

BOARD OF GOVERNORS MANUAL

Connecticut State Dental Association



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Board of Governors Manual

Introduction

The material in the Board of Governors Manual has been prepared to provide all who participate in the activities and meetings of the Board of Governors an understanding of their privileges and responsibilities and the methods and rules under which the Board of Governors operates.

The contents herein are either paraphrased or excerpted directly from the Bylaws while other sections are the result of Board approved administrative policies and procedures. All policies that are adopted by the Board must be in conformity with and shall not supersede or conflict with current CSDA Bylaws and standing resolutions adopted by the CSDA House of Delegates.

A careful reading of this material and the Association Manuals will serve as a resource for all involved persons as to their duties, responsibilities, and conduct.

Revision Note: A two-thirds majority of the Board of Governors is required to amend this manual. If amended the Board must notify the House at the next Annual Session or Additional Session, whichever occurs first.

Hierarchy of Rules Governing the CSDA

All activities of the Connecticut State Dental Association are guided by policies and directives established by:

1. The laws of the State of Connecticut and the United States Government;
2. The Constitution and Bylaws of the CSDA and the ADA;
3. Resolutions of the House of Delegates of the CSDA;
4. Resolutions of the Board of Governors; and
5. Historical precedent of the CSDA.

1.0 Board of Governors

1.1. Composition

In total there are sixteen individuals who constitute the entire Board of Governors. There are twelve official members of the Board of Governors, eleven of whom are voting members.

Voting Board Members: The Board of Governors shall consist of one member from each of the seven districts of the CSDA; and the President, President-Elect, the Vice President, and the Treasurer.

Non-Voting Members:

1. **Guest Board Member:** The Board of Governors shall include one member who is nominated by our component societies and elected by the Board. In the absence of any nominations from our component societies, any member in good standing may nominate a candidate for the Board's consideration.
2. **Ex-Officio Members:** The Editor, the Executive Director, the Speaker of the House of Delegates, and the Immediate Past President shall be ex-officio members without the right to vote.

Each of the sixteen members is entitled to the same privileges of timely notification of all meetings, distribution of all materials and the right to participate in all discussions on matters brought before the Board.

1.2 Officers of the Board

The officers of the Board are the legal officers of the corporation and are the President of the Association (who is the Chairman), President-Elect, Vice President and the Treasurer. The President presides at all meetings and is a voting member of the Board. The Executive Director is the recording officer of the Board and acts as the custodian of its records.

In the absence of the President, the office of the Chairman is filled first by the President-Elect and second by the Vice President.

1.3 Qualifications

The following is an excerpt from Chapter VI, Section 2 of the CSDA Bylaws:

A member of the Board must be an active, retired or life member in good standing of this Association and a voting member of one of the component societies in the district he or she represents. No member may be appointed to serve as the Guest Board Member if he or she has previously served as a CSDA Officer, district Board representative or ex-officio member of the Board. No member of the Board of Governors shall become a dental insurance consultant while serving on the Board of Governors. No member who is a paid or non-paid employee of any third- or fourth-party dental insurance company, state or payment agency may seek, accept or retain a seat on the CSDA Board of Governors without having first fully disclosed these affiliations in writing to the House sixty (60) days prior to the Annual Session of the House of Delegates.

1.3. (A) Guest Board Member

The following is an excerpt from Chapter VI, Section 6 D of the CSDA Bylaws:

Component societies may submit nominations for the Guest Board Member program to the CSDA Executive Director by February 1st. In the absence of any nominations from our component societies, any member in good standing may nominate a candidate for the Board's consideration after February 1st. All submissions must include a letter of intent (maximum 3 pages), Curriculum Vitae (maximum 2 pages) and signed Conflict of Interest form. The Board of Governors shall elect a Guest Board Member from among these nominees by no later than May 1st. Guest Board Members shall be elected to serve a one-year term of office beginning on June 1st. Time served in this position does not count against the term limit provisions for district representatives on the Board.

1.4. Elections and Terms of Service

1.4(A) District Board Representatives

The following is an excerpt from Chapter VI, Sections A – C of the CSDA Bylaws:

Those members of the Board of Governors representing the various districts shall be elected by the delegates from that district or by a method determined by the organizational bylaws of that district.

District members of the Board of Governors shall be elected for two-year terms and the tenure shall be limited to two consecutive terms at one time. Odd numbered districts (I, III, V, VII) will elect a representative to the Board of Governors in odd

numbered years, and the even numbered districts (II, IV, VI) will elect a representative to the Board of Governors in even numbered years.

Election for Board of Governors positions shall be conducted in the districts prior to the start of the Annual Session of the House of Delegates. Results of said elections shall be reported in writing immediately to the Executive Director.

1.4(B) Officers

The following is an excerpt from the Nominations and Related Procedures Section of the House of Delegates Manual:

At no time shall more than two of the following officers be from the same district of the Association: The Treasurer, the Vice President, the President-Elect, or the President.

1. If two members of the same district are already serving a multi-year term of office that will not expire during this election cycle, then no other active or life members from that district will be eligible for nomination.
2. In the event that the eligible candidates from the same district are nominated for different officer positions and the election results could subsequently trigger this limitation, separate elections will be held in the following sequence: the President-Elect, followed by the Vice President and then the Treasurer if that position is open for election during this cycle
 - a) A winner will be determined in each race and announced to the House before the election for the next officer position in this sequence will be conducted.
 - b) Once a second member of the same district is elected to one of these officer positions, any remaining candidates from the same district will be declared ineligible.
 - c) If this results in no remaining candidates for an Officer position, then additional nominations may be made from the floor of the House in compliance with these rules.

1.4. (C) Vacancies

In the event that a member of the Board of Governors resigns his/her position or is incapacitated or otherwise unable to fulfill the duties of membership on the

Board, the district that elected that member is entitled to elect another individual to that position. Once the district has made its choice, immediate notification of the Board through the Executive Director is imperative. Such an individual is entitled to serve the remainder of the two-year term of service of the Board member being replaced. Board members elected to fill vacancies are entitled to serve not only the unexpired time remaining in the two-year term of his/her predecessor, but if elected, may serve two additional consecutive terms.

In the event an individual resigns as a Guest Board Member before the completion of his/her term, the Board may select a new Guest Board Member to fill the remaining balance of the term. The new Guest Board Member will be elected from among the other candidates that were nominated prior to the last election.

1.5. Powers

1.5. (A) Management and Policies

It is the responsibility of the Board of Governors to manage the business of the Association while the House of Delegates determines the policies of the Association. The Board of Governors is vested with full power to conduct all business of the Association, subject to the laws of the State of Connecticut, the Articles of Incorporation, the Constitution and Bylaws of the Association and the mandates of the House of Delegates. Financial actions outside of the budgetary process or not authorized by a House of Delegates resolution must be reviewed and approved by the Board of Governors if the amount exceeds approved budgeted allocations.

1.5. (B) New Policies

The Board of Governors has the power to establish new policies that are essential to the management of the Association between sessions of the House of Delegates. Any policy decisions not related to the management of the Association must be presented for review and approval at the next session of the House of Delegates.

1.5. (C) Autonomy

The Board of Governors has the power to establish rules and regulations to govern its own organization and procedures consistent with the provisions in the

Bylaws. The Manual of the Board of Governors is an evolutionary document that attempts to incorporate standing rules and regulations governing Board actions as well as current policies established by Board resolutions.

1.5. (D) Special Sessions of the House of Delegates

The House of Delegates meets at least one time each year as provided for in the Bylaws. The Board of Governors, upon a three-fourths majority vote, has the power to direct the President to call a special session of the House of Delegates. The time and place of a special session is determined by the President provided the time selected is not more than forty-five (45) days after the request was received. The business of a special session is limited to that stated in the official call except by unanimous consent of the delegates present and voting.

1.6. Duties of the Board

1.6. (A) Fiduciary Duties

1.6. (A) 1. Real Estate

It is the duty of the Board to provide for the maintenance and supervision of the Central Office and all other properties or offices owned or operated by this Association.

