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**FLORIDA DENTAL ASSOCIATION  
BOARD OF TRUSTEES MANUAL  
(Revised June 2023)**

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*\*all attachments intended to be read together with manual*

1 **INTRODUCTION:** The Board of Trustees (“BOD”) is the body responsible for creating the  
2 policies of the Florida Dental Association (“FDA”) with authority to approve or reject the budget  
3 and act on recommendations or resolutions from the HOD. This manual does not repeat or supersede  
4 the FDA Bylaws. This manual incorporates the attachments as binding policy.  
5

6 **MEETINGS:** The BOT meets as needed; typically that is 3 in-person and 2 telephone conferences  
7 (as needed) per year. Part of one meeting is devoted to strategic planning. Dates and locations are  
8 posted on the FDA master calendar located on the FDA website.  
9

10 **COMPOSITION:** The BOT has a maximum of 1 trustee from each component and 6 at-large  
11 trustees elected by the HOD. The FDA President, President-elect, Immediate Past President and  
12 Secretary are voting members (hereafter referred to as trustees). The Speaker of the House, Editor,  
13 Treasurer, Board of Dentistry Liaison, and Executive Director are ex-officio members of the BOT  
14 (may debate but do not vote).  
15

16 **DUTY OF CARE:** The level of competence that is expected of a board member and is commonly  
17 expressed as the duty of “care that an ordinary prudent person would exercise in a like position and  
18 under similar circumstances.” This means that a board member owes the duty to exercise reasonable  
19 care when he or she makes a decision as a steward of the organization. Use the same level of care as  
20 you would in your own personal and financial affairs.  
21

22 **DUTY OF LOYALTY:** The standard of faithfulness; a board member must give undivided  
23 allegiance when making decisions affecting the organization. This means that a board member can  
24 never use information obtained as a member for personal gain, but must act in the best interests of the  
25 organization as a whole. Free speech is related to political speech. The FDA is a corporation— no  
26 individual trustee has any authority— such authority rests with the Board as a whole. While  
27 individuals may speak passionately against a resolution before the Board, once the Board as a whole  
28 decides to adopt or reject a resolution, ALL members must speak in favor of the Board’s action. The  
29 principle of: “The Board speaks with one voice” is a long held fundamental legal principle that all  
30 Boards must adhere to.  
31

32 **DUTY OF OBEDIENCE:** The duty of obedience requires board members to be faithful to the  
33 organization’s mission. They are not permitted to act in a way that is inconsistent with the central  
34 goals of the organization. Our mission is to help members succeed. Publicly countering the Board’s  
35 decision is counter to that mission and is counterproductive.  
36

37 **SEATING AND ACCESS:** Trustees, officers and select staff sit at the table. Remaining staff,  
38 FDA active members, and guests (invitation only) sit in different areas and obtain the President’s  
39 permission to access the floor.  
40

41 **ATTENDANCE:** Board members and officers are expected to attend all regularly scheduled  
42 meetings as indicated in the Florida Dental Association Board of Trustees manual in Appendix 1:  
43 FDA Board of Trustees job description meetings. Board members are allowed one (1) absence per  
44 year during their term. Officers are allowed one (1) absence per year during their term. For  
45 impromptu or short noticed meetings, while attendance is expected, absences will not count against  
46 board members or officers. An exception to this policy may be requested by the affected Board

1 member or Officer to a committee comprised of the President, President-elect and Speaker of the  
2 House.

3  
4 **EXECUTIVE SESSION:** During executive session, the meeting is only open to members of the  
5 board. Guests and staff may attend by invitation only. It is a meeting in which sensitive or  
6 confidential matters may be discussed and acted upon. To go into executive session, a motion must  
7 be made and adopted by majority vote. This motion is privileged and not debatable or amendable.  
8 Any discussion held or actions taken during executive session are legally considered confidential  
9 and all information must remain within the confines of the meeting.

10  
11 **AGENDA:** Agenda materials are available electronically. Other materials may be e-mailed or  
12 handed out on-site. Review the materials before the meeting and be prepared to ask questions and  
13 debate issues during the meeting.

14  
15 **APPROVAL OF CANDIDATES AND BUDGET:**

16 The proposed budget from the Council on Financial Affairs is reviewed by the BOT- and subject  
17 to revision by the BOT.

18  
19 **BOT AND 17th DISTRICT DELEGATION INTERACTION:** The BOT reviews, but does not  
20 nominate, delegates to the 17<sup>th</sup> District Delegation (other than those certain line officers who, if  
21 elected, automatically serve as delegates). The BOT reviews, but does not adopt, changes to the 17<sup>th</sup>  
22 District Delegation manual. Delegation elections and manual changes are HOD-final.

23  
24 **FLOW OF BUSINESS:** Recommendations requiring BOT action should be submitted in writing  
25 and become property of the BOT. All information disseminated must be made available to the full  
26 BOT as soon as possible and debate regarding BOT business should occur in real-time in front of the  
27 entire BOT (duty of transparency).

28  
29 Recommendations (aka resolutions) may come to the Board directly from any FDA line officer  
30 (includes ex officio FDA Executive Director and staff he may designate), any trustee, any council,  
31 workgroups, any component or affiliate dental association, the HOD, allied dental organizations (e.g.,  
32 FDA Services, FDA Foundation), and specialty associations (requires prior permission from the FDA  
33 President).

34  
35 Persons and entities authorized to submit recommendations to the BOT may have their chair, or a  
36 designee (e.g. their BOT liaison), introduce and participate in the debate on their respective business  
37 but they do not vote. Certain workgroups submit reports to the HOD, with a copy to the BOT  
38 (information only).

39  
40 BOT meetings are chaired by the FDA President with the Speaker and select staff assisting on  
41 parliamentary matters only. In descending order of precedence; Florida law, FDA articles of  
42 incorporation, FDA Bylaws, and then the American Institute of Parliamentarians Standard Code  
43 of Parliamentary Procedure (AIP Code) specify the BOT rules of order.

