



OMA AGM 2026 – Member Proposals: Overview

Purpose

This document provides a summary of the member proposals being considered at the 2026 Annual General Meeting (AGM), including what each proposal would do and the potential implications and necessary next steps depending on direction received from members at the AGM.

Member proposals are allowed for under the Ontario Not of Profit Corporations Act (ONCA) and reflect members’ rights to bring forward matters for consideration at the AGM.

These are presented at the AGM in addition to the motions brought forward from the Board for ratification of three directors and approval of the AGM 2025 Minutes, Auditors and Audited Financial Statements.

IF YOU ONLY HAVE 2 MINUTES:

- There are 5 member proposals: 3 binding (would take effect immediately following the AGM if passed) and 2 advisory (inform board direction but do not create immediate change).
- These proposals relate to areas that have been the subject of significant past work and ongoing review, including governance transformation, elections processes, and communications policies.
- If passed, some proposals would require immediate changes and additional implementation work; if not passed, current approaches remain, with feedback informing ongoing and regular reviews.
- **Proposal 1 (Board Composition – Binding):**
Would move to a physician-only board, reversing a model introduced through prior governance changes and requiring follow-up actions to address vacancies and alignment across governance documents.
- **Proposal 2 (Elections – Binding):**
Would require all eligible board candidates be presented on the ballot, removing current assessment and shortlisting processes that were introduced in response to member feedback and to support a skills-based board.
- **Proposal 3 (Eligibility – Binding):**
Would allow past presidents to run for the board, changing an approach originally adopted to support leadership renewal within a smaller board structure.
- **Proposal 4 (Tax Data – Advisory):**
Relates to a previously approved, third-party data initiative; results would inform board consideration of future data use.
- **Proposal 5 (Communications – Advisory):**
Aligns with ongoing work to update communications approaches, within privacy and consent requirements.

Governance Context

Since the 2020 governance transformation, the OMA has moved to a smaller, skills-based board, expanded member participation, and clarified its governance structure. As with any major change, this work is continually being reviewed over time to ensure it continues to meet member and organizational needs.

Recent and current efforts include an audit conducted by MNP following implementation to assess approach and pace, a board-commissioned external governance review initiated in advance of the AGM, and a time-limited task force reviewing presidential roles and leadership structures. A broader governance review and elections process review are also planned for 2026.

The key findings and recommendations of this work will be shared with members in a manner that supports transparency, while respecting appropriate governance and legal considerations. As members consider the proposals, one consideration is how change in a complex organization is best approached, through structured review over time or more immediate changes.

Overview of Member Proposals

There are five member proposals:

- **Three binding proposals** (articles/bylaws changes)
- **Two advisory proposals** (tax data and member communications)

Binding proposals would amend governing documents if approved. Advisory proposals provide member preferences but do not, on their own, change governing documents, policy or direction.

Proposal 1 – Board Composition (binding)

What the Proposal Would Do

- Remove references to non-physician members and non-physician directors from the OMA Articles and Bylaws.
- Convert the three (3) non-physician director positions to physician director positions, increase the number of physician directors to eleven. All board directors would be physicians.
- No change to the overall number of directors on the board and no other changes to board composition.
- This will not be applicable to any of the OMA Subsidiaries (OMAI, OMD, OMF) as they have their own Articles and Bylaws.

Actions to Date / Historical Context

- Member-led governance transformation work introduced a smaller, skills-focused board with inclusion of non-physician members
- Within that model, public members contribute to Board effectiveness by:

- bringing additional perspectives that complement physician leadership in Board decision-making
 - contributing expertise in areas such as governance, finance, public policy, insurance, technology, and risk oversight
 - supporting a governance approach that considers the broader health care and political context in which the organization operates
 - enhancing accountability and transparency in Board deliberations.
- Current board composition reflects that model; the first non-physician directors were elected by the membership in 2021.
 - The Board remains physician-led, with physicians representing the majority of directors.
 - An external governance review initiated in advance of the current AGM and currently underway will incorporate input and insights received from members. The board is committed to continual improvement.
 - Members may wish to consider how board composition may be viewed by patients, partners, and the public, and how that perception contributes to confidence in the organization’s governance.

If both the Articles and Bylaw amendments are passed:

- Changes to board composition take effect immediately following the AGM.
- Non-physician director positions are removed from the board.
- Board composition transitions to a fully physician-only structure.
- Board will seek legal advice on how to best address the newly created vacancies taking into account legal requirements outlined in the Ontario Not for Profit Act (ONCA) and other approved OMA bylaw amendments. This would likely require a Special Meeting of Members to fill any created vacancies.
- Applicable policies and procedures would be updated.

If the amendments to the Articles are passed, but the Bylaw amendments are not passed:

- Changes to the Articles take effect immediately following the AGM.
- Non-physician director positions are removed from the board.
- This would change how the board accesses external expertise and would require consideration of how that expertise is incorporated going forward.

