

MEETING AGENDA

171st Annual General Meeting



Location: Sydney



Date: June 7, 2025



Time: 8:30 am

1. **Call to order** – *Dr. Heather Johnson, Chair, Board of Directors*
 - 1.1 Opening of Annual General Meeting
 - 1.2 [Meeting guidelines](#)
 - 1.3 Approval of agenda
2. [Proceedings from June 8, 2024 Annual General Meeting](#)
3. **Moment of silence in memory of deceased members**
4. [Approval of annual report](#)
5. **Canadian Medical Association address**
6. **Audit Committee report** – *Dr. Leisha Hawker, Chair, Audit Committee*
 - Review [2023-24 Audited Financial Statements](#)
7. **Nominating Committee report** – *Dr. Gehad Gobran, Chair, Nominating Committee*
 - 7.1 [President-elect](#)
 - 7.2 [2025-26 Board of Directors](#)
8. [By-laws revisions](#)
9. **Approval of new Sections**
 - 9.1 [Section of Occupational Medicine](#)
 - 9.2 [Section of Bariatric Physicians](#)
10. [Non-Resident member dues decrease](#)
11. [Member motion](#) – Formally recognizing family medicine as a specialty
See [rules of order](#) for member motions
12. **Other business**
13. **Announcements**
14. **Adjournment**

The Members' Forum will take place after the morning refreshment break.

See [Member Forum Guidelines](#)



Feel confident with preferred rates on **Home and Car Insurance.**

Members could save more when
you bundle your Car with Home,
Condo and Tenant's Insurance.



**Get a quote and see how much
you could save!**

**Go to tdinsurance.com/doctorsns
Or call 1-844-257-2365**



The TD Insurance Meloche Monnex program is underwritten by Security National INSURANCE COMPANY. It is distributed by Meloche Monnex Insurance and Financial Service, Inc. in Quebec, by Meloche Monnex Financial Services Inc. in Ontario and by TD Insurance Direct Agency Inc. in the rest of Canada. Our address: 50 Place Crémazie, 12th Floor, Montréal, Québec H2P 1B6. Due to provincial legislation, this Car and Recreational Insurance program is not offered in British Columbia, Manitoba or Saskatchewan. All trade-marks are property of their respective owners. * The TD logo and other TD trade-marks are the property of The Toronto-Dominion Bank.

Agenda Item# 1.2



Annual General Meeting June 7, 2025

Meeting Guidelines

This Annual General Meeting will be a hybrid meeting accommodating in-person and remote attendance. Every effort has been made to ensure a smooth process; however, sometimes technology can be unpredictable, so we ask for your patience if there are issues.

For delegates attending in person:

Addressing the assembly:

- If you wish to speak, please proceed to a microphone and speak when the Chair recognizes you.
- Please identify yourself by name before addressing the meeting (members are required to wear their identification badge while in attendance at the meeting).
- Please cooperate fully in the efficient use of time in the conduct of business.

For delegates attending virtually:

- Participants must register for the meeting and use their own unique join URL. Join URLs are linked to the person who registered so they should not be forwarded to other participants.
- Participants should join the meeting from their own device to vote. If multiple participants are together, only the registered, named participant can vote.
- To participate in the AGM you must be online by 8:30 a.m. Those who attempt join later may not be admitted to the meeting.
- All participants must join the meeting via computer, tablet, or smartphone device to see the slides and use the chat features.
 - To hear the audio, participants must connect via device audio. There is no option to dial in from a telephone as all participants must be identifiable for voting purposes.
 - If connecting via the computer, a USB headset is strongly recommended.

Addressing the assembly

- All participants will be automatically muted by the administrator to prevent background noise from interfering with the audio.
- The number of people online will determine if participants join the discussion by voice or by typing questions/comments to the moderator via the chat function.
- If you have a question or would like to join the discussion, indicate via the chat feature on your screen.
 - If participating by voice is an option, the administrator will turn off the mute function and ask the participant to proceed with the question or comment.

- If participating by voice is not an option, the participant will type the question/comment and the moderator will state the member's name and read the question/comment.

Important: Please find a quiet place during this time. If there is background noise you may not be heard.

- The Chair will be checking with the staff administering the webinar frequently to ensure you have an opportunity to participate. If, however, at any time you find the meeting is moving too quickly for adequate online participation, please indicate and every effort will be made to accommodate.

Voting

You will require a smartphone for voting.

Voting will be conducted using **Slido**, an interactive polling platform. There are two ways to participate in the voting process:

1. Scan the QR code displayed on the presentation screen during each vote; or
2. Access Slido by downloading the mobile app or visiting www.slido.com, then enter the unique event code that will be provided prior to each vote during the meeting.

Note for In-Person Attendees:

If the QR code can't be scanned from your seat, we recommend using the Slido app or website to ensure a smooth voting experience.

Detailed instructions are provided [here](#) and will also be provided at the meeting.

Meeting Evaluation

Following the meeting, you will receive an evaluation by e-mail. Please take some time to complete it. Having feedback will be very important for determining the success of the on-line platform and providing valuable information for making improvements for future meetings.

Motions & Members' Forum

As a reminder, there are no motions from the floor. All motions for the AGM must be submitted in advance according to the *Guidelines for Preparing Motions for the Annual General Meeting*. A 'call for motions' went out to the membership in January.

Anyone wanting to raise something for discussion can do so at the Member's Forum that immediately follows the changeover of office (following the morning nutrition break). Instead of having motions from the floor, this session provides an open and informal forum for members to dialogue with the DNS Board Executive and senior staff on any key activities and/or issues that are of interest and relevant to them. Formal motions are not required. A summary of the discussions will be reviewed by the Board of Directors following the AGM. The Board will determine at that time if further consideration or action is required on any matters discussed (see attached [Guidelines for Members' Forum](#)).

Financial Statements of

DOCTORS NOVA SCOTIA

And Independent Auditor's Report thereon

Year ended August 31, 2024



KPMG LLP

Purdy's Wharf Tower One
1959 Upper Water Street, Suite 1500
Halifax, NS B3J 3N2
Canada
Telephone (902) 492 6000
Fax (902) 492 1307

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Doctors Nova Scotia

Opinion

We have audited the financial statements of Doctors Nova Scotia (the Entity), which comprise:

- the statement of financial position as at August 31, 2024
- the statement of revenues and expenditures for the year then ended
- the statement of changes in net assets for the year then ended
- the statement of cash flows for the year then ended
- and notes to the financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Entity as at August 31, 2024, and its results of operations and its cash flows for the year then ended in accordance with Canadian Accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditor's Responsibilities for the Audit of the Financial Statements***" section of our auditors' report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.



Page 3

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

A handwritten signature in black ink that reads 'KPMG LLP'. The signature is written in a cursive, stylized font. Below the signature is a long, horizontal, slightly wavy line.

Chartered Professional Accountants
Halifax, Canada
December 6, 2024

DOCTORS NOVA SCOTIA

Statement of Financial Position

August 31, 2024, with comparative information for 2023

| | 2024 | 2023 |
|--|---------------|---------------|
| Assets | | |
| Current assets: | | |
| Accounts receivable (note 2) | \$ 1,283,939 | \$ 5,943,154 |
| Prepaid expenses | 78,829 | 208,477 |
| | 1,362,768 | 6,151,631 |
| Investments (note 3) | 8,715,549 | 7,531,283 |
| Property and equipment, net of accumulated amortization (note 5) | 1,399,940 | 1,619,186 |
| | \$ 11,478,257 | \$ 15,302,100 |

Liabilities and Net Assets

| | | |
|--|---------------|---------------|
| Current liabilities: | | |
| Bank indebtedness (note 6) | \$ 309,438 | \$ 537,746 |
| Accounts payable and accrued liabilities | 1,517,895 | 1,804,940 |
| Deferred revenue - Physician Leadership Development Program | 68,000 | - |
| Deferred revenue - membership dues | 268,169 | 268,418 |
| Deferred revenue - health insurance premiums | 1,587,992 | 1,651,903 |
| | 3,751,494 | 4,263,007 |
| Deferred contributions - expenses of future periods (note 7) | 276,937 | 4,696,641 |
| Net assets: | | |
| Internally restricted: | | |
| Property and equipment fund (note 8) | 1,399,940 | 1,619,186 |
| Doctors Nova Scotia Benefits Trust Fund | 500,000 | 500,000 |
| Future commitments (note 9) | 169,613 | 237,957 |
| Unrestricted operating | 5,350,109 | 3,960,334 |
| Restricted funds (note 10) | 30,164 | 24,975 |
| | 7,449,826 | 6,342,452 |
| Employee future benefits (note 13) | | |
| Commitments (note 14) | | |
| | \$ 11,478,257 | \$ 15,302,100 |

See accompanying notes to financial statements.

