual security can also be restored to
2 6% if it decreases below the 6% limitation.

3
4 The purchase of a mutual fund or ETF may not exceed 15% of the total value of an Account. If at a future
5 date the value of the security is greater than or equal to 15% of the value of the Account, further purchases
6 of that security will not be allowed. The value of the position may exceed 15% as the result of appreciation
7 in the market value of the security. The value of a mutual fund—or ETF can also be restored to 15% if it
8 decreases below the 15% limitation.

9
10 Occasionally, a company offers its shareholders of record a Rights Offering, which is an opportunity to buy
11 additional shares at a prescribed share value. Recognizing that these offerings often benefit the shareholder,
12 the Investment Committee should recommend whether to exercise the Rights Offerings if it is advantageous
13 to the AGD, even if it goes above 15%.

14 15 ***Assumptions Used to Calculate Expected Returns*** 16 ***Based on Historical Assumptions*** 17

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%

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

23 24 ***Updated Allocations***

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

26 27 ***Rebalancing Procedures***

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

31 32 ***Adjustment in the Targeted Asset Allocation***

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

35 **FREQUENCY OF REVIEW**

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

37
38 The Board recognizes that investments go through cycles with times when the investment objectives are not
39 met or when specific managers fail to meet their targets. Recognizing that no manager is perfect all the time
40 and that good years help to make up for bad ones, the Board acknowledges that managers should be given an
41 opportunity to make up for poor periods. Unless there are extenuating circumstances, patience is appropriate
42 when performance has been disappointing but the investment is still sound.

43
44 On an overall portfolio basis, the AGD establishes a goal of achieving the stated investment return objectives
45 over a 5 year period of time. A shorter time frame would contradict the policy to overcome poor performance
46 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
2. Precious metals in their tangible form
3. Distressed securities
4. Venture capital
5. Private Placement Limited Partnerships
6. Short sales of equity positions
7. Purchases of Letter Stock, Private Placements, or direct payments
8. Leveraged transactions
9. Futures and commodities transactions involving leverage or direct possession

10. Purchases of real estate as an investment, with the exception of REIT's
11. Closed-End Funds
12. Aggressive options strategies such as uncovered calls and puts, spreads, straddles, or other options strategies that fall within level III and IV broker permissions
13. Cryptocurrencies

SELECTION/RETENTION CRITERIA FOR INVESTMENTS

Mutual Fund Investment Management Selection

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

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

Individual Investment Management Selection

Individual investment managers should be selected using the following criteria:

1. Experience with investments for a minimum of 5 (five) years
2. Prior investment results
3. Area of expertise with investments, preferably in non-profit organizations
4. Affiliation – e.g., larger firms provide more comprehensive research, while smaller firms typically provide more personal attention
5. Costs relative to other managers
6. Compatibility with the Investment Committee
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 comparable with the current risk-free rate of return. Also permitted in this category are U.S. agency-guaranteed bank certificates of deposit (purchased directly from banks or indirectly through brokerage accounts) and short-term U.S. government securities.

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

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

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

1 If a selected fund under performs the returns established by such averages by more than 0.5% for the prior
2 three-year period, such fund(s) will be placed on probation for the subsequent three months. If over the
3 subsequent quarter the fund's average annual return remains 0.5% below that earned by the applicable
4 average, the Investment Committee will decide if the fund continues to be an appropriate investment.
5

6 Cash in this policy is viewed as a holding vehicle until an appropriate investment presents itself. A minimum
7 of 10% of portfolio value will be maintained in cash/cash equivalents at all times to provide liquidity to the
8 Investment Fund.
9

10 **Common Stocks**

11 **Mutual Funds**

12 Any selected common stock mutual funds shall be pooled investment vehicles, such as a publicly traded
13 open-end mutual fund, providing daily asset valuations or price quotations. Such investments may include
14 any size domestic or non-U.S. stock.
15

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

- 19 1. Have an investment track record of no less than five years.
- 20 2. Investment management must have been present for the past three years unless the fund is under
21 team management. If team management is present, then there must be stability in the group.
- 22 3. No 12b-1 expenses.
- 23 4. Average annualized returns net of fund level expenses, over a three year time period or more,
24 will be no less than the average returns for equivalent pooled investment vehicles sharing the
25 same investment objective.
- 26 5. No load greater than 3% with preference given to no-load funds.
- 27 6. Investment risk as measured by a Beta of no more than 1.00.
- 28 7. Operating expenses shall not exceed 1.2% annually on domestic funds and 1.5% annually on
29 international funds.
- 30 8. Have corresponding money market funds to which equity positions can be changed rapidly to
31 cash positions in case one of the triggering mechanisms is activated.

32 The Investment Committee will review the performance of each common stock fund quarterly. Total returns
33 will be compared against the average returns for equivalent pooled investment vehicles sharing the same
34 investment objectives for the previous one, three, and five-year periods.
35

36 If any fund under performs the applicable averages for a period of one year, the selection fund will be placed
37 on probation for the subsequent quarter. If over the subsequent year the funds' average return for the
38 applicable three-year period remains below that earned by the average equivalent pooled investment vehicle
39 sharing the same investment objective, the Investment Committee will decide if the fund continues to be an
40 appropriate investment.
41

42 The relative risk of the fund will also be reviewed quarterly, as measured by the fund's Beta, over the most
43 recent one, three, and five-year periods.
44

45 **Individual Securities**

46 Our AGD investment policy involves the purchase securities when their price appears to be well below the
47 appraised or analyzed value. This usually results in the purchase of out of favor companies or a so-called
48 "value" investing.
49

50 Successful value investing often requires patience and periods of inactivity. It also requires changing
51 investments at times when others say to the contrary. The Investment Committee's decisions will be
52 considered sound when the investment is thoroughly analyzed in regards to valuations
53

54 The default position will be cash or the equivalent if there are no compelling equity or debt securities.
55

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

- 3
- 4 1. A company in business for at least twenty years and publicly traded for at least the last ten
- 5 years.
- 6 2. A company whose business model is completely understood.
- 7 3. A company whose business is expected to continue for the next twenty years.
- 8 4. A company operating at a profit.
- 9 5. A purchase price at or near a multi-year low with a price to earnings ratio that is at or near a 5 to
- 10 10 year low.
- 11 6. A price to sales ratio less than 70%, preferably below 50% and can be averaged down if it falls
- 12 to an extreme 30%.
- 13 7. A price to book (assets less liabilities, less preferred stock) ratio of less than two and preferably
- 14 near one or less.
- 15 8. The price of the stock not more than 2/3 of net current assets per share (current assets less total
- 16 debt, less the value of preferred shares, divided by the number of common shares).
- 17 9. Companies with capable management and personal ownership of stock.
- 18 10. Companies fitting the above criteria are often out of favor for a particular reason. The
- 19 Investment Committee must determine if they understand the reason and can comfortably
- 20 project that the company is in a temporary set-back or in a situation that is a one-time event and
- 21 unlikely to significantly impact ongoing operations. These can often be wonderful investing
- 22 opportunities if purchased with a backstop of value.
- 23 11. Companies with assets carried on the balance sheet below their actual worth, such as real estate,
- 24 natural resources, surplus funds in a pension plan, or profitable subsidiaries, which, if sold
- 25 separately, would bring a premium price.
- 26 12. The company's current net profit should be an additional 33% more than the net profit of the
- 27 company ten years ago.
- 28 13. The company possesses little or no debt. The long-term debt should be less than two years of
- 29 net profit.
- 30 14. Total Debt (current and long-term) shall not exceed 60% of current assets.
- 31 15. A Price to Earnings Growth (PEG) ratio between 0.2 and 1.0. This shows a company that has
- 32 started growing.
- 33

34 ***Exchange Traded Funds***

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

38
39 These investments have similarities to mutual funds, yet have many features similar to an individual security.
40 They are based on a basket of stocks like a mutual fund, but can be sold in intraday trading and can be short
41 sold like individual securities. Since ETFs are based upon indexes, costs rival and are usually lower than
42 those of mutual funds. Although mutual fund managers make judgments about individual stocks, ETF
43 managers aspire to keep the fund as close to the underlying index as possible, therefore, rarely are there large
44 concentrations of a particular security.

45
46 The following guidelines will be utilized for the selection and retention of any ETF. While these guidelines
47 are not absolute, the committee will consider these prior to the purchase and retention of any ETF:

- 48
- 49 1. The fund will have an investment track record of no less than three years.
- 50 2. Investment management must have been present for the past three years unless the fund is
- 51 under team management or run passively. If team management is present, then there must be
- 52 stability in the group.
- 53 3. The fund's average annualized returns net of fund level expenses, over a three year time
- 54 period or more, will be no less than the average returns for equivalent pooled investment
- 55 vehicles sharing the same investment objective.
- 56 4. A turnover portfolio ratio of less than 50%.

5. The fund will be treated as a diversified portfolio. Therefore, the investment risk will be measured by the fund's Beta of preferably no more than 1.00.
6. Fund operating expenses shall not exceed 0.60% annually.
7. A Dividend Yield of greater than 2.00%.
8. A Price/Earnings ratio of less than 10, or near a five year low.
9. A Price/Book ratio of less than 2.00.
10. A Price/Sales ratio of less than 0.70.
11. A Price/Cash Flow ratio of less than 6.00.
12. The Investment Committee will review the performance of each ETF on a quarterly basis. Each fund's total returns will be compared against the average returns for the appropriate index for the previous one-, three-, and five-year periods.

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

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

Bonds and Other Fixed Income Vehicles

Mutual Funds

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

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

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

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

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

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

Individual Securities

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

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

Government Agency Securities

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

Those agency securities allowed under this policy statement are:

1. Federal Home Loan Banks
2. Federal National Mortgage Association
3. Government National Mortgage Association
4. Federal Home Loan Mortgage Corporation
5. Farm Credit Agencies
6. Federal Land Banks

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

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

Fannie Mae and Ginnie Mae securities have the longest maturities outstanding and consequently the widest selection of securities selling at substantial discounts from par. When looking for deep-discount bonds, Fannie Mae debentures, Ginnie Mae participation certificates, and Federal Land Bank bonds should all be considered.

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

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

1
2 The return on agencies is typically slightly more than on Treasury securities. Corporate securities offer still
3 higher yields, but at the expense of some small risk of default.
4

5 ***Balanced Funds/Managers***

6 The Board may determine that it is desirable to employ the use of one or more balanced funds, which shall
7 be pooled investment vehicles, such as a publicly traded mutual fund that publishes daily net asset
8 valuations.
9

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

- 13 1. Fund operating expenses shall not exceed 1.4% annually.
- 14 2. Current management must have been present for the past three years unless the fund is under
15 team management. If team management is present, then there must be stability in the group.
- 16 3. No 12b-1 charges.
- 17 4. No load greater than 3% with preference given to no-load funds.
- 18 5. Average annualized return, net of fund level expenses, over a three year time period or more, no
19 less than the returns generated by the average balanced fund as compiled by Lehman Brothers,
20 Standard & Poor's, or Morningstar, Inc.
- 21 6. Incur investment risk no more than that incurred by publicly traded funds with the same
22 investment objective, as measured by the fund's standard deviation. The risk as measured by
23 Beta will not exceed 1.00.
- 24 7. No less than 20% of the fund's assets should be invested in U.S. government securities or
25 investment grade corporate bonds or a combination thereof at all times.
26

27 The Investment Committee will review the performance of each balanced fund quarterly. Total returns will
28 be compared against the average returns for equivalent pooled investment vehicles sharing the same
29 investment objectives for the previous one, three, and five-year periods.
30

31 If the fund under performs the applicable averages for a period of two years, the selected fund will be placed
32 on probation for the subsequent twelve months. If over the subsequent year the funds' average return for the
33 applicable three-year period remains below that earned by the average equivalent pooled investment vehicle
34 sharing the same investment objective, the Investment Committee will decide if the fund continues to be an
35 appropriate investment. The relative risk of the selected investment vehicle will also be reviewed quarterly,
36 as measured by the fund's standard deviation, over the most recent one, three, and five-year periods.
37

38 ***Alternative Investments***

39 ***Real Estate***

40 When considering an asset class for inclusion in the portfolio, one must consider not only the risk and return
41 characteristics of the asset, but also the diversification benefit it provides. Of the major asset classes, real
42 estate is superior in offering a low correlation, and therefore dampening effect to the volatility, of both
43 domestic and international stocks and bonds. The long-term nature of leases resulting in stable cash flows, a
44 lack of new technologies that change the landscape, and finally the substantial dividend component all
45 explain this low correlation.
46

47 The Investment Committee may determine that it is desirable to employ the use of real estate in its portfolio.
48 Investment vehicles that can be utilized include mutual funds, which are pooled investment vehicles, which
49 publish daily net asset valuations. Real Estate Investment Trusts (REITs) are also an acceptable vehicle for
50 real estate investment. REITs offer both low cost and diversity. Exchange traded funds (ETFs) also address
51 low cost and passive management and are also acceptable for use by the Investment Committee. Studies are
52 inconclusive as to whether active management will outperform funds over a long time period with a passive
53 strategy such as REITs and ETFs especially after costs are factored in.
54
55

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

- 4 1. Have an investment track record of no less than three years.
- 5 2. Investment management must have been present for the past three years unless the fund is under
6 team management. If team management is present, then there must be stability in the group.
- 7 3. No 12b-1 expenses.
- 8 4. Average annualized returns net of fund level expenses, over a three year time period or more,
9 will be no less than the average returns for equivalent pooled investment vehicles sharing the
10 same investment objective.
- 11 5. No load greater than 3% with preference given to no-load mutual funds.
- 12 6. Investment risk as measured by a Beta of no more than 0.80.
- 13 7. Operating expenses shall not exceed 1.0% annually on domestic funds and 1.3% annually on
14 international funds.
- 15 8. The Investment Committee will review the performance of each Real Estate Investment
16 quarterly. Total returns will be compared against the average returns for equivalent investment
17 vehicles sharing the same investment objectives for the previous one, three, and five-year
18 periods.
- 19 9. If the vehicle under performs the applicable averages for a period of two years, the selected
20 vehicle will be placed on probation for the subsequent twelve months. If over the subsequent
21 year the vehicle's average return for the applicable three-year period remains below that earned
22 by the average equivalent investment vehicle sharing the same investment objective, the
23 Investment Committee will decide if the vehicle continues to be an appropriate investment. The
24 relative risk of the selected investment vehicle will also be reviewed quarterly, as measured by
25 the fund's standard deviation and beta, over the most recent one, three, and five-year periods.
26