- Further bylaw review and alignment may be required following the AGM to ensure consistency between the newly amended Articles and existing Bylaws.
- Board will seek legal advice on how to best address the newly created vacancies taking into account legal requirements outlined in the Ontario Not for Profit Act (ONCA) and implementation of any other approved OMA bylaw amendments. This would likely require a Special Meeting of Members to fill any created vacancies.
- Applicable policies and procedures would be updated.

If the amendments to the Articles are not passed, but the Bylaw amendments are passed:

- Bylaw changes would take effect immediately following the AGM.
- As the membership class still remains in the Articles, non-physician directors would still be permitted to complete their terms however would not be eligible to be elected or appointed to any subsequent terms,
- Further review and alignment may be required following the AGM to ensure consistency between the newly amended Bylaws and the existing Articles.
- Applicable policies and procedures would be updated.

If Articles and Bylaw amendments are both not passed:

- Current board structure remains in place.
- Feedback and insights received as related to the member proposals would be incorporated into the annual elections review and other governance reviews currently underway.

Proposal 2 – Director Election Process (binding)

What the Proposal Would Do

- Require all eligible board director candidates to appear on the ballot.
- Require that members receive the full list of eligible board director candidates.
- Limit eligibility criteria to those set out in OMA bylaws and legislation:
 - Current eligibility: An eligible member is an Ordinary, Honorary, or qualifying Life Member (or an Ontario undergraduate medical student member) who resides or practices in Ontario and is in good standing with the CPSO and they have no indictable criminal conviction. Under ONCA, the requirements to be a board director include: a director must be at least 18 years old, be an individual (not a corporation), have legal capacity, and are not currently bankrupt.

Actions to Date / Historical Context

- The elections process is designed to support a fair, consistent, and transparent voting experience for members. Each year the process is refined and adjusted based on member feedback, input and experience.
- The OMA election processes distinguish between board director elections and the President-Elect election, which are administered differently.
- Leadership and implementation of the election process is overseen, by the Immediate Past President, with regular updates to GNC and OMA Board oversight provided by Governance and Nominating Committee (GNC) and the board in accordance with OMA bylaws and the Ontario Not-For-Profit Corporations Act (ONCA).
- The board, management and staff do not assess or interpret candidate materials; information is presented to members to allow them to make their own decisions.
- For board director candidates, elements of the process have included:
 - Use of an independent third-party firm to apply standardized processes (e.g., interviews, reference checks and review of publicly available information).
 - Use of an independent third-party firm to assess the sitting board for completion of a skills matrix, with identification of any gaps and opportunities to strengthen board expertise.
 - Application of uniform criteria aligned to the bylaws, board director position description, board skills matrix, and key governance policies such as the board charter and the OMA Code of Conduct and Civility.
 - Providing the same set of information for each candidate, including their experience, qualifications, and any required disclosures, so members have what they need to make informed voting decisions. Information posted online for all members to access.
- As part of this approach, a shortlisting process was introduced in the 2025 election cycle in response to member feedback regarding the number of board director candidates on the ballot and the overall voting experience. This process presented a reduced number of candidates per vacancy (typically up to four), while maintaining member voting choice among those candidates.
 - **2024:** 49 nominees at the close of nominations, with 39 proceeding to the ballot after 10 withdrew due to personal or time-related reasons.

- **2025:** 56 nominees at the close of nominations. Twelve withdrew for personal reasons, consistent with past trends. Following GNC approved shortlisting, 12 candidates were put forward, and one later withdrew due to personal issues, resulting in a final candidate list of 11.
- This approach was designed to support a skills-based board by aligning candidate presentation with identified governance needs.
- For the President-Elect role, no comparable shortlisting process has been applied. Consistent with member feedback from prior reviews, all eligible candidates are presented directly to members.
- A review of publicly available social media, aligned with the Code of Conduct and Civility, has been applied consistently to all board director and president-elect candidates.
- Insights from ongoing elections reviews will be shared with members in alignment with the organization’s commitment to transparency.

If passed

- All eligible board director candidates must be presented to members for election (numbers have been increasing to 2026 where over 60 applications were received.) As the president-elect will serve as a director in their president year, these changes would apply to that role as well.
- Any additional assessment or shortlisting mechanisms would need to be discontinued.
- Election policies, processes and materials presented to members will need to be revised.
- This would change the current approach developed in response to member feedback on candidate volume, requiring further member consultation to inform how those concerns are addressed within the revised framework.

If not passed

- Current election processes remain in place.
- Feedback and insights received as related to the member proposals would be incorporated into the annual elections review and other governance reviews underway.
- An important consideration for members is how this change would function in practice within a skills-based board model.

