

Introduction

The OMA Governance Committee (OGC) was charged with developing recommendations for the election and composition of the Officers of the OMA Board and the composition of the Board's Executive Committee.

The Committee has crafted *Draft Recommendations* for consideration by the Board, Council Delegates and other physician leaders. In developing its recommendations, the OGC was informed by the views of members that have been expressed over the past several years and particularly since the summer of 2016. In addition, the OGC conducted a live consultation on March 25th, 2017, where the participants were able to undertake a detailed discussion on a number of specific issues and provide written responses. An electronic survey of the members was also conducted.

The scope of the OGC's review was confined to that of the Executive Committee. This is only one segment of governance review.

The Joint Governance Review Working Group had reviewed the structure and composition of the Board in 2014. During the course of that review, Council was presented with a number of options for restructuring the Board, including altering its size, distribution of geographic and clinical representation and converting to a skills-based Board. At that time, Council declined to make any changes to the Board.

The results of those revisions are scheduled to be reviewed in 2018 and that process is expected to commence in the fall of this year. The OGC believes that the recommendations made herein are independent of any revisions that might be recommended as part of that review.

It should also be remembered that the Board Governance Committee, which was the forerunner to the OGC, had formally started to review the Executive Committee in April of 2015. The current calls from members for reform have created a greater impetus to complete this aspect of the work now. Therefore, the OGC recommended against deferring this issue to the time of the broader review.

This document is organized into five sections.

1. A description of the current composition and election of the Executive.
2. A description of the methodology utilized by the OGC.

3. A list of the OGC's recommendations containing hyperlinks to a more detailed description.
4. A description of the underlying rationale for most of the decisions.
5. Appendices.

I. The Current Composition and Election of the Executive Committee

The current composition and election of the OMA Executive is described below.

- The Executive Committee consists of the six Officers of the Corporation:
 - Secretary;
 - Honorary Treasurer;
 - Chair of the Board;
 - President-Elect;
 - President; and
 - Past President.
- The Secretary, Honorary Treasurer and Chair are each elected by the Board to serve a one-year term.
- The President-Elect is elected by Council to serve a one-year term and then succeeds to serve two additional one-year terms as President and then as Past President without requiring further election.
- In practice, the election of the Secretary is contested. After that, the Board usually successively elects the Secretary to the Office of Honorary Treasurer and then to the Chair. The Board then nominates the Chair for President-Elect.
- Council has the power to nominate another Director for President-Elect but has never done so.
- This results in a six year succession stream from Secretary to past President.

The legal requirements under the *Ontario Corporations Act*, the applicable By Laws and descriptions of the role in practice are appended (Appendix A).

II. The OGC's Methodology

In crafting its recommendations, the OGC took into account the views of members that were

derived from two primary sources.

a) Member Consultation

The OGC conducted an in-person consultation with Physician Leaders on March 25th. This session commenced with a presentation by Mr. Nouman Ashraf of the Rotman School of Management.

The participants had been provided with a document entitled *Discussion Paper on the Composition and Election of the Executive Committee* (<https://www.oma.org/wp-content/uploads/private/DiscussionElectionofExec.pdf>) for background information. They next discussed a series of questions that were put to them addressing a number of decision points and other matters (https://www.oma.org/wp-content/uploads/private/PotentialQuestions_Consultation.pdf). The discussions utilized a small table format which allowed for a more robust and detailed discussion than what is possible at a Council meeting. The participants were also grouped in an effort to bring members from different geographic areas and different clinical specialties together to reduce the potential for a lack of diversity of opinion if members from the same constituencies were seated together.

Each group provided a written report to the OGC on the substance of their discussions. While there was a diversity of opinions on the subject matter, this type of input was invaluable to the OGC. It needs to be emphasized that this input was utilized at the stage when the Committee was developing its Draft Recommendations. The insight into the views of our Physician Leaders was very helpful in both confirming and challenging the views of the Committee.

b) Member Survey

An electronic *Thought Lounge* survey of the membership was conducted (Appendix B). Members were provided with a link to the *Discussion Paper* used for the in-person consultation. Participants were asked five closed questions addressing specific decisions the OGC was considering. Two additional open-ended questions were included. One asked for opinions regarding items the OGC believed were relatively straightforward and did not require a full debate. The other asked for novel ideas that were not covered in the *Discussion Paper*.

In addition to the consultation and survey, several members wrote to or e-mailed the OGC with

their thoughts. As well, in the year leading up to this, many members had communicated their opinions informally to Committee members.