1 A simple majority vote of the BOT may waive the rules of order set forth in the FDA Bylaws and  
2 the AIP Code. No new business may be introduced to the BOT after the agenda has been adopted,  
3 unless authorized by a simple majority vote by the BOT.

4  
5 The President determines the method of voting, but all trustees' votes must be recorded and shown in  
6 the BOT minutes; therefore, voting is usually by roll call done by the FDA Secretary assisted by staff.

7

1 **ATTACHMENTS TO BOT MANUAL**

2  
3 **BOARD OF TRUSTEES' CODE OF ETHICS**

4  
5 Trustees represent the FDA and should therefore strive to attain the following standards of  
6 conduct:

7 1. Ethics and Membership: Trustees should follow the law, the FDA's Principles of Ethics  
8 and Code of Professional Conduct, official policies, and other association rules (e.g., bylaws,  
9 manuals and parliamentary procedure). After consultation with association legal counsel, Trustees  
10 should cooperate with investigations by government enforcement agencies. Trustees should  
11 maintain their membership in the Association in good standing.

12  
13 2. Competence and Diligence: Trustees should conduct the association's business affairs in  
14 good faith and with honesty, integrity, due diligence, and reasonable competence using their best  
15 business judgment. Best business judgment means running the association's affairs with the same  
16 level of diligence and care as a reasonably prudent person would use in managing their own  
17 personal business matters.

18  
19 3. Confidentiality: Trustees should uphold the strict confidentiality of board meetings,  
20 deliberations and communications. Trustees should not share, copy, or otherwise disclose  
21 confidential information related to association business affairs or board deliberations. There are  
22 two exceptions to the standard of confidentiality: First, after consultation with association legal  
23 counsel and as required by law; and second, where the board authorizes disclosure (e.g., corporate  
24 minutes, resolutions and policies).

25  
26 4. Corporate Authority: Only the board as a whole, or its expressly designated agents (e.g.,  
27 Chief Executive Officer), have lawful authority to bind the association or enter into association  
28 contracts or negotiations. Trustees should not, as individuals, act to bind the association or  
29 represent that they have authority as a single signer to enter into association contracts. Trustees  
30 should not represent to third parties that their authority as a Board member extends any further  
31 than that which it actually extends. Trustees may print business cards containing the FDA logo  
32 that indicate their representative position with the FDA but should use only the official title as  
33 reflected in the leadership appointments roster.

34  
35 5. Self-dealing and Association Property: Trustees should not use information provided by  
36 the association or acquired as a result of being a trustee (i.e., "insider" information) other than to  
37 further board duties. Trustees should not misuse association property or resources (including staff-  
38 time) to benefit themselves, their business interests, or family members. Trustees should keep  
39 association property secure, not allow persons unauthorized by the board to have or use it, and  
40 return it upon leaving office.

41  
42 6. Representation: Trustees should make decisions based on what is in the best interest of all  
43 members of the association, rather than any one group, individual or special interest.  
44

1 7. Respect: Trustees should respect fellow trustees, association members and staff,  
2 acknowledge differences of opinion, provide open and respectful discussion, and make decisions  
3 only after listening to all points of view and all available data.  
4

5 8. Conflict of Interest: Trustees should act at all times in the best interests of the association  
6 as a whole and not for personal or third-party gain or financial enrichment. Trustees should  
7 honestly and forth-rightly acknowledge potential conflicts to the full board and avoid all discussion  
8 and voting on the matter as directed by the board. Specifically, trustees should:

- 9 • avoid even the appearance of putting one's own self-interest or a third-party interest  
10 above that of the association and its members. While incidental personal or third-  
11 party benefit may result from serving as a trustee, such benefit must be merely  
12 incidental to the primary benefit to the association and its tax-exempt purposes;
- 13 • not provide goods or services to the association as a vendor paid by the association,  
14 unless full disclosure has been made to the board and it has approved such a  
15 transaction in advance;
- 16 • not engage in any outside business, professional or other activity that would  
17 directly or indirectly materially adversely affect the association;
- 18 • not engage in or facilitate discriminatory or harassing behavior directed toward  
19 association staff, members, officers, trustees, meeting attendees, exhibitors,  
20 advertisers, sponsors, suppliers, contractors, or others in the context of association  
21 activities; and
- 22 • not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any  
23 other item of value from any person or entity as a direct or indirect inducement to  
24 provide special treatment to such donor with respect to matters pertaining to the  
25 association without fully disclosing such items to the board.  
26

1 **FDA WHISTLEBLOWER POLICY**

2  
3 General: The Florida Dental Association, Inc. (“FDA”) requires directors, officers, FDA  
4 representatives and employees to observe high standards of business and personal ethics in the  
5 conduct of their duties and responsibilities. As employees and representatives of the FDA, we must  
6 practice honesty and integrity in fulfilling our responsibilities, comply with all applicable laws and  
7 regulations, and report actual or suspected ethical and legal violations in accordance with this  
8 Whistleblower Policy.

9  
10 “No Retaliation”: No director, officer, FDA representative or employee who in good faith reports  
11 an actual or suspected violation will suffer harassment, retaliation or adverse employment  
12 consequence. An employee who retaliates against someone who has reported a violation in good  
13 faith is subject to discipline up to and including termination of employment. This Whistleblower  
14 Policy is intended to encourage and enable employees and others to raise serious concerns within  
15 the FDA prior to seeking resolution outside the FDA.

16  
17 “Good Faith”: Anyone filing a complaint about actual or suspected violations must act in good  
18 faith and have reasonable grounds for believing that the information disclosed indicates a violation  
19 has occurred. Unsubstantiated allegations and those made maliciously or with knowledge that they  
20 are false will be viewed as a serious offense.

