EVERY VOICE COUNTS:

SHAPING THE FUTURE OF OUR ASSOCIATION TOGETHER

doctors of bc

SEPTEMBER 2015

LETTER to MEMBERS

September 1, 2015

Dear Members,

Re: Every Voice Counts: Shaping the Future of our Association Together

The governance of our Association is not an end in itself. Governance is a means to our collective strength. It is a means to our continued success and the achievement of the purposes for which the Association was established:

> *To promote a social, economic, and political climate in which members can provide the citizens of BC with the highest standard of health care while achieving maximum professional satisfaction and fair economic reward.*

In recent years, there has been dialogue and debate at the Board level and within the Association on governance, including four proposals to change the existing governance structure. The Board of Directors is committed to ensuring effective overall governance of the Association and, in this spirit, the Board has directed the Governance Committee to undertake a process to broadly review governance of the Association.

Through the review process, the Governance Committee has determined that it is necessary to consider substantive change to the current governance structure of the Association in order to overcome specific governance challenges, and also to advance overall governance of the Association.

Governance of the Association has a direct impact on how strong and well-positioned the Association is to deliver on its mission and bring value to *all* members of Doctors of BC. We therefore encourage you to read the enclosed paper carefully and to provide us with your views. To provide your input, we encourage you to answer the consultation questions contained in the summary paper at:
https://www.surveymonkey.com/r/doctorsofbcgovernance

Your views and opinions will be considered by the Governance Committee and by the Board. A second paper will be developed to address your feedback and present recommendations for reform. We expect that the second paper will be presented to the membership in early 2016, with subsequent steps to follow.

We look forward to constructive and productive discussions. Your views are critical to ensuring that this review will be a success.

Sincerely,

Dr. Bill Cavers, Chair
Dr. Mark Corbett
Dr. Luay Dindo
Dr. Michael Golbey
Dr. Alan Gow
Dr. Robin Routledge
Dr. Charles Webb

Introduction

Change is Needed

Governance structures and processes are important as they define how the voices of our members are heard, the level of input and influence we have as an association and how Doctors of BC can be held accountable to the members for its decisions.

Through the review process, the Committee has resolved that it is necessary to consider substantive changes to the current governance structure of the Association.

The current governance structure of the Association is based on the traditional model of professional association governance, which, in part, has given rise to specific governance challenges described in this paper. In order to address these challenges, it is necessary to consider alternate ways to structure governance of the Association, rather than make minor adjustments around the "edges" of the structure. To have a direct and discernable impact, it is necessary to move towards another model that does not present the same structural constraints and that will provide a better overall foundation for governance of the Association.

With that goal in view, this paper presents two alternative governance structures for consideration and discussion:

- **Option One: Single Smaller Board**
- **Option Two: Dual Structure, Smaller Board and Representative Body**

Models of each of the two options are also presented for feedback.

The options and models presented have been informed by a consideration of contemporary governance standards and best practices, particularly in the context of professional associations; as well as by an examination of governance structures and practices of other provincial medical associations across Canada and in other countries. The Governance Committee's review has been supported and informed by leading outside experts, the Vancouver-based and Canada's largest governance advisory firm WATSON Advisors Inc..

This paper is not intended to present a comprehensive set of proposals. The purpose is to present fundamental options and potential models for an improved governance structure, in order to scope out key questions and actions for us to engage with for further review and consideration. The intention is to foster discussion and seek input from the membership.

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This is an opportunity to shape the future of our governance, together.

Governance: A Working Definition

In the context of organizations, “governance” can be described as the structures, systems and processes that are in place so that groups of people can work together to achieve a common purpose. In the context of professional associations, this involves the members, directors and staff. In addition, “governance” is also described as the structure, systems and processes that are used in making decisions, and how people are held to account for those decisions.

As noted at the outset, governance structures and processes are important. They define how the voices of our members are heard, the level of input and influence we have as an association and how Doctors of BC can be held accountable to the members for its decisions.

Context: Governance of Professional Associations

What is central to governance of a professional association is that it is an organization owned by the members and run for their benefit. In addition, member involvement underpins the governance structure and practices of an association. Members play an important role in governing “their” professional body. It is important that these fundamental characteristics be reflected in the governance structure and practices of an association.

The traditional model of running a professional association involves considerable involvement of members, who establish policies through large representative bodies. Traditionally, large member based associations have a single large governing body made up of representative member directors elected by the members. Representatives on the governing body are elected or appointed by and from constituencies of members that, depending on the context, reflect the diversity of needs and interests among the membership, such as in terms of geography, special interest or sectoral groups.

The traditional model reflects the uniqueness of associations. In theory the model aims towards a governance structure that:

- provides members with a sense of ownership of the professional body;
- provides for active involvement of members in governance through the governing body and committee structures; and
- provides for accountability to the membership and decision-making that reflects the input of membership.

There are practical issues that arise with the traditional governance model of a single large representative body. Key challenges, reported widely by professional associations, relate largely to size and structure. Specific challenges of the Doctors of BC current governance structure are outlined in this consultation paper at “Challenges with the Current Governance Structure”.

Current Governance Structure Doctors of BC

Currently, the Association is governed by a single large Board of Directors. The Board has a wide range of responsibility, from approval of sections and societies, to overall responsibility for stewardship of the Association, including setting strategic and policy direction and providing oversight of financial and risk management, operations and human resources. The Board also supports the Association as a leader of physician advocacy, developing strong relationships with Health Authorities and other organizations such as the Ministry of Health and the College of Physicians and Surgeons of BC.

At the highest level, the Board is charged with the responsibility of ensuring that the Association delivers on the following:

- members are effectively represented through contract negotiations,
- members are provided with quality services and benefits,
- members can effectively influence health care policy, and
- effective advocacy on behalf of member physicians and patients.

The current governance structure is based on the traditional model for professional associations. The current Board is comprised of 40 physician members. The composition of the Board includes the officers of the Association, and is representative of the membership particularly in terms of geography, with most directors elected as "delegates" from 16 regions across the province. Other member and stakeholder interests are also reflected in the composition (i.e., SGP, SSPS, and CMA)[1]. The Board is supported by a large number of committees, sections, societies and councils that also provide input into decision-making and policy development of the Association.

A summary of the current governance structure is provided for reference at Appendix A.

Challenges with the Current Governance Structure

As noted earlier, dialogue and debate about governance of the Association is ongoing. Taking a step back, to look at governance of the Association through an objective and critical lens, specific governance challenges can be identified. Invariably, the main challenges, largely rooted in the current governance *structure*, include:

- The large size of the Board makes it difficult to achieve effective and efficient decision-making.

- The Board structure and size is not constituted to be responsive to opportunities and does not support a proactive response to the memberships' evolving needs.

- The structure of the Board is representative, but representation is limited in scope. The Board is largely composed of members who are elected as

[1] There is one representative from the Society of Specialists, one from the Society of General Practitioners, and three Doctors of BC representatives to the Canadian Medical Association Board. The CMA President-Elect, CMA President and CMA Immediate Past President may also be a director if he/she is resident in BC.

"delegates" from regions, with one member appointed by each of the SGP and SSPS respectively. Representation is primarily regional, and is not balanced with respect to practice area or specialty or in other respects. In addition, historically the current structure and nominations process has not provided for diverse Board composition that is reflective of the overall membership in terms of gender, age and or in other respects.

- The current structure of the Board gives rise to role confusion and to potential conflicts of interest. Individuals who are elected as "delegates" from a region or who are appointed by a specific group have a collective and individual legal responsibility to act with care and in the best interests of the overall membership and Association, but they are also largely seen as "representatives" for the group that elected or appointed them. This contributes to a lack of clarity in their role and blurred lines of accountability. This also gives rise to fiduciary risks.

- There is a propensity for select issues to receive disproportionate attention and/or resources may be directed towards "pet projects".

- Elections and decision-making are easily "politicized".

- A large board limits the number of substantive issues that can be resolved, commensurate with the amount of resources required to be expended. In other words, there are constraints on achieving efficiencies in use of resources and cost-effectiveness within the current structure of one large governing body.

In order to effectively and directly address the challenges, it is necessary to look at other ways to structure governance of the Association, that is, it is imperative to look at alternatives to the traditional large board model.

These challenges are also common and recurring challenges faced by large member based associations more generally. Notably, many large professional associations are looking for alternate ways to structure governance to overcome the challenges of the traditional model.[2] Such restructuring generally aims to simultaneously:

- continue to provide a structure that is underpinned by democratic principles, processes and representation of members; and,
- provide for strategic, skilled and efficient leadership to support both those managing the organization and the association as a whole.

