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I. BOARD RESOURCES
1. INTRODUCTION

This Board Governance Manual (the “Board Manual”) has been prepared for the Board Members of the College of Dental Surgeons of British Columbia (“CDSBC”).

The Board Manual sets out the governance structure and policies pursuant to which the Board exercises its legislative duty to

“govern, control and administer the affairs of its college in accordance with the Act, the regulations and the bylaws.”1

The Board Manual incorporates the Board responsibilities as set out in the legal framework, and reflects today’s best governance practices to ensure CDSBC fulfills its mandate.

The Board Manual is divided into the following sections:

**Introduction** summarizes the legal framework governing CDSBC: The *Health Professions Act* (the “HPA” or “Act”), the Dentists Regulation,2 the Health Professions General Regulation,3 (together, the Regulations) and CDSBC’s Bylaws.4 It also sets out CDSBC’s statements of principle and the Board’s structure.

**Roles and Responsibilities** sets out the responsibilities of the Board, President, Elected Officers, individual Board Members, and the Registrar/CEO and the operating guidelines and terms of reference for Board Committees.

**Regulatory and Policy Committees** sets out the operating guidelines and terms of reference for CDSBC’s regulatory and policy committees and its Awards Committee.

**Board Organizational Oversight** sets out the processes used by the Board for overseeing the performance of the organization as a whole, including: strategic planning, risk management oversight, financial and operational oversight, the Registrar/CEO evaluation and succession planning.

**Effective Board Functioning** sets out policies that guide the Board in its functioning, including Board: Calendar, Meeting Guidelines, Orientation and Professional Development, Evaluation, Composition and Succession Planning, Committee Appointments and Code of Conduct.

**Administrative**

The Manual also contains several appendices:

- **Legal Framework** includes a copy of the Act, the Regulations and the Bylaws.
- **Board Approved Policies** contains a copy of the significant CDSBC policies that require Board approval.

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1 *Health Professions Act*, RSBC 1996, c. 183, as amended (the “HPA”), s. 18(1).
2 Dentists Regulation, B.C. 415/2008.
3 Health Professions General Regulation, B.C. Reg. 275/2008.
4 Bylaws, April 3, 2009 (amendments since 2009 are with respect to the Fee Schedule).
Board Resources contains copies of resources that help the Board fulfill its responsibilities.
2. GOVERNANCE FRAMEWORK

2.1. Self-regulation

As with many other health professions, such as medicine or pharmacy, dentistry is a self-regulating profession in British Columbia and has been so since as early as 1886. The need to regulate dentistry arises out of the need to protect the public from unqualified, incompetent or unethical practitioners.

The government has granted dentists and certified dental assistants (“CDAs”) the privilege and responsibility to regulate themselves through the College of Dental Surgeons of British Columbia. Self-regulation acknowledges that a profession itself is in the best position to regulate its members because of specialized knowledge and skills. The theory is that dentists and CDAs understand the profession of dentistry better than anyone else so it is good public policy to have dentists and CDAs regulate themselves as long as they do so in the public interest.5

2.2. The Health Professions Act

The Health Professions Act (the “Act”)6 is the umbrella legislation that governs human health professions in B.C.

Colleges have been delegated the authority under the Act to govern the practice of their registrants in the public interest. Their mandate at all times is to serve and protect the public by ensuring the competence and ethical conduct of registrants and to administer and enforce the Act.7

The primary function of the colleges is to ensure their registrants are qualified, competent and following clearly defined standards of practice and ethics. All colleges administer processes for responding to complaints and for taking action when it appears one of their registrants is practising in a manner that is incompetent, unethical, illegal or impaired by alcohol, drugs or illness.8

On April 3, 2009, dentistry became a designated health profession and CDSBC – originally established in 1908 under the Dentists Act – was continued under the HPA as the regulator of dentists and CDAs (referred to collectively as “registrants”).9

5 HPA, s. 16(1): It is the duty of a college at all times (a) to serve and protect the public, and (b) to exercise its powers and discharge its responsibilities under all enactments in the public interest.
6 For a complete list of the self-regulating health professions governed by the Act, see http://www.health.gov.bc.ca/professional-regulation/
7 HPA, s. 16(1).
8 HPA, ss. 16(2)(a)-(k) set out the objects of a college.
9 HPA, s. 15.1(2). Per section 1 of the Dentists Regulation, “dentistry” means the health profession in which a person provides the services of assessment, management, treatment and prevention of diseases, disorders and conditions of the orofacial complex and associated anatomical structures.
2.3. The Regulations

Each health profession governed under the Act is also subject to additional government created regulation. Each regulation outlines reserved titles that only registrants of a particular college may use and a scope of practice for that profession.

Two sets of regulations apply to CDSBC: Dentists Regulation and Health Professions General Regulation.

The Dentists Regulation designates dentistry as a health profession, allows for health profession corporations, addresses reserved titles, outlines the scope of practice of dentists and defines restricted activities that may be performed by dentists based on their education and competence.\(^\text{10}\) The Dentists Regulation also requires CDSBC to establish a patient relations program to seek to prevent professional misconduct of a sexual nature.\(^\text{11}\)

The Health Professions General Regulation provides further details with respect to the Act, including specific time periods applicable to all regulators (CDSBC included) and sets out the oath of office text for Board Members.\(^\text{12}\)

2.4. The Bylaws

The Act empowers each regulatory college to create its own bylaws that set out the details of the operation of the organization with respect to regulatory, policymaking and internal operations. Government must approve bylaws before they can take effect.

Section 19(1) of the Act gives a college board expansive powers to “make bylaws, consistent with the duties and objects of a college” and includes in subsections (a) – (z) a list, including the duties and responsibilities of a governing board, committees and the Registrar/CEO; qualifications for registration; and the regulation of professional conduct, quality assurance, health profession corporations and ethics.

The Board must address the subjects listed in subsections 19(1)(a)-(z) only through bylaws. For example, a board cannot enact internal “rules” to address these matters. The Act does, however, carve out three exceptions – a college may do the following things outside of a bylaw enactment or amendment:

(1)(k): establish standards, limits or conditions for the practice of the designated health profession by registrants;

(1)(l): establish standards of professional ethics for registrants, including standards for the avoidance of conflicts of interest; and

(1)(z) provide for the general administration and operation of the college.\(^\text{13}\)

\(^{10}\) Dentists Regulation, s. 1-4. Dentists Regulation, s. 6 states that Part 4 (Health Professions Corporations) of the Act applies.

\(^{11}\) Dentists Regulation, s. 5 designate CDSBC for purposes of s. 16(2)(f) of the HPA (patient relations program).

\(^{12}\) Health Professions General Regulation, ss. 2-4 and 7.

\(^{13}\) HPA, s. 19(1.1).
Government exercises oversight of a college by requiring that it be notified of proposed amendments to college bylaws, and through its ability to either disallow those amendments or require changes. Proposed bylaw changes are subject to a three-month notice period, unless the Minister of Health (the “Minister”) specifies a shorter period.

Each college is responsible for giving notice of proposed amendments to its bylaws, including posting them on the college website. The HPA requires that each college must also give notice of most proposed bylaw changes to the other HPA-regulated colleges.

All bylaw amendments must be filed with the Minister to be effective.Filed bylaws come into force 60 days after the date of filing, unless the Minister disallows the change or specifies that they come into force at an earlier date.\(^{14}\)

CDSBC’s Bylaws are divided into 13 Parts:

1) Interpretation
2) Board
3) Administration
4) Committees and Panels
5) Records
6) Registration
7) Certified Dental Assistants
8) Delegation and Supervision
9) Quality Assurance
10) Investigation and Discipline
11) Dental Corporations
12) Promotional Activities
13) General (Standards of practice and professional ethics, liability insurance, and patient relations program)

**2.5. CDSBC’s Statements of Principle**

CDSBC has developed a mission, vision, mandate and set of values, each of which reflects CDSBC’s paramount duty to protect the public interest while discharging its self-regulatory responsibilities.

**2.5.1. Mission**

The College of Dental Surgeons of British Columbia regulates dentists and certified dental assistants in the public interest. It does so by establishing, monitoring, and

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\(^{14}\) **HPA**, s. 19(6.2) and Health Professions General Regulation, ss. 2 and 3.
enforcing the competent and ethical practice of dentistry in a fair and transparent manner.

2.5.2. Vision
The College of Dental Surgeons of British Columbia is a leading healthcare regulator, promoting and supporting optimal health through excellence in dentistry.

2.5.3. Mandate
The College of Dental Surgeons of British Columbia:
1. establishes entry to practice, certification and registration requirements;
2. establishes, monitors, and regulates standards of practice, guidelines for continuing practice and ethical requirements for all dentists and CDAs;
3. establishes and administers processes for the management of complaints and discipline.

2.5.4. Values
The College of Dental Surgeons of British Columbia is trusted because:
- We act ethically, fairly and with integrity
- We are communicative and transparent
- We are objective and impartial
- We are accountable

2.6. CDSBC’s Committees
Pursuant to the Act, CDSBC may establish committees to support the work of the Board and the college.
3. BOARD STRUCTURE AND ELECTION PROCESS

3.1. Board Structure

The Board is composed of 18 members as follows:

a) ten dentists:
   i) one elected from each of the following five electoral districts by dentists practising in that respective district:
      • District 1 (Fraser Valley);
      • District 2 (North);
      • District 3 (Southern Interior);
      • District 4 (Vancouver); and
      • District 5 (Vancouver Island);
   ii) three elected by dentists to the positions of President, Vice-President and Treasurer (the “Elected Officers”);
   iii) one certified specialist elected by certified specialists;
   iv) one member of the UBC Faculty of Dentistry elected by the UBC Faculty of Dentistry;

b) two CDAs elected by CDAs; and

c) six persons, who are not dentists or CDAs, appointed by the Lieutenant Governor in Council (“Appointed Members”).

Board Members elected by dentists or CDAs are referred to as “Elected Members”.

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15 The HPA outlines the required Board composition and CDSBC’s Bylaws prescribe the specifics. Per s. 17(3) of HPA, CDSBC’s Board must consist of: (a) at least three elected registrants, (a.1) elected non-registrants, (a.2) Board appointed non-registrants, and (b) at least two government appointees who need not be registrants or eligible to be registrants (s. 17(6)). The number of government-appointed non-registrants must be at least 1/3 of the total Board membership but no more than the total number of persons elected or appointed by the Board (s. 17(4)).
16 Bylaws, s. 2.01(1)(a).
17 Bylaws, ss. 2.01(2), 2.02 and s. 2.04(4). Every dentist is assigned an electoral district based on his or her business mailing address.
18 Bylaws, ss. 2.01(2)(a), 2.03(1) and 2.04(1).
19 Bylaws, ss. 2.01(c), 2.03(3) and s. 2.04(5).
20 Bylaws, ss. 2.01(d), 2.03(4) and s. 2.04(6).
21 Bylaws, s. 2.01(3).
Each Board Member has a fiduciary duty to act in the best interests of the public and not as a delegate or representative of a constituency or interest group. Although an Elected Member can express and take into account that constituency’s interests and concerns, their duty is to the public.

All Appointed Members should be independent of CDSBC; that is, free from any relationship that might interfere with the exercise of their independent judgment as a Board Member.

3.2. Term Lengths

Board Members hold office for terms of varying lengths. Elected Members are elected for two-year terms, except for Elected Officers who are elected for one-year terms. Elected Members are eligible for re-election, but may not hold office for more than six consecutive years. Elected Officers are eligible for re-election, but may not hold the same office for more than two consecutive years.

Appointed Members are appointed for term lengths at the government’s discretion. Typically, Appointed Members are appointed for a term of one year and eligible for reappointment for two further terms of two years and three years respectively, for a total of six years.

If an Elected Member Board position becomes vacant part way through a term, the Board may, by special resolution, appoint an eligible person to fill the vacancy until the next scheduled election.

3.3. Elections

The Board Member election process is set out in Sections 2.03 – 2.07 of the Bylaws and election validation in Section 17.1 of the Act and is referenced in the Board Composition and Succession Planning section of this Manual.

3.4. Eligibility

Any person who currently serves, or has served within the previous two years, on the board of directors of any provincial or national dental professional association is

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22 HPA, s. 16(1).
23 HPA, s. 16(1).
24 Bylaws, s. 2.08(1)(b).
25 Bylaws, s. 2.08(1)(a).
26 Confirm that applicable and correct: “Appointment Guidelines, Governing Board and Other Public Sector Organizations” s. 13.
27 Bylaws, s. 2.11, except for circumstances where the Board Member has been removed under s. 17.11(5) of the HPA for contravention of a term of the oath of office. In that case, s. 17.11(7) sets out how the vacancy is filled.
ineligible to be a Board Member, unless he or she has received prior written consent from the Board.

3.5. General Meetings

This section addresses CDSBC general meetings (annual and special). General meetings are not Board meetings.

The Board must convene an annual general meeting of CDSBC at least once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting. Typically, an annual general meeting is held in May of each year. As currently written, the Bylaws require that only dentists may vote at CDSBC’s general meetings.

Every general meeting other than an annual general meeting is a special general meeting. The Board must convene a special general meeting by resolution of the Board and within 60 days after receipt by the Registrar/CEO of a request for a special general meeting signed by at least 5% of all dentists eligible to vote.

CDSBC general meetings are open to the public.

Sections 3.16-3.19 of the Bylaws set out the specifics of general meetings (i.e. notice requirements, resolutions, proceedings).

Board Members are expected to attend all general meetings.

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28 Bylaws, s. 3.16(1).
29 Bylaws, s. 3.16(2) and (3).
30 Bylaws, s. 3.16(6).
4. BOARD DUTIES AND RESPONSIBILITIES

4.1. Role

The Board must ensure that CDSBC serves and protects the public.31 The Board’s role is one of governance and oversight of CDSBC.

4.2. Responsibilities

As the Board of the regulatory body responsible for overseeing the practice of dentistry in British Columbia, the Board’s governance responsibilities extend beyond those of organizational oversight customarily associated with boards of directors to include regulatory and policy responsibilities as set out in the Act, the Regulations and the Bylaws.32

Pursuant to the Act, the Board:

a) governs, controls and administers CDSBC’s affairs in accordance with the Act, the Regulations and the Bylaws;33
b) submits a CDSBC annual report to the Minister not later than 120 days after the end of CDSBC’s fiscal year;34
c) establishes and maintains a CDSBC website that is accessible to the public free of charge;35
d) makes bylaws, subject to government approval, consistent with the duties and objects of CDSBC under the Act;36
e) appoints a Registrar/CEO;37
f) may appoint a Deputy Registrar/CEO;38 and
g) establishes a patient relations program to seek to prevent professional misconduct of a sexual nature.39

The Board must exercise its powers and discharges its responsibilities under all enactments in the public interest.40

The Board’s governance responsibilities fall into three main categories: regulatory, policy and organizational oversight.

31 HPA, s. 16(1).
32 HPA, s. 18(1).
33 HPA, s. 18(1).
34 HPA, s. 18(2).
35 HPA, s. 18(3).
36 HPA, s. 19(1).
37 HPA, s. 21(1).
38 HPA, s. 21(1).
39 HPA, s. 16(1)(f).
40 HPA, s. 16(1).
4.2.1. Regulatory

The Board, acting in its regulatory capacity, reviews, approves and oversees the implementation of CDSBC’s regulatory policies, procedures, practices and initiatives regarding the establishment of entry to practice, certification and registration requirements, and the resolution of complaints.

The Board’s work in this area is supported by the Registrar/CEO and the five CDSBC Regulatory Committees:

- Registration;
- CDA Certification;
- Inquiry;
- Discipline; and
- Sedation and General Anaesthetic Services. 41

4.2.2. Policy

The Board, acting in its policy capacity, oversees the development of CDSBC policies and monitors those policies.

The Board’s work in this area is supported by the Registrar/CEO and the three CDSBC Policy Committees:

- Quality Assurance;
- Ethics; 42 and
- CDA Advisory.

4.2.3. Organizational Oversight

The Board oversees the operations of CDSBC, including approving CDSBC’s strategic plan, monitoring CDSBC’s overall financial and operational performance, ensuring the Registrar/CEO is qualified, reviewing CDSBC’s material risks and overseeing a succession planning process to ensure continued leadership.

The Board’s work in this area is supported by the Registrar/CEO and the two Board Committees that provide in-depth concentration in key areas of Board responsibility:

- Finance and Audit; and
- Governance.

The Board exercises its organizational oversight through regular meetings of the full Board and its two standing committees.

Additionally the Board oversees the CDSBC awards program. The Board’s work is supported by the Registrar/CEO and the CDSBC Awards Committee.

41 CDA Certification and Sedation and General Anaesthetic Services Committees have policy functions; however, their primary function is regulatory.
42 The Ethics Committee has a regulatory function; however, its primary function is policy.
5. PRESIDENT POSITION DESCRIPTION

5.1. Role

The President provides leadership to the Board. The President is accountable to the Board and acts as a direct liaison between the Board and the Registrar/CEO. The President represents the Board and liaises with stakeholders, including acting as a spokesperson on behalf of the Board and CDSBC.

5.2. Duties and Responsibilities

The President:

5.2.1. Liaison with the Registrar/CEO

a) acts as a liaison between the Board and the Registrar/CEO;

b) fosters a constructive relationship between the Board and the Registrar/CEO;

c) ensures the Registrar/CEO is aware of concerns of the Board and stakeholders;

d) ensures that the Board receives information necessary to allow it to effectively discharge its responsibilities;

5.2.2. Works with the Elected Officers

a) consults with the Elected Officers on the following matters: Board and stakeholder concerns, schedules, agendas, meeting materials, Board budget, (see section 6 of the Manual);

b) assists the Elected Officers in developing the optimal key skills and attributes required of the President by providing mentorship over the course of the year;

5.2.3. Acts as Board Chair

a) in concert with the Registrar/CEO:

i) sets the annual schedule of Board and Board Committee meetings;

ii) develops and sets Board meeting agendas;

iii) reviews and approves pre-meeting information packages for completeness, with the goal of providing Board Members with sufficient background information to enable them to prepare for the meeting;

b) calls meetings of the Board;

c) presides over Board meetings and general meetings of CDSBC;\(^{43}\)

d) may attend any Board Committee meeting as a non-voting member, if he or she is not a member of that committee.\(^{44}\) In this capacity, the President observes,

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\(^{43}\) Bylaws, s. 2.13(1)(a).

