



Individual Board Director Position Description

Purpose of the Individual Board Director Position Description

This OMA Individual Board Director position description:

1. Sets out the mandate of the Individual Board Director
2. Lists the specific duties and responsibilities of an Individual Board Director
3. Sets out the term of office for the Individual Board Director
4. Outlines the values of the Individual Board Director
5. Lists the knowledge of skills of an Individual Board Director
6. Lists the leadership qualities of an Individual Board Director
7. Outlines working relationships of an Individual Board Director
8. Reviews the meeting attendance requirements of an Individual Board Director
9. Reviews the termination and resignation issue for an Individual Board Director
10. Reviews the conflict of interest policy for Individual Board Directors
11. Reviews the Individual Board Director's right for information and independent advice
12. Reviews the limitations on the Individual Board Directors duties

1. Mandate of an Individual Board Director

Individual Board Directors of the Ontario Medical Association are elected directly by members during the regular election period. Individual Board Directors of the OMA contribute consistently and meaningfully to the effective performance of the Board of Directors and the effective implementation of the Board of Directors Charter (Board Charter)*.

An Individual Board Director is not responsible for the operational management of any aspect of the OMA's business and is therefore not an executive of the OMA.

**Please see the OMA Board of Directors Charter for full details.*

2. Specific Duties and Responsibilities

Individual Board Directors are accountable to members and govern with the goal of enhancing executive decision-making and improving the performance of the OMA in serving its members.

Specifically, Individual Board Directors:

Financial Planning, Reporting and Disclosure

- Ensure all financial planning, reporting and disclosure responsibilities are met by the Board as per the Board Charter

Governance

- Ensure that the Board oversees all governance responsibilities as per the Board Charter
- Adhere to the OMA Directors' Code of Conduct
- Support governance decisions once made
- Respect the distinction between the role of the Board and the role of staff
- Focus on governance and stewardship rather than on running the day-to-day operations of the OMA, which is the responsibility of Management
- Review and evaluate management's recommendations and proposals to the Board
- Maintain confidentiality of all Board and Committee deliberations, discussions, and background materials (not including what is made public)
- Voice any opposition to a decision being considered by the Board clearly and explicitly at the time a decision is being taken
- Participate in an annual Board and Individual Board Director evaluation

Strategic Planning

- Evaluate Board decisions and proposed actions in the context of the OMA's strategy
- Stay informed about activities of the OMA and the physician community, and general trends in the field in which OMA operates
- Ensure effective organizational planning
- Ensure that the CEO reviews and monitors the effectiveness the OMA's programs and that they are consistent with the organizations mission
- Review performance measures to assess organizational progress against the strategic plan

Risk Management

- Work with fellow Directors to ensure that the CEO (and senior management) identifies current and future risks that may potentially cause harm to the OMA and takes steps to monitor and manage these risks

Communications

- Understand and accept that the OMA Board speaks with one voice and that no one Individual Board Director speaks for the Board unless specifically designated to do so
- Adhere to the Spokesperson and Communications policy for the OMA, including a decision-making matrix that outlines a process to determine which spokesperson(s) delivers which message(s) to which audience(s)
- Refer all media/staff questions related to the OMA first to the CEO or their designate
- Share relevant information in an open and timely way
- Share informed perspectives and opinions on issues that are the subject of Board discussion and decision
- Direct individual questions, requests for information or written reports and analyses regarding Board/committee matters – or specific actions on the part of management - only to the Board Chair or if appropriate the Committee Chair (with copy to the Board Chair)
- Direct any concerns about individual staff members to the Board Chair
- Direct any concerns about Individual Board Directors first to the Individual Board Director for resolution and subsequently, if necessary, to the Board Chair
- Direct any concerns about the Board Chair first to the Board Chair for resolution and subsequently, if necessary, to the Chair of the Governance and Nominating Committee (“GNC”)

Human Resources

- Ensure all human resources responsibilities are met by the Board as per the Board Charter

Other

- Be available to regularly attend Board meetings as required, and be prepared by reviewing materials in advance of meetings
- Participate in Board retreats, training and development as required
- Serve on committees and task forces of the Board as required
- Help mentor new Board members
- Attend events as requested by the Board Chair or CEO
- Submit and maintain accountability for expenses as per OMA/Board policy

3. Term of Office

Individual Board Directors must be in good standing with the OMA and be eligible to hold office as per the OMA By-laws. Individual Board Directors will serve a two-year term (except in the situation of a by-election or mid-term appointment), with a maximum service of 6 years.

