APPENDIX 4

REPORT ON CMA’S BALANCED BLUEPRINT FOR THE FUTURE:
FIVE-YEAR REVIEW OF THE GOVERNANCE CHANGES
IMPLEMENTED IN 2008
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APPENDIX 4: REPORT ON CMA’S BALANCED BLUEPRINT FOR THE FUTURE: FIVE-YEAR REVIEW OF THE GOVERNANCE CHANGES IMPLEMENTED IN 2008

EXECUTIVE SUMMARY

CMA continuously strives to improve the way it serves its members. CMA’s governance structure is key in this process and has evolved throughout the years.

The most recent governance review took place in 2007-08 and resulted in the adoption of CMA’s Balanced Blueprint for the Future. The key rationale for change identified at the time was that CMA needed to achieve greater connection, engagement and relevance for members and to refine Board and advisory structures.

In February 2009, the Board’s Governance Review Implementation Plan Working Group (GRIP) provided a detailed plan for implementing the key recommendations contained in the Blueprint. One of the most notable reflections in the working group’s report is the notion that governance is fluid, and that details of both the changes and the implementation of those changes must be considered on an ongoing basis and adjusted as necessary. To this end, a CMA Governance Committee was struck in August 2009, and charged with providing advice to the Board and General Council on actions required to review and optimize CMA’s governance, including the mandated review of changes (within three to five years).

Since 2009, reports to General Council have been delivered annually noting the various initiatives that CMA has undertaken to implement the governance changes and to recommend action on issues or concerns (cma.ca/governance). This report addresses the mandated five-year review and includes further suggested improvements to CMA’s governance structure in an effort to ensure continued success. To date, most of the governance recommendations have been fully implemented and are functioning in accordance with the stated requirements. In some cases, they are a work in progress.

Not surprisingly, consultations on this process did not suggest any “revolutionary” structural changes, but rather suggestions to continue improving CMA’s governance processes and structure.

The consistent feedback from board members and other stakeholders was that the governance changes in 2008 are having positive impacts. Where areas for attention were raised, such as new member engagement, solutions such as staff initiatives, refocused board effort/oversight and process improvements were identified.”

Institute on Governance

The proposed changes should be supported by CMA’s stakeholders at this time. It is recommended that all changes be adopted ‘en bloc’ to facilitate implementation. Most changes do not require bylaw amendments; those that do have an asterisk.

As such, the CMA Board of Directors recommends the following:

2013 Recommendation GR 13-1*:
The Canadian Medical Association will merge the Governance Committee, Continuous Governance Improvement Committee and Committee on Bylaws into one overall reconstituted ‘Governance Committee.’ The new committee may, as needed, set up subgroups and/or task forces to support aspects of its work.

2013 Recommendation GR 13-2:
The Canadian Medical Association realigns the political action function into a newly constituted committee comprised of Board members, members at large, one student representative and one resident representative.

2013 Recommendation GR 13-3:
The composition of the Committee on Health Policy and Economics is changed to include one representative from each provincial/territorial medical association, one student and one resident representative and one Board representative.
2013 Recommendation GR 13-4*:
The Canadian Medical Association assigns primary responsibility for oversight of the organization’s overall risk management to the Board of Directors, with the Executive Committee providing support as necessary.

2013 Recommendation GR 13-5:
The Canadian Medical Association will amend its bylaws and operating rules and procedures to reflect the changes adopted in Appendix 4 to the 2013 Reports to General Council.

Related bylaw changes have been included in the Committee on Bylaws report (see Bylaws tab). Changes that would affect the CMA’s Operating Rules and Procedures will be presented to the Board for ratification at its August meeting (following General Council) should the related recommendations be adopted so as to not pre-empt General Council deliberations.

As stated earlier, governance is fluid and therefore requires continuous oversight. As such, the Board and the Governance Committee anticipate bringing forward future suggested improvements as needed.

A BRIEF HISTORY

The CMA continuously strives to improve the way it serves its members. The CMA’s governance structure is key in this process and has evolved throughout the years to meet the needs of its members and to ensure this is done in a way that encourages transparency and accountability. In doing so, CMA has undertaken periodic governance reviews to improve its structure to better meet members’ needs.

The most recent governance review took place in 2007-08 and resulted in the adoption of CMA’s Balanced Blueprint for the Future. The key rationale for change identified at the time was that CMA needed to achieve greater connection, engagement and relevance for members and to refine the Board and advisory structures.

In February 2009, the Board’s Governance Review Implementation Plan Working Group (GRIP) provided a detailed plan for implementing the key recommendations contained in the Blueprint. One of the most notable reflections in the working group’s report is the notion that governance is fluid, and that details of both the changes and the implementation of those changes must be considered on an ongoing basis and adjusted as necessary. To this end, a CMA Governance Committee was struck in August 2009, and charged with providing advice to the Board and General Council on actions required to review and improve CMA’s governance, including the mandated review of changes (within three to five years). The Governance Committee is comprised of two members elected by General Council and three members appointed by the Board, who may or not be directors.

Since 2009, reports to General Council have been delivered annually noting the various initiatives that CMA has undertaken to implement the governance changes and to recommend action on issues or concerns which stemmed from the governance review. (These reports are available at cma.ca/governance or upon request.)

This report (2013) addresses the mandated five-year review and includes further suggested improvements to CMA’s governance structure in an effort to ensure continued success. To date, most of the governance recommendations have been fully implemented and are functioning in accordance with the stated requirements. In some cases, they are a work in progress. To this end further suggested improvements have been noted. In addition, a governance session will be held on Monday morning during General Council, where delegates will have the opportunity to review the changes in governance implemented in 2008-09 following the adoption of CMA’s Balanced Blueprint for the Future, as well as newly proposed changes to optimize CMA’s governance structure as noted herein.
THE APPROACH

The five-year review process

In October 2012, the CMA Governance Committee drafted a consultation process to be undertaken for the CMA’s five-year governance review, including associated objectives and timelines. This process was reviewed and approved by the Board in December 2012.

The objectives of the review process were to:

- review the impact of the changes arising from the 2008 Blueprint and 2009 implementation plan
- engage stakeholders in a meaningful dialogue on CMA governance and continue to demonstrate transparency and accountability
- continue to strengthen relationships with members, provincial and territorial medical associations (PTMAs), affiliates and other stakeholders
- safeguard and strengthen CMA’s reputation as a medical leader
- develop and propose recommendations to address issues of concern stemming from the 2008 governance review or potential improvements
- continue to strengthen CMA’s governance structure and processes

The review process included consultations with key stakeholders including members, the Board of Directors, PTMAs, affiliates, associates, the speaker, deputy speaker and delegates to General Council, core and standing committees (e.g., Audit and Finance), fora and staff. These stakeholders were engaged through various channels such as online surveys, key informant interviews or group discussions to gain a comprehensive understanding on issues of concern about CMA’s governance.

To ensure objectivity and uniformity in the consultation process, CMA engaged the services of the Institute on Governance, which provides governance research and advice to public and not-for-profit organizations.

The guiding principles

The following Seven Principles for Sound Governance were introduced in the 2008 Blueprint and will continue to serve as a base for the CMA’s directional model and approach to achieving sound governance. These principles are:

1. Legitimacy and Voice — “The governance system inspires confidence in both its processes and results. It provides an adequate voice to members and stakeholders and decisions are based on a consensus orientation.”
2. Performance — “The system performs well, leading to sound decisions that are responsive to the interests of members, stakeholders and the public.”
3. Direction — “Governance processes and structures result in a sense of clear strategic direction for the organization.”
4. Participation — “The system encourages meaningful involvement by members and stakeholders.”
5. Accountability and Transparency — “Processes for decision-making include open communication and readily available information; the system allows members and stakeholders to hold decision-makers accountable.”
6. Coherence and Practicality — “The system is rational and people can easily understand how it works.”
7. Respect and Fairness — “Members and stakeholders are treated with respect, fairly and impartially.”

Within this context, the CMA continues to follow the doctrine that governance is fluid and therefore should be based on evolutionary change and the need for continuous evaluation and improvement.

Changes to governance structures can significantly impact processes, and changes to roles and functions will often necessitate changes to structures. Functions should ideally be determined before form and structure are addressed. Such changes are strongly interconnected to other areas and should not be considered in isolation from each other. A particular recommendation may best be understood when viewed along with all other suggested recommendations. This report addresses the issues identified during the consultation process and provides suggested improvements and recommendations to CMA’s governance structure and/or processes as appropriate.
Phase 1 – Identifying issues of concern or shortcomings

From November 2012 to the end of January 2013, the CMA consulted with stakeholders through key informant interviews, facilitated group discussions and e-surveys. The findings from these consultations were considered at length by the Governance Committee at several meetings to determine potential options to address identified areas of concern or shortcomings.

In studying the issues that were brought forward through the consultation process and in formulating potential solutions to address these issues, the Governance Committee considered external research and current governance theory which suggests exemplary practices. The committee also considered past learnings with a focus on the particular realities and sensitivities of CMA’s history, political environment and corporate culture.

Phase 2 – Exploring options for improving CMA’s governance

In March 2013, the Board reviewed the options brought forward by the Governance Committee to address the key issues that arose as part of the issues identification phase for the five-year review. With Board feedback in hand, the Governance Committee set out for a second round of consultations with stakeholders to provide them with an opportunity to opine on suggested improvements to CMA’s governance.

Phase 3 – Recommending improvements

In May 2013, the Board reviewed the results of the last round of consultations with stakeholders so as to finalize its report to General Council on recommended improvements to CMA’s governance structure and processes.

