

**Backgrounder Resolutions and Proposed Bylaw Changes
Doctors of BC Referendum April 24 – June 5, 2015**

The following five proposals are moved by Dr Busser and seconded by Dr Wakefield.

RESOLUTION 1

BE IT RESOLVED THAT the rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Background:

The Doctors of BC bylaws state that Robert’s Rules of Order Newly Revised (“RONR”) apply to all procedural matters at all meetings of the Association, of the Board, the Executive Committee and Standing, Ad Hoc and Statutory Committees. This proposal seeks to expand the use of RONR to all applicable situations, regardless of whether they relate to committee procedure.

Proponents’ Rationale:

- Many Board processes have fallen short of adopting consistent approaches that conform to any defined standard. Processes range from how disciplinary matters are handled to the contents of minutes of meetings.
- Amending our bylaw in order to more fully conform to what is in RONR will offer the organization and our members improved consistency while retaining the capacity to suspend certain rules as circumstances dictate.

Board’s Rationale:

The Board has endorsed the Governance Committee’s recommendation *that members vote against this proposal*.

- Robert’s Rules of Order Newly Revised (RONR) was originally intended as a parliamentary authority for use by a large deliberative assembly. Its rules can be restrictive in that discussion can become focused on procedure and procedural correctness. Within the Board and Committees, members have already adopted policies to suspend RONR rules in the interest of getting the work done.
- Expanding the use of RONR outside of procedural matters at meetings would be difficult, time-consuming and distracting from the business at hand. It would also be virtually impossible to ensure adherence to this resolution. Such an expansion is not practical in an organization of the size and scope of Doctors of BC, and does not equate to good governance.
- No other provincial medical association or the Canadian Medical Association has adopted parliamentary rules, RONR or other rule sets, outside of meetings.

RESOLUTION 2

BE IT RESOLVED THAT any one fifth of directors present may require that a vote on any question be taken by roll call or by signed ballot with the vote of every director entered into the minutes.

Background:

The proposal seeks to entrench in the bylaws that a small group of Directors can require the Board to record votes by name and to record/publish the vote of every director. Currently, a Board majority must vote in favour of a roll call vote and publishing of names before it can take place

Proponents' Rationale:

While not the common practice, there will be occasions when Board majorities commit to a course of action (or inaction) even after – and even despite – the strongly-expressed dissenting concerns of one or more directors.

- Board majorities that regard themselves to have arrived at a particular decision on the basis of due diligence and good judgment should be entirely prepared to go “on the record”. To improve accountability of the Board to members, this proposed amendment would:
 - (1) Grant significant minorities among directors the “safe harbor” to be minuted as having opposed a decision of concern.
 - (2) Help to avert what might otherwise be moral quandaries for minority dissenters over whether to have to resign, while
 - (3) Putting the provision out of reach of single directors who might be at risk of overusing it.
- This will improve accountability of the Board to members.

Board's Rationale:

The Board has endorsed the Governance Committee's recommendation that ***members vote against this proposal***

- A roll call vote not only records the numbers for and against, but identifies how each individual Director voted. **Roberts Rules of Order indicates that roll call voting is appropriate in representative bodies.** In a governing body such as the Board of Directors of BC, a voting delegate has a legislative and fiduciary duty to act in the best interest of the entire Association, not an individual constituency. When it comes to a vote, each Board director exercises a governance role and is therefore required to vote in the best interests of the Association and its members as a whole. It is a fundamental principle of governance that a Board speaks with one voice.
- Attributing names of individuals to recorded votes and publishing tends to politicize discussion and voting, diminishing the ability of Board directors to freely discuss and vote on issues. This is not in the best interests of our members.
- The Board currently has the ability to vote for a roll call without any change to the bylaws. Also, the Board allows a member to ask that their dissent be documented in the minutes.
- By setting a threshold of one fifth, this amendment would paradoxically prevent the Board from adopting a **lower** threshold if it wished.

RESOLUTION 3

BE IT RESOLVED THAT nominees for division director of the CMA submitted by the Board of the Association shall have been determined by election by voting members except in the case of nominees for vacancies during a term of office that are to be filled only until the next annual meeting of the CMA, who may be directly nominated by the Board.

Background:

Currently our bylaws provide that the Board nominates delegates for election to the CMA Board. This proposal seeks to change the current process and to instead require an election of nominees for CMA Delegate by the entire membership. At this time, the CMA bylaws do not dictate the provincial process for selecting nominees and only require that the nominations be submitted by the division or by 50 Association members of the division.

Proponents' Rationale:

Granting our membership the right to elect its nominees for BC division director of the CMA would bring these positions into alignment with membership's current, existing right to elect:

- its directors
- its officers, and
- the BC nominee for President Elect of the CMA.