On behalf of the Board:

Director

Director

DOCTORS NOVA SCOTIA

Statement of Revenues and Expenditures

Year ended August 31, 2024, with comparative information for 2023

| | 2024 | 2023 |
|---|---------------|--------------|
| Revenues: | | |
| Provincial funding | \$ 11,033,824 | \$ 8,892,243 |
| Membership dues | 5,590,076 | 5,508,589 |
| Registration fees | 7,000 | 92,000 |
| Advertising revenue | 96,183 | 88,653 |
| Annual meeting, publication and sponsorship | 110,752 | 87,850 |
| Miscellaneous revenue | 5,125 | 1,288 |
| CMA program funding | 250,249 | 326,693 |
| | 17,093,209 | 14,997,316 |
| Expenditures: | | |
| Health and dental, net (note 11) | 6,450,155 | 5,786,938 |
| Salaries and benefits | 4,649,153 | 4,641,804 |
| Physician and student expenses | 2,859,943 | 1,637,498 |
| Professional fees | 831,120 | 907,800 |
| Honoraria fees | 421,123 | 605,114 |
| Computer expenses | 460,904 | 458,696 |
| Donations and sponsorship | 118,428 | 94,443 |
| Building expenses | 191,620 | 201,564 |
| Bank charges and interest | 130,213 | 115,206 |
| Office expenses | 133,152 | 171,924 |
| Travel, meals and meetings | 289,448 | 264,078 |
| Magazine costs | 66,694 | 67,910 |
| Advertising and promotions | 95,353 | 155,220 |
| Annual general meeting | 40,097 | 40,145 |
| Dues, fees and subscriptions | 36,895 | 40,004 |
| Insurance | 28,688 | 24,789 |
| | 16,802,986 | 15,213,133 |
| Excess (deficiency) of revenues over expenditures before the undernoted | 290,223 | (215,817) |
| Amortization | (331,238) | (297,729) |
| Investment income, net (note 4) | 1,148,389 | 646,123 |
| | 817,151 | 348,394 |
| Excess of revenues over expenditures | \$ 1,107,374 | \$ 132,577 |

See accompanying notes to financial statements.

DOCTORS NOVA SCOTIA

Statement of Changes in Net Assets

Year ended August 31, 2024, with comparative information for 2023

| | Internally Restricted | | | | Restricted Funds | 2024 Total | 2023 Total |
|---|------------------------|--------------------|-----------------------------|-------------------------|------------------|--------------|--------------|
| | Unrestricted Operating | Future Commitments | Property and Equipment Fund | DNS Benefits Trust Fund | | | |
| | Note 8(b) | | | | | | |
| Balance, beginning of year | \$ 3,960,334 | \$ 237,957 | \$ 1,619,186 | \$ 500,000 | \$ 24,975 | \$ 6,342,452 | \$ 6,209,875 |
| Excess (deficiency) of revenues over expenditures | 1,501,767 | (68,344) | (331,238) | - | 5,189 | 1,107,374 | 132,577 |
| Investment in property and equipment | (111,992) | - | 111,992 | - | - | - | - |
| Balance, end of year | \$ 5,350,109 | \$ 169,613 | \$ 1,399,940 | \$ 500,000 | \$ 30,164 | \$ 7,449,826 | \$ 6,342,452 |

See accompanying notes to financial statements.

DOCTORS NOVA SCOTIA

Statement of Cash Flows

Year ended August 31, 2024, with comparative information for 2023

| | 2024 | 2023 |
|---|--------------|--------------|
| Cash provided by (used in): | | |
| Operations: | | |
| Excess of revenues over expenditures | \$ 1,107,374 | \$ 132,577 |
| Items not involving cash: | | |
| Amortization | 331,238 | 297,729 |
| Change in market value of investments (note 4) | (834,718) | (183,202) |
| Gain on sale of investments (note 4) | - | (369,156) |
| Change in deferred contributions - expenses of future periods | (4,419,704) | (737) |
| Changes in non-cash operating working capital (note 12) | 4,505,658 | 214,261 |
| | 689,848 | 91,472 |
| Financing and investing: | | |
| Net (increase) decrease in investments | (349,548) | 281,768 |
| Property and equipment additions (note 8) | (111,992) | (332,581) |
| | (461,540) | (50,813) |
| Decrease in bank indebtedness | 228,308 | 40,659 |
| Bank indebtedness, beginning of year | (537,746) | (578,405) |
| Bank indebtedness, end of year | \$ (309,438) | \$ (537,746) |

See accompanying notes to financial statements.

DOCTORS NOVA SCOTIA

Notes to Financial Statements

Year ended August 31, 2024

The Medical Society of Nova Scotia is incorporated under the Nova Scotia Companies Act and operates under the name Doctors Nova Scotia (the "Association"). Its stated mission is to maintain the integrity and honour of the medical profession, to represent all members equitably, and to promote high quality health care and disease prevention in Nova Scotia. The Association is a not-for-profit organization and, as such, is exempt from income taxes, provided certain requirements of the Income Tax Act are met.

1. Significant accounting policies:

The financial statements have been prepared by management in accordance with Canadian Accounting Standards for not-for-profit organizations in Part III of the CPA Canada Handbook and include the following significant accounting policies:

(a) Fund accounting:

The Association follows the deferral method of accounting.

The unrestricted operating net assets accounts for the administrative and committee costs and is financed by membership fees, investment and other general income. The Association manages two main functions through the unrestricted operating net assets being the general operations of the Association and recruitment and retention initiatives.

The Property and Equipment Fund reports capital assets of the Association, including land, building, furniture and equipment.

The Doctors Nova Scotia Benefits Trust Fund is a fund established by the Association's Board of Directors to hold, in Trust, the sum of \$500,000 to enable the Association to meet the obligations of winding-up the member insurance plan should that become necessary in the future. This fund is managed by the senior leadership team.

The Restricted Funds are comprised of the Memorial and Cogswell Library Funds. The Cogswell Library Fund has been established to help support the Dalhousie Kellogg Library. The Memorial Fund of Nova Scotia Physicians has been established for educational purposes for the benefit of medical students.

DOCTORS NOVA SCOTIA

Notes to Financial Statements

Year ended August 31, 2024

1. Significant accounting policies (continued):

(b) Revenue recognition:

Restricted contributions to the Memorial Fund and the Cogswell Library Fund are recognized as revenue of the respective fund in the current period. Restricted contributions related to expenses of future periods are deferred and recognized as revenue in the period in which the related expenses are incurred. Unrestricted contributions are recognized as revenue in the year received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

(c) Investments:

Investments are classified as available for sale and stated at fair value. In determining fair values, adjustments have not been made for transaction costs as they are not considered to be significant.

The fair value of investments are determined as follows:

Fixed income securities and equities are valued at year-end quoted market prices where available. Where quoted prices are not available, estimated fair values are calculated using comparable securities.

Short-term notes, treasury bills and term deposits maturing within a year are stated at cost, which together with accrued interest income approximates fair value given the short-term nature of these investments.

Pooled funds are valued based on reported unit values derived from quoted market values in an actively traded market.

Investment income includes dividends and interest income and realized and unrealized investment gains and losses. Unrealized gains and losses on held for trading financial assets are included in investment income and recognized as revenue in the statement of revenue and expenditures.

DOCTORS NOVA SCOTIA

Notes to Financial Statements

Year ended August 31, 2024

1. Significant accounting policies (continued):

(d) Property and equipment:

Property and equipment are stated at cost, less accumulated amortization. Amortization is based on the estimated useful lives of the assets and is calculated on a straight-line basis at the following rates:

| Asset | Rate |
|------------------------|----------|
| Building | 40 years |
| Furniture and fixtures | 10 years |
| Computer software | 2 years |
| Computer hardware | 4 years |

(e) Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Significant items subject to such estimates and assumptions include the carrying amount of the general deferred contribution balance, which is subject to a review between the Association and the Department of Health and Wellness as more fully described in note 7. Actual results could differ from those estimates.

