

**COLLEGE OF DENTAL HYGIENISTS OF MANITOBA
7TH ANNUAL GENERAL MEETING MINUTES**

**October 25, 2014, Centro Caboto Centre
10:00 A.M. - 12:00 P.M.**

Attendees: Total: **328**
Registered Dental Hygienists Practising: 308
Registered Dental Hygienists Non-Practising: 8
Registered Dental Hygiene Students: 12

Guests: Mark Jones of Olafson & Jones, Certified General Accountants
Mel Nott, Professional Registered Parliamentarian
Jan Malanowich, Roster of Public Representatives

1. Call to Order at 10:02 am:

Terry Phillips, Chair of the College of Dental Hygienists of Manitoba (CDHM), called the meeting to order at 10:02 A.M.

2. Welcome, Greetings & Introductions:

Terry Phillips welcomed attendees to the 7th Annual General Meeting of the CDHM and asked attendees to observe a moment of silence for fallen national service members Warrant Officer Patrice Vincent and Cpl. Nathan Cirillo.

Her remarks included observations regarding this AGM: largest attendance at an AGM to date; many registrants registered after deadline and she suggested those present to register early for future AGMs. The Chair continued with an introduction of herself, an overview of her educational background and her observations on the history and changes in dental hygiene. She reviewed the current meeting agenda and introduced the Registrar, her staff and Council members with special acknowledgement and thank you to public members; also Jan Malanowich who is on the roster of public representatives, and Parliamentarian, Mel Nott. She also congratulated Mary Bertone as the newly appointed Director of the School of Dental Hygiene.

- Greetings were given by Larissa Bubnowicz, President of the Manitoba Dental Hygienists Association (MDHA)
- Quorum was confirmed by Kelly Tye-Vallis

3. Meeting Protocol and Vote on Rules of Order:

The Standing Rules were circulated and presented to the registrants for approval.

Motion: Sheryl Slosower moved to accept the Standing Rules as presented.

Second: Karren Sigurdson

Motion Adopted.

4. Approval of 2014 AGM Agenda:

Motion: Mickey Wener moved to approve the 2014 AGM Agenda as presented.

Second: Lori Mitchell

Motion Adopted.

5. Approval of the 2013 AGM Minutes:

The 2013 AGM Minutes were corrected to identify Larissa Bubnowicz as president-elect of the MDHA.

Motion: Carol Ross moved to approve the 2013 AGM Minutes as amended.

Second: Harriet Rosenbaum

Motion Adopted.

6. Annual Reports:

a) Report of the Chair: Terry Phillips (*Report filed.*)

Personal question from the floor on how the Annual report was distributed.

Council Chair informed that all registrants with a listed email address received the electronic version with a hard copy sent to those without listed email addresses.

b) Report of the Registrar/Executive Director: Stephanie Gordon (*Report filed.*)

No questions to the report.

Questions at this point were directed back to Council Chair regarding the Chair's report:

CPR Recertification

Council Chair discussed yearly recertification as a regulatory requirement across Canada.

The Registrar discussed the risk that malpractice insurance may not be effective if CPR lapses.

A question was asked whether we are using scientific evidence to determine whether it is necessary to renew CPR on a yearly basis. Answer: Research has been done by Council Member Alayna Gelley on the topic of knowledge attrition. A question with regard to yearly renewal of CPR and the timing of renewal. Registrar recommended that it is done within one year of last recertification to guarantee coverage by malpractice and liability insurance. A question arose about a lapse in time between certifications and asked if there was a grace period for renewal. Terry responded that there is a 30 day grace period as long as CPR is renewed before the renewal timeframe of December 1st.

Radiographs

A question was asked with regard to radiographs being taken if a dentist is not present in the office. She was informed that she needs to confirm this request and receive a prescription/order from the dentist. This issue has been submitted to CDHM's legal counsel for review.

Performing Dental Hygiene Services on Spouses and Family

Registrants were informed that Ontario does not permit dental hygienists to practice on their spouses but this is currently being reviewed. There is no legislation prohibiting this in Manitoba.

c) Review of the Financial Statements

Mark Jones from Olafson & Jones CGA was called upon to present the financial review for 2013/2014. As part of his presentation, Mr. Jones described the financial review. The Financials, Cash Flow and Operations Statement were explained in detail. Financial statements are the responsibility of council. Mark clarified the difference between a review and an audit. A review engagement is negative assurance and an audit is a positive assurance and a more robust test that statements are in accordance with general accounting principles. Mark did a page by page explanation of the annual financial review.