1.6. (A) 2. Surety

It is the duty of the Board to hire a surety company to bond all appointive officers and employees of this Association entrusted with Association funds.

1.6. (A) 3. Accounting and Fiscal Matters

It is the duty of the Board to have all accounts of the Association audited on an annual basis by a certified public accountant. At least once every three years the Board shall have the certified public accountant conduct a full audit of these accounts. In the intervening years the Board may have the certified public accountant conduct a compilation review unless a 2/3rds majority of the Board approves a motion to conduct a full audit. It must make an Annual Report on the audit to the House of Delegates. This report must specify the amount of all assets belonging to the Association. A detailed financial statement shall be made available to any member of the association upon request.

The Board shall prepare a balanced budget to fund the activities of the Association for each fiscal year. This budget shall include any proposed changes to membership dues; special assessments, and fees charged to members who participate in an approved installment payment plan.

The next three paragraphs are an excerpt from the Consideration of Budget Section of the House of Delegates Manual:

The Finance Committee will draft a proposed balanced budget for the review and approval of the Board of Governors. The Board will adopt an initial budget and submit a report to the House of Delegates at least thirty (30) days prior to the Annual Session.

This report is for informational purposes only. However, any proposed rate change for the dues, installment payment plan or late payment charges as well as the levying of special assessments must be submitted in a resolution that requires the approval of the House.

In the event the House amends or rejects such a resolution, the Board will reconvene before the start of the next fiscal year to revise the budget in order to reflect this change in revenue. The Board may also reconvene if the House approves any resolution for an additional appropriation of funds.

The Finance Committee shall be appointed annually in June by the Board of Governors. The President shall designate an appointee as Chairperson of the Committee. The Treasurer shall serve as a member of the Finance Committee while the President-Elect and Vice President shall serve as consultants on the Finance Committee. Other Board members are not eligible to serve as members of the Finance Committee. The maximum number of committee members shall be at the discretion of the Board. Said committee will oversee the management of the Association's investment portfolio and act in an advisory capacity regarding other budgetary considerations such as dues income, non-dues income, assessments, expenses, etc.

1.6 (A.) 4. Reserves

All withdrawals from long term reserves, not stipulated by the House of Delegates, must have the approval of the Board of Governors.

Any withdrawal from reserves should be reported to the Board of Governors by the Treasurer and Executive Director when those funds are needed, and what they are being used for.

1.6 (A.) 5. Line of Credit

The CSDA has a line of credit account connected to the long- term reserves investment account.

The purpose of the line of credit account is to provide the CSDA with cash needed for a one-time expenditure, or cash flow needed to meet CSDA obligations for a short period of time. The line of credit can be accessed for needed cash beyond what the short-term reserves fund can cover, or at times when the stock market is in a downward trend. The interest on the Line of Credit fluctuates, so the current interest rate should be considered before accessing funds from this account.

The Board of Governors must approve the utilization of the line of credit. When authorizing expenditures from the line of credit, the Board will also approve a plan with a specific timeframe to repay the balance on the line of credit.

1.6. (B) Duties Of Officers of The Board of Governors

The officers of the Board of Governors are the President who acts as Chairman, the President Elect, the Vice President, and the Treasurer. In the absence of the President, the office of chairman is filled firstly by the President-Elect and secondly by the Vice President in that order. The chairman presides at all meetings of the Board of Governors, and he/she has a vote on all matters before the Board.

The Executive Director serves as the recording officer of the Board of Governors and as the custodian of its records. In that role, the Executive Director produces a factual record of the Board's proceedings that is published as the "Minutes of the Board."

1.6. (B) 1. *President*

It shall be the duty of the President:

1. To preside as Chairperson at meetings of the Board of Governors;
2. To serve as an official representative of this Association when in contact with governmental, civic, business and local, state and national professional organizations, for the purpose of advancing the objectives and policies of this Association;
3. To serve as an ex-officio member without vote on all councils;
4. To call special sessions of the House of Delegates and Board of Governors;
5. To appoint in conjunction with the officers of the House of Delegates, the members of all committees of the House of Delegates except as otherwise provided in the Bylaws;
6. To submit periodic reports to the Board of Governors, and an annual report to the House of Delegates;
7. To perform such other duties as may be provided in the Bylaws;
8. To be one of the Delegates from this Association to the House of Delegates of the American Dental Association;
9. To be one of the co-signers of any check over \$1,000 in the absence of the Treasurer's signature; and
10. To appoint the chairperson of the Finance Committee.

The President shall have the power to remove for cause any council or committee member before his/her term is completed, subject to approval of the Board of Governors. Among other things, cause may be defined as lack of interest, poor attendance, or action contrary to the best interests of the Association. A request for resignation should be made when possible. When a vacancy occurs on a council or committee, he/she shall have the power to make an interim appointment whose term shall expire at the end of the next Annual Session of the House.

1.6. (B) 2. President-Elect

It shall be the duty of the President-Elect:

1. To assist the President in the performance of his/her duties, and in case of the absence or disability of the President, or at his/her request, shall officiate in his/her place;
2. To be one of the Delegates from this Association to the House of Delegates of the American Dental Association;

3. To submit periodic reports to the Board of Governors as necessary
4. To succeed to the office of President at the next Annual Session of the House of Delegates of this Association following his/her installation as President-Elect;
5. To serve as a consultant on the Finance Committee

1.6. (B) 3. Vice President

It shall be the duty of the Vice President:

1. To assist the President or President-Elect in the performance of their duties in their absence or upon their request
;
2. To serve as a consultant on the Finance Committee; and
3. To be one of the Delegates or Alternate Delegates from this Association to the House of Delegates of the American Dental Association as stated in the House of Delegates Manual.

1.6. (B) 4. Treasurer

It shall be the duty of the Treasurer:

1. To function in close relationship with the Executive Director;
2. To work as custodian of all monies, securities, and properties belonging to the Association which may come under his/her care. He/she shall be under bond as authorized by the Board of Governors, the premium for which shall be paid by the Association.
3. To hold, invest and disburse properties subject to the direction of the Board of Governors or any resolutions adopted by the House of Delegates;
4. To perform other duties prescribed by the Bylaws;
5. To serve as a member on the Finance Committee;
6. To fulfill other duties from time to time as directed by the Board of Governors.
7. To sign checks over \$1,000, and at his/her discretion, sign checks under \$1,000. If the Treasurer, for any reason, is unable to co-sign checks over \$1,000, the President must be a co-signer.

1.6. (C) Duties Of Board Members

It shall be the duty of Representatives to the CSDA Board of Governors to:

1. Attend the CSDA Annual Meeting
2. Attend meetings of the CSDA House of Delegates
3. Attend component society meetings with the Representative's district, and interact with component society members
4. Attend meetings of the CSDA Board of Governors and be prepared to discuss items noted on Board meeting agendas
5. Serve as Board Liaison to one or more CSDA Councils/Committees as assigned;
6. Identify members to serve on CSDA Councils and Committees
7. Represent CSDA to outside organizations
8. Be active legislatively on behalf of the CSDA

1.6. (C) 1. Appointive Officers

It is the duty of the Board to appoint an Executive Director, Editor, and Historian whose terms shall not exceed three years, and may be subject to reappointment.

1.6. (C) 2. Special Membership Categories

It is the duty of the Board to act upon applications for affiliate and student membership.

It is also the duty of the Board to provide a report to the House for life and honorary membership.

1.6. (C) 3. Amendments to the CSDA Constitution and Bylaws

It is the duty of the Board to review amendments that are approved by the House. If a bylaws amendment is passed, the Board of Governors shall convene within sixty (60) days to review the language that was approved by the House of Delegates. In the event that a two-thirds (2/3rds) majority of the Board votes to disapprove of the Bylaws amendment, the matter shall be referred back to the House of Delegates which will reconsider the issue at their next regular session.

1.6. (C) 4. Publications

It shall be the duty of the Board of Governors to oversee all publications of the Association.

