



DENTAL INDUSTRY  
ASSOCIATION OF CANADA  
ASSOCIATION CANADIENNE  
DE L'INDUSTRIE DENTAIRE

## Directors Accountability & Attendance

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Policy No: GP001

Date: Jan 18, 2022

### **Purpose:**

Provide guidance and guidelines to the Board of Directors in understanding of their role in overseeing and ensuring the viability of the Corporation and Board. To ensure quorum, in the provision of independent and objective oversight in the delivery of the vision and mission of the corporation.

### **Application**

This policy applies to all appointed Board members including Officers of the Corporation. A Director who wishes to serve on the Board must be made aware of and agree to abide by this policy.

### **Directors' Duties**

All Directors stand in a fiduciary relationship to the Association. As fiduciaries, Directors must act honestly, in good faith and in the best interests of the Dental Industry Association of Canada.

Directors will be held to the strictest ethical standards of honesty integrity and loyalty. A Director will not put personal interests or their corporation's interests ahead of the best interests of the Association and must avoid situations where their personal interests, or duties owed elsewhere, will conflict with their duties to the Association.

Directors must respect the confidentiality of information about the Association. Only the President or designated spokesperson may speak on behalf of the Board. The President and Executive Director may speak on behalf of the Association.

### **Responsibilities & Key Accountabilities:**

As a member of the Board and in contributing to the collective achievement of the role of the Board, the individual Director is responsible for the following:

Strategic & Generative Leadership,

*In conjunction with your fellow Board members:*

- Oversees the development of the strategic plan (Vision, Mission, Values, Objectives) and ensures that the financial and operational activities support the delivery of the plan.

- Prepares for and attends all Board meetings and appropriate committee meetings, with attendance >75% on an annual basis, so as to participate knowledgeably and meaningfully in all deliberations of the Board and at meetings with staff, members and external stakeholders.
- Contributes to and makes assessments of the Associations performance through a probative and diligent assessment of all prepared reports, analysis, options and plans; determines if further consultation is required.
- Makes decisions based on an independent assessment of available evidence that considers the interest of the membership, sound business practices, and compliance with all applicable laws, by-laws, code of ethics, regulations, agreements, policies and processes.
- Identifies emerging issues, trends and proposes strategies to solve problems or seize opportunities to promote the association and the needs of its membership. At a high level, keeps abreast of best practices and trends in the dental industry in Canada and globally.
- Ensures effective controls are in place to safeguard the Associations assets, uphold a positive public image of the Association and to appropriately manage operational, reputational and financial risk.
- Ensures plans and initiatives strike the right balance between prudent use of the Associations resources and the provision of service to our membership.
- Assists with the planning and achievement of the financial goals of the Association which may include working to a specified budget, promoting membership, and managing members expectations.
- Participates positively, respectfully, and attentively in discussions and strives to reach decisions of the Board by constructive discussion and consensus.
- Actively promotes the Association in industry and solicits new members in their business network.

*As an individual Member of the Board:*

- May Chair committees and lead portfolios or special projects assigned by the Board.
- Acts in keeping with a director's fiduciary duties of loyalty and duty of care so as to fulfill the Association's mission
- Understands the collective and personal liability of being a Board member of the Association
- Acts in an ethical manner with integrity and honesty, in compliance with by-laws, code of ethics, and all governing laws
- Actions are guided by the best interest of the Association and our membership
- Brings personal knowledge and experience in a positive manner to all discussions of the Board
- Works constructively with other Board members and builds positive relationship with all stakeholders
- Complies with and understands the principles of conflict of interest and recuses oneself as required when a conflict of interest becomes apparent
- Understands and follows best practices in Board process and protocols
- Has prepared in advance for the Board or Committee meetings and is prepared to debate, discuss and decide on issues that are brought forward to the Board for approval.

**Attendance:**

- To ensure that the Board functions properly and the business of the Association is performed in a timely manner, it is imperative that Directors attend meetings and deliver against their assigned committee and portfolio accountabilities.
- As a member-based Board it is also very important that Board member representatives are senior enough in their organizations to bring the member company voice, and attend bringing their personal knowledge, expertise and experiences to Board discussions to ensure the best outcomes for the Association and that our member company voices are being heard.
- Board members should maintain an attendance record annually of >75% of Board meetings including the annual general meeting and any special board meetings called throughout the Board year which is normally September to June.
- The Board recesses, July and August as a rule unless an extraordinary situation presents itself which requires the attention of the full Board.
- On an ongoing basis, where a Director has missed three meetings in a row, the President/Board Chair will meet with the Director to determine their ability to continue as a Director.
- Attendance of <75% of all board meetings annually and the annual general meeting will require a conversation with the Director and President/Chair to determine if the Director will continue in the role or be asked to resign from the Board.

Policy Review Date: Jan 2022

Next Review Date: Jan 2023