Ultimately, as the external and internal context for professional associations becomes increasingly complex, this puts pressures on traditional models of governance and requires that association governance evolve in order to ensure that:

[2] These trends are occurring not only in Canada but, also and to a greater extent, in the UK and the US. See: A. Friedman and M. Phillips, *Governance of Professional Associations: The Players and Processes* (2003); A. Friedman and M. Phillips, *Distinguishing Canadian Professional Bodies* (2007); and, A. Friedman and J. Mason *Governance of Professional Associations: Theory and Practice* (2006).

- there are mechanisms to respond to specialized needs of members and groups of members;
- the association maintains a strong reputation among members and stakeholders; and
- the association continues to be relevant to *all* members.

One alternative to the traditional model is to reduce the size of the single governing body, while another is to adopt a "dual" governance model where there is a smaller board and a larger representative body (often referred to as a "Council", "Representative Assembly" or "Representative Forum"). Within each of these two general alternatives there are various ways to structure the governing body(ies), primarily through a division of roles and responsibilities and through size, composition and election structure of the body(ies).

The single small board (or "unitary governance structure"), and the small board and representative body ("dual governance structure"), are two alternative structures that are presented and discussed as potential options for a future governance structure for Doctors of BC.

Past Proposals for Governance Change

In recent years, there have been four proposals for change to the existing governance structure. One proposal was put forward by the Board, and three proposals were put forward by members:

- In 2008 the Board proposed a smaller board of directors with a Representative Body (a dual governance structure).
- In 2008 there was a member proposal for a smaller board with no additional representative body (a unitary governance structure).
- In 2013 there was a member proposal for a smaller board with no additional representative body (a unitary governance structure).
- In 2014 there was a member proposal for a smaller board with no additional representative body (a unitary governance structure).

While none of the above proposals have been successful, they illustrate a real interest in exploring alternatives to the current governance structure. The intention of this paper is to provide an opportunity for members to review and discuss alternatives more widely than in the previous cases. This paper aims to ensure that discussion and debate is well informed in terms of understanding the practices of other medical associations in Canada, and in other countries, through consideration of the pros and cons of each alternative, and guided by external expertise and advice.

A summary of the past proposals and referenda are included for reference at Appendix B.[3]

[3] Changes to the existing governance structure require amendments to the BCMA bylaws, which amendments require a special resolution to be passed by 75% of voting members. None of the past proposals achieved the requisite 75% when put to referendum.

Other PTMAs

In terms of governance structures, it is noted that the current provincial/territorial governance structures break down as follows:

- Single Large Board:
  - Doctors of BC (Board of Directors)
  - New Brunswick Medical Association (Board of Directors)

- Option One: Single Smaller Board:
  - Quebec Medical Association (Board of Directors)
  - Newfoundland and Labrador Medical Association (Board of Directors)
  - Medical Society of PEI (Board of Directors)
  - Northwest Territories Medical Association (Executive Committee)
  - Nova Scotia Medical Association (Board of Directors and a large forum made up of section chairs – the Section Forum)

- Option Two: Dual Structure, Smaller Board and Representative Body:
  - Alberta Medical Association (Board of Directors and Representative Forum; stronger governance accountability of the Board to the Forum)
  - Saskatchewan Medical Association (Board of Directors and Representative Assembly)
  - Ontario Medical Association (Board of Directors and Council; lesser governance accountability of the Board to the Council)

A summary of the governance structures for the AMA, SMA, OMA (dual structures) and NSMA (single smaller board structure) are included for reference at Appendix C.

Governance Structure Options

As previously identified, this paper presents two alternative options for a governance structure for Doctors of BC. In the following sections, each option is outlined and potential models are presented.

> **Option One:** is for a governance structure in the form of a single, but significantly smaller, governing body; and
>
> **Option Two:** is for a governance structure where there is both a smaller governing board and a larger representative body.

Guiding Principles

Each of the two options is outlined and discussed in light of contemporary structures and best practices in professional associations, as well as developing trends and more progressive approaches to governance.

In addition, the Governance Committee identified a set of principles to guide the review of structure options. These guiding principles aim for governance of the Association to be:

> Democratic – Members have a voice through direct or indirect election of individuals who are responsible for governance and decision-making.
>
> Representative – Members have a voice through appropriate input and representation from the membership in the governance, decision-making and policy development processes of the Association.
>
> Effective and efficient in terms of decision-making – The ability to be proactive, to respond to pressures quickly, and to provide clear guidance for the Association as a whole.
>
> Accountable – Clear, accountable leadership and organizational oversight.
>
> Responsive – Responsiveness to the needs and interests of members and decision-making that is informed by the overall impact and environment of decisions.
>
> Effective in terms of its use of resources – To strive to ensure that resources expended are used efficiently, effectively and are proportionate to the issues at hand.
>
> Collaborative and engaged – Wide participation of the membership in the activities of the Association.

Option One: A Smaller Board

One option is to change the current governance structure by forming a smaller board.

As described above, there have been four past proposals for governance reform, three of which were from members to move to a model in which the Association is governed by a smaller board. A summary of these proposals is included in Appendix B.

Option

Under the option of a smaller governing body or board, the fundamental role of the current Board would not change.

- Role: A smaller board would continue to be responsible for overall stewardship of the organization; oversight of the finances and operations of the organization; and, for making key strategic and policy decisions. Directors would continue to have a fiduciary duty to act in the best interest of the Association and the entire membership.

A smaller board could be composed of any range of members, however, to achieve more than a nominal impact on the measure of efficiency (which is one of the main reasons to move to a smaller board), it is generally recommended that the number be anywhere between 5-15 directors in the context of associations.[4] The number of directors could be fixed or within a range.

- Size: A smaller board for a large association may be anywhere in a range between 5-15 directors.[5]

- Composition: There are three main ways a smaller board could be constituted:

  (a) Director positions could be designated to be reflective of the membership – e.g. in terms of geography, practice area,
  (b) Director positions could include a combination of designated positions and some that are not designated, or
  (c) There could be no designated positions.

- Elections: In each case, elections of directors would be supported by a robust nominations process that focuses on the skills, experience and diversity of perspectives necessary for leadership and effective decision-making.[6]

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[4] The ideal board size will be different depending on the type of organization, the role of the board and overall functionality. While structure is not the only determinant of a board's effectiveness, structural factors, including size impact a board's efficiency. Governance experts often indicate a range of 5-15 as appropriate for not-for-profit organizations with staff, including large associations. Research has indicated that the most effective group size for decision-making is 5-7. See: George A. Miller's leading research, *The Magic Number Seven, Plus or Minus Two: Some Limits on Our Capacity for Processing Information* (1956); see also Gregory A. Johnson, *Organizational Structure and Scalar Stress*; see also Marcia W. Blenko, Michael C. Mankins, and Paul Rogers, *Decide and Deliver: 5 Steps to Breakthrough Performance in Your Organization* (2010).

[5] *Ibid*.

[6] Related trends in association governance include:

- Term Limits: There will be term limits for all directors under this option. The second paper will provide for consultation on the details (e.g. length, "cooling off" periods following a director's full-term etc.).

Implications and Considerations

The potential advantages of a smaller board include:

- A small board, supported by good practices and functioning, may provide for increased efficiency and effectiveness in decision-making and has the potential to be more nimble in responding to opportunities and challenges.

- A small board, supported by good practices and functioning, may provide for effective use of resources and cost effectiveness.

- A small fiduciary minded board, with skilled and experienced directors, has the potential to be strategy focused, and to provide strong leadership and oversight to the organization.

Some of the main challenges presented by a smaller board model are the following:

- There is the potential for a "democratic" or "representative" deficit if members perceive that they lose their "voice" or "representation". When the size of the board is reduced, there may be a real or perceived reduction in direct member input in decision-making. This can potentially be addressed by ensuring the board broadly seeks, obtains and utilizes member input and advice to make sound, informed and knowledge-based decisions, but the perception or actual loss of influence may still remain.

- With a small board, there may be less of a sense of connection between members and the individuals on the board and members may feel more distant from the governing body.

- In a politicized environment, to which member based associations lend themselves, there is a real risk that a small board might be dominated by a few core interest groups.

- Committees, societies and councils will continue to be important mechanisms for member involvement, and should be composed of members who have the knowledge, insight, expertise, and interest essential to developing recommendations that will be brought before the board. To ensure effective engagement, advice and input from members, the role of committees, councils

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- An increasing number of association boards are moving away from constituency-representative boards to fiduciary-minded strategic boards, where directors are seen to govern with the interests of all stakeholders/members in mind; and
- A number of association boards are shifting away from constituency-representation towards a selection process focusing on the skills and experience the association needs to make effective decisions.

and other interest groups (e.g. such as CHEP, SGP or SSPS) becomes more significant.

