

GOVERNANCE CHANGES AT CMA: WHAT YOU NEED TO KNOW

1. Why do we need to change CMA's governance model?

The [CMA's strategic plan \(CMA 2020\)](#) outlines our commitment to a vibrant profession and a healthy population. This plan is bold and ambitious: it challenges the CMA to engage in courageous and influential dialogue to advance health in Canada. Our success is contingent on effective communication and engagement with members on the issues and causes that matter; on building collaborative relationships with partners who share our vision; and on a highly engaged membership. Modernizing our governance and consultation model is integral to achieve our shared commitment to the medical profession.

2. What changes are being proposed to CMA's governance model?

CMA's Governance Committee has recommended [a number of changes to CMA's governance and consultation model](#), which have been endorsed by the Board and will be implemented in 2019, subject to approval of bylaw amendments at the AGM in August. The two foundational proposals are changes to the composition of the CMA Board and the dissolution of General Council. However, these require a number of related changes that are outlined below. The proposed approach adapts leading statutory frameworks designed to promote accountability, transparency and good corporate governance for the not-for-profit sector.

3. Dissolution of General Council

Historically, GC was responsible for providing high-level policy guidance and direction to the organization in general, and the Board in particular. However, GC could only involve a few hundred select members. In this age of social media, technology and instantaneity, the CMA is embracing a more direct member engagement model to set policies and advocacy priorities. This will ensure timely responses to emerging priorities and issues, and enable more direct and frequent opportunities for members to engage. On the recommendation of the [GC Task Force](#), the Board has approved a new consultation model that will see GC succeeded by a Health Summit, Member Proposals and Communities of Interests (described in 6. New engagement opportunities).

4. CMA Board Composition

Subject to the approval of bylaw amendments at the AGM in August, [the Board recommends that the Board's size be reduced to 19 seats in 2019](#): one seat for each province/territory; one seat each for students, residents, President, President-Elect and Immediate Past President; a Chair; and a non-physician director. The pool of potential Board candidates will continue to include nominations from PTMAs, RDoC and CFMS, but members at large may also submit their candidacy to relevant positions (e.g., any member from a given province may submit his or her candidacy for that province's board position with the support of 10 members). However, sitting presidents and voting directors from these constituencies would not be eligible to sit on the CMA Board owing to potential conflicts of interest in serving the best interests of more than one organization.

- Candidates for President-Elect would continue to be identified on a geographic [rotation](#) and elected nationally (all Canadian members would be eligible to vote).
- Candidates for available director positions would come from each province/territory and elected within their jurisdiction (all members within their jurisdiction would be eligible to vote except students and residents – see below).
- Elections for the student and resident director seats would be held nationally (all Canadian student members would be eligible to vote for the student director and all Canadian resident members would be eligible to vote for the resident director).
- The Chair and non-physician director would be appointed by the Board, following a thorough recruitment process, and on the recommendation of a new Nominations and Appointments Committee (NAC).

5. Other key changes

The dissolution of General Council creates a number of other important opportunities for modernizing CMA's governance and consultation model. The Board has also recommended the following, subject to bylaw approval at the AGM in August:

- **Annual General Meeting (AGM):** All members are entitled to attend and vote at the business session of the AGM. Over several years, business items such as bylaw approvals and the appointment of auditors have appropriately migrated from GC to the AGM. Starting in 2019, the AGM will be scheduled in the spring to permit CMA to meet an applicable statutory threshold of holding AGMs within 6 months of the fiscal year end (CMA currently holds its AGM in August due to an exemption). To enable broader member participation, CMA is also assessing options to enable virtual participation in the AGM and/or regional access hubs to support networking at a local level.
- **Elections:** The election of the corporation's officials is the last outstanding business item that remains within GC's purview. The Board recommends that the membership be eligible to elect the Board of Directors and President-Elect through electronic voting, as outlined above (See 4. Board Composition). This process would begin in 2019 for available seats. This open e-voting model is currently used for electing the CMA President-Elect nominee at a provincial/territorial level. Transition clauses will be included in the 2018 proposed bylaw amendments to enable the implementation of this new election model (see [2018 Annual Report to Members](#)).
- **Committees:** Due to the proposed dissolution of GC, and subject to approval of proposed bylaw amendments, the Board recommends that the election of at-large members to committees, including the Committee on Ethics, as well as committee reporting be moved to the Board. The Board also proposed changes to the CMA's committee structure to reduce the size of some committees while placing greater emphasis on skills-based appointments, including the appointment of expert non-physicians as appropriate. The Board also approved terms of reference for a new Nominations and Appointments Committee (NAC). The NAC would promote the opportunities for CMA elected positions to constituents including PTMAs, affiliates and the membership at large. It would also promote opportunities to sit on CMA committees and working groups. The Board would continue to use working groups and task forces for topic-specific projects.

6. New engagement opportunities

- **Member Proposals:** Historically, GC has been the main source of policy guidance to CMA. In a move to make policy development more timely and inclusive, the CMA is introducing a [continual process](#) whereby any member or stakeholder organization (supported by 10 member-sponsors) may submit a policy proposal for consideration. Member policy proposals will be reviewed by a physician peer review group and may be referred to a committee, working group or the Board as appropriate. Members, PTMAs and affiliates may also be engaged in reviewing and prioritizing eligible policy proposals for further development using e-platforms (e.g., The Rounds), the CMA e-panel, communities of interest and/or e-polling. Member proposals that pertain to business and corporate matters would be submitted to the AGM.
- **Communities of Interest (Col):** Across the country, physicians and medical learners are using Col's to address issues affecting the health care system, the profession and their patients. The CMA is committed to fostering the work of these communities, starting with our recently announced [CMA Communities of Interest Grants](#). Col's are a key platform for advocacy by physicians and represent an important addition to our consultation model that will allow us to engage with our members directly and at scale on the issues and causes that are relevant to them.
- **Health Summit:** The CMA Board approved a new CMA Health Summit, as proposed by the GC Task Force (GCTF). The CMA Health Summit will support CMA 2020 by creating an experience which enables participants to engage innovatively and inclusively in courageous and influential dialogue to advance health in Canada. The CMA inaugural [Health Summit](#), INSPIRING A FUTURE OF BETTER HEALTH, will be held August 20-21 in Winnipeg.

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