



**College of Dental Technologists of Ontario**  
Ordre des Technologues Dentaires de l'Ontario

# **Governance Policy Manual**

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## I.0 Introduction

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The College of Dental Technologists of Ontario (CDTO) is a regulatory body established under the Regulated Health Professions Act, 1991 (RHPA) that serves and protects the public interest by regulating the profession of dental technology. The College regulates and ensures the ongoing competency and accountability of registered dental technologists (RDTs) practicing in the province of Ontario. The College and Board, which govern and direct the work of the CDTO, are accountable to the Minister of Health.

### Mission

To protect the public interest by providing leadership and by setting and enforcing the ethical and professional standards of its Registrants, the RDTs of Ontario.

### Values

**Integrity** – our mission is carried out with professionalism that promotes trust and confidence; and sets an example for the profession.

**Respect and Consideration** – we conduct business thoughtfully, fairly, and with compassion in all interactions.

**Transparency and Openness** – we deliver programs and activities in an open and interactive manner within the boundaries of privacy legislation and regulations.

**Communication** – we value open, honest, and accessible communication.

**Accountability** – our strategic goals are set and achieved through collective responsibilities and teamwork. The CDTO assesses its operations and reinforces ongoing quality improvement.

### Purpose

The purposes of this manual are as follows:

1. To set out expectations for the Board and individual Board of Directors that go beyond legal requirements and the requirements in the College's By-laws.
2. To establish governance practices that reflect best practices in corporate governance; and
3. To assist the Board in fulfilling its governance responsibilities as effectively as possible.

### Scope of this Governance Policy Manual

This manual is to be interpreted and administratively directed by the CDTO. Each policy applies to person(s) named in and to those reasonably perceived as covered by the policy. Person(s) to whom the policy applies are responsible for adhering to the policy and related procedures.

## I.1 Definition of Terms

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In CDTO's Governance Policy Manual,

“**Act**” means the Dental Technology Act, 1991, and includes the regulations made under it;

“**By-law**” means the By-laws of the College;

“**Code**” means the Health Professions Procedural Code, described in Schedule 2 of the RHPA;

“**College**” or “**CDTO**” means the College of Dental Technologists of Ontario;

“**Committee**” means a Committee of the College and includes statutory Committees and any other Committees established by Board;

“**Contracts**” or “**Documents**” or “**Instruments in Writing**” include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, movable or immovable, powers of attorney, agreements, releases, receipts, and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

“**Board**” means the Board established under subsection 5(1) of the Dental Technology Act, 1991;

“**Elected Director**” means a director who has been elected to serve on Board;

“**HPRB**” means the Health Professions Regulatory Body

“**Registrant**” means a registrant of the College;

“**Minister**” means the Minister of the Ministry of Health; and

“**Public Director**” means a person appointed by the Lieutenant Governor in Council, as described in section 5(1)(b) of the Act.

### Disclaimer

The CDTO is governed by relevant legislation, including the RHPA, the Act, the By-laws, standards, and policies adopted by the Board. This manual is designed to compile these documents and keep the ensuing policies up to date and accessible to the Board, Registrants, staff, and the public. Official documents can be found on the CDTO website.

## 2.0 Terms of Reference

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### Purpose

The Terms of Reference (ToR) define the purpose and scope of practice for each Committee and Officer of the CDTO. They describe the mandate that shall be carried out, the composition for each Committee, and the procedures on which evaluations of performance can then be based upon. The ToR can also be referred to in decision making, operational development, and impart a common understanding of each Committee's scope of practice among the College's Registrants and stakeholders.

### **2.1 Committee**

Policy Section: [Terms of Reference](#)

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### Introduction

The Code establishes seven (7) statutory Committees to support the Board in meeting its mandate and to help the College to carry out its regulatory functions. The Board may also establish and maintain any additional Non-Statutory Committees deemed necessary for the effective and efficient operation of the CDTO. Each Committee functions within the scope of the RHPA; the Act; the By-laws, policies, and standards of the College; and any other directives made by the Board. In general, Committees are responsible for making decisions and recommendations to the Board in relation to their respective roles within the College.

### Membership

Unless stated otherwise in the Code or College By-laws, every Committee member shall be appointed by Board and each Committee shall be composed of:

1. at least three (3) persons;
2. at least one (1) Elected Director; and
3. at least one (1) Public Director.

Subject to any specific composition requirements stated in the By-laws, the Board may, at its discretion, appoint persons who are neither Directors, members of any Committee, or Non-Statutory Committees. Further, unless stated otherwise in the Code or By-laws, the number of Committee members who are also Registrants shall, wherever possible, exceed the number of Committee members who are Public Directors.

## Committee Chairperson

After a Committee has been constituted at the first Board meeting of the Calendar year, each committee will select the Chair of the Committee as soon as possible. If more than one member of the Committee is nominated to be the Chair, then the Chair will be elected by the members of the Committee by a secret ballot that will be monitored by the Registrar.

## Panels

Panels are selected by the Chair of relevant Committees to further their respective mandates. In accordance with the Code, panels shall be composed of:

1. at least three (3) Committee members; and
2. at least one (1) of whom shall be a Public Director

Matters discussed in relation to a hearing or panel may not be discussed by panel members outside of the hearing or deliberation with a party or representative of a party unless the other party has been notified and given the opportunity to be present.

## Quorum

The quorum of any Committee is three (3) members unless stated otherwise in the Code or By-laws. If the Committee is composed of only three (3) members, the quorum shall be two (2) persons, in which at least one (1) is an Elected Director and one (1) is a Public Director.

In accordance with the Code, the quorum of any panel for a Committee is three (3) members, in which at least one (1) is a Public Director.

Despite any vacancy, a Committee is properly constituted so long as there are sufficient members to form a quorum of the Committee or a Panel of the Committee

## Terms of Appointment

With the exception of members of the Executive Committee, who shall be elected, Committee members shall be appointed annually by the Board. Subject to the By-laws of the College, the Board may appoint non-Board individuals to any Committee.

The term of office for Committee members shall begin immediately after their appointment. The term of Committee members who are also Directors shall continue for approximately one (1) year and the term of Committee members who are not Directors shall continue for approximately two (2) years.

## Committee Records

The Chair of the Committee shall ensure that accurate minutes of all Committee meetings are recorded, approved, and maintained at the College office.

## Reporting

Committees must report to the Board of Directors at every Board meeting, or between Board meetings if there are issues of timely importance. Committees must also prepare and present to the Board of Directors an annual report of its activities at the end of each fiscal year.

## Frequency of Meetings

Each Committee shall hold at least one (1) meeting each year unless otherwise provided in the Committee Terms of Reference. Additional meetings of the Committee may be called by the Committee Chair as required.

## Evaluation

The Committee Chair will ensure a performance evaluation of the Committee is completed in the last quarter of each calendar year and the results of the evaluation are presented at the following Committee meeting for review and discussion. The Chair will also ensure each Committee member has completed the evaluation form and that recommendations proposed and are discussed as appropriate, should any be warranted (reference 7.3).

## Committee Member Responsibilities

All Committee members shall adhere to Schedule 2 of the College By-laws, ('Code of Conduct for Board and Committee Members'), and follow the responsibilities stipulated in Section 3.1 of the Governance Policy Manual.

## **2.1.1 Executive Committee**

Policy Section: Terms of Reference

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### Introduction

Between Board meetings, the Executive Committee has all powers of the Board with respect to any matter that requires immediate attention, other than the power to make, amend or revoke a regulation or By-law. If the Executive Committee exercises the power of the Board, it shall report on its actions to the Board at the Board's next meeting. Whenever possible, the Committee shall make recommendations to the Board, rather than assuming the above authority.

### Mandate

The Executive Committee supports Board in advancing the CDTOs strategic objectives. The Executive Committee is responsible for:

1. monitoring proper operation of the College in cooperation with the Registrar;
2. monitoring risks to the organization, the public and the profession, and provide recommendations to the Board for corrective action as necessary;
3. reviewing the annual budget, the draft audited financial statements, the independent Auditor's report, and the pre- and post-audit communication, and making a recommendation to Board for decision;
4. ensuring the independence of the external auditor through an annual evaluation
5. monitoring the financial results quarterly and making a recommendation to Board for decision if corrective action is necessary;
6. monitoring the investment portfolio to ensure compliance with the policies set by the Board and making recommendations to the Board for investment advisors or consultants, and policy changes;
7. presenting to Board for approval slates of candidates for committee appointments;
8. appointing Directors to fill any vacancies if necessary for a Committee to achieve its quorum or if necessary to give effect to the provisions of the Code;
9. appointing an Acting Registrar should the office of the Registrar become vacant;
10. overseeing the search for a Registrar should the office of the Registrar become vacant, and making a recommendation to Board;
11. setting the Registrar compensation and reviewing the Registrar Compensation policy with recommendations to Board for revisions;
12. conducting the Registrar's annual review to be presented to the Registrar by the Chair and Vice-Chair;
13. calling special Board meetings;
14. initiating and holding an inquiry should there be reasonable grounds to doubt or dispute the validity of the election of any Director;

15. investigating complaints against Directors or Committee members;
16. overseeing reports of possible fraudulent or dishonest use or misuse of College resources or property;
17. monitoring the Committee's performance;
18. ensuring appropriate evaluation procedures have taken place during the self-evaluation of all Committees;
19. regularly reviewing, considering, and making recommendations to Board for changes to applicable legislation, regulations, By-laws, policies, strategic goals, programs, Rules of Procedure, standards, and guidelines that fall within the scope and purpose of the Committee; and
20. reviewing any proposed expense exceeding \$5,000 if the item is not an expenditure in the College budget and make recommendations to the Board for approval – if immediate action is required, the Executive Committee may approve the expenditure.

## Membership

The Executive Committee shall be composed of five (5) Directors:

1. three (3) Elected Directors,
2. two (2) Public Directors, and
3. the Chair and Vice-Chair of the Board.

## Chair Role & Responsibilities

The Chair shall serve as the Chair of the Executive Committee. In addition to the role and responsibilities of a Committee Chairperson described in policy 3.2 of this Governance Manual, the Chair of the Executive Committee shall provide leadership to the Committee and Board as a whole.

## **2.1.2 Discipline Committee**

Policy Section: Terms of Reference

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### Introduction

The Discipline Committee holds hearings into allegations of professional misconduct and/or incompetence referred to from the Inquiries, Complaints, and Reports Committee (ICRC)

### Mandate

The Discipline Committee is responsible for:

1. conducting hearings in a fair and efficient manner and providing reasonable and fair dispositions of all matters before it; and
2. considering and making recommendations to the Board for changes to applicable legislation, regulations, By-laws, policies, programs, Rules of Procedure, standards, and guidelines that fall within the scope and purpose of the Committee.

### Membership

Every Director and at least two individuals who are not members of the Board shall be a member of the Discipline Committee.

### Panels

Panels may be selected by the Chair of the Discipline Committee and are responsible for hearing and determining allegations of professional misconduct or incompetence referred to it by the Inquiries, Complaints, and Reports Committee (ICRC), or by the Registrar. A Discipline Committee panel shall be constituted of 5 members. All Discipline Committee members shall be eligible to sit as a member of a Discipline Committee panel save and except for members of the ICRC who referred the matter to the Discipline Committee.

### Reporting

Reports to the Board, provided at each Board meeting, must include the number of and types of matters dealt with, the general disposition of those matters, and activities relating to changes to applicable legislation and policy.

## Chair Role & Responsibilities

In addition to the role and responsibilities of a Committee Chairperson described in policy 3.2, the Chair of the Discipline Committee shall:

1. assign a pre-hearing conference chair, specific to each pre-hearing conference; and
2. assign Discipline hearing panel members, specific to each Discipline hearing.

## **2.1.3 Examinations Committee**

Policy Section: Terms of Reference

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### Introduction

The Examinations Committee is responsible for developing, approving, and administering fair and consistent Registration Examinations. The Examinations are to provide a reliable and valid measure of a candidate's competency in knowledge, skills, and ability for the practice of dental technology in Ontario.

