

Board of Directors Terms of Reference

1. Purpose

Subject to the Societies Act and Doctors of BC's Constitution and Bylaws, the Board is the Association's governing body. It sets and supports the Association's vision and strategy; is responsible for the Association's good governance; provides operational oversight; and, through designated representatives, engages in stakeholder relations and advocacy.

2. Core Duties and Competencies and Attributes

See attached [Board Role Descriptions](#) document (approved September 20, 2024).

3. Membership

The Board is composed of the three officers (President, President-Elect, and Immediate Past-President) and eight Directors at Large. All Board members are full voting Directors, each with one vote.

The Board appoints a Chair and Vice Chair from within its membership.

4. Election and Term

Directors at Large are elected by the Representative Assembly from amongst candidates nominated by and from the membership. The three officers are *ex officio* Directors of the Board.

Subject to the Bylaws, Directors at Large generally hold a term of three years to a maximum of six years within a 10-year period. Director at Large positions filled through a by-election may have different terms.

5. Attendance

Board Directors are expected to attend all Board meetings. In accordance with the Association's Bylaws, a Board Director who is absent from two or more regularly scheduled Board meetings in a year, unless otherwise excused by the Board Chair, is deemed to have resigned.

In addition to Board meetings, all Board Directors are expected to attend regularly scheduled meetings of the Representative Assembly, and of any statutory, standing or ad hoc committee to which they may be appointed as a Board representative.

6. Remuneration

Board Directors are paid an annual stipend as determined by the Representative Assembly, and are paid honoraria in accordance with honoraria and remuneration policies in place from time to time. They are reimbursed for reasonable expenses necessarily incurred while engaged in the business of the Association.

7. Conduct, Confidentiality and Conflict of Interest

All members of Doctors of BC when carrying out work on behalf of the Association, including attending meetings, communicating on/via electronic platforms, and/or interacting with Doctors of BC staff are required to adhere to the Member Code of Conduct.

Board Directors must maintain the confidentiality of information they acquire by virtue of being Directors of the Association. This obligation applies to all information that is not otherwise generally available to the members of the Association. Information may be expressly designated as confidential or may be confidential by implication.

Directors must observe confidentiality of discussions and dynamics at Board meetings. The duty of confidentiality continues to bind a Director after they cease to be a Director.

Board Directors must disclose any matters which may constitute a direct or indirect conflict of interest between personal or professional activities. In addition, they must annually complete a Disclosure of Conflict of Interest declaration.

8. Administration and Record Keeping

The Legal & Governance division within the Policy, Strategy & Legal Affairs department provides primary administrative support to the Board of Directors, including the Chair and Vice Chair.

Minutes of all Board meetings are prepared by the Director, Governance or their delegate. In accordance with the Societies Act and the Association's Bylaws, minutes of Board meetings (other than *in camera* minutes) are open to inspection by members in good standing.

9. Amendments

These terms of reference will be reviewed if there are legislative, Bylaw or policy changes affecting the Board of Directors or amendments proposed by the Board of Directors as necessary.

Approved by: Doctors of BC Board of Directors

Date: December 13, 2024

Superseded Versions:




March 2019

September 2017

Board Role Descriptions

Core Duties

Members of the Board are collectively responsible for:

<p>Vision & Strategy</p> 	<ul style="list-style-type: none">▪ Setting and continually supporting the Association’s mission, vision, values and overall strategic direction, including through a multi-year Strategic Plan▪ Ensuring members and key stakeholders are aware of the Association’s Strategic Plan and the Association’s progress towards its goals, directions and priorities▪ Approving the Association’s strategy for negotiating agreements with the Government▪ Considering advice and recommendations from the Association’s standing policy committees, approving official health policy statements and positions for the Association
<p>Board Self-Governance</p> 	<ul style="list-style-type: none">▪ Ensuring adequate policies, procedures and resources are in place to support the Association’s good governance, including Board member orientation and ongoing Board-related learning and development▪ Ensuring mentorship and succession planning amongst Chair and Vice Chair, and/or other Board leadership positions▪ Considering advice and recommendations from the Association’s Governance Committee, Representative Assembly, and/or other governance advisors
<p>Operational Oversight</p> 	<ul style="list-style-type: none">▪ CEO Management<ul style="list-style-type: none">• Hiring, providing strategic direction to, and monitoring the performance of the CEO• Delegating operational responsibility and approvals to the CEO▪ Financial Oversight<ul style="list-style-type: none">• Considering advice and recommendations from the Association’s Audit & Finance Committee, auditors, and/or other financial advisors• Reviewing financial statements and ensuring the completion of an annual audit of the Association’s financial statements▪ Risk Management<ul style="list-style-type: none">• Maintaining ongoing awareness of the Association’s risks as reported in its Risk Register• Ensuring policies are in place to identify, prevent, mitigate and manage risks, as appropriate

