JCC Joint Collaborative Committees

GOVERNANCE FUNDAMENTALS **GUIDEBOOK**

January 2021

for divisions of family practice and medical staff associations

JCC Joint Collaborative Committees

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DEFINITIONS

"directors" – elected physician leaders who comprise a Division/MSA governance table

"governance" – the process of strategic leadership over an organization

"governance table" – another name for a physician society board, representative assembly, chapter, co-op board, Collaborative Services Committee, MSA executive, or MSA Working Group

"incorporated society" – term used within the context of the Facility Engagement Initiative to refer to an MSA that has utilized the authority of the Societies Act to incorporate as a physician society

"senior staff lead" – individual hired by a Division/MSA governance table to run the overall administrative and operational activities of the organization. Examples of titles for the senior staff lead include: "Executive Director," " Society Administrator," " Project Manager," "Senior Manager," "Program Manager," "Coordinator," or "Executive Lead."

"unincorporated MSA" – term used within the context of the Facility Engagement initiative to refer to those MSA who are not incorporated Societies under the BC Societies Act, but instead are members of the Facility Engagement Services Company (FESC)

"incorporated MSA" – an MSA that has incorporated and recognized as a Society under the BC Societies Act

ACRONYMS

AGM	Annual General Meeting
BC	British Columbia
CRA	Canada Revenue Agency
CPP	Canadian Pension Plan
CSC	Collaborative Services Committee
Division	Division of Family Practice
DOI	Document of Intent
EI	Employment Insurance
FE	Facility Engagement
FEI	Facility Engagement Initiative
FESC	Facility Engagement Services Company
GPSC	General Practice Services Committee
HA	Health Authority
HR	Human Resources
JCC	Joint Collaborative Committees
MOH	Ministry of Health
MSA	Medical Staff Association
PIPA	Protection of Information and Privacy Act
PMA	Physician Master Agreement
SCC	Shared Care Committee
SSC	Specialist Services Committee
UBC	University of British Columbia

TABLES & FIGURES

JCC Joint Collaborative Committees

INTRODUCTION AND PROLOGUE

Dear Physician Colleagues,

Thank you in advance for allocating your valuable time to becoming a part of a Division of Family Practice (Division) or Facility Engagement Medical Staff Association (MSA) governance table (e.g., board). We know that physicians stepping into leadership positions outside of clinical practice can find it challenging to bring the time and experience that is needed for the role.

Physicians are generally not provided with the opportunity to learn governance skills during our formal medical training and often learn it on the job. While we are comfortable in our role with patients, we may not be quite as sure of our governance responsibilities, since:

- Our time is limited;
- Clinical duties are the top priority;
- Interest in governance, leadership or administration varies considerably
- It's not easy to identify the opportunities to learn and develop the leadership skills required

For those that have committed to a non clinical position, we want to know what best practice is at a Division/MSA governance table just as we want to know and practice that for our patients.

This *Governance Fundamentals Guidebook* has been developed to help address physician governance skill gaps. It explains the most important fundamentals regarding governance and how to become an effective contributor to your Division/MSA governance table.

While some physicians may read the *Guidebook* from front to back, and others may just access the chapters and topics where they feel they are lacking, we encourage you to use this Guidebook as a "Governance 101" resource. It will provide you with the basics for what it takes to participate at a governance table and will also direct you to resources to further explore a particular issue or skill.

Good governance at the Division/MSA level will contribute to successful organizations where your partners and stakeholders are aligned and working in the best interests of your workplace environments and patient care.

Yours in health,

Dr Brenda Hefford
VP, Physician Affairs & Community Practice
Doctors of BC

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VP, Physician Affairs & Specialist Practice
Doctors of BC

JCC Joint Collaborative Committees

GOVERNANCE 101 CHECKLIST

The following checklist will help you assess your governance knowledge. You may choose to either review this list individually, or ideally allocate time at your next governance meeting to review it with your colleagues. If you answer 'no' to any of the statements, you may want to take some time to review the corresponding section(s) in the *Governance Fundamentals Guidebook*. Click on the live link to immediately take you to the relevant section.

Do you understand the following Division/MSA governance statements?		**YES**	**NO**
1.	I understand that "governance" is the process of strategic leadership over a Division/MSA *What Is Governance Anyway?*		
2.	I understand that "governance table" is another name for an MSA or Society board, representative assembly, chapter, co-op board, CSC, or MSA executive. *What Is Governance Anyway?*		
3.	I understand that an elected physician leader who sits at a governance table is referred to as a "Director" *What Is Governance Anyway?*		
4.	As a Director, I understand I need to speak on behalf of my Division/MSA physician membership, not for my own benefit or on behalf of my clinical practice *What Is Governance Anyway?*		
5.	I understand my Division/MSA history and how it originated *History 101*		
6.	I understand the type of organizational structure my Division/MSA adheres to (e.g., society, cooperative, representative assembly, chapter, FESC member/unincorporated MSA) *The Authority to Govern*		
7.	I am aware of and understand my Division/MSA constitution, bylaws, policies or rules *The Authority to Govern*		
8.	As a Director, I am aware that I have a duty of care, duty of loyalty and a duty of obedience to my Division/MSA *Duties of Care, Loyalty, and Obedience*		
9.	As a Director at my Division/MSA governance table, I am aware of my leadership responsibilities *To Join or Not To Join*		
10.	If I have an executive role at my Division/MSA governance table (e.g., President/Chair, Vice-President, Secretary, Treasurer), I am aware of my role and responsibilities *Expectations, Roles & Responsibilities*		
11.	I understand collaborative, consensus, and democratic models of decision-making and how to use them at a governance table *Leadership & Decision-Making*		
12.	As a Director, I understand the governance table role of overseeing and providing strategic direction to the Division/MSA *Governance vs. Management Operational Decision-making*		
13.	I understand the senior staff lead's job is to implement the strategic direction provided by the governance table and that they are responsible for operations and management of the Division/MSA *Senior Staff Lead Roles & Responsibilities*		

GOVERNANCE 101 CHECKLIST Continued

Do you understand the following Division/MSA governance statements?	YES	NO
14. I know who my Division/MSA Engagement Partner is, and I am aware that their role is to provide support through strategic and operational guidance *Engagement Partners*		
15. I understand the two most common types of committees (standing or ad hoc), how to establish them, and how to use them effectively for governance *Committees*		
16. The staff at my Division/MSA are either contracted or employed. I understand there are different implications and management duties associated with these two staffing models *Contracted vs. Employed Staff*		
17. I am aware of my Division/MSA code of conduct policy *Physician Code of Conduct*		
18. I have taken, or am considering taking, physician leadership training *Leaders in the Making*		
19. My Division/MSA has a strategic plan in place that is updated annually and used as the guiding document for work undertaken by the Division/MSA *Strategic Planning*		
20. I understand how a good governance table meeting runs *Running a Good Meeting*		
21. My Division/MSA has an annual AGM and I know the purpose of this meeting *Annual General Meeting*		
22. As a Director I understand that teamwork is important and I am aware of characteristics that exemplify healthy teamwork practices *Teamwork Issues*		
23. As a Director, I understand that one of my jobs at the governance table is to be a steward and provide financial oversight and guidance in a manner that is ethical, equitable and responsible *Financial Stewardship*		
24. I understand there are specific financial roles and responsibilities for the Division/MSA Finance Committee, Treasurer and senior staff lead *Financial Stewardship*		
25. I understand my governance table is responsible for approving and monitoring the Division/MSA budget and that transparent reporting to members should occur *Financial Stewardship*		
26. As a Director I understand I may be compensated for my time undertaking 'Director work' and that CRA tax requirements will be applied *Financial Stewardship*		

GOVERNANCE 101 CHECKLIST Continued

Do you understand the following Division/MSA governance statements?	YES	NO
27. I know how to identify my own conflicts of interest and I understand what to do if a conflict of interest arises at my governance table *Conflicts of Interest, Confidentiality & Interpersonal Conflict*		
28. I understand what types of business or information needs to be kept confidential for my Division/MSA *Conflicts of Interest, Confidentiality & Interpersonal Conflict*		
29. I understand how to deal with interpersonal conflict when it arises at my governance table *Conflicts of Interest, Confidentiality & Interpersonal Conflict*		
30. The senior staff lead at my Division/MSA has an annual performance review and I contribute to the feedback *Performance Management & Board Self-Assessment*		
31. My Division/MSA conducts an annual board self assessment *Performance Management & Board Self-Assessment*		
32. A succession plan for my Director position is in place *Succession Planning*		
33. New Division/MSA Directors receive an orientation to the governance table and organization *New Member Orientation*		
34. My Division/MSA regularly monitors and evaluates projects and initiatives and my governance table is privy to the results *Evaluation & Monitoring Programs*		
35. I understand what to do when my Division/MSA needs external consultant assistance *Prequalified Vendors*		
36. I am aware that my Division/MSA must follow privacy rules *Legal Responsibility*		
37. I am aware that Director's insurance and organizational liability insurance is in place at my Division/MSA *Risk Management*		
38. I am aware of the need to engage with my Division/MSA membership and other stakeholders, and when communicating with physicians there are certain best practices *Communication*		

GOVERNANCE GUIDEBOOK PURPOSE

As Divisions of Family Practice (Division) and Facility Engagement Medical Staff Associations (MSA) continue to mature and develop, structural, leadership and governance challenges may limit their ability to deliver results for their members, engage effectively with health authority partners, and be effective stewards of public funds. In other words, issues arising at Division/MSA tables may be related to ineffective governance practices.

The aim of this *Governance Guidebook* is to strengthen governance and leadership capacity among Divisions and MSAs across the province. It includes tools and resources to proactively develop and enhance effective governance practices. Specifically, this *Guidebook*:

- Provides governance information about standard requirements and best practices for Divisions and MSAs;
- Identifies the key roles and responsibilities of physician leaders at governance tables (aka: the 'Directors');
- Provides a tool to assist orienting and training new governance table members; and
- Provides information about standard governance policies.

AUDIENCE

This *Governance Guidebook* is for Division/MSA physicians who lead their organization and the governance tables they operate. The term 'governance table' in this context may apply to a:

Divisions of Family Practice

- Society Board
- Representative Assembly
- Chapter
- Cooperative Board
- Collaborative Services Committee

Medical Staff Association

- Physician Society Board
- MSA
- Physician Executive
- FESC Member MSA (unincorporated MSA)
- MSA Working Group

The intent of this *Guidebook* is to explain key governance fundamentals that all Division/MSA physician leaders should be aware of before participating at a governance table that are funded by the Joint Collaborative Committees. This *Guidebook* also serves as a 'refresher' or 'back to basics' resource to those physician leaders who currently occupy positions at governance tables.

As physician members of your governance table, you are the leaders of your Division/MSA. You play an essential role in establishing and safeguarding your organization's strategic mission and vision as well as cultivating the culture of the organization and planning for the future through collaboration with system partners and the Joint Collaborative Committees. Your actions on behalf of your organization should be informed by, and responsible to, your members and the Joint Collaborative Committees.

1. WHAT IS GOVERNANCE ANYWAY?:

An Introduction to Division of Family Practice and Medical Staff Association Governance and Governance Tables

Governance is the process of strategic leadership over an organization. It encompasses providing strategic direction, policy development, organizational activity oversight, financial stewardship, performance management and accountability for decisions. Fundamental characteristics of good organizational governance include: accountability, transparency, responsiveness, effectiveness and efficiency. Governing effectively is one of the most challenging things we do together as human beings. It takes some dedication and willingness to learn in order to be able to excel at it. Governance excellence is crucial to helping an organization meet its goals and at the same time creates a much more positive experience for those who work there. Without good governance, organizations may experience unexpected turnover, member disengagement, trouble reaching decisions, ineffective meetings, and even experience unhealthy work environments.

> "Governance is how society, or groups within it, organize to make decisions"
>
> Institute of Governance, 2019

At a Division/MSA governance table, the Chair/President and senior staff lead (e.g., Executive Director, Project/Initiatives Manager or Society Administrator) develop a partnership to lead and manage the Division/MSA. The physician leaders who sit at a governance table (aka: the 'Directors') primarily attend to strategic matters. **They are the fiduciaries who steer the Division/MSA towards a sustainable future by adopting sound ethical, financial, legal and patient-centred governance practices as well as making sure there are adequate resources to advance its mission and vision.**

The senior staff lead and other Division/MSA staff attend to operational matters. The governance table delegates the responsibility of implementing policies and managing the daily business to the senior staff lead, and may use a variety of committees to carry out the work of the governance table. Governance tables should have strong planning skills and be aware of overstepping boundaries by getting involved in operations, or failing to provide strategic stewardship by delegating too much to the senior staff lead.

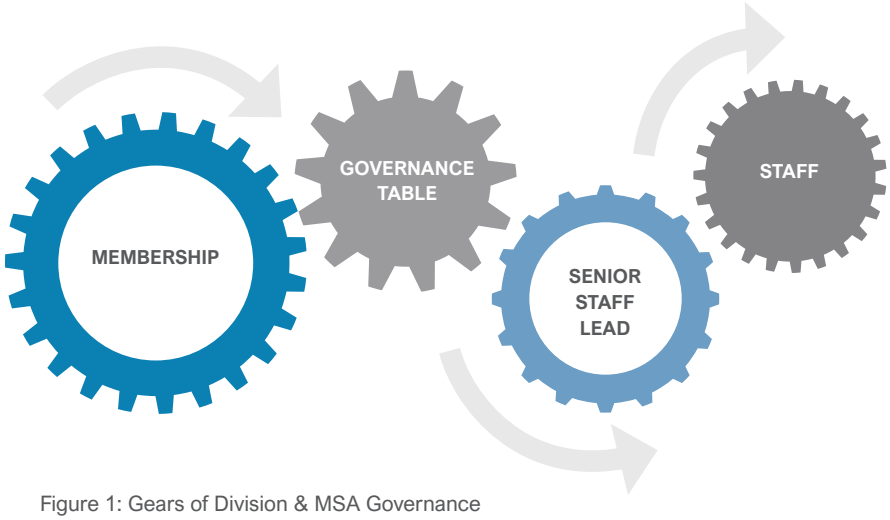


Figure 1: Gears of Division & MSA Governance

1. WHAT IS GOVERNANCE ANYWAY?:

An Introduction to Division of Family Practice and Medical Staff Association Governance and Governance Tables

At effective governance tables, physician leaders are fiduciaries and need to represent their organization's best interest, not their own personal practice or agenda. The organization needs to engage and represent the membership. Divisions and MSAs also have a responsibility to their funding JCC partners to ensure that their organizational strategy and approaches align with their respective GPSC or SSC direction and values. Governance tables become dysfunctional when directors/members lose sight of organizational vision and start to raise individual agendas. Directors need to speak on behalf of the collective good, not as individual practicing physicians. Governance tables **set the tone** for the way things get done, aligning their actions with the strategies and initiatives of the organization. Physician leaders at governance tables play an important role in modelling **collaborative decision-making** and the **core values** of the Division/MSA in their work with members, partners and staff. The governance table is accountable for the actions of the Division/MSA and is responsible for:

- Hiring the senior staff lead and providing them with direction, support and evaluation;
- Ensuring effective program, financial and strategic organizational planning;
- Determining and monitoring programs and service so they align with strategic goals;
- Creating committees to support the work of the Division/MSA;
- Creating policy and procedures to support operations;
- Ensuring that there are adequate resources and monitoring those resources effectively;
- Measuring the performance of the governance table and the Division/MSA; and
- Managing risk (legal and reputational).

Does your governance table meet these 10 Indicators of Governance Excellence?

- Alignment behind a clearly articulated mandate
- Clear roles and responsibilities
- Strong relationships
- Earned trust
- Engagement in difficult conversations
- Leveraged governance table skills and experiences
- Focus on strategic issues
- Continued improvement
- Unified voice outside of meetings
- Focus on outcomes and results

Furthermore, if a governance table is an incorporated **society**, the governance table must meet legal obligations of the *Societies Act* which include:

- Abiding by the constitution, bylaws, and policies of the Division/MSA and other laws governing societies;
- Holding an AGM for all members;
- Filing an annual report to the registrar of corporations of BC;
- Reporting any changes in the address of the society, bylaw changes, or changes in the board membership;
- Public disclosure of all remuneration paid to Directors;
- Filing an annual corporate income tax return – within 6 months of fiscal year end;
- Abiding by the *Personal Information Protection Act* (PIPA);
- Making a copy of the bylaws and constitution available to every member;
- Making a copy of the financial statements available to those who may request; and
- Obtaining approval from Doctors of BC for any constitution or bylaw changes (MSA's only).

