

Minnesota Oral Health Coalition Policy & Procedures Manual

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Purpose of Policy & Procedures Manual

The purpose of this document is to outline the operational structure of the organization. This serves as a resource to promote transparent, logical, fair, and accurate operations of the Minnesota Oral Health Coalition in relation to its board, state, members, staff, and the public. This document will be updated annually or at any time changes are deemed necessary by the Board of Directors of the Minnesota Oral Health Coalition.

Introduction

The Minnesota Oral Health Coalition is a non-profit, state-wide membership organization that recognizes the following principles;

Minnesota Oral Health Coalition's Core Principles

Mission: To support Minnesota's oral health community through partnerships, resources and outreach

Vision: Optimal oral health for all Minnesotans

Board

Position Description

The board is the advisory arm of the Minnesota Oral Health Coalition and will support the work of the Executive Director and MOHC committees and provide mission-based leadership and strategic governance. The day-to-day operation is led by the Coalition's Executive Director with oversight from the Executive Committee. The roles and responsibilities of a Board Member include to: Leadership, governance, and oversight

- Serving as a trusted advisor to the Executive Director
- Reviewing outcomes and metrics created by the Minnesota Oral Health Coalition for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to board and committee meetings
- Reviewing Minnesota Oral Health Coalition's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Contributing to an annual performance evaluation of the Executive Director
- Assisting the Executive Director and Board President in identifying and recruiting other board officers
- Ensure, that board resolutions are carried out
- Serving on committees or task forces and taking on special assignments
- Representing Minnesota Oral Health Coalition to stakeholders; acting as an ambassador for the organization
- Ensuring Minnesota Oral Health Coalition's commitment to a diverse board and staff that reflects the entire State of Minnesota

BOARD TERMS/PARTICIPATION

The Officers of the Minnesota Oral Health Coalition's Board of Directors are elected to serve one-year terms with the option to accept serving up to two additional terms of one year each. No officer may serve more than three years, unless approved by the board of directors. At least two board meetings must be held in a calendar year. Committee meetings will be held outside of, though in coordination with, full board meetings.

QUALIFICATIONS

Board candidates must be passionate about Minnesota Oral Health Coalition's mission and purpose. Board members will have achieved proven leadership stature in an oral health related position within business, government, philanthropy, the nonprofit sector or community at large.

Ideal candidates will have the following qualifications:

- Significant professional experience, preferably with leadership accomplishments in oral health, business, government, philanthropy, education, public health, or the nonprofit sector, or direct experience as a recipient of public oral health services.
- A commitment to and understanding of the Coalition's mission and purpose, as well as the members and stakeholders of the Minnesotan Oral Health Coalition
- Problem-solving skills and a natural affinity for cultivating relationships and facilitating and building consensus among diverse individuals
- Personal qualities of integrity, credibility, and a passion for improving the oral health of people of the State of Minnesota

Service on the Minnesota Oral Health Coalition's Board of Directors is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members' duties.

BOARD ORGANIZATION

The Minnesota Oral Health Coalition is comprised of 5 to 15-member Board of Directors, and ex-officio, non-voting member representing the Minnesota Department of Health, Oral Health Program Division.

The Minnesota Oral Health Coalition contracts an Executive Director.

Annually, the Board will conduct a self-evaluation.

There are four standing committees of the Minnesota Oral Health Coalition; Executive Committee, Outreach Committee, and the Policy & Advocacy Committee.

In addition, there are three Ad Hoc work groups; -Nominations Committee, Development Committee, and a Conference Planning work group. The Board may create other committees and work groups of the Board as it deems appropriate.

BOARD MEETINGS

Conduct:

The Board will conduct meetings according to the following principles:

- Meeting discussion should be limited to issues within the Board's purview.
- Deliberation should be timely, fair, orderly, respectful, thorough, and efficient.
- Board will comply with all state and federal statutes, rules, and regulations pertaining to open meetings, meeting notices, and meeting participation.