In evaluating the large amount of input it received, the Committee took into consideration some of the following factors:

- the legal requirements as described in the *Ontario Corporations Act*;
- the requirements described in the *OMA By Laws* and commentary;
- the actual work done in practice; and
- the OMA's organizational needs.

The OGC's work was not an exercise in implementing the most popular opinion. The Committee's recommendation are based on what, in its opinion, will best serve the needs of the organization.

High functioning organizations conduct governance reviews on a regular basis. The OGC expects that its *Final Recommendations* will be reassessed to determine if they have indeed accomplished the sought after efficiency, effectiveness, accountability and transparency they were designed to address.

III. OGC's Recommendations

A. The Executive Committee

1. The Board should appoint Officers to form an Executive Committee.
2. The Board should develop Terms of Reference that specifically describe the powers of the Executive Committee so that its duties are readily apparent and distinguishable from the Board as a whole and should include the following:
 - a) to consider matters referred by the Board for resolution because the full Board either did not have sufficient information or the time to consider fully the matter and make the decision itself. Frequently such matters are time sensitive and the Board provides some guidance to the Executive regarding the factors it should take into consideration when deciding.
 - b) to make operational decisions where the full Board has already determined the direction to be taken.
 - c) to make decisions on time-sensitive issues that have not come to the full Board and

are relatively minor nature and thus do not require deliberation by the full Board.

The Executive Committee must use its judgment in deciding what warrants full participation by the Board and in any case should report its decision to the Board at the earliest opportunity.

3. The Executive Committee should be composed of three Officers, *viz.* the Chair, the President and the President-Elect who shall serve on the Committee so long as they hold Office.

B. The Secretary

1. The Board should appoint an OMA staff member to the position of Secretary rather than electing a Director to that Office.
2. During *in camera* sessions, the Chair should appoint a Director to minute the meetings.

C. The Honorary Treasurer

1. The Board should sunset the Office of Honorary Treasurer.
2. The Board should elect a Director as Chair of the Budget Committee of the Board.
3. The Chair of the Budget Committee should serve as an *ex officio* member of the Audit Committee of Council.
4. The term of the Chair of the Budget Committee should conform to the Board Policy on Committee Appointments, *viz.* two years renewable once upon election by the Board.
5. Serving as the Chair of the Budget Committee should not exempt the Director from complying with their term limit.
6. The Chair of the Budget Committee should not be a part of the Executive succession.
7. The Chair of the Budget Committee should not be a member of the Executive Committee.
8. The *By Laws* should be revised to delete the description of the Honorary Treasurer (Section 11:2:5) and other references to that Office.
9. The duties of the Chair of the Budget Committee should be described in the Terms of Reference for the Committee. The ToR should state that in deciding whom to appoint, the Board should give consideration to the demonstrated financial literacy (not expertise) of the candidate(s) or a willingness of the Director to undertake appropriate education to gain those skills.

D. The Chair of the Board

1. The Board should elect a Director to the Office of Chair of the Board.
2. The Chair should be a member of the Executive Committee
3. The Chair should not be a part of the Executive succession.
4. Serving as the Chair of the Board should not exempt the Director from complying with their term limit.
5. The term of the Chair of the Board should be two years renewable once upon election by the Board.

E. President-Elect

1. The role of the President-Elect should be maintained.
2. The President-Elect should serve on the Executive Committee and the Physician Services Committee.
3. The President-Elect will serve as President upon completion of their term of office and will serve as Past President upon completion of their term of office as President.

- Election of the President-Elect – Pool of Candidates Eligible to Stand for Election

1. The following members are eligible to stand for election as President-Elect:
 - a) any Board Director who will serve on the Board immediately after the conclusion of the Spring Council regardless of the length of their experience which includes Directors-Elect; and
 - b) any Council Delegate elected during the Single Election Period in March preceding the Spring Council or whose term is continuing.
2. Candidates should declare their interest in the Office of President-Elect by March 31st by submitting a nomination signed by three Directors and/or Delegates eligible to vote in their election.

- Election Campaign and Member Referendum for the Office of President-Elect

1. The OMA should conduct an organized campaign for all declared candidates. This campaign will include:
 - a) a standardized candidate profile describing their qualifications and experience (OMA and other) to allow members to assess their qualifications;
 - b) video statements posted on the OMA website;
2. Teletown Halls and other opportunities for bilateral communication with members;

and personal appearances, if possible.

3. All candidates should be required to participate in an organized campaign.
4. The OMA should conduct a nonbinding referendum of the members regarding their choice of President-Elect to inform their elected representatives regarding their preferences.

