

**American Academy of Pediatric Dentistry
After-Action Minutes
2015 Ad Interim Meeting
October 2, 2015**

Meeting: Regular Ad Interim Meeting of the American Academy of Pediatric Dentistry Board of Trustees

Date: October 2, 2015

Place: Salon BC, Park Hyatt Hotel, Chicago, Illinois

Presiding Officer: Dr. Robert L. Delarosa, AAPD President

Minute Taker: Ms. Margaret A. Bjerklie, AAPD Executive Assistant and Office Manager

Members Present: Drs. Jade Miller, James D. Nickman, Sara L. Filstrup, Edward H. Moody, Jr., Brian A. Beitel, Paul B. Andrews, Bruce H. Weiner, John L. Gibbons, Jessica Y. Lee, Scott D. Smith, Amr M. Moursi, Kerry Maguire, N. Sue Seale, Heber Simmons Jr., John S. Rutkauskas

Members Absent: Drs. Joseph B. Castellano, David A. Tesini

Staff Present for All or Part of Meeting: Mr. C. Scott Litch, AAPD Chief Operating Officer and General Counsel; Ms. Tonya Almond, Vice President for Meetings and Continuing Education; Mr. Scott Dalhouse, Educational Affairs Manager; Ms. Erika Hoeft, Public Relations Senior Manager; Mr. Thomas Jurczak, Director of Business Services; Ms. Suzanne Wester, Membership and Marketing Director

Guests Present for All or Part of Meeting: Dr. Cynthia H. Hipp, ABPD President; Dr. David Krol, AAP Section on Oral Health; Dr. Shari Kohn, Chair, Council on Membership and Membership Services; AAPD Past President Dr. Jerome Miller; David M. Waldschmidt, Ph.D., Karen M. Hart, M.A., and Kathleen J. Hinshaw L.D.H., Ed.D, for the American Dental Association Council on Dental Education and Licensure; Jonathan Andrews, Director of Business Development and Catesby Perrin, Catesby Perrin, Director of Partnerships at SoFi (Social Finance, Inc.); Paula Goedert, Barnes & Thornburg LLP

President Delarosa called the meeting to order at 8:34 a.m. on Friday, October 2, 2015.

President Delarosa reminded everyone present that all deliberations are confidential.

Actions taken by the Board at this meeting

No.	Motion	Action	Responsible Party*	Relevant Council/ Committee
1	To reaffirm the electronic vote of June 2015, approving the after-action minutes of the May Board Meetings; August 2015, approving the Reference Manual Resource Section article, "Useful Medications for Oral Conditions"; and	Carried	Bjerklie	AAPD HQ

* Responsible party – Board member, Council chair, Staff liaison, other staff as appropriate

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	September 2015, approving a budget expenditure for filming segments for the AAPD sedation courses.			
2	<p>To approve the agenda as modified.</p> <ul style="list-style-type: none"> • The following items were added to the agenda: Ongoing Business: <ol style="list-style-type: none"> i. Authorize contract renewal for Editor in Chief j. Millennial Task Force update k. Sedation faculty update 	Carried	Bjerklie	AAPD HQ
3	<p>To approve the consent calendar as revised</p> <ul style="list-style-type: none"> • Council on Scientific Affairs report removed to Action Items 	Carried	Bjerklie	AAPD HQ
4	<p>To approve the recommendation of the Budget and Finance Committee for a dues increase of \$100 for active members, with commensurate increase in all other categories.</p> <p>Discussion points:</p> <ul style="list-style-type: none"> • Last dues increase was 10 years ago • Increase of about 17%, when averaged over those 10 years, just keeps up with inflation 	Carried	Rutkauskas Moody, Litch	General Assembly Policy and Procedure Committee
5	<p>To approve the budget expenditure of an additional \$55,000 to support the attendance of 5 alumni advisors to the Advanced Leadership Institute.</p> <p>Discussion points:</p> <ul style="list-style-type: none"> • Process takes advantage of the experience of the graduates of the first ALI • Goal is to advise and facilitate, not to do the work • Will attend January launch meeting and March ALI session 	Carried	Rutkauskas, Almond	AAPD HQ