21  
22 Confidentiality: Reports of actual or suspected violations will be kept confidential to the extent  
23 possible, consistent with the need to conduct an adequate investigation.

24  
25 Reporting Procedure: The FDA has an open-door policy and suggests that persons share their  
26 questions, concerns, suggestions or complaints with someone who can address them properly.  
27 Violations or suspected violations may be submitted on a confidential basis by the complainant or  
28 may be submitted anonymously. In most cases, an employee or his or her supervisor is in the best  
29 position to address an area of concern. However, if you are not comfortable speaking with them or  
30 are not satisfied with their response, you are encouraged to speak with the Chief Legal Officer.  
31 For suspected fraud, or when you are not satisfied or uncomfortable with following the FDA’s  
32 open-door policy, individuals should contact the FDA’s Chief Legal Officer directly.

33  
34 Compliance Officer: The FDA’s Chief Legal Officer is hereby designated the Compliance Officer  
35 under this Whistleblower Policy and is specifically made responsible for investigating and  
36 resolving all reported complaints and allegations concerning violations. At his or her discretion,  
37 the Compliance Officer shall advise the Chief Executive Officer, the Chief Financial Officer/Chief  
38 Operating Officer, and/or the audit committee of investigations. The Compliance Officer has direct  
39 access to the audit committee and is required to report to the audit committee at least annually on  
40 compliance activity.

41  
42 Accounting and Auditing Matters: The audit committee shall address all reported concerns or  
43 complaints regarding corporate accounting practices, internal controls or auditing. The  
44 Compliance Officer shall immediately notify the audit committee of any such complaint and work  
45 with the committee until the matter is resolved.

1 Investigation of Reported Violations: The Compliance Officer will notify the complainant, when  
2 identified, and acknowledge receipt of the report within five business days. All reports will be  
3 promptly investigated, and appropriate corrective action will be taken if warranted by the  
4 investigation.  
5



1 **CONFLICTS OF INTEREST DISCLOSURE POLICY**

2  
3 For reference purposes at this meeting, all participants are advised of the FDA’s policy governing  
4 the disclosure of conflicts of interest. The policy and the written disclosure form are attached  
5 below.

6 Article I

7  
8 Purpose

9  
10 Interested persons (as defined in Article II) shall, at all times, exercise diligent care and unbiased  
11 judgment in assuring that no detriment to the FDA results from conflicts between their personal  
12 or business interests and those of the FDA. Interested persons act in a representative and  
13 fiduciary capacity requiring that they place loyalty to the FDA’s interests above their own  
14 personal or business interests.

15  
16 Another purpose of the conflict of interest policy is to protect the FDA’s status as an IRS tax-  
17 exempt organization when it considers a transaction or arrangement that might benefit the private  
18 interests of an association leader or result in a possible excess-benefit transaction. This policy  
19 supplements but does not replace state and federal laws governing conflict of interest applicable  
20 to nonprofit and charitable organizations.

21  
22 Article II

23  
24 Definitions

25  
26 1. Interested Person

27  
28 Interested persons include any FDA representative and key employee who has a direct or indirect  
29 financial interest as defined below.

30  
31 2. Financial Interest

32  
33 A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person  
34 who has a financial interest may have a conflict of interest but only if the association Board of  
35 Trustees decides after deliberation that one exists. A person has a financial interest that should  
36 be disclosed to the Board of Trustees if the person has, directly or indirectly, through business,  
37 investment, or family:

38  
39 a. An ownership or investment interest in any entity with which the association has a transaction  
40 or arrangement,

41  
42 b. A compensation arrangement with the association or with any entity or individual with which  
43 the association has a transaction or arrangement, or

44  
45 c. A potential ownership or investment interest in, or compensation arrangement with, any entity  
46 or individual with which the association is negotiating a transaction or arrangement.

1 For example, a doctor’s participating provider agreement with a managed care organization  
2 would not present a potential conflict of interest because the FDA itself does no business with  
3 the managed care organization.

4  
5 3. Compensation  
6

7 Compensation includes direct and indirect remuneration as well as gifts or favors that are not  
8 insubstantial as determined by the Board of Trustees. The Board of Trustees hereby determines  
9 that travel reimbursements, stipends and honorariums paid in accordance with the association’s  
10 annual budget are not compensation, gifts or favors. If the interested person is in doubt as to  
11 whether he or she receives compensation from an entity with which the association does  
12 business, he or she should err on the side of caution and disclose the remuneration when  
13 completing the annual conflict of interest disclosure form.

14  
15 Article III

16  
17 Procedures

18 1. Duty to Disclose  
19

20 In connection with any actual or possible conflict of interest, an interested person must disclose  
21 the existence of the financial interest and be given the opportunity to disclose all material facts to  
22 the Board of Trustees considering the proposed transaction or arrangement. The Board of  
23 Trustees shall review interested person’s annual statements as required in Article VI to determine  
24 whether an actual or potential conflict of interest exists such that a determination under Article  
25 III, paragraph 2 (immediately below) must occur.

26  
27 2. Determining Whether a Conflict of Interest Exists  
28

29 After disclosure of the financial interest and all material facts, and after any discussion with the  
30 interested person, he/she shall leave the Board of Trustees meeting while the determination of a  
31 conflict of interest is discussed and voted upon. If the interested person is a trustee or alternate  
32 trustee, the remaining board members shall decide if a conflict of interest exists.  
33

34 3. Procedures for Addressing the Conflict of Interest  
35

36 a. An interested person may make a presentation to the Board of Trustees, but after the  
37 presentation, he/she shall leave the meeting during the discussion of, and the vote on, the  
38 transaction or arrangement involving the possible conflict of interest.  
39

40 b. The chair of the Board of Trustees shall, if appropriate, appoint a disinterested person or  
41 committee to investigate alternatives to the proposed transaction or arrangement involving the  
42 interested person.  
43

44 c. After exercising due diligence, the Board of Trustees shall determine whether the association  
45 can obtain with reasonable efforts a more advantageous transaction or arrangement from a  
46 person or entity that would not give rise to a conflict of interest.