2. HISTORY 101:

Divisions of Family Practice and Facility Engagement MSA

Division of Family Practice
A GPSC initiative

FACILITY ENGAGEMENT
An SSC Initiative

With the establishment of Divisions of Family Practice and Facility Engagement MSAs, there was purposeful intent to create structures that allow physician leaders to organize and govern themselves in order to improve physician voice, engagement, interaction and collaboration with health authorities and the healthcare system unto where they practice.

Both the Divisions and MSAs originated through the negotiation of the *Physician Master Agreement* (PMA) between the Ministry of Health (MOH), Doctors of BC (DoBC) and health authorities. The PMA gave the General Practices Services Committee (GPSC) the authority to establish the Divisions of Family Practice Initiative and the Specialist Services Committee (SSC) the authority to establish the MSA Facility Engagement Initiative.

Divisions of Family Practice

Divisions are community-based groups of family physicians working together to achieve common health care goals. As a community-based non-profit group, Divisions bring primary care providers together and provide the infrastructure to support them in addressing common needs and health care priorities in their regions. They work collaboratively with community and health care partners to enhance local patient care and improve professional satisfaction for physicians.

Since its establishment in 2009, the Divisions of Family Practice Initiative has become a cornerstone of BC's primary health care system. The Initiative has expanded to include 35 Divisions representing more than 230 communities including a division that targets physicians in remote and rural areas of the province. With over 90% of family physicians in the province engaged in a Division, this movement is shifting the culture of primary health care in BC. Through their local Divisions, physicians have been able to:

- Connect and share ideas;
- Overcome the obstacles to collegiality created by geography and busy work schedules;
- Come together to address common issues in their practices, organize educational events, discuss health issues faced by local residents, and make decisions about health care in their communities;
- Work with other health system, government and GPSC[1] partners, and refine a framework for collaborative health care decision-making; and
- Have a powerful voice and feel capable of influencing change.

Divisions build relationships and foster collaboration between physicians and other stakeholders within the healthcare system. Much of this collaboration happens through the **Collaborative Services Committees** (CSCs), which include representatives from divisions, the regional health authorities, local First Nations, and the First Nations health authority, the GPSC, and the MOH. Through CSCs, these partners work collectively to identify and address local health care challenges, as well as to engage the broader community (e.g., representatives from municipalities, other non-profits, and patients).

MSA Facility Engagement Initiative

The Facility Engagement Initiative (FEI) is a joint undertaking between the DoBC, MOH, and health authorities that began in 2014, and renewed in 2019, as part of the *Physician Master Agreement, Memorandum of Understanding on Regional and Local Engagement*.

The FEI aims to strengthen relationships, engagement and communication between health authorities and facility-based physicians by improving the hospital work environment and the delivery of patient care. Overseen and funded by the SSC, the FEI is implemented through Medical Staff Associations. Over 72 MSAs across BC's acute care facilities and programs are participating in the Facility Engagement Initiative.

Facility Engagement Initiative:

- Improves opportunities for physicians and health authority leaders to work together to share knowledge and make informed decisions that can improve patient care, the physician experience, and the cost-effectiveness of the health care system.
- Creates opportunities and support for physicians who work at facilities and are members of the medical staff to develop a meaningful voice and increase involvement in local activities that affect their work and patient care.
- Provides funding to support activities that involve physicians in decision-making, including: paying for physicians' time in activities - AND - hiring expertise to support the physician activities.

1 The GPSC is the parent committee that funds Divisions and is one of four joint collaborative committees that represent a partnership of the provincial government and Doctors of BC.

3. THE AUTHORITY TO GOVERN:

An Initial Understanding of Division & MSA Governance Structures

Between all Divisions and MSAs, there are many types of organizational structures. For example, with Divisions, some are incorporated societies under the *Societies Act*; whereas others are organized using a chapter, representative assembly or co-operative structure. For Facility Engagement Initiative MSAs, some are incorporated societies and others have been organized as member groups of the Facility Engagement Services Company under the *Business Corporations Act*.

Division Organizational Governance Structures:

Societies

Most Divisions have chosen to incorporate as a **society** under the *Societies Act*. A society's governance table is called a 'Board.' They have a constitution and bylaws that set out key aspects of the organizational governance framework including:

- membership,
- AGM proceedings,
- Director roles and responsibilities,
- remuneration of Directors,
- proceedings for the Board,
- committee procedures,
- indemnification,
- reporting requirements, and
- dissolution processes.

Cooperatives

Another governance structure utilized by Divisions is **Cooperatives** which receive their authority from the *Cooperative Associations Act*. Instead of a constitution and bylaws, cooperatives (or co-ops) have 'rules' which outline the governance framework relating to membership, share structure, AGM proceedings, voting rights, Director roles and responsibilities, board proceedings, committees, conflict of interest, indemnification, finances, and dispute resolution. The key difference with cooperatives is that there is a share structure whereby members have shares in the cooperative.

Representative Assemblies (RA)

One option for governance is the use of a **Representative Assemblies (RA)** structure. RAs have a similar governance framework to a society, with a constitution, bylaws and board structure, but also have a standing committee called the "Representative Assembly." The sole purpose of the Representative Assembly is to advise the Board on local issues unique to each community within the geographic region covered by the governance framework. Like societies, RAs receive their authority from the *Societies Act*.

Chapters

The rural and remote Division utilizes the **Chapter** governance structure. Chapters also have a similar governance framework to a society, but with an extra layer of governance through "Chapters." Chapter leads represent an association of physicians who provide services to a geographic area (namely, rural and remote communities). Like societies and RAs, Chapters receive their authority from the *Societies Act*.

Facility Engagement MSA Organizational Governance Structures:

Although somewhat similar, there is a slight difference between an MSA and physician society. A MSA is a pre-existing structure created through the *BC Hospital Act* and *Hospital Act Regulation* and pursuant to the health authority medical staff bylaws and rules. All practicing medical staff (physicians, nurse practitioners, midwives and dentists) at a hospital belong to the MSA. **A hospital MSA's purpose is to represent the individual and collective interests of the medical staff and promote the involvement & advancement of medical staff members in the provision of health authority medical services.**

Prior to the FEI, most hospital MSAs were not particularly active or effective, so with the establishment of the *Physician Master Agreement, Memorandum of Understanding on Regional and Local Engagement (PMA)*, the intent was to rebuild and strengthen existing hospital MSAs, but not create a new physician structure. **Hospital MSAs cannot hold funds, contracts or provide liability protection for its executives. However, with the establishment of a Facility Engagement physician society, the society acts as the hospital MSA's legal structure to do all these things.** This is why in most cases, the executive of a MSA and the executive of a Facility Engagement physician society are the same individuals – the MSA and physician society mirror one another.

Incorporated vs. Unincorporated MSAs

Incorporated MSA Societies

Incorporated MSAs operate under the authority of the *Societies Act*. A society's governance table is called a 'Board.' They have a constitution and bylaws that set out key aspects of the organizational governance framework including:

- membership,
- AGM proceedings,
- Director roles and responsibilities,
- remuneration of Directors,
- proceedings for the Board,

3. THE AUTHORITY TO GOVERN:
An Initial Understanding of Divison and MSA Governance Structures

- committee procedures,
- indemnification,
- reporting requirements, and
- dissolution processes.

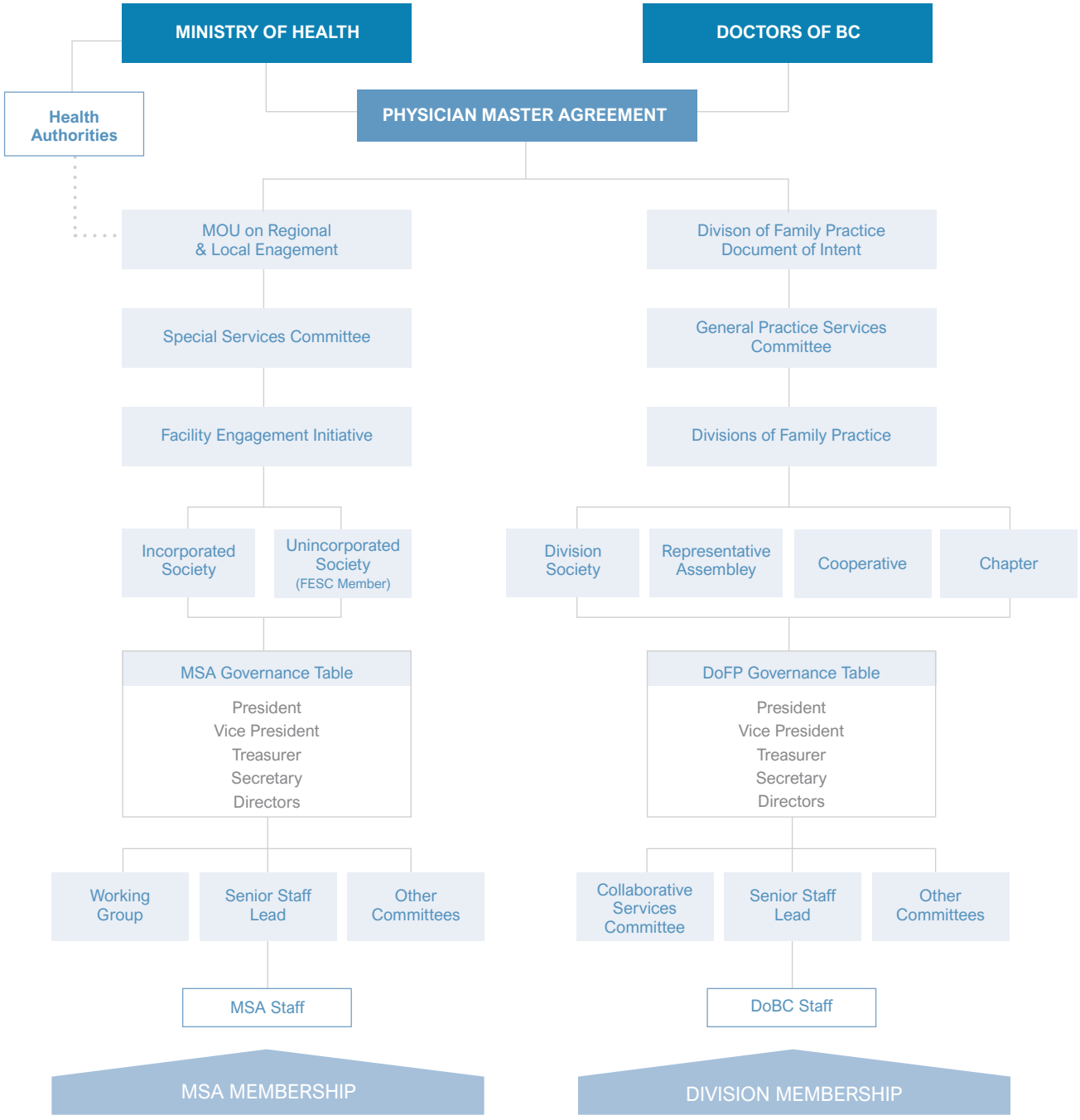
Facility Engagement Services Company & Unincorporated MSAs

Given hospital MSAs cannot hold funds, contracts, or provide liability protection for its executives, some smaller unincorporated MSAs have opted to become members of the Facility Engagement Services Company (FESC), rather that forming an independent society. FESC is a legal entity established for the purposes of holding and transferring funds on behalf of the smaller unincorporated MSAs who are members. FESC reduces the disproportionate legal and financial burden on those smaller MSAs that receive limited funding relative to larger sites. FESC manages funds, holds all service contracts on behalf of members, and provides bookkeeping and accounting services as required. FESC's core purpose is to serve as an administrative structure to flow FEI funds to unincorporated MSAs while protecting local MSA autonomy over local fund decision-making.

There are three Director positions in FESC: two physicians and one DoBC representative. The Directors are responsible for governance and oversight of FESC. Facility Engagement management at DoBC is responsible for the day-to-day operation of FESC, including ensuring funds are appropriately disbursed to members in accordance with *Facility Engagement Funding Guidelines*. The Directors do not have a role in overseeing MSA work plans or reviewing MSA use of funds. See *FESC Overview* for more information.

3. THE AUTHORITY TO GOVERN:
An Initial Understanding of Divison and MSA Governance Structures

Figure 2: Division & MSA Origins



- **Note:** In some Divisions and MSAs, health authority representatives participate at the governance table as non-voting members. Also, often there is a health authority representative that participates at an MSA Working Group or Division Collaborative Services Committee.

4. LAYING THE FOUNDATION:
Division & MSA Foundational Documents

The authority for Divisions and MSAs to govern is outlined in a number of foundational documents that must be in place in order to operate as an organization. These documents establish the rules of engagement for the governance table and document how it will carry out its business.

Division Document of Intent

For a Division, an initial governance explanation is outlined in its foundational "Document of Intent." Prior to incorporating, a Division signs a Document of Intent (DOI). Other signatory partners to the DOI are the regional health authority, MOH, DoBC and the GPSC. The DOI is an aspirational document and agreement between the partners to engage in the Collaborative Services Committee (CSC). The DOI outlines the roles and responsibilities of each partner and describes their participation at the CSC. The CSC purpose is to ensure strategic alignment, information sharing and cooperation between the partners in the development and implementation of innovative models of primary care patient services and initiatives. The DOI may be revised from time to time, after a thorough consultation with all partners.

MSA Joint Letter of Intent and Facility Engagement Original Terms of Reference

New Facility Engagement MSAs are required to submit a Joint Letter of Intent in partnership with their health authority representatives as well as complete the Full Funding Checklist for Incorporated Societies or Full Funding Checklist for Unincorporated Societies to receive start-up funding to help establish a meaningful representative governance structure. This foundational governance structure is then documented in the original MSA Working Group Terms of Reference which outlines how the MSA and health authority will strengthen relationships and engagement between medical staff and health authority leadership.

Constitution, Bylaws and Policies

For Divisions or MSAs that have an incorporated society structure, they are required under the *Societies Act* to have a constitution, bylaws and policies which set out the rules that govern their activities. These are **legal documents** created during the incorporation process. Any **changes to the constitution and bylaws may only be done by special resolution at the AGM or by a special meeting of the members of the society**. Furthermore, all MSAs require approval from DoBC legal counsel before a change to a constitution or bylaws can be made. Approved changes to the constitution and bylaws then must be filed with the registrar of corporations of BC in compliance with the *Societies Act*.

Due to the process required to make changes to the constitution or bylaws, they are often stated in broad terms, leaving the particulars to be fine-tuned in policies and procedures. Changes to policies and procedures can be made at the governance table level, and do not require member approval.

Policies

A role of a governance table is to establish, implement, review and evaluate policy. Policies and procedures flow from a Division's or MSA's original governance documents (e.g., bylaws) and outline the manner in which it will operate. Policies should reflect the mission, vision, and goals and help provide the necessary direction to function effectively and help protect the organization and staff from risk. Having policies in place provides direction, continuity, and consistency in decision-making. It is a proactive approach to ease the transition as new Directors become involved and helps avoid conflict and misunderstandings. When issues arise, having a policy in place will make dealing with the issue more efficient and less disruptive.

Examples of policies Divisions or MSAs should consider include: conflict of interest, privacy, risk management, and human resources. Templates for these policies are available on both the provincial Divisions of Family Practice and Facility Engagement Initiative websites.

Mission, Vision & Strategic Plan

Together the mission, vision and strategic plan communicate the purpose and direction of the Division/MSA internally and externally. They are touchstones that keep the purpose and clear and set the foundation for making key organizational decisions and aligning improvement measures. It is considered best practice for organizations such as societies to engage in a strategic planning revamp at least every three years, with updates or check-ins occurring annually. Strategic planning templates for MSAs are available on the provincial Facility Engagement Initiative website.

Constitution states the **name and purpose of the Division/MSA**. It is a concise description of reason for being and outlines what is to happen with the assets of the Division/MSA should it dissolve.

Bylaws determines how the Division/MSA will govern itself as an organization. Physician leaders should be familiar with the bylaws as they outline the governance rules that guide the Division/MSA. Bylaws provide information about the **membership, governance table composition, annual general meeting requirements and governance table proceedings.**

Policies guidelines for how the physician leaders will conduct the business of the Division/MSA. Each Division/MSA has a responsibility to adopt policies that ensure there is a plan to manage areas including, but not limited to, **privacy, conflicts of interest, confidentiality, cheque signing and ethical practices.**

5. THE ORGANIZATION AS PATIENT:

Duties of Care, Loyalty, and Obedience

All actions taken by a governance table are held to three legal standards that apply to the entire table, as well as each individual table member: duty of care, duty of loyalty, and duty of obedience.