- If there are designated representative positions on the board, the issue of structural conflict of interest and role confusion for directors between their fiduciary duty to the association and their duty to a constituency remains.

Models of a Single Small Board

There are various ways to constitute a small board. For purposes of seeking member input and fostering discussion, three models are provided for consideration and input. Each is based on the premise that:

- There is no change in the role and responsibilities of the board from the current model.
- The board is one entity entrusted with fiduciary responsibility for organizational stewardship and governance.
- The size of the board is significantly smaller – 13 – in order to realize the potential improvements in effectiveness of a smaller group in decision-making.
- There is no executive committee under a smaller board model.
- Board composition is not intended to be "representative". There are no longer appointed or representative positions, which will diminish the potential for directors to be conflicted as between their duty to the overall membership and duty to a particular constituency. A non-representative board structure can also help to de-politicize a boardroom.
- Board composition is intended to be "reflective" of the diversity of the overall membership (in terms of geography, areas of practice or in other way). A robust nominations and elections process will ensure that there is the right balance of skills and experience that is required of directors.
- Under each small board model, the board has ultimate responsibility for policy of the Association. Accordingly, processes for ongoing input by committees, societies, councils, and other formal advisory bodies to make recommendations to the board, particularly on policy matters, must be maintained. Under any of these three small board models, there is potential for a robust system where a small strategic, focused and responsive board solicits input from various groups within the membership, as well as advice from advisory bodies.
- With respect to recommendations put to the board by advisory bodies, a small board should not unnecessarily amend a recommendation or re-do work that has been carefully crafted by subject-matter experts. Rather, the board should establish processes to confer with these bodies and there must be a close give and take between the board and advisory bodies that does not delay action on a recommendation.
- A transparent board is accountable to the entire membership. The board is required to make decisions in the best interests of the Association as a whole, not any one special interest segment and the entire membership retains the right to remove directors.

Option One: Potential Smaller Board Models

Overall Concept

- A smaller board focused on strategy, stewardship and oversight.
- Efficient and effective decision-making.
- Effective in terms of use of resources, and cost effective.
- Supported by an underlying structure of committees, councils, and other advisory bodies, including societies and sections that are effectively engaged to inform decision-making and policy development.
- Priority on continued collaborative engagement with the entire membership.
- Accountable to the entire membership.
- Pictograms for Models 1A, 1B and 1C are provided for reference at Appendix D.

	Model 1A Officers and Directors elected by all members No designated seats for Directors	**Model 1B** Designated Seats for Regions and Practice Areas	**Model 1C** Combination of Designated and Undesignated
Board Role	Fiduciary responsibility for overall affairs of the Association and policy authority		
Board Size	≈13		
Board Composition	▪ 2/3 Officers: o President (voting *ex officio*) o President- Elect (voting *ex-officio*) o Immediate Past-President (voting *ex-officio*) (Option not to be an *ex officio* director, which provides an additional seat for an elected director). ▪ 10/11 Elected Directors ▪ Board Chair selected by Board from among Board members (directors and officers). Chair is a voting member.	▪ 2/3 Officers: o President (voting *ex officio*) o President- Elect (voting *ex-officio*) o Immediate Past-President (voting *ex-officio*) (Option not to be an *ex officio* director, which provides an additional seat for an elected director). ▪ 10/11 Elected Directors: o 5 physicians elected by and from members located in regions parallel with the 5 regional Health Authorities o 2 GP physicians elected by and from GP physicians at large o 2 Specialists elected by and from Specialist physicians at large ▪ 2/3 Undesignated ▪ Board Chair selected by Board from among	▪ 2/3 Officers: o President (voting *ex officio*) o President- Elect (voting *ex-officio*) o Immediate Past-President (voting *ex-officio*) (Option not to be an *ex officio* director, which provides an additional seat for an elected director). ▪ 10/11 Elected Directors: o 1 GP Urban o 1 GP Rural o 1 Specialist Urban o 1 Specialist Rural o 1 Physician in First 10 yrs of Practice o 5/6 Undesignated ▪ Board Chair selected by Board from among Board members (directors and officers). Chair is a voting member.

		Board members (directors and officers). Chair is a voting member. ▪ Alternative: Chair is elected by the membership from amongst candidates nominated by the membership.	▪ Alternative: Chair is elected by the membership from amongst candidates nominated by the membership.
Election	▪ President- Elect is elected by all members from amongst the entire membership. ▪ Each Director is elected by all members from amongst the entire membership.	▪ President-Elect is elected by all members from amongst the entire membership. ▪ Undesignated Directors are elected by all members from amongst the entire membership. ▪ Under this model elections for the designated Directors could be as follows: each Director in a designated class could be elected by members from that class. Nominations would also be made within each class by members of the class. An individual member could therefore vote: o In elections for directors from within either the GP class or the Specialist class, not both; o In elections for directors from within the Region of which he/she is a member; o In at large elections for directors without designation. Note - The system of election would require individual members of Doctors of BC to identify as either a Specialist or GP for the purpose of electing the GP and Specialist Directors. An individual physician may only vote as either a member of the GP class or the Specialist class. ▪ Alternatively, elections for designated and undesignated directors could be by the entire membership.	▪ President- Elect is elected by all members from amongst the entire membership. ▪ Under this model elections for the designated Directors could be as follows: each Director in a designated class could be elected by members from that class. Nominations would also be made within each class by members of the class. Note - The system of election would require individual members of Doctors of BC to identify as either a Specialist or GP for the purpose of electing the GP and Specialist Directors. An individual physician may only vote as either a member of the GP class or the Specialist class. ▪ Alternatively, elections for designated and undesignated directors could be by the entire membership.

Distinguishing Feature(s)	▪ All directors are elected by and from the membership – referred to as an "at large" election. ▪ There is no prescribed composition (i.e., no positions designated on the basis of geography, practice area or other). ▪ In theory, this method of election is the strongest counterbalance to a "representative" board, and alleviates the potential for conflicts between a director's fiduciary duty and potential sense of duty to a constituency. In practice, large groups within the membership could dominate elections to elect individuals as "de facto" representatives.	▪ Model 1B is different from model 1A in that it provides for a prescriptive composition by designating seats on the basis of geography (5 Regions) and practice area (GP/Specialist), with two/three undesignated seats. ▪ Although there are positions designated on the basis of geography and practice area, the purpose is not that the directors be "representative" (individuals are not appointed, the number of positions is not proportionate to population of the electoral groups and there is no weighted voting). ▪ The prescriptive composition is aimed at ensuring the board composition will be broadly reflective of the membership in terms of geography and practice area (not in other respects, such as age, gender), rather than rely solely on the nominations and election process to achieve the desired diversity.	▪ Model 1C has elements of both 1A and 1B. ▪ It is like Model 1B in that it also provides for a prescriptive composition with some designated seats, but in this case on the bases of rural/urban, practice area, and first 10 years of practice. ▪ It is like 1A in that it also provides undesignated positions for which there are at large elections. ▪ Overall, it is less prescriptive than Model 1B.

Option Two: A Smaller Board and Representative Body

A second option is to change the current governance structure by forming a smaller board, and a larger representative body.

Option

Under this "dual" governance model there would be a smaller strategic, fiduciary-minded board, and a larger representative body (Representative Body). Together the board and Representative Body would work to achieve the mission and objectives of the Association, but there would be a clear separation of roles and responsibilities between the two.

Representative Body

- Role: The main role of a Representative Body would be as its name suggests, that of representation.
    - Its primary function would be to *represent* members' interests by gathering information from members and stakeholders (such as through "representatives" from regions, sections and societies) to devise the broad aims and priorities of the Association.
    - The Representative Body would provide a *forum* for members to come together on complex issues, where a healthy diversity of opinion is fostered and understood.
    - It would largely serve as an *advisory* body to the board, acting as a conduit for member input, concerns, and ideas for consideration by the board.
    - It could also serve as a *liaison* between the Association, representatives and member groups to ensure that members are aware of and understand policies and decisions.
    - The Representative Body can also be an additional body to which the board is *accountable*. Under some dual models, board directors are elected by and can be removed by the Representative Body (e.g. the Alberta Medical Association).
    - The Representative Body can also be responsible for some matters that are otherwise decided by the entire membership at annual meetings (e.g. appointing the auditor), and in this way would also serve as a "proxy" for the entire membership.
- Size: The Representative Body would be a larger body, with the number of representatives in a range of anywhere from 50-100, but generally large enough to reflect the diverse regional and sectoral interests of the membership.
- Composition: The Representative Body could be constituted in various ways, but generally there would be representation based on geography, section/sectoral groups, or other internal and external stakeholders. In the case of Doctors of BC, the Representative Body could be constituted to reflect any of the following:
    - Regional or district representation
    - Society representation (SSPS and SGP)
    - Section representation (e.g. GPs and specialist sections)
    - Student representation
    - Resident representation

    - CMA representation
    - Other (e.g. UBC Faculty of Medicine)
- Term Limits: There will be term limits for all Representative Forum members. The second paper will provide for consultation on the details (e.g. length, "cooling off" periods following a member's full-term etc.).

