# SECTION GOVERNANCE REVIEW

**Report and Recommendations to the Board of Directors from the Governance Committee**

April, 2018

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## OBJECTIVE

The objective of this governance review is to ensure DNS has a framework in place that supports the work of Sections, and encourages and provides opportunities for two-way communication between the Sections and the association.

## SUMMARY

After reviewing the framework currently in place for Sections, the challenges experienced by the Sections and the association, and input from the Section Chairs and other Provincial/Territorial Medical Associations (PTMAs) who have Sections, it is clear that some Sections place higher importance on the connection with Doctors Nova Scotia (DNS) than others, and we should accept that there will always be different levels of interest and engagement.  DNS wants to support those who want to be engaged, and accept that some may very rarely or never engage. In some cases requirements for approval and submitting reports can be a deterrent to engagement if it is seen as creating unnecessary work and limiting autonomy.

The Governance Committee is recommending that DNS focus on a governance framework that:

1. Provides opportunities for Sections to connect with DNS and the Board when/if they want to;
2. Facilitates connection/communication for individual Sections with its members; and
3. Allows the Sections to remain autonomous, but with a degree of accountability that isn't onerous.

Outlined here are several recommendations for changes to the current framework that support Sections as part of the DNS governance structure.

## BACKGROUND

In 2010 the association, with input from the Section chairs, developed governance procedures/ guidelines for the Sections.  At that time DNS was clearly having difficulty engaging the Sections and it was thought that providing a framework and establishing expectations – what DNS needed from the Sections & what the Sections needed from DNS - might help to strengthen the relationship and two-way communication.  The following framework was created:
- Procedures & guidelines (Appendix 1)
- Terms of reference template (Appendix 2)
- Section chair roles & responsibilities (Appendix 3)
- Section forum chair roles & responsibilities (Appendix 4)

Over the years, some Sections have used this framework and found it to be very helpful, but it seems many have not seen the value in it and choose to operate fairly independently from DNS. The desired outcome would have been increased member engagement - both the engagement of members within their Sections and engagement between the Sections and DNS - but we didn't see that to the degree we had hoped.

An assessment of what's considered to be working well and what isn't served as the starting point for the Governance Committee's review.

### WHAT'S WORKING WELL
- The two largest Sections – Primary Care Physicians Representative Council (the Council), formerly GP Council, and the Section of Senior and Retired Doctors (SSRD) are very active and often keep DNS apprised of major initiatives and seek support/input from staff when needed.

- The Council often works with the Policy and Health Issues Committee (PHIC) on health policy matters that impact primary care physicians, which is very beneficial for the Council and the association.

- Even though DNS isn't involved, we know there are active Sections doing valuable work to support their specialties.

## WHAT'S NOT WORKING WELL

- Currently, Sections are required to have a Board-approved terms of reference and to submit annual reports. About half have a terms of reference approved by the Board, and on average we get about five (20%) annual reports each year.

- Although DNS offers opportunities for connection with the association and the Board of Directors by hosting Section Forum meetings and providing regular opportunities for reports to the Board, we see very little uptake.

- We are invoicing for seven Sections, and actually collecting money for two of those. The initial arrangement was that we would invoice and in some cases, collect money, providing the Section provided its members with a financial statement each year. As far as we can tell, that's not happening in most cases.

- Many Section Chairs still find it challenging to communicate and connect with their own members. One obstacle might be Section Chairs not having email distribution lists (privacy issues prevent DNS from sharing member email addresses). DNS can send messages on behalf of the Section, but some may not be comfortable with that; we aren't sending out many emails. In some cases it's simply a lack of interest, and there likely isn't much that can be done to engage that cohort.

- The Fee Schedule Committee tries to, whenever possible, reach out to the Section Chairs to get input on fee requests, but the response rate has been low. As an example, in a recent attempt to get feedback on a fee that impacted all the surgical specialties, only one Section responded.

- The Section Forum Chair becomes a member of the DNS Board of Directors. This position was created to be a conduit for information flow between the Sections and the Board, but that hasn't been happening consistently over the years, likely because we haven't provided enough clarity around the role. On a couple of occasions in recent years we've seen the Section Forum Chair position used as an opportunity for individual Sections to represent their own interests at the Board.

- The Section Forum consists of 25 Sections, one Section representing primary care physicians (half the membership), and most of the remaining 24 Sections representing individual specialties (the other half of the membership). To some this feels like an imbalance if we think of it in terms of one individual representing the interests of half the membership.