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	<ul style="list-style-type: none"> • Names: <ul style="list-style-type: none"> ○ Robert Delarosa ○ Jade Miller ○ Jessica Lee ○ Beverly Largent ○ Jerry Miller 			
6	<p>To approve the addition to the AAPD Constitution and Bylaws creating a Leadership Development Committee of the Board of Trustees.</p> <p>Discussion points:</p> <ul style="list-style-type: none"> • Recommendation of the Task Force on Talent Pool Development 	Carried	Nickman, Litch	AAPD HQ, General Assembly
7	<p>To approve the proposed changes to the <i>AAPD Administrative Policy and Procedure Manual</i>, as follows:</p> <ul style="list-style-type: none"> • Add new International Colleague membership category and establish dues amount (Section 1.A and 1.B) • Update Fellowship program description (Section 1.C) • Modification and technical corrections to district trustee election procedures (Section 3.A.8) • Amend General Assembly advance notice period for resolutions to sixty days (to make consistent with notice period for Bylaws Amendments) (Section 2.C) • Create a new Speakers Bureau Committee under the Council on Continuing Education (Section 8.P.) • Delete references to Child Advocate, to make P&P consistent with Bylaws amendment approved in 2015 (Section 4.C, Section 8.O and 8.P) 	Carried	Litch, Bjerklie	AAPD HQ

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	<ul style="list-style-type: none"> • Housekeeping clean-up related to annual session and finances (Section 6 and Section 7) 			
8	<p>To approve the proposed budget for 2016 Annual Session.</p> <ul style="list-style-type: none"> • Income: 2,720,000 (+672,500) • Expense: 2,409,000 (+909,000) 	Carried	Rutkauskas, Almond	AAPD HQ
9	<p>AAPD HQ to reach out to American Academy of Periodontology to open discussions on the three documents endorsed in the reference manual to determine if any updates are needed.</p> <p>Discussion points:</p> <ul style="list-style-type: none"> • The three endorsements of periodontic guidelines are 10 years old 	Carried	Rutkauskas	AAPD HQ
10	<p>To direct CCA to examine the issue of HPV vaccine and develop a Background and Intent statement for a policy or determine whether an endorsement of AAP or ADA policies will suffice.</p> <p>Discussion points:</p> <ul style="list-style-type: none"> • Request from member to develop a policy about counseling patients and families about the HPV vaccine, because of the relationship between HPV and oral cancer. • AAPD does not have a policy on vaccines. 	Carried	Rick, Lee, Gibbons	CCA
11	<p>To approve the request of the Council on Pre-Doctoral Education to combine charges 4 and 5 into one charge dedicated to support, develop and recognize AAPD pre-doctoral student chapters.</p> <p>Discussion points:</p> <ul style="list-style-type: none"> • Growth and development of AAPD pre-doctoral student chapters is an 	Carried	Eklund, Maguire, Dalhouse	AAPD HQ; Council on Pre-Doctoral Education

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	important goal of the Councils on Pre-Doctoral Education and Membership and Membership Services, as well as the GP Task Force Implementation Plan.			
12	<p>To accept the Draft Implementation Plan based on the recommendations of the final report of the Task Force on Enhancing the Value of General Dentist Membership.</p> <p>Discussion points:</p> <ul style="list-style-type: none"> The board accepted the final report in May 2015, and directed the task force to develop an implementation plan based on the recommendations and proposed activities 	Carried	Delarosa	Board of Trustees
13	<p>To approve items in the Draft Implementation Plan of the Task Force on Enhancing the Value of General Dentist Membership that are characterized as “immediate” activities:</p> <p>1.1: Establish Affiliate Membership leadership</p> <p>1.2: Affiliate Member leadership and district liaisons to establish AM protocols</p> <p>1.3: Establish modes of communication</p> <p>2.1: Continue to develop AM leadership opportunities with the AAPD</p> <p>4.1: Develop an "AAPD Pre-Doctoral Tool Kit"</p> <p>4.3: Promote current Pre-doctoral member benefit of free attendance at AAPD Annual Session</p> <p>Discussion points:</p> <ul style="list-style-type: none"> Activities requiring little or no additional resources that can be instituted immediately will be priorities for implementation 	Carried	Delarosa, Rutkauskas, Kohn, Eklund, Litch, Moody	<p>Council on Annual Session</p> <p>Council on Membership and Membership Services</p> <p>Council on Pre-Doctoral Education Policy and Procedure Committee</p>