Duty of care refers to a standard of decision-making which requires each governance table member to act in good faith and actively participate in the governance of the organization.

Duty of loyalty refers to a standard of faithfulness to the organization's priorities and requires that governance table members put the interests of the organization ahead of their own (see also Section 22 "*Keeping Things Clean*").

Duty of obedience requires governance table members to act lawfully, adhere to the organization's bylaws, and guard the organization's mission.

Altogether, these duties are legal obligations which apply to the entire governance table and require the active participation of all individuals at the table. In the event of a lawsuit brought against the organization or an individual member, their actions (or lack of actions) are judged against these duties.

The Duty of Care is carried out by:

- Preparing for and attending governance table meetings;
- Obtaining enough information before making a decision to ensure that decision is sound;
- Exercising independent judgment;
- Regularly and frequently reviewing the organization's finances and financial policies;
- Periodically examining the performance of the senior staff lead; and
- Ensuring compliance with provincial and federal filing requirements.

The Duty of Loyalty is carried out by:

- Adhering to the organization's conflict of interest policy;
- Promptly disclosing any conflict of interest;
- Avoiding the use of organization opportunities for personal gain or benefit; and
- Understanding and maintaining appropriate confidentiality about the organization.

The Duty of Obedience is carried out by:

- Ensuring compliance with regulatory and reporting requirements;
- Examining and understanding all documents that govern the organization, such as bylaws and policies;
- Making decisions that fall within the organization's mission and governing documents.

Lawsuits are unlikely within the Division/MSA structure; however, it is important for physicians at governance tables to understand and carry out their duties faithfully so as not to put themselves or their organization at risk.

6. TO JOIN OR NOT TO JOIN, THAT IS THE QUESTION:

Participation at Governance Table

The role of physician Directors at a governance table is to provide leadership and stewardship to the activities of the Division/MSA. In both roles Directors will seek direction from, and represent the interests of, its members, the broader community, and ensure alignment with their funding JCC partners' values and provincial direction.

The governance table will take responsibility for its own management, continuity and renewal. It will ensure effective meeting practices, appropriate Director conduct, ongoing education, and continuing attention to the recruitment of new members. Governance table Directors will:

- Attend governance table related functions, meetings, general meetings and extraordinary meetings;
- Adhere to and support governance table decisions and policies once they are collectively established; and
- Positively represent the Division/MSA, to the best of their ability, in the hospital or community, within the Division/MSA and to their staff and colleagues, and the Division/MSA collective perspectives at the provincial partnership tables.

In seeking direction, the governance table will actively consult with its membership in alignment with their JCC funding partners values and provincial direction, and in demonstrating organizational accountability it will ensure the Division/MSA operates with transparency and is active and forthright in its internal and external communications.

In providing leadership, the governance table will work with the senior staff lead and external stakeholders in looking towards the future, reviewing mission and objectives, determining outcomes and evaluating overall organizational results.

In providing stewardship, the governance table will rely on adherence to a budget and will ensure, through the creation of policies and evaluation of their implementation that the Division/MSA adheres to best practice in dealing with stakeholders and in utilizing staff and volunteers. The governance table will rely on regular reviews of operational practices rather than approving or advising on day-to-day decisions.

Table 3: The 'Right' Reasons to Join a Division/MSA Governance Table

Reasons to Join a Division/MSA Governance Table	Reasons NOT to Join a Division MSA Governance Table
• Genuine interest in physician leadership	• Desire to use governance table as a forum for one's own personal interests or personal benefit
• Desire to represent the collective interest	• Seeing an opportunity to 'pad' a resume
• Interest in and ability to work in collaboration with the health authority and community partners	• No interest in leadership
• Interest in building capacity at the hospital, local community and regional levels	• A desire to get deeply involved in the operations of the Division/MSA
• Interest in building relationships with patients, health authorities, communities and other stakeholders	• Using participation primarily as an additional income source
• A desire to oversee and provide strategic input into the direction and management of funds	• Seeing an opportunity to bring forward issues that are specific to one's own personal practice or department
• Motivation to ensure there is improved patient care and collective physician voice	• Feeling pressured into role due to no one else stepping up
• Willingness/ability to commit time to participate	
• Recognizing, but not primarily motivated by, that governance table members are paid for their time to participate in activities	

6. TO JOIN OR NOT TO JOIN, THAT IS THE QUESTION:

Participation at Governance Table

All governance table members should be expected to work together and operate as a cohesive unit. There is a need for a virtuous cycle of respect, candor and trust among Directors.

Directors are expected to ask questions when unsure about an issue and constructively challenge decisions that do not seem right. While not expected to agree with all decisions of a governance table, Directors should function as advisors to help meet the needs of the membership. Once decisions are formally made, Directors should reinforce the majority decision even if personal views differ.

Each Director is responsible for knowing their Division/MSA mandate and ensuring that decisions and activities relate to this mandate. Showing up and being present and prepared for meetings is the hallmark of a conscientious Director and is, in fact, considered a legal obligation.

Do the Directors at your governance table display effective leadership and stewardship skills?

- Attends meetings regularly
- Prepares for meetings - reviews pre-reading material or agenda package in advance
- Is familiar with Division/MSA policies and programs and works within set mandate
- Voices respectful opinions and feedback at meetings, not elsewhere after a decision has been made
- Provides relevant commentary that reflects the perspective of members
- Seeks opinions of, and listens to the perspectives of others
- Understands collaboration and compromise
- Accepts the majority vote
- Organizes thoughts before presenting/speaking
- Keeps confidential (in camera) issues, confidential
- Receives and gives constructive criticism
- Keeps members informed
- Speaks the organizational voice outside of governance table meetings

7. WHAT AM I REALLY GETTING INTO?:

Expectations, Roles & Responsibilities of Directors

Similar to diagnosing a patient first before treatment, physician leaders can only properly fulfil their duties at governance tables once they have a clear understanding of their role and responsibility. In a 2019 FEI survey of MSA executives, "overall 70% felt unprepared or somewhat prepared for the MSA executive role, while 29% felt prepared."[2]

While all members of a Division/MSA governance table are considered 'Directors' there are specific executive positions at governance tables that hold special duties and responsibilities. Examples of executive positions at governance tables include: President/Chair, Vice President, Secretary, Treasurer (or combined role of Secretary-Treasurer) and Past President. Some Divisions or MSAs may have already developed comprehensive site-specific job descriptions for their executive positions; however, the following tables outline general duties and responsibilities for each executive position.

> It is best if these job descriptions are shared in advance of a physician joining a governance table, so they know what they are getting into!

Chair / President / Board Lead / Executive Lead

- Creates a culture of active and constructive governance table engagement including the facilitation of open, candid dialogue and healthy debate
- Presides at all governance table meetings and manages governance table business
- Ensures governance table adheres to its constitution and bylaws, rules, mission, vision and goals
- Supervises, builds and maintains a productive relationship with the senior staff lead
- Is available to senior staff lead and other staff for consultation purposes
- Acts as the governance table spokesperson
- Prepares agenda in partnership with senior staff lead and with input from Directors
- Chairs governance table meetings and keeps discussion on topic
- Encourages participation of Directors at governance table meetings
- Represents the collective interests of the membership, not their own personal agenda
- Attends external health authority or community meetings to represent the Division/MSA
- Evaluates effectiveness of governance table decision-making through board self-assessments
- Conducts performance review on senior staff lead, with input from Directors
- Serves as ex officio member of committees as required and maintains contact with Committee Chairs
- Recognizes member contributions to governance table work
- Acts as a signing officer for cheques and other documents (e.g., contracts)
- Plays a leading role in Division/MSA events
- Facilitates communication between the Division/MSA and the health authority
- Addresses conflicts of interest and interpersonal dynamics
- If disciplinary action required, communicates with member(s) to deliver message
- Prepares report for AGM or annual meeting of members
- Ensures new governance table Directors receive orientation
- Ensures delegation of responsibilities among governance table Directors

2 SSC-Facility Engagement Initiative. *"Medical Staff Association (MSA) Executive Leadership Development Needs."* 2019.

7. WHAT AM I REALLY GETTING INTO?:
Expectations, Roles & Responsibilities of Directors

Vice-Chair / Vice President

- Works with Directors and senior staff lead to assist the Chair/ President in meeting his/her duties
- Fulfills the Chair/ President's duties and responsibilities in their absence
- Is often the successor for the role of Chair or President upon their retirement

Secretary

- Oversees the recording and storage of information for the Division/MSA
- Keeps copies of bylaws, policy statements, staff records, lists of Directors, committees and general membership (custody of all records and documents and ensures are stored and handled in like with PIPA requirements)
- Ensures quorum
- Records and keeps copies of official minutes and attendance of meetings
- Distributes minutes promptly after meetings
- Conducts general governance table correspondence and keeps all records
- Maintains calendar of events and notifies members of meetings, including annual general meetings and upcoming events
- In absence of President or Vice-President, chairs meetings
- Signs official documents as required

Treasurer

- Oversees the financial controls and procedures of Division/ MSA
- Works closely with the senior staff lead to maintain financial records
- Reviews finances regularly to ensure order and accuracy
- Gives regular reports on the financial status of the Division/ MSA and leads the governance table in understanding and decision-making in regard to finances
- Collects dues (when relevant) and maintains records of funds received and expended
- Keeps financial reports on file
- Oversees the preparation of annual financial statements to be presented to membership
- Responds to annual audit and ensures audit issues and recommendations are addressed
- Chairs finance committee (if relevant)
- Signing officer for cheques and other documents

Past President

- Ensures continuity during governance transition and organizational change
- Helps ensure the appropriate succession of Directors
- Assists with the recruitment of new Directors
- Supports the President/Chair in his/her role
- Provides continuity to the organization by providing historical context for issues
- Often is a non-voting member of the governance table, acts in an advisory capacity

Directors that do not have a specific executive duty assigned are often called '**Members-at-Large**.' During governance table discussions, Members-at-Large should represent the breadth of the Division/MSA membership. Often Members-at-Large will serve on governance table committees or undertake other activities as requested by the governance table. Generally, Members-at-Large role is to be prepared for governance table meetings, ask questions, provide feedback and participate in governance table decision-making.

The provincial Facility Engagement Initiative website has further information on executive roles and responsibilities: Succession Planning of MSA Executive/Society Director and MSA Working Group Member Roles.

8. WHO'S IN CHARGE?:

Leadership & Decision-Making at the Governance Table

The role of the governance table is to govern the Division/MSA through leadership and oversee the activities of the organization. Decision-making is a key responsibility in governance. The governance table will make decisions by a process of careful deliberation, seeking out the wisdom and experience of many voices as appropriate, which may include its staff, members and others with knowledge of its mission, vision and goals. The Directors bring their particular background, experience and points of view to meetings in order to inform the governance table and assist in a holistic, thoughtful and well-informed decision-making process.

The Directors must make decisions in the best interests of the Division/MSA as a whole. In addition, Directors must also avoid conflicts of interest with respect to their fiduciary responsibility by: disclosing and documenting any conflicts or potential conflicts to all the other Directors and removing themselves without comment from both the deliberation and final decision-making. A well-crafted conflict of interest policy provides specific guidance for a Director regarding how to handle this issue at a meeting (see Section 22 "*Keeping Things Clean*" for more information on conflict-of-interest).

Decision Making

Both Divisions and MSAs should place high value on **collaborative decision-making** and modelling this behaviour as part of the organizational culture. There are a number of different approaches to collaborative decision-making that governance tables may choose from depending on what works best for the issue in question and the group making the decision. The most common collaborative approaches used to make decisions are either consensus-based or democratic models, or some combination of the two. When undertaking a decision-making process, the governance table should discuss, agree on, and have guidelines for reaching decisions.

- **Consensus** – The consensus process allows the entire group to be heard and to participate in decision-making. The goal of consensus decision-making is to find common ground, probing issues until everyone's opinions are voiced and understood by the group. Discussions leading to consensus aim to bring the group to mutual agreement by addressing all concerns. **Consensus does not require unanimity.** Rather, everyone must agree they can live with the decision. Though it can take longer than other decision-making methods, consensus fosters creativity, cooperation and commitment to final decisions. There are no 'winners' and 'losers' in this process, as discussion continues until consensus is achieved. The discussion is closed by restating agreements made and implementation of next steps.
- **Democratic** – Options are discussed fully so that Directors are informed as to the decision's consequences. The important ground rule here is that the 'losing' side agrees to support the decision, even though it was not their choice. Decisions are made by majority vote, either by show of hands, calling out of "ayes" and "nays," or in a very few select circumstances by secret ballot.
- **Straw Polling** – Straw polling entails asking for a show of hands (e.g., thumbs up or down) to see how the group feels about a particular issue. It is a quick check that can save a great deal of time. Silent hand signals can be an invaluable source of feedback for a Chair working with a large group.
- **Voting** – Voting is a decision-making method that seems best suited to large groups. To avoid alienating large minorities, the group may require a two-thirds (or more) majority for a motion to succeed. Alternatively, voting can be combined with consensus. Some groups institute time limits on discussion and move to voting if consensus cannot be reached.

Sharing Leadership in your Division/MSA

Leadership, in the broadest sense, is the act of leading a group of people or an organization towards a goal or goals. True leadership is based in social influence, rather than in authority or power. In the healthiest groups, leadership is shared or "passed around" amongst all group members. This is not to say that the Chair/President gives up their leadership role in terms of facilitating a meeting or other actions/responsibilities typically reserved for them. Rather, the ability to lead (influence) others is acted upon by all members throughout the life of the group and may even be apparent in the actions of several members in a single meeting.

To clarify, leadership actions that are typically reserved for the Chair/President are outlined previously in Section 8: *"What Am I Really Getting Into?: Expectations, Roles & Responsibilities of Governance Table Physician Leaders."*

In addition, leadership actions that may be undertaken by any Director include:

- Bringing forward new ideas for consideration at the governance table;
- Asking another Director to speak about or clarify their position;
- Respectfully requesting the Chair/President consider changing the course of a meeting or carrying out a particular chairing action, such as calling for a vote or adjournment;

8. WHO'S IN CHARGE?:
Leadership & Decision-Making at the Governance Table

- Helping the group turn its attention to itself and its own functioning in a given moment, for example bringing awareness to a high level of tension or conflict around a particular issue and asking the group to manage itself conscientiously;
- Suggesting changes to bylaws or policies based on an awareness of differences in the content or spirit of the bylaw/policy vs. what is actually happening in the organization; and
- Maintaining vigilance over and guarding against possible conflicts of interest for not only themselves, but other board members as well.

9. SEPARATE BUT RELATED:

Governance vs. Operational Decision-Making

It is important that Directors have a clear understanding of the authority that lies with the governance table and what should be delegated to staff or committees such as the MSA Working Group, Collaborative Services Committees or ad hoc committees.

Typical levels of authority that exist within Division/MSA structures are: governance and management operations/implementation.

Governance is the responsibility of the Directors at the governance table and focuses on:

- Leading the organization – setting the tone, mission and vision;
- Stewarding the organization through policy and strategic planning as well as monitoring the goals and long-term activities; and
- Hiring, providing direction to, and evaluating the senior staff lead.

Management operations/implementation is the responsibility of the senior staff lead and focuses on:

- Organizing tasks, people, relationships, resources and technology to achieve organizational goals;
- Allocating resources as per funding policies;
- Providing financial reports to the governance table on a regular basis;
- Planning and managing/coordinating the day-to-day operations;
- Reporting to the governance table on the progress of the organization against the stated goals;
- Implementing the organization's strategic plan consistent with its mission; and
- Managing the human resources of the Division/MSA by recruiting, selecting, orientating, evaluating and directing staff (both employees and contractors).

It is important for Directors at the governance table to understand that their job is to "oversee," not "implement." This is an important distinction to be aware of in order to reduce the risk of blurred roles that may result in micromanagement. Avoiding micromanagement is important for reasons of staff job satisfaction and maintaining trust between Directors and staff. Directors deal with management issues in their daily clinical practices, so may sometimes overstep the boundaries between governance and management because that is what they know best. Or, the governance table may be missing the strong leadership it needs in order to focus on strategic issues, which can result in a focus on management issues instead.

