



CANADIAN DENTAL ASSOCIATION

**NOMINATION FOR MEMBER OF THE CANADIAN DENTAL ASSOCIATION (CDA)  
BOARD OF DIRECTORS  
OR THE CHAIRMAN OF THE GENERAL ASSEMBLY**

**NOMINATION**

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|--|---|
| <b>NOMINEE:</b> Name of individual being nominated.  |   |
| <b>NOMINATED FOR POSITION:</b> <input type="checkbox"/> Chairman of the General Assembly <input type="checkbox"/> Board of Directors   |   |
| <b>NOMINATION FOR VICE-PRESIDENT, if any:</b><br><input type="checkbox"/> <b>YES</b> This individual has already served at least one term on the CDA Board of Directors and is hereby nominated for election to the position for Vice-President. |   |
| <b>NOMINATED BY:</b><br><b>PRINT:</b> Name of individual or corporate member submitting this nomination.   | <b>SIGNATURE:</b> Individual member or authorized signatory for corporate member. |
| <input type="checkbox"/> Resume attached (required) <input type="checkbox"/> Supporting letter/documentation attached (optional)   |   |

**CONSENT AND UNDERTAKING**

|  |              |
|--|--------------|
| <b>By affixing my signature below, I confirm that:</b>   |              |
| <ul style="list-style-type: none"> <li>◆ I am an Active Member of CDA as defined in section 5.03 of the CDA General Bylaws.</li> <li>◆ I agree to stand for election for the above-mentioned position.</li> <li>◆ I agree to adhere to the CDA General Bylaws and policies of the Association.</li> <li>◆ For Board nominees – if elected: <ul style="list-style-type: none"> <li>◆ I consent to act as a director on the CDA Board of Directors for a term of two (2) years (see note below).</li> <li>◆ I intend to regularly attend meetings of the Board of Directors or other meetings required.</li> <li>◆ As a director of the CDA, I understand that I have a legal obligation to act and vote in the best interest of the CDA as a whole and I confirm that I will do so.</li> <li>◆ I also agree to act as a member of the Dentistry Canada Fund.</li> </ul> </li> </ul> |              |
| <b>Note:</b> Please note that it is currently anticipated that new CDA Bylaws will be approved at the April 2010 CDA Annual General Meeting for implementation in 2011. Should this occur, the new bylaws will supersede the current CDA bylaws in 2011 and beyond. As a result, open seat candidates seeking election in 2010 to the CDA Board of Directors should anticipate a one year rather than a two year term.   |              |
| <b>SIGNATURE OF NOMINEE:</b>   | <b>DATE:</b> |

**CONFLICT OF INTEREST / CONFIDENTIALITY STATEMENT**

|  |              |
|--|--------------|
| <b>By affixing my signature below, I confirm that:</b>   |              |
| <ul style="list-style-type: none"> <li>◆ I agree to adhere to the confidentiality guidelines as printed on the reverse side of this form.<br/><b>AND – Please check one</b></li> <li><input type="checkbox"/> I have read section 18 of the CDA bylaws pertaining to “conflict of interest” printed on the reverse side of this form, and I have no conflict of interest or potential conflict of interest.</li> <li><input type="checkbox"/> <b>OR</b> I have read section 18 of the CDA bylaws pertaining to “conflict of interest” printed on the reverse side of this form, and I have a potential conflict of interest (please explain):</li> </ul> |              |
| <b>SIGNATURE OF NOMINEE:</b>   | <b>DATE:</b> |

**Please return completed form to:**  
Nominating Committee, c/o Canadian Dental Association  
1815 Alta Vista Drive, Ottawa, Ontario K1G 3Y6 or by FAX to 613-523-7736

## Responsibilities of the CDA Board of Directors

### **General Rules:**

- Act first and foremost in the best interests of the Association and all its members, not just a particular province, region, or sector;
- Show national vision and leadership;
- Act fairly toward those affected by what the Association does;
- Proceed with an open mind and be prepared to listen;
- Proactively oversee Association affairs, intervening or dissenting when necessary and ensuring that delegated tasks are properly carried out;
- Get independent expert advice, when necessary;
- Attend meetings regularly, do your homework, read all supporting documentation carefully and ensure that your decisions are reasonable and well informed;
- Avoid conflict of interest situations that could jeopardize the integrity or perceived integrity of the Association; disclose potential conflicts of interest promptly.

