

*POSITION PROFILE*

**ONTARIO MEDICAL ASSOCIATION**

**Board Directors**

**October 2022**

## POSITION PROFILE

Client Organization: **Ontario Medical Association**

Position Title: **Board Directors**

Location: **Toronto, Ontario**



## THE ORGANIZATION

The [Ontario Medical Association](#) (OMA) represents the political, clinical and economic interests of the province's medical profession. Practicing physicians, residents and students enrolled in any of the six Ontario faculties of medicine are eligible for OMA membership.

Founded in 1880, the OMA has from its beginning played a vital role in the development and promotion of healthcare services across Ontario. Today, the OMA represents approximately 44,000 members including practicing/retired/out-of-province physicians and medical students, advocating for and supporting doctors while strengthening the leadership role of doctors in caring for patients. Our vision is to be the trusted voice in transforming Ontario's health-care system.

To help serve the clinical and economic interests of Ontario's physicians, the OMA has developed a suite of products and services that range from practice management seminars, physician health and wellness, product discounts for members, and a portfolio of insurance products developed specifically for the needs of its members.

## A MODERN OMA

In 2020, the OMA approved the most significant governance changes in its 138-year history, a monumental step forward in strengthening this world-class medical organization. These transformational changes have made the OMA's governance more skills-based, nimble and responsive, aligning it with best practices in industry and not-for-profit, member-driven organizations across Canada.

The new structure empowers OMA members through more direct connection to elected bodies and decision-making, with enhanced transparency into the OMA's structure and function. This enables the OMA to represent members' priorities more effectively, including improved patient care and better support for doctors. Roles and responsibilities have been clarified to give the Board of Directors organizational oversight while a reenergized leadership body of physician delegates lead generative thinking, focusing on driving and shaping health care policy.

Key changes in the governance structure include:

- The Board of Directors has become smaller, more effective and skills-based consisting of 11 Directors, including three non-physicians, reduced from 26 members.
- Replacing the current 250-member elected delegate Council is a leaner General Assembly made up of:
  - an appointed Priority and Leadership Group;
  - a General Assembly Steering Committee;
  - appointed members of panels and working groups with clearly defined goals, objectives and work that help deliver on the overarching mandate.
- The General Assembly now provides more meaningful ways for members to get involved and effect change within the OMA:
  - skills-based working groups, made up of OMA members who are engaged to deliver on the General Assembly identified priorities;
  - collaboration networks made up of OMA groups with common interests, specialties or locations.
- Members-at-large now elect Board Directors.
- Members have a binding vote on choosing their Presidents, rather than an advisory referendum. Members will also vote to directly ratify Physician Services Agreements (PSAs).

## MANDATE OF THE BOARD OF DIRECTORS

The Board of Directors (the “Board”) is a group of elected physicians and non-physicians responsible for the supervision of the core activities of the OMA. Acting on behalf of its members, the Board is responsible for the governance of the OMA and is the highest decision-making authority within the organization.

The Board provides oversight for the management of the business and ensures that all significant systems and procedures are in place for the organization to run effectively, efficiently, and meet all legal and contractual requirements.

The Board develops the OMA’s approach to corporate governance, including a set of governance principles, policies, guidelines and structure specifically applicable to the OMA which will improve the effectiveness of the Board. The Board oversees all affairs of the OMA and exercises, as appropriate, the powers vested in the Board as per the OMA By-Laws, governance policies and all applicable laws and regulations.

The overarching role of the Board focuses on governance and stewardship rather than on running the day-to-day operations of the OMA, which is the responsibility of Management. The Board respects this distinction between the role of the Board and staff. The Board seeks to approve or reject Management recommendations and refrains from directing or instructing Management.

## COMPOSITION OF THE BOARD

The Board is comprised of a varied mix of skills, expertise, and diversity critical for effective oversight of the management of the OMA. Board Directors are elected by the OMA membership based on a standardized OMA candidate recruitment process. Each Board Director will possess, or develop, the requisite skills and will have access to the necessary tools required for their effective performance.

The OMA Board includes:

- Eleven Directors composed of 8 physicians and 3 non-physicians;
- A Board Chair and Vice-Chair, elected by Directors from among the Directors;
- A President, who will also be one of the eleven voting Directors;
- A President-Elect, elected by the members, who will sit as an Observer for one year;
- An Immediate Past President who will sit as an Observer for one year.

Board Directors are elected directly by members during the regular election period. For this election period, the Board requires:

- Four physician Directors for 2-year terms;
- Two non-physician Directors for a 2-year term;
- One President-Elect for 1 year.

## GENERAL BOARD DUTIES AND RESPONSIBILITIES

The Board of Directors, as individuals and as a collective, exercises its duties of oversight, care, skill, diligence, integrity, and loyalty to ensure effective, efficient, and agile Board performance that leads to OMA mission realization. Directors of the OMA govern with the goal of enhancing executive decision-making and improving the performance of the organization in serving its members.

The Board duties include the following:

- Provide oversight to the CEO’s management of OMA business and the integrity and effectiveness of all affairs of the OMA;
- Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances, including attentive, thorough, and careful effort in executing its responsibilities;
- Consistently be guided by high integrity and ethics when executing its responsibilities;
- Act in good faith and demonstrate loyalty to the OMA and its membership;
- Protect the best interests of the OMA as a whole and not the interests of any specific stakeholder entity or constituency.

