



Delta Dental of Oregon & Alaska

Moda/Oregon Dental Service

Director Qualifications and Responsibilities

PURPOSE:

Formed in 1955 to provide the nation's first prepaid dental plan, Oregon Dental Service (ODS) dba Delta Dental Plan of Oregon and Alaska has grown to provide dental insurance coverage to large, mid and small size public and private employers and individuals in Oregon and Alaska. ODS is a non-profit, tax exempt Oregon corporation and member of the Delta Dental Plans Association (DDPA) with rights to operate under the Delta Dental brand in Oregon and Alaska. ODS owns a variety of subsidiary companies which span the medical and dental services landscape including Moda Health Plan, a medical insurance company, Astra Practice Partners, several separate companies offering a range of dental practice services such as dental practice lending and software/hardware dental solutions, BenefitHelp Solutions, a third party administrator, as well as several pharmacy companies offering specialty pharmacy and infusion services (collectively with ODS, the "Organization").

With a broad array of companies under its corporate umbrella, ODS is committed to attracting candidates to serve on the Organization's Boards of Directors who represent excellence in both the practice of dentistry and in its diverse business ventures.

QUALIFICATIONS:

The Oregon Dental Association and ODS, working collaboratively through their respective Nominating Committees, establish the qualifications for both independent and non-independent directors of the Organization. The qualifications for a Director are as follows:

1. Must be objective with no conflicts of interest (e.g. membership on competing boards, etc.)
2. Must have time to serve, both on the Board and on committees
3. Must have the intellectual capacity to deal with top management problems, decisions, etc.
4. Must be willing to work constructively with a group (i.e. the Board)
5. Must be willing to challenge management and fellow directors
6. Board should be of diverse ages and backgrounds to the extent possible
7. Must have reputation for honesty, achievement and leadership.
8. Should bring special expertise to the Board (e.g. finance, marketing, public relations, etc.)
9. Should be independent of the Organization (e.g. not its banker, lawyer, accountant, etc.)
10. Should have top management perspective (and experience) in order to understand the job of top management
11. Should bring demonstrated mature business judgement
12. Should come from diverse career fields, duplication is not productive
13. Should complement the Organization's knowledge
14. Should provide a different perspective
15. Should add prestige to the Board
16. Should have experience on for-profit and not-for-profit boards
17. Should demonstrate knowledge of Board member and CEO roles

18. Should have proven business acumen
19. Should offer relevant experience – especially financial
20. Should have knowledge and understanding of the Organization and its governing body, the ODA
21. Non-independent Directors are term limited at age 75

RESPONSIBILITIES:

Director Duties

A Director is responsible for oversight of management as it leads the business and affairs of the Organization. Directors are expected to understand the basic business of the company and its position within its market. While a Director may not have direct experience with the business of each company within the Organization, it is expected that the Director engage with the Organization's management to learn about the operations, business strategy and challenges relevant to the specific companies on whose Board the Director serves.

A Director may be asked to serve on one or more committees on which he/she shall be responsible for developing subject matter knowledge sufficient to evaluate the work of the committee and report back to the Board with recommendations. The Organization has a number of committees on which the Director may be nominated to serve which include the executive committee, nominating committee, finance committee, compensation and governance committee, audit committee, long range planning committee, policy committee, compliance committee and diversity and inclusion committee.

Director Attendance

Directors are expected to attend each quarterly meeting of the Board and committees on which they serve, in person or via teleconference or video conference. The Organization expects that Directors attend each meeting in person if possible but understands that occasional attendance via teleconference/video conference may be necessary.

Each quarterly Board meeting will require, on average, a time commitment of one to two business days. Two of the quarterly Board meetings will be held outside the Portland area, which may require travel and result in a commitment of several additional business days. One of these offsite Board meetings will be held in conjunction with the annual meeting of the Oregon Dental Association over the course of two business days. Additional Board meetings may be held outside the Portland area at the Board's discretion.

Committee meetings occur quarterly several weeks in advance of the Board meeting. Each quarterly committee meeting lasts for one to two hours. Depending on the number of committees on which the Director serves, committee meeting attendance will require a time commitment of several hours over the course of one or two business days. All quarterly committee meetings are held at the Organization's headquarters in Portland, Oregon.