2. Accounts receivable:

| | 2024 | 2023 |
|--|--------------|--------------|
| Department of Health and Wellness - current year | \$ 1,160,629 | \$ 1,263,251 |
| Department of Health and Wellness - prior years (note 7) | - | 4,418,929 |
| Other | 123,310 | 260,974 |
| | \$ 1,283,939 | \$ 5,943,154 |

DOCTORS NOVA SCOTIA

Notes to Financial Statements

Year ended August 31, 2024

3. Investments:

| | 2024 | 2023 |
|-------------------------------|---------------------|---------------------|
| Canadian balanced funds | \$ 1,842,402 | \$ 1,561,105 |
| Canadian commercial mortgages | 801,877 | 736,649 |
| Canadian money market funds | 450,890 | 429,285 |
| Canadian pooled bonds funds | 1,240,311 | 1,149,692 |
| Canadian equities | 1,760,265 | 1,480,887 |
| US and Global equities | 2,619,804 | 2,173,665 |
| | \$ 8,715,549 | \$ 7,531,283 |

4. Investment income, net:

| | 2024 | 2023 |
|---|---------------------|-------------------|
| Interest income | \$ 64,395 | \$ 104,553 |
| Change in market value of investments | 834,718 | 183,202 |
| Realized gain (loss) on sale of investments | (294) | 369,156 |
| Loss on foreign exchange | - | (12,277) |
| Dividend income | 285,727 | 63,713 |
| Investment management fees | (36,157) | (62,224) |
| | \$ 1,148,389 | \$ 646,123 |

5. Property and equipment:

| | | | | 2024 | 2023 |
|--------------------------------|--------------|-----------------------------|----|-------------------|-------------------|
| | Cost | Accumulated amortization | | Net book value | Net book value |
| Land | \$ 183,308 | \$ - | \$ | 183,308 | \$ 183,308 |
| Building | 3,167,087 | 2,229,232 | | 937,855 | 1,032,911 |
| Furniture and fixtures | 779,109 | 636,383 | | 142,726 | 163,887 |
| Computer hardware and software | 2,049,405 | 1,913,354 | | 136,051 | 239,080 |
| | \$ 6,178,909 | \$ 4,778,969 | \$ | 1,399,940 | \$ 1,619,186 |

DOCTORS NOVA SCOTIA

Notes to Financial Statements

Year ended August 31, 2024

6. Bank overdraft:

The Association has a revolving demand credit facility available in the amount of \$1,500,000. The facility is unsecured and bears interest at bank prime plus 0.25%.

7. Deferred contributions - expenses of future periods:

During the year, the Association settled the matter with the Department of Health and Wellness of the Province of Nova Scotia under the previous master Agreement. This resulted in a reduction of accounts receivable and deferred contributions of \$4,418,929. The settlement resulted in no impact to the statements of revenues or expenditures or net assets.

Deferred contributions related to the business of medicine in the amount of \$276,937 (2023 - \$277,712) are deferred until future expenditures per the contribution agreement are incurred.

8. Property and equipment fund:

(a) The property and equipment fund balance is calculated as follows:

| | 2024 | 2023 |
|------------------------|--------------|--------------|
| Property and equipment | \$ 1,399,940 | \$ 1,619,186 |
| | \$ 1,399,940 | \$ 1,619,186 |

(b) The change in the property and equipment fund balance is calculated as follows:

| | 2024 | 2023 |
|--|--------------|--------------|
| Excess of revenue over expenditures: | | |
| Amortization | \$ (331,238) | \$ (297,729) |
| | \$ (331,238) | \$ (297,729) |
| Change in property and equipment fund balance: | | |
| Property and equipment additions | \$ 111,992 | \$ 332,581 |
| | \$ 111,992 | \$ 332,581 |

DOCTORS NOVA SCOTIA

Notes to Financial Statements

Year ended August 31, 2024

9. Internally restricted - future commitments:

The future commitment fund relates to internal restrictions imposed by the Board of Directors to ensure sufficient funds are available for future expenditures that have significant cost or are not in the normal course of operations. These future costs include investments in future negotiation costs and unfunded liabilities of the CMA Pension Plan.

Future commitments:

| | Future Negotiation Cost Plan | CMA Pension | Litigation file | DNS ERP System | Other | 2024 Total | 2023 Total |
|----------------------------|------------------------------------|----------------|--------------------|-------------------|-----------|---------------|---------------|
| Beginning balance | \$ 192,212 | \$ 3,341 | \$ 2,278 | \$ - | \$ 40,126 | \$ 237,957 | \$ 892,802 |
| Transfers | (25,000) | 67,404 | (2,278) | - | (40,126) | - | - |
| Less: Expen- ditures | (659) | (67,685) | - | - | - | (68,344) | (654,845) |
| Ending balance | \$ 166,553 | \$ 3,060 | \$ - | \$ - | \$ - | \$ 169,613 | \$ 237,957 |

10. Restricted funds:

Restricted funds are comprised of the following:

| | 2024 | 2023 |
|------------------------|-----------|-----------|
| Memorial Fund | \$ 16,357 | \$ 12,584 |
| Cogswell Library Fund | 13,807 | 12,391 |
| Total restricted funds | \$ 30,164 | \$ 24,975 |

During the year an investment gain of \$3,473 (2023 - investment gain of \$2,148) was incurred by the Memorial Fund and donations of \$1,000 (2023 - \$1,000) were made by the fund.

During the year an investment gain of \$1,715 (2023 - investment gain of \$804) was incurred by the Cogswell Library Fund and donations of \$300 (2023 - \$300) were made by the fund.

DOCTORS NOVA SCOTIA

Notes to Financial Statements

Year ended August 31, 2024

11. Health and dental insurance, net:

Doctors Nova Scotia provides health and dental insurance to members as a member benefit. Members contribute 35% to fund the cost of the Health Insurance plan with the remaining 65% funded by the Department of Health and Wellness.

| | 2024 | 2023 |
|---|----------------|----------------|
| Total health insurance premium expense | \$ (9,923,315) | \$ (8,902,981) |
| Health insurance premiums paid by members | 3,473,160 | 3,116,043 |
| Health and dental, net | \$ (6,450,155) | \$ (5,786,938) |

12. Supplemental cash flow information:

| Changes in non-cash operating working capital | 2024 | 2024 |
|---|--------------|------------|
| Accounts receivable | \$ 4,659,215 | \$ (5,293) |
| Prepaid expenses | 129,648 | (143,626) |
| Accounts payable and accrued liabilities | (287,045) | 654,434 |
| Deferred revenue - membership dues | (249) | 23,307 |
| Deferred revenue - Physician Leadership Development Program | 68,000 | (66,000) |
| Deferred revenue - health insurance premiums | (63,911) | (248,561) |
| | \$ 4,505,658 | \$ 214,261 |

13. Employee future benefits:

The Association contributes 14% for September - December 2023 and 11.9% for January - August 2024 (2023 - 14.0% for September - December 2022 and 10.6% for January - August 2023) on behalf of its staff, to a multi-employer defined benefit ("DB") pension plan administered by the Canadian Medical Association ("CMA"). Participation in the plan was mandatory for all full-time employees of the Association up to February 1, 2018 at which point the DB plan was closed to new employees. During the year, the Association was required to make additional monthly payments of \$4,920/month. These payments are required until a new pension valuation is completed no later than July 1, 2025.

DOCTORS NOVA SCOTIA

Notes to Financial Statements

Year ended August 31, 2024

13. Employee future benefits (continued):

Employee future benefit costs recognized in the year, being the employer contributions to the plan, equalled \$267,216 (2023 - \$273,704).

An actuarial valuation of the CMA's defined benefit pension plan is required every three years at a minimum. The latest actuarial valuation was performed as at July 1, 2022 and the next required valuation will be required on or before July 1, 2025. The DB pension plan has a going concern deficiency of \$2,258,200 and a solvency deficiency of \$1,296,300 based on the July 1, 2022 valuation of which the Association has been allocated \$474,200 and \$265,700, respectively, for funding purposes.

14. Commitments:

The Association has a sponsorship commitment to the Scotiabank Blue Nose Marathon in the amount of \$40,000 from 2024 to 2025.

In September 2017, the Association agreed to continue its \$8,500 annual sponsorship of the Medical History Society with no set end date at this time.

15. Financial instruments and risk management:

Risk management relates to the understanding and active management of risks associated with all areas of the business and the associated operating environment. Investments are primarily exposed to interest rate volatility, market, credit and liquidity risk. The Association has set formal investment policies and procedures to establish an asset mix among equity and fixed income investments, requires diversification of investments within categories, and a set limit on the size of exposure to individual investments and counterparties.

(a) Interest rate risk:

Interest rate risk is the risk that the market value of the Association's investments will fluctuate due to changes in market interest rates. The value of the Association's assets is affected by short-term changes in nominal interest rates. To mitigate this risk, the Association invests its portfolio primarily in fixed income and income producing instruments including cash, money market securities, longer dated debt securities and high yielding equities, with a modest exposure to capital gain oriented instruments.

DOCTORS NOVA SCOTIA

Notes to Financial Statements

Year ended August 31, 2024

15. Financial instruments and risk management (continued):

(b) Market risk:

Market risk is the risk that the value of an investment will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual financial instrument, its issuer or factors affecting all similar financial instruments traded in the market. As all of the Association's investments are carried at fair value with fair value changes recognized in the statement of revenue and expenditures, all changes in market conditions will directly result in an increase (decrease) in excess (deficiency) of revenue over expenditures. The Association's policy to invest in a portfolio based on criteria established in the Association's Investment Policies mitigates the impact of market risk.

(c) Credit risk:

Credit risk is the risk that an issuer or counterparty will be unable or unwilling to meet a commitment that it has entered into with the Association. Financial instruments which potentially subject the Association to credit risk consist primarily of cash, accounts receivable and investments. The Association limits the amount of credit exposure with its cash balances by only maintaining cash with major Canadian financial institutions. Debtor may not pay amounts owing, thus resulting in a loss. The Association's investments must adhere to specific limitations as outlined in the Association's Investment Policies. Credit exposure is minimized by dealing only with credit worthy counterparties. The Association does not have a significant exposure to any individual counterparty.