1 d. If a more advantageous transaction or arrangement is not reasonably possible under  
2 circumstances not producing a conflict of interest, the Board of Trustees shall determine by a  
3 majority vote of the disinterested trustees whether the transaction or arrangement is in the  
4 association's best interest, for its own benefit, and whether it is fair and reasonable. In  
5 conformity with the above determination it shall decide whether to enter into the transaction or  
6 arrangement.

7  
8 4. Violations of the Conflicts of Interest Policy  
9

10 a. If the Board of Trustees has reasonable cause to believe an interested person has failed to  
11 disclose an actual or possible conflict of interest, it shall inform the interested person of the basis  
12 for such belief and afford him/her an opportunity to explain the alleged failure to disclose.  
13

14 b. If, after hearing the interested person's response and after making further investigation as  
15 warranted by the circumstances, the Board of Trustees determines the interested person has  
16 failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary  
17 and corrective action.  
18

19 Article IV

20  
21 Records of Proceedings  
22

23 The minutes of the Board of Trustees shall contain:

24 a. The names of the persons who disclosed or otherwise were found to have a financial interest  
25 that is or may be a conflict of interest, the nature of the financial interest, any action taken to  
26 determine whether a conflict of interest was present, and the board's decision as to whether a  
27 conflict of interest in fact existed.  
28

29 b. The names of the persons who were present for discussions and votes relating to the  
30 transaction or arrangement, the content of the discussion, including any alternatives to the  
31 proposed transaction or arrangement, and a record of any votes taken in connection with the  
32 proceedings.  
33

34 Article V

35  
36 Compensation  
37

38 A member of the Board of Trustees who receives compensation, directly or indirectly, from the  
39 association for services shall not vote on matters pertaining to that member's compensation.  
40

41 Article VI

42  
43 Annual Statements  
44

45 Each interested person shall annually sign a statement which affirms such person:

46 a. Has received a copy of the conflicts of interest policy,

- 1 b. Has read and understands the policy,
- 2
- 3 c. Has agreed to comply with the policy, and
- 4
- 5 d. Understands the association is a tax-exempt organization that must, in order to maintain its
- 6 federal tax exemption, engage primarily in activities that accomplish one or more of its tax-
- 7 exempt purposes.
- 8

9 Article VII

10 Periodic Reviews

11 To ensure the association operates in a manner consistent with its tax-exempt purpose and does

12 not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be

13 conducted. The periodic reviews shall, at a minimum, include the following subjects:

- 14 a. Whether compensation arrangements and benefits are reasonable, based on competent survey
- 15 information, and the result of arm's length bargaining.
- 16
- 17 b. Whether partnerships, joint ventures, and arrangements with management organizations
- 18 conform to the association's written policies, are properly recorded, reflect reasonable
- 19 investment or payments for goods and services, further tax-exempt purposes and do not result in
- 20 inurement, impermissible private benefit or in an excess-benefit transaction.
- 21
- 22
- 23
- 24

25 Article VIII

26 Use of Outside Experts

27 When conducting the periodic reviews as provided for in Article VII, the association may, but

28 need not, use outside advisors. If outside experts are used, their use shall not relieve the

29 governing board of its responsibility for ensuring periodic reviews are conducted.

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2  
3 **Florida Dental Association**  
4 **Leadership Position Qualifications and Descriptions**

5 **President**  
6  
7

- 8 • Serves as a chair of the Board of Trustees  
9 • Serves second of three-year automatic term as 17<sup>th</sup> District delegate to the ADA House of  
10 Delegates  
11 • Serves as automatic member of the Florida Delegation to the ADA Search Committee  
12 • Automatically serves as chair of the Governmental Action Committee  
13 • Automatically serves on the FDA Awards Committee  
14 • Automatically serves as chair to the Executive Director Review Committee

15  
16 The President has a budgeted travel allowance to attend events or functions and is issued an FDA  
17 credit card for convenience in incurring expenses. *All* travel arrangements must be detailed  
18 with the date and name of the meeting and a copy of the receipts submitted in  
19 accordance with the FDA's Travel Guidelines.  
20

21 **President's Report**

- 22 • Writes President's Report for Today's FDA, keeping in mind the theme for each issue  
23

24 **Conferences & Meetings**

- 25 • Attends all Board of Trustee Meetings  
26 • Attends 17th District Caucus meetings  
27 • Attends ADA Annual Session  
28 • Attends FDA House of Delegates Annual and Semi-Annual Sessions  
29 • Attends meetings/events as assigned at the Florida Dental Convention  
30 • Attends Governmental Action Committee Meetings  
31 • May attend the ADA Dental Student Lobby Day in Washington D.C., as availability allows  
32 • May attend Dentists Day on the Hill in Tallahassee, FL, as availability allows  
33 • May attend legislative fundraisers, as availability allows, with GAO staff  
34 • May attend Dental School White Coat Ceremonies, as availability allows  
35 • May attend Component Annual Sessions when invited, as availability allows  
36 • Attends Council, Committee and other entity meetings, as availability allows  
37 • Participates on Weekly Officer Calls with President-Elect and staff  
38 • Participates on conference call of Reference Committee chairs and the  
39 Credentials Committee for the House of Delegates Annual Session  
40 • Participates in weekly Governmental Affairs Committee conference calls during legislative  
41 session  
42 • Runs Executive Director Review Committee Conference Calls  
43

44 **Board of Trustees Meetings**

- 45 • Reviews and approves all agendas

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**House of Delegates, Semi-Annual Session**

- Attends pre-HOD planning meeting with Speaker of the House and Staff
- Presents to the House of Delegates a report of the activities of the office of the president

**House of Delegates, Annual Session/Florida Dental Convention (FDC)**

- Prior to attending: selects hosts for VIPs at FDC
- Attends pre-HOD planning meeting with Speaker of the House and Staff
- Presents to the House of Delegates a report of the activities of the office of the president
- Attends all receptions and other activities as indicated on the Leadership Schedule

**Executive Director Review**

The evaluation year runs January 1st to December 31st of a calendar year.

