
CMA BOARD OF DIRECTORS HIGHLIGHTS

Summary of Meeting held June 20, 2023

The CMA Board of Directors (“the Board”) met virtually on Tuesday, June 20, 2023.

- Biographies for each of the members of the Board can be found [here](#).

Highlights from the Board meeting include:

Presidential Updates

CMA President Dr. Alika Lafontaine, and President-Elect Dr. Kathleen Ross, provided updates to the Board on their work. An update from Dr. Jean Joseph Condé, CMA’s French spokesperson, was also provided.

The following activities were highlighted:

- Continued advocacy around new federal health funding with an appearance before the House of Commons Standing Committee on Finance re: Bill C-47, *An Act to implement certain provisions of the budget*;
- Connecting with physicians at various provincial and territorial medical association Annual General Meetings and the Canadian Conference on Physician Leadership;
- Presentations at the recent health policy conventions for all three major political parties;
- Indigenous Fireside Chats hosted by the CMA President on May 10, May 24, and June 12, 2023; and
- Participation in the American Medical Association’s annual meeting and connecting with medical leaders on topics relevant to the CMA.

CMA Impact 2040 Strategic Updates

The Board received an update from the Chief Executive Officer on his top-of-mind issues and progress against each of the [CMA’s Priority Strategic Initiatives](#) (PSIs) since its last meeting on April 30 – May 1, 2023. Each PSI report included an update on recent activities and a looking forward section with a draft six-month plan. A deeper update on PSIs will be brought forward at the CMA Board meeting in October 2023.

Creation of Indigenous Guiding Circle 2023

Building on the work of the [Indigenous Guiding Circle](#) established by the Board in May 2022, the creation of a second Indigenous Guiding Circle 2023 (IGC 2023) was approved.

The IGC 2023 will have a two-year term and will provide guidance and direction to the CMA on:

- Identifying and prioritizing initiatives that will define how the CMA will contribute to making the aspirations set by the Indigenous Health Goal a reality.
- Bringing an Indigenous perspective to the CMA’s work, including:
 - Guidance and direction on Emerging Issues (EIs), such as the CMA Apology to Indigenous Peoples.
 - Applying an Indigenous lens to the execution of the CMA’s Impact 2040 strategy, specifically initiatives currently underway and those forthcoming.
 - Any other matters referred to the IGC2023 by the CMA management team that pertains to Indigenous health or requires an Indigenous perspective.

The composition of the IGC2023 will include 15 Indigenous leaders, experts and knowledge-keepers selected through a nominations process to reflect broad demographic considerations. It will meet quarterly and will use a consensus-based decision-making process.

The Board approved the Terms of Reference for IGC2023.

Risk Oversight: Cybersecurity

- The Board received its annual update on cybersecurity risk. This annual update is one part of the Board's oversight on cybersecurity risk. In order to fulfill its duties the Board also receives the following updates:
 - **Annual Update:** Annual Cybersecurity update from cybersecurity team
 - **Quarterly Risk Reporting:** Quarterly risk reporting on cybersecurity risk through the Enterprise Risk Management team
 - **Tabletop Exercises:**
 - Annual Tabletop exercises completed internally, with a copy of any findings or recommendations provided to the Chair of the Board
 - Triannual Tabletop exercise completed with the Board of Directors
 - **Education:** Regular education sessions with the Board on cybersecurity from a third party expert in the field
- The update included information about the ever-evolving cyber environment and increased threat activities. A summary of the elements of the CMA's cybersecurity program and the training that is provided to CMA staff was provided.

Committee Reports

Audit & Finance Committee Report

- The Board received a report from Dr. David Cram, Chair of the CMA Audit & Finance Committee.
- The Board received the external audit report and year-end audited Financial Statements for the CMA Pension Plan.
- The Board approved the audited Financial Statements for the CMA Pension Plan for the year-ended December 31, 2022 and approved the appointment of Ernst & Young as external auditors.
- The Board received copies of the financial reports as at April 30 2023 and a cashflow update which was reviewed by the Audit & Finance Committee.

Governance Committee Report

- Dr. Carl Nohr, Chair of the CMA Governance Committee, presented the report from the Governance Committee.
- The Board continues to be committed to meaningful consultation with members on any proposed bylaw changes. Results of an all-member survey on CMA governance was provided to the Board for its information. 117 respondents indicated an interest to participate in a governance community for ongoing consultation on governance matters. A governance engagement community session will be scheduled in July 2023 in advance of the AGM on the two themes selected by the Board: (a) the electorate in election of President-Elect and ratification by General Council; and (b) the role of Past President on Nominations Committee and at General Council. No bylaw changes will be presented to the membership at the AGM in August 2023.
- The AGM Chair and Vice-Chair Job Descriptions were amended to add a reference to parliamentary training in advance of the AGM.

- The Governance Committee Chair Job Description was amended to include a role in reviewing the annual director self-assessment results together with the Board Chair.

Human Resources & Compensation Committee Report

- The Board met in camera and received a report from Ms. Janet Ecker, Chair of the Human Resources & Compensation Committee.