Board

- Role: Under this dual model, the board continues to be vested with the legal responsibilities associated with the overall management of the Association and would have clear fiduciary responsibility. The role of the board would primarily be that of a decision-making and strategy-setting body.
- Size: Under this model, the board would be smaller than the current board, in a range of 8-15 directors.
- Composition: As under the single smaller board model, there are different ways a smaller board could be constituted. However, the key difference under the dual model is that there is a dedicated representative body for the membership (in the Representative Body). Generally the officers of the association (including the President, President-Elect, and Past-President) would all serve as directors and the remaining director positions could be determined in one of the following ways:
    - Directors are elected by and from the Representative Body;
    - Directors are elected by the Representative Body from membership nominees;
    - Directors are elected by the entire membership;
    - Directors are elected by and/or from defined constituencies, such as geographical regions;
    - Directors are selected or appointed by a defined constituency, such as students; or
    - A combination of any of the above.
    - In all scenarios, a robust nomination process should be established that would give consideration to the skills and experience that are required and also to the principle that the board be generally reflective of the membership.
- Term Limits: There will be term limits for all directors under this option. The second paper will provide for consultation on the details.

Implications and Considerations

The main advantages of a "dual" small board and Representative Body model include:

- It provides an alternative to address the problems associated with the large size of the current governing body structure. Like the small board model, it offers the potential for a smaller, clearly fiduciary board to focus on strategy, provide efficient oversight, adopt risk assessment and management processes and provide strong leadership and support to management and the Association as a whole.
- With a Representative Body in place, the smaller board is free from the dilemma of having to be large and "representative". The Representative Body serves as a structure to represent members' interests, to include members in deliberations

regarding strategic direction and policy and to serve as a conduit between the smaller board and the membership.

- If the Representative Body is given the power to elect and remove directors of the smaller board,[7] there may be a stronger sense of board accountability. That is, the board (and individual directors) would be accountable to a Representative Body that is significantly smaller than the membership-at-large and has more direct contact with the board.
- Through the Representative Body members have the ability to choose a representative to express, on their behalf, viewpoints to inform and potentially influence decisions and policy.
- There is the potential for members to feel closer to and more involved in policy and decision making through a representative on the Representative Body that they know who is from their geographical area or discipline of medicine, and to whom the smaller board is accountable.
- The dual model offers the potential for a structure where both the diverse interests and needs of the membership are represented and reflected in decision-making and policy development processes (through a Representative Body), and at the same time where the primary decision-making body is constituted to function and make decisions effectively and efficiently (through a smaller stronger board), and without structural conflict of interest.

Some of the main challenges presented by the dual model are the following:

- Overall cost efficiencies may not be realized by this model, though there are not significant additional costs to the current traditional structure of a large board.
- Associations that have a dual model report that the larger the size of the body, typically the less frequently the body will meet. The large size can make it challenging to reach consensus on decisions on a timely basis, and deliberations may be slow and political.
- It is imperative that a Representative Body be supported by the right processes and practices to enable effective and efficient functioning, solicit input from knowledgeable sources, effectively engage members, and be seen by members as having real influence and legitimacy.
- Under any dual model there must also be careful consideration to the development of processes to support a good flow of communications between the board and the Representative Body, to help ensure that representative group needs and opinions are being taken into account in any decision-making made at the board level. As the Representative Body only meets once or twice a year, communications between the board and the Representative Body need to be effective to avoid multi-year back and forth processes on substantive matters.

[7] The membership will retain the right to remove directors by special resolution, per legislative requirements.

Models of a Small Board and Representative Body

For purposes of seeking member input and fostering discussion, three small board and representative body models are provided for consideration and input. Each is based on the premise that:

Representative Forum

- The primary role of the Representative Body (referred to in each model as the Representative Forum) is to represent members' interests and provide a forum for members to come together on complex and emerging issues, focus on "medico-political" debate and on issues relevant to the membership.
- Key responsibilities of the Representative Forum would likely include:
  Elections
  - Elect directors, CMA delegates, and members of certain committees as provided for in the bylaws
  - Remove directors[8]

  Financial
  - Approve annual financials and membership dues
  - Appoint auditors
  - Consider proposal for any special levy or assessment

  Organizational
  - Approve the establishment or dissolution of societies and sections

  Overall Direction, Objectives and Priorities of the Association
  - Discuss, debate and prioritize issues of concern to members and interest groups.
  - Develop and make recommendations on the general direction of the Association and other broad objectives, including issues that need to be considered as the Association engages in strategic planning.
  - Approve referenda for bylaw amendment proposals.
- Forum composition reflects regional, practice area/sectional and other stakeholder and special interests.

Board

- The board is one entity entrusted with fiduciary responsibility for organizational stewardship and governance.
- The size of the board is significantly smaller – 13.
- There is no executive committee under a dual board model.
- The board is responsible for carrying out fiduciary and governing responsibilities and to oversee the Association's strategic direction. The board would continue to have oversight over financial and risk management, as well as operations and human resources matters.
- The board would maintain policy setting functions.
- Under each of the three models presented the board is not the executive committee of the Representative Forum.
- The board is accountable to make decisions in the best interests of the Association and entire membership, based on information, advice and input from various stakeholders.

[8] The membership will retain the right to remove directors by special resolution.

- The smaller board is accountable to the Representative Forum (to which members have elected known representatives) and to the entire membership, through transparent processes, including regular reporting. Ultimately, directors may be removed, by the Representative Forum or by the membership.

Committees

- Both the Representative Forum and the board may establish committees, consisting of Forum members or board members or members of the Association, as the case may be and as not otherwise provided for in the bylaws (e.g. Negotiation Committee, Tariff Committee, Governance Committee and Nominating Committee).

Nominations, Elections and Removal

- Members elect representatives to the Forum, and elect the President-elect.
- The membership may nominate individuals for election to the board; there is a robust nominations process overseen by the Nominations Committee; and, the Forum elects directors from amongst the entire membership, including from the Forum.
- The Forum will have the ability to remove directors and the membership will retain the right to remove directors by special resolution.

Clear Roles and Responsibilities with Spheres of Shared Governance

- Under a dual model there must be a clear division of roles and responsibilities to ensure that the board is the one body clearly charged with legal fiduciary responsibility. At the same time, there are areas of shared influence and involvement in decision-making in key areas such as strategy and setting the general priorities of the Association.

  Example, budget development under a dual structure:
  - Audit and Finance Committee *develops*, with support from staff
  - Representative Forum *provides input and recommendations* on budget items to be considered in development of next year's budget
  - Board *approves* budget

Option Two: Potential Smaller Board and Representative Body Models

Overall Concept

- A smaller board focused on strategy, stewardship and oversight.
- A Representative Forum: (a) to ensure a formal vehicle for a very wide range of views of members to be considered in the formulation of the broad aims and priorities of the Association; (b) to be responsible for certain key decisions on behalf of the entire membership, including electing directors and approval/dissolution of sections and societies.
- Priority on continued collaborative engagement with the entire membership.
- Board is accountable to the Forum and ultimately to the entire membership. The Forum elects and also has authority to remove directors.
- Pictograms for Models 2A, 2B and 2C are provided for reference at Appendix E.