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	<ul style="list-style-type: none"> • Requires collaboration between councils on Pre-Doctoral Education, Membership, and Annual Session 			
14	<p>To approve the suggestion that Sarat Thikkurissy be contacted to speak at the European Academy of Pediatric Dentistry meeting in Belgrade in 2016.</p> <p>Discussion points:</p> <ul style="list-style-type: none"> • The topic will be sedation • The board approved the joint session at its meeting in May 	Carried	Delarosa	AAPD President
15	<p>To approve the speakers for the Royal College of Surgeons of Ireland Meeting as presented:</p> <ul style="list-style-type: none"> • Paul Casamassimo • Amr Moursi • Jessica Lee • Tim Wright • Arun Sharma 	Carried	Almond	AAPD HQ
16	<p>To renew the Editor in Chief's contract for a final 3 year period.</p>	Carried	Rutkauskas, Litch	AAPD HQ
17	<p>To approve the creation of a task force on millennials.</p> <p>Discussion points:</p> <ul style="list-style-type: none"> • Purpose: To maximize AAPD membership benefit and value for the millennial member • Members: <ul style="list-style-type: none"> ○ Richard Chaet, Chair ○ Courtney Alexander ○ Donald Chi ○ Patricia McClory ○ Ashley Orynich ○ Mario Ramos ○ Janice Townsend ○ Robert Delarosa, Board Liaison 	Carried	Delarosa, Chaet	AAPD President

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	<ul style="list-style-type: none"> ○ Suzanne Wester, Staff Liaison ● Charges to be developed 			
18	<p>To enter into an agreement with SoFi for student loan refinancing as a member benefit program.</p> <p>Discussion points:</p> <ul style="list-style-type: none"> ● Council on Membership and Membership Services felt that debt load was dictating the opportunities for new graduates ● Key benefit of SoFi over others to AAPD members is access to ongoing advice and information from SoFi 	Carried	Litch, Dalhouse, Wester	AAPD HQ
19	<p>To sever ties with Oakstone Publishing.</p> <p>Discussion points:</p> <ul style="list-style-type: none"> ● The product which earned AAPD the most royalties was the taped Comprehensive Review course <ul style="list-style-type: none"> ○ The course has been recorded by Cadmium CD and posted on the AAPD Education Passport ○ Oakstone was informed earlier that their Comprehensive Review would no longer be a sponsored product ● Other products—Practical Reviews and Critiques in Pediatric Dentistry—do not earn significant royalties ● Although the AAPD relationship with Oakstone is of long standing, the company has recently been acquired by Ebix, Inc., changing the nature of the relationship ● More importantly, Oakstone is developing a review course independently 	Carried	Rutkauskas, Litch	AAPD HQ

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No.	Motion	Action	Responsible Party*	Relevant Council/Committee
	<ul style="list-style-type: none"> • Question: Do we want to continue a relationship with a company that is competing with us? 			
20	<p>To approve the request from Pennsylvania members to help repay legal costs incurred by fighting an insurance company's attempt to recoup costs of anesthesia procedures in their ambulatory surgical centers.</p> <p>Discussion points:</p> <ul style="list-style-type: none"> • State chapter is not contributing • Request comes after the fact; they did not request any kind of assistance prior to their activity • AAPD usually gets involved in legal action at the appellate level, when it is going to set a precedent 	Defeated	Litch	
21	<p>To support sponsorship of Elsevier ECC site.</p> <p>Discussion points:</p> <ul style="list-style-type: none"> • Elsevier is a multi-million dollar company • Website is a learning management system, like the AAPD Education Passport, which makes it a competitor • Preference is to direct questions to our Policy Center and Policies and Guidelines • Endorsement would not earn AAPD a more prominent place on the site, nor any kind of compensation 	Defeated	Rutkauskas	
22	To approve the budget as adjusted (see below)	Carried	Castellano, Rutkauskas, Jurczak	AAPD HQ

