



Minutes (Draft)
CFPC Annual Meeting of Members (AMM)
November 5, 2020
Virtual Meeting

Dr. Shirley Schipper, President, presiding

1. Call to Order

Dr. Shirley Schipper, President, called the Annual Meeting of Members (AMM) to order and welcomed College members to CFPC's first ever virtual AMM.

Past Presidents, current Board Directors, outgoing and newly approved Committee Chairs were recognized in a video at the beginning of the meeting. Each outgoing Committee Chair below is receiving a gift in recognition of their commitment to the CFPC.

- Dr. Joel Andersen (ON) – Occupational Medicine Member Interest Group
- Dr. Marc Bilodeau (QC) – Patient's Medical Home Steering Committee
- Dr. Marie-Dominique Beaulieu (QC) – CFPC's Foundation for Advancing Family Medicine Board of Directors
- Dr. Robert Boulay (NB) – Nominating Committee
- Dr. Jeanette Boyd (BC) – Honours and Awards Committee
- Dr. Sarah de Leeuw (BC) – Co-chair, History and Humanities in Family Medicine Committee
- Dr. Anne DuVall (ON) – Governance Advisory Committee
- Dr. John Foote (ON) – Emergency Medicine Member Interest Group
- Dr. Christie Freeman (ON) – Dermatology Member Interest Group
- Dr. Pierre Frémont (QC) – Sport and Exercise Medicine Member Interest Group
- Dr. Brian Geller (SK) – Enhanced Skills Surgery Member Interest Group
- Dr. James Goertzen (ON) – Section of Teachers
- Dr. Curtis Handford (ON) – Editorial Advisory Board, *Canadian Family Physician*
- Dr. David Henderson (NS) – Palliative Care Member Interest Group
- Kerry Howell (AB) – Co-chair, Section of Medical Students
- Dr. Fiona Kouyoumdjian (ON) – Prison Health Member Interest Group
- Dr. Frank Martino (ON) – Member Interest Groups Section

- Dr. Patricia Mirwaldt (BC) – Mental Health Member Interest Group; Co-chair, Collaborative Working Group on Shared Mental Health Care
- Dr. Benjamin Schiff (QC) – Hospital Medicine Interest Group
- Dr. Mark Woo (ON) – Section of Residents
- Dr. Keith Wycliffe-Jones (AB) – Residency Accreditation Committee
- Dr. Joyce Zazulak (ON) – Co-chair, History and Humanities in Family Medicine Committee

2. 2019-020 Memorial Roll of CFPC Members

Members in attendance remembered all our colleagues who died between September 30, 2019 and September 30, 2020. Their names were included in the meeting materials.

3. Minutes of 2019 Annual Meeting of Members

Moved and seconded by Drs. Paul Sawchuk and Brady Bouchard:

Minutes

That the minutes of the CFPC Annual Meeting of Members held in Vancouver, British Columbia, on October 31, 2019, be approved.

Updates on the two action items were circulated.

Carried.

4. By-law Amendments

Moved and seconded by Drs. Alan Katz and Yan Yu:

Amendments to By-law No. 1 to permit virtual meetings of members

That By-law No. 1, as amended in the form approved by the Board and presented to members of the Corporation for approval, whose amendments are as follows:

- (i) The change of the heading of paragraph 11.4 to “Place of Meetings or Virtual Meetings” and the addition of the following to the end of that paragraph:
 “If the Directors call a Meeting of Members under the Act, those Directors may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.”;
- (ii) The removal of the words “present in person” in the first sentence of paragraph 11.10; and
- (iii) The amendment of paragraph 13.1 to add wording to confirm that the amendments are effective when made by the Board in accordance with the Act but shall not be in

force going forward unless they are confirmed by the Members at the Meeting of Members;

is hereby approved as the By-law No. 1 of the Corporation and By-law No. 1 of the Corporation in the form as it existed prior to the above amendments is hereby repealed;

Further that any of the officers and directors of the organization are hereby authorized and directed for and on behalf of the Corporation to execute and deliver all such documents and to do all such other acts and things as they may determine to be necessary or advisable to give effect to this Resolution.

Context: In accordance with the Canada Not-for-profit Corporations Act, the amendments permit CFPC AMM's to be held virtually. The Board of Directors approved the necessary amendments on September 1, 2020, in light of the COVID-19 pandemic. Member confirmation was required for the amendment to remain effective.