This report is provided as an aid for considering the issues raised during the review process. The next section lists all recommendations adopted in 2008 along with a historical perspective (pre-2008), the rationale for change in 2008 and a report on implementation as reported to General Council since 2009, along with a few updates. This report also includes suggested improvements and recommendations for General Council’s consideration.

Overall, consultations did not suggest support for “revolutionary” structural changes, but rather to continue an “evolutionary” process whereby the organization may move incrementally toward a presumed “ideal” approach.

The suggested improvements and recommendations herein will continue to achieve real and meaningful improvement to CMA’s governance processes and structure and to enhance member value, and should be supported by CMA’s stakeholders at this time.

The CMA Board of Directors thanks the Governance Committee for its time and effort in supporting this endeavor:

Dr. Scott Cameron, Chair
Dr. Gail Beck
Dr. Garth Campbell
Dr. Deborah Hellyer
Dr. Ngozi Ikeji

“CMA has one of the most robust governing systems among associations in Canada, including many exemplary governance practices. Between the Board, core and standing committees, General Council and ad-hoc working groups, there are multiple opportunities to engage in the governance of the Association.”

Institute on Governance
2008 Recommendation #1: In addition to the ongoing review of the impact of the changes to CMA’s governance process and structures, the CMA Board of Directors should ensure that a formal review of the impact of the changes is conducted within five years of their implementation.

Historical Perspective (prior to 2008)

The Board, with the assistance of the Appointments and Review Committee and the Committee on Nominations, has been responsible for the governance of the association. In 2006, the Board struck a short-term working group to review areas of concern in the CMA’s governance structure. Stemming from this exercise, a formal governance review was recommended, although some of the working group’s recommendations were adopted at that time for immediate implementation.

2008 Rationale

CMA should establish a Governance Committee to be responsible for ongoing review of its governance and to also conduct a formal assessment of the 2008 governance review recommendations after three to five years.

Implementation

A working group was established to assist the Board in proposing a plan to implement the recommendations contained in the 2008 Blueprint. As a result, a Governance Committee was established in 2009. Related bylaw changes were implemented in 2008 and 2009. This recommendation is recognized as progressing according to stated governance review requirements.

2013 Review

Within a sophisticated overall governance structure, the number of committees of the Board and of General Council which deal with aspects of governance stands out. While each has a specific history and mandate, some level of consolidation would concentrate governance responsibilities and reduce the risk of overlap and duplication and be more consistent with best practices.

A few interviewees noted the relatively 'heavy' structure for the CMA Board overall (i.e., large number of committees and task forces). Several interviewees noted the number of committees working on governance-related issues, including the Continuous Governance Improvement, Appointments and Review Committee and Governance Committee. Some thought implementation for best practices should fall to the Board’s Continuous Governance Improvement committee, while others thought it was a Governance Committee responsibility.

Suggested Improvements

The CMA should merge the Governance Committee, Continuous Governance Improvement Committee and Committee on Bylaws into one overall reconstituted ‘Governance Committee.’ The new committee may, as needed, set up subgroups and/or task forces to support aspects of its work.

The new committee should also deal with governance best practices, including for example, exploring the idea of a lay member on the CMA Board. To maintain a link to General Council, at least 2 members of the committee should be elected by General Council. (See Appendix A for sample terms of reference and committee mandate.)

The Committee on Nominations will remain as a separate committee, reporting to General Council, as the membership for this committee is elected by General Council and its primary mandate is oversight of the Call for nominations for CMA elected positions. This would ensure transparency of the process.

The Appointments and Review Committee would remain as a separate committee reporting to the Board, however to ensure alignment, the chair of the newly reconstituted Governance Committee would be a non-voting ex-officio member of the Appointments and Review Committee and in turn, the chair of the Appointments and Review Committee would be a non-voting ex-officio member of the Governance Committee. To provide greater correlation between these two groups in support of CMA’s governance, the Board Chair will sit on both committees.

2013 Recommendation GR 13-1:

The Canadian Medical Association will merge the Governance Committee, Continuous Governance Improvement Committee and Committee on Bylaws into one reconstituted ‘Governance Committee.’ The new committee may, as needed, set up subgroups and/or task forces to support aspects of its work.
2008 Recommendation #2: The function of General Council as the legislative authority, and its roles in providing high-level policy guidance and direction for CMA, should be clarified, reaffirmed and strengthened.

Historical Perspective (prior to 2008)

In 1996, General Council restated: “That the Canadian Medical Association reaffirm the first phrase of 10.1 of the Act of Incorporation and Bylaws, ‘the governing body and legislative authority of the Association shall be General Council.’” The Governance Review Task Force sought to clarify CMA’s leadership and accountability roles vis-à-vis General Council and the Board of Directors during the 2008 governance review.

2008 Rationale

This recommendation was made to further clarify and solidify the roles of General Council and the Board.

Implementation

Related bylaw changes were implemented in 2008. This recommendation is recognized as fully implemented.

2013 Review

No issues were identified.

Suggested Improvements

No further suggestions are recommended at this time.

2008 Recommendation #3: General Council’s primary functions, which in some cases should be strengthened, should continue to be:

• providing high-level policy guidance and direction to the organization in general and the Board of Directors in particular;
• electing the Board of Directors;
• approving membership fees and the appointment of auditors; and
• approving changes to the CMA Bylaws for subsequent confirmation at the annual meeting.

Historical Perspective (prior to 2008)

In 1996, General Council outlined its role as: “the primary policy-setting body and should have the authority for:

• electing directors
• electing officers (Chair of the Board, Chairs of Finance and Audit, the President-Elect)
• electing the members of the Nominations, Finance and Audit Committees
• amending the bylaws
• approving the report from the Board
• directing the Board on such matters as may be placed before it and in areas of strategic importance
• advising the Board in areas of strategic importance
• approving the financial reports and appointing the auditor.”

2008 Rationale

This recommendation was made to further clarify and solidify the roles of General Council and the Board.

Implementation

Related bylaw changes were implemented in 2008 and 2009. This recommendation is recognized as progressing according to stated governance review requirements.

2013 Review

No issues were identified.

Suggested Improvements

Continue to provide more strategic and focused direction to the Board on issues of importance to members and of public policy.
2008 Recommendation #4: General Council should continue to be a representative body composed largely of delegates selected on a provincial and territorial basis according to relative size.

Historical Perspective (prior to 2008)

In 1997, General Council reaffirmed or approved bylaws changes for the following:
- “All delegates to General Council must be CMA members. (Reaffirmed)
- Divisional delegates to General Council should be elected by CMA members through the agency of the Divisions.”

2008 Rationale

This recommendation was made to reaffirm the composition of General Council.

Implementation

No implementation required as this recommendation confirmed current practice.

2013 Review

No issues were identified.

Suggested Improvements

No further suggestions are recommended at this time.

2008 Recommendation #5: Status as an affiliated society of the CMA should be limited to specialty societies including family medicine/general practice as recognized by the Royal College of Physicians and Surgeons of Canada and the College of Family Physicians of Canada. The Canadian Federation of Medical Students and the Canadian Association of Internes and Residents should continue to enjoy status as affiliated societies as special exemptions.

Historical Perspective (prior to 2008)

In 1999, General Council approved changes to the Committee of Affiliates’ (or Committee of National Medical Organizations) criteria for CMA affiliate status. At that time a recommendation was passed to amend the structure of the Committee of Affiliates to include a representative from each affiliate. Affiliates included both national specialty organizations as well as special interest groups. Each affiliate had a vote at General Council.

2008 Rationale

This recommendation was made to limit the potential influence of the growth in the number of focused interest affiliates on the relative balance of voting at General Council, since each organization received a vote. Affiliates were divided into two types: those representing specialty societies and those representing focused (or common) interest medical associations – which were thought to possibly sway the balance of representation. However, ‘the unique contributions that the Canadian Federation of Medical Students and the Canadian Association of Internes and Residents have made as affiliates must be recognized. This has been perceived as an ideal mechanism to enhance the ability of CMA to connect with these very critical membership segments. As such, CFMS and CAIR should continue to enjoy affiliate status as an exception to this recommendation.”

Implementation

The status of focused interest affiliates was changed to ‘associates’ and bylaws were implemented following General Council in 2008. Since then, CMA has granted affiliate status to the following:
- Canadian Society of Colon and Rectal Surgeons
- Canadian Society of Endocrinology and Metabolism
- Canadian Society of Cardiac Surgeons
- Canadian Academy of Geriatric Psychiatry

CMA continues to actively engage both affiliates and associates through the Specialist Forum, the Wait Time Alliance, and the CEO Roundtable, as well as through bilateral and multilateral policy and advocacy initiatives. CMA consults with these groups on issues such as health care transformation, quality improvement, and health human resource issues. Consultations are taking place to develop strategies to continue to improve relationships. Affiliates and associates continue to receive regular communications from CMA on topics of interest.

2013 Review

No issues were identified.

Suggested Improvements

No further suggestions are recommended at this time.
2008 Recommendation #6: An associate society status should be created within the CMA Bylaws for organizations that do not meet the amended criteria for CMA affiliate society status, and such status should include observer status at General Council such that General Council may continue to benefit from the particular perspective brought by these organizations.

Historical Perspective (prior to 2008)

Focused interest medical associations or special interest groups, were considered affiliates if they met the eligibility criteria as previously noted.