\(^{44}\) Bylaws, s. 2.13(1)(b).
provides advice and oversees the coordination of the Board Committee’s work in relation to the Board, but does not vote;

e) works with the Registrar/CEO to develop the annual Board budget for approval by the Board;

f) oversees issues raised with respect to conflicts of interest;

5.2.4. Board Effectiveness

a) guides the Board in fulfilling its regulatory, policy and organizational oversight responsibilities as set out in the Board Duties and Responsibilities;

b) ensures the Board has cohesion of direction and purpose at a policy and strategic level;

c) ensures the Board maintains the boundary between the Board and operational (staff) responsibilities;

d) liaises with Board Committee chairs to ensure coordination between the work of the Board Committees and the Board and satisfactory Board Committee reports for the Board;

e) exercises a strong guiding role with respect to Board culture and the nature of discussions at the Boardroom table, elevating the expectation level for the Board and individual Board Members and ensuring the discussion consistently remains at the appropriate ("elevated") level and on the right topics by:

   i) ensuring that only high-level issues are on the agenda;

   ii) ensuring that the Board receives the appropriate amount and type of information that the Board needs to discharge its oversight functions in order to make effective decisions without getting into operations;

   iii) framing the discussion on each topic (i.e., setting the question) so that the discussion will naturally require broad thinking rather than details; and

   iv) ensuring Board Members stay on topic and at the right level so the Board is focused on its governance responsibilities;

f) at meetings, encourages participation of all Board Members and promotes a spirit of collegiality where robust questioning and discussion is encouraged by all Members;

g) builds consensus and develops teamwork within the Board;

h) fosters ethical and responsible decision making by the Board and its Members;

i) ensures that each Board Member is contributing to the Board’s work;

j) makes himself or herself available to individual Board Members for questions, counsel and discussions relating to CDSBC;

k) provides new Board Members with information on the Board’s key issues as part of the Board Member orientation program;
l) keeps the Board up to date on all significant developments of CDSBC, both at and between meetings;

m) in consultation with the Governance Committee, leads and/or participates in the Board, Board Committee and Board Member evaluation process;

5.2.5. Appointments and Elections

a) Works with the Registrar/CEO to liaise with the Board Resourcing and Development Office and the Minister regarding new public member appointments and re-appointments;

b) prior to an election being held provides each constituency with:
   i) the Individual Board Member Position Description (and, if applicable, the President and/or Elected Officers' Positions Descriptions); and
   ii) the Board's analysis of the needs to be filled on the Board as a whole;

5.2.6. External Relations

a) signs documents on behalf of the Board as authorized by the Board;

b) participates in events organized by CDSBC; and

c) liaises with external stakeholders.45

5.3. President Evaluation

The Board formally evaluates the President's performance on an annual basis. The evaluation process is set out in the tab entitled “Board and Committee Evaluation”.

45 Association of Canadian Faculties of Dentistry (ACFD); British Columbia Dental Association (BCDA); Certified Dental Assistants of British Columbia (CDABC); Canadian Dental Regulatory Authorities Federation (CDRAF); College of Dental Hygienists (CDHBC); Dental Assisting Regulatory Authorities (DARA); National Dental Assisting Examining Board (NDAEB); National Dental Examining Board of Canada (NDEB); and University of British Columbia (UBC).
6. ELECTED OFFICERS’ POSITION DESCRIPTION

6.1. Introduction

The President, Vice-President and Treasurer together constitute the “Elected Officers.”

6.2. Accountability

The Elected Officers are accountable to the Board.

6.3. Roles and Responsibilities

The role of the Elected Officers is advisory.

The President’s roles and responsibilities are set out separately in section 5 of the Manual.

6.4. Vice-President

The Vice President:

a) performs the President’s duties, if the President is absent or unable to perform his or her duties.  

b) is the Governance Committee Chair;

c) assists the President on the following matters:

i) ensuring the Registrar/CEO is aware of concerns of the Board and stakeholders;

ii) ensuring that the Board receives information necessary to allow it to effectively discharge its responsibilities;

iii) setting the annual schedule of Board and Board Committee meetings;

iv) developing and setting Board meeting agendas;

v) reviewing and approving pre-meeting information packages for completeness, with the goal of providing Board Members with sufficient background information to enable them to prepare for the meeting; and

vi) working with the Registrar/CEO to develop the annual Board budget for approval by the Board.

46 Bylaws, ss. 2.13(2)(a) and (3)(a).
6.5. Treasurer

The Treasurer:

a) performs the President's duties, if both the President and the Vice-President are either absent or unable to act. 47

b) is a Finance and Audit Committee Member;

c) assists the President on the following matters:

i) ensuring the Registrar/CEO is aware of concerns of the Board and stakeholders;

ii) ensuring that the Board receives information necessary to allow it to effectively discharge its responsibilities;

iii) setting the annual schedule of Board and Board Committee meetings;

iv) developing and setting Board meeting agendas;

v) reviewing and approving pre-meeting information packages for completeness, with the goal of providing Board Members with sufficient background information to enable them to prepare for the meeting; and

vi) working with the Registrar/CEO to develop the annual Board budget for approval by the Board.

6.6. The Registrar/CEO and Elected Officers (REO) Meetings

The Elected Officers meet at least five weeks before Board meetings or at the request of the President or the Registrar/CEO.

The REO does not have the authority to make decisions on behalf of, or independent of, the Board. Matters that require Board consideration must be placed on the Board agenda.

The primary purpose of the REO meetings is to set the Board meeting agendas. The secondary purpose is to discuss issues that may come to the Board in the future, or operational issues that the Registrar/CEO wishes to discuss with the Elected Officers.

REO meeting agendas are set collaboratively by the President in consultation with the Registrar/CEO. Any Elected Officer who has an item they wish to discuss, should inform the President or the Registrar/CEO at least two weeks in advance of the REO meeting.

6.7. Reporting

The President reports to the Board by distributing the REO meeting agenda and a short written report within two weeks of the meeting.

47 Bylaws, ss. 2.13(2)(b) and (3)(b).
7. INDIVIDUAL BOARD MEMBER POSITION DESCRIPTION

7.1. Introduction

The Board has developed this Position Description to clarify Board Members’ duties and to set out how the Board expects Board Members to discharge their duties and responsibilities. The duties and responsibilities of the Board as a whole are set out in the Board Duties and Responsibilities.

7.2. Standards of Conduct

In discharging his or her responsibilities, each Board Member must:

a) act honestly and in good faith with a view to the best interests of the public; and

b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In keeping with these responsibilities, each Board Member is required to:

a) act in the best interests of the public and not in his or her self-interest, nor in the interest of a particular group or constituency;\(^48\)

b) comply with Board policies, including the Board Manual and Code of Conduct;

c) comply with the Act, and Bylaws;

d) make full and timely disclosure of any actual, potential or apparent conflicts of interest in accordance with procedures set out in the Board’s Code of Conduct in order to protect the integrity of CDSBC; and

e) keep confidential information confidential, including all information associated with in camera meetings.

7.3. Board and CDSBC Staff Relations

Board Members must respect the governance model and organizational structure of CDSBC. The Board acts collectively. No Board Member has the authority to direct any employee of CDSBC.

The relationship between the Board and staff is through the Registrar/CEO. Board Members interact with CDSBC staff when working on committees or when the Registrar/CEO has delegated responsibility to staff.

Board Members should direct any questions or concerns about staff or operational issues to the President. The President may address this with the Registrar/CEO.

\(^48\) Act, s. 2.16(1).
7.4. Public Statements

The President and the Registrar/CEO, or their designate, are the spokespersons for CDSBC⁴⁹ and the President is the spokesperson for the Board. Although each Board Member has an important role as an ambassador of CDSBC, no Member should speak on behalf of CDSBC (e.g., to government or the media) in his or her capacity as an individual Board Member, unless authorized to do so by the Board or the President.

7.5. Board Members Elected by Constituencies

Each Board Member has a fiduciary duty to act in the best interests of the public and not as a delegate or representative of a constituency or interest group.⁵⁰ Although an Elected Member can express and take into account that constituency’s interests and concerns, their duty is to the public.

7.6. Dental Professional Associations

A Board Member must not simultaneously be a board or committee member of any dental professional body where there could be a conflict with the regulatory role of CDSBC, without prior written consent of the Board.

A Board Member should not serve as a board member of any provincial or national dental professional association until three years after the expiration of his or her term.

7.7. Board Activity

7.7.1. Information Exchange

Board Members must devote the necessary time and attention to be able to make informed decisions on issues that come before the Board. Board Members are expected to be knowledgeable about CDSBC’s mandate, goals and objectives, and operations.

Board Members must be fully prepared for Board meetings, including reading the meeting package. If a Board Member has questions about submissions to the Board, he/she should ask the President if advance of the meeting. The President will consult with the Registrar/CEO, as required. Notice of issues or questions allows the President to ensure that the information necessary for the Board to make informed decisions is available at the meeting.

Board Members are expected to advise the President and the Registrar/CEO in advance of introducing significant and previously unknown information or issues.

7.7.2. Meetings

During meetings, a Board Member is expected to:

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⁴⁹ Bylaws, s. 3.04.
⁵⁰ HPA, s. 16(1).
INDIVIDUAL BOARD MEMBER POSITION DESCRIPTION

a) be prepared and well-informed on relevant issues (through Board meeting materials or otherwise);
b) bring his or her own experience, wisdom, judgment and influence to bear constructively on issues;
c) interact with others in a respectful and constructive manner;
d) speak and act independently while remaining a team player;
e) express opinions in a clear and respectful manner;
f) express points of view for the Board’s consideration even if they may seem contrary to other opinions previously expressed;
g) ask probing questions when appropriate;
h) listen to, and exercise tolerance for, others’ perspectives;
i) be adaptable, flexible and open-minded in the consideration and implementation of change;
j) exercise a logical, rational approach to problem solving;
k) analyze issues from many perspectives, considering the impact of decisions on CDSBC’s internal and external environments (e.g. public, registrants, government, stakeholders);
l) be innovative and resourceful in developing solutions; and
m) focus inquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day to day management of CDSBC.

On any given issue the Board must have a single voice. The power of the Board is not as individuals, but as a group, because it is the Board as a whole that is entrusted with the authority to govern CDSBC. Therefore, following meetings, the Board speaks with one voice. This means that although there may be vigorous discussion or debate of competing viewpoints in the meeting, when the Board makes a decision, that decision stands as a united position of the Board and Board Members are expected to support the Board’s decision.

Between meetings, each Board Member should be available as a resource to the Board and Senior Management, and as necessary and appropriate, communicate with the President and the Registrar/CEO.

In carrying out his or her responsibilities, each Board Member is expected to be actively engaged in and add value to the Board’s work. Those Board Members who have particular areas of expertise are expected to use their unique skills and experience to the benefit of the Board, for example by contributing to discussions on topics within their area of expertise.

7.7.1. Attendance

Board Members are expected to maintain an excellent Board and Committee meeting attendance record.
Board Members should strive to attend meetings in person, but may participate in a Board meeting or Committee meeting by telephone or other means that permits all participants to hear each other, and is not required to be physically present to be counted as part of the quorum.51

7.8. Orientation and Professional Development

Board Members are required to participate in CDSBC’s Board Member orientation program and ongoing professional development (for the Board or for an individual Board Member) as recommended by the Board. Board Members are also expected to undertake any required training and take time to educate themselves on governance duties and broad issues of the health regulation sector.

7.9. Removal

The government may, at any time, remove from office an Appointed Member. An Elected Member can be removed from office by procedures set out in the Bylaws.52

A Board Member (appointed or elected) may be removed from the Board for contravening a term of the oath of office53 in accordance with the following procedure:

1. the Board must, by resolution, notify the Board Member of the alleged contravention of the term of the oath of office;

2. the Board must allow the Board Member the opportunity to be heard at a Board meeting and to cure the alleged breach;

3. following the reasonable notice period and the opportunity to be heard, if the Board is satisfied that the Board Member has contravened a term of the oath of office, the Board may, by special resolution (2/3 majority) of the Board Members voting on the resolution, remove the Board Member.

7.10. Resignation

A Board Member’s resignation becomes effective at the time CDSBC receives a written resignation from him or her, or at the time specified in the resignation, whichever is later.

7.11. Re-Appointment

At least six months ahead of the end of an Appointed Member’s term, the President will inquire as to a Board Member’s intention to seek re-appointment. If the Board Member desires a further term, the President will advise the Board Resourcing and Development Office as to the Board Member’s performance during the Board Member’s prior term and

51 Bylaws, s. 2.15(15).

52 Bylaws, s. 2.10.

53 HPA, s.17.11(5). For removal for a contravention of a term of the oath of office, the HPA requires “after reasonable notice to the member,” a “resolution passed by at least 2/3 of the board members voting on the resolution”.

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recommend whether the Board Member should be re-appointed. The President’s advice and recommendation will be informed by the President’s own observations, consultation with the Governance Committee, and the results of any Board Member assessment feedback.

7.12. Re-Election

At least six months ahead of the end of an Elected Member’s term, the President will inquire as to the Member’s intention to seek re-election for a further term. The President will share this information with the Governance Committee. The purpose of an expression of interest in seeking re-election is to help the Board complete the Board Matrix in order for the President to communicate to the constituencies the desired skills and experience for upcoming potential election candidates.

7.13. End of Term

Upon a Board Member’s term ending, he or she must return to CDSBC all materials and other items belonging to CDSBC, including confidential Board materials.
8. REGISTRAR/CEO POSITION DESCRIPTION

8.1. Introduction

This position description describes the roles and responsibilities of the Registrar/CEO as set out in the Act and the Bylaws.

8.2. Appointment

The Board appoints the Registrar/CEO as the sole employee of the Board.

8.3. Role

The Registrar/CEO is the chief executive officer of CDSBC and must generally supervise and direct all administrative and operational matters of CDSBC. In addition, the Registrar/CEO’s role extends beyond that associated with a chief executive officer to include regulatory and policy responsibilities as set out in the Act, Regulations and Bylaws.

The Registrar/CEO may designate an officer, employee or agent to exercise powers or duties on her or his behalf.

8.4. Accountability

The Registrar/CEO is accountable to the Board for CDSBC’s performance.

Under the HPA the Registrar/CEO is empowered to approve and/or make specified regulatory decisions (refer to section 8.5.1). Certain of these decisions are subject to review by the Health Professions Review Board or the Supreme Court of British Columbia.

8.5. Duties and Responsibilities

The Registrar/CEO supervises, directs and monitors the regulatory policies, procedures, practices and initiatives of CDSBC in the best interests of the public and in accordance with the Act, Regulations and Bylaws. The Registrar/CEO’s duties and responsibilities fall into three main categories: regulatory, policy and organizational.

8.5.1. Regulatory

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54 HPA, s. 21. Section 19(g) of the Act provides that the Board may make bylaws to provide for the appointment, removal, powers and duties of the Registrar/CEO.
55 Bylaws, s. 3.02(1)(a).
56 Bylaws, s. 3.02(3) and (4).
With certain exceptions, the Registrar/CEO is empowered to approve and/or make decisions with respect to:

a) Applications for registration;
b) Applications for certification;
c) resolution of complaints;
   i) provides information to the public regarding CDSBC’s complaint, investigation, and discipline processes;
   ii) upon direction of the Inquiry Committee or Board, issues or cancels citations for disciplinary hearings;
   iii) upon receipt of a complaint, delivers to the Inquiry Committee a copy of an assessment and recommendations for the disposition of the complaint;
   iv) disposes of certain complaints without prior approval of the Inquiry Committee;
   v) with prior approval of the Inquiry Committee, enters into an agreement with the registrant to impose limits and conditions or suspend registrations;
   vi) upon direction by the Inquiry Committee, monitors and reports on compliance with remedial or corrective action undertaken by a registrant;
   vii) exercises the powers and duties of an Inspector under the Act;

d) dental corporations;
e) trade names; and

57 HPA, ss. 20(6)(b) and Bylaws, ss. 6.01, 7.01 “certified dental assistant certification committee”
58 HPA, ss. 20-23 and Bylaws, s. 5.04 and Part 6. (With certain exceptions, Registration Committee responsibilities may be delegated to the Registrar/CEO upon written authorization from the Committee.)
59 Bylaws, Part 7. (With certain exceptions, CDA Certification Committee responsibilities may be delegated to the Registrar/CEO upon written authorization from the Committee.)
60 Bylaws, s. 13.03.
61 HPA, s. 37 and Bylaws, s. 10.03.
62 HPA, s. 32(2).
63 HPA, s. 32 and Bylaws s. 10.01.
64 HPA, ss. 32.2-32.4.
65 Bylaws, s. 10.02(2).
66 HPA, ss. 27 and 28.
67 HPA, s. 39(3) and Bylaws, s. 10.05.
68 HPA, Part 4 and Bylaws, Part 11.
f) compliance with quality assurance requirements, on advice of the Quality Assurance Committee.

8.5.2. Policy

Subject to the powers of the Board, the Registrar/CEO coordinates the work of the Policy Committees.

8.5.3. Organizational

The Registrar/CEO:

8.5.3.1. Leadership

a) leads and manages CDSBC administratively and operationally within the governance parameters established by the Board;

b) provides leadership in the establishment and articulation of CDSBC’s mission, vision, mandate, values, and strategic plan;

c) ensures that CDSBC operates within established policies and priorities and apprises the Board and Committees of all matters affecting their responsibilities as set out in the Act and Bylaws;

d) develops and implements operational policies to guide CDSBC to achieve its public interest mandate;

e) directs and monitors CDSBC’s activities in a manner that ensures the assets of CDSBC are safeguarded and optimized;

8.5.3.2. Strategic

a) provides leadership in the Board’s development of short and long term strategic plans through a consultative process;

b) leads Senior Management in the development of the multi-year strategic plan and annual operating plan in accordance with section 22;

c) leads Senior Management in the annual strategic review process in accordance with section 22;

8.5.3.3. Reporting

a) makes any necessary recommendations to the Board and reports on any matter referred to the Registrar/CEO by the Board or Committee;

b) monitors the regulatory, administrative and financial performance of CDSBC and provides reports as appropriate;

c) prepares, publishes and makes publicly available an annual report on CDSBC;\(^{69}\)

8.5.3.4. Board

a) supports the Board in carrying out the Board’s governance responsibilities, including:

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\(^{69}\) Bylaws, s. 5.05.
i) elections;70
ii) effective functioning of Board, Committee and general meetings; 71
iii) administration of the oath of office;72
iv) training and development of Board to ensure clarity of understanding/adhesion to governance in the public interest;

8.5.3.5. Finance73

a) leads Senior Management in the development of the multi-year budget and annual budget;
b) prepares and submits to the Board the multi-year budget and/or annual budget in consultation with the Finance and Audit Committee;
c) submits financial statements to the auditor within 60 days of the end of the fiscal year;74

8.5.3.6. Financial and Risk Management

a) ensures the integrity of CDSBC’s internal control and management systems;
b) identifies, and reports to the Board on, the principal risks of CDSBC and ensures the implementation of effective systems to manage those risks;
c) is the “head” of CDSBC for the purposes of the Freedom of Information and Protection of Privacy Act;75

8.5.3.7. Human Resources

a) develops and implements an organizational structure that is appropriate for the effective and efficient operation of CDSBC;
b) establishes a positive working environment that fosters a healthy and productive workplace;
c) ensures a staff performance review process is implemented;

8.5.3.8. External Relations

a) together with the President, speaks on behalf of CDSBC or authorizes a designate to do so;76

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70 HPA, s. 17.1 and Bylaws, ss. 2.07-2.10 and 4.14(3).
71 Bylaws, s. 3.17.
72 HPA, s. 17.11 (2)
73 The Registrar’s duties with respect to financial matters also includes those operational items set out in the Bylaws: banking (s. 3.07), payments and disbursements (s. 3.08(2) and 3.09(3), and investments (s. 3.11).
74 Bylaws, s. 3.12(2).
75 Bylaws, s. 5.01(1).
76 Bylaws, s. 3.04.
b) develops and implements a communications program to support CDSBC’s strategic objectives;

c) maintains effective relationships in dealings with the government, public, registrants, other colleges, professional associations, and dental educators;

d) presents CDSBC’s submissions to the Minister;

e) participates in events organized by CDSBC; and

f) liaises with external stakeholders.\(^{77}\)

8.5.3.9. Legal Counsel

a) retains and instructs legal counsel as may be required or that he or she deems necessary to assist CDSBC, the Board, a Committee, or an employee or agent to perform their duties or functions;\(^{78}\) and

8.5.3.10. Outside Commitments

a) obtains Board approval prior to accepting significant public service commitments, outside board appointments and/or outside employment.

