



SADA
THE SOUTH AFRICAN
DENTAL ASSOCIATION

SADA BOARD COMMITTEES & SUB-COMMITTEES TERMS OF REFERENCES

Committee:	SADA Board Committees & Sub-Committees – Consolidated Terms of References	Version:	1.0
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	Dr S Swanepoel Chair: Dental Practice Committee		19 September 2020
	Dr S Pieters Chair: Strategy, Ethics & Remuneration Committee		19 September 2020
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SADA BOARD COMMITTEES' - TERMS OF REFERENCES

1. INTRODUCTION

- 1.1. The following Committees are Committees of the Board of Directors of the South African Dental Association (SADA), established in terms of the provisions of the Memorandum of Incorporation of the Association:
- 1.1.1. Audit & Risk Committee (“**AURCOM**”);
 - 1.1.2. Strategy, Ethics and Remuneration Committee (“**SERCOM**”);
 - 1.1.3. Dental Practice Committee (“**DPCOM**”);
 - 1.1.4. Nominations Committee (“**NOMCOM**”)(Joint Committee - Board and National Council).
- 1.2. In this document, all committees shall be collectively referred to as “Committees” unless otherwise specifically referred to.

2. PURPOSE

The general purpose of each of the Board Committees above in addition to specific objectives as set out herein, is to assist the Board of Directors in maintaining the corporate governance system who remains ultimately accountable and responsible for the performance and affairs of the Association.

These Committees assist the Board in exercising leadership, enterprise, integrity and judgement in directing the Association to achieve the objects set out in Association's Memorandum of Incorporation (“Moi”).

The **specific purpose** of each Committee is set out below:

<p>Audit & Risk Committee (“AURCOM”)</p>	<p>The Committee has oversight responsibility</p> <p>This includes, but is not limited monitoring and providing input in relation to the:</p> <ul style="list-style-type: none"> • financial reporting process • system of internal control • audit process • risk management process • process for monitoring compliance with laws and statutory requirements • operational policies to ensure internal control • process for monitoring SADA investments. <p>The Committee also aims to ensure an effective, relevant and modern Memorandum of Incorporation through consideration of proposed amendments and recommendations to the Board of Directors.</p>
<p>Strategy, Ethics & Remuneration Committee (“SERCOM”)</p>	<p>Assisting the Board in:</p> <ul style="list-style-type: none"> ▪ developing and implementing a strategy that will ensure the sustainability of the dental profession and delivery of quality oral health services in South Africa; ▪ developing a business strategy for SADA to ensure its sustainability as an Association; ▪ monitoring developments in the macro-economic health environment and acting as a sounding board to management to formulate appropriate responses to such developments in the interest of the profession at large; ▪ ensuring that strategic response of the profession to the developments in the health sector, which will form the cornerstone of SADA's organizational strategy and will inform decisions on resource allocation to proposed organizational projects. ▪ guiding the Association in terms of its Strategy and Ethics mandate as envisaged by Section 72 of the Companies Act 2008, and any other relevant legislation. ▪ operational activities, primarily related to its educational and marketing programmes. ▪ oversee branch operational activities and integration thereof into an integrated SADA-wide programme;

	<ul style="list-style-type: none"> ▪ oversee the activities of special groups and specialist groups and make recommendations on any required structural changes to be effected in order to reduce duplication and fragmentation; ▪ oversee the effective management of the annual SADA congresses, CPD programme and South African Dental Journal (SADJ); ▪ oversee the joint venture with stakeholders in offering educational certificates and online programmes for dentists and auxiliary programmes); ▪ optimising the value and impact of the SADA brand; ▪ promoting the Association to the dental profession (member and non-members of SADA), and devising ways and means of encouraging dentists to become members, or remain members of SADA; ▪ development of position statements and educational material related to ethics, quality of care and the clinical practice of dentistry; ▪ marketing oral health to the public. ▪ fulfilling its oversight responsibilities with regard to governance of the Association's human resources.
Dental Practice Committee ("DPCOM")	<p>Assist the Board to fulfil its oversight responsibilities with regard to the practice requirements of dentists in the private and public sectors in South Africa.</p> <p>The Committee shall:</p> <ul style="list-style-type: none"> ▪ analyse and transfer information in relation to the practice of dentistry and its auxiliary professions in South Africa ▪ develop of codes and guidelines for ethical dental practice ▪ review government policy, statutory processes and requirements affecting the profession (private and public sector) ▪ analyse of the funding environment for dentistry in South Africa and contributing to the improvement of existing and development of new funding mechanisms ▪ consider and contribute to the betterment of employment conditions and facilities of dentists in the public sector (including community service dentists)
Nominations Committee ("NOMCOM")	<p>Joint Committee of the Board and National Council, established to independently review and monitor the integrity of the Association's non-executive directors, independent non-executive directors, members on Board Committees and SADA PPS representative on PPS Board nomination and appointment processes.</p>

3. OBJECTIVES

Audit & Risk Committee ("AURCOM")	<p>The Committee assists the Board of Directors with independent oversight in respect of:-</p> <ul style="list-style-type: none"> ▪ effectiveness of Association's assurance functions and services including external assurance service providers, internal audit and finance functions. ▪ integrity of the annual financial statements and other external reports issued by the Association. ▪ safeguarding of assets; ▪ operation of adequate systems and internal control processes; ▪ review of financial records and reports; ▪ effective audit practices and procedures; ▪ compliance with legal requirements and accounting standards; ▪ effective workforce planning and remuneration practices. ▪ review Investment Committee reports. management of financial and other risks that affect the integrity of external reports issued by the Association. • ensuring the preparation and monitoring of an up-to-date risk register and make recommendations to the Board on risks that may face the Association. ▪ responsible for consideration of proposed amendments to the Association's Memorandum of Incorporation and advise the Board hereon.
Strategy, Ethics & Remuneration Committee ("SERCOM")	<p>The Committee assists the Board of Directors to understand and formulate a response to:-</p> <ul style="list-style-type: none"> • global developments with regard to health reform; • perspectives of local policymakers in respect of health reform and SADA's role in the general legislative and policy environment in health;

