

## Role Descriptions in the Governance of the Doctors of BC

### Role of the Board

Under the Bylaws of the Association, the Board has this role:

#### **“Management of Affairs of Association**

Subject to the Societies Act and the Constitution and Bylaws, the activities and internal affairs of the Association shall be managed by the Board of Directors, which may delegate any of its powers and duties to a committee, a member, or the CEO for a designated purpose.”

The law imposes on directors a fiduciary duty and a duty of care. The directors’ fiduciary duty requires them to act honestly and in good faith, with a view to the best interests of the association. Their duty of care requires them to exercise the care, diligence and skill of a reasonably prudent person in comparable circumstances.

In the context of the Doctors of BC, members of the Board will largely discharge their duties by attending to the following functions:

- developing the Board and improving the governance of the Association;
- appointing members to both internal Doctors of BC committees and external committees where Doctors of BC representation is invited or required;
- overseeing and directing the Doctors of BC committees as well as appointees to all external committees;
- defining the interests and positions of the Doctors of BC to be advanced at the joint committees with government and monitoring adherence to those interests and positions;
- approving negotiation mandates, strategies and resulting agreements;
- approving proposed fees;
- approving the strategic direction of the association and all business plans;
- approving policy and positions on issues facing the medical profession;
- overseeing and monitoring advocacy;
- overseeing the enhancement of the standing of the profession and association with members of the Doctors of BC and with the public;
- approving the budget and financial statements of the Association and monitor its financial performance;
- monitoring the risks facing the Association and ensuring the existence of risk mitigation plans, where possible;
- overseeing the performance of the CEO, and through the CEO the operational performance of the Association; and
- engaging with the Representative Assembly to determine and gain the input of the Representative Assembly on matters of interest to the profession and the Association.

Ideally, the Board will be comprised of physicians who collectively bring a mix of skills and knowledge that permit all of these functions to be performed at a high level of skill and competence.

While the bylaws require a minimum of 4 meetings per year, the Board is scheduled to meet 7 times per year (plus an additional day for strategic planning), each for a full day. In addition, the Board members shall attend the three meetings of the Representative Assembly, each scheduled for a full day.

In addition to preparation, attendance and participation at meetings of the Board, certain Committees include Board representation<sup>1</sup> in their terms of reference. This will add to the time commitment expected of the Board members so appointed. At present the committees requiring Board members are:

- Audit and Finance Committee – 2 directors
- Governance Committee – 2 directors
- Nominating Committee – 2 directors
- HR & Compensation Committee – 2 directors

### **Role of the Chair of the Board**

Under the Bylaws of the Association, the Board shall elect a Chair from amongst its members. In addition to presiding over all meetings of the Board, the Chair will work with the CEO in developing agendas for meetings and ensuring appropriate reporting of Board decisions, and with the Speaker of the Representative Assembly in coordinating discussions and actions of the two bodies.

In addition, the Chair is *a full* member of the:

- Governance Committee; and
- HR & Compensation Committee.

### **Role of the President**

Under the Bylaws of the Association, the President has this role:

“The President shall:

- i. be a Board Director;
- ii. be a voting member of any committee where he or she is appointed as a full member of the committee in accordance with the Bylaws;
- iii. be an ex officio non-voting member of all Association committees where he or she is not a full member of the committee;
- iv. enforce the due observance of the Constitution and Bylaws;
- v. represent or appoint an alternate to represent the Association in all its official contacts with other medical, scientific, sociological or other bodies;
- vi. be the official spokesperson of the Association; and
- vii. perform other such duties as usually pertain to the office of President.”

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<sup>1</sup> The Chair, President, and President-Elect also have *ex officio* roles on several committees – see the sections on the role of the Chair and President, respectively

The primary role of the President is as the official spokesperson of the Association. In this capacity, the President voices the interests, positions and perspectives of the Association as determined by the Board or its committees, and not the President's personal views. This includes continuing the Association's relationships with senior political leadership in healthcare in British Columbia. The President does not set or establish policy and is not responsible for the management and administration of the Doctors of BC.

In addition, the President is a *full* member of the following Committees:

- Governance Committee; and
- HR & Compensation Committee.

### **President-Elect**

Under the bylaws of the Association, the President-Elect has this role:

"The President-Elect shall:

- be a Board Director;
- be a voting member of any Association committee where he or she is appointed as a full member of the committee in accordance with the Bylaws;
- be an ex officio non-voting member of all Association committees where he or she is not a full member of the committee;
- assist the President in the performance of the President's duties;
- in the absence of or at the request of the President, perform any or all of the duties and functions of the President; and
- if the office of President becomes vacant for any reason, serve as Acting President for (vi)the remainder of the President's term."

In addition, the President-Elect is a *full* member of the following Committees:

- Audit and Finance Committee;
- Governance Committee;
- Nominating Committee; and
- HR & Compensation Committee.

### **Role of the Representative Assembly**

Under the Bylaws of the Association, the Representative Assembly has this role:

#### **"Mandate**

The Representative Assembly shall represent members' interests, provide a forum for members to discuss issues of importance to the profession and provide guidance to the Board.

### **Responsibilities**

The Representative Assembly shall have the power and authority to act for and on behalf of members as it considers proper. Without restricting the generality of the foregoing, the Representative Assembly shall:

- a) elect Directors at Large of the Board from amongst candidates nominated by and from the membership;
- b) monitor Board performance;
- c) have the power to remove a Director at Large from the Board by special resolution;
- d) elect the Speaker and Deputy Speaker of the Representative Assembly from amongst candidates nominated by and from the membership;
- e) elect Members-at-Large of the Nominating Committee and the Governance Committee from amongst candidates nominated by and from the membership;
- f) make recommendation on policy and other broad objectives to the Board, including negotiations;
- g) review and approve sending Bylaw amendment proposals from members to referendum; and
- h) consider recommendations from the Board.”

Unlike the Board, members of the Representative Assembly do not have a fiduciary duty or duty of care to the Association. The expectation is that the Representative Assembly will seek to understand and discuss issues of general importance to the profession and advise the Board accordingly.

The Representative Assembly will meet three times each year for a full day.

### **Role of the Speaker and Deputy Speaker of the Representative Assembly**

Under the Bylaws of the Association, the Speaker and Deputy Speaker have these roles:

#### **“Role of Speaker and Deputy Speaker**

The Speaker shall preside over all meetings of the Representative Assembly. The Deputy Speaker shall carry out the duties of the Speaker in the absence of or at the request of the Speaker.”

The Speaker will work with the Chair of the Board and the CEO in developing agendas for meetings of the Representative Assembly and for facilitating communications between the Representative Assembly and Board between meetings. The Deputy Speaker shall assist the Speaker as requested, both during and between meetings, as well as carry out the duties of the Speaker in the absence of, or at the request of, the Speaker.

Physicians filling these roles will need to be experienced in facilitating meetings. The Representative Assembly elects the Speaker and Deputy Speaker from amongst names nominated by the members.