

**Title: Board Directors and Officers -Roles and Responsibilities**

**Category: Governance**

**Number:**

**Date Approved: January 2023; previously June 2022; previously November 2021; previously February 2019 (originally developed in November 2014; major review in May 2018)**

**Date of required review: Q1 2024 (dynamic environment right now and recommended that this be reviewed in a year)**

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

**Status: In Effect.**

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***Policy Background: This policy outlines the roles and responsibilities of the Board Directors and each of the Officer positions.***

## **1) BOARD OF DIRECTORS**

### **A) Composition**

- The Board of Directors shall be comprised of the elected Officers (President, Past-President, President-Elect, Secretary-Treasurer), at least 7 elected Directors-at-Large and the Executive Director/Chief Executive Officer as a non-voting member.
- The President and all other Officers and Board Directors shall assume the duties of their offices immediately following the Annual Meeting of Members at which the election results are shared. The President shall be installed at an official installation ceremony.
- All Officers shall assume their duties concurrently and shall hold office for one year, or until their successors have assumed office. Directors-at-Large shall assume their duties concurrently and shall hold office for three years. The Board and Nominating Committee may approach a Director-at-Large completing their first term, to ascertain interest in seeking election (uncontested) for a second term, if their continued contributions to the skill-base of the Board have been determined to be desirable.
- Any vacancy of an Officer's or Director's position as a result of death, disability, resignation, dismissal, or otherwise, may be filled by a member appointed by the Board, with the individual so appointed to serve the unexpired term of their predecessor.
- All Directors shall comply with the CFPC's code of conduct and conflict of interest policies. Each Director shall be bound by such standards of performance for Directors as the board may from time to time prescribe.

### **B) Responsibilities of all Board Directors**

#### **Preamble**

The Board composition is intended to introduce diversity in perspectives. Open discussion should allow representation of interests and views of constituencies. Good communications among Board Directors and with the leadership team make for a strong and cohesive organization. Issues often

arise between Board meetings that require the Board's input and decisions and for these the Board typically communicates asynchronously.

### **General**

- Fiduciary duty requires board directors to stay objective, unselfish, responsible, honest, trustworthy, efficient and to perform their duties with focused loyalty. Board directors, as stewards of public trust, must always act for the good of the organization (and its members), rather than for the benefit of themselves. They need to exercise reasonable care in all decision making, without placing the organization under unnecessary risk and support the final decisions of the Board. Board members will be mindful of the dual role of organization success/sustainability and the membership value proposition.
- Declare any conflicts of interest.
- Develop a thorough knowledge of College goals and objectives, bylaws, operating procedures, and financial affairs.
- Actively encourage family physician involvement in the CFPC and each Chapter.
- Participate thoughtfully in the board evaluation process including providing thoughtful and insightful information about one's own skills/experiences/perspectives as they pertain to the composition of the Board as a whole.
- Volunteer for and willingly accept assignments and complete them thoroughly and on time, to the best of your ability.
- Participate in mentoring linkages with fellow Board Directors as determined by the Board.
- Submit written summaries to the Board of any meetings attended as a CFPC representative.

### **During meetings**

- Participate thoughtfully in discussions of the Board and be prepared to discuss agenda items.
- Collaborate with other Board directors and build collegial working relationships.
- Be open to thoughtful discussion, discord and possible disagreements.
- Conduct debates in an atmosphere of mutual respect, courtesy, co-operation and collegiality.
- Be aware of the potential for, and challenge if needed, the phenomenon of groupthink: where the desire for conformity or group harmony results in sub-optimal or dysfunctional decision-

making to the detriment of the organization and its members. . To facilitate this, the Board will be provided insight into various options analyzed by staff/committee as well as staff/committee recommendation(s) in order to make the best decisions for the good of the organization and its members.

- If a Board director feels their comments or concerns have not been completely communicated or were misunderstood, the Director may reach out to one of the Officers to have a conversation. The Officers will discuss and suggest constructive ways to communicate or otherwise handle issues.