> Governance tables need to lead, not manage. They also should provide inspiration and be creative and innovative when it comes to problem solving.

10. GETTING THE WORK DONE:

Senior Staff Lead Roles & Responsibilities

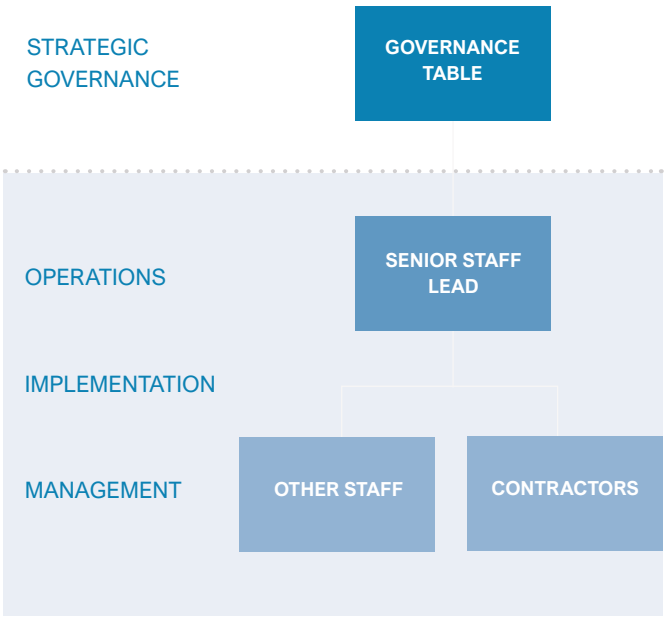
Ineffective governance often will impede the ability of staff to succeed. One of the most important jobs a governance table can take on is the hiring of the senior staff lead.

The senior staff lead is the individual hired by the governance table to run the overall administrative and operational activities of the organization. They are responsible for implementing the strategic direction of the governance table. Titles of the senior staff lead vary by organization. Examples of titles for the senior staff lead include: "Executive Director," "Society Administrator," " Project Manager," "Senior Manager," "Program Manager," "Coordinator," or "Executive Lead."

While the governance table is responsible for the strategic governance of the Division/MSA, the senior staff lead is responsible for operations, implementation and management.

> The relationship between a governance table and the senior staff lead is vital to the health of the Division/ MSA, as the senior staff lead is the formal link to the operational achievements and conduct.

Figure 4: Functional Responsibilities Between the Governance Table & Senior Staff Lead



The role of the senior staff lead is to provide leadership on the day-to-day operations and implement the strategic direction and priorities as established by the governance table (see Appendix A for Sample Duties & Responsibilities of a Senior Staff Lead). The implementation of strategic direction is completed through policy management, program/project management, personnel management (including staff performance management), financial management, risk analysis, advocacy management, and stakeholder relations. While the governance table is responsible for the senior staff lead, other staff and contractors are accountable to the senior staff lead.

A clear job description and governance table consensus about the delegation of authority to the senior staff lead is essential. Conversely, the senior staff lead needs to ensure the governance table has the information required to make decisions and provide effective oversight. The role of the senior staff lead at governance table meetings largely depends on how the governance table defines the position. Some senior staff leads may be non-voting but active participants at governance table meetings, while others may interact very little. Occasionally, the senior staff lead's presence is not required or desired at the governance table (e.g., when the governance table is discussing that individual's performance review); in this circumstance, an in-camera session is held.

The senior staff lead needs to submit monitoring information required by the governance table in a timely, accurate and understandable fashion. If non-compliance occurs, the senior staff lead must report and prepare recommendations and suggest corrective action to the governance table allowing sufficient time for Directors to consider corrective action. As well, the senior staff lead needs to keep the

10. GETTING THE WORK DONE:
Senior Staff Lead Roles & Responsibilities

governance table informed of relevant trends, anticipated media coverage, and both material external and internal changes. The senior staff lead also needs to maintain a relationship with their DoBC Engagement Partner (formerly known as Community Liaison or Facility Engagement Liaison) so that the Division/MSA is aware of any provincial directives and trends coming from the GPSC, SSC or DoBC.

> Timely and transparent communication between the senior staff lead and the governance table is essential.

11. A GUIDING HAND:
Role of Engagement Partner, Primary Care Transformation Partner and the Regional Advisor and Advocate

Both the GPSC and the SSC employ Engagement Partners[3] to assist Divisions and MSAs in their efforts to improve collaboration and engagement with their health authority and local stakeholders. Engagement Partners are the local primary contact for the Division/MSA support related to the Joint Collaborative Committees. The Engagement partners work with DoBC staff and external teams in MOH and health authorities. They provide support through strategic and operational guidance, liaising and building relationships with health authority partners and other stakeholders, assisting Division/MSA with issues management and providing two way feedback and information with their respective parent Joint Collaboration Committees. The Engagement Partner may attend governance table meetings as a guest.

An additional resource comes in the form of Primary Care Transformation Partners[4]. These regionally based GPSC staff are multi-faceted change agents and trusted advisors who facilitate the ongoing transformation of the primary care system. Specifically, they empower effective regional engagement and connection to decision making through collaborative processes and tables (e.g., ISC/IDC); provide a direct connection and feedback loop to GPSC as the provincial collaborative space for primary care transformation; act as the primary interface with the MoH Primary Care team to assist implementation of Ministry directives with regional implications; identify common issues across Divisions and regions to develop and enhance the collective voice of physicians; and, provide strategic support guided by the quadruple aim and the Doctors of BC commitment to Cultural Safety and Humility in health services. They work in partnership with the Engagement Partners to support the Divisions at a local, regional and provincial level for primary care transformation.

Another form of assistance comes through the Regional Advisor and Advocate (RAA). RAAs are employed by DoBC to support a united front on specific local/regional issues in order to seek out positive change for physicians, patients and the health care system. RAAs serve members of Divisions and MSAs by providing strategic advice to individuals or groups of physicians to help address local or regional opportunities and challenges. They inform members about DoBC initiatives and issues of importance to the profession. They also serve members by connecting them to the appropriate services, programs and benefits provided by DoBC.

3 Prior to July 2020, Engagement Partners were known as Facility Engagement Liaisons" for MSAs and "Community Liaisons" for Divisions.

4 Prior to 2020, Primary Care Transformation Partners were known as GPSC Regional Liaisons

12. OTHER WAYS TO GET THINGS DONE:
Committees

Sometimes, in order for governance tables to ascertain a better understanding of an issue or complete a designated task, project or study, a committee is appointed. Committees should have a terms of reference document that describes purpose, timeframe, membership, authority and area of responsibility.

The Chair of a committee plays an integral role as they set the tone, pace and strategy for the committee outcomes. This individual should be adept at chairing meetings, acquainted with the mandate of the Division/MSA, and lead the work and activity of the committee. Committees take direction from, and act as advisory bodies to, the governance table. Ideally, committee members have an understanding of the goals of the committee and have skills or experience to help achieve these goals.

Committees should produce minutes and reports for their respective governance table that include updates on accomplishments or challenges, findings and recommendations. Terms of reference are used to set out the parameters of the committee, its authority and accountability. In order to carry out the work of the Division/MSA governance table, committees must each be assigned terms of reference for their operations (see Appendix B for sample committee Terms of Reference template).

There are often two types of committees:

- Standing committees – may become a permanent feature of the Division/MSA. Typical standing committees may include, but are not limited to executive, finance, policy or membership.
- Ad hoc committees – often struck for short-term issues, such as the hiring of Directors, renovations or upgrades, or special events. The frequency of committee meetings is determined by the urgency and complexity of the issue

Both Divisions and MSAs have 'standing committees.' The standing committee for a MSA is called the MSA Working Group; while the standing committee for a Division is called the Collaborative Services Committee (CSC).

> Committees can be struck to deal with operational issues such as human resources, policy, member engagement or finance. They can also be used to work on complex issues leading up to a governance table decision.

- MSA Working Group is a committee of the MSA that reports to the Physician Executive. It engages the medical staff at the local facility and advises the MSA Executive on matters of importance to medical staff, their patients, and the health authority, including engagement initiatives. The MSA Working Group develops decision-making and funding structures to ensure effective representation and participation of the medical staff. For more information see *Facility Engagement Initiative Committees*.
- CSC is a local committee that includes Divisions, the health authority, local First Nations, FNHA, GPSC, MOH and other community partners. These tables are co-chaired by the Division physician lead and senior local health authority rep- some communities have a tri-chair with local First Nations. The intent of the committee is to ensure strategic alignment, information sharing, and cooperation between the partners in the development and implementation of innovative models of primary care patient services. This is a collaborative and decision making table supported by the EP's and PCTP's.

13. RUNNING THE ORGANIZATION:
Contracted vs. Employed Staff

Staff are a critical component to enabling a Division/MSA to be successful in its endeavors. The appointment of the senior staff lead is one of the most important tasks of a governance table, as it is this individual who will be responsible for "getting the work done" or implementing/operationalizing the strategic direction of the governance table.

There are three types of staffing models:

a. Contractor model – staff work on a part-time basis and have a contract for service

b. Employee model – staff are employees of the Division/MSA

c. Combination of employee and contractor model – full-time staff are employees and part-time or project specific staff are paid through contract

Once a new Director joins a governance table, the staffing model will likely already be pre-set for the organization; however, some Divisions or MSAs have had to undergo a transition process whereby the staffing model changes from a contractor model to an employee model. There are management expectations that should be considered when it converts staffing models. It is strongly recommended the organization seek professional advice from a human resources consultant or tax lawyer to ensure the right choice is made and implications understood. Failure to properly identify staff as an employee may lead to liability to pay income tax, CCP and EI contributions on behalf of the employee, in addition to significant CRA penalties, interest and legal fees.

Table 5 lists some characteristics that differentiate between an employee and an independent contractor. This list of characteristics is not exhaustive and depends on the context – not all factors may exist, and not all may be applicable in any given situation. If in doubt, it is strongly advised that you consult a human resources expert or lawyer.

If a Division/MSA does become an 'employer' (e.g., has employed staff) there are **requirements and considerations as an employer that must be considered**:

- Business and legal requirements to establish the organization as an employer (e.g., CRA and WorkSafe Insurance Coverage);
- Core employment policies and practice to comply with legislation (e.g., *BC Employment Standards Act, BC Human Rights Code, WorkSafeBC Health & Safety Regulations, Personal Information & Protection Act*); and
- Core employment process that must be followed (e.g., HR and Employee Records, Payroll and Benefits Administration, Health & Welfare Benefits, HR Policies).

For more information on the requirements employers must consider, see: Requirements and Considerations to Establish the Division as an Employer.

Both Divisions of Family Practice Central and the Facility Engagement Initiative provide resources to assist the migration through this process:

Facility Engagement Employee vs. Contractor

Division Employee or Independent Contractor Tool

Division Navigating Transition from Contractor to Employee

Vantage Point- From Our Vantage Point Episode 2: Walking The Tightrope Employee vs. Contractor for Divisions

13. RUNNING THE ORGANIZATION:
Contracted vs. Employed Staff

Table 5: Employee vs. Independent Contractor

Employee	Independent Contractor
Follows instructions about how to work	May work without detailed directions on procedure
Trained on how job should be done	Uses own experience/expertise to do job
Integral and interdependent part of the team	Works largely independently
Individual is hired, based on skills, talent and potential	Hired to provide service, regardless of who actually does work. May engage with subcontractor(s) or hire assistants
Has indefinite or term employment status	Often hired for a set time period only - e.g., until the completion of a specific project
Hours set by employer/supervisor	Sets own hours without regular supervision
Works for one employer at a time	May work for several businesses at a time
Works according to a performance and work plan	Works any way desired to provide required service or product with deliverables outlined in contract
Participates in regular performance reviews based on performance plan	Reports on deliverables as agreed upon in contract
Compensated regularly, at specified time periods	Submits invoices for hours worked or completed and has an official GST/HST number and charges tax
Has work-related expenses paid by employer	Pays own expenses out of expected compensation
Has tools and supplies provided by an employer	Provides own tools and supplies
Does not work on profit/loss basis	Generally works on profit/loss basis
Cannot offer efforts to general public	Markets services to anyone who wants them
Can be fired at employer's discretion (subject to employment agreement and *Employee Standards Act*)	Contract can be terminated according to terms of the contract
Can end employment at any time	Responsible for completing deliverables as agreed upon, or giving appropriate notice

14. ON YOUR BEST BEHAVIOUR:

Division/MSA Physician Code of Conduct

The governance table code of conduct is generally encoded in a policy which sets out the standard of conduct expected of Directors. It is based on the legal duties and obligations of Directors and covers topics such as ethical, businesslike and lawful conduct, including proper use of authority and professional decorum when acting as a Director. Examples of proper conduct expected of a Division/MSA governance table Director include:

- Speak and plan on behalf of member interests and the interests of the organization;
- Gather member input in a strategic and fulsome manner that makes sense for your particular organization and allows for equitable access for all members; refrain from only holding ad hoc conversations with select members or a handful of close colleagues when attempting to gather member input;
- Be clear when one speaks for themselves ('my own thinking on this is that…') rather than for members;
- Express additional or alternative points of view and invite others to do so too;
- Refrain from lobbying other Directors outside of governance table meetings that might have the effect of creating factions and limiting free and open discussion;
- Refrain from meeting with small groups of Directors and making decisions; make decisions as a group at scheduled regular meetings unless delegated by the governance table to make the decision as a smaller group, to be brought back to the table for approval;
- On important issues, be balanced in efforts to understand others: ask questions and take the time to listen without planning a response in your head;
- Once a decision is made, support and defend the governance table decision, even if own view disagrees;
- Do not disclose or discuss differences of opinion at the governance table outside of meetings, especially with staff, volunteers, or other stakeholders;
- Respect the confidentiality of information on sensitive issues, especially in personnel matters;
- Refrain from speaking for the Division/MSA unless authorized to do so by a consensus and/or resolution of the governance table;
- Disclose involvement with other organizations, businesses, or individuals where such a relationship might be viewed as a conflict of interest;
- Refrain from delving into operations/management, or from giving direction, as an individual Director, to the senior staff lead or any member of staff; direction is given by resolution as agreed to or voted on at a meeting;
- Be reasonably available to members; attend events and engage both members and partners in the healthcare system;
- Attend regularly scheduled governance table meetings;
- Enforce a '24-hour rule' - do not react to an upsetting situation until 24-hours after it occurs, which enables time to process the situation; and
- Be aware of and understand the impacts of one's own power and authority as a physician. Use it wisely, and don't abuse it. Be kind and purposeful when talking to staff as well as partners representatives from the health authority, DoBC, and MOH. Keep in mind this inherent power differential.

Code of conduct policy direction may also be sought from Doctors of BC, the Facility Engagement Initiative Provincial Office and Divisions of Family Practice Provincial Office:

Doctors of BC Code of Conduct

Facility Engagement Initiative Code of Conduct & Conflict of Interest Policy

Divisions of Family Practice: Board Member Code of Conflict

15. LEADING THE CHARGE:

Leaders in the Making & Continuous Governance Table Learning & Development

Ideally, those physician Directors who join governance tables should be interested in leadership and may already have taken training to support their leadership development. However, it is recognized that lack of time, limited availability or access to local leadership training, lack of interest in leadership, and financial constraints may prevent some Directors from accessing leadership training.

In the 2019 *Medical Staff Association Executive Leadership Development Needs* study, physician leaders ranked 'executive presence,' 'strategic thinking' and 'running or facilitating effective meetings' as the most important skill sets to be developed by MSA leaders.[5] While this *Governance Guidebook* addresses all of these skill sets, it is recommended that governance table physicians consider accessing some form of leadership training - whether it be in an in-person, group-based, online or blended format.

Furthermore, ongoing skill development (e.g., related to leadership and other physician-specific topics like quality improvement) is critical to a high-functioning governance table and can take place as part of regular meetings, annual retreats, in-service training workshops, external conferences, books and electronic resources, distance education or special organized education sessions. Continuous learning at the governance table ensures knowledge is up-to-date with SSC and GPSC requirements, and skills are continuously developed - both for Directors and staff. DoBC is currently developing webinars and other governance training resources linked to the topics covered in this *Guidebook*, so potentially a good starting point for ongoing governance skill development.

Space also needs to be created both inside and outside the governance table for more experienced senior Directors to mentor, coach and guide potential and new physician leaders. This practice also can be a successful strategy for succession planning.