2008 Rationale

This recommendation was made to limit the potential influence of the growth in the number of focused interest affiliates on the relative balance of voting at General Council, since each organization received a vote at General Council. Affiliates were divided into two types: those representing specialty societies and those representing focused (or common) interest medical associations – which were thought to possibly sway the balance of representation. This new relationship intends to maintain and enhance the collaboration and cooperation between these groups and CMA. (Also see Recommendation 5.)

Implementation

Bylaw changes were implemented in 2008. A representative from each associate is permitted to sit with delegates at General Council (e.g., in a group contiguous to affiliate delegates) but are clearly identified as non-voting official observers.

The representative from each associate is permitted to speak without asking for permission. These conventions are defined by the speaker at the beginning of each meeting, who indicates his or her intention to automatically recognize the designated associate observers when they rise to address General Council.

Associates continue to benefit from the same products and services that are offered to affiliates such as membership in the Specialist Forum.

2013 Review

Some associates reported that they feel disengaged from CMA.

Suggested Improvements

A focus on continued relationship building between the CMA and associates is underway. No further suggestions are recommended at this time.

2008 Recommendation #7: Provincial and territorial medical associations should be encouraged to consider allocating an increased percentage of their General Council delegation for members-at-large elected or selected directly from the general membership of that jurisdiction.

Historical Perspective (prior to 2008)

In 1997, General Council approved the following: “Divisional delegates to General Council should be elected by CMA members through the agency of the Divisions.”

In 2008, General Council approved Recommendation 7 in an effort to ensure that a balance in representation existed and to provide an opportunity for turnover in voting delegates.

2008 Rationale

This recommendation encourages connectivity between the CMA and its members.

Implementation

For several years CMA has conducted analysis on delegate demographics/representation to General Council to determine if there are any apparent physician representation gaps that may require PTMA attention. Annual results are shared with PTMAs for their consideration in addressing any such gaps.

Key findings to date:
- average number of years serving as a delegate is 4
- average age of delegates is 54
- women delegates (28%) compared to overall membership (38%)
- medical student/resident delegates (6%) compared to overall membership (28%)
2013 Review
No issues were identified. Selection of delegates to General Council is seen as within the purview of PTMAs.

Suggested Improvements
Continue to conduct annual demographic analysis and share results with PTMAs.

Consider canvassing PTMAs on their practices for selecting/electing delegates to General Council and share results to elicit best practices across PTMAs.

2008 Recommendation #8: Past officers should be entitled to be voting delegates at General Council for five years following the completion of their terms of office. Subsequently they should continue to be invited to General Council as non-voting observers. Existing past officers at the time of implementation of this recommendation should be entitled to voting delegate status at General Council for five years following the date of implementation.

Historical Perspective (prior to 2008)
In 1997, a motion was considered by General Council to remove voting status from Past Officers. The motion was defeated.

2008 Rationale
This recommendation was made to reflect current theory on exemplary governance practices, which suggests that individuals may lose touch with the issues of the day after a certain period without active involvement.

Implementation
In order to allow current past officers a period of time to adjust to these new rules, they will not come into effect until five years from General Council 2009 (i.e., August 2014). Past officers will be notified by CMA when their five-year delegate status is set to expire.

Past officers no longer entitled to vote at General Council will be permitted to sit with delegates (e.g., in a group contiguous to past officer delegates), but will be identified clearly as non-voting observers.

Past officers no longer entitled to vote at General Council will be permitted to speak without asking for permission.

These conventions will be defined by the speaker at the beginning of each meeting, with the speaker indicating his or her intention to recognize past officer observers automatically when they rise to address General Council.

The impact of this measure will be assessed after the change takes place in 2014.

2013 Review
No issues were identified as this change does not take effect until 2014. The Governance Committee will consult with past officers, the Board and PTMAs regarding the change and any impact at that point.

Suggested Improvements
The Board may wish to consider how it may continue to leverage valuable perspectives and experience provided by past officers.

Requests for past officer status for elected positions, that are not currently included within the bylaws, will be reviewed by the Governance Committee on an adhoc basis.
2008 Recommendation #9: To improve the quality and effectiveness of General Council:

- Education and Orientation efforts should be focused on ensuring new and existing delegates to General Council have clarity and certainty as to the role of General Council and their responsibility as a delegate;
- The Speaker and Deputy Speaker should be asked to consider how to best make meetings of General Council more effective, efficient and meaningful for delegates; and
- Efforts should be made to utilize CMA’s advisory structures, in advance of General Council to facilitate meaningful debate.

Historical Perspective (prior to 2008)

General Council orientation sessions have been in place, however, communication and education efforts may have been lacking. Over the years, the speaker and deputy speaker’s roles in planning for General Council meetings have expanded. Efforts to include CMA’s advisory structure in planning and facilitating meaningful debate at General Council continue to improve including priority topics selection by delegates, the PTMAs and the CMA Board.

2008 Rationale

This recommendation was made to strengthen General Council as the CMA’s primary representative body.

Implementation

Evaluations are conducted on an annual basis with satisfaction ratings fluctuating by less than 4%. The Resolutions Committee reviews evaluation results on an annual basis and makes recommendations for improvement for the following year. This recommendation is recognized as progressing according to stated governance review requirements.

Education and orientation:
- The orientation webcast, developed in 2009 and available on cma.ca, continues to be updated annually to incorporate new processes/procedures being introduced to General Council. On average, approximately 35% of delegates viewed the webcast, with approximately 88% of viewers rating it as “good to excellent” on its usefulness in preparing for General Council.
- Approximately 50 delegates and observers attend the onsite orientation session held at General Council and 97% rated the session as “good to excellent” in terms usefulness in preparing them for their delegate role.
- Delegates are surveyed annually about tools/materials that can be provided to better prepare them for their role at General Council, and the resulting suggestions are considered in planning future orientation materials.

Effectiveness and efficiency:
Delegate feedback about General Council processes demonstrates a high level of satisfaction with meeting and process efficiency. Examples of key evaluation results over the past few years include:
- 97% rated the handling of strategic motions as “excellent to good” while 96% rated the “handling of delegate motions” as “excellent to good”
- 97% rated the work of the Resolutions Committee as “excellent to good”
- the delegate ranking process was removed in 2012 which was widely approved by delegates and created additional efficiencies
- one-third of all motions continue to be placed on the consent agenda; the overall ranking of satisfaction (excellent to good) on the use of the consent agenda continues to be high (87% range)
- consistently high ratings (84%-86%) on delegates having felt there were appropriate opportunities to provide meaningful input into policy direction
- 83% rated overall use of time at General Council as “good to excellent”; this remains consistently high (83%) on a yearly basis

Engagement:
- enlisting the e-Panel to provide input on topics for strategic sessions
- establishing a Members’ Forum and MD Physician Services information session to provide members and delegates an opportunity to ask questions and share feedback with elected officers, directors and senior staff; also introduced processes to allow online participation
- inviting local/provincial/territorial members to attend as observers
- sending daily updates from General Council to members by email
- establishing streamed webcasts and twitter feeds
- hosting pre-General Council online fora with the President and Board Chair
- introducing videos to highlight consent agenda resolutions
- sharing planned disposition of resolutions adopted with delegates and providing opportunities for movers and
secondees to comment on these as well as the actual disposition in advance of General Council
• inviting core committees and fora to submit strategic and delegate motions for debate annually

2013 Review

While the overall relationship between General Council and the Board of Directors is sound, there was an identified need for more strategic, focused direction to the Board from General Council on issues of importance to members and of public policy importance.

Substantial progress and continued improvements in orientation/education of delegates and on the overall effectiveness of General Council since 2009 was noted.

Annual evaluation surveys continue to reflect very positively (e.g., sufficient opportunity for meaningful discussion and input to policy – 86% ranked as excellent/good in 2012; use of delegates time – 83% excellent/good; running of meeting – 99%, use of consent agenda – 87%, etc.).

Continued improvements are introduced annually by the Resolutions Committee and speaker/deputy speaker (e.g., removal of ranking process in 2012).

A mechanism for receiving stakeholder input into the agenda setting process has been implemented (e.g., priority topic surveys conducted with delegates, Board, PTMAs, affiliates and stakeholders). Opportunities for Board input on agenda setting and other General Council related matters sought at each Board meeting.

Delegates will continue to be surveyed annually on their level of satisfaction with General Council. The 2013 survey will include a question on how delegates prepare themselves for General Council and suggestions for further improvement in this area.

Suggested Improvements

Continue to provide more strategic and focused direction to the Board on issues of importance to members and of public policy.

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2008 Recommendation #10: The CMA Board of Directors should be the principal executive authority for CMA governance.

Historical Perspective (prior to 2008)

The role of the Board is outlined in the bylaws as noted.

2008 Rationale

This recommendation was made to further clarify the roles of General Council and the Board.

Implementation

This recommendation confirmed current practice as outlined in the bylaws and is therefore considered fully implemented.

2013 Review

The need to better define the roles and responsibilities of the Board of Directors vis-à-vis the Audit Committee with regard to risk management was identified as a concern. Please refer to Recommendation 21 for further details.

Suggested Improvements

Please refer to Recommendation 21 for further suggested improvements, including a recommendation to clarify the role of the Board in overall risk management.
**2008 Recommendation #11:** The CMA Board of Directors should comprise the following membership:

(The following depicts the position and number of directors based on threshold of 1 director per 6,000 CMA members in that jurisdiction and current membership data.)

