

## Board Chair Position Description

### 1. Overview and Mandate

The Board Chair will lead the Board of Directors and work collaboratively with Directors and the CEO to advance the vision and mission of the OMA. The Chair will:

- Represent the collective voice of Directors and act as a spokesperson for the Board of Directors
- Represent the Board of Directors in discussions with the CEO and consult with the CEO about achieving the goals of the Board of Directors
- Deliver reports and speak to members, the Board of Directors and physician leaders on issues relating to Board decisions, Board accountability, and the governance of the organization
- Oversee that the Board of Directors and the CEO remain transparent in their processes and actions, and are accountable to the corporation
- Act as an OMA ambassador by supporting OMA communications and advocacy efforts when required

The Chair is not an executive of the OMA in the sense that the Chair is not responsible for the operational management of any aspect of the OMA's business

### 2. Term of Office

The Chair is elected by the Board of Directors. The term of office for the OMA Board Chair is two years, although an incumbent may be re-nominated and re-elected for an additional two-year term.

### 3. Knowledge, Experience & Leadership Qualities

#### Knowledge

- The OMA Vision, Mission, Values, and Guiding Principles
- An in-depth understanding of the professional, institutional, policy, and community context in which the OMA operates in order to recommend and oversee the impact of change
- The OMA By-Laws and Governance Policies
- The OMA Board of Directors Policy Manual
- The OMA Code of Conduct
- Best practices in governance
- Rules of Order for the conduct of meetings as specified in *Nathan's Company Meetings*
- Familiarity with directorships and their requirements, both legal and regulatory

#### Experience

- Experienced in governance and demonstrates strong knowledge of governance best practices
- Experience with Board of Directors and ideally will have served as a Chair of a Board or Committee
- Experience in the facilitation, motivation, evaluation, and leadership of Directors

## Leadership Qualities

- Personal integrity and professionalism
- Adherence to the OMA Code of Conduct
- Commitment to the OMA and the physician profession
- Impartiality, objectivity and credibility
- Confidence, transparency and empathy
- Respect of members, fellow Board Directors, and the community
- Champion for diversity and inclusion
- Approachability, availability, and open communicativeness
- Excellent facilitation and consensus building skills
- Ability to be an active listener
- Ability to motivate and coach Board members
- Ability to build relationships
- Strong conflict-resolution skills
- Ability to lead strategically and to solve problems with “integrative” thinking
- Ability to speak to members on OMA Board matters if required

## 4. Working Relationships

The Board Chair will ensure effective working relationships with the CEO, with fellow Board Directors, and with the Chairs of Committees, Panels, and Task Forces.

## 5. Specific Responsibilities

- a) Assume all responsibilities of a Director
  - Please see the *Individual Director Position Description*
- b) Deliver reports and speak to members, the Board of Directors and physician leaders on issues relating to Board decisions, Board accountability, and the governance of the organization according to the OMA communication policy
  - Deliver reports at the AGM and at the General Assembly
  - Support the President in speaking to members related to negotiations and all Board decisions that significantly affect members
  - Speak at Town Halls as required
  - Notify members of vacancies on the Board
- c) Act as an OMA ambassador by supporting OMA communications and advocacy efforts when required
- d) In collaboration with HRCC, oversee that the Board of Directors hires and manages the performance of the CEO
  - Ensure that the Board of Directors provides the CEO with performance goals, accountability criteria, resources, advice and guidelines
  - Ensure that the Board of Directors collectively provides an environment for the CEO that is supportive and motivating and that enables the CEO control of the OMA organization

- Ensure that the Board of Directors supports the CEO in the process of strategic planning

#### e) Conduct Pre-Board Meeting Planning

- Determine the number, timing, and length of Board of Directors meetings in consultation with the CEO
- Create purposeful and effective meeting agendas in collaboration with the CEO and determine what matters to bring before the Board of Directors.
- Focus on the right strategic discussions that are linked to OMA priorities and objectives
- Meet or be available for discussion with Directors between meetings of the Board of Directors at the request of any Director
- Confer with other Directors informally prior to Board of Director meetings on any matter if, in the opinion of the Board Chair, such a discussion would enhance its later formal discussion
- Oversee the implementation of Board of Director decisions and ensure directors uphold decisions made
- Reach out to the CEO or Board Committee for an explanation if the implementation of a decision has been delayed
- Oversee the appointment of a neutral, independent expert facilitator/chair for General Meeting of Members as required

