

AT-LARGE TRUSTEES RESPONSIBILITIES AND EXPECTATIONS

(rev. 7.2021)

MEETING COMMITMENTS

WDA Meetings:

Board of Trustees

- Three meetings scheduled annually (winter, summer & fall)
- 1 ½ to 2 ½ days
- Dates/locations will be published at least 18 months in advance
 - 2022 - Friday, February 18-Saturday, February 19; Thursday, June 23-Saturday, June 25; Friday, September 16-Saturday, September 17
 - 2023 – Friday, February 17-Saturday, February 18; Thursday, June 22-Saturday, June 24; Friday, September 15-Saturday, September 16

House of Delegates

- One meeting scheduled annually (fall)
- 2 days
- Dates/location published at least 18 months in advance
 - 2022 - Friday, November 11-Saturday, November 12
 - 2023 - Friday, November 10-Saturday, November 11

Annual CE/Networking Event

- Held in conjunction with the WDA House of Delegates (fall)
- 1 day
- Dates/location published at least 18 month in advance
 - 2022 - Thursday, November 10
 - 2023 - Thursday, November 9

Executive Committee (serving year 3 or 6 of term(s))

- At least three breakfast meetings annually (preceding a Board of Trustees' meeting)
- At the President's pleasure
- In appropriate circumstances per Bylaws, the President or Board may appoint

Finance Committee (serving year 2 or 5 of term(s))

- Treasurer serves as chair
- President-elect serves as co-vice chair
- In appropriate circumstances per Bylaws, the President or Board may appoint
- Quarterly conference calls (Monday evenings)
- Annual in-person budget meeting at WDA Office
- 1 ½ days
 - 2021 - Thursday, August 5 - Friday, August 6

Long Range Planning/Strategic Planning (serving year 1 or 4 of term(s))

- Long Range Planning Committee; one meeting annually
- Strategic Planning occurs every 3-5 years; time scheduled as deemed necessary by Vice President
- Vice President serves as Chair of both
- In appropriate circumstances, the President or Board may appoint
- Date set by Vice President during year of meeting
- Typically 1 day

Legislative Day – Biennial (odd years)

- President-elect serves as emcee
- Date is determined based on State Assembly and Senate Calendar
 - 2021 - Wednesday, March 24 (VIRTUAL)

In-district Legislative Meetings – Biennial (even years)

- Act as conduit between component officer(s) and WDA Madison team when needed
- Encouraged to attend
- Dates determined by component

Dentistry Examining Board

- As requested

WDA Component Meetings

- One regional meeting annually for each region
- Typically 1 evening – virtual option available
- Quarterly component officer conference call

Standing Committees: *(Presidential appointment)*

- Legislative Advocacy - liaison
- Membership Development - liaison
- Communications - liaison

Other Events:

WDA Breakfast at the Chicago Mid-Winter Meeting (if attending)

- Held in February at McCormick Place in Chicago.
- The date is announced a few years in advance
 - 2022 - Friday, February 25
 - 2023 - Friday, February 24
 - 2024 - Friday, February 23

TRAVEL EXPENSE

TRAVEL REIMBURSEMENT *Rev. 11/2016*

Board of Trustee Meetings

- Mileage to/from meeting site
- Hotel on master bill
- If Board meeting begins at 10 a.m. or earlier, can arrive night before and be reimbursed for the overnight room
- All meals onsite will be provided / per diem as set by IRS allowance per city for evening of arrival if a group dinner is not planned
 - *Items not covered: In-room meals, movies, lounge expenses or valet parking if not previously approved*

House of Delegates

- Mileage to/from meeting site
- Two nights hotel on master bill
- Meals available as House attendee / no Board meals planned
 - *Items not covered: In-room meals, movies, lounge expenses or valet parking if not previously approved*

WDA Annual CE Program

- One night's lodging
- Meals available as attendee
- Mileage to/from meeting site
 - *Items not covered: In-room meals, movies, lounge expenses or valet parking if not previously approved*

Committee Meetings

- Mileage to/from meeting site
- Those traveling more than 150 miles and if meeting begins at 10 a.m. or earlier can arrive night before and be reimbursed for the overnight room

Component Meetings

- Mileage to/from meeting site

Legislative Day/In-district Legislative Engagements/Dentistry Examining Board meetings

- No reimbursement for attending these events.