	<ul style="list-style-type: none"> • demand for and supply of oral health services in South Africa and SADA's role in public health matters; • strategic positioning of the dental profession vis-à-vis other professions in the oral health sector; • strategic positioning of the dental/oral health profession vis-à-vis the medical profession; • trends regarding technology in health care delivery; • strategic positioning of SADA as a united body in the interest of the dental profession; • strategic positioning of SADA in the context of auxiliary oral health professions; • the business model to be adopted by SADA in response to the challenges in the macro-environment and requirements of members; • ensure SADA's compliance in terms of the Association's Strategy and Ethics mandate • defining strategy and targets to achieve meaningful transformation within the Association and to monitor compliance with agreed transformation objectives. • Ensure the Code of Conduct articulates ethics policies with external and internal stakeholders and oversee its implementation. • Ensure relevant employment policies and practices, satisfactory staff welfare, occupational health and safety, performance management, optimal workforce planning, equitable remuneration practices and management of CEO performance. • primary oversight and strategic leadership with regard to all SADA's revenue channels; • act as the custodian of the SADA brand and improve brand awareness amongst dentists, the public and all relevant stakeholders; • increase membership of the South African Dental Association amongst the dental profession; • contribute to the management of member expectations and improve the perception of customer service provided by Head Office to members; • maximize the commercial and educational value of SADA's products and services, including subscriptions, accreditation services, product endorsement services, the South African Dental Journal and SADA Congresses; • facilitate one integrated approach to continuous education in dentistry, taking into account branch events, as well as those offered by specialist and special interest groups; • build and maintain relationships with academic institutions with a purpose to assist with the provision of input regarding new technology, practice management and to consider curricula as it may impact on the positioning of dentistry as a whole; • maximize relationships, income and sponsorships from the dental traders; • optimize the use of the general media in promoting oral health and raising public awareness about oral health; • provide input and oversight regarding public awareness campaigns. • establish and maintain an effective procedure receiving and considering nominations for SADA Awards.
<p>Dental Practice Committee ("DPCOM")</p>	<p>The Committee to assist the Board of Directors with regard to:</p> <ul style="list-style-type: none"> • Establishing and maintaining an effective procedure coding system for dentistry; • Providing support and champion the rights of the dental profession for independent ethical practice and fair remuneration; • Establishing effective communication channels with Medical Schemes and other potential funding agents, with a purpose to influence dental benefits and network contracts in the interest of members; • Providing effective response and liaison in respect of the NHI in order to influence and optimise the impact of the NHI on the dental sector; • Ensuring an effective and equitable working relationship with allied dental provider groups (dental therapists, dental assistants, oral hygienists, dental technicians); • Working towards the establishment of a uniform national approach to issues of public sector employment and procedures affecting the delivery of dental services in the public sector;

	<ul style="list-style-type: none"> Monitoring professional indemnity cover for the dental profession and influence fees and benefits. Monitoring, review, publish dental codes and guidelines for dental procedures for the dental profession. establishing relative value unit for each dental procedure amongst practitioners. Working with key stakeholders on the development of and to provide professional input to the National Health Insurance (NHI) Consultative Forum to ensure oral health and dentistry is a high priority in all local decision-making, implementation and delivery of local NHI services. monitoring the implementation of the National Health Insurance policy document.
Nominations Committee ("NOMCOM")	<p>In this respect, the Committee assists the Association to:</p> <ul style="list-style-type: none"> formulate acceptable policies and practices for the nomination, election and appointment of non-executive directors, independent non-executive directors, Committee members and SADA representative to serve on the Professional Provident Society (PPS) Board and vacancies arising when required; assist the Board upon resignation or retirement of Directors, request nominations from all Branch Committees and National Councillors as to suitable candidates for relevant vacancies. recommend a suitable candidate/s to National Council for election.

4. AUTHORITY

All Committees are advisory in nature and do not have any executive powers. Any resolutions taken by the Committee will be forwarded as recommendations to the Board of Directors for approval or ratification if Committee has delegated authority.

The Committees are empowered to assist management in the preparation of any official submissions relating to matters falling within their respective terms of references and to attend necessary meetings with stakeholders as may be required from time to time.

5. COMPOSITION AND APPOINTMENT

All Board Committees (except Nominations Committee) shall be chaired by non-executive directors. The Board shall appoint the chairpersons of Committees from amongst the Board members.

If the Chairperson is unable to attend or preside at any meeting of any Committee, the meeting will be chaired by another non-executive director member(except Nominations Committee) failing which the remaining members may appoint any member of the Committee to chair the Committee meeting.

The remaining members of the Dental Practice and Nominations Committees shall be elected by National Council of the Association, for a term of office of two (2) years, and are eligible to serve for two consecutive terms of two years.

The Chairperson of the Board shall be entitled to attend all Committee meetings except the Audit & Risk Committee and shall have the right to speak and not vote. The Chairperson shall be a member of the Nominations Committee with voting rights. The Executive Director shall attend all Committee meetings to give management reports with a right to speak but not vote.

Audit & Risk Committee ("AURCOM")	<p>In addition to the Chairperson, the members on the committee shall consist of:</p> <ul style="list-style-type: none"> two additional non-executive directors, two independent non-executive directors.
Investment Committee	<p>The CEO and Head of Finance and Membership Development shall attend the Committee meeting with right to speak but not vote.</p> <p>In addition to the CEO as chairperson, the members on the Committee shall consist of:</p> <ul style="list-style-type: none"> Head: Finance & Membership Development; Head: Legal & Corporate Services;