27 **Options**

28 Equity options can be used to offer protective hedges against downside market moves in underlying equities.
29 Many options strategies are available, ranging from very conservative (Level I) to very aggressive (Level IV)
30 methods in the world of derivatives. The IPS allows only conservative strategies. The most common
31 strategies are the purchase of protective put options against an index such as the S&P 500 index (which is
32 also known as "portfolio insurance") or the sale of call options on an underlying security (also known as
33 "covered calls"). These strategies are occasionally used to help protect equity positions when underlying
34 market conditions signal the potential need for downside protection of portfolio assets. Additionally, covered
35 call option writing offers the potential for additional income in the AGD portfolio.
36

37 **Warrants**

38 Warrants are similar to call options in that they provide an option to purchase within a specified time, a stated
39 number of shares of common stock at a specified price. There are clear differences in that warrants are issued
40 by corporations, have maturities of at least several years, and are not standardized with each warrant being
41 unique.
42

43 A warrant provides the owner with an exercisable option on the underlying common stock of the issuer – that
44 is a claim on the equity of a corporation. All of the conditions of a warrant are specified at its issuance.
45 Although the issuer may set any *expiration date*, typically it is three to ten years. Warrants often provide for
46 a one-to-one ratio in conversion, allowing the holder to purchase a number of common shares equal to the
47 number of warrants converted; however, any *conversion rate* can be specified by the company, and fractional
48 shares may be involved. The warrant holder receives no dividends and has no voting rights. Warrant
49 conversions are usually adjusted automatically for any stock dividends or splits. The *exercise price* is also
50 specified at issuance, and it always exceeds the market price of the stock at the time the warrant is issued.
51

52 Warrants provide a cheaper way to invest in a particular common stock because the purchase of a given
53 number of warrants is always cheaper than the purchase of a corresponding number of common stock shares.
54 Therefore, investors can establish a given equity position for a considerably smaller capital investment
55 through the use of warrants. Investor's trade warrants on exchanges the same way they trade stocks. Most
56 investors never exercise warrants but simply buy and sell them in pursuit of capital gains. In the case of

1 warrants, since no dividends are paid, the expected return must be realized in the form of capital appreciation,
2 or price change, therefore it is imperative to understanding of the price range in which a warrant may trade.

3
4 Investments in warrants are subject to additional risks that can result in a loss of all or part of an investment.
5 The fund's warrant activities and exposure to warrants are classified by the following primary underlying
6 risks: equity price risk. In addition to its primary underlying risks, the fund is also subject to additional risk
7 due to inability of its counterparties to meet the terms of their contracts (termed counterparty risk).
8

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

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

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

27 ***Additional Investments, if any***

28
29 The Investment Committee has established the following criteria for selecting and retaining other
30 investment vehicles.

31 The selection of such vehicles shall be restricted by:

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

35 **INVESTMENT MONITORING AND CONTROL PROCEDURES**

36 ***Investment Monitoring***

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

- 40 1. The price reaches our appraisal, or a reduced margin of safety remains.
- 41 2. To improve the risk/return profile substantially, e.g., replace a business selling at 80% of its
42 worth with an equally attractive company at 50% of its value.
- 43 3. Future earnings power of the company becomes severely impaired by threats to the business,
44 poor capital allocation, or other reasons.
- 45 4. The belief that management can no longer build shareholder value and efforts to find new
46 corporate leadership would be unsuccessful or too costly.
47

48 Funds will generally be sold for the following reasons:

- 49 1. The reasons the fund was purchased are no longer valid.
- 50 2. Management has changed causing concern with continuity of the present investment
51 philosophy.
- 52 3. Investment philosophy of the fund itself has changed.
- 53 4. Fee structure has changed.
- 54 5. Changes in the economy dictate removal.
55

1 2 **Reports**

3 The Investment Committee Chair shall prepare the following reports to the Board:
4

- 5 1. The Board will receive a report annually that lists all assets held by the AGD, values for each
6 asset, and all transactions affecting assets within the portfolio, including additions and
7 withdrawals. The Investment Committee Chair shall report to the Board at its Board Meeting II
8 the most recent information. Breakout by asset categories will be provided, with performance
9 compared to appropriate indices.
10
- 11 2. The Board shall receive no less frequently than on a yearly basis and within 30 days after the
12 end of each such period the following management reports on the Investment Fund:
13
 - 14 a) Values for each investment asset class held by the AGD
 - 15 b) Performance for each asset class
 - 16 c) Performance of standard benchmarks for the same periods
 - 17 d) End of year status regarding asset allocation – as it conforms to the IPS
 - 18 e) Any recommendations for changes of the above
- 19 3. The Investment Committee, in conjunction with the Chief Financial Officer, shall provide an
20 annual summary report to the House of Delegates.
21

22 **DUTIES AND RESPONSIBILITIES**

23 ***The Investment Committee***

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

26 The Investment Committee shall be responsible for:
27

- 28 1. Designing, recommending, and implementing an appropriate plan consistent with the
29 investment objectives, time horizon, risk profile, guidelines and constraints outlined in this
30 statement.
- 31 2. Recommending an appropriate custodian to safeguard the AGD's assets.
- 32 3. Ensuring that the custodian provides the Investment Committee with a current prospectus,
33 where applicable.
- 34 4. Identifying specific assets and/or investment
- 35 5. Recommending the purchase of and monitoring the performance of all selected assets.
- 36 6. Voting proxies, if necessary, in accordance with the guidelines and restrictions outlined herein
37 where applicable and otherwise according to its best judgment.
- 38 7. Provide consulting to the Board on financial decisions as needed.
- 39 8. Preparing and presenting appropriate reports annually to the Board.
- 40 9. Recommending and implementing changes to the IPS.
41

42 The Investment Committee will not take title to any assets nor will it exercise discretionary control over any
43 of the AGD's assets. It shall be responsible to make transaction recommendations to the Chief Financial
44 Officer, who will implement these investment decisions in a timely fashion. Should the Chief Financial
45 Officer be absent or unavailable, the Executive Director shall act in his/her place. Since the Investment
46 Committee never takes control of the AGD's assets, there is no need for bonding of the Investment
47 Committee members; however, the Chief Financial Officer is to be bonded for an amount sufficient to protect
48 AGD's assets.
49

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

1
2 **The Board**

3 The Board shall be responsible for:

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

9 **DISCLOSURE**

10 As per required by the SEC, Investment Committee members agree to make disclosure to the Chief Financial
11 Officer, with it available to the Board, current or future holdings greater than a 5% financial interest in any
12 outstanding security considered for investment by the AGD. The Chief Financial Officer shall disclose any
13 of his/her holdings directly to the Board. They are also to disclose holdings greater than 5% financial interest
14 in any compensated consultants or brokerage firms that the AGD utilizes. Members shall also disclose
15 employment, business connection, or familial relationship with any of the above entities. Potential conflicts
16 of interest as outlined above shall require abstention from the vote on the investment being considered.

17 **ADOPTION**

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

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

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

25
26 _____
27 Chief Financial Officer

_____ Date

28
29 **ACKNOWLEDGEMENT**

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

39
40 Dr. John Portwood, Chair and co-author, 2004-present
41 Dr. Kevin Anderson, co-author, 2004-2006
42 Dr. Mohamed Harunani, co-author, 2004-present
43 Dr. Kevin Mears, 2006-2016
44 Dr. Bryan Edgar, 2008-present
45 Dr. Richard Knowlton, 2015-present
46 Dr. Michael Lew, 2018
47

3 **I. Membership Maintenance**
4

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

12 **Submission of CE by Members**

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

3 **K. Travel Policy**

6 **ACADEMY OF GENERAL DENTISTRY (AGD)** 7 **TRAVEL POLICY**

11 **PURPOSE**

- 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, updated
15 guidelines.
- 16 • To meet our contracted obligations with hotels by requiring AGD funded travelers to stay in the
17 AGD contracted hotel(s).

19 **AIR TRAVEL GUIDELINES**

- 21 1) Funded travelers will receive a letter or e-mail from the AGD Headquarters Office noting the
22 published meeting starting and ending times.
- 23
24 2) Travelers on AGD business are free to search the Internet for the lowest round trip coach
25 airfare. Travel will be reimbursed at the level of economy/coach class only for domestic
26 travel, not to exceed the published rate at 21 days prior to travel. If travel is scheduled around
27 peak travel periods, then travel should be booked more than 21 days prior to travel. Traveler
28 will not be expected to purchase tickets for flights that do not include access to the overhead
29 bin. Any documentation used to support cost savings for an extra night stay at a hotel, or
30 when travel policy requires a print out of airfare for reimbursement purposes, etc. should
31 adhere to these parameters.
- 32
33 3) Any airfare exceeding \$600, or the figure designated for a specific meeting, must be pre-
34 approved prior to securing the reservation. Please send the request for pre-approval to
35 finance@agd.org. In some cases, the AGD will offer recommendations to alter schedules. In
36 other cases, the AGD may be able to purchase the flight with points. A flyer's frequent flyer
37 preference will not take precedence over the traveler's flexibility in accepting significantly
38 lower airfares on alternate airlines. Frequent flyer miles are not accrued on free tickets. If
39 prior approval is not requested, and documented travelers will only be reimbursed \$600.
40
41 Traveler will not be reimbursed for upgrades in seat assignments or class of ticket. Any
42 upgrades such as moving to an emergency exit row, etc., will be the responsibility of the
43 traveler.
- 44
45 4) Once travel has been reserved, the ticket is non-refundable. Any cancellation or change to the
46 ticket, other than if the change was pre-approved by AGD or if the cancellation or change
47 was initiated by the airline, will be the responsibility of the traveler, and not the AGD. All
48 unused tickets will be returned to AGD.
- 49
50 5) Travelers are not required to stay over a Saturday night in order to obtain a lower airfare.
51 However, if the traveler agrees and the cost savings exceeds the cost of another night of hotel,

1 per diem and parking, the AGD will be responsible for covering the additional hotel night's
2 charge, per diem and parking. Documentation to support the cost savings should be
3 submitted in order to obtain this additional reimbursement.
4

5 6) Members will not be required to travel past 11 pm in the time zone of their destination city.
6

7 7) If a traveler chooses an itinerary for personal reasons (e.g., such as including a stop in another
8 city), travel costs will be covered for the lowest available airfare between the traveler's home
9 city and the meeting site. Any additional charges will be the traveler's responsibility. Please
10 provide a print out of the airfare between the traveler's home city and the meeting site for
11 reimbursement purposes.
12

13 8) Frequent flyer miles accrued by the traveler while traveling on AGD business are the
14 property of the traveler.
15

16 9) Airline compensation vouchers, e.g., for travelers who wish to volunteer their seats for
17 compensation, will remain the property of the traveler providing that the traveler's
18 participation in the AGD meeting is not compromised in any way.
19

20 10) Travelers will be reimbursed upon submission of a receipt for the charge of one checked bag
21 regardless of the length of stay. If a traveler purchased a fare that does not include access to
22 the overhead bin, reimbursement will be provided for both access to the overhead bin and a
23 checked bag.
24

25 **HOTEL ACCOMMODATIONS**

26

27 1) For functions in which there is an AGD contracted hotel, all AGD funded travelers are
28 required to stay at the AGD-contracted hotel. Travelers staying at hotels not contracted by the
29 AGD will not be reimbursed for accommodations.
30

31 2) All hotel reservations must be made following the AGD's established housing procedures.
32

33 3) Frequent guest points earned during the course of AGD-funded business remain the property
34 of the traveler.
35

36 4) For functions in which there is not an AGD contracted hotel, travelers will be reimbursed at
37 the flat rate or single room rate plus tax. If due to an extra guest in the room, the rate is more
38 than the single room rate, the traveler will be responsible for the rate difference.
39

40 5) Travelers need to present a personal credit card upon check-in, retaining a bill of charges that
41 should be submitted with the expense reimbursement form.
42

43 **GROUND TRANSPORTATION**

44

45 1) Travelers will be reimbursed for actual costs of round-trip travel from home/airport/hotel, and
46 if utilizing personal automobile, based on the prevailing I.R.S. rate. It is expected that the
47 most economical method of transportation will be utilized including airport shuttle services or
48 ride-share companies (such as Uber) whenever possible.
49

50 2) Limousine service will not be authorized unless it is less than or equal to taxi or shuttle
51 transportation. Travelers wishing to utilize a limousine to and from the airport will only be
52 reimbursed at the shuttle rate or mileage based on the prevailing I.R.S. rate.
53

- 1 3) Rental car expenses will not be authorized unless they are less than or equal to taxi, ride-share
2 or shuttle transportation. Travelers wishing to utilize a rental car must get pre-approval from
3 AGD prior to travel. Please send the request for pre-approval with supporting documentation
4 to finance@agd.org. If prior approval is not authorized, travelers will only be reimbursed at
5 the shuttle rate.
6
- 7 4) When an AGD member is driven to the airport and/or subsequently picked up at the airport,
8 that member will be reimbursed for mileage costs for each round trips to the airport. In such
9 cases, the AGD will reimburse parking only if the individual must park at the airport to pick
10 up the member. No overnight parking charges will be reimbursed. The cost for each round
11 trip should not exceed the cost of a taxi, ride-share or shuttle service.
12
- 13 5) When traveling by air, self-parking and tolls to and from the member's home airport are
14 covered up to a parking maximum of \$30 per day.
15
- 16 6) Gasoline charges will not be separately reimbursed since they are covered under the standard
17 mileage reimbursable allowance.
18
- 19 7) Members who live locally who wish to utilize their personal automobile will be reimbursed
20 based on the prevailing IRS rate. Tolls and self-parking charges will be reimbursed at a
21 maximum of \$30 per day. However, when a member drives to an AGD meeting organized by
22 the Chicago office, he or she will be reimbursed up to the limit of the parking charge at the
23 AGD hotel.
24
- 25 8) Travelers will be responsible for all parking fines and traffic tickets incurred while traveling
26 on AGD-funded business. The use of a personal automobile versus air travel is permissible
27 providing the mileage compensation does not exceed the cost of the airline ticket at the
28 lowest available airfare. If the airfare is more economical, the traveler will only be
29 reimbursed the equivalent of the airfare and not the mileage.
30

31 **PER DIEM**

32
33 The per diem rate for each day of official AGD funded business is \$75. In no case will the per diem
34 be more than two days additional to the actual official business days.
35

36 **NON-REIMBURSABLE EXPENSES**

37
38 Non-reimbursable expenses include, but are not limited to:

- 39
- 40 1) Room service or any other food and beverage charges
- 41 2) Mini-bar charges
- 42 3) Tips and gratuities
- 43 4) Charges for any concierge or personal services
- 44 5) In-room internet, movies or personal entertainment charges
- 45 6) Personal items such as clothing, luggage and reading materials
- 46 7) Paper-tickets rather than electronic tickets
- 47 8) Airline club, rental car memberships or personal credit card fees
- 48 9) Laundry
49

50 These items are to be covered by the \$75 per day per diem paid to volunteers
51

52 **EXPENSE REIMBURSEMENT PROCESS**

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

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

Approved 17-18 Board Meeting II

2

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

4

5

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

7

8 **Funded**

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

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

19

20 **\$2,000 Allotment per Trustee and EC Member**

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

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

37

38 **Reimbursable Allotment Expenses**

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

41

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

44 Air	52 Services
45 Hotel	53 Supplies and Stationery
46 Hotel Room Internet	54 Taxi and Shuttle
47 Meals and entertainment	55 Telephone, Calling Cards and Cell
48 Mileage	56 Phone Package Overages
49 Parking	57 Tolls
50 Postage	
51 Printing	

1
2 **Please note: per diem is not a payable expense as part of the trustee and EC allotments.** If you
3 are unsure whether a specific expense is eligible for reimbursement, please contact AGD staff for
4 clarification.