Board's Rationale:

The Board has endorsed the Governance Committee's recommendation that ***members vote against this proposal***

- In Fall 2015, the Board will be sending members a "Green Paper" that will include proposals for governance reform, following an extensive review of the overall structure and function of the Association being done by the Governance Committee. The "Green Paper" will ensure members are included in the development of proposals through extensive consultation. This will include the process of election of CMA division delegates.
- While the above proposal is one process that could be adopted, it is not the only option. It is recommended that proposed changes be considered in the context of other governance reforms – ensuring that all the pieces link to the 'big picture' of reform. The "Green Paper" consultation will ensure that all members have a voice in developing change.
- So, while the proposal was seen to have merit in opening the election process more widely, it was felt that a decision on this point should be deferred to allow time to obtain the members' views on what process for election of their CMA delegates they would prefer. The matter is not pressing; there are no CMA Delegate positions up for election this year, and one in 2016.

RESOLUTION 4

BE IT RESOLVED THAT aside from the representatives of the Society of Specialist Physicians and Surgeons (SSPS) and of the Society of General Practice (SGP), directors of the Association shall not serve concurrently as directors of either Society or of the Canadian Medical Association.

Background:

This proposal seeks to prohibit directors of the SSPS, SGP or the CMA from being Doctors of BC Board Directors. An exception is made for the representative of the SSPS and the SGP, who have historically been the SSPS and SGP Presidents. Since the CMA President-Elect, President and Past President are CMA Board Directors, those positions (when a representative from BC) would be removed as a director of Doctors of BC.

Proponents' Rationale:

- Concurrent service as a director of two or more organizations whose interests overlap raises several potential problems. These go beyond actual conflict of interest (and commitment), to perceived conflict of interest (and commitment), to the level of objective judgment achieved in deliberation and decision-making.
- The amendment would preserve the directorship of the representative of the SSPS and SGP in light of their Societies' current statutory standing, which is proposed to remain untouched.
- It bears pointing out that even if the amendment were carried, it would not preclude the participation of other directors of the Society, or of directors of the CMA, in meetings of the Board ... such individuals would simply be there as invitees of the Board, rather than as its directors.

Board's Rationale:

The Board has endorsed the Governance Committee's recommendation that ***members vote against this proposal***

- The proponents' rationale for not having directors for other organizations on the Doctors of BC Board is negated when the SGP and the SSPS directors are still permitted to be voting members of the Board. Thus the proposal does not address the issue it identifies in that it targets the presence of representatives from only one organization, the CMA.
- Many people serve as directors on more than one board. A director's duty is to act in the best interest of the organization they are serving when carrying out the business of that organization.
- The presence of CMA delegates on the Board is a larger issue of the Association's governance, including Board size and composition and Representative Forum composition. To be effective, our CMA Delegates need to be fluent with the medico-political affairs in BC order to properly represent us at the CMA Board. How we facilitate that needs to be discussed as part of the larger governance strategy currently being undertaken by the Governance Committee. The membership will have an opportunity to provide input on this subject during the consultation process.

RESOLUTION 5

BE IT RESOLVED THAT the candidates for each office or position to be filled shall be ranked according to the number of votes received by each on acceptable ballots, beginning with the candidate who received the greatest number of votes according to the method of majority rule or, in the case of more than two candidates, by an alternate method if designated in advance by no less than a two thirds vote of Board.

Background

Doctors of BC elections are currently decided under a "first past the post" system where the candidate with the most votes wins the election. This proposal would require the Board to choose a method of ranking so that winning candidates must garner more than 50 per cent of the vote. It also gives the Board the option of choosing another electoral method.

Proponents' Rationale:

- The main advantage of the "first past the post" system has been its ease of administration.
- That said, best interests may not be served when winners have been declared with as few as 28.3% of the votes, as happened with the election of President-Elect in 2010-2011. Such outcomes call into question, to take that example, whether the 71.7% who voted for others would have elected one of these others, had the lowest-placed candidates been dropped from sequential balloting (as required by the method of majority rule) or if voting members had had access to some form of preferential voting.
- The amendment stops short of asking a referendum to resolve which, among majority rule and its many alternatives (for example, Instant run off, Board or Condorcet methods), may be best. What it does instead is to stipulate a default – the method of majority rule – while enabling the Board to select and establish whatever alternative e.g. ranked choice or single transferable vote method it may deem advisable, and to be able to do so without having to get the bylaws changed.

Board's Rationale:

The Board has endorsed the Governance Committee's recommendation that ***members vote in favour of this proposal.***

- This is an enabling motion, not a directive one. It allows the Board to choose alternative election processes beyond what is currently allowed in our Bylaws.
- The proposal changes the ranking of votes to majority voting, which requires a candidate to have more than a 50% approval to be successful.
- If an election is only between two candidates, there is no difference between the two methods; the winner would need more than 50% of the votes to win.
- The advantage occurs when there are multiple candidates, when it is conceivable that none of the candidates would receive more than 50% of the votes cast. This proposal requires the Board to choose, in advance, a method of ranking for a majority election in such cases. For example, a ranking method may be adopted where voters are asked to rank the candidates in order of preference. If the first count of election ballots does not result in any candidate having more than 50% of the vote, then the candidate with the lowest number of votes is eliminated and is/her votes are distributed amongst the other candidates according to their ranking. This process continues until one candidate receives a majority (more than 50%) of the

votes cast. This is only one method of establishing a majority when there are more than two candidates. The Board will need to choose a method in advance.

- Thus, while there are a number of different processes of voting, this proposal is not prescriptive but rather enabling, and allows alteration of the election process as the Association gains experience.