### Mandate

The Examinations Committee is responsible for:

1. approving the examinations for registration;
2. overseeing the "Examination Task Force" and the "Written Examination Task Force;"
3. ensuring that the examinations are fair and consistent and assess agreed upon standards of knowledge, skills, and competencies;
4. ensuring the reliability and validity of examinations for registration;
5. making recommendations to Board on any changes to the content and structure of examinations for registration;
6. reviewing and maintaining policies and procedures related to examinations;
7. determining the eligibility of examination applicants referred by the Registrar where there are doubts, on reasonable grounds, about whether the applicant fulfills the examination application requirements;
8. ensuring that examination appeals are handled in a timely manner and that appeal policies and procedures are transparent, fair, and consistently applied; through a panel selected by the Chair; and
9. considering and making recommendations to the Board for changes to applicable legislation, regulations, By-laws, policies, programs, Rules of Procedure, standards, and guidelines that fall within the scope and purpose of the Committee.

### Limitations

Nothing in this Terms of Reference shall permit the Examinations Committee or a panel of the Examinations Committee to intervene in decisions of examiners with regard to any matter of academic or clinical skill and judgment.

### Membership

The Examination Committee shall be composed of:

1. at least two (2) Registrants (at least one of whom must be an Elected Director); and
2. at least one (1) Public Director

### Conflict of Interest

A member of the Examinations Committee may not be a member of the CDTO's Registration Committee or a teacher/instructor/professor in a dental technology program. Any conflict will be dealt with in accordance with article 16.07 of the College By-laws.

### Frequency of Meetings

Committee meetings shall, wherever possible, be held at a place and on a date set in advance and shall occur at regular intervals and at such frequency as necessary for the Committee to conduct its business.

## **2.1.4 Fitness to Practise Committee**

Policy Section: Terms of Reference

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### Introduction

The Fitness to Practise Committee conducts hearings to determine whether a dental technologist has a physical or mental condition or disorder that affects, or could affect, their practice.

### Mandate

The Fitness to Practise Committee is responsible for:

1. conducting hearings to determine whether a Registrant is incapacitated. These hearings are generally closed to the public unless the Registrant requests to have it open to the public;
2. determining whether a dental technologist is suffering from a physical or mental condition or disorder that is affecting, or could affect their Practice;
3. having a Registrant's certificate potentially revoked or suspended, or having specific terms and limitations attached to it for a given length of time, if a dental technologist is found to be incapacitated; and
4. considering and making recommendations to the Board for changes to applicable legislation, regulations, By-laws, policies, programs, Rules of Procedure, standards, and guidelines that fall within the scope and purpose of the Committee.

### Membership

Every Director shall be a member of the Fitness to Practise Committee.

### Panels

Panels may be selected by the Chair of the Fitness to Practise Committee to consider whether a Registrant is incapacitated.

### Frequency of Meetings

The Fitness to Practise Committee shall meet only as required.

## **2.1.5 Inquiries, Complaints, and Reports Committee**

Policy Section: Terms of Reference

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### Introduction

The Inquiries, Complaints, and Reports Committee investigates complaints and considers reports about dental technologists.

### Mandate

The Inquiries, Complaints, and Reports Committee is responsible for:

1. Through panels selected by the Chair:
  - a. investigating complaints, considering Registrar's Reports, and conducting inquiries into alleged Registrant incapacity, professional misconduct, and incompetence;
  - b. requesting or approving the appointment of investigators;
  - c. considering reports of unauthorized practice by non-Registrants;
  - d. making fair and reasonable dispositions of all matters brought before it.
2. considering resolutions of complaints that have been brought before it through an alternative dispute resolution process; and
3. considering and making recommendations to the Board for changes to applicable legislation, regulations, By-laws, policies, programs, Rules of Procedure, standards, and guidelines that fall within the scope and purpose of the Committee.

### Membership

The Inquiries, Complaints, and Reports Committee shall be composed of:

1. at least two (2) Elected Directors;
2. at least one (1) Public Director; and
3. at least one (1) Registrant who is not a Director.

**\*Note:** *members of the Inquiries, Complaints, and Reports Committee shall not be members of the Discipline Committee*

### Panels

Panels may be selected by the Chair of the Inquiries, Complaints, and Reports Committee to investigate complaints, consider Registrar's Reports, and conduct inquiries into alleged Registrant incapacity, professional misconduct, and/or incompetence.

In accordance with the Code, panels shall be composed of at least three (3) Committee members, at least one (1) of whom shall be a Public Director.

## Reporting

Reports to the Board, provided at each Board meeting, must include the number of and types of matters dealt with, the general disposition of those matters, and activities relating to changes to applicable legislation and policy.

## Chair Role & Responsibilities

In addition to the role and responsibilities of a Committee Chairperson described in policy 3.2, the Chair of the Inquiries, Complaints, and Reports Committee shall:

1. at the beginning of each year, work with designated staff resource to appoint Committee members to a panel; and
2. review incoming complaints and inquiries with designated staff resource and assign matters to be investigated by panel.

## **2.1.6 Patient Relations Committee**

Policy Section: Terms of Reference

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### Introduction

The Patient Relations Committee advises the Board on matters related to abuse prevention.

### Mandate

The Patient Relations Committee is responsible for:

1. advising Board with respect to the following:
  - a. promotion and enhancement of relations between the College and the public.
  - b. promotion and enhancement of relations between the College and its Registrants.
  - c. promotion and enhancement of relations between the College and its future Registrants.
  - d. promotion and enhancement relations between the College, its Registrants, other health profession colleges, key stakeholders, and the public.
2. developing and recommending to Board a Registrant Awareness program that includes:
  - a. documentation regarding the regulatory requirements of the profession and how regulation contributes to public protection.
  - b. standards and programs for Registrants that support changes in technology/ practice environment.
  - c. measures to enhance relations with their patients/ public and information on what it means to be a professional.
  - d. an awareness among Registrants of what constitutes both professional conduct and misconduct (e.g., standards of practice, consent, and confidentiality).
  - e. measures for preventing and dealing with sexual abuse of patients by providing education and guidelines for Registrants aimed at increasing awareness of the boundaries that must exist between Registrants and patients (i.e., zero tolerance for sexual abuse).
3. developing and recommending to the Board a Public Awareness program that includes:
  - a. activities that increase public awareness of the role of the regulatory College and how to participate in College processes and programs.
  - b. information about the technical and regulatory requirements of the profession (e.g., Entry to Practice requirements, Quality Assurance program).
  - c. activities that raise the public's awareness of the process for complaints, discipline, and fitness to practise matters.
4. developing and recommending to the Board a Public Protection program that includes:

- a. measures for preventing and dealing with sexual abuse of patients through the provision of information to the public.
  - b. developing a program to provide funding for therapy and counseling for persons who, while patients, were sexually abused by Registrants of the College. Once approved by the Board this program will, according to statute, be administered and evaluated by the Patient Relations Committee.
5. in discharging its public and Registrant Awareness responsibilities to:
  - a. be responsible for reviewing the official publications of the College, the College web site, and other official publications the Board may decide to publish from time to time.
  - b. be responsible for initiating and recommending to Board on matters relating to the promotion of the College's image, development of public education, and communications programs.
6. considering and making recommendations to the Board for changes to applicable legislation, regulations, By-laws, policies, programs, Rules of Procedure, standards, and guidelines that fall within the scope and purpose of the Committee.
7. review and monitor the implementation of the Strategic Plan for Equity, Diversity, and Inclusion on an on-going basis and provide direction on any matter arising from the implementation of the plan as considered appropriate.

## Membership

The Patient Relations Committee shall be composed of:

1. at least one (1) Elected Director; and
2. at least two (2) Public Directors.

## **2.1.7 Quality Assurance Committee**

Policy Section: Terms of Reference

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### Introduction

The Quality Assurance Committee is responsible for developing a Quality Assurance Program designed to promote the continuing competence of skills, knowledge, and judgement of Registrants and assures quality of practice of the profession by implementing practice standards and guidelines.

### Mandate

The Quality Assurance Committee is responsible for:

1. developing and implementing an approved QA Program (QAP) that promotes continuing competence of dental technologists;
2. monitoring the participation and compliance of Registrants in the approved QAP;
3. implementing the process for non-compliant cases as outlined in the QAP;
4. continually evaluating the QAP which encourages the continuous quality improvement of Registrants; and
5. considering and making recommendations to the Board for changes to applicable legislation, regulations, By-laws, policies, programs, Rules of Procedure, standards, and guidelines that fall within the scope and purpose of the Committee.

### Membership

The Quality Assurance Committee shall be composed of:

1. at least one (1) Elected Director;
2. at least one (1) Public Director; and
3. at least one (1) Registrant who is not a Director.

## **2.1.8 Recruitment Committee**

Policy Section: Terms of Reference

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### Introduction

The Recruitment Committee is responsible for coordinating the recruitment process for the Board and Committees from the Registrants of the College.

### Mandate

The Recruitment Committee is responsible for:

1. selecting an appropriate number of interview questions;
2. conducting interviews as applications are received; and
3. recommending appointments and for which position(s) to the Board.

### Membership

The Recruitment Committee is composed of four (4) members:

1. at least two (2) Elected Directors;
2. one (1) Appointed Director; and
3. one (1) staff member.

## **2.1.9 Registration Committee**

Policy Section: Terms of Reference

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### Introduction

The Registration Committee is responsible for making decisions on registration matters as well as developing and maintaining registration processes.

### Mandate

The Registration Committee is responsible for:

1. the review and assessment of all applications for registration that are referred to it by the Registrar;
2. the review of all applications that are referred back to the Committee by the Health Professions Appeal and Review Board;
3. the review and assessment of all applications for variation under s.19 of the Code;
4. the review and assessment of all remediation and upgrading submissions received from candidates requesting an additional examination attempt under the College's Examination Regulation;
5. liaising with educational institutes, as needed; and
6. considering and making recommendations to Board for changes to applicable legislation, regulations, By-laws (including information in the public register), policies, programs, Rules of Procedure, standards, and guidelines that fall within the scope and purpose of the Committee.

### Membership

The Registration Committee shall be composed of:

1. at least two (2) Elected Directors; and
2. at least one (1) Public Director.

### Panels

Panels may be established by the Chair of the Registration Committee to consider applications referred to the Committee and proposed limitations and conditions to certificates of registration.

## 3.0 Roles & Responsibilities

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### Purpose

The roles & responsibilities define the purpose and scope of practice for various members of the CDTO. They describe the mandates, guiding principles, and specific activities on which evaluations of performance can then be based. The roles & responsibilities can also be referred to in decision-making, professional and operational development, and divulging a common understanding of what each role entails among the College, its Registrants, and stakeholders.

### **3.1 Board, Directors, and Officers**

#### Policy Section: Roles & Responsibilities

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### Introduction

The Board of the CDTO acts in accordance with the RHPA; the Act; and the By-laws, policies, and standards of the College. Board is the Board of Directors of the College and is the governing body for registered dental technologists in the province.

### Mandate

The Board is responsible for:

1. ensuring public protection is the paramount consideration in regard to all activities undertaken by the College
2. determining and implementing regulations, By-laws, policies, and standards to further the objectives and administrative and internal affairs of the College; and
3. shaping and monitoring the strategic direction of the College.

### Membership

The Board shall be composed of:

1. at least twelve (12) and no more than thirteen (13) persons;
2. seven (7) Elected Directors; and
3. at least five (5) and no more than six (6) Public Directors.

### Board Records

The Registrar shall ensure that accurate meeting minutes of all Board meetings are recorded, approved, and maintained at the College office. The College will continuously use the best

practice to maintain all Board Records. The Chair or designate shall ensure that accurate minutes of all in-camera Board meetings are approved and securely maintained.

## Reporting

The Board must prepare and provide an annual report describing its operational and financial activities to the Minister each fiscal year. The Board must also publish its annual report on the College website each fiscal year.

## Frequency of Meetings

The Board shall meet at least three (3) times annually. The time, location, date, and agenda items of Board Meetings must be made available on the College website at least two (2) weeks prior to the meeting, along with relevant information, documentation, and an address and telephone number at which further information can be obtained. Board agendas will be posted on the College website at least five (5) business days prior to any regularly scheduled meeting. Meetings shall be conducted in a manner that allows simultaneous and instantaneous communication between participants.

## Quorum

A quorum for a Board meeting or motion before the Board is a simple majority unless otherwise provided for under the Act, the RHPA, or By-laws and policies of the College.