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Summary of adjustments to the 2014-2015 budget approved by the Board of Trustees:

Expenses, original:	\$ 10,437,230	Adjustments detail:
Adjustments (see detail):	<u>984,000</u>	
Total expenses:	\$ 11,421,230	Expenses:
		\$20,000 Sedation course filming (Motion 1)
Income:	\$ 8,765,033	\$55,000 Advanced Leadership Institute mentors (Motion 5)
Adjustments (see detail):	<u>672,500</u>	\$909,000 Revised Annual Session expense (Motion 8)
Total income:	9,437,533	
Balance:	-\$ 1,983,697	Income:
		\$672,500 Revised Annual Session income (Motion 8)

Informational Items and Discussion Points

Chapter Websites

Informational

- Survey sent to all state officers; 13 responses
- About half said they would use an AAPD-branded website template, preferably at no cost
- About half said they would need assistance to keep their sites updated

PR Campaign Update

Informational

- Activities for this year include a story in *Wall Street Journal*, op-ed piece on RAC audits
- Mouth Monsters hub is now easier to access from the main AAPD site
- Weber Shandwick has assured us that they will evaluate the success of the campaign on all levels

Chapter Affiliation Agreements

Informational

- Agreements have been signed by 37 state units and 3 district units.
- California and Western chapters requested further information; WSPD states (with the exception of Hawaii and Arizona) are staying their decision pending answers to their questions.
- Conference call scheduled during this meeting so that CSPD, WSPD, and other interested parties could speak with AAPD's outside legal counsel, Paula Goedert of Barnes & Thornburg LLP.
 - Ms. Goedert specializes in representation of non-profit organizations.
 - One of the areas she frequently practices in is chapter relations.
- Participating in the call were Sharine Thenard, CSPD president, and Oariona Lowe, WSPD president.
- Background:

The parent-chapter relationship gives the organization an opportunity to come together as a family, and to work together in a collegial way toward a united mission. That is what is unique about a chapter, as opposed to an independent non-profit organization. That relationship means

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something—both parties are treating each other respectfully, they are working together toward united goals, they are supporting one another in their common goals. Very often, the parent organization gives benefits to the chapter organizations (e.g., D&O insurance). The chapters in turn exist to help the parent accomplish the goals on the local level.

- Why an agreement?

1. IRS requirements.

- Since the 1990s, the IRS has gotten into the business of questioning parent-chapter relationships in recent years. One of the problems areas the IRS identified is that non-profits do not do a good job of supervising their chapters.
- They revised the tax form that non-profits must file (Form 990) to ask the specific question: “If [the organization has chapters] did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization’s exempt purposes?”
- When the IRS asks a question, you want to give them the right answer.
- The right answer is Yes.

2. If that national organization is letting its chapters use its name or logo on anything, there needs to be a written license agreement for that.

3. There needs to be a policy or document that tells everyone that, while there are family ties, they are not us and we are not them—the chapter is not responsible for the debts and obligations of the parent and vice versa.

4. Family relationships don’t always last forever; there should be a mechanism in place for a respectful termination process.

5. You never want to waste resources—the dues of the members—on family squabbles.

6. Good contracts make good relationships.

- Discussion

Q The existing policies of the national chapter—we’re still unclear on that. Are they in writing, and could we receive a copy?

A The existing policies are in the *AAPD Administrative Policy and Procedure Manual (P&P)*. It is one page which lists some district and state procedures. (This particular section hasn’t been amended in some time, and could probably use some housekeeping cleanup.) There is also some information about chapters in the bylaws.

Q How could these policies be amended, is there a procedure?

A Revisions come through the Policy and Procedure Committee, and are put on the board agenda through their report.

Q Concerning the non-compete clause, when referring to CE courses. What is considered a violation, and could you describe it in more detail?

