



NEWFOUNDLAND AND LABRADOR  
MEDICAL ASSOCIATION

## **NLMA Board of Directors**

The NLMA is governed by its members, who meet each year for the annual general meeting. Between meetings of the general membership, the Board of Directors acts as the NLMA's governing body, and exercises the rights and powers of the Association. The Board of Directors is elected by the general membership through a general election. The day-to-day work is conducted by NLMA staff.

The Board consists of three officers (President, Past President and President-Elect), six At-Large Directors and three non-voting members that include the Board Chair, the student representative and the resident representative. Rather than represent a specific specialty, payment modality or geographic region, At-Large Directors are driven by the interests of the entire NLMA membership. To ensure equal distribution of the six At-Large Directors on the Board, no more than three (3) members from the St. John's metro region (St. John's, Mount Pearl, Paradise, CBS and the Northeast Avalon) serve on the Board at any given time.

The Board of Directors appoints a chairperson and all members of committees, a solicitor and other advisors to the Association. The Board also prepares a budget for the fiscal year and may authorize payment of honoraria.

### **Officers of the Association**

- Subject to Board guidelines. Cannot set policy.
- Expected to call special meetings of the Board if necessary.

#### **President**

- Shall preside at all meetings of the Association (unless a chair/speaker has been appointed) and shall perform such duties and apply such rules of order as custom and parliamentary practice and usage require
- Official NLMA spokesperson
- Shall deliver a presidential address at the AGM

#### **President-Elect**

- Assists the President in performance of duties of President
- Performance of duties of President in absence of the President
- Assumes role of President if office of President becomes vacant

#### **Past-President**

- Assists the President in performance of duties of President
- Performance of duties of President in absence of the President

## **Roles and Responsibilities**

### **Leadership Qualities**

Individual Board members consistently demonstrate the following leadership qualities:

- Personal integrity,
- Understanding of mission statement and core functions of NLMA,
- Understanding of financial planning and strategic concepts,
- Has a strategic vision of where the organization should go and how to get there in practical terms,
- Leadership ability and ability to participate on a team,
- Common sense and good judgment,
- Civic mindedness,
- Impartiality, objectivity, and open-mindedness,
- Approachability, emotional and social intelligence,
- Ability to maintain professional, collaborative, and productive working relationships,
- Respect for fellow Board members, staff and all NLMA members,
- Comfort with expressing respectful disagreement with the views of management and other Board members,
- Commitment to sharing knowledge and experience for the benefit of NLMA,
- Encouragement of candid discussion at meetings of the Board,
- Desire to strive for consensus decision-making,
- Readiness to ask and answer tough questions, and
- Willingness to help mentor new Board members,

### **Values**

Individual Board Directors consistently:

- Uphold the purpose of NLMA,
- Contribute to a positive Board culture,
- Demonstrate commitment to the success of the Board and NLMA,
- Demonstrate commitment to Board approved decisions,
- Accept accountability, jointly with the rest of the Board, for the performance of the Board and NLMA,
- Act loyally, honestly and in good faith,
- Act with high levels of integrity and ethical standards,
- Respect the confidentiality of documents, discussion and decisions,
- Act as a champion and an advocate for NLMA, and
- Demonstrate respect for all NLMA members.

## **Responsibilities**

The following describes the responsibilities and expectations of the Board:

- The Board is responsible for supervising and overseeing the NLMA's business and affairs, and when discharging its responsibility, must at all times act in the best interests of the NLMA.
- The Board is responsible for its stewardship of the NLMA. Accepted guidelines that give direction for the best and appropriate practices by an organization recognize this to include:
  - Use of strategic planning processes;
  - Identification of the major risks of the organization's business;
  - Implementation of suitable systems to manage risks;
  - Succession planning, including the appointment of the Executive Director;
  - Communications policy; and,
  - Integrity of management information systems and internal control of the organization.
- The Board is responsible for establishing good governance policies and processes.
- The Board is responsible for participating in developing and approving the mission statement, its goals, objectives and the strategy by which it proposes to reach those goals. The Board should ensure that NLMA achieves its mission in an ethical, prudent, proactive and consistent manner.
- The Board is responsible for monitoring the NLMA's progress towards its goals and altering direction as circumstances dictate. As well, the Board is responsible for taking action if goals are not met or other circumstances arise to impede the meeting of goals.
- The Board is responsible for monitoring compliance with all important procedures and policies by which the NLMA is operated and responsible for ensuring that the NLMA operates at all times in accord with all applicable laws and regulations and in accord with moral and ethical standards.
- The Board is responsible for ensuring that routine legal documents, requirements and records are properly prepared, approved and maintained.
- The Board should be proactive and understand its role relative to staff and committees.
- The Board is responsible for defining the responsibilities, expectations and roles of committees.
- The Board should delegate responsibility and authority for management functions to the Executive Director and refrain from handling management and administrative details.
- The Board is responsible for the supervision and assessment of the performance of the Executive Director.
- The Board is NOT responsible for managing the day-to-day affairs of the NLMA or devoting their full time and attention to the NLMA's affairs.