4. Values

Individual Board Directors consistently:

- Uphold the Vision, Mission and Core Values of the OMA
- Contribute to a positive Board culture
- Demonstrate commitment to the success of the OMA
- Demonstrate commitment to Board approved decisions of the OMA
- Accept accountability, jointly with the rest of the Board, for the performance of the Board and the OMA
- Act loyally, honestly and in good faith
- Act with high levels of integrity and ethical standards
- Act as a champion and an advocate for physicians
- Act in the best interests of the OMA rather than the best interests of the Individual Board Director (or any physician group the Individual Board Director is affiliated with)
- Demonstrate respect for all OMA members

5. Knowledge & Skills

The OMA relies on the skills of Individual Board Directors to ensure good decision-making and successful outcomes for the organization. Individual Board Directors contribute from

personal, professional and life experience to the work of the Board. Individual Board Directors bring the following knowledge and skills to their role or develop knowledge and skills through training and mentoring as soon as possible upon accepting their role:

- Knowledge of the OMA articles of incorporation, By-laws, and legislation under which the OMA exists as they pertain to the duties of an Individual Board Director
- Knowledge of the OMA Vision, Mission, Core Values, Code of Conduct, and governance policies
- Knowledge of and experience with Board governance best practices
- Understanding of the OMA organization and the Ontario health care environment
- Knowledge of physician matters, issues and policy impacting the OMA
- Ability to read and understand financial statements and to appreciate the financial implications of strategies, tactics and transactions proposed by management
- Strategic, generative, and integrative thinking skills
- Excellent organizational skills
- Strong interpersonal and conflict-resolution skills
- Excellent listening, verbal and written communication skills
- Comfortable using a variety of technologies such as computers, applications and digital collaboration tools

6. Leadership Qualities

Individual Board Directors consistently demonstrate the following leadership qualities:

- Personal integrity and a commitment to collaboration
- Ability to maintain professional, collaborative, and productive working relationships
- Respect for members, staff and fellow Board Directors
- Approachability, emotional and social intelligence
- Commitment to sharing knowledge and experience for the benefit of the OMA
- Confidence
- Impartiality, objectivity and open-mindedness
- Prepared to express respectful disagreement with the views of management and other Individual Board Directors
- Desire to strive for consensus or near-consensus decision-making
- Encouragement of candid discussion at meetings of the Board and Board committees
- Readiness to ask and answer tough questions

7. Working Relationships

Individual Board Directors engage in effective working relationship with fellow Directors, the CEO and senior management team, as well as with the Chairs and members of OMA Committees, Panels, and Task Forces when required.

8. Meeting Attendance

Unless excused by the Board Chair, Individual Board Directors are expected to:

- Make every effort to attend 100% of the regularly scheduled Board meetings and all other meetings in person
- Arrive on time and remain at the meeting until the meeting's end
- Inform the Chair at least 48 hours in advance of the meeting if unable to attend a meeting

9. Individual Board Director Termination and Resignation

- An Individual Board Director whose evaluation shows that they have not adhered to the Individual Board Director duties and values and who refuses to undertake corrective action may be disqualified from continuing to serve as an Individual Board Director
- An Individual Board Director who has been terminated will not be eligible for re-election to the Board

10. Conflicts of Interest

- Individual Board Directors are expected to sign a Conflict of Interest Statement immediately upon beginning their term on the Board of Directors
- Individual Board Directors are expected to identify in advance and declare any conflict of interest regarding a matter coming before the Board or its committees and to refrain from voting on such matters
- In a situation where an Individual Board Director may have a conflict of interest in connection with a decision to be taken by the Board, the Individual Board Director will excuse themselves from the discussion and leave the room. The disclosure and abstention will be recorded in the minutes of the meeting. If an Individual Board Director is uncertain of the nature or extent of a potential conflict, they should discuss the matter in advance with the Board Chair and General Counsel
- While it is not the intention of the OMA to restrict the right of Individual Board Directors to become Directors of other corporate entities, Individual Board Directors are asked to discuss with the Board Chair an invitation to join the Board of another organization where there may be a potential conflict of interest

11. Information and Independent Advice for the Individual Board Director

The Individual Board Director will have access to all OMA information, documents, and records that are determined necessary to carry out their duties and responsibilities including but not limited to:

- OMA financial statements including honoraria and remuneration information
- All reports of advice from the CEO and the senior management team
- All reports from external counsel including a lawyer, accountant, consultant or any other advisor/professional

12. Limitations on the Individual Board Director Duties

In contributing to the Individual Board Directors discharging of their duties under this position description, the Individual Board Director is obliged only to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this position description is intended, or may be construed, to impose on any Director of the Board a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Individual Board Directors are subject.

The essence of the Individual Board Directors duties is monitoring and reviewing to gain reasonable assurance (but not to ensure) that the Oversight Duty of the Board is:

- Being conducted effectively and in compliance with applicable laws, statutes and regulations
- Reasonable and appropriate in the circumstances given the nature of the organization and its strategic plan
- Sufficiently and accurately reported upon to members and all relevant stakeholders

Approved by the OMA Board of Directors: October 22, 2020