5
6 Allotment Reimbursement

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

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

12
13 ****If a trustee incurs expenses over their allotment amount within the year they may appeal to the
14 Office of the Executive Director to use unspent trustee allotment money from that year to cover the
15 overage for that year. Unspent allotment money does not carry over to the next year. Each trustee
16 starts the allotment year at the annual meeting with the \$2000 allotment amount. This system will be
17 explained annually at the Board meeting following right after the annual meeting and/or the new
18 trustee orientation.

19
20 EC Corporate Credit Cards

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

23
24 Corporate Credit Card Expense Submission

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

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

6 **Do's and Don'ts**

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

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

14
15 DO use AGD letterhead for:

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

22
23 DON'T use AGD letterhead for:

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

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 high
11 standards of business and personal ethics in the conduct of their duties and responsibilities.

12 Employees and representatives of the AGD must practice honesty and integrity in fulfilling their
13 responsibilities and comply with all applicable laws and regulations.

14
15 The objectives of the Academy of General Dentistry Whistleblower Policy are to establish policies
16 and procedures for:

- 17
- 18 • The submission of concerns regarding questionable accounting, internal control, audit, or
19 Code of Conduct matters, by employees, the Board, and other stakeholders of the
20 organization, on a confidential and anonymous basis;
- 21 • The receipt, retention, and treatment of complaints received by the organization regarding
22 accounting, internal controls, audit, Code of Conduct matters, or lack of adherence to policy
23 or law;
- 24 • The protection of the Board, volunteers, and employees reporting concerns from retaliatory
25 actions.
- 26

27 **Reporting Responsibility**

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

32 33 **Authority of the Audit Committee**

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

38 39 **No Retaliation**

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

1 **Reporting Concerns**

2
3 **Employees**

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

10
11 If the Concern was reported verbally to the head of Human Resources, the reporting
12 individual, with assistance from the head of Human Resources, shall reduce the Concern to
13 writing. The head of Human Resources is required to promptly report the Concern to the
14 chair of the Audit Committee, who has specific and exclusive responsibility to investigate all
15 Concerns. If the head of Human Resources for any reason, does not promptly forward the
16 Concern to the Audit Committee, the reporting individual should directly report the Concern
17 to the chair of the Audit Committee. Contact information for the chair of the Audit
18 Committee may be obtained through the human resources department or may be looked up in
19 iMIS. Concerns may be also be submitted anonymously. Such anonymous Concerns should
20 be in writing and sent directly to the chair of the Audit Committee.

21
22 **The Board and Other Volunteers**

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

26
27 **Handling of Reported Violations**

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

34
35 All reports will be promptly investigated by the Audit Committee, and appropriate corrective action
36 will be recommended to the Board, if warranted by the investigation. In addition, action taken must
37 include a conclusion and/or follow-up with the complainant for complete closure of the Concern.

38
39 The Audit Committee has the authority to retain outside legal counsel, accountants, private
40 investigators, or any other resource deemed necessary to conduct a full and complete investigation of
41 the allegations. Agreements with agents or consultants must be in writing on AGD letterhead. Such
42 agreements must clearly set forth the services to be performed, the basis for earning the commission
43 or fee involved, and the rate or fee. All such agreements must be reviewed by the proper authority
44 prior to execution. Any payments must be reasonable in amount, not excessive in light of the practice
45 in the trade, and commensurate with the value of the services rendered

46
47 **Acting in Good Faith**

48 Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the
49 information disclosed indicates an improper accounting or auditing practice, internal control or a
50 violation of policy or the Code of Conduct. The act of making allegations that prove to be
51 unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge

1 that the allegations are false, will be viewed as a serious disciplinary offense and may result in
2 discipline, up to and including dismissal from the volunteer position or termination of employment.
3 Such conduct may also give rise to other actions, including civil lawsuits.

4

5 **Confidentiality**

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

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

11

3 **O. Terminology**

5
6 Trustees – The 19 Trustees elected by their respective regions

7 Officers – Those elected by the House of Delegates, i.e., President, President-Elect, Vice President,
8 Secretary, Treasurer, Speaker of the House of Delegates, and Editor

9 Executive Committee – Officers and the Immediate Past President

10 The Board - The 19 Trustees plus the Executive Committee

11 Officers should be referred to by their title or as members of the Board, but not as “Trustees.” And be
12 it further,

13
14 Resolved, that the Constitution, Bylaws and Judicial Affairs Council be asked provide a
15 recommendation to amend the Bylaws so that they are consistent with these definitions.

16 17 **Definition of AGD Leader**

18 Executive Committee member/Trustee

19 Regional Director

20 Council/Committee member

21 Any work group by any name

22 Past Presidents

23 Delegates/Alternates

24 Constituent Officers

25 Constituent Executives who are dentists

26
27 Approved 2017-2018 Board Meeting III
28

1 *Policy Type: V. Board Policy Statements*

2

3 **P. Annual Meeting Reimbursement**

4

5

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

7

8 Resolved, that delegates attend Reference Committees, Candidates Forum, and Town Hall held at the

9 AGD Annual Meeting in order to receive reimbursement.

10

11 Approved 2015 Board Meeting III

12

13 Resolved, that all members attending the Annual Meeting must pre-register in order to be eligible for

14 Annual Meeting reimbursement.”

15

16 Approved 18-19 Board Meeting II

17

2

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

4

5

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

8

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

12

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

16

17 **Sunset Review Process schedule**

18

19

20 **2015-2016**

21 Credentials and Elections Committee

22 Examination Council

23 Examination Assessment Committee

24 Examination Development Committee

25 Examination Materials Committee

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

47 Budget and Finance Committee

48 Dental Practice Council

49 Investment Committee

50 Legislative and Governmental Affairs Council

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And be it further,

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

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

Approved 2015-2016 Board Meeting IV

3 **R. MasterTrack®**
4

5
6 **Trademark License Agreement**
7

8 **BETWEEN THE ACADEMY OF GENERAL DENTISTRY**

9
10 **AND**
11

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

20
21 **1. GRANT OF LICENSE.**

22 1.1 Licensor is the exclusive owner of the “MasterTrack®” trademark for use in connection with
23 “providing educational information relating to classes and educational programs in the field
24 of dentistry” (the “mark”). In accordance with this Agreement, Licensor grants Licensee, a
25 non-exclusive license to use the mark for the limited purpose of _____ in
26 accordance with the published MasterTrack® Guidelines. All use of the mark shall inure to
27 the benefit of Licensor. Licensor retains title and ownership of the mark and Licensee shall
28 not challenge the validity of or Licensor’s ownership of the mark. The term of this
29 Agreement shall begin on the _____ day of _____, 20____ and expire on the
30 _____ day of _____, 20____ (the “Term”).
31

32 1.2 All rights other than those specifically granted herein to Licensee are reserved to Licensor
33 including, without limitation, the right to continue to use the mark in any medium.
34

35 **2. PAYMENT OF FEE**

36 Licensee shall pay Licensor an annual fee of _____. The fee shall be due on
37 January 31 of each year.
38

39 **3. SEPARATE ENTITIES.**

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

44 **4. QUALITY CONTROL AND ACCEPTANCE**

45 Licensee understands and agrees that an essential condition of this Agreement is the
46 protection of the high reputation enjoyed by the Licensor for the mark, and that, in keeping
47 with that condition, any and all use of the mark, shall be of high consistent quality and subject
48 to the approval and continuing supervision and control of Licensor. Upon the request of
49 Licensor, Licensee shall submit to Licensor, on an annual basis during the Term, information
50 associated with its use of the mark, including but not limited to a schedule of planned

1 courses, including names of all contracted instructors, a list of educational objectives
2 associated with those courses, a copy of each of course materials including any advertising
3 materials, and the name and contact information of any and all MasterTrack program
4 directors. Should Licensor fail to notify Licensee of any quality control issues relating to any
5 use of the mark within thirty (30) days after receipt of said information, then said information
6 will be deemed accepted by Licensor. The parties shall negotiate in good faith to resolve any
7 quality control issues of which Licensor may notify Licensee.
8

9 5. TERMINATION OF LICENSE.

10 Licensor may terminate this Agreement: (a) for any reason upon sixty (60) days written
11 notice to Licensee, or (b) upon ten (10) days notice to Licensee in the event of Licensee's
12 material breach of this Agreement, provided that Licensee may request an opportunity to
13 present an objection to a proposed termination to the AGD Board within such ten (10) day
14 period, in which case the proposed termination shall not become effective until ratified by the
15 AGD Board, provided that all rights of Licensor hereunder will be suspended until the AGD
16 Board makes its determination.
17

18 Notwithstanding anything in this Agreement to the contrary, upon delivery of notice of
19 termination, Licensee shall promptly cease and desist from all use of the mark.
20

21 6. INDEMNIFICATION.

22 Licensee hereby indemnifies Licensor and undertakes to defend Licensor and hold it harmless
23 from occurrences resulting in any claims, suits, loss, damage, and costs (including reasonable
24 attorney fees and expenses) arising out of Licensee's advertisement, offer for sale, sale,
25 distribution, or use of the services, arising out of any alleged defects or malfunctions of the
26 services which are distributed by Licensee or arising out of Licensee's advertisement, offer
27 for sale, sale, or performance of the services, provided, that the defense of any such claim
28 shall be completely within the control of Licensee.
29

30 7. MISCELLANEOUS.

31 7.1 CONTROLLING LAW.

32 This Agreement shall be governed by and construed in accordance with the laws of
33 the State of Illinois, and venue for any disputes shall be Chicago, Illinois.
34

35 7.2 SUCCESSORS AND ASSIGNS.

36 This Agreement shall inure to the benefit of the parties and their successors and
37 assigns. Neither party may sublicense or assign any of its rights or obligations under
38 this Agreement without the prior written consent of the other party.
39

40 7.3 NOTICES.

41 Any notice contemplated by, or made pursuant to, this Agreement shall be in writing
42 and made by courier, facsimile, e-mail or mail addressed or directed to the Licensor
43 or the Licensee at the address shown. Either party may change the address for notice
44 by 10 days advance written notice to the other party.
45

46 IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their duly
47 authorized representatives, effective as of the date first written above.
48

49
50
51 Licensor: 52 Academy of General Dentistry
53 211 East Chicago Ave., Ste 900
54 Chicago, IL 60611-1999, USA

1 By _____
2 Title _____
3 Date _____
4

5 Licensee:
6 [_____]
7 [Street Address]
8 [City, State, Zip Country]
9 By _____
10 Title _____
11 Date _____
12
13
14 CHDS01 MAV 814324v1
15

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Academy of General Dentistry Guidelines for MasterTrack® Programs

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11

Introduction

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

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

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

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

28
29
30

Application

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

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

39 The application will be submitted to the Dental Education Council for approval. Applications must allow
40 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 have a co-
3 provider agreement with a nationally recognized PACE or CERP provider. The providing organization
4 will supply information to the AGD as specified in these guidelines and as determined by AGD. At no
5 time during the program cycle should the PACE/CERP approval status lapse.
6

7 **Administration and Program Director Qualifications**

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

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

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

31 **Finances**

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

37 **Publicity**

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

45 Publicity and promotional material could include, but is not limited to, brochures, postcards, websites,
46 and any electronic publicity distributed to the profession to promote the MTP.
47

48 **Facilities**

49 The facilities and resources must be adequate to provide the experiences required to fulfill the educational
50 objectives of each session of the MTP.
51

52 **Curriculum**

1 A long-term program of scheduled topics designed to help AGD members fulfill the participation CE
2 requirements of the AGD Mastership Award must be developed. Content outlines—including written
3 goals, instructional objectives on the topics to be presented, CE categories, hours awarded, and
4 presentation evaluation procedures—must be developed for all aspects of instruction prior to the start of
5 the program cycle. Either participation or protocol methods can be utilized to meet the educational
6 objectives, but they must follow the PACE and CERP standards. Most MTPs utilize the protocol method
7 of education to minimize time spent in the classroom setting and maximize CE unit/time.

8
9 **Participation:** A participation course is one in which all participants actively manipulate dental materials
10 or devices, treat patients, or otherwise practice skills or techniques under the direct supervision of a
11 qualified instructor. The participation activities must represent at least 30 percent of total course time and
12 must directly address the course’s major educational objective(s).