GUIDE FOR BOARD MEMBERS

ASSOCIATION "101"

"The board governs...the staff manages."

Leadership: Volunteer leaders of the Wisconsin Dental Association are responsible for the direction of the Association. The Board governs, develops policy and sets a course for the future. It maintains focus on the mission and strategic goals and avoids micro-managing the Association and staff by focusing on four core functions:

- Governance
- Policy & Position Development
- Visionary – Future Focus
- Fiduciary

Knowledge-Based Decision Making:

1. What do we know about our stakeholders' **needs, wants and preferences** that is relevant to this decision?
2. What do we know about the **current realities and evolving dynamics** of our environment that is relevant to this decision?
3. What do we know about the "**capacity**" and "**strategic position**" of our organization that is relevant to this decision?
4. What are the **ethical implications**?

Management: The paid staff of the WDA is responsible for the administration of the Association. Staff acts as partners to the Board by advancing the goals and strategies, while taking care of the daily operational needs unique to the WDA.

Serving on the Board of Trustees of this Association is a significant commitment. It entails important responsibilities. Some of these responsibilities are imposed by state law; others are the result of years of court decisions which have imposed various "fiduciary duties" on trustees (or directors).

1. **FIDUCIARY DUTIES**

Ultimate authority for managing the affairs of the Association is vested in the Board of Trustees. Because the law grants trustees such authority, the law also imposes on trustees an obligation to act in the best interests of the Association. The law requires trustees to act:

- ✓ In good faith
- ✓ With the care an ordinary person in a like position would exercise under similar circumstances
- ✓ In a manner the trustee reasonably believes to be in the best interests of the WDA

2. **DUTY OF CARE**

The duty of care contains several elements. Its violation is the most frequent source of liability for trustees.

A. Attendance

- i. Trustees must attend Board meetings. Courts will have no sympathy for trustees who claim as a defense to any legal action that they did not know of a particular issue or did not participate in a particular action because of failure to attend Board meetings.
- ii. Trustees who do not attend meetings are nevertheless bound by actions taken at those meetings and will be held responsible if any such actions are deemed negligent.
- iii. The act of failing to attend Board meetings may itself be deemed to be negligent behavior. Board meetings should be missed only for unavoidable emergencies. A Board member who repeatedly misses meetings should consider resignation. Permission to be excused from a meeting should be attained from the President.

B. Delegation vs. Abdication

- i. While the Board of Trustees makes the important policy decisions that guide and determine the activities of the Association, it must rely on others to carry out the decisions. Such delegation is necessary and legal.
- ii. The Board also delegates their duties to committees and other outside parties, such as accountants and attorneys.
- iii. The Board must monitor those to whom it has delegated authority to make sure such persons are acting responsibly.
- iv. Delegation does not relieve the Board of liability.

C. Information Flow

The essence of the duty of care is the obligation to be informed. Courts will not tolerate trustees who are not sufficiently informed about the activities of their Association. On the other hand, courts will not generally second-guess decisions of boards based on thorough research and business judgment.

- i. Trustees must assure themselves that information and reporting systems that exist in the Association are reasonably designed to provide to executive staff and the Board itself timely and accurate information, sufficient to allow management and the Board to reach an informed decision.
- ii. The Board's decisions not only must be informed, but also must be reasoned and deliberate.
 1. Decisions should be made by the Board deliberately and without due haste or pressure.
 2. The Board should be as thoroughly and completely prepared in its decision-making process as possible. Materials concerning decisions should be sent out for review in advance and Board members should read and understand those materials.
 3. Board members should be actively involved in deliberation at the Board meeting. Written materials should be read, digested and commented on by Board members.
 4. In the case of any major transaction, the Board should receive the basic documents and analysis by experts in connection with the transaction.

5. Trustees should submit a written report to the Board which outlines their and their regions' activities since the previous meeting of the Board.
3. **DUTY OF LOYALTY**

By assuming office, trustees commit allegiance to the Association and acknowledge that the best interests of the WDA must prevail over any individual, family or associate's interests. Actions and decisions of the trustee, while he or she is serving as a trustee, must promote the Association's purpose and well-being rather than any private interest.