(d) Liquidity risk:

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. Liquidity requirements are managed through the receipt of funds for services provided, income generated from investments, use of available borrowings and the receipt of external funding. The sources of funds are used to pay operating expenses. In the normal course of business the Association enters into contracts that give rise to commitments for future payments which may also impact the Association's liquidity.

DOCTORS NOVA SCOTIA

Operating Fund

Year ended August 31, 2024, with comparative information for 2023

| | 2024 | 2023 |
|--|--------------|--------------|
| Revenues: | | |
| Membership | \$ 5,590,076 | \$ 5,508,589 |
| Registration | 2,700 | - |
| Miscellaneous revenue | 3,825 | 1,288 |
| Sponsorship | 110,752 | 87,850 |
| Advertising | 96,183 | 88,653 |
| CMA program funding | 250,249 | 326,693 |
| | 6,053,785 | 6,013,073 |
| Expenses: | | |
| Salaries and benefits | 3,492,847 | 3,636,783 |
| Professional fees | 285,371 | 297,678 |
| Honoraria fees | 364,801 | 358,370 |
| Computer expenses | 460,904 | 397,439 |
| Building expenses | 191,620 | 201,564 |
| Bank charges and interest | 130,213 | 115,206 |
| Office expenses | 132,709 | 143,343 |
| Donations and sponsorship | 108,878 | 93,143 |
| Physician and student expenses | - | 1,200 |
| Magazine costs | 66,694 | 67,910 |
| Advertising and promotions | 95,353 | 130,145 |
| Annual general meeting | 40,097 | 40,145 |
| Travel, meals and meetings | 260,150 | 212,181 |
| Dues, fees and subscriptions | 36,895 | 40,004 |
| Insurance | 28,688 | 24,789 |
| | 5,695,220 | 5,759,900 |
| | 358,565 | 253,173 |
| Net investment income | 1,143,201 | 643,171 |
| Excess of revenues over expenditures before amortization | 1,501,766 | 896,344 |
| Amortization | (331,238) | (297,729) |
| Excess of revenues over expenditures | \$ 1,170,528 | \$ 598,615 |

DOCTORS NOVA SCOTIA

Recruitment and Retention Fund - General

Year ended August 31, 2024, with comparative information for 2023

| | 2024 | 2023 |
|--------------------------------------|---------------|--------------|
| Revenues: | | |
| Provincial funding | \$ 11,033,824 | \$ 8,892,243 |
| Registration fees | 4,300 | 92,000 |
| | 11,038,124 | 8,984,243 |
| Expenses: | | |
| Health and dental | 6,450,155 | 5,786,938 |
| Physician and student expenses | 2,859,944 | 1,636,298 |
| Salaries and benefits | 1,088,621 | 937,335 |
| Professional fees | 545,749 | 573,287 |
| Donations and sponsorship | 8,250 | - |
| Travel, meals and meetings | 28,640 | 36,679 |
| Honoraria fees | 56,321 | 10,687 |
| Advertising and promotions | - | 108 |
| Office expenses | 444 | 2,911 |
| | 11,038,124 | 8,984,243 |
| Excess of revenues over expenditures | \$ - | \$ - |



Let's go further. Together.

Nearly half of physicians in Canada already trust MD Financial Management and Scotiabank Healthcare+ to help them achieve financial well-being.¹ As a physician, your financial journey is unique – and the support you get should be too. Whether you just transitioned to practice or you're a couple years in and have questions about the future of your career, we can provide advice and solutions to support you.



Scan to learn more about how we help physicians go further.

© Registered trademark of The Bank of Nova Scotia. MD Financial Management provides financial products and services, the MD Family of Funds and investment counselling services through the MD Group of Companies and Scotia Wealth Insurance Services Inc. For a detailed list of the MD Group of Companies visit md.ca and visit scotiawealthmanagement.com for more information on Scotia Wealth Insurance Services Inc. Banking and credit products and services are offered by The Bank of Nova Scotia ("Scotiabank"). Credit and lending products are subject to credit approval by Scotiabank. All offers, rates, fees, features, reward programs and benefits and related terms and conditions are subject to change.

¹Based on Scotiabank and MD Financial Management physician market share as of February 2022.



Scotiabank.
Healthcare+

Agenda Item# 7.1

2025 AGM – Board Motion

President-Elect

Any member who meets the criteria can be nominated for President-elect. The Nominating Committee reviews the nominations and recommends a preferred candidate to the Board of Directors for endorsement, and that person's name is brought to the AGM for approval.

This year the Nominating Committee is recommending **Dr. Amanda MacDonald Green**, a Family Physician in Windsor, as President-Elect for 2025-26. The Committee determined that Dr. MacDonald Green meets the criteria outlined in the *Process for Nominating the President-Elect*.

Dr. MacDonald Green served two consecutive terms on the Doctors Nova Scotia (DNS) Board (final term ended in June 2024) and during that time, she participated in the CEO Evaluation Committee and served as the Board representative on the Policy and Health Issues Committee. She is also an active member of the Section of Physician Leaders.

Dr. MacDonald Green has completed several formal leadership programs, including various programs through the CMA Physician Leadership Institute. She is co-owner/operator of the Windsor Collaborative Practice and former Primary Care Network Lead for West Hants. She has been actively engaged in recruitment and retention in the area and continues to advocate for a sexual and reproductive health clinic.

She currently serves in the following roles:

- Board member of the DNS Healthy Tomorrow Foundation.
- Physician Advisor for the Office of Regulatory Affairs and System Effectiveness Administrative Burden Work.
- Clinic Co-lead with Nova Scotia Health, Windsor Collaborative Practice.

Dr. MacDonald Green is also a strong advocate for medical learners. She supports learners in her clinic through formal and informal mentorship such as navigating the system, advocacy and relationship building to help them as they determine their long-term practice goals. She has also been a leader in the work around reducing administrative burden, taking tangible steps to reduce administrative burden both for the profession and that which impacts patient care delivery.

The Board of Directors endorsed the committee's nomination of Dr. MacDonald Green. If approved, at the AGM she will formally step into the President-Elect role following the AGM until June 2026, when she will take over as President.

The following motion will be presented:

BE IT RESOLVED THAT the Doctors Nova Scotia Annual General Meeting approves Dr. Amanda MacDonald Green as President-elect for 2025-2026.

AGM Briefing Note

2025-26 Board of Directors

This year the three elected Board members were previously on the Board and are returning for another term, and three new Board members have been appointed:

- Drs. Lynn Bussey, Caitlin Lees and Lucas Richardson were each elected for a three-year term.
- Drs. Muna Chowdhury, Oliva Ortiz-Alvarez and Abraham Rudnick were appointed for a one-year term.

The members of the 2025-2026 Board of Directors are:

| | |
|---|---|
| The Executive: Dr. Heather Johnson, Board Chair Dr. Shelly McNeil, President Dr. Gehad Gobran, Past President Dr. Amanda MacDonald Green, President-Elect (if approved at the AGM) Dr. Leisha Hawker, Audit Committee Chair | |
| Family Physicians inside HRM Dr. Lynn Bussey Dr. Muna Chowdhury Dr. Leisha Hawker Family Physicians outside HRM Dr. Emmanuel Ajuwon Dr. Deanna Field Specialists inside HRM Dr. Janice Chisholm Dr. Caitlin Lees Dr. Abraham Rudnick Dr. Nabha Shetty | Specialists outside the HRM Dr. Oliva Ortiz-Alvarez Dr. Jacob Puthenparumpil Dr. Lucas Richardson Section Forum Chair Dr. Christine Short CMA Board of Directors Representative Dr. Gerard MacDonald Maritime Resident Doctors Representative TBD DMSS Representative TBD |

Thank you to those members who will be leaving the Board:

Dr. Jayani Abeysekera
Dr. Colin Audain
Dr. Michel Chiasson
Mr. Nnamdi Chiekwe
Dr. Brett Ells
Dr. Andrea Lantz Powers
Dr. Michel Saccone

We appreciate their contribution to the association. In lieu of gifts, this year donations will be made to **Mi'kmaw Kina'matnewey Foundation** to support post-secondary students.

Agenda Item# 8

2025 AGM – Board Motion

Bylaws Revisions

The bylaws require approval at the AGM by a two-thirds majority.

The Governance Committee reviews the bylaws each year to ensure they:

- are in line with our governing legislation;
- are current and reflect any recent changes and governance updates that have been made; and
- have simple and easy-to-read language.

The attached [updated version of the bylaws](#) have highlighted revisions in Sections 9.5(h) and 14.6.

S. 9.5(h) - Board elections – Clarifying language

There are ten elected member-at-large seats on the Board, five for family physicians (recently updated from ‘general practitioners’ although not yet captured in the bylaws) and five for ‘licensed specialists’.