	Model 2A Small Board and Representative Forum (50)	**Model 2B** Small Board and Large Representative Forum (Regional representation based on population, practice area representation is fixed)	**Model 2C** Small Board and Large Representative Forum (Regional and practice area representation is based on population and is variable)
Rep Forum Size	≈ 49/50 member representatives	≈ 99/100	≈ 100 and variable
Rep Forum Composition	▪ 3 Officers (President; President-Elect; Immediate Past President) ▪ 5 regional member representatives (1 from each of Regions parallel with 5 regional Health Authorities) ▪ 1 representative from SGP ▪ 1 representative from SSPS ▪ 1 Medical Undergraduate Society representative ▪ 1 Resident Doctors of BC representative ▪ 3 CMA delegates ▪ 34 representative positions allocated to GPs and Specialty sections as follows: 19 for representatives from amongst GPs; 5 from medical specialists; 5 from surgical specialists; 5 from diagnostic specialists.	▪ 3 Officers (President, President-Elect, Immediate Past-President) ▪ 20 regional representatives* ▪ 3 CMA representatives ▪ 1 SSPS representative ▪ 1 SGP representative ▪ 38 representatives from sections other than General Practice (1 from each Section, except GP section) (3 mixed GP/Specialist Sections, 33 Specialist Sections, 2 discrete GP sections namely Hospitalists and Sports Medicine) ▪ 31 representatives from GP section ▪ 1 Medical Undergraduate Society representative ▪ 1 Resident Doctors of BC representative	▪ 3 Officers (President, President-Elect, Immediate Past-President) ▪ # of regional representatives proportionate to number of members in region that is proportionate to number of members in the region as a portion of overall membership* ▪ # of representative(s) from each specialty section that is proportionate to number of members in the section as portion of overall membership** ▪ # of representatives from GP section that is proportionate to number of members in section as a portion of overall membership*** ▪ 3 CMA representatives

	There is no weighted voting by members of the Representative Forum to mitigate concentrations of influence. Directors attend Forum meetings but do not vote.	▪ 1 Speaker and 1 Deputy Speaker There is no weighted voting by members of the Representative Forum to mitigate concentrations of influence. Directors attend Forum meetings but do not vote.	▪ 1 SSPS representative ▪ 1 SGP representative ▪ 1 Medical Undergraduate Society representative ▪ 1 Resident Doctors of BC representative ▪ 1 Speaker and 1 Deputy Speaker There is no weighted voting by members of the Representative Forum to temper concentrations of influence. Directors attend Forum meetings but do not vote.
Rep Forum Election	▪ Members elect the President ▪ Members elect representatives to the Forum. ▪ Election may be by groups of members (i.e. by and from classes of members) or at large (election by the entire membership). ▪ Some representatives may be appointed by their respective group of members.	▪ President-Elect elected by members from membership ▪ Representatives of the Forum are elected or appointed by respective constituent group of members ▪ Speaker and Deputy Speaker elected by Forum from membership	▪ President-Elect elected by members from membership ▪ Representatives of the Forum are elected or appointed by respective constituent group of members ▪ Speaker and Deputy Speaker elected by Forum from membership
Board Size	≈ 13	≈ 13	≈ 13
Board Composition	▪ President (*ex officio*) ▪ President-Elect (*ex officio*) ▪ Immediate Past President (*ex officio*) (Option to not include IPP on the Board, and have an additional elected director.) ▪ 11 Directors ▪ Board selects a Chair from amongst all Board members (officers and directors) ▪ Alternative: Chair is elected by the Forum from amongst candidates nominated by the membership.	▪ President (*ex officio*) ▪ President-Elect (*ex officio*) ▪ Immediate Past President (*ex officio*) (Option to not include IPP on the Board, and have an additional elected director.) ▪ 10/11 Directors ▪ Board selects a Chair from amongst all Board members (officers and directors) ▪ Alternative: Chair is elected by the Forum from amongst candidates nominated by the membership.	▪ President (*ex officio*) ▪ President-Elect (*ex officio*) ▪ Immediate Past President (*ex officio*) (Option to not include IPP on the Board, and have an additional elected director) ▪ 10/11 Directors ▪ Board selects a Chair from amongst all Board members (officers and directors) ▪ Alternative: Chair is elected by the Forum from amongst candidates nominated by the membership.

Board Election	▪ The membership may nominate individuals for election to the Board of Directors; there is a robust nominations process overseen by the Nominations Committee; and, the Forum elects the directors. ▪ Alternative: Directors are elected by the Forum from amongst the Forum. [Note: where a Forum member has been elected as a director, there will be a process to fill the open seat on the Forum.]	▪ The membership may nominate individuals for election to the Board of Directors; there is a robust nominations process overseen by the Nominations Committee; and, the Forum elects the directors. ▪ Alternative: Directors are elected by the Forum from amongst the Forum. [Note: where a Forum member has been elected as a director, there will be a process to fill the open seat on the Forum.]	▪ The membership may nominate individuals for election to the Board of Directors; there is a robust nominations process overseen by the Nominations Committee; and, the Forum elects the directors. ▪ Alternative: Directors are elected by the Forum from amongst the Forum. [Note: where a Forum member has been elected as a director, there will be a process to fill the open seat on the Forum.]
Key Features	▪ The distinguishing feature of Model 2A is the size of Representative Forum – which is capped at 50 member representatives. This more moderate sized Forum may offer efficiencies over a large representative body because it provides for: ▪ the possibility of more frequent meetings than a large body (e.g. 4 a year, as opposed to 1 or 2 a year), which provides for increased responsiveness and opportunity for interfacing with the Board and other bodies; and ▪ more opportunity for fuller and deeper discussion of issues, than would be possible with 100 members. ▪ At the same time, the smaller size of the Forum means there will be fewer members who participate in debate and discussion at the Forum. Not all interest groups will have designated representation through the Forum and some interest groups may be underrepresented at the Forum. Councils, committees, and other affiliated organizations will still be available as vehicles for member participation and input into policy development and decision-making.	▪ The distinguishing feature of Model 2B is the composition of the Representative Forum. Model 2B provides for: ▪ geographic representation based on regions corresponding to the Health Authority regions, and proportionate to the number of members in a region (representation relative to population); and ▪ practice area and section representation that is prescribed, such that representation for GPs is roughly equal to the ratio of GPs to the total number of Association members, and such that each section of specialists receives representation through one designated position (not representation relative to population). ▪ This composition aims to ensure that all interest groups are represented and have a "voice", it also somewhat "equalizes" or balances discussion at the Forum by ensuring designated positions for small interest groups.	▪ The distinguishing feature of Model 2C is the composition of the Representative Forum which provides for geographic, practice area/section representation on the basis of the number of members in each class as a fraction of the overall membership. ▪ Some small sections that do not have a minimum number of members will not have representation on the Forum. ▪ This composition is flexible and not fixed, the number of representatives will vary with changes within each of the demographic classes.

2B

* Regions correspond to Health Authority Regions - 5 HA Regions. Regions with 500 members or less will have 1 representative. Regions with 501-1000 members will have 2 representatives.
There is one additional representative for every additional 1000 members or fraction thereof.
Total regional representatives 20:

- Vancouver Island at 2556 – 4 representatives.
- Vancouver Coast at 5580 – 7 representatives.
- Fraser at 2600 – 4 representatives.
- Northern at 606 – 2 representatives.
- Interior at 1875 – 3 representatives.

Geographic representation is intended to be proportionate to the number of members in a region. The number of delegates is essentially based on a percentage of the voting members of the Association in a region, but rather than calculated as a percentage, thresholds are set to weight the number of delegates to offset the bias of a population percentage calculation.

2C

* New geographic regions will correspond with 5 Health Authority Regions. Basic formula is ratio of members in region to total number of Association members (population percentage calculation).
** Sections must have a minimum number of members to have recognition as a section and corresponding representation on the Forum. Note, some other medical associations have taken this approach, including the Alberta Medical Association, where recognition as a section requires that there be no fewer than 50 member sponsors.
*** Basic formula will be the ratio of members in section to total number of Association members (population percentage calculation).

Guiding Principles as Reflected by Each Option

Each of the structure options and models presented in this paper meet each one of the guiding principles. At the same time, the two fundamental structure options are very different, and on comparison each option can be viewed as more or less reflective of the guiding principles. In terms of how the two options might best be contrasted, it can be noted:

	Option One: Single Small Board	Option Two: Small Board and Representative Body
Democratic	Reflected primarily through nomination and election processes. Members vote for directors, either through election by the membership at large, election by sector or election through special interest or other groups.	Reflected primarily through nomination and election processes to both the small board and the Representative Body. Members vote and members of Representative Forum vote.
Representative	Under a small board model where there is an overall decrease in the size of the board, consideration would need to be given to ensure effective ways to meet the principles of representation. However, if the board is constituted as representative (where directors are elected or appointed from a certain constituency, geographic or other), there will remain the potential for structural conflict of interest, and role confusion.	**Reflected primarily through a Representative Body, a forum designated to ensuring that the diverse interests and needs of the membership are represented and reflected in decision-making processes of the Association and to provide for member participation in decision and policy making. In addition, wider engagement with the entire membership can continue to be a priority.**
Effective and Efficient in Decision-Making	**Reflected primarily through size and where the board has a clear focus on strategy, and a fiduciary mind-set. Optimally, the board is made of up skilled and experienced member directors who can collectively provide effective organizational oversight and guidance to an association.**	Reflected primarily through a potentially strong and small board, if the board is appropriately constituted with skilled and experienced member directors and supported by effective practices. The large Representative Body must also be supported by specific practices aimed to ensure the limited time representatives have together is truly maximized and to ensure effective interaction with the Board.
Accountable	Can be met through the establishment of clear roles and responsibilities for the board and individual directors, particularly in respect of fiduciary duty, as well as through alignment in election and removal processes.	Can be met through the establishment of clear roles and responsibilities for the board/directors and for the Representative Body/delegates, respectively, and particularly in terms of fiduciary duties. The Board is accountable to the Representative Body – directors are elected and may be removed by the Representative Body and also the membership.

