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AGD Board Policy Manual

Updated September 29, 2017

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1 **Policy Type: I. Guiding Documents**
2

3 **A. Vision Statement** 4

6 Policy 2015:102A-H-6

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

11 **B. Mission Statement** 12

14 Policy 2015:102A-H-6

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

19 **C. Brand Statement** 20

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

27 **D. Core Purpose** 28

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

33 **E. Core Values** 34

36 Excellence in oral health care

37 Diversity

38 Universal acceptance of the general dentist as the gatekeeper of oral health care

39 Continuous life-long learning

40 Advocacy/representation

41 Teamwork; camaraderie; mentorship

42 Ethical, honest and credible behavior
43
44

45 **F. Tag Line** 46

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

3 **G. Strategic Plan**

4
5 Policy 2015:102B-H-6

6 **2016-2018 Strategic Plan**

7
8
9 **Goal 1 - Education: Become the most valued resource of quality dental continuing**
10 **education for general dentists at all stages of their career.**

11
12 **Strategy 1: Create a Scientific Session that will annually attract at least 25% of AGD**
13 **members by the end of 2018.**

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

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

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

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

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

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

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

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

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

41
42 **Goal 3 - Membership: Achieve a 25% increase in full-dues-equivalent members and**
43 **student members by the end of 2018.**

44
45 **Strategy 1: Utilize market and member research to determine which current and new**

1 **member benefits will best serve AGD in attracting and retaining members.**

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

6
7 **Strategy 3: Achieve at least a 10% increase in members' assessments of AGD value by**
8 **the end of 2018.**

9
10 **Strategy 4: Actively recruit dental student members and retain them when they**
11 **become practicing dentists.**

12
13 **Strategy 5: Attract non-member general dentists by promoting the value of a lifelong**
14 **learning mindset.**

15
16 **Goal 4 – Communications: Promote the AGD as an organization dedicated to**
17 **advancing general dentistry through quality continuing education and advocacy.**

18
19 **Strategy 1: Position the AGD as the leading source of information on oral health**
20 **issues for general dentistry.**

21
22 **Strategy 2: Create and promote a consistent AGD brand that is applied to all**
23 **marketing vehicles and collateral materials.**

24
25 **Strategy 3: Increase public awareness of the value AGD general dentists bring as**
26 **gatekeepers to oral health.**

27
28 **Strategy 4: Focus communication efforts on engaging members to advocate on behalf**
29 **of general dentistry.**

30
31 **Strategy 5: Enhance AGD publications and digital-based communication vehicles to**
32 **effectively communicate to all AGD stakeholders.**

33
34 **Goal 5 – Organizational Excellence: Ensure that the AGD is financially viable,**
35 **functions efficiently in a cost-effective manner, and has a mutually supportive**
36 **relationship with its constituents.**

37
38 **Strategy 1: Ensure the fiscal soundness of AGD.**

39
40 **Strategy 2: Improve the effectiveness and efficiency of AGD headquarters operations.**

41
42 **Strategy 3: Streamline the AGD governance structure and operations.**

43
44 **Strategy 4: Promote an organizational culture that best supports attainment of**
45 **strategic goals and a healthy operating environment**

46

1 **Strategy 5: Ensure the success of constituents in meeting the needs of grassroots**
2 **members.**

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

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**
4

6 Approved at the 2016-2017 Board Meeting III
7

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

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

3 **C. Board Operations** 4

5 Approved at the 2016-2017 Board Meeting III
6

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

44 **Monitoring:** Board Assessment and Board Member Self-Assessment completed following Board
45 Meeting IV
46

3 **D. Board Job Description**

5
6 The job of the Board is to make certain contributions that lead the organization toward the desired
7 performance and assure that it occurs. The Board's specific contributions are *unique* to its 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 X. To approve all appointment recommendations.
- 7

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

- 9
- 10 1. The link between the organization and its “ownership”; the Board is accountable as trustees to the entire
11 membership. This includes a role as guardian of the vision and values of the organization, both currently
12 and in the future.
- 13
- 14 2. Written governing policies which, at the broadest levels, address:
 - 15
 - 16 A. *Strategic Plan*: Vision, Mission, Brand Statement, Core Purpose, and Core Values (see section I of
17 this manual).
 - 18
 - 19 B. *Governance Process*: Specification of how the Board conceives, carries out, and monitors its own
20 task (see section II of this manual).
 - 21
 - 22 C. *Board-Executive Director Relationship*: How power is delegated and its proper use monitored (see
23 section III of this manual).
 - 24
 - 25 D. *Executive Limitations*: Constraints on executive authority that establish the prudence and ethics
26 boundaries within which all executive activity and decisions must take place (see section III of this
27 manual).
 - 28
 - 29 E. *Board Policy Statements*: A written expression of the Board’s wisdom on a topic following
30 dialogue and deliberation. These policies articulate the values that must not be violated and shape
31 staff work.
 - 32
- 33 3. The assurance of Executive Director performance (against policies in 2A and 2D above).
- 34
- 35 4. Oversee the management of investments.
- 36
- 37

38 **Monitoring:** Board Job Description—Review in March
39 Investments—Includes external report by investment advisor in January
40 Linkage—Ongoing via a variety of information including surveys, reports, attendance at
41 meetings, and correspondence
42
43

2

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
- 26
- 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 Masters 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
- 72
- 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

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G. Executive Committee Operations

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

Monitoring: Executive Committee Job Description—Review in March

3 **H. Division Coordinator Duties**

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

7 Advocacy-Representation Division

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

12 Continuing Education Division

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

21 Membership Services Division

- 22 • Group Benefits Council
- 23 • Membership Council

24 Public and Professional Relations Division

- 25 • Communications Council

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

33
34 This DC is in a position to know when a joint meeting of any assigned councils would be beneficial and
35 will coordinate these events if there is a working agenda with expected outcomes.

36
37 At the invitation of the President, in consultation with the EC, the DCs attend meetings of the Board,
38 where necessary, and act as a direct liaison between the divisions, their respective councils, and the other
39 leadership bodies.

40
41 Specifically, the DCs would have the following responsibilities:

- 42 • 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

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

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

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

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

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. 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 **L. 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

2

3 **M. 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
- 44 2. Disruptive behavior;
- 45
- 46 3. Failure to attend scheduled meetings;
- 47
- 48 4. Failure to accomplish assigned work.
- 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 Joint Council Meetings I (JCM) or have
19 them into the draft versions for discussion and further development by the JCM 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 JCMs. Projects
23 and actions should be finalized as an ongoing process versus trying to deal with all at the JCMs.
- 24
- 25 4. The goal is to make the JCM focus on large goal discussions and items relative to the strategic
26 plan and future actions in addition to those issues that have to be at a face-to-face meeting. New
27 ideas should come from those discussions, recommendations for new direction projects and
28 activities, and clear actionable goals set. Those new ideas should begin refinement at the JCM
29 and work should continue by email, conference calls, or web based calls so that the final action
30 items can be transmitted to the Board or drafts can be developed and preliminarily discussed prior
31 to the next JCM.
- 32

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

34
35 A. Communications Council

36
37 The Communications Council shall consist of 10 members, including the chairperson. Initially, this
38 council shall consist of 10 (10) members, 3 members serving three (3) years; 3 members serving two (2)
39 years; and 4 members serving one (1) year.

40
41 It shall be the duty of the council:

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

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

18
19 B. Constitution, Bylaws and Judicial Affairs Council

- 20
- 21 1. The Constitution, Bylaws and Judicial Affairs Council shall be composed of six (6) members
- 22 including the chairperson.
- 23
- 24 2. It shall be the duty of this council:
- 25
- 26 a. To study and make recommendations to both the Board and the HOD on any proposed
- 27 change in the Constitution and Bylaws;
- 28
- 29 b. To recommend amendments or interpretations of the Constitution and Bylaws of the AGD;
- 30
- 31 c. To maintain a file in the AGD office of copies of constituent and component AGD's
- 32 constitutions and bylaws;
- 33
- 34 d. To hear appeals on censure, suspension of membership, or expulsion from a constituent
- 35 AGD;
- 36
- 37 e. To act on the appeals from dentists who have been denied access to AGD membership by a
- 38 constituent Board;
- 39
- 40 f. To keep minutes of any disciplinary proceedings;
- 41
- 42 e. Monitoring any necessary Bylaws changes in the regional governance structure of Regions 15
- 43 and 16.
- 44
- 45 f. To annually review Article IX, Principles of Ethics, of the AGD Constitution and to report to
- 46 the Board Meeting IV annually any recommended changes...."
- 47
- 48 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
- 49 Statements.
- 50

- 1 4. Evaluate the pricing of all programs and services annually during the fall (at the Joint Council
2 Meetings I if meeting) to be included as part of the budget process and provide a complete pricing
3 analysis to the Board at the Board Meeting III at least every three years.
4
- 5 5. Annually review Article IX, Principle of Ethics of the AGD Constitution and Bylaws, and an AIR be
6 sent to the Board.
7
- 8 6. AGD staff will send out to each council, committee, or other agency member along with any
9 member collaborating on any AGD business the Code of Conduct form to be completed by said
10 individual at the beginning of each governance year. Each covered individual will submit to their
11 staff liaison an accurately completed form, including particular attention paid to any companies that
12 may have remunerated said covered individual and subsequently reported such remuneration to the
13 federal government's reporting structure under the Sunshine Act. The staff liaison will compile all of
14 their individual's forms, and share them with their chairperson and also the executive office staff,
15 who will in turn, forward them to the Audit Committee for further review.
16

17 C. Dental Education Council
18

- 19 1. The Dental Education Council shall consist of nine (9) members, including the chairperson.
20
- 21 2. It shall be the duty of the council:
22
 - 23 a. To guide, approve, initiate, research and develop programs of continuing education in
24 accordance with policies established by the HOD;
25
 - 26 b. To evaluate and recommend candidates for Fellowship, Mastership, and the Lifelong
27 Learning and Service Recognition programs, and the Thaddeus V. Weclaw award and to
28 inform each candidate of his or her acceptance in writing.
29
 - 30 c. To coordinate and recommend policy concerning the registration of members' postdoctoral
31 hours for the membership's Fellowship and Mastership and Lifelong Learning & Service
32 Recognition (LLSR) requirements;
33
 - 34 d. To initiate, review, coordinate, and recommend programs and policies that would enhance
35 and/or measure the quality of continuing education available to AGD members;
36
 - 37 e. To initiate and respond to communications with the American Dental Education Association
38 and the Commission on Dental Accreditation or any other agency as appropriate to ensure
39 that the undergraduate and postgraduate training of dental professionals is responsive to the
40 needs of practicing general dentists.
41
- 42 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
43 Statements.
44
- 45 4. Evaluate the pricing of all programs and services annually during the fall (at the Joint Council
46 Meetings I if meeting) to be included as part of the budget process and provide a complete pricing
47 analysis to the Board at the Board Meeting III at least every three years.
48
- 49 5. 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 D. Dental Practice Council
8

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

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1. The Examinations Council shall consist of six (6) members, including the chairperson, the chairs of the Fellowship Exam Committees (A, B, and C), chair of the Self Instruction Committee, and one (1) other members who have served at least one (1) term on the Exam or Self Instruction Committee and each of whom have achieved Fellowship or Mastership status within the organization.
2. It shall be the duty of the council:
 - a. To be responsible for overseeing the construction, administration, scoring, and security of the Fellowship examination;
 - b. To help develop and administer, in conjunction with the Examination Committees, any other examination, quizzes, or instruments of measurement when so directed by the HOD, or Board;
 - c. To audit the Fellowship Review Course annually to ensure the quality of the course materials is consistent with the overall premise of the Fellowship Exam;
 - d. To recommend and enforce policies pertaining to examinations for which it is responsible.
 - e. To evaluate the quality and effectiveness of *General Dentistry's* Self Instruction program once a year.
3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy Statements.
4. Evaluate the pricing of all programs and services annually during the fall (at the Joint Council Meetings I if meeting) to be included as part of the budget process and provide a complete pricing analysis to the Board at the Board Meeting III at least every three years.
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.

F. Group Benefits Council

1. The Group Benefits Council shall consist of six (6) members, including the chairperson.
2. It shall be the duty of the council:
 - a. To monitor on a continual basis those group membership benefits offered by the AGD to determine their appropriateness for inclusion in the group benefit programs;
 - b. To identify, evaluate, and recommend group benefit programs to the Board which will provide added value to AGD membership;

- c. To choose the vendors for the AGD's group benefit programs subject to the approval of the AGD's Board.
 - d. Group Benefits may be in the form of a member discount, special availability, or revenue to the AGD.
 - e. To collaborate with input from other Councils when considering AGD member benefits to be a part of the affinity program.
3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy Statements.
 4. Evaluate the pricing of all programs and services annually during the fall (at the Joint Council Meetings I if meeting) to be included as part of the budget process and provide a complete pricing analysis to the Board at the Board Meeting III at least every three years.
 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.

G. Legislative and Governmental Affairs Council

1. The Legislative and Governmental Affairs Council shall be composed of nine (9) members, including the chairperson.
2. It shall be the duty of this council:
 - a. To advocate for the general dentist as well as the public on all regulatory and legislative matters that affect the practice of general dentistry.
 - b. To study legislation that affects the dental profession and the public which it serves;
 - c. To convey its recommendations to the Board for implementation.
3. The chairperson of the Dental Practice Council may serve as a consultant to the Legislative and Governmental Affairs Council without the right to vote.
4. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy Statements.
5. Evaluate the pricing of all programs and services annually during the fall (at the Joint Council Meetings I if meeting) to be included as part of the budget process and provide a complete pricing analysis to the Board at the Board Meeting III at least every three years.

- 1 6. 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 H. Membership Council

- 11
- 12 1. The Membership Council shall consist of eight (8) members, including the chairperson.
- 13
- 14 2. It shall be the duty of this council:
- 15
- 16 a. To provide guidelines for accepting and retaining members in the AGD and to assist the
17 various constituent and component AGDs in implementing these guidelines when necessary;
18
- 19 b. To determine whether an exception should be granted to an active member for failure to
20 comply with the requirement that seventy-five (75) hours of continuing education be taken
21 within the last three-year period, as embodied in Chapter 1, Section 1.A.4.a. of the Bylaws,
22 and for associate members in accordance with Chapter 1, Section 1.D.3. of the Bylaws. This
23 council has the authority to grant exceptions to this continuing education requirement in
24 accordance with policy established by the Board;
25
- 26 c. To periodically review qualifications for membership and recommend appropriate changes to
27 the Board and HOD;
28
- 29 d. To plan, develop, and coordinate membership recruitment programs and assist in
30 implementing them on a national, constituent, and component level;
31
- 32 e. To plan, develop, and coordinate student membership recruitment and retention programs and
33 assist in implementing them on a national, constituent, and component level;
34
- 35 f. To study and make recommendations upon all matters pertaining to international activities,
36 with the exception of those delegated to the Scientific Meeting Council in these Bylaws;
37
- 38 g. To act upon an application for associate membership from those areas where there is no
39 constituent AGD;
40
- 41 h. To determine the form to be used for membership applications.
42
- 43 i. To help develop and administer, in conjunction with the International Membership
44 Committee and New Dentist Committee, any other programs, initiatives, and services when
45 so directed by the HOD, or Board;
46
- 47 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
48 Statements.
49

- 1 4. Evaluate the pricing of all pertinent programs and services annually during the fall (at the Joint
2 Council Meetings I if meeting) to be included as part of the budget process and provide a complete
3 pricing analysis to the Board at the Board Meeting III at least every three years.
4
- 5 5. AGD staff will send out to each council, committee, or other agency member along with any
6 member collaborating on any AGD business the Code of Conduct form to be completed by said
7 individual at the beginning of each governance year. Each covered individual will submit to their
8 staff liaison an accurately completed form, including particular attention paid to any companies
9 that may have remunerated said covered individual and subsequently reported such remuneration
10 to the federal government's reporting structure under the Sunshine Act. The staff liaison will
11 compile all of their individual's forms, and share them with their chairperson and also the
12 executive office staff, who will in turn, forward them to the Audit Committee for further review.
13

