

KEY CHANGES IN THE CMPA GOVERNANCE MODEL

For all conversations related to the amended By-law, Council will be referred to as the Board of Directors, and Councillors as Directors.

1. Purpose of Governance Changes

a) *Why has CMPA decided to amend the By-law?*

- Our members are clear. They want a responsive and agile CMPA with a governing Board* that is positioned to respond to changes in the rapidly evolving healthcare and medico-legal environment. **Currently known as Council, but to be referred to as the Board in all information about the amended By-law.*
- With member support, we have been working to modernize our governance model, building from our position of strength, to set us up for continued success. This means adapting our governance model to reflect modern governance practices and support responsive decision-making.

b) *What is the background to CMPA's proposed changes to the By-law?*

- In 2022, a motion to review our governance model was approved by the membership. This motion was very timely as the Board had already begun to explore modernizing governance.
- During the next two-plus years, we consulted with members, engaged with experts, and conducted research to build a series of recommendations to enhance our governance model for years to come.
- At the 2024 Annual Meeting, members voted to approve recommendations to enhance our governance model: [Modernizing CMPA Governance: Governance Review Report. \[PDF\]](#).
- Following the vote, a By-law Working Group was created to prepare By-law amendments that reflect these recommendations.
- The proposed By-law draft is being presented by CMPA to the members for approval during the [2025 Annual Meeting](#).

c) *Why is the proposed By-law more streamlined than the current By-law?*

- The proposed By-law has been modernized with simplifying language and more reader-friendly text.
- The proposed By-law maintains flexibility to allow CMPA to make changes as needed to meet the future needs of its members. This adaptability is important given that changes to the By-law require government approval, which is a time-consuming and complex process.

d) *What is staying the same in the proposed By-law?*

- CMPA's mission remains unchanged. We will continue to be there for members with compassionate support, medico-legal protection, eligibility for assistance, and data-driven learning and research to reduce medico-legal risk.
- CMPA remains an association of physician members that is governed by a Board of physicians.
- Members' ability to participate in elections will remain, and the Board will continue to hold elections in geographical areas – ensuring geographic diversity.
- Members maintain their ability to request a reconsideration of an assistance decision.

e) What is changing in the amended By-law?

- The By-law has been amended to incorporate the recommendations approved by members, which will see CMPA
 - progressively decrease the Board size to 15-25 Directors.
 - streamline Board nominations to a single process and maintain geographical representation.
 - provide the Board with the ability to appoint up to four Directors, when required, and create 12-year term limits.
 - maintain an appropriate mix of family physicians, specialist, and physicians using the Governance Manual.
 - The Division A (family medicine) and Division B (other specialties) definitions currently hard-coded in our By-law use language that no longer captures the diversity of medical practice.
 - As such, specific definitions and categories will be removed from the By-law, and we will continue to maintain an appropriate balance using the Governance Manual.

f) What is the Governance Manual and how are changes made to it?

- The Governance Manual is the set of rules, policies, and regulations adopted by the Board that operationalizes various parts of the By-law.
- The Governance Manual must be consistent with CMPA's Corporate Charter and the By-law.
- The Governance Manual is managed by CMPA's Board and is regularly updated. Under the new By-law updating the manual would require a 2/3 vote of Board Directors.

2. Extent of Assistance for Members

a) Will the proposed By-law change how CMPA assists its members?

- No. The proposed By-law maintains the manner in which CMPA assistance is currently granted.
- The draft By-law maintains the principle that CMPA assistance is discretionary and that extent of assistance is determined on a case-by-case basis.
- Discretion allows the flexibility to expand the service provided to members, rather than deny assistance on the basis of defined policies.
- Members are encouraged to contact CMPA as soon as possible upon learning of a threat of legal action or encountering other difficulties.
- CMPA physician advisors provide members with individual advice and, if appropriate, will refer the matter to legal counsel. This process remains the same.

b) Will members still have the ability to request reconsideration of a CMPA assistance decision?

- Yes. All members have the ability to request reconsideration of CMPA's decision to limit, restrict, decline, or terminate assistance. This is called case reconsideration.
- The By-law will maintain members' ability to request reconsideration of CMPA's case management decisions.
- Reconsiderations of case management decisions are, and will continue to be, handled by a Board committee.
- The procedure for the reconsideration process will continue to be set out in the Governance Manual.