## Terms of Appointment

Elected Directors serve for a term of three (3) years and may not serve for more than nine (9) consecutive years on the Board. Following a term of nine (9) consecutive years, an Elected Director is not eligible for election for twelve (12) consecutive months from the termination of their office.

## Role & Responsibilities

The Board and Directors shall:

### *Guiding Principles:*

1. govern in an ethical and transparent manner that is reflective of the CDTO's vision, mission, and values;
2. function in accordance with the RHPA; the Act; and the By-laws, policies, and standards adopted by the College, ensuring that all legislated responsibilities of the College are fulfilled;
3. develop and maintain a directional strategy that is mindful of the College's objectives and long-term impacts of policies and decisions;

4. promote continued excellence through consistent development and evaluation of the College's objectives and the efforts of the Board, Committees, and staff to achieve them;
5. empower staff to be leaders and develop the skills necessary to effectively and efficiently carry out their roles within the College, Board, and Committees; and
6. enhance relationships between the College, Registrants, stakeholders, and the public to instill continued confidence and trust in the College.

*Board Responsibilities:*

1. approve an annual operating and capital budget that reflects the strategic priorities of the College each fiscal year;
2. appoint a Canadian chartered bank for the use of the College which shall be operated, managed, and administered by the Registrar
3. appoint an accountant or a firm of accountants licensed under the Public Accounting Act to audit the accounts of the College
4. annually elect a Chair, Vice-Chair, and other necessary Officer positions in accordance with the College By-laws and policy 6.1 'Election Procedure for Officers and Executive Committee Members' of this manual;
5. appoint a Registrar and participate in an annual review of their performance in accordance with College By-laws and policy 7.1 'Performance Evaluation for the Registrar' of this manual;
6. elect a Director to serve as Chair of the Board in the absence of the Chair and Vice-Chair;
7. elect a new Vice-Chair to hold office for the remainder of the term in the event the position becomes vacant;
8. establish and appoint Directors and non-Board individuals to statutory Committees required by the Code and any additional Committees deemed necessary to further the College mandate;
9. review the performance evaluation and resulting recommendations for each Committee annually, providing feedback as needed;
10. review and respond to all motions set before it with due diligence and in a manner that serves and protects the public interest;
11. develop, implement, and evaluate governance policies, regulations, By-laws, and standards to further the College objectives;
12. perform an annual self-evaluation to promote good governance practices and discuss opportunities for improved effectiveness; and
13. submit an annual report to the Minister, describing the preceding year's financial and operational activities.

*Director Responsibilities:*

1. adhere to Schedules 2 & 3 of the College By-laws, the 'Rules of Order of the Board' and the 'Code of Conduct for Board and Committee Members;'
2. become familiar with the regulatory framework of the College and comply with the RHPA, the Act, and the By-laws, policies, and standards of the College;
3. uphold the values of integrity, respect and consideration, transparency and openness, communication, and accountability in all activities completed in association with the College;
4. maintain an awareness of current and potential issues facing the CDTO and Board;
5. serve with respect on Board and Committees, participating to the fullest ability and with due diligence in meetings;
6. present a united front regarding decisions made by Board and Committees, despite personal or prior disagreement;
7. annually complete a self-evaluation to identify areas for improvement and opportunities for professional growth;
8. annually at the final meeting of the Board, complete an evaluation of Board performance for the past year;
9. complete an evaluation of each Board meeting at the end of each meeting;
10. refrain from citing titles of positions held within the College in any personal or business dealings; and
11. declare all potential, perceived, and actual conflicts of interest.

## 3.2 Chair

### Policy Section: Roles & Responsibilities

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#### Appointment

During the first (1<sup>st</sup>) Board meeting following the election of Elected Directors, the Chair is selected by secret ballot from among eligible Directors. The election shall follow the procedure described in the College By-laws and policy 6.1 'Election Procedure for Officers and Executive Committee Members' of this manual.

The Chair presides in their role from immediately after their election to the following year's election for College Officers. Prior to this point, the Chair may be removed from their office by a resolution adopted by at least two-thirds (2/3) of Directors, in accordance with article 6.03 of the College By-laws.

#### Role

The Chair maintains a leadership role within the College and exemplifies the values and code of conduct of the CDTO. As Chair of the Board and the Executive Committee, the Chair guides the achievement of the Board mandate and strategic goals. The Chair ensures that the objectives of the College are being met in accordance with the RHPA; the Act; and the By-laws, policies, and standards of the College. The Chair is accountable to the Board should they not fulfill the terms of their role with integrity and due diligence.

#### Responsibilities

The Chair shall:

1. preside as Chair at all Board meetings or designate a Director (or a non-Board individual with Board approval) as Chair for all or part of a meeting, as required;
2. serve as the Chair and member of the Executive Committee;
3. through discussion with the Registrar and Vice-Chair: approve or restrict the investment or reinvestment of College funds and purchase or leasing of goods and services in accordance with College By-laws, as needed;
4. convene a special meeting of the Board at their discretion, at the request of any seven (7) Directors or Executive Committee regarding the removal of a Director or a Committee member;
5. bring allegations regarding the infringement of duties by a Director or a Committee member received through the Registrar before the Executive Committee to discuss further action;
6. serve as Spokesperson of the College and communicate with the media, as appropriate;

7. consult with the Registrar to review invitations for speaking engagements and determine the appropriate representation to address the topic;
8. along with the Registrar, monitor the attendance of Directors at Board meetings and consult with any Directors about their attendance patterns that violate bylaws;
9. ensure that the performance evaluation for each Committee is scheduled in the last quarter of each calendar year;
10. ensure that the performance evaluation of the Board is scheduled for the last Board meeting of each year and that evaluations are consolidated and presented at the subsequent Board meeting for discussion;
11. ensure that each Director has completed a meeting evaluation at the end of each Board meeting and an annual self-evaluation;
12. in regards to the annual performance review of the Registrar conducted by the Executive Committee:
  - a. with the Vice-Chair, present the review to the Registrar.
  - b. report the Board's decision regarding the Executive Committees' recommended performance assessment of the Registrar, to the Registrar.
  - c. document, sign, and date the Registrar's annual goals and performance review.
13. consult with a Director or a Committee member if they believe that they may have a conflict of interest in any matter under deliberation or action relevant to their role.

### **3.3 Vice-Chair**

Policy Section: Roles & Responsibilities

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#### Appointment

During the first (1<sup>st</sup>) Board meeting following the election of Elected Directors, the Vice-Chair is selected by secret ballot from among eligible Directors following the selection of the Chair. The election shall follow the procedure described in the College By-laws and policy 6.1 'Election Procedure for Officers and Executive Committee Members' of this manual.

The Vice-Chair presides in their role for approximately one year, from their election to the following year's election. Prior to this point, the Vice-Chair may be removed from their office by a resolution adopted by at least two-thirds (2/3) of the Directors, in accordance with article 6.03 of the College By-laws.

#### Role

An esteemed Director, the Vice-Chair embodies the values of the College and collaborates with the Chair to provide leadership and guide the Board in achieving their mandate. In the absence of the Chair, the Vice-Chair assumes their duties and presides in this role to their highest ability. The Vice-Chair is accountable to the Board should they not fulfill the terms of their role with integrity and due diligence.

#### Responsibilities

The Vice-Chair shall:

1. assume the role and responsibilities of the Chair should their office become vacant for any reason;
2. perform the duties of the Chair should the Chair be unable to perform those duties;
3. serve on the Executive Committee;
4. through discussion with the Registrar and Chair: approve or restrict the investment or reinvestment of College funds and purchase or leasing of goods and services in accordance with College By-laws, as needed; and
5. bring allegations regarding the infringement of duties by a Director or a Committee member received through the Registrar before the Executive Committee to discuss further action.

## **3.4 Committee Chairperson**

Policy Section: Roles & Responsibilities

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### Appointment

The Chair of each Committee shall be a Director and be selected by members of the Committee. Failing this, the Committee Chair may be selected by the Board. Should the chosen Chair be unable to preside at a meeting, Committee members may select amongst the Committee, a replacement Chair for that meeting. Non-Statutory Committees may be chaired by a non-Board individual.

### Role

The Committee Chair ensures Committee members are well prepared for meetings, hearings, and/or deliberations and that these proceed in an efficient and effective manner. In addition, the Chair ensures the Board is updated on relevant Committee activities at each Board meeting.

### Responsibilities

The Chairperson of a Committee shall:

#### *Ongoing Activities:*

1. maintain transparency, non-biased opinion, and confidentiality;
2. declare conflicts of interest when appropriate and appoint an interim chair when conflict is determined;
3. engage in and co-present the annual Committee member orientation session with staff resources in collaboration with the designated staff resource;
4. develop a well-planned agenda by reviewing previous minutes noting action items and tabled items; considering upcoming program activities, management of cases, and other actions required;
5. ensure motions before the committee are discussed and voted upon;
6. write and review with the designated staff member the Committee reports for Board and the annual report;
7. review and finalize all meeting minutes in advance of Committee member circulation;
8. sign all records, reports, member decision letters, and /or other forms related to the Committee activities;
9. select members of the Committee to form a Panel to conduct the Committee's activities;
10. along with the appropriate College staff member, monitor the attendance of Committee members at Committee meetings and consult with a member with attendance patterns that violate bylaws;

11. ensure that the Committee performance evaluation is completed in the last quarter of each calendar year and that the results and recommendations of the evaluation are presented at the next Committee meeting for review and discusses, as needed;
12. ensure that each Committee member has completed an evaluation form for the annual Committee performance review;
13. manage controversy and unethical behaviour amongst Committee members and seek support from College staff and Chair when needed; and
14. attend external events and meetings as mutually agreed upon with the College's Registrar and/ or Chair. Represent the College and the Committee in a professional and ethical manner; and communicate the College and Committee decisions in a unison voice.

*During Meetings:*

1. conduct effective meetings by applying Schedules 2 & 3 of the College By-laws: the 'Rules of Order of the Board' and the 'Code of Conduct for Board and Committee Members;'
2. ensure all Committee members have the opportunity to actively participate in Committee discussions, decisions, and motions; and manage controversy;
3. document meeting minutes and ensure the recording secretary has documented:
  - a. all main points of the meeting's discussions,
  - b. action items,
  - c. motions/decisions made by Committees,
  - d. meeting location, start, and end time; and
4. set future meeting dates.

## **3.5 Registrar**

### Policy Section: Roles & Responsibilities

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#### 1. Purpose

The purpose of this policy is to define the roles, responsibilities, and accountabilities of the Registrar of the College of Dental Technologists of Ontario, ensuring effective leadership, sound governance, and operational excellence. Accountable to the Board and the Ministry of Health, the Registrar's primary duties involve executing the Board's vision and leading the implementation of its decisions. The Registrar represents the College to its system partners and must hold the values that define the College in all of their actions.

#### 2. Application and Scope

This policy applies to the Registrar of the College of Dental Technologists of Ontario.

#### 3. Policy

The Registrar serves as the chief executive officer of the College and, with the support of staff, manages and makes decisions related to the day-to-day operations in pursuit of its mandate.

#### 4. Roles and Responsibilities

The Registrar shall:

##### *Guiding Principles:*

1. lead the College in upholding its legislated mandate under the RHPA, the Act, and the Bylaws, policies, and standards, adhering to EDI and ethical principles;
2. declare any actual or perceived conflict of interest that may discredit the College, breach a legal or ethical obligation, and/or create liability;
3. maintain confidentiality as required by the *Regulated Health Professions Act, 1991 (RHPA)* and the College's By-laws;
4. support the Chair, Vice-Chair, Board and Executive Committee in meeting their responsibilities;
5. translate the goals, objectives and strategic directions of the Board into operational plans and implementing the decisions of the Board;
6. collaborate with the Chair and utilize the support of the Board, Committees, and College staff to develop and promote the achievement of College objectives and priorities through identifying and implementing new policies and strategic projects;
7. preserve a collaborative, transparent, supportive, and effective work environment;

8. develop annual personal and organizational goals in collaboration with the Executive Committee and submit to an annual performance review conducted by the Committee;
9. continuously develop and strengthen relationships between system partners and work to instill confidence in the College;
10. keep the Board informed and, when possible, proactively strategize a response to emerging issues, changing public expectations, risk considerations and legislative updates.

