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**Title: Board of Directors – Function; Meetings**

**Category: Governance**

**Number:**

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**Date of required review: As part of the Comprehensive Governance Review Project, 2024**

**College Contact: Director Governance & Strategic Planning**

**Status: In Effect**

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***Policy Background: This policy describes the Function of the Board of Directors and the process for Board Meetings.***

## **A) FUNCTION OF THE BOARD OF DIRECTORS**

### ***Principles to guide the function of the board:***

- There must be a clear differentiation between board responsibilities and CEO responsibilities – the Board’s focus is on governance activities, not operational activities.
- The Board’s mandate is to work towards collective board engagement, knowledge, reflection (both self and organizational) and responsiveness to members.
- Must meet frequently enough to fulfill the functions required.
- Accountable to the good of the organization. As a Not-for-Profit organization, the existence of the organization depends on enrolling, engaging, and retaining members by supporting them and advancing their interests.
  - The proposed governance model sees the board determining the “ends” or goals of the CFPC (vision, mission and values), setting broad policy directions and strategic plans, establishing measures for the monitoring of performance and then evaluating that performance. Beyond that, the Board delegates the task of the accomplishment of key “ends” to the CEO according to the established policies of the Board. The Board is then responsible for ensuring that the CEO fulfills his/her delegated tasks in an ethical and legal manner.

### **Specific Roles of the Board:**

#### **Vision and Stewardship**

- Ensures the organization’s resources and actions are aligned with the mission, vision and values
- Establishes the strategic plan for the organization and monitors progress toward achievement of the strategic plan
  - Approves performance measurements and indicators as well as the reporting and oversight system related to the strategic plan. To facilitate this, the Board will be provided summary data of the various measures/KPIs reflecting relevant strategic priorities on a regular basis so the Board can fulfill its responsibilities of oversight.

- Determines strategic partnerships needed to fulfill the goals of the strategic plan
- Creates vision and sets direction for the organization, with consideration of the impact on various constituencies and stakeholders, both internal and external
- Solicits ideas from members and leaders and responds to the input
- Monitors the success of the organization in closing the gap between the aspirations of the organization and its actual performance. To facilitate this, the Board will be provided summary data of the various measures/KPIs reflecting relevant strategic priorities on a regular basis so the Board can fulfill its responsibilities of oversight.
- Meets the objects outlined in the Articles of Continuance
- Sets policies for the organization within the bounds of the Articles of Continuance and By-laws
- Ensures that policies, structures and processes are in place for the sound governance of CFPC.
  - Continuously reviews the governance structure of the organization to ensure that structures are in place by which all constituencies have a voice
  - Passes by-laws subject to approval by members
  - Reports to members by calling and holding the annual meeting
  - Acts as a proxy for all members of the organization

### **Selection, support and evaluation of the CEO**

- The CEO is responsible for the implementation of the decisions reached by the Board, within the bounds established by the Board in the Executive Expectations.
- Annual goals and objectives shall be set with the CEO and the Officers of the Board and should include the goals of the strategic plan.
- The Board develops and oversees a rigorous process for evaluating the performance of the CEO. This process shall include a behavioural component to ensure that the Executive practices behaviour consistent with the values of the CFPC.
- The Officers of the Board conduct a performance review in accordance with the CEO's employment agreement, with a minimum twice annually and a maximum of quarterly.
- The CEO shall prepare and submit to the Officers of the Board, at the outset of each year, a personal continuing education agenda related to the fulfillment of CFPC's objectives, and which will incorporate the outcome of the CEO's performance evaluation.
- The Board provides guidance, support and oversight to the CEO.
- The Board receives reports from the CEO with respect to activities of the organization as they relate to progress towards the annual goals and objectives set with the Officers of the Board.
- The Board approves initiatives presented for consideration by the CEO.

### **Financial, legal and risk oversight**

- Monitors the short and long term financial health of the organization
  - Reviews and approves annual budget, and material business decisions
  - Reviews and accepts audit reports and the audited financial statements
  - Oversees financial performance and viability, ensures resources/assets are available and effectively used and oversees risk management to protect assets and resources

- Ensures that processes are in place to identify the organization’s financial, reputational, legal and other risks and actions taken to mitigate those risks.
  - Adheres to legal standards and ethical norms (e.g. ensure compliance with legislated standards; ensure appropriate filing of corporation status; integrity of information insurance protection; procurement and contracts; pension; etc.)
  - Identifies and manages risk (e.g. liabilities and losses; sustainability; reputational risks), with both the short term and the long term in mind.

### **Governance of the Board**

- Individual Directors participate on board committees
- Determines performance indicators for the board and periodically and comprehensively evaluates board and individual board director performance
- Identifies skills required and potential gaps in skills and knowledge for individual board directors as well as the Board as a whole and initiates strategies to address these gaps
- Develops a process by which all new members receive orientation to the Board
- Sets policies necessary to provide the Board with good governance structure and process, including the recruitment of competent directors, the establishment of an appropriate committee structure, and the process for engaging with CFPC leaders (Chapters, University departments of family medicine, CFPC Sections) between Board meetings.

### **Communication**

- Ensures there is an adequate mechanism in place to solicit feedback from various stakeholders on relevant proposed College initiatives and policies, including consideration of the role of social media in this context
- Reviews feedback received from these stakeholders
- Responds to requests for review of specific activities, initiatives, or policies by various stakeholders through appropriate channels

### **Foundation for Advancing Family Medicine**

- Individual Directors participate as voting members of the Foundation for Advancing Family Medicine (FAFM). FAFM advances excellence in research, education, and service in family medicine through philanthropy
- Individual Directors participate in FAFM’s Annual Meeting of Members, and more

## **B) BOARD OF DIRECTORS MEETINGS**

### **i) General Issues**

- The Board shall meet at such times and at such places as determined by the Board.
- A majority of the Directors shall constitute a quorum.
- The agenda of each Board Meeting shall include reports from the CEO/ED, Finance and Audit and other Committees of the Board, along with other business as determined by the Board.

Board directors at large are all encouraged to submit new motions or discussion items prior to each meeting where appropriate. Additional motions and discussion items will be considered by the CEO, President and President Elect to prioritize and incorporate into meetings.

- Motions and/or resolutions of the Board shall require a simple majority to pass with the exception of those specified in the By-laws as requiring Special Resolution.
- Directors shall be reimbursed for the expenses they incur for attendance at meetings of the Board as determined by the Board and College Policy.
- Any vacancy on the Board of Directors may be filled by the Board for the unexpired term.

**ii) Director Attendance, Removal or Suspension**

- Without good cause for his or her absence, Directors shall be required to attend at least 75% of regularly scheduled meetings of the Board and of each committee they participate on, unless the Board is advised of a valid reason why a Director cannot attend. “Good cause” includes circumstances beyond the Director’s control such as emergency situations or personal/family illness.
- Director non-attendance at two consecutive Board Meetings may be grounds for cessation of Directorship, as determined by the Board.

Any Director may be temporarily suspended or permanently removed from office for just cause before the expiration of his or her term by resolution passed by a majority of the votes cast at a special meeting of the Board.

[Board of Directors is addressed in CFPC’s By-laws – Section 4]