### **Role and Responsibilities of the Board of Directors (Governance Framework Policy):**

- Identify and manage strategic issues
- Approve general policy, standards, and guidelines
- Set plans to achieve strategic objectives measured by indicators and outcomes
- Recommend strategic direction to the Voting Members of the General Assembly
- Establish committee structure
- Engage the CEO and develop and implement the CEO performance management program
- Liaise with corporate members
- Act as the voice and official spokespeople of the CDA
- Secure funding & approve the budget
- Develop and maintain an accountability system
- Oversee the finances of the CDA including regular review and approval of financial statements and reports;
- Allocate finances and other resources
- Develop and maintain external relationships with government and international dental organizations
- Appoint trustees as may be required in matters relating to DCF
- Prepare agendas for the meetings of Voting Members

**Time Commitment:** The Board meets at least four times annually, usually for 2 days at a time, in cities across Canada. The Board also attends the CDA Annual Convention, Annual General Meeting, other meetings of the Voting Members, interactive sessions and are assigned additional committee/liason duties. Directors are also requested to participate in other business and social activities and respond to media inquiries as required.

### **Conflict of Interest (Extract from CDA Bylaws):**

- 18.01 No member of the Board of Directors, the Council, the Commission or a committee, and no officer of the Association, shall use any information that could be construed as confidential to benefit, directly or indirectly, the member or officer, or any person with whom the member or officer may be associated.
- 18.02 Any member of the Board of Directors, the Council, the Commission or a committee, and any officer of the Association, who has directly or indirectly any interest in any contract or transaction with the Association or in any business or undertaking that provides dental supplies or services of any kind to the dental profession, shall declare his or her interest in writing to the Chairperson of the Board of Directors to be entered in the minutes of any meeting in which such interest would raise a conflict.
- 18.03 A member or officer shall absent himself or herself from discussion and voting on any matter that raises a conflict unless the matter relates to compensation, indemnification or insurance affecting him or her, or the person's presence is required to maintain a quorum.
- 18.04 All nominees for election to the Board of Directors, or appointment to the Council, the Commission or any committee, shall declare on the nomination form all potential conflicts of interest, which shall be considered by the Board of Directors prior to the election or appointment to determine whether any declared potential conflict of interest would present such a serious impediment to the functioning of the nominee as to warrant rejecting the nomination.
- 18.05 The Board of Directors is the final authority on any disputed conflict of interest.

### **Confidentiality Guidelines**

While serving on the CDA Board of Directors or as the Chairperson of the General Assembly, members will have access to confidential information about members, plans, reports, proposals, contracts and other similar matters that is the exclusive property of the Association. Those serving agree to the following, understanding that these provisions will survive the end of their mandate:

- Respect and maintain the proprietary nature of this information, whether it is confidential or not.
- Exercise discretion in the disclosure of information at all times;
- Not disclose any information pertaining to CDA that is labeled or otherwise marked as confidential, to any person, business or organization, or use the confidential information for any purpose other than that required in fulfilling their duties;
- Not disclose any information concerning CDA that could adversely affect the Association's image or reputation;
- Not permit any person to examine or make copies of any reports or CDA documents except as is necessary in carrying out their official duties;
- Not place themselves in a position of obligation to persons who might benefit or appear to benefit from disclosure of confidential information;
- Not benefit or appear to benefit from the use of information not generally available to the public and which was acquired during the official CDA duties.