 - A. The duty of loyalty is transgressed when a trustee uses his or her office to promote, advance or effectuate a transaction between the Association and such person or his/her relatives or associates and that transaction is not substantively fair to the Association.
 - B. Full disclosure and refraining from discussion and voting are required when a trustee may be influenced by a private interest.
4. **DUTY OF OBEDIENCE**

Trustees have a duty to follow WDA global governing documents (such as Articles of Incorporation and Bylaws), to carry out the Association's mission and to ensure funds are used for lawful purposes. Trustees must also comply with state and federal laws relating to the Association.
5. **FINANCIAL CONTROLS**

One of the Board's responsibilities is to oversee WDA financial affairs including making sure the Association has adequate internal accounting systems and controls.

 - A. The Board is responsible for approving the organization's annual budget.
 - B. Board members should expect staff to produce timely and adequate income and expense statements, balance sheets and budget status reports.
 - C. The Board should employ independent auditing professionals and review the annual report of such professionals.
6. **SAFEGUARDING ASSETS**

The Board should oversee the effective use of the resources of the Association. Internal policies should be adopted to ensure WDA assets are not misapplied or wasted.

 - A. The Board is not an insurer of the adequate performance of the Association's funds. There is no implied guarantee by the Board that its investment decisions will be profitable. Decisions must, however, be reasonable and defensible.
 - B. Trustees are not expected or legally required to be experts in investment matters. Retention of and reliance on advisors with good reputations is considered the exercise of prudence.
 - C. Intangible assets, such as the Association's goodwill, must also be safeguarded by the Board. The Board evaluates the Association's activities and proposed activities with the overriding goal of protecting the WDA brand.

STATEMENT OF BELIEFS

Board members and regions/components

- I will keep regions informed and act as a liaison as needed.
- I will represent regions but will think in a global manner to reflect the state as a whole.
- I will support components' officers and staff by fully informing them of the WDA Board's actions and items of importance by submitting a summary of Board actions to the WDA component coordinator and participating in a quarterly component officer meeting.
- I will maintain a line of communication with component officers and attend component board meetings and CE programs if invited.
- I will work with component officers to schedule annual regional meetings and attend same.
- I will work with the President and WDA staff to invite component officers to attend a Board of Trustees meeting when in their area.
- I will present region concerns of importance to the WDA Board of Trustees.
- I will maintain and present an activities report, meetings, etc., in a concise written form and present to the board at its meetings.

Attendance Items

- I will attend all WDA Board meetings and will obtain the President's permission if I need to be excused.
- If I am a new Board member, I will attend the annual Board orientation (whose purpose it is to advise/guide new Board members of procedures, expectations, contact information, etc.) to be held in conjunction with the House of Delegates. (This gives new Board members an opportunity to meet the Executive Director and interact in a smaller group setting.)
- I will attend other meetings as needed such as Dentistry Examining Board, Marquette University School of Dentistry, etc., as requested by the president.
- I will attend the WDA Annual CE and Networking event.
- I will attend the WDA House of Delegates and arrive prepared to inform my component/Regions of any resolution's history.
- I will show up to the meeting on time in respect to others attending the meeting.
- I will stay for the entire board meeting as it is my duty to do so unless I have attained the President's permission to be excused.
- I will act as a knowledgeable committee liaison.
- I will be respectful of presenters and other meeting attendees by silencing my mobile devices and closing my laptop/tablet during in-person presentations and muting my line during virtual or conference call meetings.

Conduct

- I will support and give guidance to WDA executive director and staff.
- I will be thoroughly familiar with my duties and responsibilities as described in the Constitution and Bylaws.

- I will set the standard of conduct by my actions as a dentist and as a leader.
- I will respond to emails and pressing events in a timely manner.
- The WDA strategic plan should be referenced at each Board meeting to make certain that we are meeting the goals and objectives of the plan. (Periodic updates to the strategic plan are essential.)
- I realize that once a vote has been taken on an issue and it is adopted by the Board, the Board position becomes mine.
- I will have read all Board agenda materials prior to the meeting.
- I shall participate in all board discussions and be informed on all issues.
- I will respond to requests from staff or fellow Board members in a timely manner.
- I will volunteer at the annual MOM Project to support our Foundation.