June	New President appoints, if desired, up to 2 non-voting consultants to the committee. A memo is sent to the full committee explaining the role of the committee.
June	President sets up a conference call with the committee to get feedback for a mid-year discussion with Executive Director.
June/July	President meets or calls the Executive Director to discuss the committee's feedback. This is a casual meeting/discussion to let the Executive Director know how he/she is doing mid-year. This is not the formal evaluation.
Late October/ Early November	Committee meets via conference call to fill out the evaluation form for the Executive Director. The President may have the committee members fill out the form individually and then get the committee together to come to an agreement on the final form to be delivered to the Executive Director.
December	The Committee will present the final evaluation to the full board along with recommended pay increase or bonus (if any). Following the Board meeting, the President will present the final evaluation and information on a salary increase or bonus (if any). This is best done privately at the end of the Board meeting.

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Task: Exclusively responsible for reviewing the executive director's performance and making annual recommendations to the BOT

**President-Elect**

**Recommended Qualifications:**

- **Service on the Board of Trustees**
- **Evidence of involvement in strategic planning**
- **Service as a delegate or alternate delegate to the FDA's House of Delegates**
- **Service as delegate or alternate delegate on the 17<sup>th</sup> District Delegation to the ADA House of Delegates**

- 1 • **Evidence of service at the component level**
- 2 • **Service on GAC, CCC-E, FDAPAC preferred**
- 3 • **Understanding of FDAS and FDAF**
- 4 • **No violations of ethics or conflict of interest policy**
- 5 • **Support of fellow members**

6 **Duties:**

- 7 • Serves as a line officer of the Board of Trustees
- 8 • Serves first of three-year automatic term as 17<sup>th</sup> District delegate to the ADA House of
- 9 Delegates
- 10 • Serves as BOT Liaison to the Council on Financial Affairs
- 11 • Automatically serves as member of the Executive Director Review Committee
- 12 • Serves as Liaison to councils or committees as assigned by the President

13

14 The President-Elect has a budgeted travel allowance to attend events or functions and is issued

15 an FDA credit card for convenience in incurring expenses. *All* travel arrangements must be

16 detailed with the date and name of the meeting and a copy of the receipts submitted in

17 accordance with the FDA's Travel Guidelines.

18

19 **Conferences & Meetings**

- 20 • Attends all Board of Trustee Meetings
- 21 • Attends 17th District Caucus meetings
- 22 • Attends ADA Annual Session
- 23 • Attends FDA House of Delegates Annual and Semi-Annual Sessions
- 24 • Attends meetings/events as assigned at the Florida Dental Convention
- 25 • May attend the ADA Dental Student Lobby Day in Washington D.C., as availability allows
- 26 • May attend Dentists Day on the Hill in Tallahassee, FL, as availability allows
- 27 • May attend legislative fundraisers, as availability allows, with GAO staff
- 28 • May attend Dental School White Coat Ceremonies, as availability allows
- 29 • May attend Component Annual Sessions when invited, as availability allows
- 30 • Attends Council, Committee and other entity meetings, as availability allows
- 31 • Attends events or functions at the request of the President, as availability allows
- 32 • Participates in Executive Director Review Committee Conference Calls
- 33 • Participates on Weekly Officer Calls with President and staff
- 34 • Participates in weekly Governmental Affairs Committee conference calls during legislative
- 35 session, as availability allows

36

37 **Board of Trustees Meetings**

- 38 • Works with Leadership Affairs department to plan BOT Strategic Planning Session

39

40 **House of Delegates, Annual Session/Florida Dental Convention (FDC)**

- 41 • Attends receptions and other activities as indicated on the Leadership Schedule

42

43 **Misc. Responsibilities**

- 44 • Gives Invocation/Americanism at Semi-Annual and Annual House of Delegates

- 1 • Consults trustee liaisons, council and committee chairs regarding the performance of persons  
2 on FDA leadership groups in anticipation of next spring's appointment cycle  
3 • Prepare president's message for July issue of Today's FDA (due June 1)  
4

5 **Secretary**  
6

7 **Recommended Qualifications:**

- 8 • Service on the Board of Trustees  
9 • Evidence of involvement in strategic planning  
10 • Service as a delegate or alternate to the FDA's House of Delegates  
11 • Service as delegate or alternate on the 17<sup>th</sup> District Delegation to the ADA House of  
12 Delegates  
13 • Evidence of service at the component level  
14 • No violations of ethics or conflict of interest policy  
15 • Support of fellow members

16 **Duties:**

- 17 • Serves as a line officer and secretary of the Board of Trustees  
18 • Automatically serves as member of the Executive Director Review Committee  
19 • Serves as Liaison to councils or committees as assigned by the President  
20 • Serves a single year term on the FDA Foundation Board  
21

22 **Conferences & Meetings**

- 23 • Attends all Board of Trustee Meetings  
24 • Attends FDA House of Delegates Annual and Semi-Annual Sessions  
25 • Attends meetings/events as assigned at the Florida Dental Convention  
26 • Attends the CEO Symposium with the FDA Executive Director  
27 • May attend Dentists Day on the Hill in Tallahassee, FL, as availability allows  
28 • May attend the ADA Dental Student Lobby Day in Washington D.C., as availability allows  
29 • Attends events or functions at the request of the President, as availability allows  
30 • Participates in Executive Director Review Committee Conference Calls  
31