Proposal 3 – Eligibility Following Prior Leadership Roles (Binding)

What the Proposal Would Do

- Prevent prior service in OMA president roles from being used as a disqualification for board candidacy.
- For clarity, the other roles referenced are not subject to any restrictions beyond standard term limits. This proposal therefore applies only to the President (officer role).
- Maintains the six-year cumulative service limit and existing bylaw and legislative eligibility requirements.

Actions to Date / Historical Context

- As part of the member-led governance transformation, changes were introduced through bylaw amendments, governance policies, and formal position descriptions for leadership roles.
- This included position descriptions for the presidential roles, including the President-Elect, President, Immediate Past President and Past Presidents, which incorporated a provision that individuals completing the presidential roles would not be eligible for subsequent service on the board, even if they had not reached the six-year cumulative service limit for directors. OMA bylaws and policies do not prevent them from other leadership roles in the organization.
- This approach reflected considerations at the time related to:
 - Leadership renewal within a smaller board structure.
 - Previously, only a limited group could run for president (board directors & OMA Council delegates); the transformation opened it up so any eligible member can put their name forward, creating a broader pool of candidates, while still allowing current board directors to run.
 - Given the limited number of board positions, consideration was given to balancing prior leadership experience with the importance of creating space for new voices and perspectives.
- These changes were implemented alongside a reduction in board size from a larger structure (27-29) to a board of up to 11 directors.
- A board-led Task Force for the Officer Role Review is currently underway, examining the roles of the presidents, their charters including their function within the modernized governance framework and alignment with member and organizational needs. This work has been in development over the past year, with the structure refined as part of

its planned design, and recruitment for the Task Force is beginning in Spring/Summer 2026.

- Members may wish to consider how, over time, this approach could result in a greater proportion of board positions being filled by former presidents, and how that aligns with the goal of leadership renewal within the current governance model.

If passed

- Additional eligibility requirements not outlined in OMA bylaws and legislation would not be permitted in any OMA policies or procedures
- Candidates who have previously served in OMA presidential roles could stand for election, subject to existing term limits; this would generally allow up to six years of cumulative voting service as a director, and in some cases up to seven to complete a term. This would also include additional non-voting observer time before and after the presidency resulting in up to nine years at the board table.

If not passed

- Current eligibility criteria remain in place pending the Task Force outcomes.
- Former presidents may continue to contribute to the organization through leadership, advisory, and other roles outside of board director positions.
- The role and engagement of past presidents is also within the scope of the ongoing Officer Role Task Force review.
- Feedback and insights received as related to the member proposals would be incorporated into the work of the Task Force.

Proposal 4 – Tax Return Information (Advisory)

What the Proposal Would Do

- Express that the OMA should not access or seek access to members' tax return information

Actions to Date / Historical Context

- Statistics Canada project: The Statistics Canada project was a proposed, independent overhead study designed to produce aggregated and anonymized physician overhead data to support system-level advocacy, relativity and negotiations. It was pursued in response to the Kaplan Arbitration Board's direction to secure better data. Statistics Canada, not the OMA, would have conducted any data linkage and analysis using

information it lawfully holds, and no individual level or identifiable data would have been shared with or accessible by the OMA.

- **Council approval:** Following extensive consultation, the initiative was explicitly approved by OMA Council by a decisive vote (159–12, or 90%), reflecting strong representative support for an objective, third-party statistical study with robust privacy safeguards.
- **Court and current status:** Privacy complaints and litigation brought by a small group of members were dismissed by the Office of the Privacy Commissioner of Canada and the Federal Court, both of which found no privacy breach and confirmed the project was lawful. An appeal has been heard by the Federal Court of Appeal and a decision is pending.

If passed

- Signals member preference and advise for the board direction on the use of tax-related data for calculations of relativity
- Board would review current and future data practices including the work on relativity

If not passed

- No formal change; await the final Federal Court of Appeal decision

Proposal 5 – Member Communications (Advisory)

What the Proposal Would Do

- Request support for constituency groups to develop and maintain physician email distribution lists
- Requires compliance with legislation, regulations and OMA policies

Actions to Date / Historical Context

- Work is underway to refresh the Constituency Group communications policy, with the goal of better supporting how leaders engage with members and with each other.
- This work reflects ongoing requests from members and leaders for stronger communication between Constituency Groups and their members.
- It also recognizes that some issues involve broader organizational context that may not always be visible at the constituency level, and that communications should reflect the full picture.
- Any changes must align with privacy requirements and member consent, which limit how member contact information can be shared and used.
- The updated approach is being developed in collaboration with Constituency Group leaders to ensure it is practical, balanced, and supports effective communication.

If passed

- Signals interest in enhanced constituency group-level communication tools This input would inform board consideration of next steps, with management responsible for any subsequent development and implementation, including privacy, operational, and resource considerations.

If not passed

- Work currently underway to refresh the Constituency Group Communications policy would continue, with ongoing input from Constituency Group leaders to ensure communication remains clear, effective, and reflective of broader context.