JCC Joint Collaborative Committees

GOVERNANCE FUNDAMENTALS GUIDEBOOK

for Medical Staff Associations



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DEFINITIONS

"**governance**" – the process of strategic leadership over an organization.

"**governance table**" – another name for a physician society board, MSA executive, or sometimes the MSA Working Group.

"**executives**" – term for the elected leaders of the MSA, and generic team for Society Directors or Officers.

"**physician society**" – term used within the context of the Facility Engagement Initiative to refer to an MSA that has utilized the authority of the Societies Act to incorporate as a physician society. Also termed incorporated MSA or society.

"**FESC MSA**" – term used within the context of the Facility Engagement initiative to refer to those MSAs who are not incorporated societies under the BC Societies Act, but instead are members of the Facility Engagement Services Company (FESC). Also termed unincorporated MSA.

"**MSA administrator**" – individual contracted or hired by an MSA; FE refers to contracted administrators generically as the "MSA administrator" despite the specific role title within their contract agreement for program communication but still recognizes specific role titles. Examples of titles include "Project Manager", "MSA Coordinator", "Administrative assistant".

"**lead MSA administrator**" – individual contracted or hired by an MSA to support the overall administrative and operational activities of the organization. Examples of titles for this senior role include: "Program Director," "Project Manager," "Program Manager," "Coordinator," or "MSA Administrator".

"fiduciary responsibility" – the ethical and legal obligation of MSA executives to act in the best interests of members, particularly in managing public taxpayer funds. This involves ensuring financial oversight, equitable resource allocation, and making decisions in line with funding purpose and the integrity of the MSA over personal interests.

ACROYNMS

AGM	Annual General Meeting
EP	Engagement Partner
FE	Facility Engagement
FEI	Facility Engagement Initiative
FESC	Facility Engagement Services Company
FTA	Fund Transfer Agreement
HA	Health Authority
JCC	Joint Collaborative Committees
MLTH	Ministry of Health
MOU	Memorandum of Understanding
MSA	Medical Staff Association
PIPA	Protection of Information and Privacy Act
PMA	Physician Main Agreement *(titled Physician "Master" Agreement prior to 2025)*
SSC	Specialist Services Committee

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INTRODUCTION

Welcome to the Governance Fundamentals Guidebook for Facility Engagement Medical Staff Associations (MSAs). Physicians are increasingly called upon to take on leadership roles beyond clinical practice, yet many find the transition challenging due to the time and experience required.

Formal medical training rarely provides opportunities to develop governance skills, meaning physicians often learn these competencies on the job. While comfortable in clinical roles, many physicians may feel less certain about governance responsibilities for several reasons:

- Physician time is limited
- Clinical duties are the top priority
- Interest in governance, leadership or administration varies
- It's not easy to identify the opportunities to learn and develop the leadership skills required

For those stepping into these leadership positions, understanding best practices at the MSA governance table is important and can be very fulfilling.

This *Governance Fundamentals Guidebook* (the Guidebook) is designed to address skill gaps by outlining essential governance concepts and providing practical guidance for effective participation at the MSA governance table. Whether you choose to read it cover to cover or refer to specific sections as needed, this resource serves as a 'Governance 101' for physicians. It offers both foundational knowledge and direction to additional resources for deeper exploration of particular topics or skills.

Effective governance at the MSA level fosters successful organizations in which partners are aligned and collaborate to support optimal workplace environments and high-quality patient care.

Purpose

The purpose of this Guidebook is to explain key governance fundamentals that MSA physician leaders should be aware of. This Guidebook can serve as a 'refresher' or 'back to basics' resource to those physician leaders who currently occupy positions at governance tables, or for physician leaders brand new to participating at a governance table funded by the Joint Collaborative Committees.

The aim is to strengthen governance and leadership capacity among MSAs across the province. It includes tools and resources to proactively develop and enhance effective governance practices. Specifically, this Guidebook:

- Provides governance information about standard requirements and best practices
- Identifies key roles and responsibilities of physician leaders at governance tables (aka: the 'executives')
- Provides a tool to assist orienting and training new governance table members
- Provides information about standard governance policies

As physician members of your governance table, you are the leaders of your MSA. You play an essential role in establishing and safeguarding your organization's strategic mission and vision, cultivating its culture, and planning for the future through collaboration with system partners and the Joint Collaborative Committees. Your actions on behalf of your organization should be informed by and accountable to your members and the Joint Collaborative Committees.

JCC Joint Collaborative Committees

FACILITY ENGAGEMENT Specialist Services Committee

GOVERNANCE 101 CHECKLIST

The following checklist will help you assess your governance knowledge. You may choose to either review this list individually or, ideally, allocate time at your next governance meeting to review it with your colleagues. If you answer 'no' to any of the statements, you may want to take some time to review the corresponding section(s) in the *Governance Fundamentals Guidebook*. Click on the live link to immediately take you to the relevant section.

Do you understand the following MSA governance statements?		**YES**	**NO**
1.	I understand that "governance" is the process of strategic leadership of an MSA. *What Is Governance Anyway?*		
2.	I understand that "governance table" is another name for an MSA executive group. *What Is Governance Anyway?*		
3.	I understand that an elected physician leader who sits at a governance table is referred to as an "executive". *What Is Governance Anyway?*		
4.	As an executive, I understand I need to speak on behalf of my MSA physician membership, not for my own benefit or on behalf of my clinical practice. *What Is Governance Anyway?*		
5.	I understand my MSA history and how it originated. *History 101*		
6.	I understand the type of organizational structure my MSA adheres to (e.g., society, FESC member). *The Authority to Govern*		
7.	I am aware of and understand my MSA constitution, bylaws, policies or rules. *The Authority to Govern*		
8.	As an executive, I am aware that I have a duty of care, duty of loyalty and a duty of obedience to my MSA *Duties of Care, Loyalty, and Obedience*		
9.	As an executive at my MSA governance table, I am aware of my leadership responsibilities *To Join or Not To Join*		
10.	If I have an executive role at my MSA governance table (e.g., President/Chair, Vice-President, Secretary, Treasurer), I am aware of my role and responsibilities. *Expectations, Roles & Responsibilities*		
11.	I understand collaborative, consensus, and democratic models of decision-making and how to use them at a governance table. *Leadership & Decision-Making*		
12.	As an executive, I understand the governance table role of overseeing and providing strategic direction to the MSA. *Governance vs. Management Operational Decision-making*		
13.	I understand the MSA administrator's job is to implement the strategic direction provided by the governance table and that they are responsible for operations of the MSA. *Lead MSA Administrator Roles & Responsibilities*		

GOVERNANCE 101 CHECKLIST Continued

Do you understand the following MSA governance statements?	YES	NO
14. I know who my FE Engagement Partner is, and I am aware that their role is to provide support through strategic and operational guidance. *Engagement Partners*		
15. I understand the two most common types of committees (standing or ad hoc), how to establish them, and how to use them effectively for governance. *Committees*		
16. The administrator(s) at my MSA are contracted or employed. I understand there are different implications and management duties associated with these two staffing models. *Contracted vs. Employed Staff*		
17. I am aware of my MSA code of conduct policy. *Physician Code of Conduct*		
18. I have taken, or am considering taking, physician leadership training. *Leaders in the Making*		
19. My MSA has a strategic plan in place that is updated regularly and used as the guiding document for work undertaken by the MSA. *Strategic Planning*		
20. I understand how a good governance table meeting runs. *Running a Good Meeting*		
21. My MSA has an annual AGM, and I know the purpose of this meeting. *Annual General Meeting*		
22. As an executive I understand that teamwork is important, and I am aware of characteristics that exemplify healthy teamwork practices. *Teamwork Issues*		
23. As an executive I understand that one of my jobs at the governance table is to be a steward and provide financial oversight and guidance in a manner that is ethical, equitable and responsible and regularly review and understand the Funding Agreement (i.e. FTA). *Financial Stewardship*		
24. I understand there are specific financial roles and responsibilities for the MSA Treasurer and Administrators. *Financial Stewardship*		
25. I understand my governance table is responsible for approving and monitoring the MSA budget and that transparent reporting to members should occur. *Financial Stewardship*		
26. As an executive, I understand I may be compensated for my time undertaking 'executive work' and that CRA tax requirements will be applied (physician societies only). *Financial Stewardship*		

GOVERNANCE 101 CHECKLIST Continued

Do you understand the following MSA governance statements?		YES	NO
27.	I know how to identify my own conflicts of interest, and I understand what to do if a conflict of interest arises at my governance table. *Conflicts of Interest, Confidentiality & Interpersonal Conflict*		
28.	I understand what types of business or information needs to be kept confidential for my MSA. *Conflicts of Interest, Confidentiality & Interpersonal Conflict*		
29.	I understand how to deal with interpersonal conflict when it arises at my governance table. *Conflicts of Interest, Confidentiality & Interpersonal Conflict*		
30.	I am aware of the scope of services and deliverables of the contracted administrator(s) at my MSA and conduct a review of deliverables at the time of contract renewal. *Performance Management & Board Self-Assessment*		
31.	My MSA conducts an annual executive board self-assessment. *Performance Management & Board Self-Assessment*		
32.	A succession plan for my executive position is in place. *Succession Planning*		
33.	New MSA executives receive an orientation to the governance table and organization. *New Member Orientation*		
34.	My MSA regularly monitors and evaluates projects and activities, and my governance table is privy to the results. *Evaluation & Monitoring Programs*		
35.	I understand what to do when my MSA needs external consultant assistance. *Prequalified Vendors*		
36.	I am aware that my MSA must follow privacy rules. *Legal Responsibility*		
37.	I am aware that directors' insurance and organizational liability insurance is in place at my MSA (physician societies only). *Risk Management*		
38.	I am aware of the need to engage with my MSA membership and other partners, and when communicating with physicians there are certain best practices. *Communication*		

JCC Joint Collaborative Committees

1. WHAT IS GOVERNANCE ANYWAY?

An Introduction to Medical Staff Association Governance and Governance Tables

Governance is the process of strategic leadership over an organization. It encompasses providing strategic direction, policy development, oversight of organizational activities, financial stewardship, performance management, and accountability for decision-making.

Fundamental characteristics of good organizational governance include accountability, transparency, responsiveness, effectiveness and efficiency. Governing effectively is one of the most challenging things we do together as human beings. It takes some dedication and willingness to learn to be able to excel at it. Governance excellence is crucial to helping an organization meet its goals and, at the same time, creates a much more positive experience for those who work there. Without good governance, organizations may experience unexpected turnover, member disengagement, trouble reaching decisions, ineffective meetings, and even unhealthy work environments.

> "Governance is how a society, or groups within it, organize to make decisions."
>
> Institute of Governance, 2019

At an MSA governance table, the physician leaders, or the 'executives,' primarily attend to strategic matters. They are the fiduciaries who steer the MSA towards a sustainable future by adopting sound ethical, financial, legal, and patient-centred governance practices, and ensuring adequate resources to advance its mission and vision.

The governance table determines the operational and administrative needs, delegates responsibility for implementing policies and managing daily business to the MSA-contracted administrators, and may use a variety of committees to carry out the governance table's work.

Governance tables should have strong planning skills and be aware of overstepping boundaries by getting too involved in day-to-day operations or failing to provide strategic stewardship by delegating too much to the MSA administrators. At effective governance tables, physician leaders are fiduciaries and need to represent their organization's best interest and collective physician voice, not their own personal practice or agenda. The organization needs to engage and represent the membership.

MSAs also have a responsibility to their funding JCC partners to ensure that their organizational strategy and approach align with the SSC and initiative direction and values. Governance tables become dysfunctional when executives/members lose sight of the organizational vision and start to raise individual agendas. Executives need to speak on behalf of the collective good, not as individual practicing physicians.

Governance tables set the tone for how things get done, aligning their actions with the organization's strategies and initiatives. Physician leaders at governance tables play an important role in modelling collaborative decision-making and the core values of the MSA in their work with members, partners, and administrators.

1. WHAT IS GOVERNANCE ANYWAY?

An Introduction to MedicalStaff Association Governance and Governance Tables

The governance table is accountablefor the actions of the MSA and is responsible for:

- Hiring the MSA administrator(s) and providing them with direction, support, and ensuring that service deliverables are being met.
- Ensuring effective program, financial and strategic organizational planning.
- Determining and monitoring projects and activities to ensure alignment with strategic goals.
- Creating committees to support the work of the MSA.
- Creating policies and procedures to support operations
  - Ensuring there are adequate resources and monitoring them effectively
  - Measuring the performance of the governance table and the MSA activities
  - Managing risk (legal and reputational)

Does your governance table meet these 10 Indicators of Governance Excellence?

- Alignment behind a clearly articulated mandate
- Clear roles and responsibilities
- Strong relationships
- Earned trust
- Engagement in difficult conversations
- Leveraged governance table skills and experiences
- Focus on strategic issues
- Continued improvement
- Unified voice outside of meetings
- Focus on outcomes and results

Furthermore, if a governance table is a physician society, the governance table must meet the legal obligations of the Societies Act, which include:

- Abiding by the constitution, bylaws, and policies of the MSA and other laws governing societies.
- Holding an AGM for all members.
- Filing an annual report to the registrar of corporations of BC.
- Reporting any changes in the address of the society, bylaw changes, or changes in the board membership.
- Public disclosure of all remuneration paid to executives.
- Filing an annual corporate income tax return – within 6 months of fiscal year-end.
- Abiding by the Personal Information Protection Act (PIPA).
- Making a copy of the bylaws and constitution available to every member.
- Making a copy of the financial statements available to those who request it.
- Obtaining approval from Doctors of BC for any constitution or bylaw changes.

2. HISTORY 101:
Facility Engagement MSA

With the establishment of Facility Engagement (FE), the purposeful intent was to enable structures that allow MSA physician leaders to organize and govern themselves to increase meaningful physician input and consultation in health authority planning through strengthened communication, relationships, and engagement with health authorities and the healthcare system where they practice.
FE originated with the negotiation of the Physician Main Agreement[1] (PMA) between the Ministry of Health (HLTH), Doctors of BC (DoBC), and health authorities. The PMA gave the Specialist Services Committee (SSC) the authority to establish the Facility Engagement Initiative.

Facility Engagement Initiative

- The Facility Engagement initiative is a joint undertaking between the DoBC, HLTH, and health authorities that began in 2014 and was renewed in 2019, 2022, and 2025 as part of the Memorandum of Understanding on Regional and Local Engagement.
- FE fosters meaningful consultation and collaboration among facility-based medical staff and health authorities on shared priorities that improve patient care and the work environment, while strengthening communication, relationships, and effective processes for working together.
- Overseen and funded by the SSC, FE is implemented through Medical Staff Associations. Seventy-six MSAs across BC's acute care facilities and programs are participating in the Facility Engagement Initiative.