## **Duties**

The following are duties of directors, which serve to protect the individual and the organization against poor decisions and liability:

**Comply with the Law** A director must act in compliance with laws, regulations, articles of incorporation, the NLMA bylaws, the Operating Rules & Procedures, and other Board policies. This may require the Board member, if unsure, to review key documents. Key documents are located in the Board Onboarding Package found on the Board Orientation section of the NLMA SharePoint site.

**Duty of Care & Skill** A director must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. This includes:

- Being as fully informed as reasonably possible with respect to all aspects of the association.
- Obtaining the appropriate information to make decisions. This includes reviewing critically the agenda, and all reports and proposals presented to the Board in advance of and between meetings, to be prepared to discuss the business in a knowledgeable way.
- Carefully probing management and advisory analysis and recommendations.
- Acting cautiously and anticipating any probable consequences of any course of action that the organization may choose to undertake.
- Bringing their own judgment to bear on the matter.

**Duty to Manage** Directors are responsible for establishing policies and for measuring management's and committees' implementation of these policies. This includes strategic planning, risk identification and risk management, management review, financial stewardship, public relations, and governance.

**Fiduciary Duty** This duty requires the director to act in honesty and good faith, in the best interest of the corporation, to avoid any conflict of interest, maintain confidentiality, and to subordinate every personal interest to those of the corporation. This means:

- Although a director may be a member of a particular group within the association, when decisions are made, they must be made with a view to the best interest of the NLMA as a whole.
- A director cannot take advantage of an opportunity presented by virtue of their director position.
- A director must declare when duty to NLMA and personal/professional interests are in conflict.
- Once the board makes final decisions, directors must accept the decision made and are responsible to support that final decision with the membership and other stakeholders.

### **Tips on Participating Between Meetings**

- Consult with NLMA members.
- Complete all tasks that were assigned to you as early as possible.
- Suggest items that should be included on the next meeting's agenda.
- Raise concerns with those who can take corrective action.
- Offer to help get pre-meeting assignments completed.
- Offer constructive feedback to the Chair on his/her performance.
- Keep proceedings of "in-camera" or closed meetings confidential.
- Comply with the organization's code of ethics and conflict of interest guidelines.

### **Tips on Participation During Meetings**

- Review the agenda and supporting material in advance of each meeting.
- Be prepared to discuss the business in a prepared and knowledgeable way.
- Be prepared to vote on relevant business (unless excluded by conflict).
- Attend all meetings.
- Arrive on time and be there for the full duration – in body and in spirit.
- Endeavour to listen to others.
- Raise valid concerns, even at the risk of sounding radical or being unpopular.
- Give yourself permission to question the status quo.
- When opposing a direction, be prepared to propose a better alternative.
- Insist on the clarity of proposals, especially when votes are taken.
- Focus on policy and leave implementation to committees and management.
- Help to introduce a light touch, especially when people are taking things too seriously – but show respect for others.

### **Performance Indicators for Meetings**

The following represent a set of indicators that can be used to measure whether a meeting has been successful:

- Clarity: of mandate, purpose, the issues and the procedure. Are members clear on each of these items before, during and after the meeting?
- Order and decorum
- Productivity
- Flexibility and creative thinking
- Quality decisions
- Openness and collaboration
- Balance
- Shared responsibility
- Variety
- Logistical support
- Ex-officio members (committee chairs, etc.) and staff provide useful information when called on by the Board.

## **Time and Commitment**

A Board member is expected to commit the time required to attend and prepare for meetings and events. It is expected that a Board member will:

- Attend new Board member orientation,
- Make every effort to attend all regularly scheduled Board meetings (generally 5 meetings per year held on Saturdays, usually 5 hours in duration).
- Attend the Annual General Meeting (held on a Saturday in June, followed by a Board Meeting on Sunday),
- Participate in Board retreats, training and development as required,
- Serve on committees as required,
- Represent the Board at social and community events as required, and
- Inform staff in advance of the meeting if unable to attend a meeting.

## **Limitations on the Individual Board Director Duties**

The essence of the individual Board members' duties is reviewing the briefing material provided and monitoring the progress of goals and objectives to gain reasonable assurance that the Board's oversight is:

- being conducted effectively and in compliance with applicable laws, statutes and regulations,
- reasonable and appropriate in the circumstances given the nature of the organization and its strategic plan, and
- sufficiently and accurately reported upon to members and all relevant stakeholders.

## **Liability**

In general, directors are not liable for the consequences of reasonable decisions made in good faith, in the absence of conflicts of interest, provided directors undertook the investigation of alternatives and acted fairly. However, some statutes do impose personal liability on directors for breach of certain statutory obligations (e.g. income tax, employment, unemployment and pension legislation). In addition, directors will be held liable if they failed either to perform their duties with the required standard of care and skill, or if they breached their fiduciary duty to the NLMA.

The NLMA carries directors' and officers' liability insurance, designed to protect a director or officer of a firm for liability due to breaches of duty resulting from negligence, error, or omission.

## **Terms and Renewal**

An Officer of the Board shall serve a three-year term to fulfill the executive positions of President-Elect, President and Past-President. Directors At-Large shall be eligible to serve as directors for a three-year term and shall be eligible for re-election as a Director At-Large after the expiration of one (1) year from the year in which such director shall have last held office. Resident and student members are appointed to the Board by their respective associations. They shall serve at the pleasure of their respective associations, which is generally a one-year term.