1. Name

Special Committee on Board Modernization.

2. Type of Committee

Special Committee.

3. Purpose

To provide recommendations to the Board on the best governance structure for Doctors Manitoba, with particular regard to the Strategic Pillars of cultivating physician unity and delivering exceptional service to and for members.

4. Deliverables (Outputs and Outcomes)

- a. Determine the strengths and weaknesses of the current Board composition.
- b. Determine the appropriate research and study needed to be undertaken to inform the 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.
- c. Determine the most appropriate and effective means to consult widely with Doctors Manitoba members to hear their views on Board composition.
- d. Conduct meetings or events, virtual or in-person as is appropriate, to consult with Doctors Manitoba members on Board composition.
- e. Prepare a review of the various options, including recommendations to the Governance and Human Resources Committee for the best path forward.

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

5. Workplan and Timelines

- a. Determine the strengths and weaknesses of the current Board composition - completed.
- b. Determine the appropriate research and study needed to be undertaken to inform the Special 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 – to be concluded in the spring of 2022.
c. Determine the most appropriate and effective means to consult widely with Doctors Manitoba members to hear their views on Board composition – to be determined in the spring of 2022.

d. Conduct meetings or events, virtual or in-person as is appropriate, to consult with Doctors Manitoba members on Board composition – to begin in spring/summer of 2022 and be concluded in the fall of 2022.

e. Prepare a review of the various options, including recommendations to the Board for the best path forward – to be presented to the Governance and Human Resources Committee in the fall of 2022 for approval and presentation to the Board, with any Bylaw amendments to be brought to the Annual General Meeting in May 2023.

6. Accountability

The Board has established the Special Committee to report directly to the Governance and Human Resources Committee. Reporting includes submission of meeting minutes, and any other reports as requested by the Governance and Human Resources Committee.

7. Decision-making

The Special Committee will utilize the Robert’s Rules of Order to conduct regular business. For deliverables to be completed within the defined time frame, the Special Committee is encouraged to make recommendations to the Board. The Board retains all final decision-making authority. There must be quorum of the Special Committee (50% + 1) to vote on recommendations for the Board.

8. Membership

Doctors Manitoba is committed to utilizing an equity, diversity and inclusion lens when establishing committee membership. It is important all Committees are as reflective of the membership as possible.

- The Special Committee shall be comprised of seven people:
  - Two members of the Governance and Human Resources Committee;
  - Two Board directors who are not members of the Governance and Human Resources Committee; and
  - Three people who are neither members of the Governance and Human Resources Committee nor Board directors.

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

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

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

- The CEO will appoint a Doctors Manitoba staff person(s) to support the work of the Special committee.

- Each member of the Special Committee will be eligible to serve until the Special Committee is disbanded.
9. Membership Roles and Responsibilities

Chair: The role of the Chair is to ensure the Special Committee fulfills its obligations as outlined in the terms of reference and always adheres to the Doctors Manitoba Committee Code of Conduct. The Chair is responsible for calling meetings, creating meeting agendas (in collaboration with Doctors Manitoba staff) and ensuring meetings run efficiently according to Robert’s Rules of Order.

Vice-Chair: The role of the Vice-chair is to act as the Chair’s designate and assume Chair responsibilities when the Chair is unable to do so.

Special Committee Members: All Special Committee members are required to participate to their full potential. Each committee member will be expected to keep committee business confidential and sign and adhere to the Doctors Manitoba Committee Code of Conduct.

Direct management of any Doctors Manitoba staff or programs is beyond the scope of the Special Committee and the responsibility of the CEO.

10. Resources and Support

The Special Committee is not responsible for nor has access to a designated budget. Doctors Manitoba will support the Special Committee by providing a meal for any in-person meetings that occur over the lunch or dinner period. Doctors Manitoba will provide staff support to the Special Committee for preparation of agendas, minutes, and (Board or CEO) reports. The Governance and Human Resources Committee will provide additional support to the Special Committee as needed. All members of Doctors Manitoba committees will be compensated in accordance with the Honoraria & Expenses Policy.

11. Meeting Logistics

Frequency: The committee will meet regularly, upon the call of the Chair.

Duration: Meetings will be no more than two hours in duration. Meetings or events, virtual or in-person as is appropriate, to consult with Doctors Manitoba members on Board composition may be longer than two hours.

Documentation: Minutes will be prepared by the Doctors Manitoba staff person present at meetings. The Chair will review minutes prior to dissemination to the committee. Minutes will be distributed to the committee in draft form no more than two weeks following the meeting date. Minutes must be approved at the meeting following that in which they were taken. A record of minutes will be centrally filed at Doctors Manitoba.

12. Enabling or Constraining Factors

The mandate of the Special Committee may change dependent on the Doctor’s Manitoba Strategic Plan or an emergent issue as determined by the Board or the Governance and Human Resources Committee.
13. Next Review Date

The terms of reference will be reviewed annually in the fall.