32 **Misc. Responsibilities**

- 33 • Gives necrology report at the Annual & Semi-Annual House of Delegates  
34 • Records votes and roll call at the Board of Trustee meetings, with staff assistance as needed  
35

36 **Immediate Past President**

- 37 • Serves as a line officer of the Board of Trustees  
38 • Automatically serves as a member of the Governmental Action Committee  
39 • Serves as automatic member on the Executive Director Review Committee  
40 • Serves third of three-year term as 17<sup>th</sup> District delegate to the ADA House of Delegates  
41 • Serves as Liaison to councils or committees as assigned by the President  
42



1 **Conferences & Meetings**

- 2 • Attends all Board of Trustee Meetings  
3 • Attends 17th District Caucus meetings  
4 • Attends ADA Annual Session  
5 • Attends FDA House of Delegates Annual and Semi-Annual Sessions  
6 • Attends meetings/events as assigned at the Florida Dental Convention  
7 • Attends Governmental Action Committee Meetings  
8 • May attend Dentists Day on the Hill in Tallahassee, FL, as availability allows  
9 • Attends events or functions at the request of the President, as availability allows  
10 • Participates in Executive Director Review Committee Conference Calls

11  
12 **Misc. Responsibilities**

- 13 • Plans “roast” for outgoing President at the Past-Presidents reception at the Florida Dental  
14 Convention

15  
16 **Treasurer**

17  
18 **Recommended Qualifications:**

- 19 • Service on the Council on Financial Affairs and/or Audit Committee preferred  
20 • Service as treasurer or on financial committee of another organization preferred  
21 • No violations of ethics or conflict of interest policy  
22

23 **Duties:**

- 24 • Serves as the financial officer of the association  
25 • Serves as ex-officio member to the Board of Trustees  
26 • Serves as chair of the Council on Financial Affairs  
27 • Serves as automatic liaison on the Executive Director Review Committee  
28 • Serves as automatic member to the Audit Committee  
29

30 **Conferences & Meetings**

- 31 • Attends all Board of Trustee Meetings, as an ex-officio member  
32 • Attends meetings/events as assigned at the Florida Dental Convention (FDC)  
33 • Attends all Council on Financial Affairs Meetings & Conference Calls  
34 • Attends House of Delegates Annual and Semi-Annual Sessions  
35 • Participates in all Audit Committee conference calls  
36 • Attends events or functions at the request of the President, as availability allows  
37

38 **Editor**

39  
40 **Recommended Qualifications:**

- 41 • Service as Editor at the Component level or other organization preferred

42 **Duties:**

- 43 • Serves as ex-officio member to the Board of Trustees

- 1 • Serves as Liaison to councils or committees as assigned by the President  
2

3 The primary duty of the Florida Dental Association Editor is to provide the point of view of a  
4 member dentist, so that every communication of the FDA is relevant to our members' interests  
5 and continued success. The editor must strive to make these communications in language and  
6 format that ensures the message will reach all members.  
7

8 **Today's FDA:**

- 9 • Approves all content as advertisements and articles are received  
10 • Writes column “Off the Cusp” for each issue. The communications department will work  
11 with the Editor on the deadlines for each issue.  
12 • Reviews PDF copy and approves before sent to press  
13

14 **News Bites:**

- 15 • Approves all content and final copy based on the schedule coordinated by the  
16 communications department  
17

18 **Email Blasts:**

- 19 • Approves all content and final copy, as needed  
20

21 **Social Media:**

- 22 • Approves social media content daily  
23 • Approves blog content each week  
24 • Works with FDA staff and Moore Communications to provide input and approve content and  
25 graphics for digital/social media campaigns  
26

27 **Conferences & Meetings**

- 28 • Attends all Board of Trustee Meetings, as an ex-officio member  
29 • Attends House of Delegates Annual and Semi-Annual Sessions, as editor  
30 • Attends AADEJ Conference each fall with the Director of Communications  
31 • Meets with Communications Staff annually to determine editorial calendar for following  
32 year, themes and content  
33 • Attends events or functions at the request of the President, as availability allows  
34

35 **Board of Dentistry Liaison**

- 36 • Serves as ex-officio member to the Board of Trustees  
37

38 **Conferences & Meetings**

- 39 • Invited to attend all Board of Trustee Meetings, as an ex-officio member  
40 • Attends all Board of Dentistry Meetings and conference calls, as a representative of the FDA  
41 • Attends meetings/events as assigned at the Florida Dental Convention (FDC)  
42 • Attends House of Delegates Annual and Semi-Annual Sessions  
43 • Attends events or functions at the request of the President, as availability allows  
44  
45

1 **Misc. Responsibilities**

- 2 • Works with Board of Dentistry members on issues affecting Dentistry on a continuing basis  
3 in preparation for Board of Dentistry meetings and conference calls  
4

5 **Speaker of the House**

- 6 • Serves as ex-officio member and Parliamentarian to the Board of Trustees  
7

8 **Conferences & Meetings**

- 9 • Attends all Board of Trustee Meetings  
10 • Attends meetings/events as assigned at the Florida Dental Convention (FDC)  
11 • Attends House of Delegates Annual and Semi-Annual Sessions  
12 • Attends events or functions at the request of the President, as availability allows  
13

14 **Board of Trustees**

- 15 • Assists the Board of Trustees with parliamentary matters, as needed  
16

17 **House of Delegates, Semi-Annual & Annual Sessions**

- 18 • Attends pre-HOD planning meeting with President and Staff  
19 • Presides over the HOD  
20

21 **At Large Trustee**

22 **Recommended Qualifications:**

- 23 • Demonstrated service at the component level (for example, an officer position)  
24 • Service on a FDA council or committee preferred  
25 • Service as a delegate or alternate delegate to the FDA's House of Delegates  
26 • No violations of ethics or conflict of interest policy  
27

28 **Duties:**

- 29 • Serves as a member to the Board of Trustees  
30

31 **Conferences & Meetings**

- 32 • Attends all Board of Trustees Meetings, both in person and via conference call – typically  
33 there are 3 in-person meetings and 2 conference calls per year. Excused absences will be  
34 determined and granted by the President.  
35  
36  
37

1 **Appendix 1:**

2 **FDA Board of Trustees Job Description**

3  
4 The Board of Trustees (“BOT”) is the administrative body with the legal authority for the Florida  
5 Dental Association (“FDA”) with authority to conduct all association business. The FDA Executive  
6 Director reports to the FDA Board of Trustees.