	<ul style="list-style-type: none"> • One branch representative from each of the four branches (for now Western Cape, Pretoria, Gauteng and Kwa-Zulu Natal) with the biggest proportion of members. • One member representing all the smaller SADA Branches (for now Border-Kei, Algoa-Midlands, Northern Cape, Limpopo, Free State, Mpumalanga and North West). • Chairperson of the Audit & Risk Committee as invitee by the Chairperson when required.
Strategy, Ethics & Remuneration Committee (“SERCOM”)	<p>In addition to the Chairperson, the members on the committee shall consist of:</p> <ul style="list-style-type: none"> • two additional non-executive directors, • two independent non-executive directors. <p>The Chairperson of the Board and the CEO shall attend committee meetings with rights to speak but not to vote.</p> <p>Members of SADA’s senior management shall attend meetings by invitation, in accordance with the items on the agenda, with rights to speak but not to vote.</p>
Dental Practice Committee (“DPCOM”)	<p>In addition to the Chairperson, the core committee shall consist of five additional members, as follows:</p> <ul style="list-style-type: none"> • Three additional non-executive directors; • Two dentists in private general dental practice (in good standing in respect of SADA membership), in accordance with the relevant competency criteria; • One general dental practitioner who works in the public sector. • The extended committee shall include representatives from the four different specialist groups, who will be provided with meeting agendas and minutes and are invited to attend meetings, speak and vote on matters relevant to them. Specialist representation shall, however, not affect the quorum requirements for meetings. • A representation from Oral Pathology and dental schools could be invited to meetings if relevant. <p>The Chairperson of the Board and the CEO shall attend committee meetings with rights to speak but not to vote.</p> <p>The Manager Clinical Support Services and other members of SADA’s senior management shall attend meetings by invitation, in accordance with the items on the agenda, with rights to speak but not to vote.</p>
Nominations Committee (“NOMCOM”)	<ul style="list-style-type: none"> • Three non-executive directors, one of whom shall be the Chairperson of the Board • Three National Council members appointed by National Council • The Chairman of the committee shall be elected by the committee from the National Council members of the committee.

6. TERMINATION OF MEMBERSHIP FROM THE COMMITTEE

- 6.1. The non-executive directors (including independent non-executive directors) shall remain members of the Committees for the duration of their appointment period unless the Board determines otherwise. The ordinary members of Committees remain members of the Committees for the duration of their appointment period. The appointment of all members of Committees’ membership is terminated at an earlier time through resignation or in accordance with the provisions of the Memorandum of Incorporation, Rules of Association or the SADA Code of Conduct.
- 6.2. If any member of the Nominations Committee who is a National Council member and is nominated for election/appointment into a vacancy on the Board or any Board Committee, such member shall excuse him/herself from the Nominations Committee and shall be replaced by a National Council member with the surname alphabetically following that of the excused member or a Board Member as appointed by the Board, as the case may be.

7. ROLE OF THE CHAIRPERSON

- 7.1. The role of the Chairperson of each respective Committee shall be to:
 - 7.1.1 Convene and chair all official meetings of Committees;
 - 7.1.2 Assist the CEO to develop content and order of agendas for meetings, ensuring that agendas take full account of the scope of work of the committees, concerns of Committee members and attend to strategic issues falling within the ambit of Committees.
 - 7.1.3 Guide the CEO and management team in respect of the financial, risk and compliance matters in the Association and ensuring that appropriate action is taken within delegated levels of responsibility;
 - 7.1.4 Prepare and present the Committee’s report to the Board of Directors and in case of Nominations Committee also report to National Council.
 - 7.1.5 Represent SADA at meetings concerning matters within the jurisdiction of the Committee.

8. MEETINGS

<p>Audit & Risk Committee (“AURCOM”)</p> <p>Investment Committee</p> <p>Strategy, Ethics & Remuneration Committee (“SERCOM”)</p> <p>Dental Practice Committee (“DPCOM”)</p> <p>Nominations Committee (“NOMCOM”)</p>	<p><u>MEETINGS</u></p> <ul style="list-style-type: none"> ▪ The Committees shall meet at least three times per annum in terms of the annual meeting schedule or as amended, with the authority to convene additional meetings, as circumstances require. ▪ All meetings of the Committees shall be convened by the Chairpersons of each Committee in consultation with the Chief Executive Officer. ▪ Special meetings of the committees may be convened by the Chairperson as required in consultation with the CEO or by members of the Committees provided that at least three members of the Committees request a special meeting, the Chairperson shall be obliged to call such a meeting. <p><u>QUORUM</u></p> <ul style="list-style-type: none"> ▪ AURCOM – at least 3 members of the Committee ▪ Investment Committee – 4 members of the Committee with at least two branch members ▪ SERCOM – at least 3 members of the Committee ▪ DPCOM – at least 4 members of the core committee ▪ NOMCOM – at least 4 members of the Committee <p><u>DECISIONS</u></p> <p>All decisions of Committees shall be by consensus of the members of the committee and if consensus is not reached, it shall be by majority vote.</p> <p><u>ATTENDANCE</u></p> <ul style="list-style-type: none"> ▪ All Committee members are entitled and obliged to attend all scheduled meetings. The Executive Director and any member of the management may be invited to attend for all or any part of any meeting, as and when appropriate. ▪ Any Board member who is not a member of any Committee may request to attend any Committee meeting as an observer. (Costs in respect of such observer attendance will be for the account of the individual(s) concerned.) ▪ Committees may invite any members of Management or any other person to attend meetings and provide pertinent information as they deem fit. ▪ The Committee may excuse any of the non-members from the meeting. <p><u>DECLARATIONS</u></p> <p>All members of Committees shall declare, disclose and record any interest that they may have at the start of the meeting on any matters and/or contracts and transactions that may be put before Committees as set out in the SADA Code of Conduct.</p> <p><u>REPORTS</u></p> <p>The proceedings of all Committee meetings shall be documented in reports to the Board.</p>
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	<p><u>NOTICE OF MEETINGS</u></p> <ul style="list-style-type: none"> ▪ Notice of all Committee meetings, confirming the venue, time and date, shall be given in writing to all members of the Committees and other interested parties, of each meeting to be held, at least fourteen (14) days prior to the date on which such meeting is to be held. ▪ Where the need arises for a special meeting, such meeting can be called with a shorter notice period. <p><u>AGENDA FOR MEETINGS</u></p> <p>The agenda of meetings shall be prepared and delivered at least seven (7) business days prior to the meeting date. Any person attending the meeting may add items to the agenda three (3) days before the agenda is finalised.</p> <p><u>MINUTES OF MEETINGS</u></p> <ul style="list-style-type: none"> ▪ All the meetings of the Committees shall be recorded and kept for a period that is prescribed in law. Draft minutes will be distributed within twenty-one (21) days after a meeting for corrections. ▪ Finalised minutes of the previous meeting/s shall be included with the agenda of the next meetings of Committees for approval.
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9. CONFIDENTIALITY AND CONFLICTS OF INTEREST

Given the high sensitivity of materials and information to be reviewed by the Committees, all members of the Committees are reminded of their duty of confidentiality to SADA. Any third party involved in the Committees' work shall be bound either by undertakings of professional secrecy or by ad hoc confidentiality agreements with the Association.