Advocacy

- I shall support and participate in all WDA lobbying efforts.
- I will be thoroughly familiar with the legislative process, and will develop active relationships with my state and federal legislators.
- I will do a fundraiser or participate in one for legislators in my region.
- I will attend Legislative Day.
- I will assist in scheduling In-district Legislative meetings and/or locating Action Team Leaders as needed and attend whenever possible.
- I will visit my legislators (and include students in my visits).
- I will make phone calls, when required, to my legislators to ask for their support of the WDA's position on any piece of legislation.

Leadership

- I will be a part of our leadership development by identifying upcoming and potential leaders throughout the WDA and shall actively recruit and mentor potential leaders.
- I will identify and recruit potential leaders from my components each year and present that list to the WDA Board of Trustees.
- I will encourage new/younger members to become actively involved with WDA committees and component activities.
- I will work with the WDA Communications team as they monitor electronic communication platforms to ensure false and/or detrimental information is not being shared as fact and will assist with responses, as requested, to ensure a positive, educated message is distributed.

Rev. Feb2021

HOW IT ALL GETS DONE

WDA House of Delegates

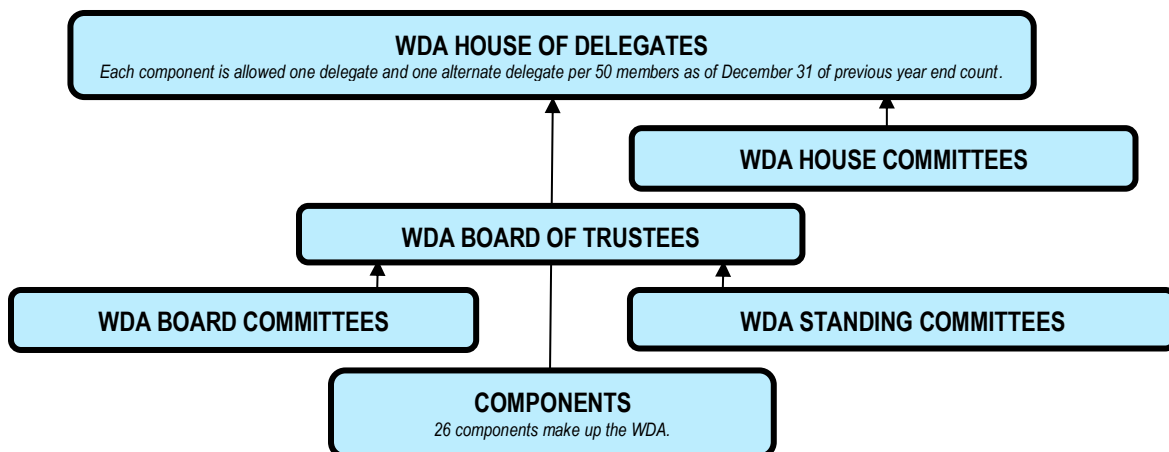
The House acts as supreme authoritative body of Association; determines policy which shall govern this Association in all its activities. Determines the amount of annual membership dues and approves the annual budget, the legislative agenda, and resolutions or opinions made in the name of the Association. The House also elects WDA officers, Delegates and Alternate Delegates to the ADA House of Delegates; and elects members of the Bylaws, Nominating Committee, and Ethics & Dental Relations Committees.

Board of Trustees

The Board conducts all business of the Association, subject to the laws of the State of Wisconsin, the Articles of Incorporation, Bylaws and mandates of the House. Has the power to establish interim policies when the House is not in session and when policies shall be presented for review at the next meeting of the House. Approves all expenditures and authorizes certain officers or committees to spend money for specific purposes.

Committees

Committees shall be the standing bodies of the Association. This Association shall operate with the concept that the committees shall serve as the main forum for study, investigation and development of ideas and projects of recommendations to the Board of Trustees and House of Delegates of the Association. Committees work within an approved budget. Activities of the Committee are communicated to the Board at each Board meeting and committee chairs are invited to attend Board meetings. The Board oversees all Committees and has the ability to overrule Committee actions.