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

- 15
- 16 1. The Program Approval for Continuing Education (PACE) Council shall consist of fifteen (15)
17 members, including the chairperson, and up to three (3) consultants. Consultants of the council
18 shall serve no more than two (2) consecutive three (3) year terms. Consultants would not be
19 budgeted to attend council meetings, nor would they participate in any decisions/recommendations
20 made by the council.
21
- 22 2. It shall be the duty of this council:
23
 - 24 a. To administer the Program Approval for Continuing Education;
 - 25
 - 26 b. To evaluate all applications for program provider approval, and grant or deny approval for
27 each;
 - 28
 - 29 c. To provide counsel to AGD continuing dental education program providers regarding the
30 procedures and requirements necessary for obtaining program provider approval;
31
 - 32 d. To assist constituent academies in understanding and applying PACE Standards and Criteria.
33
 - 34 e. To develop and promote tools to assist constituent academies in promoting local PACE
35 approval.
36
 - 37 f. To assist constituent academies in establishing rules and procedures for approval of local and
38 state level continuing education program providers;
39
 - 40 g. To coordinate and recommend policies concerning approval of AGD continuing dental
41 education program providers.
42
- 43 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
44 Statements.
45
- 46 4. Evaluate the pricing of all programs and services annually during the fall (at the Joint Council
47 Meetings I if meeting) to be included as part of the budget process and provide a complete pricing
48 analysis to the Board at the Board Meeting III at least every three years.
49
- 50 5. AGD staff will send out to each council, committee, or other agency member along with any
51 member collaborating on any AGD business the Code of Conduct form to be completed by said

1 individual at the beginning of each governance year. Each covered individual will submit to their
2 staff liaison an accurately completed form, including particular attention paid to any companies
3 that may have remunerated said covered individual and subsequently reported such remuneration
4 to the federal government's reporting structure under the Sunshine Act. The staff liaison will
5 compile all of their individual's forms, and share them with their chairperson and also the
6 executive office staff, who will in turn, forward them to the Audit Committee for further review.
7

8 J. Scientific Meeting Council 9

- 10 1. The Scientific Meeting Council shall consist of seven (7) members, including the Chairperson, the
11 LAC Chairpersons for the next three (3) scientific sessions and three (3) at-large members.
12
- 13 2. It shall be the duty of the council to:
 - 14 a. Plan all programs and events for the scientific session for the AGD, with consultation of the
15 President of that year's meeting on all social events.
16
 - 17 b. Develop an educational curriculum that will draw local, national and international attendance
18 to the scientific session. Work in consultation with the Dental Education Council and the
19 Board.
20
 - 21 c. Establish the goals and objectives of the annual meeting scientific session and conduct an
22 annual review of the goals and objectives.
23
 - 24 d. Review the scientific session meeting budget and recommend changes for future relevant
25 budgets (i.e. honorariums, registration fees, social activities, keynote speakers, food and
26 beverage, exhibit fees, etc.)
27
 - 28 g. Approve future site selection criteria. Upon review of the staff recommendation—which
29 weigh the results received from various cities against these criteria—make recommendations
30 to the Board concerning future meeting dates and sites.
31
 - 32 h. Recommend to the Board alternate ways to supplement the budget if necessary to support the
33 scientific session expenses and increase profitability.
34
- 35 3. The President, President-Elect, and Vice President shall be consultants to the council with the
36 responsibility for attending all council meetings.
37
- 38 4. The council shall be assisted in its endeavor to plan and implement future scientific sessions with
39 the following:
 - 40 a. A Local Advisory Committee (LAC) which shall consist of four (4) members from the region
41 in which the scientific session is to be held, except as otherwise designated herein. The
42 chairperson of this committee shall be a member designated by the Vice President within
43 thirty (30) days of the time he or she is elected to office. The chairperson may be from
44 another region if he or she has experience in administering, managing or otherwise
45 supervising a state or national meeting that exceeds the scope of AGD's scientific session.
46 The LAC chairperson shall serve as one of the seven (7) voting members on the Scientific
47 Meeting Council. The remaining members of the committee are to be selected in consultation
48 with the President-Elect. The purpose of this committee will be to recommend to SMC local
49 area speakers that will draw local attendance, provide input regarding specific state or
50
51

1 provincial continuing education needs/requirements, suggest local tours and social event
2 ideas, and recruit local course manager volunteers.
3

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

20 Section 3. Committees

21 A. Advocacy Fund Committee

- 22 1. The Advocacy Fund Committee shall consist of three (3) members; one (1) member shall be the
23 incumbent Treasurer; one (1) member shall be the incumbent Chair of the Budget & Finance
24 Committee; one (1) member serving a one year term, shall be a Trustee who is not the Chair of
25 the Budget & Finance Committee, but who ideally has advocacy experience. The President shall
26 appoint one of the aforementioned members as chair.
27
- 28 2. It shall be the duty of this committee:
29
 - 30 a. To monitor the Advocacy Fund's balance;
 - 31 b. To determine the Advocacy Fund's appropriate balance on a yearly basis;
 - 32 c. To ensure all administrative details of the fund are executed, inclusive of marketing efforts;
 - 33 d. Other appropriate actions relative to the fund which are not covered by other entities
34 designated by the Advocacy Fund Implementation Plan adopted by the Board in Jan. 2010.,
35 and be it further
36
- 37 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
38 Statements.
39
- 40 4. Evaluate the pricing of all programs and services annually during the fall (at the Joint Council
41 Meetings I if meeting) to be included as part of the budget process and provide a complete pricing
42 analysis to the Board at the Board Meeting III at least every three years.
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
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
51

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

4 B. Audit Committee

5
6 The Audit Committee is appointed by the President under direction of the Board and has sole
7 responsibility for:

- 8
- 9 1. Monitoring the integrity of the financial statements and internal controls of the AGD.
- 10 2. Oversight of the AGD's external auditors.
- 11 3. Mediation of disagreements between management and the auditors regarding financial
12 reporting.
- 13 4. The determination of the independence of the external auditors.
14

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

19 The Audit Committee shall be composed of three members:

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

26 The Treasurer; Executive Director; Chief Financial Officer; and AGDF Secretary/Treasurer shall serve as
27 consultants to this Committee and be present at each meeting as directed by the chair.
28

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

38 The Audit Committee shall report to the Board at least twice annually. If deemed necessary, the Audit
39 Committee may also report directly to the House of Delegates.
40

41 Responsibilities of the Audit Committee include:

- 42
- 43 1. Review and reassess the adequacy of this Charter annually and recommend any proposed
44 changes to the Board for approval.
- 45 2. Review the annual audited financial statements with management, including major issues
46 regarding accounting and auditing principles and practices as well as the adequacy of
47 internal controls that could significantly affect the AGD's financial statements.
- 48 3. Review major changes to the AGD's auditing and accounting principles and practices as
49 suggested by the external auditor or management.
- 50 4. Direct the appointment of the external auditor, which is ultimately accountable to the
51 Audit Committee.

- 1 5. Approve the fees to be paid to the external auditor subject to Board approval.
- 2 6. Approve the annual Audit Scope.
- 3 7. Review with the external auditor, any problems or difficulties the auditor may have
- 4 encountered and any management letter provided by the auditor and the AGD's response
- 5 to that letter. Such review should include:
- 6 A. Any difficulties encountered in the course of the audit work, including any
- 7 restrictions on the scope of activities or access to required information
- 8 B. Any disagreements between management and the external auditors that need to be
- 9 mediated by the Audit Committee.
- 10 8. Pre-approve all audit and non-audit services to be performed by the AGD's external
- 11 auditors. The responsibilities of pre-approval may be designated to one member of the
- 12 Audit Committee who, after giving such pre-approval, must report to the full committee.
- 13 9. Review any and all reports issued by the external auditors, with respect to the AGD's
- 14 financial statement and critical accounting policies
- 15 10. Review with staff liaison and management the process for communicating the Code of
- 16 Conduct to AGD personnel, and monitoring compliance therewith.
- 17 11. Receive updates from management and AGD legal counsel regarding compliance matters
- 18 and/or any significant risks or exposures facing the organization.
- 19 12. Establish a process for receiving, processing, tracking, communicating, and investigating
- 20 reports of concerns regarding questionable accounting, internal control or audit matters or
- 21 fraud.
- 22 13. Assess the effectiveness of the AGD's internal control system including information
- 23 technology security and control.
- 24 14. Discuss with management the AGD's policies with respect to risk assessment and risk
- 25 management.
- 26 15. Review with each public accounting firm that performs an audit:
- 27 A. All critical accounting policies and practices used by the organization
- 28 B. All alternative treatments of financial information within generally accepted
- 29 accounting principles that have been discussed with management of the
- 30 organization, the ramifications of each alternative, and the treatment preferred by
- 31 the organization.
- 32 16. Inquire of the Executive Director and Chief Financial Officer regarding the sources of
- 33 support and revenue of the organization from a subjective as well as an objective
- 34 standpoint.
- 35 17. Review with management the policies and procedures with respect to officers, key
- 36 employees (Executive Director, and Chief Financial Officer), disqualified persons as
- 37 defined by the IRS, expense accounts, and perks, including excess benefit transactions.
- 38 18. Conduct executive sessions with the outside auditors on an annual basis and with the
- 39 Executive Director, Chief Financial Officer or legal counsel as desired by the committee.

40
41 While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty
42 of the Audit Committee to plan or conduct audits or to determine that AGD's financial statements are
43 complete and accurate and are in accordance with generally accepted accounting principles. This is the
44 responsibility of management and the independent auditor.

45
46 To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
47 Statements.

48
49 Evaluate the pricing of all programs and services annually during the fall (at the Joint Council Meetings I if
50 meeting) to be included as part of the budget process and provide a complete pricing analysis to the Board at
51 the Board Meeting III at least every three years.

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

10
11 C. Awards Committee

- 12
13 1. The Awards Committee shall consist of five (5) members, including the chairperson. The
14 committee shall be composed of an AGD Past President serving as chairperson, three (3) AGD
15 past Presidents, the Regional Director chair, and a trustee (non-voting member).
16
17 2. It shall be the duty of the committee:
18
19 a. To be responsible for all aspects of the AGD Achievement Awards*;
20 1. Review/add or delete award categories;
21 2. Develop award criteria;
22 3. Select award nominees to be considered by the Board.
23
24 b. Approve marketing plan and other items as determined;
25
26 c. Evaluate nominations and recommend the top two (2) or three (3) candidates for the award to
27 the Board for final selection.
28
29 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
30 Statements.
31
32 4. Evaluate the pricing of all programs and services annually during the fall (at the Joint Council
33 Meetings I if meeting) to be included as part of the budget process and provide a complete pricing
34 analysis to the Board at the Board Meeting III at least every three years.
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40 that may have remunerated said covered individual and subsequently reported such remuneration
41 to the federal government's reporting structure under the Sunshine Act. The staff liaison will
42 compile all of their individual's forms, and share them with their chairperson and also the
43 executive office staff, who will in turn, forward them to the Audit Committee for further review.
44

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

46
47 D. Budget and Finance Committee

- 48
49 1. This committee shall assist in preparation of the budget and determine how to best conserve and
50 utilize AGD funds.
51

- 1 2. The Budget and Finance Committee including the chair and vice chair shall be appointed by the
2 President-Elect with the approval of the Board at the meeting immediately following the
3 adjournment of the House of Delegates. This committee shall be composed of the Treasurer plus
4 four (4) other members, of which at least two (2) members must be trustees.
5
- 6 3. Appointments to this committee should be made with consideration given to the following:
7
 - 8 a. At least some members should have prior Budget and Finance Committee experience;
9
 - 10 b. An appointee should have a good understanding of the AGD, including its current programs
11 and structure;
12
 - 13 c. If a non-trustee is appointed, he or she should have prior budget and finance experience or
14 appropriate expertise, and should be provided with appropriate information/reports during the
15 course of the year, which would keep this committee member informed.
16
- 17 4. The Executive Director shall serve as a consultant to this committee.
18
- 19 5. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
20 Statements.
21
- 22 6. Evaluate the pricing of all programs and services annually during the fall (at the Joint Council
23 Meetings I if meeting) to be included as part of the budget process and provide a complete pricing
24 analysis to the Board at the Board Meeting III at least every three years.
25
- 26 7. 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 E. Building Committee 36

- 37 1. The Building Committee shall consist of five (5) voting members who will serve three-year (3)
38 terms by appointment of the incoming President, with Building Committee guidance, and Board
39 approval. Individuals do not have to be members of the Board, but must have a real estate
40 management and/or financial background to be qualified for appointment. The Treasurer and
41 chairpersons of the Budget & Finance and Investment Committees shall serve as a member of the
42 Building Committee, by virtue of their office and shall constitute 3/5 of the committee. The
43 Chief Financial Officer (or that staff position's equivalent) shall serve as a consultant to the
44 committee and the Chief Financial Officer shall be charged with reporting the actions of the
45 committee to the Board, at every face –to-face Board meeting.
46
- 47 2. The Building Committee shall be responsible for:
48
 - 49 • Ensuring that appropriate financial mechanisms are in place to meet the long-term needs of
50 maintaining an office building, along with all associated equipment and furniture;
 - Developing and maintaining both short-term and long-term building maintenance plans;

- 1 • Providing oversight and consultation to the Chief Financial Officer and building management
- 2 company on the execution of all maintenance contracts in excess of \$10,000;
- 3 • Periodically reviewing the performance of the building management company and any other
- 4 associated contractors, including but not limited to architects, engineers and surveyors;
- 5 • Preparing and presenting appropriate reports.
- 6
- 7 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
- 8 Statements.
- 9
- 10 4. Evaluate the pricing of all programs and services annually during the fall (at the Joint Council
- 11 Meetings I if meeting) to be included as part of the budget process and provide a complete pricing
- 12 analysis to the Board at the Board Meeting III at least every three years.
- 13
- 14 5. AGD staff will send out to each council, committee, or other agency member along with any
- 15 member collaborating on any AGD business the Code of Conduct form to be completed by said
- 16 individual at the beginning of each governance year. Each covered individual will submit to their
- 17 staff liaison an accurately completed form, including particular attention paid to any companies that
- 18 may have remunerated said covered individual and subsequently reported such remuneration to the
- 19 federal government's reporting structure under the Sunshine Act. The staff liaison will compile all of
- 20 their individual's forms, and share them with their chairperson and also the executive office staff,
- 21 who will in turn, forward them to the Audit Committee for further review.
- 22

23 F. Compensation Committee

- 24
- 25 1. The Compensation Committee shall consist of five (5) members of the Board, including the
- 26 chairperson. The AGD Secretary, Treasurer, Executive Director, and the Chief Financial Officer
- 27 shall serve as consultants.
- 28
- 29 a. The Compensation Committee shall be appointed by the President with the approval of the
- 30 Board at the meeting immediately following the adjournment of the House of Delegates.
- 31
- 32 b. Appointments to this committee should be made with consideration given to the following:
- 33
- 34 1. At least some members should have current or prior Budget and Finance Committee
- 35 experience;
- 36
- 37 2. An appointee should have a good understanding of the AGD, including its current programs
- 38 and structure.
- 39
- 40 2. Committee Charge:
- 41
- 42 a. Review salary comparisons and averages for the Chicago area for all key AGD employees,
- 43 (director level and above);
- 44
- 45 b. Review benefits comparisons and averages for the Chicago area for all key AGD employees,
- 46 (director level and above);
- 47
- 48 c. Review staff size comparisons for non-profit associations within our budgetary parameters;
- 49
- 50 d. Evaluate and make a recommendation for the ED discretionary bonus and salary after all
- 51 results of evaluation are collated;

- e. Evaluation and updating of ED contract;
 - f. Evaluate the stipends of the EC.
3. This committee will meet by either conference call and/or e-mail and each meeting shall be considered highly confidential.
 4. Timeline: The committee shall present salary and benefit comparisons as outlined in numbers 1, 2 and 3 above at least once yearly at the Board Meeting IV for the use of the ED in determination of employee salary and benefit packages.
 - a. Recommendations for any ED discretionary bonus and salary will be reported in the December report after collation of all evaluation tools by the AGD Secretary. Though this is under the purview of the Secretary, this process should be completed no later than November 30th, for final evaluation of the Compensation Committee. This recommendation will be offered to the Board - as determined by the Board Policy Type III C 4 - who then will use this recommendation to determine the yearly discretionary bonus of the ED.
 5. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy Statements.
 6. Evaluate the pricing of all programs and services annually during the fall (at the Joint Council Meetings I if meeting) to be included as part of the budget process and provide a complete pricing analysis to the Board at the Board Meeting III at least every three years.
 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.

G. Credentials and Elections Committee

1. The Credentials and Elections Committee shall consist of five (5) members, including a chairperson and vice chairperson, appointed by the President-Elect and confirmed by the Board, serving a one year term, with no restrictions on the number of terms served. The Chairperson of the Committee shall have previously served on the committee (council) for at least one year during the past three years.
2. It shall be the duty of this committee:
 - a. RECORDS: The committee will be responsible for collecting and recording admission for each House of Delegates (HOD) function. Eligibility for compensation is based upon a delegate's (or his or her alternate delegate) attendance at all sessions of the HOD.
 - b. SECURITY: To maintain proper security of the HOD, the council will assume the responsibility of assisting with the setup of the HOD. The council will make sure the HOD is

1 properly cordoned off, the quorum system is properly placed, floor and table signs are
2 properly positioned, and handouts are correctly placed at each place.

