

ADMINISTRATIVE BYLAWS

(PASSED SEPTEMBER 16, 2021)



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PART A: DEFINITIONS

- **Act**—means the Dental Discipline's Act.
- **Bylaws**—means, collectively, the Regulatory Bylaws and the Administrative Bylaws of the College of Dental Surgeons of Saskatchewan.
- **CDSS**—means the College of Dental Surgeons of Saskatchewan.
- **College**—means the College of Dental Surgeons of Saskatchewan.
- **Council**—means the Board of Directors of the College of Dental Surgeons of Saskatchewan.
- **Director**—means a member of the Board of Directors of the College of Dental Surgeons of Saskatchewan, elected, or appointed in accordance with the Act.
- **Policy**—means policy developed by the College of Dental Surgeons of Saskatchewan.
- **Register**—means the list of persons registered with the College of Dental Surgeons of Saskatchewan that is maintained in accordance with the Dental Discipline's Act.

PART B: CDSS GOVERNANCE

• COUNCIL OF THE COLLEGE

The governance and oversight of the College shall be transacted by a Council of the College in accordance with the Council Terms of reference document as well as the Terms of Reference for individual Councilors.

- **Composition of Council**

The Council shall consist of:

- Member elected Councilors

A minimum of five (5) with a guideline maximum of eleven (11); however, council may temporarily increase the maximum number by one (1) member, under exceptional circumstances.

- Appointed Public Representatives

3 representatives shall be appointed by the Government of Saskatchewan

- Voting members of the Council

Voting privileges are extended to both the elected and appointed public representatives

- **Member Terms**

Other than Officers, Elected Council members shall hold office for two years following their election. The President and Nominations Committee will monitor member terms with a view to regular turnover to ensure renewal and diversity on Council.

- **Officers**

- The Council shall elect, pursuant to Council policy, a Vice President for one year who shall subsequently become the President Elect the next year and will subsequently become the President the following year.
- The immediate Past President shall serve in a nonvoting advisory position.

- **Election of Members**

- Council shall establish and implement a policy for the election of members to

Council.

- Any vacancy which occurs in the elected membership of Council may be filled as provided for in College policy.

• DUTIES OF COUNCIL

Council shall govern, manage, and regulate the affairs and business of the College, in accordance with the Act and Bylaws, and without restricting the generality of the foregoing shall:

• **Establish policies regarding**

- The role of Council.
- The governance and oversight of CDSS.
- Member regulation including the certification, registration, conduct and discipline of Members.

• **Determine the role and goals of Council**

- Establish revisions and amendments to the bylaws.
- Make, adopt, or approve Council policies for any purpose authorized under the Act and the Bylaws, with approval by the majority of the then acting Council members.

• **Annual Audit**

Arrange for an annual audit of the financial statements and make the audited statement available to Members and the public.

• **Appoint CEO and Registrar**

Appoint and oversee an Executive Director/Chief Executive Officer and Registrar to administer the affairs of the College pursuant to the direction of and any limitations prescribed by Council, DDA, the Bylaws, the College Strategic Plan and College policy

• **Attend annual and special meetings**

It shall be the duty of Council members to attend the Annual General and all Special Meetings of the College.

• **The College may establish fees to be paid for:**

- Registration, licensing, permits and services.
- Training or educational programs provided to members.
- Any other purpose relating to the business of the College.

• **External Representation**

It shall be the right of Council to appoint a member or members of the College who will represent the College on any board or organization to which the College has representation.

• **Confidentiality**

Every member of Council, officer, member of a committee of Council, and employee of the College shall respect the confidentiality of matters:

- Brought before Council.
- Brought before a committee.
- Dealt with in the course of the employee's employment activities.
- Dealt with in the course of members' activities in connection with the College.
- Nondisclosure agreements shall be signed at the commencement of each annual Council term

- **Conflict of Interest**

Every member of Council, officer, member of a committee of Council, and employee of the College shall understand their obligation to avoid any activity, agreement, business interest or investment, or other situation that could create a real or perceived conflict of interest between the Member's personal or financial interests and the best interests of the College.

