

## TERMS OF REFERENCE FOR THE PRESIDENT AND VICE-PRESIDENTS

These terms of reference set out the mandate, duties, and responsibilities of the president and vice-presidents.

### TERMS OF REFERENCE FOR VICE-PRESIDENTS

### TERMS OF REFERENCE FOR THE PRESIDENT

#### I. INTRODUCTION

- A.** The president provides leadership in guiding council and coordinating its activities and develops relationships in the best interests of the Association. In performing this role, the president works with the executive director, and council chair if not the president, manages the activities of the council, and together with the executive director fosters effective relations with the CMPA members and stakeholders.
- B.** The presidency is a senior governance position elected on an annual basis. The time required is more than that required of a councillor, but less than a full time employee.
- C.** The president, while working closely with the executive director, retains an independent perspective to best represent the interests of the association, the members, and council.

#### II. ELECTION OF THE PRESIDENT

Any member of council nominated by three members of council before the close of nominations on December 31<sup>st</sup> can stand for election as president for the upcoming council year, starting immediately following the annual meeting in the following August. If there is more than one nominee for president, a list of candidates will be circulated to council. The president will be elected during the council meeting in February in accordance with the election process outlined in Tab 9C of the Council Governance Manual - Election of Senior Governance Positions. The president may serve for a maximum of 2 years.

#### III. WORKING WITH MANAGEMENT

The president will:

- A.** Act as a sounding board for and provide counsel to the executive director, including helping to identify problems, reviewing strategy, maintaining accountability, building relationships and ensuring the executive director is aware of concerns of council, the councillors, and the CMPA members.
- B.** Lead the council in the ongoing process of monitoring and evaluating the performance of the executive director.
- C.** Ensure strategic plans, the annual operational plan and budget, capital budgets, and quarterly/year-end reports are considered by council.
- D.** Ensure the executive director reports on senior management<sup>1</sup> development and succession plans at least annually.
- E.** With the executive director, and council chair if not the president and where applicable:
  - (i) Provide input into long range goals.
  - (ii) Monitor achievement of goals and objectives.
  - (iii) Provide linkage to other organizations.
  - (iv) Promote attendance at council and committee meetings.
  - (v) Plan agenda for council meetings.
  - (vi) Plan committee composition.
  - (vii) In consultation with the Governance Committee, recommend the adjustment of committee mandates and align committee work plans, as required.
  - (viii) Foster a constructive and harmonious relationship between council and management.
- F.** Ensure the By-law is adhered to.

1. Senior management means those members of management so designated by the executive director.

#### IV. MANAGING THE ACTIVITIES OF THE COUNCIL<sup>2</sup>

The president will:

- A.** Provide leadership to council.
- B.** Ensure council has full governance of the Association's business and affairs and is alert to its obligations to the Association, to CMPA members, to management, and under the law.
- C.** Assist council in reviewing and monitoring the strategy, policy, and directions of the Association and the achievement of its objectives.
- D.** Ensure there is cohesion of direction and purpose at a policy and strategic level.
- E.** Foster a culture of accountability and responsibility and promote a positive, team-based working environment within council.
- F.** Monitor the effectiveness of council.
- G.** Communicate with council to keep it up to date on major developments and emerging issues.
- H.** Direct management to ensure council has sufficient information to permit it to make decisions.
- I.** In consultation with the two vice-presidents, the executive director and the Executive Committee, recommend to council the membership and chair of each committee of council (see Tab 15B – Process for the Appointment of Committee Chairs and Members).
- J.** Set the frequency of council meetings and review such frequency from time to time, as considered appropriate or as requested by council.
- K.** Establish annually, in advance, the council meeting schedule.
- L.** Ensure councillors have an opportunity to provide input to council meeting agendas.
- M.** Coordinate the agenda, information packages and related events for council meetings with the executive director.
- N.** Chair council meetings as per appointment as council chairperson by council.
- O.** Chair the Executive Committee.
- P.** Chair the Nominating Committee.
- Q.** Serve as an *ex officio* member of all committees of council<sup>3</sup>. The president may, from time to time, formally delegate all or part of this responsibility to a vice-president or, provided the individual is a member of council, to a past-president. For the Case Review Committee only, the president may alternatively delegate the *ex officio* responsibility to any member of the Executive Committee.
- R.** Ensure council and committee meetings are conducted in an efficient, effective, and focused manner.

#### V. EXTERNAL MEETINGS AND COMMUNICATIONS

The president will:

- A.** Chair the annual and special meetings of members.
- B.** Serve as the official spokesperson of the Association, but may delegate this responsibility.
- C.** In coordination with the executive director, act as the Association's principal representative in dealings with the governing leadership of other organizations.
- D.** In coordination with the executive director, ensure management and, where applicable, council are appropriately represented at official functions and meetings.

2. Section 4.12 of the CMPA By-law #52 reads "The Council will appoint a Chairperson for its meetings; the President may be but need not be, the Chair. If the appointed Chair is not in attendance, one of the Councillors present shall be chosen to be chairperson of the meeting." If applicable and as required, the president will work with the council chair in managing the activities associated with the council meetings.

