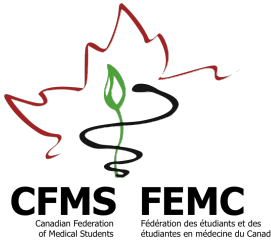


# **GOVERNANCE COMMITTEE REPORT**

*Franco Rizzuti, Co-chair*

*2018 Annual General Meeting Report*

*September 21-23, 2018 Montreal, Qc*



## **I. DESCRIPTION OF COMMITTEE**

The Governance Committee is a standing committee of the Board of Directors (the “Board”) of the Canadian Federation of Medical Students (“CFMS”) and must be comprised of at least three Board members and three non-board members.

The Governance Committee will be a support committee for both the General Assembly and Board in developing and overseeing governance processes for the Federation.

The CFMS is a registered Canadian Not-For-Profit (NFP) as per the Canadian Not-for-Profit Corporations Act (the ‘Act’) as such is required to follow regulations set there forth.

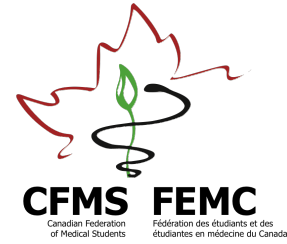
## **II. RESPONSIBILITIES**

Subject to the duties and responsibilities of the Board and to the requirements of the Act, as per Bylaws, will perform the following duties:

1. Governance Documents and Initiatives
  - Develop and recommend to the Board and/or General Assembly, as per Bylaws & the Act, for approval, the By-laws and governance-related policies of the Federation.
  - Following consultation with the Executive Director/General Manager and Board Chair, develop terms of reference for the Board.
  - Through delegated authority of the Board and Membership, ratify all Terms of Reference (ToR), as well as, revisions of Federation committees or Task Forces ToRs.
  - Ensure that all committees have ToRs, which undergo bi-annual review and revision, if necessary.
  - Support the Federation in development of policies, procedures, and processes where appropriate
  - Monitor and report to the Board with respect to the implementation of the governance-related policies.
  
2. General Assembly
  - Provide Expertise to members of the General Assembly and the Board regarding Act requirements and operations aspect of General Meetings.
  - Serve as the body to address formal complaints and concerns regarding the General Meetings of the members. Complaints should be made to the Chair of GC within seven (7) days of the meeting.

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3. Board and Committee Effectiveness

- Ensure Committee Chairs and the Board deliver a report biennially at General Meetings.
- In partnership with Board Chair and Committee Chairs, assess and support their needs with regards to items including, but not limited to, frequency and location of Board and Board Committee meetings, meeting agendas, reports, information and discussion papers, and the conduct of meetings.

4. Directors’ Orientation

- Support the President, Board Chair, and General Meeting Chair in developing orientation resources.

**III. STRATEGIC PLAN PRIORITIES**

[\[link to 2017-2011 Plan\]](#)

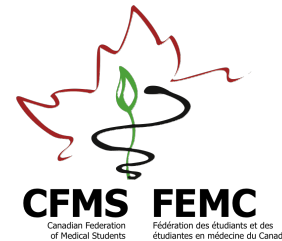
Strat Plan Item	Description	Timeline	Bylaw	Action
1.1	Create Delegation of Authority Policy	2017-2019	37	Policy developed, motion forward to GA
1.2	Governance committee	2017-2018	TBD	COMPLETE Struck & operational Revised ToRs at AGM2018
1.5	GM reform & GM policy	2017-2022		Policy Under Development ETA: SGM 2019
1.7	Transparent decision-making framework	2017-2019	37	Policies Under Development -Delegation of Authority Framework -Board Terms of Reference -Policy on Policies & Procedure ETA: AGM 2018
1.8	FAHRC	2017-2018	79	COMPLETE
1.9	ToRs for all committees	2017-2022 should be done for 2018	Multiple	In progress ETA: Winter Board Meeting 2019
1.11	Committee chair responsibilities	2017-2019	40	In DoA framework
1.12	Increase votes of institutional members from 2 to 3	2018-2020	4,6 and others	COMPLETE Passed at SGM 2018, implementation for SGM 2019 (due to corps. Canada approval)

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1.13	Resolutions Task Force	2017-2018	NA	Work Complete To be integrated in GM Policy ETA: SGM 2019
2A.1	Change of electoral schedule	2018	45	COMPLETE Passed at SGM 2018
2B.1	ToRs review	2018	NA	In progress ETA: Winter Board Meeting 2019
3.1	Past-president to chair board	2017	Multiple	COMPLETE as per AGM2017 bylaw revision
3.2	Change of VPs to Directors	2017	Multiple	COMPLETE as per AGM2017 bylaw revision
3.5	Implement Dyad Model	2018-2019	85	COMPLETE Trial implemented as per AGM2017 bylaw revision Formal proposal passed at SGM 2018

### III. 2017-18 Projects

Governance Committee Undertook the following project areas this year; some stem directly from the strategic plan, others evolved from organizational workplans & regulatory needs.