At the first meeting of the calendar year, the Board will establish regular meeting dates, elect Officers, and undertake other administrative tasks as necessary.

Special and Emergency Meetings may be called by the President.

The Board shall hold all regular meetings within the State of Minnesota or by conference call.

A majority of those holding appointments to the Board constitutes a quorum.

No official business may be acted on without a quorum. A quorum is one more than half of the current board membership. When a quorum is present, the Board may act by a simple majority of those voting.

Virtual meetings and board business may be conducted as deemed necessary by the President of the MOHC Board.

GENERAL PROCEDURES

Meeting minutes will be kept of all Board meetings and will be submitted by the Secretary to the Executive Director for review prior to submission to the Board for approval.

Official communications to the Board on internal matters must be presented to the Executive Committee for review and consideration as an agenda item.

A Board member who receives a communication from any party that is potentially appropriate for Board consideration should forward to the Executive Director within 24 hours, who will consult with the President and Executive Committee.

A Board member who becomes aware that a person may have a complaint regarding a possible violation of law regarding the activities of the Board or any Board member should direct the person to submit the complaint in writing to the President or Secretary.

A Board member who becomes aware that a person other than a Board member would like the Board to consider an issue at a Board meeting should direct the person to submit the request in writing to the Executive Director.

Whenever possible, Board officers will be provided in advance the information necessary to properly consider any items to be acted on at a Board meeting.

EXECUTIVE COMMITTEE

Purpose: The Executive Committee is charged with ongoing review and oversight of Board operations and procedures, assisting Board officers with ethical and legal obligations and Board development. In addition to any other authority granted herein, the Executive Committee may act on those issues delegated to it by the Board of Directors.

Responsibilities:

- Review Executive Directors activities monthly
- Advise Executive Director on operation items of the board
- Advise the Executive Director on issues relating to oral health and the oral health field as it relates to the operations of the Minnesota Oral Health Coalition, not otherwise covered under committees of the board
- May act on behalf of the Board in the case of an emergency which the President determines requires action more quickly than an emergency meeting of the Board as soon possible after the emergency and seek ratification of emergency actions at the next possible meeting.

Membership: Comprised of the President, Vice President, Treasurer, and Secretary of the Board with the Executive Director.

OFFICERS

Officers of the Board are elected by and from the membership of the Board and include a President, Vice President, Secretary, and Treasurer. No person may hold the President and the Vice President position at the same time.

The President shall:

- Preside at Board and Executive Committee meetings.
- Create and appoint officers to working groups as needed to carry out the Board's work plan.
- In consultation with the Executive Director, set an agenda for each Board meeting.
- Call special or emergency meetings of the Board and Executive Committee as needed.
- Fulfill other obligations designated by and exercise other authority as authorized by the Board.

Vice President:

The Vice President shall fulfill the duties and exercise the authority of the President when the President cannot. The Vice President shall fulfill other obligations designated by and exercise other authority as authorized by the board.

Secretary:

The Secretary shall fulfill the duties and exercise the authority of the Vice President when the Vice President cannot. The Secretary shall be responsible for assisting staff in preparation or review of board meeting minutes as needed. The Secretary shall fulfill other obligations designated by and exercise other authority as authorized by the board.

Treasurer:

The Treasurer shall fulfill the duties and exercise the authority of the Secretary when the Secretary cannot. The Treasurer shall be responsible for preparation or review of board financial records and reports. The Treasurer shall fulfill other obligations designated by and exercise other authority as authorized by the board.

The Secretary and Treasurer positions may be fulfilled by the same person.

ELECTION OF OFFICERS

Officers are elected to serve one-year terms with the option to accept serving up to two additional terms of one year each. No officer may serve more than three years, unless approved by the board of directors. Terms will commence upon election and end upon election of a successor. Elections will be by simple majority of those present and conducted at the first meeting of the new calendar year.

At the annual board meeting of each even-numbered year, the President will request nominations from the board for President and Vice President. At the first regular board meeting of each odd-numbered year, the President will request nominations from the board for a new Secretary and Treasurer.