<table>
<thead>
<tr>
<th>Position</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>1</td>
</tr>
<tr>
<td>President Elect</td>
<td>1</td>
</tr>
<tr>
<td>Past President</td>
<td>1</td>
</tr>
<tr>
<td>Chair of the Board*</td>
<td>1</td>
</tr>
<tr>
<td>Honorary Treasurer **</td>
<td>1</td>
</tr>
<tr>
<td>Alberta</td>
<td>2</td>
</tr>
<tr>
<td>British Columbia</td>
<td>2</td>
</tr>
<tr>
<td>Manitoba</td>
<td>1</td>
</tr>
<tr>
<td>New Brunswick</td>
<td>1</td>
</tr>
<tr>
<td>Newfoundland &amp; Labrador</td>
<td>1</td>
</tr>
<tr>
<td>NWT/Nunavut</td>
<td>1</td>
</tr>
<tr>
<td>Nova Scotia</td>
<td>1</td>
</tr>
<tr>
<td>Ontario</td>
<td>5</td>
</tr>
<tr>
<td>Prince Edward Island</td>
<td>1</td>
</tr>
<tr>
<td>Québec</td>
<td>2</td>
</tr>
<tr>
<td>Saskatchewan</td>
<td>1</td>
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<tr>
<td>Yukon</td>
<td>1</td>
</tr>
<tr>
<td>Student ***</td>
<td>1</td>
</tr>
<tr>
<td>Resident ***</td>
<td>1</td>
</tr>
<tr>
<td>Total</td>
<td>25</td>
</tr>
</tbody>
</table>

* Chosen by the Board, with an additional director appointed if chosen from the Board.
** Chosen from within the Board
*** Thresholds will not apply

**Historical Perspective (prior to 2008)**

In 1997 the divisional composition was reconfirmed as one representative for up to 2000 members, one additional representative for such membership over 2000 and up to 5000 and one additional representative for each additional 5000 members above 5000 or fraction thereof; one affiliate director, one student director and one resident director were added to the Board. It was reaffirmed that the five officers of the association would also comprise membership on the Board. The Chair of the Board position was established in 1969. The positions of Chair and Honorary Treasurer were elected by General Council prior to 2008.

**2008 Rationale**

This recommendation was made to improve the functioning and efficiency of the CMA Board to create a smaller and more nimble Board.

**Implementation**

Changes to the bylaws were made in 2008 and the new Board composition was implemented in 2009. Feedback from Board members, in general, continues to be positive, both in terms of the smaller Board size and other changes designed to improve Board functioning.

Elections for the Board Chair and Honorary Treasurer positions take place at the first Board meeting of the association year (at the end of General Council). Election processes were developed and implemented to facilitate this transition. A new process for selecting nominees for the position of Board Chair was implemented in 2013.

**2013 Review**

The current Board composition model is considered satisfactory by most Board members and PTMAs. A few of the larger PTMAs expressed some concern regarding maintaining the current PTMA ratio on the Board.
Some interviewees felt the Board may still be too large, but had no suggestions for reducing Board size. However, the current Board composition was deemed to support effective decision-making.

A few interviewees expressed concern around specific Board competencies such as finance, marketing and law, and suggested the Board may wish to consider seeking Board members with these types of expertise.

It was noted that the new online Board orientation program, implemented in 2012, will be of significant value in assisting with onboarding and clarifying expectations of the role and responsibilities of Board members. [A similar online orientation program for core committees and other physician leaders is in development.]

**Suggested Improvements**

Continue to assess the Board’s skills and address identified gaps through individual or group professional development.

Continue to survey the Board on various governance aspects to further promote continued governance improvements.

Introduce orientation modules on topics of interest (e.g., an online finance module is slated to be introduced later this year.)

Also see Recommendation 18.

### Supplementary on the impact of the changes to CMA’s governance structure vis-à-vis Recommendations 11 and 19 to further promote connectivity and engagement

**Implementation**

While Recommendation 11 (above) addresses the structure of the CMA Board, it is considered in conjunction with Recommendation 19 on the advisory structure of the Board:

To continue to improve the effectiveness of the CMA’s advisory structures:

- The CMA Board should utilize both standing committees and time-limited, policy-specific task forces to conduct the work necessary to achieve CMA’s strategic plan;
- The existing councils on Health Care and Promotion, Health Policy and Economics and Education and Workforce should be renamed as committees;
- Voting membership on the core committees, including the Committee on Political Action, should include five members appointed by the Board on a regional basis, plus one student member and one resident member, plus a liaison member appointed from the Board of Directors, with the chair of the committee elected by the committee from within its membership;
- Corresponding members from jurisdictions not included in the voting membership of each of these committees should be permitted, whereby these members are entitled to receive agendas, minutes and documents from these committees and are also permitted to attend meetings as non-voting observers, with the permission of the chair; and
- The CMA Bylaws should be amended to include a liaison member to the Committee on Ethics appointed by the CMA Board of Directors.

The committee acknowledges that Recommendations 11 and 19 have had the greatest impact on all involved groups including the Board, core committees and PTMAs who, since the changes were implemented, have continuously worked through these recommendations and all their associated outcomes.

The need for appropriate and timely communications between the Board and core committees fora has been highlighted as an area requiring improvement. It was also noted that governance changes to core committees were perceived by some to have inhibited involvement and engagement of some PTMAs as highlighted in bilateral interviews.

In late 2010, the Board and PTMAs defined involvement and engagement in terms of: 1) two-way, multi-directional sharing of information, insight and early warning; 2) involvement and provision of input/advice on CMA issues and CMA itself and 3) joint participation on common goals and objectives.

Communications and engagement mechanisms implemented since 2010 include:

- Board representation on each committee/forum
- Board reviews/approves committee work plans
- core committee and fora chairs participate in Board meetings when items require action/direction (web conferencing and/or audio link to simultaneous interpretation is made available for chairs to use when
reporting during Board meetings when possible); information notes on committee activities are circulated to the Board following core committee/forum meetings

- core committee and fora chairs are invited to attend a portion of the December Board meeting to present their work plans and to hear discussions on policy issues
- Board meeting highlights are circulated to core committee/forum chairs and PTMAs; the highlights are also posted on the gated section of cma.ca
- Board agendas, documents, action sheets and minutes are circulated to chairs and PTMAs
- chairs provide feedback through evaluations, annual assessments and interviews

From discussions to identify and address the issues, the Board has acknowledged and continues to address the following:

- greater communications and relationship-building opportunities with core committees and fora
- greater clarity and understanding about the role of Board representatives on core committees and fora
- continuous improvement on how the Board provides direction and feedback to the advisory structure, recognizing that Board representatives are full voting members of core committees with a positive duty to facilitate communication between the Board and the committees and vice versa
- clear direction to core committees from the Board on their roles, responsibilities and expectations
- exploring high level tactics to identify deliverables and engage core committees and fora in ‘getting the work done’

In addition, the Appointments and Review Committee conducts annual self-assessment and evaluation surveys with all core committees and Board representatives on core committees as well as conducting one-on-one interviews with committee chairs. Results of the assessments are reviewed by the Appointments and Review Committee as well as the Governance Committee who may then suggest areas for improvement as they relate to CMA governance issues.

Efforts continue to facilitate connectivity, involvement and engagement between CMA, PTMAs and members (e.g., Board networking at General Council, Members’ Forum, Atlantic Conference, joint development with some PTMAs of leadership programs, joint meetings of the CMA Board and the Presidents Forum, PTMA tours).

2013 Review

PTMAs and Board members indicated that the relationship between CMA and PTMAs has improved. PTMAs appreciate CMA efforts to engage and consult but suggested that longer lead times and materials to support consultation are desirable.

A number of interviewees indicated the need for better two-way communication between the PTMA Boards and their CMA Board members. Some PTMAs have effective communications mechanisms in place that can be shared.

Suggested Improvements

Ensure appropriate lead time for consultations with PTMAs and stakeholders by considering the CMA’s strategic plan and annual business plans, building on the current annual Board calendar by adding key policy issues to be addressed during the year. Based on this calendar, build in a timeline for consultations with PTMAs when their input is required.

The Board may wish to consider exploring future conjoint CMA Board and Presidents Forum meetings on identified topics (to date, two very successful meetings were held to advance the health care transformation agenda).

Continue PTMA tours where the CMA President, Secretary General and MD Physician Services (MD) CEO attend PTMA Board meetings allowing CMA and PTMAs to explore areas for collaboration and relationship building.
2008 Recommendation #12: CMA Bylaws should permit the CMA Board of Directors to establish an Executive Committee with roles, responsibilities, authorities and structure as deemed appropriate by the Board of Directors.

Historical Perspective (prior to 2008)

In 1969, the Executive Committee of General Council was replaced by a Board of Directors. A new Executive Committee was formed, largely from the officers of the association. In 2006-07, the Board approved the addition of an observer position to the Executive Committee on an interim basis. The Executive Committee was a statutory committee under the bylaws until the 2008 governance review.

2008 Rationale

This recommendation was made to give the Board the prerogative and ability to appoint an Executive Committee should it feel one is necessary.

Implementation

Bylaw changes were implemented in 2008. The Board continues to benefit from the assistance of its Executive Committee.

Further, changes to the terms of reference for the Executive Committee were approved by the Board in May 2009. The Executive Committee now oversees staff compensation and benefits, including the pension plan.

In an effort to be proactive in terms of best governance practices, the Board and Executive Committee regularly discuss its relationship and responsibilities vis-à-vis one another.

The Appointments and Review Committee assesses the role of the Executive Committee as part of its annual review of all committees, tasks forces and representatives to outside bodies, as does the Board of Directors.

2013 Review

The need to ensure that CMA’s francophone spokesperson is knowledgeable about Quebec-specific health care issues and the media environment was highlighted as an area for improvement so as to better engage with and leverage francophone media, especially in Quebec.