While there is an abundance of physician leadership training courses available, the Joint Collaborative Committees (JCC) encourage and will compensate physicians to learn management skills and develop leadership abilities. Each of the supported physician leadership programs provide a leadership framework that builds or enhances upon physician leadership skills. The three JCC supported leadership programs include:

GPSC Leadership & Management Development Program

UBC Sauder Physician Leadership Program

SSC & SCC Physician Leadership Scholarship

5 Facility Engagement Initiative. *Medical Staff Association (MSA) Executive Leadership Development Needs, 2019*

16. KEEPING YOUR EYE ON THE PRIZE:

Strategic Planning & Maintaining Future Focus

Good governance tables know the difference between strategy and operations and should always stay within the strategic realm. Strategic planning will help a Division/MSA refine its focus, be driven by its vision and mission, declare priorities, and establish broad long-term organizational goals. Other benefits of strategic planning include:

- Establishes a clear direction for the Division/MSA;
- Helps the organization and its membership have a shared understanding and common language;
- Communicates focus and need to members and other stakeholders;
- Helps to measure progress or success;
- Eliminates repetitive decision making (all activities should relate back to the strategic plan);
- Involves members and stakeholders and enables them an opportunity to own and support initiatives - the strategic plan should reflect their needs and input;
- Takes the capacity of the Division/MSA into consideration and helps to identify what can or cannot be reasonably completed; and
- Aligns with the SSC or GPSC mandates and demonstrates how to contribute to the greater system.

The strategic plan is a tool to articulate clear direction for the Division/MSA. It outlines the mission and vision along with long term goals and details about specific strategies. Strategic planning provides a 'roadmap' of where the Division/MSA is, where it is going and how it will get there. The strategic plan is intricately linked to financial and program planning. Programs should flow out of the goals identified in the strategic plan, and have funding allocated to achieve those goals. The priorities and activities outlined in the strategic plan will determine the amount of financial and human resources needed to achieve the goals. The strategic plan is a living document and should be reviewed regularly to evaluate progress. Key statements within a strategic plan are the mission and vision.

Mission Statement

The mission statement describes the fundamental purpose of the Division/MSA and guides the overall aims and activities of the organization. It is linked to the vision and values and is the starting point in developing a strategic plan. It generally does not change much, if at all, over the life of an organization. A mission statement answers these questions:

16. KEEPING YOUR EYE ON THE PRIZE:
Strategic Planning & Maintaining Future Focus

- What is the Division/MSA purpose?
- Who are we?
- What does the Division/MSA do?
- Why are we doing it?
- What is our role?

Vision Statements

A vision is a statement about what the Division of MSA wants to become. It describes an ideal future destination, is generally time-bound (usually 3-5 years, but can be as long as 10 years), and should resonate with all members of the organization to reflect a shared dream. The vision should stretch the Division's or MSA's capabilities and image of itself. It provides direction and inspiration for the future of the organization. The vision statement may answer:

- What will success look like?
- What does the Division/MSA want to be in its fullest state of development?
- How does the Division/MSA want to be viewed by the community?

Ideally, the time horizon for a strategic plan should be approximately three years. After a strategic plan is adopted, there should be an annual 'check-in' for the first two years, then in the third year a full revision or revival of the strategic plan should occur. Formalized annual strategic planning sessions or governance table retreats are great means for Directors to come together to network and examine the strategy.

While the implementation of the strategic plan is the responsibility of the senior staff lead, on a quarterly basis governance tables should allocate time on a meeting agenda to ensure planned initiatives are meeting the vision, mission and goals as established in the strategic plan.

17. A YEARLY REQUIREMENT:
The Annual General Meeting

Divisions/MSAs may choose how often they want to meet with their membership (e.g., quarterly); however, there is an obligation to hold an annual general meeting (AGM) at least once every calendar year. Members must be given at least 14 days written notice of the AGM. The AGM is an opportunity to engage members. Some Divisions or MSAs have a guest speaker who will draw members to the meetings, but physicians may also respond to an AGM held in the context of an information session or a discussion of a topic of particular interest. While there may be discussion of other issues at the time of the AGM, topics that must be discussed at the AGM include the following:

- Call to order and approval of the agenda;
- Report from the President/Chair;
- Review of the financial statements;
- Consideration of any extraordinary resolutions;
- Appointment of auditor; and
- Election of Directors.[6]

6 Upon the first meeting of the governance table, executive positions (e.g., President, Vice President, Secretary, Treasurer) are then determined among the appointed Directors. For most MSA's the election of executive positions occurs at the hospital MSA AGM, then during the facility engagement physician society AGM, a general slate of Directors is elected followed by a motion to adopt the same elected hospital MSA executive to the facility engagement MSA. While somewhat of a confusing process, the intent of having the same executive is done to reduce confusion and create efficiency between the hospital MSA and the facility engagement physician society.

18. WELL, THAT WASN'T A WASTE OF MY TIME:

Running a Good Meeting

Governance table meetings provide the structure for Directors to formally meet to make decisions regarding the direction of the organization. Meetings are critical to good governance and need to occur as often as necessary for the governance table to fulfill its duties.

Meeting Ground Rules

A governance table is responsible for establishing its own meeting protocols or 'ground rules' which are the standards of conduct that guide group behaviour and help Directors to work more effectively with each other. Governance tables can adopt whatever discussion and decision-making processes work best, be it the consensus-building approach or more formalized Robert's Rules of Order approach. Other effective meeting ground rules include:

- Meetings start and stop on time;
- Focussing on the issues not the personalities;
- Participation by all Directors;
- Honouring opinions;
- Engaging in respectful, open and honest communication; and
- No side conversations.

Agendas

Agendas are a tool used by the chair to manage meetings effectively. They provide structure in the form of discussion content, required action from discussion, and timelines. A good agenda format can improve governance table meetings by identifying the topics to be discussed and allowing Directors to prepare for the meeting. Guidelines for developing an effective agenda include:

- Include only focused topics that are relevant to the Division/MSA;
- Be intentional about not putting too many items on an agenda that require big decisions, in order to leave time for discussion and sound decision-making;
- Have the Chair/President and senior staff lead meet at least a week in advance of the meeting to prepare the agenda;
- Format the agenda to include the topic, required action and allotted time;
- The Chair/President should begin the meeting by asking for the agenda to be accepted. At this point items may be added to the agenda; and
- Stick to the agenda and time allotted. If things come up, put them in the 'parking lot' to be discussed at the end of the meeting, or put them on the agenda for the next meeting.

Meetings should be a good use of Directors time and intentionally designed to focus on the high-level governance issues rather than operational or administrative issues.

Pre-Reading Materials & Advanced Meeting Notice

Governance tables need the right information at the right time in order to make the right decisions. It is the responsibility of governance table Directors to insist they receive adequate information in order to make decisions. Consistently formatted meeting information is important (e.g., briefing note) so that Directors may quickly scan it to obtain perspective on the issues to be discussed. Advanced notification of meeting time and location is also essential for effective meetings. Preferably regular meetings should be scheduled a year in advance and occur on the same day of the month (e.g., every fourth Monday of a month) and at the same time and location.

Providing materials for Directors to review **at least one week in advance** will help each Director prepare so they are informed and ready to discuss the issues at the meeting.

18. WELL, THAT WASN'T A WASTE OF MY TIME:
Running a Good Meeting

Minutes

Minutes are a legal document and permanent record of meetings and decisions. It is good practice to complete a draft of the minutes soon after the meeting so they can be sent out to Directors for approval. Actions items should be clearly identified for follow-up to occur between governance table meetings and added to the agenda of the next meeting. A copy of all minutes should be kept on file. See Template for FEI minutes.

Good minutes document decisions, action items, next steps and accountability. They do not need to provide a verbatim record of discussions. The following should be documented in the governance table minutes:

- Date, time and attendance;
- Name of recorder;
- Key discussion points (just the facts not the dialogue) and decisions;
- All motions made;
- Any conflicts of interest; and
- Action points to be followed up and by whom.

In-camera sessions

When the Directors need to discuss confidential or sensitive issues, an in-camera session should be called by the Chair/President. In-camera sessions are used to protect confidentiality or individual rights and offer a candid exchange of opinions. They are needed to:

- Discuss financial issues with an auditor;
- Prepare for a case with a lawyer or a legal negotiation with an outside entity;
- Explore planning for major endeavors that would significantly impact the organization;
- Discuss a governance table approach to negative publicity;
- Handle personnel issues, such as compensation, performance, improper conduct or discipline;
- Peer-to-peer discussions about governance table operations, such as handling of interpersonal conflict;
- Any other matters where confidentiality has been requested or is otherwise prudent.

19. WORKING TOGETHER:
Teamwork Issues

Purposeful focus on teamwork is as important as - and goes hand in hand with – governance excellence. Without harmony and healthy teamwork, your team's potential cannot be realized. Frank, open, and respectful conversation with healthy challenges is important at governance tables. Shared purpose, trust, and dealing with teamwork issues head-on, helps to ensure that your governance table is acting with the physician membership's best interests in mind.

Here are some characteristics of a governance team that exemplifies healthy teamwork:

- The atmosphere tends to be informal, comfortable, and relaxed
- There is a lot of discussion where everyone participates, and it remains pertinent to the task of the group
- The task or objective of the group is well-understood and accepted by member
- There is a sense of duty of care for each other; namely, members listen to each other. Every idea is given a hearing. Members are not afraid of putting forth a creative thought even if it seems fairly extreme.
- There is disagreement. Disagreements are not suppressed, overridden, or handed off by premature group action. The reasons are carefully examined, and the group works toward resolution.
- Most decisions are reached by a kind of consensus in which it is clear that everybody is in general agreement and willing to go along. Formal voting is at a minimum; the group does not accept a simple majority as a proper basis for action.
- Generally, decisions and solutions to problems are based on group deliberation and analysis, not on gut feelings or personal preferences
- Criticism is frequent, frank, and relatively comfortable. There is little evidence of personal attack, either open or in a hidden fashion.
- Directors are free in expressing their feelings as well as their ideas
- When action is taken, clear assignments are made and accepted
- The chair of the group does not dominate it, nor on the contrary does the group defer unduly to her/him. In fact, leadership shifts from time to time depending on the circumstances. There is little evidence of a struggle for power as the group operates. The issue is not who controls, but how to get the job done.
- The group is self-conscious about its own operation
- Group members leave meetings feeling good about the meeting and energized about their work together

How many of these characteristics does your governance team have?

20. FINANCIAL STEWARDSHIP:

Budget Basics, Reporting Requirements & Physician Compensation

Funding for Divisions and Facility Engagement MSAs is provided through the negotiated *Physician Master Agreement* between the DoBC, MOH and health authorities in BC. These are public taxpayer funds and are not associated with the membership dues that physicians pay annually to the Doctors of BC. **As a result, physician leaders at governance tables have a fiduciary responsibility. Directors need to be stewards and provide financial oversight and guidance in a manner that is ethical, equitable and responsible.** This is one of the most important jobs/roles of a governance table Director.

Financial Roles & Responsibilities

Physician leaders must ensure that their budget advances its mandate and that adequate financial controls are in place to ensure the appropriate usage of funds (see Appendix C for examples of financial controls). Governance tables must adopt a culture of financial transparency and ensure that robust financial accountability policies and practice are in place and followed. This means demanding that adequate financial information is provided so that sound financial decisions can be made at the governance table.

Financial decision-making at governance tables involves:

- Adhering to GPSC Division of Family Practice Funding Guidelines or the SSC Facility Engagement Funding Guidelines;
- Approving operating budgets;
- Assuring there is agreement for the percentage allocations spent on internal operating expenses, payments to physicians and project expenditures;
- Establishing and regularly reviewing financial policy;
- Ensuring financial statements are reviewed regularly (preferably quarterly) and are accurate;
- Approving major transactions;
- Having the ability to "say NO" to good ideas and acknowledging the reality that there is only so much capacity or budget, and that "saying YES" will require something else to fall off the table;
- Ensuring compliance with legal and regulatory requirements; and
- Ensuring reporting, monitoring and accountability requirements.

As an individual governance table Director, you can make a meaningful contribution by reading and understanding the relevance of your financial reports and also ensuring that:

- The strategic plan has budget resources allocated to the vision, mission, and goals;
- The Division/MSA remains within its allocated budget and never goes over budget;
- Unwarranted financial risks are avoided;
- Financial reporting is timely, accurate and complete; and
- The Division/MSA is on-side with GPSC, SSC, or legislative reporting requirements.

The senior staff are responsible for supporting the governance table with financial planning and day-to-day responsibilities involved with financial management.

20. FINANCIAL STEWARDSHIP:
Budget Basics, Reporting Requirements & Physician Compensation

Table 6: Division & MSA Financial Management Bodies

Governance Table:

- Be responsible for overall financial oversight
- Ensure funds are spent in accordance with organizational goals and objectives
- Develop and authorize a set of policies for how the organization manages it finances
- Approve the budget
- Monitor financial statements (quarterly)
- Approve contracts
- Receive regular written reports from the treasurer or senior staff lead detailing present financial status, anticipated problems and planning
- Ensure the Division/MSA complies with federal and provincial laws regulating fiscal accountability and governance
- Adhere to sound accounting principles that produce reliable financial information to ensure fiscal responsibility

Finance Committee:

- Optional standing committee
- Comprised of senior staff lead, Treasurer and at least one other Director
- Oversees the financial system
- Reviews financial statements and reports
- Recommends audit approval
- Recommends to the membership the appointment of the external auditor
- Ensures financial controls are in place

Treasurer:

- Director that oversees management of finances as approved and reviewed by the governance table and managed by the senior staff lead
- Is Chair of the Finance Committee (if one exists)
- Collaborates with the senior staff lead to develop the annual budget
- Work with staff to review statements before governance table meetings

Senior Staff Lead:

- Responsible to the governance table
- Ensures financial policies or rules are followed
- Manages day-to-day financial transactions
- Collaborates with the Treasurer to develop the annual budget for review and approval by the governance table

20. FINANCIAL STEWARDSHIP:
Budget Basics, Reporting Requirements & Physician Compensation

Budget & Budget Monitoring

As part of its fiduciary responsibility, the governance table must approve and monitor the budget. The budget is a financial plan, identifying how financial resources are to be used and linking those resources to the goals and objectives of the organization for a specified period of time. The budget is also a monitoring tool. It serves as a guide to track the organization's progress on the achievement of its goals. Regular reports based on this monitoring provide financial oversight for a Division/MSA.

The governance table will determine the frequency and format of the financial reports it will use for monitoring. Quarterly budget review is advised. The reports will show the revenue and expenses for the time period, as well as any variance between them. It is essential that Directors read and understand the financial reports. Regular reviews can alert the governance table to the need for potential adjustments to the budget, and timely monitoring allows the governance table to make adjustments before it becomes a crisis. Divisions and MSAs will work with their bookkeeper or accountant to help produce financial reports and statements.

Table 7: Common Financial Reports

Revenue & Expense Statement / Operating Statement / Profit and Loss Statement	This statement shows the amount of income received and the amount that was spent in a given period of time. The statement will show one of three possible outcomes: a balance (revenues and expenditures are equal), a surplus (more revenues than expenses), or a deficit (more expenses than revenue). Revenue & Expense statements, operating statements and profit and loss statements are words used interchangeably to describe this type of statement.
Balance Sheet	This report shows the total assets, liabilities, and equity of an organization at a fixed point in time. Assets are what the organization owns or is owed. Liabilities are debts the organization has not paid. Equity is what is left after the liabilities are subtracted from the assets.
Cash Flow Projection	The cash flow projection is an internal report used by management to display cash flow coming in and out of the organization. It helps forecast fluctuations in revenue and expenses.
Variance Report	This report shows actual revenue and expenses as compared to budget. Variance analysis should be conducted at regular intervals (e.g., quarterly). Variance is the difference between what has been budgeted or planned and the actual amount spent. The goal of a variance analysis and the subsequent discussion by the governance table, is to identify any worrying trends or problem areas as early as possible in order to take corrective action. Discussing variances in the budget will also help the governance table control expenditures in the future, especially if every activity (e.g., an event for family doctors) has a budget developed in advance. It is not necessary to change the Division/MSA budget as the governance table sees significant variance; rather, corrections can be made to the budget at the end of the year. This should help in planning the budget for the following year.