13
14 For example, if a topic session met for 12 hours total, eight hours one day and four hours the next day for
15 a hands-on exercise, the entire course can be awarded 12 participation hours because 33 percent of the
16 course was hands-on. These hours also may be turned in immediately upon the completion of the course,
17 as the student will have completed all requirements of the course on-site.

18
19 Utilizing the protocol method of education but also incorporating hands-on participation can allow
20 participation credits to be awarded to those who may not choose to do a homework assignment.

21
22 Appropriate steps must be taken to ensure patient protection when the course includes patient treatment
23 by either the presenter or students. This includes providing appropriate equipment and instruments,
24 obtaining written informed consent from the patient(s) before treatment, and arranging for emergency and
25 postoperative care.

1 **Participation courses must be limited to a maximum of 15 students per instructor or teaching**
2 **assistant.**

3
4 **Protocol:** A protocol course is another means of providing participation credit. This format combines on-
5 site/in-office education. The on-site portion consists of a lecture and demonstration of the topic and the
6 required homework assignment. Attendees receive credit for completing in-office assignments while not
7 under the direct supervision of an instructor, as well as for regular classroom attendance. The in-office
8 assignments are typically hands-on work with models, patients, or devices. The program concludes with
9 case presentations by each participant to his or her original peers, the PD and the instructor and/or a pre-
10 designated evaluator.

11
12 Participation hours can be awarded for the successful completion of the homework assignments and
13 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 for the
15 presentation.

16
17 Homework assignments must be meaningful and challenging but within the ability of each individual
18 participant. The presentation should include documentation and presentation of consents and releases,
19 medical/dental history, preoperative records (exam findings, radiographs, models, etc.), diagnosis,
20 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 further
23 study or answer any questions during performance and preparation of the homework assignment.

24
25 Additionally, MasterTrack® programs may choose to provide all 600 hours of the CE required to achieve
26 AGD Mastership, or only the 400 hours of participation credit.

27
28 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

29 **These changes will go into effect Jan. 1, 2017. Any member who has not achieved or applied for
30 Fellowship, Mastership, or Lifelong Learning and Service Recognition (LLSR) by Dec. 31, 2016, will be
31 expected to meet the updated CE requirements.

1
2 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 Mgmt/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

3 **These changes go into effect Jan. 1, 2017. Any member who has not achieved or applied for
4 Fellowship, Mastership, or LLSR by Dec. 31, 2016, will be expected to meet the updated CE
5 requirements.

6
7 **Instructors**

8 Instructors must be qualified in the subject matter they are teaching by education and/or experience. Any
9 commercial conflicts of interest an instructor may have must be declared and disclosed to the audience at
10 the beginning of each instructional session. The MTP should obtain written conflict of interest
11 declarations for each instructor. For the protocol educational method, whenever possible, the instructor
12 who taught the subject matter should return for case presentations to perform a critical evaluation to
13 assure mastery of the subject material. If this is not possible, the PD can utilize a pre-designated
14 evaluator, who is a general dentist or specialist with increased knowledge in the subject being taught, to
15 perform the presentation evaluation and lead discussion for further education of the group. If this option is
16 utilized, the pre-designated evaluator **must be present at the original educational session** so that all
17 aspects of the original instructor's program are incorporated into the evaluation process and discussion.

18
19 Discussion during presentations should be led by the instructor or pre-designated evaluator and
20 continually tied to current literature to further enrich participants' educational experience.

21
22 **Evaluation**

23 An evaluation mechanism must be developed to objectively critique and give feedback to participants
24 regarding their clinical homework assignment and presentation. The objective evaluation of presentations
25 will determine the basis for awarding CE hours. Case presentations should be evaluated on quality of case
26 selection, appropriate documentation (consents and releases), medical and dental history, preoperative
27 data (exam findings, radiographs, photographs, models, etc.), diagnosis, treatment plan, and treatment

1 rendered. You are encouraged to use the standardized evaluation forms available from the AGD.
2 Evaluation forms must be kept for the length of time required by state law or seven years, whichever is
3 greater.
4

5 A remediation plan must be developed to give participants who do not meet the presentation standards an
6 opportunity for coaching and the ability to make up inadequate work so that CE hours can be awarded at a
7 later date.
8

9 Secondly, an evaluation mechanism must be developed to evaluate the MTP in its entirety, from
10 administration and facility to instructors and PD. This essential tool will help to shape and improve your
11 program on an ongoing basis.
12

13 Another evaluation process should be developed to evaluate each speaker at end of each educational
14 session, and the PD and overall experience at the end of the MTP itself. A summary of the Program
15 evaluations shall be submitted to the AGD at the end of the program.
16

17 The AGD could monitor a session at any time to ensure compliance with these guidelines.
18

19 **Records**

20 The CE-issuing provider must correctly submit hours to AGD, maintain accurate and permanent
21 attendance records, and issue an accurate verification of attendance to each participant, specifying hours,
22 subject code, and educational method, following all PACE and CERP requirements for such. The record
23 of attendance must not resemble a certificate or diploma.
24

25 If other approval is required in your state, the provider is responsible for obtaining such approval.
26

27 **Commercial Support**

28 All commercial relationships between the provider, PD, course presenters and/or a commercial company
29 must be fully disclosed to the MasterTrack® participants at each session and on all publicity. PACE or
30 CERP standards and guidelines regarding commercial support are expected to be followed.
31

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, committee or task
8 force, etc.) minutes, any and all audio, digital, video, written or other type of recordings of the business
9 portion of such meetings will be purged by staff, in a manner consistent with all state and federal law, within
10 one month after the subsequent meeting of the agency, wheretofore the preceding minutes have been
11 approved.

12
13 Approved 2017 Board Meeting IV
14

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

2

3 **T. Town Hall**

4

5

6 A Town Hall meeting of sufficient length and depth shall be held in conjunction with each year's House
7 of Delegates, so that all Delegate questions on resolutions and other matters are answered.

8

9 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 responsibility
7 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
6 Resolved, that the AGD President and Executive Director, or their designee, be the primary contacts with
7 AGD outside counsel, and that individual AGD Board members refrain from contacting the AGD outside
8 counsel without prior approval from the AGD President or Executive Director. If an individual Board
9 member does contact the AGD outside counsel without prior approval, they may be responsible for the
10 direct costs of AGD outside counsel's time billed to the AGD, if that cost is not approved by the Board.

11
12 Approved 2017-2018 Board Meeting II
13
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3 **W. Educational Collaboration Guidelines**

4 **Educational Collaborations**

5 Guidelines for AGD Educational Collaborations

6 *Definitions*

7
8 **Educational Collaboration:** A relationship between the AGD and another entity(ies) (the “parties”) for
9 the purpose of collaboration between the parties to provide educational programming to members of the
10 AGD and/or members of the other entity(ies)
11

12 *Guidelines*

13 General considerations of entering an educational collaboration

- 14 • All AGD costs associated with the potential contract should be considered in a business plan or the
15 equivalent – for example, a 2 or 5 year business plan - before moving forward.
- 16 • The business plan or its equivalent will be developed by staff and will include, but not be limited to,
17 staff and marketing costs, and will consider that the initial investment may be higher than ongoing
18 costs for both parties.
- 19 • The educational collaboration must benefit the AGD and protect the AGD name and reputation.
- 20 • The collaboration should consider mutual benefits and mutual liabilities of the parties.
- 21 • The collaboration should generate non-dues revenue, collaboration dollars, or royalties for the AGD.
22 If the collaboration is of a variety such that revenue may not be generated, such as a strictly CE
23 agreement, other benefits to the AGD or its constituents must be identified.
- 24 • The collaboration shall not be to the detriment of and should benefit current educational offerings
25 such as the Scientific Session, the Online Learning Center or other AGD educational resources.
26

27 Characteristics of the other entity(ies)

28 The AGD shall enter into educational collaborations only with entity(ies) that meet, or exceed if
29 applicable, the following criteria:
30

- 31 1. Each entity is a Program Approval for Continuing Education (PACE) provider that maintains the
32 standards of the PACE program and meets the standards of the AGD as determined by the AGD
33 Dental Education (DE) Council.
- 34 2. The entity(ies) have undergone evaluation by the AGD of the history and reputation of the entity(ies)
35 to assess any findings that might affect the collaboration and/or AGD members’ perception of the
36 collaboration.
- 37 3. The entity(ies), collectively if more than one, must offer product(s) or program(s) that our members
38 want and would consider a benefit to them.
- 39 4. All educational entities will be considered, including, but not limited to: corporate, profit, non-profit,
40 individually owned, educational institutions.
- 41 5. Each entity will be requested to purchase, at no expense to the AGD, an exhibit booth at an AGD
42 scientific session.
43

44 Characteristics of the educational programming

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- 1 1. The educational programming must be congruent with AGD’s overall comprehensive educational
2 strategic plan.
- 3 2. The educational programming will complement current AGD educational resources or extend AGD’s
4 reach to its members and/or potential members or enhance AGD’s overall standing in the arena of
5 Dental Education.
- 6 3. AGD members must benefit and find value from the relationship, as assessed by survey of AGD
7 members participating in the programming.
- 8 4. The educational programming must give a distinct benefit to AGD members that is beyond merely
9 benefit to members of the entity(ies).
- 10 5. The educational programming must not be solely limited to what is already offered to members of the
11 entity(ies) without further benefit to AGD members.

12 Binding terms

13 Educational collaborations shall be implemented by agreement between the parties. Said agreement shall
14 be memorialized in the form of binding terms captured in writing as either contract or memorandum of
15 understanding whereby binding terms are expressly indicated as binding. The following criteria shall
16 apply to said binding terms (the “contract”):
17

- 18 19
- 20 1. The contract should be for a term not to exceed two (2) years unless warranted to develop a
21 successful collaboration as recommended by the DE Council and approved by the Board.
- 22 2. The contract shall not be evergreen, and shall not automatically renew upon expiration of the initial or
23 any subsequent term.
- 24 3. The contract shall allow for renewal with the same or different terms, only upon the mutual
25 agreement of all parties (or their assignees or delegates, should the benefits and duties of said parties
26 be legally assumed by said assignees or delegates), and only to the extent that the sum of the
27 initial term and all renewal terms does not exceed five (5) years whereby each renewal period has a
28 term of one year.
- 29 4. The contract shall allow for either or any of the parties to terminate the contract without cause,
30 without any termination fee, liquidated damages, or penalty to be paid by the terminating party, upon
31 30-days written notice to the other part(ies).
- 32 5. The contract shall set forth promotional requirements to meet the requirements of each party,
33 including the responsibility of each party, the allocation of costs, and the timing of promotions.
34 Subsequent revisions to said marketing terms should be reported immediately to the AGD
35 Communications and Marketing Departments. All promotions shall require the approval of the AGD
36 prior to implementation.
- 37 6. The contract shall expressly require that the AGD logo be included in all external communications by
38 any party, related to the collaboration, including the educational programming.
- 39 7. The contract shall delineate ownership of intellectual property of each party, as well as of any other
40 property, if applicable.
- 41 8. The contract shall not bind the AGD to collaborator exclusively with any entity(ies), and shall not
42 limit the number of agreements, including collaborations, into which the AGD may enter except
43 where it is in AGD’s best interest to agree to such exclusivities and limitations.

44 Process of review

45 Educational collaborations will be developed by the AGD Dental Education Council as follows:
46

- 47 1. The DE Council should be the entry place or clearinghouse for any potential educational collaborator
48 coming to the AGD or for any educational collaborator that the AGD would consider reaching out to
49 for an educational collaboration.
50
51

- 1 2. A subcommittee of the DE Council will be formed to look at each potential collaborator initially and
2 assess its prospective value. The subcommittee will also look at the costs associated with that
3 potential collaboration.
- 4 3. Once the above initial deliberation has been accomplished, the subcommittee shall share the
5 opportunity with any council or committee that might need to have input. This will always include
6 the PACE Council but will also include any other council which may be affected or have input to the
7 particular agreement. The opportunity shall be shared concurrently with the Executive Committee
8 (EC) for its input.
- 9 4. Because time is of the essence in the consideration of these opportunities, the DE subcommittee,
10 through the DE Council Chair, will contact any and all other chairs of any council or committee that
11 are impacted by this agreement and should have input along with input from the EC.
- 12 5. One week (7 calendar days) will be given for each such chairperson and the EC (by the president, for
13 the body) to respond. In the event that any such chairperson is unavailable or fails to respond within
14 one week (7 calendar days), the AGD President or council/committee chairperson shall assign another
15 council/committee member to respond on behalf of that council/committee, and that other
16 council/committee member shall have three (3) calendar days from the date she/he receives the
17 request or the remainder of said week (7 calendar days), whichever is greater, to respond to the
18 request of the DE Council Chair.
- 19 6. Negotiations for the prospective collaboration will proceed (with any additional information provided
20 by those chairs or the EC) unless there is reason found through this process to terminate or alter them.
- 21 7. If the DE Council decides, through its due diligence, that an opportunity does not meet the criteria to
22 be considered for an AGD educational collaboration and should not move forward, there will be no
23 further negotiations and the collaboration will not be accepted.
- 24 8. Any and all final agreements will be routed through traditional contract review protocols following
25 negotiations.
- 26 9. The AGD Board is the final deciding body for each such agreement.

27
28 If an educational collaboration opportunity fails to meet these guidelines, as determined by the DE
29 Council after its exercise of due diligence, the collaboration will not be considered. No educational
30 collaboration shall be considered unless it meets the approval of the DE Council and its subcommittee and
31 of the AGD Executive Committee.

