The CMA Board of Directors will be composed of physician members (with one seat for a non-physician) representing the diversity of the profession, while blending the preferred attributes, skills and experience to govern the association. The CMA’s guiding principles are equity, diversity, engagement, accountability, transparency and impact.

Term of office
Terms of office commence following the Annual General Meeting:
(a) Applicants for director positions are strongly encouraged and eligible to serve the full director term of three years, renewable once, for a maximum of six years.
(b) Student and resident directors shall hold office for a term of one year, renewable twice.

Qualifications and time commitment
• Integrity, common sense and good judgment
• An understanding of the CMA’s vision and mission
• A strategic vision of where the organization should go and how to get there in practical terms
• An understanding of accounting, financial and strategic planning concepts
• Leadership, civic-mindedness and the ability to participate on a team
• A willingness to keep up to date with issues and trends that affect the organization and the profession
• Available time (the board meets at least five times per year and holds other meetings as needed) and the ability/availability to get involved on standing committees, working groups or task forces (approximately two to four meetings per year)

Attributes
In the interest of good governance, the CMA has put together a list that reflects the attributes the organization needs overall in its directors. No one candidate is expected to have them all. The board as whole will bring complementary attributes and skills to the organization. Candidates are asked to complete a questionnaire to identify how their attributes will enhance their performance as a CMA director.

Function
As stewards of the CMA, the Board of Directors shall be responsible for the oversight of the CMA’s affairs, including overseeing for-profit subsidiaries and risk management. The specific duties and powers of the CMA board are set out in Chapter 11 of the CMA bylaws.

The following sections describe the responsibilities and expectations of the board.

Strategic planning
• Develop and approve the CMA’s vision, mission, goals, objectives and strategy; monitor progress and alter direction as circumstances dictate
• Ensure the CMA achieves its mission in an ethical, effective, prudent, proactive and consistent manner

Risk management
• Oversee the CMA’s affairs in the best interests of the CMA
• Fulfill the CMA’s role as owner of subsidiary corporations
• Understand major risks and implement suitable systems to manage risks
• Oversee and monitor the CMA’s risk management (legal, financial, reputational, etc.) policy and compliance to ensure that the CMA operates in accordance with all applicable laws and regulations and according to ethical standards
• Review annually the CMA operating budget and audited financial statements; oversee the CMA pension plan
and set membership fees

- Establish good governance policies and processes, revise and recommend for approval as necessary the CMA bylaws and operating rules and procedures, and report to members annually

CEO succession planning and appointment

- Supervise, manage and assess the CEO’s performance
- Oversee CEO succession planning and approve appointment

Communications

- Monitor and apply internal and external communications policies
- Establish connections between the CMA and the profession; ensure that the CMA’s objectives and goals reflect the profession’s expectations and values

Discharge fiduciary obligations, which include the mandate to:
  - Ensure that officers and others are effectively overseeing the CMA’s affairs and that resources are appropriately allocated
  - Be loyal to the CMA, act honestly and in good faith, make all decisions solely in the CMA’s best interests and avoid conflicts of interest

Fiduciary obligations – CMA subsidiaries

The CMA’s subsidiaries are designed to place responsibility and accountability in the Board of Directors of each corporation within the enterprise. The specific responsibilities of the CMA board relate to reputation risk management and the overall integrity of the enterprise. A Subsidiary Governance Framework established by the CMA board identifies roles and responsibilities.

Board members and lobbying

The three presidents (past president, president and president-elect) have an engagement and advocacy function with federal office holders on behalf of the CMA and will typically be registered federally as consultant lobbyists on behalf of the CMA. Other board members might choose to be registered on a specific basis. Any arrangements, including honoraria and reimbursement for expenses, for board members to perform activities on behalf of the CMA that are considered lobbying under the federal Lobbying Act will be coordinated by CMA staff and arranged in a separate undertaking. Please inform staff should you choose to engage in lobbying activities to ensure the appropriate documentation is completed.

Other Activities

CMA board members may also be involved in activities to amplify the CMA’s advocacy work, including:

- Engaging with provincial/territorial medical associations (PTMAs) or affiliates or other medical organizations
- Member/stakeholder engagement/outreach
- Social engagement (e.g., local speaking engagements, use of social media)
- Mentoring new directors

Orientation and training

- A corporate briefing book provides detailed information about CMA governance and policies and should be reviewed annually
- An orientation session for new directors is held in early fall
- A mentoring program is available to all new directors

Evaluation

The CMA board engages in a continuing process of performance evaluation. It does so to identify where it is performing well as a board and where it might improve. Each director is expected to adhere to the board’s Code of Conduct and Organizational Expectations. Any alleged breaches will be dealt with as outlined in the code or in the CMA’s policy on a respectful workplace.
Benefits

- Directors are able to network with colleagues from across Canada and learn from each other’s experiences.
- Directors are reimbursed for their travel and related expenses, and they receive an honorarium for time spent preparing for and attending CMA meetings.
- Professional development opportunities are held in conjunction with board meetings to allow directors to further develop their governance and leadership skills. Individual learning opportunities are also available.

*Last updated September 2021*