Carried.

5. Term Confirmation – Additional Board Director appointed by the Board

Moved and seconded by Drs. Jean-Pierre Arseneau and Carrie Bernard:

Term Confirmation – Additional Director appointed by the Board

Part A: Fixing the number of Directors

Whereas the Articles of the Corporation provide for a minimum of nine (9) Directors and a maximum of eighteen (18) Directors;

That the number of Directors of the Corporation, within the minimum and maximum number of Directors provided for in the Articles, is hereby determined to be increased from eleven (11) to twelve (12) Directors.

Part B: Additional Director – Dr. Sarah Funnell

Whereas in accordance with the Articles of the Corporation and paragraph 4.6 of the Corporation's By-law No. 1, the Board appointed Dr. Sarah Funnell as an additional Director effective August 15, 2020, for a term expiring at the close of the next Annual Meeting of Members;

And whereas Dr. Funnell's appointment was based on her perspective as an individual who self-identifies as First Nations, provides care for the Akwesasne First Nation, and is engaged in leadership positions in national organizations and academic institutions; and on the Corporation's commitment to enhance equity, diversity, and inclusion among its leadership and to do its part in addressing the relevant recommendations of the Truth and Reconciliation Commission of Canada;

That Dr. Sarah Funnell of Ottawa, Ontario, be approved by members as a Director of the Corporation for a term commencing November 5, 2020, and continuing until the close of the Annual Meeting of Members to be held in 2023.

Context: In accordance with the Canada Not-for-profit Corporations Act 128(1), the CFPC’s Articles, and CFPC By-law No. 1 paragraph 4.6, the Board appointed Dr. Funnell as an additional 12th Board Director, August 15, 2020. Dr. Funnell was identified early in the application phase of the 2020 Board Director election process, as meeting CFPC’s primary competency grid for Board Directors and offering a new perspective as an individual who self-identifies as First Nations, provides care to the Akwesasne First Nation, and is engaged in leadership positions across national organizations and academic institutions. Dr. Funnell’s skills, experiences, and perspectives align with CFPC’s commitment to enhance equity, diversity, and inclusion and to do our part to address the relevant recommendations of the Truth and Reconciliation Commission (TRC) of Canada. Members were required to approve that Dr. Funnell could continue as a Board Director beyond the time of the AMM.

Discussion:

- Dr. Martin Potter asked: “why was it necessary to increase to 12 members, instead of just adding Dr. Funnell when one was gone, to maintain 11?”
 - The Board had been discussing how to enhance the diversity of the leadership of the College, in particular how to have Indigenous physician voices across the organization. When the Nominating Committee shared that Dr. Funnell was among the excellent applicants for the position, it felt like an opportunity not to be missed. The Board wanted to ensure that her Indigenous perspective was added to the Board as soon as possible. It still wanted members to have the opportunity to elect an applicant to the Board. Options were discussed and our by-laws were used to guide us. In the end, the Board felt the opportunity to appoint Dr. Funnell from August to November 5th and then get member approval for her to continue on the Board, while continuing to hold a contested election, was the best option for the CFPC.

Carried.

- After the motion was approved, Dr. Boulay, Chair of the Nominating Committee, was asked by Dr. Stephen Hawrylyshyn “why did the Nominating Committee/Board feel they couldn’t have Dr. Funnell join the Board as a guest to provide her input for the remainder of the 2020 term, and then work to elect two positions to the Board and allow the CFPC members to have a say on who they want to represent them on the Board?” Dr. Hawrylyshyn shared a follow-up comment that “My understanding was that one of the goals of transitioning to an online open Board nomination process was to improve engagement and transparency; that it feels like a step backwards when a small non-elected Nominating Committee can basically decide who gets on the Board”.

- Dr. Boulay shared that there was an impressive field of talent among the applicants. He shared the Nominating Committee’s discomfort regarding its recommendation to the Board about which applicants to forward to members for the purposes of election. Uncomfortable because one applicant in particular had the competencies and perspectives that the Board was looking for (outlined above). The direction that the Board ultimately took, followed multiple special meetings on this topic and was not arrived at easily.
- Dr. Lemire shared that the Board and Staff recognize that addressing issues of equity, diversity and inclusion is not a one-person job. Adding Dr. Funnell to the Board is one step in stimulating the appropriate reflection required to continue our efforts in this area.

