



**Tennessee**  
DENTAL ASSOCIATION

# TDA GOVERNANCE TASK FORCE 2.1

Communications Packet | May 2026

## TDA MISSION:

We help dentists succeed and support the advancement of the health of the public.



# OVERVIEW OF THE PROCESS

## What is Governance?

**Governance refers to the decision-making units of the association** (HOD, board, etc.), the authority responsibility each unit possesses, and how people are selected to participate in each.

**Good governance clearly defines roles, responsibilities and systems of work.** It increases transparency and helps the organization make better decisions.

Governance is **not** government.

## Why is TDA Reviewing Governance?

**It's best practice** for associations to periodically assess their governance processes and evaluate what's working well and what's not.

Significant **changes in the membership market and the decision-making environment** are propelling associations to review legacy governance structures.

## Governance Review Process

Step 1: Assess the Current Structure

Step 2: Benchmark Best Practices (*Literature review and survey of similar orgs*)

Step 3: Identify Gaps Between Current Structure & Best Practices

Step 4: Develop Recommendations

**Step 5: Review and Refine Recommendations with Feedback and Discussion**

**Step 6: Approval of Structure**

**Step 7: Revise Bylaws Consistent with New Structure**

**Step 8: Approval of Bylaws Changes**

**Step 9: Implement & Monitor**

*TDA is currently on Steps 5 and 6.*

# BACKGROUND & TIMELINE



## TDA Strategic Plan

**TDA Strategic Plan Goal 2: Organizational Stability:** Ensure Financial and Organizational Stability to Serve Our Members.

[View the strategic plan.](#)



## Task Force Organization & Purpose

In 2024, the TDA Board of Trustees formed a task force to examine Objective 2.1 of the TDA Strategic Plan.

**“Streamline and simplify governance to improve efficiency, clarify responsibilities, and create a more responsive governance structure aligned with the organization’s current needs.”**



## Timeline of Work

- **Jan – Jun 2025:** Task Force meets every two weeks for research and discussion.
- **Aug 2025:** Task Force presents gap analysis for board feedback.
- **Nov 2025:** Recommendations presented to the board.
- **Feb 2026:** Board recommends Resolution TFG-26-1 to the HOD.
- **May 2026:** Present plan to the House for feedback and approval.
- **2027 and beyond:** Integrate feedback and make changes. Present bylaws changes to the House of Delegates for adoption.



## Focus Areas of the Review

- **Local Components:** Structures, health, and support.
- **Committees:** Life cycle, composition, and oversight.
- **House of Delegates:** Role and authority.
- **Board:** Composition, functionality.

# THE NEED

There is broad recognition that traditional governance model—one that served us for more than a century—is no longer as effective. At their 2022 strategic planning, the Board identified decision-making and governance processes as a significant barrier to achieving mission-related goals. This is the fourth TDA governance task force in the past 20 years, reflecting a long-standing recognition that governance change is needed. We are not alone among state dental associations in taking up a governance review: Iowa recently eliminated its House of Delegates and Minnesota sunset the House as a pilot program. Missouri just launched a full governance review and Florida recently completed the process.

## Pressures & Challenges Facing Associations

### **Competition**

For-profit, other associations, even their own members.

### **Technology & Information**

People have never had greater access to content and community. AI adoption will further disrupt associations.

### **Time Famine**

Members are busy and scrutinizing their commitments. Our model of governance is time-intensive with multi-year (decades) leadership paths.

### **Declining Membership Value**

Shifts in the membership market have led to declining value of traditional membership benefits and dissatisfaction among members.

### **Generational Engagement Challenges**

Generational shifts are causing challenges in engagement and loyalty, making retention more difficult. Competing member expectations – longtime vs. new professionals want different things from the association. Furthermore, the pandemic disrupted historical patterns of behavior.

### **Advocacy Complexity**

Heightened government policy, regulatory, & advocacy demands. Increased complexity of issues and a demanding, year-round pace.

# CORE PRINCIPLES

Competency-based leadership.

Inclusive pathways.

Modern, nimble governance.

1. **Healthy component societies are essential to the success of the organization.** Components deliver core member services with support from TDA through training and best practices.
2. **Leadership pathways are inclusive, transparent, and competency-based,** with equal opportunity for all qualified members to serve.
3. **Leaders should be qualified, engaged, and accountable,** with clearly defined roles and responsibilities.
4. **The governance structure should be modern, nimble, and mission-driven,** enabling efficient, transparent, and effective decision-making on behalf of members.
5. **Committees, task forces, and work groups should be purposeful and strategic,** formed and dissolved based on organizational need and aligned with the strategic plan.
6. **Volunteer leaders should be selected based on qualifications, engagement, and ability to advance the work of the organization.**
7. **Decision-making authority rests with the body holding legal and fiduciary responsibility,** with decisions made by informed leaders acting in the best interest of the organization.
8. **The governance structure encourages member involvement and leadership development,** while remaining clear and accessible to the membership.
9. **Governing documents are concise, clearly defining authority and roles.** They support compliance with legal and fiduciary responsibilities.

