

## Governance and representation in the BDA

BDA members elect those who make decisions on strategy and policy and those who represent the views of colleagues across the profession.

The [Articles of Association](#) describe the BDA’s constitution: the rules and regulations for how the BDA is managed and how it conducts its activities, including governance and representation.

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## How Governance and representation works in the BDA

The BDA is owned by its members, who in turn elect those who make decisions on strategy and policy, and those who represent the views of colleagues across the profession.

The BDA's constitutional structure is divided between 'governance' and 'representation', and grasping this fundamental point enables a better understanding of how the BDA works for its members.

### Governance

The BDA has just one decision making body: the Principal Executive Committee, usually referred to as the PEC. It is the statutory board of Directors for the purposes of company law, and the Principal Executive Committee for the purposes of trade union law (unusually, but in common with organisations such as the British Medical Association, the BDA is both a company and a trade union).

In these capacities, the PEC agrees the strategy, policy and business operational plans for the Association, and holds the Chief Executive and his staff to account for their implementation. There is more information on the precise [remit of the PEC](#).

A structure of advisory committees (some of them referred to as 'craft' committees) provide specialist advice to the PEC. This means that the PEC will delegate the detailed work and scrutiny in a particular area to the relevant forum (and this can include the drafting of responses to consultations, draft policy or even contractual negotiations), but it still retains ultimate responsibility for all policy and strategic decisions.

The craft committees, because they are elected to represent particular parts of the profession (for example the General Dental Practice Committee) undertake a representative role in addition to their advisory function. They can also therefore be included in the 'representative' side of the constitution. Other committees, directly appointed by the PEC, may just deal with a particular subject area (for example the Health and Science Committee) but have no representative remit. Committees can therefore be purely advisory, or advisory and representative.

The PEC approves the remit and constitutions of all advisory committees. Some committees must exist as a requirement of the Articles of Association, and other committees may be opened or shut by the PEC as the need arises.

The PEC is made up of 15 members:

- nine members from English regions
- one member from Northern Ireland
- one member from Scotland
- one member from Wales
- three members elected on a UK wide basis

Each member serves for three years, but the three year terms are staggered so that a different cohort of five members is subject to re election each year. Each yearly cohort must contain a member elected UK Wide and one member elected from one of the countries of the UK outside England. The enforced geographical spread of PEC membership and annual election prevent concentration of power, and are therefore two important ‘checks and balances’. More information on the [PEC seats](#).

See [Responsibilities of a member of the PEC](#) if you are interested in becoming a member of the PEC, and on our [Elections](#) sections.

## Representation

### Country councils

Country councils, consisting of representatives elected from local BDA branches (sections in Wales), exist for England, Northern Ireland, Scotland and Wales.

Their job is to consider and advise the PEC on all matters relating to dentistry in the country concerned, and to liaise with branches and sections. The Councils are the ‘voice’ of members to the PEC, and members of country councils are an essential link between BDA members and the PEC.

Representatives from the country councils come together in a United Kingdom (UK) Council that focuses on UK wide issues. It usually meets twice a year, and also receives regular updates on membership and finances, and briefings on the PEC’s strategic and operational plans.

The UK Council has a significant role through the appointment of a Scrutiny Committee that undertakes an annual performance review with senior staff and PEC members. The purpose of this annual review (which arises from the PEC’s obligation to deliver an annual report to the UK Council) is to enable the representatives of members to reassure themselves about the quality of governance within the Association.

The Articles of Association permit the UK Council to convene an Extraordinary General Meeting (EGM) of the Association, and this can include a proposal to dissolve the PEC and call for fresh elections. This is another ‘check and balance’ in the constitutional arrangements. The ability to convene an EGM is the only power in the hands of members’ representatives, but clearly a significant one. As a result of this members’ representatives are able to exercise a ‘soft’ power as the PEC must keep representatives fully informed and retain their confidence. See section on [Country Councils](#) if you want to learn more about the work, including how to get involved.

## Craft committees

The representative role of the craft committees has already been noted. Each country of the UK often has their own version of a particular committee to focus on the issues and political environment affecting them. If you want to learn more about the craft committees, including how to get involved, there is more information [here](#).

## Elections to the country councils and craft committees

Each country council and craft committee are elected for a three year period, often referred to as a 'triennium'. If you want to learn more about elections to the country councils and advisory committees, there is more information [here](#).

## Articles of Association

The Articles of Association is essentially the constitution of the BDA, as it is of any company. This contains all the rules and regulations about how we manage ourselves and conduct our activities, including governance and representation. The latest version of the Articles of Association can be found [here](#).

