CHAPTER 3
THE BOARD

The Board will act as the governing body and professional forum for the Faculty, providing strategic input and direction. It will manage the business of the Faculty and may exercise all of its powers that are not reserved to the members, but will delegate authority for the delivery of the organisational objectives to the Dean’s Executive (see Standing Order 13.6).

The Board may from time to time make bye-laws (consistent with the law, the Charter, the Ordinances, any Regulations or bye-laws made by the Trustees from time to time and any Standing Rules or bye-laws made by Council from time to time) to govern all matters which the Board deems it useful or necessary to regulate in bye-laws. For the avoidance of doubt, these bye-laws may include the Faculty's academic regulations.

7. Membership of the Board

7.1 The voting members of the Board shall be:

a. Members of the Faculty of General Dental Practice (UK) of whom there will be:
   - the Dean
   - Two national members, elected by postal ballot
   - 13 regional members, who are geographically representative and elected locally
   - one member who will represent all overseas members and will be elected by eligible overseas Faculty members.

b. The President of the College ex-officio.

c. One of the Vice Presidents of the College, as notified to the Faculty Board by the Trustees from time to time.

7.2 The non-voting members of the Board shall be:

a. Invited members from other bodies that the Board shall approve.

b. Co-opted members to represent specific stakeholder groups that the Board shall approve.

8. Eligibility of Candidates for Election as members of the Board

The following shall be eligible for election to the Board on complying with the Regulations:

8.1 National Representatives
‘All full members of the Faculty of General Dental Practice (UK) who are
dentally qualified’.

8.2 Regional Representatives

‘All full paid-up members of the Faculty of General Dental Practice (UK) who
are dentally qualified and registered in the Division.’

Note: The Faculty will be represented throughout the UK by 21 Divisions
(corresponding to the Regions defined by former Regional Health Authorities
in England and Wales, by the equivalent Health Boards in Scotland and
Northern Ireland).

Where Divisions wish to merge or change boundaries, this may proceed when
this has been agreed by the Divisions affected and approved by the Faculty
Board. Divisional representation on the Board will be organised regionally, as
described in 9.1. A regional by-election will be held to determine the new
representative on the Board.

8.3 Overseas Representative

‘All full members of the Faculty of General Dental Practice (UK), in good
standing, who are dentally qualified and who have registered an overseas
address with the Faculty.’

An overseas address is one that is not in England, Scotland, Wales, Northern
Ireland, Isle of Man, Channel Islands, or relating to UK Armed Forces wherever
they reside. Any other countries, including the Republic of Ireland and British
Overseas Territories (eg Gibraltar) are considered to be overseas.

8.4 Members who wish to put themselves forward for election to the Faculty Board
must not already be serving on the Board or Council of another Dental Faculty
of a Royal College in the UK or Republic of Ireland. A member who has served
on another Dental Faculty’s Board or Council is only eligible to stand for the
FGDP(UK) after 12 months have elapsed since standing down from the former
Board or Council.

8.5 Faculty members holding paid consultancies with the Faculty will not be
eligible to serve on the Board. This will apply to members who hold paid, on-
going contracts with the Faculty, but will not apply to those who receive one-
off payments or honoraria permitted under Article 11 of the Charter.
9. **Election and Admission of members of the Board**

9.1 National members

a) National members of the Board shall be elected by a postal ballot, by all of the full and joint members of the Faculty of General Dental Practice (UK)

b) This postal ballot will be organised centrally by the Registrar of the Faculty

c) Every eligible member shall within one calendar month of the announcement in the Official Publications in which the day of the Election shall be announced, transmit or deliver to the Registrar of the Faculty a notice signed by him or herself in the following terms:

I, AB, of C, member of the Faculty of General Dental Practice (UK) of The Royal College of Surgeons of England, do hereby declare, that I am a Candidate for a Seat on the Board of the Faculty of General Dental Practice (UK) of the said College;

Together with a Nomination signed by two full or MJDF members or Fellows of the Faculty in the following terms:

We, the undersigned members of the Faculty of General Dental Practice (UK) of The Royal College of Surgeons of England, do hereby certify that AB, of C, is in our estimation a fit person to be elected into the Board of the Faculty of General Dental Practice (UK) of the said College.

d) The names of the eligible members who shall have been nominated as Candidates for the Board in the manner hereinbefore required, and shall have complied with the provisions respecting the said notice, shall be published in the Official Publications not less than ten days before the day appointed for the Election.