7  
8 Information on current issues involving their profession are disseminated regularly from fellow  
9 BOT members as well as FDA staff. One of the most important things a BOT member can do is  
10 check Microsoft Teams daily and respond when asked to do so.

11  
12 **MEETINGS:** The BOT meets as needed; typically, that is 3 in-person and 2 telephone conferences  
13 (as needed) per year. Part of one meeting is devoted to strategic planning. Dates and locations are  
14 posted on the FDA master calendar posted on the FDA website. Board members are reimbursed for  
15 travel, lodging, and meals as budgeted for all meetings.

16  
17 Summer Strategic Planning: The Strategic Planning portion of the meeting is Friday with Board  
18 business on Saturday. This meeting is held in the district of the current president-elect.

19  
20 December Business meeting: A one and a half day meeting (Friday afternoon-Saturday). Locations  
21 vary. Usually, a group dinner is held the night before.

22  
23 May Business meeting: same as December.

24  
25 October and March Conference Calls: Usually on a Wednesday. 6 – 7:30 p.m. EST

26  
27 **Trustee**

- 28 • Serves as a member to the Board of Trustees
- 29  
30

1 **Appendix 2:**

2  
3 **Social Media Posting Protocol for FDA Officers and Trustees**

4  
5 Florida Dental Association (FDA) volunteer leaders should be mindful that even when posting on  
6 personal social media properties, whether public or private, their comments may be perceived as  
7 representing the FDA. That’s because whether elected or appointed, FDA volunteer leaders have  
8 a fiduciary duty to the FDA.

9  
10 As an Officer or Trustee, you should give careful consideration to what you post on your social  
11 media properties, especially because it’s likely to be public and findable via online searches --  
12 unless you specifically set the privacy settings to be otherwise, and even then you can’t necessarily  
13 rely on the privacy settings to assure such limited distribution. Assume that anything you post will  
14 receive wider distribution than you intended. Posts in private settings can still be screenshot and  
15 disseminated to a wider audience than you intended. In any event, if you post on social media  
16 publicly or privately, your posts, “likes,” “re-tweets” or comments may be perceived as  
17 representative of the FDA. We ask that all volunteer leaders abide by the protocol outlined in this  
18 document, as well as that they honor their fiduciary obligations to the FDA. Note, these obligations  
19 may determine what an FDA leader can or cannot share or respond to via a social network. When  
20 in doubt, please contact FDA’s Executive Director or Director of Communications at (850) 681-  
21 3629.

22  
23 **Whose page is it?**

24 If you chose to open a Facebook page or another kind of social media channel, you should clearly  
25 identify it as your individual page, and not the FDA’s. You are welcome to identify yourself as an  
26 Officer or Trustee, and to share content posted by the FDA, but it should be clear that the page is  
27 your own and not an FDA social media property.

28  
29 **Officer and Trustee Fiduciary Duty and Social Media**

30 While all your fiduciary duties to the FDA apply with respect to your Facebook page or other  
31 social media properties, a few of these duties merit special attention:

- 32
- 33 • Loyalty/Confidentiality. You must maintain in confidence whatever information the FDA  
34 regards and treats as confidential. If you have any doubt whatsoever as to whether an  
35 intended post will (directly or even indirectly) reveal FDA confidential information, you  
36 should (before posting) inquire of FDA’s Executive Director or Director of Third Party  
37 Payers & Professional Affairs at (850) 681-3629.
  - 38 • Obedience. An Officer’s or Trustee’s duty of obedience requires that you support any duly  
39 reached decision (e.g. conclusion on an issue) of the Board of Trustees. The Board’s  
40 decision becomes the decision of the group as a whole and Officers and Trustees should  
41 refrain from any action (e.g. posting of a disparaging comment on the Board’s decision)  
42 which may be perceived to undermine the decisions of the Board as a whole.
  - 43  
44 • Care. Your duty to act in the best interest of the FDA requires that statements you post  
45 concerning matters of FDA concern be made with the care that a prudent person would  
46 exercise and in a manner reasonably believed to be in the best interests of the association.

1 Thus, a statement appearing to support a potential violation of antitrust laws would likely  
2 not meet this standard. Once again, if you have any doubt whatsoever as to whether an  
3 intended post might violate this duty, you may contact FDA’s Executive Director or  
4 Director of Third Party Payers & Professional Affairs.  
5

## 6 **Social Media Posting Protocol**

7 Our Professional Conduct Policy requires all volunteers to conduct themselves with courtesy,  
8 consideration and professionalism in their business dealings.  
9

10 1. **Be positive and engaging:** It is important that social media posts convey a positive, engaging  
11 attitude. How you conduct yourself in the online social media space not only reflects upon you but  
12 also directly upon the FDA and its members. Additionally, Officers or Trustees must always act  
13 in the FDA’s best interest when posting or commenting over the interests of any single FDA  
14 member or district.  
15

16 2. **Be Mindful:** Avoid using unprofessional, disagreeable or offensive online personas. Be  
17 sensitive to topics that may be considered objectionable or inflammatory—and always demonstrate  
18 respect for others’ points of view, even when they’re not offering the same in return.  
19