*Specific Responsibilities:*

1. Executive Leadership and Planning

- a. fulfill the duties of the Registrar of the College as set out by the RHPA, the Act, the By-laws and policies of the College, and as assigned by the Board;
- b. work with Board and College leadership to develop and plan the achievement of short-, intermediate-, and long-term goals;
- c. supervise and administer the election of Officers and the Executive Committee;
- d. preside over a resolution, in the case that such a resolution is presented, regarding the removal of the Chair or Vice-Chair from their office and ensure that all ballots are destroyed following the vote; and
- e. ensure a performance evaluation of the Board is completed and tabled annually and that discussion surrounding the results is productive and achieves the key principles of the evaluation.

2. Operational Duties and Resource Management

- a. manage human resources as needed to ensure the College is positioned to effectively and efficiently meet its goals;
- b. determine the form of certificates of registration and other College documentation and sign summons or notices on behalf of the College or any Committee, unless otherwise provided by law;
- c. manage the use of the College bank;
- d. sign all exchanges, expenses, or payments of amounts in accordance with the Bylaws of the College and Signing Authority Policy;
- e. invest the excess cash funds in accordance with the Investments Policy established by the Board;
- f. with the approval of two-thirds (2/3) of the Board, manage the borrowing and giving of security in accordance with College By-laws;
- g. give notice of every appointment and re-appointment of an auditor(s) to the auditor(s) in a timely fashion and notify them of every Board meeting, allowing the auditor(s) sufficient time to arrange for representation at such meeting;

- h. notify Directors of upcoming meetings, including date, time, place, and matters to be discussed at least two (2) weeks prior to each regular meeting and five (5) days prior to a special meeting;
  - i. ensure accurate minutes of all Board meetings are recorded, approved, and maintained ;
  - j. report any complaints received against a Director or a Committee member to the Chair or Vice-Chair;
  - k. report Director and Committee member attendance issues that might violate the College's By-laws to the Chair or Vice-Chair so that appropriate action can be taken;
  - l. collect a declaration form citing the absence or presence of any conflict of interest relating to a position in another professional association or organization from each Director and Committee member upon election and annually upon request;
  - m. consult with a Director or a Committee member if they believe that they may have a conflict of interest in any matter under deliberation or action relevant to their role;
  - n. send to each registrant a notice stating that the annual registration fees are due, the amount of the fee, and a request for information required under the regulations and College By-laws; and
  - o. make decisions and provide input regarding information entered, removed, and withheld from the Public, in the College's register, as provided in article 21 of the College By-laws and the Code.
3. System Partners and Public Relations
- a. proactively engage with system partners and the public to garner positive awareness of the College;
  - b. act as the College spokesperson or if unable to fulfill this role, request a Director, College employee, or consultant to perform this role, as appropriate;
  - c. communicate with the media regarding the regulation of dental technologists in Ontario and the operations of the College, or authorize a Director or a Committee member to do so;
  - d. consult with the Chair to review invitations for speaking engagements and determine the appropriate representation to address the topic; and
  - e. review or designate a person to review all presentation material to ensure consistency with College policies and positions.

## 5. Hiring of the Registrar

The Registrar shall be appointed by the Board. The Executive Committee shall be responsible for recruiting an individual to perform the duties of the Registrar for the

College. The Executive Committee shall present the candidate to the Board for final approval and appointment.

## 6. Non-Compliance

Non-compliance with this Policy may result in the violation of applicable laws, regulations, or policies, potentially leading to reputational, financial, or other risks to the College. In such cases, the College may take disciplinary, legal, or other appropriate action, including but not limited to the termination of employment with the College.

## 4.0 Conduct

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### Purpose

The CDTO's achievement of its mandate and the College's sustainability is dependent on its ability to retain the public's trust and confidence to regulate the profession of dental technology in Ontario. In order to preserve the public's trust and confidence, the College shall adhere to principles of conduct that are in line with keeping the expectations of the public, RDTs, the Ontario Ministry of Health, and other stakeholders.

### **4.1 Code of Conduct**

Policy Section:     **Conduct**

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### Introduction

All Board and Committee members must uphold the highest standards of integrity, respect and consideration, transparency, openness, communication, and accountability when discharging their duties. As such, members must hold themselves accountable to the code of conduct, ethics, and decorum required by the CDTO as they further their responsibilities.

### Code of Conduct

All Board and Committee members shall:

*General Expectations:*

1. be familiar and comply with the RHPA, the Act, the Code, and the By-laws, policies, and standards;
2. serve on the Board and/or its Committees to the fullest ability and diligently take part in advancing their respective mandates;
3. act and promote the Board and its Committee work in the best interest of the Public;
4. not reference titles held with the Board or its Committees, or positions held at the College in any personal or business materials;
5. refrain from attempting to influence a decision outside of the scope of practice of the Board or a Committee;
6. respect reporting boundaries that exist at the College, which consist of staff reporting to the Registrar and the Registrar reporting to the Board; and
7. be respectful of others and not engage in behavior that can be perceived as verbal, physical, or sexual abuse, or harassment.

*Meetings:*

1. regularly attend meetings having read preparatory materials and be ready to constructively participate in discussions;
2. respect the authority of the Board and/or Committee Chair;
3. raise well-informed opinions and views on matters before the Board or a Committee only when appropriate;
4. recognize the diverse background, skills, and experience of fellow members and work to use these factors to enhance the capacity of the Board or its Committees;
5. express solidarity with decisions made by the Board and its Committees, regardless of prior personal disagreement;
6. preserve confidentiality and avoid or declare any actual, perceived, or potential conflicts of interest;
7. respect the Chair and fellow Board and Committee members; and
8. abide by Schedule 2 of the By-laws 'Rules of Order of the Board of Directors.

## **4.2 Conflict of Interest**

Policy Section: Conduct

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### Introduction

All Board and Committee members shall carry out their role in a manner that serves and protects the public interest. Therefore, College property and information may not be used to directly or indirectly advance their own personal or financial interests. Further, all Board and Committee members shall not engage in activities or decision-making concerning any matters where they have a direct, indirect, or perceived personal or financial interest. Finally, Board and Committee members have a duty to further the intent of the Act to regulate the practice and profession of dental technology in the public interest, and not represent the views of advocacy or special interest groups.

### Determining a Conflict of Interest

A Board or Committee member shall be perceived to have a conflict of interest if:

1. they hold a responsible position at or are an employee of any Health Care Professional Organizations or Associations;
2. they hold a responsible position at or are an employee of any organization where their duties may be perceived as having the potential to influence their judgement in a matter under consideration by the Board or a Committee; or
3. their parent, spouse (including common-law), child, or sibling has a direct, indirect, or perceived personal or financial interest in a matter under consideration by the Board or a Committee, as this interest will be considered the member's interest.

### Potential, Perceived or Actual Conflict of Interest

All Board and Committee members must recognize that actual and perceived conflicts of interest may discredit the College, breach their obligation to the College, and/or create liability for them and/or the College. If a Board or Committee member believes that a conflict of interest may exist or be perceived to exist in a matter under deliberation or action by the Board or its Committees, they shall:

1. prior to any deliberation or action by the Board or a Committee, declare the conflict to the Board or Committee and accept any direction they may provide;
2. consult with the Chair, Registrar, and legal counsel as needed;
3. if it is advised that a conflict exists or may be perceived to exist, the member shall:
  - a. not participate in or vote on a question related to the conflict.
  - b. absent themselves from the portion of the meeting related to the conflict.

- c. not attempt to influence or do anything that may be perceived as influencing the voting on the matter.

When a conflict of interest has been declared, it must be recorded in the minutes of the meeting, accompanied by a description of the conflict.

The Board may disqualify an Elected Director or request that the Minister remove a Public Director if they have breached the conflict of interest provisions described in this Governance Policy Manual or the College By-Laws in a manner that the Board assesses as warranting disqualification.

### Proactive Practices

The College shall seek to proactively limit the opportunity to engage in actions that are or may be perceived as conflicts of interest by:

1. exercising its legislated right to create By-laws and regulations (pending the approval of the Lieutenant Governor in Council) prescribing the definition of a conflict of interest for a Board or Committee member;
2. requiring Board and Committee members to complete and provide to the Registrar a form declaring their current and recent affiliations with Professional Associations and other organizations on an annual basis. The direct, indirect, or perceived personal and financial interests of a parent, spouse, child, or sibling must also be declared;
3. disallowing Board and Committee members from holding a staff position, employment, contract, or appointment with the College during and within one (1) year of ending their term;
4. disallowing Board and Committee members from holding any position such as director, owner, board member, officer, or employee with a Professional Association during their term; and
5. disallowing the Registrar from making any payment before due diligence has been exercised regarding a potential or actual conflict of interest.

## 4.3 Media Communications

Policy Section: Conduct

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### Introduction

Instilling confidence in Registrants, the Public, and other stakeholders regarding the College's ability to effectively and efficiently regulate the profession of dental technology in Ontario is central to the CDTO's sustainability and in the meeting of its objectives. Therefore, all communication with the media, the public, Registrants, and other stakeholders must be congruent with the approved policies and positions of the College.

### College Spokespersons

Only the Registrar, the Chair, or in the absence of the Chair, the Vice-Chair, are the authorized spokespersons of the College and may provide interviews to the media, respond to inquiries, or comment on issues concerning regulation of the profession or the operation of the College. The Registrar, the Chair, or in the absence of the Chair, the Vice-Chair may also:

1. request a Director, College employee, or consultant to act as College spokesperson; or
2. authorize a Director or a Committee member to communicate with the media to provide interviews, respond to inquiries, or comment on issues concerning regulation of the profession or the operation of the College.

### Rules of Engagement

To ensure consistency among College communications, all media contact shall be channeled and coordinated through the Registrar's office. The following rules of engagement shall be enforced:

1. Committee members asked to be interviewed by media, respond to inquiries, or comment on issues concerning regulation of dental technology or College operations shall decline and refer any such requests to the Registrar's office;
2. presentation content must be provided to the Registrar for approval at least five (5) days or as soon as feasible, prior to the presentation date;
3. invitations for speaking engagements as a College representative must be submitted to the Registrar and include the date, time, place, topic, and length of engagement;
  - a. the Registrar shall consult with the Chair to determine the response and designate a representative to attend.
4. no person speaking as a representative of the College shall accept a payment or benefit related to the speaking engagement in an amount in excess of \$50.00; however, if it cannot be graciously declined, it shall be turned over to the Registrar immediately.

5. prior to expressing disagreement with a decision, policy, or position of the College, any Director or Committee member shall resign their position and subsequently only express such disagreement in a manner consistent with their ongoing fiduciary obligation towards the College and Confidentiality Agreement.

## **4.4 Confidentiality Agreements**

Policy Section:    Conduct

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### Introduction

The College must exemplify the value of integrity in all its activities and carry out its mission with a professionalism that promotes trust and confidence and sets an example for the profession. Disclosure of confidential information by Directors, Committee members, staff, and persons retained or appointed by the College in respect to all matters they are exposed to in the course of their duties, except as authorized by the RHPA, is remiss of their legislated responsibility under the RHPA and the Act.

### Requirements

Directors, Committee members, staff, and persons retained or appointed by the College shall:

1. read subsection 36(1) of the RHPA and understand the described exceptions to the responsibility to maintain confidentiality; and
2. annually sign the confidentiality agreement approved by the Board.

### Offenses

Any Directors, Committee members, staff, and persons retained or appointed by the College found to have breached sections 36(1) and 40(2) of the RHPA, and article 17 of the College By-laws will face consequences in pursuant with the law.

## **4.5 Intellectual Property**

Policy Section:    Conduct

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### Introduction

The efforts of Directors, Committee members, and College staff to excel in their roles with the CDTO and to further the objectives of the College will result in the development of intellectual property. This may include but is not limited to, creative works, procedural innovations, software developments, and knowledge translation materials. Intellectual property produced under the CDTO banner has a direct impact on its function and ability to instill confidence in its stakeholders. As such, to ensure that it is appropriately used, disseminated, and authored, the College shall retain the rights to this intellectual property.