Responsive	A smaller board can be more nimble in responding to and working with management to specific opportunities and issues that arise within its purview. In order for a small board to be responsive to members' needs and interests, processes and resources need to be in place to ensure effective member engagement (i.e. to supplement the decrease in the size of the board). Importantly, a small board must be balanced by a set of formal advisory structures through which members, special interest groups or other stakeholders can bring forward issues of concerns, and inform policy development and decision-making. In addition, there needs to be a focus on continued collaborative engagement with the membership as a whole.	Reflected primarily through a Representative Body, a forum designated to ensuring that the diverse interests and needs of the membership are represented, advanced to the Board and ultimately reflected in decision-making. In addition a smaller board that can be more nimble in responding to and working with management to specific opportunities and issues that arise within its purview.
Collaborative and Engaged	In order for a small board to be responsive to members' needs and interests, processes and resources need to be in place to ensure effective member engagement (i.e. to supplement the decrease in the size of the board). Importantly, a small board must be balanced by a set of formal advisory structures through which members, special interest groups or other stakeholders can bring forward issues of concerns, and inform policy development and decision-making. In addition, there needs to be a focus on continued collaborative engagement with the membership as a whole.	**Reflected primarily through a Representative Body, a forum designated to ensuring that the diverse interests and needs of the membership are voiced, debated and reflected in decision-making processes of the Association, as well as to provide for member participation in setting the broad objectives and direction of the Association. In addition, wider engagement with the entire membership can continue to be a priority.**
Effective Use of Resources	**A single smaller board, not supplemented by additional changes to processes or sub-structures, provides for an economical use of resources. A single smaller board involves fewer costs, all other things held equal.** **Attention to ensuring systems are in place so that resources are used efficiently and effectively and proportionate to the issues at hand.**	There is not a significant differential in costs between the dual option and the current model of one large board. Attention to ensuring systems are in place so that resources are used efficiently and effectively and proportionate to the issues at hand and in particular in regards to efficiencies as between the work of the Board, the Representative Body and other bodies such as committees, and councils.

Conclusion

It is necessary to consider changes to the current governance structure of the Association.

The current governance structure presents specific challenges and effectively limits the potential to achieve the best overall governance of the Association. In particular, the large size of the board is an impediment to effective functioning and the structure does not establish a clear separation between representative functions and overall fiduciary duties of directors. There are alternate ways to structure governance that do not present the same constraints and that can potentially provide a better foundation for governance of the Association.

The Committee has taken a holistic look at structure, and considered alternative options that provide the potential for substantive change and an overall impact that cannot be achieved solely through adjustments at “edges” of the current structure.

Two main options for change and models of each option are presented – a single smaller board, and, a dual model with a small board and representative body. Each option can address structural and systemic challenges of the current governance structure, and each option aims towards achieving more effective governance overall.

Your input is integral to this process. Every voice counts. Thank you for the time you have taken to read this paper and for providing us with your views.

Next Steps

The purpose of this long-form discussion paper is for the Governance Committee to seek member feedback and input with a view to gaining an understanding of members' concerns and questions, to be addressed as part of future recommendations.

If you have not done so already, we encourage you to provide your input by answering the consultation questions contained in the summary paper at: https://www.surveymonkey.com/r/doctorsofbcgovernance

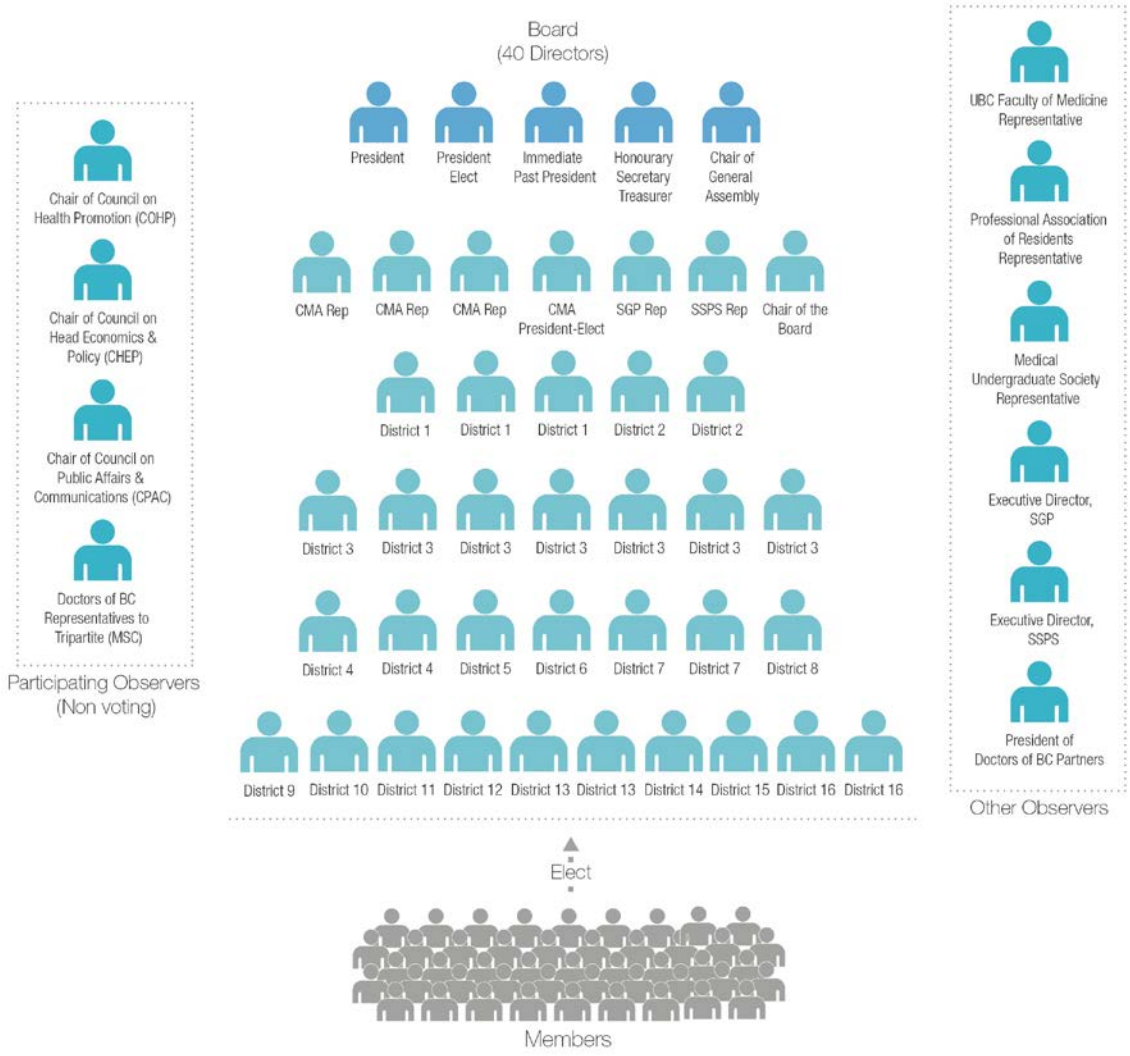
The Governance Committee and the Board will consider all feedback and input received to determine key themes to assist in identifying a preferred option that will be more fully considered and detailed in a second paper and ultimately brought to the membership to vote on.

Outlined below are proposed next steps in our proposed plan for consultations and decisions.