Facility Engagement Initiative:

- Improves opportunities for physicians and health authority leaders to work together to share knowledge and make informed decisions that can improve patient care, the physician experience, and the cost-effectiveness of the health care system.
- Creates opportunities and support for physicians who work at facilities and are members of the medical staff to develop a meaningful voice and increase involvement in local activities that affect their work and patient care.
- Provides funding to support activities that involve physicians in decision-making, including: paying for physicians' time in activities - AND - hiring expertise to support the MSA's activities.

[1] The 2025 PMA resulted in a name change to Physician Main Agreement. Prior to this, it was known as the Physician Master Agreement.

3. THE AUTHORITY TO GOVERN:
An Initial Understanding of MSA Governance Structures

For Facility Engagement MSAs, some are non-profit physician societies, while others have been organized as member groups of the Facility Engagement Services Company (FESC) under the Business Corporations Act.

Facility Engagement MSA Organizational Governance Structures:

Although somewhat similar, there is a slight difference between a FESC MSA and a physician society. At its basis, an MSA is a pre-existing structure created through the BC Hospital Act and Hospital Act Regulation, and pursuant to the health authority medical staff bylaws and rules. All practicing medical staff (physicians, nurse practitioners, midwives, and dentists) at a hospital are members of the MSA. A hospital MSA's purpose is to represent the individual and collective interests of the medical staff and promote the involvement & advancement of medical staff members in the provision of health authority medical services.

Prior to FE, most hospital MSAs were not particularly active or effective. With the establishment of the Physician Main Agreement, a Memorandum of Understanding on Regional and Local Engagement Facility Engagement was created. The intent was to rebuild and strengthen existing hospital MSAs without creating a new physician structure. Hospital MSAs cannot hold funds or contracts or provide liability protection for its executives. However, with the establishment of a Facility Engagement Physician Society, the society serves as the hospital MSA's legal structure for these purposes. This is why the executive of an MSA and the executive of a Facility Engagement Physician Society are, and should be, the same individuals – the MSA and the physician society mirror one another.

Physician Societies vs. FESC MSAs

Physician Societies

Physician societies operate under the authority of the Societies Act. A society's governance table is called a 'Board.' They have a constitution and bylaws that set out key aspects of the organizational governance framework, including:

- Membership
- AGM proceedings
- Executive roles and responsibilities
- Remuneration of executives
- Proceedings for the Board
- Committee procedures
- Indemnification
- Reporting requirements
- Dissolution processes

3. THE AUTHORITY TO GOVERN:

An Initial Understanding of MSAGovernance Structures

Facility Engagement Services Company (FESC)

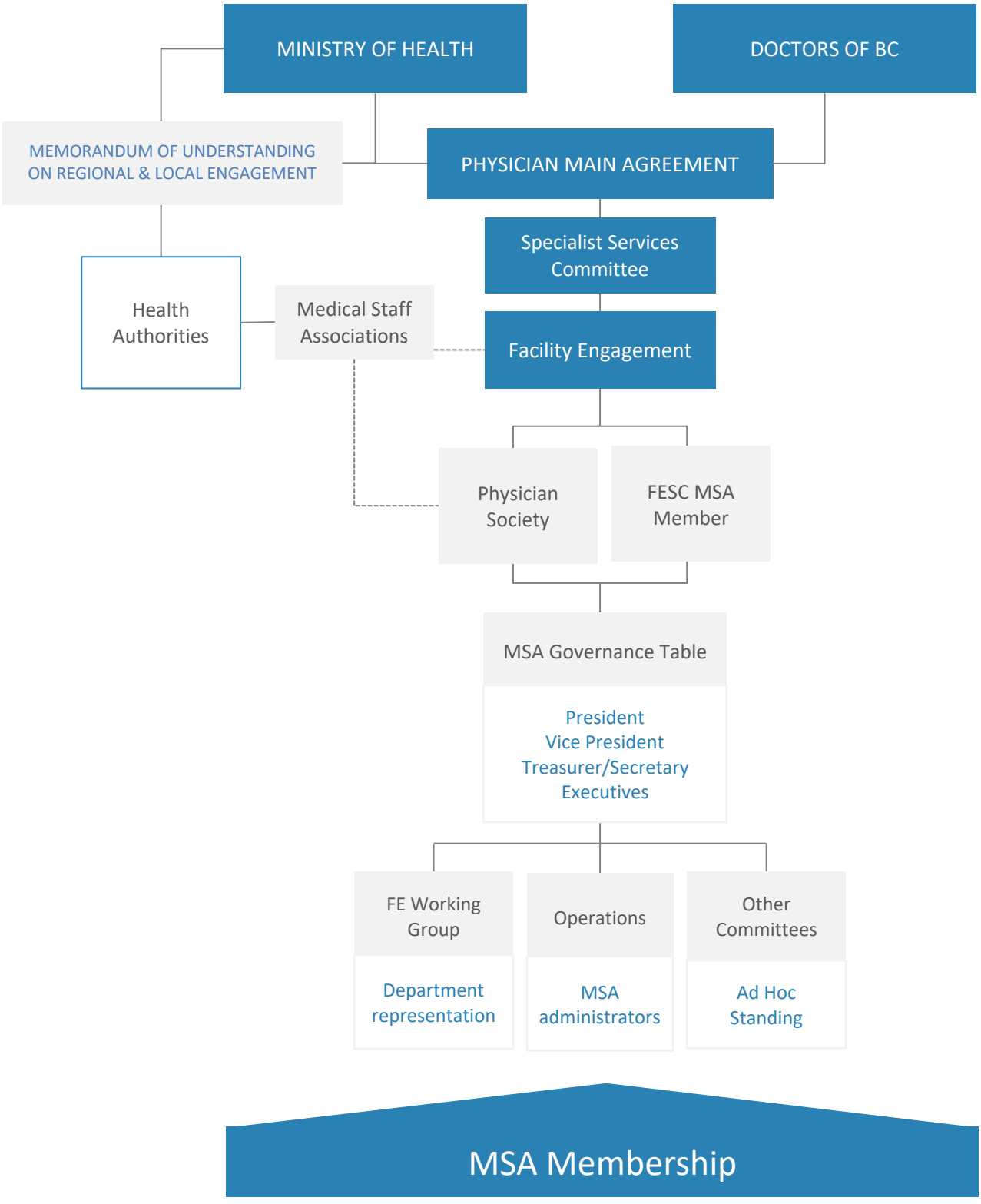
Given that hospital MSAs cannot hold funds or contracts or provide liability protection for their executives, some MSAs have opted to become members of the Facility Engagement Services Company (FESC) rather than form an independent society.

Established in May 2018, FESC is a legal entity founded for the purposes of holding and transferring funds on behalf of its member MSAs. The intent of FESC was to reduce the disproportionate legal and financial burden on MSAs that receive limited funding relative to larger sites. FESC manages funds, holds all service contracts on behalf of members, and provides bookkeeping and accounting services as required. FESC's core purpose is to serve as an administrative structure to flow FE funds to FESC MSAs while protecting local MSA autonomy over local fund decision-making.

There are three director positions in FESC: two physicians and one DoBC representative. The directors are responsible for governance and oversight of FESC. Facility Engagement management at DoBC is responsible for the day-to-day operations of FESC, including ensuring funds are disbursed to members in accordance with Facility Engagement Funding Guidelines.

The FESC directors do not have a role in overseeing MSA work plans or reviewing MSA use of funds. See the FESC Introduction for more information.

Figure 1: Governance Structure



4. LAYING THE FOUNDATION:

MSA Foundational Documents

An MSA's authority to govern is outlined in several foundational documents that must be in place for an organization to operate. These documents establish the rules of engagement for the governance table and outline how it will conduct its business.

MSA Joint Letter of Intent and Facility Engagement Original Terms of Reference

Facility Engagement MSAs were required to submit a Joint Letter of Intent in partnership with their health authority representatives and complete a Full Funding Checklist to receive start-up funding to help establish a meaningful representative governance structure. This foundational governance structure was then documented in the original MSA Working Group Terms of Reference, which outlines how the MSA and health authority will strengthen relationships and engagement between medical staff and health authority leadership.

Mission, Vision & Strategic Plan

Together, a mission, vision, and strategic plan communicate the purpose and direction of the MSA, both internally and externally. They are touchstones that keep the purpose clear and set the foundation for making key organizational decisions and aligning engagement activities and improvement measures. It is considered best practice for all organizations to engage in strategic planning. This foundational governance structure is then documented and revised at least every three years, with updates or check-ins to the original MSA Terms of Reference.

Policies

The role of a governance table is to establish, implement, review and evaluate policy. Policies and procedures flow from an MSA's original governance documents (e.g., terms of reference) and outline the way it will operate. Policies are guidelines for how the physician leaders will conduct the business of the MSA and provide the necessary direction to function effectively while protecting the organization and its members from risk. Having policies in place provides direction, continuity, and consistency in decision-making. It is a proactive approach to ease the transition as new executives become involved and help avoid conflict and misunderstandings. When issues arise, having a policy in place makes dealing with them more efficient and less disruptive.

Each MSA has a responsibility to adopt policies that ensure there is a plan to manage areas included, but not limited to, conflict of interest, privacy, and bullying and harassment. Templates and resources for these policies are available on the Facility Engagement Initiative website.

Constitution and Bylaws

MSAs with a physician society structure are required under the Societies Act to have a constitution and bylaws that set out the rules governing their activities. These are legal documents created during the incorporation process. Any changes to the constitution and bylaws may be made only by special resolution at the AGM or by a special meeting of the society's members. Furthermore, all societies require approval from DoBC legal counsel before making a change to the constitution or bylaws. Approved changes to the constitution and bylaws must then be filed with the registrar of corporations of BC in compliance with the Societies Act.

Because the process for changing the constitution or bylaws is complex, they are often stated in broad terms, leaving the particulars to be fine-tuned in policies and procedures. Policy changes can occur annually. Society Bylaw and Policy templates for MSAs are available on the provincial Facility Engagement website.

5. THE ORGANIZATION AS PATIENT:

Duties of Care, Loyalty, and Obedience

All actions taken by a governance table are held to three legal standards that apply to the entire table and to each individual table member: **duty of care**, **duty of loyalty**, and **duty of obedience**.

Duty of care refers to a standard of decision-making that requires each governance table member to act in good faith and actively participate in the organization's governance.

Duty of loyalty refers to a standard of faithfulness to the organization's priorities and requires that governance table members put the interests of the organization ahead of their own (see also Section 21 "Keeping Things Clean").

Duty of obedience requires governance table members to act lawfully, adhere to the organization's bylaws, and guard the organization's mission.

These duties are legal obligations that apply to the entire governance table and require the active participation of all individuals at the table. In the event of a lawsuit brought against the organization or an individual member, their actions (or lack of actions) are judged against these duties.

The **Duty of Care** is carried out by:

- Preparing for and attending governance table meetings
- Obtaining enough information before making a decision to ensure the decision is sound
- Exercising independent judgment
- Regularly and frequently reviewing the organization's finances and financial policies
- Periodically examining the performance of the contractors related to the scope of services
- Ensuring compliance with provincial and federal filing requirements

The **Duty of Loyalty** is carried out by:

- Adhering to the organization's conflict of interest policy
- Promptly disclosing any conflict of interest
- Avoiding the use of organizational opportunities for personal gain or benefit
- Understanding and maintaining appropriate confidentiality about the organization

The **Duty of Obedience** is carried out by:

- Ensuring compliance with regulatory and reporting requirements
- Examining and understanding all documents that govern the organization, such as bylaws and policies
- Making decisions that fall within the organization's mission and governing documents

Lawsuits are unlikely within the MSA structure; however, physicians at governance tables must understand and faithfully fulfill their duties to avoid putting themselves or their organization at risk.

6. TO JOIN OR NOT TO JOIN, THAT IS THE QUESTION:

Participation at the Governance Table

The role of physician executives at a governance table is to provide leadership and stewardship for the activities of the MSA. Executives will seek direction from and represent the interests of its members and the broader community and ensure alignment with their SSC funding partners' mission and initiative direction.

The governance table will take responsibility for its own management, continuity and renewal. It will ensure effective meeting practices, appropriate executive conduct, ongoing education, and continuing attention to the recruitment of new members. Governance table executives will:

- Attend governance table-related functions, meetings, general meetings and extraordinary meetings
- Adhere to and support governance table decisions and policies once they are collectively established
- Positively represent the MSA, to the best of their ability, in the hospital or community within the MSA, to their contractors, and at partnership tables reflecting the MSA's collective perspectives.

In seeking direction, the governance table will actively consult with its membership in alignment with their JCC funding partners' values and provincial direction, and in demonstrating organizational accountability, it will ensure the MSA operates with transparency and is active and forthright in its internal and external communications.

In providing leadership, the governance table will work with their MSA administrators and external partners to look towards the future, review mission and objectives, determine outcomes, and evaluate overall organizational results.

In providing stewardship, the governance table will rely on adherence to a budget and will ensure, through the creation of policies and evaluation of their implementation, that the MSA adheres to best practice in dealing with key partners and in utilizing contracted staff and volunteers. The governance table will rely on regular reviews of operational practices rather than regularly approving or advising on the day-to-day operational decisions.

Table 2: The 'Right' Reasons to Join an MSA Governance Table

Reasons to Join an MSA Governance Table	Reasons NOT to Join an MSA Governance Table
• Genuine interest in physician leadership	• Desire to use governance table as a forum for one's own personal interests or personal benefit
• Desire to represent the collective interest	• Seeing an opportunity to 'pad' a resume
• Interest in and ability to work in collaboration with the health authority and community partners	• No interest in leadership
• Interest in building capacity at the hospital, local community and regional levels	• A desire to get deeply involved in the operations of the MSA
• Interest in building relationships with patients, health authorities, communities and other partners	• Using participation primarily as an additional income source
• A desire to oversee and provide strategic input into the direction and management of funds	• Seeing an opportunity to bring forward issues that are specific to one's own personal practice or department
• Motivation to ensure there is improved patient care and a collective physician voice	• Feeling pressured into role due to no one else stepping up
• Willingness/ability to commit time to participate	
• Recognizing, but not primarily motivated by, that governance table members are paid for their time to participate in activities	

6. TO JOIN OR NOT TO JOIN, THAT IS THE QUESTION:

Participation at Governance Table

All governance table members should be expected to work together and operate as a cohesive unit. There is a need for a virtuous cycle of respect, candour, and trust among executives.