e) Candidates will be required to provide a statement on their suitability for their role on the Board. This information can be used to inform members of those standing for the Board. Information should be provided on all candidates standing to ensure fairness and equality.

f) Members of the Board retiring from Office and desirous of re-election, shall intimate their desire in writing, addressed to the Registrar within the timeframe specified and published by the Faculty; and the names of such members shall be published in the Official Publications at the head of the list of the names of several other Candidates to be therein published as aforesaid.

g) Not less than thirty days prior to the day fixed for Election, the Registrar shall deliver to every Full and MJDF member and Fellow of the Faculty of General Dental Practice (UK) of the College, whose address is registered at the Faculty, a voting-paper in a form directed by the Board.
h) The voting will be carried out using an alternative vote system so that the National Board member is elected on a majority of the votes cast.

i) Every such member, if s/he desires to vote at such Election, shall return a voting-paper as instructed by the Board, to be received by the Registrar, or person acting for him/her not later than the time appointed for such Election.

j) At the time appointed for any Election the Dean, or in his/her absence a Vice-Dean or senior member of the Board available, shall attend together with two members of the Faculty of General Dental Practice (UK) of the College, not being members of the Board, whom s/he shall have appointed to act as scrutineers and the voting-papers having been removed from the sealed envelopes in their presence. If the election is run electronically the results will be presented to the Dean and the two scrutineers who will confirm that they are satisfied with the conduct of the process and the reliability of the results presented to them. The Dean shall with the concurrence and assistance of the two scrutineers ascertain the result of the voting, and shall forthwith declare the names of such members elected into the vacancies, and thereupon the election of such members to be members of the Board shall be deemed to be complete.

k) If at any Election two or more candidates for one or more vacancies shall obtain an equal number of votes, the right of such candidates to be elected shall be determined by their seniority in standing as members of the Faculty. In the event of equal seniority nevertheless, the date of attainment of their first FGDP(UK) postgraduate diploma shall confer precedence. In the event that they are still of equal seniority the election will be re-run.

l) If at any Election there is only one candidate for a seat, no election shall be held but such a candidate shall be deemed to be elected or re-elected.

m) If a seat is vacated outside of the usual electoral cycle a by-election may be held.

9.2 Regional members

a) The 13 regional members of the Board will each represent a regional constituency. The regional constituencies will comprise one or more of the 21 divisions, as determined by the Board.

b) Regional members of the Board shall be elected locally via a postal or electronic ballot of full and MJDF members and Fellows.

c) Elections will be held within each regional constituency to elect a representative from that region to sit on the Board. All eligible members from the Division(s) within a constituency can both stand for election as a regional representative and vote for a regional representative.
d) This postal or electronic ballot will be organised centrally by the Registrar of the Faculty in a manner provided by Standing Order 9.1, except in that:

The call for Nominations for Regional members of the Board of the Faculty will be announced locally within the Region in such Official Publications as the Board may determine.

Every eligible member applying for a seat on the Board must be a registered member of a Division within the Region which they wish to represent. The nomination is to be signed by two full or joint members of the Faculty who are registered in the same Division as the nominee.

The Registrar shall deliver a voting-paper to every Full and MJDF member and Fellow of the Faculty of General Dental Practice (UK) of the College, whose address is registered at the Faculty and whose name is registered at the Faculty as being within that Region

9.3 Overseas member

a) The overseas member of the Board shall be elected via a postal or electronic ballot of full and MJDF members and Fellows who have registered an overseas address with the Faculty, as described in 8.2.

b) This postal or electronic ballot will be organised centrally by the Registrar of the Faculty in a manner provided by Standing Order 9.1, except in that:

- All members who have registered an overseas address (as described in 8.2) with the Faculty will be treated as a constituency for the purpose of Board elections, but will not form a Division. All eligible members from within the overseas constituency can both stand for election as the overseas representative and vote for the overseas representative.

- The call for nominations for the overseas member of the Board of the Faculty will be communicated directly to all overseas members in an email, newsletter or information sheet as the Board may determine, which shall hereinafter be termed the Official Publications, not less than ninety days before the day of the election.

- Every eligible member desirous of a seat must be registered with the Faculty at a non-UK address (as described in 8.2) and does not have to be a member of an FGDP(UK) Division.

- Not less than fifty days prior to the day fixed for such Election, the Registrar shall deliver to every Full and MJDF member and Fellow, whose address is registered at the Faculty as being outside the UK, a voting-paper in such form as the Board may from time to time direct.