Members of the Committees shall declare any conflicts of interest in relation to the work of the Committees. The Chairman of the Committees shall be responsible for ensuring that any conflict of interests or duties arising at Committees level be dealt with in accordance with the relevant provisions in the SADA Code of Conduct. All members of the Committees shall be required to sign Declarations of Interest.

10. REMUNERATION

Remuneration for members of the Committees shall be in accordance with the remuneration framework approved at the Annual General Meeting of members of the Association.

11. DUTIES AND RESPONSIBILITIES

The Committees' role is one of consultation and advice to the Board of Directors and providing management of SADA on the appropriate strategic direction and positioning of the dental profession that will inform the overall consolidated strategy of SADA.

AUDIT & RISK COMMITTEE (“AURCOM”)

The Committee will oversee the discharge of SADA's responsibilities, including those of its branches and special groups, relating to financial statements, external audit governance and compliance, internal control and risk management.

FINANCIAL STATEMENTS

- Review the annual financial statements, and consider whether they are complete, consistent with information known to Committee members, and reflect appropriate accounting principles;
- Review significant accounting and reporting issues, including complex or unusual transactions, recent professional and regulatory pronouncements as well as understand their impact on the financial statements;
- Consider the appropriateness of the accounting policies adopted and any changes thereto, the accounting treatment of significant unusual transactions or accounting judgements that could be contentious and how they are disclosed;
- Review the external audit results and the quality and content of financial information presented prior to the issuing of the annual financial statements and submit a report to the Board in this regard for consideration at the meeting where the financial statements are to be approved;
- Review the annual report and financial statements as a whole and ensure they present a balanced and understandable assessment of the position, performance and prospects of the Association in accordance with members' knowledge about the Association and its operations;
- Review the external auditors' proposed audit report;
- Review any legal matter that could have a significant impact on financial statements.

EXTERNAL AUDIT & AUDITORS

- Recommend appointment of auditors and setting of audit fees for approval at the AGM of members;
- Review and confirm the independence of the External Auditors by obtaining statements from the Auditors on relationships between the Auditors and SADA, including non-audit services;
- Review with the external auditor, before the audit commences, the proposed nature and scope of the audit and negotiate fees before the audit commences;
- Review the auditors' quality control procedures and steps taken by the auditor to respond to changes in regulatory and other requirements;
- Review the findings of their audit including any major issues that arose during their audit that have subsequently been resolved and any unresolved audit issues;
- Review MANCO and internal auditor's reports on the effectiveness of systems for internal financial control, financial reporting and risk management;
- Consider MANCO's response to any major external or internal audit recommendations;
- Review significant difficulties in the completion of the audit including any restrictions on the scope of work or access to the required information;

- Review the performance of External Auditors, and report unsatisfactory performance to the Board;
- Consider whether any significant ventures, investments or operations are subject to external audit;
- Consider, if appropriate, significant changes to SADA's Auditing and Accounting principles and Practices as recommended by the independent external auditors.

INTERNAL AUDIT & CONTROL

- Monitor, supervise and evaluate the effectiveness of the Association's internal controls, processes and systems, including information technology, security and other controls;
- Review the Association's accounting policies, including those related to preventing or detecting fraud and ensure that the Committee and Board of Directors are informed about fraud, illegal acts, deficiencies and breakdown in internal controls;
- Review management systems to improve internal controls and the effectiveness thereof;
- Ensure that protocols are in place for investigating concerns of staff or members regarding possible financial or other improprieties and for appropriate follow-up action;
- Commission any internal audits that may be required by the Association and review with Management internal audit plans, activities and findings;
- Ensure that the internal audit plan makes provision for effectively addressing the critical risk areas;
- Review co-ordination between internal audit function and external auditors and ensure that internal audit work is co-ordinated with external audit to minimise duplication of work;
- Ensure that there are no unjustified restrictions or limitations on internal auditors and confirm the independence of the internal audit;
- Review the effectiveness of internal auditors that may be appointed from time to time and ensure that the Internal Auditors' Standards for Professional Practice are being adhered to.

RISK MANAGEMENT

- Review the Association's risk philosophy, strategy and policies and make recommendations for consideration and approval by the Board on the company's risk profile;
- Assist the Board of Directors to identify actual or potential risks and make recommendations to deal with risks;
- Ensure preparation of the organisation's risk register and risk management plan, and monitor implementation thereof;
- Ensure compliance with the risk policy and strategies and aligns the overall risk profile of the company thereto;
- Recommend establishment of systems to manage risks and review the effectiveness of the process of risk management;
- Prioritise and accelerate those risk management strategies that are critical to the achievement of corporate objectives in reviewing material changes and trends in the risk profile;

- Instil a culture of risk management throughout the Association and ensure appropriate levels of awareness of risk management throughout the organisation;
- Ensure that SADA has plans to optimally respond to a disaster or crisis;
- Review the adequacy of risk financing arrangements and structures;
- Report and make appropriate recommendations to the Board of Directors on all risk management issues;
- Ensure appropriate disclosures of risk related issues in the annual report.
- Review Investment Committee reports and make recommendations to the Board.

INFORMATION TECHNOLOGY (IT) GOVERNANCE

- Ensure alignment of information technology with the performance and sustainability objectives of the organization;
- Oversee IT planning;
- Monitor and evaluate significant IT investments and expenditure;

CONSTITUTION

- its by-laws, regulations and codes of conduct, and recommend such changes to the Board of Directors as may be necessary for AGM approval;
- Review all submissions affecting the Memorandum of Incorporation;
- Review applications for special groups status and make recommendations to Council;
- Monitor the rules of organisation of Branches.

GENERAL

- Review and assess the adequacy of the Committee's Terms of Reference annually and

- Monitor system controls and oversee compliance to good business and best practices in IT;
- Exercise oversight of IT asset management, service levels, strategy, legal and governance practices;
- Monitor quality and effectiveness of IT security;
- Review of IT risks;
- Monitor effectiveness of IT internal controls.