Executives are expected to ask questions when unsure about an issue and constructively challenge decisions that do not seem right. While not expected to agree with all governance table decisions, executives should serve as advisors to help meet the membership's needs. Once decisions are formally made, executives should reinforce the majority decision even if personal views differ.

Each executive is responsible for knowing their MSA's mandate and ensuring that decisions and activities relate to this mandate. Showing up, being present, and being prepared for meetings is the hallmark of a conscientious executive and is, in fact, considered a legal obligation.

Do the executives at your governance table display effective leadership and stewardship skills?

- Attends meetings regularly
- Prepares for meetings - reviews pre-reading material or agenda package in advance
- Is familiar with MSA policies and programs and works within the set mandate
- Voices respectful opinions and feedback at meetings, not elsewhere, after a decision has been made
- Provides relevant commentary that reflects the perspective of members
- Seeks opinions of, and listens to the perspectives of others
- Understands collaboration and compromise
- Accepts the majority vote
- Organizes thoughts before presenting/speaking
- Keeps confidential (in camera) issues, confidential
- Receives and gives constructive criticism
- Keeps members informed
- Speaks the organizational voice outside of governance table meetings

7. WHAT AM I REALLY GETTING INTO?:

Expectations, Roles & Responsibilities of Executives

Similar to diagnosing a patient before treatment, physician leaders can only properly fulfil their duties at governance tables once they have a clear understanding of their roles and responsibilities. In a 2019 FEI survey of MSA executives, "overall 70% felt unprepared or somewhat prepared for the MSA executive role, while 29% felt prepared."[2]

While all members of an MSA governance table are considered 'executives,' certain executive positions hold special duties and responsibilities. Examples of executive positions at governance tables include: President/Chair, Vice President, Secretary, Treasurer (or combined role of Secretary-Treasurer) and Past President. Some MSAs may have already developed comprehensive MSA-specific role descriptions for their executive positions; however, the following tables outline general duties and responsibilities for each executive position.

It is best if these role descriptions are shared in advance of a physician joining a governance table, so they know what they are getting into!

President/Chair

- Creates a culture of active and constructive governance table engagement including the facilitation of open, candid dialogue and healthy debate
- Presides at all governance table meetings and manages governance table business
- Ensures governance table adheres to its constitution and bylaws, rules, mission, vision and goals
- Supervises, builds and maintains a productive relationship with all contracted staff and senior program lead.
- Is available to MSA administrators for consultation purposes
- Acts as the governance table spokesperson
- Prepares agenda in partnership with senior program lead and with input from executives
- Chairs governance table meetings and keeps discussion on topic
- Encourages participation of executives at governance table meetings
- Represents the collective interests of the membership, not their own personal agenda
- Attends external health authority or community meetings to represent the MSA
- Evaluates effectiveness of governance table decision-making through self-assessments
- Leads review of contracted deliverables for all MSA administrators at time of contract renewal or defined period.
- Serves as ex officio member of committees as required and maintains contact with committee chairs
- Recognizes member contributions to governance table work
- Acts as a signing officer for payments and other documents (e.g., contracts)
- Plays a leading role in MSA events
- Facilitates communication between the MSA and the health authority
- Addresses conflicts of interest and interpersonal dynamics
- If disciplinary action required, communicates with member(s) to deliver message
- Prepares report for AGM or annual meeting of members
- Ensures new governance table executives receive orientation
- Ensures delegation of responsibilities among governance table executives

[2] SSC-Facility Engagement Initiative. "*Medical Staff Association (MSA) Executive Leadership Development Needs.*" 2019.

7. WHAT AM I REALLY GETTING INTO?:
Expectations, Roles & Responsibilities of Executives

Vice-Chair / Vice President

- Works with executives and MSA administrators to assist the Chair/President in meeting their duties
- Fulfills the Chair/President's duties and responsibilities in their absence
- Is often the successor to the role of Chair/ President upon their departure

Secretary

- Oversees the recording and storage of information for the MSA
- Keeps copies of bylaws, policy statements, contractor records, lists of executives, committees and general membership (custody of all records and documents and ensures are stored and handled in line with PIPA requirements)
- Ensures quorum
- Records and keeps copies of official minutes and attendance of meetings
- Ensures minutes are promptly distributed after meetings
- Conducts general governance table correspondence and keeps all records
- Maintains a calendar of events and notifies members of meetings, including annual general meetings and upcoming events
- In absence of President or Vice-President, chairs meetings
- Signs official documents as required

Treasurer

- Oversees the financial controls and procedures of the MSA
- Works closely with the MSA administrator to maintain financial records
- Reviews finances regularly to ensure order and accuracy
- Gives regular reports on the financial status of the MSA and leads the governance table in understanding and decision-making in regard to finances
- Collects dues (when relevant) and maintains records of funds received and expended
- Keeps financial reports on file
- Oversees the preparation of annual financial statements to be presented to the membership
- Responds to annual audit and ensures audit issues and recommendations are addressed
- Chairs' finance committee (if relevant)
- Signing officer for payments and other documents

Past President

- Ensures continuity during governance transition and organizational change
- Helps ensure the appropriate succession of executives
- Assists with the recruitment of new executives
- Supports the President/Chair in their role
- Provides continuity to the organization by providing historical context for issues and questions
- Often is a non-voting member of the governance table, acts in an advisory capacity

Executives that do not have a specific executive duty assigned are often called 'Members-at-Large.' During governance table discussions, Members-at-Large should represent the breadth of the MSA membership. Often, Members-at-Large will serve on governance table committees or undertake other activities as requested by the governance table. Generally, the Members-at-Large role is to be prepared for governance table meetings, ask questions, provide feedback and participate in governance table decision-making.

The provincial Facility Engagement website has further information on executive roles and responsibilities: Succession Planning of MSA Executive/Society Executive and MSA Working Group Member Roles.

8. WHO'S IN CHARGE?:

Leadership & Decision-Making at the Governance Table

The role of the governance table is to govern the MSA through leadership and to oversee the organization's activities. Decision-making is a key responsibility in governance. The governance table will make decisions through careful deliberation, seeking out the wisdom and experience of many voices as appropriate, including its contractors, members, and others with knowledge of its mission, vision, and goals. The executives bring their particular backgrounds, experience, and points of view to meetings to inform the governance table and support a holistic, thoughtful, and well-informed decision-making process.

The executives must make decisions in the best interests of the MSA as a whole. In addition, executives must also avoid conflicts of interest with respect to their fiduciary responsibility by disclosing and documenting any conflicts or potential conflicts to all the other executives and removing themselves without comment from both the deliberation and final decision-making. A well-crafted conflict of interest policy provides specific guidance for an executive regarding how to handle this issue at a meeting (see Section 22 "*Keeping Things Clean*" for more information on conflict-of-interest).

Decision Making

MSAs should place a high value on collaborative decision-making and model this behaviour as part of the organizational culture. There are a number of approaches to collaborative decision-making that governance tables may choose from, depending on what works best for the issue in question and the group making the decision. The most common collaborative approaches to decision-making are either **consensus-based** or **democratic models**, or a combination of the two. When undertaking a decision-making process, the governance table should discuss, agree on, and have guidelines for reaching decisions. The agreed-upon model is then outlined in the Terms of Reference. See Appendix A for a sample ToR.

- Consensus – The consensus process allows the entire group to be heard and to participate in decision-making. The goal of consensus decision-making is to find common ground, probing issues until everyone's opinions are voiced and understood by the group. Discussions leading to consensus aim to reach mutual agreement by addressing all concerns. Consensus does not require unanimity. Rather, everyone must agree they can live with the decision. Though it can take longer than other decision-making methods, consensus fosters creativity, cooperation and commitment to final decisions. There are no 'winners' and 'losers' in this process, as discussion continues until consensus is achieved. The discussion is closed by restating the agreements made and the implementation of the next steps.
- Democratic – Options are fully discussed so that executives are informed of the decision's consequences. The important ground rule here is that the 'losing' side agrees to support the decision, even though it was not their choice. Decisions are made by majority vote, either by show of hands, calling out of "ayes" and "nays," or in a very few select circumstances by secret ballot.
- Straw Polling – Straw polling entails asking for a show of hands (e.g., thumbs up or down) to see how the group feels about a particular issue. It is a quick check that can save a great deal of time. Silent hand signals can be an invaluable source of feedback for a Chair working with a large group.
- Voting – Voting is a decision-making method that seems best suited to large groups. To avoid alienating large minorities, the group may require a two-thirds (or more) majority for a motion to succeed, as indicated in the ToR.
- Voting can be combined with consensus - Some groups institute time limits on discussion and move to voting if consensus cannot be reached.

Sharing Leadership in your MSA

Leadership, in the broadest sense, is the act of leading a group of people or an organization towards a goal or goals. True leadership is based on social influence, rather than on authority or power. In the healthiest groups, leadership is shared or "passed around" amongst all group members. This is not to say that the Chair/President gives up their leadership role in facilitating a meeting or in other actions/responsibilities typically reserved for them. Rather, the ability to lead (influence) others is acted upon by all members throughout the life of the group and may even beapparent in the actions of several members in a single meeting.

8. WHO'S IN CHARGE?:
Leadership & Decision-Making at the Governance Table

For clarity, leadership actions that are typically reserved for the Chair/President are outlined previously in Section 7: "*What Am I Really Getting Into? Expectations, Roles & Responsibilities of Governance Table Physician Leaders.*"

In addition, leadership actions that may be undertaken by any executive include:

- Bringing forward new ideas for consideration at the governance table
- Asking another executive to speak about or clarify their position
- Respectfully requesting the Chair/President consider changing the course of a meeting or carrying out a particular chairing action, such as calling for a vote or adjournment
- Helping the group turn its attention to itself and its own functioning in a given moment, for example, bringing awareness to a high level of tension or conflict around a particular issue and asking the group to manage itself conscientiously
- Suggesting changes to bylaws or policies based on an awareness of differences in the content or spirit of the bylaw/policy vs. what is actually happening in the organization. As noted in Section 4, "*Laying The Foundation,*" MSAs require approval from DoBC legal counsel before a change to the constitution or bylaws can be made. Approved changes to the constitution and bylaws must then be filed with the registrar of corporations of BC in compliance with the Societies Act
- Maintaining vigilance over and guarding against possible conflicts of interest not only for themselves, but other board members as well

Consensus does not require unanimity. Rather, everyone must agree they can live with the decision.

9. SEPARATE BUT RELATED:

Governance vs. Operational Decision-Making

It is important that executives have a clear understanding of the authority that lies with the governance table and what should be delegated, such as to the MSA administrators, the MSA Working Group, Advisory, or standing and ad hoc committees.

Typical levels of authority within MSA structures include governance and operations/implementation.

Governance is the responsibility of the executives at the governance table and focuses on:

- Leading the organization – setting the tone, mission and vision
- Stewarding the organization through policy and strategic planning, as well as monitoring the goals and long-term activities
- Hiring, providing direction to, and reviewing the deliverables against the services of contracted staff
- Understanding and planning for the operational service needs the MSA requires to function optimally and effectively, within reasonable limits of its allocated funding

Operations/implementation is the responsibility of the MSA administrator and should focus on:

- Organizing tasks, people, relationships, resources and technology to achieve organizational goals
- Allocating resources under the direction of the governance table and as per funding guidelines
- Providing financial reports to the governance table on a regular basis
- Planning and managing/coordinating the day-to-day operations
- Reporting to the governance table on the progress of the organization against the stated goals
- Implementing the organization's strategic plan consistent with its mission

It is important for executives at the governance table to understand that their job is to "oversee," not "implement." This is an important distinction to be aware of to reduce the risk of blurred roles that may lead to micromanagement. Avoiding micromanagement is important for reasons of job satisfaction and maintaining trust between executives and administrators. Executives deal with management issues in their daily clinical practices, so may sometimes overstep the boundaries between governance and management because that is what they know best. Or the governance table may lack the strong leadership needed to focus on strategic issues, leading it to focus on operational and implementation issues instead.

> Governance tables need to lead, not manage. They should also provide inspiration and be creative and innovative when it comes to problem-solving.

10. GETTING THE WORK DONE:

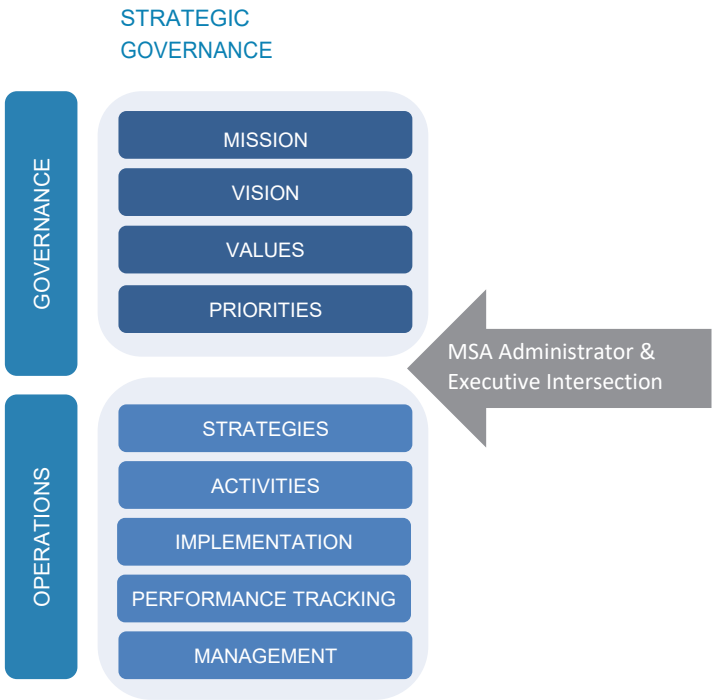
MSA Administrator Roles & Responsibilities

Ineffective governance will often impede an MSA administrator's ability to manage the organization's operational and administrative activities. One of the most important jobs a governance table can take on is the hiring of the lead MSA administrator.

The lead MSA administrator is brought on by the governance table to oversee the organization's overall administrative and operational activities, as outlined in their scope of service and contract deliverables. For clarity on the distinction between contracted and employed staff, see *Section 13: Running the Organization*. Titles of the lead MSA administrator vary. Examples of titles for the role include: “MSA Administrator,” “Program Director,” “Program Manager,” “Project Manager,” “Coordinator,” or “Executive Lead.”