It has recently been brought to our attention that there are a group of physicians who have a College of Family Physicians of Canada (CFPC) Certificate of Added Competence (CAC) who may not practice family medicine/primary care in the traditional sense. Those physicians may not feel that they fit into either the ‘family physician’ or ‘licensed specialist’ categories of representation on the Board.

The Governance Committee discussed some options for changing the language and is recommending that ‘general practitioner’ be changed to **‘family physician, including those with a Certificate of Added Competence’**.

The recommended revision:

9.5 The Board will be composed of the following:

- (h) Ten (10) members-at-large, each of whom may serve no more than two (2) consecutive three (3) year terms, and who are composed of the following:
 - (i) Two (2) ~~general practitioners~~ family physicians, including those with a Certificate of Added Competence, who carry on practice, or if retired, did carry on practice in Halifax Regional Municipality.
 - (ii) Three (3) ~~general practitioners~~ family physicians, including those with a Certificate of Added Competence, who carry on practice, or if retired, did carry on practice in the province outside of Halifax Regional Municipality.

S. 14.6 - Add Awards Committee as a standing committee

A standing committee is a permanent committee within a legislative body, organization, or institution that is established to handle specific duties or areas of expertise on an ongoing basis.

This item can be considered a 'housekeeping' item. The Awards Committee has been operating as a standing committee of the Board for some time now, but we haven't updated the bylaws to reflect that.

The Awards Committee:

- is responsible for reviewing award nominations each year, selecting a preferred nominee and making a recommendation to the Board for approval.
- terms of reference is approved by the Board.
- membership consists of the Board Chair and four members of the Board.
- is accountable to the Board, which is a requirement for standing committees.

The recommended revision:

Standing Committees

14.6 Doctors Nova Scotia will have the following Standing Committees:

- (a) Executive Committee.
- (b) Audit Committee.
- (c) Nominating Committee.
- (d) Governance Committee.
- (e) Policy and Health Issues Committee.
- (f) E-Health Committee.
- (g) CEO Evaluation Committee.
- (h) Awards Committee.

The Governance Committee and the Board support these revisions.

The following motion will be presented at the AGM:

BE IT RESOLVED THAT the Doctors Nova Scotia Annual General Meeting approves the revised bylaws as presented at the June 7, 2025 annual general meeting.

By-Laws

(Last revised and approved: June 2024)

TABLE OF CONTENTS

| | Page |
|--|-------------|
| 1 Title..... | 2 |
| 2 Interpretation | 2 |
| 3 Mission | 2 |
| 4 Objects of the Society | 3 |
| 5 Ethics | 3 |
| 6 Membership | 3 |
| 7 Discipline | 4 |
| 8 Meetings | 4 |
| 9 Board of Directors | 6 |
| 10 Executive Committee | 8 |
| 11 Referendums | 8 |
| 12 Officers of the Society | 9 |
| 13 Chief Executive Officer | 12 |
| 14 Committees | 13 |
| 15 Indemnification..... | 14 |
| 16 Removal from Board or Committees | 14 |
| 17 Sections | 14 |
| 18 By-laws | 15 |

1. TITLE

- 1.1 The Society will be known as Doctors Nova Scotia, which is the Nova Scotia Division of the Canadian Medical Association.
- 1.2 The Seal of the Society designed and approved in 1961 will be the Seal of the Society. It will be in the custody of the Chief Executive Officer and will be affixed to all documents that are required to be sealed.

2. INTREPRETATION

- 2.1 “Act” means the *Doctors Nova Scotia Act*.
- 2.2 “Ad Hoc committee” is a committee formed for a specific task or objective, and dissolved after the completion of the task or achievement of the objective.
- 2.3 “Attending virtually” means attending the Annual General Meeting via live webcast enabled through the use of computers and the internet.
- 2.4 “Board” means the Doctors Nova Scotia Board of Directors.
- 2.5 “CEO” means the Chief Executive Officer of Doctors Nova Scotia.
- 2.6 “Ex-officio” means a position or office that is granted to an individual because that person holds a specified office and will be non-voting unless otherwise specified.
- 2.7 “Joint committee” is a committee with members from more than one organization.
- 2.8 “Majority vote” is fifty percent plus one, unless otherwise stated in these By-laws.
- 2.9 “Motion” relates to a matter which is proposed to be put forward to a meeting and discussed, then voted on.
- 2.10 “Resolution” is an adopted motion.
- 2.11 “Society” means Doctors Nova Scotia.
- 2.12 “Special meeting” is a meeting that convenes outside the regular timetable.
- 2.13 “Standing committee” refers to those committees established in accordance with Section 14.6 of these By-laws.

3. MISSION

To maintain the integrity and honour of the medical profession, to represent all members equitably and to promote high quality health care and disease prevention in Nova Scotia.

4. OBJECTS OF THE SOCIETY

The objects of the Society are:

- (a) the maintenance of the integrity and honour of the medical profession.
- (b) to represent, act on behalf of and to enter into agreements for and on behalf of its members.
- (c) the promotion of health and the prevention of disease.
- (d) the improvement of medical service, however rendered.
- (e) the performance of such other lawful things as are incidental or conducive to the welfare of the public and the medical and allied professions.
- (f) the promotion of harmony and unity of purpose between the medical profession and the various bodies assuming responsibility for the care of the sick or injured persons.

5. ETHICS

The Code of Ethics of the Society will be its members' guide to professional conduct. It will include the most recently revised Code of Ethics of the Canadian Medical Association, and any elements agreed upon with the College of Physicians and Surgeons of Nova Scotia.

6. MEMBERSHIP

- 6.1 The Society will be composed of all those persons granted membership in the Society pursuant to Section 8(1) of the Act and these By-laws.
- 6.2 The *Doctors Nova Scotia Act* requires that every person who holds a license under the *Nova Scotia Medical Act* entitling him/her to engage in the practice of medicine shall be a member of the Society and entitled to the rights and privileges of the applicable classification of membership upon payment of the prescribed fees.
- 6.3 The membership year and the fiscal year will be set by the Annual General Meeting of the Society upon the recommendation of the Board.
- 6.4 Members of the Society will, subject to the Rules and Regulations, enjoy the rights and benefits and be subject to the duties and responsibilities of one of the following classifications of Members in the Society:
 - (a) Full Members
 - (b) Life Members
 - (c) Retired Members
 - (d) Associate Physicians
 - (e) Members on Leave

- (f) Medical Student Members
- (g) Resident/Fellow Members
- (h) Non-Resident Members
- (i) Honourary Members
- (j) Restricted Members
- (k) Temporary Members

7. DISCIPLINE

- 7.1 Full membership will terminate if the member no longer holds a Nova Scotia medical licence with the College of Physicians and Surgeons of Nova Scotia and dues paid are forfeited.
- (a) Article 7.1 will not preclude a full member from applying for Special Consideration status pursuant to subsection 6.4(g).
 - (b) Article 7.1 will not preclude a member from continuing to participate in the insurance program, providing the member's membership dues are paid in full.
- 7.2 Members waive any rights or claims to damages that they may have against the Society if membership ceases in accordance with these By-laws.
- 7.3 Upon reinstatement of a member's medical license from the College of Physicians and Surgeons of Nova Scotia, the member may apply for reinstatement as a member of the Society.

8. MEETINGS

Conduct of Meetings

- 8.1 Robert's Rules of Order in its most current edition will be the guide for conducting all meetings of the Society. If a procedural conflict arises between the rules of order and these By-laws, the By-laws will prevail.
- 8.2 Quorum for the Annual General Meeting and any Special meetings of the Society will be twenty-five (25) voting members and for all other committees of the Society, including the Board will be one-half of the voting members.

Annual General Meeting

- 8.3 The Annual General Meeting will be held at least once every calendar year at a time and place determined by the Board.
- 8.4 All members entitled to attend the Annual General Meeting will be given at least thirty (30) days' notice of the meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business. Notice will

be given in writing by email and will be posted on the Doctors Nova Scotia website.

8.5 The business of the Annual General Meeting will include:

- (a) Minutes of the preceding Annual General Meeting.
 - (b) Consideration of the annual report of the Board.
 - (c) Consideration of the annual report of the President.
 - (d) Consideration of the annual report of the Chief Executive Officer.
 - (e) Consideration of the Financial Statements, including balance sheets and operating statements and the report of the auditors.
 - (f) Appointment of auditors.
 - (g) Setting of all membership dues.
 - (h) Any amendments to these By-laws as further outlined in Section 17.
 - (i) Consideration of a Nominating Committee report which includes:
 - (i) Presentation of the incoming Board of Directors; and
 - (ii) Approval of the candidate for President-Elect.
 - (A) If the candidate is not approved or the motion is voted down, the Board then becomes responsible for appointing a President-elect following the Annual General Meeting.
 - (B) The Board will consider the reasons for and implications of the decision and will decide whether it is in the Society's best interest to appoint the existing candidate or ask the Nominating Committee to submit another nomination for the Board's consideration. In either case, the Board will make the final decision and appoint the President-elect.
 - (j) Such special business as the Board wishes to be considered at the Annual General Meeting.
 - (k) Any motions prepared and submitted according to the *Guidelines for Preparing Motions for the Annual General Meeting*.
- 8.6 (a) The Chair of the Board will preside as Chair at every Annual General Meeting of the Society.