OUTREACH COMMITTEE

Purpose: To oversee activities directly affecting the recruitment, orientation, engagement, and retention of coalition membership.

Responsibilities:

- Create and manage opportunities for engaging members
- Develop a communication and publicity plan for the organization
- Identify social media, stakeholder and other membership engagement activities for Minnesota Oral Health Coalition membership
- Oversee the Minnesota Oral Health Coalition website and social media
- Oversee the Conference Planning Work Group
- May act on additional issues or activities delegated to it by the full board

Membership: Comprised of 4-6 board officers and as many coalition members as manageable, as determined by the board officers serving on this committee.

POLICY & ADVOCACY COMMITTEE

Purpose: To oversee activities directly affecting public policy, government affairs and advocacy of oral health issues in Minnesota and nationally issues affecting Minnesota.

Responsibilities:

- Create advocacy positions
- Manage opportunities for policy and advocacy communication, partnership, and member engagement
- May act on additional issues or activities delegated to it by the full board

Membership: Comprised of 4-6 board officers and as many coalition members as manageable, as determined by the board officers serving on this committee.

DEVELOPMENT COMMITTEE

Purpose: To oversee Minnesota Oral Health Coalition development; grants, awards, proposals, and sponsorships.

Responsibilities:

- Seek out and coordinate financial requests as needed from the board, committees, and work groups of the board
- Advise staff on the seeking, writing and enhancement of grant proposals
- Have a recognition or awareness of the financial affairs of the board and its funding and development needs.

Membership: Comprised of 4-6 board officers

MINNESOTA ORAL HEALTH COALITION MEMBERSHIP

Coalition membership is open to all persons with an interest in oral health who reside or work within the State of Minnesota. Membership is at no cost, though the board may request payment of fees to coalition members and others for events, trainings, or special programs. Coalition members have no authority to use the Minnesota Oral Health Coalition logo, likeness, or association for business or organizational promotion until or unless the Board of Directors provided prior written approval.

EXECUTIVE DIRECTOR

The board may hire or contract for an Executive Director. The Executive Director shall have such duties and authority as designated by the board. The Executive Director may contract with other persons for performance of board work as authorized by the board.

The Executive Committee will evaluate the Executive Director yearly. All board officers will be given the opportunity to complete an evaluation form that will be provided to them prior to its evaluation of the Executive Director.

The Executive Director reports to the board, through Executive Committee, and no individual board member shall attempt to exercise individual authority over the Executive Director or any other person retained by the board.

Communications Policy

This policy directs the Minnesota Oral Health Coalition in its responsibility to clear, accurate, thoughtful, and purposeful communication with members, stakeholders, partners, and the public.

Policy

A. Goals

- Coalition members are well informed about oral health issues in Minnesota and nationally.
- Coalition members are well informed about the state of oral health in Minnesota including oral health literacy.
- Coalition members can express themselves respectfully within the coalition.
- Minnesota Oral Health Coalition Executive Board and committee activities are communicated with coalition members.
- Minnesota Oral Health Coalition will have a policy of transparency in communications internally and externally.
- Minnesota Oral Health Coalition stakeholders and partners have an established and trusted source of communication with Minnesota Oral Health Coalition and its members.
- Communications adhere to the Minnesota Oral Health Coalition Principles.

B. Communication Objectives

- To exchange and share timely, valuable, and appropriate information with coalition members.
- To exchange and share timely and appropriate volunteer opportunities and events related to oral health.
- To share any positive change, the Minnesota Oral Health Coalition has achieved towards its mission.