While the governance table is responsible for the strategic governance of the MSA, the MSA administrator is responsible for operations, implementation, and management of the strategic direction set out by the governance table.

Figure 2: Functional Responsibilities Between the Governance Table & MSA Administrator



> The relationship between a governance table and the MSA administrator is vital to the health of the MSA, as the MSA administrator is the formal link to operational achievements and conduct.

The governance table is responsible for understanding and planning for operational needs, and for overseeing all contractors at the MSA. The support functions of the lead MSA administrator include providing leadership for day-to-day operations and implementing the strategic direction and priorities established by the governance table. The implementation of the strategic direction is completed through policy management, project and activity management, financial management, records management and reporting, advocacy management, and partner relations.

A clear *Scope of Service* and governance table consensus about the delegation of authority to the MSA administrator(s) is essential. Conversely, the lead MSA administrator needs to ensure the governance table has the information required to make decisions and provide effective oversight. The role of the MSA administrator at governance table meetings largely depends on how the governance table defines the position. While some administrators are active participants at governance table meetings, others may interact very little. Occasionally, their presence is not required at a governance table meeting, for example, when the governance table is discussing that individual’s contract renewal; in such circumstances, an in-camera session is held.

10. GETTING THE WORK DONE:
Senior Staff Lead Roles & Responsibilities

The lead MSA administrator needs to submit monitoring information required by the governance table in a timely, accurate and understandable fashion. If non-compliance occurs, the MSA administrator must report and prepare recommendations and suggest corrective action to the governance table, allowing sufficient time for executives to consider corrective action. As well, the MSA administrator needs to keep the governance table informed of relevant trends and material external and internal changes. The MSA administrator also needs to maintain a relationship with their Doctors of BC Engagement Partner so that the MSA is aware of any provincial directives and trends coming from the JCCs, SSC or DoBC. The next setion "*A Guiding Hand*", outlines to role of the Engagement Partner and other DoBC support positions.

Timely and transparent communication between the MSA administrator and the governance table is essential.

11. A GUIDING HAND:

Role of Engagement Partner, Primary Care Transformation Partner and the Regional Advisor and Advocate

The SSC employs Engagement Partners[3] to assist MSAs in their efforts to improve collaboration and engagement with their health authority and local partners. Engagement Partners are the local primary contact for the MSA related to the Joint Collaborative Committees (JCCs). The position is jointly funded out of PMA Ministry funds and DoBC physician member dues. The Engagement partners work with DoBC staff and external teams in HLTH and health authorities as a neutral partner. They provide support through strategic and operational guidance, liaising and building relationships with health authority partners and other key audiences, assisting MSAs with issues management, advising on the use of funds, and providing two-way feedback and information with the SSC. The Engagement Partner attends governance table meetings as a guest.

Another form of assistance comes through the Regional Advisor and Advocate (RAA). RAAs are employed by DoBC - funded solely out of physician member dues - to support a united front on specific local/regional issues to seek out positive change for physicians, patients and the health care system. RAAs serve members of MSAs and Divisions by providing strategic advice to individuals or groups of physicians to help address local or regional opportunities and challenges. They inform members about DoBC initiatives and issues of importance to the profession. They also serve members by connecting them to the appropriate services, programs and benefits provided by DoBC.

Primary Care Transformation Partners[4] are regionally and community based FPSC staff. They are multi-faceted change agents and trusted advisors who facilitate the ongoing transformation of the primary care system. Specifically, they provide a direct connection and feedback loop to FPSC as the provincial collaborative space for primary care transformation, act as the primary interface with the HLTH Primary Care team to assist implementation of Ministry directives with regional implications, identify common issues across Divisions and regions to develop and enhance the collective voice of physicians, and provide strategic support guided by the quintuple aim and the DoBC commitment to ISAR and Cultural Safety and Humility in health services.

For an overview of all support roles, see Doctors of BC Engagement Partners, Primary Care Transformation Partners, and Regional Advisors and Advocates.

3 Prior to July 2020, Engagement Partners were known as Facility Engagement Liaisons" for MSAs and "Community Liaisons" for Divisions. Between 2020 and 2023, they provided joint support for MSA and local Divisions.

4 Prior to 2020, Primary Care Transformation Partners were known as FPSC Regional Liaisons

12. OTHER WAYS TO GET THINGS DONE:
Committees

Sometimes, to help governance tables better understand an issue or complete a designated task, project, or study, a committee is appointed. Committees must have a term of reference document that describes the purpose, timeframe, membership, authority, and area of responsibility.

The chair of a committee plays an integral role in setting the tone, pace, and strategy for the committee's outcomes. This individual should be adept at chairing meetings, acquainted with the mandate of the MSA, and lead the work and activities of the committee. Committees take direction from, and act as advisory bodies to, the governance table. Ideally, committee members have an understanding of the goals of the committee and have the skills or experience to help achieve them.

Committees should produce minutes and reports for the governance table that include updates on accomplishments or challenges, as well as findings and recommendations. Terms of reference are used to set out the committee's parameters, authority, and accountability (see Appendix A for a sample committee Terms of Reference template).

There are often two types of committees:

- Standing committees – may become a permanent feature of the MSA. Typical standing committees may include, but are not limited to, executive, finance, policy, priority/pillar areas, or membership.

- Ad hoc committees – often struck for short-term issues, such as the hiring of contractors or special events. The frequency of committee meetings is determined by the urgency and complexity of the issue.

Committees can be formed to address operational issues such as human resources, policy, member engagement, or finance. They can also be used to work on complex issues leading up to a governance table decision.

An important standing committee for an MSA is called the FE Working Group, or Advisory Committee.

- FE Working Group or Advisory is a committee of the MSA that reports to the executive. It engages the medical staff at the local facility and advises the executive on matters of importance to medical staff, their patients, and the health authority, including engagement activities and project/activity funding decisions. The MSA Working Group or Advisory Committee develops decision-making and funding structures to ensure adherence to the funding guidelines, effective representation, and medical staff participation. In some MSAs, particularly those at smaller sites, the governance table and the FE Working Group are one and the same.

13. RUNNING THE ORGANIZATION:

Contracted vs. Employed Staff

The MSA administrators are a critical component in enabling an MSA to succeed in its endeavours. Determining operational support needs and selecting the MSA administrator(s) is one of the most important tasks of a governance table, as these individuals will be responsible for "getting the work done" by implementing and operationalizing the governance table's strategic direction.

There are three types of staffing models:

a. Contractor model – workers have a contract with a specific scope of service deliverables
b. Employee model – workers are employees of MSA
c. Combination of employee and contractor model – full-time workers are employees, and some workers are paid through contract.

It is strongly recommended that the organization seek professional advice from a human resources consultant and tax lawyer to ensure the implications of their staffing model are understood. Failure to properly identify a worker as an employee may expose the organization to liability for income tax, CPP, and EI contributions on behalf of the employee, in addition to significant CRA penalties, interest, and legal fees.

Table 3 lists characteristics that differentiate an employee from an independent contractor. This list of characteristics is not exhaustive and depends on the context – not all factors may exist, and not all may be applicable in any given situation. If in doubt, it is strongly advised that you consult a human resources expert or lawyer.

The unique governance and funding structure of FE MSAs lends itself to a contractor model. FE encourages this model and has resources to support the process of finding contractors through an expression of interest, conducting interviews, and providing templates for contract agreements and scope-of-service deliverables. For more information, including how to comply with independent contractor status, see the *MSA Executive Guide to Working with Contractors* on the FE website.

Failure to properly identify a worker as an employee may expose the MSA to liability to pay income tax, CPP and EI contributions on behalf of the employee, in addition to significant CRA penalties, interest and legal fees.

If an MSA does become an 'employer' (e.g., has employed staff), there are requirements and considerations as an employer that must be considered:

- Business and legal requirements to establish the organization as an employer (e.g., CRA and WorkSafeBC Insurance Coverage)
- Core employment policies and practices to comply with legislation (e.g., *BC Employment Standards Act, BC HumanRights Code, WorkSafeBC Health & Safety Regulations, Personal Information & Protection Act*)
- Core employment process that must be followed (e.g., HR and Employee Records, Payroll and Benefits Administration, Health & Welfare Benefits, HR Policies).

For more information on the requirements employers must consider for the JCCs, see the applicable: Requirements and Considerations to Establish the Division as an Employer.

Facility Engagement Initiative and FPSC provide resources to assist in the understanding of contractor vs employee considerations:

MSA Executive Guide to Working with Contractors on the FE website.

Employee or Independent Contractor Tool

13. RUNNING THE ORGANIZATION:
Contracted vs. Employed Staff

Table 3: Employee vs. Independent Contractor

Employee	Independent Contractor
Follows instructions about how to work	May work without detailed directions on procedure
Trained on how job should be done	Uses own experience/expertise to do job
Integral and interdependent part of the team	Works largely independently
Individual is hired, based on skills, talent and potential	Hired to provide service, regardless of who actually does work. May engage with subcontractor(s) or hire assistants
Has indefinite or term employment status	Often hired for a set time period only - e.g., until the completion of contract or a specific project, or with option for renewal
Hours set by employer/supervisor	Sets own hours without regular supervision
Works for one employer at a time	May work for several businesses at a time
Works according to a performance and work plan	Works any way desired to provide required service or product with deliverables outlined in contract
Participates in regular performance reviews based on performance plan	Reports on deliverables as agreed upon in contract
Compensated regularly, at specified time periods	Submits invoices for hours worked or completed and has an official GST/HST number and charges tax
Has work-related expenses paid by employer	Pays own expenses out of expected compensation
Has tools and supplies provided by an employer	Provides own tools and supplies
Does not work on profit/loss basis	Generally works on profit/loss basis
Cannot offer efforts to general public	Markets services to anyone who wants them
Can be fired at employer's discretion (subject to employment agreement and Employee Standards Act)	Contract can be terminated according to terms of the contract
Can end employment at any time	Responsible for completing deliverables as agreed upon, or giving appropriate notice

14. ON YOUR BEST BEHAVIOUR:
Code of Conduct

The governance table code of conduct is generally encoded in a policy which sets out the standard of conduct expected of executives. It is based on the legal duties and obligations of executives and covers topics such as ethical, businesslike and lawful conduct, including proper use of authority and professional decorum when acting as an executive. Examples of proper conduct expected of an MSA governance table executive include:

- Speak and plan on behalf of member interests and the interests of the organization
- Gather member input in a strategic and fulsome manner that makes sense for your organization and allows for equitable access for all members; refrain from only holding ad hoc conversations with select members or a handful of close colleagues when attempting to gather member input
- Be clear when one speaks for themselves ('my own thinking on this is that…') rather than for members
- Express additional or alternative points of view and invite others to do so
- Refrain from lobbying other executives outside of governance table meetings that might have the effect of creating factions and limiting free and open discussion
- Refrain from meeting with small groups of executives
- On important issues, be balanced in efforts to understand others: ask questions and take the time to listen without planning a response in your head
- Once a decision is made, support and defend the governance table decision, even if own view disagrees
- Do not disclose or discuss differences of opinion at the governance table outside of meetings, especially with workers, volunteers, partners, or other audiences
- Respect the confidentiality of information on sensitive issues, especially in personnel matters
- Refrain from speaking for the MSA unless authorized to do so by a consensus and/or resolution of the governance table
- Disclose involvement with other organizations, businesses, or individuals where such a relationship might be viewed as a conflict of interest

and making decisions; make decisions as a group at scheduled regular meetings unless delegated by the

- Refrain from delving into operations/management, or from giving direction, as an individual executive to the administrators or any member of staff; direction is given by resolution asagreed to or voted on at a meeting
- Be reasonably available to members; attend events, and engage both members and partners
- Attend regularly scheduled governance table meetings
- Enforce a '24-hour rule' - do not react to an upsetting situation until 24 hours after it occurs, which enables time to process the situation
- Be aware of and understand the impacts of one's own power and authority as a physician. Use it wisely, and don't abuse it. Be kind and purposeful when talking to workers, partners, representatives from the health authority, DoBC, and HLTH. Keep in mind this inherent power differential

Code of conduct policy direction may also be sought from Doctors of BC and the Facility Engagement Initiative Provincial Office.

Doctors of BC Code of Conduct

Facility Engagement Initiative Code of Conduct & Conflict of Interest Policy

15. LEADING THE CHARGE:

Leaders in the Making & Continuous Governance Table Learning & Development

Ideally, those physician executives who join governance tables should be interested in leadership and may already have taken training to support their leadership development. However, it is recognized that lack of time, limited availability or access to local leadership training, lack of interest in leadership, and financial constraints may prevent some executives from accessing leadership training.

In the 2019 *Medical Staff Association Executive Leadership Development Need*[3] survey, physician leaders ranked 'executive presence,' 'strategic thinking' and 'running or facilitating effective meetings' as the most important skill sets to be developed by MSA leaders. While this *Governance Guidebook* addresses all of these skill sets, it is recommended that governance table physicians consider accessing some form of leadership training - whether it be in an in-person, group-based, online or blended format.

Furthermore, ongoing skill development (e.g., related to leadership and other physician-specific topics like quality improvement) is critical to a high-functioning governance table and can take place as part of regular meetings, annual retreats, in-service training workshops, external conferences, books and electronic resources, distance education or special organized education sessions. Continuous learning at the governance table ensures knowledge is up to date with SSC and JCC requirements, and skills are continuously developed - both for executives and MSA administrators. DoBC offers webinars and other governance training resources linked to the topics covered in this *Guidebook*, so potentially a good starting point for ongoing governance skill development.

Space also needs to be created both inside and outside the governance table for more experienced executives to mentor, coach, and guide potential and new physician leaders. This practice can be a successful strategy for succession planning.