20. FINANCIAL STEWARDSHIP:
Budget Basics, Reporting Requirements & Physician Compensation

Budget Reporting to Membership

Budget transparency is important, and annually it is mandatory to report to the membership on the financial statements of the organization at the AGM. Outside of the AGM, governance tables may determine the frequency of budget reporting to the membership. However, when the membership asks about finances, the best course of action is to be transparent and report regularly.

Often members are most interested in the percentage allocations being spent on physician payments, project work, and internal operating expenses. Governance tables should ensure discussion and decisions are made in advance regarding these percentage allocations and that expenditures remain within the percentage targets.

Director Compensation

Each physician Director is compensated for their involvement at the governance table. Remuneration is paid based on time involved in "Director work" which is the management or supervision of management activities and internal affairs of the Division/MSA. Examples include:

- Preparing for and attending meetings of the governance table and its committees;
- Preparing for and attending annual and special meetings;
- Attending meetings with administration and other stakeholders in the capacity of a Director; and
- Attending project or working group sub-committee meetings in the capacity of a Director.

Division/MSA governance tables cannot set their own remuneration rates. It is mandatory that remuneration for Directors be paid at the JCC rate for all quality improvement activities (non-clinical work) for GPSC and SSC related work (see November 2020 JCC compensation rate announcement). Directors also need to be accountable to their governance table and membership for the amount paid to them in remuneration for Division/MSA work. For societies, the *Societies Act* (S.36) requires Director, employee, and contractor remuneration to be reported in the financial statements presented at an AGM. Discussion, clear rules, and accountability at the governance table will help Directors avoid any conflict of interest situations in relation to compensation.

If a physician is working on behalf of the Division/MSA governance table (e.g., representing the society) then the CRA considers the physician to be an officer of the society, and therefore an employee. To ensure that all CRA tax requirements are met, appropriate source tax deductions must be applied to all Director compensation. This includes CPP and Employment Insurance deductions which must also be reported on a T4 information slip. Furthermore, Divisions and MSAs must pay GST on sessional payments if it is included on the invoice (e.g., sessional form signed by the doctor) and the doctor's GST number is included on the form. For more information on this issue see: CRA Information for Physician Societies.

For governance tables under the legislation of the *Societies Act*, a new rule came into effect in November 2018 whereby **a majority of the Directors of a society must not be remunerated by the society for "non-director work."** Non-director work is defined as "work done by a Director relating to the implementation or day-to-day operational work of the society." Non-Director work is the 'hands-on' work of the society (e.g., operational work like designing a work plan for an initiative or implementing and monitoring a project). While this does not preclude a Director from being paid for non-director work, the society must ensure that the majority are not being paid (e.g., if there are 5 Directors at a governance table, only 2 Directors can be paid for non-director work at a time). For more information see: Non-Director Work Compensation.

20. FINANCIAL STEWARDSHIP:
Budget Basics, Reporting Requirements & Physician Compensation

For the Division/MSA Treasurer & Senior Staff Lead (in partnership with their accountant or bookkeeper) the following list can serve as a guide for financial policy review or updating:

- Does the Division/MSA follow the appropriate accounting standards?
- As part of the budget development process, is there agreement amongst the governance table on the percentage allocations for internal operating expenses, payments to physicians and project expenditures?
- Does the governance table review the financial statements (revenue/expenditure, balance sheet, year to date budget comparison) on a regular basis?
- Do governance table Directors read and understand these financial reports?
- Is the financial report discussed and approved at the governance table meeting?
- Does the financial statement present an accurate picture to determine the financial health of the Division/MSA?
- Has the governance table adopted a written policy stating the responsibilities and authorities it has delegated?
- Does the governance table periodically review the activity of the individual(s) who have been assigned financial duties to ensure they have not exceeded the scope of their authority?
- Does the governance table determine that the Division/MSA remain consistent with those indicated in its operating budget?
- Is the current budget consistent with the Division's or MSA's goals and plans?
- Does the governance table approve the operating budget of the Division/MSA?
- Are voided cheques preserved and filed?
- Has the governance authorized the amount of the petty cash fund and adopted a policy as to the nature of the expenditures which should be paid from this fund?
- Has the governance table authorized the use of a company credit card and adopted policy and procedures that outline the use and processing of credit cards?
- Are the internal financial controls documented in a procedural handbook?

21. KEEPING THINGS CLEAN:

Navigating Conflicts of Interest, Confidentiality & Interpersonal Conflict

Conflict of Interest

Governance table Directors and staff are expected to disclose any personal, family or business interests that they have, that, by creating a divided loyalty within themselves, could influence their judgment or result in the perception of influence or benefit from their activities on behalf of the Division/MSA. A conflict of interest exists wherever an individual could benefit, disproportionally from others, directly or indirectly, from access to information or from a decision over which they might have influence: or, where someone else might reasonably *perceive* there to be some benefit or influence. This is called a perceived conflict of interest and is just as important as an actual conflict of interest.

Conflicts of interest are unavoidable and should not prevent an individual from serving as a Director or staff member unless the extent of the interest is so significant that the potential for divided loyalty is present in a large number of situations. Conflicts of interest are especially difficult to avoid in a small town or hospital.

A well-defined conflict of interest policy protects the Division/MSA governance table and staff from being influenced in the performance of their duties. The policy should provide clear definitions, specify areas of concern and provide clarity and direction for handling real or perceived conflicts of interest.

When a conflict of interest arises, there are a number of procedures that may be undertaken to acknowledge the situation, but the "Cole's notes" for procedures is "when in doubt, declare and document."

- Members of the governance table and staff have a duty to disclose any personal, family, or business interests that may, in the eyes of another person, influence their judgment.
- The governance table as a whole has a duty to disclose specific conflicts of interests to Division/MSA members, staff and external stakeholders where that interest may, in their judgment, affect the reputation or credibility of the organization and to disclose the governance table procedure for operating in the presence of such conflicts.
- Directors and staff have a duty to exempt themselves from participating in any discussion and voting on matters where they have, or may be perceived as having, a conflict of interest. Such exemptions should be recorded in minutes of meetings.
- Any business relationship between an individual (or a company where the individual is an owner or in a position of authority) and the Division/MSA, outside of their relationship as a Director or staff member must be formalized in writing and approved by the governance table.

Conflict of Interest Examples :

- A Director has a personal or business relationship with the Division/MSA as a supplier of goods or services or as a landlord or tenant
- A staff member has a personal or financial relationship with a client of the Division/MSA outside the workplace
- The Division/MSA employs someone who is directly related to a governance table Director or other staff member

- Best practice in governance includes Directors being the guardians of not only their own conflicts of interest, but each others' as well; meaning, if Director A perceives that Director B may be entering into a conflict of interest that they do not seem aware of or have not yet declared, Director A should speak up about this perception.

Confidentiality

All information generated within the organization is private in the sense that it is for the sole purpose of the business of the Division/MSA. Confidential information is information that, if disclosed, might prejudice the interests of the Division/MSA or the privacy rights of its members or partners. Governance tables should have a confidentiality policy which clearly articulates the requirements and limitations of confidentiality and the consequences of breaking that trust. It is common practice to require Directors, staff and contractors to sign a confidentiality statement.

Interpersonal Conflict

Directors will bring differing values and priorities to the governance table. While assumptions will likely be tested and 'healthy challenges' will occur, there may be times when a governance table erupts in conflict due to varied opinions, miscommunication, or misunderstandings. Conflict is better to address rather than avoid, with the intent of reaching a collaborative agreement that will settle both the competing parties.

21. KEEPING THIS CLEAN:

Navigating Conflicts of Interest, Confidentiality & Interpersonal Conflict

Healthy conflict at a governance table can stimulate creativity and strengthen a Division/MSA. However, when conflict becomes 'unhealthy,' the end result may be destructive for the Division/MSA. Governance table Directors tend to dislike conflict so much that they often would rather abdicate their governance table responsibilities than deal with the conflict.

Conflicts tend to erupt most often during times of transition, or when unexpected issues occur. Both of these situations tend to be higher stress than say, day to day operations or planning sessions. When conflict occurs during stressful times, we often "default" to a preferred mode of dealing with conflict. We can break down these modes into five different approaches:

a. Competing (I win, you lose)

b. Accommodating (You win, I lose)

c. Avoiding (I lose, you lose)

d. Compromising (I win *and* lose, you win *and* lose)

e. Collaborating (I win, you win)

Around your governance table, you may have all five approaches represented as "default" modes when your team is under stress. All five approaches to conflict are useful and have their place, however none of them are useful all the time. It's important to notice when conflict in your team is occurring, and whether or not the best approach to resolving or dealing with it is being used for the situation at hand.

At governance tables there are generally two types of conflict situations: conflict between Directors, and conflict between Directors and staff.

When there is a reasonably high level of trust around a governance table, minor conflicts can usually be handled in the moment they occur. However, when major conflict erupts, a general rule is to implement the 24-hour 'cooling off' period whereby nothing is done, said or written until twenty-four hours after the conflict event occurs. A governance table should have this as a pre-established policy or rule that all Directors are aware of.

The Chair of the governance table should take the lead in resolving the conflict, as their main job is to manage the functioning of the governance table. However, if the Chair is unwilling or is involved in the conflict directly, either the Vice-President, Past President or a neutral Director should assist with the mediation. The senior staff lead should not be involved in mediating the conflict as there needs to be trust and a good working relationship between the senior staff lead and governance table, and impartiality may be difficult for the senior staff person to achieve.

When a conflict between Directors occurs, it usually begins as a difference of opinion or perspective but rapidly turns into an intense and personal issue. A Chair should always encourage Directors to speak to the issue and not the person, as once the conflict becomes negative and personal, the two parties will often have difficulty communicating constructively and others around the governance table become increasingly uncomfortable watching the exchange. To deal with the conflict between Directors, the Chair should request a private meeting outside the governance table where a facilitated discussion may take place with the intent of resolving differences. Subsequently, the results of the private meeting should be conveyed to the governance table.

Conflicts between the governance table and the senior staff lead can be extremely challenging as a significant power imbalance exists (employer/employee), and the senior staff lead is the bridge between the governance table and the organization. The senior staff lead can wind up in conflict with the governance table for three likely scenarios:

a. When the senior staff lead brings forward conflict between staff for the governance table to resolve

b. When the senior staff lead is in direct conflict with a Director(s)

c. When staff make an end run on the senior staff lead and go directly to the governance table

Governance tables may choose to deal with senior staff lead conflict by:

- Resolving the issue directly at the governance table;
- Striking an ad hoc Committee to bring back recommendations to the governance table; and
- Involving a mediator, organizational consultant, or neutral third-party.

It is often the senior staff lead's situation that does not end well when in conflict with their governance table. They may end up resigning, be terminated, or alternatively a Director(s) may choose to leave the governance table. The risk of having conflict with the senior staff lead is that the Division/MSA may lose momentum, continuity, expertise and leadership. There also may be a cost to the Division/MSA, with confidence in staff lost or reputations damaged.

Although conflict may be difficult to avoid, Division/MSAs need to know how to have healthy and constructive conflict to stimulate creativity and strengthen the organization. Investment in conflict management/resolution training at the governance table level may be a worthwhile investment that should be considered.

22. AM I DOING OK?:

Performance Management & Board Self-Assessment

Governance tables cannot learn without feedback. There are two types of performance management to be concerned with:

- the performance evaluation of the senior staff lead; and
- the governance table self-assessment, commonly known as the 'board self-assessment.'

Senior Staff Lead Performance Evaluation

When senior staff are employees of the organization, evaluations provide an opportunity for feedback, identifying strengths and limitations, and an opportunity to clarify or renegotiate expectations of both the governance table and senior staff lead. Although the evaluation can have a verbal component, it is recommended that a formal performance evaluation be written and kept in the senior staff lead's human resource file. Performance evaluations of the senior staff lead should be completed annually.

The senior staff lead performance evaluation should be carried out by any member (or a committee/subgroup) of the governance table who is seen as neutral. Often it is the President/Chair that performs this function, with input from the governance table. Gathering input from other stakeholders with whom the senior staff lead interacts frequently is recommended. At some governance tables, particularly small ones, the entire table is involved in an annual evaluation discussion with their senior staff lead.

There are many readily available performance review templates; however, both the senior staff lead and Director leading the performance evaluation should come to agreement on the template and means for results to be discussed by the governance table and communicated back to the senior staff lead. See Appendix D for potential questions to ask during a senior staff lead performance review.

> The governance table is responsible for evaluating the performance of the senior staff lead.

Board Self-Assessment

Great governance tables carry out annual self assessments. Furthermore, if self assessments are replicated year over year, it enables the governance table to track and validate progress. Self-assessments are considered best practice, as they enable a governance team to:

- Discuss and clarify roles and responsibilities;
- Enable a common understanding and set consistent expectations around Director performance;
- Measure the team's effectiveness;
- Discuss how the governance team can further advance the organizational mission, vision and goals;
- Identify gaps in governance table skill sets; and
- Identify topics for further education and learning.

Regular assessment of board performance provides a significant opportunity to move the board forward in meeting its governance responsibilities and to effectively engage individual board members. Self-assessments are also a useful tool in driving governance table accountability because the process allows for Directors to share feedback anonymously. This generates an overview report that can be helpful in revealing the collective shortcomings, strengths, and accomplishments of the team as a whole.

There are many board self-assessment tools available for governance tables; however, the fundamental areas that should be examined during a board self-assessment are shown in Table 8 below:

22. AM I DOING OK:
Performance Management & Board Self-Assessment

Table 8: Indicators to be Examined During Board Self-Assessment

	Does Our Governance Table Demonstrate This?		
INDICATOR: *(See Appendix E for sample Indicator Questions)*	**YES**	**NO**	**Not Sure/Room for Improvement**
Alignment behind clearly articulated mandate			
Clear roles and responsibilities			
Strong relationships			
Earned trust			
Ability to engage in difficult conversations			
Leverage board skills and experiences			
Focus on strategic issues			
Drive for continued improvement			
Unified voice outside of the governance table			
Culture focuses on outcomes, results & timely decisions			
Level of diversity, broadness of perspective and representation of the board			

Adapted & modified from: CABRO. *Governing in the Public Interest Foundational Training for BC Public Sector Appointees - Appendix 3 Board Self-Management Evaluation*. May 2019

23. WINNING THE LOTTO:

The Importance of Effective Succession Planning

Diverse governance tables make better long-term decisions. Fixed Director terms and regular, staggered, and planned turnover at governance tables[7] enables fresh thinking while also maintaining organizational knowledge and historical perspective. As well, the sudden departure of a Director or senior staff member can result in significant organization disruption if good succession planning is not in place.

Succession planning should begin as soon as a physician assumes a position at a governance table. Governance tables need to take an intentional approach to succession planning and recruiting candidates to fill Director positions, but also recognizing that the size or rural/remoteness of the Division/MSA will have an impact on recruitment. As far as staff succession, it is the job of the senior staff lead to ensure that a good staff succession plan is in place. Directors should confirm that this has occurred.

Directors should also ensure that there is a formalized succession plan for governance table recruitment. Characteristics, competencies, qualities, skills and preferred experiences of the successor should be discussed and agreed upon at the governance table and made known and available to potential candidates. Ideally, the governance table should be looking for a recruit that:

- Has understanding of the community or hospital and its needs;
- Is willing to work collaboratively and actively participate;
- Is a team player and works well in groups; and
- Has particular skills or interests that fit with the direction of the Division/MSA.

As referenced in the title of this chapter, it's good to think in terms of "If our senior staff lead or our President were to win the lotto and leave tomorrow, could we carry on with minimal disruption to our organization?"

If the answer is "yes", then you have a good succession plan in place.

When engaging in succession planning, governance tables need to move away from the mindset of "the dark-side" and towards "whose turn is it next?" Roles and responsibilities need to be clear for incoming Directors and there needs to be more mentoring and coaching of new physician leaders. Divisions and MSAs should have an open and transparent process for electing Directors. The specifics about election procedures are often detailed in the governance table bylaws or rules and usually occur during and AGM.

Occasionally, Divisions or MSAs will strike a standing nominations committee to focus on succession planning and the recruitment and retention of Directors. The nominations committee will interview as well as develop and maintain records of potential Directors including information on skills, interests, experiences, and governance table orientation; and bring forward recommendations to the governance table about a preferred candidate. For more information on succession planning see: Division of Family Practice Succession Planning Case Study.