1.7. Meetings

The Board of Governors is empowered to meet as frequently as necessary in order to fulfill its responsibilities. The Board may meet upon the call of the President or upon the request of three voting members of the Board. Meetings may be convened in person, by conference call, or video conference.

1.7. (A) Quorum

A majority of the voting members of the Board of Governors constitutes a quorum.

1.7. (B) Guests

Any member in good standing of the Association is entitled to attend Board of Governors meetings unless the privilege of Closed Session has been invoked. Other individuals may be invited to Board meetings as guests of the Association provided that his/her name and the nature of their business before the Board are brought to the attention of the President or the presiding officer in advance so that they may be included in the meeting agenda. Whenever possible, the business such guests bring before the Board should be taken up as early in the agenda as possible.

1.7. (C) Closed Session

The Board of Governors has the privilege of moving into “closed Session” by majority vote of the members present and voting at any time during a properly constituted Board meeting. All members of the Board including ex-officio members are eligible to be in attendance during a “Closed Session.” From time to time, other individuals may be included in a “Closed Session” at the discretion of the Board.

1.7. (D) Voting

All votes, except those in closed session, taken by the Board of Governors are recorded in the Minutes and must include the name and vote cast by each Board member including abstentions unless there is a request for a vote by ballot. The three methods by which the Board of Governors may cast votes on business brought before it is: 1) voice vote or show of hands, 2) roll call vote or 3) ballot vote.

1.7. (E) Proper Notification

All members of the Board of Governors, including voting, non-voting and ex-officio members, must be properly notified of each meeting of the Board and the purpose of said meeting. Such notification can be accomplished by a combination of telephone, regular mail, or electronic mail (email). All notifications must originate

through the Executive Director's office with anticipated delivery one week prior to the scheduled meeting except in cases of urgent business.

1.7. (F) Candidates for ADA Office

The CSDA House of Delegates Manual has a provision that allows Automatic Alternate Delegates who serve as an officer in the ADA First District Caucus to become an Automatic Delegate if the Board of Governors endorses the individual's candidacy for an elected office in the ADA.

Since this change would impact the other elections for our state delegation, the Board of Governors is required to review any such endorsement requests at their next regularly scheduled meeting. The Board must also make a final decision on such requests at least 31 days prior to the Annual Session of the CSDA House of Delegates.

2.0 Councils and Committees

2.1 Councils

1.1. (A). Appointments to CSDA Councils

Each year, district board representatives are expected to recommend members for consideration by the entire Board for council appointments. Such names should be submitted to the President prior to the Board's meeting on which said consideration is placed on the action agenda.

It is the duty of the Board to provide the House of Delegates with a notification of these appointments. The Board shall submit a report to the House of Delegates at least forty-five (45) days prior to the Annual Session.

Each council has the authority to elect their own chair. However, they don't always exercise this authority by the deadline. Therefore, in order to avoid a vacancy the President may appoint a chair with the Board's approval if, and only if, a council does not elect their chair prior to the next regularly scheduled board meeting after the June 15th deadline.

• (B) Councils and Charges

The following is an excerpt from Section 6 A. of the Membership Manual:

- **Constitution & Bylaws:** The charge of the CSDA Council on Constitution & Bylaws is to:
 - Maintain the articles of the Constitution and Bylaws so that they reflect the current framework and structure of the Association;

- Provide interpretations and advisory opinions regarding matters pertaining to the Constitution and Bylaws to any member or agency of the Association;
- Review all proposed changes to the Constitution and Bylaws for proper legislative form prior to their submission to the House of Delegates of this Association for action
- **Ethics:** The charge of the CSDA Council on Ethics Review is to:
 - Recommend policies, standards, principles and guidelines, subject to the approval of the Board of Governors and the Association, for the implementation and operation of Ethics Review at the component and state levels;
 - Monitor the efficiency of the Association's Ethics Review system as delineated in the Association's Manual on Ethics Review;
 - Act as an appellate Ethics Review body for the component society Ethics Review Committees;
 - Conduct its business according to the guidelines set forth in the Association's Manual on Ethics Review;
 - Proactively educate members on their ethical obligations and raise awareness of ethical issues; and
 - Provide advisory opinions regarding interpretations of the Principles of Ethics and Code of Professional Conduct of the Connecticut State Dental Association and the American Dental Association.
- **Insurance:** The Council on Insurance shall be responsible for:
 - Assessing the insurance needs of the Association and its operating entities and making recommendations to the Board of Governors concerning such needs;
 - Assessing the insurance needs of the membership of the association and making recommendations to the Board of Governors concerning such needs;
 - Advising and instructing the Association and its members on insurance matters
- **Legislation:** The Council on Governmental Affairs shall be responsible for:
 - Creating, monitoring and responding to legislation in all forums having impact upon the membership of the CSDA:
 - Protecting and furthering the interests of the public and the dental profession in matters of patents and regulations;
 - Disseminating information concerning the enactment and

enforcement of legislation affecting the dental health of the public to the membership of the association

- **Membership:** The charge of the CSDA Membership Council is to:
 - Develop, implement, and maintain the Association's member recruitment and retention programs;
 - Work in conjunction with other agencies of the Association and the component societies in support of a strong, unified membership.
- **Peer Review:** The charge of the CSDA Council on Peer Review is to:
 - Recommend policies, standards, principles and guidelines, subject to the approval of the Board of Governors and the Association, for the implementation and operation of Peer Review at the Component level;
 - Monitor the efficiency of the Association's Peer Review system as delineated in the Association's Manual on Peer Review;
 - Conduct Final Review when requested by a peer review participant and when the necessary criteria have been met;
 - Conduct its business according to the guidelines set forth in the Association's Manual on Peer Review.
- **The Professional Development Council:** shall be responsible for:
 - Supporting and enhancing the professional development of dentists at all stages of their careers through education, training, networking, and other activities. Designing and delivering engaging, high-quality blended programming.
 - focused on identifying the educational needs of the member dentist and their staff and developing continuing education programs to support these needs
 - Expand the variety and reach of professional learning opportunities.
 - Incorporate relevant research and development into professional learning.
 - Work with staff identify and recommend instructors, specific topics, and relevant ideas that may be developed into educational course offerings
 - Promote a positive member experience at all professional learning offerings i.e., annual conference, CE Series, hands on, and online events
 - Review projected budget for new course development to be approved by the Board of Governors prior to launching any new activity.

(C). Council Reports

Each council chairman is required to submit an annual report to the Board of Governors through the Executive Director for submission to the House of Delegates. It is the duty of the Board to review the reports of the councils and committees of the Association and to make recommendations concerning such reports to the House of Delegates.

2.2 Committees of the Board

The President, upon approval of the Board of Governors, has the power to establish and define charges to standing committees of the Board, and appoint committee chairs unless otherwise stipulated. In April each year, the Board shall review the charges to the standing committees for the purpose of renewal or sun setting of the committees.

The standing Committees of the Board include:

- **Access to Care Committee:** the charge of the CSDA Access to Care Committee is to conduct research and advise the CSDA in matters of access to care, including but not limited to work force issues.
- **Audit Committee:** the charge of the CSDA Audit Committee is to:
 - Recommend policies regarding the external audit to ensure compliance with not-for-profit reporting requirements;
 - Determine the rotation of audit firms and recommend audit firms with an expertise in nonprofit audits to the Board;
 - Conduct periodic meetings with the auditor;
 - Meet privately with the auditor at the beginning and end of the audit process;
 - Prepare an annual report to the House of Delegates
- **Awards Committee:** the charge of the CSDA Award Committee is to:
 - Solicit nominations for CSDA award recipients from CSDA members and Awards Committee members;
 - Select CSDA award recipients from those nominated, based on awards protocol
- **Finance Committee:** The charge of the Finance Committee is to:
 - Annually prepare a proposed budget for carrying on the activities of the Association for each ensuing fiscal year;
 - Oversee the management of the Association's investment portfolio and act in an advisory capacity regarding other financial considerations such as dues income, non-dues income, assessments, etc.