- (b) If there is no Chair or if at any meeting the Chair is not present, the President will preside as Chair.
 - (c) If there is no Chair or if neither the Chair nor the President are present, the members present at the Annual General Meeting will choose a member from among them to be Chair.
- 8.7
 - (a) All full members of the Society, as well as medical student members and resident/fellow members, are entitled to attend, speak, and vote at the Annual General Meeting.
 - (b) Members with limited privileges are entitled to attend, speak and vote in accordance with the provisions of the Rules and Regulations affecting each classification of members.
- 8.8
 - (a) At any meeting, unless a poll is demanded by at least twenty-five (25) members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the proceedings of the Society will be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour or against the Resolution.
 - (b) If a poll is demanded in the manner outlined in 8.8(a), the Chair will determine how the poll will occur, and the result of the poll will become a Resolution of the Society at an Annual General Meeting.

Special Meetings

- 8.9 Special meetings may be called as follows:
 - (a) Special meetings of the Society may be called by the Chair of the Board, President or by written request of any twenty-five (25) members of the Society.
 - (b) Special meetings of the Board may be called by the President, the Chair of the Board, or upon written request of any five (5) voting members of the Board.
 - (c) Special meetings of the Executive Committee may be called by the President or upon written request by any three (3) members of the Executive Committee.
- 8.10 The business discussed at any Special meeting will be as stated in the notice of the meeting.

9. BOARD OF DIRECTORS

- 9.1 The Board will be the executive authority for the Society.
- 9.2 The Board will meet not less than six (6) times during the year at a date and time as determined by the Chair.
- 9.3 In addition to other specific duties and powers assigned elsewhere in the By-laws, the Board will:
 - (a) be responsible for developing and executing the strategic direction of the Society; and
 - (b) develop and approve policy governing the Society.
- 9.4 The Board will have the power to delegate authority for specific matters to the Executive Committee, to any of its established Committees or to any Officer.
- 9.5 The Board will be composed of the following:
 - (a) President.
 - (b) President-Elect.
 - (c) Past-President.
 - (d) Board Chair.
 - (e) One (1) representative nominated by the Dalhousie Medical Students Society.
 - (f) One (1) representative nominated by Maritime Resident Doctors, the professional association representing the interests of resident physicians training at Dalhousie University.
 - (g) Chair of Section Forum.
 - (h) Ten (10) members-at-large, each of whom may serve no more than two (2) consecutive three (3) year terms, and who are composed of the following:
 - (i) Two (2) family physicians, including those with a Certificate of Added Competence, who carry on practice, or if retired, did carry on practice in Halifax Regional Municipality.
 - (ii) Three (3) family physicians, including those with a Certificate of Added Competence, who carry on practice, or if retired, did carry on practice in the province outside of Halifax Regional Municipality.

- (iii) Three (3) licensed specialists who carry on practice, or if retired, did carry on practice in Halifax Regional Municipality.
 - (iv) Two (2) licensed specialists who carry on practice, or if retired, did carry on practice in the province outside of Halifax Regional Municipality.
- (i) At the discretion of the Board, three (3) Board appointments, each of whom may serve no more than three (3) consecutive one (1) year terms.
- (j) The Nova Scotia representative to the Canadian Medical Association Board of Directors, as an ex-officio, non-voting member.
- (k) The incoming Board Chair will join the Board as an observer in the final year of the incumbent Board Chair's term if the terms overlap, as outlined in the *Process for Selecting the Board Chair*.
- 9.6 (a) In the absence of the Chair, the President will preside over the meeting.
- (b) In the absence of the Chair and the President, a temporary Vice Chair may be elected at the beginning of any Board meeting.
- 9.7 Any vacancy occurring for any reason among the Board, including but not limited to Officers, may be filled by appointment by the Board, but any person chosen will retain office only until the new Board commence its term at the close of the next Annual General Meeting.
- 9.8 The Chair of the Board may, in the case of urgent matters, hold a ballot of the Board using a mail ballot, teleconference or email. An affirmative vote by the majority of the voting members of the Board will have the same force and effect as a resolution duly passed at a regular meeting of the Board. The Chief Executive Officer in concert with the Chair of the Board will be responsible for taking all measures necessary to ensure the integrity of such a ballot and the result of the ballot will be reviewed and affirmed at the next regular meeting of the Board.

10. EXECUTIVE COMMITTEE

- 10.1 The Executive Committee will be composed of the Officers of the Society, the Chief Executive Officer, ex-officio, and the incoming Board Chair will join as an observer in the final year of the incumbent Board Chair's term if the terms overlap.
- 10.2 The President will be chair of the Executive Committee.
- 10.3 The Executive Committee will normally meet at the call of the Chair.

- 10.4 The Executive Committee will deal with all matters requiring attention between meetings of the Board. It will exercise such powers as may be delegated by the Board.
- 10.5 Members of the Executive Committee will act as a sounding board and counsel for the CEO between meetings of the Board.
- 10.6 All decisions by the Executive regarding Society policy must be ratified by the Board.

11. REFERENDUMS

- 11.1 The Board may conduct a referendum of the membership on a specific question where authorized by two thirds a (2/3) majority of Board Members present and voting at a duly constituted Board meeting. The majority vote in the referendum will have the same authority as a decision of the Board. The ballot will be sent by e-mail, facsimile or mail to all eligible members not less than ten (10) days before the last return date. The ballot will be accompanied by a letter signed by the President or Chair of the Board setting out the circumstances of the vote. No ballot will be counted unless it has been appropriately authorized and filed with the Chief Returning Officer who will be the Chief Executive Officer, unless the vote is conducted electronically or by telephone, in which event the Society's auditors will oversee the conduct of the referendum and act as Chief Returning Officer.
- 11.2 All agreements with the Department of Health and Wellness respecting the tariff, dealing with the payment for insured physicians' services, and regarding the relationship of the Society with the Department of Health and Wellness, will be subject to a referendum of all eligible members as outlined in Section 11.1. The referendum will be decided by a majority vote.
- 11.3 Other agreements or contracts with government or agents of government including Nova Scotia Health and IWK or successor organizations may be subject to a referendum at the discretion of the Board.

12. OFFICERS OF THE SOCIETY

- 12.1 The Officers of the Society will consist of:
 - (a) The President.
 - (b) The President-Elect.
 - (c) The Past President.
 - (d) The Board Chair.
 - (e) The Audit Committee Chair.

12.2 The President will:

- (a) be the primary spokesperson for the Society except for those matters that must be addressed by the Board, in which the Chair of the Board will be the primary spokesperson
- (b) represent or appoint a designate to represent the Society in its official context with stakeholders.
- (c) attend social functions of the Society as deemed appropriate.
- (d) serve as Chair of the Executive Committee and the Nominating Committee.
- (e) serve as member of the Governance Committee and CEO Evaluation Committee.
- (f) perform the duties of the Board Chair in the absence of the Chair.
- (g) serve as an ex-officio member of all committees of the Society where not a full voting member of the committee.
- (h) demonstrate integrity and ethical leadership;
- (i) sign all documents requiring an official signature of the Society; and
- (j) perform other duties as customary for the position.

12.3 The President-Elect will:

- (a) assist in the performance of the President's duties.
- (b) in the absence of the President, perform the functions of the President.
- (c) serves as a member of the Board, Executive Committee, Nominating Committee and CEO Evaluation Committee.
- (d) if the office of President becomes vacant, serve as Acting President and in that capacity will assume all the powers and duties of the President during the unfinished portion of that presidential term.
- (e) demonstrate integrity and ethical leadership.
- (f) serve as an ex-officio member of all committees of the Society where not a full voting member of the committee; and
- (g) after one year assume the office of President at the conclusion of the Annual General Meeting.

12.4 The Past President will:

- (a) support the President in their position through mentoring, coaching and advising.
- (b) serve as a member of the Board, Executive Committee, Nominating Committee, Governance Committee and CEO Evaluation Committee.
- (c) provide continuity to the organization by providing historical context for issues.
- (d) chair special or ad hoc committees if required.
- (e) where there is an organizational need, take on projects or special assignments that would be suited for someone with the breadth of knowledge that a Past President would have
- (f) continue to advocate for the profession and for the association wherever and whenever possible; and
- (g) demonstrate integrity and ethical leadership.