### Specifications

1. all intellectual property developed under the CDTO banner, and its copyright is owned by the College;
2. proceeds, whether monetary or intangible, associated with intellectual property owned by the College will be turned over to the Registrar;
3. material developed under the CDTO banner shall be presented with the College as the author unless otherwise provided for by the Registrar and;
4. research conducted in association with the College shall only be published with the approval of the Registrar and may have designated author(s) as determined by the Registrar;

When intellectual property is developed in partnership with a partner or entity, specifications in the partnership agreement with such partner or entity shall supersede this policy.

## 4.6 Board-Staff Relations

Policy Section: Conduct

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### Introduction

The College fosters a collaborative culture that prioritizes transparent and open communication. While communication between Board and College staff is often necessary to achieve their collective vision, the boundaries of authoritative power and roles must be acknowledged. To ensure an effective, respectful relationship between both parties, it is prudent to define the general scope of the relationship.

### Conduct

The board and staff are to keep the following guidelines in mind when engaging with one another:

1. dialogue concerning College-related activities should only be had in appropriate settings;
2. submissions or questions regarding reimbursement and/or honoraria should be directed to the Office Administrator;
3. questions to a staff member related to a Committee issue should be directed to the appropriate staff member through the Chair of that Committee;
4. both staff and Directors are to be respectful and not engage in behavior that may be reasonably perceived as verbal, physical, or sexual abuse, or harassment;
5. Directors will not attempt to influence or pressure a staff member by means of their position on the Board;
6. any issues related to the Board-staff relationship not resolved by the parties involved shall be managed by the Registrar and/or Chair;
7. the difference in the role of the Board and staff shall be respected, with Directors developing and approving the By-laws, policies, regulations, and standards of the college, and staff working to implement such developments; and
8. open informal dialogue is encouraged between the Board and staff, where appropriate.

## 5.0 Finance & Expenses

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### Purpose

The CDTO is responsible for the stewardship of resources to carry out its mandate to protect the public and ensure competency and accountability of dental technologists practicing in Ontario. To fulfill this responsibility, the CDTO aspires to maintain the highest standards for the management of resources that have been entrusted to it.

### 5.1 Honoraria and Reimbursement of Expenses

Policy Section: Finance & Expenses

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#### Introduction

Standards of fiscal management can only be achieved with the development of clear guidelines and the prioritization of accountability, risk minimization, long-term sustainability, and social responsibility. In accordance with this, the CDTO shall follow clearly defined, transparent, and equitable guidelines when awarding Honoraria.

#### Honoraria

Honoraria are payments in recognition of acts or professional services for which custom or propriety forbids a price to be set.

##### *Eligibility:*

To be eligible for Honoraria, the recipient must be a non-staff member. The College shall remunerate per diem for necessary and reasonable expenses incurred by Registrants of the College while carrying out their duties. Such Registrants include but are not limited to:

1. Directors and Committee members;
2. invigilators;
3. markers;
4. consultants; and
5. peer assessors.

##### *Specifications:*

Honoraria shall:

1. be provided if time is spent attending various meetings of the Board, review panels, and identified or statutory Committees;

2. only be provided per diem with only one (1) full day per diem permitted within a twenty-four (24) hour period;
3. only be provided to Elected Directors, other RDTs assigned specific functions, and Appointed Directors under special circumstances (i.e., expenses not covered through Ontario’s Health Board Secretariat);
4. be paid as taxable income, as per the Canadian Revenue Agency;
5. be provided in the following amounts:

Claimant	Per Diem Honoraria	Maximum Per Diem Claimable by Meeting Duration	
		Less than three (3) hours	More than three (3) hours
Chair or Committee Chair (including acting)	\$400	50%	100%
Vice-Chair	\$325	50%	100%
Directors, Committee members, and other individuals assigned for the business of CDTO	\$300	50%	100%

## Reimbursement

The College requires all individuals involved in submitting claims and authorizing their reimbursement to exercise good judgment to ensure College funds are used in a responsible, conservative, and reasonable manner. The CDTO reserves the right to refuse, in whole or in part, reimbursement of expenses.

### Eligibility:

In addition to those eligible for Honoraria, College employees and volunteers are also eligible for the reimbursement of expenses accrued while conducting College-related business.

### Specifications:

When making College business-related expenditures on travel, accommodations, and meals, the expense must be justifiably necessary, and claimants must choose the most economic and practical option available. Expenses shall be reimbursed in the following amounts:

#### I. travel:

Mode of Transport	Requirements	Reimbursement Rate
Public Transport		At cost
Personal Vehicle	More than 40km one-way	\$0.61/km

Air	Economy is standard option; choice of airport must consider distance to the College event/meeting; original receipts are needed	At cost
<b>Other Travel Related Expenses</b>		
Parking and Tolls	Original receipts needed	At cost
Internet Charges	Written explanation to the College is required to confirm the requirement for use.	Rate on receipt
Rental Cars	A compact model or its equivalent is required unless otherwise approved; car must be refueled upon return; original receipts required	At cost

2. accommodation:

- a. not provided to those residing within 40km of the meeting/event site, unless approved.
- b. those residing in the Greater Toronto Area are encouraged to use available public transit, without the need for overnight accommodation.
- c. entertainment and personal services will not be reimbursed and should be deducted from hotel bills prior to submitting a claim.

<b>Accommodation</b>	<b>Requirements</b>	<b>Reimbursement Rate</b>
Hotel/Motel	Original receipts required	Most economical
Private	Written explanation describing the purpose of the trip, identifying the host and the number of days stayed	\$30/night
Hotel Internet charges	Written explanation must be provided to the College	Rate on receipt

3. meals:

- a. alcohol will not be reimbursed.

<b>Meal</b>	<b>Requirements</b>	<b>Reimbursement Rate</b>
Breakfast	Departure from residence required to be two (2) hours prior to meeting/event start time	\$10
Lunch	Must be a full-day exertion	\$15

Dinner	Formal meeting/event hours extend beyond four (4) PM and return trip to resident exceeds two (2) hours, other as otherwise approved	\$22
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### Claims

Persons responsible for approving claims shall be accountable for their decisions, which must be taken with good judgement and complete knowledge of the situation. Expense records must be maintained at the College office for verification and auditing purposes. Both claimants and approvers must be made aware claims may be accessed by a third party under the Freedom of Information and Protection of Privacy Act. Approvers shall ensure that claims forms for honoraria and reimbursement of expenses are:

1. submitted for payment no later than three (3) months after the relevant meeting/event;
2. signed and dated;
3. submitted by the most senior person in the group, should the claim involve more than one person;
4. authorized only if expenses are:
  - a. accrued during College-related business.
  - b. within the scope and amount of budget for the meeting/event.
  - c. compliant with College policies and standards.
  - d. include all necessary documentation.
  - e. accurately described.

### Limitations

Honoraria and reimbursement for Public Directors are largely provided by the Health Board Secretariat (HBS) from Ontario Shared Services. Claims in excess of what HBS provides coverage for shall be processed and provided by the CDTO in accordance with the amounts described in this policy.

## **5.2 Signing Authority Policy**

Policy Section: Finance & Expenses

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### **I. Purpose**

- 1.1. The Board of Directors of the College of Dental Technologists of Ontario may, by duly authorized resolution, designate signing officers. This Policy repeals and replaces all policies and resolutions regarding signing authority previously passed by the Board.
- 1.2. The purposes of this Policy are to specify the signing authorities required for different types of contracts, and to define the responsibilities of individuals who negotiate, approve, and sign contracts on behalf of the College. It also establishes that only those contracts signed in accordance with this Policy shall be binding upon the College.
- 1.3. This Policy reflects the commitment of the College to the proper management of and accountability for the resources of the College.

### **2. Application and Scope**

- 2.1. This Policy applies to all contractual arrangements that will bind the College, including those signed electronically, physically, or by any other valid method of signature.
- 2.2. This Policy applies to all persons responsible for authorizing, signing, and managing, without limitation, contractual arrangements that bind the College.
- 2.3. Notwithstanding the definition in Section 3 of “Contracts”, and other than as set out in Section 4.1, “Delegation of Signing Authority” and the Signing Authority Register referenced in Section 4.1, this Policy does not apply to individual employment agreements or human resources documents.

### **3. Definitions**

“Board” refers to the Board of Directors of the College of Dental Technologists of Ontario.

“College” refers to the College of Dental Technologists of Ontario.

“Contracts” means any contract, document or instrument in writing and includes, but is not limited to, any agreement, contract, subcontract, letter of intent, memorandum of understanding, memorandum of agreement, lease, deed, transfer, instrument, assignment, obligation, certificate or other document, the provisions of which may be binding upon the College.

“Delegates” are individuals granted authority to sign contracts that are binding upon the College.

“Officer” has the meaning given under CDTO Bylaw section 5.01, as it may be amended from time to time.

“Proponents” are individuals who negotiate contracts on behalf of the College.

## 4. Policy

### 4.1. Delegation of Signing Authority

The Board establishes a Signing Authority Register through which limited signing authority is delegated to those persons holding the positions listed in the Signing Authority Register for the agreement types specifically identified.

- 4.1.1. If any signing authority is not reasonably available, the individual assuming that signing authority’s role in an acting or interim capacity also assumes their signing authority for the duration of the absence. However, no individual may assume the signing authority of an Officer of the College unless duly appointed by the Board.
- 4.1.2. Amendments to the Signing Authority Register must be approved by the Board.
- 4.1.3. The Registrar may make minor editorial changes to the Signing Authority Register to reflect changes in the titles of positions or other terms, provided that the change is non-substantive and reflects a change in nomenclature only, rather than a change in the underlying role or function of a position or term.
- 4.1.4. All delegated authorities and editorial changes made to the Signing Authority Register under this Policy are subject to annual review by the Board.

### 4.2. Negotiating Contracts

Proponents who undertake contract negotiations on behalf of the College have the responsibility to:

- 4.2.1. Be aware of relevant College policies and any required authorizations or approvals before negotiations commence, including but not limited to the requirement to declare real or perceived conflicts of interest;
- 4.2.2. Ensure the negotiating process includes appropriate consultation regarding the College’s internal requirements, including other departments which may be significantly impacted, applicable legislative and regulatory requirements, and required insurance coverage;
- 4.2.3. Ensure there are sufficient human, physical, and financial resources to meet the College’s obligations under the contract;
- 4.2.4. Determine whether the contract is within normal operating expenditures and approved budget provisions, otherwise prior authorization to negotiate from the Board is required;
- 4.2.5. Determine if any financial issues, such as payment methods, tax consequences, or acquisition methods, require review by internal Finance and the Registrar/CEO;

- 4.2.6. Ensure that there is no deliberate avoidance of signing authority limits through the splitting of contracts;
- 4.2.7. Carry out due diligence regarding the other contractual party (i.e., verify the legal entity, and its financial viability);
- 4.2.8. Determine whether legal support or advice is required and obtain such support as early as possible in the negotiation process;
- 4.2.9. Ensure contracts are entered into in the name of the “College of Dental Technologists of Ontario”;
- 4.2.10. Negotiate in the best interest of the College; and
- 4.2.11. Advise the other party that the contract is not considered final or binding until it has been signed in accordance with the College’s policies.

### **4.3. Contracts Requiring Authorization of the Board**

Notwithstanding the Delegation of Signing Authority set out in Section 4.1, authorization from the Board (or such delegated Committee of the College) is required for the College to enter into contracts of the nature described below:

- 4.3.1. Contracts for the purchase, sale, or mortgage of land;
- 4.3.2. Licenses to use, leases and commitments of real property or facilities of the College for a term exceeding 5 years;
- 4.3.3. Contracts having an anticipated cost to the College of \$5,000 or more, with the exception of acquisitions that are within a budget approved by the Board;
- 4.3.4. Bonds, debentures and securities issued by the College or agreements; involving the borrowing of money, limiting or increasing the amount that may be borrowed, or the guaranteeing of obligations;
- 4.3.5. Contracts which have the potential to significantly impair the financial status of the College, contracts with the potential of material risk or onerous consequences, whether legal, financial, reputational or otherwise, or contracts that are precedent-setting or involve sensitive issues;
- 4.3.6. Charges, mortgages, hypothecs or pledges with respect to all or any of the real or personal property of the College, including book debts, rights, powers, franchises and undertakings, to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the College;
- 4.3.7. Contribution agreements where a government or organization provides funding for a specific project or program; and
- 4.3.8. Contracts reserved for the consideration of the Board under Board policy (e.g., memorandum of understanding, amalgamation agreements, grants) or as determined by the Board or the Registrar.