COMPLIANCE

- Review the effectiveness of the system for monitoring compliance with appropriate laws and regulations and the results of investigations and follow-up (including disciplinary action) of any instances of non-compliance;
- Review the findings of any examinations by regulatory agencies, and any Audit observations;
- Review the process for communicating the code of conduct and organizational policies to SADA staff, and for monitoring compliance therewith once implemented;
- Obtain regular updates from Management regarding compliance matters.

obtain the Board's approval for proposed changes,

- To monitor the Association's strategic plan against the Memorandum of Incorporation with its by-laws, regulations and codes of conduct, and recommend such changes to the Board of Directors as may be necessary for AGM approval;
- Confirm annually that all responsibilities outlined in this Terms of Reference have been carried out.
- Evaluate the Committee's and individual members' performance on a regular basis,
- Deal with any other matters as may be delegated by the Board to the Committee from time to time.

STRATEGY, ETHICS & REMUNERATIONS COMMITTEE ("SERCOM")

The Committee shall perform the following functions:

- Provide relevant input to the Board of Directors to enable it to discharge its responsibility of strategic leadership to the profession;
- Review, assess and advise on the medium- and long-term strategy of SADA to ensure the sustainability of the dental profession, having regard to the interests of the profession, the public and regulatory stakeholders;
- Ensure that the "strategy for the profession" is submitted and approved by the Board of Directors;
- Ensure preparation of the SADA organisational strategy, as informed by the "strategy for the profession";
- Ensure that the SADA organizational strategy and annual business plan is submitted and approved by the Board of Directors;
- Monitor the implementation of the "strategy for the profession" and the SADA business plan as approved by the Board of Directors;
- Help identify and advise management on new developments in the macro-economic health environment;

- Review and advise on strategies for existing practitioners to mitigate against potential risks of developments in health reform;
- Review and advise on strategies for the positioning of oral health in terms of National Health Insurance (NHI);
- Review the scenario analysis of the profession on an annual basis;
- Monitor the Association's activities with regard to its social impact in respect of social and economic development, corporate citizenship, the environment, health and public safety, consumer relationships, labour and employment, taking into account relevant legislation and prevailing codes of best practice;
- Draw matters within its mandate to the attention of the Board of Directors, when it is deemed that such matters could pose a material risk to the Association;
- Report on matters within its mandate to the members at the Annual General Meeting of the Association;

- Review and assess the adequacy of the Committee's Terms of Reference annually and obtain the Board's approval for proposed changes;
- Confirm annually that all responsibilities outlined in this Terms of Reference have been carried out;
- Evaluate the Committee's and individual members' performance on a regular basis;
- Deal with any other matters as may be delegated by the Board to the Committee from time to time.
- Responsible for governance of ethics and setting the direction of how ethics should be approached and addressed by the Association.
- Formulate a code of conduct and ethics policies that give effect to its direction and the Association's ethics
- Ensure the Code of Conduct articulates ethics policies with external and internal stakeholders and oversee its implementation.
- Address the key ethical risks of the Association.
- The provision of human resources leadership to the organization;
- Setting and continuously reviewing the broad framework for HR policies to be in place in the organisation, and ensuring that such policies are operational;
- Determine and agree with the Board of Directors the framework, or broad policy for remuneration of the company's executive and senior management;
- Be involved in, and ensure a proper system of succession planning for top management, and monitor succession planning in the rest of the Association;
- Approve employment equity plans for implementation;
- Manage the process of evaluating the performance of the CEO;
- Deal with any other Human Resources matters as may be delegated by the Board to the Committee from time to time;
- Monitoring of all statutory and industry requirements with regards to human resources issues;
- Review and assess the adequacy of the Committee's Terms of Reference annually and obtain the Board's approval for proposed changes;
- Confirm annually that all responsibilities outlined in this Terms of Reference have been carried out;
- Evaluate the Committee's and individual members' performance on a regular basis;
- Oversee the revenue budget and related policies, including membership subscription rates, event registration fees, advertising policies and rates, CPD accreditation fees, seal of approval and all other revenue generating initiatives;
- Consider the commercial feasibility of the range of SADA products and services and make recommendations to the Board of Directors in respect of any additional products and services to expand revenue streams;
- Seek to manage member expectations through clear definition and communication of SADA value propositions;
- Advise the Board of Directors on position statements, formulation of responses, guideline documents and other documents in relation to member education;
- Promote and maintain good relationships with academic institutions offering dental education and ensure that the Association has effective liaison with the Committee of Dental Deans to engage on matters pertaining to the training of undergraduate and postgraduate dental students;
- Provide oversight in respect of SADA's role as CPD Accreditor and its representation on the CPD Accreditors' Forum, and assist with implementation of relevant HPCSA regulations;
- Maintain and enhance the SADA brand and identity;
- Review marketing, communications strategies and plans in support of the Association's objectives and recommend same to the Board of Directors;
- Oversee the commercial feasibility, production, quality and standard of the Association's publications activities and monitor its agreement with publishing and advertising agents;
- Ensure the profitable management of annual SADA congresses, including evaluation and approval of the educational programme of SADA Congresses;
- Monitor all statutory and industry requirements with regards to the provision and marketing of educational products and services;
- Oversee management of the SADA Awards Programme, including the annual Student Clinicians Award and the Young Essayist Award;
- Ensure the preparation of all relevant policies and procedures related to the scope of work of the committee;
- Review and assess the adequacy of the Committee's Terms of Reference annually and obtain the Board's approval for proposed changes;
- Confirm annually that all responsibilities outlined in this Terms of Reference have been carried out;
- Evaluate the Committee's and individual members' performance on a regular basis;
- Deal with any other matters as may be delegated by the Board to the Committee from time to time.