- Election of the President-Elect at Council

1. Council Delegates should elect the President-Elect at the Spring Council.
2. To be elected, a candidate must receive a majority (50 per cent plus 1) of the votes cast. In the event that no candidate is successful, then the candidate(s) receiving the lowest number of votes will be dropped from the ballot and a subsequent vote conducted as described in the *Conduct of Council Meetings* document.
3. In the event the candidate elected to the Office of President-Elect is not a current Board Director, then they will become an *ex officio* Director. This will increase the number of Directors to 28 should each of the President-Elect, President and Past President have become Directors in this manner.

- Obligations of Council Delegates

1. The result of the nonbinding referendum will be made available prior to Spring Council. The report will be sufficiently detailed so as to depict the results of all the constituency groups represented at Council.
2. During the first ballot, Council Delegates should give first consideration to the results of the referendum to inform them regarding how to cast their vote but they may also take into consideration presentations by candidates that may be made at Council and other information.
3. During subsequent ballots, Council Delegates should continue to be informed by the choices of their constituents but may take other information into account as well.
4. Each Council Delegate is entitled to cast a single vote regardless of how many constituency groups they represent.

F. President

1. The President should remain a member of the Executive Committee.
2. The description of the duties of the President should be updated to reflect the actual current

duties.

G. Past President

1. The Past President should not be a member of the Executive Committee.
2. The Past President should leave the Board following completion of their Past President term.
3. The Past President is eligible to contest for a position on the Board at any time after they leave the Board subject to their term limit.
4. The Past President is not eligible to be elected President for another term.

H. The Spokesperson

1. The role of the President as the spokesperson for the OMA should be supplemented by having the Board direct the CEO to hire a media spokesperson.
2. The President will continue to be the spokesperson for members, external organizations and other stakeholders and may be assisted when needed by the media spokesperson.
3. The responsibilities of the media spokesperson will include responding to requests for interviews by the media as well as proactively seeking opportunities to carry forward OMA messaging to the media. This will include addressing the interests of the OMA on social media and other forms of public communication. The media spokesperson may undertake these activities directly or may assist the President.
4. The CEO will be responsible for the recruiting, hiring, determining the job description and evaluating the media spokesperson.
5. The media spokesperson should be a member of the Senior Management Team and attend all Board meetings

I. Other Recommendations

1. The descriptions of the duties of all the Officers of the Board (President, President-Elect, Past President, Chair of the Board and the Secretary) should be significantly abbreviated in the By Laws.
2. The duties of the Officers noted above should be described in full in the *OMA Director's Handbook*.
3. The Board should consider whether to recommend to Council that it revise its *Conduct of*

Council Meetings document to provide that the voting record of Delegates will be recorded electronically and published on the website for their constituents to view except for votes in elections.

J. Future Considerations

1. The revisions recommended by the Joint Governance Review Working Group that were adopted following the 2015 Spring Council are scheduled to be evaluated in 2018. The OGC expects this work will begin in the fall of 2017.
At that time, the size and composition of the Board will be considered. During the recent review Council declined to recommend any changes to the Board.
If the size of the Board were to be reduced as a result of the 2018 review, consideration may be given to eliminating the Executive Committee. A smaller Board may be able to function efficiently without an Executive Committee.
2. The review may consider the value of conducting elections or referenda using a ranked ballot system.

IV. OGC's Recommendations – The Details

1. The Executive Committee

The OMA Board needs an Executive Committee to function efficiently. While it would seem that technology might enable the Board to function as a Committee of the Whole outside of scheduled meetings, the fact is that there are at least twenty-five Board Directors plus staff to be accounted for. It is not realistic to expect that many people could be congregated and briefed in order to render a decision especially if more frequent decisions needed to be made or more prolonged discussions were required.

However, the role of the Executive Committee could be revised to ensure that it is not replacing the Board as the decision maker, either in appearance or in reality.

To that end, the Executive Committee should be reduced to three which is the minimum size required by the Act. The logical Directors who should sit on the Executive are the Chair of the Board, the President-Elect and the President since they are more likely to be involved in the daily affairs of the OMA and the Board.

The Board should adopt Terms of Reference for the Executive Committee that describe its Scope of Authority so that the Committee's purpose is readily apparent and distinguishable from the Board as a whole.

2. Secretary

The OMA needs to have a secretary to organize documents and minute the meeting. However, this is an administrative function and is currently done by support staff. There is no reason that the work needs to be performed by a Director and in fact that is not what is done currently.