9.4 Co-opted and Invited members
Faculty members with expertise that would benefit the Board, or who represent a particular stakeholder group, may be co-opted onto the Board. Co-opted members will be proposed by the Dean and Dean’s Executive and ratified by the Board. Co-opted members will be subject to the same tenure of office as elected members, as described in 10.1, but subject to annual review by the Revision Committee. An election process will not be required to co-opt members onto the Board, but may be held at the Board’s discretion if there is more than one person suitable for the position.

The Board may also from time to time invite Invited members from other bodies that the Board shall approve.

Co-opted and Invited members shall have the right to attend meetings of the Faculty Board. They may speak at Board meetings if invited by the chair of the meeting to do so and may be asked for their views on all matters discussed. However, they shall not be eligible to vote.

10. **Tenure of Office of members of the Board**

10.1 No member of the board shall serve for more than three consecutive years without re-election. There is a maximum term of office of nine years, which can be served either continuously or separately. Each term of office can be up to three years, and a maximum of three terms can be served.

11. **Resignation and Disqualification of members of the Board**

The place of a member of the Board will be vacated automatically:

11.1 in the case of the Dean, National and Regional Members and Overseas Representative, if s/he ceases to be a member of the Faculty of General Dental Practice (UK); or

11.2 if by notice in writing to the Registrar of the Faculty, s/he resigns his/her membership of the Board; or

11.3 if s/he shall fail, without approval from the Dean, to attend two or more consecutive meetings of the Board in any year; or

11.4 in the case of the Dean, ceases to be the Dean pursuant to Standing Order 12.5; or

11.5 in the case of the President or Vice Presidents of the College, ceases to hold that office; or

11.6 in the case of a Co-opted or Invited member of the Board, is removed by resolution of the Board [after the Board has invited the views of the Co-opted or Invited member concerned and considered the matter in light of any such views.]
12. **Election of Dean and Vice Deans**

The Chairman of the Board shall be styled Dean of the Faculty of General Dental Practice (UK) and shall serve as a Trustee of the College. The role of the Dean shall be as prescribed in Annex A. There shall be the facility to elect a maximum of two Vice-Deans as decided by the Board of the Faculty.

12.1 The Dean will be elected from within the voting members of the Board and shall serve for no more than three years, subject to annual re-election. The Vice-Deans shall be elected from within the voting members of the Board and shall serve for no more than two years, subject to annual re-election. The Dean and Vice-Deans to take up office not later than the month of July. Elections shall be by secret ballot, the nominees and the electorate being current voting members of the Board.

12.2 The mode of Election of Dean and Vice-Deans shall be as follows:

a) Every voting member of the Board present at the Meeting for such election, having been furnished with a list of the members of the Board, shall, if desirous of voting, put a mark against the name of one person in such list, and put the same into the Balloting-Box; the papers shall then be severally examined by the Presiding Member, and every name against which such mark shall have been put shall be read aloud by the Registrar, or person acting for him/her; and the person (if any) against whose name there shall have been affixed a number of marks representing an absolute majority of the members of the Board then present at the Meeting whether or not, shall be, and be declared to be duly elected Dean.

b) In case it shall appear that no name in the said list has a number of marks representing such absolute majority affixed against it, a second Ballot shall be taken, the name against which the smallest number of marks was affixed in the first Ballot being omitted and excluded from the second Ballot, and so on with subsequent Ballots, until some name shall have a number of marks affixed against it representing an absolute majority of those present and eligible to vote, when the person against whose name such number of marks shall have been affixed shall be, and be declared to be, duly elected Dean/Vice-Dean.

c) One Vice Dean will be considered to be the Senior Vice-Dean. If one of the two elected Vice-Deans is returning for a second consecutive annual term as Vice-Dean they shall be considered to have seniority over any newly elected Vice-Dean irrespective of other considerations. If two Board members are elected as Vice-Dean at the same Board meeting, neither being a current Vice-Dean, then seniority shall be determined by the order in which they are elected by this Board for this term of office. Any previous, non-consecutive service as Vice-Dean will not influence the determination of precedence in either of these two situations.
12.3 The Dean will leave the Board at the time of demitting office. If the Dean is eligible for a further period of office s/he may stand for election to the Board again through the process described in 12.2.

12.4 Once elected the Dean will resign from his/her National or Regional seat, and a by-election will be held in that Regional constituency to elect a new representative from that Region.