6. Report of the President and Chair of the Board

The Annual Report was shared through the agenda and Dr. Schipper will provide the State of the College address Friday.

7. Report of the Executive Director and CEO

Dr. Francine Lemire shared highlights of the past year focused on:

- Thanking members for your work addressing the global pandemic and providing the required care for your patients and communities.
- CFPC’s pivot to support members with practical resources, timeline adjustments for examinations and Mainpro+ credit reporting, and advocacy related to COVID-19.
- Advocacy on behalf of family physicians in Canada
 - Protecting family medicine terminology
 - Encouraging government to introduce universal public pharmacare
 - Meeting regularly with governments to support all family physicians
- Production of quality CPD programs, practical resources to support members, new residency training program accreditation standards to continue to enhance family medicine training standards and evaluation.
- Taking stock of our strategic priorities, anticipating repercussions on family practice and society as a whole from the pandemic and racial unrest.
- Working together to address and eliminate racism in family medicine.
- Addressing the delayed 2020 membership renewals and thanking members for your patience.
- Addressing the unprecedented technical problems encountered by approximately 7% of exam candidates who wrote the certification examination in October.

- Achievements of our *Canadian Family Physician* journal.

8. Report of the Nominating Committee

Dr. Paul Sawchuk is completing his service on the Board of Directors and was recognized.

Dr. Robert Boulay, Chair of the Nominating Committee announced the results of the election.

- There were 15 applicants for one Director-at-Large vacancy.
- The Nominating Committee focused on identifying individuals who would make a positive contribution to the governance of the CFPC at this time, considering the diversity of our membership, and complementing the mix of current Directors.
- Four candidates were forwarded for the new Director-at-Large position. The election also requested confirmation of the new President-Elect, Secretary-Treasurer and an additional term for one current Board Director.
- Dr. Boulay thanked members for approving the appointment of Dr. Funnell for a 3-year term on the Board (Section 5). The Nominating Committee identified her interest in a Board position now, as a voice that the Board was looking for at its table.
- A total of 2,217 (5.7%) of members voted electronically (compared with 5.8% last year).

Results: 2020-21 Board of Directors

- Dr Jean-Pierre Arseneau, Director-at-Large (newly elected for an additional 3-year term)
- Dr Carrie Bernard, Director-at-Large (continuing her term)
- Dr Brady Bouchard, Director holding the office of President-Elect (newly elected)
- Dr Catherine Cervin, Director holding the office of President (acclaimed)
- Dr Sarah Cook, Director-at-Large (newly elected)
- Dr Sarah Funnell, Additional Director (3-year term newly approved by members in section 5)
- Dr Marie Giroux, Director-at-Large (continuing her term)
- Dr Alan Katz, Director-at-Large (continuing his term)
- Dr John Maxted, Director-at-Large (continuing his term)
- Dr Christie Newton, Director holding the office of Honorary Secretary-Treasurer (newly elected)
- Dr Shirley Schipper, Director holding the office of Past President (acclaimed)
- Dr Yan Yu, Director-at-Large (continuing his term, in his first five years of practice)

9. Report of the Honorary Secretary-Treasurer

The meeting package circulated to members outlined:

- Revenues and expenses related to the 2019-2020 unqualified (clean) Auditor's report and audited financial statements – surplus for the year ended May 31, 2020 was \$353,855 (0.8% of the 2019-2020 operating budget).

- The commitment to maintain the fee for the 2021 Certification Examination in Family Medicine (FM Exam) and Emergency Medicine Certificate of Added Competence Examination (EM Exam), the same as in 2019 and 2020.
- The commitment for an ongoing CFPC subsidy for FM Exam candidates, such that in 2022 and each year after, the annual FM Exam fee increase will not exceed 2% or the level of inflation, whichever is higher per year.
- The decision for the EM Exam fee to cover all direct and shared expenses such that the annual fee increase for the EM Exam will increase by an amount no greater than 10% per year, beginning in 2022 and for the next five years.
- Revenues budgeted for 2020-2021 are in the amount of \$47,831,389. Expenses are in the amount of \$48,286,410, for a budgeted deficit of \$455,021. There are uncertainties during the pandemic and a total of \$8,106,995 of reserve funding has been committed to the 2020-2021 budget. Uncommitted reserve funds in the amount of \$20,785,563 remain.
- The 2021-2022 macro budget development anticipates a deficit of \$795,089.