*These core principles underpin the Task Force and Board of Trustees' governance recommendations and serve as the guiding framework for the proposed changes.*

# HOUSE RESOLUTION TFG-26-1

## TFG – 26 – 1 Task Force on Strategic Plan 2.1 Recommendations

BACKGROUND INFORMATION: In 2024, the TDA Board of Trustees established a task force to review Section 2.1 of the TDA Strategic Plan, which aims to “Streamline and simplify governance to create a more effective business model.” Following a year of comprehensive research on governance, the Task Force has identified five key areas where improvements could lead to more efficient operations and stronger outcomes in achieving the goals of the Association:

1. Strengthen Component Societies
2. Reimagine Committees for Engagement and Leadership Development
3. Clarify Governance Roles and Responsibilities
4. Modernize Nominations and Election with a Leadership Development Committee
5. Build a High-Performing Board

With these considerations in mind, the Task Force recommends the following framework. If approved by the 2026 House of Delegates, the framework would undergo further development and be presented in 2027 with necessary Bylaws changes.

1. Strengthen Component Societies
  - a. Implement Annual Component Self-Assessment reviewed by the Board
  - b. Remove time-in-membership requirement for Trustee eligibility
  - c. Standardize membership qualifications across all governance documents including component societies
2. Reimagine Committees for Engagement and Leadership Development
  - a. Conduct Board-led committee review: sunset, repurpose, or reaffirm
  - b. Populate committees by interest and expertise
  - c. Define flexible size range (4-9 members)
  - d. Establish application process reviewed by the Board
  - e. Integrate New Dentists across all committees and maintain subcommittee under Membership
3. Clarify Governance Roles and Responsibilities
  - a. As the representative voice of the membership, the House elects the Association’s elected leadership
  - b. The House of Delegates establishes Association policy and, through resolutions, provides strategic guidance and requests action by the Board
  - c. The Board of Trustees serves as the Association’s governing body, exercising fiduciary oversight in alignment with policies established by the House of Delegates
4. Modernize Nominations and Elections with a Leadership Development Committee (LDC)
  - a. Identify and prepare leaders year-round with opportunities for leadership development
  - b. Use an annual competencies and characteristics matrix to shape the slate
  - c. Issue open application for candidates with transparent role descriptions
  - d. Components mentor and encourage applicants
  - e. Prepare a slate elected by the House of Delegates with a structured challenge process
  - f. Individuals not selected are kept in the leadership pipeline and mentored
  - g. ADA Delegation is included in the process. End geographic rotations
5. Build a High-Performing Board
  - a. Competencies and characteristics, along with geography, drive Board composition
  - b. End direct component appointments and geographic seat rotations
  - c. Transition to statewide nominating process (LDC) and election process (HOD)
  - d. Reduce to a smaller, balanced Board (14 members)
    - i. 4 Officers | 8 At-large Trustees | Immediate Past President | Speaker (non-voting)
  - e. Eliminate Regional Vice President roles

### Core Principles

Competency-based leadership. Inclusive pathways. Modern, nimble governance.

Therefore, be it,

**RESOLVED**, that the governance principles and concepts presented by the Task Force are hereby approved; and

be it further

**RESOLVED**, that the principles and concepts be forwarded to the Constitution and Bylaws Committee to prepare Bylaws revisions for approval at the May 2027 House of Delegates.

## What This Resolution Does:

Resolution TFG-26-1 brings the recommendations and framework of the Governance Task Force (Task Force on Strategic Plan 2.1) and the Board of Trustees forward to the House of Delegates for review and approval as principles and concepts.

## What This Resolution Does Not Do:

Resolution TFG-26-1 does not make these changes now. Approval and input is being sought prior to making changes to the *TDA Constitution & Bylaws*. If TFG-26-1 is adopted, the next step will be proposed changes to the *TDA Constitution & Bylaws*. Those changes would then be brought to the House of Delegates for adoption. If adopted, a transition would begin.

**Please note:** Transition from the current system to the new would be done gradually. If a person was elected to any position under the current structure, he or she would complete the term in that position.