3
4 c. QUORUM: The council then must determine that a quorum is present. The quorum consists of
5 a simple majority of duly elected and certified delegates or their alternates representing a
6 simple majority of the regions.

7
8 d. VERIFICATION: The council will assume the responsibility for seating any alternates, and be
9 certain that each constituent is represented in proportion to its size.

10
11 e. COUNTING VOTES: The council will assume the responsibility for monitoring any standing
12 votes in the HOD to be sure that only delegates count off when the serpentine vote is used. One
13 observer per candidate may be appointed to view the vote counting.

14
15 f. REFERENCE COMMITTEE REPORTS: The council will assume the responsibility for
16 distributing Reference Committee reports.

17
18 g. ELECTION: If a race becomes contested, the council will assume the responsibility for
19 conducting the election of officers (at a time to be determined), counting votes (but not
20 reporting vote totals) and communicating the name of the winner. The Speaker of the House, in
21 conjunction with the Executive Committee shall determine where, when and how the results are
22 announced. .

23
24 h. APPROVAL: The council is responsible for approving anything that is proposed for
25 distribution with the HOD and then taking the necessary steps to see that it is distributed. This
26 includes, but is not limited to, campaign brochures, notices of courses, and notices of other
27 functions and meetings.

- 28
29 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
30 Statements.
- 31
32 4. Evaluate the pricing of all programs and services annually during the fall (at the Joint Council
33 Meetings I if meeting) to be included as part of the budget process and provide a complete pricing
34 analysis to the Board at the Board Meeting III at least every three years.
- 35 5. AGD staff will send out to each council, committee, or other agency member along with any
36 member collaborating on any AGD business the Code of Conduct form to be completed by said
37 individual at the beginning of each governance year. Each covered individual will submit to their
38 staff liaison an accurately completed form, including particular attention paid to any companies
39 that may have remunerated said covered individual and subsequently reported such remuneration
40 to the federal government's reporting structure under the Sunshine Act. The staff liaison will
41 compile all of their individual's forms, and share them with their chairperson and also the
42 executive office staff, who will in turn, forward them to the Audit Committee for further review.
- 43
44 6. HOD policy 2014:116H-H-6 shall be interpreted, including but not limited to, as follows:

45
46 Distribution of commercial literature

47
48 *2014:116H-H-6*

49
50 *"Resolved, that 98:1-H-7 be amended following approval of the separation of governance and the*
51 *scientific session."*

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

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

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

11
12 *Resolved, that the AGD’s Executive Director and Speaker of the House determine whether*
13 *literature concerning business being considered by the House is appropriate for distribution or*
14 *display on the screen.”*

15
16 *“Resolved, that 98:1-H-7 be amended following approval of the separation of governance and the*
17 *scientific session.”*

18
19 *“Resolved, that the distribution of literature concerning dental meetings be limited to that portion*
20 *of the exhibit hall designed for that purpose at the AGD’s scientific session, and be it further*

21
22 *Resolved, that commercial interests not be allowed to have literature distributed in the AGD House*
23 *of Delegates at the Annual Meeting, and be it further*

24
25 *Resolved, that the Credentials and Elections Committee be given the responsibility for determining*
26 *what other materials may be distributed to the House including the scrutiny of candidate*
27 *materials to see that they comply with the AGD Election Guidelines, and be it further*

28
29 *Resolved, that the AGD’s Executive Director and Speaker of the House determine whether*
30 *literature concerning business being considered by the House is appropriate for distribution or*
31 *display on the screen.”*

- 32
33 a. Invitations to receptions of AGD officers, who are not candidates shall not need approval of the
34 committee.
35 b. A constituent, region or delegate, wishing to advocate in writing a position on business before
36 the HOD shall not need approval of the committee.
37 c. All such aforementioned materials shall be distributed by the individuals involved, but so as not
38 to disturb the HOD or set-up thereof. Staff shall not distribute these materials.
39

40 H. Examinations Items Bank Committee (Team C)

- 41
42 1. The Examination Item Bank Committee (Team C) shall be composed of six (6) members, each
43 of whom have achieved Fellowship or Mastership status within the organization, and each of
44 whom has served a minimum of two (2) years on either Team A or Team B of the Fellowship
45 Examination Committee;

46
47 Committee members shall serve no more than two (2) consecutive three (3) year terms on the
48 committee;

- 49
50 2. It shall be the duty of the committee:
51

- a. To ensure that each item in the item bank is appropriately and consistently categorized in accordance with the examination content outline;
 - b. To ensure that the references accompanying each item in the item bank are current;
 - c. ; To review periodically the content outline for the Fellowship Examination and recommend changes in the outline to the council;
 - d. . To develop the Fellowship Examination Study Guide annually per the established development guidelines set forth by the council.
3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy Statements.
 4. Evaluate the pricing of all programs and services annually during the fall (at the Joint Council Meetings I if meeting) to be included as part of the budget process and provide a complete pricing analysis to the Board at the Board Meeting III at least every three years.
 5. AGD staff will send out to each council, committee, or other agency member along with any member collaborating on any AGD business the Code of Conduct form to be completed by said individual at the beginning of each governance year. Each covered individual will submit to their staff liaison an accurately completed form, including particular attention paid to any companies that may have remunerated said covered individual and subsequently reported such remuneration to the federal government's reporting structure under the Sunshine Act. The staff liaison will compile all of their individual's forms, and share them with their chairperson and also the executive office staff, who will in turn, forward them to the Audit Committee for further review.

I. Fellowship Exam Committee (Teams A and B)

1. The Fellowship Exam Committee (Teams A and B) shall be composed of twelve (12) members, at least one (1) of whom shall be a member of the Examinations Council, with each of the twelve (12) members having achieved Fellowship or Mastership status within the organization;

Those committee members who are not members of the Examinations Council shall serve no more than two (2) consecutive three- (3) year terms on the committee;
2. It shall be the duty of the committee:
 - a. To construct, review, and score the Fellowship Examination;
 - b. To make recommendations for an official passing score, based on the statistical analyses, for the annual Fellowship Examination to the Examinations Council;
 - c. To maintain an adequate pool of examination items that can be utilized for the Fellowship Examination.
3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy Statements.

- 1 4. Evaluate the pricing of all programs and services annually during the fall (at the Joint Council
2 Meetings I if meeting) to be included as part of the budget process and provide a complete pricing
3 analysis to the Board at the Board Meeting III at least every three years.
4
- 5 5. AGD staff will send out to each council, committee, or other agency member along with any
6 member collaborating on any AGD business the Code of Conduct form to be completed by said
7 individual at the beginning of each governance year. Each covered individual will submit to their
8 staff liaison an accurately completed form, including particular attention paid to any companies
9 that may have remunerated said covered individual and subsequently reported such remuneration
10 to the federal government's reporting structure under the Sunshine Act. The staff liaison will
11 compile all of their individual's forms, and share them with their chairperson and also the
12 executive office staff, who will in turn, forward them to the Audit Committee for further review.
13

14 J. Future of General Dentistry Committee

15

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

- 6 1. The International Membership Committee shall consist of six members, one of which is the
7 Membership Council Chair.
8

9 The International Membership Committee shall be responsible for:
10

- 11 a. To serve as advisors on the unique challenges and variations within international
12 countries and make recommendations on how to integrate with AGD policies currently in
13 existence.
14
- 15 b. Present interim activities, strategies, and plans including funding requests to the Board
16 for approval as needed.
17
- 18 c. Develop a broad set of strategies and audiences to be reported to the 2015 Board Meeting
19 II.
20
- 21 d. When this committee is sunsetted, its charge will be handed over to the Membership
22 Council.
23
- 24 e. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board
25 Policy Statements.
26
- 27 f. Evaluate the pricing of all programs and services annually during the fall (at the Joint
28 Council Meetings I if meeting) to be included as part of the budget process and provide a
29 complete pricing analysis to the Board at the Board Meeting III at least every three years.
30
- 31 g. 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
33 said individual at the beginning of each governance year. Each covered individual will
34 submit to their staff liaison an accurately completed form, including particular attention paid
35 to any companies that may have remunerated said covered individual and subsequently
36 reported such remuneration to the federal government's reporting structure under the
37 Sunshine Act. The staff liaison will compile all of their individual's forms, and share them
38 with their chairperson and also the executive office staff, who will in turn, forward them to
39 the Audit Committee for further review.
40

41 L. Investment Committee 42

- 43 1. The Investment Committee shall consist of three (3) voting members who will serve three-year (3)
44 terms by appointment of the incoming President, with Investment Committee guidance, and Board
45 approval. Individuals do not have to be members of the Budget and Finance Committee, nor on the
46 Board, but must have a financial background to be qualified for appointment. The Treasurer shall
47 serve as a consultant to the Investment Committee. The Investment Committee shall have a fourth
48 non-voting member whose purpose is to learn the functions and methods utilized by the
49 Investment Committee until there is an opening on the Investment Committee. This member shall
50 be appointed by the incoming President, with Investment Committee guidance and Board

1 approval. At that time, the member may become a voting member subject to above approval
2 process and have the regular member term limits and responsibilities.

3
4 The fourth non-voting member may become a voting member, after successfully serving for two
5 years, with approval of the voting members. Once the member is approved:

6
7 a. A $\frac{3}{4}$ majority vote will be required on all decisions

8 b. A response time limit of 72 hours will be implemented. After the time has expired and if there
9 are three votes registered, the remaining member that did not respond is registered as “absent” and
10 the proposal moves forward according to the three votes. The committee will document who
11 participated in the vote. If any member needs more time to evaluate the proposal, a time extension

12 may be requested. Habitual failure to participate may be grounds for removal from the committee.

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

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

20 The Investment Committee shall be responsible for:

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

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

5 M. Leadership Development and Oversight Committee 6

- 7 1. The Leadership Development and Oversight Committee shall consist of seven (7) members, to
8 include the President as chair, President-Elect, RD Chair, RD Vice Chair, and other members to
9 include a trustee to serve up to a two year term, one at large member to serve a two year term, and
10 one at large member to serve an initial one year term and thereafter a two year term.
11

12 The Leadership Development and Oversight Committee shall be responsible for oversight of the
13 AGD Leadership Academy, including:
14

- 15 a. Serving as thought-leaders for the content to be presented at the following programs:
16 i. AGD Leadership Symposium
17 ii. AGD Leadership Institute
18 iii. AGD Leadership Forum
19 b. Identifying gaps in training, developing an all-inclusive program to deliver programming to
20 address these gaps, and identifying relevant leadership topics for programs;
21 c. Serving as advisors for the content to be presented at the following programs:
22 i. AGD Leadership Symposium
23 ii. AGD Leadership Institute
24 iii. AGD Leadership Forum
25 d. Determining program facilitators for the above;
26 e. Presenting activities, strategies, and plans in accordance with the approved budgets;
27 f. Presenting annual report to the AGD Board;
28 g. Reassessing leadership training needs annually;
29 h. Developing measurable metrics for the AGD Leadership Academy, including each of the
30 major components of the academy
31
- 32 2. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
33 Statements.
34
- 35 3. Evaluate the pricing of all programs and services annually during the fall (at the Joint Council
36 Meetings I if meeting) to be included as part of the budget process and provide a complete pricing
37 analysis to the Board at the Board Meeting III at least every three years.
38
- 39 4. AGD staff will send out to each council, committee, or other agency member along with any member
40 collaborating on any AGD business the Code of Conduct form to be completed by said individual at
41 the beginning of each governance year. Each covered individual will submit to their staff liaison an
42 accurately completed form, including particular attention paid to any companies that may have
43 remunerated said covered individual and subsequently reported such remuneration to the federal
44 government's reporting structure under the Sunshine Act. The staff liaison will compile all of their
45 individual's forms, and share them with their chairperson and also the executive office staff, who will
46 in turn, forward them to the Audit Committee for further review.
47

48 N. New Dentist Committee 49

- 50 1. The New Dentist Committee shall consist of five (5) members; one (1) member serves at the chair
51 as appointed by the President and there is no restriction on his/her years of practice, two (2)

1 member dentists with one to five (1-5) years of practice at time of appointment, one (1) member
2 dentist with three to eight (3-8) years of practice at time of appointment, one (1) AGD student
3 member of ASDA as recommended by the ASDA executive board.
4

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

9 Following the first year of the committee, all appointees will serve a two (2) year term except the
10 student which will still be limited to a one (1) year term. Committee members shall be allowed to
11 serve two (2) terms on this committee whether consecutive or not, but no more than two (2) terms
12 in a lifetime. The student member of the committee may also serve his/her second term as one (1)
13 of the member dentists at large upon appointment.
14

15 2. It shall be the duty of this committee:

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

38 O. Policy Review Committee
39

- 40 1. The Policy Review Committee shall consist of three (3) persons, including the chairperson.
41
42 2. It shall be the duty of the committee to continually review AGD House of Delegates (HOD)
43 policies, and develop recommendations on their maintenance, development, and strategic
44 implementation.
45
46 3. It shall be the duty of the committee to establish, maintain, and/or clarify policy lexicon to ensure
47 consistent use of terms in the HOD policy manual.
48
49 4. This committee shall be a committee of the Board and not merely a committee contained within
50 the Dental Practice Council or LGA Council.”
51

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

17 P. Professional Relations Committee

- 18
- 19 1. The Professional Relations Committee (PRC) shall consist of nine (9) members plus the President,
20 President-Elect, Vice President and Immediate Past Presidents as consultants.
- 21
- 22 2. Criteria for appointment to this committee shall be demonstrated adherence and commitment to the
23 policies adopted by the AGD.
- 24
- 25 3. Further criteria include the willingness and ability to advocate AGD's positions in public, inclusive
26 of the American Dental Association (HOD) floor, ADA caucuses, and throughout organized
27 dentistry.
- 28
- 29 4. It shall be the duty of the Professional Relations Committee to set up a network of AGD members
30 who can be called upon to:
 - 31 a) Meet electronically throughout the year to consider matters important to AGD advocacy
32 specifically those coming before the ADA HOD.
 - 33
 - 34 b) Seek ways to share concerns with the ADA leadership throughout the year specifically prior to
35 the ADA meeting.
 - 36
 - 37 c) Seek to align with other dental organizations or associations throughout the year specifically prior
38 to the ADA meeting and recommend strategies and alliances for action on issues and concerns
39 that are of common interest among any of these as long as the policies of the AGD are not
40 compromised by doing so.
 - 41
 - 42 d) Establish a network of AGD members and friends for any particular task.
 - 43
 - 44 e) Represent the concerns of the AGD to the ADA caucuses. This might be a delegate or alternate
45 within the ADA district or a close contact with a delegate or alternate in the district.
 - 46
 - 47 f) Speak to the AGD position in reference committees, caucuses, and especially on the ADA HOD
48 floor using talking points and material provided by the PRC.
 - 49
 - 50 g) Deliver support materials to selected key representatives throughout the year and specifically at
51 the ADA HOD.

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

18 Q. Self Instruction Committee

- 19
- 20 1. This committee shall consist of seven (7) members, plus the AGD's Editor who shall serve as a
- 21 consultant.
- 22

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

- 24
- 25 2. It shall be the duty of:
- 26

- 27 a. This committee to construct exercises and learning objectives for articles assigned by the
- 28 chairperson that may be published in the AGD's *General Dentistry* journal and returned by
- 29 readers for credit;
- 30
- 31 b. The chairperson of the committee to assign articles in concert with the AGD Editor and in
- 32 accordance with the identified educational needs of AGD members and objectives established
- 33 for the *General Dentistry* Self Instruction program;
- 34

- 35 3. The Examinations Council shall evaluate the quality and effectiveness of *General Dentistry's* Self
- 36 Instruction program once each year based on:
- 37

- 38 a. Program objectives;
- 39
- 40 b. Number of registrants;
- 41
- 42 c. Analysis of evaluations returned by registrants at the end of each subscription year;
- 43
- 44 d. An annual report from the Self Instruction Committee.
- 45

- 46 4. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.: Board Policy
- 47 Statements.
- 48

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

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

10
11 Section 4. Transaction of Business by Councils and Committees

- 12
13 A. In order for any AGD council or committee to transact business, at least a majority of its members
14 must participate in the decision.
15
16 B. All members must be contacted on mail, e-mail, or telephone votes.
17
18 C. No meeting of an AGD council or committee may be held without a majority of the voting members of
19 the council or committee in attendance.
20
21 D. All members of the council or committee must be duly notified in writing of the time and place of the
22 meeting.

23
24 Section 5. Ad Hoc Committees

- 25
26 A. The President, with the approval of the Board, shall have the authority to appoint ad hoc committees
27 that are necessary to fill the needs of the organization.
28
29 B. All ad hoc committees shall be terminated no later than the end of the incumbent President's term of
30 office.