3. Composition of the Board of Directors

a) *What is the composition of the Board under the proposed By-law?*

- The draft By-law proposes that the Board will:
 - Continue to be composed of physicians who are licensed to practise medicine in any province or territory in Canada
 - Be composed of 15 to 25 positions, strengthening CMPA's agility and facilitating responsive decision-making. The Board will include
 - elected Directors (elected in geographical areas and at a national level)
 - appointed Directors (up to four, if needed)
 - the President, and the Vice-President.
 - Continue to be responsible for the governance of CMPA and oversee the management of its activities and affairs. The Board will still have responsibility for directing management, to whom it delegates responsibilities for the day-to-day conduct of business.
 - The President and Vice-President are Directors *ex officio* – meaning they are Directors by virtue of holding the office of President or Vice-President. The President and Vice-President will continue to be elected positions and will be sitting Board members prior to their election.

b) *With a range of 15-25 Directors on the Board, what is the expected number intended to be?*

- It is envisioned that, at the outset, the Board will be composed of 25 Directors.
- If it chooses, the Board can then work to further reduce size over time.
- It will take a number of years to complete the transition to the new By-law, so any reduction in the number of Directors can be gradual and may happen naturally as Directors come off the Board. The Board can decide at each point whether the position should be filled, and how.
- Under this new model, the Board is able to continually evaluate its composition and make decisions within the parameters of the By-law to respond to the needs of the Association.

c) *How many Directors will there be in each geographical area?*

- Under the draft By-law, there must be “at least one” Director elected from each geographical area established by the Board.
- The Board would have the flexibility to make decisions on an annual basis as to the number of elected and appointed Board positions to be filled, not to exceed the maximum number of 25 positions.
- The number of positions in each geographical area will continue to be set out in the Governance Manual.
- CMPA will maintain elections in each geographical area, ensuring geographic diversity.
- The Board will have the ability to determine the desired attributes, skills, specializations, practice locations, and competencies to be considered for geographical positions.
- To support access to the Board, any CMPA member in an area with open positions may submit their candidacy to the Nominating Committee.

d) *How many Directors will there be for the nationally elected positions?*

- Under the draft By-law, there may be one or more Directors who are elected by the membership as a whole (i.e. nationally).
- The Board will have the ability to determine the desired attributes, skills, specializations, practice locations, and competencies to be considered for national positions.
- They will also determine the number of national positions available each year, looking at the needed skills and attributes.

- The Board would have the flexibility to make decisions on an annual basis as to the number of elected and appointed Board positions to be filled, not to exceed the maximum number of 25 positions.
- The number of nationally elected Directors will be set out in the Governance Manual.
- Increasing access, any CMPA member across the country may submit their candidacy for consideration by the Nominating Committee and election by the membership.
- All CMPA members can vote on national-level positions when elections occur.

e) *How many appointed Directors will there be?*

- The Board can appoint up to a maximum of four Directors and will determine when appointments are needed.
- The appointed physician positions will be used to optimize the Board's skills and diversity and ensure the Board reflects various viewpoints and lived experiences. The positions will also provide an opportunity to address representation, e.g. appointing a rural physician if rural diversity is lacking.
- Definitions for the member-at-large positions will be established by the Board and articulated in the Governance Manual, and may include attributes such as medical specialty, resident/early career, geographical area, etc.
- Candidates for the member-at-large positions will be reviewed and recommended by the Nominating Committee and approved by the Board.

f) *Will CMPA keep a balance on the Board between the various geographical areas in Canada?*

- Yes. To ensure geographical diversity on the Board, the draft By-law requires that there be geographical area positions on the Board, and that those Directors be elected by members from the same geographical area.
- Maintaining the current geographical area election model promotes geographical diversity on the Board.
- The Board also has the option to appoint up to four Board Directors to round out the diversity on the Board to ensure that balance is kept.
- Geographical areas and the number of Directors to be elected from each area will be set out in the Governance Manual. There must always be "at least one" Board Director elected from the members in that geographic area.
- The Board will continue to determine the number of positions in each geographical area.

g) *Will Board Directors elected in a geographical area represent their province or territory?*

- No. CMPA's Board is national in scope and represents all of Canada.
- CMPA members will continue to elect some Board Directors by geographical area.
- While these Directors bring unique insights from their geographical areas, they owe a fiduciary duty to the Association and support CMPA's work at a national level.
- They have not, and do not, represent their province or territory, or the specific members from the area that voted for them. This will not change.

h) *How will CMPA ensure a balance of specialties on the Board?*

- There is a commitment to maintain an appropriate balance of family physicians, specialists, and other physicians on the Board.
- This balance will be determined by the Board and set out in the Governance Manual, rather than hard-coded in the By-law — giving CMPA more flexibility to compose the Board to address changing member and organizational needs.
- The Division A (family medicine) and Division B (other specialties) definitions currently hard-coded in our By-Law use language that no longer captures the diversity of medical practice.