## The Big Picture the Resolution Aspires to:



The **Tennessee Dental Association** is a not-for-profit corporation incorporated under the laws of the State of Tennessee. There are no shareholders as in a for-profit corporation, only members who are either voting or non-voting based on their membership status.



The **Board of Trustees** (BOT) is the TDA's authoritative body over all matters. The BOT is the governing body responsible for direction and oversight of the Association.



Active, purposeful **Committees** drive the work of the Board and play an important role in member engagement and leadership development.



The **House of Delegates** (HOD) is the TDA's legislative body that may identify areas of importance for board action, set policy and elect leaders.



**Local societies** provide community and a home for the member dentist. Strong, local dental societies drive Tripartite success.

# GOVERNANCE COMPARISON

Please Note: Changes that will or may require edits to the bylaws are highlighted.



## Strengthen Component Societies

Strong chapters build member community.

### Current Structure

- Nine (9) component societies.
- Boundaries based on 1920's congressional districts.
- Chartered through the TDA and under the TDA's group IRS exemption.
- Operations are unique. Bylaws, leadership, meetings, and staffing structure vary.

### Gaps/Challenges

- Large geographic footprint – often rural.
- Limited staffing.
- Declining participation & leadership pipeline gaps.
- Competition from study clubs, vendors, & members on core services.
- Financial Constraints.
  - Limited revenue streams
  - Vulnerable to fraud
- Outdated bylaws and complex structures. Lack of capacity to update.

### Proposed Structure

- Implement an Annual Component Self-Assessment reviewed by the Board.
  - *Support delivery of core services and share best practices*
  - *Serve as a checklist and a training tool*
  - *Monitor component health and provide targeted support*
- Remove Trustee time-in-membership requirement.
  - *TDA 5 years and component 3 years currently*
  - *Support standardization across components*

The strategic plan originally called for evaluating the need for redistricting.



## Reimagine Committees

Purposeful committees drive strategic goals and leadership engagement.

### Current Structure

- 12 Board-led committees. (Does not include 3 House committees.)
- Selection continues to be primarily by geographic the district.

### Gaps/Challenges

- TDA rarely reviews, adds, or sunsets committees.
- Lack of meaningful work erodes engagement and discourages new leaders.
- Geography-based appointments lead to gaps in expertise needed for the work.
- Lack of expertise or interest can diminish productivity.
- Members with interest or expertise are overlooked in favor of geography.
- Members who do not participate are often reappointed.
- The Annual Meeting CE Subcommittee is built around the skills and work needed to deliver a major organizational function. Its strong participation demonstrates that aligning structure to purpose drives engagement and results.

### Proposed Structure

- Sunset, repurpose, or retain committees based on TDA goals with every strategic plan or as needed.
- Populate committees based interest and experience.
- Define flexible size ranges (4–9 members).
- Establish a board-reviewed application process for committee members.
- Focus on the New Dentist :
  - New dentists on all committees
  - Maintain a New Dentist Subcommittee under Membership
- Peer Review and Agencies & Awards may be unique and continue by district.
- Establish a Leadership Development Committee to identify leaders.

Background: In 2024, the House converted the remaining councils to committees to provide greater flexibility under the Board's authority. The Board of Trustees requested the Task Force to consider how to structure committees for the future.



## Leadership Development Committee

Identifying qualified leaders is essential to good governance.

### Current Structure

- No LDC currently exists

### Gaps/Challenges

- Informal local recruitment vs. structured leadership development.
- Leadership pipelines in many components are shrinking.
- Local leadership experience does not equip for state-level governance.
- Geographic rotations can limit the best leadership.
- Direct appointments of trustees by components creates conflicts of interest.
- Member needs — workforce, insurance, access to care — extend beyond component boundaries.

### Proposed Structure

- Create a Leadership Development Committee (LDC).
  - 4 members elected by the HOD + Immediate Past President (chair)
  - 2-year terms, 2-term limit; Terms staggered 2/2
  - Immediate past president serves one year.
- Year-round leadership identification process.
  - Maintain a skills & characteristics matrix (geography, practice type, age, professional expertise, leadership strengths)
  - Open application and outreach process with clear role expectations
  - Publish a slate with transparent challenge process
  - Elections by the House of Delegates
- Individuals not elected remain in a leadership pipeline and receive mentoring.
- Investments in leadership development.
- Components remain important to the leadership recruitment process.

The Task Force identified leadership development as a significant organizational challenge. Leaders emerge through component pathways; it is difficult to align talent with strategic priorities. We lag behind other state dental associations in this area.



## House of Delegates

The representative voice of the member.