32
33 Approved 17-18 Board Meeting II
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2

3 **X. International Membership Opportunities**

4 Guidelines for AGD International Membership Opportunities (IMO)

5 *Definitions*

6 **International Membership Opportunities:** A relationship between the AGD and another entity
7 (including but not limited to official or unofficial groups or persons who desire to establish membership
8 in the AGD are currently classified as international) for the purpose of facilitating, encouraging or
9 recruiting international members

10 *Guidelines*

11 General considerations of International Membership Opportunities

- 12 • All AGD costs associated with the IMO should be considered in a business plan or the equivalent
- 13 before moving forward.
- 14 • The business plan or its equivalent will be developed by staff and will include, but not be limited to,
- 15 staff and marketing costs, and will consider that the initial investment may be higher than ongoing
- 16 costs for IMO.
- 17 • The IMO must benefit the AGD and protect the AGD name and reputation.
- 18 • The IMO should consider mutual benefits and mutual liabilities of the parties.
- 19 • The IMO should generate dues revenue, sponsorship dollars, and/or royalties for the AGD. If the
- 20 IMO is of a variety such that revenue may not be generated, such as strictly Continuing Education
- 21 agreement, other benefits to the AGD or its constituents must be identified.
- 22 • The IMO shall not be to the detriment of and should benefit current and established IMO.

23 Process of review

24 IMO will be developed by the AGD Membership Council as follows:

- 25 I. The Membership Council should be the entry place or clearinghouse for any potential IMO
- 26 coming to the AGD or for any International Organization that the AGD would consider reaching
- 27 out to for an IMO.
- 28 II. A subcommittee of the Membership Council will be formed to look at each potential IMO
- 29 initially and assess its prospective value. The subcommittee will also look at the costs associated
- 30 with that potential IMO.
- 31 III. Once the above initial deliberation has been accomplished, the subcommittee shall share the
- 32 opportunity with any council or committee that might need to have input. This will always
- 33 include any other council which may be affected or have input to the particular IMO. The
- 34 opportunity shall be shared concurrently with the Executive Committee (EC) for its input.
- 35 IV. Because time is of the essence in the consideration of these opportunities, the Membership
- 36 subcommittee, through the Membership Council Chair, will contact any and all other chairs of
- 37 any council or committee that should have input and the EC.
- 38 V. One week (seven (7) calendar days) will be given for each such chairperson and the EC (by the
- 39 President, for the body) to respond. In the event that any such chairperson is unavailable or fails
- 40 to respond within one week (seven (7) calendar days), the AGD President or council/committee
- 41 chairperson shall assign another council/committee member to respond on behalf of that
- 42
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1 council/committee, and that other council/committee member shall have three (3) calendar days
2 from the date s/he receives the request or the remainder of said week (seven (7) calendar days),
3 whichever is greater, to respond to the request of the Membership Council Chair.

4 VI. Negotiations for the prospective IMO will proceed (with any additional information provided by
5 those chairs or the EC) unless there is reason found through this process to terminate or alter
6 them.

7 VII. If the Membership Council decides, through its due diligence, that an opportunity does not meet
8 the criteria to be considered for an AGD IMO and should not move forward, there will be no
9 further negotiations and the sponsorship will not be accepted.

10 VIII. Any and all final agreements will be routed through traditional review protocols following
11 negotiations when there is a cost associated with an IMO.

12 IX. The AGD Board is the final deciding body for each such IMO.

13
14 If the IMO fails to meet these guidelines, as determined by the Membership Council after its exercise of
15 due diligence, the IMO will not be considered. No IMO shall be considered unless it meets the approval
16 of the Membership Council, its subcommittee, and the AGD Executive Committee.

17
18 Approved 2016-2017 Board Meeting III
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20

3 **Y. Minutes**
4

- 5
6 1. Meeting minutes shall comport with the current AGD parliamentary authority as well as advice of
7 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 agency of the
10 AGD;
11 c. Administrative and Housekeeping details such as those in attendance, call to order, introductions,
12 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 actions
16 shall be reported, except when the Board so authorizes via a majority vote to do so during the
17 executive session.
18
19 2. Executive session minutes shall comport with the current AGD parliamentary authority as well as
20 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 reported into
22 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 the next in-
25 person/electronic Board meeting electronically for approval.
26 d. Upon approval the materials will be purged per Policy Type V, Section S of this manual.
27 e. The Secretary will maintain records of these minutes.
28 f. The outgoing Secretary shall transmit to the incoming Secretary all notes and materials, that shall
29 not have already been purged relative to Policy Type V, Section S of this manual.
30

31 Approved 2017-2018 Board Meeting III
32

1 *Policy Type: V. Board Guidelines*

2

3 **Z. AGD Disaster Recovery Plan**

4

5

6

AGD Disaster Recovery Plan

7

8

Adopted by Board, 2017-2018 Board Meeting II

9

10

Monitoring: Annually by Human Resources Staff

11

12

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49	

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

1 activate the staff call/text tree (chain of command tree - in development). Each
2 department director is responsible for:

- 3 a. Maintaining an updated staff call/text tree for her/his department;
- 4 b. Contacting her/his staff immediately upon receiving notice of the
5 emergency, and if leaving a voicemail, request that the staff return
6 her/his call immediately and provide the staff with the emergency
7 hotline [312.440.4050] as an alternate number;
- 8 c. Checking the emergency hotline for calls received from department
9 staff; and
- 10 d. Contacting her/his superior within 15 minutes of receiving notice of
11 the emergency to inform her/his superior of the status of her/his
12 department's staff that have or have not been contacted.

13
14 For notification of staff before or after office hours, please use the Staff Contact
15 List (Appendix F)

16
17 **EXECUTIVE GROUP**

18 *(* The below positions are required to have – Operations Manuals on CD “Software of Disaster Recovery Plan”
19 and Disaster Plan Printed Manual*

20
21 **Executive Director**

- 22 • President *
- 23 • Associate Executive Director, Public Affairs *
- 24 • Associate Executive Director, Member Services *
- 25 • Chief Financial Officer *
- 26 • Head of Human Resources *
- 27 • Director, Information Technology *
- 28 • Associate Director, Governance

29
30 **Executive Director**

- 31 • Contacts Executive Team as above

32 **President**

- 33 • Follows Call Tree as outlined in HOD

34
35 **Associate Executive Director, Public Affairs**

- 36 • Director of Communications

37
38 **Associate Executive Director, Member Services**

- 39 • Director of Education

40
41 **Chief Financial Officer**

- 42 • Director, Corporate Relations & Foundation Development

43
44 **Head of Human Resources**

- 45 • Director, Dental Practice & Policy

46
47 **Director of Technology**

48
49 **Associate Director, Governance**

- 50 • Director, Marketing

1
2 **Associate Executive Director, Public Affairs**

3 **Director of Communications - (11)**

- 4 • Executive Editor
- 5 • Associate Editor, Publications
- 6 • Acquisitions Editor
- 7 • Managing Editor, *AGD Impact*
- 8 • Communications Editor
- 9 • Manager, Production/Design
- 10 • Associate Designer
- 11 • Graphic Designer
- 12 • Coordinator, Circulation
- 13 • Communication Specialist
- 14 • Manager, Public Relations

15
16 **Associate Executive Director, Member Services**

17 **Director of Education (9)**

- 18 • Manager, Examinations & Self –Instruction
- 19 • Manager, Education
- 20 • Coordinator, Education
- 21 • Manager, PACE & Education Awards
- 22 • Coordinator, PACE
- 23 • Coordinator, Education Awards & Programs
- 24 • Manager, Education (Scientific Session)
- 25 • Coordinator, Education

26
27 **Chief Financial Officer –**

28 **Director, Corporate Relations & Foundation Development (11)**

- 29 • Manager, AGD Foundation
- 30 • Manger, Corporate Relations
- 31 • Administrator, Corporate Relations
- 32 • *Manager, Finance*
- 33 • Staff Accountant, AP
- 34 • Staff Accountant, AR
- 35 • *Coordinator, Finance*
- 36 • CE Entry Representative
- 37 • CE Entry Representative
- 38 • CE Entry Representative
- 39 • Member Data Analyst

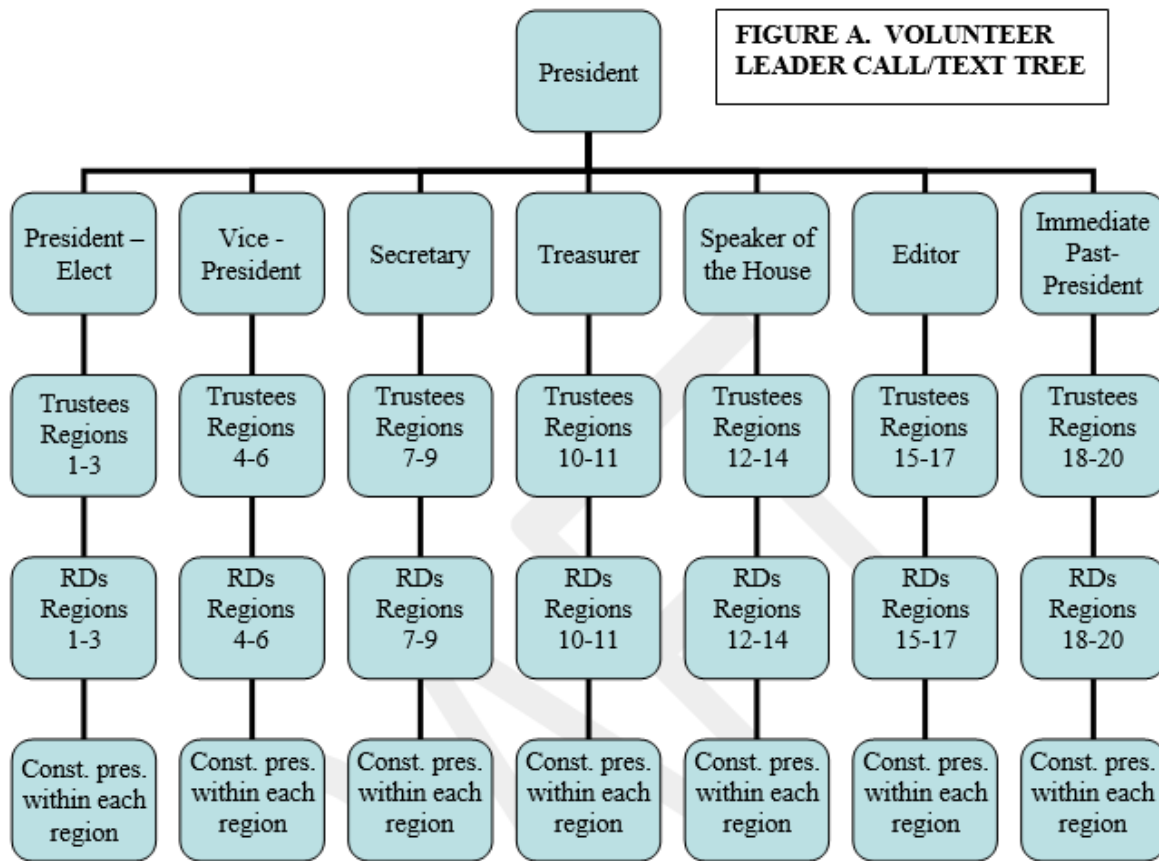
40
41 **Head of Human Resources**

42 **Director, Dental Practice & Policy 7-11)**

- 43 • Manager, Dental Practice & Policy
- 44 • Executive Assistant
- 45 • Governance Administrator
- 46 • *Coordinator, Meetings*
- 47 • Coordinator, Federal Government Relations
- 48 • 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

1 **B. NECESSARY DOCUMENTATION AND SOFTWARE**

2
3 **Operations Manuals**

4 Each Departmental/Functional area is responsible for maintaining an operations
5 manual. These operations manuals describe and document pertinent information
6 for policies, procedures, workflow, contact information, or anything else deemed
7 necessary knowledge in order to be able to successfully manage said department.
8 Operations manuals are updated on a continual basis and reviewed annually by the
9 responsible department. A copy of each operations manual is located on the AGD
10 network. In addition, copies in electronic form on portable external storage device
11 (PESD) of these manuals along with this plan shall be made and stored off site in
12 locked secured places according to the following schedule:

13

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

14
15 Due to the confidential nature of the information in operations manual each PESD
16 will be serialized and tracked. The above list of individuals will be required to
17 sign for and return upon request issued PESD's. Each PESD will be issued in a
18 securely sealed envelope that is only to be unsealed in the event of an emergency.

19
20 **Data back-ups**

21 The AGD performs back-ups of its data network to disk drives in order to prevent
22 the loss of electronic data. These disk drives are stored per policy as listed in the
23 information technology (IT) department operations manual. In addition to storage
24 and rotation information described in the IT operations manual the data is
25 constantly streamed to a back-up device at our Internet providers local data center.

26
27 **C. EMERGENCY EQUIPMENT**

28
29 As of January 18, 2018, the following emergency equipment is available at the
30 AGD:

31
32 **Fire Extinguisher** – There are fire extinguishers located throughout AGD's
33 space as noted:

1 **7th Floor = 7 total**

2 6th Floor = 5 total

3 1st Floor = 4 total

4 Basement = 8 total

5 **First Aid Kit** – 6th Floor reception + DE; 7th floor HR + Flex + 1st floor
6 reception

7 **Defibrillator** – 6th Floor reception; 7th floor color copy; 1st Floor reception

8
9 All AGD staff must be familiar with the use of a fire extinguisher and first aid kit.
10 Training of selected staff on each floor on the use of a defibrillator is
11 recommended for 2018.

12
13 As a reminder, remember that a cellphone might be the best equipment in an
14 emergency.

15 **D. EVACUATION**

16
17
18
19 First and foremost, follow instructions provided by the Fire Department, Police
20 Department, or other governmental authorities, or the floor's Fire Captain.

