

## **Succession Planning of MSA Executive/Society Director and MSA Working Group Member Roles**

### **Objective**

This document is intended to provide guidelines to MSAs/physician societies for recruiting physicians into MSA executive or MSA Working Group member roles.

### **Roles Physicians Can Fill**

There are three main ways a physician or member of the medical staff can get involved in the Facility Engagement Initiative (FEI).

1. As an MSA executive/society director: this role is linked so that a physician who is an MSA executive is also a society director.
2. As an MSA Working Group member.
3. As a physician or member of medical staff.

### **Goals of the Recruitment Process**

- The MSA is encouraged to adopt an intentional approach to recruiting candidates to fill the positions of MSA executive and members of the MSA Working Group. The size of a facility will have an impact on the recruitment pool.
- Each facility can develop communications plan to let physicians know:
  - a) The role of the MSA as described in the health authorities' medical staff rules;
  - b) The objectives of the FEI; and,
  - c) Role descriptions including time commitment and remunerations.

### **Key Messaging to Use in Recruiting Physicians**

MSAs should use the following key messages when recruiting:

- Physicians should consider becoming an MSA executive if they are interested in representing the collective interests of the MSA, promoting MSA's contributions to health authority programs and services through effective interactions with health authority, and overseeing the direction and management of MSA affairs and funds.
- Physicians should consider joining the MSA Working Group or implementing an engagement activity if they are interested in directly participating in engagement activities.

## **Recommended Steps for Recruitment**

### **1. Adopt minimum standards and identify desired attributes for the positions**

Before you contact potential candidates for recruitment, consider what characteristics and competencies are needed. Specifically, answer the following questions:

- What past experience, if any, would be helpful?
- What skills would be helpful and/or desired?
- What characteristics or qualities would be helpful and/or desired?

Take the time to brainstorm desired skills, experience, and attributes with the current MSA executives to help articulate the specific facility needs. Information from exit interviews can assist with this process.

### **2. Describe the key responsibilities and activities of the positions**

A general outline of the various roles and responsibilities is below.

#### **a) MSA executives/society directors (refer to Appendix A for detailed descriptions)**

- Providing MSA leadership and direction
- Representing the collective interests of the MSA
- Ensuring effective communication between the MSA and administration
- Promoting and advancing the MSA's contributions to health authority programs and services
- Oversees the management of MSA funds (i.e., FE and dues) and reports to the membership and SSC as required.

#### **b) MSA Working Group member**

- Advising and assisting the MSA executives' leadership and oversight responsibilities (e.g., reviewing proposals, discussing issues, monitoring progress).
- Provides the perspective of their physician group, where applicable.
- Strategizes with MSA executives on forward planning activities (e.g., development of work plans and priorities).
- Can chair or lead sub-committees of the working group, or be directly involved in the implementation of engagement activities.

#### **c) Medical staff member**

- Leading or implementing an engagement activity initiative approved by the MSA Working Group.



MSA executives/physician directors will be compensated for their work either from FE funds or a combination of a MSA stipend and FE funds. For physician societies, please refer to Appendix B for further information.

### **3. Establish an election process**

As part of the recruitment process, be sure to establish an open and transparent process for electing MSA executives/society directors that requires candidates to explain why they are interested and to share their qualifications. For example, a one-page expression of interest could be developed that requests candidates to answer a few key questions about their skills, experience, and interest in the position. Election procedures outlined in medical staff bylaws and rules can provide additional guidance.

### **4. Notifying the FE Provincial Office of MSA executive/society director changes**

The FE provincial office maintains a database of MSA executive/society director contact information for communication purposes and FEMS administration. To ensure the database is up-to-date, please email [engagement@doctorsofbc.ca](mailto:engagement@doctorsofbc.ca) of any changes in contact information or individuals.

For physician societies, please refer to Appendix C for additional information.

## Appendix A: MSA Executive Role Descriptions

### Context

The MSA is a pre-existing structure created by the health authorities' medical staff bylaws and rules that consists of all medical staff members. Its objectives include the representation of individual and collective interests of the medical staff, and promotion and advancement of medical staff member involvement in the provision of health authorities' medical services.

The intent of the MOU was not create new representative structures for facility-based physicians, but rather to re-build and strengthen the MSAs through the FE initiative. Because MSAs historically have not been effective or active, the MOU was designed to provide funding and support to enable them to identify and prioritize their collective priorities, engage and work with health authorities on their priorities, and identify other opportunities for meaningful engagement and collaboration between MSAs and health authorities.

Where applicable, the physician society (i.e., incorporation of the MSA) was set up to only serve as a legal structure for the MSA to hold funds, contracts and provide liability protection for the MSA executives. Hence, the roles of MSA executives and society directors are linked: physicians who are an MSA executives are also society directors, in most cases. This means the functions of the roles overlap with a strong emphasis on strategic leadership and representation of the MSA, and effective communication and interactions with health authorities.

### MSA executive roles

Below is a template description that should be tailored for each health authority region as per its medical staff bylaws and rules, which delineates the number of elected MSA executive positions, roles and duties of each position, and related procedures (e.g., holding annual elections).