It was also suggested that CMA would benefit from always having at least one bilingual representative on the Executive Committee, as this is not always the case. It was further suggested that perhaps the francophone spokesperson should sit on or be an observer at Executive Committee meetings so as to be fully informed.

Several interviewees noted that a well-informed francophone representative is necessary on the Board to effectively understand and engage with Quebec media; however, being bilingual was not considered sufficient to meet this need as there needed to be knowledge of the specific Quebec milieu. The issue of having the francophone spokesperson sit on the Executive Committee was also debated; however, this was deemed unnecessary as media briefings are prepared for each interview.

As noted by the Institute on Governance, there is no one “best practice” when it comes to who is the spokesperson for an organization; some organizations choose to have their senior staff person (e.g., CEO) fill the role, while others prefer to have their most senior elected representative fill the role. In some cases the role is shared, depending on the nature of the issue. What is most important are clearly defined roles, responsibilities and parameters, as well as mechanisms to ensure consistency in messaging.

Suggested Improvements

The CMA Board should designate, on an annual basis, a francophone spokesperson who is knowledgeable on Quebec-specific health care issues as well as the national health care perspective; this spokesperson should be chosen by and from within the Board.

This guideline should be included in the CMA’s spokesperson policy.
2008 Recommendation #13: CMA Bylaws should require the CMA Board of Directors to establish a Staffing Committee with roles, responsibilities, authorities and structure as deemed appropriate by the Board.

Historical Perspective (prior to 2008)

The Staffing Committee’s role has changed over the years to include oversight of employee matters such as benefits, including the pension plan, to evaluation of and succession planning for the Secretary General. The committee’s composition most recently reflected that of the Executive Committee.

2008 Rationale

Exemplary governance practices suggest the CMA Board should have a separate Staffing Committee.

Implementation

The recommendation was implemented and related changes to the bylaws and operating rules and procedures were made.

Changes to the terms of reference for the Staffing Committee were approved by the Board in May 2009. The committee focuses on making recommendations to the Board with respect to the recruitment, compensation, evaluation, performance management and succession planning for the CMA Secretary General and CEO.

Also of note, the composition of the committee was changed to include the immediate past president, the honorary treasurer and three Board members who do not sit on the Executive Committee.

The Appointments and Review Committee assesses the role of the Staffing Committee as part of its annual review of all committees, tasks forces and representatives to outside bodies, as does the Board of Directors.

This recommendation is recognized as progressing according to stated governance review requirements.

2013 Review

No issues were identified.

Suggested Improvements

No further suggestions are recommended at this time.

2008 Recommendation #14: The practice of appointing alternate directors should be discontinued. In those extraordinary circumstances where directors are unable to attend meetings in person, efforts should be made to facilitate participation through alternative means such as teleconferencing/videoconferencing. Where this is not possible or appropriate, a non-voting observer from the affected jurisdiction should be entitled to attend and participate in Board discussions so as to ensure that the perspective of that jurisdiction is brought forward.

Historical Perspective (prior to 2008)

The practice of appointing alternate directors started in 1965. Alternates had the same voting rights as directors. In 1996, a motion to cease electing alternates was referred to the Board. The Board did not make any recommended changes to General Council at that time.

2008 Rationale

Exemplary governance practices do not support the use of Board alternates, as it is considered too difficult to remain current on Board issues and fulfill fiduciary obligations.

Implementation

Bylaw changes were implemented in 2008. This recommendation is recognized as fully implemented.

2013 Review

No issues were identified.

Suggested Improvements

No further suggestions are recommended at this time.
2008 Recommendation #15: *The CMA should actively advocate on behalf of students and residents to ensure that they are fully supported in their efforts to engage in professional leadership, particularly as members of the CMA Board of Directors.*

**Historical Perspective (prior to 2008)**

CMA has continually supported this philosophy but it has been up to the heads of departments to allow time away to attend such events.

**2008 Rationale**

This recommendation was made to highlight that students and residents may experience greater difficulty in attending meetings because of the constraints of their training programs. CMA emphasized that it is important that both groups have the ability to engage in leadership activities.

**Implementation**

Efforts have been made to inform deans of the value student/resident perspectives bring to CMA and the importance of having such leadership opportunities. A mentoring program for new CMA directors, including the student and resident representatives, has been implemented and well received. In addition, attendance at Board meetings has been very good.

Of note, medical student and resident attendance at General Council 2012 (Yellowknife) increased to 12% (15 delegates and 13 observers).

This recommendation is recognized as progressing according to stated governance review requirements.

**2013 Review**

A number of interviewees stressed the need to better engage younger generations of doctors, as well as students and interns, and that better use of technology to both share information and seek input, would be valuable.

**Suggested Improvements**

Continue relationship building with the deans of medicine emphasizing the importance of professional leadership opportunities for medical students and residents and the value student/resident perspectives bring to CMA.

2008 Recommendation #16: *The number of observers attending CMA Board of Directors meetings should be limited, at the discretion of the Board, such that non-directors only attend to provide reports, and that this attendance be restricted to the specific agenda item(s) in question.*

**Historical Perspective (prior to 2008)**

Core committee chairs used to attend Board meetings as observers to report on their work. Core committee coordinators and other staff also attended full meetings. The issue of having core committee chairs attend only portions of meetings as required by the Board has been the subject of discussion over the years.

**2008 Rationale**

This recommendation provided a mechanism to facilitate more orderly, efficient and productive Board meetings.

**Implementation**

Attendance of non-directors at Board meetings has been restricted to those individuals where there is demonstrable relevance for their participation in relation to specific agenda items or the work of the Board. This pertains to staff, chairs of the core committees and other persons/groups whose participation may be warranted from time to time.

Board minutes, actions sheets and documents (minus confidential items) are distributed to core committee/forum chairs, CMA Holdings Board chair as well as PTMAs.

Core committee and fora chairs participate in Board meetings when items require action/direction (web conferencing and/or audio link to simultaneous interpretation is made available for chairs to use when reporting during Board meetings when possible); information notes on committee activities are circulated to the Board following core committee/forum meetings.
Core committee and fora chairs are invited to attend a portion of the December Board meeting to present their work plans and to hear discussions on policy issues.

Feedback received from the Board to date has been positive; Board representatives provide updates or report on issues as needed.

This recommendation is recognized as progressing according to stated governance review requirements.

2013 Review

No issues were identified.

Suggested Improvements

The Board should consider continuing the practice of inviting core committee/forum chairs to attend part of the December Board meeting to present their workplans as part of its engagement strategy.

2008 Recommendation #17: The CMA Committee on Nominations should communicate the job description, key characteristics and the role of CMA Directors. The job description and key characteristics should be reviewed by the CMA Board of Directors each year and revised as necessary.

Historical Perspective (prior to 2008)

The Call for nominations has evolved over the years. Recommendations to General Council have called for a more active role by the Committee on Nominations in this process. Also of note, the Board used to review its job description periodically; this job description has now evolved and is reviewed annually.

2008 Rationale

This recommendation was made to establish clear criteria for electing Board members.

Implementation

Current job descriptions for directors are reviewed annually by the Appointments and Review Committee and the Board; any changes suggested are incorporated into new descriptions for circulation to PTMAs, CAIR and CFMS at the time of the Call for nominations.

A list of the skills required by CMA directors was added to the Board member job description and the Call for nominations in early 2012. Board members are canvassed about their skills regularly so that gaps can be addressed at an individual or group level.

This recommendation is recognized as progressing according to stated governance review requirements.

2013 Review

A few interviewees expressed concern around specific Board competencies such as finance, marketing and law, and suggested the Board may wish to consider seeking directors with these types of expertise.

It was noted that the new online Board orientation program, implemented in 2012, will be of significant value in assisting with board assimilation and clarifying expectations of the role and responsibilities of Board members. A similar online orientation program for core committees and other physician leaders is in development.

Suggested Improvements

Although information about the role and responsibilities of Board members is communicated to PTMAs, further efforts to communicate this information may be required.

Continue investigating the merits of adding a lay member to its membership to complement Board members’ skills and expertise.

Continue encouraging Board professional development at both the individual and group levels.
2008 Recommendation #18: To improve the functionality of the CMA Board:

- A code of conduct and conflict-of-interest policy should be introduced by the Board of Directors, and directors should use this code and policy in evaluating their own circumstances;
- Training and orientation for Board members and the chair should be improved;
- Consideration should be given by the Board to enlisting a Board coach to assist the Board with its functioning; and
- As necessary, the CMA Board should establish in writing any policies it requires to best articulate how it wishes to deal with certain areas of governance and the culture it wishes to maintain for itself.

Historical Perspective (prior to 2008)

No code of conduct existed prior to its implementation in 2009. The establishment of a conflict of interest policy was first approved in 1997; however, it was not implemented until 2005. There also was no formal training for the Chair or Board members, and only a basic orientation was provided to new directors.

2008 Rationale

This recommendation was made to improve the functionality of the CMA Board.

Implementation

A Continuous Governance Improvement Committee was established to oversee Board governance and a formalized framework for continuous governance improvement has been implemented (e.g., development tools, best practices in assessing Board member and Chair performance, etc.). Program initiatives include:

- setting annual goals and measuring the Board’s effectiveness through a scorecard
- implementing a mentoring program for new directors
- implementing an annual learning place that includes professional development in conjunction with some Board meeting and an allowance for professional development as well as training for the Chair
- establishing a code of conduct and continuing with declaration of conflicts of interest
- forward planning of strategic and generative discussions
- implementing individual director assessments
- implementing an online orientation program
- hosting a new directors’ meeting at General Council and breakfast meetings with the Chair, Secretary General and MD CEO throughout the year
- enhancing the inventory of online resources and training opportunities
- providing exit interviews for retiring directors
- ongoing meeting evaluations and annual assessments

This recommendation is recognized as progressing according to stated governance review requirements.