- **Governance Review Committee:** the charge of the Governance Review Committee is to:
 - Systematically review all departments, councils, committees, and other appointed bodies of the organization with regard to the need for their continued existence;
 - Review and assess the CSDA's district and overall governance structure;
 - Report findings at sequential meetings of the House of Delegates
- **Personnel Committee:** The Personnel Committee serves in an advisory capacity to the Executive Director on matters pertaining to CSDA personnel, including administration of the annual performance review of the CSDA Executive Director.
 - The Immediate Past President will chair the Personnel Committee, and additional members of the Committee are chosen by the President and presented to the Board for approval in the month of June.
- **Strategic Planning:** The charge of the Strategic Planning Committee is to review and update the CSDA Strategic Plan that identifies the mission, vision, goals, and objectives of the CSDA, and develops a set of strategies for achieving them.
- **Member Affinity:** The charge of the Member Affinity Committee is to:
 - Develop and maintain, subject to the approval of the Board of Governors and the association, formal criteria for reviewing requests to endorse or recommend the products/services of third-party vendors;
 - Review all proposals from third parties seeking the CSDA endorsement and issue appropriate recommendations to the Board of Governors;
 - Monitor the performance of those vendors that currently participate in the program.

3.0 Administration

3.1. Executive Director

The Board of Governors and the Executive Director work synergistically in the administration of the policies of the Association whether or not the policies are mandates of the House of Delegates, existing resolutions of the Board or new initiatives of the Board. The Executive Director is directly responsible for the hiring, promotion and termination of staff.

The Executive Director shall:

1. Be the executive head of the Central Office and all its activities;
2. Engage and supervise all employees of the CSDA;
3. Supervise and coordinate the activities of all councils and committees of the Association in regard to their specific assignments;
4. Attend the American Dental Association Annual Meeting and be seated with the Connecticut State Dental Association delegation at the House of Delegates sessions;
5. Annually render a report to the Board of Governors for submission to the Annual Meeting of the House of Delegates setting forth Association activities and accomplishments and presenting recommendations for the continued successful operation of the Association;
6. Draft the minutes of the Board of Governors meeting for the Board's review and approval; and
7. Act as Secretary and custodian of all records of the Association which shall be maintained at the Central Office.

3.1 (A) Editorial Review

The Executive Director will review and may suggest revisions to any article that may be submitted for publication in any official publication of the Association except editorials written or approved by the Editor.

3.2. Outside Counsel

The Board of Governors may retain outside counsel, when necessary (i.e., legal, auditor, public relations, compensation, etc.), to administer the policies of the Association. Once hired, the performance of these individuals is the responsibility of the Executive Director who should be given specific guidelines established by the Board of Governors.

Requests of any CSDA outside counsel by any member or entity of the Association must be made in writing through the Executive Director.

3.3. Central Office

3.3. (A) Requests for Services

Any member of the Board of Governors or the Association has the right to request the Executive Director's time, attention and resource. If a Board or council/committee member requires the service of the Central Office, he/she should contact Executive Director to request such services. Specific requests to the staff members should be avoided.

The Executive Director will not implement any request or action that he/she believes requires approval of the Board.

3.3. (B) Issuance Of Checks

No checks will be issued over \$1,000 without the approval of the Executive Director and the Treasurer.

3.3 (C) Database Access

Access to the CSDA computer database can only be made during the business hours of the Central Office. If a Board, council or committee member needs information from the CSDA computer he/she must coordinate such access with either the Executive Director or his designee.

3.3. (D) E- Communications Policy

1. E-mails for individual discussion should not be copied or distributed to anyone other than the intended person.
2. E-mails sent to one individual can be copied which opens it to general feedback if that is the intent.
3. Email sent to the BOG, or the Officers is intended just for that group. Forwarding to others is inappropriate unless authorized by the sender.
4. 'Confidential' should be placed on any e-mail that is intended to be kept that way. This will act as a check and balance to the previous tenets.

3.3. (D.1) E- Communications Policy

This policy applies to emails, text messages, social media posts, private messages, and similar electronic communications on any electronic platform or through any service sent by or received from any CSDA member that relates to CSDA business.

- a. Electronic communications generally may be copied, forwarded to, or shared with recipients other than the intended recipients. In the absence of any language in the communication, such as stating the communication is confidential, the sender implicitly permits a communication to be copied, forwarded to, or shared with other people.
- b. Any sender intending an electronic communication to be confidential and viewable only by one or more designated recipients is required to expressly state in the communication that the communication is confidential. Use of the terms “Confidential,” “Private,” or “Do Not Share” are sufficient to notify each recipient that the communication may not be copied, forwarded, or shared without express permission from the sender.
- c. Electronic communications sent to the BOG, the Officers, or any CSDA committee or subcommittee may be shared with members outside the BOG, Officers, committee, or subcommittee unless the sender includes language in the communication stating that the communication is confidential or private. If the sender states that the communication is confidential, then express permission of the sender is required to copy, forward, or share the communication outside the BOG, the Officers, or any CSDA committee or subcommittee.
- d. At times, information may be communicated that is protected from disclosure because it was communicated in executive session, because it is protected by the attorney-client privilege, because it is confidential protected health information under HIPAA, or because it contains confidential or proprietary information or trade secrets. Any such information is confidential and may not be copied, forwarded, posted, or otherwise disclosed regardless of whether the communication is labeled “Confidential,” “Private,” or “Do Not Share.”
- e. Electronic communications by and among the BOG, councils, committees, and subcommittees should be respectful and professional. Foul language, personal attacks, talking behind the backs of members, and inappropriate use of images or symbols are considered unethical, unprofessional, and violative of CSDA standards.
- f. Electronic communications may be directed to one member on a thread or group containing other members. If a communication is directed to a particular person, then generally only that member to whom the communication is directed should respond.
- g. Members intending to provide advice, feedback, or constructive criticism to any other member should consider an in-person meeting, using the telephone, or using a private message rather than sending a message in a group chat, group email, or otherwise including other members. The CSDA encourages direct communications on these subjects.
- h. Posts by members on social media (e.g., Facebook, Twitter, etc.), websites, and other platforms should be respectful and appropriate. CSDA board members, councils, committees, and staff should conduct themselves in a professional manner, including when communicating on social media.

- i. CSDA members may disagree, debate, and share opinions publicly. But the use of insulting or offensive language is considered unprofessional and unethical.
- j. Zoom, Teams, WebEx, Skype, and other video meeting platforms require the same protocols as in-person meetings. The CSDA follows the Standard Code of Parliamentary Procedure. Yelling, interrupting, and writing unprofessional remarks in a meeting chat or other communication are considered inappropriate, unprofessional, and unethical behavior. Video meetings may not be recorded without the permission of all participants. Any questions about this policy should be directed to the CSDA's executive director.

3.3. (E) Purchases/Contracts

The Board of Governors must approve all unbudgeted purchases or contracts over \$10,000.

At least three bids must be received in writing for the above purchases/contracts before being submitted to Board of Governors for their approval.

Exceptions to the three-bid rule are:

1. Turnkey speaker contracts negotiated by the CE Council;
2. Contracts for the Annual Meeting site and related logistics as negotiated by the Annual Meeting Chairperson and/or his/her designee;
3. Contracts for the Continuing Education seminars and related logistics as negotiated by the CE Chairperson and/or his/her designee;
4. Contracts for meeting space as negotiated by the Executive Director and/or his/her designee.

3.3. (F) Official Policy Statements

Board members are oftentimes requested by outside entities to comment upon circumstances, policies, rulings, procedures, actions and other items of public interest for which there may or may not be a specific CSDA policy. In such circumstances, any individual acting in an official capacity for the CSDA must acknowledge that his/her comments whether written or verbal are personal and not the official policy of the CSDA unless the following guidelines are followed:

Written: The submission of a written document by a Board member or other individual officially representing the CSDA to any outside individual, group or agency must: be approved by the Executive Director and the President and be submitted on CSDA letterhead.