### **In between meetings**

- Review meeting materials in advance of Board meetings. Provide pre-meeting feedback as may be requested.
- For asynchronous communication
  - Review documents, provide feedback and participate in discussions electronically (and in a timely fashion.
  - Read emails assuming positive intention on the part of the sender. If asynchronous communication is proving unsuccessful, request synchronous communication by asking either the Chair of the Board or the Office of the CEO to convene a board discussion.
  - Similarly, when a decision is being sought, if Board directors do not feel comfortable voting electronically, they may request an opportunity for discussion.
- Board Directors communicate directly with the CFPC CEO and President. The CEO engages additional CFPC Staff as appropriate.

### **Social Media**

Board directors are ambassadors for the CFPC and as such are expected:

- To read and follow the Social Media Policy.
- To support, consistent and aligned messaging from the CFPC through collaboration with the CEO, the Director of Marketing and Communications and the Social Media Specialist who are available for support.
- To help quell issues on social media by responding early to help members feel heard.
- When contacted directly by members and a reply is warranted, to let the member know that the Board director has heard them and will share their question/concern with the team and get

back to them. Concern should be forwarded to CEO and Director of Marketing and Communications.

- Board Directors should also expect to be kept aware by the CEO and Director of Marketing and Communications of social media posts of major concern that risk reputational damage to the College.

**C) Responsibilities of Directors-at-Large**

- Serve as full voting members of the Board and assume such duties and responsibilities as may be assigned by the Board and/or the Executive Committee.
- Attend regularly scheduled Board meetings, Forums, Annual and Special Meetings, and member meetings of the Foundation for Advancing Family Medicine (FAFM); activities during the week of Family Medicine Forum, e.g. Annual Meeting; Presidents' Installation, Convocation.
- May participate on one or more Board Committees, as needed, and serve as the liaison for that committee to the Board. This includes attending meetings, being involved in discussions, voting in the same capacity as other committee members and being involved in reviewing recommendations before they are sent to the Board.

**2) RESPONSIBILITIES OF COLLEGE OFFICERS**

Officers (President, President-Elect, Past President and Secretary-Treasurer) are Board Directors.

**A) President**

- The President (and the Executive Director) shall ensure that the activities and programs of the College are consistent with the College's Mission, Goals and Objectives.
- The President is a designated spokesperson for the College and participates in media engagements/interviews.
- The President and the Executive Director/ Chief Executive Officer or their designate shall act as the College's official representative(s) to the executives and boards of external organizations.
- The President may be a signing officer for the College as appointed by the Board of Directors.
- The President and the Executive Director attend Chapter Annual Scientific Assemblies and external meetings, as appropriate.
- The President is expected to attend meetings of the Board, Executive (if called), Forum, videoconferences before and after Board meetings with constituent leaders, Chapter Symposia

and additional touch points with Chapter leaders; all Annual and Special Meetings; activities during the week of Family Medicine Forum, e.g. Annual Meeting; Presidents' Installation, Convocation.

- The President shall Chair (or designate a member to Chair) any and all Board, Executive (if called), Annual and Special Meetings and shall vote, and in the case of a tie shall cast a second tie-breaking vote.
- The President shall Chair (or designate a member to Chair) the Annual Leaders' Forum.
- The President shall be invited to participate in all College Committees and Sections, but will not have the privilege of voting unless specified as a member of the committee in its terms of reference.
- The President shall report to members through the State of the College Address during Family Medicine Forum week, shall co-author the letter of introduction of the Annual Report, with the ED/CEO; and shall work with the ED/CEO to provide an update report to Annual Leaders' Forum attendees on the actions taken by the Board since the time of the last meeting.
- The President shall perform such other duties as custom and parliamentary practice may require or as may be assigned by the Board and/or the Executive Committee.
- The President shall be a voting member of CFPC's Finance and Audit Committee.
- The President shall be a voting member of the Foundation for Advancing Family Medicine's Board.
- Participate in mentoring linkages with fellow Board Directors as determined by the Board.
- The President is responsible for writing (or delegating and reviewing the messages in) the following articles:
  - "President's Message" for inclusion in *Canadian Family Physician*

#### **B) President Elect**

- In the absence or disability of the President, the President Elect shall perform the duties of the President.
- In the absence or disability of the Secretary-Treasurer, the President Elect shall perform the duties of this officer.
- The President Elect is a designated spokesperson for the College and participates in media engagements/interviews.