No questions to the report.

d) Appointment of the Auditor

Motion: Alayna Gelley moved that the management firm Olafson & Jones Certified General Accountants perform the financial review for the College of Dental Hygienists of Manitoba for the year May 1, 2014 to April 30, 2015.

Seconded: Natasha Kravtsov

Motion Adopted.

e) Regulated Health Professions Act Working Group: Betty Ann Zegarac (*Report filed.*)

A question arose regarding whether or not changes could be made to RHPA, the response was that any suggestions be forwarded to the Registrar to distribute to this committee.

7. Ownership Linkage:

Janice Johnson provided a brief presentation on the term ‘Ownership Linkage’ and introduced an ownership linkage survey. All members were requested to fill out the survey which contained three questions addressing the long-term future of dental hygiene, our long-term responsibilities and the perceived barriers to achieving safe and competent dental hygiene care for Manitobans.

8. Nomination Committee Report and Election of New Council Members:

Patti Hawthorn (*Report filed.*)

Approval of 2 proposed changes in article 5 of the bylaws is required before proceeding as a change in bylaws will affect the nomination and voting for council member elections at this AGM.

Motion: Patti Hawthorn moved to amend that Articles 5.1 and 5.3: Election of Members of the Council changes be accepted as circulated.

Seconded by: Tara Kinchen
Motion Adopted.

A question arose asking for clarification of whether specific council chairs are being voted by the members. Patti and Terry answered that the registrants are voting on the increase in the number of council members not who the specific committee chairs will be.

a) Overview of Council Member Responsibilities

Patti provided information on council members’ roles and responsibilities and asked the registrants to consider joining council.

b) Candidate Presentations by Patti Hawthorn.

c) Vote

Three nominations were received for three vacant positions on Council for the 2014-2017 term. Alayna Gelley, Lisa Grayson and Karina Hiebert have agreed to let their names stand. No further nominations had been received.

Scrutineers were: Karren Sigurdson, Harriet Rosenbaum and Rachel Scaletta

A question arose regarding clarification as to if there is a voting process for/against the Registrar. The response was that the Registrar is an employee of the Council and as such cannot be voted on by the membership. Clarification on length of terms and number of council members voted for every year was further provided. As well an explanation was given with regard to the length of terms of Council members and number of council members per term.

9. Proposed By-Law Changes:

Patti Hawthorn presented the proposed by-law changes which were addressed article by article.

PREAMBLE

3. Index

Article I	Interpretation
Article II	Membership
Article III	Fees
Article IV	Meetings
Article V	Election of Members of the council
Article VI	Council Members
Article VII	Council Committees
Article VIII	Board of Assessors
Article IX	Conflict of Interest
Article X	Administration of the College
Article XI	Code of Ethics
Article XII	Amendment of the By-laws
Article XIII	Distribution of Information

Motion: Patti Hawthorn moved to amend Preamble, #3 Index Article VII change as circulated.

Seconded: Signe Jewett
Motion Adopted.

ARTICLE I: INTERPRETATION

Definitions

- 1.2 In these by-laws, singular words include the plural and gender specific words include the opposite gender, and:
- a) "board of assessors" means the committee established under section 8 of The Dental Hygienists Act to consider and decide on applications for registration;
 - b) "council" means the governing body of the CDHM;
 - c) "director" means a member of the council, the governing body of CDHM;
 - d) "ex-officio" means a position without a vote;
 - e) "in camera" means that a portion of the council or council committee meeting is held in private, without observers, to deal with matters of a confidential nature or a personal nature concerning an individual;
 - f) "officer" means the individuals elected by council to the positions of Chair and Vice-Chair;
 - g) "proxy" means the authority provided by a member to another eligible voting member to act on her behalf at a meeting of the members of the college;
 - h) "quorum" means the number of individuals needed to be present to convene a meeting;
 - i) "Registrar" or "Executive Director" means the staff person or management organization appointed by and directly accountable to the council and who is an ex-officio member of council;
 - j) "register" means a register of names and data which must be maintained by the Registrar, subject to the direction of council, as established under the Dental Hygienists Act;
 - k) "scrutineers" mean the individuals appointed at a member meeting to determine the results of a vote;
 - l) "special resolution" means a resolution supported by a 2/3 (two thirds) majority vote.

