



AFMC

The Association of Faculties of Medicine of Canada
L'Association des facultés de médecine du Canada

AFMC Draft Policy on Public Members

February 2014

Founded in 1943, the Association of Faculties of Medicine of Canada (AFMC) is a charitable organization that represents Canada's 17 faculties of medicine and is the voice of academic medicine in this country. Our member faculties graduate over 2300 MDs a year; have 10,148 undergraduate medical students in training and 12,453 postgraduate trainees; and employ 21,687 full and part-time faculty members.

AFMC has three standing committees which provide guidance on continuing, postgraduate, and undergraduate medical education. Our fourth standing committee, which focuses on research and graduate studies, reflects the critical importance of research in our faculties. Our 11 resource groups provide national engagement on a wide range of issues relating to our social accountability mandate such as diversity in our medical schools, global health, professionalism, and student affairs.

MISSION STATEMENT

AFMC is the academic partnership of Canada's faculties of medicine. Through our collective leadership, expertise and advocacy, we will achieve excellence in education, research and care for the health of all Canadians.

STRATEGIC GOALS

- a) To support Canadian faculties of medicine and their faculty members, staff and learners.
- b) To be the leading national advocate and knowledge resource for academic medicine.
- c) To lead collaborative initiatives that achieve excellence and innovation in academic medicine.
- d) To integrate academic medicine into the health system, with the goal of improving the health of all.

VALUES AND PRINCIPLES

The values that guide the development and maintenance of relationships with corporations are those adopted by the AFMC to guide all of its activities:

a) Excellence

To achieve excellence in all its endeavors, AFMC will apply innovation, ingenuity, creativity, inquiry, discovery, and continuous quality improvement.

b) Inclusivity

AFMC embraces differences amongst people and respectfully creates value from individuals, diversity of ideas, culture and language.

c) Collaboration

For AFMC, collaboration is both a process and outcome that engages different perspectives and involves partnerships between organizations, professions and individuals.

BACKGROUND

In 2006 a review of the governance structure of AFMC was undertaken which resulted in a restructuring of the board of directors to include four public members. This change was a major signal that the AFMC wishes to have the input of experienced leaders that bring a perspective beyond academic medicine.

The public members may be asked to serve on one of three board committees: 1) Finance, Audit and Risk; 2) Governance and Nominating; and 3) Executive. Public board members will be reimbursed for travel and accommodation expenses while attending board meetings.

BY-LAW

The 2013 AFMC By-law article 4.02.2 States that the Board shall be composed of “Four (4) additional individuals drawn from the public at large, whose experience, expertise or other qualification would benefit and enhance the operation of the Board. Such independent directors shall be elected by the members of AFMC at their annual meeting for a term of no less than one (1) year, which term can be renewed and extended at the discretion of the members.

Furthermore the By-law states, in article 4.08, that “The members of the Board shall receive no remuneration as such but shall be entitled to be reimbursed for expenses necessarily laid out while on the business of AFMC and for expenditures made on behalf of AFMC, of such kinds and subject to and in accordance with such limitations, terms and conditions as the Board shall from time to time determine”.

SPECIFIC QUALIFICATIONS OF PUBLIC MEMBERS

The Board would benefit from public members with expertise and experience that may include but is not limited to the following areas:

1. Finance, Audit and Risk Management
2. Governance
3. Public Policy/ Public Sector/Government Relations
4. Human Resources
5. Law
6. Current enrolment as a medical student or resident in a Canadian Faculty of Medicine

INDIVIDUAL QUALIFICATIONS OF PUBLIC MEMBERS

- Interest in the Mission of the AFMC
- Ability to make decisions based on fiduciary responsibility to the AFMC
- Reputation for integrity and strong ethics
- Ability to maintain confidentiality of board activities
- Collaborative approach
- Strong communication skills
- Ability to fully engage in board activities

SELECTION OF QUALIFIED CANDIDATES

The AFMC members shall, when a vacancy arises, widely distribute a request for interest for the position of AFMC public board member. Letters of interest will be reviewed by the AFMC staff and qualified applicants will be considered by the Governance and Nominating Committee.

Recommendations will be brought to the Executive Committee, the Board and then the Annual General Meeting of the Members for final approval. Selection will also be based on current composition of the board and consider the desired diversity, such as geography, gender and language.

TERM OF PUBLIC BOARD MEMBERS

The term for a public board member will be three (3) years, renewable twice for a total of nine (9) years. A public member who holds the position due to the status of “learner” within a faculty of medicine can only maintain the position of public board member for as long as he or she is a learner.

The 2013 by-law states in article 4.02.2 that “If a vacancy in the Board should arise on account of the death, disability or resignation of any one of the independent directors, the Board shall have the authority by majority vote, by appointment, to fill the vacancy until the next annual meeting of the members.”

FIDUCIARY DUTY AND DUTY OF CARE

Every public member, in exercising his or her powers and discharging his or her duties to the AFMC shall act honestly and in good faith with a view to the best interests of the AFMC and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every public member shall comply with the *Not-for-Profit Corporations Act* (Ontario) and regulations and the Corporation’s Articles and By-laws. In instances where the interests of stakeholders conflict with each other or with those of the AFMC, a public member must act in the best interests of the AFMC, commensurate with its duties as a responsible Corporation. A public member may come from a constituency that has specific interests and while it is appropriate to present the perspectives of such a constituency, the public member does not represent the specific interests of any constituency or group and must make decisions as a board member in the best interests of the AFMC.

CONFLICT

A public member must avoid the appearance of a conflict of interest or commitment. In this regard a public member must declare any conflict of interest (e.g. financial) or conflict of commitment (e.g. sitting on two not-for profit boards that have a contractual relationship) that would preclude the adequate discharge of duty. Should such a conflict arise, the Public Board Member must declare the conflict at the board meeting and abstain from any discussion or vote on the matter.

ENGAGEMENT OF A PUBLIC BOARD MEMBER

A public member is expected to commit sufficient time in preparation for and attendance at Board meetings, assigned Committee meetings and events. A public member comes prepared to meetings (of both Board and its Committees) and events, asks informed questions, and makes a constructive contribution to discussions. A public member actively contributes specific expertise and skills that will inform Board discussion and decisions. However, while public members do not provide professional advice to the Board, board members with professional designations are expected to utilize their professional skill to flag issues and matters that they believe are of material significance. A public member takes advantage of opportunities to be educated and informed about the Board and the key issues related to the AFMC, post-secondary education, and the broader health system. A public member participates in the evaluation of the performance of the Board as a whole and of his/her performance as a Public Member. If a public member deem themselves unable to fulfill their duties, he or she is asked to submit their resignation in writing to the Board Chair.

Where a public member fails to attend 66% of the meetings of the Board in a 12-month period, the Chair shall discuss the reasons for the absences with the member, and may ask the individual to resign if the member has not discussed the reasons for the absence in advance with the chair.