Furthermore, in the absence of a six-Director succession stream, there is no rationale for having a Director in this position. Currently, support staff do not attend *in camera* sessions and the Secretary minutes that part of the meeting. This can be resolved by having the Board Chair designate one Director to record the *in camera* minutes.

3. Honorary Treasurer

The honorific nature of the title suggests what is truly expected of the Office. The technical and professional aspects of the financial management of the OMA are managed by the Chief Financial Officer and the Finance Department. The Honorary Treasurer likely does not have the skills nor necessarily the interest to become involved at that level especially since a different Director has been serving in this capacity each year.

However there are issues of political significance that have to be factored into recommendations made by the Budget Committee as these can impact on the ability to comply with the operational plan. These recommendations cannot be based strictly on the basis of financial considerations. This then is the functional role for the Honorary Treasurer.

Furthermore, in the absence of a six Director succession stream, there is no need to include the Honorary Treasurer on the Executive Committee. The decisions it makes, as contrasted to the ones the Board makes, are not reliant on information from the Honorary Treasurer and if such information is ever required, then the Honorary Treasurer could be invited to attend a meeting of the Executive Committee.

The Office of Honorary Treasurer should be sunset. The Board should elect a Director to serve as Chair of the Budget Committee which is currently chaired by the Honorary Treasurer. The term of the Chair of the Budget Committee should be consistent with the Board Committee Appointment Policy, *i.e.* two years renewable once and should not extend the Director's term limit.

The Chair of the Budget Committee will also continue to discharge the other duty of the Honorary Treasurer which is to serve as an *ex officio* member of the Audit Committee of Council.

4. Chair of the Board

The OMA needs a Chair of the Board to be responsible for organizing and conducting meetings.

The skills required to chair a Board meeting effectively improve with experience. Many former Chairs have commented that it takes close to a year to acquire those skills at which point they had almost completed their terms. However, many also commented that these skills and the experiences are not an essential requirement to serve as the President.

In the absence of a six Director succession line, the Board would benefit from having a Director serve in the Office for more than one year. The term of the Chair should conform to the spirit of

the Board Policy on Committee Appointments, *i.e.* two years \renewable once and should not extend the term limit of the Chair.

The Chair should be a member of the three Director Executive Committee as their knowledge and organizational responsibilities are integral to the function of the Executive.

5. President-Elect

This role of the President-Elect was one of the more complex the OGC considered because it is the entry point to the Office of the President and because it is interrelated with a number of the other issues being considered.

Two models were proposed: the current President-Elect model where the Director continues on to serve as President and Past President; and the Two Vice-President Model in which there is not a prescribed line of succession.

The advantages and disadvantages of each model are intertwined with the type of President members believe the OMA needed.

In brief, the current President-Elect model focuses the responsibility of the Office of President on one individual who exercises increasing responsibilities over their first two years of succession as President-Elect and President. The member who seeks this Office must be committed and willing to make the adjustments in their professional and personal lives that the Office demands.

The Two Vice-President model would function well with the type of individual described above with some risk of conflict arising from competing interests. However, it would also accommodate someone who was less willing or less able to meet the professional and personal demands of the Office in the President-Elect model for at least two reasons. First, the model would permit a member to be actively involved at the highest level of the OMA governance without requiring that they go on to serve as President.

Second, it could create an opportunity to share the responsibilities of the Office of President with the Vice-Presidents. Both of these factors could broaden the demographic profiles of member who might run.

Ultimately, the OGC determined that it was in the better interest of the OMA to have a clear line

of succession that would require a significant commitment and therefore recommends continuing with the President-Elect model.

In order to prepare for their term as President, it is in the interest of the OMA to have a Director who is fully versed in the issues that are currently under consideration. The President-Elect should therefore continue to serve on the Executive Committee and as an *ex officio* member of the Physician Services Committee, as they currently do.

The Election of the President-Elect

The election of the President-Elect is relevant because this Officer will go on to become President without having to stand for election again. The President-Elect is exempted from having to stand for election by their constituents as otherwise they could be defeated prior to succeeding to the Presidency. The President-Elect can also exceed their term limit, although this will have less of an impact than initiating this exemption at the beginning of a six-year succession stream.

Pool of Candidates

The President is a member of the Board who has significant influence through their experience in the affairs of the OMA. However, they only cast a single vote at the Board.

The current practice is to elect the President-Elect from among the current Directors who have at least one year's experience on the Board. This ensures that the President-Elect is cognizant of the issues concerning the OMA when they take office and during their term as President.