8.6. Committees

The Registrar/CEO may attend Committee meetings as a non-voting member. In this capacity, the Registrar/CEO observes, provides advice and oversees the coordination of the Committee’s work, but does not vote.\(^{79}\)

8.7. Compensation

The Board determines the Registrar/CEO’s compensation, subject to parameters set for executive compensation.

\(^{77}\) Association of Canadian Faculties of Dentistry (ACFD); British Columbia Dental Association (BCDA); Certified Dental Assistants of British Columbia (CDABC); Canadian Dental Regulatory Authorities Federation (CDRAF); College of Dental Hygienists (CDHBC); Dental Assisting Regulatory Authorities (DARA); National Dental Assisting Examining Board (NDAEB); National Dental Examining Board of Canada (NDEB); and University of British Columbia (UBC).

\(^{78}\) Bylaws, s. 3.14.

\(^{79}\) Bylaws, s. 3.02(1)(b).
9. BOARD COMMITTEES: OVERVIEW AND OPERATING GUIDELINES

9.1. Introduction

The Board has the statutory authority to establish such committees it considers necessary or advisable. Those committees are formed by bylaw.  

Current Board Committees are:

a) Finance and Audit; and

b) Governance.

The provisions below set out the general operating guidelines applicable to each Board Committee.

Each Board Committee also has its own separate Terms of Reference.

The Board may from time to time establish task forces, advisory committees or other temporary working groups to address time limited projects according to Board approved terms of reference and the operating guidelines set out below, with any necessary changes.

9.2. Purpose

The purpose of the Board Committees is to provide in-depth concentration in key areas of Board responsibility and to help the Board carry out its work.

9.3. Mandate

Each Board Committee reviews its own Terms of Reference annually and submits any proposed changes to the Governance Committee for review and recommendation to the full Board.

9.4. Accountability and Decision-Making

Each Board Committee is accountable to the Board.

No Board Committee has the power or authority to act for the Board unless specifically authorized by the Board through the applicable Terms of Reference or otherwise (i.e. a Board resolution).

No Board Committee has the authority to direct CDSBC staff. No Board Committee can commit CDSBC resources or funds unless specifically budgeted for, or authorized by the Board through the applicable Terms of Reference or specific resolution.

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80 HPA, s. 19(1)(t).
81 Bylaw, s. 4.01(1).
In the absence of express authority to act for the Board, decisions made by a Board Committee are recommendations to the Board in respect of the subject on which it was created to advise. The Board takes into consideration, but is not bound by, Board Committee recommendations.

Decisions made by a Board Committee are determined by consensus, or, if necessary, by majority vote.

9.5. Composition and Term

The Board appoints Board Committee Chairs and members on recommendation of the Governance Committee. A Board Member may belong to more than one Board Committee at one time.

A Board Committee member may be removed or replaced at any time.82 The President may attend any Board Committee meetings as a non-voting member, if he or she is not a member of that committee.83 In this capacity, the President observes, provides advice and oversees the coordination of the Board Committee’s work in relation to the Board, but does not vote.

Board Committee members and Chairs are typically appointed for two-year terms and are eligible for re-appointment.84

9.6. Meetings

9.6.1. Frequency

The frequency of Committee meetings is determined by the Committee chair in accordance with the Committee’s Terms of Reference.

Additional meetings may be held as deemed necessary by the Board Committee Chair or as requested by any two Board Committee members, in consultation with the Registrar/CEO.

9.6.2. Agenda

The Board Committee Chair, in consultation with the CDSBC staff member assigned to support the Board Committee, develops the agenda for each Board Committee meeting.

Typically, the agenda and supporting materials are distributed to Board Committee members at least one week in advance of the meeting.

Board Committee members who wish to suggest items for discussion at Board Committee meetings and additions to the agenda should contact the Board Committee Chair at least two weeks prior to the Board Committee meeting. The Board Committee Chair may exercise his or her discretion whether to include the suggested item on an upcoming Board Committee meeting agenda. Should the Board Committee Chair decide not to include the item on the Board Committee meeting agenda and the Board

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82 Bylaws, s. 4.01(2)(d).
83 Bylaws, s. 2.13(1)(b).
84 Bylaws, ss. 4.01(2)(a) and (b).
Committee member disagrees with this decision, the item shall be placed on the Board Committee meeting agenda for discussion of whether the issue is of interest to the Board Committee and if so, when it will be tabled for a full discussion.

9.6.3. Notice
Wherever possible, the Board Committee meeting schedule is set a year in advance, and notice of upcoming regular meetings of each Board Committee is given at the previous regular Board Committee meeting. At least 48 hours’ notice is given of extraordinary Board Committee meetings.

9.6.4. Information for Meetings
Material distributed to the Board Committee members in advance of Board Committee meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered and decisions sought from the Board Committee.

9.6.5. Quorum
The quorum for a Board Committee meeting is a majority of members.

9.6.6. Closed Meetings
Board Committee meetings are closed to the public, as the matters discussed fall under one or more of the enumerated grounds in the Bylaws.85

At the request of the Board Committee Chair, non-Committee members may be invited to attend a meeting to present information, answer questions about a particular agenda item, etc. Typically, the Registrar/CEO, together with the Board Committee’s designated CDSBC staff support, attend all Board Committee meetings.

9.6.7. Board-Only Session
The Board Committee Members will regularly meet at the end of Board Committee meetings without any members of CDSBC Senior Management or staff. The purpose of the Board-only portion of the Board Committee meeting is to provide:

a) an opportunity for the Board Committee to discuss particularly sensitive matters within the jurisdiction of the Board Committee (for example, for the Governance Committee, the Registrar/CEO appointment, performance, evaluation or compensation);

b) an opportunity for the Board Committee to discuss sensitive internal Board Committee governance matters and functioning (including success of the Board Committee meeting, materials provided in support, what could have been improved, whether the time was used productively, and to address any issues of dissent or Board Committee Chair or Committee Board Member performance);

c) a forum in which Board Committee Members who are reticent or reluctant to speak may indicate this and seek advice on the appropriate way to raise issues of concern; and

85 Bylaws, s. 2.15(9) (reproduced at section 28.3 of the Manual).
d) in the case of certain external advisors or consultants retained by the Board (i.e. external auditor), to safeguard the independence of those officers by providing direct access to the Board Committee Members without CDSBC Senior Management or staff in attendance.

Any decisions made at Board-only portion of the Board Committee meeting will be recorded and filed in a secure location.

Following this Board-only portion of the Board Committee meeting, the Board Committee Chair shall report to the Registrar/CEO on issues discussed at the meeting.

**9.6.8. Minutes**

The administrative support person designated to the Board Committee ensures the minutes of each Board Committee meeting are provided in a timely manner. Minutes are records of decisions made and actions taken, and while they may summarize discussions, are not a transcript.

The Board Committee Chair is provided with the draft minutes of each Board Committee meeting within five days of the meeting for his or her review and comment. The Board Committee is provided with the minutes within two weeks after the meeting date. Once approved by the Board Committee, the minutes serve as the official record of the meeting.

Copies of the minutes from Board Committee meetings are sent to Board Committee members, the President and the Registrar/CEO.

**9.6.9. Deliberations and Confidentiality**

The details of any matter discussed at a Board Committee meeting must be held in strict confidence by all those in attendance.

**9.6.10. Location**

Board Committee meetings are normally held at CDSBC’s offices.

**9.7. Reporting**

Each Board Committee reports to the Board by distributing a high-level summary in advance of the next Board meeting. The summary details what the Board Committee has been working on (since it last reported to the Board), what the Board Committee is bringing forward for discussion or approval, and what is coming up on the Board Committee’s agenda.

**9.8. Board Committee Chair Role and Responsibilities**

Each Board Committee Chair:

a) in consultation with the CDSBC staff member assigned to support the Committee develops the agenda for each Committee meeting;

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86 Bylaws, ss 2.15(10-12).
b) oversees issues raised with respect to conflicts of interest;

c) guides the Committee in fulfilling its responsibilities as set out in the Committee Terms of Reference;

d) ensures the Committee maintains the boundary between the Committee and operational (staff) responsibilities;

e) liaises with the President and the Registrar/CEO, or designate, to ensure coordination between the work of the Committees and the Board and satisfactory Committee reports for the Board;

f) exercises a strong guiding role with respect to Committee culture and the nature of discussions at the Committee table, elevating the expectation level for the Committee and individual Committee Members and ensuring the discussion consistently remains at the appropriate (“elevated”) level and on the right topics by:

   i) ensuring that only high-level issues are on the agenda;

   ii) ensuring that the Committee receives the appropriate amount and type of information that the Committee needs to discharge its oversight functions in order to make effective decisions without getting into operations;

   iii) framing the discussion on each topic (i.e., setting the question) so that the discussion will naturally require broad thinking rather than details; and

   iv) ensuring Committee Members stay on topic and at the right level so the Committee is focused on its governance responsibilities;

   g) at meetings, encourages participation of all Committee Members and promotes a spirit of collegiality where robust questioning and discussion is encouraged by all Members;

   h) builds consensus and develops teamwork within the Committee;

   i) fosters ethical and responsible decision making by the Committee and its Members;

   j) ensures that each Committee Member is contributing to the Committee’s work;

and

k) makes himself or herself available to individual Committee Members for questions, counsel and discussions relating to CDSBC.

9.9. Support

The Registrar/CEO designates staff and administrative support persons for each Board Committee.

9.10. External Advisors

Where appropriate (i.e. considering CDSBC’s internal resources, budget, procurement practices, and the Board budget), in consultation with the Registrar/CEO and with
approval of the Board, each Board Committee is entitled to retain and rely on external professional service firms, consultants and advisors as needed to fulfill its mandate.
10A. AUDIT COMMITTEE TERMS OF REFERENCE AND MEMBERSHIP (CURRENT)

Membership

The Audit Committee consists of at least three persons appointed by the Board.

- One public member who is a member of the Institute of Chartered Accountants of British Columbia, and who must be designated by the Board as the Chair of the Committee
- One dentist Board Member
- One dentist who is not a dentist Board Member

Terms of Reference

The Audit Committee is responsible for:

1. Advising and assisting the Board on issues related to the Board’s oversight of:
   a) the integrity and credibility of the College’s financial statements and other disclosures,
   b) the adequacy of the College’s internal financial controls, and
   c) the College’s annual audit, and

2. Reporting to the Board, at the Board’s request, on any review, investigation, process, policy, or other matter relating to the financial affairs of the College.
10. FINANCE AND AUDIT COMMITTEE TERMS OF REFERENCE

10.1. Purpose and Role

Primary responsibility for the financial reporting, accounting systems, risk management, management plans and annual budget, internal controls and financial operations of CDSBC is vested in the Registrar/CEO and overseen by the Board.

The purpose of the Finance and Audit Committee (referred to in section 10 as the “Committee”) is to assist the Board in fulfilling its obligations and oversight responsibilities relating to financial planning, the audit process, financial reporting, the system of corporate controls and risk management, and when required, to make recommendations to the full Board for approval.

The Committee also advises the Board on the approach the Board should adopt to its obligations and oversight responsibilities relating to financial and audit matters.

In the process of overseeing CDSBC’s audit procedures, the Committee will have unrestricted access to CDSBC’s personnel and documents, and will be provided with all reasonable resources the Board deems necessary to carry out its responsibilities. Access to CDSBC’s personnel and documents by the Committee shall be coordinated through the Registrar/CEO, unless otherwise authorized by the Board.

10.1.1. Role

The Committee’s role is to provide governance (oversight). The Committee does not make decisions at an administrative and operational level. These decisions are supervised and directed by the Registrar/CEO.

10.2. Composition

All Committee members should be financially literate.

The Committee consists of six members appointed by the Board as follows:

a) ideally at least one member should be a member of a Canadian regulated accounting profession;

b) the Vice-President and Treasurer are members;

c) at least two members are Appointed Members (Board Members, who are not dentists or CDAs, appointed to the Board by the Lieutenant Governor in Council);

d) one additional elected board member; and

e) one member who does not have to be a Board Member.

10.3. Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee oversees the following:

87 Bylaws, s. 4.13(2).
10.3.1. Financial Planning

The Committee:

a) reviews and makes recommendations to the Board in respect of:
   i) financial plans and annual budget prepared by the Registrar/CEO for recommendation to the Board;
   ii) the appropriateness and validity of any material assumptions and estimates used in the preparation of such plans or annual budget;
   iii) the consistency of the financial plans and annual budget with policies, objectives and initiatives approved by the Board;
   iv) the consistency of the financial plans and annual budget with any other financial data;
   v) any significant assumptions, forecasts, targets or performance goals used by Senior Management in the preparation of the financial plans and/or annual budget;

b) ensures that the Registrar/CEO provides the Board on a timely basis meaningful financial information regarding CDSBC’s current financial status and up-to-date forecasts required to make decisions.

10.3.2. Financial Reporting

The Committee:

a) reviews and recommends to the Board approval of the:
   i) financial statements and reports;
   ii) annual audited financial statements; and
   iii) management discussion and analysis, if any, that accompanies the audited financial statements;

b) examines the audited annual financial statements in conjunction with the reports of the External Auditor, which may include determining whether the statements:
   i) properly reflect the significant accounting policies selected;
   ii) reflect estimates and other financial statements elements that are reasonable and consistent;
   iii) adequately disclose all major transactions and issues;
   iv) disclose all post-year-end significant events; and
   v) are understandable, relevant, reliable and comparable;

c) discusses with the Registrar/CEO and with the External Auditor:
   i) all proposed changes in accounting policy;
   ii) the importance and presentation of all large risks or uncertainties;
iii) compliance with accounting standards;  
iv) adjustments arising out of the audit process; and  
v) all estimates or judgments material to financial reporting; and  
d) discusses with the Registrar/CEO and the External Auditor significant financial reporting, recording or presentation issues that have arisen during the fiscal period and the manner of their resolution.

10.3.3. External Audit

The Committee:

a) recommends to the Board (and the Board recommends to the registrants at the annual general meeting) the appointment of the External Auditor;

b) determines whether the performance of the External Auditor is satisfactory, effective and meets the requirements of CDSBC;

c) reviews all issues related to any change in External Auditor and the planned steps for an orderly transition;

d) confirms the independence of the External Auditor;

e) reviews the terms of the External Auditor’s engagement, and the appropriateness and reasonableness of the proposed fees;

f) reviews and recommends to the Board the audit plan;

g) reviews problems, if any, experienced by the External Auditor in performing the audit, including restrictions, if any, imposed by CDSBC staff and all significant accounting issues on which there was a disagreement with CDSBC staff;

h) reviews the post-audit opinion letter containing the recommendations of the External Auditor and reviews the Registrar/CEO’s response and subsequent follow-up to any significant identified weaknesses; and

i) reviews and approves the provision of non-audit services, if any, to be provided by the External Auditor.

The Committee shall meet with the External Auditor at least bi-annually, including meeting in camera with the External Auditor at least annually or as requested. The External Auditor shall be permitted to attend any Committee meeting upon request.

10.3.4. Accounting Systems and Internal Controls

The Committee:

a) through discussion with the Registrar/CEO and the External Auditors obtains reasonable assurances that CDSBC has implemented appropriate systems of internal control:

i) over financial reporting, information technology, data security and protection of personal information and privacy, and that these systems are operating effectively;
ii) to ensure compliance with its policies and procedures and that these systems are operating effectively; and

iii) to identify, monitor, mitigate and report significant financial or operational risk exposures and that these systems are operating effectively;

b) reviews the evaluation of internal controls by the External Auditor, including any recommendations for improvement of CDSBC’s accounting procedures and internal controls, together with the Registrar/CEO’s response; and

c) directs the External Auditor’s examinations to particular areas of concern with respect to internal controls.

10.3.5. Risk Management

The Committee:

a) leads the Board’s oversight of CDSBC’s risk management;

b) understands the material risks to CDSBC;

c) reviews CDSBC’s risk management controls and policies and seeks input and assistance from other Board Committees as appropriate;

d) receives reports on the management of material risks to CDSBC;

e) reviews CDSBC’s insurance coverage of material business risks and uncertainties; and

f) reviews CDSBC’s business continuity plans.

10.3.6. Alleged Financial Wrong-Doing

The Committee:

a) ensures that the Registrar/CEO has implemented a process to receive and respond to complaints or allegations of financial wrong-doing; and

b) reviews and advises the Board with respect to such complaints, if any.

10.3.7. Material Litigation

The Committee reviews and advises the Board with respect to:

a) the Registrar/CEO’s assessment of material litigation risks; and

b) the adequacy of provisions and estimates made in financial information including the financial statements relating to material litigation issues.

10.3.8. Investments and Indebtedness

The Committee:

a) reviews and recommends to the Board policies with respect to CDSBC’s investments and indebtedness; and

88 Material litigation is defined as litigation that may have a significant financial impact on CDSBC.
b) monitors CDSBC’s investments and indebtedness.

10.3.9. Property

The Committee:

a) recommends to the Board rules respecting the management, governance and control of CDSBC’s real property, buildings and structures.

