# PDA Policies

**Definitions:**

**Policy** *- A directive not rising to the level of a bylaw which provides guidance for specific Association operations or recurring issues that are essential to PDA. PDA Bylaws specify that the authority to create policy rests with the Board of Trustees.*

**Financial Policy** *- A policy directly related to Association finances.*

**Position** *- A directive providing guidance regarding issues external to the Association.*

**Procedure** *- A directive providing instruction on routine Association operations.*

**BOARD OF TRUSTEES**

06/14BT15: That PDA trustees must attend a board orientation program before he or she may vote.

**CENTRAL OFFICE**

HD 13-14: That the Board of Trustees has the authority to make decisions regarding

 the relocation of the Central Office.

**COMPONENT SOCIETIES**

#### HD 03-12: That all trustees and district officers be encouraged to (1) identify any local dental societies that are not active and take measures to rejuvenate them and (2) visit each of their respective local societies at least once each year. (3) use PDA and for-profit subsidiary personnel, if necessary, to take PDA’s messages to members at the local level.

**CONFLICT OF INTEREST**

8/02BT9: That all officers and trustees of the Pennsylvania Dental Association (PDA), as well as chairs and members of committees, advisory groups and task forces be required to sign a Conflict of Interest Statement in order to serve the PDA in such capacities.

CONTINUING EDUCATION

HD 90‑14: That clinicians in the Pennsylvania Dental Association Continuing Education

 Program must be American Dental Association or Pennsylvania Dental Association members if they are eligible for such membership.

**FOR-PROFIT SUBSIDIARIES**

HD 99-22: That it be the policy of the Pennsylvania Dental Association that the Board of Directors of any for-profit subsidiary of the Pennsylvania Dental Association have at least one but no more than one third of its members who are also members of the Pennsylvania Dental Association Board of Trustees.

**PDA EXECUTIVE SESSION POLICY**

04/19BT42: That the PDA Executive Session Policy and Procedures be approved as presented. **(Appendix A)**

**BEQUESTS TO PDA**

11/00BT34: That the PDA Board of Trustees adopt a policy of soliciting for and accepting bequests to the PDA with appropriate recognition for the donor.

Appendix A

**EXECUTIVE SESSION**

**POLICY AND PROCEDURES**

PENNSYLVANIA DENTAL ASSOCIATION

(Approved 04/16BT59)

(Amended 04/19BT42)

The Pennsylvania Dental Association (“PDA”) Board of Trustees and Officers recognize the importance of keeping membership informed as to the status of the PDA and further maintaining transparency to the fullest extent possible to maintain the trust of the membership in the actions and directions guided by the Board of Trustees and Officers. However, it is also readily recognized that for the benefit of the PDA, the Board of Trustees and Officers need the opportunity at certain appropriate times to conduct Executive Sessions in which they can have free and open discussion of particular issues that require confidentiality, or that due to their sensitive nature, the dissemination of information outside of the Board of Trustees and Officers could be harmful to the PDA. Examples of items that would best be examined during an Executive Session include, but are not limited to, litigation matters; personnel discussions, compensation decisions and/or major items dealing with the future purpose and direction of the PDA­

Historically, the Board of Trustees has held in-person Executive Sessions to address such matters. However, there have never been any formal policies or procedures governing the calling or conducting of such sessions.

This policy has been adopted to govern the Board of Trustees and Officers in holding Executive Sessions. In considering the need for an Executive Session, two main principles should be considered. First, in order to be effective, an Executive Session must allow open and frank communication. Second, to foster such an open and frank discussion and protect the best interests of the PDA, the discussions and deliberations must be maintained in the strictest confidence.

1. CALLING OF AN EXECUTIVE SESSION

Absent a request made at, or in anticipation of, a regular meeting of the Board of Trustees, an Executive Session can be called consistent with the PDA Bylaws regarding special meetings.

2. ATTENDEES DURING AN EXECUTIVE SESSION

The normal attendees for an Executive Session shall consist of only the Officers and Trustees of the PDA. Other individuals can be invited to participate as long as they hold some special knowledge or expertise that will facilitate the Executive Session and further they agree to adhere to the policy and procedures set forth herein specifically including maintaining the confidentiality of all matters discussed or information disclosed during the session.