DENTAL PRACTICE COMMITTEE ("DPCOM")

The Committee shall:

- Provide guidance, input and leadership to the organization in respect of matters affecting members in dental practice in the private and public sector;
- Identify and advise the Board of Directors on priority areas, issues and special needs of members in the private sector and public service;
- Monitor all statutory, policy and industry requirements with regards to the provision of dental services in South Africa;

- Establish channels of communication with all government (provincial and local) authorities including professional associations and make representations to government authorities on matters affecting members in the dental practice, both in the private sector and public service;
- Provide interface between the Association and all specialist and relevant special groups in relation to the provision and management of dental services;
- Deal with managed healthcare issues and third party funders on any issue affecting members;
- Make recommendations on codes, terminology and guidelines for use in consultation and collaboration with specialist groups and develop relative value unit for each dental procedure;
- Consider legislation affecting dental auxiliaries and determine the approach to be adopted by the Association in meeting this;
- Foster and maintain open communications with all associations representing dental auxiliaries, as well as facilitate co-operation between dental profession (employers) and dental auxiliaries (employees);
- Provide input to and consider Association position papers on health workforce and planning;
- Seek to establish a uniform national approach to issues of public sector employment of dentists;
- Seek to improve the employment conditions of community service dentists, including adherence to the basic package of service;
- Analyse the conditions of indemnity insurance for the dental profession in South Africa, provide oversight in relation to the professional relationship with DPL, and seek to improve awareness and access to indemnity insurance for all members;
- Setting and continuously reviewing the broad framework for policies and procedures in respect of the committee's scope of work to be in place in the organization;
- Review and assess the adequacy of the Committee's Terms of Reference annually and obtain the Board's approval for proposed changes;
- Confirm annually that all responsibilities outlined in this Terms of Reference have been carried out;
- Evaluate the Committee's and individual members' performance on a regular basis;
- Deal with any other matters as may be delegated by the Board to the Committee from time to time.

NOMINATIONS COMMITTEE (“NOMCOM”)

The Committee will oversee the discharge of SADA's responsibilities regarding the effective management of succession in its Board of Directors and subcommittees of the Board. This includes, but is not limited to:

- Review the structure, size, composition (including skills, knowledge and experience) required of the Board and make recommendations as deemed appropriate giving full consideration to succession planning for directors and taking into account the transformation objectives, challenges and opportunities facing the Association, and the skills and expertise that are therefore needed on the Board in the future.
- Be responsible, having evaluated the balance of skills, knowledge and experience on the Board, for identifying and nominating, for the approval of the National Council, candidates to fill Board vacancies as and when they arise, giving full consideration to succession planning. In identifying suitable candidates the Committee shall use open advertising or the services of external advisers as deemed appropriate, consider candidates from a wide range of backgrounds on merit against objective criteria;
- Keep under review the governance and leadership needs of SADA, with a view to ensuring the sustainability and effectiveness of the Association;
- Ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment clearly setting out what is expected of them in terms of time commitment, committee service and involvement outside Board meetings and that they undergo an appropriate induction process;
- Make recommendations to the Board and National Council concerning:
 - succession planning, particularly for key roles on the Board,
 - suitable candidates for the role of senior independent director,
 - membership of Board committees in consultation with the Chairmen of those committees,
 - the re-appointment of non-executive directors at the conclusion of their specified term of office,
 - continuation in office of any director and termination from office of non-executive and independent directors,
 - amendments required in respect of the process for nomination, election and appointment of non-executive and independent directors.
- Setting and continuously reviewing the Board Charter, Terms of Reference of Board Subcommittees, and the Board Performance Review Policy
- Ensure that the performance review process of the Board and its subcommittees are carried out effectively, that the outcome thereof is communicated to relevant stakeholders, and that corrective action is taken where required;
- Determine and agree with the Board of Directors the framework, or broad policy for remuneration of the company's non-executive and independent directors;
- Review and assess the adequacy of the Committee's Terms of Reference annually and

- obtain the Board's approval for proposed changes,
- Confirm annually that all responsibilities outlined in this Terms of Reference have been carried out,
- Evaluate the Committee's and individual members' performance on a regular basis,
- Deal with any other matters as may be delegated by the Board to the Committee from time to time.

12. ACCESS TO MANAGEMENT, INFORMATION AND OUTSIDE ADVISORS

The Committees shall have unrestricted access through the office of the Chief Executive Officer to the management team and all research, publications and relevant information that may be required for the purpose of its fulfilling in their duties and responsibilities.

The Committees may as authorised by the Board, obtain independent professional advice and to secure the assistance of consultants or advisors with relevant expertise. The cost of providing such advice and assistance to the Committees shall be borne by SADA on condition that it was adequately budgeted for and procurement thereof takes place in accordance with SADA's delegated authorities for procurement.

13. DISPUTE RESOLUTION

Should a dispute or conflict arise within the management team of the Association in terms of issues pertaining to the implementation of the strategic mandate of the Association, the Committees should intervene and consider the facts at hand and endeavour to ensure a successful resolution thereof.

Any disputes within the management or committees that cannot be resolved by the relevant Committee, shall be referred to the Board of Directors for resolution.

14. REPORTING

The Committees shall report to the Board of Directors and in the case of Nominations Committee to National Council as well.

The Chairpersons of the Committees shall report the Committees' actions, plans and recommendations to the Board.

15. ANNUAL EVALUATION AND TERMS OF REFERENCE REVIEW

15.1 ANNUAL SELF-EVALUATION

The Committees shall perform an annual review and self-evaluation of the Committees' performance, including a review of the Committees' compliance with these Terms of Reference. The Committees shall conduct an evaluation and review in accordance with the policy on Board and Committees' evaluation.

15.2 TERMS OF REFERENCE REVIEW

The Committees shall review and assess the adequacy of these Terms of Reference on an annual basis in respect of their respective terms, and, if appropriate, shall recommend any proposed changes to the Board of Directors for approval.

The Chairpersons of the Committees shall be responsible for the review of the Terms of Reference.

16. EFFECTIVE DATE

The Terms of Reference of Committees shall take effect as from the date of Board approval thereof.

SADA SUB COMMITTEES' - TERMS OF REFERENCES

1. INTRODUCTION

- 1.1. The following Sub-Committees are established to assist the Board Committees in terms of specific roles and tasks delegated to it:
- 1.1.1. Clinical Support Team;
 - 1.1.2. RVU Steering Sub-Committee;
 - 1.1.3. Public Sector Sub-Committee.
- 1.2. In this document, all sub-committees shall be collectively referred to as "Sub-Committees" unless otherwise specifically referred to.