10.3.10. Compliance

The Committee:

a) confirms the appropriate policies and procedures are in place for monitoring compliance with applicable laws and ascertains their adequacy and the levels of compliance;

b) advises the Board on any new or pending developments in accounting and/or reporting standards;

c) reports to the Board all financial matters of which the Committee has knowledge that may materially affect the current or future position of CDSBC; and

d) reviews such other matters that the Committee or the Board deems advisable or timely.

10.3.11. Expenses

The Committee at least annually reviews the expenses of:

a) all Board Members; and

b) the Registrar/CEO.

10.4. Responsibility for Policy Review

The Committee has responsibility to review at least every two years, and more frequently if necessary (e.g., based on legislative changes, or a development in governance best practices) the following Board and Board-approved organizational policies:

- Committee Terms of Reference
- Risk Management Oversight
- Financial and Operational Oversight
- Bylaws sections 3.07-3.12.
- Investment Policy
- Expense Policy for Volunteers
- Expense Approval Policy for the Board, Committees and Staff

[ntd: insert additional as required]

10.5. Committee Meeting Frequency

The Committee meets at least four times per year.
10.6. Committee Timetable

The timetable for the Committee’s activities is reflected in the calendar set out below.
11A. NOMINATIONS COMMITTEE TERMS OF REFERENCE AND MEMBERSHIP

Membership

The Nominations Committee consists of at least five persons appointed by the Board, including:

- the president
- at least two dentists
- one certified dental assistant
- one public member

Terms of Reference

The Nominations Committee is responsible for:

1. Recruitment of dentists or CDAs to fill any vacant elected Board Member offices for which no valid nominations are received before the close of nominations under section 2.06 of the Bylaws, and
2. Overseeing the College’s awards program

A dentist recruited by the Nominations Committee to fill a vacant office under subsection 1 of the Bylaws:

a) Must still be nominated by five dentists who are eligible to vote in an election for that office, by way of a nomination that is presented in a manner satisfactory to the Registrar/CEO, accompanied by a letter of consent and declaration as described in section 2.06(2)(a) and (b), and

b) Is deemed to be elected by acclamation upon receipt by the Registrar/CEO of a valid nomination in accordance with paragraph (a).
11. GOVERNANCE COMMITTEE TERMS OF REFERENCE

11.1. Purpose

The purpose of the Governance Committee (referred to in section 11 as the “Committee”) is twofold. First, the Committee develops and recommends CDSBC’s approach to good governance and Board effectiveness. Second, the Committee reviews CDSBC’s governance policies relating to human resources, and their effective implementation.

11.2. Role

The Committee’s role is to provide governance (oversight). The Committee does not make decisions at an administrative and operational level. These decisions are supervised and directed by the Registrar/CEO.

11.3. Composition

The Committee consists of a minimum of five Board Members appointed by the Board as follows:

a) the Vice-President is a member;

b) the Treasurer is a member;

c) at least one member must be an Appointed Member (a Board Member, who is not a dentist or CDA, appointed to the Board by the Lieutenant Governor in Council); and

d) two additional Board Members.

11.4. Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee:

11.4.1. Human Resources

a) ensures CDSBC’s compensation and human resources philosophies and policies are in keeping with:
   i) CDSBC’s mission, vision, mandate and values; and
   ii) legislative and policy guidelines and requirements;

b) together with the Registrar/CEO, leads the development of the Registrar/CEO’s annual goals and objectives, for recommendation to the Board;

c) together with the President, leads the Registrar evaluation process;

d) annually reviews the Registrar/CEO’s succession plan;

e) reviews and recommends to the Board CDSBC’s philosophies for staff compensation and benefits;

f) ensures that the Registrar/CEO has implemented a process to receive and respond to complaints or allegations of non-financial wrong-doing or questionable
acts by CDSBC, its employees or Board Members, including a breach of the Code of Conduct, and reviews and advises the Board with respect to such complaints;

11.4.2. Governance

a) at least every two years, reviews the governance framework (including written policies) for CDSBC and advises the Board regarding:
   i) areas of concern;
   ii) best practices; and
   iii) recommended changes;

b) ensures appropriate structures and procedures are in place to allow the Board to function effectively;

c) annually reviews the composition of the Board as a whole and recommends, if necessary, changes to the Board Matrix to ensure the desired Board makeup includes an appropriate balance of knowledge, experience, skills, expertise and diversity;

d) annually or as vacancies arise, works with the President and the Registrar/CEO to identify any gaps that should be filled in by new Board Member candidates, and recommends to the Board the desired skills and experience for potential new Board Members;

e) with respect to Appointed Members, works with the President and the Registrar/CEO to identify potential candidates for appointment to the Board;

f) with respect to Elected Board Members, when a Member’s term is ending, works with the President and the Registrar/CEO to determine the preferred background, experience or skills of potential nominees;

g) recruits dentists or CDAs to fill any vacant Elected Board Member offices for which no valid nominations are received before the close of nominations under the Bylaws;

h) with respect to each CDSBC Committee:
   i) annually reviews the composition of each CDSBC Committee and recommends, if necessary, changes to each CDSBC Committee matrix to ensure the desired member makeup includes an appropriate balance of knowledge, experience, skills, expertise and diversity;
   ii) annually or as vacancies arise, works with CDSBC Committee Chair and the Registrar/CEO to identify any gaps that should be filled and recommends to the Board the desired skills and experience for potential new Committee members;
   iii) works with the President and the Registrar/CEO to identify potential candidates for appointment to CDSBC Committees;

89 Potential candidates are recommended to the Board Resourcing and Development Office through the President and the Registrar/CEO.
i) Recommends Board Committee Members and Board Committee Chairs for appointment by the Board;

j) ensures programs are in place for new Board Member orientation and ongoing professional development;

k) assists and supports the annual review processes for evaluating the effectiveness of the Board, the President, Committees and individual Board Members;

l) annually reviews and ensures the adequacy of CDSBC’s Code of Conduct for Board Members;

m) annually obtains Code of Conduct Declarations from Board Members;

n) ensures a Code of Conduct for staff is in place and reviews it on an annual basis;

o) addresses Code of Conduct issues as delegated to the Committee by the Board; and

p) assumes other related responsibilities as assigned by the Board.

11.5. Responsibility for Policy Review

The Committee has responsibility to review at least every two years, and more frequently if necessary (e.g., based on legislative changes, or a development in governance best practices) the following Board and Board-approved organizational policies:

- Committee Terms of Reference
- Board Composition and Succession Planning
- Board Manual
- CDSBC Committee Appointments
- Code of Conduct for Board and Committee Members
- Code of Conduct for Staff
- Registrar/CEO Evaluation
- Registrar/CEO Succession Planning
- Stakeholder Consultation Framework
- [ntd: insert additional as required]

11.6. Committee Timetable

The timetable for the Committee’s activities is reflected in the calendar set out below.
12. CDSBC COMMITTEES: OVERVIEW AND OPERATING GUIDELINES

12.1. Introduction

The Board has the statutory authority to establish such committees it considers necessary or advisable. Those committees are formed by bylaw.90

Current CDSBC Committees established by the Board are:91

Awards

Regulatory:
   a) Registration;
   b) CDA Certification;
   c) Sedation and General Anaesthetic Services;92
   d) Inquiry;
   e) Discipline;

Policy:
   a) CDA Advisory;
   b) Ethics,93 and
   c) Quality Assurance.

The provisions below set out the general operating guidelines applicable to each of these CDSBC Committees, except as where otherwise set out in the specific Terms of Reference for each CDSBC Committee.

Each CDSBC Committee also has its own separate Terms of Reference.

The Board may from time to time establish task forces, advisory committees or other temporary working groups to address time limited projects according to Board-approved terms of reference and the operating guidelines set out below, with any necessary changes.

12.2. Purpose

The purpose of the Awards Committee is to oversee CDSBC’s awards program.

The purpose of Regulatory Committees is to assist CDSBC in fulfilling its statutory regulatory responsibilities.

90 HPA, s. 19(1)(t).
91 Bylaws, s. 4.01(1).
92 CDA Certification and Sedation and General Anaesthetic Services Committees have policy functions; however, their primary function is regulatory.
93 The Ethics Committee has a regulatory function; however, its primary function is policy.
The purpose of Policy Committees is to support the Board's oversight of policy development, approval and monitoring.

12.3. Mandate

Each CDSBC Committee reviews its own Terms of Reference annually and submits any proposed changes to the Governance Committee for review and recommendation to the full Board.

12.4. Accountability and Decision-Making

Each CDSBC Committee is accountable to the Board.

No CDSBC Committee has the power or authority to act for the Board unless specifically authorized by the Board through the applicable Terms of Reference or otherwise (i.e. a Board resolution), the Bylaws or the Act.

No CDSBC Committee has the authority to direct CDSBC staff. No CDSBC Committee can commit CDSBC resources or funds unless specifically budgeted for, or authorized by the Board through the applicable Terms of Reference or otherwise (i.e. a Board resolution), the Bylaws or the Act.

In the absence of express authority to act for the Board, decisions made by a CDSBC Committee are recommendations to the Board in respect of the subject on which it was created to advise. The Board takes into consideration, but is not bound by, CDSBC Committee recommendations.

Decisions made by a CDSBC Committee are determined by consensus, or, if necessary, by majority vote.

12.5. Composition and Term

The composition of each CDSBC Committee is determined in accordance with the Committee’s Terms of Reference.

Committee members are appointed for two-year terms and are eligible for reappointment.⁹⁴

The Board may remove or replace a Committee member at any time.⁹⁵

12.6. Appointment and Re-appointment

The Board appoints CDSBC Committee Chairs, Vice Chairs and members on recommendation of the Governance Committee, in June of each year.

⁹⁴ Bylaws, s. 4.01(2)(a) and (b).
⁹⁵ Bylaws, s. 4.01(2)(d).
A person may belong to more than one Committee at one time, except a person must not simultaneously be a member of the Inquiry Committee and the Discipline Committee.96

Any person sitting on the board of directors of any provincial or national dental professional association must not be a member of any CDSBC Committee, unless he or she has received prior written consent from the Board.

At least three months ahead of the end of a Committee member’s term, the Committee Chair will inquire as to a Committee member’s intention to seek re-appointment for a further term. If the Committee member desires a further term, the Committee Chair will advise the Governance Committee, President and the Registrar/CEO as to the Committee member’s performance during the prior term and recommend whether the Committee member should be re-appointed. The Committee Chair’s advice and recommendation will be informed by the Committee Chair’s own observations and the results of any Committee member assessment feedback.

12.7. Standards of Conduct

Each Committee member is expected to:

a) act in the best interests of the public and not in his or her self-interest, nor in the interest of a particular group or constituency;97

b) comply with Committee policies, including the Code of Conduct for Board and Committee members (see section 33);

c) comply with the Act, Regulations and Bylaws;

d) make full and timely disclosure of any actual, potential or apparent conflicts of interest in accordance with procedures set out in the Code of Conduct in order to protect the integrity of CDSBC; and

e) keep confidential information confidential, including all information associated with in camera meetings.

12.7.1. Information Exchange

Committee Members must devote the necessary time and attention to be able to make informed decisions on issues that come before the Committee. Committee Members are expected to be knowledgeable about CDSBC’s mandate, goals and objectives, and operations.

Committee Members must be fully prepared for Committee meetings, including reading the meeting package. If a Committee Member has questions about submissions to the Board, they should ask the Committee Chair in advance of the meeting. The Committee

96 Bylaws, s. 4.01(4).
97 HPA, s. 2.16(1). For example, a Committee member representing a constituency group (i.e. dentists, CDAs, certified specialists, or anaesthesiologists) is not a delegate or representative of that group. Although a Committee members can express and take into account that constituency’s interests and concerns, each Committee member is expected to act in the best interests of the public.
Chair will consult with the designated CDSBC staff person, as required. Notice of issues or questions allows the Committee Chair to ensure that the information necessary for the Committee to make informed decisions is available at the meeting.

Committee Members are expected to advise the Committee Chair and designated CDSBC staff person in advance of introducing significant and previously unknown information or issues.

12.7.2. Meetings

During meetings, a Committee Member is expected to:

a) be prepared and well-informed on relevant issues (through pre-read meeting materials or otherwise);

b) bring his or her own experience, wisdom, judgment and influence to bear constructively on issues;

c) interact with others in a respectful and constructive manner;

d) speak and act independently while remaining a team player;

e) express opinions in a clear and respectful manner;

f) express points of view for the Committee’s consideration even if they may seem contrary to other opinions previously expressed;

g) ask probing questions when appropriate;

h) listen to, and exercise tolerance for, others’ perspectives;

i) be adaptable, flexible and open-minded in the consideration and implementation of change; and

j) exercise a logical, rational approach to problem solving.

In carrying out his or her responsibilities, each Committee Member is expected to be actively engaged in and add value to the Committee’s work. Those Committee Members who have particular areas of expertise are expected to use their unique skills and experience to the benefit of the Committee, for example by contributing to discussions on topics within their area of expertise.

12.7.3. Attendance

Committee members are expected to maintain an excellent meeting attendance record.

Committee members should strive to attend meetings in person, but may participate in a meeting by telephone or other means that permits all participants to hear each other, and is not required to be physically present to be counted as part of the quorum.98

12.8. Orientation and Professional Development

The Governance Committee, with the assistance of Senior Management, ensures there is an orientation program for new CDSBC Committee members and identifies

98 Bylaws, s. 2.15(15).
professional development opportunities for Committee members to be provided throughout the year.

12.9. End of Term

Upon a Committee member’s term ending, he or she must return to CDSBC all materials and other items belonging to CDSBC, including confidential Committee materials.

12.10. Meetings

12.10.1. Frequency

The Committee Chair, in accordance with the Committee’s Terms of Reference, determines the frequency of Committee meetings.

Additional meetings may be held as deemed necessary by the Committee Chair, in consultation with the Registrar/CEO and CDSBC staff member assigned to support the Committee.

12.10.2. Agenda

The Committee Chair, in consultation with the CDSBC staff member assigned to support the Committee, develops the agenda for each Committee meeting.

Typically, the agenda and supporting materials are distributed to Committee members at least one week in advance of the meeting.

Committee members who wish to suggest items for discussion at Committee meetings and additions to the agenda should contact the Committee Chair at least two weeks prior to the Committee meeting. The Committee Chair may exercise his or her discretion whether to include the suggested item on an upcoming Committee meeting agenda. Should the Committee Chair decide not to include the item on the Committee meeting agenda and the Committee member disagrees with this decision, the item shall be placed on the Committee meeting agenda for discussion of whether the issue is of interest to the Committee and if so, when it will be tabled for a full discussion.

12.10.3. Notice

Wherever possible, the Committee meeting schedule is set a year in advance, and notice of upcoming regular meetings of each Committee is given at the previous regular Committee meeting. At least 48 hours notice is given of extraordinary Committee meetings.

12.10.4. Information for Meetings

Material distributed to the Committee members in advance of Committee meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered and decisions sought from the Committee.

99 Bylaws, s. 4.04.
12.10.5. Quorum

The quorum for a Committee meeting is a majority of members.

12.10.6. Minutes

The administrative support person designated to the Committee ensures the minutes of each Committee meeting are provided in a timely manner. Minutes are records of decisions made and actions taken, and while they may summarize discussions, are not a transcript.

The Committee Chair is provided with the draft minutes of each Committee meeting within ten business days of the meeting for his or her review and comment. The Committee is provided with the minutes within four weeks after the meeting date unless there is another meeting scheduled within 30 days. Once approved by the Committee, the minutes serve as the official record of the meeting.

Copies of the minutes from Committee meetings are sent to Committee members, the President and the Registrar/CEO.

12.10.7. Committee Deliberations and Confidentiality

The details of any matter discussed at a Committee meeting must be held in strict confidence by all those in attendance.

12.10.8. Location

Committee meetings are normally held at CDSBC’s offices.

12.11. Reporting

The Committee provides a quarterly written report to the Board and an annual report in advance of CDSBC’s annual general meeting. The Board approves the form of the report.

If a Committee did not meet during the quarter, the Committee shall nonetheless submit a report to the Board stating it did not meet, and, upon the President’s request, provide reasons.

The Committee Chair or designate from the Committee will give an oral report to the Board at least once per year.

12.12. CDSBC Committee Chair Role and Responsibilities

The Committee Chair:

a) in consultation with the CDSBC staff member assigned to support the Committee develops the agenda for each Committee meeting;

b) oversees issues raised with respect to conflicts of interest;

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100 Bylaws, s. 2.15(10-12).
c) guides the Committee in fulfilling its responsibilities as set out in the Committee Terms of Reference;
d) ensures the Committee maintains the boundary between the Committee and operational (staff) responsibilities;
e) liaises with the President and the Registrar/CEO, or designate, to ensure coordination between the work of the Committees and the Board and satisfactory Committee reports for the Board;
f) exercises a strong guiding role with respect to Committee culture and the nature of discussions at the Committee table, elevating the expectation level for the Committee and individual Committee Members and ensuring the discussion consistently remains at the appropriate (“elevated”) level and on the right topics by:
   i) ensuring that only high-level issues are on the agenda;
   ii) ensuring that the Committee receives the appropriate amount and type of information that the Committee needs to discharge its oversight functions in order to make effective decisions without getting into operations;
   iii) framing the discussion on each topic (i.e., setting the question) so that the discussion will naturally require broad thinking rather than details; and
   iv) ensuring Committee Members stay on topic and at the right level so the Committee is focused on its governance responsibilities;
g) at meetings, encourages participation of all Committee Members and promotes a spirit of collegiality where robust questioning and discussion is encouraged by all Members;
h) builds consensus and develops teamwork within the Committee;
i) fosters ethical and responsible decision making by the Committee and its Members;
j) ensures that each Committee Member is contributing to the Committee’s work; and
k) makes himself or herself available to individual Committee Members for questions, counsel and discussions relating to CDSBC.

12.13. Support

The Registrar/CEO designates staff and administrative support persons for each Board Committee.

12.14. External Advisors

Each Committee may retain external advisors if necessary to carry out its responsibilities, subject to the prior approval of the Board and the Registrar/CEO.
12.15. Honorariums and Expenses

Committee members are entitled to claim honorariums in accordance with Board approved CDSBC Expense Policy for Volunteers.\textsuperscript{101}

Committee members are reimbursed by CDSBC for reasonable expenses necessarily incurred by them in the discharge of their duties in accordance with Board approved CDSBC Expense Policy for Volunteers.\textsuperscript{102}

A member of Senior Management, as designated by the Registrar/CEO, reviews committee members’ expenses.

\textsuperscript{101} Bylaws, s. 4.03(1) and (2).