C. Our Target Audience(s):

- Coalition members and stakeholders at large
- Segments of the coalition such as dental hygienists, dentists, primary k-12 educators, long term care organizations, disabilities organizations, higher education institutions, medical doctors, medical personnel and support staff, government employees, caregivers, patients, patient advocates, any interested party representing the public, other organizations and groups that share the common goals and mission of The Minnesota oral Health Coalition
- Potential funders and current funders
- Potential and current sponsors
- Public

D. Maintaining Coalition Members' Trust of the Minnesota Oral Health Coalition Board, Committees, and Staff

- Minnesota Oral Health Coalition will not sell or share coalition member's contact information with any third party
- Minnesota Oral Health Coalition will only share information with membership segments that enable collaboration for the following topics: Education, advocacy, legislation, innovation,

fundraising, and volunteerism

- Minnesota Oral Health Coalition will not contact members for the sole purpose of advertisement for the sale of any product or service by a third party

E. Strategies & Tactics

- Minnesota Oral Health Coalition will utilize multiple channels of communication with coalition members and partners such as email, Facebook, Twitter, Minnesota Oral Health Coalition website, LinkedIn, podcasts, blog posts, e-newsletters, mail, etc.
- Minnesota Oral Health Coalition may utilize public relations tools such as press releases, press conference, media interviews, etc.

F. Timelines

- Minnesota Oral Health Coalition members will receive communications in the timeliest manner possible as to employ the information and take appropriate action with it

G. Measurement & Evaluation:

- Minnesota Oral Health Coalition will conduct an annual survey of coalition members to learn if they feel have received enough high quality and timely communications from the organization
- Minnesota Oral Health Coalition may track the number of fans or friends on Facebook page and other social media sources, as well as visits to the website
- Minnesota Oral Health Coalition will track and report any results of coalition activity and report to the membership evaluation results

H. Resources:

- Minnesota Oral Health Coalition website
- Minnesota Oral Health Coalition quarterly meetings
- Minnesota Oral Health Coalition annual meeting
- Oral Health Summits
- Minnesota Oral Health Coalition members
- Minnesota Oral Health Coalition board and committee officers
- Minnesota Oral Health Coalition funders and sponsors
- Minnesota Department of Health-Oral Health Program
- Secondary Education- Dental Programs
- Secondary Education-Dental Hygiene, dental therapy, and dental assisting programs.
- Other Oral Health Advocacy groups
- Government agencies

Nominations and Elections Process

The purpose of this policy is to direct the process for nominating and electing board officers to the MOHC. It also directs the process for electing officers of the MOHC board of directors.

Notes

The term Ad Hoc Nominations Committee is used to identify the committee that oversees the process each year. This committee is ad hoc meaning that it is formed for this purpose only. It does not meet through the year or have regularly scheduled meetings, only those months prior to an election and with different officers each year.

Policy

Nominees must be members of the MOHC, reside or work in Minnesota and be in good standing with the MOHC and its partners. "Good standing" will be determined by the Ad Hoc Nominations Committee based on the same requirements of current board officers stated in this document.

Each candidate will complete an application form, submit a current resume, and submit a notarized consent form (provided by the MOHC) toward the completion of a background check from the Minnesota Bureau of Apprehension. The MOHC is responsible for the cost of the background check.

In addition to the previous tasks, each candidate must submit a written statement to the coalition membership about their background, interest, and experience in relation to serving on the MOHC Board. This written statement must not exceed 150 words (as defined by the Microsoft Word "word count" function). Documents submitted that do not meet the word count requirement will be returned. MOHC staff or volunteers will not edit the document in any way.

Each candidate will be interviewed in person or via telephone by the Executive Director or staff and at least one member of the Ad Hoc Nominations Committee. If no committee members are available to interview candidates the Executive Director or staff may interview them, but it is preferred that a committee member is involved in each interview.

Failure to successfully complete any of these steps will result in the removal of the candidate's name for voting consideration.

Policy Requirements

Each candidate will successfully pass a background check done by the Minnesota Bureau of Apprehension.

The full board is notified of all candidates prior to full membership vote.

Voting will be done electronically, but will also be available in another format for anyone without internet or computer access, as well as coalition members with disabilities. Every reasonable effort must be made to ensure all MOHC coalition members are able to vote.