Conflict of interest acknowledgements shall be signed at the commencement of each annual council term.

- **CODE OF ETHICS**

Every member of Council, officer, member of a committee of Council, and employee of the College shall respect the CDSS Code of Ethics. The purpose of the Code of Ethics is to ensure that members of Council properly perform their duties in a manner that promotes the highest standard of public trust and integrity. A member of Council who fails to comply with any of the provisions the Code of Ethics will be subject to disciplinary actions up to and including immediate removal from Council.

Code of Ethics agreements shall be signed at the commencement of each annual council term

- **MEETINGS OF COUNCIL**

- **Meeting Frequency**

- The Council shall meet at least four times a year on such dates as are approved by Council, and as set out in an annual calendar.
 - Additional meetings may be held as deemed necessary by the President in consultation with Council
 - While meetings in person are generally preferred, meetings may convene in person or via telephone or other communications facilities as agreed upon by Council.

- Annual General Meeting (**AGM**)

An Annual General Meeting of the College shall be held in each calendar year at a time and place decided upon by Council.

- **Notice of Meeting** - Notice, which may include electronic notice, of the annual meeting shall be sent to the eligible members of the College at least 30 days prior to the annual meeting, and an agenda of the business to be transacted shall be additionally sent to each member at least 7 days prior to the meeting.
 - **Eligibility to Participate** - All "full practicing members" who are in good standing with the College are entitled to attend the annual meeting of the College with the right to move or second any motion and to speak and vote on any motion.
 - **Meeting Chair** - The Council Chairperson shall act as chair of the annual meeting.
 - **Meeting Business** - Council will prescribe the agenda for the meeting and it must include provisions for:
 - Approval of the agenda.
 - Approval of the minutes of the previous Annual General Meeting.
 - Report of the President.
 - Report, if any, of legislated committees.
 - Reporting on election of Council.
 - Reporting on changes, if any, to Regulatory bylaws
 - Approval of audited financial statements.

- Any other business which the Council may so decide.
- **Voting** - Every question, motion and resolution shall, unless otherwise required by the Act or the bylaws, be determined by the majority of the votes cast on the question.
- **Methods of voting**

The vote may be taken by ballot or by a show of voting cards or by electronic forms at the discretion of the President. No proxy voting will be permitted.
- **Tie Vote**

In the event of a tie vote, the resolution is deemed not to have passed.
- **Reporting**
 - The Council shall report on its activities of the past year in the Annual Report which is to be presented the Annual General Meeting
 - The Annual Report will be provided to the Ministry of Health and will be published on the College website immediately following its presentation at the Annual General Meeting
- **Special meeting of Members**
 - **Calling of special meetings**
 - The Council may call special meetings of the College as required.
 - The President shall call a special meeting:
 - On a requisition signed by three or more Council members, or
 - Where the President receives a petition signed by twenty-five percent or more of the voting members of the College.
 - Notice of any special meeting shall be sent to all members fourteen days before the date set for the meeting.
 - The special meeting shall be held not more than twenty-one days after receipt of the requisition or petition.
- **Business Conducted at Special meeting**

The business to be conducted at any special meeting shall be specified in the notice of meeting mailed to the members.

The notice shall state the nature of the business to be considered at the Special General Meeting in sufficient detail to permit the member to form a reasoned judgment thereon and the text of any special resolution to be submitted to the meeting. The business to be transacted at a Special General Meeting of the association will be limited to that specified in the notice.
- **Quorum**

A quorum of Council shall be the majority of its appointed and elected members.
- **Meeting rules**

The rules contained in the most current edition of “Sturgis Standard Code of Parliamentary Procedure” shall govern the meeting of the College and of Council, unless otherwise determined by Council in consultation with the Council Chairperson.
- **Voting**

Voting Members of the Council are the elected members, Council elected officers, and the duly appointed public members.
- **Meeting Attendance**

Directors are expected to attend all meetings. If circumstances require an absence from a meeting, the director will inform the President and will remain responsible for

Council meeting matters.