Oral: When a Board member or other individual other than the President is formally requested by any outside individual, group or agency to make a verbal statement representative of the CSDA, that Board member or other individual must have the approval of the President.

If the above guidelines are not met, the written document does NOT represent the official policy of the CSDA.

3.3. (G) Negotiations with Outside Entities

The business affairs of the CSDA are conducted by the Executive Director and, at his/her discretion, the staff or any member of the Association to whom the Executive Director has assigned a specific task. No Board member, officer, council chair, consultant or member of the CSDA is authorized to negotiate on behalf of the CSDA with any individual or vendor to the Association for any goods or services, or intervene with any existing provider of goods or services in an attempt to influence the delivery of those goods or services, unless expressly authorized to do so by the Executive Director or the Board of Governors.

4.0 Other Guidelines

4.1. Awards

The Association has established prestigious awards with which it honors individuals and/or entities for outstanding contributions related to our profession. Award nominees can be recommended by any member of the organization, the Executive Director, or BOG to the Award Committee. It is the duty of the Board of Governors to approve the recipients of said awards recommended by the Awards Committee.

The **Fones Medal** is presented to an individual for outstanding contributions, achievement and dedication to the science and/or practice of dentistry or it may be presented to an individual for outstanding achievement in the interest of humanity. The Board should actively solicit nominations for this award early in the fiscal year. The names of candidates for this award must be submitted to the Board no later than April 1st of each year.

The **Horace Hayden Award** is presented to an individual or organization in the field of communication for contributions to the interest of dentistry and dental health. It is at the discretion of the Board to offer this award only when there is a worthy candidate. The names of candidates for this award are to be submitted by April 1st of each year.

The **Sal Squatrito Legislative Achievement Award** is presented to an individual or organization that has significantly impacted legislation in the best interests of the public or the CSDA.

The **CSDA Presidential Award** is presented to a CSDA member, or any dentist, group, or other contributor that has enhanced the image and professionalism of dentistry. Nominations for the Presidential Award will be at the discretion of the CSDA President, with the approval of the Board of Governors. A maximum of one award may be given annually, but it is not necessary to make an award on an annual basis.

The **Oral Health Champion Award** may be given to any outside organization that has shown or produced a major initiative for improving the oral health of citizens of Connecticut. It is not necessary to make an award on an annual basis. Multiple awards are acceptable when appropriate.

The **CSDA Distinguished Service Award** is presented to a Life member who has shown exemplary service the CSDA over his/her dental career.

The **CSDA Task Force/Special Project Award** is presented to the CSDA member who has shown exemplary service over the past year on special or ad hoc projects or Task Forces. It is not necessary to make an award on an annual basis. Multiple awards are acceptable when appropriate.

The **CSDA Staff Recognition Award** is presented to the CSDA staff member who has shown exemplary service over the past year. It is not necessary to make an award on an annual basis.

Other Awards:

The **Etherington Award** is an award presented by the Massachusetts Dental Society during the Yankee Dental Congress. The purpose of this award is “to recognize dentists of New England who have dedicated much of their professional lives to the high ideals and objectives of organized dentistry.” The CSDA nominates a member for this award when a worthy candidate is identified.

4.2. Board Expenses

Members of the Board of Governors shall receive reimbursement in accordance with

the current CSDA Travel Policy for expenses incurred on approved CSDA business, not to exceed the amount included in the CSDA annual operating budget.

If a Board member anticipates incurring an unbudgeted expense for which they expect reimbursement from the CSDA, a request should be made in writing to the Executive Director for consideration by the Board. There will be no reimbursement for monies without prior approval of the Board. The Board will not entertain any request for reimbursement of expenses after the fact.

4.3. Travel for Special Business

Board members may be requested to represent the CSDA in capacities beyond routine Board business and, as such, are entitled to reimbursement of expenses as defined in the CSDA Travel Policy as it may be revised from time to time.

Any individual authorized by the CSDA to attend a conference must submit a formal expense report to the Executive Director prior to reimbursement of expenses. All expenses are governed by the guidelines described in the CSDA Travel Policy as may be revised from time to time. Any expenses in excess of stated limitations, are to be borne by the individual and not the CSDA.

Individuals who require travel allowance in advance may so request these monies from the Executive Director.

4.4. New England Dental Leadership Conference (NEDLC)

The New England Dental Leadership Conference or NEDLC (pronounced “Needlick”) is a yearly meeting of the leaders of the First District of the American Dental Association. This First District is made of the six New England states: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont. Each state, in turn, acts as the “host” of the conference and determines its venue and agenda. NEDLC is an opportunity for individuals from all over New England to participate in leadership development, network regarding common issues facing the delivery of oral health services to the patient populations of New England and learn about problems unique to selected areas.

The CSDA, through its annual budgetary process, determines how many Connecticut representatives will receive funding to attend the conference each year. The Board of

Governors has the discretion to fund as many (up to the budgetary limit) or as few representatives as it deems appropriate based upon many factors including the proposed agenda and the expertise of certain proposed attendees.

4.5. Annual Meeting Invitations

The following individuals are to receive invitations to the CSDA Annual Meeting, upon the approval of the CSDA President.

- A representative of the American Dental Association (ADA President, ADA President Elect, OR ADA Executive Director);
- ADA First District Trustee;
- Presidents of the First District Trustee States (MA, ME, NH, RI, VT) or their designee
- Executive Directors of the First District Trustee States (MA, ME, NH, RI, VT)
- President and Executive Director of New York State Dental Association and New Jersey Dental Association
- Executive Director of Greater New York Dental Meeting
- Others as designated by the CSDA President

Individuals receive complimentary meeting registration (VIP plus guest); two-night hotel; two complimentary tickets to social events (opening party and themed dinner party). No complimentary CE is provided.

4.6. Volunteer Recognition

In appreciation for their service to the Association, members of the Board of Governors shall receive monetary and/or in-kind benefits as outlined in the CSDA's Volunteer Recognition Policy, as may be revised from time to time.

Appendix: CSDA Policies



Connecticut State Dental Association

CSDA VOLUNTEER/STAFF TRAVEL AND EXPENSE POLICY

PURPOSE:

- Helping CSDA travelers to accomplish their mission by putting in place structures to save time and effort
- Provide those who travel to represent the CSDA and our members with an acceptable level of safety, security and comfort
- Enhance the travel process and productivity through submission of an easy to use expense reimbursement form
- Control travel and travel-related costs and expenditures for the Association

Date Approved: September 13, 2023

Next review no later than: June 2028

EXPENSE GUIDELINES

This policy covers items normally encountered as a business or travel expense. Basic expense guidelines of the Association are:

- Volunteers and staff are reimbursed for expenses that have a valid business purpose and are allowable per the details of the policies below.
- The general guidelines for reimbursement here-in defined, when applied to the CSDA delegation to the ADA House of Delegates, shall be fully funded, as intended by the CSDA House of Delegates resolution #14-2022.
 - Each winter, the presiding CSDA delegation leader to the ADA House of Delegates shall form and chair an ad-hoc committee of the CSDA Board of Governors to formulate an estimate/budget of the expected travel expenses for the upcoming ADA House of Delegates/Annual Meeting. This estimate shall be submitted to the Budget/Finance Committee and the Board of Governors for consideration in the upcoming budget preparations.
 - As needed, the Board of Governors, in consultation with the ADA delegation leadership, may revise the budget in the time leading up to the ADA House of Delegates, as actual expenses are incurred, and may make necessary changes as required.