31
32 Section 6. Pricing of Programs and Services

- 33
34 A. All councils and committees are to evaluate the pricing of all programs and services annually during
35 the fall (at the Joint Council Meetings I if meeting) to be included as part of the budget process and
36 provide a complete pricing analysis to the Board at the Board Meeting III at least every three years.

37
38 **Monitoring:** Annually in September
39

2

3 **N. Leader Evaluation**

4 Approved 2012 Board Meeting IV

5
6
7 Resolved, that the following evaluation process be adopted by AGD for use with the Board, Regional
8 Directors, Division Coordinators and Council and Committee chairs, and be it further,

9
10 Leader Evaluation

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

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

- 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 JCM II,
- 43 • but before the annual meeting) and be it further,
- 44

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

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

3

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

5

6 **Monitoring:** Annually in December

7

8

2 **O. Code of Conduct**

3
4 Approved 2016-2017 Board Meeting V



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

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

- 16
17 • We comply with all applicable laws, regulations, and AGD policies.
18
19 • We make decisions and acts that are proper, in terms of our own sense of integrity and how they
20 might appear to others.
21
22 • We are honest, trustworthy, and fair in all of our actions and relationships with, and on behalf of the
23 AGD.
24
25 • We maintain honest and accurate financial records that are maintained honestly, accurately, and in
26 accordance with acceptable accounting practices.
27
28 • We avoid situations in which our individual personal financial interests conflict, may conflict, or may
29 appear to conflict, with any interest of the AGD.
30
31 • We secure business for the AGD on the basis of an honest competitive market process.
32
33 • We maintain the appropriate level of confidentiality at all times with respect to information pertaining
34 to members, suppliers, employees, or the AGD itself.
35
36 • We protect all of the AGD's assets, including facilities and equipment, and help maintain their value
37 to the AGD.
38
39 • We act professionally at all times.
40
41 • We contribute to the effectiveness of the Code of Conduct by notifying the Audit Committee if
42 violations or suspected violations are observed.
43
44 • We treat each other as colleagues, respecting the skills and talents we each contribute.
45

1 Employees, volunteers and Board members must apply the principles of the Code of Conduct in all of
2 their dealings and in every aspect of their employment by or trusteeship of the AGD. They must consider
3 their actions in light of how they might be interpreted by others and whether they are behaving
4 appropriately and performing in the best overall interests of the AGD. Compliance with the spirit as well
5 as the letter of the Code of Conduct is vitally important.
6

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

Avoiding Conflicts of Interest

Initials

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

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

38 Under no circumstances may you accept gifts of money including, but not limited to salary, or other
39 payments for services, i.e., consulting fees, honoraria, equity interest, property rights, including patents,
40 copyrights and royalties from such rights. You may not solicit non-monetary gifts, gratuities or any other
41 personal benefit or favor of any kind from vendors. You and members of your immediate family may
42 accept unsolicited, non-monetary, infrequent business courtesies from someone doing or seeking to do
43 business with the AGD *only if it is of nominal value, i.e., a face value of less than \$200 (cumulative for
44 the year).*
45

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

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

AGD employees, volunteers and Board member will acknowledge receipt and understanding of this policy. At the same time they will disclose any existing or potential conflict of interests which would include any gifts or entertainment that exceeds \$200 (*cumulative for the year*). Annually, they must renew this understanding and disclosure. Any conflicts will be reviewed by the Audit Committee.

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

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

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

In the past year, have you or any family member received any business courtesies (excluding business courtesies up to \$200 value (*cumulative for the year*)) or monetary gifts of any amount from people or companies doing business or seeking to do business with the AGD?

_____ **Yes** _____ **No**

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

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Date	Person or Company	Item Received	Recipient
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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/>

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.
26

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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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.

2
3 **P. Volunteer Copyright and Confidentiality**
4 **Agreement**
5

6 Effective beginning 2012-2013 Governance Year:

7
8 **Academy of General Dentistry (AGD)**
9 **VOLUNTEER COPYRIGHT AND CONFIDENTIALITY AGREEMENT**
10

11 I, _____, as the undersigned, in consideration of the opportunity to participate on
12 the AGD Council/Committee, accept the following terms.

13 I understand that I may create or contribute to, including engage in services and projects that result in creation
14 of, original work of or for the AGD.

15
16 I understand and acknowledge that any and all work, including services, (“work”) contributed by me as part
17 of my participation with the AGD Council/Committee is being specially ordered and commissioned by the
18 AGD. The work contributed by me hereunder shall be considered a "work made for hire" as defined by the
19 copyright laws of the United States. The AGD shall be the sole and exclusive owner and copyright proprietor
20 of all rights and title therein, including to any and all derivations and proceeds thereof.

21
22 If the work, or any part thereof, is determined at any time not to be a “work made for hire,” I hereby
23 irrevocably transfer and assign to the AGD all right, title and interest therein, including all copyrights, as well
24 as all renewals and extensions thereto.

25
26 I further represent and warrant that I am the sole author of any and all work that I create or contribute to, or, if
27 I am not the sole author, that I have acquired all necessary rights and/or licenses such that the work does not
28 infringe upon the rights of any other person or entity.

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

37
38 _____
39 Volunteer signature

_____ Date

40
41
42 _____
43 Witness

_____ Date

3 **Q. Board Processes**
4
5
6

- 7 a. The incoming President shall conduct an orientation session for all members of the Board and
8 his/her council and committee chairpersons within three months following the adjournment of the
9 annual meeting at which he/she becomes President.
10
- 11 b. The Board will consider and approve the policies which accommodate the program of work as
12 presented by staff, councils and committees and execute its fiduciary responsibility toward sound
13 financial planning principals in all its deliberations.
14
- 15 c. Items of new business must be placed in writing (Action Item Report, hereafter, "AIR") and
16 submitted to Headquarters at least five weeks in advance of a Board meeting/call in order to be
17 included on the agenda for that meeting. Any item of new business which a member of the Board
18 wishes to submit after the five-week deadline has passed must be submitted in writing to the
19 Executive Director no later than two weeks before that meeting to be considered. This item of
20 business must then be approved by a two-thirds vote of the Board members present and voting at
21 the meeting in order to be considered, and then only after all other items of business on the
22 published agenda have been completed.
23
- 24 d. AIRs may only be submitted by:
25 1. a member of the Board
26 2. an action resulting from a formal vote of a council or committee (not just the chair), the
27 Regional Directors (in their entirety, not just a single RD), a task force or another Board approved
28 work group, a constituent (by majority vote of the constituent's Board), a region (by majority
29 vote of the delegation) and staff, with the explicit written direction and recommendation of the
30 Executive Director
31
- 32 The Board may take action from:
33
- 34 1. An aforementioned AIR
35 2. The report of an officer or member of the Board
36 3. The report of the Regional Directors
37 4. The report of AGD staff
38 5. The report from any AGD agency
39 6. The report of any constituent or regional Board
40
- 41 e. The President, consistent with parliamentary procedure, will offer the Board guidance at the
42 outset of every meeting with regard to those issues which should consume most of the Board's
43 time, and particularly any item that will involve the Board in a problem-solving activity because
44 of its tremendous immediate importance to either the organization or the dental profession. The
45 President shall maintain oversight of other discussions to assure that they do not interfere with
46 the strategic discussions that the Board needs to have at that meeting."
47

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

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

5
6 Approved 2015-2016 Board Meeting III
7

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

2

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

4

5

6 The Executive Director is accountable to the entire Board. The Board will establish the broadest policies,
7 delegating implementation and more detailed policy development to the Executive Director.

8

- 9
- 10 1. All Board authority delegated to staff is delegated through the Executive Director, so that all authority
11 and accountability of staff—as far as the Board is concerned—is considered to be the authority and
12 accountability of the Executive Director.
 - 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 3. The Board may change its *Guiding Documents* and *Executive Limitations* policies, thereby shifting the
19 boundary between Board and Executive Director domains. By so doing, the Board changes the latitude
20 of choice given to the Executive Director. But so long as any particular delegation is in place, the Board
21 and its members will respect and support the Executive Director's choices. This does not prevent the
22 Board from obtaining information in the delegated areas.
 - 23 4. No Board member, officer, council, committee, or other work group has authority over the Executive
24 Director, except to the extent the Board has authorized such persons or groups a specific and limited use
25 of staff resources. Without such Board authorization, the Executive Director can refuse, with reasons,
26 requests for information or assistance that require—in the Executive Director's judgment—a material
27 amount of staff time or funds or is disruptive. An appeal of such refusals can be made to the President
28 for Executive Committee decision.
- 29
- 30
- 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 Monitoring Executive Director performance is synonymous with monitoring organizational performance
6 against *Guiding Documents* and *Executive Limitations*. Any evaluation of the Executive Director
7 performance, formal or informal, may be derived from these monitoring data only.
8

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

AGD Executive Director Evaluation Process

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

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

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

2

3 **A. General Executive Constraint**

4

5

6 The Executive Director shall not cause or allow any practice, activity, decision, or organizational
7 circumstance that is either imprudent or in violation of commonly accepted business and 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 prior to engaging
45 in discussion with all outside entities who wish to align with AGD.
- 46
- 47

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

49

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

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
- 27 b. Goals/outcomes,
- 28
- 29 c. Specific duties,
- 30
- 31 d. Position eligibility requirements,
- 32
- 33 e. To whom the volunteer is responsible,
- 34
- 35 f. Reporting/monitoring,
- 36
- 37 g. Term of assignment,
- 38
- 39 h. Finances,
- 40
- 41 i. Application process.
- 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 capital and operational items, cash flow, and disclosure of planning assumptions;
- 14
15
16 3. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period;
- 17
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 ~~no~~ 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 8. Include direct budgetary discussion and input from councils, committees, and/or council and
38 committee chairs, to their respective staff liaisons, and their associate Executive Directors. In
39 determining the overall budgets of those departments, all programs should be prioritized as follows:
- 40 a. Is it crucial to the overall organization’s health and well-being?
- 41 b. Is it necessary?
- 42 c. Is it an optional project, secondary to items A and B?

43
44 **Monitoring:** Internal report—July (include Board members-elect)

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

2

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
- 11 1. Only expend funds than have been received in the fiscal year to date;
- 12
- 13 2. Attain prior approval from the Board for incurring debt;
- 14
- 15 3. Conserve restricted reserves;
- 16
- 17 4. Inform the Board of conducting inter-fund shifting in amounts greater than \$10,000 and, attain prior
- 18 approval from the Board for amounts greater than \$30,000;
- 19
- 20 5. Conserve cash in the amount needed to settle payroll and debts in a timely manner;
- 21
- 22 6. Timely and accurately make and/or file tax payments or other government-ordered payments.
- 23
- 24 7. Materially conform actual allocations to Board priorities as stated in *Guiding Documents*;
- 25
- 26 8. Alert the Board when the income falls substantially below projections in the budget, or when expenses
- 27 increase substantially above projections in the budget;
- 28
- 29 9. Operate with written procedures that clarify reimbursement policies, define the handling and use of
- 30 designated and restricted funds, and protect against wrongful conditions (Financial Policies);
- 31
- 32 10. Ensure revenue related discounts are treated in the same manner as expenses consistent with number 4
- 33 above.
- 34
- 35 11. Ensure profit making programs operate with a goal of 20% net (inclusive of direct costs, salary costs,
- 36 council/committee costs and overhead) with proper evaluation by the agency involved, and the Board.
- 37
- 38 12. Ensure that programs with low value or low satisfaction attain an action plan, by the agency involved, to
- 39 take corrective measures in order to continue.
- 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

1 *Policy Type: IV. Executive Limitations*

2 **G. Compensation and Benefits**

3
4
5 With respect to employment, compensation and benefits to employees, consultants, contract workers, and
6 volunteers, the Executive Director shall protect against jeopardy to fiscal integrity or public image.
7 Accordingly, he or she may not:

- 8
9 1. Change his or her compensation and benefits;
- 10
11 2. Promise or imply guaranteed employment to any staff;
- 12
13 3. Establish current compensation and benefits which:
 - 14
15 a. Deviate materially from the geographic or professional market for the skills employed;
 - 16
17 b. Create obligations over a longer term than revenues can be safely projected.
- 18
19 4. Establish deferred or long-term compensation and benefits which:
 - 20
21 a. Cause unfunded liabilities to occur or in any way commit the organization to benefits which incur
22 unpredictable future costs;
 - 23
24 b. Provide less than some basic level of benefits to all full time employees, though differential benefits
25 to encourage longevity in key employees are not prohibited;
 - 26
27 c. Allow any employee to lose benefits already accrued from any foregoing plan;
 - 28
29 d. Treat the Executive Director differently from other comparable key employees;
 - 30
31 e. Are instituted without prior monitoring of these provisions.

32
33
34 **Monitoring:** Internal report—February

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 to be 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
36
37
38 11. Operate with a system for complaints by members, with a response in a timely manner.

39
40
41 **Monitoring:** Internal Report—July
42

1 **Policy Type: V. Board Policy Statements**
2

3 **A. Advertising Policy**
4

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

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

11 A. General Requirements
12

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

- 1
2 9. Display advertising with respect to employment, purchase of practice, participation or any other
3 contractual relationship with any dental care delivery mode or system may be accepted for
4 publication. Such opportunities also may be advertised in the classified section of AGD
5 publications as well as the AGD Career Center.
6
- 7 10. An advertisement for an educational course is eligible if it is offered by a provider that is
8 recognized by the AGD Program Approval for Continuing Education (AGD PACE) or conducted
9 under the auspices of the Continuing Education Recognition Program (ADA CERP) program.
10 This approval must be clearly indicated in the advertising and/or promotion.
11
- 12 11. The AGD will accept advertisements and/or promotions from dental organizations and/or
13 associations, provided that the organizations are PACE- and/or CERP- approved or will have
14 received PACE- and/or CERP-approval upon time of magazine publication and/or Web
15 placement.
16
- 17 12. The eligibility of an advertisement for an educational course conducted by or under the auspices
18 of an organization or commercial entity other than the aforementioned will be determined on a
19 case-by-case basis.
20
- 21 13. The AGD will not accept advertising for tobacco or alcohol products.
22
- 23 14. The AGD will accept advertising for products and/or medications designed for smoking
24 cessation.
25
- 26 15. The AGD will accept advertising for the AGD website. The advertisements and/or promotions
27 must adhere to the advertising policies included in this document.
28
- 29 16. Classified advertisements will be accepted for placement in AGD publications and/or the AGD
30 website. Classified advertisements may offer advertising for job placement, dental product sales,
31 and/or dental facility sales.
32
- 33 17. Books and electronic media are eligible for advertising but a sample may be required in advance
34 for review.
35
- 36 18. Product and/or service reviews printed in AGD publications do not constitute approval by the
37 AGD.
38
- 39 19. The advertiser and the product or service being offered should be clearly identified in the
40 advertisement. In the case of drug advertisements, the full generic name of each active ingredient
41 will appear.
42
- 43 20. Advertising that simulates editorial content must be clearly identified as advertising. The word
44 “advertisement” and/or “advertorial” must be displayed prominently.
45
- 46 21. Placement of advertising in the publication and/or on the AGD website will be determined by
47 rates and specifications outlined in the AGD media kit. Special placement of advertising will be
48 considered by the AGD Editor. The AGD Editor has the right to deny any specific advertising
49 placement for any reason at any time.
50

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

35 B. Advertising Acceptance and Rejection
36

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

43 C. Advertising Sales
44

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

- 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 INTRODUCTION

5
6
7 AGD's market research indicates that its members define "advocacy" in many different ways. For the
8 purpose of this operating protocol, advocacy is defined exclusively as actions taken in conjunction with
9 federal legislation or regulation; state legislation or regulation; organized dentistry; and, third parties
10 including insurance companies, manufacturers, and advocacy groups.

11
12 Furthermore, it is imperative to note that the House of Delegates and Board created this fund for the sole
13 purpose of increasing advocacy efforts. Therefore, pause should be given before approval of actions or
14 programs which would relieve constituents (or the AGD for that matter) of already budgeted and/or
15 ongoing expenses and/or established program. The key is to focus on new or enhanced programs, with
16 such being provable to the Board. Finally, in addition, all requests should demonstrate independent
17 sustainability, i.e., the fund is not to be used for continuing a program. (e.g., One-time start-up costs for a
18 state Capitol Day, but not for subsequent years.)