Dr. Brady Bouchard, Honorary Secretary-Treasurer, referenced the reports circulated.

- Deloitte LLP completed their audit of the College's financial statements for the year ended May 31, 2020 and provided a clean audit report.
- For greater transparency and clarity, the audited financial statements are now formatted using full cost accounting.

a) 2021-2022 Membership fees

Moved and seconded by Drs. John Maxted and Christie Newton:

2021-2022 Member Fees

That the 2021–2022 fees remain at 2017–2018 levels.

Context: Recognizing the impacts of COVID-19 on members' income, the fees are not being increased, despite forecasting a deficit. Fees have remained the same since June 1, 2017.

Discussion:

Responses provided by Dr. Bouchard and Theresa Maguire-Garber, Executive Director, Corporate Services:

- Dr. Hawrylyshyn asked: "Did the CFPC consider dropping the fees this year in light of the crisis and physicians financial struggles? We've got a massive reserve fund for a rainy day, and it would have been a very welcome gesture to tell all members that the college stands by them in these difficult times. Some PTMAs [provincial and territorial medical associations] did this and the gesture was very well received."

- The Board discussed this a lot. Understanding the financial pressures facing many family doctors due to COVID-19, the Board’s recommendation is for membership fees to remain the same, even though we have a forecasted deficit. This will be the fifth year where members have paid the same fee. The Board is proud of the changes made to ensure that the ongoing CFPC subsidy for candidates of the Certification Examination in Family Medicine, provides a predictable annual fee increase not to exceed 2 per cent or the level of inflation, whichever is higher per year. The Board’s recommendation keeps in mind the tax implications to decreasing membership fees, the many uncertainties that remain regarding the impacts of the pandemic, and the importance of maintaining the financial health of the organization.
- Dr. Jim Thompson asked: “If the College is running a deficit, what is the broad brush for remaining solvent?”
 - The deficit estimated is not really a solvency issue. The budget is comprised of a number of estimates that are monitored throughout the year. The forecasted deficit is 1% of our operating budget and we are confident that by the end of the year we will be at a balanced budget. We are using some of our reserve funds this year – in relation to COVID-19 and the timing of receiving membership fees.

Carried.

b) Auditor

Moved and seconded by Drs. Catherine Cervin and Marie Giroux:

External Auditors

That Deloitte LLP be appointed as the CFPC’s external auditor for a further two-year period starting with the 2020–2021 fiscal year.

Context: Deloitte LLP was appointed as the external auditor for a three-year term starting with the 2017-2018 fiscal year, with the option of extending an additional two years. The conclusion of the 2019/20 external audit marks the end of the appointment. Deloitte LLP has demonstrated good knowledge and extensive audit diligence in the past. It was recommended that Deloitte be appointed for the additional two years. A Request For Proposal process will be undertaken for the 2022-23 fiscal year.

Discussion: none

Carried.

c) Fiscal year

Moved and seconded by Drs. Brady Bouchard and Jean-Pierre Arseneau:

Amendments to Fiscal Year and Calling of Annual Meetings of Members

That the fiscal year of the College of Family Physicians of Canada be changed to March 1st to February 28th (29th in a leap year);

Further that this change be effective as of the 2023–2024 fiscal year (March 1, 2023, to February 29, 2024);

And further that financial statements be provided to members no later than August 31st following the fiscal year end;

And further that the length of time from the fiscal year end until the Annual Meeting of Members be changed from a maximum of six months to a maximum of nine months.

Context: Our current fiscal year runs June 1st to May 31st. It was recommended that our fiscal year be changed to March 1st to the last day of February. Reasons include:

- The review and reconciliation of all Family Medicine Forum (FMF)-related revenues and expenses could be completed within a fiscal year.
- Fees for the Certification Examination in Family Medicine (FM Exam), which is typically offered twice per calendar year, would be in the same fiscal year.
- It would naturally align workflows.

The Canada Not-for-Profit Corporations Act permits us to apply for an exemption from the requirement for the Annual Meeting of Members to be within six months of the fiscal year end, providing there is no prejudice to members. Members will continue to receive financial statements within six months of the fiscal year end and be invited to submit questions for immediate response. There will still be an opportunity for questions at the Annual Meeting of Members where the results of the audit will be presented within nine months of the fiscal year end. At least two-thirds member support is required to make this change.