Motion: Patti Hawthorn moved to amend Article 1.2: Definitions, by adding a new (a) and (i) as circulated.

Seconded: Lori Mitchell
Motion Adopted.

ARTICLE II: MEMBERSHIP

Members on the Register of Practising Dental Hygienists

- 2.3 Practising dental hygienists are entitled to:
- (a) engage in the practice of dental hygiene, subject to any restrictions or conditions placed on the member;
 - (b) official college publications;
 - (c) full voting privileges and other privileges extended by the college;
 - (d) stand for election or appointment to any position within the college, subject to these by-laws;
 - (e) attend and participate in meetings of the college in accordance with these by-laws.

Motion: Patti Hawthorn moved to amend that Article II: Membership Heading section 2.3 changes be accepted as circulated.

Seconded: Signe Jewett
Motion Adopted.

Dental hygienists on the Student Register

- 2.6 Student dental hygienists are entitled to:
- (a) engage in the practice of dental hygiene under supervision subject to restrictions and conditions placed on the member;
 - (b) official college publications; and
 - (c) attend and participate in, but not vote at, meetings of the college.

Motion: Patti Hawthorn moved to amend that Article 2.6: Dental Hygienists on the Student Register, changes be accepted as circulated.

Seconded: Heather Sirkovsky
Motion Adopted.

ARTICLE III: MEMBERSHIP and RELATED FEES

a. *Membership fees and related fees will be established by the council. Any fee-change will be presented at a general meeting of the members of the college.*

3.5 *Dental hygienists applying for membership must pay a one-time, non-refundable application fee in addition to the applicable annual fee. Dental hygienists renewing their membership must pay the applicable annual fee plus any other fees that may apply.*

Motion: Patti Hawthorn moved to amend that Articles 3.2 and 3.5: Membership and Related Fees changes, be accepted as circulated.

Seconded: Tara Kinchen

A question arose asking for clarification of the use of the word 'change', specifically could the fees ever go down. There was concern that the removal of the word 'discussion' means that the registrants will not be able to express their issues and concerns regarding the fees. Patti expressed concern that registrants are confusing the terms questions and resolutions.

Mel Nott, the parliamentarian, clarified the purpose of discussion – that speakers should state whether they are for or against the issue. He further implied that there are other venues for discussion to take place.

Seconded: Larissa Bubnowicz

Motion Not Adopted. Motion was lost.

ARTICLE IV: MEETINGS

Annual General Meeting (AGM)

4.1 *The annual general meeting must be held no later than 180 days after fiscal year end.*

4.2 *The council will prescribe the agenda for the meeting and it must include provisions for:*

- a) *approval of the agenda*
- b) *approval of the minutes of the previous annual general meeting*
- c) *report of the council*
- d) *election of members to council*
- e) *bylaws revisions*
- f) *results of the annual audit or management review*
- g) *appointment of an auditor or management review firm*
- h) *resolutions by any member, and*
- i) *any other business which the council may so decide.*

4.3 *At least 30 days before the date of the annual general meeting, the college must send written, electronic or facsimile notice the annual general meeting to all council members and to every member of the college at the last recorded address, with a copy of the agenda for the meeting and the minutes of the preceding annual general meeting.*

4.5 *Resolutions put forward at an annual general meeting must be in writing, signed by the mover and seconder and received by the Chair no fewer than 5 business days prior to the commencement of the meeting. Either the mover or the seconder must be present in person or by distance conferencing if available, at the meeting for the resolution to be considered.*

Motion: Patti Hawthorn moved to amend that Articles 4.1, 4.2, 4.3 and 4.5: Annual General meeting changes be accepted as circulated.

Seconded: Sheryl Sloshower

Members requested to read the bylaws on the screen prior to the registrants voting. A rationale for the removal of the Registrar's report was requested.

Motion: Laura McDonald requested a "friendly amendment" to not remove the Registrar's report from 4.2.

Amendment Seconded by: Mickey Wener

Amended Motion Seconded by: Harriet Rosenbaum

Amended Motion Adopted.

Meetings of the Council

4.25 *The council shall establish the frequency, agenda and procedure of meetings of the council provided it holds at least two meetings per year.*

4.29 *Council members will be considered to be present at the council meeting if participating in person or via distance conferencing if available.*

4.30 *Voting at any council meeting may be by voice vote, show of hands or poll at the discretion of the council. A majority vote of those council members who are present is required for adoption of any motion. In the event of a tie, the chair of the meeting will cast the deciding vote or request a second vote at her discretion.*

Motion: Patti Hawthorn moved to amend that Article 4.25, 4.29 and 4.30: Meetings of Council changes be accepted as circulated.