- 19
20 1. The AGD Board shall have sole authority to make expenditures from the Advocacy Fund, after
21 first consulting with the councils identified in number 2.
- 22 2. The AGD Board shall solicit the input of the Legislative and Governmental Affairs and Dental
23 Practice Councils, and may solicit the opinion of other agencies, constituents or, individuals
24 relative to expenditures from the fund, but such opinions are advisory. The Board may also
25 consult with legal counsel to determine the legality of such expenditures.
- 26 3. All requests shall be in AIR format, evaluated by the appropriate AGD agency or Executive
27 Committee, with a recommendation then forwarded to the Board.
- 28 4. The Board may consider priorities, both within the scope of federal and state activities, based on:
 - 29 a. AGD's strategic plan;
 - 30 b. HOD policy;
 - 31 c. Board policy;
 - 32 d. Exigent circumstances;
 - 33 e. Input from stakeholders, with a focus on those issues that would be of greatest effect upon the
34 largest number of AGD members, either directly or indirectly, and to the extent which the
35 advocacy effort would not be successful if the Advocacy Fund was not utilized (e.g., if there
36 were 10 requests but only enough funding for 5, and 3 of them were of national implication,
37 and 7 single constituents, then the 3 national requests would get funded, and the 2 largest
38 constituents. However, there may be case-by-case determination. For instance, if a constituent
39 has done something historically and is just tapping into AGD money to avoid spending its
40 own money, then that would be a negative consideration. Also, there are different levels of
41 urgency. Hosting a lobby day would take a back seat to litigating the right to advertise
42 FAGD/MAGD.)
- 43 5. AGD's Executive Director shall be tasked with ensuring that appropriate solicitation language is
44 present on the AGD dues statement; that the Advocacy Fund is appropriately publicized to
45 membership; that the fund complies with all legal requirements; and that there is appropriate
46 staffing for administration of the fund.

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

8 **Background**

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

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

- 17
- 18 • Generating revenue;
- 19
- 20 • Improving and expanding members services;
- 21
- 22 • Reducing operational costs and/or making operations more efficient; and
- 23
- 24 • Strengthening the association's brand and extending marketing exposure.
- 25

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

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

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

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

46 47 **Policy Position**

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

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
3
4
5
6
7
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.

- 12
13
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35
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.

1 **Organizational Alliance Assessment**

2
3 **Prepared by:**

4
5 **Date of Report:**

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

8
9 **Current Number of Alliances:**

10
11 **Type of Proposed Alliance:**

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

13
14 **Financial Cost:**

15
16 **Staff Resources:**

17
18 **Action/Timeline:**

19
20 **Task Force Recommendation:**

21
22 **Introduction**

23
24 **Type of Proposed Alliance**

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

28
29 **Brief description of proposed alliance**

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

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

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

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

36
37 **Accountability for the proposed alliance**

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

39
40
41 **Necessary Information**

42 **Assess the return on investment**

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

- 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:

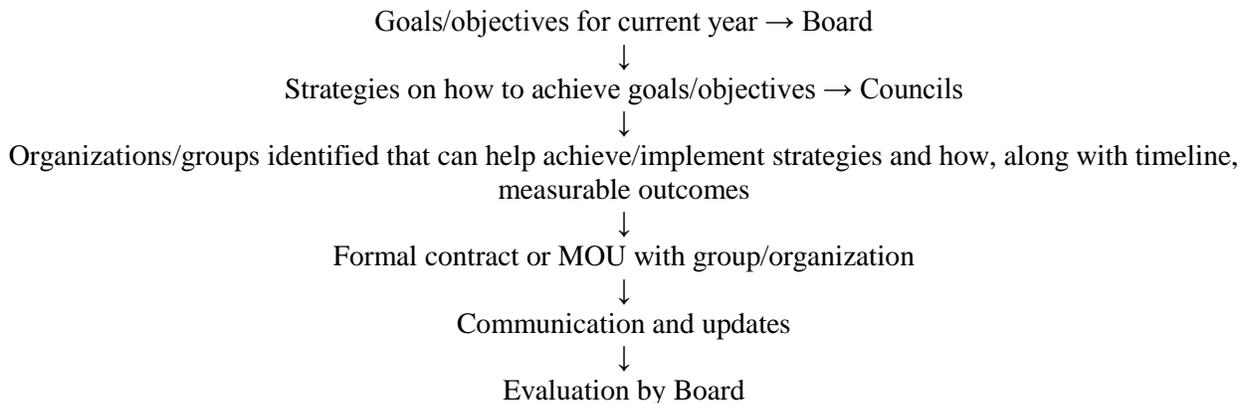
- 2 • Does it relate to a specific program or project currently underway or in the planning stages from
- 3 an AGD council or committee?
- 4 • Does it relate to any specific objective or strategy to be implemented during the current
- 5 operational year?
- 6 • Have the staff resources needed been identified 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:**

Annually in May, a written report for each alliance and coalition will:

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

2

3 **D. Awards**

4

5 **Awards Committee**

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

11
12 **The Dental Education Council will continue to select the Weclaw award winner and will submit the
13 winner's name to the Awards Committee to be forwarded to the Board for final approval.*

14
15 *Committee Composition:*

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

19 Chair: AGD Past President

20 Members: Three AGD Past Presidents
21 Regional Director Chair

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

24
25
26 **AGD Achievement Awards**

27
28 **Albert Borish Award**

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

34
35 *Award Eligibility:*

- 36
37
38
- An individual committed to the dental profession who may be an AGD member or non-member, dentist or non-dentist.

39
40 *Nominations:*

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

43
44 *Selection criteria for the Albert Borish Award:*

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

51 **Distinguished Service Award**

52 The Distinguished Service Award is presented to a council or committee member that has served the
53 AGD in an outstanding manner. The recipient will have gone beyond the call of duty assuring continuity

1 and integrity in the operations of the AGD, as well as in the development of new programs and services
2 created to meet the changing needs of the membership.

3
4 *Award Eligibility:*

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

6
7 *Nominations:*

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

10
11 *Selection criteria for the Distinguished Service Award:*

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

20
21 **Humanitarian Award**

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

26
27 *Award Eligibility:*

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

31
32 *Nominations:*

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

35
36 *Selection criteria for the Humanitarian Award:*

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

44
45 **Mark S. Ritz Advocate for Dentistry Award**

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

50
51 *Award Eligibility:*

- 52 • Awardees must be an AGD member.

53
54 *Nominations:*

- The Executive Committee, in consultation with appropriate executive staff, may 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

1 **Honorary Memberships**

2 *Eligibility for Nomination*

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

5
6 Anyone who has exhibited all of the following characteristics is eligible to be nominated for this award:

- 7
8 1) Has provided outstanding service to the dental profession
9 2) Has exemplified a commitment to the profession of dentistry through his or her activity or
10 has supported and promoted dentistry to the public
11 3) Has exemplified the vision, principles and goals of the AGD and has made exceptional
12 efforts in promoting these ideals
13
14

15 *Mechanism for Nomination of Candidates*

- 16
17 1. Nominations must be received by the AGD Headquarters office before January 1 for consideration
18 at the meeting of the Membership Council at JCM II.
19
20 2. All nominations should verify that the recommendation was, in fact, voted on and approved by the
21 constituent board.
22
23 3. All nominations are presented to the Membership Council for review. If approved, the
24 recommendation will be presented to the Board for vote at the Board Meeting IV.
25

26 **AGD Competition Awards**

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

30
31 a. Senior Student Award

32 1. Purpose

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

36 2. Criteria of award

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

49 3. Benefit of awardees

- 50 a. The award recipient will receive a complimentary one-year membership in the AGD.
51 b. The AGD will provide the dean with a certificate to be presented to the award
52 winner.
53

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

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

9 10 **Award Descriptions**

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

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

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

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

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

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

2

3 **E. Board Meetings**

4

5

6 The President-Elect shall have the authority to determine where the following year's Board Meeting

7 III will be held. If the costs of any of these meetings are in excess of \$100,000 as per Policy Type

8 IV., Executive Limitations, A. Annual Executive Constraint, 9, then Board approval will be

9 required prior to entering into that said contract.

10

11 Approved 2016-2017 Board Meeting IV

12 Resolved, that beginning with the 2017-2018 governance year, all Board Meetings III and IV be held at

13 the AGD Headquarters building.

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 2. The Board minutes shall comport with the current AGD parliamentary authority as well as advice
- 30 of outside general counsel, so that they only and include:
- 31 a. Action items stemming from an AIR or resolution duly voted upon by the Board;
 - 32 b. Notice of any duly submitted reports from any Officer, Board member, staff, and agency of the
 - 33 AGD;
 - 34 c. Administrative and Housekeeping details such as those in attendance, call to order,
 - 35 introductions, date/location/time;
 - 36 d. Items required by HOD policy, including the roll call on all votes;
 - 37 e. A summary of all reports presented at the meeting;
 - 38 f. The Secretary shall take and retain notes on executive sessions. No executive session actions
 - 39 shall be reported, except when the Board so authorizes via a majority vote to do so during the
 - 40 executive session.

41 Approved 2017 Board Meeting IV

42

43 Approved 2015-2016 Board Meeting III

44

45 Resolved, that at every AGD Board meeting, after the initial discussion of the meeting's agenda, the

46 presiding officer call for an executive session, if necessary, to update the AGD Board of items discussed

47 by the AGD Executive Committee in all executive sessions that have taken place between and at Board

48 meetings.

49

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 by keeping annual dues increases at or below the level of
9 inflation¹. Stable dues are viewed to be supportive of the organizational objective to increase membership
10 market share.

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

17
18 ¹ As defined by the previous 12 months’ CPI
19

2

3 **G. PACE Fees Stabilization Policy**

4

5

6 The Board shall develop annual budgets and manage the AGD’s finances and reserves in 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

1 **H. Investment Policy Statement**
2

3 **Investment Policy Statement**
4 **Academy of General Dentistry**

5
6 **January 2016**

7
8 **Prepared by the**
9 **Academy of General Dentistry Investment Committee**

10
11
12 **John W. Portwood, Jr., DDS, MS, MSF, CFP, ChFC, CLU,**
13 **MAGD, Chair**
14 **Mohamednazir Harunani, DDS, MAGD**
15 **Kevin J. Mears, DDS, FAGD**
16 **Bryan C. Edgar, DDS, MAGD**
17 **Richard D. Knowlton, DMD, MAGD**

18
19
20 **As amended and approved January 2016 Board meeting**
21

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47

INVESTMENT POLICY DISCUSSION

What Is an Investment Policy Statement?

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

The Need for a Written Policy

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

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

Steps to Take to Establish an Investment Policy

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

Investment Committee Appointment

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

The Investment Committee shall meet face-to-face, at a minimum, twice annually, with other meetings by conference call or electronic means to review investments as to their

1 applicability to the plan. If the Investment Committee feels that another face-to-face
2 meeting is necessary, it will be at the most economical site considering travel and lodging
3 expenses. The Executive Director or the Board must approve additional meetings and
4 conference calls if they are necessary.

5 Investment Committee Charge
6

7 The Investment Committee shall consist of three (3) voting members who will serve
8 three-year (3) terms by appointment of the incoming President, with Investment
9 Committee guidance, and Board approval. Individuals do not have to be members of the
10 Budget and Finance Committee, nor on the Board, but must have a financial background
11 to be qualified for appointment. The Treasurer shall serve as a consultant to the
12 Investment Committee. All voting decisions made by the three-person Investment
13 Committee must be unanimous. (Per a vote by the AGD Board on xx/xx/2016,
14 parliamentary procedure notwithstanding.)
15

16 The Investment Committee shall have a fourth non-voting member whose purpose is to
17 learn the functions and methods utilized by the Investment Committee until there is an
18 opening on the Investment Committee. This member shall be appointed by the incoming
19 President, with Investment Committee guidance and Board approval. At that time, the
20 member may become a voting member subject to above approval process and have the
21 regular member term limits and responsibilities.

22 The fourth non-voting member may become a voting member, after successfully serving
23 for two years, with approval of the voting members. Once the member is approved:
24

- 25 a. A $\frac{3}{4}$ majority vote will be required on all decisions
26 b. A response time limit of 72 hours will be implemented. After the time has expired and
27 if there are three votes registered, the remaining member that did not respond is
28 registered as “absent” and the proposal moves forward according to the three votes. The
29 committee will document who participated in the vote. If any member needs more time
30 to evaluate the proposal, a time extension may be requested. Habitual failure to
31 participate may be grounds for removal from the committee.
32 c. Should a member leave for any reason, or be unavailable for any period of time, the
33 committee shall revert to the original format of three members with a unanimous vote
34 required on all decisions.
35

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

39 The Investment Committee shall be responsible for:

- 40 • Designing, recommending, and implementing an appropriate plan consistent with
41 the investment objectives, time horizon, risk profile, guidelines, and constraints
42 outlined in this statement;
43 • Recommending an appropriate custodian to safeguard the AGD’s assets;
44 • Identifying specific assets and investment managers within each asset category;
45 • Ensuring that the custodian provides the Investment Committee with a current
46 prospectus, where applicable, for each investment proposed for the Investment
47 Fund;
48 • Monitoring the performance of all selected assets;

- 1 • Recommending changes to any of the above;
- 2 • Voting proxies accordingly to the guidelines and restrictions outlined herein when
- 3 applicable and otherwise according to its best judgment;
- 4 • Periodically reviewing the suitability of the investments for the AGD, being
- 5 available to meet with the Board at least annually and at such other times within
- 6 reason at the AGD's request;
- 7 • Preparing and presenting appropriate reports.

8
9 3. To adhere to the Sunset Review Process and Schedule outlined in Policy Type V.:
10 Board Policy Statements.

11
12 4. Evaluate the pricing of all programs and services annually during the fall (at the Joint
13 Council Meetings I if meeting) to be included as part of the budget process and provide a
14 complete pricing analysis to the Board at the Board Meeting III at least every three years.

15
16 There may also be an Investment Advisory Group consisting of an unlimited number of
17 people who shall serve in an advisory function to the Investment Committee as needed.
18 These members are non-voting and do not attend the Investment Committee meetings.
19 They may however be utilized as future members of the Investment Committee.

20
21 The Investment Committee shall, through its Chair, also have the ability to invite other
22 potential members, or advisors, to its meetings. If the funds are not in the budget, then
23 approval of these funds by the Executive Director, or the Board, must be obtained.
24 Although these attendees will not have voting privileges, they, through discretion of the
25 Chair, can contribute to the deliberations.

26
27 The Investment Committee may occasionally need to consult with specialists in a
28 particular area of investing. These meetings can occur by phone, meeting at the
29 specialist's site, or at the Investment Committee's meetings. These meetings must be
30 budgeted for and pre-approved by the Executive Director or the Board.

32 INTRODUCTION

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

- 37 ♦ Establish reasonable expectations, objectives, and guidelines in the investments.
- 38 ♦ Create the framework for an asset mix to generate acceptable long-term returns
- 39 at a level of risk suitable to the organization to include:
 - 40 ♦ A description of an appropriate risk posture for the investment of the
 - 41 organization's Investment Fund.
 - 42 ♦ The establishment of target ranges of the asset allocation policy.
- 43 ♦ Establish investment guidelines for selecting investment managers, permissible
- 44 securities, and diversification of assets.

- ◆ Specify criteria for evaluating asset performance.
- ◆ Define the responsibilities of the Board, and the Investment Committee.
- ◆ Encourage effective communication between the investment manager(s) and the Board.

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

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

Key Contacts for the IPS

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

Ed Rylko, MBA, CPA of Chicago, IL
Interim Chief Financial Officer of the AGD

OVERVIEW COMMENTARY

Long-Term Objectives for the AGD

With the accomplishment of the primary goal of establishing and maintaining 50% reserves for the AGD, the Board established a new goal and timetable. In response to this new objective, the Investment Committee has created two separate accounts termed the “Project Account:” and the “Reserve Account” in January 2007.

The purpose of the Reserve Account remains to keep the AGD’s reserves at a minimum of 50% of budgeted expenditures to provide a safety net for the operation of the organization.

The purpose of the Project Account is to serve as an investment account with its funds to be utilized only when a consensus goal can be made by the Board. As such, the present goal for the Project Account will be for the fund to grow to \$4,500,000 by the end of five

1 years. This period will start at the beginning of the 2013 fiscal year and conclude at the
2 end of the 2017 fiscal year.

3 4 **Assets Considered Within This IPS**

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

6 **Operations Account:** This fund will maintain an amount deemed to be essential to meet
7 the ongoing operational needs of the AGD. Excess income from operations at the close
8 of the year will be placed evenly in the Reserve Account and Project Account. The
9 investment risk of the Operations Account shall be conservative.