3. As an *ex officio* member, the president (or his or her delegate) has a vote at all committee meetings except the Audit Committee. If council has appointed the president as a member of the Audit Committee, then the president will have a vote. The president will excuse himself/herself from any discussions by the Nominating Committee regarding his/her nomination for re-election to council.



## VI. SUCCESSION PLANNING

The president is responsible for ensuring succession planning is in place for the executive director and will provide oversight to the executive director recruitment process.

## TERMS OF REFERENCE FOR VICE-PRESIDENTS

### I. INTRODUCTION

- A.** As set out in the By-law, each vice-president shall have such powers and duties as the president may from time to time delegate or as the council may prescribe. The vice-presidents, in order of seniority as designated by council, shall be vested with all the powers and perform all the duties of the president in the absence or disability of the president.
- B.** The president and the vice-presidents are elected annually by council. Generally the 1<sup>st</sup> vice-president has succeeded the president and the 2<sup>nd</sup> vice-president has succeeded the 1<sup>st</sup> vice-president. In preparation for the likelihood that they may be elected to the presidency, appropriate training will be provided for the vice-presidents to enable them to better fulfil their future duties and responsibilities. Such training shall include having served on, or having been exposed to, most or all of the committees of council prior to running for the presidency. If formally delegated by the president, a vice-president may act as an *ex officio* member of a committee in place of the president.

### II. DUTIES AND RESPONSIBILITIES

#### A. 1<sup>st</sup> Vice-president

- (i) to advise and regularly consult with the president and the executive director on governance matters and strategic issues
- (ii) where appropriate, in consultation with the president and/or the executive director and, at the discretion of the president, to act as the Association's representative in dealings with the governance leadership of external organizations as well as attending official functions and meetings
- (iii) in the absence of the president, and council chair when applicable, to chair council meetings
- (iv) to serve as a member of the Executive Committee, and in the absence of the president, to chair Executive Committee meetings
- (v) to advise and consult with the president regarding the president's annual recommendations for the composition of the committees of council
- (vi) to participate in the biennial visitation to provincial counsel firms
- (vii) to attend the PIAA annual medical liability conference and other PIAA meetings as appropriate
- (viii) The 1<sup>st</sup> vice-president shall undertake the responsibilities of the president if for some reason the president is unable to undertake the president's responsibilities or resigns. The 1<sup>st</sup> vice-president will act as president for the completion of the current president's term or until council elects a new president, whichever occurs first
- (ix) To the extent feasible, the 1<sup>st</sup> vice-president will seek to make personal and practice arrangements such that he/she can assume the responsibilities of the president, on short notice, should that be required.

#### B. 2<sup>nd</sup> Vice-president

- (i) to advise and regularly consult with the president and the executive director on governance matters and strategic issues
- (ii) where appropriate, in consultation with the president and/or the executive director and, at the discretion of the president, to act as the Association's representative in dealings with the governance leadership of external organizations as well as attending official functions and meetings
- (iii) to serve as a member of the Executive Committee and in the absence of the president and 1<sup>st</sup> vice-president, to chair the Executive Committee meetings
- (iv) to advise and consult with the president regarding the president's annual recommendations for the composition of the committees of council



- (v) in the event that the president is unable to undertake the president's responsibilities or resigns and if the 1<sup>st</sup> vice-president is unable to undertake the president's responsibilities, the 2<sup>nd</sup> vice-president will act as president for the completion of the current president's term or until council elects a new president, whichever occurs first
- (vi) to attend the PIAA annual medical liability conference.

### III. TRAINING

- A.** The Association will provide funding for all necessary training and support for the vice-presidents, including but not limited to:
  - (i) governance best practices
  - (ii) conduct of meetings
  - (iii) communications training, support and technology related to interaction with the Association and with external entities
  - (iv) media training
  - (v) appropriate training in the areas of corporate finance, investments, actuarial concepts, legal concepts and case management that are relevant to the CMPA. This training may require high level briefing by senior staff or CMPA consultants on corporate strategy and tactics in such areas.
- B.** On an annual basis, in consultation with the president and the executive director, the vice-presidents will identify training and support requirements and estimate the budgetary needs for inclusion in the Association's annual operating budget.
- C.** Depending on the specific experience of the incumbent, some of the training may be achieved through attendance, as an observer, at meetings of committees.

### IV. ELECTION

- A.** Any member of council nominated by 3 members of council as 1<sup>st</sup> or 2<sup>nd</sup> vice-president, before the close of nominations on December 31<sup>st</sup>, can stand for election to this position for the upcoming council year starting immediately following the annual meeting in the following August.
- B.** If there is more than one nominee for the position of 1<sup>st</sup> or 2<sup>nd</sup> vice-president, a list of candidates will be circulated to council. The positions of 1<sup>st</sup> or 2<sup>nd</sup> vice-president will be elected during the council meeting in February in accordance with the election process outlined in Tab 9C of the Council Governance Manual – Election of Senior Governance Positions.
- C.** The vice-president(s) will serve a term of 1 year, which takes effect immediately following the annual meeting and runs until the completion of the following annual meeting. The president may serve for a maximum of 2 years; there are no term limits on the tenure of the vice-president(s).