PART C: OFFICERS AND MANAGEMENT

• OFFICERS AND MANAGEMENT

- The elected officers of Council are the President, President Elect, Vice-President, and Past President
- The employed officers of Council are the Chief Executive Officer, the Registrar, and the Council Chairperson

• OFFICERS

• **President**

- The President shall represent the Council, enforce due observance of the Act and the College Bylaws, and ensure proper governance and administration of the affairs of the College.
- The President shall recommend to Council, in consultation with the Nomination Committee and the employed officers of Council, the appointment of such committee members and chairs as are deemed necessary.
- With the exception of the Statutory Committees the President shall be an ex officio member of each Council Committee.
- Management and the Chair shall report to Council through the President.
- The President shall act in accordance with the applicable Council approved Terms of Reference as may be amended from time to time.

• **President-Elect**

The President-Elect shall support the President and Vice-President in performing his or her duties and shall act as President in the absence of the President. The President-Elect shall act in accordance with the applicable Council approved Terms of Reference as may be amended from time to time.

• **Vice-President**

The Vice-President shall support the President and President-Elect in performing their duties and shall act as President in the absence of the President and President-Elect. The President-Elect shall act in accordance with the applicable Council approved Terms of Reference as may be amended from time to time.

• MANAGEMENT

• **Chief Executive Officer**

The Chief Executive Officer shall be appointed by and accountable to Council and will be responsible for the administration, operation, and management of the College acting in accordance with the applicable Council approved Terms of Reference as may be amended from time to time.

• **Registrar**

The Registrar shall be appointed by and accountable to Council and will be responsible for the regulation of the College and its members. The Registrar shall act in accordance with the applicable Council approved Terms of Reference as may be amended from time to time.

- **ADVISORY**

- **Council Chairperson**

- The Council Chairperson shall be appointed by and accountable to Council and will be responsible for the governance. The Chairperson shall act in accordance with the applicable Council approved Terms of Reference as may be amended from time to time.

PART D: COMMITTEES

- **COMMITTEES OF COUNCIL**

- The Council may appoint such standing committees or ad hoc committees as may be necessary to attend to the business and governance of the College
 - Council shall approve the mandate, Terms of Reference, policies, and procedures governing the duties and powers delegated to each Committee

- **COMMITTEE APPOINTMENTS**

The President, having consulted with the Nomination Committee and the employed officers of Council, shall recommend to Council the appointment of a chair and members to each of the following committees:

- **Statutory Committees**
 - Discipline
 - Professional Conduct
 - **Governance Committees**
 - Audit
 - Finance
 - Human Resources
 - Government Relations
 - Saskatchewan Dental Fund
 - Council **Committees**
 - Quality Assurance
 - Advertising Review
 - Public Engagement
 - Nominations
 - Awards
 - Saskatchewan Health Authority Oral Health Sciences
 - **Management Committees**
 - Professional Practice Standards
 - Practice Enhancement Program
 - Continuing Education
 - Third Party Committees
 - Economics

- **COMMITTEE TERM**

The Chair or a member of a committee appointed under this section holds office until the Council approves a replacement.

- **COMMITTEE CHAIR**

Pursuant to the Act, the Chair of all committees, including the Statutory Committees, is not required to be a member of Council.

- **DUTIES AND ACCOUNTABILITY**

Each committee shall, in addition to the duties assigned by the Act and these bylaws, perform any duties assigned by Council. Each committee shall report to Council in a manner and at a frequency determined by Council.

- **QUORUM**

At a meeting of any committee other than the Discipline Committee, a majority of members present constitutes a Quorum. The Discipline Committee, pursuant to the Act, requires at least three persons appointed by its council; and to constitute a quorum, a majority of the members must be practicing members and one of the members must be a public appointee.

- **DECISIONS**

Unless the Act or these bylaws state to the contrary, a committee shall attempt to make decisions by consensus when possible. If consensus cannot be achieved, a committee may act by majority decision of those present at the meeting.