10
11 **Investment Fund:** The primary function of this fund is to achieve long-term objectives,
12 which require its funds to be dedicated for the stipulated investment time horizon and to
13 maintain reserves as prescribed by the Board. Any removal of funds prematurely will
14 compromise accomplishment of the stated objectives. However, it is recognized that
15 circumstances may occur that exceed the funds available for normal operations.
16 Accordingly, the Investment Fund is to be utilized only when all other funds have been
17 utilized and the AGD is facing default on its financial obligations. Access to this
18 Investment Fund will require the Treasurer's and President's signatures and approval by a
19 3/4 vote of the Board. Funds shall be withdrawn first from the Project Account and then
20 the Reserve Account should this become necessary. If, during this financial crisis, any
21 funds are used from the Investment Funds, these funds are to be replaced within the
22 following three years, along with any additional contributions that did not occur. The
23 Investment Fund shall consist of two accounts, each of which shall retain its own
24 characteristics, principal, and returns:

- 25
26 a) **Reserve Account.** This account is designed to maintain an operational reserve of a
27 minimum of 50% and a maximum of 100% of budgeted expenditures. All proceeds above
28 100% will be moved into the Project Account. If the AGD's budgeted expenditures
29 increase above the income growth, then 50% of any budgetary increase in expenses
30 above the previous year's budget adjusted for income growth shall be added to the
31 Reserve Account to maintain its appropriate level. If the reserve level falls below
32 50% of budgeted expenditures, then 50% of any budgetary increase in expenses
33 above the previous year's budget adjusted for income growth shall be added to the
34 Reserve Account to maintain its appropriate level. The budgeted expenditures
35 pertaining to the above clauses will exclude depreciation on the building and build-
36 out at 560 West Lake Street.

37
38 Example – Facts- Reserve level of 45%, Prior year Expense Budget of \$12M, Growth
39 on Investments of 5%, Prior year Expense Budget adjusted for income growth of
40 \$12.6M calculated as $\$12M + (\$12M * 5\%)$, Proposed Expense Budget of \$13M.
41 This would result in \$400,000 ($\$13M - \$12.6M$) of expenditure growth over the prior
42 year adjusted expenditure budget. To offset the \$400,000 of additional expenditures,
43 \$600,000 in additional revenue would need to be generated to produce the required
44 \$200,000 ($\$400k * 50\%$) addition to reserves which represents a 50% increase in
45 reserves.

46
47 The Reserve Account balance is used to calculate the reserve account ratio.

1
2 50% of the excess of operating income over the budgeted amount shall be added to
3 the Reserve Account upon the completion of the annual audit. The investment risk of
4 this account will be conservative.
5

6 A 2.5% annual distribution (as of fiscal year-end balance) shall be allocated from the
7 Reserve Account to the Operating Account. This allocation shall be contingent upon
8 the balance remaining after the allocation being 55% or above the upcoming budget
9 cycle expenditures. The Board shall vote with input from the Investment Committee
10 on whether this allocation of Reserves can be suspended or reinstated. Provided that
11 excess funds are available, a special allocation may exceed the 2.5% level such that it
12 does not exceed 50% of the prior year annual Reserve Account return. The funds will
13 be transferred as needed during the budgetary year as described above.
14

15 **b) Project Account:** This is designed to accomplish the AGD's future
16 projects. To meet the investment objectives, an annual budgeted amount of a
17 minimum of \$200,000 shall be placed into this fund. If there is a surplus of
18 operating income above \$200,000 for the previous fiscal year, then 50% of
19 this excess amount will be used as a credit in the following budget year
20 towards offsetting the mandatory contribution amount. The mandatory
21 contribution will be placed in a lump sum, at the beginning of the fiscal year,
22 into the Project Account upon completion of the annual audit. This account
23 shall be moderate in risk.
24

25 **Emergency Fund:** This fund shall consist of \$200,000 (2013 dollars) to be placed in an
26 account earning money market rates. Interest shall accrue in the account to offset rising
27 inflation rates. Access to the Emergency Fund will require both the Treasurer's and
28 President's signatures. This fund is not to be utilized unless the emergency has caused the
29 operations account to fall below acceptable levels. This Emergency Fund is required to be
30 completely replenished in the following year's budget along with any additional amounts
31 that were not added to the fund. This account shall be conservative in risk.
32

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

37 ***Investment Fund Information***

38		
39	Authorized Decision Maker	Board
40	Account Value (as of 10-31-	
41	12)	\$12,
42	481,000	
43	Investment Advisor	Investment Committee

INVESTMENT OBJECTIVES

The specific investment objectives for the Reserve Account assets shall be to achieve an average annual rate of return of 5.0%. For those assets in the Project Account, the desired annual rate of return will be 6.0%. The objectives of these funds differ from each other due to the different risk levels accepted for these accounts.

TIME HORIZON

For the purposes of planning and not to impact the 2013 fiscal year budget, the time horizon for these long-term investments is to be five years from the beginning of the 2013 fiscal year. Capital values do fluctuate over shorter periods and the Board should recognize that the possibility of capital loss does exist. However, historical asset class return data suggests that the risk of principal loss over a holding period of at least three to five years can be minimized with the long-term investment mix and style employed under this IPS.

TAX POLICY

Taxes can affect the investment policy in several ways:

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

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

RISK TOLERANCE

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

Taking this into account, the AGD rates its risk tolerance as conservative for those funds in the Operations, Reserve, and Emergency accounts. The AGD recognizes that higher returns involve some volatility and has a willingness to tolerate declines in the value of

1 this account of between 0% and 5% in a given year and would accept losses as often as
2 two out of ten times to achieve its desired returns.

3
4 The AGD rates its own risk tolerance as moderate for those funds in the Project Account,
5 which are in excess of essential needs and used to accomplish long-term goals. The AGD
6 recognizes that higher returns involve more volatility and has willingness to tolerate
7 declines in the value of this account of between 10% and 15% in a given year and would
8 accept losses as often as two out of ten times to achieve desired returns.
9

10 Value investing requires researching and evaluating securities that are, for a correctable
11 reason, below their true value. Although, in an ideal world, the Investment Committee
12 would purchase these securities at their lowest value, this is not an exact science and
13 sometimes a security's price may decrease further. The security was purchased at a
14 discount and is a good value – it just isn't at its lowest price. This may transpire over a
15 variable period of time and is a possible consequence of the process.
16

17 The Investment Committee uses a combination of individual securities and professionally
18 managed securities, for their long-term investments. Mutual funds, REITs and ETFs are
19 used since they are professionally managed, are diversified, and have low costs. Risk for
20 the long-term investments shall be measured by the Beta of the funds, standard deviation
21 of the individual stocks, and duration of individual bonds.
22

23 **ASSET CLASS SELECTION**

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

- 26 1. Adequate diversification
- 27 2. Conservative selections
- 28 3. Flexibility in the decision-making process
- 29 4. Low cost
- 30 5. Ease of implementation and continuity
- 31 6. Ease of understanding
- 32 7. Acceptable liquidity
- 33
- 34

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

42 The Investment Committee has chosen and the Board has agreed to incorporate a value-
43 driven model in its investment philosophy and will primarily use this technique in
44 choosing individual securities. This technique is designed to produce superior results over

1 extended periods. Specific details of this technique will be explained further in this
2 document.

3
4 If appropriate, the Investment Committee may utilize a passive, instead of active, strategy
5 using dollar-cost averaging techniques. Research indicates that this approach can also
6 achieve the AGD's objectives while returning above-average earnings over the long-
7 term.

8
9 The Investment Committee recognizes the need for international investment since 52% of
10 global assets are in other countries. Because these assets may not move in the same
11 direction as domestic assets, they can increase return while lowering overall risk. Mutual
12 funds, REITs, and ETFs shall be used primarily for this category, but in the event of a
13 compelling opportunity, an individual security may be selected.

14
15 The need for flexibility in this IPS is evident in bond investments. As rates rise, the value
16 of bonds normally decreases. TIPS (Treasury inflation protected securities) can protect
17 against these interest rate changes to some degree. The Investment Committee
18 recommends that the AGD refrain from long-term bonds until the rate of these bonds
19 exceeds 6.0% and/or interest rates are anticipated to significantly decline.

20
21 Real estate investment shall be entered into only on a case-by-case basis at the
22 appropriate time when significant value exists.

23
24 The Investment Committee requires unanimous, or a ¾ majority vote if fourth voting
25 members is present, approval to recommend purchasing or selling any individual security
26 or mutual fund. However, if a member is unavailable by phone or e-mail for three days,
27 the other members will be permitted to make investments decisions in the member's
28 absence. If the member in question has given specific written instructions to the
29 Investment Committee Chairperson, or the Chief Financial Officer, as to his or her
30 intentions, these instructions shall stand as their recommendation on the issue.

31
32 Should the Chief Financial Officer discover a deviation from this stated investment
33 policy, he shall contact the Investment Committee Chairperson for clarification. If the
34 issue remains unresolved, the Chief Financial Officer is directed to contact the Treasurer
35 regarding the deviation. The Treasurer, with Board approval, may direct the Chief
36 Financial Officer to correct any deviation from this stated policy.

37 38 ***Asset Categories and Ranges***

39

Asset Category	Holdings	Percentage Range	Total
Cash			10-100%
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 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 appreciation in the market value of the security. The value of an individual security can also be restored to 6% if it decreases below the 6% limitation.

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

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

Assumptions Used to Calculate Expected Returns Based on Historical Assumptions

Asset Class	Expected Return	Standard Deviation
Cash Equivalents	4%	0.0%
Bonds	5%	9.2%
Stocks	10.0%	26.9%
Real Estate	8.0%	16.2%

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

Updated Allocations

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

Rebalancing Procedures

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

Adjustment in the Targeted Asset Allocation

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

FREQUENCY OF REVIEW

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

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

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

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. For the sake of liquidity in the Project and Reserve Accounts, 10% of assets will be held in cash or cash equivalents.

MARKETABILITY OF ASSETS

Due to the Investment Fund's 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

- 1 a. Stocks – both domestic and international.
- 2 b. Bonds
- 3 1. - both domestic and international (investment grade only)
- 4 2. - both Treasury and Corporate (investment grade only)
- 5 c. Government agency securities
- 6 d. Money Market
- 7 e. Real Estate Investment Trusts (REIT's)
- 8 f. Exchange Traded Funds (ETF's)
- 9 2. Insured bank certificates of deposits
- 10 3. Master Limited Partnerships
- 11 4. Treasury securities
- 12 5. Corporate bonds – AAA, AA, or A grade (Standard & Poor)
- 13 Aaa, Aa, or A grade (Moody's)
- 14 6. Federal agency securities
- 15 7. Interest bearing Money Market Accounts
- 16 8. Exchange-traded individual securities (other than those prohibited)
- 17 9. Commodities within ETF's, mutual funds, or individual securities
- 18 10. Precious metals within ETF's, mutual funds, or individual securities
- 19 11. Options as a defensive hedging strategy used in conjunction with portfolio
- 20 positions and may only represent a maximum of five percent (5%) of the total
- 21 value of invested equities
- 22

Prohibited Asset Classes and/or Security Types

- 24 1. Annuities
- 25 2. Precious metals in their tangible form
- 26 3. Distressed securities
- 27 4. Venture capital
- 28 5. Private Placement Limited Partnerships
- 29 6. Short sales of equity positions
- 30 7. Purchases of Letter Stock, Private Placements, or direct payments
- 31 8. Leveraged transactions
- 32 9. Futures and commodities transactions involving leverage or direct possession
- 33 10. Purchases of real estate as an investment, with the exception of REIT's
- 34 11. Closed-End Funds
- 35 12. Aggressive options strategies such as uncovered calls and puts, spreads,
- 36 straddles, or other options strategies that fall within level III and IV broker
- 37 permissions
- 38

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 – i.e. 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.

- 1 4. Individual investments in Certificates of Deposits may also be utilized. These
2 investments must be insured adequately to protect the amount invested.

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

7
8 If a selected fund under performs the returns established by such averages by more than
9 0.5% for the prior three-year period, such fund(s) will be placed on probation for the
10 subsequent three months. If over the subsequent quarter the fund's average annual return
11 remains 0.5% below that earned by the applicable average, the Investment Committee
12 will decide if the fund continues to be an appropriate investment.

13
14 Cash in this policy is viewed as a holding vehicle until an appropriate investment presents
15 itself. A minimum of 10% of portfolio value will be maintained in cash/cash equivalents
16 at all times to provide liquidity to the Investment Fund.
17

18 ***Common Stocks***
19 ***Mutual Funds***

20 Any selected common stock mutual funds shall be pooled investment vehicles, such as a
21 publicly traded open-end mutual fund, providing daily asset valuations or price
22 quotations. Such investments may include any size domestic or non-U.S. stock.
23 The following guidelines will be utilized for the selection and retention of any pooled
24 common stock investment vehicles. While these guidelines are not absolute, the
25 Investment Committee will consider these prior to the purchase and retention of any
26 mutual fund:

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

42 The Investment Committee will review the performance of each common stock fund
43 quarterly. Total returns will be compared against the average returns for equivalent

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

3
4 If any fund under performs the applicable averages for a period of one year, the selection
5 fund will be placed on probation for the subsequent quarter. If over the subsequent year
6 the funds' average return for the applicable three-year period remains below that earned
7 by the average equivalent pooled investment vehicle sharing the same investment
8 objective, the Investment Committee will decide if the fund continues to be an
9 appropriate investment.

10
11 The relative risk of the fund will also be reviewed quarterly, as measured by the fund's
12 Beta, over the most recent one, three, and five-year periods.

13 14 ***Individual Securities***

15
16 Our AGD investment policy involves the purchase securities when their price appears to
17 be well below the appraised or analyzed value. This usually results in the purchase of out
18 of favor companies or a so-called "value" investing.

19
20 Successful value investing often requires patience and periods of inactivity. It also
21 requires changing investments at times when others say to the contrary. The Investment
22 Committee's decisions will be considered sound when the investment is thoroughly
23 analyzed in regards to valuations

24
25 The default position will be cash or the equivalent if there are no compelling equity or
26 debt securities.

27
28 The guidelines provided below are to be used in evaluating individual equities. While
29 these rules are not set in stone, the Investment Committee will consider these prior to the
30 purchase of an individual security:

- 31
- 32 1. A company in business for at least twenty years and publicly traded for at least
33 the last ten years.
 - 34 2. A company whose business model is completely understood.
 - 35 3. A company whose business is expected to continue for the next twenty years.
 - 36 4. A company operating at a profit.
 - 37 5. A purchase price at or near a multi-year low with a price to earnings ratio that is
38 at or near a 5 to 10 year low.
 - 39 6. A price to sales ratio less than 70%, preferably below 50% and can be averaged
40 down if it falls to an extreme 30%.
 - 41 7. A price to book (assets less liabilities, less preferred stock) ratio of less than two
42 and preferably near one or less.
 - 43 8. The price of the stock not more than 2/3 of net current assets per share (current
44 assets less total debt, less the value of preferred shares, divided by the number
45 of common shares).
 - 46 9. Companies with capable management and personal ownership of stock.
 - 47 10. Companies fitting the above criteria are often out-of favor for a particular
48 reason. The Investment Committee must determine if they understand the

1 reason and can comfortably project that the company is in a temporary set-back
2 or in a situation that is a one-time event and unlikely to significantly impact
3 ongoing operations. These can often be wonderful investing opportunities if
4 purchased with a backstop of value.

- 5 11. Companies with assets carried on the balance sheet below their actual worth,
6 such as real estate, natural resources, surplus funds in a pension plan, or
7 profitable subsidiaries, which, if sold separately, would bring a premium price.
- 8 12. The company's current net profit should be an additional 33% more than the net
9 profit of the company ten years ago.
- 10 13. The company possesses little or no debt. The long-term debt should be less than
11 two years of net profit.
- 12 14. Total Debt (current and long-term) shall not exceed 60% of current assets.
- 13 15. A Price to Earnings Growth (PEG) ratio between 0.2 and 1.0. This shows a
14 company that has started growing.

16 ***Exchange Traded Funds***

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

20
21 These investments have similarities to mutual funds, yet have many features similar to an
22 individual security. They are based on a basket of stocks like a mutual fund, but can be
23 sold in intraday trading and can be short sold like individual securities. Since ETFs are
24 based upon indexes, costs rival and are usually lower than those of mutual funds.
25 Although mutual fund managers make judgments about individual stocks, ETF managers
26 aspire to keep the fund as close to the underlying index as possible, therefore, rarely are
27 there large concentrations of a particular security.