21 **AGD Fire Safety Team Role Descriptions and Emergency Codes**

22 **Building Evacuation Preparedness**

23
24 According to the Municipal Code of Chicago, high-rise buildings must have a plan in place with designated
25 personnel trained on emergency preparedness. The plan may be initiated and implemented by the property manager,
26 chief engineer, and/or the director of security who are responsible for the fire evacuation and fire drill safety training
27 of all building occupants. In the event of a fire, these individuals will fulfill the role of Fire Safety Director/Deputy
28 Fire Safety Director and will be responsible for assembling the evacuation teams, or "Life Safety" teams, to prepare
29 or a high-rise fire emergency. Academy of General Dentistry (AGD) has elected to call this individual – Fire Safety
30 Captain
31
32

33 **AGD's Fire / Life Safety Team includes:**

- 34 • Fire Safety Captain
- 35 • Floor Captain
- 36 • Team Captain
- 37 • Assistant Team Captain
- 38 • Search Monitors
- 39 • Elevator Monitor
- 40 • Stairwell Monitor
- 41 • Disabled Person Aid

42 **Duties of the Team:**

43 **Fire Safety Captain**

44 Secure fire safety evacuation training

- 1 Train Employee Evacuation Teams on floors
- 2
- 3 **Floor Captain**
- 4 Maintain up-to-date floor roster and report to lobby control
- 5 Evacuates ALL guest on respective floors
- 6
- 7 **Team Captain**
- 8 Assign employees to teams on floors
- 9 Are responsible for evacuating their respective floor areas
- 10
- 11 **Assistant Team Captain**
- 12 As assigned per Team Captain
- 13
- 14 **Search Monitors**
- 15 Conducts search of the entire floor including offices restrooms, conference rooms and storerooms
- 16 Closes each room that is searched, without locking it, and marks it with a post-it note
- 17 Evacuates non-employees on the floor
- 18
- 19 **Elevator Monitor**
- 20 Directs personnel to appropriate stairwell and away from elevators
- 21 Is familiar with evacuation plan and location of stairwells
- 22
- 23 **Stairwell Monitors**
- 24 Is designated at assigned stairwell door and inspects stairwell door for heat or smoke conditions
- 25 Directs people to proper safety floor
- 26 Encourages calmness and orderliness
- 27
- 28 **Assistant to the Disable**
- 29 Keeps list of physically challenged employees
- 30 Assists in evacuating physically challenged employees using the “buddy system”
- 31

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
4 authority, into the building, it is extremely important that all tenants evacuate in the
5 precise manner and to the exact area designated by the floor Captain, or Fire
6 Department

7

8 The following Disaster Drill (bomb threat) Evacuation Procedure provides a
9 guideline for evacuation.

10

- 11 • The 6th & 7th floors should be split into 2 groups
- 12 • Evacuate on the right side of the stair well (in an emergency, the fire
13 department will likely use the left side)
- 14 • Evacuate to outside of building, then wait for security talk/timing.
- 15 • Exit the building toward Clinton Street.

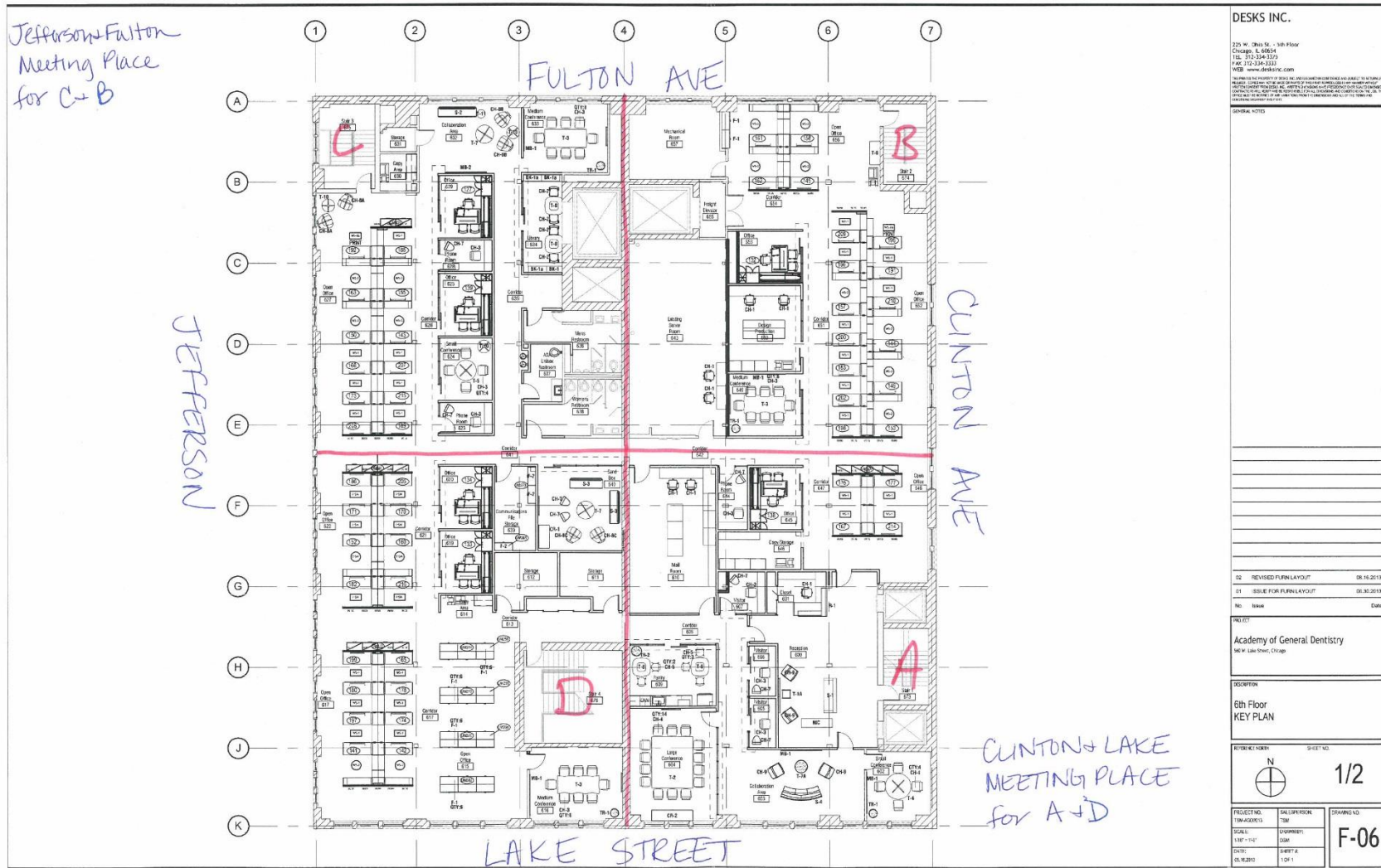
16

1 First Aid, CPR, AED Certified

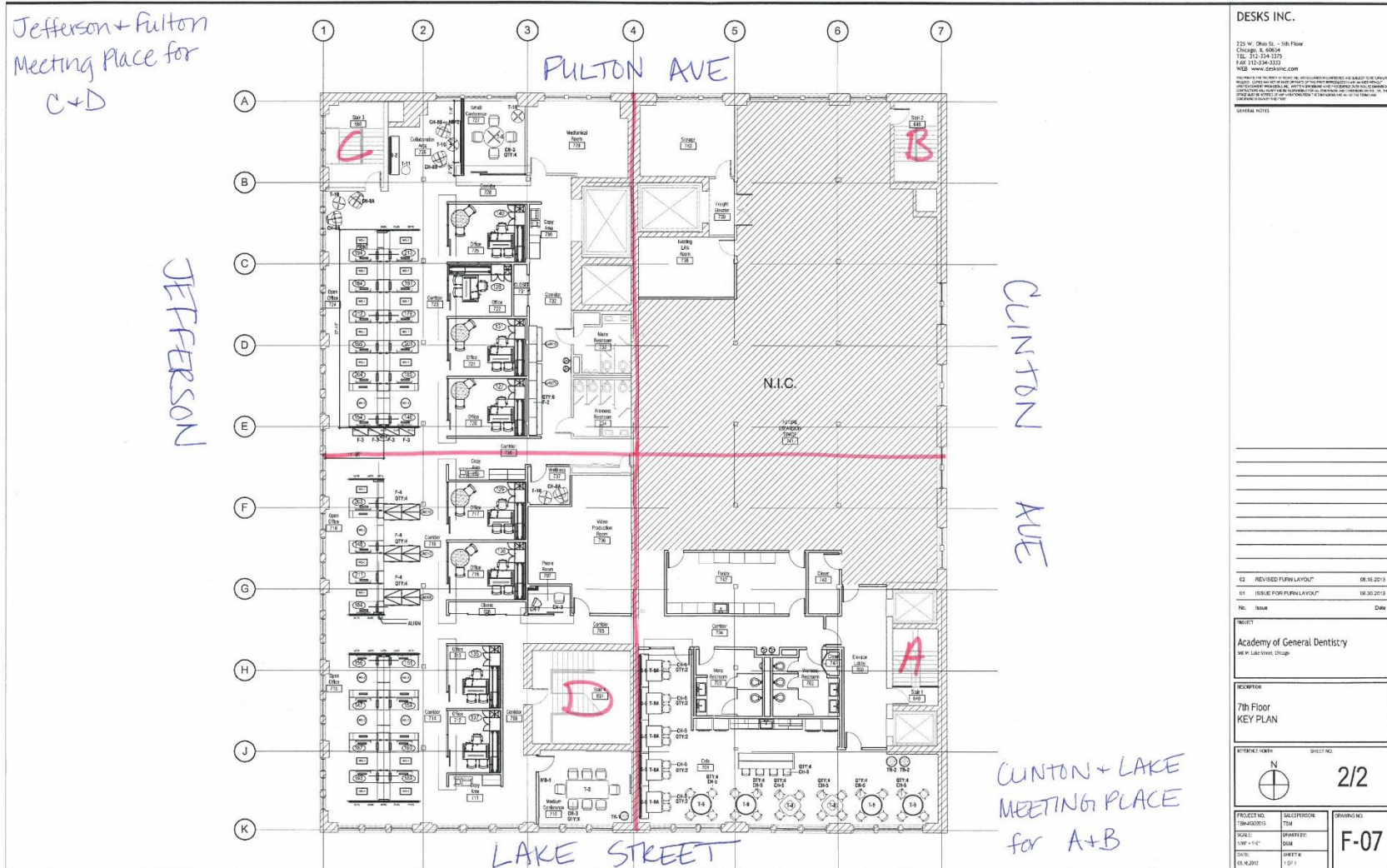
	A	B	C	D	E	F	G	H
1	Department of	Position Title	Location	Staff Name		Certifications Expiration		
2				First	Last	First Aid	CPR	AED
3								
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2
3
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6

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
7 much information about the situation as possible.

- 8 1. Do not move the injured or ill person. Keep the person warm and
9 comfortable
10 2. Call “911” to request an ambulance. Give the following information:
11 a. Building address: 560 W. Lake Street
12 b. Floor of the building and location of emergency on the floor
13 c. Any details available about the accident or illness
14 d. Injured or ill person’s name, if known
15

16 Additionally, the supervisor(s) of the injured or ill person(s) must notify Human
17 Resources of the incident.

18
19 For particular medical emergencies such as stroke, heart attack, choking, or
20 seizures, please refer to Appendix C.

21
22 **B. MEDICAL EMERGENCIES AFFECTING MULTIPLE PERSONS**

23
24
25 1. BRIEF INCAPACITATION / NON-EPIDEMIC ILLNESS OR INJURY

26
27 In the event of a situation where a large portion of staff are incapacitated for a
28 short time, operations could continue with remaining staff. In the alternative,
29 AGD, upon determination by the Executive Director, or an Associate Executive
30 Director if the ED is incapacitated, and with ratification by the President or one of
31 the three Presidents, could shut AGD down for a short period of time such as 1-2
32 days. Beyond that, temporary staffing could be brought in until the incapacitated
33 staff recover. For illness or injury that has affected all staff of a particular
34 department, please refer to the respective department’s operations manual.
35

36 2. EPIDEMIC OR PANDEMIC ILLNESS / SERIOUS INCAPACITATION

- 37
38 a. *LEVEL 1 – NOTICE OF EPIDEMIC OR PANDEMIC*
39

1 Should the AGD have notice that a virus, for example, the bird flu, has mutated to
2 become airborne and contagious between humans, this would constitute notice of
3 an impending epidemic or pandemic. At this stage, the staff emergency
4 preparedness task force shall closely monitor the progress of the epidemic and
5 update staff and AGD leadership on its progress, and contact emergency and
6 hospital personnel in the City of Chicago to inquire about recommended
7 procedures for AGD staff and to implement these procedures among all staff.

8
9 i. Essential Services Operative

10 All operations shall continue as usual.

11
12 ii. Essential Services Limited

13 Where restricted from postal communications, the AGD shall communicate the
14 same information, as much as possible, by facsimile, e-mail, telephone, and the
15 Internet. For other services that may be specific to particular departments, such as
16 meeting services, please consult the respective operations manual.

17
18 iii. Essential Services Inoperative

19 If one or more communications systems are inoperable, use should be made of the
20 best remaining systems. For other services, consult with the applicable
21 department's operations manual.

22
23 b. *LEVEL 2 – INCIDENCE OF DISEASE IN LOCALE*

24
25 Mere incidence of disease in the locale (the greater Chicago metropolitan area) is
26 sufficient to institute work from home list (Appendix B) on a voluntary basis. That
27 is, those who need to, or out of fear, want to work from home, shall be permitted to
28 do so in accordance with the work from home list without risk of penalty. The
29 staff emergency preparedness task force shall closely monitor the progress of the
30 epidemic or pandemic, and shall (remotely if needed) keep staff and AGD
31 leadership informed of this progress.

32
33 i. Essential Services Operative

34 Services shall be continued, remotely if needed, to the extent possible and per the
35 respective departments' operations manuals. Postal service shall be continued as a
36 secondary system. All staff shall have been cross-trained to accomplish services
37 that require attendance at the AGD building, and upon notice of incidence of an
38 epidemic in the locale, staff members that choose to come to the AGD building to
39 accomplish necessary services shall subsequently be rewarded with benefits to be
40 determined.