### **4.4. Signing Contracts**

Delegates who sign contracts on behalf of the College have the responsibility, prior to signing, to:

- 4.4.1. Verify that the terms set out under Section 4.2, “Negotiating Contracts”, have

been considered and that all appropriate reviews and approvals have been obtained;

- 4.4.2. Ensure that intellectual property interests, proprietary to the College, are appropriately protected in terms that conform with the College's Policies and its existing legal obligations; and
- 4.4.3. Consult with the Registrar or Legal Counsel on contracts with an unusually high-risk factor, such as those that might bring the College's activities under public scrutiny or involve any controversial matter.

#### **4.5. Use of the Seal**

- 4.5.1. The seal of the College shall be affixed to any contract that requires the College seal by the Registrar after it has been signed in accordance with this Policy.

#### **4.6. Contract Retention**

- 4.6.1. The delegate will ensure that the original contract or an accurate copy, along with supporting documents, is stored in a secure location in accordance with the specified retention periods and the confidentiality requirements outlined in College policies.

## **5. Non-Compliance**

Non-compliance with this Policy may result in the violation of applicable laws, regulations, or policies, potentially leading to reputational, financial, or other risks to the College. In such cases, the College may take disciplinary, legal, or other appropriate action, including but not limited to the termination of employment with the College.

**SIGNING AUTHORITY REGISTER**

APPROVED BY THE BOARD UNDER SECTION 4.1 OF THE SIGNING AUTHORITY POLICY

		<b>Banking Agreement*</b>	<b>Borrowing and giving of security*</b>	<b>Registrar/CEO Employment Agreement*</b>	<b>Contribution Agreement*</b>	<b>Memorandum of Understanding*</b>	<b>Purchase, Sale, or Mortgage of Land*</b>	<b>Licenses, Leases and Commitments of real property or facilities, term exceed 5 years*</b>	<b>Licenses, Leases and Commitments of real property or facilities, term is less than or equal to 5 years</b>	<b>Contracts greater than \$25,000**</b>	<b>Contracts greater than \$5,000 and less than or equal to \$25,000**</b>	<b>Contracts less than or equal to \$5,000</b>
<b>SIGNING AUTHORITY</b>	<b>Chair</b>			<b>X</b>								
	<b>Registrar/CEO AND One of Chair OR Vice Chair OR Officer</b>	<b>X</b>	<b>X</b>				<b>X</b>	<b>X</b>		<b>X</b>		
	<b>Registrar/CEO</b>				<b>X</b>	<b>X</b>			<b>X</b>		<b>X</b>	<b>X</b>

\*requires Board authorization

\*\*requires Board authorization, with the exception of acquisitions that are within a budget approved by the Board

## **5.3 Investment Policy**

Policy Section: Finance & Expenses

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### Introduction

The College's main source of revenue is registrant fees. Any surplus funds of the College are maintained to achieve its public protection mandate.

The objective of this policy is to establish guidelines which facilitate the effective management of the College's cash balances that are not immediately required for operations or the specific purposes they are committed for and to provide a source of internal funds for strategic priorities. To ensure prudent management and stewardship of the financial resources of the College, it is desirable to both protect and optimize the value of these funds by investing at the maximum yield available with appropriate security, liquidity and diversification constraints,

### Responsibilities and Approvals

Each of the Board, Executive Committee, and Registrar participate in the oversight of the Colleges invested funds.

#### 1. Board

The Board of the College of Dental Technologists of Ontario ("The Board") has ultimate authority over and responsibility of the investment portfolio ("portfolio"). The Board's role with respect to this policy is one of oversight, as it has delegated responsibility for investing to the Registrar and the Executive Committee. To assist it in the performance of its duties and to ensure that the portfolio meets its objectives, the Board will:

- a. Receive the Executive Committee's recommendations with respect to the Investment Policy and approve or amend it on an annual basis or as needed.
- b. Review all the other reports and recommendations of the Executive Committee with respect to the portfolio and take appropriate action.

#### 2. Executive Committee

The Executive Committee will:

- a. Maintain an understanding of legal and regulatory requirements and constraints applicable to the portfolio and keep the Board fully apprised of these.

- b. Review the Investment Policy on an annual basis, with the consideration that any substantive changes, particularly with respect to the asset mix, should only be considered every five years, barring exceptional circumstances.
- c. Monitor the portfolio's performance and its compliance with the Investment Policy and report on these matters to the Board on a quarterly basis.
- d. Monitor the portfolio's financial risks and report any significant risks to the Board, including the consequences of potential significant losses or investments of any part of or of the entire portfolio.
- e. Provide recommendations to the Board regarding the selection, engagement, or dismissal of professional Investment Advisor or consultants they may wish to hire.
- f. Set parameters within which the Registrar will have discretion to select, terminate, or replace the Investment Advisor/Manager.
- g. Take appropriate steps to resolve any conflict-of-interest issues.

### 3. Registrar

The Registrar will not manage CDTO's investments without the services of an Investment Advisor to provide expertise in the investment approach and investment portfolio.

The Registrar will:

- a. Invest the excess cash funds, as delegated by the Board, in accordance with this policy and in a timely manner.
- b. Monitor the cash flow and receive or invest funds to address the College's cash requirements.
- c. Select, terminate or replace the Investment Advisor within the set parameters and report to the Executive Committee.
- d. Liaise with Executive Committee and Investment Advisor.
- e. Monitor the Investment Advisor and investments to ensure compliance with the investment policy and approach.
- f. Provide the Executive Committee with draft changes to the Investment Policy for consideration and recommendation for approval as necessary.
- g. Promptly report any non-compliance issues of the Investment Policy to the Executive Committee.

### 4. Investment Advisor

Custody of the Portfolio's assets will be delegated by the Registrar to an Investment Advisor who is recognized as a depository for securities. The Investment Advisor will report to the College and will:

- a. provide safekeeping for Portfolio assets.
- b. process authorized transactions as directed by the College.
- c. collect interest, dividends and the proceeds of cash equivalent and fixed income instrument maturities.
- d. inform the Registrar of pending corporate actions (e.g., name changes, mergers, odd lot offerings) and process instructions related to such matters.
- e. deposit and transfer funds and payment of expenses as directed by the College.
- f. maintain a record of all transactions.
- g. provide regular reports to the College and to the Executive Committee as provided for in Section 6 of this policy.
- h. provide the College, the Registrar, and the Executive Committee with information required to fulfill their duties, or as directed by the Executive Committee.
- i. to the extent possible, provide applicable information as may be requested by the College's auditor.

## 5. Approvals

All investing activities are to be approved by the Registrar.

## Investment Objectives

The investment of excess cash balances must satisfy the following investment objectives:

### 1. Return on Investment

The College's objective is to achieve a return ahead of the rate of inflation set by the Bank of Canada that protects the long-term purchasing power of the capital component emphasizing focus on some preservation of capital.

### 2. Risk Tolerance

The investment portfolio should be structured and managed to achieve a reasonable rate of return while aiming to minimize risk. The portfolio should have a greater emphasis on lowering volatility and limiting losses in the short-term by diversification of investments as defined by the policy and varying terms of maturity.

### 3. Provide Liquidity

The College does not anticipate any large cash withdrawals over the time horizon. However, for the portion of investments in cash and fixed income they should be structured with maturity terms to anticipate and address immediate and long-term operating requirements. Any funds invested in Equities would be subject to potential gains

or losses if sold. We will only allocate funds to equities that we do not anticipate needing for immediate requirements.

## Permitted Investments

- i. Federal Government of Canada Bonds
- ii. Canadian Provincial Bonds
- iii. A corporate bond issued by a corporation with a rating of BBB or higher with the Dominion Bond Rating Service (DBRS) or Moody's Rating agency.
- iv. A Schedule I Canadian Chartered bank. Limit to GIC's \$100K to \$500K.
- v. A Schedule 2 Canadian Chartered bank. Limit to GIC's \$100K and CDIC insured.
- vi. Equities which may include: Canadian, US, International and Emerging Markets equities or Schedule I Canadian Chartered bank Principal at Risk Structured Notes.

## Asset Allocation

Investments considered to be aggressive or deemed high risk will not be included in the College's investment portfolio. Investment of College assets should fall within the asset classes and ranges specified below:

<b>Asset Class</b>	<b>Permissible Range</b>	<b>Risk</b>
Cash	10%-15%	Low
Fixed Income	25%-90%	Low
Equity	0%-25%	Medium/Moderate

## Investment Monitoring & Reporting

On a quarterly basis and within 30 days of the end of the calendar year, the Investment Advisor/Manager will provide the Registrar with:

- a. A Performance Report of the valuation of the portfolio as of the end of the quarter, including the market value of each investment.
- b. Data and commentary on the portfolio's investment performance relative to the policy and mandate, as well as for most recent quarter and year.

On a quarterly basis the Registrar will report to the Executive Committee and Board on investment results and compliance with its Investment Policy.



## **5.4 Capital Assets**

Policy Section: Finance & Expenses

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### Introduction

The CDTO is responsible for handling College assets in a manner that is transparent, accountable, and mindful of the College’s strategic planning, sustainability, and operational needs. Capital assets of the College include items that are properties and equipment that:

1. have been acquired for use on a continual basis;
2. are not intended to be sold as part of regular operations; and
3. are to be used for administrative purposes, in the discharge of the College mandate, or to accent other existing assets.

### Specifications

1. the Registrar must maintain or designate a staff member to maintain a ledger of current capital assets;
2. capital assets must be reviewed as needed to ensure sustainability, alignment with the College values and mandate, and necessity;
3. a capital budget for the College must be approved by Board each year; and
4. the Chair, Vice-Chair, and Registrar may approve investments, purchases, or leasing of goods and acquisition of services in accordance with the College By-laws, policy 5.2 ‘Signing Officers’ and policy 5.3 ‘Investment Policy’ of this manual.

## **5.5 Insurance Policy**

Policy Section: Finance & Expenses

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### Introduction

To ensure the continued achievement of its mandate, the College must ensure the College, Board, Committees, and staff are not unnecessarily put at risk and are protected against liability losses.

### Required Insurance Policies

Insurance policies that shall be maintained by the College include:

1. Directors and Officers Liability Insurance;
2. Errors and Omissions Liability Insurance;
3. Commercial General Liability Insurance; and
4. Cyber Security Insurance.

### Review

The Registrar or any staff member designated by the Registrar shall annually review the current insurance policies against comparators to ensure that coverage is comprehensive and economical.

## 6.0 General

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### **6.1 Election Procedure for Officers and Executive Committee**

#### **Members**

Policy Section:     General

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#### Introduction

The College's Board of Directors must have a Chair and Vice Chair under the *Dental Technology Act, 1991* and in accordance with Article 5 of the College's By-Laws, the Officers of the College are the Chair and the Vice Chair, and any other Officers the Board may determine. The Health Professions Procedural Code requires the College to have an Executive Committee which, as per Article 13.01 of the College's By-Laws, is composed of the Chair and Vice Chair and three Directors. Of the five members of the Executive Committee, three must be Elected Directors and two must be Public Directors.

To serve as Chair, Vice-Chair, or a member of the Executive Committee, a Director must be elected by the Board. Elections are held at the first regular Board meeting after the election for Elected Directors.

#### Eligibility and Nomination

Only a Director is eligible for nomination or election as an Officer of the College or as a member of the Executive Committee.

#### Electoral Procedure

The election procedure is as follows:

1. the elections must be supervised by the Registrar, who may be assisted by scrutineers.
2. prior to the first regular meeting after the election for Elected Directors, the Registrar shall invite all Directors wishing to stand for election to the offices of Chair and Vice-Chair and as a member of the Executive Committee to notify the Registrar in writing.
3. at the meeting, the Registrar shall announce the names of eligible candidates, the position they are running for and take any additional nominations from the floor.
4. a Director may withdraw as a candidate at any time before the election takes place.
5. the election of the Chair will take place first.
  - a. before the vote, all candidates who have indicated their interest for the position of Chair will be given a period not exceeding three (3) minutes (in alphabetical order by last name) to speak to their suitability to the position;
  - b. where there is only one candidate for the position, that person is acclaimed.

