SMA Governance: Overview, Review and Proposed Next Steps

2021 Fall Representative Assembly
November 5th

2021 Spring RA

"Be it resolved that the SMA engage an external review of its governance model and processes to ensure a modern, transparent process that promotes equitable access to leadership, diverse representation, and regular renewal. The external review should make recommendations to the membership for consideration, debate, and decision at the Spring 2022 Representative Assembly."

REFERRED TO THE BOARD OF DIRECTORS.



Since the Spring RA

1. SMA board received additional information regarding the nominations process

2. SMA staff delved into other PTMAs' governance models and processes

3. Presentation provide to SMA board at its September 9-10th meeting

DIRECTION: Share information at 2021 Fall RA

Things to consider…

- What is meant by:
  - Modern & transparent process
  - Promotes equitable access to leadership
  - Diverse representation
  - Regular renewal

LEGISLATION & GOVERNANCE

- The Saskatchewan Medical Care Insurance Act
- The Medical Profession Act, 1981
- **The Saskatchewan Medical Association Act, 1999**
- **The SMA Bylaws (last updated May 2016)**

QUICK GOVERNANCE OVERVIEW

SMA's Representative Assembly

Why do we have a RA?

- The RA is the governing body of the SMA
- Acts for the entire membership of the Association as it considers fit and proper and in the interest of the Association and its members
- Sets the broad and sometimes specific policies of the association
- It is a critical source of front line input and high level policy guidance for SMA advocacy on issues impacting the profession, association and general health/welfare of the public

RA Responsibilities

- Elects the SMA Board of Directors; Speaker, Deputy Speaker and SMA's representative to the CMA Board
- Approves the SMA's annual budget, membership dues, and policies regarding reimbursement of expenses to members providing services to the Association
- Receives and approves the audited financial statements and appoints the Association's auditors

How are members represented?

The Representative Assembly consists of elected delegates from:

- Regional Medical Associations (soon to be Medical Staff Associations)
- Specialty sections
- Medical Students' Society of Saskatchewan
- Resident Doctors of Saskatchewan
- Immediate Past President

SMA Governance Structure

Members (approx. 3,500)

ELECT/APPOINT

Regional (RMA/MSA) Delegates (N=75)

Section Delegates (N=25)

Medical Students' Reps (2)

Immediate Past President

Residents' Reps (2)

Reports to

REPRESENTATIVE ASSEMBLY

ELECTS

Finance Committee

Nominating Committee

Directors of the SMA Board (N=12)

Committees

Composition of the Board

The SMA Board is made up of:

- **Officers** (Executive Committee)
  - President
  - Vice President
  - Honorary Treasurer
  - Past President
  - Chair – ex officio

- **Directors (8)**

Nominating SMA Board Members

- As per the SMA Bylaws, **the Nominating Committee is responsible for preparing a slate of nominees** for the Officers and Directors of the Board, Speaker / Deputy Speaker, representative to the CMA Board, and members of the Nominating Committee

Process for nominations for the Directors of the Board:

- A few months before the Spring RA, RA delegates are asked to submit an expression of interest with a brief CV
- The Nominating Committee reviews expressions of interest. It may also consider approaching additional RA delegates.
- Diversity/representation (e.g., location of practice, length of practice, gender, cultural, etc.) are all factors the Nominating Committee deliberates on when it prepares a slate for the RA's consideration. **The aim is to ensure the board "looks like" the membership**. Prior governance experience is an asset.
- Further and other nominations may be made from the floor of the meeting at which elections are to occur.

Electing SMA Board Members

- The Officers, except the immediate past president, and the Directors shall be elected annually by and from the members of the Representative Assembly.
- Each newly-elected Officer and Director shall take office at the close of the Representative Assembly meeting at which elections take place (typically the Spring RA) and the term of office shall expire at the end of the next succeeding annual meeting of the Representative Assembly provided, however, that no term of office shall expire before a successor has been elected. Elections happen at the Spring RA
- At the Spring RA, the Chair of the Nominating Committee presents to delegates the slate of nominees for
  - The Officers of the Board
  - The Directors of the Board
  - Speaker / Deputy Speaker,
  - Representative to the CMA Board
  - Members of the Nominating Committee
- Further and other nominations may be made from the floor of the meeting.

Why do we have a SMA Board?

