
THE COLLEGE OF
FAMILY PHYSICIANS
OF CANADA



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MÉDECINS DE FAMILLE
DU CANADA

CFPC Board of Directors Decisions/Directions and Impacts

December 2018

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STRENGTHEN OUR MEMBER-BASED ORGANIZATION

Aligning the Board Director nomination and election processes with our by-laws

The CFPC's nomination and election processes have evolved since 2015. By-law amendments reflect these changes. During and following the 2017 Annual Meeting of Members (AMM), some members requested increased choice for selecting Board Directors, which required having more than one nominee per Board vacancy. The CFPC's by-laws at the time stated that the Nominating Committee shall propose one nominee per vacancy.

Details about the Election of Directors can be found in section five of the [by-laws](#). Pursuant to section 1.32 of the by-laws and section 152 of the *Canada Not-for-Profit Corporations Act*, the Board Directors approved the following changes to the by-laws, effective December 18, 2018, to be confirmed with or without changes at the next Annual Meeting of Members (AMM), October 31, 2019.

- Updating sections 5.2 and 5.3 to confirm that the Nominating Committee shall review the applicants and propose one or more nominee per vacancy to the Board for approval. Additional amendments support this change and fortify the power of the Board to determine the list of nominees, pursuant with the *Canada Not for Profit Corporations Act*.
- Rationale for the amendment: The Board introduced a pilot project in 2018 to address requests for more choice when electing Board members. The two-year pilot was shared with members and proposed one or more nominee per vacancy (rather than one nominee only as outlined in the by-laws). Some members expressed concerns that the pilot was not compliant with current by-laws. The Board responded by discontinuing the pilot and amending the by-laws, effective December 18, 2018.

BY-LAW AMENDMENT REGARDING NOMINEES FOR BOARD DIRECTOR VACANCIES

THAT the Board approve amending the CFPC by-laws, effective December 18th, 2018, to reflect that the Nominating Committee shall review the applicants and propose one or more nominee per vacancy;

FURTHER THAT this amendment be presented to the Members at the 2019 Annual Meeting of Members for confirmation.

Process for nominating a current Board Director for a second term

The Nominating Committee and Board assess the composition of the Board when determining priority recruitment qualities for subsequent elections. Part of this process is to assess Directors who are completing their first term: the ongoing value they might offer the Board in terms of

continuity of decision making, stability of leadership, corporate memory, skills, and expertise for which they were elected. The motion below outlines a process for nominating and electing current Board Directors eligible for a second term.

CURRENT BOARD DIRECTOR NOMINATION FOR A SECOND TERM

THAT the Board approve that:

1. The Board and Nominating Committee may approach a Board Director completing his/her first Director-at-Large term to ascertain interest in seeking a second term;
2. If the Director-at-Large is interested, he/she must notify the Nominating Committee before the Call for Applications;
3. The nomination for a second Director-at-Large term will be shared with CFPC members as part of the election;
4. The nomination will be the only nomination for the position.

Filling a Board Director vacancy

Additional information from the *Canada Not-for-Profit Corporations Act* was added to the CFPC's by-laws to clarify that, subject to the *Act*, a quorum of the Board may appoint a qualified individual to fill a Board vacancy for the unexpired term of a predecessor.

BYLAW AMENDMENT CLARIFYING THE PROCESS FOR FILLING A DIRECTOR VACANCY

THAT the Board approve amending CFPC bylaw 4.5, effective December 18th, 2018, to reflect that a Director appointed to fill a vacancy holds office for the unexpired term of her/his predecessor, pursuant to the *Canada Not-for-Profit Corporations Act* (132(6));

FURTHER THAT this amendment be presented to the members at the 2019 Annual Meeting of Members for confirmation.

Please contact us at psawchuk@cfpc.ca or flemire@cfpc.ca, or Sarah Scott, Director of Governance and Strategic Planning at sscott@cfpc.ca, if you have any questions.

Paul Sawchuk, MD, CCFP, FCFP
President and Chair of the December 2018 Board meetings

Francine Lemire, MD CM, CCFP, FCFP, CAE
Executive Director and Chief Executive Officer