2013 Review

No issues were identified.

Suggested Improvements

No further suggestions are recommended at this time.

2008 Recommendation #19: To continue to improve the effectiveness of the CMA’s advisory structures:

- The CMA Board should utilize both standing committees and time-limited, policy-specific task forces to conduct the work necessary to achieve CMA’s strategic plan;
- The existing councils on Health Care and Promotion, Health Policy and Economics and Education and Workforce should be renamed as committees;
- Voting membership on the core committees, including the Committee on Political Action, should include five members appointed by the Board on a regional basis, plus one student member and one resident member, plus a liaison member appointed from the Board of Directors, with the chair of the committee elected by the committee from within its membership;
- Corresponding members from jurisdictions not included in the voting membership of each of these committees should be permitted, whereby these members are entitled to receive agendas, minutes and documents from these committees and are also permitted to attend meetings as non-voting observers, with the permission of the chair; and
- The CMA Bylaws should be amended to include a liaison member to the Committee on Ethics appointed by the CMA Board of Directors.
Historical Perspective (prior to 2008)

In 1969, the 44 committees of the association were amalgamated into five councils: Medical Education, Community Health Care, Provision of Health Services, Personal Services to Physicians and Economics. In addition, the Committee on Ethics was established. These again changed over the years, and at the time of the governance review the core councils/committees included: Medical Education, Economics, Health Care and Promotion, Ethics and Political Action. In 1999, General Council approved a recommendation to allow the core committee chairs to present a brief report to General Council (except Ethics which continued to report to General Council). It was noted that reporting of the core committees (then councils) should remain within the framework of the Board’s report. It was also encouraged that core committees provide voting positions for student and resident representatives. There was no formal Board representation or corresponding members on the five core committees prior to the 2008 governance review. On the issue of task forces and working groups, the Board began establishing such groups more regularly in 2007 for a variety of short-term projects.

2008 Rationale

This recommendation was made to improve the functionality of the core committees by making them smaller and more responsive, and to improve the connection between the committees and the CMA Board.

Implementation

The new Board advisory structure came into effect in August 2009. Changes to the bylaws and operating rules and procedures were implemented. The Governance Committee explored the impact and effectiveness of the changes to the CMA’s advisory structures as they pertain to PTMA engagement and involvement, and meets regularly with the following stakeholders: CMA/PTMA Presidents and CEOs fora, and throughout the year with the Board of Directors.

It was acknowledged that although the new advisory structure appears to have achieved the desired outcome of becoming more responsive with increased alignment/accountability to the Board and its work, the unintended effect of this governance change has been a loss of engagement and involvement at the elected and physician leader level in some PTMAs. (Also see Recommendation 11 and supplementary findings.) The following highlights key findings on this issue:

- As noted earlier, there is general agreement between the PTMAs and CMA on the definition of involvement and engagement as: 1) two-way, multidirectional sharing of information, insight and early warning; 2) involvement and provision of input/advice on CMA issues and CMA itself; and 3) joint participation on common goals and objectives.
- PTMAs acknowledged that the new advisory structure was not fully effective in facilitating connectivity, involvement and engagement between the CMA, PTMAs and its members. Some PTMAs believe that involvement and engagement of physician leaders in providing input and advice was reduced for those not directly represented in the new core committee structure. In some cases there was a resulting perception of inequality of input and engagement opportunity for some PTMAs versus others. However, there was general agreement that the CMA Board should structure its advisory bodies in the form required to meet its needs while considering the required expertise and appropriate representation for “getting the work done.” It was also noted that both the CMA and PTMAs identified a need to engage physician leaders (other than PTMA presidents and CEOs) in a much broader way.
- PTMAs expressed the general sense that there was less of an impact on “leadership development” as compared to the impact on early warning/issue identification, policy input and involvement and engagement.

As a result of these consultations, the following activities/measures were identified as next steps:

- PTMAs expressed strong support for piloting various models for promoting engagement (e.g., Atlantic Conference). Measurements were put in place to determine how successful the various models are in meeting the engagement needs of CMA and PTMAs.
- There is general appreciation and support for continuing to hold joint Presidents Forum and CMA Board meetings similar to the one held in May 2010 and March 2012, on the issue of health care transformation. Future conjoint Presidents Forum/CMA Board meetings will be scheduled on an as needed basis, as determined by both PTMAs and the Board.

General Council continues to be identified as a strong model for engagement opportunities. Occasions to do so will continue to be explored. To this end, the Board has
put in place networking opportunities with delegates during General Council as a means of further engaging members during social events and fora.

For some PTMAs, reporting back by core committee representatives (including corresponding members) to PTMAs is highlighted as an area that should be enhanced. PTMAs requiring improvement in the reporting process are to address these concerns individually.

2013 Review

1. CMA Core Committees – General

There was general agreement that the main purpose of the core committees is to support the Board on key policy issues. There was considerable concern about regional representation and use of corresponding members on core committees, particularly those with a large political aspect.

Concern was also expressed about appointment processes and ensuring the necessary expertise on core committees. Other issues included ensuring alignment with the CMA’s strategic directions, the need for more discussion on key core committee reports at the Board, and providing feedback to the core committees. Finally, there was some question raised on the frequency of core committee meetings and the potential need to engage more regularly.

Suggested Improvements

Greater emphasis should be put on communications with PTMAs about job descriptions for members of each core committee as to required skills and expertise. PTMAs to continue to nominate individuals to core committees based on the job descriptions and required skills and expertise.

Nominations to core committees to continue to be vetted by the Appointments and Review Committee to ensure minimum requirements are met.

Continue to ensure that core committee workplans align with CMA’s strategic plan.

Ensure that anticipated key deliverables/reports from core committees are allocated sufficient time on the CMA Board meeting agenda.

Further engage corresponding members in the work of core committees.

2. Political Action Committee

The challenges in representing and executing political advocacy activities for a national association under a regional model are recognized. Close coordination of such activities with CMA’s strategic direction and through the involvement of all jurisdictions was deemed a necessary component for the organization’s success in areas of political advocacy. By virtue of their role, Board members are equipped with the appropriate context and also possess the required political experience to actively advocate for the organization.

Suggested Improvements

Realign the political action function into a newly constituted committee comprised of Board members and grassroots members at large to provide representation from each province/territory, as well as a student and a resident.

The committee would undertake to further engage in political activities at the federal/provincial/territorial levels and to be ambassadors of the MD-MP Contact Program. Committee members would also undertake outreach activities. Draft terms of reference are included as Appendix B.

3: Realignment of other Core Committees

Concerns were raised about the need to have jurisdictional representation on the Committee on Health Policy and Economics to facilitate provincial/territorial input in this complex subject area. In particular, better representation of different political and jurisdictional content and views was noted.

Suggested Improvements

That provincial/territorial representation be implemented for the Committee on Health Policy and Economics with regional representation retained for the committees on Ethics, Health Care and Promotion, and Education and Professional Development.

4. Role of Board Representatives to Core Committees

As identified by the Institute on Governance as a matter of good practice, board committees are typically composed primarily (though not always exclusively) of board members, and focus on the organization’s core strategic
and governance issues. These committees are typically chaired by a board member appointed by the board.

In contrast, advisory committees are typically made up primarily of non-board members who are brought in for their expertise or for broader engagement. These committees advise the board on broader policy issues that could influence the organization’s work. There are mixed practices on how the chairs of advisory committees are appointed, but ultimately coordination and alignment with the board is key.

The Board debated the merits of appointing its representatives to core committees as chairs or co-chairs to facilitate the liaison function between the Board and core committees. The Board determined that it was in the best interest of the organization to keep the current practice of having each core committee appoint its own chair (with the exception of the Committee on Ethics whose chair is elected by General Council).

Another best practice that supports stronger alignment between core committees and the board is to formalize the responsibilities of the Board representatives for reporting on their committee’s work, and for providing feedback from the Board to the core committees.

Suggested Improvements

The Board should formalize the liaison responsibilities of Board members who sit on core committees and include these responsibilities in related job descriptions.

Greater emphasis should also be placed on communicating these responsibilities to Board representatives and core committees.

2013 Recommendation GR 13-2:

The Canadian Medical Association realigns the political action function into a newly constituted committee comprised of Board members, members at large, one student representative and one resident representative.

2013 Recommendation GR 13-3:

The composition of the Committee on Health Policy and Economics is changed to include one representative from each provincial/territorial medical association, one student and one resident representative and one Board representative.
2008 Recommendation #20: The Committees on Bylaws, Ethics and Nominations should continue as standing committees reporting to General Council, and the Appointments and Review Committee and the Committee on Archives and Awards should continue to report to the CMA Board of Directors.

**Historical Perspective (prior to 2008)**

These committees have been in place for many years and have been useful in guiding the organization’s governance practices and processes.

**2008 Rationale**

This recommendation was made to clarify and reaffirm the role of these committees as well as their reporting relationship.

**Implementation**

No changes were required, therefore this recommendation was considered to be fully implemented.

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2013 Review

As noted in Recommendation 1, the number of committees that deal with various governance aspects stands out. As such, the roles of the Committee on Bylaws and Governance Committee could be merged.