A It’s an issue when you have chapters offering CE programs that will draw people away from those of the parent organization. The goal is for chapters to provide services on the local level that the parent organization can’t provide. Chapters exist to grow the pie, not to take pieces away from the pie. So the definition of compete would be programs that take away attendance from those of the national organization.

Q Does this clause have any potential antitrust issues that might arise?

A I have a great deal of experience with antitrust litigation and I can assure you it does not.

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Q Reciprocity—what’s in it for the chapter? When things can be changed unilaterally, like policies, it does not feel respectful to the chapters.

A It’s important to look at the relationship between the parent and chapter. It’s not really a relationship between equals. The purpose of the chapter is to provide support to the mission at a local level. If the parent organization were to say that it wouldn’t compete with the chapter, it would hamstring itself in serving its mission nationwide, and it can’t do that. So you’re right in one way; it’s not a balanced agreement. At the same time, it is not right to have a contract where one side can impose unilateral changes unless the other party can get out of the contract. That’s why we’ve been careful to put in a termination clause. Also, if there is a policy being proposed that has to do with a state or district, all the trustees are involved in that discussion, so every chapter has a representative at the board table.

Q Would the board reciprocate with the non-competing clause with regards to CE? That is, if the state chapter came up with an outstanding course, would the AAPD promise to not replicate that?

A First, the creator of the course owns the course. So if that’s a volunteer, that volunteer owns the copyright and the contract. The national organization couldn’t take the content without permission of the creator. Second, the national organization has a fiduciary duty to provide education to the national membership. So if a state chapter came up with a great course, it would be a dereliction of duty for the national organization to say they weren’t going to create a course on the same topic for the national membership.

• Additional discussion points:

- Chapter agreements should not be negotiated piecemeal, chapter by chapter. It’s only fair to have a uniform agreement with all the chapters, with no “special deals”.
- Any clarification or addendum can be done through P&P.
- Regarding CE: The headquarters office, acting on the recommendation from the Task Force on Talent Pool Development, has created a speakers bureau, so that speakers and topics will be available to all chapters.
- Many of Ms. Goedert’s clients have similar chapter agreements, with similar non-completing clauses; this is not unusual.
- The IRS Form 990 has to be filed within 9 months of the fiscal year end, so all the chapters should have signed the agreement before spring.
- Further discussion in January on possible course of action should that not happen.

Connecticut Dental Audit Amicus Brief

Informational

- An example of an AAPD Public Policy Advocate working with the state dental association to get the state moving in the right direction.

AGD Oral Health Literacy Symposium

Informational

- AGD has asked for formal endorsement of the statement.

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- The statement does support a dental home, but does not support the age 1 dental visit; this is a considerable sticking point for the AAPD.

Sedation Faculty Update

Informational

- Steve Ganzberg will be withdrawing from the sedation faculty after the course in Orlando.
- Cara Riley has been recommended as the dental anesthesiologist lecturer; she will be at the Orlando course, conducting the breakout sessions and giving one of the lectures at the Assistants course.
- If she gets good reviews, the board will be asked in January to add her to the list of approved faculty for the course.

Council on Post-Doctoral Education, Post-Doctoral Inservice Examination Committee

Informational

- The outgoing examination schedule has been changed to make it early enough so that the program directors can get the results and have time before the Qualifying Exam to work on weak areas.

Advanced Dental Admissions Test

Informational

- The ADAT is a nationally standardized admission test designed by the ADA's Department of Testing Services in collaboration with the Council on Dental Education and Licensure.
- Purpose of the test is to provide directors of advanced education programs in general dentistry and the dental specialties with the ability to assess and compare applicants using a valid and reliable scored test.
- Computer-based test to be piloted in May and August of 2016.
- The 200 question test will assess candidates' critical thinking skills in biomedical sciences (80 questions), clinical sciences (60 questions), and data and research interpretation (30 questions) , as well as their knowledge and skills in professional ethics an patient management (30 questions).

The meeting was adjourned at 2:56 p.m. on Friday, October 2, 2015.

Minutes approved by electronic vote October 23, 2015.