

## THE BOARD OF DIRECTORS

### OVERVIEW

Subject to the Societies Act and the constitution and bylaws of a Physician Society, the directors must manage, or supervise the management of, the activities and internal affairs of the society,<sup>1</sup> and may exercise all of the powers of the society.<sup>2</sup>

The bylaws of a Physician Society provide that only physicians may be directors. The first directors of the society are those individuals who are designated as such on the first Statement of Directors and Registered Office filed with the BC Registry upon incorporation. Physicians who are officers of the MSA will be appointed as directors of the society at the AGM.

Other directors may be elected at the AGM. Ideally, these individuals should be present at the meeting at which they are elected/appointed and, in any case, should consent, in writing, to act as a director of the Physician Society.<sup>3</sup>

### ROLE

The Board of Directors is responsible for the strategic direction of the society and the management, or supervision of management, of the affairs and business of the society. The Board's role is one of governance and oversight.

The Board's primary responsibilities include overseeing the Working Group's activities: reviewing, overseeing, and approving an annual work plan and a budget for the allocation of funds; and providing guidance to the members of the Working Group and other Board committees (as they may be established) in identifying possible projects and executing initiatives that meet the objectives of the memorandum of understanding (MOU).

### COMPOSITION AND QUORUM

Generally, pursuant to the Society's bylaws, the Board is composed of a minimum of three directors. The maximum number of directors varies by society and is set out in the respective bylaws.

Quorum for meetings of directors is generally a majority of the directors in office, unless otherwise stated in the bylaws or resolved by the directors.

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<sup>1</sup> See Section 52 of the Societies Act.

<sup>2</sup> Generally a standard provision in the bylaws.

<sup>3</sup> See Section 42 of the Societies Act. Note that the first directors of the society are those who are designated as such on the first statement of directors and registered office filed with the registrar.

**TERMS OF APPOINTMENT**

Directors usually serve terms that mirror their terms of office in the MSA. Terms and term limits may be specified in the bylaws.

**ACCOUNTABILITY**

The board is accountable to the members of the society and reports to the members at each AGM.

**DUTIES AND RESPONSIBILITIES**

The fundamental responsibilities of the Board are as follows:

- Participating in the development and approval of the society's work plan.
- Monitoring the performance and implementation of the work plan with a focus on fulfilling the society's purpose and responsibilities under the MOU.
- Reviewing and approving the annual financial statements and ensuring financial results are reported fairly and in accordance with generally accepted financial reporting standards.
- Approving the annual budget.
- Establishing and approving amendments to the policies of the society.