Seconded: Sheryl Slosower

Motion Adopted.

Minutes of Meetings

4.32 *Minutes shall be taken at annual, and special general meetings and be available to the membership.*

4.33 *Minutes shall be taken at meetings of council, be made available to council members and retained on file.*

Motion: Patti Hawthorn moved to amend that Articles 4.32 and 4.33: Minutes of Meetings, changes be accepted as circulated.

Seconded: Laura McDonald

Motion Adopted.

ARTICLE V: ELECTION OF MEMBERS OF THE COUNCIL

5.1 *The council will consist of a minimum of nine and a maximum of 12 members, 1/3 of whom shall be public members in accordance with section 6(1) and (2) of the Act. The minister must appoint the public representatives to the council.*

5.3 *Members in good standing on the practising or non-practising register are eligible for election or appointment to any position on council or its committees, subject to section 30(1) of the Act.*

These bylaws were adopted as recorded on page 3 of these minutes.

ARTICLE VI: COUNCIL MEMBERS

6.1 *Council members are responsible for governance that is accountable, lawful, prudent and ethical.*

Every council member shall:

- a) *act honestly and in good faith with a view to the best interests of the college;*
- b) *exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;*
- c) *not act in a conflict of interest;*
- d) *not abuse their position;*
- e) *sign and abide by an oath of confidentiality including electronic communications; and*
- f) *follow the Act, regulations, bylaws and the policies/rules of the college*

A question was asked as to whether Council members can remain on council if they do not attend meetings. Patti pointed out that this is a repetition of 6.11 which further clarifies council members to attend meetings.

Removal from the Council

6.10

Motion: Patti Hawthorn moved to amend Article VI, Council members Section 6.1 as circulated and that Article 6.10 Removal from Council be omitted as circulated and the by-laws-renumbered.

Seconded: Larissa Bubnowicz

Motion Adopted.

Officers of the Council

6.16 The Registrar:

- a) will be an ex-officio member at general member, council, and council committee meetings.
- b) will carry out the responsibilities of the treasurer and must perform the executive functions delegated to that position by council as set out in the Act, these bylaws and council policies.
- c) the council may delegate to the Registrar position full executive authority to direct and manage the operational requirements of the college and to hire and discharge agents and employees.
- d) the Registrar does not have authority over anything which the Act, bylaws or council policy requires the members of council to perform unless specific tasks are delegated to the Registrar by council.

Motion: Patti Hawthorn moved to amend that Article 6.16: Officers of the Council be accepted as circulated.

Seconded: Heather Sirkovsky

Motion Adopted.

ARTICLE VII: COUNCIL COMMITTEES

Motion: Patti Hawthorn moved to amend that Article 7: be changed from 'Standing' to 'Council' Committees and be accepted as circulated.

Seconded: Larissa Bubnowicz

Motion Adopted.

ARTICLE VIII: BOARD OF ASSESSORS

8.1 The board of assessors consists of at least three members of the college who are all entitled to one vote at their meetings.

8.2 Was omitted from the by-laws.

Motion: Patti Hawthorn moved to amend that the changes to Board of Assessors Article 8.1 and the omission of Article 8.2 be accepted as circulated.

Seconded: Signe Jewett

Motion Adopted.

ARTICLE IX: CONFLICT OF INTEREST

9.3 A conflict of interest is deemed to exist in any situation where a member, council member or officer has personal interests in a matter that may be reasonably seen to influence their professional advice and conduct.

Motion: Patti Hawthorn moved to amend that Article 9.3: Conflict of Interest changes be accepted as circulated.

Seconded: Natasha Kravtsov

Amendment: Laura McDonald proposed a 'friendly amendment' to the bylaw to remove the word 'personal' as being too specific and not encompassing of all possible situations.

Seconded as amended: Barbara Belcher

Motion Adopted.

ARTICLE X: ADMINISTRATION OF THE COLLEGE

Banking and Financial Affairs

10.4 The signing authorities of the college are the Registrar, the Chair and Vice-Chair and any two other members of council. Contracts, documents and instruments in writing so signed by two of the signing authorities are binding on the college.

10.7 A complete audit must be done once every fifth year; a financial review must be completed once every fiscal year unless it is the same year of the complete audit.

