

## Conducting Directors’ Meetings

Meetings are the formal structure where directors make decisions about the direction of the Physician Society. Meeting topics can include funding and other financial reporting, committee reporting, key initiative updates, policy development, specific strategic issues (e.g., a review of progress against a strategic priority; a decision on an issue that is expected to have significant impact), and key governance stewardship responsibilities.

Meetings are best spent focused on high-level strategic conversations rather than operational or administrative issues. To ensure the Board does everything it is responsible for and uses its time efficiently, a calendar may be used to set out the schedule and key content of meetings for the year (see sample calendar on resource portal) In conjunction with the calendar, intentionally designed agendas help the president/chair manage meetings by structuring discussion content, required actions, and timelines.

Meetings can be scheduled to coordinate with the work of the MSA and the Working Group. While the meetings of the MSA, the Physician Society, and the Working Group must be distinct and separately constituted meetings, they can be scheduled back to back.

At the meetings, directors make decisions by passing resolutions. From time to time, when a meeting is impractical, directors can vote on “consent resolutions,” which may be signed in two or more counterparts.<sup>1</sup>An example of a consent resolution (in this case for organizational resolutions) is shown on our resource portal.

### Fast Facts: Directors’ Meetings<sup>2</sup>

<b>Where?</b>	At the places directors think fit to conduct business.
<b>When?</b>	To be determined by directors.
<b>How often?</b>	As required, in order to fulfill directors’ duties. We suggest one meeting per quarter at a minimum, one of which should be to prepare in advance of the AGM.
<b>Quorum</b>	A majority of the directors then in office.
<b>Calling a meeting</b>	A director may <b>at any time</b> convene a meeting of the directors, and any one officer on the request of a director <b>must</b> convene a meeting <b>at any time</b> .
<b>Voting</b>	Questions are decided by a majority of votes. In the event of a tie, the chair <b>does not</b> have a casting (deciding) vote.
<b>Chair</b>	President.
<b>Minutes and resolutions</b>	Taken by the secretary <sup>3</sup> and placed in the minute book of the Physician Society. (Refer to template agenda, minutes, and sample calendar.)

<sup>1</sup> See Section 6 of the bylaws—“Resolutions in Writing.”

<sup>2</sup> See Section 6 of the bylaws—“Proceedings of Directors.”

<sup>3</sup> Or secretary-treasurer where the office is combined and held by one individual.

## What?

- General business.
- Quarterly review of financial statements.
- Approval of disbursements.
- A pre-AGM meeting to:
  - Receive expression of interest for anyone interested in being a director.
  - Approve financials for presentation to members.
  - Approve annual report for presentation to members.

## TOP TIPS FOR EFFECTIVE MEETINGS

**Design effective meetings:** Effective meetings don't happen by chance. They happen when they are intentionally designed to focus on the important issues and facilitate informed discussion. High-quality meeting materials, calendars,<sup>4</sup> and well-designed agendas<sup>5</sup> that focus on broader strategic issues before more routine items are helpful tools in designing effective meetings.

**Plan ahead:** The meeting actually starts before the set meeting time—for everyone. Ideally, meeting materials are distributed well in advance (1 to 2 weeks), so that everyone has an opportunity to prepare. Operate under the assumption that everyone has read the materials in advance. As much as possible, ensure information is presented consistently (e.g., through the use of a briefing note).

**Encourage a culture of continual improvement:** Learn what works at meetings and what doesn't. Use this intelligence to refine agendas, meeting norms, and personal behavior. A 5-minute feedback discussion at the end of each meeting is a powerful way to shape future meetings and Board conduct.

**Set norms:** Together, create a set of norms or ground rules for meetings and Board interactions. These can be as simple as starting and finishing on time or using a "parking lot" for flagging important conversations to be discussed in the future.

**Follow through:** Remember that meetings are only one piece, albeit an important piece, of the Board's shared work. Much of the Board's work is done between meetings, by individuals and committees. This work can only happen with shared and consistent follow through supported by clear decisions, action items, next steps, and accountability.

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<sup>4</sup> Refer to sample calendar on FE website.

<sup>5</sup> Refer to Board meeting agenda on FE website.