

THE ONTARIO MEDICAL ASSOCIATION

BOARD COMMITTEE¹, BOARD TASK FORCE², and BOARD SUB-COMMITTEE³ CHAIR and VICE-CHAIR JOB DESCRIPTION

1. General Responsibilities

The Chair of a Board Committee, Board Task Force, and Board Sub-Committee (“Committee Chair”) of the Ontario Medical Association (“OMA”) is responsible for facilitating the highly effective performance of the Committee. The Committee Chair is not an executive of the OMA in the sense that the Committee Chair is not responsible for the operational management of any aspect of the OMA’s business.

The Committee Chair is the voice of the Committee in communications with the Board and the CEO (“CEO”).

In discharging his/her responsibility, the Committee Chair will (i) provide leadership to the Committee on specific issues and, in particular, on the implementation of the OMA strategic plan, (ii) act as a servant to the Committee in meeting Committee requirements, (iii) in accordance with the direction of the Committee, act as the spokesperson for the Committee (iv) at the request of the Committee and/or the CEO of the OMA, act as an intermediary between the Committee and the CEO, (v) act in accordance with the financial policies of the OMA; and (vi) report to the full Board on the Committee’s decisions/ recommendations.

The Vice-Chair shall assist the Chair and shall perform the duties of the Chair in the absence of the Chair.

2. Specific Responsibilities of the Committee Chair

Without limiting the generality of the responsibility of the Committee Chair as described in Section 1 above, the Committee Chair shall:

¹ A “Board Committee” is a committee created by the Board, consisting entirely of Board members and reporting directly to the Board.

² A “Board Task Force” is a committee created by the Board which reports directly to the Board. Members of a Board Task Force do not have to be members of the Board.

³ A “Board Sub-Committee” is a committee created by the Board which reports directly to a Board Committee and whose Chair must be a member of the Board. Other members of a Board Sub-Committee do not have to be members of the Board.

³ An “advisory CEO Committee” is an OMA committee authorized by the Board to report, through the CEO, on selected topics of interest to the Board. No member of the Board should serve as a member of an advisory CEO Committee, except the President.

a) Pre-Committee Meeting Mechanics

1. understand and effectively communicate the role and functions of the Committee to all Committee Members and relevant stakeholders;
2. in consultation with the Board Chair and CEO, determine the number, timing and length of Committee meetings so as to enable the Committee to deal on a timely basis with all matters for which the Committee is responsible and with which the Committee as a whole chooses or is obliged to deal;
3. agenda matters at Committee meetings shall not be dealt with at a Board meeting if that Committee meeting occurs within less than two weeks (i.e. 14 days) of the next regularly scheduled Board meeting;
4. advise and consult with the Board Chair and CEO in preparing the annual work plan for the Committee;
5. after consulting with the CEO and the Board Chair, establish the agenda for each Committee meeting with a view to bringing before the Committee (i) matters with which the Committee wishes or is obliged to deal with by virtue of the Committee's Charter, (ii) matters in respect of which Management requires or wants Committee approval; (iii) recurring agenda items which have been specified in governance documents of the OMA;
6. except in rare or unusual circumstances, use his/her best efforts to *provide or to cause to be provided* to the Committee within a *reasonable* time (e.g. 5 days) in advance of each Committee meeting *all reasonably required and available information* (including any amended Committee minutes, committee memos etc.) relating to each matter to be dealt with by the Committee at that meeting;
7. where, in the Committee Chair's opinion, the subject matter and expected duration of a Committee meeting or the particular circumstances of a Member of the Committee would so warrant, encourage a Committee Member or Members to participate in the meeting by means of telephone, teleconference, videoconference or other methodology by which Members participating in the meeting are able to speak to and be heard by each other;
8. with few exceptions, approve the general nature and length of all on-screen presentations (e.g. Power Point) to be made at each Committee meeting before such presentations are provided to the Committee Members;

9. prior to any Committee meeting, confer with one or more Committee Members on any matter to be discussed at the Committee meeting if, in the Committee Chair's opinion, the Committee's discussion of that matter would be enhanced;
10. use his/her best efforts to provide or to cause to be provided to the Committee, within a reasonable time frame after each Committee meeting, (e.g. 7 days), a first draft of the Committee minutes for review and feedback from the Committee Chair and Committee Members;
11. act as a sounding board for the CEO's ideas (or those of his/her designate);
12. consult with and constructively engage with the CEO (or his/her designate) with respect to achieving the responsibilities of the Committee;
13. discuss with the Board Chair and/or CEO any significant issues confronting the Committee; and
14. be involved in the preparation of the Committee's annual budget.