### Current Structure

- Bylaws: "Supreme Authoritative Body" / Broad powers.
- Constitution: "Legislative and governing body."
- Annual meeting.
- 71 members in 2025.
- 3 House committees.

### Gaps/Challenges

- Inefficient and sometimes redundant.
- Blurs accountability. (Legal fiduciary duty = Board)
- Limited Meetings.
- Less informed.
- Cost.

### Proposed Structure

- The House of Delegates is TDA's legislative body.
- Composition - remains the same, proportional by component society.
- Duties:
  - Advise the Board of trustees using resolutions
  - Request the Board implement actions on matters of the profession
  - Elects TDA leaders
- Increase programming for delegation/leaders.

*The Tennessee Non-Profit Act: does allow for delegates "having some or all of the authority of members." (Tenn. Code Ann. § 48-56-501); however, it's important to note that the fiduciary duties lie with the Board of Trustees.*

Background: Most believed a prime outcome of this review would be elimination of the TDA House of Delegates. However, annual HOD surveys show member satisfaction and there continues to be strong attendance.



## Board of Trustees

“The Right People Focused on the Right Things.”

### Current Structure

- “Administrative Authority”
- 19 members:
  - 7 Officers elected by the House including 3 vice presidents.
  - Speaker of the House (non-voting) elected by the House.
  - 9 Trustees elected by component society.
  - Chair of the New Dentist Committee
  - Immediate Past President
- Terms
  - Trustees: 3-year term. Two-term limit.
  - Vice Presidents: 2-year term. One-term limit.
  - Other officers: 1-year term. Six-term limit.
  - Automatic Succession: President-elect to President to Immediate Past

### Gaps/Challenges

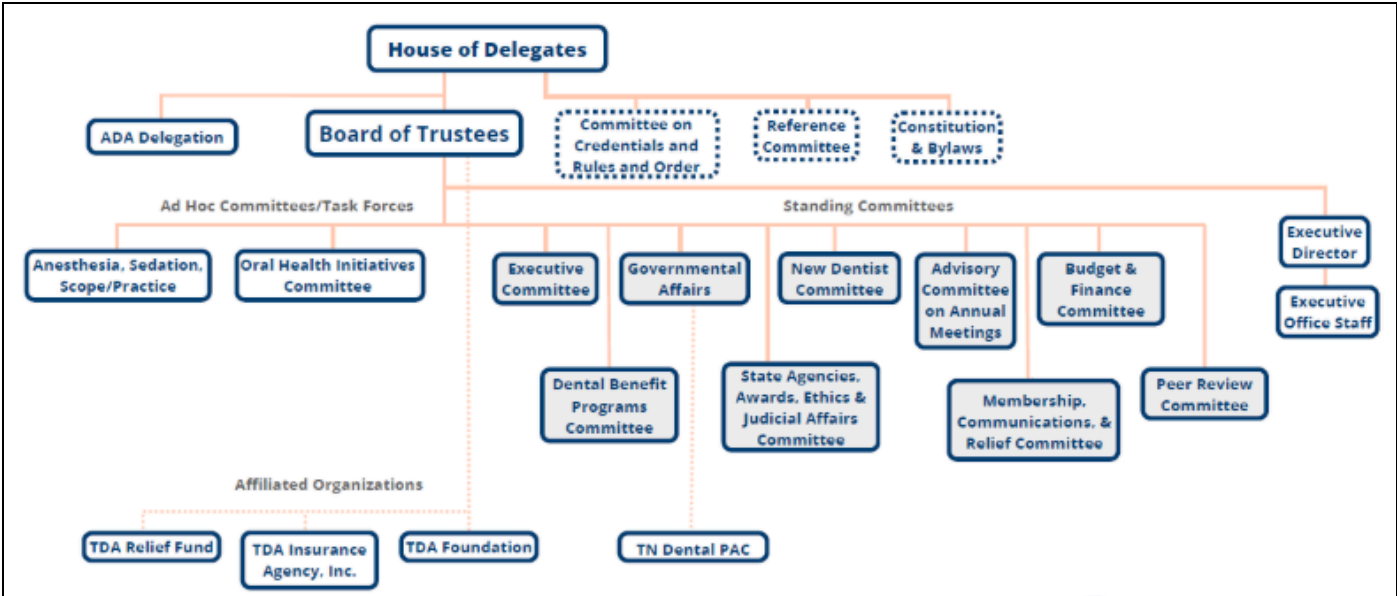
- **Size:** Research indicates the Board is too large for effective decision-making.
- **Selection/Representation:** Selection by components limits alignment with organizational needs and creates conflicts of interest.
- **Authority:** The House of Delegates and Board of Trustees hold dual authority.