In addition, the Board of Directors delivers on the following general responsibilities:

- Uphold the Vision, Mission and Core Values of the OMA;
- Provide unifying and inspiring leadership for the OMA;
- Approve the PSA negotiations mandate with input from the General Assembly;
- Secure a proposed PSA and forwards to members for ratification;
- Oversee CEO recruitment, support, and accountability;
- Lead the strategic planning process with the CEO, Senior Management Team, and with input from the General Assembly;
- Oversee financial performance and reporting;
- Oversee Board Committees, Task Forces and Working Groups;
- Oversee risk management;
- Oversee human resource policy;
- Oversee compensation policy;
- Oversee governance policy;
- Oversee Board and Board Director performance and evaluation.

## QUALIFICATIONS

With the introduction of its new governance model in 2020, the OMA has adopted a skills matrix comprised of a combination of competencies that reflect the needs of the OMA.

Competency	Description
<b>Board Governance</b>	Understands Board and Director responsibilities and liabilities. Experience and knowledge of corporate governance structures, processes and best practices. ICD or equivalent certificate an asset for physician members, a must for non-physician members.
<b>Strategic, Generative &amp; Integrative Thinking</b>	Experience and ability to think strategically by integrating or linking range of internal and external factors impacting the mission of OMA.
<b>Knowledge</b>	Understanding of the OMA and the Ontario healthcare environment, and matters affecting physician/membership matters, issues and policy impacting the OMA.
<b>Leadership</b>	Demonstrated experience in building consensus, collaboration, impartiality, and ability to maintain productive working relationships.
<b>Transformative Change</b>	Experience in driving and facilitating change, monitoring and assessing progressive change and leading continuous improvement.
<b>Risk Management</b>	Understands and able to balance the relationship between risk and reward, and ensures organization identifies, monitors and manages risk.
<b>Communication</b>	Communicates with clarity, is an active listener. Demonstrates open, honest, transparent verbal and written communication.
<b>Financial/ Business Acumen</b>	Experience in financial planning and controls. Ability to read, interpret and assess financial reports and implications.
<b>Human Resources</b>	Understands and adheres to best practices related to corporate and human resource planning. Committed to Equity, Diversity and Inclusion (EDI).
<b>Innovation</b>	Skilled at creating and assessing innovative thinking. Demonstrates openness to diverse opinions and new ideas.
<b>Information Technology</b>	Comfortable using a variety of electronic communication and collaboration tools. Aware of emerging IT trends and can assess potential opportunities for OMA.

## TERMS AND TIME COMMITMENT

Individual Board Directors will serve a two-year term (except in the situation of a by-election or mid-term appointment), with a maximum service of 6 years.

Board Directors will demonstrate a commitment to dedicate the time required to attend Board meetings, participate on committees, and attend events when required. There are approximately 6 – 8 Board meetings per year with additional time commitments required for committees, and Chair and Vice Chair leadership roles. The 2023 Board meeting schedule is as follows:

- February 15, 2023 (1 hr) – New Board Director Meet & Greet
- March 22, 2023 (1 day) – Board Meeting
- April 4, 2023 (2 hrs) - New Director Onboarding
- May 4-5, 2023 (2 days) – Annual General Meeting
- May 6- 7, 2023 (2 days) – Priority and Leadership Group Meeting (attendance optional but strongly encouraged)
- June 20-21, 2023 (2 days) – Retreat and Board Meeting
- September 13, 2023 (1 day) – Board Meeting
- October 25, 2023 (1 day) – Board Meeting
- November 4-5, 2023 (2 days) – General Assembly (attendance optional but strongly encouraged)
- December 5-6, 2023 (2 days) – Retreat and Board Meeting

## REMUNERATION

Appropriate and fair compensation is provided. The OMA is currently undertaking a formal review of its Board compensation model.

## QUESTIONS AND APPLICATION INFORMATION

If you are interested in being considered for this rewarding Board Director position:

- Physician members are invited to respond to the Notice of Election issued October 27, 2022 and closing November 24, 2022.
- Non-physician members should submit a resume to Chris Sawyer, Partner, at [chris.sawyer@lhhknightsbridge.com](mailto:chris.sawyer@lhhknightsbridge.com).

All qualified applicants will receive an application form for completion. Additional information on election process and protocols will be made available to all applicants.

Should you have any questions regarding this opportunity, please contact a member of the Project Team:

Janice Kussner, Partner	<a href="mailto:janice.kussner@lhhknightsbridge.com">janice.kussner@lhhknightsbridge.com</a>	416-640-4313
Chris Sawyer, Partner	<a href="mailto:chris.sawyer@lhhknightsbridge.com">chris.sawyer@lhhknightsbridge.com</a>	416-640-4312
Katherina Cameron, Executive Assistant	<a href="mailto:katherina.cameron@lhhknightsbridge.com">katherina.cameron@lhhknightsbridge.com</a>	416-928-4643

***Diversity, inclusion and tolerance are among the Ontario Medical Association's core values.  
The OMA has been committed to and will continue advocating for an environment  
where all persons are treated with fairness, dignity, and respect.***

***Ontario's physicians have dedicated their lives to improving the health and well-being of patients  
across the province. This includes recognizing the impact of the social determinants of health  
and working to eliminate the disparities that exist between communities.***

***The Ontario Medical Association strongly believes that we all have a role to play in upholding and  
advocating for the principles of human rights, pluralism, tolerance and inclusion.***

***If you require accommodation in order to participate as a candidate in the hiring process,  
please communicate your needs to the LHH Knightsbridge Project Team.***