## Branches and Sections

The branches, with many divided into sections, provide the electoral base for the country councils throughout the UK, but they also offer a varied programme of educational events on both clinical and general topics, and social events. These local meetings offer a great way for dental professionals to network with each other. If you want to learn more about the branch and section network, there is more information [here](#).

## Principal Executive Committee

### Remit

The full remit of the PEC is set out in **Article 34**, of the Articles of Association.

Extracts from Article 34

The overall control and direction of the policy and affairs of the Association shall be vested in a Principal Executive Committee, consisting of 15 members

The Principal Executive Committee is the Association's board of directors, and as such it holds all requisite statutory, commercial and common law duties and responsibilities

- The Principal Executive Committee is also the body responsible for the lawful conduct of the Association as a recognised trade union for the Trade Union Act 1984 and any amending legislation
- The Principal Executive Committee shall exercise all the necessary powers to fulfil its responsibilities and these powers shall include:
  - ensuring the legal compliance of the Association in regard to all of its activities
  - agreeing the strategy and operational plans of the Association, and setting the Association's annual budget
  - holding the Chief Executive and senior management team to account for the progress and implementation of strategic and operational objectives
  - the determination of policy
  - the management of risk
  - ensuring effective financial stewardship of the Association, and
  - holding the Chief Executive and Finance Director to account in regard to the Association's financial planning and financial controls.

### Membership

The membership of the PEC is set out in Article 35.

Extracts from Article 35

- The Principal Executive Committee shall consist of fifteen members elected by members of the Association as follows: one member elected from each of the English regions, one member from Scotland, one member from Wales and one member from Northern Ireland and three members elected on a UK wide ballot
- England shall be divided into the following regions for the purposes of elections to the Principal Executive Committee, returning one member from each region: Eastern, East Midlands, Greater London, Northern, North West, South East, South West, West Midlands, Yorkshire and Humberside.

Each member is elected for a three-year term. The electoral cycle requires five members to be re-elected each year: three from the English regions; one from Northern Ireland, Scotland or Wales; and one UK-wide member. The yearly inclusion of a UK-wide seat ensure that all members can participate in an election to the PEC; a member is not disadvantaged if there is not an election in their country or English region.

## Responsibilities of a PEC member

The **fifteen PEC members** are the BDA's Directors and have important statutory and fiduciary responsibilities.

The core duties of Directors are set out in the Companies Act 2006:

### 1. Duty to promote the success of the company

A Director must act in good faith for the benefit of its members as a whole and, in exercising this duty, have regard to all relevant factors, including:

- The long-term consequences of any decision
- The interests of employees
- The company's business' relationships with suppliers, customers and others
- The impact on the community and the environment
- The company's reputation for high standards of business conduct, and
- The need to act fairly between the members of a company

### 2. Duty to act within powers

A Director's powers are derived from the company's constitution (the Articles of Association) and the decisions and agreements made under the constitution. The powers must only be exercised by a Director for their proper purpose.

### 3. Duty to exercise independent judgement

A Director must make decisions independently. This does not prevent a Director relying on advice if they exercise their own independent judgement in deciding whether to accept it.

### 4. Duty to exercise reasonable skill, care and diligence

A Director must ensure they are well informed about the affairs of the company and be careful and diligent in undertaking their responsibilities. The standard of care is both an objective and subjective test so, if a Director has particular knowledge, skill or experience (such as an accounting qualification, for example) they will be held to a higher standard than a Director who is not similarly qualified.

### 5. Duty to not accept benefits from third parties

A Director cannot accept a benefit from a third party (that is, a person other than the company) because of their position as a Director or doing anything as a Director. It is not relevant that the company could not or would not have accepted the opportunity nor that the Director may have been acting in good faith.

### 6. Duty to avoid conflicts of interest

A Director must avoid a situation in which they have, or could have, a direct or indirect interest that conflicts with the interests of the company. There is an obligation to declare such a conflict.

### 7. Duty to declare any interest in an existing or proposed transaction or arrangement

A Director is required to declare the nature or extent of their direct or indirect interest in an existing transaction or arrangement entered into by the company. There is a criminal penalty attached to the contravention of this duty.

## What to expect as a PEC member

A member of the PEC should expect to spend about 20 days a year on PEC business attending:

- PEC meetings, local branch meetings and AGMs
- Country council and UK Council meetings
- Participation on other committees or issue-specific forums
- Responding to email communications with the Chief Executive and his staff.

Senior PEC members (the Chair and Deputy Chair, for example) have a greater time commitment.