2. PURPOSE

The general purpose of each of the Board Sub-Committees above, in addition to specific objectives as set out herein, is to assist the Board Committees to which they report in respect of specific matters referred to it.

These Sub-Committees assist the Board Committees in exercising leadership, enterprise, integrity and judgement in directing the Association to achieve the objects set out in Association's Memorandum of Incorporation ("Mol").

The **specific purpose** of each Sub-Committee is set out below:

Clinical Support Team	<ul style="list-style-type: none"> • Overseeing the activities of specialist groups and ensure full participation of members of each respective society representing each speciality in dentistry in the RVU project; • Assist the Manager Clinical Support Services with interpretation and application of specialists codes as contained in the SADA Coding manual as required from time to time; • Development of new and revised codes and guidelines for ethical dental practice for each speciality. • Assisting Manager Clinical Support Services with funders when considering benefits, procedures and introduction of new and revised codes. • Reviewing government policy, statutory processes and requirements affecting the profession (private sector). • Analysis of the funding environment for dentistry in South Africa and contributing to the improvement of existing reimbursement models and development of new funding mechanisms. • Provision of collective knowledge on clinical practice, interpretation and greater co-ordination between specialities.
RVU Steering Sub-Committee	<p>The purpose of the RVU Steering sub-Committee is to assist the Dental Practice Committee and Head: Clinical Support in fulfilling its oversight responsibilities with regard to the development of Relative Value Units of all dental procedures for use by dentists in the private sector in South Africa.</p>
Public Sector Sub-Committee	<p>The purpose of the Public Sector sub-Committee is to assist the Dental Practice Committee in fulfilling its oversight responsibilities with regard to all matters affecting members practising in the public sector in South Africa.</p> <p>This includes, but is not limited to, the provision of guidance, and contribute to liaison in respect of:</p> <ul style="list-style-type: none"> • employment conditions of dentists in the public sector (including community service dentists), • equipment available for dentists in the public sector, • providing assistance to new colleagues to stay up-to-date with procedures and technology during the community service year;

3. OBJECTIVES

Clinical Support Team	<ul style="list-style-type: none"> To provide support for the maintenance, continuous review and development of dental coding and guidelines. To provide support and champion the rights of the dental profession for independent ethical practice and fair remuneration with funders and managed care organisations; To provide effective response and liaison in respect of the National Health Insurance (NHI) in order to influence and optimise the impact of the NHI on the dental sector; To ensure an effective and equitable working relationship with allied dental provider groups (dental therapists, dental assistants, oral hygienists, dental technicians);
RVU Steering Sub-Committee	<p>The RVU steering committee will provide final RVU for all dental procedure codes for general dentistry and recognised dental specialties.</p>
Public Sector Sub-Committee	<ul style="list-style-type: none"> To engage with and build beneficial relationships with dental practitioners in the public service, with a purpose to understand specific needs and viewpoints that should be addressed by SADA To work towards the establishment of a uniform national approach to issues of public sector employment; To establish effective communication channels with the Department of Health on national and provincial level, with a purpose to influence employment conditions and standard of equipment available to members in the public service; To ensure access to opportunities for professional practice and continuous development for members in the public service; To provide effective response and liaison in respect of policies and procedures affecting delivery of dental services in the public sector.

4. AUTHORITY

All Sub-Committees are advisory in nature and do not have any executive powers. Any resolutions taken by the Sub-Committees will be forwarded as recommendations to the Board Committees they are reporting to for consideration and implementation.

The Sub-Committees will have unrestricted access through the office of the Chief Executive Officer to all information relating to all matters within their respective remit and to any other sources of relevant information that may be required for the purpose of its fulfilling in their duties and responsibilities.

The Sub-Committees are empowered to assist management in relation to all matters falling within their remit and to attend necessary meetings with stakeholders or consultants as may be required from time to time.

5. COMPOSITION AND APPOINTMENT

Clinical Support Team	<ul style="list-style-type: none"> The members of the CST shall be appointed by the Dental Practice Committee of SADA, on recommendation of each specialist group or society, for a period of two (2) years, which may be renewed for two consecutive terms of two years. The CST shall be chaired by the Chief Executive Officer of SADA. If the Chair is unable to attend or preside at any meeting of the Committee, the meeting will be chaired by any other member of the Dental Practice Committee. In addition to the Chairperson, the CST shall consist of seven additional members, as follows: SADA Head of Coding and Nomenclature; Two general practitioner dentists appointed by the Dental Practice Committee; One specialist from each of the four societies representing dental specialties and affiliated to SADA.
RVU Steering Sub-Committee	<p>The RVU Steering Committee shall be chaired by the Chief Executive Officer of SADA. If the Chair is unable to attend or preside at any meeting of the Committee, the meeting will be chaired by any general practitioner dentist who is also a member of the Dental Practice Committee.</p> <p>In addition to the Chairperson, the RVU SteerCo shall consist of members, as follows:</p> <ul style="list-style-type: none"> SADA Head of Coding and Nomenclature;

	<ul style="list-style-type: none"> • Two general practitioner dentists who are members of the Dental Practice Committee; • One general practitioner dentist co-opted who is not a member of the Dental Practice Committee. • Such specialist members from each of the four societies representing dental specialties and affiliated to SADA. <p>The general practitioner members of the RVU Steering Committee shall be appointed by the Dental Practice Committee, including a co-opted general practitioner dentist and specialist members appointed by each specialist society.</p>
<p>Public Sector Sub-Committee</p>	<p>The Public Sector sub-Committee is chaired by the Manager Professional Development.</p> <p>In addition to the Chairperson, the Public Sector sub-Committee shall consist of members, as follows:</p> <ul style="list-style-type: none"> • A non-executive director; and • two general practitioners employed in the public sector.

6. TERMINATION OF MEMBERSHIP FROM THE SUB-COMMITTEE

The members shall remain members of the sub-Committees for the duration of their tenure of their objectives unless the Board Committees they report to determines otherwise. The appointment of all members of sub-Committees' membership is terminated at an earlier time through resignation or in accordance with the provisions of the Memorandum of Incorporation, Rules of Association or the SADA Code of Conduct.