7 When a change of Directors occurs at an AGM, and the Division/MSA is a society, the senior staff lead needs to file a Director change with an annual report. If a Director position changes outside of the AGM, changes need to be filed with the BC Registry as soon as possible. Lawyers or bookkeepers will be able to assist with filing. For filing instructions see: https://www2.gov.bc.ca/gov/content/employment-business/business/managing-a-business/permits-licences/businesses-incorporated-companies/cooperative-associations/cooperative-recordkeeping

24. SHOW THEM THE ROPES:

Governance Table New Member Orientation

New Directors face both a content and cultural learning curve when they join a governance table. They will be more successful and effective overtime if they are well prepared through an orientation to the governance table and organization. Orientation can be formal or informal, but at a minimum should include:

- History of the Division/MSA;
- Successes/achievements;
- Division/MSA constitution, bylaws, policies, procedures;
- Awareness of fiduciary/legal responsibilities;
- Job description of position; and
- Current strategic plan, financial statement, annual report.

It is often the responsibility of the senior staff lead to provide orientation to the new Director. Ideally, a new Director will receive orientation prior to their first governance table meeting. However, a variety of methods to orient new Directors may help to increase interest and enthusiasm. Orientation methods include:

- Engagement Partner support – Engagement Partners can provide JCC context, history, and regional and provincial perspective;
- Group orientation sessions – ideally held within the first month of term and includes all new Directors to the governance table. Format could include discussions, presentations or tours;
- Mentoring system – partnering a new Director with a more experienced Director enables the exchange of skills and knowledge; and
- Three-month check-up – the Chair/President should monitor each new Director's development and address any concerns if they arise.

A number of Divisions and MSAs have developed Physician Orientation Manuals, which both new physicians and new Directors have found useful. These manuals either come in electronic or paper formats and may be used as a reference and resource document as they are 'shown the ropes' of the Division/MSA, or their new place of employment. A sample table of contents for a Physician Orientation Manual is located in Appendix F.

25. GETTING HELP WHEN YOU NEED IT:

Prequalified Vendors

There will be occasions when governance tables have issues related to governance whereby additional training, examination or learning is required. When a governance issue is identified by a governance table, a discussion with the Engagement Partner should first occur. The Engagement Partner should be able to help direct the Division/MSA to an appropriate pre-existing provincial resource or alternatively suggest external consultant assistance.

Doctors of BC has also identified a number of pre-qualified vendors who may assist Divisions and MSAs address their governance issue. This eliminates the need for Divisions or MSAs to try and independently search for a required governance contractor. Depending on the issue, there may be an opportunity to cost share with GPSC or SSC for the fees of the governance project. However, Divisions should be prepared to fund either all or part of the cost for the pre-qualified vendor assistance.

26. VITAL SIGNS:
Evaluation & Monitoring Programs

Another important task of a governance table is to ensure the organization is consistently monitoring and evaluating their projects, initiatives or programs so that continuous learning and improvement may take place. Directors should ensure the Division/MSA has an evaluation plan in place and that the results of evaluations are summarized at governance table meetings. The development of the evaluation plan and implementation of evaluation tasks is the responsibility of the senior staff lead. Some Divisions and MSAs have also chosen to hire an evaluator or evaluation coordinator. Both Divisions of Family Practice and the Facility Engagement Initiative Provincial Offices offer a variety of resources to assist with monitoring and evaluation efforts.

The Division Provincial Office has a *Division of Family Practice Evaluation Toolkit* that provides links and downloads to support evaluation of Division health care initiatives in BC. The first section provides resources to help create an evaluation framework or plan, and subsequent sections relate to the tools and methods that support evaluation. This evaluation toolkit is not exhaustive but offers insights to support evaluative thinking and links to resources that assist in assessing which tools may best serve the needs of a particular evaluation, as well as tools freely available online.

Most MSAs have just begun to explore options under performance measurement and evaluation. The SSC has indicated that MSA Physician Engagement Societies should expect to allocate approximately 10% of a project's total resources to evaluation activities. To support MSAs with evaluation, SSC released the *Facility Engagement: Medical Staff Association Evaluation Resource Guide* in the summer of 2019. This guide provides MSAs with a framework and practice tools to evaluate the success of Facility Engagement activities and projects performed by MSAs.

Evaluation of the overall Division of Family Practice Initiative and the Facility Engagement Initiative is also relevant and important to governance tables. At the provincial level on an annual basis, the DoBC surveys both Division/MSA physicians to determine their views regarding the level of engagement and interaction with their respective health authority. The evaluative survey allows for comparisons across regions, physician practice types and locations and provides important insights on how DoBC can better advocate on behalf of physicians. See *2019 Doctors of BC Health Authority Engagement Survey Results – Facility, Division of Family Practice & Medical Leadership Breakdowns* for full survey results.

27. ETHICS :

Legal Responsibility

(See also: Section 6 – "The Organization as Patient: The Board's Duties of Care, Loyalty, and Obedience")

Fiduciary responsibility

Governance tables of Divisions and MSAs are charged with exercising responsibility over their organization and its resources, and therefore are considered fiduciaries. This means that legally Directors are required to treat the organization's assets with the same care with which they would treat their own assets. Directors must demonstrate due diligence and ensure that the organization and its finances are well managed and remain sound. Reasonable care must be exercised when making decisions and not subject the organization to unnecessary risk. While legal action against a governance table or individual directors is highly unlikely, it is not impossible. However, when legal action is brought to any type of governance table, it is most often because of inaction, inattentiveness, or passivity.

Therefore, it is very important to create and cultivate a culture in your organization that holds honesty, integrity and ethical dealings in the highest regard, and guards against anything that could be perceived as inaction or inattentiveness. When this is done well, your service as a Director can be rich and rewarding. Make sure you:

- Attend meetings regularly;
- Make independent and justifiable decisions based on a sound decision-making procedure, rather than just voting with the majority;
- Review meeting minutes carefully before approving them;
- Establish and implement sound policies;
- Make decisions collectively in a well-structured meeting, always and only when quorum is present;
- Understand and be a guardian of your organization's mission;
- Ensure compliance with laws and rules; and
- Promote collective and individual vigilance.

Privacy

All BC private sector organizations, including non-profits such as Divisions and MSAs, must comply with the *Personal Information Protection Act* (PIPA). Personal information means information that can identify an individual (e.g., name, home address, home phone number, ID numbers), and information about an identifiable individual (e.g., physical description, educational qualifications, blood type).

Divisions and MSAs are required to identify a 'privacy officer' typically the senior staff lead, to be responsible for compliance with PIPA. The privacy officer is responsible for the collection, use and disclosure of personal information, for reasonable purposes. In order to collect information, the Division/MSA is required under PIPA to have appropriate policies in place for managing personal information, providing notice, obtaining consent and allowing access to information. These policies must be available to individuals upon request.

28. RISKY BUSINESS:

Liability and Managing Division/MSA Risk

It is important for each Division/MSA to review their own risks and develop a risk management plan that reflects their organizations' potential risk areas. Risk management is a process that should be integrated into all aspects of the Division/MSA management. The governance table is liable for the services run by the Division/MSA and therefore should take efforts to reduce risk by developing policies to ensure responsibilities are met.

The governance table should ensure the senior staff lead has developed a risk management plan and implements activities to curb risk. The results of the risk management activities should be discussed at meetings as required. Divisions and MSAs may create a risk management plan or framework to use as an overarching protocol or structure within the Division/MSA. This will help the governance table and staff to better understand, manage and communicate risk. Written policies and procedures for areas of risk can help ensure consistent practices that help reduce risk overall. Listed below are potential risk areas to consider:

- Governance – ensuring good governance practices are in place;
- Director liability – insurance provides personal financial protection for Directors against liabilities imposed while performing duties (especially useful in covering legal costs if a lawsuit is brought against the governance table but cannot protect against deliberate fraud or negligence);
- Contracting – ensuring expected deliverables and outcomes are met;
- Finances – asset loss, damage or theft, misappropriation of funds, event mishaps;
- Technology and intellectual property – loss of data due to computer loss, theft of sensitive data;
- Reputations and goodwill – loss of reputation can affect the ability to attract staff, volunteers, partners, members; and
- Employment practices – health and safety concerns, wrongful dismissal suits, conflict of interest.

Insurance is also a form of risk management as taking out insurance transfers the responsibility to a third party. The two most important insurance policies to have in place include:

> Division/MSA governance tables must understand risk, provide risk oversight and ensure that risk control is in place.

- Directors' liability insurance – covers the costs of the Directors of a Division/MSA should they become legally obligated to pay as a result of damages to another party. It covers the losses occurring from wrongful acts by a Director or the governance table. This coverage provides personal financial protection for Directors against claims resulting from wrongful acts while performing their duties. This may include actual or alleged errors, omissions, misleading statements, employment claims and neglect or breach of duty on the part of the governance table and other insured persons and entities.
- Commercial General Liability Insurance – most leases will require this coverage for a Division/MSA in order to rent space. This covers against general business liabilities including any bodily injury, such as slip and fall, and property damage suffered by members of the public while on the premises. It also covers against personal injury such as libel and slander.

The purchasing of insurance is something that the senior staff lead should have undertaken in consultation with an insurance broker when the Division/MSA was first formed.[8] However, Directors should know and ensure that coverage is in place. DoBC has a relationship with Westland Insurance. While Divisions/MSAs are encouraged to contact Westland Insurance, the referral is only for information purposes and each Division/MSA has the option to acquire insurance through whatever provider they deem appropriate.

Check out this link for more information related to MSA Liability Insurance.

8 Insurance for unincorporated MSAs is provided through their association with FESC and is acquired by DOBC

29. COMMUNICATING WITH MEMBERS & STAKEHOLDERS:

What is Best Practice?

Information sharing

Time is the biggest barrier to successfully communicating information to physicians, but easier with other stakeholders who do not have clinical duties. Busy physicians can't always sift through e-mails, or engage in information that is not directly relevant to their immediate needs. A Divisions/MSA often needs to use multiple methods to effectively communicate information among members, and methods will differ in rural and urban areas.

Here are some general tips that can help increase communication success among physicians. They are also good practice for communicating with other stakeholders.

Channels

- Face-to-face is often the preferred and most effective form of communication when there are physicians involved. In-person meetings or member events (when appropriate) are always effective. Zoom video conferencing is proving to be a popular method of meeting "face-to-face" as it provides flexibility for members to connect from the office, or home, or across communities.
- Newsletters, annual reports, press releases, articles, or special reports with links to a website or downloads are useful for sharing news about the Division/MSA on a regular basis. Watch for newsletters from Doctors of BC that may provide useful content that you can share with your members. Information on how to sign up for Doctors of BC newsletters can be found here.
- Websites are effective when used as a 'home base' for timely information sharing and practical tools that are linked from newsletters or e-mails. Otherwise, physicians generally won't take time to simply browse websites, but they will click through to website links if prompted to do so.
- Chat platforms such as Signal are effective for subject-specific chats.
- Media can be a useful channel, where there is a need to reach the public (mainly for a Division; less so for an MSA). The Doctors of BC communications team is available to advise and assist for successfully communicating with the media.
- E-mail is common and more effective when these techniques are used:
  - > Build and use a member list of *preferred* e-mail addresses;
  - > Use a clear subject line stating the purpose of the e-mail;
  - > Have a trusted messenger (e.g. the division/MSA, or physician leader) issue the communication;
  - > Use a simple, scannable content display approach that uses bulle ts, very little sentence structure (instead of dense paragraphs); and
  - > Apply additional general content techniques, listed below.

Content techniques:

- Use consistent Division/MSA branding;
- Provide funder acknowledgement and logos as per provincial office guidance (FEI/SSC or GPSC);
- Communicate relevant information that is of value to the physician community, members' priorities, patient care delivery, physicians' practice or work environment or stakeholder priorities;
- Communicate clear messages in plain language that don't require interpretation: who, what, when, where, why;
- Communicate clear expectations about what is being asked of a physician or partner and why, as well as the time it will take to engage and the support that they will get;
- Build in some lead time for physicians to engage;
- If evidence/data is available, present it in a concise manner to support the issue/request;
- Use quotes, testimonials or physician champions to reinforce the credibility of the issue/request;
- Use visual communication such as charts, infographics, photos to interpret data, show processes, relationships or pathways;
- Share stories about successes of physician activities with physician members, the health authority, and other partners.

29. COMMUNICATING WITH MEMBERS & STAKEHOLDERS:
What is Best Practice?

Communication for building consensus, forming partnerships and engagement

Interaction of governance table Directors does not end once a meeting is adjourned. Successful governance tables encourage communications and collaboration between governance table Directors and their members year-round.

Governance tables have a responsibility to share information about the Division's or MSA's policies, programs or initiatives and to seek input and feedback from members.

Listening is a critical part of governance table communications. Directors should be prepared to engage the membership, community and other key stakeholders using a variety of both informal and formal communication tools and feedback mechanisms. For formal communications it is often the Chair or President that speaks on behalf of the governance table.

When communicating to build consensus or engagement, some key techniques include:

- Reinforce the purpose and vision of the Division/MSA;
- Reinforce a compelling, strategic reason for embarking on any new activity (*why* are we doing this?);
- Provide two-way communication opportunities using feedback mechanisms such as workshops, face-to-face discussions, and online survey or quick polling software that can be used on smartphones (e.g. Slido);
- Provide consistent feedback about what physicians said, and the result and impact (measured or not) of member input or an engagement activity;
- Recognize, celebrate and spread successes among members and stakeholders.

Having a communications plan for both information sharing and engagement will help address communications needs in a timely and effective manner and keep activities on track. A communication plan should align with the Division/MSA strategic plan and annual work plan. Its tactics should support the success of Division/MSA programs and initiatives, and be targeted to members and other key stakeholder audiences.

APPENDIX A:

Sample Duties & Responsibilities for a Division/MSA Senior Staff Lead

Governance and Leadership

- Work with the governance table to develop a vision and strategic plan to guide the Division/MSA
- Identify, assess and inform the governance table of internal and external issues
- Act as an advisor to the governance table on all aspects of Division/MSA activities
- Foster effective teamwork between the governance table and the senior staff lead, and between the senior staff lead and staff/contractors
- Conduct official correspondence on behalf of and jointly with the governance table, as required
- Represent the Division at meetings and events to enhance the Division's or MSA's profile
- Work closely with the Provincial Divisions or Facility Engagement Initiative Offices and assigned Engagement Partner

Operational Planning and Management

- Develop an annual operational/work plan to achieve the strategic direction of the Division/MSA
- Ensure the daily operations are effective and efficient, and meet the requirements of the governance table, members and funders, and all relevant regulatory bodies
- Develop policies and procedures for governance table approval (review and update annually or as required) and ensure their effective application
- Ensure the development of and adherence to security and privacy policies and procedures
- Support the governance table by attending meetings, overseeing the development of the governance table meeting package (i.e., agenda, past minutes, working group reports, briefings), ensuring record keeping of all governance table meetings (i.e., minutes, decisions), responding to governance table member requests, and advising the governance table on relevant issues
- Responsible for the planning, implementation, oversight, quality improvement (PDSA cycles) and evaluation of all Division/MSA programs, services and special projects

Human Resources (HR) Management

- Determine staffing requirements for operations and program delivery, and recruit, train and mentor qualified staff
- Ensure HR policies, procedures and job descriptions are developed, reviewed regularly and meet legislation requirements, such as the *Employment Standards Act* and WorkSafeBC
- Ensure procurement policies, procedures and contract agreements are in place and reviewed regularly to meet business standards, such as fair contract process and avoiding conflict of interest
- Implement a performance management process to monitor the performance of staff/contractors on an ongoing basis according to strategic direction of the Division/MSA and approved HR policies
- Supervise and build a strong and collaborative team, facilitate open communication, ensure ongoing wellness, development, recognition and appreciation

Financial Planning and Management

- Work with staff and the governance table to prepare a comprehensive annual budget aligned with strategic and operational plans
- Work with the governance table to secure adequate funding for the operation of the Division/MSA and its programs/projects, including researching funding sources and writing funding proposals
- Administer the funds of the Division/MSA according to the approved budget and delegated authority; monitor monthly financials and cash flow; provide the governance table with regular, comprehensive reports on revenue, expenditures, trends and projections; and alert the governance table of risks and provide mitigation recommendations
- Ensure that sound bookkeeping and accounting procedures are followed which may include procurement and monitoring of a bookkeeper and/or accountant
- Ensure that the Division/MSA complies with all legislation regarding taxation, withholdings and remittances, and in collaboration with the bookkeeper/accountant, work with an auditor annually or as required by funders.