- It should be encouraged that the CSDA fund completely, the reasonable and legitimate expenses incurred by all duly elected delegates and alternates to the ADA House of Delegates. Only under extreme financial circumstances should these expenses not be reimbursed.
- Expected expenses, per delegate, shall include, but are not limited to the following: airfare, personal vehicle use, airport parking, per-diem, ADA designated HoD hotel, ADA/SmileCon Registration, and travel/hotel expenses related to the District I Caucus meeting in advance of the ADA HoD.
- Time served as part of the ADA delegation shall include the following:
 - District Caucus Meeting: Day before and day of the meeting, including 1 night hotel accommodations.
 - ADA House of Delegates Meeting: Day before the first official day of delegate business through the day following the last official day of delegate business.
 - For delegates serving as 1st District Caucus officers, additional duration of expense coverage may be allocated as necessary.
- The Association expects volunteer and staff travelers to use good judgment. The Association recognizes there will be times when a traveler must exceed “normal” or “budgeted” expenses. Such occasions should be the exception and not the rule and should be adequately explained on the expense report.
- Volunteer and staff travelers while traveling on Association-funded business will receive \$125 per-diem. This rate is intended to defray the out-of-pocket expenses for meals, gratuities, and other incidental expenses. Volunteers should pay for their own expenses (excluding airfare) and subsequently request reimbursement per this policy. The per-diem stipend is considered taxable income, and will be included on any Form 1099 to be issued under IRS guidelines.
- Required receipts for volunteer and staff travelers include, but are not limited to: airline tickets, baggage fees, itemized hotel folios, and auto rental contracts. Any reimbursable expense of \$25 or more will require an original receipt. Receipts for lesser amounts should also be provided, if available. Receipts for the \$125 per diem are not required.
- This policy is meant to address various expenses that may be encountered but is likely not all-inclusive. For items not specifically outlined in the policy, that the ADA Volunteer Travel and Expense Policy will be used for guidance; if appropriate policy is not available within the ADA document, the CSDA officers will be asked to provide guidance.

AIR TRAVEL

- All Association-funded travel requires pre-approval.

- All Association-funded travel (air, car, hotel, and rail) is to be booked by the traveler or their designee. All domestic travel (for policy purposes defined as the 50 United States, Puerto Rico and Canada) will be booked in economy/coach class.
- All domestic travel as defined above will be booked at the lowest available airfare at the time of ticketing. In most cases these airfares will be non-refundable.
- Travelers can upgrade themselves at their own expense for domestic or international travel be it monetary or with frequent flyer miles. Should an airline require that a higher airfare be charged in order to upgrade with frequent flyer miles, the traveler is responsible for the fare difference.
- Reservations should be scheduled a minimum of 21-days prior to a business trip unless the meeting/purpose of travel was scheduled with less than 21-days' notice.
- If a traveler adds personal travel plans to a CSDA paid-for travel itinerary, the traveler is responsible for covering any additional airfare amount.
- The CSDA will not reimburse airline-accessed fees for upgrading to premium seating. For example, first class, Economy Plus seating on United Airlines, etc. Typically these fees are accessed by airlines at the airport on the day of departure.
- Frequent flyer miles earned during the course of CSDA-funded business are the property of the traveler. A traveler's frequent flyer preference, however, should not take precedence over the traveler's flexibility in accepting significantly lower airfares on alternate airlines.
- Travelers cannot use personal frequent flyer award tickets for CSDA-funded travel and then submit for airfare reimbursement on their expense reimbursement forms.
- Denied boarding compensation vouchers and other airline issued transportation credits are the property of the traveler and do not need to be reported to the Association. Travelers are permitted to volunteer for compensation if their trip mission will not be compromised in any way.
- Alternatives to air travel such as Amtrak, or using personal or rental cars for trips of 3 hours one-way or less are acceptable provided the cost of the train or automobile does not exceed the cost of an airline ticket booked at the lowest available airfare.
- The purchase of travel insurance to provide life and accident coverage while traveling is not reimbursable since each traveler is covered by Association-provided insurance.
- Submission of a copy of the ticket is needed as a requisite for reimbursement. Electronic ticket confirmations from the internet are acceptable as long as the ticket price is stated within the confirmation.

BAGGAGE FEES

- When traveling on CSDA approved and funded business, the CSDA will reimburse the fee charged for a carry-on bag and to check a single piece of baggage.
- When traveling on CSDA approved and funded business for 5 (five) days or more, the CSDA will reimburse the fee assessed for a second piece of checked baggage.
- These fees will not be deducted from a traveler's per diem allowance
- A receipt is required for reimbursement of all checked and carry-on baggage fees

AUTOMOBILE RENTAL

- Travelers should use rental cars when they represent the most practical and economical means of out of town transportation. Rental cars should not be used, and will not be reimbursed, if used solely as transportation between the airport and the hotel or meeting location, when a shuttle, taxi or personal vehicle is available and less expensive.
- Rental cars should be mid-size vehicles or smaller. If more than 2 CSDA travelers are traveling together, a full-size car is authorized.
- If a vehicle larger than authorized is rented, the traveler is responsible for the difference in cost.
- Rental cars are to be used solely for CSDA authorized business and not intended to cover any overlapping personal travel. The traveler is responsible for any car rental during personal travel time.
- Travelers should avoid dropping off rental cars at locations other than the issuing location.
- Car rentals should include a purchase of the rental company's physical damage insurance, or the renter should use their credit card which includes a rental car insurance rider, preferred.
- Travelers are personally responsible for all parking and traffic fines incurred when on CSDA business.
- Reimbursable items include
 - Actual rental cost
 - Parking
 - Tolls
 - GPS
 - Fuel

PERSONAL AUTOMOBILE USE

- When a private automobile, owned or leased to the traveler, represents the most practical means of travel, they should be used.
- Prior to use of a personal vehicle for CSDA business, the volunteer/employee should submit a copy of their insurance card for the vehicle to the Executive Director for the CSDA records.
- Travelers will be reimbursed according to and based on current I.R.S. guidelines. Effective as of January 1, 2022, the rate is 62.5 cents per mile.
- Tolls and parking will be reimbursed with a written receipt
- Travelers are personally responsible for all traffic and parking fines incurred.
- Gasoline/fuel/wear and tear, and automobile repairs are not separately reimbursed, and are covered by the standard per mile reimbursement rate
- Mileage for travel to and from meetings of CSDA Councils, Committees, Task Force, and all other governance working entities will not be reimbursed

TAXIS, AIRPORT LIMOSINES AND OTHER GROUND TRANSPORTATION

- Travelers will be reimbursed for taxis, airport shuttles, buses, etc., used for local transportation necessary for CSDA business activities. Original receipts are required for all amounts of \$25 or more.
- It is expected that each traveler use the best means of travel to and from airports and hotels, taking into consideration the cost, time and availability.

- Reasonable taxi service to and from restaurants is reimbursable when a business related purpose is noted on the expense form.
- Limousine/Private Car Service is only authorized when the cost is equal to or less than that of standard taxi transportation. If a traveler elects to use a limousine service, they will be responsible for the difference in cost between the two services.
- The CSDA considers Uber/Lyft and other similar services equal to use of standard taxi services, when used within geographically reasonable centers
- The Association supports the use of rail service. The cost of using rail service must not exceed the cost of the lowest available economy/coach airfare unless there are extenuating circumstances. In the event that the cost of a rail ticket exceeds the cost of an airline ticket, the traveler will only be reimbursed an amount equal to the airfare.

HOTEL ACCOMODATIONS

- Travelers are encouraged to adjust travel schedules to minimize hotel costs.
 - Arrange day trips when feasible and practical.
- Frequent guest points earned during the course of CSDA business are the property of the traveler. A traveler's frequent hotel guest preference, however, should not take precedence over the traveler's flexibility in accepting significantly lower hotel rates at alternate hotels.
- Charges for personal items such as in-room movies are not reimbursable by the Association.
- If CSDA funded travel is combined with personal travel, the traveler is responsible for the personal hotel nights.
- Tips to hotel staff will come from the traveler's daily per day stipend.
- A receipt showing the per-night charges is required for reimbursement of hotel expenses
- Hotel internet charges are reimbursable
- All travelers to the ADA Annual Meeting for CSDA business will be housed at the designated ADA hotel.
- A single, standard room rate (plus all taxes/fees) is the standard hotel rate approved for CSDA travel. Any expenses incurred by the traveler due to extra guests, superior room choice or alternate hotel choice is the responsibility of the traveler.
- Hotel cancellation fees incurred due to the decisions/choices of the traveler are the responsibility of the traveler; those incurred due to reasons beyond the traveler's control or due to changes in plans incited by the CSDA will be reimbursed.