- The President Elect is expected to attend meetings of the Board, Executive (if called), Annual Leaders' Forum, Chapter Symposia and all Annual and Special Meetings; activities during the week of Family Medicine Forum, e.g. Annual Meeting; Presidents' Installation, Convocation.
- The President Elect shall succeed to the office of President at the expiration of the President's term.
- The President Elect shall assume such other duties as may be required by the Board and/or the Executive Committee, including being a voting member of the Foundation for Advancing Family Medicine's Finance and Audit Committee.

### **C) Past President**

- In the absence or disability of the President Elect, the Past President shall perform the duties of the President Elect.
- The Past President shall be a designated spokesperson for the College and shall participate in media engagement/interviews.
- The Past President is expected to attend meetings of the Board, Executive (if called), Annual Leaders' Forum, Chapter Symposia and all Annual and Special Meetings; activities during the week of Family Medicine Forum, e.g. Annual Meeting; Presidents' Installation, Convocation.
- The Past President shall be a member of the Nominating Committee.
- The Past President shall be responsible for coordinating the CEO Evaluation with / for the Board.
- The Past President shall assume such other duties as may be assigned by the Board or Executive Committee, including being a voting member of the Foundation for Advancing Family Medicine's Nominating Committee.
- Participate in mentoring linkages with fellow Board Directors as determined by the Board.

### **D) Secretary-Treasurer**

- The Secretary-Treasurer shall Chair the Finance and Audit Committee.
- The Secretary-Treasurer is expected to ensure the distribution and presentation of the minutes of meetings of the Board, Executive, Annual and Special Meetings, to all parties.

- The Secretary-Treasurer is expected to attend scheduled Board meetings and activities during the week of Family Medicine Forum, e.g. Annual Meeting.
- The Secretary-Treasurer shall deliver financial presentations to the Board and the members.
- The Secretary-Treasurer shall communicate with the Director of Finance on a regular basis so that the Secretary-Treasurer is prepared to provide an account of transactions and financial conditions, as required and if requested.
- The Secretary-Treasurer shall regularly review quarterly management reports comparing budget vs. actual costs.
- The Secretary-Treasurer shall take minutes at in-camera meetings and ensure that they are passed to the next Secretary-Treasurer at the conclusion of their term.
- The Secretary-Treasurer shall assume such other duties as may be assigned by the Board and/or Executive.

#### **E) Executive Director/Chief Executive Officer**

- The Executive Director shall be the Chief Executive Officer and a designated spokesperson for the College.
- The Executive Director shall be appointed by the Board for a term or terms defined by the Board. The Executive Director shall serve as a full-time employee of the College and shall carry out such duties and responsibilities as assigned by the President and/or the Executive Committee, and/or the Board.
- The Executive Director shall be accountable to the Board, as outlined in the Executive Expectations, for the operations of the College, for the provision of services to College members, and for the functioning of the Board and all other bodies of the College.
- The Executive Director shall be a member of the Executive and the Board, and shall attend all Board, Executive (if called), Annual Leaders' Forum, Chapter Symposium, Annual and Special General Meetings but shall not vote.
- The Executive Director shall be a non-voting member of all College Committees and Sections.
- The Executive Director and the President, or their designates, shall act as the College representative(s) to the executives and boards of external organizations.

- The Executive Director shall serve as the Chief Executive Officer of the Foundation for Advancing Family Medicine (FAFM).
- The Executive Director shall have such other duties as may be prescribed by the Board, Executive Committee or the College By-laws.

### **3) EXECUTIVE COMMITTEE**

- The Executive Committee shall be comprised of the President, Past-President, President-Elect, Honorary Secretary-Treasurer and Executive Director/Chief Executive Officer as a non-voting member.
- Responsibilities of the Executive Committee include supporting/acting as a resource for the CEO; preparing the CEO evaluation and contract as delegated by the Board; developing and implementing ongoing educational opportunities for the Board with the assistance of the CEO, Executive Directors and Director of Governance and Strategic Planning; and serving between Board meetings as needed if urgent decisions are required.
- The President will chair (or designate a member to Chair) the Executive Committee.
- The Executive Committee will function electronically and only meet in person if required, as called by the chair.