1
2 ii. Essential Services Limited

3 Means of communication such as facsimile, e-mail, telephone, and the Internet
4 shall be utilized. Postal services are secondary and shall be continued from either
5 an AGD constituent's offices or from the home of designated staff as appropriate.
6 All staff shall have been cross-trained to accomplish services that require
7 attendance at the AGD building, and upon notice of incidence of an epidemic in
8 the locale, staff members that choose to come to the AGD building to accomplish
9 necessary services shall subsequently be rewarded with benefits to be determined.
10 Where postal services are limited, For limitations to other services, such as
11 meeting services, please refer to the respective department's operation manual.
12

13 iii. Essential Services Inoperative

14 Should essential services such as e-mail, telephone, and the Internet or even postal
15 services, cease to operate, communicate with any available service . For other
16 services, consult with the applicable department's operations manual. With
17 essential services non-operative, the only duty that would require attendance at the
18 AGD would be reception, and this duty may be waived by the Executive Director
19 depending upon the extent of the epidemic within the locale.
20

21 c. *LEVEL 3 – INCIDENCE OF DISEASE IN THE BUILDING*

22
23 Institution of the work from home list is mandatory! Unless absolutely necessary,
24 no staff shall be permitted to enter the AGD building. The staff emergency
25 preparedness task force shall contact HSA at (312) 683-7221, and update all staff
26 via remote communications, once the infected individual(s) have been removed,
27 and the building has been determined to be safe.
28

29 i. Essential Services Operative

30 Services shall be continued remotely to the extent possible and per the respective
31 departments' operations manuals. If applicable, postal service may continue from
32 an AGD constituent office.
33

34 ii. Essential Services Limited

35 Remotely implement communication methods, such as facsimile, e-mail,
36 telephone, and the Internet, to supplement communications where postal services
37 are unavailable. Other services shall be continued remotely to the extent possible
38 and per the respective departments' operations manuals.
39

40 iii. Essential Services Inoperative

1 Remotely implement communication methods, such as facsimile, e-mail,
2 telephone, and the Internet. Other services shall be continued remotely to the
3 extent possible and per the respective departments' operations manuals.

4
5 *d. LEVEL 4 – INCIDENCE OF DISEASE IN AGD STAFF*

6
7 Institution of the work from home list is mandatory! Unless absolutely necessary
8 as determined by the Executive Director or her/his designee, no staff shall be
9 permitted to enter the AGD building. Infected staff shall be required to refrain
10 from entering the building. Leave taken due to illness as a result of epidemic or
11 pandemic shall not be charged against sick leave benefits. All operations shall
12 continue remotely to the extent possible. The tasks of staff who are unable to
13 perform their job duties due to illness shall be assumed by the colleagues or
14 supervisors of such staff, and this assumption of duties shall be dictated by the
15 respective departments' operations manuals.

16
17 i. Essential Services Operative

18 If, due to illness, IST is unable to implement general services, such as mailings, the
19 Executive Director shall either implement these services or delegate the
20 implementation of these services to constituent offices or to appropriate agencies
21 (to be determined). Other services (including postal) shall be continued remotely
22 to the extent possible and per the respective departments' operations manuals.

23
24 ii. Essential Services Limited

25 Remotely implement communication methods, such as facsimile, e-mail,
26 telephone, and the Internet, to supplement communications where postal services
27 are unavailable. If, due to illness, IST is unable to implement general services,
28 such as mailings, the Executive Director shall either implement these services or
29 delegate the implementation of these services to constituent offices or to
30 appropriate agencies (to be determined). The duties of staff to communicate
31 electronically or telephonically in the absence of postal services, shall be assumed
32 by colleagues or supervisors within the staff's department, should the staff be
33 unable to implement such communications due to illness. Should an entire
34 department be unable to perform its duties to communicate electronically or
35 telephonically with members or other parties, the Director of Information
36 Technology shall assume these duties to the best of his or her ability, or shall
37 delegate these duties through constituent offices or through other agencies. Other
38 services shall be continued remotely to the extent possible and per the respective
39 departments' operations manuals.

1 iii. Essential Services Inoperative

2 Remotely implement communication methods, such as facsimile, e-mail,
3 telephone, and the Internet. The duties of staff to communicate electronically or
4 telephonically in the absence of postal services, shall be assumed by colleagues or
5 supervisors within the staff's department, should the staff be unable to implement
6 such communications due to illness. Should an entire department be unable to
7 perform its duties to communicate electronically or telephonically with members
8 or other parties, the Director of Information Technology shall assume these duties
9 to the best of his or her ability, or shall delegate these duties through constituent
10 offices or through other agencies. Other services shall be continued remotely to
11 the extent possible and per the respective departments' operations manuals.

12
13 *e. LEVEL 5 – SUBSTANTIAL PROLIFERATION OF DISEASE*

14
15 Substantial proliferation of disease refers to nearly complete or complete
16 transmission of disease to all AGD staff, essentially incapacitating staff. The
17 Executive Director, if able, or an Associate Executive Director or CFO, or other
18 designee, if the Executive Director is unable, shall 1) contact the AGD's volunteer
19 leaders, 2) determine if the AGD offices should be closed, and 3) determine if
20 AGD's operations should cease. If all of AGD staff has been indisposed, follow
21 Section VI of this Handbook.

22
23 **III. NUCLEAR, BIOLOGICAL, OR CHEMICAL (NBC) EVENT**

24
25 In the event of a Nuclear, Biological or Chemical (NBC) event, or suspicion of
26 an NBC event, staff should contact the Executive Director or her/his designee.
27 The Executive Director or her/his designee should call 911 upon suspicion of an
28 NBC event.

29
30 Additionally, the Executive Director or her/his designee may contact the
31 appropriate authorities, such as the City of Chicago, Illinois National Guard, or
32 the U.S. Department of Homeland Security, to notify them of the event and
33 request appropriate decontamination measures.

34
35 For the purpose of containment, transportation of staff is not recommended
36 unless approved by aforementioned authorities, or the police or fire department,
37 or necessary to remove staff from new and imminent harm.

38
39 **IV. STRUCTURAL OR SPATIAL INCIDENTS**

1 **A. PHYSICAL DESTRUCTION OF AGD OFFICE SPACE (OR THREAT**
2 **THEREOF)**

3
4 1. STAFF SECURITY AND RECONNAISSANCE

5
6 a. *STAFF COUNT*

7
8 Please apply the procedures of section I.A. of this Handbook for notification of
9 staff during office hours and after / before office hours.

10
11 If destruction of the AGD office space occurs during office hours, relocate or
12 evacuate to a safe place before attempting to contact other staff.

13
14 Should access to e-mail be restricted due to the effects of destruction, then use a
15 telephone and the staff contact list.

16
17 b. *STAFF EVACUATION PLAN*

18
19 First and foremost, follow instructions provided by the Fire Department, Police
20 Department, or other governmental authorities, or the floor's Fire Captain.

21
22 However, in the event of physical destruction of the building, or impending
23 physical destruction of the building, the entire building may be evacuated.

24
25 In order to ensure clear uninhibited entry for the Fire Department, or other
26 authority, into the building, it is extremely important that all tenants evacuate in the
27 precise manner and to the exact area designated by the floor Captain, or Fire
28 Department

29
30 The following Disaster Drill (bomb threat) Evacuation Procedure provides a
31 guideline for evacuation.

- 32
- 33 • The 6th & 7th floors should be split into 2 groups
 - 34 • Evacuate on the right side of the stair well (in an emergency, the fire dept will
35 likely use the left side)
 - 36 • Evacuate to the street, then wait for security talk/timing.
 - 37 • Do not use the elevators
 - 38 • Exit the building and to Clinton Street
- 39

1 c. *STAFF FIRST AID AND RECONNAISSANCE*

2
3 All staff members must follow the instructions of the fire department, or other
4 governmental authority. If a staff member is injured or immobile, and in imminent
5 danger of new harm, and you are able to relocate the staff member without
6 exposing yourself to the same imminent harm, then do so. Otherwise, do not
7 attempt to move any injured persons. **Inform officials from the fire department,**
8 **or other governmental authority, who are in or around the building, of the**
9 **location, and if known, name, of injured persons.**

10
11 Additionally, if permitted by the fire department, or present governmental
12 authority, a staff Emergency Reconnaissance Team comprised of AGD staff, may
13 enter the AGD offices to search for staff as follows.

- 14
15 • Search an office/room, and once a search is complete, close the office/room
16 door and use a sticker to mark work area searched as, “CLEAR.”
17 • Different searchers should be trained to search at different levels of a room
18 • Team members should never use the elevators
19 • Team members should use the exit nearest to them during a disaster

20
21 2. OPERATIONS SECURITY AND RESTORATION

22
23 The Executive Director or her/his designee shall determine if operations may
24 continue from the AGD offices, or if alternative sites or mechanisms need to be
25 activated. Should the Executive Director or her/his designee determine that
26 alternative sites or mechanisms need to be activated for the continued operations of
27 the AGD, then he or she shall consult the Roster of Emergency Operations
28 Resources to contact organizations such as consulting companies or staffing
29 companies for assistance. Additionally, consult each department’s Operations
30 Manuals and institute work from home policies per Appendix B.

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
- Chicago Lakeshore Hospital Lakeshore Center for Behavioral Health – 737 N Michigan – 312-257-2985
- Rush University Medical Center – 1653 W Congress Pkwy – 888-352-7874
- John H Stroger, Jr. Hospital Cook County – 1969 Ogden Ave – 312-864-6000

- 1 **Emergency Services (Non- emergencies)**
2 • Dist 12 Chicago Police – 1412 S Blue Island – 312-746-8396
3 • Police Department – 121 N LaSalle Dr
4 • Police Department – 1160 N Larrabee – 312-742-5870
5 • Cook County Sheriff’s Office – 50 W Washington – 312-603-6444
6 • Dist 1 Headquarter Chicago Fire Department – 55 W Illinois – 312-744-5742
7 • Chicago Fire Department – 324 S Desplaines – 312-745-3705
8 • City Hall – 121 N LaSalle Drive -312-744-5000
9 • James R Thompson Center – 100 W Randolph – 312-814-6660
10 • Chicago Department of Transportation – 30 North LaSalle # 1100 – 312-744-3600
11 • **Post Office – 168 N. Clinton**

12
13 **Other Resources**

- 14 **Churches / Synagogue**
15 • Church of the Ascension – 1133 N LaSalle –
16 • First United Methodist – 77 W Washington –
17 • St Peter’s Catholic Church – 110 W Madison -
18 • Chicago Loop Synagogue – 16 S Clark -
19 • Central Synagogue of Chicago – 122 S Michigan –

20 **Grocery / Drug Stores**

- 21 • Jewel – Osco – 370 N. Desplaines
22 • Whole Foods Market – 30 W Huron
23 • Mariano’s Fresh Market – 40 S Halsted
24 • CVS – 101 N Clinton

25 **Hotels**
26
27

1 **B. TERRORIST ATTACK (OR THREAT THEREOF) UPON THE CITY**
2 **OF CHICAGO, ITS VICINITY, OR OTHER CITIES GIVING RISE TO AN**
3 **EXPECTATION OF THE SAME IN THE CITY OF CHICAGO (BUT**
4 **WITHOUT 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
9 protocols. Additionally, the Executive Director or her/his designee is encouraged
10 to consult with the Head of Human Resources. Based upon these consultations and
11 judgment, the Executive Director or her/his designee shall determine whether to
12 close the AGD offices and institute work from home measures in accordance with
13 the work from home list (Appendix B).
14

15 2. DETERMINATION OF OPERATIONS
16

17 The Executive Director or her/his designee shall make the determination as to
18 whether operations may continue from the AGD offices. While it would be
19 unlikely that operations would be moved if the AGD offices have not had any
20 actual event, it is the responsibility of the Executive Director or her/his designee,
21 the Associate Executive Directors, the Chief Financial Officer, and the Department
22 Directors to consult the operations manuals in preparation for off-site continuity of
23 operations.
24

25 **C. TEMPORARY UNAVAILABILITY OF AGD OFFICES**
26

27 1. IN-OFFICE HAZARDOUS CONDITIONS (CHEMICAL SPILL, ETC.)
28

29 Contact HSA (312) 683-7221.
30

31 Staff shall be notified in accordance with the procedures for notification of staff
32 provided herein.
33

34 Should staff evacuation be deemed necessary by the fire department, or the
35 Executive Director or her/his designee, then follow the procedures provided herein.
36

37 The Executive Director or her/his designee shall determine if the work from home
38 list should be activated and if operations should be transferred.
39

40 2. FIRE

1
2 In the event of a fire, call 911. In the event of a threat of fire, notify the Executive
3 Director or her/his designee immediately.

4
5 In the event of a fire, the fire department along with the Fire team members shall
6 coordinate the evacuation of staff members. *See* evacuation procedures at section
7 I.D. herein.

8
9 The Executive Director or her/his designee shall determine if the work from home
10 list should be activated and if operations should be transferred.

11
12 **3. WEATHER**

13
14 Notify staff of inclement or exigent weather (such as an unlikely tornado in the
15 City of Chicago) in accordance with the procedures provided in section I.A. herein.

16
17 The Executive Director or her/his designee shall determine if the work from home
18 list should be activated and if operations should be transferred.

19
20 **V. OTHER EMERGENCIES**

21
22 **A. SHOOTING, HOSTAGE SITUATION, OR OTHER ONGOING**
23 **CRIMINAL ACTIVITY**

24
25 Follow the following procedures:

- 26
27 1. Call 911 if possible
28 2. Barricade yourself somewhere if applicable
29 3. Do not leave your office until notified by authorities

30
31 **B. EMERGENCY CAUSED BY UTILITY FAILURE (ELECTRICAL**
32 **EVENT, GAS LEAK, ETC.)**

33
34 Contact the Head of Human Resources or the CFO. They shall contact the
35 building or other necessary services.

36
37 If evacuating the building, follow the instructions provided herein at section I.D.