Discussion:

Responses provided by Dr. Bouchard and Theresa Maguire-Garber, Executive Director, Corporate Services:

- Dr. Ruth Wilson asked: “Please explain why the fiscal year end needs to be changed?”
 - The new fiscal year aligns with the operating year and workflows. It permits the review and reconciliation of all Family Medicine Forum-related revenues and expenses to be completed within a fiscal year. Fees for the Certification Examination in Family Medicine, which is typically offered twice per calendar year, will be in the same fiscal year.

Carried by more than 2/3 approval.

10. Question and Answer (Q&A) Session

Dr. Catherine Cervin, President-Elect, moderated the Q&A session. Questions were invited (i) prior to the meeting, as members reviewed the agenda and reports, (ii) throughout the meeting. Q&A's not already included above included:

- D^{re} Mia-Fay Nadeau asked : « Pouvez-vous élaborer sur comment les résidents ayant fait l'examen de certification seront compensés, et est-ce que ces derniers devront refaire leur examen ? Allez-vous refaire affaire avec Prometric pour les prochains examens? » [Can you explain how residents who wrote the certification exam will be compensated? Will they have to redo the exam? Will you continue to do business with Prometric?]

- Dr. Lemire shared her response in French, transcribed as follows:

To summarize, the candidates who were impacted by technical difficulties during the fall certification exam are in three categories. Approximately 85 candidates' examinations ended prematurely. They had 225 minutes instead of 255 minutes to write the exam. Eleven Francophone candidates were disconnected earlier than expected. When they reconnected, they could not continue the exam or there were no Francophone supervisors. And thirdly, there is a group of 18 candidates whose exam answers were deleted. The issues resulted from technical issues by our exam vendor, Prometric.

We have contacted all candidates impacted by these issues. The group of 18 candidates are required to redo the exam. Their exam fees will be reimbursed as well as appropriate travel expenses incurred to rewrite the exam.

There are a few in the group of Francophones who, when given the choice, opted to rewrite the exam and we will offer them the same compensation. For the remainder of the affected candidates, the majority have decided to wait and see the results of their exam as opposed to re-writing immediately. If the candidate passes, no further follow-up will be needed. If a candidate does not pass and was impacted by the situation that I have just described, they will be awarded a "no standing" result and will have to redo the exam. Their exam fees will be returned to them and expenses covered when they rewrite. Prometric committed to providing the reimbursements to those who rewrite the exam.

We acknowledge that because the College engaged Prometric, we have a reputational responsibility and a membership responsibility. The majority of our candidates are residents. I think we all agree that this type of experience will affect their level of confidence in our organization. In addition to personalized

support to those who have been impacted, we will also provide them with one year of complimentary membership as a gesture of goodwill.

We have a contract with Prometric that will remain in place for another three years. Members of our Executive and Exam teams, including myself, have met with Prometric. They acknowledge their errors and the impact of them. They described to us how they will work to prevent a recurrence of these problems and we have determined that their quality assurance process remains robust.

We will continue to work with Prometric for several reasons. We must realize that there are not many companies who can provide online exam services to accommodate the number of candidates that we have and the type of exams that we offer. Our exams are not multiple-choice. Candidates must write their answers. This technological element cannot be met by any company. We have determined that Prometric is the best company to do this.

In addition, we use a specialized software tool to mark the write in answers to each exam question in a more efficient manner. This tool was developed collaboratively with the Medical Council of Canada. Our ability to use this tool is indirectly linked to the formatting of the exam in the Prometric platform.

- Dr. Lin Hunt asked: “For members currently practicing in the USA can the number of AMA accredited CMEs be increased?”
 - Dr. Jeff Sisler, Executive Director of Professional Development and Practice Support shared that this is something reviewed periodically and the question will be noted. We want to incent and encourage members to take part in Mainpro+ accredited programs but we allow members to claim credits from other organizations. We have a reciprocity agreement with the American Academy of Family Physicians and we allow up to 50 of the annual 250 credits to be from American Medical Association- or Royal College of Physicians and Surgeons of Canada- accredited events.

292 Participants: 204 voting members, 3 non-voting members (Associate/Student), 69 CFPC Staff, 12 Chapter Staff, 4 Other (American Academy of Family Physicians & Sponsors)

Format: Zoom webinar for seeing and hearing; questions welcomed through the type-in 'Q&A' feature; MeetingPulse for secure voting

Adjourned.

Next meeting: To be held as part of the November 10-13, 2021 Family Medicine Forum.