28
29 The following guidelines will be utilized for the selection and retention of any ETF.
30 While these guidelines are not absolute, the committee will consider these prior to the
31 purchase and retention of any ETF:

- 33 1. The fund will have an investment track record of no less than three years.
- 34 2. Investment management must have been present for the past three years
35 unless the fund is under team management, or run passively. If team
36 management is present then there must be stability in the group.
- 37 3. The fund's average annualized returns net of fund level expenses, over a three
38 year time period or more, will be no less than the average returns for
39 equivalent pooled investment vehicles sharing the same investment objective.
- 40 4. A turnover portfolio ratio of less than 50%.
- 41 5. The fund will be treated as a diversified portfolio. Therefore, the investment
42 risk will be measured by the fund's Beta of preferably no more than 1.00.
- 43 6. Fund operating expenses shall not exceed 0.60% annually.
- 44 7. A Dividend Yield of greater than 2.00%.
- 45 8. A Price/Earnings ratio of less than 10, or near a five year low.
- 46 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.

1
2 Should any fund underperform the applicable averages for a period of two years, the
3 selection fund will be placed on probation for the subsequent year. If over the subsequent
4 year the funds' average return for the applicable three-year period remains below that
5 earned by the average equivalent pooled investment vehicle sharing the same investment
6 objective, the Investment Committee will decide if the fund continues to be an
7 appropriate investment.

8
9 The relative risk of the selected investment vehicle will also be reviewed quarterly, as
10 measured by the fund's standard deviation, over the most recent one, three, and five-year
11 periods.

12 **Individual Securities**

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

- 16 1. The bond must be of investment grade or better AAA, AA, or A grade
17 (Standard & Poor) or Aaa, Aa, or A grade (Moody's).
- 18 2. Term of 10 years or less on both treasuries and corporate securities.
- 19 3. Call risk on corporate securities should be mitigated by purchasing bonds with
20 call protection for a number of years or with a coupon lower than current market
21 rates, thereby selling at a discount to par. The larger the discount, the lower the
22 call risk.
- 23 4. To eliminate event risk, purchase Treasury or government securities.
- 24 5. To mitigate event risk in Corporate securities purchase only securities in
25 corporations unlikely to be taken over by another corporation. Avoid
26 undervalued companies with strong balance sheets because they are especially
27 vulnerable to event risk.
- 28
- 29

30 **Government Agency Securities**

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

- 41 1. Federal Home Loan Banks
- 42 2. Federal National Mortgage Association
- 43 3. Government National Mortgage Association
- 44 4. Federal Home Loan Mortgage Corporation
- 45 5. Farm Credit Agencies
- 46 6. Federal Land Banks
- 47
- 48

1
2 The least expensive and best way to buy short-term issues is through a syndicated
3 brokerage. The syndicate handling a new agency issue sells these securities at par and
4 with no commission. The syndicate makes its profit when it sells the security (roughly \$3
5 per \$1,000 of face value). These issues are usually pre-sold so if the Investment
6 Committee buys these securities as new issues, it will need to get its subscription in
7 before the pricing announcement is made. Determining the coupon can be made by
8 consulting the selling dealer. Their informed guess will be quite close to the mark.
9

10 These securities are also purchased and sold on the secondary market, but a commission
11 is charged on each transaction. Therefore, unless there is a compelling reason to
12 purchase on the secondary market (a desired maturity, a deep discount, etc...) buying at
13 initial issue is preferable.
14

15 Fannie Mae and Ginnie Mae securities have the longest maturities outstanding and
16 consequently the widest selection of securities selling at substantial discounts from par.
17 When looking for deep-discount bonds, Fannie Mae debentures, Ginnie Mae participation
18 certificates, and Federal Land Bank bonds should all be considered.
19

20 If the Investment Committee is looking for a stream of monthly payments, the Ginnie
21 Mae pass-through, which is fully backed by the U.S. government, should be considered.
22 Purchasing a pass-through resembles putting a 12-year annuity with the difference being
23 the amount payable each month and is subject to variation due to prepayments of
24 mortgages.
25

26 However, developing a Ginnie Mae investment strategy is not easy. It is based on
27 anticipation of interest rate moves. On anticipation of increasing interest rates, the
28 purchase of certificates trading at a premium should be purchased. If interest rates are
29 decreasing then a lower coupon Ginnie Mae that is trading at a discount should be
30 purchased. The rationale is that if rates are falling, the discounted, or low-coupon, Ginnie
31 Mae's will be repaid faster increasing their yields-to-maturity; if rates are rising, the
32 premium-priced, or high-coupon, certificates, will be paid back more slowly, again
33 increasing the yield-to-maturity.
34

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

37 ***Balanced Funds/Managers***

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

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

- 44 1. Fund operating expenses shall not exceed 1.4% annually

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

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

19
20 If the fund under performs the applicable averages for a period of two years, the selected
21 fund will be placed on probation for the subsequent twelve months. If over the
22 subsequent year the funds' average return for the applicable three-year period remains
23 below that earned by the average equivalent pooled investment vehicle sharing the same
24 investment objective, the Investment Committee will decide if the fund continues to be an
25 appropriate investment. The relative risk of the selected investment vehicle will also be
26 reviewed quarterly, as measured by the fund's standard deviation, over the most recent
27 one, three, and five-year periods.

28 **Alternative Investments**

30 **Real Estate**

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

38
39 The Investment Committee may determine that it is desirable to employ the use of real
40 estate in its portfolio. Investment vehicles that can be utilized include mutual funds,
41 which are pooled investment vehicles, which publish daily net asset valuations. Real
42 Estate Investment Trusts (REITs) are also an acceptable vehicle for real estate
43 investment. REITs offer both low cost and diversity. Exchange traded funds (ETFs) also
44 address low cost and passive management and are also acceptable for use by the

1 Investment Committee. Studies are inconclusive as to whether active management will
2 outperform funds over a long time period with a passive strategy such as REITs and
3 ETFs especially after costs are factored in.

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

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

33 **Options**

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

Warrants

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

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

Warrants provide a cheaper way to invest in a particular common stock because the purchase of a given number of warrants is always cheaper than the purchase of a corresponding number of common stock shares. Therefore, investors can establish a given equity position for a considerably smaller capital investment through the use of warrants. Investor's trade warrants on exchanges the same way they trade stocks. Most investors never exercise warrants but simply buy and sell them in pursuit of capital gains. In the case of warrants, since no dividends are paid, the expected return must be realized in the form of capital appreciation, or price change, therefore it is imperative to understanding of the price range in which a warrant may trade.

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

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

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

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

7

8 ***Additional Investments, if any***

9 The Investment Committee has established the following criteria for selecting and
10 retaining other investment vehicles.

11 The selection of such vehicles shall be restricted by:

- 12 1. The aggregate of all such vehicles shall not exceed 15% of either the Reserve
13 and Project Accounts.
- 14 2. Proposed managers shall have a proven and successful track record of at least
15 five years in similar investments.

16 **INVESTMENT MONITORING AND CONTROL PROCEDURES**

17 ***Investment Monitoring***

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

- 22 1. The price reaches our appraisal or a reduced margin of safety remains.
- 23 2. To improve the risk/return profile substantially, i.e. replace a business selling at
24 80% of its worth with an equally attractive company at 50% of its value.
- 25 3. Future earnings power of the company becomes severely impaired by threats to
26 the business, poor capital allocation, or other reasons.
- 27 4. The belief that management can no longer build shareholder value and efforts to
28 find new corporate leadership would be unsuccessful or too costly.

29
30 Funds will generally be sold for the following reasons:

- 31
- 32 1. The reasons the fund was purchased are no longer valid.
- 33 2. Management has changed causing concern with continuity of the present
34 investment philosophy.
- 35 3. Investment philosophy of the fund itself has changed.
- 36 4. Fee structure has changed.
- 37 5. Changes in the economy dictate removal.

1 **Reports**

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

- 3
- 4 1. The Board will receive a report annually that lists all assets held by the AGD,
5 values for each asset, and all transactions affecting assets within the portfolio,
6 including additions and withdrawals. The Investment Committee Chair shall
7 report to the Board at its Board Meeting III the most recent monthly
8 information. Breakout by asset categories will be provided, with performance
9 compared to appropriate indices.
- 10 2. The Board shall receive no less frequently than on a yearly basis and within 30
11 days after the end of each such period the following management reports on the
12 Investment Fund:
 - 13
 - 14 a) All assets held by the AGD
 - 15 b) Values for each asset and all transactions affecting assets within the
16 portfolio
 - 17 c) Performance results over the last year, 3 years and 5 years
 - 18 d) Performance results of each individual manager, when utilized, for the
19 same periods
 - 20 e) Performance results of comparative benchmarks for the same periods
 - 21 f) End of year status regarding asset allocation—as it conforms to the IPS
 - 22 g) Any recommendations for changes of the above
- 23
- 24 3. The Investment Committee, in conjunction with the Chief Financial Officer,
25 shall provide an annual summary report to the House of Delegates.

26 **DUTIES AND RESPONSIBILITIES**

27 ***The Investment Committee***

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

30 The Investment Committee shall be responsible for:

- 31
- 32 1. Designing, recommending, and implementing an appropriate plan consistent
33 with the investment objectives, time horizon, risk profile, guidelines and
34 constraints outlined in this statement.
- 35 2. Recommending an appropriate custodian to safeguard the AGD's assets.
- 36 3. Ensuring that the custodian provides the Investment Committee with a current
37 prospectus, where applicable.
- 38 4. Identifying specific assets and/or investment
- 39 5. Recommending the purchase of and monitoring the performance of all selected
40 assets.

6. Voting proxies, if necessary, in accordance with the guidelines and restrictions outlined herein where applicable and otherwise according to its best judgment.
7. Provide consulting to the Board on financial decisions as needed.
8. Preparing and presenting appropriate reports annually to the Board.
9. Recommending and implementing changes to the IPS.

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

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

The Board

The Board shall be responsible for:

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

DISCLOSURE

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

3 **I. Membership Maintenance**
4

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

12
13 **Submission of CE by Members**

14 Effective April 17, 2015 all Continuing Education hours (CE) submitted to AGD by its members be
15 accompanied by a course completion certificate or verifiable equivalent issued by the course provider
16 in order for it to be displayed on the members' AGD Licensing and Award Transcripts.
17

18 And be it further,

19
20 Resolved, that the AGD be a repository for the certificates.
21

22 Approved 2015 Board Meeting III
23
24

3 **K. Travel Policy**
4



5
6
7 **ACADEMY OF GENERAL DENTISTRY (AGD)**
8 **TRAVEL POLICY**

9
10 **PURPOSE**

- 11
- 12 • To control travel costs and expenditures for the AGD.
 - 13 • To provide our member travelers with a superior level of service by implementing new, updated
 - 14 guidelines.
 - 15 • To meet our contracted obligations with hotels by requiring AGD funded travelers to stay in the
 - 16 AGD contracted hotel(s).
- 17

18 **AIR TRAVEL GUIDELINES**

- 19
- 20 1) Funded travelers will receive a letter or e-mail from the AGD Headquarters Office noting the
 - 21 published meeting starting and ending times.
 - 22
 - 23 2) Travelers on AGD business are free to search the Internet for the lowest round trip coach
 - 24 airfare. Travel will be reimbursed at the level of economy/coach class only for domestic
 - 25 travel, not to exceed the published rate at 21 days prior to travel.
 - 26
 - 27 3) Any airfare exceeding \$600, or the figure designated for a specific meeting, must be sent to
 - 28 the AGD for approval prior to securing the reservation. In some cases, the AGD will offer
 - 29 recommendations to alter schedules. In other cases the AGD may be able to purchase the
 - 30 flight with AMEX points. A flyer's frequent flyer preference will not take precedence over
 - 31 the traveler's flexibility in accepting significantly lower airfares on alternate airlines.
 - 32 Frequent flyer miles are not accrued on free tickets. If prior approval is not requested,
 - 33 travelers will only be reimbursed \$600.
 - 34
 - 35 4) Once travel has been reserved, the ticket is non-refundable. Any cancellation or change to the
 - 36 ticket, other than if the change was pre-approved by AGD, will be the responsibility of the
 - 37 traveler, and not the AGD. All unused tickets will be returned to AGD.
 - 38
 - 39 5) Reservations should be scheduled a minimum of 21 days prior to travel, unless travel is
 - 40 scheduled around peak travel periods, then travel should be booked more than 21 days prior
 - 41 to travel.
 - 42
 - 43 6) Travelers are not required to stay over a Saturday night in order to obtain a lower airfare.
 - 44 However, if the traveler agrees and the cost savings are significant, the AGD will be
 - 45 responsible for covering the additional hotel night's charge and meals. The cost of a Saturday

1 departure should not exceed the total cost of airfare and a Saturday night hotel stay for a
2 Sunday departure. Members will not be required to travel past 11 pm in the time zone of their
3 destination city.

- 4
- 5 7) If a traveler chooses an itinerary for personal reasons (i.e., such as including a stop in another
6 city), travel costs will be covered for the lowest available airfare between the traveler's home
7 city and the meeting site. Any additional charges will be the traveler's responsibility.
- 8
- 9 8) Frequent flyer miles accrued by the traveler while traveling on AGD business are the
10 property of the traveler.
- 11
- 12 9) Airline compensation vouchers, i.e., for travelers who wish to volunteer their seats for
13 compensation, will remain the property of the traveler providing that the traveler's
14 participation in the AGD meeting is not compromised in any way.
- 15
- 16 10) Travelers will be reimbursed upon submission of a receipt for the charge of one checked bag
17 regardless of the length of stay; a second checked bag will be reimbursed if the event requires
18 a stay of longer than five (5) days.
- 19

20 **HOTEL ACCOMMODATIONS**

- 21
- 22 1) For functions in which there is an AGD contracted hotel, all AGD funded travelers are
23 required to stay at the AGD-contracted hotel. Travelers staying at hotels not contracted by the
24 AGD will not be reimbursed for accommodations.
- 25
- 26 2) All hotel reservations must be made following the AGD's established housing procedures.
- 27
- 28 3) Frequent guest points earned during the course of AGD-funded business remain the property
29 of the traveler.
- 30
- 31 4) For functions in which there is not an AGD contracted hotel, travelers will be reimbursed at
32 the flat rate or single room rate plus tax. If due to an extra guest in the room, the rate is more
33 than the single room rate, the traveler will be responsible for the rate difference.
- 34
- 35 5) Travelers need to present a personal credit card upon check-in, retaining a bill of charges that
36 should be submitted with the expense reimbursement form.
- 37

38 **GROUND TRANSPORTATION**

- 39
- 40 1) Travelers will be reimbursed for actual costs of round-trip travel from home/airport/hotel, and
41 if utilizing personal automobile, based on the prevailing I.R.S. rate. The most economical
42 method of transportation should be utilized. It is expected that airport shuttle services will be
43 used whenever possible.
- 44
- 45 2) Limousine service will not be authorized unless it is less than or equal to taxi or shuttle
46 transportation. Travelers wishing to utilize a limousine to and from the airport will only be
47 reimbursed at the shuttle rate.
- 48
- 49 3) Rental car expenses will not be authorized unless they are less than or equal to taxi or shuttle
50 transportation. Travelers wishing to utilize a rental car must get approval from AGD prior to
51 securing the reservation. If prior approval is not authorized, travelers will only be reimbursed
52 at the shuttle rate.
- 53

- 1 2) Reimbursement for travelers attending AGD related meetings will not be made unless
2 documentation is provided within 90 days of incurring the expenses. Follow-up notification
3 to the travelers will be made at 75 days and extenuating circumstances will allow for an
4 appeal process to the Executive Committee.
5
- 6 3) All expenses greater than \$50 require receipts. Even if air and hotel are charged directly to
7 the AGD, a receipt or folio must be submitted as documentation.
8
- 9 4) Receipts and explanations must be provided for the payment of group activities or meals paid
10 by one individual.
11
- 12 5) Members are required to stay for the duration of the meetings they attend or forfeit
13 reimbursement. Any exceptions must be approved by the President or ranking officer.
14
15

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 ED 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 Joint Council, Leadership, and Advocacy Conference
34 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**

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

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

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

10 DO use AGD letterhead for:

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

17 DON'T use AGD letterhead for:

- 18 • Making negative statements about organizations or persons
- 19 • Expressing opinions on dental issues, unless assigned to do so by the Board or President
- 20 • Making commitments or promises, unless assigned to do so by the Board or President
- 21 • Amending contractual arrangements, unless assigned to do so by the Board or President

2

3 **N. Whistleblower Policy**

4

5

6 **ACADEMY OF GENERAL DENTISTRY**

7 **WHISTLEBLOWER POLICY**

8

9 **General**

10 The AGD Code of Conduct requires trustees, 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, trustees, officers, 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 trustees, volunteers, and employees reporting concerns from retaliatory
25 actions.
- 26

27 **Reporting Responsibility**

28 Each trustee, volunteer, and employee of the AGD has an obligation to report in accordance with this
29 Whistleblower Policy (a) questionable or improper accounting, internal control, or auditing matters,
30 and (b) violations and suspected violations of the AGD's Code of Conduct (hereinafter collectively
31 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 trustees, volunteers, and employees to
41 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 **Trustees and Other Volunteers**

23 Trustees 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

1 ***Policy Type: V. Board Policy Statements***
2

3 **O. Terminology and Definition of Board Roles**

4
5 Approved by the Board at the 2007 Board Meeting IV:
6

7 Resolved, that AGD officially adopt as part of its style guide the following terminology and
8 associated definitions:
9

10 Trustees – The 19 Trustees elected by their respective regions

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

13 Executive Committee – Officers and the Immediate Past President

14 The Board - The 19 Trustees plus the Executive Committee

15 Officers should be referred to by their title or as members of the Board, but not as “Trustees.” And be
16 it further,
17

18 Resolved, that the Constitution, Bylaws and Judicial Affairs Council be asked provide a
19 recommendation to amend the Bylaws so that they are consistent with these definitions. And be it
20 further,
21

22 Resolved, that the AGD style guide be amended consistent with these definitions.
23

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

2

3 **P. Delegate Reimbursement**

4

5

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

7

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

9

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

12

13

2
3 **Q. Sunset Review Process and Schedule**

4
5 Approved 2015-2016 Board Meeting IV

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

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

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

17
18 Sunset Review Process schedule

19
20
21 2015-2016

22 Credentials and Elections Committee

23 Examinations Council

24 Examinations Item Bank Committee (Team C)

25 Fellowship Exam Committee (Teams A and B)

26
27 2016-2017

28 Compensation Committee

29 Communications Council

30 Constitution, Bylaws and Judicial Affairs Council

31 Professional Relations Committee

32
33 2017-2018

34 Awards Committee

35 Group Benefits Council

36 Membership Council

37
38 2018-2019

39 Audit Committee

40 Dental Education Council

41 Program Approval for Continuing Education (PACE) Council

42 Scientific Meeting Council

43 Self Instruction Committee

44
45 2019-2020

46 Advocacy Fund Committee

47 Budget and Finance Committee

48 Dental Practice Council

49 Investment Committee

50 Legislative and Governmental Affairs Council

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7

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.