Motion: Patti Hawthorn moved to amend that Article 10.4 and 10.7: Banking and Financial Affairs changes be accepted as circulated.

Seconded: Tara Kinchen

A question arose as to whether there is a treasurer on the board. The auditor, Mark Jones, provided a neutral opinion on the bylaw. He found the bylaw to provide adequate financial protection to the CDHM.

Motion Adopted.

ARTICLE XI: CODE OF ETHICS

11.1 All dental hygienists will abide by the most recent version of the CDHA's Code of Ethics and any other ethical guidelines adopted by council.

Motion: Patti Hawthorn moved to amend that Article 11.1: Code of Ethics changes be accepted as circulated.

Seconded: Cindy Isaak-Ploegman

Motion Adopted.

Part II: NO CHANGE in CONTENT

ARTICLE II: MEMBERSHIP

Obligations of Membership

All members must:

2.1 Notify the Registrar, in writing sent via regular post, facsimile or electronic mail of change in name, mailing address, place of employment or membership status within thirty days of the changes.

ARTICLE III: MEMBERSHIP and RELATED FEES

3.4 Membership fees will not be pro-rated with the exception of new graduates.

3.11 A member whose name is on the non-practising register who complies with the requirements in the regulation with respect to the register of dental hygienists and who wishes to have his or her name transferred to the register of practising dental hygienists must pay the difference between the fees paid and the applicable annual registration fee due for the current year.

ARTICLE IV: MEETINGS

Special General Meeting

4.9 At least 30 days before the date of a special general meeting, the college must send written, electronic or facsimile notice of the date, time and place of the special general meeting to all council members and to every member of the college at her last recorded address, with a copy of the business to be considered at the meeting.

Voting at Special General Meetings of the College

4.13 The voting body will consist of the members on the register of practising dental hygienists and on the register of non-practising dental hygienists, who are in good standing at the date of the meeting.

4.15 Eligibility to vote at a meeting will be determined by proof of a current registration on either the register of practising dental hygienists or the register of non-practising dental hygienists.

4.19 The council can elect to have members return a vote on an issue, via regular mail, electronic mail, or facsimile provided that the question has been put to the member in a notice, via regular mail, electronic mail or facsimile to the member's last recorded address. If the motion is passed, the issue will be considered resolved retro-active to the date of notice.

Proxies

4.20 Any member eligible to vote may be represented by proxy at annual or special general meetings of the college by another eligible voting member.

4.24 Any member eligible to vote can hold a proxy for no more than one voting member of the college.

Meetings of the Council

4.31 As deemed necessary by the council, the council may elect to go in camera for a portion of their meeting.

ARTICLE V: ELECTION OF MEMBERS OF THE COUNCIL

5.7 Members on the register of practising dental hygienists or the register of non-practising dental hygienists who are in good standing with the college at the date of the election, will be entitled to vote for the election of council members.

ARTICLE VI: COUNCIL MEMBERS

Return of Property

6.12 *When a council member resigns, retires, dies, or is removed, any property of the college in her possession is be returned to the Council.*

ARTICLE IX: CONFLICT OF INTEREST

9.4 *"Personal interests" as stated in 9.3 includes, but is not limited to financial, professional, family and other personal relationships, and includes those situations in which a family member or associate of the member has a significant interest in a matter.*

ARTICLE XIII: DISTRIBUTION OF INFORMATION

The college may distribute information and notices to members through a variety of formats including regular post, electronic mail, facsimile or by posting such items on the college's website.

Motion: Patti Hawthorn moved to amend that Articles 2.1, 3.4, 3.11, 4.9, 4.13, 4.15, 4.19, 4.20, 4.24, 4.31, 5.7, 6.12, 9.4, and 13 changes be accepted as circulated and renumbered.

Seconded by: Signe Jewett

A question arose to the changes of 3.4 regarding family planning. The membership was informed that a new resolution to the by-laws must be brought to the Council at least 5 days before the AGM. The resolution is then brought to the floor and voted on at the AGM by the membership. Council has the right to veto the resolution at the next Council Meeting.

Motion Adopted.

Ballot Results:

Alayna Gelley, Lisa Grayson and Karina Hiebert were voted to the CDHM Council for a three (3) year term (2014 – 2017).

Mickey Wener gave a thank you to all who have worked on the RHPA and the subcommittees. Tara Bednar (not present) won the prize draw.

10. Adjournment:

The 2014 CDHM AGM was adjourned at 12:30 pm.