b) Conduct of Committee Meetings

1. act as the Chair of each Committee meeting;
2. facilitate and mediate Committee decisions;
3. facilitate and optimize the constructive involvement and participation of all Committee Members;
4. keep the Mission, Vision, Values, Objectives and strategic priorities/initiatives of the OMA foremost and use them as a template/screen for all Committee agendas and work plans;
5. conduct the business of each Committee meeting in a manner which will normally result in the meeting's agenda being completed and dealt with effectively;
6. assign work to the Committee Members - including the OMA staff assigned to the Committee. In the event of any staff and/or CEO concerns regarding the staffing or resources made available to the Committee, the Committee Chair should first consult with the Board Chair for resolution - and, failing that, bring the matter to the full Board;

7. propose the termination of discussion on any matter at a Committee meeting when he/she is of the opinion that (i) the matter has been thoroughly canvassed and that no new points of view or information are being presented; (ii) that the matter falls outside the scope of the agreed upon mandate of the Committee; or (iii) additional information is required by the Committee in order to make an informed decision;
8. always attempt to achieve a consensus among Committee Members on any matter discussed at a Committee meeting in respect of which (i) the Committee's decision, views or counsel has been requested or is required, and (ii) the Committee Members express conflicting positions, views or counsel, and where consensus is not available, be guided by Nathan's Company Meetings;
9. ensure that all Committee Members who wish to address a matter at a Committee meeting are afforded a reasonable opportunity to do so;
10. in any case where a Committee Member (the "conflicted Committee Member") has an interest or potential conflict in respect of a matter to be discussed at a Committee meeting, have the conflicted Committee Member to excuse himself/herself from all of the Committee discussion of that matter; and
11. call special meetings of the Committee when necessary.

c) Committee Culture

1. The Committee Chair shall use all reasonable effort to promote and support a Committee culture characterized by:
 - a) the Committee's acceptance of its accountability for the performance of the OMA;
 - b) the acceptance by each Committee Member of his/her responsibility to use his/her best efforts in carrying out his/her duties as a Committee Member;
 - c) the Committee's insistence on the highest level of integrity and honesty in the actions of the Committee and Management;
 - d) respect and trust amongst Committee Members;
 - e) the open and timely sharing of all relevant information amongst all Committee Members;

- f) acceptance by all Committee Members of the right of every Committee Member to hold and respectfully express dissenting opinions;
- g) a genuine commitment by Committee Members to good governance practices; and
- h) a willingness on the part of Committee Members to function as a team;

d) Committee Composition and Education

The Committee Chair shall:

1. recommend candidates to the Board Chair and/or the Chair of the Governance and Nominating Committee (“GNC”) for election to the Committee;
2. communicate regularly with all Committee Members;
3. set a high standard for Committee conduct by modeling, articulating and enforcing rules of conduct found in the OMA by-laws, Committee charters, the Code of Conduct, the Spokespersons Policy and other policies related to proper board conduct but especially conflicts of interest and Board confidentiality.
4. ensure that assigned responsibilities of the Committee are both understood and carried out;
5. facilitate and optimize the constructive involvement and participation of all Committee Members;
6. with the assistance of the OMA staff, lead the orientation for new Committee Members;
7. implement processes approved by the Board for evaluating the performances of the Committee and Committee Members;
8. regularly review (or assist the GNC in regularly reviewing) the mandate of the Committee with a view to recommending to the GNC appropriate amendments to the Committee’s mandate;
9. participate in evaluating the effectiveness of Committee Members;

10. use reasonable efforts to cause the Committee to be made aware on a timely basis of changes in the law and/or best practice respecting the duties of the Committee;
11. seek feedback on his/her performance as Committee Chair;
12. develop a positive, collaborative relationship with the Board Chair, Committee Members, and the CEO or his/her designate; and
13. make recommendations regarding the continuing education of Committee Members.

e) Miscellaneous Matters

1. at the request of any Director or Committee member, meet or be available for discussion with that person between meetings of the Board or Committee;
2. coach and mentor any identified successor Committee Chair; and
3. perform such other functions as the Board Chair may specify from time to time.

f) Specific Duties of the Vice-Chair

The Vice-Chair shall:

1. assist the Chair in establishing the agenda for each Committee meeting;
2. assist the Chair by reviewing committee documents and meeting minutes prior to circulation to committee members
3. consult with and constructively engage with the Chair with respect to achieving the outcomes of the Committee as described in the committee's Terms of Reference and/or Charter;
4. advise and consult with the Chair in preparing the priorities and annual work plans for the Committee;
5. undertake any training and continuing education;

6. perform such other functions as the Chair may specify from time to time.

Approved October 26, 2017 by OMA Board

Amended and re-approved September 11, 2019 to include roles and responsibilities of the
Committee Vice-Chair