The description below draws upon common features of medical staff bylaws/rules and the physician society template bylaws.

- a) **Elected officials:** 3 -5
- b) **Term:** 1-3 years
- c) **Meetings:** MSA meetings required under the medical staff rules, MSA working group and other meetings supported by FE
- d) **Expected annual commitment/hours:** determined by the individual MSA based on the number of required meetings and level of staff support
- e) **Descriptions:**
  - i. **President:**
    - Leads the MSA including convening and chairing MSA executive/board meetings and other relevant meetings (e.g., AGMs, quarterly meetings,



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developing agendas and materials with other executives and staff, and overseeing the planning and management of MSA activities, affairs and staff.

- Represents the collective interests of the medical staff.
- Attends medical advisory committees and other relevant health authority and SSC meetings as the MSA representative.
- Facilitates communication between the MSA and health authority by disseminating pertinent information to the MSA from health authority and communicating matters of concern and recommendations to the health authorities.
- In the case of disciplinary action taken with respect to an individual member, informs that member of their rights under the health authority bylaws.
- Delegates or shares duties with other MSA executives.

**ii. Vice-President:**

- Works with the MSA executives and staff to assist the President in meeting his/her duties.
- Fulfills the President's duties and responsibilities in the President's absence.

**iii. Secretary-Treasurer:**

- Give notice and keep minutes of all medical staff/physician society meetings.
- Ensures the custody of all records and documents.
- Oversees the management of FE funds including reviewing claims and approving engagement activities within FEMS, ensures that financial statements are presented to the MSA executives/society directors and membership, and maintains the register of members.
- Where approved by the medical staff membership, collect dues from medical staff members; maintain records of funds received and expended; and prepare an annual financial statement of the medical staff funds to be presented to the membership.
- Works with the MSA executives and staff to assist the President in meeting his/her duties, including assumption of duties in the Vice-President's absence.

**iv. Past President:**

- Serves in an advisory capacity, along with the President of the Medical Staff Association, VP, and Secretary-Treasurer.

**f) Opportunity to build and acquire the following skills:**

- Leadership, strategic thinking, inspiring confidence in others.
- Communicating, listening, engaging and consulting.
- Advocacy, diplomacy, negotiating.
- Building and maintaining productive relationships with leaders across VCH sites.
- Financial and business acumen required for the Treasurer role.

## **Appendix B: Physician Society Director Remuneration**

### What is the director remuneration rule (i.e., Section 41 of Societies Act)?

- Section 41 of the Societies Act prevents not-for-profit societies from paying a majority of its directors for doing **non-director work**. All directors can be paid for **director work** (see below for differences). This specific provision will come into effect on November 28, 2018.
- This provision is intended to prevent directors from being in a conflict of interest, and generally to maintain the independence of the board from management. For example, the provision can prevent a director from approving his or her own company to carry out operational work for that director's society.
- The general rule is that fewer than half the directors can be paid for non-director work (e.g., if there are four or three directors, one can be paid; if there are five directors, two can be paid).
- The rule applies to all MSA society board directors at any given time for non-director work, not a specific initiative or project.
- This rule applies at all times. It is recommended that a control procedure be established that allows the rotation of directors eligible non-director work reimbursement on an annual fiscal basis.

### What is director work?

- Director work is the management, or supervision of management, of activities and internal affairs of the society. Examples include:
  - a) Preparing for and attending meetings of the board and its committees (e.g., MSA Working Group).
  - b) Preparing for and attending the society's annual and special meetings.
  - c) Reviewing financial statements and required reporting.
  - d) Attending meetings with administration and other stakeholders in the capacity of a MSA executive/society director.
  - e) Attending project or MSA working group sub-committee meetings in the capacity of a MSA executive/society director.

### What is non-director work?

- Non-director work is operational work – that is, executing tasks and activities that are separate from the duties of a MSA executive/society director. Examples include implementing a project, engagement event or communication strategy that has been endorsed by the MSA working group or executives.

## **Appendix C: Notification of Society Director Changes**

Please ensure that the following organizations or individuals are notified of any changes in the physician society directors.

### **BC Registry**

#### **Filing a Director Change with an Annual Report**

If the change in directors occurred at an annual general meeting, you should update the director information as part of the annual report filing for that meeting. A separate filing is not required. The effective date of the change is the date of the annual general meeting.

To avoid possible delays in filing the Annual Report, please ensure that any outstanding changes in directors that occurred other than at an annual general meeting are filed.

Filing Fee: \$40.00

#### **Filing a Director Change other than at an Annual General Meeting**

If any information about a director changes – other than at an annual general meeting – you need to file those changes as soon as possible. This will avoid errors in your society’s records and possible delay of other filings.

If a director’s information – such as legal name, mailing or delivery address – changes, then the effective date is the date of filing. If you are adding, removing or replacing a director, the date of the change is the effective date.

Filing Fee: \$15.00

### **Lawyer**

If you are a physician society you will have either a corporate lawyer or at least a Registered Records Office. They will also need to be notified to assist with making the above changes for you.

### **Financial Administrator**

You will need to ensure that your financial administrator (e.g., bookkeeper, accountant) is also aware of these changes. They will ensure that governance payments are completed correctly.