**Suggested Improvements**

The CMA should merge the Governance Committee, Continuous Governance Improvement Committee and Committee on Bylaws into one overall reconstituted ‘Governance Committee.’ The new committee may, as needed, set up subgroups and/or task forces to support aspects of its work as noted in Recommendation 1 (also see 2013 Recommendation GR 13-1).

No further suggestions are recommended at this time.

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2008 Recommendation #21: An Audit Committee elected by General Council and reporting to General Council should be established. The Committee on Finance should be appointed by the Board of Directors and report to the Board with respect to CMA budgeting and financial operations.

**Historical Perspective (prior to 2008)**

The Committee on Finance, originally established in 1969, had the responsibility for audit in addition to budgeting and financial operations. The committee’s chair – the Honorary Treasurer – was elected by General Council.

**2008 Rationale**

This recommendation recognizes that the Board is the appropriate body to be charged with financial planning and financial decisions, while General Council as the legislative authority, should hold the Board accountable through an Audit Committee independent from the Board.

**Implementation**

Bylaws changes were implemented in 2008 to facilitate the restructuring. A new Audit Committee was elected at General Council in 2009 and the Committee on Finance’s restructuring also took place at that time.

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2013 Review

The need to better define the roles and responsibilities of the Board of Directors, the Committee on Finance and the Audit Committee with regard to risk management was identified as a concern.

Board members agreed that risk management was a Board and senior management responsibility, with a number of interviewees indicating that the Committee on Finance could also play a role. However, there was some concern about the Audit Committee playing an active role in risk management, since the Audit Committee reports to General Council and not to the Board. The Audit Committee itself recognizes this distinction, and views itself as playing an oversight and ‘second sober thought’ role on financial risk management. While the Audit Committee’s role is primarily to support the Board, it also provides a reporting and transparency mechanism to General Council.
Suggested Improvements

Give primary responsibility for oversight of overall risk management to the Board of Directors, with the Executive Committee providing support as necessary.

The role of the Audit Committee, which reports to General Council, should be to provide ‘a sober, second thought’ and advice to the Board of Directors, and to provide an independent reporting mechanism on financial risk management oversight to General Council.

Related terms of reference for all parties, as well as the bylaws and operating rules and procedures would need to be updated to reflect these new roles. In particular, if this motion is accepted, an adjustment to the bylaws to include the word “financial” as it pertains to Audit Committee oversight of financial risk management would be required; an adjustment to the bylaws may also be required to clarify the Board’s role in risk management.

2013 Recommendation GR 13-4:

The Canadian Medical Association assigns primary responsibility for oversight of the organization’s overall risk management to the Board of Directors, with the Executive Committee providing support as necessary.

2008 Recommendation #22: A Specialists’ Forum should be established in addition to the Forum on General and Family Practice. Each should be charged with bringing practitioners together to discuss areas of concern and to provide input to the CMA Board of Directors, and should include a liaison representative appointed by the Board to provide a direct link to the Board.

Historical Perspective (prior to 2008)

See Recommendations 5 and 6. The Committee of Affiliates (Committee of National Medical Organizations) provided a forum for specialty societies and focused interest medical associations to discuss policy and other issues of common interest. The CMA President and the Secretary General sat as CMA representatives.

2008 Rationale

This recommendation was made to maximize the effectiveness of a forum for specialist societies, considering the changes proposed in Recommendations 5 and 6, and to provide a mechanism for practitioners to come together to discuss areas of concern and provide input to the CMA.

Implementation

Terms of reference for the Specialist Forum and the Forum on General Practice were approved by the CMA Board in February 2009. Board representatives sit on both the Specialist and GP fora to facilitate reporting and communication between the groups.

The Specialist and GP fora have held three joint sessions in conjunction with their winter meetings. The reaction to this initiative was overwhelmingly positive, with the vast majority in favour of continuing to hold annual joint sessions.

In consultation with the Board and General Council, delegate status was granted to the chairs of the Specialty and General Practice fora in 2012; related bylaw changes were implemented.

2013 Review

During the Appointments and Review Committee’s annual review this spring, the committee requested that the Specialist Forum review and clarify its mandate and role now that it has been in place for several years.

Suggested Improvements

No further suggestions are recommended at this time.
2008 Recommendation #23: The Committee on National Medical Organizations should be sunset. In doing so, the CMA Board should work with those associate societies not representing specialist physicians to identify appropriate bilateral and multilateral mechanisms to ensure appropriate connection between these associate societies and the CMA.

Historical Perspective (prior to 2008)

See Recommendations 5 and 6. The Committee of Affiliates (Committee of National Medical Organizations) provided a forum for specialty societies and focused interest medical associations to discuss policy and other issues of common interest. The CMA President and the Secretary General sat as CMA representatives.

2008 Rationale

In light of the creation of a Specialists Forum, there would no longer be a need for the Committee of National Medical Organizations.

Implementation

See Recommendation 5 and 6. This recommendation is recognized as fully implemented or progressing according to stated governance review requirements.

2013 Review

As noted in Recommendation 6, some associates reported that they feel disengaged from CMA.

Suggested Improvements

A focus on continued relationship building between the CMA and associates is underway. No further suggestions are recommended at this time.

2008 Recommendation #24: Measures to enhance the transparency of the CMA and its governance and to facilitate greater member participation should be adopted as outlined in this report.

Historical Perspective (prior to 2008)

Communication with member to highlight CMA’s value proposition has always been a challenge. Although many products, programs and services were advertised regularly to members, there was a knowledge gap in terms of what CMA had to offer (including advocacy and engagement opportunities) as well as low member engagement overall.

2008 Rationale

This recommendation was made to provide opportunities for meaningful participation for CMA members who are interested in becoming involved.

Implementation

The CMA has taken many steps to provide members with convenient and meaningful options for staying informed and making their views known. Most notable is its integrated segmentation strategy to tailor member offerings and messaging to enhance the relevancy and delivery of CMA’s value proposition of advocacy, programs, products and services to members. Other initiatives include:

- **e-Communications:**
  - continued publishing of President’s messages, CMA Bulletin (published in CMAJ) and “Top stories” on cma.ca dealing with CMA issues
  - e-newsletter for PTMAs about CMA activities/events
  - highlights of Board meetings published on cma.ca
  - General Council reports and proceedings on cma.ca
  - General Council webcasts

- **Engagement:**
  - member town halls on health care transformation
  - member outreach initiatives in communities across Canada
  - continued strengthening of relationship with PTMAs
  - key stakeholder engagement strategy and continued outreach to affiliates and other national medical organizations
e-Engagement:
- online member consultations
- continued engagement of CMA’s e-panel in providing valuable input on policy
- CMA’s election website (toolkit, polling information, voter’s guide, etc.)
- Members’ Forum and MD information session and ability to take part ‘virtually’
- member baseline surveys
- national physician surveys

And to facilitate much of the above

e-Tools:
- cma.ca re-design to inform and engage members
- use of electronic tools to increase transparency and member participation (Twitter, Facebook)
- new PTMA database which complements CMA’s policy database and facilitates access by members and PTMAs to association policies
- upgraded member relationship management technology

2013 Review

Several interviewees commented on the continued need to build a more effective relationship between the CMA and its members. In particular, comments focused on better defining the role of the Board for this key task and the need for greater engagement with the broader membership (not just General Council) on a variety of member service, program and policy issues. These concerns echo an emerging trend in member based organizations to clarify the Board’s role and to utilize new technologies in engaging members.

A number of interviewees stressed the need to better engage younger physicians, as well as students and interns, and that better use of technology to both share information and seek input, would be valuable. These same interviewees indicated the need to better demonstrate the relevance of CMA and its services to these membership groups.

Suggested Improvements

Continue experimenting with new communications technologies (e.g., social media, video conferencing, etc.) to engage with members more regularly; the same technologies might also be used to engage General Council delegates more frequently.

Engage CMA Board members more frequently in the provinces and territories when the President and/or CEO conduct provincial/territorial outreach and in between such meetings and ensure awareness of such opportunities.

2008 Recommendation #25: The CMA Board of Directors should ensure that the roles, responsibilities and authorities of the CEO are clearly defined and communicated to the Board of Directors on an ongoing basis.

Historical Perspective (prior to 2008)

This recommendation is pointed to the Secretary General and CEO as the employee of the Board. This position has had a job description and reporting structure which was reviewed periodically by the Board. The Staffing Committee has headed oversight of the CEO evaluation process; subcommittees were established as needed.

2008 Rationale

This recommendation was made to clarify the role of the Secretary General and CEO.

Implementation

The Secretary General and CEO’s job description and annual objectives are circulated to the Board at the beginning of each association year. Objectives are established annually in relation to the strategic plan and in consultation with the Board.

This recommendation is recognized as fully implemented or progressing according to stated governance review requirements.

2013 Review

No issues were identified.

Suggested Improvements

No further suggestions are recommended at this time.
CONCLUSION

As previously noted, consultations did not suggest any “revolutionary” structural changes, but rather suggestions to continue an “evolutionary” process whereby the organization may move incrementally toward a presumed “ideal” approach. The suggested improvements and recommendations herein will continue to achieve real and meaningful improvement to CMA’s governance processes and structure and to provide value to members. These recommendations should be supported by CMA’s stakeholders at this time. It is recommended that all changes be adopted ‘en bloc’ to facilitate implementation.

Related bylaw changes have been included in the Committee on Bylaws report (see Bylaws tab). Changes that would affect the CMA’s Operating Rules and Procedures will be presented to the Board for ratification at its August meeting (following General Council) should the related recommendations be adopted and so as to not pre-empt General Council deliberations.

