

Resolution 231 — Access to ADA Governance Materials

Author: Dr. Spencer Bloom, Delegate

IF YOU VOTE YES

A YES vote supports the action requested in the resolving clause. This resolution directs the ADA to make all governance manuals listed in Chapter XIV, Section 10 of the ADA Constitution and Bylaws—including the Organization and Rules of the Board of Trustees—available to any member in good standing upon request, unless the House of Delegates explicitly classifies the document as confidential. It affirms that transparency is a right of membership and that access to the rules governing the Board of Trustees is essential to accountability, trust, and sound governance.

IF YOU VOTE NO

A NO vote supports secrecy and continued restriction of governance materials from members. It defends the Board's position that the House of Delegates should not decide whether members can see how the Board operates. This choice leaves the ADA governed by rules that most members and delegates are not allowed to review and signals resistance to transparency even as trust and membership continue to decline.

SUMMARY

This resolution restores accountability by reaffirming that members have a right to know how their Association is governed. The ADA's own governing documents already identify the Board's rulebook as one of the manuals subject to House authority. Members cannot evaluate oversight processes or governance safeguards without access to that manual. Transparency is not optional—it is the foundation of trust, and trust is essential to reversing years of financial loss and membership decline.

Since the submission of this resolution, the Board of Trustees has taken contradictory actions. The Board first unanimously voted NO to releasing the Organization and Rules of the Board of Trustees. Only after that vote drew attention did the Board post a version of the manual behind a restricted security wall. Access now requires signing a non-disclosure agreement, and the document contains digital tracking links that record user activity and discourage members from downloading or sharing it. This system reduces transparency rather than increasing it. Delegates should recognize that placing the rules of governance behind a security barrier undermines the spirit of accountability this resolution seeks to restore.

Why the Board Is Wrong

The Board's claim that it alone should control whether its rules are shared contradicts the ADA's governing structure, which vests ultimate authority in the House of Delegates. The Board's resistance to transparency has already damaged trust. Hiding the governance manual behind NDAs and tracking systems does not protect confidentiality—it erodes confidence and isolates leadership from the members it serves. A YES vote asserts that openness, not secrecy, is the standard for professional governance.

TALKING POINTS

- Members fund the ADA and deserve access to all governance manuals listed in the Bylaws.
- The Board's manual defines how it makes decisions about ADA policy and spending.
- Refusing to release it undermines accountability and violates the spirit of open governance.
- The new NDA and tracking-link system restricts transparency and discourages review.
- True transparency means members can see, not just request, how decisions are made.
- A YES vote reaffirms that the House of Delegates, not the Board alone, sets governance policy.
- A transparent ADA strengthens trust, credibility, and membership growth.
- Saying NO protects secrecy. Saying YES restores confidence in leadership.



Prepared by Dentistry in General Advocacy Coalition
<https://dentistryingeneral.com/digac>

Resolution No. 231 NewReport: N/A Date Submitted: 06/18/2025Submitted By: Dr. Spencer Bloom, delegate, IllinoisReference Committee: A (Business, Membership and Administrative Matters)Total Net Financial Implication: None Net Dues Impact: _____

Amount One-time: _____ Amount On-going: _____

ADA Strategic Forecast Outcome: None

ACCESS TO ADA GOVERNANCE MATERIALS

The following resolution was submitted on Wednesday, June 18, 2025, by Dr. Spencer Bloom, delegate, Illinois.

Background: For years, members and delegates have raised concerns about ADA's lack of transparency. Requests for access to the *Organization and Rules of the Board of Trustees*, the document that outlines how the Board governs itself, have been repeatedly ignored. This refusal to provide access is not a minor clerical oversight, it is a deliberate withholding of information that belongs to the membership.

The consequences of secrecy have been devastating. In the last three years alone, over \$142 million of reserves have been consumed through financial missteps: the failed Fonteva/Salesforce association management system rollout, the ADA Forsyth Institute deal, and other initiatives that drained unrestricted reserves from more than \$200 million in 2022 to barely \$60 million today. Annual deficits of \$20–30 million continue, and the Association may soon be relying on the proceeds from the sale of its headquarters building to stay afloat.

These are not abstract numbers. They represent dues dollars and the credibility of the profession's national voice. Members deserve to know what procedures the Board followed in approving these ventures, what internal safeguards were supposed to exist, and what changes have been made to prevent this kind of mismanagement from happening again. Without access to the Board's governance manual, neither delegates nor members can evaluate whether the ADA has corrected the structural weaknesses that led to these failures.

Transparency is the only path back to trust. The *ADA Constitution and Bylaws*, Chapter XIV, Section 10, already lists the governance manuals that serve as guides to the operations of the Association, including the Board's manual. Making them accessible to members in good standing, unless explicitly classified as confidential by House resolution, is not just consistent with our governing documents, it is the minimum step required to demonstrate accountability.

If the ADA wants to reverse membership decline and regain the confidence of younger dentists, it must prove that it has nothing to hide. Members own this Association. They have a right to know how it is being governed and what protections are in place to safeguard their profession's future.

Resolution

231. Resolved, that the American Dental Association make all governance manuals listed in Chapter XIV, Section 10 of the *ADA Constitution and Bylaws*—including the *Organization and Rules of the Board of Trustees*—available to any member in good standing upon request, unless the House of Delegates has explicitly classified the document as confidential by formal resolution.

1 **BOARD COMMENT:** It is customary for a body that promulgates rules to govern how it conducts its
 2 internal business to decide whether to publish or distribute those rules outside of the body. The Board of
 3 Trustees believes that it is not good governance to supplant that customary rule by a resolution passed
 4 by another body. The Board has always maintained control over the Operation and Rules of the Board of
 5 Trustees ("Board Rules") as an entire document, and the Board amends the Board Rules often. The
 6 Board also recognizes that the ADA Bylaws, Constitution, and Governance Manual are all available to
 7 members. For this reason, the Board of Trustees does not support this resolution.

8 **BOARD RECOMMENDATION: Vote No**

9 **Vote: Resolution 231**

BERG	No	DOWD	No	KNAPP	No	STUEFEN	No
BOYLE	No	GRAHAM	No	MANN	No	TULAK-GORECKI	No
BROWN	No	HISEL	Absent	MARKARIAN	No	WANAMAKER	No
CAMMARATA	No	HOWARD	No	MERCER	No		
CHOPRA	No	IRANI	No	REAVIS	No		
DEL VALLE-SEPÚLVEDA	Absent	KAHL	No	ROSATO	No		