



Terms of Reference for the Board Modernization Sub-Committee

Approved February 22, 2021

1. Name of Group

Board Modernization Sub-Committee.

2. Type of Committee

Sub-Committee of the Governance and Human Resources Committee of Doctors Manitoba (the "Committee").

3. Purpose

The Committee has been mandated to conduct a "comprehensive review of options for reform of Board representation, including the role of District Medical Societies". The purpose is to recommend how the Board can provide the best representation to and for the members of Doctors Manitoba.

The Board of Doctors Manitoba is comprised primarily of constituent-elected directors from the District Medical Societies across Manitoba. The Board of Doctors Manitoba has more directors than many other PTMAs, including PTMAs with a much larger membership. Several other PTMAs have moved away from a primarily constituent-elected board to a primarily or entirely skills-based board.

Any discussion of reform of Board representation must be carried out in a thoughtful and deliberate manner. It is necessary to consider what real or perceived disadvantages of the current structure should be addressed. It will be helpful for the Committee to review the structure of other PTMAs and similar organizations, many having undertaken similar reviews and structural changes in recent years. It is essential that the Committee consider the views of the members of Doctors Manitoba and the new Strategic Plan.

Any change in the composition of the Board requires amendments to the By-Laws to be approved at an Annual General Meeting. Any recommendation for change must be the result of wide consultation and discussion with members. Our members will have diverse and sincerely held views on Board representation.

The work of the Committee will extend beyond the 2020-21 year, and possibly longer.

It is advisable to delegate much of the needed work to a Sub-Committee which will be more effective at carrying out the required study and consultation and will be able to provide continuity in conducting this work because of the turnover in Committee membership.

4. Goals

Sub-Committee members will:

- Participate in determining the strengths and weaknesses of the current Board composition.

- Participate in determining the appropriate research and study needed to be undertaken to inform the Sub-Committee of existing board compositions for similar organizations, “best practices” for governance for similar organizations, and the processes undertaken by those organizations to effect change.
- Participate in determining the most appropriate and effective means to consult with Doctors Manitoba members to hear their views on Board composition.
- Participate in meetings or events, virtual or in-person as is appropriate, to consult with Doctors Manitoba members on Board composition.
- Participate in preparing a review of the various options, including recommendations for the best path forward.

5. Outcomes

The Sub-Committee will conduct the necessary research, study, and consultation to prepare a report which includes a comprehensive review of options for the reform of Board representation. The report will include recommendations for options to be presented by the Committee to the Board.

The Sub-Committee is not directed to reach any particular recommendation for the path forward. The Sub-Committee may recommend that no change to Board representation is warranted. The Sub-Committee may put forward one or more options for changes.

The review and recommendations will be drafted and presented by the Sub-Committee Chair to the Committee for consideration.

6. Time Frame

The Sub-Committee will provide an update on its work to the Committee before the end of the 2020-21 year. Early in the 2021-22 year, the Sub-Committee will provide the Committee with an estimate of the time needed to complete its work and may receive further direction from the Committee.

7. Accountability

The Sub-Committee reports to the Committee.

8. Decision-making

The Sub-Committee members will make recommendations using a consensus decision-making approach.

A consensus decision-making approach is a process used to make sure every member has the opportunity to provide input into the recommendation and can support the recommendation once it is made. During this process:

- each member has the right and obligation to make their opinion known to the Sub-Committee
- all members have the opportunity to contribute
- all members’ opinions are heard and encouraged
- differences of opinion are respected and viewed as being helpful
- all members share in the final review and recommendation
- all members agree to take responsibility for the review and recommendation

9. Scope

The Sub-Committee will limit its deliberations to the consideration of the options for Board modernization.

10. Membership

Given the mandate of the Sub-Committee, it is essential that Sub-Committee members represent the gender, cultural, geographic, and practice diversity of the membership of Doctors Manitoba.

The Sub-Committee shall be comprised of seven people:

- Two members of the Committee;
- Two Board directors who are not members of the Committee; and
- Three people who are neither members of the Committee nor Board directors.

The President of the Board shall be an *ex-officio* member of the Sub-Committee with voting rights.

A quorum shall be four members of the Sub-Committee.

Other Committee members, Board members, and other members of Doctors Manitoba can be invited to participate in the discretion of the Sub-Committee Chair.

11. Membership Roles and Responsibilities

The Sub-Committee will have a Chair and a Vice-Chair.

The role of the Chair is to ensure that the Sub-Committee fulfills its obligations as outlined in the terms of reference. The Chair is responsible for calling meetings, creating meeting agendas (in collaboration with Doctors Manitoba staff), and ensuring that meetings run efficiently.

The Chair of the Sub-Committee should be a Doctors Manitoba member.

The Chair will designate a Vice-Chair to fulfill the duties of the Chair, should the Chair be unable to do so at any time.

All Sub-Committee members shall be bound by the Code of Conduct and the Conflict-of-Interest Rules for the Committee. Any Sub-Committee members who have not already completed the Code of Conduct and the Conflict-of-Interest Rules for the Committee (i.e. other Board members, or other Doctors Manitoba members or individuals not serving on the Committee) will complete these documents before their participation in the Sub-Committee.

The discussion of Board reform may raise strong feelings among the members of Doctors Manitoba. As is the case for Board and Committee meetings, it will be extremely important for Sub-Committee members to be able to have open and frank discussions among themselves in the confidence that these discussions will be held in strict confidence. It will also be extremely important that all Sub-Committee members support the review and any recommendations presented by the Sub-Committee.

12. Resources and Support

Doctors Manitoba staff will provide administrative support, including:

- arranging meetings at the request of the Chair
- preparing and coordinating meeting schedules with Teams coordinators
- distributing meeting agendas, minutes and materials
- maintaining membership lists and contact information
- maintaining the electronic committee files
- completing other tasks as identified at the request of the Chair

The Sub-Committee will be provided with financial support to carry out its work, as determined appropriate by the Committee.

13. Meetings

- At present, meetings will occur using Microsoft Teams at the call of the Chair. Future meetings may take place in person at the Doctors Manitoba office in Winnipeg, or at other locations as determined by the Chair.
- The Chair will strive to maintain a regular meeting schedule.
- Meeting materials including the agenda and supporting documentation will be provided prior to the scheduled meetings.
- Meeting minutes and action items will be recorded by Doctors Manitoba staff.

14. Enabling or Constraining Factors

The Sub-Committee will ensure its recommendations support the Strategic Plan of Doctors Manitoba, with particular regard to the Strategic Pillars of cultivating physician unity and delivering exceptional service to and for members.

15. Next Review Date

The Chair will provide regular updates on the Sub-Committee's progress to the Committee. The Committee may review and amend the Terms of Reference at any time.