12.5 The Chair of the Board is responsible for the effective functioning of the Board in its role in governing the association, which includes but is not limited to:

- (a) working with the CEO to prepare Board meeting agendas.
- (b) being the primary spokesperson for the Board.
- (c) presiding over meetings of the Board and the Annual General Meeting.
- (d) delivering the report of the Board to the Annual General Meeting.
- (e) ensuring the Board successfully fulfills its purpose and responsibilities.
- (f) keeping abreast of new developments and evolving best practices in good governance and ensuring the DNS Board and behaviour of its members reflect those best practices.
- (g) monitoring compliance of Board members with the code of conduct.
- (h) providing Board members with an opportunity to participate in all Board discussions, including the promotion of meaningful dialogue at Board meetings.
- (i) developing content for annual governance education sessions.

- (j) ensuring all new Board members receive a proper orientation.
- (k) ensuring all board decisions are made effectively, communicated appropriately and, through the CEO, implemented to the satisfaction of the Board.
- (l) building board unity, solidarity and trust.
- (m) demonstrating integrity and ethical leadership
- (n) respecting and reinforcing the appropriate roles of the Board and management.
- (o) serving as a member of the Board, Executive Committee, Nominating Committee, Governance Committee and CEO Evaluation Committee.
- (p) acting as the Board's central point of official communication with the CEO.
- (q) acting as the position to whom complaints concerning the conduct of the CEO may be brought; and
- (r) onboarding and mentoring the incoming Board Chair during the final year of the Board Chair's term.

12.6 The Chair of the Audit Committee will:

- (a) be a member of the Board.
- (b) serve as Chair of the CEO Evaluation Committee.
- (c) have oversight of the finances of the Association
- (d) serve as member of the Executive Committee; and
- (e) demonstrate integrity and ethical leadership.

13. CHIEF EXECUTIVE OFFICER

13.1 The Chief Executive Officer will:

- (a) be appointed by the Board on the recommendation of the Executive Committee.
- (b) be the chief appointed official and representative of the Society.
- (c) be responsible to the Board for the general administrative supervision and

the day-to-day management of the affairs of the Society.

- (d) work with the Board Chair in their role as the central point of official communication with the Board.
- (e) be an ex-officio member of the Board and its Standing Committees.
- (f) be responsible to the Board for the implementation of the Society's policies; and
- (g) assume such duties as may be assigned by the Board.

13.2 All other appointed officials and employees will be responsible to the Board through the Chief Executive Officer for the performance of duties assigned to them.

13.3 An annual performance appraisal for the Chief Executive Officer will be conducted by the CEO Evaluation Committee. The Chief Executive Officer's salary and benefits will be annually determined by the Board upon the recommendation of the CEO Evaluation Committee.

14. COMMITTEES

Standing Committees

14.6 Doctors Nova Scotia will have the following Standing Committees:

- (a) Executive Committee.
- (b) Audit Committee.
- (c) Nominating Committee.
- (d) Governance Committee.
- (e) Policy and Health Issues Committee.
- (f) E-Health Committee.
- (g) CEO Evaluation Committee.
- (h) Awards Committee.

14.7 Minutes of Standing Committee meetings will be maintained and made available to the Board upon request.

14.8 The mandate/terms of reference for each Standing Committee will be determined by the Board.

14.9 The creation, dissolution or amalgamation of Standing Committees will only be permitted by an amendment to the Society's By-laws.

15. INDEMNIFICATION

- 15.1 All directors or officers of Doctors Nova Scotia, and their heirs, executors and administrators, estates and effects are always indemnified out of the funds of Doctors Nova Scotia, from and against:
- (a) all costs, charges and expenses that are sustained or incurred in or about any action, suit or proceeding that is brought, commenced for [or] prosecuted against them, for or in respect of any act, deed, matter or hiring made, done or permitted by them, in or about the execution of their duties of the office; and
 - (b) all costs, charges and expenses that they sustain or incur in relation to the affairs therefore [therefor] except such costs, charges, or expenses resulting from their willful neglect or illegal activities.
- 15.2 Where Doctors Nova Scotia defends a director, the association will be in control of the case.

16. REMOVAL FROM THE BOARD OR COMMITTEES

The Board may, by a motion requiring a two-thirds (2/3) majority vote, remove any director, officer or committee member before the expiration of the person's term if their conduct is found to be in violation of the Code of Ethics, Respectful Workplace Policy, Board and Committee Attendance Policy or the Code of Conduct, or for any other reason that the Board in its discretion may determine to be valid.

17. SECTIONS

- 17.1 Any group of ten or more members of the Society, or 80% of the eligible members if only ten or less are eligible, who are primarily interested in any aspect of the science and/or practice of medicine may be recognized as a Section of the Society with the approval of a formal application, as outlined in the Rules and Regulations.
- 17.2 Procedures and criteria for establishing or dissolving a Section shall be defined by the Rules & Regulations.
- 17.3 Sections may adopt governing documents, such as a terms of reference, but those documents must not be inconsistent with the By-laws, Rules and Regulations, policies or procedures adopted by the Society.
- 17.4 (a) The Society will invoice for and/or collect dues on behalf of a Section on the condition that the Section provides annual financial statements to its members.

- (b) If annual financial statements are not provided to Section members, the Society will not invoice for and/or collect dues on that Section's behalf in the following year.
- 17.5 The Society shall not have any claim against the assets of or in any way be liable or responsible for the liabilities of any Section, and no Section shall have any claim against the assets of or be in any way liable or responsible for the liabilities of the Society.

18. BY-LAWS

- 18.1 These By-laws may only be amended by a two thirds majority (2/3) vote of those members entitled to vote and who are registered and present, either in person or virtually, at the Annual General Meeting or any Special meetings of the Society.
- 18.2 Proposed amendments to these By-laws may be considered at the Annual General Meeting provided notice of amendments has been given to the members entitled to vote at least thirty (30) days prior to the date of the Annual General Meeting.
- 18.3 A motion to amend these By-laws may be made by one or more members entitled to vote at the Annual General Meeting and must be:
 - (a) in the hands of the Chief Executive Officer not less than seventy-five (75) days prior to the Annual General Meeting; and
 - (b) Reviewed by the Governance Committee and the Board, and any recommendation of the Board with respect to the Motion to Amend will be included with the Motion to Amend given to the members entitled to vote.
- 18.4 Proposed amendments to these By-Laws may be considered at a Special meeting of the Society provided notice of the amendments has been given to the members entitled to vote at least five (5) business days prior to the date of the Special meeting.
- 18.5 A proposed amendment may itself be amended at the Annual General Meeting or a Special meeting of the Society provided that the intent of the amendment is not altered.
- 18.6 Rules and Regulations of the Society made pursuant to these By-laws may be amended by a majority vote at a duly constituted meeting of the Board.

Agenda Item# 9.1

2025 AGM Motion

Section of Occupational Medicine

The Annual Meeting is being asked to approve a new **Section of Occupational Medicine**.

Nova Scotia has one of the highest rates of time loss from work due to work-related injuries, presenting both a challenge and an opportunity for physicians to make a significant impact.

Occupational Medicine has become a focus of practice for an increasing number of physicians in Nova Scotia. The Foundation in Occupational Medicine course has seen increased interest in this field and has more recently been able to offer advanced education to a yearly cohort of physicians. By creating this specialized section, we can better address the needs of Nova Scotian workers, advance our practice, expand educational opportunities, establish a higher standard of care for workers across the province, and create a supportive network of likeminded colleagues.

Occupational Medicine plays a critical role in the prevention, treatment, and management of work-related injuries and illnesses. A dedicated Section of Occupational Medicine would bring together family physicians and specialists working in various settings. These include physicians working with organizations such as the Workers' Compensation Board of Nova Scotia (WCB NS), the Royal Canadian Mounted Police (RCMP), Health Canada, the Enhanced Physician Services program, Occupational Fitness Medical assessment providers, and various private industries and employers that have their own occupational health programs.

The formation of this section would provide several key benefits:

1. **Collaboration Amongst Physicians Across Diverse Practices:** By uniting physicians practicing in a variety of settings we can foster an integrated approach to addressing the healthcare needs of workers. This collective expertise will allow us to standardize care, share best practices, and improve worker outcomes on a broader scale. For example, with the high rate of time loss from work due to injuries in Nova Scotia, the new section could focus on reducing these instances by providing timely and effective care. By collaborating on such efforts as offering early intervention, workplace injury prevention, and facilitating early appropriate return to work, section physicians can help workers return to work successfully and prevent long-term health issues and economic stresses which are linked to chronic worklessness.
2. **Improvements in Education and Training:** A dedicated section would promote targeted education to family physicians, specialists, and allied occupational health professionals. By fostering the development of continuing medical education and training programs focused on Occupational Medicine, we can enhance the capacity of all healthcare providers to address the complex needs of workers, ensuring that best practices are consistently applied.
3. **Share ideas and Foster Innovation:** The establishment of a new section would provide an opportunity for sharing ideas to address the unique occupational health challenges faced

by Nova Scotians. By focusing on local needs and emerging health concerns, we can develop innovative solutions and contribute to shaping local and national standards in Occupational Medicine.