The Board has the following main responsibilities:

- Exercise the powers of the Association and the Representative Assembly between RA meetings
- Lead the development and oversee the execution of the strategic plan
- Risk management and assessment
- Maintain linkages with the members
- Executive oversight - hire, evaluate, and succession plan for CEO

The RA and the Board: What is the difference?

- **RA delegate** – constituent based, partisan input
- **Board member** – profession as a whole, non-partisan
- RA delegates are collectively responsible for electing those who will oversee the affairs of the SMA (i.e., the SMA Board)

How do SMA Members and Board interact?

In addition to RA meetings:

- Board key messages available on members website after each meeting
- President and Vice-President's Tour; ad hoc meetings with local medical associations
- President's letter
- Targeted relevant information provided as needed
- Meetings between committee chairs/section heads and Board as requested

The Board's Fiduciary Responsibilities

- Duty of Care
- Duty of Obedience
- Duty of Loyalty



What problem are we trying to solve?

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SMA'S GOVERNANCE APPROACH COMPARED TO OTHER PTMAs

- Modern & transparent process
- Promotes equitable access to leadership
- Diverse representation
- Regular renewal

- SMA is the only provincial medical association with its own legislation

https://publications.saskatchewan.ca/api/v1/products/2324/formats/4242/download

- Others are governed by not for profit corporations legislation

Doctors of BC and the **AMA**

have **a similar governance model to that of the SMA**

(i.e., Representative Assembly/Forum + Board of Directors)

- Others govern via a Board of Directors

Representative Board
versus
Skills-based Board?

BC:

- Board is comprised of: **President, President-Elect and 7 Directors at Large**
  - At least 3 Directors at Large will be GPs and 3 will be Specialists

AB:

- Board is comprised of: **President, President-Elect, Immediate Past President, and 10 Directors**

SK

- Board is comprised of **President, Vice-President, Honorary Treasurer, Immediate Past President, and 8 Directors**

- Representation is commonly **geographically based but also see some attention on GP/Specialist.**

- New Brunswick Medical Society mentions "board profile" in its bylaws

  ("…refers to characteristics such as medical practice, seniority, gender, language, ethnic diversity and similar characteristics that provide for a collective board that is generally representative of the membership in the Society.")

RENEWAL AND TERM LIMITS FOR BOARD MEMBERS

BC:

- Directors at Large – **2 year terms**
- No Director shall serve more than 6 years within a 10 year period
- No more than four Directors at Large can end their term in a given year.

AB:

- Directors shall hold office for a **term of 3 years,** with annual elections for approx. 1/3 of the Directors. A director is eligible to run for re-election if they have served five or less consecutive years as a Director

SK

- **No formal terms** for Directors

- **Terms for board members are the norm**

- Typical term is 2-3 years, with up to approximately 6 consecutive years in the role (i.e., one to two renewal periods)

ELECTIONS

BC:

- **Members vote for the President-Elect**
- **Directors at Large are elected by the RA**; Candidates are nominated by and from the membership. Elections are done by advanced ballot or secret ballot at the RA

AB:

- **Members vote for the President-Elect** via a nominee for President-Elect from the Nominating Committee
- **Forum delegates elect the Directors of the Board** from a (culled) list of nominees presented by the Nominating Committee. Policy is that the list should reflect the diversity of the membership. The nominee's one-page expression of interest is shared with the RF.

SK

- **RA Delegates vote.** Nominating Committee **prepares a slate** of nominees for Officers, Directors, Speaker, Deputy Speaker, SMA rep to CMA Board, and three members of the Nominating Committee

- **MB: President-elect.** Nominated by Governance and HR Committee OR formal written nomination from five members

- **NB: President-elect.** Membership is canvassed for nominees. Nominations and Appointments Committee shall consider all nominees and shall nominate one member. Additional nominations accepted from floor at AGM.

  Board members: Nominations and Appointments committee reviews the Board Profile and notifies District Medical Society's membership of the gap. Nominations and Appointment Committee takes into consideration of the DMS and then nominates a member for approval at the AGM.

- **DNS, PEI:** All directors are elected by members.

TRANSPARENCY

AB:

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2021 Spring RA

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PROPOSED



Proposed Next Steps

- **Establish a 5 member Special SMA Governance Committee comprising RA delegates** to prepare recommendations on governance processes to improve transparency and accountability
  - Committee members will be elected by the RA by November 30, 2021
  - Committee member applications will be accepted no later than November 12, 2021

- Committee to present proposed recommendations at the RA on May 6-7, 2022

