

## **Position: Director of the CMA Board**

**Function:** The Board of Directors shall have the executive authority of the Association and shall be responsible for the management of its affairs in accordance with the policies established by General Council. The specific duties and powers of the CMA Board are set out in Chapter 11 of the CMA Bylaws. The following describes the responsibilities and expectations of the Board.

### **Duties and Responsibilities:**

The Board is responsible for its stewardship of the CMA. Accepted guidelines for the best and appropriate practices by an organization recognize this to include:

#### **Use of strategic planning process**

- The Board is responsible for participation in developing and approving the vision, mission statement, goals, objectives and the strategy by which it proposes to reach those goals. The Board should ensure that the CMA achieves its mission in an ethical, effective, prudent, proactive and consistent manner.
- The Board is responsible for monitoring CMA's progress towards its goals and altering direction as circumstances dictate and for taking action if goals are not met or other circumstances arise to impede the meeting of goals.

#### **Identification of the major risks of the organization's business and implementation of suitable systems to manage risks**

- The Board is responsible for CMA's business and affairs and when discharging its responsibility must at all times act in the best interests of CMA.
- The Board has primary responsibility for risk management.
- The Board is responsible for monitoring its risk management policy and compliance with all important operating procedures and policies and for ensuring that the CMA operates at all times in accordance with all applicable laws and regulations and in accord with moral and ethical standards.
- The Board is responsible for ensuring that routine legal documents, requirements and records are properly prepared, approved and maintained.
- The Board is responsible for establishing good governance policies and processes.
- The Board is responsible for reviewing and updating annually the Operating Rules and Procedures that accompany the CMA Bylaws.

#### **Succession planning, including the monitoring, training and appointment of the Secretary General and Chief Executive Officer**

- The Board is responsible for the supervision, management and the assessment of the Secretary General's performance.
- The Board is also responsible for succession planning for the Secretary General based on

recommendations it may receive from the Staffing Committee.

### **Communications Policy**

- The Board is responsible for monitoring and applying both its internal and external communications policies.
- The Board should establish connections between the CMA and its members and should ensure that CMA's objectives and goals reflect members' expectations and values and determine the membership benefits to be produced by CMA.
- The Board should be proactive and understand its role vis-à-vis staff and committees. The Board is also responsible for defining and communicating the responsibilities, expectations and roles of working groups and committees.

### **Integrity of the management information systems and internal control of the organization**

- The Board is responsible for reviewing annually the CMA Operating Budget and the Audited Financial Statements.
- The Board should understand its role with respect to CMA's subsidiary corporations.

### **Outcomes**

The Board establishes a 3-year strategic plan and annual workplans. It is responsible for monitoring progress and reporting to General Council annually.

### **Standard of Conduct and Fiduciary Obligations**

When fulfilling the obligations of a director each action and decision must be taken with the degree of care, skill and diligence that a person with the individual director's knowledge and experience would use when taking an action or making a decision on their own behalf. In practice this would include:

- ensuring that officers and others are effectively managing CMA's affairs;
- ensuring that the director has sufficient information about CMA's affairs to make a well informed decision;
- making enquiries and raising questions;
- ensuring that resources are appropriately allocated;
- preparing for and attending meetings;
- keeping informed of activities, policies, affairs and business of CMA; and
- reading and understanding all reports and proposals presented to the Board.

In addition to the standard of care the director must use when acting or making decisions, the director also has other fiduciary obligations to the CMA. These require the director to:

- be loyal to the CMA;
- act honestly and in good faith;
- receive information about the CMA in confidence;
- make all decisions solely in CMA's best interest; and
- avoid conflicts of interest.

## **Fiduciary Obligations – CMA Subsidiaries**

The corporate group structure of CMA Holdings Inc. (CMAH) has been designed to place responsibility and accountability in the Board of Directors of each corporation within the group. The specific responsibilities of the CMA Board relate to CMA's ownership interest and the overall integrity of the group. Legal instruments such as the unanimous shareholders' agreement between the CMA as parent company and CMAH as the primary subsidiary establish the approvals required by the CMA Board for actions coming out of the subsidiaries' ordinary course of business. Each subsidiary company has its own Board of Directors which is responsible for the individual operations of their respective companies. Regular reporting by the CMAH President and CEO to the CMA Board on performance measures such as strategic objectives for the companies is a component of this mandate. As such, the directors of the CMA Board owe a fiduciary duty to the CMA that requires them to act in the best interests of the CMA.