#### f) Chair Effective Board of Director Meetings

- Conduct meetings in accordance within the governing policies of the OMA
- Ensure that meeting agendas are focused on advancing the organizational goals and objectives and items are dealt with in an efficient and orderly manner
- Keep the Board apprised of all key discussions and decisions made between Board meetings
- Optimize the constructive and professional participation and conduct of all Board Members in deliberations
- Ensure a fair, balanced, strategic, and professional discussion
- Manage a diverse Board of Directors
- Ensure that all Directors who wish to address a matter at a Board of Directors meeting are afforded a reasonable opportunity to do so – including visitors as appropriate
- Manage difficult behaviour effectively and fairly during meetings
- Encourage collective decisions and consensus among Directors, especially where Directors may express conflicting positions, views, or counsel
- Maintain order during meetings, establish an adjournment time, and prioritize items for discussions
- Ensure that discussions at the Board of Directors are focused on the Board making the best decision for the OMA
- Facilitate and mediate Board of Directors decisions
  - Propose the termination of a discussion of any matter
  - that has been thoroughly canvassed and where no new points of view or information are being presented;
  - that falls outside the scope of the agreed upon Charter of the Board;
  - that requires additional information for an informed decision
- Summarize agreed action points for Directors at the end of each agenda item and at the end of the meeting
- Ensure that minutes of meetings are accurate and timely

- Follow up and report on agreed action points
- Request any “conflicted” Director to excuse himself/herself from all discussion of the related matter by leaving the room
- Assist with onboarding new Directors

**g) Foster a positive Culture in the Board of Directors**

The Chair sets a high standard for Board Directors conduct by modeling, articulating, and enforcing the rules-of-conduct found in the OMA’s Code of Conduct, especially rules relating to behaviour, conflicts of interest, and confidentiality. The Chair makes all reasonable efforts to promote and support a positive Board culture, so that:

- The Board of Directors uphold fiduciary duty to OMA and the physician profession as a whole
- The Board of Directors accepts its accountability for the performance of the OMA
- Board Directors understand and accept their fiduciary duty and use their best efforts in carrying out their work at the OMA
- The actions of the Board of Directors and of the CEO have the highest level of integrity and honesty
- Respect and trust are developed among Board Directors
- Relevant information is shared with Board Directors in an open and timely way
- Board Directors understand and observe the right of every Director to respectfully hold and express dissenting opinions
- Board Directors demonstrate a genuine commitment to good governance practices
- Board Directors demonstrate a desire to function as a high-performing team
- Board Directors act as OMA ambassadors with members and stakeholders, supporting OMA advocacy efforts when required

**h) Oversee Board of Directors Evaluation**

The Board Chair will:

- In collaboration with HRCC, oversee the design and implementation of processes for evaluating the performance of the Board of Directors and individual Directors
- Make recommendations regarding the continuing education of Board Members
- Seek feedback from Directors on his/her performance as Board Chair

**i) Oversee Board Committee Matters**

- Act as ex-officio, voting member of all OMA Board Committees, Board Task Forces, and Board Sub-Committees
- Assist the GNC in recommending the appointment of Chairs and Vice Chairs and the composition for Board committees
- Assist the GNC and the Board in regularly reviewing and recommending appropriate amendments to the OMA By-Laws, Governance Policies, the Board Charter and Position Descriptions

- Assist the GNC and other committees of the Board in regularly reviewing and recommending appropriate amendments to their Charters
- Attend any meetings of any Board Committee, Board Sub-Committee or Board Task Force for the purpose of helping them to meet their obligations under their Charters
- Speak to Committee Members on Board matters
- Report on Board of Directors activities to the OMA Membership
- Ensure that relevant activities of the Chair, on behalf of the Association, are included in the Board of Directors Report to the OMA Membership
- In coordination with the CEO, oversee the creation of an annual Board budget for Board approval. This budget should be consistent with OMA policy concerning Board expenses and should itemize the expenses anticipated in carrying out the responsibilities and duties of the Board of Directors
- Oversee that there is appropriate succession/risk mitigation planning for the CEO
- Coach and mentor the Vice-Chair of the Board of Directors
- Enforce Board Director performance management and accountability as needed
- Sign all official documents requiring the signature of the Board Chair
- Perform other functions as the Board of Directors may specify from time to time