APPENDIX A:

Sample Duties & Responsibilities for a Division/MSA Senior Staff Lead

Communications/Media and Stakeholder Relations

- Communicate and engage with members, stakeholders and the broader community and hospital, as appropriate, to ensure information sharing and capacity building
- Establish or build positive working relationships and collaborative initiatives, where appropriate and aligned with the Division/MSAs strategic direction, with the Ministry of Health, Health Authority, Hospital, General Practice Services Committee, Specialists, Specialist Services Committee, other Division/MSAs, other health care providers and community organizations interested in improving health care
- Oversee and facilitate event planning, related promotion and follow up communications

Risk Management

- Identify and evaluate the risks to the governance table, members, staff, contractors, property, finances, goodwill and image, and implement measures to control risks
- Ensure that appropriate and adequate insurance coverage is in place, and that the governance table and staff understand the terms, conditions and limitations of the coverage

APPENDIX B:

Sample Committee Terms of Reference Template

This template provides an outline for establishing the terms of reference that can be adapted for any Division/MSA Committee.

Name of Committee

Terms of Reference

Adoption Date <XXX>

Revision Date <XXX>

1. Background – context about the Committee, parent governance table
2. Purpose / Mandate – explains 'why' the Committee has been established
3. Objectives and Responsibilities
4. Membership
    a. *Composition* – type/number of members, term of Directors (if relevant)
    b. *Chair* – as decided by the parent governance table, explanation of role of Chair, term
    c. *Secretariat* – as decided by the Committee, explanation of role of Secretary, term
    d. *Quorum* – a majority of the members of the Committee will constitute quorum
    e. *Expectations of Members* – e.g., attend meetings to best of ability, meaningfully participate, represent the views of the Division/MSA members, additional commitments
5. Frequency of Meetings – meets at the call of the Chair, frequency, location
6. Decision-making – explanation of how the Committee will make decisions (e.g., consensus, consensus minus 1 vote, dispute resolution process) and how the parent governance table will have final approval on all matters decide by the Committee
7. Minutes – recorded by the Secretariat or delegate, when/how circulated to members or parent governance table
8. Reporting Relationship – reports to parent governance table, frequency of reports, who reports (e.g., the Chair)
9. Funding – costs of participation on Committee/remuneration of members, outline of budget allocated to Committee (if relevant)
10. Confidentiality – outlines confidentiality expectations of members, no disclosure without consultation of the Committee, expectations around storage of information
11. Conflict of Interest – expectation for members to disclose and document any conflicts

APPENDIX C:

Division/MSA Financial Control Examples

Segregation of duties

The segregation of duties dictates that no financial transaction is ever handled by a single person. To accommodate this, different people need to be involved with the following processes: authorizing payments, signing cheques, recording payments and reconciling the bank statement. Each Division/MSA should ensure separation of financial duties wherever possible and appropriate to the size of the organization's financial and human resources.

Authorization and processing of disbursements

Internal controls should be documented in a procedural handbook, including handling of incoming money or other assets, investment of assets, approval of all disbursements including petty cash and payroll, monitoring of expense accounts, etc. All invoices and cheque requisitions should be authorized and signed off by the senior staff lead or designate. All invoices and cheque requisitions require a valid account code before they can be paid. A bookkeeper or administrative assistant should verify invoice totals and tax charges.

Signing authority

It is a standard practice in non-profit organizations to require the signature of two authorized officers on all cheques. It is a good idea to have three or four people with cheque signing authority to cover for people while they are away. It is not good practice to have pre-signed cheques – by doing so the signing officers are relinquishing their duty and putting the organization's funds at risk.

Bank reconciliations

A bank reconciliation is a process in accounting where a company ensures its business account transactions within their journal entries and ledgers are reconciled with the financial institution's most recent bank statement. Reconciliation is a vital part of the accounting process. It ensures that the financial information of your business account matches that of the bank's records and identifies any discrepancies. Discrepancies could include: cheques recorded as a lesser amount than what was presented to the bank, money received but not recorded, or payments taken from the bank account without the Divisions or MSA's knowledge. Bank reconciliation can reduce the number of errors in an accounting system and make it easier to find missing purchases and sales invoices. Any transactions in the accounting records not found on the bank statement are said to be outstanding. The bank will likely have a timeline of 30 to 60 days after which the bank statements are said to be accurate. Bank statements should be reconciled monthly by the senior staff lead or bookkeeper and reviewed and initialled by the Treasurer. Any questions should be raised with the bookkeeper.

Financial limitations

Financial limitation, often referred to as executive limitation, is an important policy that outlines the limits of spending authority for operational requirements. Financial activity over the limit of authority requires governance table approval. This policy allows senior staff to manage financial resources and helps the governance table remain focused on the big issues rather than operational issues. As the Division's or MSA's financial resources grow, a more comprehensive policy may be required.

Accounts receivable and accounts payable

The list of current accounts receivable and accounts payable should be passed to the senior staff lead for information and review. They should also be presented with the monthly financial statements for the governance table's information, especially where there are problems with the timeliness of payments or receivables.

Asset protection

Divisions or MSAs should have a policy regarding the protection of their assets. Such a policy identifies how the organization will manage and safeguard its assets. Typically, an asset protection policy includes statements regarding insurance coverage, equipment repair and maintenance, protection of intellectual property (information, computer records, legal documents and files protected from damage), public image and disposal of property.

Retention of records

Divisions and MSAs should have policies in place that clearly state the length of time that the financial records must be kept. This includes financial reports, ledgers, cheques, void cheques and electronic accounting system records. Seven years is common set time but confirm the requirements with an accountant and CRA. The following documents must be kept permanently: audit reports, cheques for important payments and purchases, contracts still in effect, legal correspondence, deeds and mortgages, year-end financial statements, insurance records, accident reports, claims and policies, minute books, bylaws and charters, tax returns and worksheets.

APPENDIX D:

Senior Staff Lead Performance Review Sample Questions

1. Questions for Director Leading the Performance Review (preferably the Chair/President)
   - Where are the senior staff lead's strengths and areas for improvement in supporting the governance table?
   - Where does the senior staff lead need support in managing and operating the Division/MSA?
   - Do you have any significant concerns about the performance of the senior staff lead?
   - Did the senior staff lead meet all pre-established expected outcomes over the past year?

2. Questions for staff or contractors reporting to senior staff lead
   - Does the senior staff lead appropriately define work assignments and set expectations for performance?
   - Does the senior staff lead support you in achieving your goals?
   - How would you describe your working relationship with the senior staff lead?

3. Questions for Division/MSA partners (e.g., DoBC Engagement Partner, health authority or other community contact)
   - How would you describe your relationship with the senior staff lead?
   - Is the senior staff lead an able representative of the interests of the Division/MSA?
   - Are there any areas you would recommend for the governance table to offer additional support?
   - Do you have any significant concerns about the performance of the senior staff lead?

APPENDIX E:

Sample Board-Self Assessment Indicator Questions

Adapted from: CABRO. *Governing in the Public Interest Foundational Training for BC Public Sector Appointees – Appendix 3 Board Self-Management Evaluation*. May 2019. *https://www2.gov.bc.ca/assets/gov/british-columbians-our-governments/services-policies-for-government/public-sector-management/cabro/governing-in-public-interest-module1.pdf*

1. Alignment behind a clearly articulated mandate
   - Are all governance table Directors clear on the mandate of the Division/MSA?
   - Do Directors demonstrate loyalty and support for the Division/MSA's mandate?
   - Do Directors take active steps to ensure partners, stakeholders, colleagues and patients are clear on the mandate, and can clearly understand the connection between the Division/MSA's activities, and it's intended purpose?
   - Do Directors approach decisions and discussions based on the Division/MSA mandate?
   - Is the senior staff lead and staff clear and aligned behind the Division/MSA mandate?
   - Do stakeholders understand the mandate?

2. Clear roles and responsibilities
   - Are all Directors clear about their role at the governance table, and how they are intended to contribute?
   - Does the governance table clearly understand all the entities and individuals who are involved in the governance of the Division/MSA?
   - Does the governance table clearly understand the role of the senior staff lead, and their role in supporting the governance table?
   - Are all Directors clear that, in their role at the governance table, they are not intended to advocate for any particular interest or group, but in the interest of their Division/MSA membership?

3. Strong relationships
   - Does the governance table (via the Chair/President) have a healthy and honest relationship with GPSC/SSC/DoBC and other entities (e.g., MOH, health authority, community organizations) and individuals that are involved in the governance of the Division/MSA?
   - Does the governance table support and foster relationships with the health authority and individuals that are important to achieve the objectives of the Division/MSA?

APPENDIX E:

Sample Board-Self Assessment Indicator Questions

4. Earned trust
    - Has the governance table and senior staff lead developed a trusting relationship through constructive inquiry and dialogue?
    - Does the governance table have a relationship with the senior staff lead that enables them to ask constructive and strategic questions about the most salient issues facing the Division/MSA?
    - Do Directors trust each other, and the senior staff lead, to make empowered decisions? Or is there a culture of micro-management based on an absence of trust?

5. An ability to engage in difficult conversations
    - Do Directors have relationships with each other that enable honest, constructive conversations?
    - Does your governance table regularly discuss the most important issues facing the Division/MSA, no matter how contentious, controversial or difficult?
    - Is the governance table willing and able to ask the senior staff lead difficult questions?

6. Leverage governance table skills and experiences
    - Do Directors have an opportunity to contribute on committees, task forces or take on governance table roles that are aligned with their skills, competencies and experience?
    - Do governance table conversations, discussions and decisions enable the inclusion of the diverse opinions and experiences of each Director?

7. A focus on strategic issues
    - At governance table meetings, do discussions and questions relate to the strategic direction of the Division/MSA?
    - Does the governance table spend the most amount of time on the most important issues?
    - Are the mandate and priorities outlined in your Division/MSA's strategic plan referred to on a regular basis by Directors?
    - Are the questions raised by Directors strategic or generative in nature?

8. A drive for continued improvement
    - Do Directors actively seek out and take advantage of professional development opportunities?
    - Does your governance table or Division/MSA provide professional development opportunities for Directors? Staff?
    - Does your governance table conduct self-evaluation on an annual basis, at a minimum?

9. A unified voice outside of the governance table room
    - Do all Directors support all decisions that are made outside of meetings? (e.g., even if they disagree with one another during the meeting?)
    - Do Directors demonstrate support and loyalty to the decisions, activities and the mandate of the Division/MSA, despite any differing perspectives that exist?
    - Does the governance table explicitly identify messaging and channels of communication to the membership, based on the decisions that are made, and demonstrating a unified voice?

10. A culture that focuses on outcomes and results
    - Does the culture of the governance table empower leadership?
    - Do governance table practices demonstrate a bias towards function, action and effectiveness, versus procedural technicalities and the formal process? (e.g., bias towards function over form)
    - Does the culture of the governance table enable effective responsiveness to different issues as they arise, notably items or issues that are not anticipated?

APPENDIX F:

Sample Table of Contents – New Physician / Director Orientation Manual

1. Title Page, Table of Contents & Acronyms
2. President Welcome Message
3. Governance Table Structure & Operations
   a. Directors – names, positions, length of service, biographies & contact information
   b. Meeting dates, times, locations
   c. Agenda format
   d. Director Job Descriptions
4. Onboarding Checklist for New Physicians
5. General Questions & Answers About Division/MSA
6. History & Background – about Division/MSA start-up, Divisions of Family Practice Initiative or Facility Engagement Initiative
7. Original Division Document of Intent or MSA Terms of Reference
8. What Does the Division/MSA Do? Projects, Initiatives and Programs
9. Division/MSA Governance Framework
   a. Constitution
   b. Bylaws
   c. Policies (e.g., code of conduct, privacy, alcohol, interpersonal conflict, etc.)
   d. Current Governance Table Minutes
10. Organization Chart
11. Committees & Relevant Terms of Reference
12. Partnerships & Supports (e.g., HA partners, other stakeholder, Division or FEI Support Staff, Division/MSA Staff, Director Contact Information)
13. Division/MSA Strategic Documents
    a. Strategic Plan – Vision, Mission & Goals
    b. Annual Reports (e.g., MSA Site Review & Reporting Process Report & SSC Feedback Letters)
    c. Communications Plan
    d. Evaluation Plan
    e. Risk Management Plan
14. Division/MSA Funding Documents
    a. Funding Guidelines
    b. Financial Statements
    c. Sessional Rates & Compensation Guidelines for Participating in Division/MSA Activities (including Director Compensation for participating at Governance Table)
    d. Project Funding Proposal Submission Templates
    e. Funding Systems Overview (e.g., for MSAs – introduction to FEMS)
    f. Insurance – Director Liability Insurance & Commercial General Liability Insurance
15. Maintaining the Physician Society Guidelines
16. Annual General Meeting Guidelines
17. Activity / Project Intake, Review & Assessment Process
18. Annual Calendar of Events
19. Performance Measurement & Evaluation Processes

APPENDIX G:

Resources & References

Throughout the *Governance Guidebook*, live links have been embedded directly into the document where applicable. While not exhaustive or totally comprehensive, the following lists other resources and references Division/MSA governance tables may find useful to access.

BC Cooperative Associations Act

https://www.bclaws.ca/civix/document/id/complete/statreg/99028_01

BC Corporations Act

https://www.bclaws.ca/civix/document/id/complete/statreg/02057_01

BC Hospital Act

https://www.bclaws.ca/civix/document/id/complete/statreg/96200_01

BC Hospital Act Regulation

https://www.bclaws.ca/civix/document/id/complete/statreg/121_97

BC Societies Act

https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01

BC Corporate Registrar, Societies – Maintain Your Society

https://www2.gov.bc.ca/gov/content/employment-business/business/not-for-profit-organizations/societies

- File an annual report
- Change directors
- Change a society's address
- Change bylaws
- Change the constitution (name or purposes)
- Amalgamate societies
- Dissolve a society
- Restore a society

BC Corporate Registrar, Co-operatives – Maintain Your Co-op

https://www2.gov.bc.ca/gov/content/employment-business/business/managing-a-business/permits-licences/businesses-incorporated-companies/cooperative-associations

- Keeping records and filing changes
- Dissolving or restoring a co-op
- Extra Provincial registration
- Resolve conflicts with a cooperative association

BC Personal Information & Privacy Act (PIPA)

https://www.bclaws.ca/civix/document/id/complete/statreg/03063_01

Crown Agencies and Boards Resourcing Office (CABRO) oversees the recruitment and recommendation of candidates for appointments to all Crown corporations, agencies, boards and commissions. https://www2.gov.bc.ca/gov/content/governments/organizational-structure/ministries-organizations/central-government-agencies/crown-agencies-and-board-resourcing-office.

CABRO also offers a number of foundational training modules related to board governance:

- Module 1 – Governing in the Public Interest (PDF)
- Module 2 – Financial Governance (PDF)
- Module 3 – Risk Management (PDF)
- Module 4 – Human Resources (PDF)

Divisions of Family Practice

https://divisionsbc.ca/

Divisions of Family Practice Administrative Handbook (2011)

https://www.jcc-resourcecatalogue.ca/media/divresources/AdminHRAdministrationHandbookMarch2011FINAL.pdf

Divisions of Family Practice Governance Handbook (2011)

https://www.jcc-resourcecatalogue.ca/media/divresources/OrgDevGovernanceHandbookAugust2011FINAL.pdf

Doctors of BC

https://www.doctorsofbc.ca/

Facility Engagement Initiative for MSA tools, resources and templates related to governance and more

https://facilityengagement.ca/

APPENDIX G:
Resources & References

JCC Resource Catalogue an easy-to-search collection of resources that were created by and/or for divisions, or are related to divisions' work

https://www.jcc-resourcecatalogue.ca/

Physician Master Agreement

https://www2.gov.bc.ca/assets/gov/health/practitioner-pro/2019_physician_master_agreement.pdf

Physician Master Agreement, Memorandum of Understanding on Regional and Local Engagement

https://www2.gov.bc.ca/assets/gov/government/ministries-organizations/ministries/health/mou-2019-regional-local-engagement.pdf

SSC-Facility Engagement Initiative. *"Medical Staff Association (MSA) Executive Leadership Development Needs."* 2019.

VantagePoint – supports BC's not-for-profit sector by convening, connecting and equipping leaders to improve organizational capacity. Offers training in governance, leadership, planning and HR. https://www.thevantagepoint.ca/. VantagePoint has also developed a number of open source, ready to use templates and tools on board development, capacity building, leadership and people engagement. See: https://www.thevantagepoint.ca/resources-download