Timeline

Event	Goals
September 1 – 30, 2015	• This discussion paper and the summary paper with consultation questions circulated for member feedback. • Face-to-face consultations (more information to follow).
October 2015 Board Session on Governance Options	• The Governance Committee will report to the Board. • Board session focused on reviewing member feedback received during the September consultation process.
January 2016	• A second paper addressing member feedback and including proposed recommendations is circulated for additional member consultation.
Spring 2016	• If required, referendum to consider and vote on specific resolutions to implement governance changes.

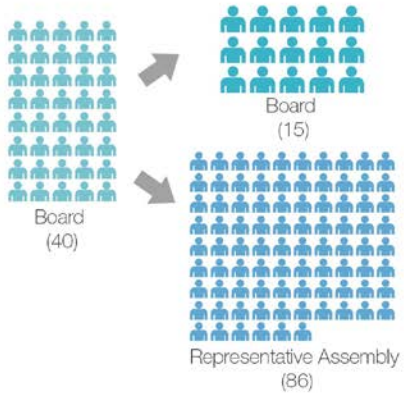
Appendix A: Current Governance Structure Doctors of BC



Appendix B: Summary of Past Proposals for Governance Change

2008 Referendum

Board Proposal



Smaller Board + Representative Assembly

- Board of **15** directors, elected by entire membership.
- Board composed of officers and on mix of geography and other constituent groups.
- **3** officers (President, President-elect, Past President)
- **6** designated positions for regions, **1** from each of **6** Health Authority regions
- **1** position designated for a rural physician
- **1** position designated for an alternatively paid physician member
- **4** positions for other directors at large
- Chair of Board elected by the RA, non-voting

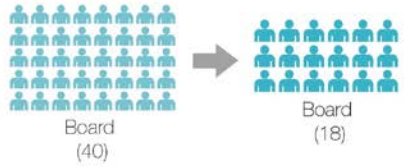
Representative Assembly:

- **86** voting members.
- Broad range of representation from sections, geo regions, other constituents including societies, alternatively paid physicians, students.

Changes to respective roles of Board and new RA. Board is accountable to the RA.

2008 Referendum Results
A vote for either the Board Proposal or the Member Proposal.
Votes cast: **2,418**
58.9% for Board Proposal
11.8% for Member Proposal.
28% voted for neither proposal.
Neither proposal obtained requisite **75%**.

Member Proposal



Smaller Board

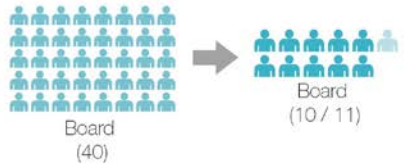
- Board of **18** directors, elected by entire membership
- Board composed of officers and on basis of geography.
- **3** officers (President, President-elect, Past President)
- **6** designated positions for regions, anticipated to be **1** from each of **6** Health Authority regions
- **1** position designated for a rural physician
- **1** position designated for an alternatively paid physician member
- **4** positions for directors elected at large
- **2** positions designated for societies
- Chair of Board (non-voting)

Not reflected on board: sections, CMA, students, residents, other.

No major change to role of the Board.

2013 Referendum

Member Proposal



Smaller Board

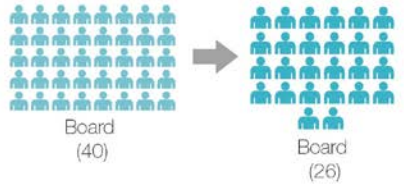
- Board of **10** directors.
- Board comprised of officers and on basis of geography.
- **5** officers (President, President-elect, Past-President, Honorary Secretary Treasurer, Chair of General Assembly).
- **5** designated positions, **1** from each of **5** regions to correspond to Health Authority regions.

No major change to role of the Board.

2013 Referendum Results
Votes cast: **1328**
approx **50%** for the Member Proposal.
Requisite **75%** not obtained.

2014 Referendum

Member Proposal

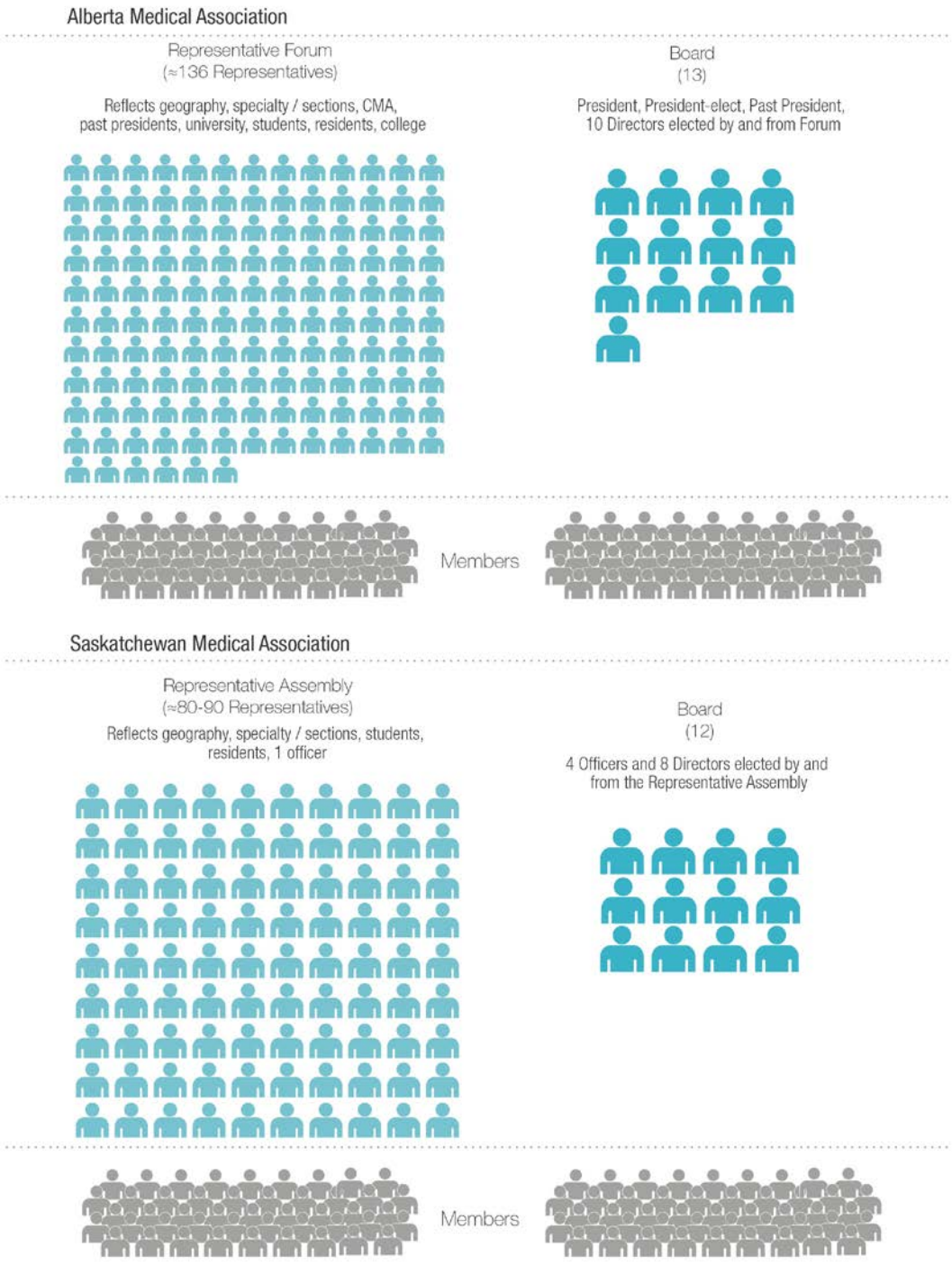


Smaller Board

- Board of **26** directors.
- Smaller than existing board, yet relatively large in size.
- Board comprised of officers and on basis of geography and other constituencies.
- **5** officers (President, President-elect, Past-President, Honorary Secretary Treasurer, Chair of General Assembly).
- Up to **14** designated positions from **10** reconstituted regions
- **2** designated positions for societies
- **3** CMA delegates
- **1** CMA officer if from BC

2014 Referendum Results
Votes cast: **2,200**
65% for the Member Proposal.
Requisite **75%** not obtained.

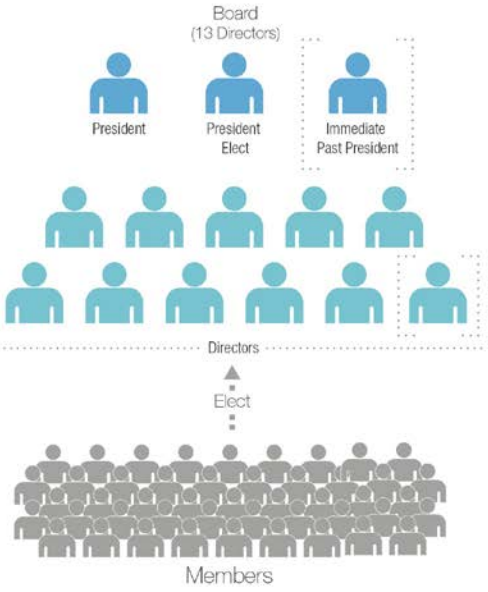
Appendix C: Examples of Other Provincial Medical Associations in Canada