\textsuperscript{102} Bylaws, s. 4.03(3).
13. AWARDS COMMITTEE TERMS OF REFERENCE

13.1. Purpose

The Awards Committee (referred to in section 12 as the “Committee”) oversees CDSBC’s awards program.

13.2. Composition

The Committee is composed of at least three members chosen by the Board and includes:

a) a Past-President of CDSBC (preference will be given to the immediate Past-President);
b) one member of the public; and
c) one CDA.

Committee members should have recognized stature as a business and/or community leader at a local or provincial level.

The Past-President is the Chair of the Committee.

13.3. Duties and Responsibilities

Each year, CDSBC presents awards to recognize dentists, CDAs and members of the public who have contributed to CDSBC and the dental profession.

The Committee:

a) accepts nominations;
b) identifies nominees who are deserving of an award based on the nominee’s contributions; and
c) submits a list of suggested award winners to the Board for final approval.

13.4. Meetings

The Committee meets at least twice per year.

13.5. Responsibility for Policy Review

The Committee has responsibility to review at least every two years, and more frequently if necessary (e.g., based on legislative changes, or a development in governance best practices), the following Board and Board-approved organizational policies:

- Committee Terms of Reference
- Awards Policy
13.6. Committee Timetable

The timetable for the Committee’s activities is reflected in the calendar set out below.
14. REGISTRATION COMMITTEE TERMS OF REFERENCE

14.1. Purpose

The purpose of the Registration Committee (referred to in section 14 as the “Committee”) is to review and monitor registration provisions of the Act and Bylaws and to recommend CDSBC’s approach, in the best interests of the public.

14.2. Composition

The Committee is composed of at least six members and must include at least:103

a) two dentists;
b) two certified specialists;
c) two public members, of whom one is an Appointed Member.

At least one-third of the total membership of the Committee must consist of public members.

14.3. Accountability

The Committee may refer an application for registration or reinstatement to the Board for decision.104

On application by a registrant in certain circumstances, the Committee’s adjudicative decisions are subject to review by the Health Professions Review Board or the British Columbia Supreme Court.105

14.4. Duties and Responsibilities

Pursuant to the Act, the Committee “is responsible for granting registration, including reinstatement of registration, of a person as a member of its college.”106 The Committee fulfills its duty by delegating to the Registrar/CEO responsibility for most of the day-to-day registration operations.107

The Committee:

a) reviews dentist registration requirements;

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103 Bylaws, s. 4.05
104 HPA, s. 20(6)(a).
105 HPA, s.20(4.1) and s. 50.53.
106 HPA, s. 20(1).
107 HPA ss. 20-23 and Bylaws, s. 5.04 and Part 6. Registration Committee must determine registration applications under the HPA ss. 20(1)(2.1) and (2.2) and ss. 6.05(8), 6.19(3) and in respect of an applicant who is reinstated as a full registrant under section 6.19(3), in section 6.19(4).
REGISTRATION COMMITTEE TERMS OF REFERENCE

b) makes registration decisions that are outside of those delegated to the Registrar/CEO; and

c) reviews and monitors registration decision making policies and procedures to ensure they are transparent, objective, impartial and fair.

14.5. Meetings

The Committee meets at least three times per year.

14.6. Responsibility for Review

The Committee has responsibility to review, at least every two years, and more frequently as necessary (e.g. based on legislative changes, or a development in regulatory practices), the following Board-approved organizational policies:

- Bylaws, Part 6 “Registration”
- Committee Terms of Reference
- [ntd: insert additional as required]

The Committee also has responsibility to recommend changes to these policies, as required.

14.7. Committee Calendar

The timetable for the Committee’s activities is reflected in the Committee’s calendar set out below.
15. CDA CERTIFICATION COMMITTEE TERMS OF REFERENCE

15.1. Purpose

The purpose of the CDA Certification Committee (referred to in section 15 as the “Committee”) is to review and monitor the policies and procedures used by CDSBC to certify certified dental assistants (“CDAs”) and to recommend CDSBC’s approach, in the best interests of the public.

15.2. Composition

The Committee is composed of at least six members and must include at least:108

a) one dentist;
 b) three CDAs;
 c) two public members, of whom one is an Appointed Member.

At least one-third of the total membership of the Committee must consist of public members.

At least one-half of the total membership of the Committee must consist of CDAs.

15.3. Duties and responsibilities

The Committee:

a) establishes minimum standards of education and experience for CDAs in BC;109

b) reviews the standards of education and experience required for certification, registration and licensure of dental assistants in other Canadian jurisdictions, and recommends to the Board that another jurisdiction be a recognized jurisdiction;110

c) makes CDA certification decisions that are outside of those delegated to the Registrar/CEO under the Bylaws;111 and

d) reviews and monitors the implementation of the provisions of the Bylaws relating to CDA certification.

15.4. Meetings

The Committee meets at least once per year.

108 Bylaws, ss. 4.12(1-3).
109 Bylaws, s. 4.12(4)(a).
110 Bylaws, s. 4.12(4)(b).
111 Bylaws, Part 7. CDA Certification Committee responsibilities may be delegated to the Registrar/CEO upon written authorization from the Committee, except for those in sections 7.03(5) and (6) and 7.12(3).
15.5. Responsibility for Policy Review

The Committee has responsibility to review, at least every two years, and more frequently as necessary (e.g. based on legislative changes, or a development in regulatory practices), the following Board-approved organizational policies:

- Committee Terms of Reference
- [ntd: insert additional as required]

The Committee also has responsibility to recommend changes to these policies, as required.

15.6. Committee Calendar

The timetable for the Committee’s activities is reflected in the Committee’s calendar set out below.
16. SEDATION AND GENERAL ANAESTHETIC SERVICES
COMMITTEE TERMS OF REFERENCE

16.1. Purpose

The purpose of the Sedation and General Anaesthetic Services Committee (referred to in section 16 as the “Committee”) is to review the sedation and general anaesthetic standards and recommend changes as appropriate, and to assess the compliance of dentists with the standards.

16.2. Composition

The Committee is composed of at least nine members and must include at least:112

a) six dentists;

b) two anaesthesiologists;113 and

c) one person with expertise in biomedical engineering.

16.3. Duties and responsibilities

The Committee:

a) reviews the sedation and general anaesthetic standards, and recommends to the Board changes that the Committee considers appropriate to those standards;114

b) assesses the compliance of dentists with the sedation and general anaesthetic standards;115

c) assesses the compliance with sedation and general anaesthetic standard of any dental office or other facility that is not a hospital, in which deep sedation and general anaesthetic services are provided;116

d) oversees the inspection of such dental offices or facilities by external investigators; and

e) may take part in these inspections.

16.4. Meetings

The Committee meets at least three times per year.

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112 Bylaws, s. 4.10(1).
113 Bylaws, s. 4.10(1)(b) – “medical practitioners certified in anaesthesia by the Royal College of Physicians and Surgeons of Canada, who are confirmed by the College of Physicians and Surgeons of British Columbia as suitable for membership on the committee”.
114 Bylaws, s. 4.10(2)(a).
115 Bylaws, s. 4.10(2)(b).
116 Bylaws, s. 4.10(2)(b).
16.5. Responsibility for Policy Review

The Committee has responsibility to review, at least every two years, and more frequently as necessary (e.g. based on legislative changes, or a development in regulatory practices), the following Board-approved organizational policies:

- Committee Terms of Reference
- Prescribing and Dispensing of Drugs
- Sedation and Anaesthesia
  - Minimal and Moderate Sedation Services in Dentistry
  - Deep Sedation Services in Dentistry
  - General Anaesthetic Services in Dentistry
- [ntd: insert additional as required]

The Committee also has responsibility to recommend changes to these policies, as required.

16.6. Committee Calendar

The timetable for the Committee’s activities is reflected in the Committee’s calendar set out below.
17. INQUIRY COMMITTEE TERMS OF REFERENCE

17.1. Purpose

The Inquiry Committee (referred to in section 17 as the “Committee”) assists the Board with the investigation and resolution of complaints in accordance with the Act.

17.2. Composition

The Committee is composed of at least 15 members and must include at least:\n
a) eight dentists, of whom
   i) at least four are general dentists;
   ii) at least two are certified specialists;

b) two CDAs; and

c) five public members, of whom at least one is an Appointed Member.

At least one-third of the total membership of the Committee must consist of public members.

A person must not simultaneously be a member of the Discipline Committee and the Inquiry Committee.\n
17.3. Panels\n
The Committee may meet in panels of three Committee members appointed by the Committee Chair.

A panel has the same powers as the Committee.

Panel composition varies according to whether the respondent is a dentist, CDA or certified specialist. When the respondent is a dentist, a panel consists of two dentists and one public member. When the respondent is a certified specialist, a panel consists of one public member and two dentists, one of who must be a certified specialist. When the respondent is a CDA, a panel consists of one dentist, one public member and one CDA.

All members of a panel constitute quorum.

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117 Bylaws, s. 4.06.
118 Bylaws, s. 4.01(4).
119 Bylaws, s. 4.02.
120 Bylaws, s. 4.04(2).
17.4. Accountability

The Committee’s adjudicative decisions are subject to review by the Health Professions Review Board or the British Columbia Supreme Court.121

17.5. Duties and Responsibilities

The Committee:122

a) accepts, reviews, and authorizes the investigation of all new complaints received by CDSBC;

b) provides advice and direction to CDSBC on how to proceed with ongoing investigations;

c) manages complaints;

d) authorizes the issuance of citations;

e) provides any other assistance CDSBC may require with respect to investigations;

f) typically meets with the respondent to discuss possible resolutions to complaints;

g) reviews and monitors the implementation of the HPA provisions relating to complaint investigation policies and procedures to ensure they are transparent, objective, impartial and fair;

h) recommends CDSBC’s approach to investigations and complaint resolution in the best interests of the public.

17.6. Meetings

The Committee as a whole meets approximately every six weeks to decide on the appropriate resolution for complaints.

Certain panels meet weekly to accept complaints for investigation and to initiate investigations. These panels are referred to by CDSBC as “intake panels”.

17.7. Responsibility for Policy Review

The Committee has responsibility to review, at least every two years, and more frequently as necessary (e.g. based on legislative changes, or a development in regulatory practices), the following Board-approved organizational policies:

- Committee Terms of Reference
- Bylaws sections 10.02 – 10.03.
- [ntd: insert additional as required]

121 HPA, ss.33(3), 35(5) and 50.53.
122 The Committee’s powers are set out in the HPA at sections 27-32 and Bylaws, ss.10.02-10.03.
The Committee also has responsibility to recommend changes to these policies, as required.

17.8. Committee Calendar

The timetable for the Committee’s activities is reflected in the Committee’s calendar set out below.
18. DISCIPLINE COMMITTEE TERMS OF REFERENCE

18.1. Purpose

The Discipline Committee (referred to in section 18 as the “Committee”) adjudicates disciplinary matters when the investigation of a complaint identifies a serious problem, or when the complaint cannot be resolved through alternative dispute mechanisms or remediation.

18.2. Composition

The Committee is composed of at least 15 members and must include at least:\(^{123}\)

a) eight dentists, of whom
   i) at least four are general dentists;
   ii) at least two are certified specialists;

b) two CDAs; and

c) five public members, of whom at least one is an Appointed Member.

At least one-third of the total membership of the Committee must consist of public members.

A person must not simultaneously be a member of the Discipline Committee and the Inquiry Committee.

18.3. Panels\(^{124}\)

The Committee may meet in panels of three Committee members appointed by the Committee Chair.

A panel has the same powers as the Committee.

Panel composition varies according to whether the respondent is a dentist, CDA or certified specialist. When the respondent is a dentist, a panel consists of two dentists and one public member. When the respondent is a certified specialist, a panel consists of one public member and two dentists, one of who must be a certified specialist. When the respondent is a CDA, a panel consists of one dentist, one public member and one CDA.

A person must not sit on a panel hearing a matter in which the member was involved in the investigation or had any other prior involvement.\(^{125}\)

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\(^{123}\) Bylaws, s. 4.07.

\(^{124}\) Bylaws, s. 4.02.

\(^{125}\) Bylaws, s. 10.04(1).
Before sitting on a discipline panel, a Committee member must have successfully completed orientation and training as determined by the Registrar/CEO.

All members of a panel constitute quorum.\(^{126}\)

1.8.4. Accountability

The Committee’s adjudicative decisions are subject to review by the British Columbia Supreme Court.\(^{127}\)

1.8.5. Duties and Responsibilities

The Committee:

a) holds disciplinary hearings on the terms and conditions set out in the Act and Bylaws;\(^ {128}\)
b) orders fines, if any, to a maximum of $50,000;\(^ {129}\)
c) awards costs, if any;\(^ {130}\) and
d) reviews and monitors CDSBC’s implementation of the Act and Bylaws relating to disciplinary hearing policies and procedures to ensure they are transparent, objective, impartial and fair, and makes recommendations, as necessary.\(^ {131}\)

1.8.6. Meetings

The Committee meets at least once per year.

1.8.7. Responsibility for Policy Review

The Committee has responsibility to review, at least every two years, and more frequently as necessary (e.g. based on legislative changes, or a development in regulatory practices), the following Board-approved organizational policies:

- Committee Terms of Reference
- [ntd: insert additional as required]

The Committee also has responsibility to recommend changes to these policies, as required.

\(^{126}\) Bylaws, s. 4.04(2).
\(^{127}\) HPA, s.40.
\(^{128}\) The Committee’s powers are set out in the HPA at sections 38 and sections 10.04-10.08 of the Bylaws.
\(^{129}\) Bylaws, s. 10.07.
\(^{130}\) Bylaws, s. 10.08.
\(^{131}\) HPA, s. 16(1)(i.1). The Committee’s powers are set out in the HPA at sections 38 and sections 10.04-10.08 of the Bylaws.
18.8. Committee Calendar

The timetable for the Committee’s activities is reflected in the Committee’s calendar set out below.
19. CDA ADVISORY COMMITTEE TERMS OF REFERENCE

19.1. Purpose

The CDA Advisory Committee (referred to in section 19 as the “Committee”) reviews and monitors the implementation of the Bylaw provisions relating to CDAs and recommends to the Board changes it considers appropriate, and monitors and receives information about matters of concern to CDAs and makes recommendations to the Board concerning such matters.

19.2. Composition

The Committee is composed of at least seven members and must include at least:132

a) two dentists, one of whom is an Elected Member;

b) four CDAs, one of whom is an Elected Member;

c) one public member.

The majority of the total membership of the Committee must consist of CDAs.

19.3. Duties and Responsibilities

The Committee:

a) reviews and monitors the implementation of the Bylaw provisions relating to CDAs;133

b) monitors and receives information about matters of concern to CDAs;134 and

c) makes recommendations on these matters as it considers appropriate.135

19.4. Meetings

The Committee meets at least once per year.

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132 Bylaws, ss. 4.11(1) and (2).
133 Bylaws, s. 4.11(3)(a) – includes Parts 7 “Certified Dental Assistants” and Part 8 “Delegation and Supervision”. CDAs are certified by CDSBC. There are four classes of certification and CDAs must renew their certification with CDSBC each year in order to continue to practice (Part 7). Part 8 of the Bylaws identifies the activities that a dentist may delegate to CDAs and dental hygienists. It also specifies the “restricted activities” that may only be performed under the supervision of a dentist by dental assistants, CDAs, dental hygienists and dental students.
134 Bylaws, s. 4.11(3)(b).
135 Bylaws, ss. 4.11(3)(a) and (b).
19.5. Responsibility for Policy Review

The Committee has responsibility to review, at least every two years, and more frequently as necessary (e.g. based on legislative changes, or a development in regulatory practices), the following Board-approved organizational policies:

- Bylaws, Parts 7 “CDAs and 8 “Delegation and Supervision”
- A Guide to CDA Services
- Committee Terms of Reference
- [ntd: insert additional as required]

The Committee also has responsibility to recommend changes to these policies, as required.

19.6. Committee Calendar

The timetable for the Committee’s activities is reflected in the Committee’s calendar set out below
20. ETHICS COMMITTEE TERMS OF REFERENCE

20.1. Purpose

The Ethics Committee (referred to in section 20 as the “Committee”) addresses standards of professional ethics and policies regulating advertising and promotional activities.

20.2. Composition

The Committee is composed of at least seven members and must include at least:136

a) four dentists;

b) one CDA; and

c) two public members.

The majority of the total membership of the Committee must consist of dentists.

20.3. Duties and Responsibilities

The Committee:

a) when requested by the Board or the Registrar/CEO, assists in the development of new policies in areas that involve significant ethical questions or concerns;

b) reviews standards of professional ethics and recommends changes as required;137

c) reviews the promotional advertising provisions in the Bylaws at Part 12 and recommends changes as required;138

d) oversees communication with dentists and CDAs concerning advertising and promotions that do not fall within the Code of Ethics;

e) reviews specific advertising and promotional complaints to determine if they fit within the guidelines; and

f) establishes and recommends guidelines to assist dentists and CDAs in determining whether advertising and promotional materials comply with Part 12 of the Bylaws.139

20.4. Meetings

The Committee meets at least two times per year.

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136 Bylaws, ss. 4.11(1) and (2).
137 Bylaws, s. 4.09(3)(a).
138 Bylaws, s. 4.09(3)(b).
139 Bylaws, s. 4.09(1)(c).
20.5. Responsibility for Policy Review

The Committee has responsibility to review, at least every two years, and more frequently as necessary (e.g. based on legislative changes, or a development in regulatory practices), the following Board-approved organizational policies:

- Committee Terms of Reference
- Bylaws Section 12 – “Promotional Activities”
- Code of Ethics
- Dismissing a Patient – Practical and Ethical Concerns
- Guidelines for Promotional Activities
- [ntd: insert additional as required]

The Committee also has responsibility to recommend changes to these policies, as required.

20.6. Committee Calendar

The timetable for the Committee’s activities is reflected in the Committee’s calendar set out below.
21. QUALITY ASSURANCE TERMS OF REFERENCE

21.1. Purpose

The Quality Assurance Committee (referred to in section 21 as the “Committee”) is responsible for administering and maintaining the Quality Assurance Program: promoting competence, reviewing the standards of practice and recommending to the Board policies, mechanisms and programs designed to maintain the levels of knowledge, skill and professionalism of the registrants of CDSBC.

21.2. Composition

The Committee is composed of at least nine members and must include at least:140

a) five dentists;

b) one CDA; and

c) three public members, of whom at least one is an Appointed Member.

At least one third of the total membership of the Committee must consist of public members.