#### Completed projects

1. Bylaw Revisions
  - a. Incorporation of Dyad model (passed at SGM2018)
  - b. Electoral cycle changes (passed at SGM2018)
  - c. Housekeeping (Motion at AGM 2018)
2. Template for
  - a. Terms of Reference Committee
  - b. Terms of Reference Round Tables
  - c. Terms of Reference National Officers (NOs)
3. Delegation of Authority Framework (completed, motion at AGM2018)
4. Creation & implementation of CFMS Policy on Governance Documents
5. Creation & implementation of CFMS Board & Volunteer documents
6. Review of process to ensure candidate diversity (later in report)
7. Review & minor revisions to GC ToRs, as per AGM2017 motion (Motion at AGM2018)

#### On-going projects

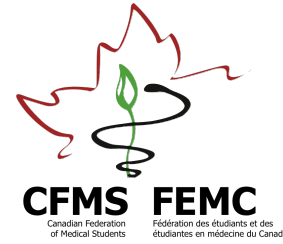
8. Ensure all committees, roundtables & task forces have updated ToRs (first order of business for 2018-19 board & chairs)
9. Ensure all positions have ToRs/descriptions (in progress, target completion SGM2019)
10. Integrate General Meeting Task Force report into General Meetings policy (for SGM2019)
11. Develop Elections Policy (for SGM2019)

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- 12. Revision & Development (where needed) of Communications, Cyber security, Privacy, Finance, Investment & Sponsorship policies to meet regulatory & insurance changes/requirements (on-going, completion scheduled for Winter Board Meeting 2019)

New Projects for 2018-19 Year

- 13. Significant focus will be Communications & Finance portfolios regulatory & insurance requirements. This work to be lead by Board specifically Board Chair, VP Communications & VP Finance with support from Governance Committee
- 14. Development on CFMS Governance toolkit & primer for Board & volunteers
- 15. Enhanced governance section on CFMS Website
- 16. Development of policy revision schedule
- 17. Review & revision of organizational policies, as needed

Acquisition of contract staff and governance expertise to expedite the revision process.

*Respectfully submitted on behalf of Governance Committee*

*Dr. Franco A. Rizzuti*

*2017-18 CFMS Past-president & Board Chair*

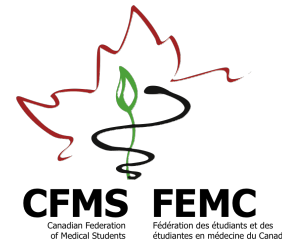
*GC Co-chair*

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### IV. Addendum- Election Review & Candidate diversity

#### Addressing SGM Concerns re. Change to Election Timeline

At SGM in April 2018, the Governance Committee proposed a number of motions to change CFMS bylaws. Some motions in particular drew concern, specifically those regarding changes to the election schedule for CFMS Board positions. While these motions have passed, the governance committee was tasked with addressing these concerns.

The motions allow for particular board positions to be elected at the SGM in April instead of at the AGM in September. This will allow a number of portfolios to have an “Elect” position that will take over officially at the AGM. The CFMS President already has this timeline and now Student Affairs, Education, Government Affairs, Global Health, Communications, and Finance will also have this timeline. The Regional Directors will continue to be elected in September. The motivation for this change was to allow for 1) smooth transitions between large portfolios 2) time to be saved during the elections period at AGM.

Paired with this elections motion, was the motion to adopt the “Dyad Model” as the official CFMS board structure. The Dyad model pairs every Regional Director to a particular portfolio. The Regional Director is responsible for the “Roundtable” that has representation from every school to guide vision and decisions as well as member engagement, while the Vice President/Portfolio Director is responsible for the “Committee” made up of interested applicants to execute the work of the portfolio, and general operations within the portfolio. This governance model allows for a clear division of responsibility for all committees and roundtables as well as enhanced accountability.

This report focuses upon processes and strategies currently undertaken and recommendations to ensure diversity in candidates for elections, and to ensure Regional Directors are not a direct pathway to Portfolio director-ships.

In process activities:

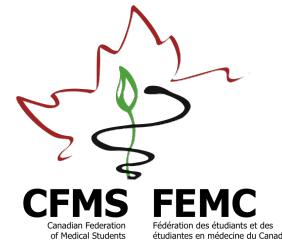
1. As per CFMS Human Resources & Operations Strategic Plan 2017-2022 Operational Direction 2, the CFMS has:
  - a. **Clear handover processes.** Each portfolio has clear ToRs & handover summaries.
  - b. **Portfolio Transition Overlap.** Each portfolio now has a 5 month overlap, with an incoming -elect portfolio director, and earlier selection of National Officers through Nominations Committee. These changes are aimed to allow the organization to be more effective at the start of the academic year. Moreover they extend the transition period from days to months.
2. As per CFMS Human Resources & Operations Strategic Plan 2017-2022 Operational Directions 1& 3, the CFMS has formalized a delegation of authority framework with clarified delegation of responsibility within the organization. This change, as well as the

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comprehensive governance change at the CFMS has aimed to distribute responsibility and activities throughout the organization. i.e. CFMS committees now have expanded scopes.

3. As per CFMS Human Resources & Operations Strategic Plan 2017-2022 Operational Direction 4, the CFMS has increased the Staff compliment in order to better volunteers. Under development for the 2018-19 year is a new volunteer onboarding process.
4. Electoral Changes. The 2017-18 year saw a change to electoral process, these changes included:
  - a. Formalization of the proxy process to run for positions
  - b. Advanced platform submission. Candidates now submit their platforms & biographies, complete with a CV (if they so choose) in advance of the meeting. This change allows for broader awareness of the candidates in advance of the speeches.
  - c. Extended call for positions. CFMS election calls at minimum have 6 weeks lead-up notice before General Meetings.
  - d. Current board members are available and accessible for questions regarding portfolios during election calls and throughout the year.
  - e. Dedicated board focus to membership renewal and board succession planning.
  - f. Development of a CFMS electoral policy/procedure to formalize current processes and to guide elections for the organization going forward.

### Recommendations for Board Consideration:

5. Language clarity for titles. Currently, the regional director is titled as an “attache” to the portfolio, and are assigned after AGM election. The board to work with Governance committee to explore other language that fits within the CFMS governance processes.
6. Continued roll-out of CFMS governance change to enhance member engagement and increased delegation of activity.
7. Exploration of additional travel support for individuals wishing to engage with CFMS, i.e. more travel awards, travel supports for individuals running for board positions.