- c. if there is more than one candidate for the position, voting shall be conducted by secret ballot by the Directors present and decided by a majority vote;
  - d. where no candidate receives a majority vote, the candidate receiving the lowest number of votes will be dropped from the ballot, and the Board shall by secret ballot vote on the remaining candidates until one candidate receives a majority vote. If more than one candidate is tied for the lowest number of votes, those candidates tied for the lowest number of votes will be dropped from the ballot, and the Board shall by secret ballot vote on the remaining candidates until one candidate receives a majority vote. If only one candidate remains after dropping the candidates with the lowest number of votes, the remaining candidate is acclaimed.
  - e. if there is a tie for the most votes between the candidates for the position, a subsequent vote will be held. Prior to voting, the candidates may speak for another three (3) minutes. If this vote results in a tie, the winning candidate will be determined by the Registrar by lot (i.e. by drawing a name at random using a method selected by the Registrar).
  - f. the Registrar will tabulate, record, and report the results, however, the number of votes accorded to each candidate shall not be disclosed.
6. once the Chair is elected, the Vice-Chair will be nominated and elected in the same manner as the Chair.
7. once the Vice-Chair has been elected, the remaining Executive Committee positions will be filled in the same manner as the Chair and Vice-Chair with the following modifications:
  - a. where two or more positions are available for a Public or Elected Director, they may be elected on one ballot.
  - b. the Board will elect the position(s) to be filled by Public Directors first.
  - c. once the Public Director position(s) are filled, the Board will elect the position(s) to be filled by Elected Directors.
  - d. the required number of candidates who receive the most votes cast on the ballot will be declared elected and a majority vote is not required.
8. once the election is completed, the Registrar shall call for a motion to destroy the ballots.
9. the elected members of the Executive Committee may briefly address the Board if they wish.

## **6.2 Approval of Official Documents**

Policy Section:    General

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### Introduction

Official documents developed by the CDTO and related decision-making must be guided by the principles of transparency and accountability. Registrants, the public, and stakeholders must also be able to exercise their right to participate in the decision-making process, as appropriate.

### Consultation

To ensure the College is maintaining collaborative efforts with its professional Registrants and stakeholders, By-laws, Standards, or Regulations developed by the College may not be approved by Board unless circulated to all Registrants at least sixty (60) days prior. This requirement may be exempt or subject to a lesser period of time as the Minister may dictate.

### Approval

Prior to implementation, use, or distribution, all official documents developed by the CDTO must be reviewed and approved by Board. All documents must be accurately labelled.

## **6.3 Emergency Management Plan**

Policy Section:    General

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### Introduction

The College of Dental Technologists of Ontario is strongly committed to promptly and efficiently responding to any emergencies that could impact the essential and core business functions of the College. An “emergency situation” is defined as catastrophic events such as natural disasters, a pandemic, terrorist attacks, or situations that may or could cause potential harm to a College staff, Registrants, Committee members, Board of Directors, peer assessors, markers, invigilators, or any other individuals who carry out College business.

The purpose and goal of this policy are to design and implement a cohesive plan that will help the College maintain and continue regular operations during the handling of an emergency.

### Implementation

The Registrar has sole authority to determine when the Emergency Management Plan needs to be implemented and in full effect when responding to a declared emergency in a manner congruent with any public declaration of emergency. The Registrar in such circumstances, will inform the Chair and Directors when the Emergency Management Plan is implemented. The Registrar will convene an Executive Committee meeting as soon as possible to report on the situation.

If the Registrar implements this Emergency Management Plan in times of an emergency, College staff must adhere to all the procedures and guidelines set out in this policy and other administrative-related policies, such as the Work from Home Preparedness policy.

### Proactive Practices

Once an emergency is declared, the Registrar and College staff shall:

1. Meet to discuss internal and external communications that need to be delivered
2. Assign a practice advisor to be the point of contact for Registrants to provide appropriate information and support in practice issues
3. Ensuring all staff members know their roles in order to continue the delivery of essential College services
4. Prepare for remote operations of the business, if deemed necessary

### Remote Operations

If the Emergency Management Plan is called into effect during the course of a declared pandemic, in such instances, remote operations of the College may be necessary to ensure that the College

continues its regulatory functions and delivery of core business operations during the pandemic. During this time, effective communication between CDTO staff is essential. If remote operations are deemed necessary, College staff will adhere to the administrative procedures and guidelines set by the College and the Work from Home Preparedness policy.

## Leadership

Board and Committees are expected to continue their governance role to the extent possible, given the nature and scope of the declared emergency and the operational capability of the College.

Should the Registrar be unable to fulfill the role during a declared emergency, the Manager of Registration or the Manager of Professional Practice, Conduct, and Regulatory Affairs will act as Deputy Registrar until either the Executive Committee or Board meets to appoint an Acting Registrar. If either Manager is not able to perform this function or requires further support, the CDTO can call on a coalition of Registrars on the Health Profession Regulators of Ontario (HPRO) that have agreed to perform this function.

## Emergency Situations

The CDTO is strongly committed to promptly and efficiently responding to any situation that may or has caused harm to College staff, Registrants, or Committee and Directors while on the College premises or while conducting College business. The safety and well-being of such persons is a chief priority for the College and designing and implementing a plan to respond to related situations is critical in fulfilling this responsibility.

All College staff and others employed by the CDTO are required to become familiar and comply with:

1. the Occupational Health and Safety Act;
2. the Governance Policy Manual; and
3. the Fire Protection & Building Code for 305 Milner Ave. Scarborough ON.

Individuals are required to follow good judgement practices in the event of an accident or other emergency. Above all, the safety of self and others shall be prioritized. When in doubt, individuals are encouraged to look to senior team members and the Registrar for guidance in an emergency.

In the event an accident or other emergency occurred that has or has the potential to harm a person, equipment, property, or environment of the College, the following chain of communication must be adhered to as possible and to the best judgement of the involved or near-by individuals:



## External Communications

Only the Registrar, the Chair, or in the absence of the Chair, the Vice-Chair, are the authorized spokespersons of the College and may provide interviews to the media and respond to inquiries, or comment regarding an accident or emergency that has occurred.

All external communications posted to the College website or sent out to Registrants shall be approved by the Registrar first. During the course of operations and during an emergency, the College shall disseminate relevant information to Directors as required.

Once a situation has been resolved, the College shall:

1. debrief relevant parties regarding the accident/emergency and subsequent actions taken;
2. take appropriate actions to prevent a repeat accident/emergency; and
3. ensure necessary counseling and other assistance is available to those who need it.

## **6.4 Partnerships in Advancing Public Policy**

Policy Section:    General

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### Introduction

The CDTO is committed to protecting the public interest and providing leadership and support in public policy initiatives that aim to achieve this end. All proposed initiatives, whether formal or informal, must be aligned with the College’s mission, vision, and strategic plan.

### Specifications

All proposed public policy initiatives to be conducted in partnership with an external entity shall:

1. contribute to the public interest;
2. not present an actual, potential, or perceived conflict of interest;
3. be consistent with the CDTO’s mission, vision, and strategic plan; and
4. clearly define:
  - a. acknowledgements;
  - b. information sharing parameters;
  - c. roles and responsibilities;
  - d. objectives;
  - e. deliverables;
  - f. associated timelines; and
  - g. any other information deemed necessary to outline prior to engaging in the partnership.

The College must retain the ability to dissolve a partnership agreement in the event it feels this action necessary.

# 6.5 Strategic Planning Cycle

Policy Section: General

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## Introduction

The mandate of the Board of the CDTO is to shape the strategic direction of the College. The strategic direction provides scope and guidance in goal setting and strategic project planning and prioritizing for a defined period of time. The strategic direction must be regularly reviewed and monitored for execution to ensure the continued success and sustainability of the CDTO.

## Strategic Map Development and Approval

The Strategic Map shall:

1. be developed by Board in collaboration with relevant staff members;
2. be guided by the mission, vision, and values of the College;
3. include a vision for the upcoming five (5) years and outward-facing priorities for the upcoming one (1) to three (3) years;
4. involve consultation with key stakeholders, as needed; and
5. consider opportunities for external input and facilitation.

## Strategic Plan Execution

The Strategic Map shall drive the development of strategic projects. These shall be developed, planned, and executed by staff under the supervision of the Registrar and may be assigned to specific Committee(s) as per the Board’s and/or Registrar's direction. Strategic projects shall be planned to use a one (1) to three (3) year timeframe and should be tracked for completion and issues preventing completion in a project plan developed by the project lead. Updates must be provided to the broader staff, Registrar, and Board, as needed.

## Planning Cycle

Strategic planning shall be conducted as follows:

<b>Strategic Plan Component</b>	<b>Review Schedule</b>	<b>Reviewer</b>	<b>Outcomes</b>
Strategic Map	Five (5) years	Board (Staff, as needed)	Five (5) year strategic map including vision, outward facing priorities
Strategic Projects	Three (3) years	Registrar & Staff (Board, as needed)	A list of strategic projects that will

			be prioritized over the upcoming one (1) to three (3) years
Strategic Project Plans	As determined by the Project lead & at request of Registrar and/or Manager of Strategic Projects	Project Leads (Manager of Strategic Projects, as needed)	A project plan including timelines, deliverables, status of deliverables, and priorities being met

## **6.6 Orientation Program**

Policy Section:     General

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### Introduction

Orientation of new Directors and Committee members is a necessary undertaking to ensure the facilitation of good governance, role preparedness, and awareness of the responsibilities of Directors or Committee members and the Board or Committee as a whole. Directors must be provided with the knowledge necessary to effectively carry out the position to which they have been appointed or elected.

### Guiding Principles

Director orientation shall:

1. be treated as an ongoing process, not a single session;
2. make newly appointed or elected Directors aware of the ongoing support of the Chair, Vice-Chair, and Registrar in pursuing knowledge to improve their effectiveness as Directors or Committee members;
3. prepare new Directors to support and make decisions and participate fully in ongoing discussions; and
4. include a feedback mechanism to facilitate improvements to the orientation program.

### Orientation Program

The orientation program shall occur prior to the first (1<sup>st</sup>) Board meeting after the new term initiates and shall include if time and resources allow:

1. a tour of the College office;
2. scheduled time with the Registrar, in person or via telephone to describe the Registrar's and Chair's role and responsibilities, gain familiarity with the function of the College, Board, and each Committee, and create a professional development plan;
3. an orientation package, which outlines:
  - a. an overview of the College, Board, and Officers of the College;
  - b. scheduled Board meetings for the current calendar;
  - c. the roles and responsibilities of the Board and Directors;
  - d. a professional development form;
  - e. Code of Conduct;
  - f. Rules of Order of the Board; and
  - g. relevant forms:
4. a presentation that includes relevant legislation and items from the orientation package.

The Board and Public Directors appointed to a Committee shall additionally receive a presentation or physical package from College staff containing an overview of the Committee's terms of reference, and its current or ongoing projects.

## 6.7 Succession Planning

Policy Section: General

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### Introduction

The CDTO has a responsibility to ensure minimal interruption to Board and Committee activities due to a position vacancy. Facilitating professional development, knowledge exchange, and skills development is a key opportunity to ensure Board and Committee members have the capacity to meaningfully participate and progress in their roles. These activities are also beneficial to the College's sustainability as they:

1. contribute to the retention of talented individuals,
2. highlight advancement potential, and
3. increase the capacity and effectiveness of the Board and Committees through knowledge and skills exchange and transfer.

### Specifications

Succession planning shall involve the following:

1. all Board and Committee members shall annually complete and review with the Registrar a professional development plan that includes:
  - a. conference registration requests.
  - b. Committee preferences.
  - c. six (6) and twelve (12) months professional goals including steps to completion, support required, target completion dates, and key outcomes.
2. when considering nominations for Chair prior to an election, Directors are encouraged to consider:
  - a. prior performance evaluations of potential candidates.
  - b. subject to the Electoral Process, the Vice-Chairs viability as the next Chair due to accumulated experience.
  - c. whether candidates have a reasonable number of years left regarding their eligibility to serve on the Board to promote continuity of the role and allow the sufficient transfer of knowledge to subsequent Chairs.