- As such, specific definitions and categories will be removed from the By-law, and we will continue to maintain an appropriate balance using the Governance Manual.

i) *Will residents continue to be eligible to sit on the Board?*

- Yes. Currently, there is one national Board position allocated to a resident.
- Under the proposed By-law, this position will be sunset, as residents will be able to seek nomination for any open Board positions

4. Board Nominations

a) *Will the Board establish the attributes, skills, and qualifications needed for various Board positions?*

- Yes. All candidates for the Board will be assessed by looking at the needed skills and attributes on the Board.
- The Board will have the ability to determine the desired attributes, skills, specializations, geography, practice locations, and competencies to be considered. This allows the Board to respond to governance and member needs.
- This is important because CMPA is a complex organization that requires a diversity of skills, characteristics, and knowledge within its governing body.

b) *Are members able to nominate candidates for the Board?*

- No, however members can submit their candidacy for consideration by the Nominating Committee under the draft By-law.
- The Board nomination process will be streamlined to a single stream to support equal evaluation for all candidates.
- Any interested member may be on the ballot, as long as they contribute to the sought-after skills and experiences.
- All candidates for open Board positions (e.g. national or geographical area positions) will be reviewed and recommended by the Nominating Committee and approved by the Board.
- The Nominating Committee can now propose more than one candidate for positions elected geographically and nationally, potentially creating a larger slate of candidates for the elections.
- With a larger slate, CMPA members have more opportunities to be involved in governance.
- Members approved this approach to nominations at the Annual Meeting in 2024 when they approved the [Modernizing CMPA Governance: Governance Review Report. \[PDF\]](#).

c) *How many Directors can the Nominating Committee nominate for each position?*

- The draft By-law permits the Nominating Committee to propose more than one candidate for positions, potentially creating a larger slate of candidates for the elections.
- With a larger slate, CMPA members have more opportunities to be involved in governance.
- The Governance Manual is likely to establish a range (still to be determined).

d) *What is the process for electing Directors?*

- Each year, the Nominating Committee will call for and assess candidate submissions from members across Canada (including residents) and put forth a slate of candidates for election.
- The deadlines and overall process for the election of Directors remains unchanged from the current By-law.
- Nomination and election information will be available on CMPA's website.

e) What is the process for appointing Directors?

- The process for appointing Directors is still to be determined.
- The appointed physician positions will be used to optimize the Board's skills and diversity and ensure the Board reflects various viewpoints and lived experiences. The positions will also provide an opportunity to address representation, e.g. appointing a rural physician if rural diversity is lacking.
- The Board will determine when appointments are needed.
- The draft By-law states that appointed Directors will hold office for terms of up to four years, with a possibility of re-appointment up to the maximum term limit of 12 years.

f) How will the Board decide which positions on the Board will be nationally elected?

- The Board will assess the various skills, experience and other characteristics of candidates to determine whether an election from the membership as a whole is desired to achieve diversity with respect to characteristics, across specialities, geography and other areas.
- The Nominating Committee will solicit nominations for the position(s).
- After determining the eligibility and suitability of candidates to serve as Directors in accordance with the By-law and Governance Manual, the Nominating Committee will recommend candidates to be placed on the election ballot.

5. Representation from Québec

a) How will you ensure representation from Québec on the Board?

- With the amended By-law, CMPA will continue to maintain elections in each geographical area, including Québec.
- CMPA recognizes the size and unique significance of Québec and has always ensured that Québec has representation on the Board in a manner that reflects its distinct nature.
- The number of seats on the current Board reflect that, and it is expected that this recognition will not change going forward. Also, CMPA anticipates that the geographical areas will remain as they are for the near future, and that Québec will remain a separate area.
- In addition, under the proposed By-law, the Board can consider a wider range of skills, attributes, specializations and competencies of Board Directors. This can assist the Board in ensuring the nomination process incorporates requirements that are important to Québec members.
- The amended By-law also allows the Board to appoint up to four Board Directors to round out the skills and attributes on the Board. In this way, the Board can ensure that there is sufficient and appropriate representation from Québec in the decision-making made by the Board should it not have been satisfied through the election process.