The Board of Directors has tasked the Governance Committee with reviewing the current governance framework for DNS Sections and advising if there's anything that can be done to better support the Sections and encourage communication between the Sections and DNS.

## FEEDBACK FROM SECTION CHAIRS

In October ten (40%) Section Chairs completed an electronic survey designed to determine how many Sections are still active, collect dues and place importance on a connection with DNS and the Board of Directors. We reviewed the feedback from the survey with the six or so Chairs who attended the Section Forum meeting in November and received some additional input from that group. As well, we received feedback from the past Chair of the Primary Care Physicians Representative Council (GP Council) regarding that Section's role and relationship with DNS.

## SURVEY SUMMARY

- The majority of ten Sections are still active - meeting at least once a year;
- For those Sections who collect dues, 3 out of 4 say they provide a financial report to their members;
- The majority believe it's important to:
  - Have Section Forum meetings (80%);
  - Have a Section rep on the Board (70%);
  - Keep the Board apprised of the Section's work (90%); and
  - Be engaged with DNS (100%).
- Half (50%) say they communicate regularly with their Section members and with DNS.
- The majority (70%) feel that Sections should not operate independently from DNS (30% selected 'don't know').

When asked about the biggest challenge for their Sections, the themes were:

- Member engagement/low interest
- Remuneration
- Recruitment and retention

When asked if there's anything DNS can do to help overcome that challenge or better support the Section, the themes were:

- Provide better options for members to communicate within their Section and with other Sections
- Continue to stay connected
- Lobby government…negotiating and advocating for changes to the remuneration structure.

The Section Chairs who responded to our survey feel it's important to have Section Forum meetings and Section representation on the Board, as well as keeping the Board apprised of the Section's work and being engaged with DNS in general.  It might be safe to assume that those who responded are among the most engaged. We want to support those who want to be engaged, and accept that some may very rarely or never engage.

## SECTION FORUM MEETING

We reviewed this feedback at the November Section Forum meeting.  Those in attendance added the following:

- Section member engagement and interest is low; most don't respond to calls for meetings;
- Sections need a better way to communicate with their members; and
- The Section Chairs expressed an interest in getting information from the Board meetings.  The Section Forum Chair, Dr. Robyn MacQuarrie, offered to send a meeting summary to Section Chairs following each Board meeting.

## PRIMARY CARE PHYSICIANS REPRESENTATIVE COUNCIL

Dr. Alban Comeau, Past Chair of the Primary Care Physicians Representative Council (the Council), formerly the GP Council, provided some additional input for the Committee's information.  Dr. Comeau noted that the Council is the largest Section representing approximately half the membership.  A strong connection with DNS and the Board is important for the Council and DNS to ensure both are advocating together instead of being at cross purposes.  A Board/Council liaison is appointed by the

Board each year, but that role has not been clearly defined. The Section is very appreciative of the support provided by Kevin Chapman, who attends Council meetings to ensure the Council is connected to the policy and advocacy work of the association.

## FEEDBACK FROM OTHER PROVINCIAL & TERRITORIAL MEDICAL ASSOCIATIONS

In January of this year we asked the CEOs of the other Provincial & Territorial Medical Associations (PTMAs) to complete an electronic survey designed to determine their Section's level of engagement and accountability to the medical associations.

The feedback received was consistent with what we heard in our last survey in 2015:

- The level of engagement with Sections seems to correlate to the governance structure of the organization (the larger medical associations with representative forums/councils provide a more robust role for Sections, and as a result, higher engagement). We know that structure comes with different challenges, and it's not a structure DNS would have the resources to support.
- The majority offer some degree of support (administrative, communications, financial).
- About half have a reporting relationship with the Board or association (again, we suspect those numbers reflect the larger PTMAs with representative forums).
- Most Sections usually only engage during negotiations.

Some comments included:

- "There are no expectations on either part. We call upon them and they call upon us only when needed."
- "We would like to be more engaged, but not sure what that will take."
- "They are highly engaged during negotiations, but otherwise not so much."
- "The level of engagement depends on the Section."

There really isn't anything here that suggests we should make any major changes. It seems like the challenges we're experiencing are common. The majority of PTMAs accept that there are different levels of engagement, and there doesn't seem to be any clear advice on how to improve that.