## **Reporting**

Each Director will ordinarily communicate the outcome of Board business to the organization nominating the individual. However, Directors shall respect the confidentiality of the dynamics and details of Board discussion and any particular item of Board business designated as confidential. If a Director has doubt about the appropriate course of conduct in disclosing information, he/she should ask the Board Chair. This duty of confidentiality survives the Director's term of office.

## **Role and responsibilities of Board representatives on CMA core committees and fora**

Board representatives are full voting members of core committees and are expected to:

- facilitate communication, engagement and relationship-building between the Board and the committees and vice versa
- provide feedback to the advisory structure based on Board discussions and direction
- facilitate alignment of core committee/forum work/projects with CMA's strategic plan and assist in identifying deliverables
- report on their committee/forum's work, and provide feedback from the Board to the core committees
- provide clarity and understanding to core committees on their roles, responsibilities and expectations (as outlined in terms of reference/job descriptions)
- provide clarity and understanding about the role of Board representatives to core committees and fora

## **Board members as CMA ambassadors**

Board members are encouraged to undertake an expanded role in advocacy and outreach on behalf of CMA and its members. No honoraria will be paid for these activities; however, expenses will be considered. Activities will be coordinated through the CMA and may include:

- Advocacy on behalf of the association and members (e.g., meeting with MPs, participating in MD-MP Contact Program and lobby days) – please see Section 11 for important details about registration and monthly reporting.
- Provincial/territorial medical association (PTMA) engagement (e.g., regular meetings with respective PTMA)
- Member engagement/outreach (e.g., participating in CMA outreach activities)
- Stakeholder engagement (e.g., meeting with stakeholder organizations [health and non-health related])
- Social engagement (e.g., local speaking engagements, use of social media, attendance at media awards)

### **Qualifications and Requirements**

The following are the qualifications that any director needs to perform his or her job:

- integrity, common sense and good judgment;
- understanding of CMA, its vision and mission statements and business;
- strategic vision of where the corporation should go and how to get there in practical terms;
- understanding of accounting, financial, planning and strategic concepts;
- leadership, civic-mindedness and the ability to participate on a team;
- available time (the Board meets at least 5 times per year face-to-face and holds teleconferences as needed);
- keep up to date with issues and trends that affect the organization and the profession;
- ability to get involved on other committees and/or working groups;
- actively participate in meetings.

### **Term**

The term of office of the directors commences immediately following the Annual Meeting and shall be as follows:

- (a) Ex-officio directors shall hold office in accordance with their terms as officers of the Association.
- (b) Student directors and resident directors shall hold office for a term of 1 year.
- (c) Subject to divisional entitlement, divisional directors shall hold office for a term of 3 years. Student and resident directors may hold office for a maximum of 3 consecutive terms and divisional directors may hold office for a maximum of 2 consecutive terms. There is no limit on the number of terms of office of ex-officio directors.

### **Orientation and Training**

An online orientation session is available to all directors (<http://www.cma.ca/board-orientation> or <http://www.cma.ca/orientation-conseil-administratif>). This orientation provides an overview of the CMA and its governance structure as well as the roles and responsibilities of CMA directors. It also contains information about MD Physician Services. This is supplemented by a Board Primer. In addition, an introductory meeting for new directors is held at the time of General Council and a mentoring program is available to all new directors.

**Evaluation**

The CMA Board engages in a continuing process of self-assessment or evaluation of performance. It does so to identify where it is performing well as a board, and where it might improve. A questionnaire is circulated to all directors annually with the goal of improving how we work individually and collectively to ensure efficient and effective functioning. In addition, the Chair and all directors take part in individual director assessments. This entails that each director be asked to assess each of his/her colleagues and the Board Chair anonymously and to assess himself/herself for comparison purposes. Assessments are conducted mid-year, after the December Board meeting, to allow for mid-year corrections.

**Benefits**

Directors will have the opportunity to network with colleagues from across Canada and learn from each other's experiences. Directors are reimbursed for their travel and receive a per diem for hotel accommodation and food expenses. In addition, directors receive an honorarium for each day away from home to attend CMA meetings. In terms of professional development and talent management, the Board has several initiatives to allow directors to further develop their governance and leadership skills and to provide some funding to achieve this under the Board's continuous governance improvement program and its broader talent management strategy. Please refer to the Board primer for details.