2
3 **R. MasterTrack®**

4
5
6
7 **Trademark License Agreement**

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

10
11 **AND**

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

21
22 1. **GRANT OF LICENSE.**

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

33 1.2 All rights other than those specifically granted herein to Licensee are reserved to Licensor
34 including, without limitation, the right to continue to use the mark in any medium.
35

36 2. **PAYMENT OF FEE**

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

40 3. **SEPARATE ENTITIES.**

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

45 4. **QUALITY CONTROL AND ACCEPTANCE**

46 Licensee understands and agrees that an essential condition of this Agreement is the
47 protection of the high reputation enjoyed by the Licensor for the mark, and that, in keeping
48 with that condition, any and all use of the mark, shall be of high consistent quality and subject
49 to the approval and continuing supervision and control of Licensor. Upon the request of

1 Licensor, Licensee shall submit to Licensor, on an annual basis during the Term, information
2 associated with its use of the mark, including but not limited to a schedule of planned
3 courses, including names of all contracted instructors, a list of educational objectives
4 associated with those courses, a copy of each of course materials including any advertising
5 materials, and the name and contact information of any and all MasterTrack program
6 directors. Should Licensor fail to notify Licensee of any quality control issues relating to any
7 use of the mark within thirty (30) days after receipt of said information, then said information
8 will be deemed accepted by Licensor. The parties shall negotiate in good faith to resolve any
9 quality control issues of which Licensor may notify Licensee.

10
11 5. TERMINATION OF LICENSE.

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

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

22
23 6. INDEMNIFICATION.

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

31
32 7. MISCELLANEOUS.

33 7.1 CONTROLLING LAW.

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

36
37 7.2 SUCCESSORS AND ASSIGNS.

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

41
42 7.3 NOTICES.

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

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

1 Licensors:
2 Academy of General Dentistry
3 211 East Chicago Ave., Ste 900
4 Chicago, IL 60611-1999, USA
5 By _____
6 Title _____
7 Date _____
8

9 Licensee:
10 [_____]
11 [Street Address]
12 [City, State, Zip Country]
13 By _____
14 Title _____
15 Date _____
16
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18 CHDS01 MAV 814324v1
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Academy of General Dentistry Guidelines for MasterTrack® Programs

Introduction

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

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

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

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

Application

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

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

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

MasterTrack® Program Provider

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

Administration and Program Director Qualifications

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

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

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

Finances

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

Publicity

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

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

Facilities

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

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 Mgnt/Sedation/Pharm**	340	12	12
Orthodontics	370	12	12
Pediatrics	430	12	12
Periodontics	490	30	46
Practice Mgmt	550	0	24
Fixed Prosth	610	30	46
Removable Prosth	670	30	46
Implants	690	30	46
Oral Med/Oral Dx	730	12	12
Special Pt Care	750	12	12
Esthetics	780	30	46
Total hours		372	568
Total Required		400	600

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, whereofore the preceding minutes have been
11 approved.

12

13 Approved 2017 Board Meeting IV

14

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Policy Type: V. Board Policy Statements

T. Town Hall

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

Approved 2015 Board Meeting III

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

2

3 **U. Alcohol Policy**

4

5

6 Alcoholic consumption at Board, council, committee, or task force dinners is the financial 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 Approved at the 2015-2016 Board Meeting III
6

7 Resolved, that the AGD President and Executive Director, or their designee, be the primary contacts with
8 AGD outside counsel, and that individual AGD Board members refrain from contacting the AGD outside
9 counsel without prior notification to the AGD President or Executive Director. If an individual Board
10 member does contact the AGD outside counsel without prior notification, they may be responsible for the
11 direct costs of AGD outside counsel’s time billed to the AGD, if that cost is not approved by the Board.
12

3 **W. Educational Collaboration Guidelines**

4 Approved at 2016-2017 Board Meeting IV
5

6 **Educational Collaborations**

7 Guidelines for AGD Educational Collaborations
8

9 *Definitions*

10
11 **Educational Collaboration:** A relationship between the AGD and another entity(ies) (the “parties”) for
12 the purpose of collaboration between the parties to provide educational programming to members of the
13 AGD and/or members of the other entity(ies)
14

15 *Guidelines*

16
17 General considerations of entering an educational Collaboration
18

- 19
20
- 21 • All AGD costs associated with the potential contract should be considered in a business plan or the
 - 22 equivalent – for example, a 2 or 5 year business plan - before moving forward.
 - 23 • The business plan or its equivalent will be developed by staff and will include, but not be limited to,
 - 24 staff and marketing costs, and will consider that the initial investment may be higher than ongoing
 - 25 costs for both parties.
 - 26 • The educational collaboration must benefit the AGD and protect the AGD name and reputation.
 - 27 • The collaboration should consider mutual benefits and mutual liabilities of the parties.
 - 28 • The collaboration should generate non-dues revenue, collaboration dollars, or royalties for the AGD.
 - 29 If the collaboration is of a variety such that revenue may not be generated, such as a strictly CE
 - 30 agreement, other benefits to the AGD or its constituents must be identified.
 - 31 • The collaboration shall not be to the detriment of and should benefit current educational offerings
 - 32 such as the Scientific Session, the Online Learning Center or other AGD educational resources.
 - 33

34 *Characteristics of the other entity(ies)*

35
36 The AGD shall enter into educational collaborations only with entity(ies) that meet, or exceed if
37 applicable, the following criteria:
38

- 39 1. Each entity is a Program Approval for Continuing Education (PACE) provider that maintains the
- 40 standards of the PACE program and meets the standards of the AGD as determined by the AGD
- 41 Dental Education (DE) Council.
- 42 2. The entity(ies) have undergone evaluation by the AGD of the history and reputation of the entity(ies)
- 43 to assess any findings that might affect the collaboration and/or AGD members’ perception of the
- 44 collaboration.
- 45 3. The entity(ies), collectively if more than one, must offer product(s) or program(s) that our members
- 46 want and would consider a benefit to them.
- 47 4. All educational entities will be considered, including, but not limited to: corporate, profit, non-profit,
- 48 individually owned, educational institutions.
- 49 5. Each entity must purchase, at no expense to the AGD, an exhibit booth at an AGD scientific session.
- 50

51 *Characteristics of the educational programming*

- 1
- 2 1. The educational programming must be congruent with AGD’s overall comprehensive educational
- 3 strategic plan.
- 4 2. The educational programming will complement current AGD educational resources or extend AGD’s
- 5 reach to its members and/or potential members or enhance AGD’s overall standing in the arena of
- 6 Dental Education.
- 7 3. AGD members must benefit and find value from the relationship, as assessed by survey of AGD
- 8 members participating in the programming.
- 9 4. The educational programming must give a distinct benefit to AGD members that is beyond merely
- 10 benefit to members of the entity(ies).
- 11 5. The educational programming must not be solely limited to what is already offered to members of the
- 12 entity(ies) without further benefit to AGD members.
- 13

14 Binding terms

15
16 Educational collaborations shall be implemented by agreement between the parties. Said agreement shall
17 be memorialized in the form of binding terms captured in writing as either contract or memorandum of
18 understanding whereby binding terms are expressly indicated as binding. The following criteria shall
19 apply to said binding terms (the “contract”):
20

- 21 1. The contract shall be for a term not to exceed two (2) years.
- 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 collaborate exclusively with any entity(ies), and shall not limit
- 42 the number of agreements, including collaborations, into which the AGD may enter.
- 43

44 Process of review

45
46 Educational collaborations will be developed by the AGD Dental Education Council as follows:
47

- 48 1. The DE Council should be the entry place or clearinghouse for any potential educational collaborator
- 49 coming to the AGD or for any educational collaborator that the AGD would consider reaching out to
- 50 for an educational collaboration.
- 51 2. A subcommittee of the DE Council will be formed to look at each potential collaborator initially and
- 52 assess its prospective value. The subcommittee will also look at the costs associated with that
- 53 potential collaboration.

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

24
25 If an educational collaboration opportunity fails to meet these guidelines, as determined by the DE
26 Council after its exercise of due diligence, the collaboration will not be considered. No educational
27 collaboration shall be considered unless it meets the approval of the DE Council and its subcommittee and
28 of the AGD Executive Committee.
29

3 **X. International Membership Opportunities**

4 Approved at the 2016-2017 Board Meeting III

5 Guidelines for AGD International Membership Opportunities (IMO)

6 Definitions

7
8
9
10 **International Membership Opportunities:** A relationship between the AGD and another entity (including but not
11 limited to official or unofficial groups or persons who desire to establish membership in the AGD are currently
12 classified as international) for the purpose of facilitating, encouraging or recruiting international members
13

14 Guidelines

15 General considerations of International Membership Opportunities

- 16 • All AGD costs associated with the IMO should be considered in a business plan or the equivalent before
17 moving forward.
- 18 • The business plan or its equivalent will be developed by staff and will include, but not be limited to, staff and
19 marketing costs, and will consider that the initial investment may be higher than ongoing costs for IMO.
- 20 • The IMO must benefit the AGD and protect the AGD name and reputation.
- 21 • The IMO should consider mutual benefits and mutual liabilities of the parties.
- 22 • The IMO should generate dues revenue, sponsorship dollars, and/or royalties for the AGD. If the IMO is of a
23 variety such that revenue may not be generated, such as strictly Continuing Education agreement, other benefits
24 to the AGD or its constituents must be identified.
- 25 • The IMO shall not be to the detriment of and should benefit current and established IMO.
26
27

28 Process of review

29
30 IMO will be developed by the AGD Membership Council as follows:

- 31 **I.** The Membership Council should be the entry place or clearinghouse for any potential IMO coming to the
32 AGD or for any International Organization that the AGD would consider reaching out to for an IMO.
- 33 **II.** A subcommittee of the Membership Council will be formed to look at each potential IMO initially and
34 assess its prospective value. The subcommittee will also look at the costs associated with that potential
35 IMO.
- 36 **III.** Once the above initial deliberation has been accomplished, the subcommittee shall share the opportunity
37 with any council or committee that might need to have input. This will always include any other council
38 which may be affected or have input to the particular IMO. The opportunity shall be shared concurrently
39 with the Executive Committee (EC) for its input.
- 40 **IV.** Because time is of the essence in the consideration of these opportunities, the Membership subcommittee,
41 through the Membership Council Chair, will contact any and all other chairs of any council or committee
42 that should have input and the EC.
- 43 **V.** One week (seven (7) calendar days) will be given for each such chairperson and the EC (by the President,
44 for the body) to respond. In the event that any such chairperson is unavailable or fails to respond within one
45 week (seven (7) calendar days), the AGD President or council/committee chairperson shall assign another
46 council/committee member to respond on behalf of that council/committee, and that other
47 council/committee member shall have three (3) calendar days from the date s/he receives the request or the
48 remainder of said week (seven (7) calendar days), whichever is greater, to respond to the request of the
49 Membership Council Chair.
- 50 **VI.** Negotiations for the prospective IMO will proceed (with any additional information provided by those
51 chairs or the EC) unless there is reason found through this process to terminate or alter them.
52
53

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

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

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

7
8 If the IMO fails to meet these guidelines, as determined by the Membership Council after its exercise of due
9 diligence, the IMO will not be considered. No IMO shall be considered unless it meets the approval of the
10 Membership Council, its subcommittee, and the AGD Executive Committee.

11

2

3 **A. Convocation Waiver Guidelines**

4 **Guidelines for Granting Waivers of Attendance for Convocation**

5 Upon approval by the chair of the Dental Education Council, an award candidate may be
6 excused from attending the Convocation and awarded the Fellowship or Mastership in
7 absentia for any of the following reasons:

- 8 1. Medically confirmed disability;
- 9 2. Illness so severe as to prevent an individual from even planning to attend the
10 Convocation ceremony as much as 30 days in advance;
- 11 3. Sudden illness that occurs within 30 days of the Convocation ceremony, and
12 makes it impossible for the individual to attend the Convocation ceremony;
- 13 4. Death within the immediate family which makes it impossible for the member to
14 attend the Convocation ceremony;
- 15 5. Sudden illness in the immediate family which makes it impossible for the
16 member to attend the Convocation ceremony;
- 17 6. Military orders which would prevent the member from attending the Convocation
18 ceremony;
- 19 7. Long-standing professional commitments outside of the country which would
20 prevent the member from attending the Convocation ceremony, as long as the
21 commitments were not made as conscious alternatives to attendance at the
22 Convocation;
- 23 8. Unusual personal or business circumstances resulting from natural disaster or
24 accident that would make it unreasonable to expect the member to attend the
25 Convocation ceremony;
- 26 9. Religious restrictions of observances that would prevent the member from
27 attending or participating in the Convocation ceremony.

28 If an award candidate does not qualify under these guidelines, and they cannot or do not
29 wish to attend the Convocation ceremony, they will be allowed to postpone attendance at
30 convocation until either the second or third Convocation ceremony following approval of
31 their award application.

1 *Policy Type: VI. Board Guidelines*

2

3 **B. Complimentary Scientific Session**

4 **Registration**

5

6 Approved by the Board and the 2009 Board Meeting IV

7

8 Resolved that the President receives up to six free tickets for the main social event at the scientific

9 session.

10

11 Approved by the Board at the 2012 Board Meeting III:

12

13 Resolved, that the Scientific Meeting Council have all registration fees and President's Dinner fee

14 waived during their years in service for scientific sessions due to their extensive responsibilities

15 onsite.

16

17 And be it further,

18

19 Resolved, that the AGD Executive Committee have all fees waived for the scientific session

20 registration, convocation attendance, and their main social event ticket, during their years of service

21 due to their extensive responsibilities onsite.

22

23

1 *Policy Type: VI. Board Guidelines*

2

3 **C. Protocol for Approving Amendments to BPM**

4

5

6 Approved by the Board at the 2012 Board Meeting III:

7

8 Resolved, that no one is authorized to change, edit, amend, add to or subtract from the AGD Board
9 Policy Manual without full disclosure to the Board that changes are suggested, and be it further,

10

11 Resolved, that there be a discussion by the Board on the proposal, precluding any such amendments
12 from passage on consent, and a vote by the Board authorizing any changes, and be it further,

13

14 Resolved, that such proposed changes be presented in an AIR in such format that changes indicate in
15 the amended document with the previous area struck through, the new language underlined and for
16 large changes, a notation including the date be added after that section of the Policy Manual stating
17 that an update had occurred. Minor edits and housekeeping changes may be moved by any Board
18 member during discussion of the Policy Manual.

19

1 ***Policy Type: VI. Board Guidelines***

2

3 **D. Scientific Session Schedule Approval**

4

5

6 Approved by the Board at the 2016-2017 Board Meeting III.

7

8 The Scientific Meetings Council Chair, Dental Education Council Chair, and President will have the
9 authority to approve the schedule for the scientific session.