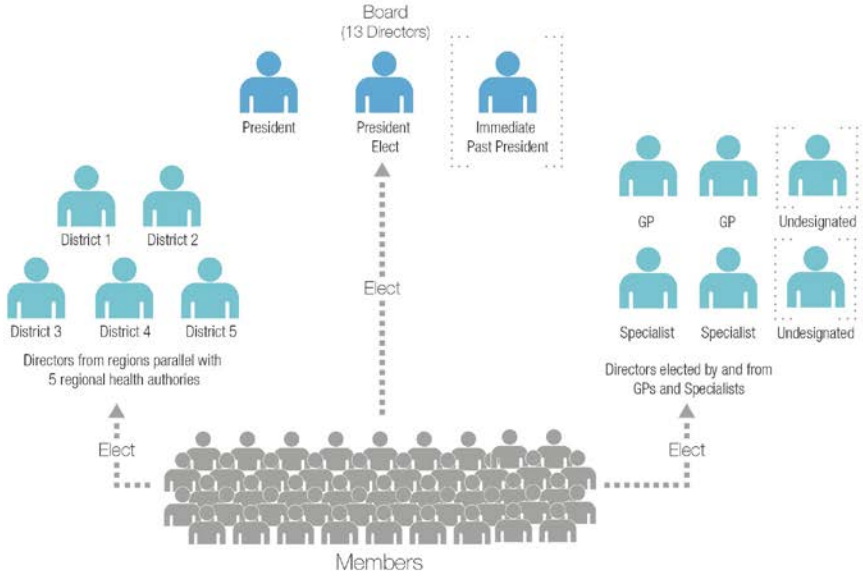

Ontario Medical Assocation
Council
(≈300 Representatives)
Reflects geography and specialty
Board
(Up to 25 Directors)
Combination of Directors elected by Council, District directors elected by Districts, and 1 Academic representative
Members
Nova Scotia Medical Association
Section Forum
(25 Section Chairs)
Reflects specialty areas
Board
(Up to 19 Directors)
President, President-elect, Past President, 10 directors at large and designated seats for regions, students, residents, CMA and Chair of Section Forum
Members

Appendix D: Potential Smaller Board Models

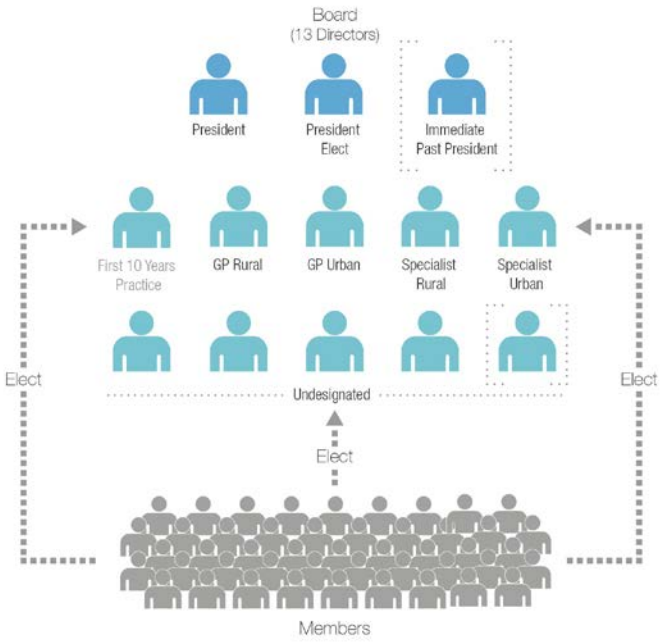
Model 1A Small Board - All Directors elected "At Large" - No Designated Seats



Model 1B Small Board with Designated Seats for Regions and Practice Areas

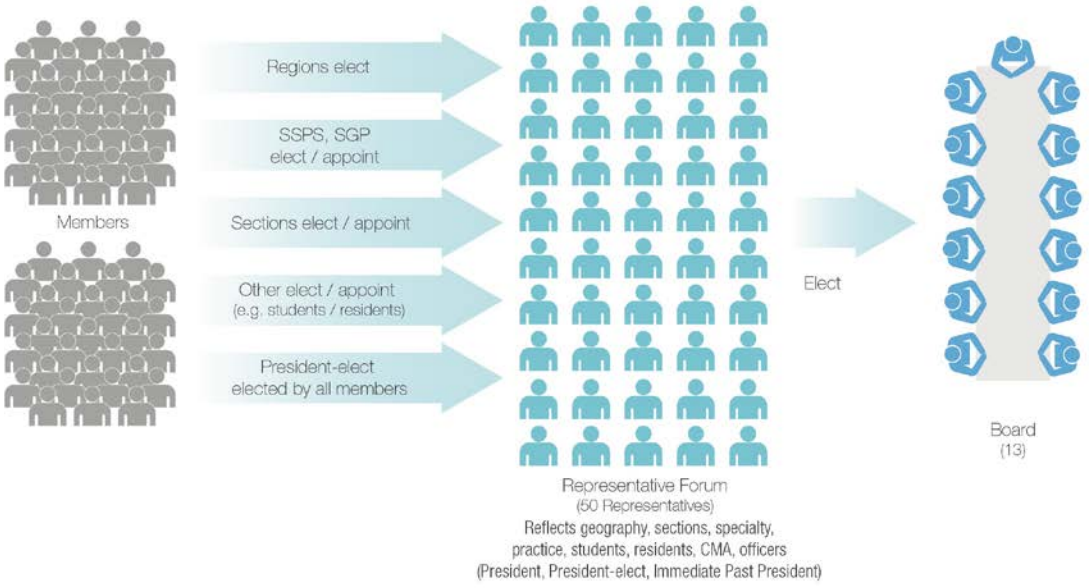


Model 1C Small Board - Combination of Designated and Undesignated Seats

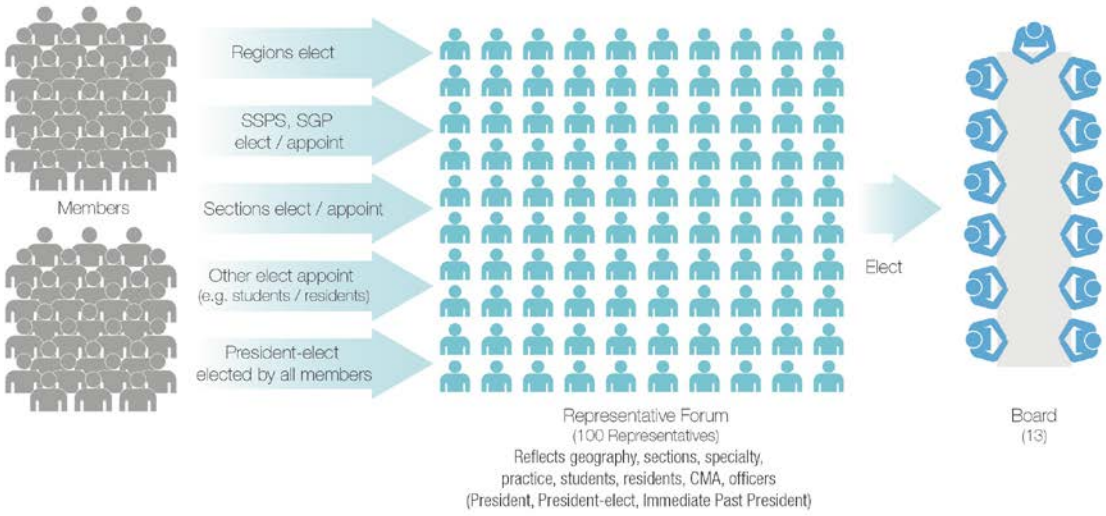


Appendix E: Potential Smaller Board and Representative Body Models

Model 2A Small Board and Representative Forum (≈50)



Model 2B Small Board and Large Representative Forum (≈100)
(Regional representation population based, practice area representation fixed)



Model 2C Small Board and Large Representative Forum (≈100)
(Regional and practice area representation is based on population and is variable)