Stakeholder Relations & Association Advocacy



- Through designated spokespersons, communicating Board decisions to members and external stakeholders as appropriate
- Through designated representatives, building and maintaining relationships with key stakeholders
- Through designated representatives, making recommendations to stakeholders that advance the interests of the Association

In addition to their duties as a Board member, the **Chair** of the Board is responsible for:

- Serving as the CEO's primary point of contact for matters related to Board operations, including: the scheduling of meetings; the development and approval of meeting agendas, minutes and other corporate records requiring Board approval; and the communication of Board decisions to the Representative Assembly and members
- Presiding at Board meetings in a manner that: maintains effective functioning of the Board to fulfil the priorities set out in the agenda; fosters an inclusive and psychologically safe environment; ensures Board members, invited guests and staff comply with the Association's Code of Conduct; and facilitates consensus wherever possible
- Representing the Board at meetings, events and other functions
- Serving as an advisor to Board members
- Mentoring and coaching the Vice Chair and/or others interested in Board leadership positions
- Participating as an *ex officio* member of committees as assigned and in accordance with the committees' Terms of Reference

In addition to their duties as a Board member, the **Vice Chair** of the Board is responsible for:

- Acting for the Chair in the Chair's absence
- Supporting the Chair as requested
- Seeking out opportunities to learn from, and be mentored by, the Chair
- Participating as an *ex officio* member of committees as assigned and in accordance with the committees' Terms of Reference

Regardless of their role, all members of the Board are individually responsible for:

- Exercising care, diligence and skill
 - Distinguishing and respecting the distinct roles of the Board and the CEO
 - Reviewing Board agenda materials and correspondence in a timely way to remain informed on operational activities and to come prepared to actively participate in Board decision-making
 - Seeking advice from internal and external professionals and advisors where appropriate
 - Dedicating the time necessary to discharge Board duties
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- Acting honestly, with integrity, and in compliance with all applicable laws
 - Acting in the best interests of the Association rather than to advance personal best interests
 - Speaking with one voice when discussing Board matters
 - Maintaining the confidential information and records of the Association
 - Understanding and complying with all external and internal conflict of interest laws, policies and guidelines
 - Understanding and complying with all applicable laws applicable to the governance of non-profit societies, including the *Societies Act* and the *Lobbyists Transparency Act*

Core Competencies and Attributes

Individually and collectively, Doctors of BC Board members demonstrate the following core competencies and attributes:

Mindset



- Creating and achieving the Association’s mission and vision by:
- innovating through strategic thinking: focusing on the factors and variables that influence the long-term success of the Association
 - leading with a systems lens: focusing on interdependencies and interconnectedness
 - understanding and representing the interests of members

Interpersonal Relationships



- Practising the Doctors of BC “Better Together” philosophy by:
- working as a team to create and achieve common goals
 - demonstrating respect by creating space for open expression by others and acknowledging the value that a diversity of beliefs, values and ideas adds to discussions
 - remaining humble and listening to understand
 - speaking up and being actively engaged

**Personal
Characteristics**



Achieving the Association's objectives by:

- being thoughtful and intentional
- being respected by members
- coming prepared and demonstrating commitment
- being realistic

In addition to the competencies and attributes applicable to all Board members, the **Chair** of the Board:

- actively practices inclusivity to facilitate collaboration and build consensus
- employs diplomacy and is conciliatory
- is prepared, organized, and proactive in order to respect, and be protective of, the Board's time and resources
- is a strong communicator who shares their experiences to educate and mentor Board colleagues and future Board leaders

In addition to the competencies and attributes applicable to all Board members, the **Vice Chair** of the Board:

- demonstrates curiosity and courage while serving as a sounding board for the Chair and Board colleagues
- uses their interpersonal skills to connect and collaborate within and outside the Board
- is an open-minded learner with a willingness to be coached and mentored by the Chair
- has the dedication and commitment to the Association to assume the Board Chair role if needed, or as part of a succession plan