4. **Enhanced Worker Health and Safety and Injury Prevention:** Bringing together physicians with an interest in Occupational Medicine from diverse settings will allow us to as a group be visible as experts and to act as a resource for occupational health initiatives. Whether it's improving fitness assessments for high-risk workers or enhancing screening for occupational disease, this collaboration will ensure that we meet the diverse needs of workers across the province.
5. **Stronger Professional Network:** By establishing a Section of Occupational Medicine, we would create a platform for collaboration, knowledge-sharing, and professional growth. This would not only elevate the standard of care for workers but also build a stronger, more connected community of physicians dedicated to improving occupational health. Bringing these physicians together for regular meetings can strengthen formal and informal connections amongst us, creating a supportive network and advancing our shared interests. The section could also work together to establish fair rates of compensation for our expertise.

In summary, the creation of a Section of Occupational Medicine within Doctor Nova Scotia would provide an important forum for physicians interested this field to come together. Though the section we could achieve improved care for workers/patients. We can support each other in our work through new educational opportunities, shared ideas and developing a network of physicians who can help each other with all aspects of medical practice.

Section 2 of the Rules & Regulations (below) outlines the requirements for forming a new Section.

2. SECTIONS

2.1 Creation

- (a) Any group of ten or more members of the Society who are primarily interested in any aspect of the science and/or practice of medicine may be recognized as a Section of the Society with the approval of a formal application at the time of the Annual General Meeting provided that such an application is endorsed by the Board of Directors at a meeting not less than 60 days prior to the Annual General Meeting.
- (b) This application will include:
 - (i) the name of the proposed Section;
 - (ii) the names and signatures of the ten (10) or more Society members sponsoring the proposed Section;
 - (iii) the names of the interim chair and secretary of the proposed Section; and

- (iv) the reason why the formation of a new Section will benefit both the members of the proposed Section and the Society as a whole.

The Board of Directors has reviewed the application and is satisfied that the requirements set out in the Rules & Regulations have been met. To be recognized as a Section of Doctors Nova Scotia, approval at the Annual General Meeting is required.

The following motion will be presented at the AGM:

BE IT RESOLVED THAT the Doctors Nova Scotia Annual General Meeting approves the creation of the Section of Occupational Medicine.

Agenda Item# 9.1

2025 AGM Motion

Section of Bariatric Physicians and Surgeons

The Annual Meeting is being asked to approve a new **Section of Bariatric Physicians and Surgeons Section**

Obesity is a chronic disease with a complex interplay of genetic, environmental, and behavioral factors, contributing to significant comorbidities such as type 2 diabetes, cardiovascular disease, hypertension, and sleep apnea. The incidence of obesity has been steadily rising in Nova Scotia and nationwide, necessitating a comprehensive and unified approach to care.

Given the growing need for specialized management of obesity, the formation of the Bariatric Physicians and Surgeons Section will provide an essential platform within Doctors Nova Scotia for collaboration, education, and advocacy, addressing the needs of both physicians and patients alike.

Objectives and Benefits:

1. Enhanced Multidisciplinary Collaboration:

The Section would foster collaboration among bariatric surgeons, endocrinologists, dietitians, psychologists, primary care physicians, and other allied health professionals. This interprofessional approach is crucial for addressing the multifaceted medical, psychological, and social needs of patients with obesity, ultimately improving the continuum of care. By creating a dedicated space for dialogue and innovation, we can better align our efforts in patient management and ensure consistent, evidence-based approaches across the province.

2. Educational Development and Continuous Learning:

The Section would facilitate ongoing education and professional development through workshops, seminars, and conferences focused on obesity and bariatric care. This includes updating members on the latest advancements in surgical techniques, such as minimally invasive and robotic surgery, nutritional management, psychological support, and emerging pharmacological therapies. Additionally, the Section would support initiatives to engage and train future healthcare professionals in obesity care, thus ensuring sustainability in the province's response to this public health challenge.

3. Advocacy and Policy Influence:

By establishing a dedicated Section, we would be better positioned to advocate for the needs of patients living with obesity, raise awareness, and influence healthcare policy in Nova Scotia.

4. Research and Data Collection:

The Section would promote and support research initiatives aimed at understanding the epidemiology of obesity in Nova Scotia, as well as outcomes related to various treatment modalities. This will provide valuable data to drive evidence-based policy decisions and enhance the quality of care offered within the province. In collaboration with academic institutions, we could also explore partnerships to conduct clinical trials, develop new treatment protocols, and contribute to global advancements in bariatric science.

Conclusion:

The creation of the Bariatric Physicians and Surgeons Section within Doctors Nova Scotia will serve as a critical step forward in improving obesity care across the province. It will foster interdisciplinary collaboration, provide educational opportunities, advocate for better healthcare policies, and ultimately enhance patient outcomes. The Section will empower physicians and allied health professionals to work together in combating obesity, while also addressing the unique challenges faced by this patient population.

We are confident that this initiative aligns with the broader goals of Doctors Nova Scotia to provide high-quality, patient-centered care and to address the pressing healthcare needs of our communities. We look forward to your favorable consideration and are available for further discussion to answer any questions regarding this proposal.

Section 2 of the Rules & Regulations (below) outlines the requirements for forming a new Section.

2. SECTIONS

2.1 Creation

- (a) Any group of ten or more members of the Society who are primarily interested in any aspect of the science and/or practice of medicine may be recognized as a Section of the Society with the approval of a formal application at the time of the Annual General Meeting provided that such an application is endorsed by the Board of Directors at a meeting not less than 60 days prior to the Annual General Meeting.
- (b) This application will include:
 - (i) the name of the proposed Section;
 - (ii) the names and signatures of the ten (10) or more Society members sponsoring the proposed Section;
 - (iii) the names of the interim chair and secretary of the proposed Section; and
 - (iv) the reason why the formation of a new Section will benefit both the members of the proposed Section and the Society as a whole.

The Board of Directors has reviewed the application and is satisfied that the requirements set out in the Rules & Regulations have been met. To be recognized as a Section of Doctors Nova Scotia, approval at the Annual General Meeting is required.

The following motion will be presented at the AGM:

BE IT RESOLVED THAT the Doctors Nova Scotia Annual General Meeting approves the creation of the Section of Bariatric Physicians and Surgeons.

Agenda Item# 10

2025 AGM – Board Motion

Non-resident member dues decrease

A recent revision to the non-resident membership category led to a reconsideration of the dues being charged for that category.

Members in this membership category previously held a full membership with DNS then moved outside Nova Scotia. They maintain a DNS membership, for the most part, so they could continue their OMA Life and Disability Insurance. If they move to a province that doesn't offer the OMA insurance plan, the only way they can maintain the insurance is to remain a member of DNS. The other reason they might maintain a non-resident membership is if they wanted to stay connected because they hadn't planned to be away for long and would be returning to NS.

DNS charges \$500/year for non-resident members. We've received feedback from physicians who believe that amount is unreasonable because they receive limited benefits from DNS. PTMA scans in recent years have shown that DNS charges the highest rate for non-resident members.

The Audit Committee and the Board agree that a decrease for this membership group from \$500 to \$250/year is feasible and reasonable. The decrease would apply to 'licensed' and 'not-licensed' non-resident members. Resident/Fellow non-resident members will remain at \$50/year.

The classifications of this membership category are outlined in Section 1.7 of the [Rules & Regulations](#).

The following motion will be presented at the AGM:

BE IT RESOLVED THAT the Doctors Nova Scotia Annual General Meeting approves the reduction of annual membership dues for the non-resident 'licensed' and 'not-licensed' members from \$500 to \$250.

Agenda Item# 11

Annual General Meeting – Member Motion Recognizing family medicine as a specialty

Mover: Dr. Colin Newman

Second: Dr. Roop Conyers

Rationale:

With the recent crisis in primary care, there is increasing awareness of the critical role served by family physicians in both the health of our patients and communities as well as the efficacy of the health care system at large. Family physicians provide the vast majority of primary care in Canada across a variety of clinical domains (<https://www.cfpc.ca/CFPC/media/Resources/Health-Policy/Value-and-Volume-of-Family-Physician-Services.pdf>) and recent polls indicate overwhelming and increasing satisfaction with the care provided by family physicians (<https://nanos.co/wp-content/uploads/2025/03/2025-2767-CFPC-Survey-Populated-report-Final.pdf>). The recent Physician Services Agreement in Prince Edward Island is the first in Canada to formally recognize Family Medicine as a specialty (<https://www.princeedwardisland.ca/en/news/new-five-year-deal-with-physicians-will-lead-to-better-access-to-care-for-islanders-and-give>). While recent advances in remuneration have elevated the profile of Family Medicine within the province, a formal recognition as a unique medical specialty will further bolster the profile of the profession and demonstrate to the DNS membership that the value of Family Medicine is recognized at an organizational level.

The following motion will be presented:

BE IT RESOLVED that the Doctors Nova Scotia Annual General Meeting asks the Board of Directors to support Doctors Nova Scotia in formally recognizing Family Medicine as a specialty.