7. ROLE OF THE CHAIRPERSON

7.1. The role of the Chairperson of each respective sub-Committees shall be to:

7.1.1 Convene and chair all official meetings of sub-Committees;

7.1.2 Assist the CEO to develop content and order of agendas for meetings, ensuring that agendas take full account of the scope of work of the sub-committees, concerns of sub-Committee members and attend to strategic issues falling within the ambit of sub-Committees.

7.1.3 Provide guidance to the CEO and management team in respect of the financial, risk and compliance matters in the Association and ensuring that appropriate action are taken within delegated levels of responsibility;

7.1.4 Prepare and present the sub-Committee's report to the Board Committees.

7.1.5 Represent SADA at meetings concerning matters within the jurisdiction of the sub-Committee subject to approval of Board Committees they report to.

8. MEETINGS

<p>Clinical Support Team</p> <p>RVU Steering Sub-Committee</p> <p>Public Sector Sub-Committee</p>	<p><u>MEETINGS</u></p> <ul style="list-style-type: none"> ▪ The sub-Committees shall be convened by the Chairpersons of each sub-Committee in consultation with the Chief Executive Officer. ▪ Special meetings of the sub-committees may be convened as required in consultation with the Chief Executive Officer. <p><u>QUORUM</u> The quorum shall be 50% plus 1 members.</p> <p><u>DECISIONS</u> All decisions of Committees shall be by consensus.</p> <p><u>ATTENDANCE</u> All sub-Committee members are entitled and obliged to attend all scheduled meetings. The Chief Executive Director and any member of the management may be invited to attend for all or any part of any meeting, as and when appropriate.</p>
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	<p><u>DECLARATIONS</u> All members of sub-Committees shall declare, disclose and record any interest that they may have at the start of the meeting on any matters and/or contracts and transactions that may be put before sub-Committees as set out in the SADA Code of Conduct.</p> <p><u>REPORTS</u> The proceedings of all sub-Committee meetings shall be documented in reports to the Board Committees they report to.</p> <p><u>NOTICE OF MEETINGS</u></p> <ul style="list-style-type: none">▪ Notice of all sub-Committee meetings, confirming the venue, time and date, shall be given in writing to all members of the sub-Committees and other interested parties, of each meeting to be held, at least fourteen (7) days prior to the date on which such meeting is to be held.▪ Where the need arises for a special meeting, such meeting can be called with a shorter notice period. <p><u>AGENDA FOR MEETINGS</u> The agenda of meetings shall be prepared and delivered at least seven (7) business days prior to the meeting date. Any person attending the meeting may add items to the agenda three (3) days before the agenda is finalised.</p> <p><u>MINUTES OF MEETINGS</u></p> <ul style="list-style-type: none">▪ All the meetings of the sub-Committees shall be recorded and kept for a period that is prescribed in law. Draft minutes will be distributed within twenty-one (21) days after a meeting for corrections.▪ Finalised minutes of the previous meeting/s shall be included with the agenda of the next meetings of sub-Committees for approval.
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9. CONFIDENTIALITY AND CONFLICTS OF INTEREST

Given the high sensitivity of materials and information to be reviewed by the Board sub-Committees, all members of the sub-Committees are reminded of their duty of confidentiality to SADA. Any third party involved in the sub-Committees' work shall be bound either by undertakings of professional secrecy or by ad hoc confidentiality agreements with the Association.

Members of the sub-Committees shall declare any conflicts of interest in relation to the work of the sub-Committees. The Chairman of the sub-Committees shall be responsible for ensuring that any conflict of interests or duties arising at sub-Committees level be dealt with in accordance with the relevant provisions in the SADA Code of Conduct.

10. REMUNERATION

Remuneration for members of the sub-Committees shall be in accordance with the remuneration framework approved at the Annual General Meeting of members of the Association.

11. DUTIES AND RESPONSIBILITIES

The SADA sub-Committees do not have any executive powers.

The sub-Committees' role is one of consultation and advice to the Board Committees and providing management of SADA on the appropriate strategic direction and positioning of the dental profession that will inform the overall consolidated strategy of SADA.

12. ACCESS TO MANAGEMENT, INFORMATION AND OUTSIDE ADVISORS

The sub-Committees shall have unrestricted access through the office of the Chief Executive Officer to the management team and all research, publications and relevant information that may be required for the purpose of its fulfilling in their duties and responsibilities.

The sub-Committees shall only subject to approval of the Board Committee obtain independent professional advice and to secure the assistance of consultants or advisors with relevant expertise. The cost of providing such advice and assistance to the sub-Committees shall be borne by SADA on condition that the procurement thereof takes place in accordance with SADA's delegated authorities for procurement.

13. DISPUTE RESOLUTION

Should a dispute or conflict arise within the management team of the Association in terms of issues pertaining to the implementation of the strategic mandate of the Association, the sub-Committees should intervene and consider the facts at hand and endeavour to ensure a successful resolution thereof.

Any disputes within the management or sub-committees that cannot be resolved by the relevant Board Committee, shall be referred to the Board of Directors for resolution.

14. REPORTING

The sub-Committees shall report to the relevant Board Committees.

The Chairpersons of the sub-Committees shall report the sub-Committees' actions, plans and recommendations to the Board Committees.

15. ANNUAL EVALUATION AND TERMS OF REFERENCE REVIEW

15.1 ANNUAL SELF-EVALUATION

The sub-Committees shall perform an annual review and self-evaluation of the Committees' performance, including a review of the Committees' compliance with these Terms of Reference where relevant.

The sub-Committees shall conduct an evaluation and review in accordance with the policy on Board and Board Committees' evaluation.

15.2 TERMS OF REFERENCE REVIEW

The sub-Committees shall review and assess the adequacy of these consolidated Terms of Reference on an annual basis in respect of their respective terms, and, if appropriate, shall recommend any proposed changes to the Board Committees and Board of Directors for approval.

The Chairpersons of the sub-Committees shall be responsible for the review of the Terms of Reference.

16. EFFECTIVE DATE

The Consolidated Terms of Reference of sub-Committees shall take effect as from the date of Board approval thereof.