Other Matters

AGM 2023 Update

- The Board received an update from management on planning for the [Annual General Meeting](#) scheduled for August 16, 2023.
- A strategy session has been added to the AGM agenda to update members on the Priority Strategic Initiatives and emerging issues, including consultation plans on public-private.
- A draft copy of the Annual Report was provided to the Board for its review. It will be published for members on cma.ca on June 30.

Health Summit 2023

- The Board received an update on the [Health Summit](#) scheduled for August 17-18, 2023: “What health care should be: Time for bold solutions”.
- At the 2023 Health Summit, the work around the Priority Strategic Initiatives and emerging issues will be the focus – inviting attendees to help shape bold solutions to stabilize and rebuild health care.

Updated Risk Appetite Statement

- Having incorporated the feedback from the Board received at its meeting on April 30 – May 1, 2023, the Board approved an updated Risk Appetite Statement. The Risk Appetite Statement articulates the amount and type of risk the CMA is willing to accept to achieve its not-for-profit strategy and objectives.

CMA Risk Appetite Statement

We encourage activities that fulfill the CMA’s Mandate as a thought leader and capacity builder, and that advance Impact 2040 to catalyze impactful change across health, the health system, and the health workforce.

We recognize that to have impact we must remain relevant and responsive. In order to achieve this we may need to take prudent risks.

Our reputation and not-for-profit status are essential for us to be effective in achieving our strategic goals:

- a) We have a moderate risk appetite for decisions that could jeopardize our reputation.
 - b) We have a moderate risk appetite for decisions / activities that could impact our ability to execute our strategic objectives.
 - c) We have a low-risk appetite for decisions / activities that could jeopardize our not-for-profit status.
- The Board approved amendments to the Enterprise Risk Management Policy to reflect internal reporting changes and the updated Risk Appetite Statement.

Addition of a Financial Expert on the Audit & Finance Committee

- At its meeting held on February 24 – 25, 2023, the CMA Board approved an amendment to the Audit & Finance Committee Terms of Reference adding an additional financial expert to the Committee.
- The CMA Board received the report of the Search Committee and approved the appointment of Mr. Adam Harvey to the Audit & Finance Committee effective September 1, 2023.

Appointments Committee Report

- The Board received the report of the Appointments Committee.
- Subject to being nominated and ratified as directors on the CMA Board of Directors by General Council, the Board appointed the following directors to the Committees listed below effective August 16, 2023, until the close of the 2024 AGM:

Individual		Committee
Dr. Clare Kozroski	Board Director (SK)	Appointments Committee
Dr. Gerard MacDonald	Board Director (NB)	Appointments Committee
Dr. Nigel Walton	Board Director (BC)	Appointments Committee
Dr. Gerard MacDonald	Board Director (NB)	Audit & Finance Committee
Dr. Clare Kozroski	Board Director (SK)	Awards Committee
Dr. Rachel Forman	Board Director (ON)	Governance Committee
Ms. Santanna Hernandez	Board Director (Student)	Governance Committee
Dr. Alexander Poole	Board Director (YK)	CMAJ Governance Council

- Dr. Michael Golbey was re-appointed to the Awards Committee effective August 16, 2023, until the close of the 2026 AGM.

Rescission of Posthumous Nomination of Dr. Peter H. Bryce to Canadian Medical Hall of Fame

- At its meeting held on February 24, 2023, the CMA Board approved the nomination of Dr. Peter H. Bryce as an inductee to the Canadian Medical Hall of Fame.
- While conducting an in-depth review of Dr. Bryce's biographical information and primary written commentary to support the nomination, negative findings were discovered which were not consistent with CMA's guiding principles and commitment to Truth and Reconciliation.
- CMA management consulted with indigenous medical health leaders and recommended that the CMA rescind its nomination.
- The CMA Board passed a motion rescinding its nomination of Dr. Peter H. Bryce to the Canadian Medical Hall of Fame.

Amendments to Past Officers Group Terms of Reference

- The Board approved amendments to the Terms of Reference for the Past Officers group.

Banking and Signing Authority Updates

- The Board approved updated banking and signing authority resolutions which were reviewed and recommended by the Audit & Finance Committee.

For Information Reports

The Board received the following For Information reports:

Nominations Committee Report

- The Nominations Committee provided a written report to the Board.
- The following improvements to the nominations process were made in 2022:
 - In response to member feedback at AGM 2022, the [nominations webpage](#) was significantly updated to provide increased transparency on the nominations process and the members of the Nominations Committee.
 - Leadership positions were promoted with over 75 organizations, including provincial and territorial medical associations, affiliates, associated societies and observer organizations to encourage applications from historically underrepresented groups.
- The Nominations Committee has completed its selection process for over 20 leadership positions. It will be meeting in late June to approve the slate of leadership nominees for General Council ratification at the AGM on August 16, 2023.

Quarterly Risk Update

- The quarterly risk report was provided to the Board for its information.
- High Risk areas were reported along with an update on mitigating actions and forward-looking plans.

CMA Impact Inc. Stewardship Report

- The Board was provided with a written report from the CMA Impact Board of Directors.
- The CMA Impact Board, with the assistance of the Investment Committee, continues to oversee the investment of the long-term investment portfolio.

Vision: A vibrant profession and a healthy population
Guiding Principles: Equity, diversity, engagement, accountability, transparency, impact