### Proposed Structure

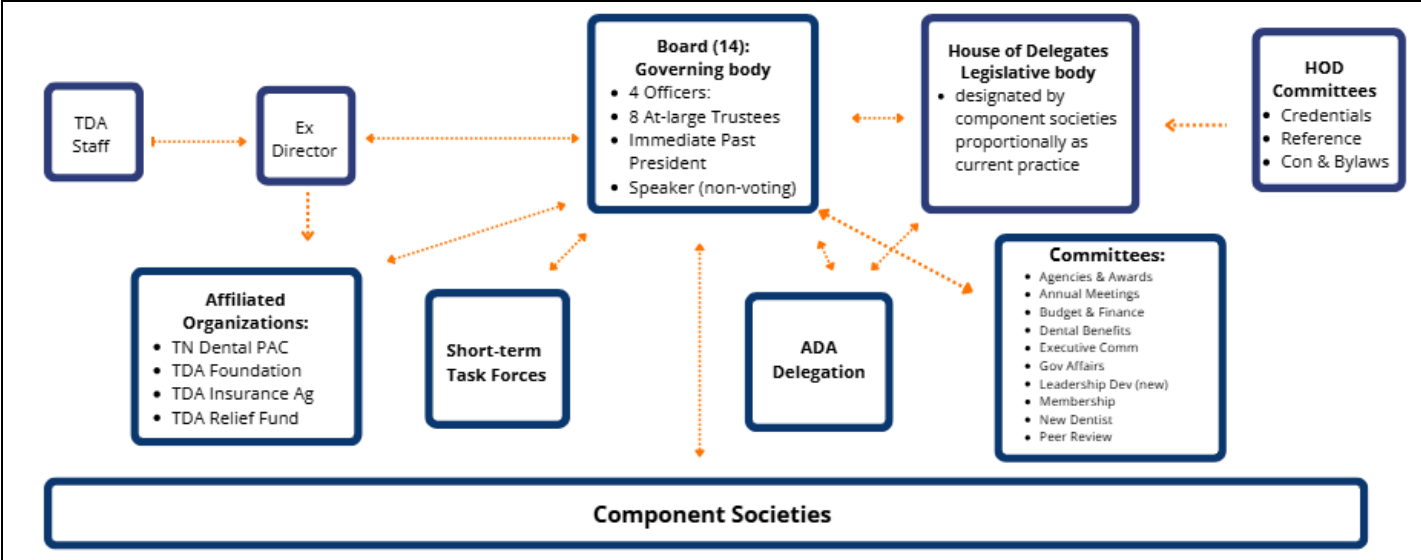
- Board is the “governing body” in alignment with its fiduciary responsibilities.
- Board is selected in a statewide nominating process (LDC). Election by the HOD.
- Board Composition - 14
  - 4 Officers: President, President-Elect, Secretary, Treasurer
  - 8 At-large Trustees (Component representation is important characteristic.)
  - Immediate Past President and
  - Speaker of the House (non-voting)
  - Terms - no change

*Shift from geography-only to competency + representation. “Balanced Board.”*

# CURRENT STRUCTURE



# PROPOSED STRUCTURE



# TASK FORCE 2.1-GOVERNANCE



**Dr. Rhonda Switzer-  
Nadasdi, Chair**



**Dr. Allen Burleson**



**Dr. Iysha Cawthon**



**Dr. Chip Clayton**



**Dr. Keith Gilmore**



**Dr. Ken Randall**

**Andrea Hayes, Staff Liaison**

## SOURCES

*The Will to Govern Well: Knowledge, Trust and Nimbleness* (2nd Edition, 2010)  
Glenn Tecker, Paul Meyer, Leigh Wintz, CAE, Bud Crouch.

*Recruit the Right Board: Proven Processes for Selecting Critical Competencies* (2019)  
Mark Engle, FASAE, CAE and William Brown, Ph.D.

*Race for Relevance: 5 Radical Changes for Associations* (10<sup>th</sup> Anniversary Edition) (2021)  
Mary Byers, CAE and Harrison Coerver

*What Makes High-Performing Boards: Effective Governance Practices in Member-Serving Organizations* (2013)  
Beth Gazely, PhD and Ashley Bowers

*Transformational Governance: How Boards Achieve Extraordinary Change* (2015)  
Beth Gazely, PhD and Katha Kissman

"The Never-Ending Governance Revolution" Presentation to ADA (2025)  
Dean West, FASAE