## ENHANCING THE FRAMEWORK

The Governance Committee is recommending that DNS focus on a governance framework for Sections that:

1. Provides opportunities for Sections to connect with DNS and the Board when/if they want to;
2. Facilitates connection/communication for individual Sections with its members; and
3. Allows the Sections to remain autonomous, but with a degree of accountability that isn't onerous.

There doesn't seem to be a need for major change, but there may be room for improvement.

## CONNECTING WITH DNS & THE BOARD

Section Chairs who completed the survey believe engagement with DNS is important. Outlined here are some recommendations that should ensure there are opportunities for connection and more clearly define the Section Forum Chair's role in facilitating that connection.

A. **Section Forum (SF):**
   i. Will continue to meet at least twice a year (spring and fall).
   ii. Dates will be set at least 4 weeks in advance, and Section Chairs will be invited to submit agenda items.
   iii. Quorum for decisions has been attendance by a majority of Section Chairs (we now have 25 Sections), and we usually average 6-8 at the meetings. Based on the number who typically attend, a more realistic quorum would be representation from a minimum of six (6) Sections. Decisions are rarely required at the SF, but if needed, a decision can be carried with six Sections present and voting. The Chair will only vote in the event of a tie.

B. **Section Forum (SF) Chair:**
   i. Will continue to have a seat on the Board of Directors.
   ii. The role of the SF Chair will be clearly defined and will include responsibility for being a physician point of contact for Section Chairs (requesting reports for the Board, sharing key messages from the Board, responding to inquiries).
   iii. The term will increase from one year to two years. With only two SF meetings and six Board meetings per year, a two-year term seems more appropriate. The majority of SF Chairs usually volunteer to stay for two years.
   iv. To offer equal opportunity for specialists and primary care physicians, the SF Chair position will alternate terms (every two years) between a specialist and a representative from Primary Care Physician Representative Council (Primary Care Council). The Primary Care Council can have two representatives at Section Forum, the Chair and another member appointed by Council. Either representative can hold the position of SF Chair.

C. **Reports to the Board:**

   i. The Board will continue to have 'Section Reports' on the agenda;
   ii. The SF Chair will initiate contact with the Section Chairs prior to each Board meeting to ask if any Section wants to submit a report to the Board.
   iii. The SF Chair will recommend whether reports are provided for information only (consent agenda) or if discussion at the Board is required (regular agenda). If discussion at the Board is recommended, the SF Chair will work with the Secretary to the Board to determine placement on the regular agenda.
   iv. If discussion regarding a Section report takes place at the Board meeting, the SF Chair will provide a summary of that discussion for the respective Section Chair following the meeting. The SF Chair will connect the Section Chair with the appropriate DNS staff member if next steps are required.

D. **Key messages from the Board**

   Following each Board meeting, the SF Chair will send a summary of key messages directly to the Section Chairs. The SF Chair will be the key point of contact if there are questions or follow-up from the Section Chairs, with the assistance of DNS staff.

*(A SF terms of reference and SF Chair position description that reflect the recommendations in A-D has been drafted. Both documents will be reviewed by the Section Forum in October.)*

E. **Board/Primary Care Council Liaison Role**

Clearly define the Board/Council liaison role to ensure there is a stronger connection between the Council and the Board.

F. **Dedicated DNS Staff**

Although the SF Chair can act as a point of contact, Section Chairs should feel free to contact DNS staff directly any time. If unsure of the most appropriate person to speak with, the following staff members have been assigned the responsibility of assisting or directing Sections as needed:

**Charmaine Smith**, Director, Corporate Services
Charmaine.smith@doctorsns.com

**Sonia Abi-Ajab**, Executive Assistant to the President & CEO
Sonia.abiajab@doctorsns.com

G. **DNS will continue to reach out as needed**

In situations where Section input or involvement is needed or would be helpful, DNS staff will continue to contact the Chairs of active Sections for input. When preparing for negotiations DNS will provide opportunities for input/feedback via a Section survey and the Section Forum. Individual Sections are encouraged to provide input/feedback to DNS directly on any matter during and outside of negotiations.