21.3. Duties and Responsibilities

The Committee:

a) develops and reviews practice standards, other than sedation and general anaesthetic standards, and recommends to the Board changes that the Committee considers appropriate to those standards;141

b) develops, administers and maintains the quality assurance program in accordance with Part 9 of the Bylaws;142

c) establishes criteria for the continuous practice requirements for dentists143 and CDAs;144

d) reviews and considers continuing education courses, study clubs, or equivalent activities for the purpose of dentists or CDAs satisfying CDSBC’s continuing education requirements;145

e) establishes criteria for determining the maximum number of hours of lecture, instruction, or other participation in an approved activity or a category of

140 Bylaws, s. 4.11(1) and (2).
141 Bylaws, s. 4.08(3)(a).
142 Bylaws, s. 4.08(3)(b).
143 Bylaws, s. 9.04(1).
144 Bylaws, s. 9.04(2). Dentists need 900 hours of continuous practice over three years while CDAs need 600 hours.
145 Bylaws, s. 9.02(1). Dentists must complete a minimum of 90 credit hours of approved study and CDAs must complete a minimum of 36 hours in a three-year cycle.
approved activities that may be credited towards satisfaction of CDSBC’s continuing education requirements;
f) establishes criteria to determine when each multi-year cycle begins for each dentist and CDA to whom the continuing education requirements apply; and
g) oversees the work of the Continuing Education Subcommittee.

21.4. Meetings

The Committee meets at least three times per year.

21.5. Responsibility for Policy Review

The Committee has responsibility to review, at least every two years, and more frequently as necessary (e.g. based on legislative changes, or a development in regulatory practices), the following Board-approved organizational policies:

- Committee Terms of Reference
- Bylaws, Part 9 “Quality Assurance” and 13.01(1) and (3) “Standards of Practice and Professional Ethics”.¹⁴⁶
- CE Requirements Guidelines
- CE Subcommittee Terms of Reference
- Clinical Practice Guidelines for the Early Detection of Oral Cancer
- Dental Emergencies Package Practice Guidelines
- Dental Recordkeeping Guidelines
- Infected-Affected Dentists & CDAs
- Infection Prevention and Control Guidelines
- Schedule 1 Drugs and Dentists Scope of Practice (i.e. Botox)
- Standards of Practice for Dentists and Certified Dental Assistants in British Columbia
- [ntd: insert additional as required]

The Committee also has responsibility to recommend changes to these policies, as required.

21.6. Committee Calendar

The timetable for the Committee’s activities is reflected in the Committee’s calendar set out below.

¹⁴⁶ Part 9 of the Bylaws includes two practice requirements, the first being the continuing education requirements and the second being a requirement for reporting continuous practice hours over a three-year period.
22. STRATEGIC PLANNING

22.1. Introduction

Planning is a critical component of good management and good governance. While the Board has the responsibility for ultimate plan approval, the Registrar/CEO works with the Elected Officers to lead the Board in developing the strategic plan and works collaboratively with the Board in areas of critical strategic importance.

The Board is responsible for approving a multi-year strategic plan and corresponding high-level budget, typically every three to five years. This long-term strategic plan and high-level budget guides the operations of CDSBC and forms the foundation for the Registrar/CEO to develop the annual operating plan and budget for presentation to the Finance and Audit Committee for recommendation to the Board.

Progress will be regularly assessed to ensure the organization is positioned for success.

22.2. Duties and Responsibilities

22.2.1. Government

Every year, the government, through the Minister, requires CDSBC to submit, and publish online, an annual report.\textsuperscript{147}

22.2.2. Registrar/CEO

The Registrar/CEO is responsible for the development of the multi-year strategic plan and high-level budget and the annual operating plan and budget, and leads Senior Management in the process.

22.2.3. Board

The Board’s role is to:

a) ensure there is an appropriate planning process in place that involves adequate consultation with key stakeholders to ensure CDSBC’s plans are in the best interest of the public; and

b) review, question, offer advice, validate and ultimately approve CDSBC’s plans, and monitor their implementation.

At various stages of development of the plans, the Board is briefed on the status of the planning process and may be asked to review draft elements of the plan.

22.3. The Planning Framework

CDSBC plans for long-term success and sustainability. Every three years the Registrar/CEO leads a comprehensive planning process resulting in a multi-year strategic plan and high-level budget. Annually, during each year of the multi-year

\textsuperscript{147} HPA, s.18(2) and (3).
strategic plan and led by the Registrar/CEO, the Board reviews the plan and makes adjustments as necessary to reflect any changes in CDSBC’s internal or external environment and/or to CDSBC’s risk profile, as may be determined at the annual risk review, led by the Registrar/CEO.¹⁴⁸

22.3.1. Multi-year strategic plan and high-level budget

The approval processes for the multi-year strategic plan and high-level budget consists of several key contact points between Senior Management and the Board.

22.3.1.1. Process

Prior to beginning the strategic planning process, the Registrar/CEO reviews with the Board the proposed process to develop the multi-year strategic plan and high-level budget, including the involvement of key stakeholders. The Board reviews and approves the strategic planning process.

22.3.1.2. Board Strategic Session (Retreat)

Following consultation with key stakeholders, and prior to Senior Management developing the multi-year strategic plan and high-level budget, Senior Management meets with the Board to review Senior Management’s view of the organization’s threats and opportunities as well as strengths and weaknesses and proposed key strategic issues of the multi-year strategic plan and high-level budget. The Board provides feedback to Senior Management. The goal of this session is to ensure alignment between the Board and Senior Management.

22.3.1.3. Draft Strategic Plan and Budget Meeting

Taking into account the feedback on key strategic issues from the Board, Senior Management prepares a strategic plan and budget for review with the Board at the Draft Strategic Plan meeting. The draft is sent to Board Members in advance of the meeting and key items are identified for discussion.

The draft strategic plan normally encompasses the following:

| Mission | Articulates the purpose of CDSBC and establishes its self-regulating identity |
| Vision | Provides a clear picture of the future state of CDSBC and its priorities |
| Mandate | Articulates CDSBC’s key functions |
| Values | Articulates CDSBC’s key values |
| Strategic Goals | Articulates the long term goals which must be achieved to realize the vision |

¹⁴⁸ Refer to section 23 “Risk Management Oversight”.

FINAL – Approved by Board on December 8, 2012
22.3.2. Strategic Plan and Budget Approval Meeting

As a result of feedback from the Draft Strategic Plan Meeting, Senior Management revises the multi-year strategic plan and high-level budget and sends to the Board the final multi-year strategic plan and high-level budget in advance of the Strategic Plan Approval Meeting. Once approved, the multi-year strategic plan and high-level budget guides the development of the annual operating plan and budget.

22.3.3. Annual Strategic Review

On an annual basis during the life of the multi-year strategic plan and high-level budget, Senior Management meets with the Board to present Senior Management’s review of CDSBC’s internal and external environment and, in light of those changes, any proposed adjustments to the multi-year strategic plan and high-level budget. The Board reviews this information with Senior Management and, on the advice of Senior Management, approves updates to the multi-year strategic plan and high-level budget as appropriate.

22.3.4. Performance Reporting Measures Approval

Following the annual strategic plan review and in connection with the development of the annual operating plan and budget, the Board and Senior Management agree on a set of key performance measures for CDSBC. While some of the performance measures are derived directly from the annual operating plan and budget, other measures are identified according to their short and long term strategic importance to CDSBC. Senior Management sends its recommended performance reporting measures to the Board in advance of the meeting and key items are identified for discussion.

22.4. Performance Reporting

The Registrar/CEO reports to the Board on an ongoing basis (at least quarterly) on the performance of CDSBC, whether it is achieving its targets as identified and any actions planned for areas that are not meeting expectations.

22.5. Timelines

The schedule for completion of the multi-year strategic plan and high-level budget, annual operating plan and budget and performance-reporting measures is as follows:
23. RISK MANAGEMENT OVERSIGHT

23.1. Introduction

CDSBC takes seriously its obligation to ensure that material risks are identified, that systems are implemented to manage or eliminate those risks, and that those systems are regularly reviewed and updated. A material risk is defined as the chance of something happening, measured in terms of probability and impact, that may adversely affect the achievement of CDSBC’s mandate and strategic objectives.

The following outlines the risk management roles and responsibilities for the Registrar/CEO, the Board, and the Finance and Audit Committee.

23.2. Duties and Responsibilities

23.2.1. Registrar/CEO

Primary responsibility for CDSBC’s risk management is vested in the Registrar/CEO and overseen by the Board.

The Registrar/CEO is responsible for establishing processes, procedures and mechanisms by which key matters of financial and non-financial risk (including reputational risk) are identified, and ensuring that strategies are developed to manage such risks.

23.2.2. Board

The Board has responsibility to:

a) understand the key financial and non-financial risks of CDSBC’s operations;

b) ensure, through regular reviews and assessments, that Senior Management has established appropriate systems to manage these risks; and

c) receive regular reports on the management of material risks to CDSBC.

In particular, the Board will review with the Registrar/CEO the policies and procedures that are in place to identify, manage and monitor material risk including, but not limited to:

a) risks of low probability with high impact and disaster preparedness;

b) operational risks of medium probability with low and medium impact;

c) reputational risks; and

d) such other risk issues of concern to the Board and Senior Management.

23.2.3. Finance and Audit Committee

The Finance and Audit Committee supports the Board with respect to risk management. Its terms of reference can be found in section 10.

23.3. Annual Risk Review

At least annually, the Board conducts a risk review where it reviews:
a) CDSBC’s material financial and non-financial (including reputational) risks;

b) the adequacy of Senior Management’s policies and procedures to identify and manage risk; and

c) the effectiveness of Senior Management’s risk management process.

23.4. External Review

Where appropriate (i.e. considering CDSBC’s internal resources, budget, procurement practices, and the Board budget) and in consultation with the Registrar/CEO, the Board may consult with an external consultant to provide an overview of CDSBC’s key risks and risk management strategies.
24. FINANCIAL AND OPERATIONAL OVERSIGHT

24.1. Introduction

Appropriate and satisfactory reporting of performance, based on appropriate systems and controls, is a critical component of good management and good governance and is carried out under the leadership of the Finance and Audit Committee and the Registrar/CEO.

24.2. Duties and Responsibilities

The Registrar/CEO and Senior Management have responsibility to develop the financial and operational reporting systems and report regularly to the Board, and the Board has responsibility to monitor performance and oversee the integrity of the reporting process.

24.2.1. Registrar/CEO

The Registrar/CEO:

a) establishes processes, procedures and mechanisms to strengthen the functioning of internal financial and operational controls;

b) makes any necessary recommendations to the Board and reports on any matter referred to the Registrar/CEO by the Board;

c) monitors the regulatory, administrative and financial performance of CDSBC and reports to the Board;

d) ensures an annual external audit is conducted;

e) reviews and approves the CDSBC annual report;

f) prepares, publishes and makes publicly available the CDSBC annual report;\(^{149}\) and

g) ensures the integrity of CDSBC’s internal control and management systems;

24.2.2. Board

The Board:

a) verifies that internal financial and operational controls and information systems are in place and functioning satisfactorily;

b) directs and oversees CDSBC’s external audit;

c) reviews and approves the annual audited financial statements;

d) monitors CDSBC’s performance against the objectives and agreed-upon key performance measures as set out in the multi-year strategic plan and high-level budget and/or the annual operating plan and budget, as applicable;

\(^{149}\) Bylaws, s. 5.05.
e) reports annually on the Board’s stewardship for the preceding fiscal year, including CDSBC’s performance against the agreed-upon performance measures;  
f) ensures financial results are reported fairly and in accordance with generally accepted financial reporting standards; and  
g) publishes a summary of the Board’s governance framework and key responsibilities.

24.2.3. Finance and Audit Committee

The Finance and Audit Committee assists the Board in carrying out its responsibilities with respect to financial and operational oversight of CDSBC. Its terms of reference can be found in section 10.
25. REGISTRAR/CEO EVALUATION

25.1. Introduction

The evaluation of the Registrar/CEO is one of the most important responsibilities of the Board and is carried out under the leadership of the Governance Committee (referred to in section as the “Committee”) and the President. A formal evaluation process makes performance expectations clear for both the Board and the Registrar/CEO and provides an opportunity for the Board and the Registrar/CEO to have an open, frank and constructive discussion regarding the Registrar/CEO’s leadership of CDSBC.

The main objectives of the Registrar/CEO evaluation process are to:

a) assess the Registrar/CEO’s past performance;

b) assess the Registrar/CEO in light of the future leadership needs of CDSBC and set strategic goals and objectives for the Registrar/CEO for the upcoming year; and

c) strengthen Board/ Registrar/CEO relations.

While the Committee and President provide a leadership role in carrying out the evaluation process, it involves input from the whole Board.

25.2. Performance Benchmarks

The Registrar/CEO has general responsibilities to lead CDSBC and fulfill his or her statutory regulatory and policy responsibilities as set out in Act, Regulations and Bylaws. These duties are captured in the Registrar/CEO Position Description.

In addition to the Registrar/CEO’s general responsibilities, each year the Registrar/CEO and Board (through the Committee) agree on specific performance goals and objectives for the Registrar/CEO for the upcoming year. The annual goals and objectives typically reflect:

a) key performance measures for CDSBC, developed by the Board, for the upcoming year related to CDSBC’s multi-year strategic plan and high-level budget and annual operating plan and budget;

b) specific goals related to the Registrar/CEO’s leadership of CDSBC; and

c) the Registrar/CEO’s personal and professional development goals.

25.3. Annual Performance Evaluation

The Registrar/CEO’s performance is evaluated annually. The Registrar/CEO is evaluated on:

a) execution of the Registrar/CEO’s responsibilities as chief executive officer of CDSBC;
b) execution of the Registrar/CEO’s statutory regulatory and policy responsibilities; and

c) level of achievement of the annual performance goals as set out in the Registrar/CEO’s annual goals and objectives.

25.4. Process

The Registrar/CEO evaluation process involves the following steps.

- In [month – e.g., month 12 of the fiscal year] of each year, the Registrar/CEO prepares annual performance goals and objectives for the following year, specifying how progress against each target will be measured. The Registrar/CEO shares those targets with the Committee and President, which reviews and if necessary amends them, in consultation with the Registrar/CEO. The annual performance goals and objectives are then presented to the full Board for discussion, revision if required, and approval.

- In [month] of each year, the Committee and President and the Registrar/CEO review and discuss the Registrar/CEO’s annual performance goals and objectives and progress against them.

- In [months – e.g., month 10 and 11 of fiscal year] of each year, the Registrar/CEO evaluation process takes place as follows;
  - The Registrar/CEO prepares a written self-appraisal, rating his or her performance against the Registrar/CEO’s general responsibilities and the previously agreed-upon annual performance goals and objectives.
  - The Registrar/CEO’s self-appraisal is provided to the Committee and President.
  - The Committee and President obtain input from all Board Members, Senior Management and staff as to the Registrar/CEO’s performance (a 360° review). Feedback may be obtained by way of a written survey questionnaire, discussion or some other format.
  - The Board may obtain feedback from various stakeholders relevant to CDSBC.\(^{150}\)
  - All feedback is consolidated by the Committee and President and discussed in confidence with the Board.
  - Following discussion by the Board, the President and Committee Chair meet with the Registrar/CEO to provide the Registrar/CEO with a written summary of the Board’s evaluation.
  - The Registrar/CEO may provide the Board with a written response to the review, through the Committee or the President.

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\(^{150}\) Each year, the Committee may identify several relevant internal and external stakeholder groups or individuals from whom feedback is sought.
25.5. Compensation Review

Following the Registrar/CEO's response, if any, the Board, on the advice of the Committee and President, determines the Registrar/CEO’s remuneration (including any incentive payment payable for the past fiscal period and any adjustments for the following fiscal period.)
26. REGISTRAR/CEO SUCCESSION PLANNING

26.1. Introduction

The purpose of succession planning is to ensure that, as CDSBC grows and changes, the right leadership is in place for CDSBC to achieve its strategic objectives. The Board is directly responsible for Registrar/CEO succession planning and is responsible to ensure the Registrar/CEO has appropriate succession plans in place for Senior Management positions.

26.2. Overview

Planning for Registrar/CEO succession involves a discussion of the following questions.

- Based on CDSBC’s strategy, what attributes are needed in a future Registrar/CEO, in both a planned and emergency succession situation?
- Who within CDSBC are seen as potential successors?
- What development, if any, is required to prepare potential successor candidates for the future Registrar/CEO role?
- If there are no internal candidates, what are the plans to prepare for emergency and planned transition?

Recognizing the link between succession planning and strategy, an appropriate time to review and discuss the Registrar/CEO and Senior Management succession plans is as part of or shortly after the completion of the annual strategic review.

The Board and the Registrar/CEO should be aligned in their views of potential internal candidates and their developmental needs. There should also be a logistics plan prepared in anticipation of an emergency and planned transition to ensure confidence in the process to both internal and external stakeholders.

26.3. Confirmation of Roles and Responsibilities

The roles and responsibilities of the succession planning process are shared among the Board, the Governance Committee and the Registrar/CEO.

26.3.1. Board

The Board is responsible for:

a) ensuring there is a succession plan in place for the Registrar/CEO that includes:
   i) a description of attributes that are key to the Registrar/CEO’s ability to lead the successful execution of CDSBC’s multi-year strategic plan (e.g. long term attributes);
   ii) a description of the attributes that would be key for a person stepping into the Registrar/CEO’s role on an interim basis in the event of an unplanned departure of the Registrar/CEO;
iii) an assessment of potential Registrar/CEO successor candidates against the long term attributes;

iv) a development plan for each potential Registrar/CEO successor candidate that takes into consideration the long term criteria; and

v) an assessment of potential candidates who could fill the Registrar/CEO’s role on an interim basis should there be an emergency or unplanned departure of the Registrar/CEO.

b) ensuring that criteria and processes for recognition, promotion, development and appointment of Senior Management team members are consistent with the future leadership requirements of CDSBC; and

c) ensuring that appropriate communications plans are in place with respect to:

i) communications with potential Registrar/CEO successors regarding ongoing assessment and development;

ii) communications on behalf of CDSBC should there be an unplanned departure of the Registrar/CEO.

26.3.2. Governance Committee

The Governance Committee:

a) leads the process, in collaboration with the Registrar/CEO, to develop the Registrar/CEO succession plan;

b) annually reviews and updates the Registrar/CEO succession plan and leads the annual Registrar/CEO succession plan review with the Board;

c) reviews the Registrar/CEO’s succession plan for Senior Management positions; and

d) reviews and discusses with the Registrar/CEO, the processes and outcomes associated with the recognition, promotion, and development of the Senior Management team.