As stated earlier, governance is fluid and therefore requires continuous oversight. As such, the Board and the Governance Committee would anticipate bringing forward future suggested improvements as needed.

2013 Recommendation GR 13-5:

The Canadian Medical Association will amend its bylaws and operating rules and procedures to reflect the changes adopted in Appendix 4 to the 2013 Reports to General Council.

May 2013
APPENDIX A: GOVERNANCE COMMITTEE – DRAFT TERMS OF REFERENCE

Reporting
The Governance Committee is accountable to the Board of Directors and General Council.

Purpose
The purpose of the Governance Committee is to advise and make recommendations to the Board of Directors and General Council with respect to all aspects of the governance of the association (excluding nominations and appointments).

Roles and Responsibilities
With a view to maximizing the effectiveness of the Board of Directors and General Council, the Governance Committee will:
• make recommendations to the Board of Directors for the continued development of the association’s approach to governance issues and for assessing the effectiveness of General Council, the Board as a whole and of committees of the Board and General Council
• periodically review and make recommendations with respect to the Bylaws and Operating Rules and Procedures
• make recommendations on Board assessment practices and, subject to Board approval, implement agreed upon practices

The Governance Committee shall have such other authority and shall perform such other duties as are incidental or ancillary to the duties set out in these terms of reference and as may be prescribed by the Board of Directors from time to time.

Composition
The Committee:
• will be comprised of at least 3 and no more than 5 members of the Board of directors and 2 members of General Council
• the Chair of the Board (ex-officio)*
• the Chair of the Appointments and Review Committee (non-voting ex-officio)**
• the Chair of the Governance Committee will be appointed by the Board on recommendation from the Appointments and Review Committee
• the Committee may, at its discretion, create subcommittees to fulfill and make recommendations on specific aspects of the Governance Committee’s mandate. Membership on such subcommittees may be drawn from the Board of Directors, General Council and/or CMA membership. All members of these subcommittees must be approved by the Board; subcommittees will be chaired by a member of the Governance Committee.

Meetings
• The Committee will meet at least three times each year.
• The Chair (or designate) will provide an oral or written report on the work of the Committee at each regular meeting of the Board.
• Quorum requires at least 50% of members be in attendance.

Term
Members are appointed for a 3-year term, renewable once or by virtue of their position.

* The Chair of the Board will sit on both the Governance Committee and the Appointments and Review Committee to provide greater correlation between these two groups and the Board of Directors in support of CMA’s governance.

** The Chair of the Governance Committee will be a non-voting ex-officio member to the Appointments and Review Committee to ensure alignment between the two groups.
## COMPARISON TABLE: COMMITTEES’ CURRENT MANDATE AND MEMBERSHIP VIS-À-VIS PROPOSED NEW GOVERNANCE COMMITTEE

<table>
<thead>
<tr>
<th>Committee</th>
<th>Bylaws</th>
<th>Governance Committee (current)</th>
<th>Continuous Governance Improvement</th>
<th>Proposed new Governance Committee (merged)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Reports to</strong></td>
<td>General Council (and the Board of Directors)</td>
<td>Board of Directors</td>
<td>Board of Directors</td>
<td>Board of Directors and General Council</td>
</tr>
<tr>
<td><strong>Mandate</strong></td>
<td>To review the bylaws periodically; to recommend to General Council additions, deletions and amendments to the Bylaws; and to recommend to the Board changes to the Operating Rules and Procedures. The Committee shall maintain the confidentiality of documents and where appropriate, committee deliberations.</td>
<td>The committee shall provide advice to the Board on actions required to review and improve CMA’s governance, including the mandated review of the 2008-2009 governance review changes (within 3-5 years).</td>
<td>The Continuous Governance Improvement Committee’s purpose is to assist the CMA Board of Directors to become a high performing board. As such, the committee was established to ensure that the CMA Board remains abreast of, and applies, the most up-to-date and relevant best practices in such areas as sound governance, team dynamics, decision-making, conflict resolution, long-term planning and fiduciary roles and responsibilities.</td>
<td>The purpose of the Governance Committee is to advise and make recommendations to the Board of Directors with respect to all aspects of the governance of the association (excluding nominations and appointments).</td>
</tr>
</tbody>
</table>

With a view to maximizing the effectiveness of the Board of Directors and General Council, the Governance Committee will:  
- make recommendations to the Board of Directors for the continued development of the association’s approach to governance issues and for assessing the effectiveness of General Council, the Board as a whole and of committees of the Board and General Council  
- periodically review and make recommendations with respect to the Bylaws and Operating Rules and Procedures  
- make recommendations on Board assessment practices and, subject to Board approval, implement agreed upon practices  

The Governance Committee shall have such other authority and shall perform such other duties as are incidental or ancillary to the duties set out in these Terms of Reference and as may be prescribed by the Board of Directors from time to time.  

Note: The Chair (or designate) will provide an oral or written report on the work of the Committee at each regular meeting of the Board.

<table>
<thead>
<tr>
<th>Membership</th>
<th>4</th>
<th>5</th>
<th>4</th>
<th>7-9</th>
</tr>
</thead>
</table>
| Appointment/election | Appointed by the board, 1 or more to be a director | 3 appointed by the board (these may or may not be directors) | Chair of the Board  
Vice Chair of the Board  
Chair of Governance Committee | 3-5 members of the Board  
2 elected by GC  
Chair of the Board (ex-officio)* |
<table>
<thead>
<tr>
<th>Committee</th>
<th>Bylaws</th>
<th>Governance Committee (current)</th>
<th>Continuous Governance Improvement</th>
<th>Proposed new Governance Committee (merged)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>2 elected by GC</td>
<td>1 member appointed by and from Board who is relatively new to the Board</td>
<td>Chair of the Appointments and Review Committee (non-voting ex-officio)**</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>The Committee may, at its discretion, create subcommittees to fulfill and make recommendations on specific aspects of the Governance Committee’s mandate.</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Membership on such subcommittees may be drawn from the Board of Directors, General Council and/or CMA membership. All members of these subcommittees must be approved by the Board; subcommittees will be chaired by a member of the Governance Committee.</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>**The Chair of the Governance Committee will be a non-voting ex-officio member to the Appointments and Review Committee to ensure alignment between the two groups.</td>
</tr>
<tr>
<td>Chair</td>
<td>Appointed by the Board</td>
<td>Elected by and from within committee</td>
<td>Elected by and from within committee</td>
<td>Appointed by the Board on recommendation from the Appointments and Review Committee</td>
</tr>
<tr>
<td>Term</td>
<td>3 years, renewable once (reviewed &amp; re-appointed annually)</td>
<td>3 years, renewable once</td>
<td>Duration of their term in the above capacity</td>
<td>3 years, renewable once or by virtue of their position</td>
</tr>
<tr>
<td>Quorum</td>
<td>3</td>
<td>3</td>
<td>3</td>
<td>At least 50%</td>
</tr>
<tr>
<td>Meetings</td>
<td>At least once per year</td>
<td>At least once per year</td>
<td>At least once per year</td>
<td>At least three times per year</td>
</tr>
</tbody>
</table>
APPENDIX B: POLITICAL ACTION COMMITTEE – DRAFT TERMS OF REFERENCE

Reporting
The Political Action Committee is accountable to the Board of Directors.

Purpose/Mandate
The Political Action Committee shall provide intelligence to the Board of Directors on the political environment (federal/provincial/territorial and municipal as appropriate). The committee shall lead the ambassador function for the MD-MP Contact Program with individual members responsible for related activities in their own province/territory, and for the recruitment of MD-MP contacts. Outreach activities shall be focused primarily at the political level in the first instance, with secondary outreach at the community level. Committee members shall provide advice and direction to staff regarding the advocacy training program and, as required, be an ambassador for this program.

Roles and Responsibilities
The committee:
• shall develop an annual workplan based on direction provided by the Board in relation to the strategic plan
• shall only undertake those projects and utilize such budget as have been approved by the Board of Directors
• shall inform the Board of Directors on emerging or existing issues on matters pertaining to the mandate of the committee
• shall carry out its projects through the committee, its members or subcommittees as approved by the Board of Directors
• shall be responsible for promoting and developing physician education and leadership in political and community activities, including through the MD-MP Contact Program
• shall maintain the confidentiality of documents and where appropriate committee deliberations

Composition
The committee will be comprised of 14 members as follows:
• 6 Board members (who may self-identify according to interest).
• 1 representative from the Canadian Association of Internes and Residents (the Board representative or a member at large)
• 1 representative from the Canadian Federation of Medical Students (the Board representative or a member at large)
• 6 members at large:
  o members at large to be solicited from jurisdictions that are not represented by a Board member
  o existing and former Political Action Committee members would be expressly solicited as would the membership at large

Membership Criteria
All members of the committee are equal and share responsibility for the work of the committee and will have:
• demonstrated political advocacy experience
• be an active or commit to being an active member of the MD-MP Contact Program
• although partisan politics will be valued, committee members are expected to put the interest of the profession ahead of any partisanship.

Chair: Chair is chosen by and from within the committee on a rotational basis, alternating between Board members and members at large

Observers: When necessary for the work of the committee, observers and guests may be invited to attend.

Term:
Board members: 3 years, renewable once (reviewed and reappointed annually) or until completion of Board term
Members at large: 3 years, renewable once (reviewed and reappointed annually)
CFMS and CAIR: 3 years or as identified by CFMS and CAIR
Chair: 1 year term, eligible for re-election by the committee

Quorum: 8 members