CMA Board Governance Review 2017-2018

Key Points:
1. The CMA Governance Committee has undertaken a review of the structure and composition of the Board of Directors in support of a new strategic plan and a modern CMA.
2. Based on governance best practices, a smaller Board with competencies and diversity coupled with stakeholder representation (including a non-physician director) is preferable to the current structure.
3. The Governance Committee has consulted with stakeholders to seek input on proposed changes to the Board’s governance structure and composition so as to bring forward recommendations for change in 2018-2019.
4. A new Board structure will:
   − support CMA’s mission of empowering and caring for patients
   − support CMA’s vision of a vibrant profession and a healthy population
   − unite and inspire physicians on health issues and causes that matter
   − promote and encourage courageous and influential dialogue and advocacy
   − be more prescriptive in communications about the particular skills required of directors
   − allow effective oversight of the CMA enterprise, including our for-profit subsidiaries
   − support more direct communication and engagement with members

Questions and Answers:
1. Why is the Board structure and composition being reviewed?
   − To ensure that the Board structure and its composition reflect the CMA’s needs as well as best practices (i.e., adapting leading statutory frameworks, designed to promote accountability, transparency and good corporate governance for the not-for-profit sector; smaller board size to be more engaged, efficient and nimble; more robust and consistent selection process)
   − To support oversight of the CMA enterprise (increased skills/competencies)
   − To support a new strategic plan – CMA 2020
   − To support more direct communication and engagement with members

2. What will the new Board structure look like?
   − One representative from each provincial/territorial medical association (PTMA) (12)
   − One representative for medical students and one for residents (2)
   − One non-physician representing patients and the public (1)
   − President, President-Elect and Immediate Past President (3)
   − Board Chair (chosen by the Board)
   Total 18 (or 19 if Chair is not a sitting director)

3. When will the changes to the Board structure be implemented?
   − Consultations were held in fall 2017/winter 2018
   − Recommendations were presented to the Board in March 2018 and will be presented to members in summer 2018 at the Annual General Meeting (AGM) via proposed bylaw amendments
   − 2018-19 will be a transition year with final implementation in summer 2019 (if bylaw amendments are approved) – mainly through attrition

4. Who was consulted?
   A broad range of stakeholders; however, additional consultations continue to take place with PTMAs.

5. Why is CMA adding a non-physician director to its Board?
   − To provide a patient/public perspective to CMA Board discussion—helps the Board see issues, have discussions and make decisions through a patient’s lens
   − To increase the range of knowledge and expertise at the Board in non-medical areas (e.g., finance, business, etc.)
   − To be consistent with the movement in health care governance to include public representation
6. How will directors be selected?
   Revisions to the nominations process are underway to:
   - be more consistent in how candidates are brought forward for consideration
   - encourage more candidates from each jurisdiction
   - allow a more robust and active search and review of each candidate in order to meet
     skills/competency requirements
   - propose election of Directors by the members instead of General Council

7. Has CMA considered regional representation instead of one seat per province/territory?
   Yes, the Board and Governance Committee considered different models to allow for perspectives
   informed by all jurisdictions to best serve CMA as a national body representing the physicians of
   Canada.

8. How frequently will the Board meet? Will there be a need for an Executive Committee in future if the
   Board is smaller in size and meets more frequently?
   Changes have already been proposed to have the Board meet at least 6 times per year (includes
   some meetings held via teleconference/videoconference). The role of the Executive Committee has
   traditionally been to deal with urgent matters between Board meetings. As the Board meets more
   frequently, there will be less need for a formal Executive Committee. It is proposed that the
   Presidents (current, elect and immediate past) continue to meet regularly with the Board Chair and
   CEO.

9. How will changes to the Board’s composition impact CMA’s relationship with PTMAs?
   CMA will continue to strengthen its relationships with PTMAs and improve two-way communications
   between the CMA Board and PTMAs as key stakeholders.

10. How will members and PTMAs be able to provide input into issues and causes and the organization’s
    strategic direction, if there are fewer provincial/territorial representatives on the CMA Board?
    PTMAs, affiliates and associate societies, as well as members (via the e-Panel, forums, etc.) will
    continue to be engaged in consultations on issues and causes in a variety of ways. From e-
    consultations to on-going discussions with PTMAs (President’s Tour, CMA/PTMA Presidents and
    CEOs Forum, etc.) and input received through new communities of interest, there are several other
    ways for members to share their thoughts with and convey issues to CMA, including
    - Yourvoice@cma.ca
    - CMA Community
    - e-Panel participation
    - Member proposals

For further information, please contact: Marie Claire Bédard, Associate Director, Governance, at
marie-claire.bedard@cma.ca.