20 3. **Maintain confidentiality and privacy:** Do not share or post confidential or proprietary  
21 information about the FDA or its members, employees, vendors, and other health organizations,  
22 including private information about individuals. All volunteer leaders must maintain in confidence  
23 whatever information the FDA regards and treats as confidential and be mindful not to disclose  
24 business information of the Association that might put the Association at a commercial,  
25 competitive or financial disadvantage.  
26

27 4. **Respect third party content:** Be careful of copyrights, trademarks, rights of publicity, and  
28 rights of privacy in your posting, including with regard to user-generated content. Do not claim  
29 authorship of something that is not yours. If you are knowingly using other parties’ content, make  
30 certain that they are credited for it in your post and that they approve of you utilizing their content.  
31 When in doubt, the FDA’s Director of Communications can assist.  
32

33 5. **Always let the subject matter experts respond and add value:** If you come across negative  
34 or disparaging posts about the FDA or its members, or see third parties trying to spark negative  
35 conversations, avoid the temptation to react personally, especially if the subject does not relate to  
36 your area of expertise. When in doubt please contact FDA’s Director of Communications.  
37

38 6. **When in doubt, do not post:** Individuals are personally responsible for their words and actions.  
39 As an FDA Officer or Trustee it is imperative that you make every effort possible to not only  
40 confirm that your posts are accurate and not misleading, but that they do not violate your fiduciary  
41 responsibility to the FDA in any way. If there is a question, please contact FDA’s Director of  
42 Communications.  
43

44 7. **Know that the Internet is permanent:** Once information is published online, it is essentially  
45 part of a permanent record, even if you “remove/delete” it later or attempt to make it anonymous.  
46

1 **8. Keep your personal views separate:** Always remember that as long as you are an Officer or  
2 Trustee it may be publicly perceived that you are speaking on behalf of the FDA when you post  
3 about anything that is related to dentistry. With this in mind, it is important to uphold and reflect  
4 the FDA’s mission and values, as well as the values of the profession. Do not include personal  
5 comments. Also always consider the professional ramifications of your personal comments on  
6 your personal feeds to your personal contacts. No matter how tightly you secure the audience to  
7 these personal feeds, there is always the chance that unprofessional posts may make their way to  
8 the larger online public audience.

9  
10 **9. Always disclose your affiliation with the FDA:** It’s important to be transparent and open about  
11 your affiliation with the FDA when you post or comment on anything industry related.

12  
13 **10. Avoid conflicts of interest:** It is essential that you recognize and avoid posts and social media  
14 conversations that present an actual or potential conflict of interest, or a situation that might give  
15 the appearance of being a conflict of interest.

16  
17 **Summary**

18 As an FDA Officer or Trustee, you play an important role in the success of the FDA’s overall  
19 efforts. Whether it’s encouraging non-members to join the association or advocating for a  
20 legislative position on policies impacting the profession – whether you agree or not – your actions  
21 on social media can potentially have an effect on the outcome. If your post is not directly adding  
22 value to the discussion, then the best decision is not to post at all.

1 **Appendix 3:**  
2

3 **E-mail Protocol for FDA Officers and Trustees**  
4

5 The Florida Dental Association, and its subsidiaries and affiliated entities (collectively “FDA”) maintain electronic mail systems (e.g., the FDA Board of Trustees and staff are provided FDA email addresses) and a Microsoft Teams (Teams) account to assist in the conduct of business. The e-mail system and Teams hardware belongs to the FDA. Additionally, all messages composed, sent or received on or through the e-mail system or on Teams belong to—and remain the property of—the FDA. They are not the private property of any board member or employee. The following guidelines are to be followed in the use of FDA e-mail and Teams:  
12

- 13 1. The use of the e-mail system and Teams is reserved solely for the conduct of business of the FDA and is not intended for personal business.
- 14 2. Anyone with access to the FDA e-mail system and Teams should limit ~~e-mail~~ exchanges to appropriate and professional communication.
- 15 3. Neither the e-mail system nor Teams may be used to solicit or proselytize for commercial ventures, political causes (unless a political cause of the FDA), outside organizations or other non-FDA-related purposes.
- 16 4. Neither the e-mail system nor Teams may be used for the creation or distribution of any disruptive messages, including offensive comments or attachments about race, gender, color, disability, age, religious beliefs and practices, pornography or national origin. Anyone who receives an e-mail with content of such a nature from any FDA volunteer or employee should report the matter immediately to the FDA Executive Director.
- 17 5. Neither the e-mail system nor Teams shall be used to send (upload) or receive (download) copyrighted materials, trade secrets, proprietary financial information or similar materials except as authorized in connection with the business of the FDA.
- 18 6. The FDA reserves the right to review, audit, intercept, access and disclose all messages created, received or sent over the e-mail system or Teams for any purpose. The contents of e-mail or Teams messages properly obtained for legitimate business purposes may be disclosed within the FDA without the permission of the sender/s or recipient/s.
- 19 7. The confidentiality of any message should not be assumed. Even when a message is erased, it is still possible to retrieve and read that message. Further, the use of passwords for security does not guarantee confidentiality.
- 20 8. Notwithstanding the FDA’s right to retrieve and read any e-mail or Teams messages when deemed necessary, such messages should be treated as confidential by FDA employees.



1 9. FDA board members and employees shall not use a password, access a file, or retrieve any  
2 stored information unless authorized to do so. FDA employees should not attempt to gain  
3 access to others' messages without express permission.  
4

5 10. When using listservs to distribute e-mail messages, please do not send through multiple  
6 listserv groups in one message. Please restrict e-mails to one listserv group at a time. To  
7 do otherwise may cause confusion and an inability for some recipients to reply  
8 appropriately.  
9