Developing Grant and Funding Proposals

This policy directs the Minnesota Oral Health Coalition procedure for decision-making and actions associated with applying for grant funds. It considers the unpredictable nature of some funding opportunities.

Notes

Within this policy the reference to an RFP is another term for a “request for proposal”, a notice of a funding opportunity. The reference to an LOI is a “letter of intent” or letter of interest and may be a requirement of the funding process or an option a funder may use to gauge the type and quantity of proposals they should expect.

Policy

A. In the case where a LOI is available in response to a funding opportunity it will be brought to the Development Committee. The Development Committee reviews the LOI requirements and provides their recommendation to the Executive Director or staff. This determination is dependent upon the following:

- The proposed funding opportunity supports the Minnesota Oral Health Coalition’s Principles, and
- The proposed funding opportunity promotes and supports the Minnesota Oral Health Coalition, and
- The proposed funding opportunity does not have a negative effect on our standing with our partners and stakeholders, and
- The proposed funding opportunity is without conflict with our 501c3 status and our values as an independent, inclusive, statewide oral health organization.

If the Development Committee agrees to go forward with the LOI, the Executive Director notifies the board and requests feedback. The Executive Director or staff prepares and submits the LOI. If the LOI has been accepted, the Development Committee determines if to write a full proposal. If the decision to write a full proposal is affirmative, the Executive Director will notify the full board.

B. In the case where a RFP is available in response to a funding opportunity it will be brought to the Development Committee. The Development Committee reviews the RFP requirements and provides their recommendation to the Executive Director or staff. This determination is dependent upon the following:

- The proposed funding opportunity supports the Minnesota Oral Health Coalition’s Principles, and
- The proposed funding opportunity promotes and supports the Minnesota Oral Health Coalition, and
- The proposed funding opportunity does not have a negative effect on our standing with our partners and stakeholders, and
- The proposed funding opportunity does not conflict with our 501c3 status and our values as an independent, inclusive, statewide oral health organization.

Once this determination has been made and the RFP is in general accordance with the questions above the Development Committee prepares the proposal and submits it to the funding agency and the full board is notified about the proposal.

Policy Requirement

The full board must be notified prior to the acceptance of any dollars being accepted by the Minnesota Oral Health Coalition more than \$10,000.00 and given sufficient time for questions and comments.

Procurement Procedures

The purpose of this policy is to establish procedures for the Minnesota Oral Health Coalition for the procurement of supplies and other expendable property, equipment, and other services.

Notes

This policy reflects of the needs of the Minnesota Oral Health Coalition as it exists today with its current structure, size, and staffing. As the Minnesota Oral Health Coalition changes this policy will be edited to reflect the state of the organization and its present needs.

Policy

The Executive Director and Executive Committee are authorized to spend Minnesota Oral Health Coalition funds. The Executive Director may spend up to \$2,000 without prior approval on board supplies, utilities, and services as they directly relate to the management, development and administration of the board and the organization.

- The Executive Director must obtain prior approval from the Executive Committee for expenditures of over \$2,000.
- The Executive Director must obtain prior approval from the Board of Directors for expenditures over \$9,500.
- Whenever possible the Executive Director will research and secure three bids or estimates prior to purchasing, renting, or contracting.

Minnesota Oral Health Coalition Code of Ethics and Conduct

The Board of Directors adopts the following Code of Ethics and Conduct to guide the behavior of the officers of the board and to clarify any uncertainty that may exist now or in the future. This Code addresses two principal issues:

- The authority of the board and of individual officers of the board
- General rules applicable to the board and individual Director's conduct of Minnesota Oral Health Coalition business

The bounds of authority as outlined in this Code serve as a medium by which greater unanimity and closer coordination can be effectuated between officers of the board, management, and Minnesota Oral Health Minnesota Oral Health Coalition employees.