3. FORUM FOR AN EXECUTIVE SESSION

Given the sensitivity of the matters discussed during an Executive Session and the need for efficient effective communication, if timing of the issue presented does not require more immediate attention, all Executive Sessions shall be held in person in conjunction with a regularly-scheduled Board of Trustee meeting.

If timing will not allow holding the Executive Session at the next regularly-scheduled Board of Trustees meeting, an Executive Session may be conducted telephonically.

4. MEETING PROCEDURES

1. There shall be no electronic recording made of any of the discussions or deliberations during an Executive Session.
2. Any materials disseminated during an in-person Executive Session shall be given to the President prior to the ending of the Executive Session for his or her disposal by either destruction or providing the same in a sealed envelope to legal counsel for the PDA.
3. If materials were disseminated in anticipation of a telephonic Executive Session, each participant shall destroy all such material (and any copies) immediately after the Executive Session.
4. Unless directed by the President, there shall not be any specific minutes taken of an Executive Session. If the President does direct the taking of minutes, they shall be taken by the secretary of the Board, or in his or her absence, by a Trustee designated by the President. Prior to adjourning the Executive Session, the individual taking the minutes shall disseminate a draft of the same to the rest of the participants of the Session for their immediate review and approval. Upon receiving approval of the minutes by a majority of the Board of Trustees, the individual taking the minutes shall place them in a sealed envelope and write on its exterior “Minutes of Executive Session Conducted on \_\_\_\_\_\_\_\_\_.” The envelope shall be forwarded to legal counsel for the PDA.
5. In the event the Board of Trustees elects to take any formal action during the Executive Session, the action taken shall be reported during the reconvening of the regular or special Board of Trustees meeting, as the case may be.
6. Each participant to an Executive Session agrees to maintain in the strictest confidence all communications, discussions and materials reviewed during any Executive Session. This provision requires that every participant in an Executive Session is precluded from reporting/conveying or summarizing to any other individual the nature or content of any communications, discussions or materials reviewed during the Executive Session. This provision is intended to be as broad as possible so as to completely eliminate any participant’s disclosure of any information pertaining to the communications that occurred during the Executive Session. The only exceptions to this complete bar to any disclosure, is if such disclosure is mandated pursuant to an Order of Court having jurisdiction over such disclosure or the disclosure is to inform an individual entitled to participate in the Executive Session but did not do so (such absent participant shall not further disclose the information provided to them). Should any participant receive a request to disclose information related to an Executive Session, the participant shall tell the requestor of such information they are prohibited from making any such disclosure and the participant shall immediately notify legal counsel of the PDA of the request.

5. PENALTIES

Any violation of the above enumerated procedures set forth in Section 4 shall constitute a violation of a policy adopted by the PDA, as set forth in the PDA Bylaws governing disciplinary procedures. Upon a determination by a preponderance of the evidence by a majority of the Disciplinary Review Board that such a violation did, in fact, occur, the individual committing the violation shall be immediately expelled from their position. Any individual so expelled shall be afforded the rights of appeal set forth in the Section 12.4 of the PDA Bylaws.

6. REVIEW AND ACKNOWLEDGEMENT

Prior to participation in any Executive Session, every Trustee and Officer shall review this policy and execute an acknowledgement that they have, in fact, read the policy, understood its terms and content, and further agree to the disciplinary penalties upon a determination of a violation. The execution of the acknowledgement shall be sufficient to cover all Executive Sessions conducted during the individual’s tenure on the Board of Trustees or as an Officer.

ACKNOWLEDGEMENT

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, hereby acknowledge that I have thoroughly reviewed and understand the Executive Session Policy and Procedures of the Pennsylvania Dental Association (“Policy and Procedures”). My execution of this Acknowledgement evidences my voluntary decision to adhere to and follow the Policy and Procedures and further agree to my expulsion from my position in the event it is determined, as set forth in the Policy and Procedures, that I have committed a violation, whether knowingly or unknowingly, of the Policy and Procedures. ­

This Acknowledgement shall continue in full force and effect as long as I serve as either a Trustee or Officer of the PDA.

Signature Date

Witness