26.3.3. Registrar/CEO

The Registrar/CEO:

a) establishes internal processes for identifying and developing CDSBC’s leaders in keeping with the leadership needs as identified through the strategic planning process;

b) works with the Governance Committee to develop a Registrar/CEO succession plan;

c) develops a Senior Management succession plan to ensure continued strong leadership at CDSBC as required to successfully execute CDSBC’s multi-year strategic plan;

d) designs CDSBC’s leadership assessment and development processes in keeping with the Registrar/CEO succession plan and Senior Management succession plan;
e) provides periodic updates to the Governance Committee and the Board on the mechanisms that build leadership talent and succession capability in CDSBC, including leadership competency frameworks, management development training and job changes; as well as assessments of the most likely successors for Registrar/CEO, other key positions at CDSBC;

f) ensures CDSBC has appropriate criteria and processes in place to hire, promote, transfer, and retain Senior Management and other key leadership positions; and

g) reviews the Senior Management succession plans each year with the Governance Committee and the Board.
27. BOARD CALENDAR

[Calendar to be inserted once TORs are final]
28. BOARD MEETING GUIDELINES

Under the Act, the Board may make bylaws for the meetings of the Board and its transactions.\(^{151}\)

28.1. Frequency

The Board typically holds four regular meetings per year that are open to the public.\(^ {152}\) The Board also holds an annual strategic planning or review session (see section 22) that is restricted to the Board and Senior Management. The Board may also hold special meetings as required.

28.2. Location

Typically, Board meetings are held at a facility in the Lower Mainland.

28.3. Regular Board Meetings – Open and In Camera (Closed) Sessions

Regular Board meetings are open to the public. They are typically followed by an in camera session (closed to the public).

All matters dealt with by the Board at regular Board meetings are dealt with in the open sessions except the following matters which are dealt with at the in camera sessions:

- a) financial or personal or other matters that are of such a nature that the interest of any affected person or the public interest in avoiding disclosure of those matters outweighs the public interest in board meetings being open to the public;

- b) information concerning an application by any individual for registration under section 20 of the Act, or for certification as a certified dental assistant under Part 7, the disclosure of which would be an unreasonable invasion of the applicant’s personal privacy;

- c) information concerning a complaint against, or investigation of, any individual under Part 3 of the Act, the disclosure of which would be an unreasonable invasion of the individual’s personal privacy;

- d) information the disclosure of which may prejudice the interests of any person involved in

  - i) a proceeding under the Act, including a disciplinary proceeding under Part 3 of the Act or a review under Part 4.2 of the Act, or

  - ii) any other criminal, civil or administrative proceeding;

- e) personnel matters;

- f) property acquisitions;

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\(^{151}\) HPA, s.19 (1)(c).

\(^{152}\) Bylaws, s.2.15 (1).
g) the contents of examinations;

h) communications with the Office of the Ombudsman;

i) instructions given to or opinions received from legal counsel, or any other matter which is subject to solicitor-client privilege;

j) information which CDSBC would be required or authorized to refuse to disclose to an applicant making a request for records under Part 2 of the Freedom of Information and Protection of Privacy Act; and

k) information which CDSBC is otherwise required by law to keep confidential.\(^{153}\)

28.4. Board-Only Session

The Board Members will regularly meet at the end of in camera session of the Board meetings without any members of CDSBC Senior Management or staff. The purpose of the Board-only portion of the Board meeting is to provide:

a) an opportunity for the Board to discuss particularly sensitive matters within the jurisdiction of the Board (for example, the Registrar/CEO appointment, performance, evaluation or compensation);

b) an opportunity for the Board to discuss sensitive internal Board governance matters and functioning (including success of the Board meeting, materials provided in support, what could have been improved, whether the time was used productively, and to address any issues of dissent or President or Board Member performance);

c) a forum in which Board Members who are reticent or reluctant to speak may indicate this and seek advice on the appropriate way to raise issues of concern; and

d) in the case of certain external advisors or consultants retained by the Board (i.e. external auditor), to safeguard the independence of those officers by providing direct access to the Board Members without CDSBC Senior Management or staff in attendance.

Any decisions made at Board-only portion of the Board meeting will be recorded and filed in a secure location.

Following this Board-only portion of the Board meeting, the President shall report to the Registrar/CEO on issues discussed at the meeting.

28.5. Agenda

The President and Elected Officers, in concert with the Registrar/CEO at the REO meetings, develop and set the Board meeting agendas.

For in camera meetings, the agenda will reference the specific section of the Bylaws permitting the in camera meeting.

\(^{153}\) Bylaws, s. 2.15(9).
Typically, the agenda and supporting materials will be distributed to Board Members at least seven days in advance of the meeting.

Board Members who wish to suggest items for discussion at Board meetings and additions to the agenda should contact the President at least two weeks prior to the Board meeting. The President may exercise his or her discretion whether to include the suggested item on an upcoming Board meeting agenda. Should the President decide not to include the item on the Board meeting agenda and the Board Member disagrees with this decision, the item shall be placed on the Board meeting agenda for discussion of whether the issue is of interest to the Board and if so, when it will be tabled for a full discussion.

28.6. Notice

The Board meeting schedule is set a year in advance, and notice of upcoming regular meetings of the Board is given at the previous regular Board meeting and posted on CDSBC website. Typically, at least 48 hours’ notice is given of special Board meetings, with the exception of urgent business.

28.7. Information for Meetings

Material distributed to the Board Members in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered and decisions sought from the Board. The Registrar/CEO will designate an administrative assistant to the Board who will coordinate materials assembled in support of the Board meetings. All material submitted for consideration by the Board becomes part of the record of the Board, and will be deposited with the administrative assistant to the Board for maintenance, safekeeping and access.

On major items requiring a Board decision, the Registrar/CEO provides a covering memo outlining the background to the proposal, any recommendations, the main reasons for the recommendations, how the recommendations fit within CDSBC’s strategy, the financial implications and the anticipated risks, if applicable.

Board Members must devote the necessary time and attention to be able to make informed decisions on issues that come before the Board. Board Members are expected to be knowledgeable about CDSBC’s mandate, goals and objectives, and operations.

Board Members must be fully prepared for Board meetings, including reading the meeting package. If a Board Member has questions about submissions to the Board, he/she should ask the President if advance of the meeting. The President will consult with the Registrar/CEO, as required. Notice of issues or questions allows the President to ensure that the information necessary for the Board to make informed decisions is available at the meeting.

Board Members are expected to advise the President and the Registrar/CEO in advance of introducing significant and previously unknown information or issues.

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154 Bylaws, s. 2.15 (5).
155 Bylaws, s. 2.15 (6).
28.8. Procedures at Meetings

The following describes general procedures regarding the conduct of meetings.

a) The quorum for any meeting of the Board is a majority of Board Members.\footnote{Bylaws, s.2.15(13).}

b) Each Board Member has one vote on each matter to be decided by the Board. Decisions arising at a Board meeting are decided by majority vote. The President has the same right to vote as other Board Members, and in the case of a tie vote on a motion, the motion is defeated.\footnote{Bylaws, s.2.15(14).}

c) A Board Member may participate in a Board meeting by telephone or other communication device that allows the participants to hear each other, and is not required to be physically present to be counted as part of the quorum.\footnote{Bylaws, s.2.15(13).}

d) Voting is by a show of hands unless determined otherwise by the Board for a particular resolution or to accommodate a Board Member participating by telephone conference call.

28.9. Written Resolutions

On occasion, questions to be decided by the Board are circulated electronically or mail. In such cases, a resolution must be consented to in writing by each of the Board Members entitled to vote on the resolution.\footnote{Note: Bylaws require majority; best practice is 100%; Governance Committee will review this practice after one year.}

28.10. Minutes

The administrative support person designated to the Board ensures the minutes of each Board meeting are provided in a timely manner. Minutes are records of decisions made and actions taken, and while they may summarize discussions, are not a transcript.

The Elected Officers and the Registrar/CEO are provided with the draft minutes of each Board meeting (open and \textit{in camera}) within ten business days of the meeting for their review and comment. The Board is provided with the minutes (open and \textit{in camera}) within four weeks after the meeting date. Once approved by the Board, the minutes serve as the official record of the meeting.

“Board Meeting Highlights” and minutes from the open session of the regular Board meetings are posted on CDSBC’s website.\footnote{Bylaws, ss.2.15(10-12).}

Minutes of \textit{in camera} meetings and the Board-only portion of the Board meeting are filed in a secure location.
28.11. Board Deliberations and Confidentiality

The details of any matter discussed at an in camera meeting of the Board must be held in strict confidence by all those in attendance. By resolution of the Board, any of the matters discussed at an in camera meeting may be brought forward for discussion at a regular meeting, unless not permitted by the Bylaws under section 2.15(9).

28.12. Special Meetings of the Board

A meeting can be convened by the President or at the request of any six Board Members.\(^{161}\)

28.13. Attendance

Board Members are expected to attend all meetings.

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\(^{161}\) Bylaws, s.2.15(3).
29. ORIENTATION AND PROFESSIONAL DEVELOPMENT

The Governance Committee (referred to in section 29 as the “Committee”), with the assistance of Senior Management, ensures there is an orientation program for new Board Members.

29.1. Goals

The goals of the orientation program are to:

a) ensure that each new Board Member has a clear understanding of CDSBC’s governance framework, including the role of the Board, its supporting committees, and the expectations in respect of individual Board Member performance;

b) help each new Board Member build an understanding of CDSBC, its operations and working environment including:
   i) its strategic goals and initiatives;
   ii) summary details of its principal assets, liabilities and significant commitments;
   iii) its major risks and risk management strategy;
   iv) key performance indicators;
   v) any operational or financial constraints imposed by legislation or otherwise;
   vi) the Code of Conduct, including its conflict of interest and confidentiality provisions;

c) build a link with the individuals who make up CDSBC, including:
   i) opportunities to meet and get to know fellow Board Members;
   ii) meetings with Senior Management;
   iii) a visit to CDSBC’s offices; and

d) build an understanding of CDSBC’s main relationships, including the public, government, registrants, educational institutions, other colleges, dental professional member service organizations and other key stakeholders.

29.2. Written Material

New Board Members receive a comprehensive set of written briefing materials including:

a) the Board Manual;

b) the most recent multi-year strategic plan and high-level budget, annual operating plan and budget, and annual report;

c) minutes from the previous year’s Board meetings;
d) details of any material litigation or disputes involving CDSBC; and

e) a schedule of dates for upcoming Board meetings and Committee meetings.

29.3. Process for New Members

Each new Board Member is expected to participate in an initial orientation session. The Committee ensures that arrangements are made for the orientation session for a new Board Member. The session is scheduled as soon as possible after his/her appointment takes effect. The session includes specific orientation in respect of any Committees that the new Board Member will be joining.

29.4. Mentor

Each new Board Member is matched with a current Board Member, who acts as a resource and advisor at the start of the new Member’s tenure. This mentoring program provides the new Board Member with a chance to get comfortable with his or her new role, and to interact one-on-one with someone who may have experience in the areas in which the new Board Member has any questions. It is also an opportunity for the new Board Member to become acclimatized to the Board, by gaining a sense of its culture, and to meet other Members in informal situations.

The role of the mentor is to:

a) follow up after Board meetings to debrief and answer questions, including basic questions that it might be easier for the new Board Member to ask of a mentor than of an entire Board;

b) encourage the new Member to actively participate in the Board;

c) initiate informal contact between Board meetings for the first few months of a new Board Member’s tenure, to facilitate an ongoing discussion of ‘how’ to be a Board Member of CDSBC;

d) provide advice and direction to the new Member as required, including with respect to, for example:
   i) Board norms and behaviours;
   ii) the background of any current controversies; and
   iii) history of major board/organizational issues;

e) assist the new Board Member to access resources and information as needed; and

f) provide feedback to the Committee on the Board’s orientation process to address information gaps or areas that have been overlooked for the future benefit of new Board Members.

29.5. Professional Development

The Board is committed to ongoing professional development for Board Members.
The Committee identifies professional development opportunities for Board Members to be provided throughout the year.

If a Board Member wishes to take advantage of a professional development opportunity not previously identified by the Board, and seeks reimbursement from the Board for expenses related to the opportunity, the Board Member must obtain the prior approval from the President and the Registrar/CEO.

29.6. Orientation Schedule

The following table sets out the steps in the orientation process and identifies the individual who is responsible for each component.
### Orientation - Month One and Two

<table>
<thead>
<tr>
<th>Who</th>
<th>Action</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 President</td>
<td>Send welcome letter to new Board Member</td>
</tr>
</tbody>
</table>
| 2 Registrar/CEO designate| Send materials to new Board Member:  
  - the Board Manual  
  - the most recent multi-year strategic plan and high-level budget, annual operating plan and budget, and annual report  
  - minutes from the previous year’s Board meetings;  
  - a schedule of dates for upcoming Board meetings and Committee meetings  
  Request from new Board Member:  
  - Code of Conduct declaration  
  - biographical information for publication (website)  
  - arrange for Oath of Office |
| 3 President              | Meeting with new Board Member to discuss:  
  - Board operations  
  - performance expectations and appraisals  
  - major issues  
  - proposed committee assignment, if any  
  - Board agenda template, Board package, practices at Board meetings, etc.  
  - division of responsibilities between Board and Senior Management |
<table>
<thead>
<tr>
<th>Who</th>
<th>Action</th>
</tr>
</thead>
</table>
| 4   Registrar/CEO or designate | Meeting with the new Board Member to give an overview of:  
  - CDSBC’s operational environment, stakeholders and community  
  - CDSBC’s mission, vision, mandate, values and strategic plan  
  - key challenges, opportunities and related strategies  
  Arrange for new Board Member to tour CDSBC’s offices.  
  Arrange for new Board Member to meet with members of the Senior Management team and the Registrar/CEO. |
| 5   Existing Board Member (Mentor) | Meeting with new Board Member to describe perspective of Board activities and advice based on experience |

### Orientation – Month Three

<table>
<thead>
<tr>
<th>Who</th>
<th>Action</th>
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</thead>
<tbody>
<tr>
<td>1   President/Registrar/CEO</td>
<td>Meet with new Board Member to obtain feedback on orientation process, determine comfort level with his/her role, and to determine if more information or training is required for the new Board Member</td>
</tr>
</tbody>
</table>
30. BOARD AND COMMITTEE EVALUATION

30.1. Introduction

The Board is committed to Board evaluation, the purpose of which is to provide Board Members with an opportunity each year to examine how the Board, the Elected Officers, the Committees, Committee Chairs and individual Board Members are performing, and to identify opportunities for improvement.

30.2. Process

The process used may change from year to year. Each year, the Governance Committee (referred to in section 30 as the “Committee”) recommends to the Board the specific evaluation process to be undertaken. The process is appropriate to the Board’s stage of development, and takes into account past Board evaluation processes and results.

The Committee may engage an outside advisor to assist in the design and implementation of an evaluation process, subject to the approval of the President.

30.3. Board Evaluation

30.3.1. Objective

The objective of the Board evaluation process is to assist the Board to:

a) assess the overall performance of the Board and measure the contributions made by the Board to CDSBC in keeping with CDSBC’s governance framework;

b) evaluate the mechanisms in place for the Board to operate effectively and make decisions in the best interests of the public;

c) add value to CDSBC; and

d) achieve and maintain excellent governance practices.

30.3.2. Areas to be Evaluated

Board evaluation is designed to review the effectiveness of the Board. Typical assessments evaluate the following areas:

a) the quality of Board meetings including appropriateness, effectiveness and sufficiency of calendar, topics, time allocation, pre-meeting information packages and presentations;

b) Board dynamics, including the quality of the discussion;

c) the appropriateness and sufficiency of financial and operational reporting;

d) the quality of the relationships between the Board and the Registrar/CEO;

e) the Board’s practices with respect to ethical conduct;

f) Board Member orientation and professional development;
g) Board processes with respect to strategic planning, risk management, Registrar/CEO evaluation and succession; and
h) the Board’s relationship with the public, government and key stakeholders.

30.4. President Evaluation

30.4.1. Objective
The objective of the President evaluation process is to provide feedback to the President to improve the overall performance of the President and, in turn, the Board.

30.4.2. Areas to be Evaluated
President evaluation is based on the expectations of the President set out in the President Position Description and covers such areas as:

a) integrity and ethics;
b) management of Board meetings;
c) management of information flow between the Board and the Registrar/CEO;
d) management of the Board’s decision-making processes;
e) relationship with the Registrar/CEO;
f) relationship with Board and Committee Members; and
g) relationship with the public, government, and key stakeholders on behalf of the Board.

30.5. Individual Board Member Evaluation

30.5.1. Objective
The objective of individual Board Member evaluation is to provide feedback to each Board Member on his or her performance so the Board Member may develop his or her effectiveness and, in turn, the Board’s effectiveness.

30.5.2. Areas to be Evaluated
Individual Board Member evaluation is based on the expectations of individual Board Members set out in the Individual Board Member Position Description and covers such areas as:

a) key areas of contribution;
b) level of engagement;
c) communications style; and
d) advice on how Board Member’s contributions could be greater.
30.6. Committee Evaluation

30.6.1. Objective
The objective of a committee evaluation is to improve the functioning of the committee and thus contribute to the Board’s overall performance.

30.6.2. Areas to be Evaluated
Committee evaluation covers such areas as:
   a) the appropriateness of the committee’s mandate;
   b) the composition of the committee;
   c) the contributions of the committee to the Board’s work; and
   d) the quality of reporting to the Board.

30.7. Committee Chair Evaluation
Committee Chair evaluation covers such areas as:
   a) integrity and ethics;
   b) management of committee meetings;
   c) management of information flow between the committee and the Board;
   d) management of the committee’s decision-making processes;
   e) relationship with the President;
   f) relationship with the Registrar/CEO; and
   g) relationship with committee members.
31. BOARD COMPOSITION AND SUCCESSION PLANNING

31.1. Introduction

Effective Boards are composed of Board Members having the right combination of personal attributes and relevant skills and experience.

The Board is composed of:

a) Elected Members (including Elected Officers);

b) and Appointed Members.

All Board Members are responsible to act in the best interests of the public at all times. The duties and responsibilities of individual Board Members are set out in the Individual Board Member Position Description.

As set out below, the Board maintains an analytical framework for assessing desired competencies, expertise, skills, background and personal qualities that are sought in potential candidates for appointment or election to the Board. This framework is shared with bodies that appoint or elect Board Members.

31.2. Key Considerations in Board Composition

The optimal Board composition for CDSBC involves a consideration of the following four broad categories.