While there is an abundance of physician leadership training courses available, the Joint Collaborative Committees (JCC) encourage and will compensate physicians to learn management skills and develop leadership abilities. Each of the supported physician leadership programs provide a leadership framework that builds or enhances upon physician leadership skills. The three JCC supported leadership programs include:

- FPSC Leadership & Management Development Program
- UBC Sauder Physician Leadership Program
- SSC & SCC Physician Leadership Development

3 Facility Engagement Initiative. *Medical Staff Association (MSA) Executive Leadership Development Needs, 2019*

16. KEEPING YOUR EYE ON THE PRIZE:

Strategic Planning & Maintaining Future Focus

Good governance tables know the difference between strategy and operations and should always stay within the strategic realm. Strategic planning will help an MSA refine its focus, be driven by its vision and mission, declare priorities, and establish broad long-term organizational goals. Other benefits of strategic planning include:

- Establishes a clear direction for the MSA
- Helps the organization and its membership have a shared understanding and common language
- Communicates focus and need to members and other partners
- Helps to measure progress or success
- Eliminates repetitive decision making (all activities should relate back to the strategic plan)
- Involves members and partners and enables them an opportunity to own and support initiatives - the strategic plan should reflect their needs and input
- Takes the capacity of the MSA into consideration and helps to identify what can or cannot be reasonably completed
- Aligns with the SSC and FE mandate and demonstrates how to contribute to the greater system

The strategic plan is a tool to articulate clear direction for the MSA. It outlines the mission and vision along with long term goals and details about specific strategies. Strategic planning provides a 'roadmap' of where the MSA is, where it is going and how it will get there. The strategic plan is intricately linked to financial and activity planning. Activities should flow out of the goals identified in the strategic plan, and have funding allocated to achieve those goals. The priorities and activities outlined in the strategic plan will determine the amount of financial and human resources needed to achieve the goals. The strategic plan is a living document and should be reviewed regularly to evaluate progress and maintain relevance. Key statements within a strategic plan are the mission and vision.

Mission Statement

The mission statement describes the fundamental purpose of the MSA and guides the overall aims and activities of the organization. It is linked to the vision and values and is the starting point in developing a strategic plan. It generally does not change much, if at all, over the life of an organization. A mission statement answers these questions:

16. KEEPING YOUR EYE ON THE PRIZE:
Strategic Planning & Maintaining Future Focus

- What is the MSA's purpose?
- Who are we?
- What does the MSA do?
- Why are we doing it?
- What is our role?

Vision Statements

A vision is a statement about what the MSA wants to become. It describes an ideal future destination, is generally time-bound (usually 3-5 years, but can be as long as 10 years), and should resonate with all members of the organization to reflect a shared dream. The vision should stretch the MSA's capabilities and image of itself. It provides direction and inspiration for the future of the organization. The vision statement may answer:

- What will success look like?
- What does the MSA want to be in its fullest state of development?
- How does the MSA want to be viewed by the community?

Ideally, the time horizon for a strategic plan should be approximately three years. After a strategic plan is adopted, there should be an annual 'check-in' for the first two years, then in the third year a full revision or revival of the strategic plan should occur. Formalized annual strategic planning sessions or governance table retreats are great means for executives to come together to network and examine the strategy.

While the implementation of the strategic plan is the responsibility of the MSA administrator, on a quarterly basis, governance tables should allocate time on a meeting agenda to ensure planned initiatives are meeting the vision, mission, and goals as established in the strategic plan.

Facility Engagement has developed many tools and resources to support strategic planning activities and Engagement Partners are positioned to support strategic planning at any stage of the process.

17. A YEARLY REQUIREMENT:
The Annual General Meeting

MSAs may choose how often they want to meet with their membership (e.g., quarterly); however, there is an obligation to hold an annual general meeting (AGM) at least once every calendar year, as per the Medical Staff Rules and Bylaws for unincorporated MSAs (FESC MSAs), or the BC Societies Act for physician societies. Members must be given at least 14 days written notice of the AGM.

The AGM is an opportunity to engage members. Some MSAs have a guest speaker who will draw members to the meetings, but physicians may also respond to an AGM held in the context of an information session or a discussion of a topic of particular interest. While there may be discussion of other issues at the time of the AGM, topics that must be discussed at the AGM include the following:

- Call to order and approval of the agenda
- Report from the President/Chair
- Review of the financial statements
- Consideration of any extraordinary resolutions
- Election of Executives

18. WELL, THAT WASN'T A WASTE OF MY TIME:

Running a Good Meeting

Governance table meetings provide a structure for executives to formally meet and make decisions about the organization's direction. These meetings are critical to good governance and must occur as often as necessary for the governance table to fulfill its duties.

Meeting Ground Rules

A governance table is responsible for establishing its own meeting protocols or 'ground rules', which are the standards of conduct that guide group behaviour and help executives to work more effectively with each other. Governance tables can adopt whatever discussion and decision-making processes work best, whether it be the consensus-building approach or a more formalized Robert's Rules of Order. Other effective meeting ground rules include:

- Meetings start and stop on time
- Focusing on the issues, not the personalities
- Participation by all executives
- Honouring opinions
- Engaging in respectful, open and honest communication
- No side conversations

Agendas

Agendas are a tool used by the chair to manage meetings effectively. They provide structure through discussion content, required actions, and timelines. A good agenda format can improve governance table meetings by identifying topics for discussion and allowing executives to prepare. Guidelines for developing an effective agenda:

- Include only focused topics that are relevant to the MSA
- Be intentional about not putting too many items on an agenda that require big decisions to leave time for discussion and sound decision-making
- Have the Chair/President and MSA administrator meet at least a week in advance of the meeting to prepare the agenda
- Format the agenda to include the topic, required action and allotted time
- The Chair/President should begin the meeting by asking for the agenda to be accepted. At this point, items may be added to the agenda
- Stick to the agenda and the allotted time. If things come up, put them in a 'parking lot' to be discussed at the end of the meeting, or put them on the agenda for the next meeting

Meetings should be a good use of executives' time and intentionally designed to focus on the high-level governance issues rather than operational or administrative issues.

Pre-Reading Materials & Advanced Meeting Notice

Governance tables need the right information at the right time to make the right decisions. It is the responsibility of governance table executives to insist they receive adequate information in order to make decisions. Consistently formatted meeting information (e.g., briefing notes) is important so that executives can quickly scan it to obtain perspective on the issues to be discussed. Advance notice of the meeting time and location is also essential for effective meetings. Preferably, a regular meeting schedule should be sent a year in advance and held on the same day of the month (e.g., the fourth Monday) at the same time.

Providing materials for executives to review **at least one week in advance** will help each executive member prepare so they are informed and ready to discuss the issues atthe meeting.

18. WELL, THAT WASN'T A WASTE OF MY TIME:

Running a Good Meeting

Minutes

Minutes are a legal document and a permanent record of meetings and decisions. It is good practice to draft the minutes soon after the meeting so they can be sent to executives for approval. Action items should be clearly identified for follow-up to occur between governance table meetings and added to the agenda of the next meeting. A copy of all minutes should be kept on file. See FE Website MSA Operations Tools and Resources page for a minutes template.

Good minutes document decisions, action items, next steps and accountability. They do not need to provide a verbatim record of discussions. The following should be documented in the governance table minutes:

- Date, time and attendance
- Name of recorder
- Key discussion points (just the facts, not the dialogue) and decisions
- All motions made
- Any conflicts of interest
- Action points to be followed up on and by whom

In-camera sessions

When the executives need to discuss confidential or sensitive issues, the Chair/President should call an in-camera session. In-camera sessions are used to protect confidentiality or individual rights and offer a candid exchange of opinions.

In-camera sessions are needed to:

- Explore planning for major endeavours that would significantly impact the organization
- Discuss a governance table approach to negative publicity
- Handle personnel issues, such as compensation, performance, improper conduct or discipline of contractors
- Peer-to-peer discussions about governance table operations, such as handling of interpersonal conflict
- Discuss financial issues with an auditor
- Prepare for a case with a lawyer or a legal negotiation with an outside entity
- Any other matters where confidentiality has been requested or is otherwise prudent

19. WORKING TOGETHER:
Teamwork Issues

Purposeful focus on teamwork is as important as - and goes hand in hand with – governance excellence. Without harmony and healthy teamwork, your team's potential cannot be realized. Frank, open, and respectful conversation with healthy challenges is important at governance tables. Shared purpose, trust, and addressing teamwork issues head-on help ensure your governance table acts in the physician membership's best interests.

Here are some characteristics of a governance team that exemplifies healthy teamwork:

- The atmosphere tends to be informal, comfortable, and relaxed.
- There is a lot of discussion in which everyone participates, and it remains pertinent to the group's task.
- The group's task or objective is well understood and accepted by members.
- There is a sense of duty of care toward one another; namely, members listen to one another.
- Every idea is given a hearing. Members are not afraid of putting forth a creative thought, even if it seems extreme.
- There is disagreement. Disagreements are not suppressed, overridden, or handed off by premature group action. The reasons are carefully examined, and the group works toward a resolution.
- Most decisions are reached through a kind of consensus in which it is clear that everyone is generally in agreement and willing to go along. Formal voting is at a minimum; the group does not accept a simple majority as a proper basis for action.
- Generally, decisions and solutions to problems are based on group deliberation and analysis, not on gut feelings or personal preferences.
- Criticism is frequent, frank, and relatively comfortable. There is little evidence of personal attack, either open or in a hidden fashion.
- Executives are free to express their feelings as well as their ideas.
- When action is taken, clear assignments are made and accepted.
- The Chair of the group does not dominate it, nor, conversely, does the group defer to them. In fact, leadership shifts from time to time depending on the circumstances. There is little evidence of a struggle for power as the group operates. The issue is not who controls, but how to get the job done.
- The group is self-conscious about its own operation.
- Group members leave meetings feeling good about the meeting and energized about their work together.

How many of these characteristics does your governance team have?

20. FINANCIAL STEWARDSHIP:

Budget Basics, Reporting Requirements & Physician Compensation

Funding for Facility Engagement is provided through the negotiated *Physician Main Agreement* between the DoBC, HLTH, and health authorities in BC. These are public taxpayer funds and are not associated with the membership dues that physicians pay annually to the Doctors of BC. As a result, physician leaders at governance tables have a fiduciary responsibility. Executives need to be stewards, providing financial oversight and guidance in an ethical, equitable and responsible manner. This is one of the most important jobs and a major role of a governance table executive.

Financial Roles & Responsibilities

Physician leaders must ensure that their budget advances its mandate and that adequate financial controls are in place to ensure the appropriate usage of funds (see Appendix B for examples of financial controls). Governance tables must adopt a culture of financial transparency and ensure that robust financial accountability policies and practices are in place and followed. This means requiring adequate financial information to make sound financial decisions at the governance table. See Table 4 for a brief outline of MSA financial management bodies.

Financial decision-making at governance tables involves:

- Ensuring the strategic plan and budget allocations align with the MOU mandate
- Adhering to the SSC Facility Engagement Funding Guidelines
- Approving operating budgets
- Assuring there is agreement for the percentage allocations spent on internal operating expenses, payments to physicians, and project expenditures
- Establishing and regularly reviewing a financial policy
- Ensuring financial statements are reviewed regularly (preferably quarterly) and are accurate
- Approving major transactions
- Having the ability to "say NO" to good ideas and acknowledging the reality that there is only so much capacity or budget, and that "saying YES" will require something else to fall off the table
- Ensuring compliance with legal and regulatory requirements
- Ensuring reporting, monitoring, and accountability requirements

As an individual governance table executive, you can make a meaningful contribution by reading and understanding the relevance of your financial reports, and also ensuring that:

- The strategic plan has budget resources allocated to the MOU, vision, mission, and goals
- The MSA operates within its allocated budget
- Unwarranted financial risks are avoided
- Financial reporting is timely, accurate and complete
- The MSA adheres to SSC or legislative reporting requirements, as per the MSA's Fund Transfer Agreement, FESC Funding Agreement, and Societies Act, as applicable.

The MSA administrators are responsible for supporting the governance table with financial planning and day-to-day financial management.

MSAs are required to use FEMS (Facility Engagement Management System) and all financial transactions must be recorded in this system.

20. FINANCIAL STEWARDSHIP:

Budget Basics, Reporting Requirements & Physician Compensation

Table 4: MSA Financial Management Bodies

Governance Table:

- Be responsible for overall financial oversight
- Ensure funds are spent in accordance with organizational goals and objectives
- Develop and authorize a set of policies for how the organization manages its finances
- Approve the budget
- Monitor financial statements (quarterly)
- Approve contracts and invoices, as appropriate
- Receive regular written reports from the treasurer or MSA administrator detailing present financial status, anticipated problems and planning
- Ensure the MSA complies with the Fund Transfer Agreement (societies) or Funding Agreement Terms and Conditions (FESC), and federal and provincial laws regulating fiscal accountability and governance
- Adhere to sound accounting principles that produce reliable financial information to ensure fiscal responsibility

Treasurer

- The executive who oversees the management of finances as approved and reviewed by the governance table, and managed by the MSA administrator
- Is Chair of the Finance Committee (if one exists)
- Collaborates with the MSA administrator to develop the annual budget
- Works with the MSA administrator to review statements before governance table meetings

MSA Administrator

- Responsible to the governance table
- Ensures financial policies or rules are followed
- Manages day-to-day financial transactions
- Collaborates with the Treasurer to develop the annual budget for review and approval by the governance table
- Manages regular budget reconciliation (e.g. quarterly)

20. FINANCIAL STEWARDSHIP:

Budget Basics, Reporting Requirements & Physician Compensation

Budget & Budget Monitoring

As part of its fiduciary responsibility, the governance table must approve and monitor the budget. The budget is a financial plan that identifies how financial resources are to be used and links those resources to the organization's goals and objectives for aspecified period. The budget is also a monitoring tool. It serves as a guide for tracking the organization's progress toward achieving its goals. Regular reports based on this monitoring provide financial oversight for an MSA. The governance table will determine the frequency and format of the financial reports to be used for monitoring.

Quarterly budget review is advised. The reports will show revenue and expenses for the period, along with any variance between them. It is essential that executives read and understand the financial reports. Regular reviews can alert the governance table to the need for budget adjustments, and timely monitoring enables adjustments before it becomes a crisis. Physician societies will work with their bookkeeper or accountant to help produce financial reports and statements. FESC MSAs receive monthly financial statements via the FESC bookkeeper, Enkel.

Table 5: Common Financial Reports

Revenue & Expense Statement / Operating Statement / Profit and Loss Statement	This statement shows the income received and the expenses incurred in a given period. The statement will show one of three possible outcomes: a balance (revenues and expenses are equal), a surplus (revenues exceed expenses), or a deficit (expenses exceed revenues). Revenue & Expense statements, operating statements and profit and loss statements are words used interchangeably to describe this type of statement.
Balance Sheet	This report shows an organization's total assets, liabilities, and equity at a fixed point in time. Assets are what the organization owns or is owed. Liabilities are debts the organization has not paid. Equity is what remains after liabilities are subtracted from assets. This report is needed by societies to request a funding gate from the FE provincial office.
Cash Flow Projection	The cash flow projection is an internal report used by management to display cash flow coming in and out of the organization. It helps forecast fluctuations in revenue and expenses.
Variance Report	This report shows actual revenue and expenses as compared to budget. Variance analysis should be conducted at regular intervals (e.g., quarterly). Variance is the difference between what has been budgeted or planned and the actual amount spent. The goal of a variance analysis and the subsequent discussion by the governance table is to identify any concerning trends or problem areas as early as possible to take corrective action. Discussing budget variances will also help the governance table control expenditures in the future, especially if each activity has an advance budget. It is not necessary to change the MSA budget as the governance table sees significant variance; rather, corrections can be made to the budget at the end of the year. This should help in planning the budget for the following year.