A PEC member should attend all meetings of the PEC, unless there is a good reason to be absent. In advance of PEC meetings, s/he will be expected to read various documents prepared by the Chief Executive and his staff, and may be expected to make decisions on strategic, operational or policy matters. The documents should provide sufficient information but the PEC member can, and should if necessary, raise questions at the meeting. The Chief Executive or senior staff will commission expert opinion, such as legal advice, as required.

As a BDA Director, participating in discussions with other PEC members and listening to their views is important, but a member of the PEC must make decisions using his or her own independent judgement and what s/he considers to be in the best interests of the BDA. Decisions are either reached by consensus or put to a vote so all PEC members must have a clear understanding of the BDA's mission and strategic objectives.

All PEC members will be involved in regular communication by email, which may involve matters requiring an urgent decision. A PEC member must participate in these communications and respond within a reasonable period.

All PEC members are asked to sign a [service agreement](#) that details their responsibilities and other relevant matters.

## Representing members

Local representation is provided by [country councils](#) and [craft committees](#). Although each member of the PEC is elected by one of the BDA countries or English region, the responsibility of a PEC member, as a Director, is to put the interests of the BDA first. Maintaining effective relationships with local branch representatives (and attending branch and regional meetings) will though help in understanding the views of members.

## Membership of other committees

A PEC member can be a member of a BDA advisory committee or a craft committee. However, the BDA's constitutional division between governance and representation means that s/he cannot be a member of a country council or an advisory executive committee.

## Remuneration

PEC members receive an annual stipend of £15,000 plus refund of expenses, whether self-employed or salaried.

## Country councils

**Country councils** for England, Northern Ireland, Scotland and Wales provide an essential link between BDA members and the PEC. They are elected from local BDA branches (sections in Wales) to advise the PEC on matters relating to dentistry in their country.

### What to expect as a country council member

A member of a country council should attend meetings of his or her country council. The frequency and timing of country council meetings vary between each country. For example, the English Country Council meets three times each year (sometimes on a Saturday). There will also be meetings (usually two) of the UK Council. An agenda and relevant papers are circulated prior to each meeting.

Members of country councils will be updated on issues affecting the profession in his/her country, and they will receive reports from advisory and craft committees, such as the General Dental Practice Committee. They will be asked for their views on these issues and they will be encouraged to provide feedback from members in the branches they represent. Alongside other committees, and to help the PEC in its decision-making, a country council member may be required to give his/her views on government consultations. A country council may be asked to lead on a policy initiative and it can also develop its own policy ideas or suggestions to submit to the PEC.

Outside of meetings, communication is conducted by email, especially on issues that cannot await a meeting. Close contact with members in the local branch is essential for any country council member to ensure local views are properly represented.

### Communication with the PEC

The PEC will provide written reports as part of the process of keeping country councils updated. Members of the PEC and senior staff attend country council meetings to ensure that they understand the concerns and issues affecting members.

Although the PEC is the BDA's only decision-making body, country council members play a significant role as the 'voice' of the membership, essential in the overall governance and representative structure.

## UK Council

Country council representatives collectively form the UK Council, which meets around twice a year

### Interim PEC

If an EGM voted to dissolve the PEC and call for fresh elections, the UK Council would form an Interim PEC. An Interim PEC is also formed if the PEC falls below its required quorum. The Interim PEC continues until elections restore the required number.

The main purpose of an Interim PEC is to facilitate fresh elections as soon as possible, but it must be prepared to take any necessary decisions in the meantime.



## Eligibility to stand for election

### PEC

A candidate for election to the PEC must have been a member of the BDA (Essential, Extra or Expert) for a continuous period of at least twelve months on the day nominations are invited. Student, temporary or affiliate members cannot stand for election, or a member located outside the UK. No other qualification or previous experience is required.

A candidate must have a primary postal address in the country seat or English region concerned. If the candidate is standing for a UK position, the primary postal address must be in the UK. Primary postal address means the address used by the BDA for correspondence, and must be either the principal residence or principal place of work.

A candidate should understand the responsibilities of a PEC member and the duties of a Director.

### Induction programme

The induction programme for a new member of the PEC will include:

- understanding the duties of a company director
- getting to know the organisation and its structure
- meeting with staff to understand their areas of responsibility and the background to strategic, operational and policy matters brought to the PEC for decision.

Detailed minutes of previous meetings and briefings by senior staff will help the new member to understand the issues that the PEC has considered. The Chief Executive and his staff are available to provide 'civil service' advice and support to PEC members undertaking their role.

### Country councils

Candidates for election to a country council must stand in the branch in which they have their primary postal address. No other qualifications or previous experience is required.

Newly constituted country councils (they are elected every three years) are briefed in greater detail about their role, and the support available to them, in documentation sent to them after their election and at the first meeting of the country council itself.