PART E - RESTRUCTURING

- **MANAGEMENT AND CHAIRPERSON**

- Management and the Chairperson accept their term of employment on a renewable annual contract with the understanding that they must successfully and professionally execute the duties contained in their specific Terms of Reference while following the College of Dental Surgeons of Saskatchewan policies and procedures.
- They must exclude their personal interests and make decisions in the best interests of the Public and the College of Dental Surgeons of Saskatchewan.
- They must not engage in any action that would create any real or perceived situation where the College of Dental Surgeons of Saskatchewan's impartiality, professionalism, or commitment to its mandate to protect and serve the public interest could be under question.
- An individual may be removed from their position if they:
 - are found guilty of an offense under the Criminal Code of Canada.
 - are or have been engaged in any conduct or activity that is, in the opinion of Council, unprofessional or contrary to their duties, or has engaged in any conduct contrary to the best interests of the College of Dental Surgeons of Saskatchewan.
 - if Council believes that circumstances exist for their removal, the Executive Committee shall convene to carefully and impartially investigate the alleged

violation and provide an opportunity for the person under question to respond to the allegation. At the end of its investigation, the Executive Committee shall make a recommendation to Council.

- The President or designate shall give the Council seven days written notice of the date on which the vote is to be held to allow the individual facing the vote for removal the opportunity to make written submissions to Council before the vote is held.
- An individual shall be removed from their role upon a 2/3rd majority vote by Council.

• COUNCILOR

- All Councilors accept their election or appointment to Council with the understanding that they must work within the applicable College Terms of Reference and governance policies, exclude their personal interests, and make collective decisions in the best interests of the Public and the College of Dental Surgeons of Saskatchewan.
- They must not take any action that would create any real or perceived situation where the College of Dental Surgeons of Saskatchewan's impartiality, professionalism, or commitment to its mandate to protect and serve the public interest could be under question.
- A Councilor, who is an elected Member, may be removed from Council if they:
 - are found guilty of an offense under the Criminal Code of Canada.
 - are or have been engaged in any conduct or activity that is, in the opinion of Council, unprofessional or contrary to the duties of a Councilor or has engaged in any conduct contrary to the best interests of the College of Dental Surgeons of Saskatchewan.
 - if Council believes that circumstances exist for the removal of a Councilor, the Executive Committee shall convene to carefully and impartially investigate the alleged violation and provide an opportunity for the Councilor under question to respond to the allegation. At the end of its investigation, the Executive Committee shall make a recommendation to Council.
 - The President or designate shall give the Council seven days written notice of the date on which the vote is to be held which will allow the individual facing the vote for removal the opportunity to make written submissions to Council before the vote is held.
- An elected Councilor shall be removed from their role upon a 2/3rd majority vote by Council.
- An appointed member of Council
 - If Council believes that circumstances exist for the removal of a Public representative, the Executive Committee shall convene to carefully and impartially investigate the alleged violation, and provide an opportunity for the Councilor under question to respond to the allegation. At the end of its investigation, the Executive Committee shall make a recommendation to Council.

If Council concludes that a Public Representative Member has engaged in conduct or activity that is contrary to the duties of a Councilor or has engaged in conduct contrary to the best interests of the Public or the College of Dental Surgeons of Saskatchewan, the President or his designate shall forward a letter to the Minister of Health outlining the concerns with a request for the removal of the Councilor.

PART F - DENTAL SERVICES PLANS

- The Economics Committee may on behalf of the members and professional corporations of the College enter into agreements to establish or participate in dental service plans for the purpose of providing dental services as provided by section 15(3)(a) of the Act. Any such agreements may include matters respecting the administration of the plan and the fees paid for dental services rendered under the plan.
- Where a member or professional corporation is prepared to or agrees to perform services on a patient pursuant to the terms of a dental services plan established or agreed to by the College as provided by section 12.1(1) of the Act, the member or professional corporation shall perform such services and charge fees in accordance with the terms of such dental plan.



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