20. FINANCIAL STEWARDSHIP:
Budget Basics, Reporting Requirements & Physician Compensation

Budget Reporting to Membership

Budget transparency is important, and it is mandatory to report the organization's financial statements to the membership at the AGM each year. Outside of the AGM, governance tables may determine the frequency of budget reporting to the membership. However, when the membership asks about finances, the best course of action is to be transparent and report regularly.

Often, members are most interested in the percentages spent on physician payments, project work, and internal operating expenses (IOE). Governance tables should ensure that discussions and decisions regarding these percentage allocations are made in advance, and that expenditures remain within the percentage targets.

Executive Compensation (Physician Societies Only)

Each physician society executive is compensated for their involvement at the governance table. Remuneration is paid based on the time involved in "Director work," which is the oversight or supervision of the MSA's activities and internal affairs. Examples include:

- Preparing for and attending meetings of the governance table, its committees, and attending annual and special meetings
- Attending meetings with administration, other partners, and attending project or working group sub-committee meetings in the capacity of a director
- Activities related to the board's financial oversight and governance, such as approving budgets, contracts, establishing policies and procedures, and ensuring compliance with key documents

An MSA's governance table cannot set its own remuneration rates. It is mandatory that remuneration for directors be paid at the JCC rate for all engagement activities (non-clinical work) for FE-related work. Directors also need to be accountable to their governance table and membership for the remuneration they receive. For societies, the *Societies Act* (S.36) requires director, employee, and contractor remuneration to be reported in the financial statements presented at an AGM. Discussion, clear rules, and accountability at the governance table will help directors avoid compensation-related conflicts of interest.

To ensure that all CRA tax requirements are met, appropriate source tax deductions must be applied to all director compensation. This includes CPP and Employment Insurance deductions, which must also be reported on a T4 information slip. Furthermore, MSAs must pay GST on sessional payments if they are included on the invoice (e.g., through FEMS and Accounting Software transactions, see *How to Create CRA Claims FEMS Tip Sheet*) and the doctor's GST number is included.

For governance tables under the legislation of the *Societies Act*, a rule came into effect in November 2018 requiring that a majority of the directors must not be remunerated by the society for "non-director work." Non-director work is defined as "work done by a director relating to the implementation or day-to-day operational work of the society." Non-director work is the 'hands-on' work of the MSA (e.g., operational work, like designing an engagement activity or implementing and monitoring a project). While this does not preclude a director from being paid for non-director work, the society must ensure that the majority are not being paid for this work (e.g., if there are 5 directors at a governance table, only 2 directors can be paid for non-director work at a time).

For more information on director compensation, see: *CRA Information for Physician Societies* available on the FE website.

20. FINANCIAL STEWARDSHIP:

Budget Basics, Reporting Requirements & Physician Compensation

For the MSA Treasurer & MSA administrator (in partnership with their accountant or bookkeeper at a physician society), the following list can serve as a guide for financial policy review or updating:

- Does the MSA follow the appropriate accounting standards?
- As part of the budget development process, is there agreement amongst the governance table on the percentage allocations for internal operating expenses, payments to physicians and project expenditures?
- Does the governance table review the financial statements (revenue/expenditure, balance sheet, year-to-date budget comparison) on a regular basis?
- Do governance table executives read and understand these financial reports?
- Is the financial report discussed and approved at the governance table meeting?
- Does the financial statement present an accurate picture to determine the financial health of the MSA?
- Has the governance table adopted a written policy stating the responsibilities and authorities it has delegated, e.g., in FEMS?
- Does the governance table periodically review the activity of the individual(s) who have been assigned financial duties to ensure they have not exceeded the scope of their authority?
- Does the governance table determine that the MSA remain consistent with those indicated in its operating budget?
- Is the current budget consistent with the MOU and the MSA's goals and plans?
- Does the governance table approve the MSA's operating budget?
- Has the governance table authorized the use of an MSA credit card and adopted a policy and procedures that outline the use and processing of credit cards?
- Are the internal financial controls documented in a procedural handbook?

JCC Joint Collaborative Committees

21. KEEPING THINGS CLEAN:

Navigating Conflicts of Interest, Confidentiality & Interpersonal Conflict

Conflict of Interest

Governance table executives and MSA administrators are expected to disclose any personal, family, or business interests that, by creating a divided loyalty, could influence their judgment or lead to the perception of influence or benefit from their activities on behalf of the MSA. A conflict of interest exists wherever an individual could benefit disproportionately from others, directly or indirectly, from access to information or from a decision over which they might have influence, or where someone else might reasonably perceive there to be some benefit or influence. This is called a perceived conflict of interest and is just as important as an actual conflict of interest.

Conflicts of interest are unavoidable and should not prevent an individual from serving as an executive or administrator unless the extent of the interest is so significant that the potential for divided loyalty is present in a large number of situations. Conflicts of interest are especially difficult to avoid in a small town or hospital.

A well-defined conflict of interest policy protects the MSA's governance table and administrators from being influenced in the performance of their duties. The policy should provide clear definitions, specify areas of concern and provide clarity and direction for handling real or perceived conflicts of interest.

When a conflict of interest arises, there are a number of procedures that may be undertaken to acknowledge the situation, but the "Cole's notes" for procedures is "when in doubt, declare and document."

- Members of the governance table and administrators have a duty to disclose any personal, family, or business interests that may, in the eyes of another person, influence their judgment.
- The governance table has a duty to disclose specific conflicts of interest to MSA members, administrators, and external partners when such interest may, in their judgment, affect the organization's reputation or credibility, and to disclose the governance table's procedures for operating in the presence of such conflicts.
- Executives and administrators have a duty to refrain from participating in any discussion or voting on matters in which they have, or may be perceived as having, a conflict of interest. Such exemptions are recorded in meeting minutes.
- Any business relationship between an individual (or of authority) and the MSA, outside of their role as an executive or administrator, must be formalized in writing and approved by the governance table.
- Best practice in governance includes executives being the guardians of not only their own conflicts of interest, but each other's as well; meaning, if executive A perceives that executive B may be entering into a conflict of interest that they do not seem aware of or have not yet declared, executive A should speak up about this perception.

Conflict of Interest Examples:

- An executive has a personal or business relationship with the MSA as a supplier of goods or services, or as a landlord or tenant
- An administrator has a personal or financial relationship with a client of the MSA outside the workplace
- The MSA contracts someone who is directly related to a governance table executive or other administrator

Confidentiality

All information generated within the organization is private in that it is for the sole purpose of the business of the MSA.

Confidential information is information that, if disclosed, might prejudice the interests of the MSA or the privacy rights of its members or partners. Governance tables should have a confidentiality policy that clearly articulates the requirements and limitations of confidentiality, as well as the consequences of breaking that trust. It is common practice to require executives and administrators to sign a confidentiality statement.

Interpersonal Conflict

Executives will bring differing values and priorities to the governance table. While assumptions will likely be tested and 'healthy challenges' will occur, there may be times when a governance table erupts in conflict due to varied opinions, miscommunication, or misunderstandings. Conflict is better addressed than avoided, with the intent of reaching a collaborative agreement that resolves both parties' concerns.

21. KEEPING THIS CLEAN:

Navigating Conflicts of Interest, Confidentiality & Interpersonal Conflict

Healthy conflict at a governance table can stimulate creativity and strengthen an MSA. However, when conflict becomes 'unhealthy,' it may be destructive to the MSA. Governance table executives tend to dislike conflict so much that they often would rather abdicate their governance table responsibilities than deal with the conflict.

Conflicts tend to erupt most often during transitions or when unexpected issues arise. Both situations tend to be higher stress than, say, day-to-day operations or planning sessions. When conflict arises during stressful times, we often "default" to a preferred way of dealing with it. We can break down these modes into five different approaches:

a) Competing (I win, you lose)
b) Accommodating (You win, I lose)
c) Avoiding (I lose, you lose)
d) Compromising (I win and lose, you win and lose)
e) Collaborating (I win, you win)

Around your governance table, you may have all five approaches represented as "default" modes when your team is under stress. All five approaches to conflict are useful and have their place. However, none of them are useful all the time. It's important to notice when conflict in your team is occurring and whether the best approach to resolving it is being used for the situation at hand.

At governance tables, there are generally two types of conflict: between executives and between executives and administrators.

When there is a reasonably high level of trust around a governance table, minor conflicts can usually be handled in the moment. However, when a major conflict erupts, a general rule is to implement the 24-hour 'cooling off' period, during which nothing is done, said, or written until 24 hours after the conflict occurs. A governance table should have this as a pre-established policy or rule that all executives are aware of.

The Chair of the governance table should lead in resolving the conflict, as their primary role is to manage the governance table's operations. However, if the Chair is unwilling or is directly involved in the conflict, either the Vice-President, Past President, or a neutral executive should assist with the mediation. The lead MSA administrator should not be involved in mediating the conflict, as there needs to be trust and a good working relationship between them and the governance table, and impartiality may be difficult to achieve.

When a major conflict between executives arises, it usually begins as a difference of opinion or perspective but quickly escalates into an intense, personal issue. A Chair should always encourage executives to address the issue, not the person, as once the conflict becomes negative and personal, the two parties will often have difficulty communicating constructively, and others around the governance table become increasingly uncomfortable watching the exchange. To address conflicts among executives, the Chair should request a private meeting outside the governance table, where a facilitated discussion can help resolve differences. Subsequently, the results of the private meeting should be conveyed to the governance table.

Conflicts between the governance table and an MSA administrator can be extremely challenging, as a significant power imbalance exists, and the MSA administrator serves as the bridge between the governance table and the MSA.

Governance tables may choose to deal with MSA administrator conflict by:

- Resolving the issue directly at the governance table
- Striking an ad hoc committee to bring back recommendations to the governance table
- Involving a mediator, organizational consultant, or neutral third-party

The risk of having conflict with an MSA administrator is that the MSA may lose momentum, continuity, expertise, and leadership. There also may be a cost to the MSA, with confidence in the administrator lost or reputations damaged. It is often the MSA administrator's situation that does not end well when in conflict with their governance table. They may end up resigning or their contract being terminated, or an executive may choose to leave the governance table.

Although conflict may be difficult to avoid, MSAs need to know how to engage in healthy, constructive conflict to stimulate creativity and strengthen the organization. Investment in conflict management/resolution training at the governance table level may be worthwhile and should be considered.

22. AM I DOING OK?:

Performance Management & Executive Board Self-Assessment

Governance tables cannot learn without feedback. There are two types of performance management to be concerned with:

- The service delivery assessment of the MSA administrators contracted deliverables
- The governance table self-assessment, commonly known as the 'executive self-assessment.'

Reviewing and Evaluating Contractor Services and Deliverables

The MSA administrator's service deliverables assessment should be conducted at the time of contract renewal. Contract renewal is a critical governance activity for MSAs. A structured, consistent approach helps ensure contractor services continue to meet operational needs, remain compliant with independent contractor requirements, and provide good value to the MSA. When an MSA is an employer, staff evaluations provide an opportunity for feedback, to identify strengths and limitations, and to clarify or renegotiate expectations for both the governance table and the senior staff lead. Employed senior staff lead performance evaluations should be completed annually.

The MSA administrator contracted service deliverable assessment should be conducted by any member of the governance table (or a committee/subgroup) who is considered neutral. Often, the President/Chair performs this function, with input from the governance table. Gathering input from others with whom the MSA administrator interacts frequently is recommended. At some governance tables, particularly small ones, the entire table is involved in an annual contract renewal discussion with its MSA administrators. For a comprehensive guide, see the *FE website* MSA Tools and Resources section for the *MSA Executive Guide to Working with Contractors* and to access a sample evaluation to survey MSA executives.

> The governance table is responsible for monitoring contractors' deliverables and for reviewing services and deliverables prior to contract renewal.

Executive Self-Assessment

Great governance tables carry out annual self-assessments. Furthermore, if self-assessments are replicated year over year, it enables the governance table to track and validate progress.

Self-assessments are considered best practice, as they enable a governance team to:

- Discuss and clarify roles and responsibilities
- Enable a common understanding and set consistent expectations around executive performance
- Measure the team's effectiveness
- Discuss how the governance team can further advance the organizational mission, vision and goals
- Identify gaps in governance table skill sets
- Identify topics for further education and learning

Regular assessment of the executive table's performance provides a significant opportunity to move the executive forward in meeting its governance responsibilities and to effectively engage individual executive members. Self-assessments are also a useful tool in driving governance table accountability because the process allows for executives to share feedback anonymously. This generates an overview report that can help reveal the team's collective strengths, shortcomings, and accomplishments.

See Appendix C for sample Indicator Questions. There are many executive self-assessment tools available to governance tables; however, the fundamental areas to examine during a self-assessment are shown in Table 6 below.

22. AM I DOING OK:
Performance Management & Board Self-Assessment

Table 6: Indicators to be Examined During Executive Table Self-Assessment

	Does Our Governance Table Demonstrate This?		
INDICATOR: *(See Appendix C for sample Indicator Questions)*	**YES**	**NO**	**Not Sure/Room for Improvement**
Alignment behind clearly articulated mandate			
Clear roles and responsibilities			
Strong relationships			
Earned trust			
Ability to engage in difficult conversations			
Leverage skills and experiences			
Focus on strategic issues			
Drive for continued improvement			
Unified voice outside of the governance table			
Culture focuses on outcomes, results & timely decisions			
Level of diversity, broadness of perspective and representation of the executive			

Adapted & modified from: CABRO. *Governing in the Public Interest Foundational Training for BC Public Sector Appointees - Appendix 3 Board Self-Management Evaluation.* May 2019

23. WINNING THE LOTTO:

The Importance of Effective Succession Planning

Diverse governance tables make better long-term decisions. Fixed executive terms and regular, staggered, and planned turnover at governance tables[4] enables fresh thinking while also maintaining organizational knowledge and historical perspective. Additionally, the sudden departure of an executive or MSA administrator can cause significant organizational disruption if there is no effective succession planning in place.