31.2.1. Personal Characteristics

All Board Members should be committed to CDSBC’s mission, vision, mandate and values and possess the following personal characteristics:

- commitment to the public interest;
- integrity and accountability;
- the ability to hold views and express them in a collegial manner;
- informed judgment;
- the ability to provide wise, thoughtful counsel on a broad range of governance issues;
- a preference for Board and team performance over individual performance;
- high performance standards;
- a history of achievements that reflects high standards for themselves and others;
- ability to commit the time required; and
- no real or perceived conflicts.
31.2.2. Specific Skills and Experience

Board Members, as a group, ideally should possess a combination of skills and experience relevant to CDSBC’s strategic goals and the Board’s regulatory, policy and organizational oversight responsibilities. The specific skills and experience sought may change from time to time in keeping with changes to CDSBC’s internal and external opportunities or challenges. Relevant skills and experience include:

- previous board/governance experience;
- executive leadership;
- financial accounting and/or audit;
- healthcare sector;
- human resources;
- legal;
- self-regulating profession;
- public sector;
- strategic planning;
- risk management;
- communications;
- policy-making; and
- regulatory.

31.2.3. Board Leadership

In order for the Board to be effective, it is important that the Board includes some Board Members who have the necessary skills, experience and desire to fill key leadership positions on the Board including President, Vice-President and Treasurer. Relevant skills and experience for the Elected Officers include:

- **Commitment to the Public Interest**
- **Time Commitment**: the ability to commit the time required to devote to undertaking the President or Elected Officers’ responsibilities as set out in the Position Descriptions.
- **Business/Community Credibility**: recognized stature as a business and/or community leader at a local or provincial level.
- **Leadership**: a strong consensus builder and leader of people, with experience motivating and mentoring senior executives.
- **Sensitivity to Self-Regulating Professional Environment**: prepared to work collaboratively and respect the roles of CDSBC, the Registrar/CEO and staff, registrants, government, the public, volunteers and others involved in CDSBC.
• **Board Experience**: an understanding of contemporary governance standards and expectations in the context of a self-regulating health profession.

31.2.4. Diversity

Within the context of the required Board skills, consideration is given to bringing together a diverse group of Board Members with the goal of creating robust Board dynamics, full Board discussions and ensuring different perspectives are brought to issues. Diversity in this context includes diversity of backgrounds, perspectives and problem solving approaches. The Board should also reflect cultural, gender and age diversity relevant to the community served by CDSBC.

31.3. Process

The President, Governance Committee (referred to in section 31.3 as the “Committee”) and Board Members all play key roles in identifying the needs of the Board and potential candidates to fill those needs.

31.3.1. Identifying Required Skills and Experience

In consultation with the President, the Committee leads a process to identify specific skills and experience desired in new Board Members to fill upcoming vacancies. In order to identify the desired skills and experience, the Committee develops and analyzes a Board Matrix to determine:

a) the optimal attributes desired for the Board as a whole;

b) the skills, background and experience of continuing Members; and

c) the “priority needs” (i.e., those attributes that should be added and/or strengthened on the Board) ideally to be filled by new Members.

Appendix A sets out a form of Board Matrix to be used as a guide by the Committee in reviewing the needs of the Board and the priority needs in new Board appointments. In completing the Board Matrix, each year the Committee:

a) reviews and revises the list of desired skills and experience along the horizontal axis as required;

b) marks the key skills and experience of each continuing Board Member;

162 In completing the competencies of each continuing Board Member, the Board Member receives a check mark for each area in which the Board Member makes a significant contribution and is expected to play a leadership role on the Board.

163 Board Members who disagree with their key skills analysis can recommend changes to the Committee.
The Board may consider former and current CDSBC Committee members as potential Board Members.

31.3.2. Process Considerations – Appointed Board Members

As noted by the Board Resourcing and Development Guidelines:

“While, ultimately, it is the government’s responsibility to appoint directors, ideally, after consultation with the organization, the organization should be satisfied that the appointee has the skills and knowledge necessary to enhance the effectiveness of the board and will be a good fit with the board culture.”

Once the needs of the Board are determined as set out above, the Committee, together with the President and after consultation with the Registrar/CEO, identifies individuals qualified to stand for re-appointment and/or searches proactively to identify individuals to become new Members of the Board, consistent with any qualifications, expertise and characteristics approved by the Board. All Board Members are encouraged to identify for the Committee’s consideration individuals who meet the desired skills and experience.

The President plays a lead role in liaising with the Board Resourcing and Development Office with respect to Appointed Members. Throughout the recruitment and appointment process, the President consults with the Board Resourcing and Development Office on the background, experience and skills required on the Board, potential Appointed Member candidates, and feedback on the performance of incumbent Board Members.

In relation to any current Appointed Member that is eligible for re-appointment, the President provides the Board Resourcing and Development Office with an assessment of the Board Member’s performance during the preceding term, based on the President’s personal assessment, in consultation with the Committee, and any feedback provided through a Board Member evaluation process (if applicable).

At least six months prior to the expiry of a Board Member’s term, the Board, through the President:

a) provides notice to the Board Resourcing and Development Office that the term of the Board Member is about to expire;

b) provides a written request for a new appointment to fill such vacancy;

c) provides the Board Resourcing and Development Office with the Board’s analysis of the needs to be filled in a new appointment; and

d) provides the names and biographical information of any individuals recommended by the Board to fill the vacancy.

31.3.3. Process Considerations – Elected Members

Prior to an election being held, the Board, through the President, provides each constituency with:

a) the Individual Board Member Position Description (and, if applicable, the President and/or Elected Officers’ Positions Descriptions); and
b) the Board’s analysis of the needs to be filled on the Board as a whole.
32. CDSBC COMMITTEE APPOINTMENTS

[To be discussed - This policy refers to recruiting and appointing the individuals who serve on the policy and regulatory CDSBC Committees.]
33. CODE OF CONDUCT FOR BOARD AND COMMITTEE MEMBERS

33.1. Introduction and Application

CDSBC is committed to the highest standards of business ethics and integrity in the conduct of its affairs.

This Code of Conduct (the “Code”) provides guidelines intended to support ethical behaviour and decision-making by CDSBC Board and Committee members. The Code applies to all CDSBC Board and Committee members.

33.2. Compliance with Law and Ethical Standards

CDSBC’s Board and Committee members shall comply with all applicable provisions of laws and regulations. No one in CDSBC shall commit or condone an illegal act or instruct another Board, Committee or staff member to do so. All Board and Committee members are expected to follow the spirit as well as the letter of the law.

All Board and Committee members will conduct themselves in such a way as to continuously protect CDSBC’s reputation, mission, vision, and values, and in particular, will conduct all business on behalf of CDSBC fairly and honestly.

33.3. Conflict of Interest

A conflict of interest is a situation in which the private interests of a Board or Committee member conflict directly or indirectly with his/her fiduciary duty to CDSBC, including his or her duty to act in the best interests of the public.

CDSBC’s primary and strongest defence against conflicts of interest is a strategy of avoidance. By creating systems and processes that, as a matter of practice, avoid actual, potential or perceived conflicts of interest, CDSBC can most effectively reduce the risks associated with conflict of interest. Where an individual is seen to have a potential conflict of interest that is systemic and significant (i.e., it is likely to arise regularly during the individual’s service on the Board or Committee and the perceived external influence on the individual is significant), the Board does not invite such a person to serve on the Board or Committee.

Board and Committee members should avoid any situation in which there is an actual or potential conflict of interest that could, or could appear to, interfere with the Board or Committee member’s judgment in making decisions in the best interest of the public.

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1 A “perceived conflict of interest” means any situation where it would appear to a reasonable person that a Board member is in a conflict of interest situation.
33.3.1. Definitions

This section:

a) “private interest” means a pecuniary or economic interest or advantage and includes any real or tangible benefit that personally benefits the Board or Committee member or his or her associate;

b) “associate” means:
   - a spouse of the Board or Committee member;
   - a son or daughter of a Board or Committee member or of the spouse of a Board or Committee member, if the son or daughter is under 19 years of age or is living in the family residence;
   - a relative of the Board or Committee member who is living in the family residence;
   - a friend of the Board or Committee member;
   - a corporation of which the Board or Committee member beneficially owns, directly or indirectly, more than 20% of the voting rights attached to all outstanding voting securities of the corporation; or
   - a trust or estate in which the Board or Committee member has a substantial beneficial interest or for which the Board or Committee member serves as trustee;

c) “friend” includes an individual with whom the Board or Committee member is connected by frequent or close association;

d) “relative” means a relative by blood, adoption or marriage; and

e) “spouse” means a person to whom the Board or Committee member is married or with whom the Board or Committee member is living in a marriage-like relationship, including a person of the same gender, but does not include a person from whom the Board or Committee member is separated or living apart and with whom the Board or Committee member has entered into an agreement to live apart or who is the subject of an order of a court recognizing the separation.

The following examples have been developed to provide guidance to Board and Committee members in areas where actual, potential or perceived conflicts of interest or other ethical issues may arise. They do not constitute an exhaustive list.

33.3.2. Corporate Opportunity

No Board or Committee member should receive personal financial benefit through the use or misuse of confidential information in relation to the business of CDSBC. Examples of situations that could contravene this policy are:

a) taking advantage, for personal gain, of a business opportunity known because of one’s position with CDSBC;
b) speculating in any commodity or real estate that is or is likely to be acquired or required by CDSBC; or

c) conducting any private business activity from or by using any CDSBC asset for personal purposes, unless expressly authorized to do so, in writing.

### 33.3.3. Confidential Information

A Board or Committee member should at all times maintain the confidentiality of all confidential information and all records of CDSBC, and must not make use of or reveal such information or records except in the course of performance of his or her duties or unless the documents or information become a matter of general public knowledge.

Similarly, Board and Committee members may not use confidential information obtained through their association with CDSBC to further their private interests or the private interests of their associates.

A Board or Committee member using CDSBC’s computer database or electronic mail system will be expected to comply with any internal policies and procedures that guide the storage, use and transmission of information through these media.

### 33.3.4. Investment Activity

Board and Committee members may not, directly or indirectly through associates, acquire or dispose of any interest, including publicly traded shares, in any entity when in possession of confidential information obtained in the performance of their duties with CDSBC that could affect the value of such interest.

### 33.3.5. Entertainment, Gifts and Benefits

In this discussion, “gifts or benefits” include cash, preferred loans, securities or secret commissions and “entertainment” includes invitations to attend events or functions, or to take part in excursions.

It is essential that all those who do business with CDSBC have access to CDSBC on equal terms.

Board and Committee members should not accept entertainment, gifts or benefits that grant or may appear to grant preferential treatment to an individual or entity that does business with CDSBC.

Similarly, no Board or Committee member may offer entertainment, gifts or benefits in order to secure preferential treatment for CDSBC.

Gifts, entertainment and benefits may only be accepted by a Board or Committee member in the normal exchanges common to business relationships. The following criteria should guide Board and Committee members’ judgment:

a) the gift, entertainment or benefit would be considered by the business community to be within the bounds of propriety taking into account all the circumstances of the occasion;

b) the exchange does not nor is it expected to create an obligation;

c) it occurs infrequently; and
d) it could be justified on a CDSBC expense statement if the Board or Committee member offered rather than received it.

Full and immediate disclosure of borderline situations will always be taken as good-faith compliance with this Code of Conduct.

### 33.3.6. Use of CDSBC Property

CDSBC assets must not be misappropriated for personal use by Board or Committee members.

Board and Committee members are entrusted with the care, management and cost-effective use of CDSBC’s property, including the use of CDSBC’s name, and should not make use of these resources for their own personal benefit or purposes.

Board and Committee members should ensure that any CDSBC property assigned to them for business purposes is maintained in good condition, and should be able to account for such property.

### 33.3.7. Register of Conflicts

The Board and each Committee (as applicable) shall maintain an up-to-date register of all Board and Committee member conflicts of interest.

### 33.4. Protocol for Dealing with Conflicts of Interest

Due to inherent actual, potential or perceived conflicts of interest that may arise, Board and Committee members may not be involved, directly or indirectly in research funding applications during service of their term as Board or Committee member. Board and Committee members who find themselves in an actual, potential or perceived conflict of interest must disclose the conflict to the President or the Registrar/CEO at the earliest available opportunity. Board and Committee members are required to abstain from participating in discussions and voting on matters that impact the outcome of the activity or decision. Full disclosure enables Board and Committee members to resolve unclear situations and gives an opportunity to dispose of or appropriately address conflicting interests before any difficulty can arise.

### 33.5. External Disclosure of Confidential Information

Board and Committee members may only disclose confidential information to external third parties when disclosure is authorized or required by law or an enactment in a court proceeding. Any other external disclosure of confidential information is subject to prior approval of the President and the Registrar/CEO.

### 33.6. Accounting Practices and Communications

CDSBC’s policy is that strict compliance with prescribed accounting procedures and controls will be practised at CDSBC at all times. All assets, liabilities, income and expenses shall be correctly identified and recorded in the appropriate books of account. No Board or Committee member shall make any false or misleading statement to the auditors or conceal or omit information necessary to make statements to the auditors.
meaningful. No Board or Committee member shall withhold any books or records relevant to any subject under review from the auditors.

**33.7. Harassment and Discrimination**

CDSBC is particularly committed to maintaining and supporting an environment that is respectful and free from harassment of any nature. Board and Committee members shall act honestly and fairly, and without discrimination based on age, gender, race, colour, national or ethnic origin, language, religion, sex, sexual orientation, marital or family status, mental or physical ability, or any other ground prohibited by law.

**33.8. Provisions of Code of Conduct not Exclusive**

The provisions of the Code are in addition to, and not in substitution for, any obligation to CDSBC imposed upon by common law, equity or statute. Compliance with the Code shall not relieve a Board or Committee member from any such obligation.

**33.9. Violations of This Code of Conduct**

Where an allegation is made that a Board or Committee member has violated the Code, the Board or Committee member shall be informed of the allegation in writing. The Board or Committee member shall be offered a chance to respond to the allegation. The Board shall investigate the alleged violation and determine:

- where the Code has not been violated, that no further action be taken;
- where the Code has been violated, and the violation is minor in nature, that no further action be taken; or
- where the Code has been violated, and the violation is more serious in nature, whether or not to subject the Board or Committee member to censure, and what form that censure should take.

The Board or Committee member against whom the allegation has been made shall not participate in the Board’s investigation or any voting in respect of action to be taken.

**33.10. Annual Declarations**

Board and Committee members are required to annually complete the Form of Annual Declaration set out below to acknowledge that they have read and do understand the Code.
FORM OF ANNUAL DECLARATION FOR BOARD AND COMMITTEE MEMBERS

Name: ____________________________________________________________

This Statement discloses information as of ___________________, 20___

I have read and understood the Code of Conduct.

A direct or indirect conflict with my duty as a Board or Committee member of CDSBC may arise because:

I, __________________________________________(print name), declare that:

1. Other than disclosed above, I do not have any relationships or interests that could compromise, or be perceived to compromise, my ability to exercise judgment with a view to the best interests of the public.

2. I have read and considered this Code of Conduct and agree to conduct myself in accordance with the Code.

3. I agree to promptly provide an updated Declaration annually or as may be required by changed circumstances.

________________________________________
Signature

__________________________________________  __________________________________________
Print Name                              Date
34. OATH OF OFFICE

Oath of Office

Before taking office, a Board Member must take and sign, by oath or solemn affirmation, the following oath prescribed by the Minister: 165

I do swear or solemnly affirm that:

- I will abide by the *Health Professions Act* and I will faithfully discharge the duties of the position, according to the best of my ability;
- I will act in accordance with the law and the public trust placed in me;
- I will act in the interests of CDSBC as a whole;
- I will uphold the objects of CDSBC and ensure that I am guided by the public interest in the performance of my duties;
- I have a duty to act honestly;
- I will declare any private interests relating to my public duties and take steps to resolve any conflicts arising in a way that protects the public interest;
- I will ensure that other memberships, directorships, voluntary or paid positions or affiliations remain distinct from work undertaken in the course of performing my duty as a board member;

So help me God. [omit this phrase in an affirmation]

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165 *HPA*, s. 17.11.
35. BOARD MEMBER LIABILITY INSURANCE

35.1. Exclusion of Liability

Under the Act, Board Members are protected against actions for damages in respect of any act or omission in the course of their duties, excepting acts of bad faith.\(^{166}\)

35.2. Liability Policy

Board Members are covered under CDSBC's general liability policy, covering bodily injury liability, property damage liability, Directors and Officers and errors and omissions liability. More information about the coverage is available from the Registrar/CEO.

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\(^{166}\) Act, s. 24(1).
36. BOARD MEMBER HONORARIUMS AND EXPENSES

Board Members are entitled to honorariums in accordance with Board approved CDSBC Expense Policy for Volunteers.\footnote{Bylaws, s. 2.14.}

Board Members are reimbursed by CDSBC for reasonable expenses necessarily incurred by them in the discharge of their duties in accordance with Board approved CDSBC Expense Policy for Volunteers.\footnote{Bylaws, s. 2.14.}

The Finance and Audit Committee review expenses.
37. HEALTH PROFESSIONS ACT

The Health Professions Act* (HPA) is the provincial legislation that provides a common regulatory framework for B.C.'s regulated health professions. Under the HPA, regulatory colleges have the power and duty to oversee the practice of their registrants in order to protect public safety.

http://www.bclaws.ca/Recon/document/ID/freeside/00_96183_01

38. HEALTH PROFESSIONS GENERAL REGULATION


39. DENTIST REGULATION

Regulations are created by the government for each health profession governed under the HPA. Each regulation contains a scope of practice statement that describes what the profession does and how it does it, and a list of activities that outlines what members of that profession are authorized to do.


40. COLLEGE BYLAWS

The CDSBC Bylaws are the rules that govern the management of the College and its registrants. The bylaws provide the framework for our day-to-day operations, including the duties and responsibilities of the governing board, committees and the Registrar; qualifications for registration; and the regulation of professional conduct, quality assurance, corporations, and ethics.

https://www.cdsbc.org/CDSBCPublicLibrary/CDSBC-Bylaws.pdf
41. BOARD APPROVED POLICIES

- Awards Policy
- CE Requirements Guidelines
- Code of Ethics
- Clinical Practice Guidelines for the Early Detection of Oral Cancer
- Dental Emergencies Package
- Dental Recordkeeping Guidelines
- Dismissing a Patient – Practical and Ethical Concerns
- Expense Policy for Volunteers
- A Guide to CDA Services
- Guidelines for Promotional Activities
- Blood-Borne Pathogen Policy
- Infection Prevention and Control Guidelines
- Investment Policy
- Prescribing and Dispensing of Drugs
- Schedule 1 Drugs and Dentists Scope of Practice (i.e. Botox)
- Sedation and Anaesthesia
  - Minimal and Moderate Sedation Services in Dentistry
  - Deep Sedation Services in Dentistry
  - General Anaesthetic Services in Dentistry
- Policy Development Process
- Standards of Practice