## FACILITATING CONNECTION/COMMUNICATION WITHIN THE SECTIONS

Section Chairs have expressed the need for a more effective way to communicate with their Section members. Many don't have up-to-date email distribution lists, and DNS is unable to share member email addresses with the Sections without the members' permission (because of privacy obligations). DNS will distribute emails on a Section's behalf, but that may not be ideal for some. The following options may make it easier for Section members to communicate with each other:

A. DNS will be offering an online discussion forum for Sections via the new DNS website. A few Sections will be selected to pilot this tool in the coming year.

B. If Section Chairs want to create their own Section email distribution lists, DNS will contact members to ask for permission to share their email addresses with Section Chairs. DNS can only share that information with permission from the member.

## AUTONOMY & ACCOUNTABILITY

Sections are part of the DNS governance structure, yet they operate independently for the most part. Currently there is a requirement for Sections to have a Board-approved terms of reference and to submit annual reports, but many haven't been fulfilling those obligations.

Sections should have a terms of reference because it provides the structure needed to operate effectively and efficiently. Active Sections should keep their members updated on the work being

done on their behalf, and any Section collecting dues should provide an annual financial report to its members.  The Sections are accountable to their members, and their members can ensure these things are in place if they feel it's important; that accountability doesn't have to be to DNS.

The Governance Committee does, however, feel strongly that if DNS is invoicing for or collecting dues on a Section's behalf, an annual financial report must be provided to the Section members.  The association has no desire to be involved in the financial management of the Sections, but if the invoices are being sent from DNS, transparency and proper financial reporting is required.

The Governance Committee is making the following recommendations:

A.  New Sections must continue to be approved at the AGM and inactive Sections can only be officially disbanded at the AGM.

B.  Sections will no longer be required to have the Board approve its terms of reference.  Sections are encouraged to have a terms of reference, and if needed DNS can provide a template and assistance with developing a terms of reference, but it is no longer a requirement.

C.  Sections will no longer be required to submit an annual report to DNS.  Active Sections are encouraged to provide a report for their membership, and DNS will post it to the website if asked, but it will no longer be considered a requirement by DNS.

D.  Providing a financial report to Section members will be a requirement if DNS is invoicing for and/or collecting dues for a Section.  If a report isn't provided once a year, DNS will discontinue invoicing/collecting the following year by DNS.

## SUMMARY OF GOVERNANCE COMMITTEE RECOMMENDATIONS

Below is a summary of the recommendations that involve changing what we currently do:

1.  A quorum for decisions for SF meetings is representation from six Sections.
2.  The SF Chair role will be clearly defined and will include sharing information and being a key point of contact for Section Chairs.
3.  The term of the SF Chair will be two years instead of one year.
4.  The SF Chair position will alternate terms between a specialist and a Primary Care Council representative.
5.  The Primary Care Council, if they choose, will have two representatives on the Section Forum.
6.  Following each Board meeting, the SF Chair will send a summary of key messages directly to the Section Chairs.
7.  There will be a clearly defined role description for the Board/Primary Care Council liaison.
8.  DNS will pilot an online discussion forum for Sections via the new DNS website.
9.  If requested, DNS will help Sections build their own email distribution lists by contacting members to ask for permission to share email addresses with the Section.
10. Sections will no longer be required to have the Board approve their terms of reference.
11. Sections will no longer be required to submit an annual report to DNS.
12. Providing a financial report to Section members will be a requirement if DNS is invoicing for and/or collecting dues for a Section.

## DOCUMENTS TO BE UPDATED OR DEVELOPED

If the recommendations outlined here are accepted by the Board, the following documents will be updated or developed:

| Updated | Developed |
|---|---|
| DNS By-laws ✓ | Section Forum Terms of Reference ✓ |
| DNS Rules & Regulations ✓ | Board/Primary Care Council Liaison Role Description |
| Section Forum Chair – Role Description ✓ | (pending feedback from PC Council) |

## CONCLUSION

The Governance Committee's recommendations focus on DNS supporting the Sections when they need support and providing opportunities for effective communication between Sections and their members, and Sections and DNS. Some Sections will take advantage of those opportunities and see great value in the support DNS can offer, and others may not.

The recommendation to remove some of the reporting requirements provides greater autonomy for the Sections. The reporting is important and should still take place, but that accountability is to a Section's members rather than to DNS.

It's also important to appreciate that some Sections aren't engaging because they are unable or struggling to remain active and relevant with their own members. This can happen for different reasons, such as lack of interest, competing priorities or not having an effective way to communicate. If communicating is the issue, the recommendations related to facilitating connection/communication may make a difference for some.