REVIEW OF BOARD OF TRUSTEES MEETING PROTOCOLS *Rev. Nov2020 HOD*

Presented at February 17-18, 2012 Board of Trustees meeting, By: Mr. W. Charles Jackson, Esq., Michael, Best & Friedrich

- The Board of Trustees currently has fourteen (14) regularly voting members. Two (2) region elected trustees from each of the five (5) regions, three (3) House elected at-large trustee(s) plus one (1) Student Region Trustee.
- The only other potential vote is available to the Chair, with the Chair being allowed to vote only in the case of a tie. [The President is to serve as Chair for Board meetings. In the President's absence, the position of Chair is filled first by the President-elect and, in his or her absence, then by the Vice President.]
- Eight (8) voting members must be present to constitute a quorum for the transaction of business.
- The Executive Director is to serve as Secretary for Board Meetings. In his absence, the Chair may designate any other person present at the meeting to serve in that capacity.
- In addition to the fourteen (14) voting members, Chapter IX, Section 10 of the WDA Bylaws ("Bylaws") specifies 7 ex-officio Board members. The ex-officio members are the (1) President, (2) President-elect, (3) Vice President, (4) Treasurer, (5) Editor of the Journal, (6) Immediate Past President and (7) Executive Director.
- The Board of Trustees may also exercise its discretion to invite other guests to attend and/or make presentations at Board meetings. Chapter 3, Section 110, of the Bylaws provides specifically that the Speaker of the House is to be invited, although that position is not designated as either a voting or ex-officio member of Board.
- Only voting Board members may present or second motions, present amendments, raise other issues of parliamentary procedure or, ultimately, vote with respect to any such matters.
- The Chair must give voting members the opportunity to fully express their views on matters before the Board, except to the extent they may in any particular instance have been ruled out of order by the Chair.
- While the Chair may, in his or her discretion, allow non-voting attendees to speak, that discretion should be exercised sparingly. As a general matter, non-voting attendees should be limited in their input and should not be allowed to dominate discussion, to distract from discussion among voting members, or to prolong discussion once all voting members have had the opportunity to be heard.
- Under Chapter IV, Section 110B of the Bylaws, the Chair may, but is not required, to utilize the advice of a parliamentarian whenever procedural matters arise; however, the Section further provides that it is the Chair who makes the decision and that the Chair's decision is final unless appealed by a Board member to the full Board. The Chair may in that case be overruled by a majority vote of the Trustees present.
- Chapter XV provides that Board of Trustee meetings shall be governed by the American Institute of Parliamentarian's Standard Code of Parliamentary Procedures, except that the Board may follow its own rules to the extent they are not inconsistent with the Bylaws or common law. As a general matter, formal procedures like those provided in American Institute of Parliamentarian's Standard Code of Parliamentary Procedures are better suited for handling large meetings, such as meetings of the House or meetings where participants may have a history of contentiousness. When dealing with smaller groups (like the WDA Board) where things are more often handled by consensus and with most amendments to motions being accepted and usually made for purposes of clarification, attempting to rely on more formal structures can be both confusing and unnecessarily time consuming. [NOTE: American Institute of Parliamentarian's Standard Code of Parliamentary Procedures recommends a less formal approach for smaller groups, noting that . . ."In contrast (to larger meetings), a formal procedure in a meeting of fewer than a dozen may actually hinder business.]
Since the Board can make its own procedural rules, it may be generally preferable to utilize a less formal approach. I would recommend that the Board consider a policy of allowing the Chair, with such advice as he or she may wish to solicit from the parliamentarian, to conduct Board meetings on a consensus basis with respect to the agenda, matters to be discussed, motions to be made and amended, and limits to debate (with respect to the aggregate time or number of comments allowed to any individual) and that the more formal American requirements referenced in the Bylaws be applied only in instances where procedural consensus is lacking.
- In most instances WDA counsel, if present at the meeting, would serve as parliamentarian if so desired by the Chair.

Board of Trustees; Trustees (WDA Board Manual page 5.3)

A regional trustee's main responsibility is to come to the table with the concerns and viewpoints of the grassroots members from his/her region as it pertains to the items of discussion. Here a regional trustee becomes the negotiator. While listening and comprehending the situation and any of its consequences on a statewide or national level, it is the regional trustee who endeavors to meld his/her region's desires and the good of the Association as a whole.

An at-large trustee's main responsibility is to view grassroots member concerns and viewpoints from a state level. This position is not associated with a particular component or region but is a statewide seat. Within the Board, an at-large trustee maintains and supports Board/House decisions and assists regional trustees to inform and educate the grassroots member.

At adjournment of the board meeting, all members of the board are one voice. Trustees are the voice of the WDA to his/her region and the public.