Succession planning should begin as soon as a physician assumes a position at the governance table. Governance tables need to take an intentional approach to succession planning and to recruiting candidates for executive positions, while also recognizing that the size and rural and remote nature of the MSA will affect recruitment.

Executives should also ensure there is a formalized succession plan for recruitment to the governance table. Characteristics, competencies, qualities, skills and preferred experiences of the successor should be discussed and agreed upon at the governance table and made known and available to potential candidates. Ideally, the governance table should be looking for a recruit that:

- Has an understanding of the community or hospital and its needs
- Is willing to work collaboratively and actively participate
- Is a team player and works well in groups
- Has skills or interests that fit with the direction of the MSA

As referenced in the title of this chapter, it's good to think in terms of "If our lead MSA administrator or our President were to win the lotto and leave tomorrow, could we carry on with minimal disruption to our organization?"

If the answer is "yes", then you have a good succession plan in place.

When engaging in succession planning, governance tables need to move away from "the dark side" mindset and towards "whose turn is it next?" Roles and responsibilities need to be clear for incoming executives, and there should be more mentoring and coaching for new physician leaders. MSAs should have an open and transparent process for electing executives. The specifics of election procedures are often detailed in the governance table or in the Health Authority Medical Staff bylaws or rules, and they usually take place during an AGM.

4 When a change of executives occurs at an AGM and the MSA is a physician society, they must file an executive change with the annual report. If an executive position changes outside the AGM, the change must be filed with the BC Registry as soon as possible. Lawyers or bookkeepers can assist with filing. For filing instructions, see: https://www2.gov.bc.ca/gov/content/employment-business/non-profits-sector/not-for-profit-organizations#maintain

24. SHOW THEM THE ROPES:

Governance Table New Member Orientation

New executives face both a content and cultural learning curve when they join a governance table. They will be more successful and effective over time if they are well prepared through an orientation to the governance table and organization. Orientation can be formal or informal, but at a minimum should include:

- History of the MSA
- Successes/achievements
- The MSA's FTA or Funding Agreement, constitution & bylaws (physician society only), policies, procedures
- Awareness of fiduciary and legal responsibilities
- Responsibilities and role description of the position
- Current strategic plan, financial statement, and annual report

It is often the responsibility of the MSA administrator and the Engagement Partner to provide orientation to the new executive. Ideally, a new executive will receive orientation prior to their first governance table meeting. However, a variety of methods for orienting new executives may help increase interest and enthusiasm. Orientation methods include:

- Engagement Partner support – Engagement Partners can provide JCC context, FE history, MSA history, roles and responsibilities, and a regional and provincial perspective
- Orientation sessions – supported by the MSA administrator, ideally held within the first month of term and include all new executives to the governance table. Format could include discussions, presentations or tours
- Mentoring system – partnering a new executive with a more experienced executive enables the exchange of skills and knowledge
- Three-month check-up – the Chair/President should monitor each new executive's development and address any concerns if they arise

A number of MSAs have developed Physician Orientation Manuals and Executive Handbooks, which both new physicians and new executives have found useful. See Appendix D for a template to get started. These manuals are available in electronic or paper formats and may be used as a reference and resource document as they 'show the ropes' of the MSA. *An Executive Orientation Handbook template is available on the FE Knowledge Sharing Website.*

25. GETTING HELP WHEN YOU NEED IT:

Prequalified Vendors

There will be occasions when governance tables have issues requiring additional training, examinations, or learning. When a governance issue is identified by a member of the governance table, a discussion with the Engagement Partner should take place first. The Engagement Partner should be able to direct the MSA to an appropriate pre-existing provincial resource or, alternatively, suggest external consultant assistance.

Doctors of BC has also identified a number of pre-qualified vendors who may assist MSAs in addressing their governance issues. This eliminates the need for MSAs to search independently for a required governance contractor. Depending on the issue, there may be an opportunity to cost-share the governance project's fees with FE.

26. VITAL SIGNS:
Evaluation & Monitoring Programs

Another important task of a governance table is to ensure the organization consistently monitors and evaluates its projects and activities to enable continuous learning and improvement, and report impacts. Executives should ensure that the MSA includes an evaluation plan and that evaluation results are summarized at governance table meetings. The development of the evaluation plan and implementation of evaluation tasks is the responsibility of the MSA administrator. Some MSAs have chosen to hire an evaluator or evaluation coordinator. The Facility Engagement Initiative and JCC Provincial Offices offer a variety of resources to assist with monitoring and evaluation efforts.

JCC Evaluation Supports

The JCC is developing a practical tool to help apply the Quintuple Aim to local health system improvements. Building on the Institute for Healthcare Improvement's model, the framework adapts the quintuple aim into clear, actionable categories tailored to the BC context. See the most recent *JCC Quintuple Aim Framework*[5] to apply the quintuple aim to your MSA activities and projects. In addition, FE has developed a *Common Measures Across FE Resource* to help MSAs apply the *Framework*.

Most MSAs have just begun exploring options for performance measurement and evaluation. The SSC has indicated that MSAs should expect to allocate approximately 10% of a project's total resources to evaluation activities. To support MSAs in their evaluations, SSC created the *Facility Engagement: Medical Staff Association Evaluation Toolkit* in the summer of 2019. This toolkit provides MSAs with a framework and practical tools, such as survey templates and an activity evaluation form, to evaluate the success of Facility Engagement activities and MSAs' projects.

Evaluation of the Facility Engagement Initiative is also relevant and important to governance tables. Since its inception, FE has undergone external evaluations to assess its impact against the program's expected outcomes and identify potential areas for improvement. Data sources include administrative data, online surveys with MSA members and HA leaders, virtual interviews with a sample of MSA members, HA leaders, MSA administrators, and DoBC staff. *All FE Evaluations are accessible on the FE Website.*

Additionally, Doctors of BC surveys BC physicians every two years[6] through the Health Authority Engagement Survey to determine their views on the level of engagement, interaction, and physician and psychological safety within their respective health authority. The evaluative survey allows comparisons across regions, physician practice types, and locations and provides important insights into how DoBC can better advocate on behalf of physicians. See the most recent *Doctors of BC Health Authority Engagement Survey Result Breakdowns by Health Authority* for full survey results over the years.

[5] This framework is a draft and prototype, subject to revisions.

[6] Prior to 2023, the DoBC Health Authority Engagement Survey was conducted yearly and shifted to every two-years to allow for each health authority to establish a regional Engagement Response Plan with the DoBC Advocacy team.

27. ETHICS:

Legal Responsibility

(See also: Section 5 – *"The Organization as Patient: The Executive's Duties of Care, Loyalty, and Obedience")*

Fiduciary responsibility

Governance tables of MSAs are charged with exercising responsibility for their organizations and their resources and, therefore, are considered fiduciaries. This means that, legally, executives are required to treat the organization's assets with the same care they would their own assets. Executives must demonstrate due diligence and ensure that the organization and its finances are well-managed and remain sound. Reasonable care must be exercised when making decisions and not subject the organization to unnecessary risk. While legal action against a governance table or individual executives is highly unlikely, it is not impossible. However, when legal action is brought to any governance table, it is most often due to inaction, inattentiveness, or passivity.

Therefore, it is very important to create and cultivate a culture in your organization that holds honesty, integrity and ethical dealings in the highest regard, and guards against anything that could be perceived as inaction or inattentiveness. When this is done well, your service as an executive can be rich and rewarding. Make sure you:

- Attend meetings regularly
- Make independent and justifiable decisions based on a sound decision-making procedure, rather than just voting with the majority
- Review meeting minutes carefully before approving them
- Establish and implement sound policies
- Make decisions collectively in a well-structured meeting, always and only when a quorum is present
- Understand and be a guardian of your organization's mission
- Ensure compliance with laws and rules
- Promote collective and individual vigilance

When legal action is brought to any governance table, it is most often due to inaction, inattentiveness, or passivity.

Privacy

All BC private sector organizations, including non-profits such as Physician Societies, must comply with the *Personal Information Protection Act* (PIPA). Personal information means information that can identify an individual (e.g., name, home address, home phone number, ID numbers), as well as information about an identifiable individual (e.g., physical description, educational qualifications, blood type).

MSAs must identify a 'privacy officer' who is responsible for compliance with PIPA. The privacy officer is responsible for the collection, use and disclosure of personal information, for reasonable purposes. In order to collect information, the MSA is required under PIPA to have appropriate policies in place for managing personal information, providing notice, obtaining consent and allowing access to information. These policies must be available to individuals upon request.

28. RISKY BUSINESS:

Liability and Managing MSA Risk

It is important for each MSA to review their own risks and develop a risk management plan that reflects its organization's potential risk areas. Risk management should be integrated into all aspects of MSA management. The governance table is liable for the services run by the MSA and, therefore, should take efforts to reduce risk by developing policies to ensure responsibilities are met.

The governance table should ensure that the lead MSA administrator has developed a risk management plan and is implementing activities to curb risk. The results of the risk management activities should be discussed at meetings as required. MSAs may create a risk management plan or framework to use as an overarching protocol or structure within the MSA. This will help the governance table and administrators to better understand, manage and communicate risk. Written policies and procedures for areas of risk can help ensure consistent practices that reduce overall risk. Listed below are potential risk areas to consider:

- Governance – ensuring good governance practices are in place
- Director liability (physician society only) – insurance provides personal financial protection for directors against liabilities imposed while performing duties (especially useful in covering legal costs if a lawsuit is brought against the governance table, but cannot protect against deliberate fraud or negligence)
- Contracting – ensuring expected deliverables and outcomes are met
- Finances – asset loss, damage or theft, misappropriation of funds, event mishaps
- Technology and intellectual property – loss of data due to computer loss, theft of sensitive data
- Reputations and goodwill – loss of reputation can affect the ability to attract staff, volunteers, partners, members
- Employment practices – health and safety concerns, wrongful dismissal suits, conflict of interest

Insurance is also a form of risk management, as taking out insurance transfers the responsibility to a third party. The two most important insurance policies to have in place include:

MSA governance tables must understand risk, provide risk oversight and ensure that risk control is in place.

- **Directors' liability insurance (physician societies only)** – covers the costs of the directors of an MSA should they become legally obligated to pay as a result of damages to another party. It covers the losses occurring from wrongful acts by a director or the governance table. This coverage provides personal financial protection for directors against claims resulting from wrongful acts while performing their duties. This may include actual or alleged errors, omissions, misleading statements, employment claims and neglect or breach of duty on the part of the governance table and other insured persons and entities.
- **Commercial General Liability Insurance** – although it is very rare that an MSA would need to lease office space, as most governance and MSA work occurs virtually, most leases will require this coverage for an MSA to rent space. This covers general business liabilities, including bodily injury (e.g., slip-and-fall) and property damage suffered by members of the public while on the premises. It also covers against personal injury, such as libel and slander.

Purchasing insurance is something a physician society should have undertaken in consultation with an insurance broker when it was first formed.[8] However, directors of physician societies should also know and ensure that coverage is in place. DoBC has a relationship with Westland Insurance. While societies are encouraged to contact Westland Insurance and mention your DoBC affiliation, this referral is only for information purposes, and each society has the option to acquire insurance through whatever provider they deem appropriate.

Check out this link for more information related to MSA Liability Insurance.

7 Insurance FESC MSAs is provided through their association with FESC and is acquired by DOBC

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29. COMMUNICATING WITH MEMBERS & KEY AUDIENCES:

What is Best Practice?

Information sharing

Time is the biggest barrier to successfully communicating information to physicians, but easier with other partners who do not have clinical duties. Busy physicians can't always sift through e-mails or engage in information that is not directly relevant to their immediate needs. An MSA often needs to use multiple methods to effectively communicate information among members, and these methods differ between rural and urban areas.

Channels

Effective communication among physicians and key audiences can be enhanced through various channels. Face-to-face interactions are often preferred, with in-person meetings and Zoom providing flexibility for connectivity. Regular updates can be shared via newsletters and annual reports, while websites serve as a central hub for timely information and practical tools. Chat platforms like Signal are useful for subject-specific discussions. For email communication, it's important to use a member list with clear subject lines, trusted messengers, and scannable content to improve engagement. Watch for newsletters from Doctors of BC, SSC and Facility Engagement that may provide useful content that you can share with your members.

Content techniques:

Key strategies for content techniques include maintaining consistent branding and properly acknowledging funders. Providing valuable, relevant information to the medical staff community, communicating messages clearly and straightforwardly, and explicitly outlining expectations for engagement are essential. It is advised to allow ample lead time for participation and to present supporting evidence concisely. Including quotes, testimonials, and endorsements from physician champions can boost credibility, while visual tools like charts and infographics can help clarify data and processes. Furthermore, sharing success stories can foster stronger connections among physician members, health authorities, and other partners.

Communication for building consensus, forming partnerships, and engagement

Interactions of governance table executives do not end once a meeting is adjourned. Successful governance tables encourage communications and collaboration between governance table executives and their members year-round.

Governance tables have a responsibility to share information about the MSA's policies, programs or initiatives and to seek input and feedback from members.

Listening is a critical part of governance table communications. Executives should be prepared to engage the membership, community and other key audiences using a variety of both informal and formal communication tools and feedback mechanisms. For formal communications, it is often the Chair or President who speaks on behalf of the governance table.

When communicating to build consensus or engagement, some key techniques include:

- Reinforce the purpose and vision of the MSA
- Reinforce a compelling, strategic reason for embarking on any new activity (why are we doing this?)
- Provide two-way communication opportunities using feedback mechanisms such as workshops, face-to-face discussions, and online survey or quick polling software that can be used on smartphones (e.g. Slido)
- Provide consistent feedback about what physicians said, and the result and impact (measured or not) of member input or an engagement activity
- Recognize, celebrate and spread successes among members and key audiences.

Having a communications plan for both information sharing and engagement will help address communications needs in a timely and effective manner and keep activities on track. A communication plan should align with the MSA's strategic plan and annual work plan. Its tactics should support the success of MSA projects and activities, and be targeted to members and other key audiences. The *Facility Engagement Resource Guide* offers strategies for *Communication for Engagement* with the membership and partners.

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APPENDIX A:

Sample Committee Terms of Reference Outline

This outline provides a framework for establishing the terms of reference, adaptable to any MSA Committee.