6. Term of Office

a) Why have term limits been introduced?

- At the 2024 Annual Meeting, members approved the creation of 12-year term limits for Board Directors, as recommended in the Report to Members on the Governance Review.
- This supports access and greater renewal on the Board.

b) *What will each Director's term of office be?*

- The draft By-law states that Directors will hold office for terms of up to four years, with a possibility of re-election or re-appointment up to the maximum term limit of 12 years.

c) *What are the President's and Vice-President's terms of office?*

- It is expected that the Governance Manual will continue to stipulate a one-year term for the President and Vice-President, with that term being renewable for a second one-year term.
- This fosters periodic renewal in leadership, while also allowing CMPA to benefit from the experience of the President and Vice-President.
- The Board will continue to elect the President and Vice-President from sitting Board members.

d) *Is there a maximum number of terms a Director can serve?*

- Yes. There is term limit of 12 cumulative years of service.
- Any Director who has served as a Councillor/Board Director prior to the implementation of the new By-law can serve for no more than 14 years, which includes the years of service as a Councillor/Board Director.
- This is intended to ensure continuity of experience in a complex organization and a level of leadership stability as CMPA transitions to a new Board structure.
- Once the transition is complete, all Board members will have the same ultimate term limit of 12 years.

7. Nominating Committee

a) *Who can sit on the Nominating Committee?*

- The draft By-law opens the Nominating Committee to a broader membership (i.e. non-Director members).
- At least two of the Nominating Committee positions will be filled by CMPA members who do not sit on the Board, giving all CMPA members the opportunity to sit on the committee.
- The Nominating Committee will be composed of 6-10 members, including the President, with at least half being Board directors and the remainder being CMPA members-at-large.

8. Supporting Member Engagement

a) *Are there any changes to how members vote at the Annual Meeting?*

- The draft By-law provides members with greater flexibility in how they can attend an annual meeting.
- Members can attend and vote virtually or in person, or a combination of both.
- These are necessary changes because the current By-law only permits in-person Annual Meetings and voting can only be done in person. This has meant that CMPA has had to obtain a court order every year since 2020 in order to hold virtual and hybrid meetings and permit online voting.

b) *Are members still permitted to submit a motion for the Annual Meeting?*

- Yes. Proposed updates to the By-law continue to support member participation in the Annual Meeting, including by submitting a motion for consideration on the agenda.
- Any member, with the signed endorsement of 25 other members, can cause a motion to be added to the agenda, subject to other requirements outlined in the By-law. The current By-law requires the signed

endorsement of 10 members for motions unrelated to the By-law and 25 members for motions involving By-law amendments. Submitting a motion for consideration must be done 60 days prior to the annual meeting. Details are available on the [Annual Meeting webpage](#).

- The Governance Manual will continue to set out a detailed process for the receipt and handling of member motions.

c) *How else can members participate in CMPA governance?*

- The draft By-law gives members more opportunities to shape CMPA governance, including:
 - being elected to the Board
 - being appointed to the Board
 - sitting on the Nominating Committee
- There will also be greater opportunity for renewal of Board membership with the new term limits.

9. Transitioning to a new By-law

a) *How will Council transition to a Board of Directors?*

- The By-law changes will be phased in gradually and responsibly. The Board will oversee the transition as it progresses year to year.
- At present, there are 29 Councillors/Board Directors on CMPA Council/Board. The Board will be smaller than the current Council/Board – with a maximum 25 Directors.
- It is expected the Council/Board will decrease in size by 2027, when the new By-law is expected to come into force.
- As Councillors'/Board Directors' terms end or they resign, their respective positions on the Council/Board under the old By-law will be modified or replaced to give effect to the composition of the Board under the new By-law.
- The Board can determine how it wishes to fill the remaining positions with appointed Directors and elected Directors.

b) *When will the transition be complete?*

- We expect that the full transition to the new By-law should be complete by 2030.
- The transition provisions in Article 12 of the draft By-law will be removed once the transition is complete.