Authority

The board and each officers of the board recognize their authority as being limited to overseeing the affairs of the Minnesota Oral Health Coalition in a manner deemed beneficial to the Minnesota Oral Health Coalition as a whole; to employing an Executive Director ("ED") to be responsible for the overall and day-to-day management of the business under the direction of the board; and to carrying out other duties as provided by the by-laws of the Minnesota Oral Health Coalition, or by statutory laws which applies to it.

Limits to Authority

Each Director understands and acknowledges the following:

1. Except when the board is in formal meeting, his/her authority is equal only to the rights and authority of any individual member of the Minnesota Oral Health Coalition.
2. Board members do not pursue individual projects as representatives of the board without the approval of the board.
3. No individual Director may act on behalf of the Minnesota Oral Health Coalition alone unless explicitly delegated that authority by action of the board.
4. Any Director may make suggestions, as a member of the Minnesota Oral Health Coalition, to the staff and is encouraged to do so using the vehicles available for members; however, no individual Director may direct the work of the ED or his/her staff or make any request for action from the same.
5. Any direction given to the ED must be made either by the board, through formal board action, or through the President of the Board acting as an agent of the board.

Managerial Authority

The board recognizes the authority of the ED, as provided in the by-laws, or as established by general corporate practice, to manage the affairs of the Minnesota Oral Health Coalition. The ED shall hire, supervise, and discharge all employees, agents, and laborers; and shall engage in all negotiations and discussions on behalf of the Minnesota Oral Health Coalition, as necessary and/or directed by the board.

Disagreement

The board agrees that, while an individual Director may disagree with a policy or action adopted by the majority of the board, s/he will support said policy or action as being the considered judgment of the board. If the dissenting Director chooses to indicate his/her disagreement publicly, s/he will also acknowledge that his/her position was fully heard and will also declare his/her willingness to help the board succeed in the implementation of the decision.

However, a dissenting Director shall have the right to present further evidence and argument to the board for further consideration, in a manner consistent with the board's practices; and the board shall have the duty to reconsider its actions appropriately.

Confidentiality

The board and each individual Director agree that all officers of the board shall use the utmost of professional judgment and discretion in discussing disputed or confidential corporate actions, policies, or issues with Minnesota Oral Health Coalition members, employees, or the public. Provided, however, those matters deemed to be confidential shall only be discussed with individuals who strictly have a need to know. In addition, all personnel, real estate, marketing, legal, strategic planning, and financial matters will be considered sensitive issues subject to these provisions, unless or until made specifically clear by action of the board.

Professional Conduct

Officers of the board shall recognize that they project an image as a representative of the Minnesota Oral Health Coalition and shall conduct themselves in a professional manner in accordance with the Coalition's Principles, which fosters confidence and reflects positively on the Minnesota Oral Health Coalition, its members, and its staff. All officers of the board will respect the rights of others, including their colleagues, staff, Minnesota Oral Health Coalition members and the public with whom they have contact in their board capacity, to communicate their ideas free from interruption and without intimidation. The board and its individual officers of the board shall conduct themselves and board business in a non-discriminatory manner.

Conflict of Interest

All officers of the board shall affirmatively and, always, disclose any conflicts of interest which impairs or prevents his/her ability to make sound and unbiased decisions as a board member. A conflict of interest may arise from a personal, professional, or financial relationship with an individual, organization, association, or business entity.

Officers of the board will refrain from self-dealing; conducting any private business or providing personal or professional services with or for the Minnesota Oral Health Coalition, the ED, or staff, without first fully disclosing the nature of this activity to the full board in advance.

At the least, officers of the board will annually disclose their involvement with other organizations, vendors, associations, and competitors that may produce a conflict, and will disclose any changes whenever one occurs.

When the board is required to decide an issue about which a Director has an unavoidable conflict of interest, the Director will recuse him/herself from deliberation and any vote taken on the issue.

Influence

Board members will not use their positions to obtain Minnesota Oral Health Coalition employment for family members or close associates. Board members may inform others of opportunities at the Minnesota Oral Health Coalition and may provide letters of recommendation in accordance with acceptable personnel practices.

(12/2018)