<Name of Committee> Terms of Reference

Adoption Date <XXX> Revision Date <XXX>

1. Background – context about the Committee, parent governance table
2. Purpose / Mandate – explains 'why' the Committee has been established
3. Objectives and Responsibilities
4. Membership
    a. Composition – type/number of members, term of executives (if relevant)
    b. Chair – as decided by the parent governance table, explanation of role of Chair, term
    c. Secretariat – as decided by the Committee, explanation of role of Secretary, term
    d. Quorum – a majority of the members of the Committee will constitute quorum
    e. Expectations of Members – e.g., attend meetings to best of ability, meaningfully participate, represent the views of the MSA members, additional commitments
5. Frequency of Meetings – meets at the call of the Chair, frequency, location
6. Decision-making – explanation of how the Committee will make decisions (e.g., consensus, consensus minus 1 vote, dispute resolution process) and how the parent governance table will have final approval on all matters decided by the Committee
7. Minutes – recorded by the Secretariat or delegate, when/how circulated to members or parent governance table
8. Reporting Relationship – reports to parent governance table, frequency of reports, who reports (e.g., the Chair)
9. Funding – costs of participation on Committee/remuneration of members, outline of budget allocated to Committee (if relevant)
10. Confidentiality – outlines confidentiality expectations of members, no disclosure without consultation of the Committee, expectations around storage of information
11. Conflict of Interest – expectation for members to disclose any conflicts

Last updated [DATE]

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APPENDIX B:

MSA Financial Control Examples

Segregation of duties

The segregation of duties dictates that no financial transaction is ever handled by a single person. To accommodate this, different people need to be involved with the following processes: authorizing payments, performing e-transfers, recording payments and reconciling the bank statement. Each MSA should ensure separation of financial duties wherever possible and appropriate to the size of the organization's financial and contracts.

Authorization and processing of disbursements

Internal controls should be documented in a procedural handbook, including handling of incoming money or other assets, investment of assets, approval of all disbursements, including payroll, etc. All invoices and claims should be authorized according to FE financial approval policies. All invoices and claims require a valid account code before they can be paid. A bookkeeper or administrative assistant should verify invoice totals and tax charges.

Signing authority

It is a standard practice in non-profit organizations to require the signature of two authorized officers on all cheques. It is a good idea to have three or four people with cheque signing authority to cover for people while they are away. It is not good practice to have pre- signed cheques – by doing so the signing officers are relinquishing their duty and putting the organization's funds at risk.

Bank reconciliations

A bank reconciliation is a process in accounting where a company ensures its business account transactions within their journal entries and ledgers are reconciled with the financial institution's most recent bank statement. Reconciliation is a vital part of the accounting process. It ensures that the financial information of your business account matches that of the bank's records and identifies any discrepancies. Discrepancies could include cheques recorded as a lesser amount than what was presented to the bank, money received but not recorded, or payments taken fromthe bank account without the MSA's knowledge. Bankreconciliation can reduce the number of errors in an accounting system and make it easier to find missing purchases and sales invoices. Any transactions in the accounting records not found on the bank statement are said to be outstanding. The bank will likely have a timeline of 30 to 60 days after which the bank statements are said to be accurate. Bank statements should be reconciled monthly by the senior staff lead or bookkeeper and reviewed and initialled by the Treasurer. Any questions should be raised with the bookkeeper.

Financial limitations

Financial limitation, often referred to as executive limitation, is an important policy that outlines the limits of spending authority for operational requirements. Financial activity over the limit of authority requires governance table approval. This policy allows MSA administrators to manage financial resources and helps the governance table remain focused on the big issues rather than operational issues. As the MSA's financial resources grow, a more comprehensive policy may be required.

Accounts receivable and accounts payable

The list of current accounts receivable and accounts payable should be passed to the senior staff lead for information and review. They should also be presented with the monthly financial statements for the governance table's information, especially where there are problems with the timeliness of payments or receivables.

Asset protection

MSAs should have a policy for protecting their assets. Such a policy identifies how the organization will manage and safeguard its assets. Typically, an asset protection policy includes statements regarding insurance coverage, equipment repair and maintenance, protection of intellectual property (information, computer records, legal documents and files protected from damage), public image and disposal of property.

Retention of records

MSAs should have policies in place that clearly state the length of time that the financial records must be kept. This includes financial reports, ledgers, cheques, void cheques and electronic accounting system records. Seven years is common set time but confirm the requirements with an accountant and CRA. The following documents must be kept permanently: audit reports, cheques for important payments and purchases, contracts still in effect, legal correspondence, deeds and mortgages, year-end financial statements, insurance records, accident reports, claims and policies, minute books, bylaws and charters, tax returns and worksheets.

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APPENDIX C:

Sample Board-Self Assessment Indicator Questions

Adapted from: CABRO. *Governing in the Public Interest Foundational Training for BC Public Sector Appointees – Appendix 3 Board Self-Management Evaluation*. May 2019.*https://www2.gov.bc.ca/assets/gov/british-columbians-our-governments/services-policies-for-government/public-sector-management/cabro/governing-in-public-interest-module1.pdf*

1. Alignment behind a clearly articulated mandate
   - Are all governance table executives clear on the mandate of the MSA?
   - Do executives demonstrate loyalty and support for the MSA's mandate?
   - Do executives take active steps to ensure partners, colleagues, and administrators are clear on the mandate, and can clearly understand the connection between the MSA's activities and its intended purpose?
   - Do executives approach decisions and discussions in line with the MSA mandate?
   - Are the MSA administrator(s) clear and aligned behind the MSA mandate?
   - Do key partners understand the mandate?
2. Clear roles and responsibilities
   - Are all executives clear about their role at the governance table, and how they are intended to contribute?
   - Does the governance table clearly understand all entities and individuals involved in the governance of the MSA?
   - Does the governance table clearly understand the role of the MSA administrator and their role in supporting the governance table?
   - Are all executives clear that, in their role at the governance table, they are not intended to advocate for any particular interest or group, but in the interest of their MSA membership?
3. Strong relationships
   - Does the governance table (via the Chair/President) have a healthy and honest relationship with the medical staff, FE/DoBC and other entities (e.g., HLTH, health authority, community organizations) and individuals that are involved in the governance of the MSA?
   - Does the governance table support and foster relationships with the health authority and individuals who are important to achieve the objectives of the MSA?
4. Earned trust
   - Have the governance table and MSA administrator(s) developed a trusting relationship through constructive inquiry and dialogue?
   - Does the governance table have a relationship with the MSA administrator(s) that enables them to ask constructive and strategic questions about the most salient issues facing the MSA?
   - Do executives trust each other and the MSA administrator(s) to make empowered decisions? Or is there a culture of micro-management driven by a lack of trust?
5. An ability to engage in difficult conversations
   - Do executives have relationships with each other that enable honest, constructive conversations?
   - Does your governance table regularly discuss the most important issues facing the MSA, no matter how contentious, controversial or difficult?
   - Is the governance table willing and able to ask the MSA administrator(s) difficult questions?
6. Leverage governance table skills and experiences
   - Do executives have an opportunity to contribute to committees, task forces or take on governance table roles that are aligned with their skills, competencies and experience?
   - Do governance table conversations, discussions and decisions enable the inclusion of the diverse opinions and experiences of each executive?

APPENDIX C:

Sample Board-Self Assessment Indicator Questions

7. A focus on strategic issues
   - At governance table meetings, do discussions and questions relate to the strategic direction of the MSA?
   - Does the governance table spend the most amount of time on the most important issues?
   - Are the mandate and priorities outlined in your MSA's strategic plan referred to on a regular basis by executives?
8. Are the questions raised by executives strategic or generativein nature? A drive for continued improvement
   - Do executives actively seek out and take advantage of professional development opportunities?
   - Does your governance table or MSA provide professional development opportunities for executives?
   - Does your governance table conduct self-evaluation on an annual basis, at a minimum?
9. A unified voice outside of the governance table room
   - Do all executives support all decisions that are made outside of meetings? (e.g., even if they disagree with one another during the meeting?)
   - Do executives demonstrate support and loyalty to the decisions, activities and the mandate of the MSA, despite any differing perspectives that exist?
   - Does the governance table explicitly identify messaging and channels of communication to the membership, based on the decisions that are made, and demonstrating a unified voice?
10. A culture that focuses on outcomes and results
    - Does the culture of the governance table empower leadership?
    - Do governance table practices demonstrate a bias towards function, action and effectiveness, versus procedural technicalities and the formal process? (e.g., bias towards function over form)
    - Does the culture of the governance table enable effective responsiveness to different issues as they arise, notably items or issues that are not anticipated?

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APPENDIX D:

Sample Table of Contents – New Physician / Executive Orientation Manual

An Example Template is available on the FE Knowledge Sharing Portal

1. Title Page, Table of Contents & Acronyms
2. President Welcome Message
3. Governance Table Structure & Operations
   a. Executives – names, positions, length of service, biographies& contact information
   b. Meeting dates, times, and locations
   c. Agenda format
   d. Executive Job Descriptions
4. Onboarding Checklist for New Physicians
5. General Questions & Answers About the MSA
6. History & Background – about MSA start-up, and/or Facility Engagement Initiative
7. Original MSA Terms of Reference
8. Current Fund Transfer Agreement
9. What Does the MSA Do? Projects, Initiatives and Programs
10. MSA Governance Framework
    a. Constitution
    b. Bylaws
    c. Policies (e.g., code of conduct, privacy, alcohol, interpersonal conflict, etc.)
    d. Current Governance Table Minutes
11. Organization Chart
12. Committees & Relevant Terms of Reference
13. Partnerships & Supports (e.g., MSA Administrators, HA partners, Division contacts, FE Support Staff, Executive Contact Information)
14. MSA Strategic Documents
    a. Strategic Plan – Vision, Mission & Goals
    b. Annual Reports (e.g., MSA Annual Review Report & SSC FE Feedback Letters)
    c. Communications Plan
    d. Evaluation Plan
    e. Risk Management Plan
15. MSA Funding Documents
    a. Funding Guidelines
    b. Financial Statements
    c. Sessional Rates & Compensation Guidelines for Participating in MSA Activities (including executive compensation for participating at Governance Table)
    d. Project Funding Proposal Submission Templates
    e. Funding Systems Overview – Introduction to FEMS
    f. Insurance – Director Liability Insurance(physician societies only) & CommercialGeneral Liability Insurance
    g. Fund Transfer Agreement (FTA)
16. Maintaining the Physician Society Guidelines
17. Annual General Meeting Guidelines
18. Activity / Project Intake, Review & Assessment Process
19. Annual Calendar of Events
20. Performance Measurement & Evaluation Processes

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APPENDIX E:

Resources & References

Throughout the *Governance Guidebook*, live links have been embedded directly into the document where applicable. While not exhaustive or totally comprehensive, the following lists other resources and references MSA governance tables may find useful to access.

BC Cooperative Associations Act

https://www.bclaws.ca/civix/document/id/complete/statreg/99028_01

BC Corporations Act

https://www.bclaws.ca/civix/document/id/complete/statreg/02057_01

BC Hospital Act

https://www.bclaws.ca/civix/document/id/complete/statreg/96200_01

BC Hospital Act Regulation

https://www.bclaws.ca/civix/document/id/complete/statreg/121_97

BC Societies Act

https://www.bclaws.gov.bc.ca/civix/document/id/complete/statreg/15018_01

BC Corporate Registrar, Societies – Maintain Your Society

https://www2.gov.bc.ca/gov/content/employment-business/business/not-for-profit-organizations/societies

- File an annual report
- Change executives
- Change a society's address
- Change bylaws
- Change the constitution (name or purposes)
- Amalgamate societies
- Dissolve a society
- Restore a society

BC Personal Information & Privacy Act (PIPA)

Personal Information Protection Act

Crown Agencies and Boards Resourcing Office (CABRO) oversees the recruitment and recommendation of candidates for appointments to all Crown corporations, agencies, boards and commissions.
https://www2.gov.bc.ca/gov/content/governments/organizational-structure/ministries-organizations/central-government-agencies/crown-agencies-secretariat/crown-agencies-and-board-resourcing-office

CABRO also offers a number of foundational training modules related to board governance
https://www2.gov.bc.ca/assets/gov/british-columbians-our-governments/services-policies-for-government/public-sector-management/cabro/governing-in-public-interest-module1.pdf

https://www2.gov.bc.ca/gov/content/bcpublicsectorboardresourcing/online-training

Level 1 – Governing in the Public Interest

Level 2 – Financial Governance, Risk Management, Human Resources

Doctors of BC

https://www.doctorsofbc.ca/

Facility Engagement Initiative for MSA tools, resources and templates related to governance and more

https://facilityengagement.ca/

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APPENDIX E:
Resources & References

JCC Resource Catalogue an easy-to-search collection of resources that were created by and/or for divisions, or are related to divisions' work

https://www.jcc-resourcecatalogue.ca/

Physician Main Agreement

https://www2.gov.bc.ca/gov/content/health/practitioner-professional-resources/msp/negotiated-agreements-with-the-doctors-of-bc

Memorandum of Understanding onRegional and Local Engagement 2025

https://www.doctorsofbc.ca/sites/default/files/documents/2025-mou-regional-and-local-engagement.pdf

SSC-Facility Engagement Initiative. *"Medical Staff Association (MSA) Executive Leadership Development Needs."* 2019.

This document was originally created by VantagePoint, an organization dedicated to supporting BC's not-for-profit sector by convening, connecting and equipping leaders to improve organizational capacity. VantagePoint offers training in governance, leadership, planning, and HR. https://www.thevantagepoint.ca/. VantagePoint has also developed a number of open-source, ready-to-use templates and tools for board development, capacity building, leadership, and people engagement. See: https://www.thevantagepoint.ca/resources-download

In 2026, this document underwent a significant update to better capture the distinct characteristics of MSA governance in the context of Facility Engagement. The revision specifically addresses the needs and frameworks associated with Physician Societies and FESC MSAs while also focusing on a contractor model for engaging support staff, reflecting the evolving dynamics and requirements of the sector.

Facility Engagement (FE) is an initiative of the Specialist Services Committee (SSC) that aims to promote collaboration among Medical Staff Associations (MSAs) and BC health authorities (HAs) to improve engagement, communication, and joint decision-making. It provides funding for MSAs to maintain the structures needed to foster effective partnerships with health authority leaders, promoting meaningful medical staff consultation and collaboration on shared priorities.

The SSC, a partnership between Doctors of BC and the BC Government, and FE acknowledge that we work on the traditional, ancestral, and unceded territories of many different Indigenous Nations throughout British Columbia.
Acknowledging that we are on the traditional territories of First Nations communities is an expression of cultural humility and involves recognizing our duty and desire to support the provision of culturally safe care to First Nations, Inuit, and Métis people living in BC.