There was a strong call to reform this practice and open up the Offices to members who potentially have less experience and knowledge.

It is in the best interest of the OMA to elect a President who has knowledge of the OMA, its role and experience in negotiating and implementing PSAs, its policies, its relationship with the MOH and other external organizations, and other matters.

There may be individuals other than current Directors with at least one year experience on the Board who may meet those qualifications, especially given that they would have at least a year as President-Elect to prepare.

The OGC believes that extending the pool of potential candidates to other Board Directors who

are eligible to serve on the Board after the Spring Council would provide additional qualified candidates. In addition, members who are serving on Council, having been elected at the recent elections or are continuing their prior terms would also be qualified.

The Electorate

There was a strong call to allow the membership to vote for the President. Currently, Council elects the President-Elect. However, the Board nominates a Director for the Office and although Council has the ability to nominate an alternate Director, it has never done so. This results in an acclamation of the President-Elect at Council so in effect the Board elects the President.

The responsibility for electing the most qualified candidate will now lie with Council as the Board will no longer make that determination.

The OMA is best served by having an electorate that is well informed and conversant with the affairs of the organization and more likely to know the candidates from their prior years of involvement. They will be aware of the strengths and weaknesses of the candidates.

However, it is not unreasonable that the views of general members might also be taken into consideration. Currently under the *Act*, the President-Elect must be elected at a meeting. The only relevant meetings that the OMA conducts are those of the Board, the Council or a General Meeting of the Members.

Council is the representative, elected body of the OMA. It is designed to allow Delegates to represent the views of their constituents. A General Meeting allows all members to vote directly either at the meeting or by proxy. The *Act* does not permit this election by other means, such as an electronic vote by members.

The best manner in which to capture these competing interests is to have Council continue to elect the President-Elect but to undertake a nonbinding referendum of the members to inform the Delegates of their preferences.

These two recommendations to broaden the pool of candidates and conduct a member referendum require that the electorate and members have the opportunity to assess the candidates. The OGC therefore has recommended a more structured campaign for candidates for President-Elect. This will include:

- a) requiring candidates to declare their intention by a specific date
- b) completing a standardized profile of each candidate's experience, knowledge and other qualifications; and
- c) having candidates participate in a number of interactions with the electorate.

This also requires Council Delegates to exercise their voting privilege wisely. The OGC expects that Delegates will consider all the information they have on the candidates and not just the results of the referendum, *e.g.* the candidate profiles, speeches made by candidates at Council as well as any deliberation regarding the preference for candidates.

This will become particularly important if there are more than two candidates running. A candidate must receive a majority of the votes cast to win (50 per cent plus one vote). If none of the candidates receives a majority, then the candidate with the lowest number of votes is dropped and a runoff election is conducted. This process continues until one candidate receives a majority of the votes.

Since the candidate who received the greatest number of votes by the constituents may not be on the ballot during any of the runoff elections, each Delegate will have to determine whom they will vote for in that round and the extent to which they will use the referendum to inform them at that time.

Constituency groups with more than one Delegate at Council should also consider whether they need to collaborate to more effectively represent the views of their constituents by casting their votes in a manner that reflects the distribution of votes among the candidates or to cast all their votes for the candidate who received the greatest number of votes.

6. The President

The manner in which the President is elected and the OGC's recommendations for reforming this process are described above in the description of the President-Elect.

The one additional consideration for the President is their role as spokesperson for the OMA. This is the official role of the President. Being an effective spokesperson is not a skill that comes naturally to all. The President undergoes media training and is practiced by the time they assume their Office.

Nevertheless, many members have called for the OMA to hire a skilled, experienced, full-time

professional spokesperson who would then become the public face of the OMA at least with respect to media interactions.

Beyond being a public spokesperson, the OMA needs its President to be the public face of the OMA to its members, government, other medical entities including the CPSO, CMPA, CMA and PTMAs, other stakeholders and those with an interest in the health care system and the physicians within it.

This role should be split into two compartments. The first compartment entails interactions with the media and this should include social media. The OMA should create a senior staff level position for a media spokesperson.

The second compartment entails interactions with members and other entities. These should continue to be undertaken by the President.

7. Past President

The contribution of the Past President is useful to the organization for the continuity and perspective it provides. This would be lost were the President to leave the Board following the completion of their term.

However, the Executive Committee does not have the same need for these insights as the Past President can provide them at the full Board. Therefore, the Past President should not be a member of the Executive Committee.