38
39 **C. ELECTRONIC OR NETWORK EMERGENCY (COMPUTER VIRUS,**
40 **ETC.)**

1
2 Inform the Director of Information Technology or his/her designee. The Director
3 of IT or his/her designee shall contact staff as necessary.
4

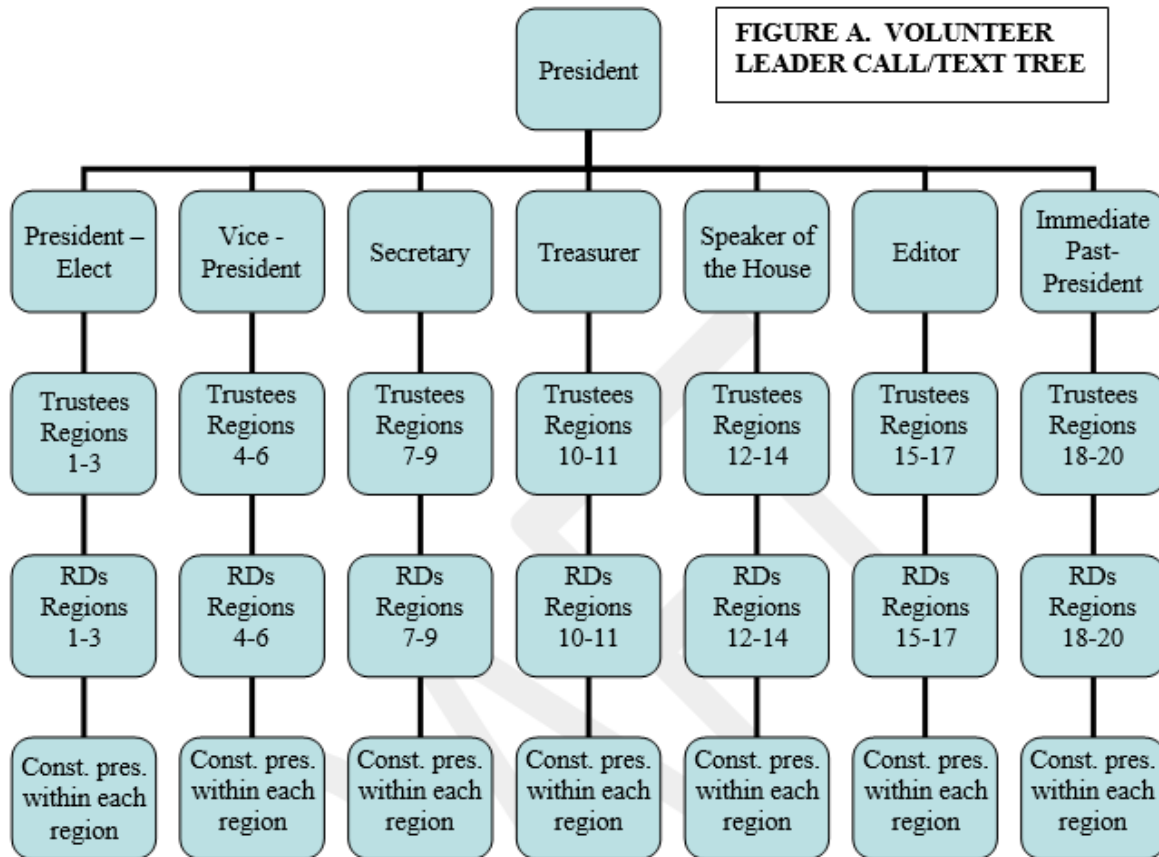
5 **D. FINANCIAL EMERGENCY (BREACH OF ACCESS, ETC.)** 6

7 The discovery of a financial emergency should be immediately reported to the
8 Executive Director and/or the Chief Financial Officer. In the event that the
9 Executive Director and/or Chief Financial Officer are parties to the emergency, an
10 immediate report should be made to the chairperson of the AGD Audit Committee.
11 In all cases, refer to the Charge of the Audit Committee (Appendix E).
12

13 **VI. DISASTERS RESULTING IN THE COMPLETE DECIMATION OR** 14 **UNAVAILABILITY OF AGD STAFF** 15

16 If neither the Head of Human Resources nor the Executive Director nor her/his
17 designee, can be reached, then the building management shall contact the President
18 of the AGD or his/her designee in the event of an incident resulting in the complete
19 decimation or unavailability of AGD office staff. In the absence of the President
20 and his/her express designation of a designee, the designee shall be the AGD
21 Officer who is next in the line of succession to the presidency in accordance with
22 AGD Bylaws.
23

24 Upon receiving notice of the incident, the President or his/her designee shall
25 activate the call tree (Figure A.) using available communications to contact the
26 other officers, trustees, regional directors, and constituents' presidents. The
27 President or his/ her designee shall continue to update these volunteer leaders of
28 the status of the incident if on-going. Note that it shall be impracticable to redirect
29 all incoming calls from the AGD to the President because the AGD main office
30 presently receives an average between 140 - 200 calls per day. One potential
31 option would be to either temporarily or permanently engage an association
32 management company. These AMC's can be readily identified through an internet
33 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

1 next Annual Meeting. Candidates' campaign materials could be posted to
2 the AGD web site in the Members Only section, and grassroots members
3 could be asked to contact their Trustees with their input regarding the
4 election.

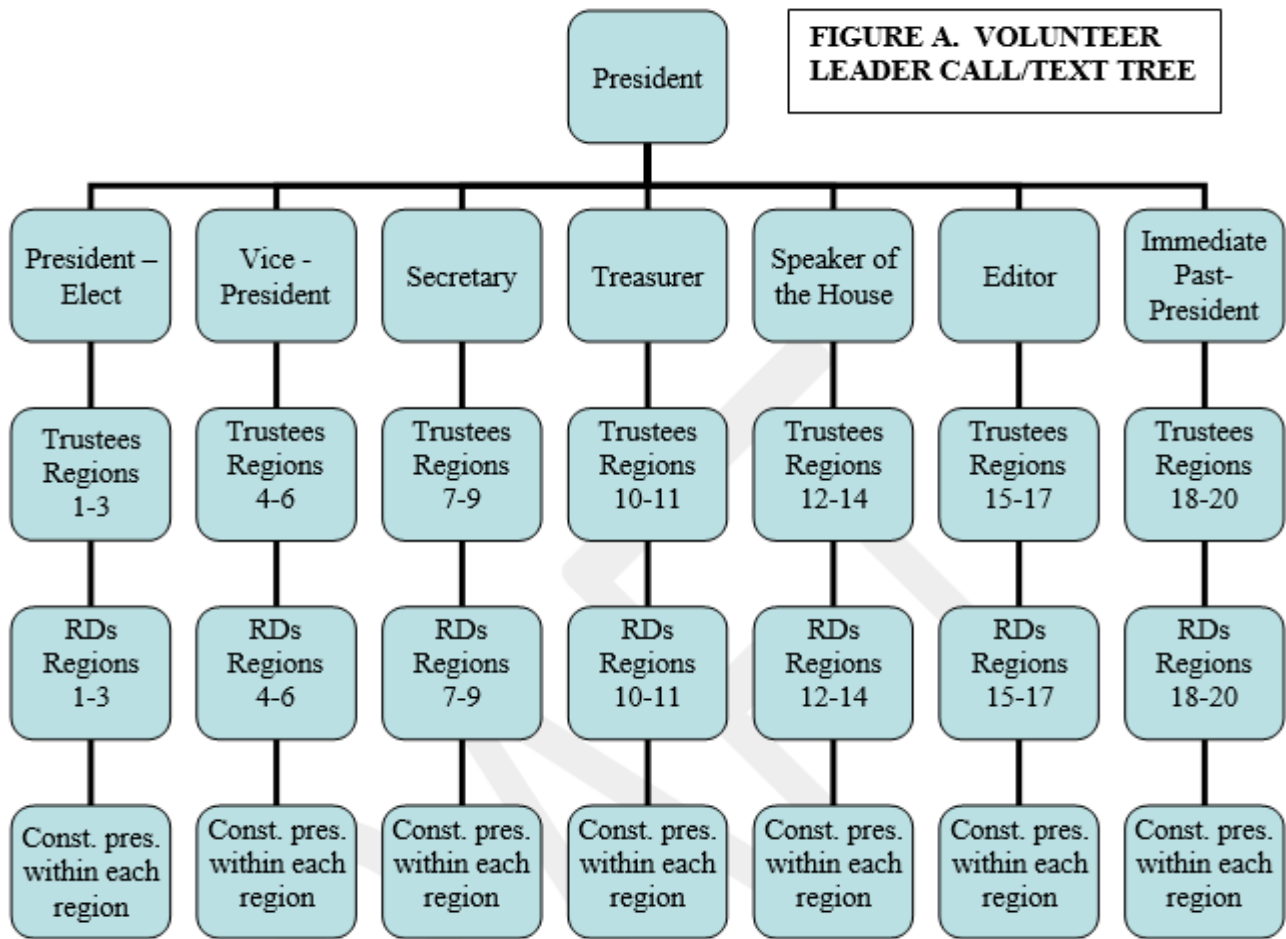
- 5 • Once the officers have been selected, the *Process for Hiring an Executive*
6 *Director* would govern the process for hiring the new chief executive, if
7 needed.
- 8 • If the Executive Committee, Trustees, and Executive Director are all
9 eliminated in a disaster, then the organization should begin by replacing its
10 volunteer leadership structure so that the new officers can fill their
11 designated roles in hiring the new Executive Director. Based on the protocol
12 in the Constitution and Bylaws, the Regional Directors would step in
13 immediately to fill the vacant Trustee offices until elections could be held by
14 the regions. As soon as possible, this new group of Trustees should form a
15 Nominating Committee to identify qualified individuals and elect a new set
16 of officers, with input from grassroots members via the web site as
17 previously discussed. Once the Executive Committee is in place, then the
18 officers should follow the *Process for Hiring an Executive Director* to select
19 the next chief executive.

20
21 As a safeguard, the Executive Director will determine a lengthy order of
22 succession for staff members to run the Chicago office in the event of a disaster,
23 which will be maintained by the Human Resources department and provided to
24 both the Executive Committee and the Executive Staff on an annual basis.

25 26 CONCLUSION

27
28 Disaster is inevitable. It is those organizations that prepare for disaster that survive
29 in the aftermath. As the largest organization for general dentistry in the world, we
30 owe it, not only to our staff, but also to our members and to their patients, to
31 survive, and if possible, thrive. Successful implementation of this Handbook shall
32 require staff dedication to periodic testing and revision, and communication with
33 volunteer leaders to ensure their awareness of the provisions of the Handbook.
34 Regardless of whether the inevitable emergency affects one or all, this Handbook
35 ensures that we work together as one team, and one voice, the voice of general
36 dentistry, to ensure the survival of our staff and the AGD.

- 1 President – Call Tree as outlined in section VI. DISASTERS RESULTING IN THE COMPLETE DECIMATION
- 2 OR UNAVAILABILITY OF AGD STAFF



3

AGD Approved Holiday Schedule

Academy of General Dentistry 2018 Holiday Calendar

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	

3 **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 may be excused from
9 attending the Convocation and awarded the Fellowship or Mastership in absentia for any of the following
10 reasons:

- 11 1. Medically confirmed disability;
- 12 2. Illness so severe as to prevent an individual from even planning to attend the Convocation ceremony
13 as much as 30 days in advance;
- 14 3. Sudden illness that occurs within 30 days of the Convocation ceremony, and makes it impossible for
15 the individual to attend the Convocation ceremony;
- 16 4. Death within the immediate family which makes it impossible for the member to attend the
17 Convocation ceremony;
- 18 5. Sudden illness in the immediate family which makes it impossible for the member to attend the
19 Convocation ceremony;
- 20 6. Military orders which would prevent the member from attending the Convocation ceremony;
- 21 7. Long-standing professional commitments outside of the country which would prevent the member
22 from attending the Convocation ceremony, as long as the commitments were not made as conscious
23 alternatives to attendance at the Convocation;
- 24 8. Unusual personal or business circumstances resulting from natural disaster or accident that would
25 make it unreasonable to expect the member to attend the Convocation ceremony;
- 26 9. Religious restrictions of observances that would prevent the member from attending or participating
27 in the Convocation ceremony.
28

29
30 If an award candidate does not qualify under these guidelines, and they cannot or do not wish to attend the
31 Convocation ceremony, they will be allowed to postpone attendance at convocation until either the
32 second or third Convocation ceremony following approval of their award application.
33

1 *Policy Type: VI. Board Guidelines*
2

3 **B. Complimentary Scientific Session**
4 **Registration**
5

6
7 Resolved that the President receives up to six free tickets for the main social event at the scientific
8 session.

9
10 Approved 2009 Board Meeting IV

11
12 Resolved, that the Scientific Meeting Council have all registration fees and President's Dinner fee
13 waived during their years in service for scientific sessions due to their extensive responsibilities onsite.

14
15 And be it further,

16
17 Resolved, that the AGD Executive Committee have all fees waived for the scientific session registration,
18 convocation attendance, and their main social event ticket, during their years of service due to their
19 extensive responsibilities onsite.

20
21 Approved 2012 Board Meeting III:
22

1 *Policy Type: VI. Board Guidelines*
2

3 **C. Protocol for Approving Amendments to BPM** 4 ---

5
6 Resolved, that no one is authorized to change, edit, amend, add to or subtract from the AGD Board Policy
7 Manual without full disclosure to the Board that changes are suggested, and be it further,
8

9 Resolved, that there be a discussion by the Board on the proposal, precluding any such amendments from
10 passage on consent, and a vote by the Board authorizing any changes, and be it further,
11

12 Resolved, that such proposed changes be presented in an AIR in such format that changes indicate in the
13 amended document with the previous area struck through, the new language underlined and for large
14 changes, a notation including the date be added after that section of the Policy Manual stating that an
15 update had occurred. Minor edits and housekeeping changes may be moved by any Board member
16 during discussion of the Policy Manual.
17

18 Approved: 2012 Board Meeting III
19
20

1 ***Policy Type: VI. Board Guidelines***

2

3 **D. Scientific Session Schedule Approval**

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6 The Scientific Meetings Council Chair, Dental Education Council Chair, and President will have the
7 authority to approve the schedule for the scientific session.

8

9

10 Approved 2016-2017 Board Meeting III

11

1 ***Policy Type: VI. Board Guidelines***
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3 **E. Scientific Session Refunds**

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6 AGD member and non-member dentist registrants who purchase registration and/or tickets for the
7 Scientific Session may obtain a refund of that purchase, less a processing fee, up to 30 days before the
8 first day of the Session. AGD member dentist registrant refund requests will incur a \$50 processing fee.
9 Other paid attendee category registrant refund requests will incur a \$15 processing fee. Requests received
10 less than 30 days before the first day of the Session will not be eligible for a credit or refund.

11
12 Monitoring: Review by Board annually in April
13

14
15 Approved 2017-2018 Board Meeting V
16
17