## 7.0 Evaluation

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### Purpose

The CDTO believes that effective governance is a shared responsibility. In order to ensure ongoing effectiveness, the College is committed to ongoing evaluation of the Board, the Committees, and the Registrar using collaborative and constructive processes. These evaluations enable the College to identify and seek opportunities to promote good governance in carrying out its mandate.

### **7.1 Registrar Performance Evaluation**

Policy Section: Evaluation

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### Introduction

The annual performance evaluation of the Registrar is a key responsibility of the Board. The Board delegates authority for management and operations to the Registrar, and the Registrar's performance is essential in ensuring the continued sound management of the CDTO and the achievement of the goals and objectives set out by the Board. A formal evaluation ensures that the Board and the Registrar have a clear consensus on the organization's goals, job expectations, and performance measures.

CDTO's process is intended to foster a mutually supportive and respectful relationship between and among the Registrar, Executive Committee, and Board, which sets the stage for effective governance, leadership, and management of the College. No single set of relationships is more important for success.

### Benefits

The purposes and benefits of such performance review include:

1. Strengthen organizational effectiveness.
2. Strengthen congruence between the mission, goals, and objectives of the College and those of the Registrar.
3. Provide an annual context for periodic identification and discussion of Registrar professional development needs and opportunities.
4. Provide a formal context for the Board to communicate performance expectations and constructive performance feedback to the Registrar.
5. Establishing parameters for Registrar performance that enable the Board to retain, provide constructive feedback regarding professional performance, and, if necessary, create records that could be used as a reference during a termination.

6. Provide the Registrar with an opportunity to raise issues and opportunities, and to bring forward suggestions for support that they may require from the Executive Committee and/or the Board in order to maintain effectiveness.

## Procedures

The annual evaluation process includes the following elements:

1. The Board establishes a set of Registrar performance criteria, and these may be revised from time to time as appropriate in consultation with the Registrar.
2. The Executive Committee will oversee and lead the annual performance evaluation process as established by the Board, consulting with the Registrar where appropriate and with the support, facilitation, and advice of an independent external advisor.
3. At the beginning of the performance year, Executive Committee, in consultation with the Registrar, will establish any priority weighting for that year to be applied to the approved performance evaluation criteria.
4. The Registrar will prepare a year-end summary report that describes progress and accomplishments against the Registrar performance evaluation criteria and highlight key commitments and Board priorities. This is a confidential document, for Board members only, and specifically for the purposes of informing their evaluation of the Registrar. The report is vetted for accuracy and completeness by Executive Committee before it is shared with the Board.
5. The inputs to the evaluation will consist of:
  - a) All Board members will complete an evaluation survey.
  - b) A subset of Board members will be interviewed by the external advisor to explore emerging themes and issues.
  - c) External stakeholder input will be obtained through one or a combination of the following: a) an online survey; and/or b) an interview with the external advisor.
  - d) Input from staff will be obtained through a confidential non-identifying and anonymous survey administered by the external advisor.
6. The inputs will be collected and analyzed by the external advisor and the results will be presented in a report to Executive Committee. No member of the Board or staff will see or have access to the survey input or interview notes.
7. Executive Committee will meet in camera, supported by the external advisor, to discuss the results and reach an agreement on the evaluation, including any learning and development opportunities, as well as compensation.
8. Executive Committee will then meet with the Registrar to review the report with a view to reaching a consensus on the results.
9. Prior to the meeting between the Registrar and the Executive Committee, the results of the evaluation will be shared with the Registrar, and they will have an opportunity to be briefed by the external advisor.

10. At its next meeting, the Board will be briefed on the results of the evaluation and Executive Committee decisions related to compensation.

## **7.2 Performance Evaluation for Board and Committees**

Policy Section: Evaluation

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### Introduction

An effective Board is the direct result of Directors understanding the College's mandate, responsibilities, and accountabilities; adhering to policies and procedures of the College; constant diligence and vigilance in their work; and consistently striving for improvements in how Board carries out its duty to fulfill the College mandate.

CDTO's Board effectiveness evaluation process includes two streams of evaluation activity facilitated by a third-party governance advisor:

- Ongoing evaluation of Board and Committee meetings against a set of good governance behaviours and expectations; and
- An annual evaluation of the Board's effectiveness against an expanded set of good governance behaviours and expectations, as well as the generation of strategies and actions for continuous improvement.

The two streams of activity are complementary and additive. The individual Board and Committee meeting evaluations inform, support and build during the course of the year towards the Board's annual evaluation.

### Benefits

The benefits of the Board's approach to ongoing and annual evaluation include:

- Defining and reinforcing good governance behaviours and expectations for members on an ongoing basis.
- Creating an environment of continuing self-reflection for members both individually and collectively.
- Creating an ongoing process to resolve emerging issues.
- Promoting a continuous improvement mindset and creating opportunities for Committees and the Board to have a line of sight for the Executive Committee into Committee operations and activities to ensure effective conversations about emerging governance-related issues.

### Procedures

- All Board and Statutory Committee meetings are evaluated by members using an online survey that is distributed at the time of each meeting.
- All members participate in the evaluation process.

- The evaluation criteria are approved by the Board and refined from time to time.
- The evaluation includes a rating scale as well as an opportunity to provide comments and suggestions for continuous improvement.
- Where appropriate, the third-party advisor will follow up with individual members on comments and suggestions to obtain additional information or clarification.
- For each statutory committee and Board meeting, a report summarizing the evaluation input is prepared for distribution:
  - The report is reviewed in draft form by the Executive Committee and the appropriate Statutory Committee Chair as a means of providing the Executive Committee with a line of sight into committee effectiveness and potential emerging issues both within and across committees. An emerging issue or opportunity may also prompt a discussion between the Executive Committee and the Committee Chair
  - The report is included on the agenda for the next Board or Committee meeting and there is an opportunity for any member to ask questions or raise issues. The Board or Committee Chair may also initiate a dialogue about an issue or opportunity that arose through the evaluation.

*Board Annual Evaluation:*

- All Board members participate in the annual evaluation process through a combination of online survey input and follow-up interviews with a sample of Board members.
- The annual evaluation criteria are approved by the Board and refined from time to time, including a rating scale as well as an opportunity to provide comments.
- The annual evaluation criteria expand upon the evaluation criteria for meeting evaluations, exploring these in more detail and including additional elements.
- Board members are also asked for their suggestions for Governance continuous improvement priorities for the coming year.
- Where appropriate, the third-party facilitator will follow up with individual members on comments and suggestions to obtain additional information or clarification.
- At the same time, Board members had the optional opportunity to conduct a self-assessment tool that may assist them to reflect upon their own personal performance and developmental need.
- The survey and interview input is collected and analyzed by the third-party advisor, who prepares a draft report to the Board including recommendations where appropriate.
- The draft report serves as a discussion instrument for a Board dialogue about governance effectiveness and potential continuous improvement priorities and actions to be taken in the coming year.

- A final report that incorporates the Board's decisions about continuous improvement priorities is tabled at the next Board meeting as part of the publicly available meeting materials.

## Appendix A: Policy Review Schedule

Policies in this manual are to be reviewed as described below. If circumstances arise which warrant a review of a policy outside of its review schedule, designated reviewers may review the policy. However, the need for such action must be documented. Changes should be documented and submitted to the Board for approval.

<b>Policy #</b>	<b>Section Title</b>	<b>Responsible Office</b>	<b>Date of Original Approval</b>	<b>Review Schedule</b>	<b>Last Board Approval Date</b>
<b>1.0 Terms of Reference</b>					
2.1	Committees	Executive Committee	January 18, 2016	Annually	December 6, 2024
2.1.1	Executive Committee	Executive Committee	January 18, 2016	Annually	December 6, 2024
2.1.2	Discipline Committee	Discipline Committee	January 18, 2016	Annually	December 6, 2024
2.1.3	Examinations Committee	Examinations Committee	June 10, 2016	Annually	December 6, 2024
2.1.4	Fitness to Practise Committee	Fitness to Practise Committee	January 18, 2016	Annually	December 6, 2024
2.1.5	Inquiries, Complaints, and Reports Committee	Inquiries, Complaints, and Reports Committee	January 18, 2016	Annually	December 6, 2024
2.1.6	Patient Relations Committee	Patient Relations Committee	January 18, 2016	Annually	December 6, 2024
2.1.7	Quality Assurance Committee	Quality Assurance Committee	January 18, 2016	Annually	December 6, 2024
2.1.8	Recruitment Committee	Recruitment Committee	January 18, 2016	Annually	December 6, 2024
2.1.9	Registration Committee	Registration Committee	January 18, 2016	Annually	December 6, 2024
<b>3.0 Roles &amp; Responsibilities</b>					
3.1	Board, Directors, and Officers	Executive Committee	April 3, 2020	Annually	Dec 15, 2023
3.2	Chair	Executive Committee	April 3, 2020	Annually	Dec 15, 2023

3.3	Vice-Chair	Executive Committee	April 3, 2020	Annually	Dec 15, 2023
3.4	Committee Chairperson	Executive Committee	January 18, 2016	Annually	Dec 15, 2023
3.5	Registrar	Executive Committee	April 3, 2020	Annually	Dec 15, 2023
<b>4.0 Conduct</b>					
4.1	Code of Conduct	Registrar	April 3, 2020	3 Years	June 23, 2023
4.2	Conflict of Interest	Registrar	April 3, 2020	3 Years	June 23, 2023
4.3	Media Communications	Registrar	April 3, 2020	3 Years	June 23, 2023
4.4	Confidentiality Agreements	Registrar	April 3, 2020	3 Years	June 23, 2023
4.5	Intellectual Property	Registrar	April 3, 2020	3 Years	June 23, 2023
4.6	Board-Staff Relations	Registrar	April 3, 2020	3 Years	June 23, 2023
<b>5.0 Finances &amp; Expenses</b>					
5.1	Honoraria and Reimbursement of Expenses	Registrar	April 3, 2020	3 Years	June 23, 2023
5.2	Signing Authority Policy and Register	Registrar	April 3, 2020	3 Years	September 25, 2025
5.3	Investment Policy	Registrar	April 3, 2020	3 Years	December 6, 2024
5.4	Capital Assets	Registrar	April 3, 2020	3 Years	June 23, 2023
5.6	Insurance Policy	Registrar	April 3, 2020	3 Years	June 23, 2023
<b>6.0 General</b>					
6.1	Election Procedure for Officers and Executive Committee Members	Registrar	April 3, 2020	3 Years	December 6, 2024
6.2	Approval of Official Documents	Registrar	April 3, 2020	3 Years	June 23, 2023
6.3	Emergency Management Plan	Registrar	April 3, 2020	3 Years	June 23, 2023
6.4	Partnerships in Advancing Public Policy	Registrar	April 3, 2020	3 Years	June 23, 2023

6.5	Strategic Planning Cycle	Registrar	April 3, 2020	3 Years	June 23, 2023
6.6	Orientation Program	Registrar	April 3, 2020	3 Years	June 23, 2023
6.7	Succession Planning	Registrar	April 3, 2020	3 Years	June 23, 2023
<b>7.0 Evaluation</b>					
7.1	Registrar Performance Evaluation	Executive Committee	April 3, 2020	3 Years	June 23, 2023
7.2	Performance Evaluation for Board and Committees	Executive Committee	April 3, 2020	3 Years	June 23, 2023

## Appendix B: Measurement and Reporting Cycle

The CDTO is committed to continuous improvement in achieving its mandate and carrying out its day-to-day functions. Policies in Section 7.0 Evaluation outline specific procedures related to the measurement and reporting requirements of the College. These requirements are summarized as follows:

<b>Evaluation</b>	<b>To be Completed by</b>	<b>Reported to</b>	<b>Reporting Cycle</b>
Annual Report	Board	Minister	Annually
Board Annual Performance Evaluation	Directors	Board	Following the final Board meeting of the calendar year
Board Meeting Evaluation	Directors	Board	At the end of each Board Meeting
Director Self-Evaluation	Directors	NA	Option self-assessment and reflection opportunity for individual Board members
Committee Meeting Evaluation	Committee Members	Committee	At the end of each meeting
Registrar	Board/Executive Committee	Board	At conclusion of probationary term and annually at the end of the fiscal year
Staff	Registrar/Staff	Registrar	Annually