PER-DIEM STIPEND

- Volunteer travelers will receive a per-diem stipend of \$125 for every day of official CSDA business, plus one travel day per trip.
- Any additional per-diem stipend for documented exceptions resulting from extraordinary circumstances will be reviewed on a case by case basis.
- This stipend is intended to defray the out-of-pocket expenses for meals, gratuities, and other incidental expenses.
- Documentation for volunteer traveler meals is not required as their \$125 stipend covers such expenses.
- Per IRS rules, the per-diem stipend is considered taxable income.

- If the CSDA determines that a working dinner is necessary, the CSDA will pay for the costs of such meal and will not be deducted from the per-diem stipend.

ALCOHOL AND MARIJUANA (not medically prescribed) POLICY

- All consideration should be given to representing the CSDA in a professional and appropriate manner
- Individuals who consume alcohol or use marijuana/THC products while on CSDA business shall not operate motor vehicles or engage in other similar activities while their ability to do is impaired.
- Any legal infractions incurred due to alcohol and/or marijuana/THC use, while on CSDA business, are the personal responsibility of the accused and not of the CSDA or any of its legal entities. All associated costs, including legal representation expenses and fines, are the sole responsibility of the accused.

NON-REIMBURSABLE EXPENSES

- Personal entertainment such as in-room movies, sports and theater tickets, etc.
- Personal services such as barber, hairstylist, shoeshine, health club and spa
 - These may be paid out of the per-day stipend
- Personal expenses for family, child, pet, home and property care while traveling on CSDA business
- Personal items including clothing, luggage and reading material
- Lost items (extenuating circumstances must be approved by the Executive Director)
- Airline, rental car and hotel club memberships
- Airline assessed upgrade fees for premium seating
- Airline assessed excess baggage fees, except as allowed above
- Personal gifts or souvenirs
- Airline club memberships or access
- Normal transportation (commuting) from home to work, or to and from Continuing Education events, meetings of the CSDA Board of Governors, Councils, Committees, Task Forces, or other CSDA Governance/working entities.

EXPENSE REPORTING

- Expense reimbursement forms must be sent to the CSDA Executive Director with proper receipts within 30 days of completing travel, or by year end, whichever date is earlier.
- Expense reimbursement forms sent after 30 days of travel must be approved by the treasurer before reimbursement can be made.
- Expense reimbursement forms must be in US dollars
- All expenses of \$25 or more require an original receipt. Original receipts for lesser amounts should be provided when available.
- Receipts for expenses considered part of the \$125 per day stipend are not required
- All expense reports should be submitted, and will only be accepted, on the CSDA standardized form.

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Connecticut State Dental Association

CSDA Volunteer Recognition Policy

Purpose: The purpose of the Volunteer Recognition Policy is to articulate the monetary and in-kind benefits provided to CSDA volunteers in appreciation for their service to the Association.

Date Approved: September 13, 2023 **Next review no later than:** June 2028

Board of Governors:

The President and President Elect of the CSDA shall receive the following:

- Complimentary registration for the CE Package Program; must still RSVP for each in-person event.
- Reimbursement in accordance with the CSDA Travel Policy for expenses incurred on CSDA business not to exceed the amount included in the CSDA annual operating budget;
- Complimentary suite for three nights during the CSDA Annual Scientific Conference; (Tuesday, Wednesday & Thursday, based on July 2023 scheduling)
- Complimentary registration to the CSDA Annual Scientific Conference and tickets to all social events for the President/President Elect and one guest each (CE courses for credit during the Annual Meeting are not complimentary).

The other Officers of the CSDA (Vice President, Treasurer, Immediate Past President) shall receive the following:

- Complimentary registration for the CE Package Program; must still RSVP for each in-person event.

- Reimbursement in accordance with the CSDA Travel Policy for expenses incurred on CSDA business not to exceed the amount included in the CSDA annual operating budget;
- Complimentary standard hotel room for two nights during the CSDA Annual Scientific Conference, pending confirmed registration. (Tuesday & Wednesday based on July 2023 scheduling)
- Complimentary 3rd night (Thursday) hotel room during the CSDA Annual Scientific Conference for confirmed volunteer activities during the Friday session of the Conference.

District Representative and Guest Board Members of the CSDA Board of Governors shall receive the following:

- Complimentary registration for the CE Package Program; must still RSVP for each in-person event.
- Complimentary standard hotel room for two nights during the CSDA Annual Scientific Conference, pending confirmed registration (Tuesday & Wednesday as of July 2023 scheduling).
- Complimentary 3rd night (Thursday) hotel room during the CSDA Annual Scientific Conference for confirmed volunteer activities during the Friday session of the Conference.

Ex-Officio Members of the CSDA Board of Governors (Editor, Speaker of the House of Delegates) shall receive the following:

- Complimentary standard hotel room for two nights during the CSDA Annual Scientific Conference, pending confirmed registration.
- Reimbursement in accordance with the CSDA Travel Policy for expenses incurred on CSDA business not to exceed the amount included in the CSDA annual operating budget.

Professional Development Council:

The Chair and Co-Chair of the Professional Development Council will receive the following:

- Complimentary standard room during the Annual Scientific Conference;
- Complimentary registration for the Annual Scientific Conference;

- Per Diem expenses in accordance with the CSDA Travel Policy for each day of the Annual Scientific Conference;
- Complimentary continuing education courses during the Annual Scientific Conference;
- Complimentary tickets for the Chair/Co-Chair and one guest each to social events during the Annual Scientific Conference.
- Complimentary registration for the Continuing Education Package Program; must still RSVP for each in-person event.

Members and Consultants of the Professional Development Council will receive the following:

- Eligible for reimbursement of a pro-rated cost for in-person sessions of the Continuing Education Package when satisfying the requirements set forth by the Chair & Co-Chair of the Professional Development Council to be recognized as a volunteer at said session. Minimum volunteer standards for each event will be established by the Chairs of the Professional Development Council. All established volunteer requirements must be satisfied to meet the terms for reimbursement.
 - The Package must be paid for by the Council member and will be reimbursed following satisfactory report from the Chairs.
- Complimentary tickets to the On-line/Remote sessions of the Continuing Education Package.
- Reimbursement of standard hotel room for one night, for each 8 hours worked during the Annual Scientific Conference; room must be paid for by the council member and will then be reimbursed only after confirmed satisfaction of volunteer activities for the entire 8 hours.
- Per diem expenses in accordance with the CSDA Travel Policy for each day (minimum of 8 hours) worked during the Annual Scientific Conference; per diem may be used to purchase tickets for social events;
- Expenses will not be prorated for any time worked that is less than 8 hours.

Other Volunteers at the Annual Scientific Conference will receive the following:

- Complimentary CE Course admission for moderators and room coordinators for sessions they moderate during the Annual Scientific Conference;
- Per diem expenses in accordance with the CSDA Travel Policy for each day (minimum of 8 hours) worked during the Annual Scientific Conference; per diem may be used to purchase tickets for social events.
- Expenses will not be prorated for any time worked that is less than 8 hours.

Council on Governmental Affairs:

Members of the Council on Governmental Affairs will receive the following:

- One complimentary hotel room night at the Annual Scientific Conference (pending confirmed registration) after a minimum of 8 hours testifying or lobbying at the Capitol, or via video testimony, pending approval from the Chair of the Council on Governmental Affairs; No more than two nights will be provided in a fiscal year.