12.5 The term of office of the Dean or a Vice Dean automatically terminates if he or she:

a) ceases to be a member of the Board pursuant to Standing Order 11;

b) in the case of the Dean, ceases to be a Trustee of the College pursuant to Ordinance 3.3.

13. Meetings of the Board

13.1 Regulation of Meetings and Voting

The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, but shall meet normally at least three times a year. Questions arising at any meetings shall be decided by a majority of votes of the voting members of the Board. In case of equality of votes, the Chairman of the meeting shall have a casting vote. The quorum for meetings of the Board shall be nine voting members of the Board personally present, including the Chair.

13.2 Actions with reduced members and without quorum

The members of the Board may act notwithstanding any vacancy in their body; in the case where the members of the Board are, at any time, reduced in number to less than nine, it shall be lawful for them to act as the Board for the purposes of filling vacancies in their body, admitting persons to membership of the Faculty, or summoning a General Meeting, but not for any other purpose. When a quorum is not present, no vote shall be taken, but the Board may discuss matters and make recommendations which shall then be reported to the next full meeting of the Board for its decision.

13.3 Convening Board Meetings

The Dean may, at any time, and the Registrar of the Faculty shall, upon a requisition in writing from the Dean or from any four members of the Board, stating the purposes for which the meeting is to be convened, convene a meeting of the Board. A summons, together with copies of the Agenda and of Reports of Committees and other documents to be considered, shall be posted to each member seven clear days before the Meeting, stating the purpose(s) of the meeting.

13.4 Chairman of the Board – Alternatives
The Dean shall preside at every meeting thereof at which s/he shall be present, but if at any meeting s/he be not present within ten minutes after the time appointed for holding the same, the Senior Vice-Dean, if then present, shall take the Chair. If the Senior Vice-Dean is also not present the second Vice-Dean shall take the Chair. If neither be then present, the members of the Board present shall choose one of their number who is a member of the Faculty of General Dental Practice (UK) to take the Chair.

13.5 Delegation

The Board may delegate such of its powers, functions, discretions and responsibilities as it from time to time thinks fit to committees and other groups and individuals.

13.6 Committees

The Board shall elect or appoint Committees in accordance with the provisions of Chapter 4 of these Standing Orders.

13.7 Dean’s Executive

The Board will delegate responsibility to the Dean’s Executive, constituted as follows:

a) The Dean as Chair

b) The Vice-Deans

c) The Chair of the Finance Committee, as constituted by the Board

d) Registrar

e) Other members as may be invited by the Dean on a meeting-by-meeting basis (eg FGDP(UK) staff, subject experts or the Chairs of other Board Committees).

The Dean’s Executive will oversee the implementation of the annual business and strategic plans and act as the decision making body on operational issues. It will act in accordance with the Schedule of Delegated Authority.

13.8 Minutes

The Board shall cause proper Minutes to be made of the proceedings of all meetings of the Board and all business transacted at such meetings and such Minutes of any meeting, if purporting to be signed by the Chairman of such meetings or by the Chairman of the next succeeding meeting, shall be sufficient evidence, without any further proof, of the facts therein stated. The Board shall provide the Trustees and the Council of the College with a copy of the minutes
of the Board (whether approved or in draft) promptly and normally no later than 28 days after the Board meeting.

13.9 Resolution in Writing – Validity

Board members may be consulted on issues for decision between Board meetings; the Registrar will satisfy him or herself that all Board members have been properly consulted.

13.10 Faith

Every member of the Board shall, at the earliest opportunity, give his/her assent to (and thereafter act in accordance with) the following words addressed to him/her by the Dean in the presence of members of the Board:

‘I do declare that so long as I shall remain in the Office of a Member of the Faculty of General Dental Practice (UK) of The Royal College of Surgeons of England I will diligently maintain the honour and welfare of the said Faculty and College; and in all things relating to my office, and with all manner of persons, act equally and impartially according to the best of my skill and knowledge’.

13.11 A register of interests will be maintained for all members, and co-opted members, of the Board in order to promote openness and accountability. The register of interests will be included on the agenda of each Board meeting and made publicly available.

13.12 A register of attendance will be maintained for Board and other committees. The responsibilities of an elected Board member will include:

- Attendance at all Board meetings; normally three meetings per year;
- Attendance at all appointed committee meetings.

Non-attendance at two or more consecutive Board meetings and/or committee meetings without approval of the Dean will normally trigger a by-election in that member’s Regional seat.