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Connecticut State Dental Association

CSDA Reserves Policy

Purpose:

The Connecticut State Dental Association will maintain adequate financial reserves for the following purposes:

1. to protect the organization against unforeseen economic emergencies with respect to association operations;
2. to provide adequate resources to maintain real property assets and replace and maintain essential equipment;
3. to provide financial support for special issues or projects that are beyond the means of the annual operating budget;
4. to provide income for the annual operating budget in order to stabilize membership dues.

Definitions:

Reserves shall be defined as “unrestricted cash and/or marketable securities and investments” as determined upon completion of the annual audit.

The *minimum amount* for reserves shall be 100% of the annual operating budget for any budget year.

Reserve Fund Contribution:

In the event that the Reserve Fund falls below the targeted level of 100%, the annual budget will include a contribution to reserves equal to 1% of the budgeted annual dues revenue.

Any excess revenue, as determined upon the completion of the annual audit, shall be contributed to the reserve fund. In the event that the Reserves Fund exceeds the targeted level of 100%, excess revenue that is contributed to the Reserves Fund shall be earmarked as a Special Program Fund. “Excess revenue” is defined as the change in operating net assets, excluding interest and dividend earnings on the reserves account itself, as well as other expenses not considered part of normal operations.

Utilization of Reserves:

Anticipated expenditures from the Reserves for the next fiscal year Fund shall be presented for consideration during the annual budgeting process. Expenditures from the Reserves Fund, including utilization of Special Program Funds, are subject to the approval of the Board of Governors.

The following allocations may be made to the annual operating budget to supplement income in order to present a balanced budget, thereby stabilizing membership dues.

1. An amount equal to dividend and interest on the long-term investments of the previous calendar year;
2. An amount equal to 4% of the value of the long-term reserves fund as of May 31 of the prior year.

When authorizing expenditures from the reserve fund, the Board will also approve a plan with a specific timeframe to replenish the amount expended from the fund when the reserves are less than 100% of the annual operating budget for any year.

Policy Review:

The Finance Committee shall review the Reserve Policy on an annual basis. The Board of Governors may accept, modify or reject the recommendations of the Finance Committee for changes to the Reserve Policy, if any.



Connecticut State Dental Association

CSDA Long Term Reserves Investment Policy Statement

PURPOSE:

The CSDA Long Term Reserves Fund ("the Fund") represents accumulated capital of the Association. The funds are intended to protect the organization against unforeseen economic emergencies; to provide adequate resources to maintain real property assets and replace and maintain essential equipment; and to provide financial support for special issues or projects that are beyond the means of the annual operating budget. Portfolio principal may not be withdrawn unless directed by the CSDA Executive Director and Treasurer. The Association assumes the responsibility of monitoring original principal balances.

INVESTMENT PHILOSOPHY:

Historical performance results and future expectations suggest that common stocks will provide higher total investment returns than fixed-income securities over a long-term investment horizon. The Finance Committee's primary objective is to protect and grow the real purchasing power of the Fund through prudent investment policies. The primary purpose of the equity segment of the Fund is to provide long-term total returns in excess of the rate of inflation while limiting the risk to the Fund to a reasonable level. The primary purposes of the fixed-income segment of the Fund are liquidity, stability of market value, and satisfactory levels of income return recognizing the degree of risks involved.

OBJECTIVES:

1. The investment objective for the Fund is to generate income and capital appreciation consistent with a growth and income strategy.
2. The Fund's annual cash distribution target will be determined by the Budget and Financial Advisors Committees and will be communicated to the Investment Manager(s) on a regular basis.

INVESTMENT GUIDELINES:

1. The Fund shall be invested in a well-diversified portfolio. No single issuer's securities shall represent more than 10% of the Fund at any time.
2. Fixed income securities held by the Fund shall at all times be rated BBB- or better.
3. Fixed income securities shall carry modified durations of no greater than five years.
4. All Fund investments shall be in marketable securities whose prices can be validated daily by recognized pricing sources.

5. The Investment Manager(s) shall have full discretion over the Fund's asset management within the dictates of this Investment Policy Statement.

ALLOWABLE INVESTMENTS:

The Fund may invest in only the following asset classes:

1. Obligations of the US Government or Agencies of the US Government.
2. Dollar denominated obligations of domestic and foreign industrial, commercial, financial, transportation and utility companies.
3. All classes of domestic common and preferred stock.

NORMAL ASSET ALLOCATION:

To meet objectives, the following asset allocation ranges have been adopted:

- Equity securities of all types should range from 60% to 80% of the market value of the Fund.
- Fixed-income securities should correspondingly range from 20% to 40% of the market value of the Fund.
- The remainder of the portfolio not invested in equities, or fixed income investments shall be considered cash reserves.
- Short-term spending needs should not influence asset allocation decisions.

	Target
Cash and Equivalents	0%
Equities	60 - 80%
Fixed Income	20 - 40%

LIQUIDITY:

The Fund should maintain sufficient liquidity to provide regular cash distributions to the CSDA in line with annual budget requirements. Given the current financial realities of the CSDA, the Fund should maintain adequate liquidity to assist with the CSDA's working capital needs during the year, keeping in mind that providing such liquidity might reduce long-term investment performance and, therefore, should be minimized.

REVIEW:

This Investment Policy Statement will be reviewed on an annual basis with the CSDA Finance Committee. Revisions to the Investment Policy Statement recommended by the Finance Committee must be approved by the CSDA Board of Governors.

Approved by CSDA Board of Governors June 21, 2023

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Connecticut State Dental Association

Criteria for Appointing Consultants

Purpose:

The Board of Governors adopted this policy to establish rules and regulations for appointing consultants to our standing Councils in compliance with the language in the CSDA Membership Manual. This policy will also apply to the appointment of consultants to the Committees of the Board.

Criteria:

The Chair of a Council or Committee may appoint a consultant if the individual satisfies the following criteria:

- The individual adds unique expertise/information on issues of relevance to the discussion of the Council/Committee that is not otherwise represented within the appointed membership of the Council or Committee;
- Consultants do not need to be CSDA members or dentists;
- Consultants can be appointed to both councils and committees, either temporarily (for a particular meeting/discussion), or for the term of one year;
- Consultants are eligible for reappointment;
- Consultants are non-voting members of the Council or Committee; and,
- Consultants are request by the Chair and approved by the Board

Exceptions:

This policy does not apply to situations where our governing documents or a House of Delegates Resolution mandates that an individual serve as a consultant because of another position they hold within our association. For example, the duties of the President-Elect and Vice President in this manual state that these officers serve as consultants on the Finance Committee.

Approved by the Board of Governors on March 11, 2020.



Connecticut State Dental Association

Policy on Posting Meeting Minutes

The Board of Governors has adopted this policy in order to balance the need for transparency with the obligation to maintain the confidentiality of sensitive information that specific Councils or Committee may have access to during their meetings.

POSTING REQUIREMENTS:

The minutes of Councils, Committees, and the Board of Governors shall be posted on the CSDA website within thirty days from when they are approved by their group. The following are the confidentiality exemptions to this requirement:

- The meeting minutes of the Council on Ethics Review, Council on Peer Review and Ad Hoc Judicial Affairs Committee will not be posted online when they contain any discussion of a case due to the confidentiality rules within their respective manuals;
- The meeting minutes of the Personnel Committee will not be posted online due to the confidential nature of employment matters;
- The meeting minutes of the Council on Governmental Affairs will not be posted online in order to prevent the disclosure of strategy discussions that could be used by non-members to undermine our advocacy efforts on behalf of the dental profession; and,
- The meeting minutes of the CSDA Council on Insurance shall not be posted on our website when they contain any discussion of proprietary information or trade secrets that were shared by the firms endorsed by our association.

SUBMISSION PROCESS:

The staff liaison will provide the Communications Department with an electronic copy of the minutes once they are approved by their Council or Committee. The Executive Director shall provide the Communications Department with a copy of the minutes from the Board of Governors once they are approved by the Board. The responsible parties will ensure that these approved minutes are provided to the Communications Department in a timely manner so they can be posted within 30 days from when the minutes were approved by the relevant group.

Approved by CSDA Board of Governors on June 21, 2023