

Why should we reduce the size of the “Doctors of BC” [BCMA] Board from 40 to 26?

and

Why shouldn't we leave the decision to the Board of the “Doctors of BC” [BCMA]?

October 13, 2014

Most members are unaware that our Board has 40 seats, each paying \$1100 per day plus travel and other expenses for about a dozen days each year.

Even if you support paying for people's time, which most of us do, this might seem excessive.

The Canadian Medical Association downsized its Board from 34 members to 25 back in 2008, yet we here in BC persist with 40.

This, despite the fact that our Association's own Governance Committee, which met from 2005 - 2007, recommended a Board with just 12 members and a representative assembly. Both have evaded us.

In a 2008 referendum on these issues, 62% of voting members supported this recommendation to trim the Board to 12. Another 10% of voting members favoured a Board of 14 that retained two Society presidents. Together, 72% in favour of a smaller board plus representation – just short of the 75% needed to pass a bylaws amendment.

Some members who had voted against both options were not necessarily opposed to a smaller board but rather feared the loss of regional representation involved in moving to entirely at-large directors' positions.

Taking these concerns and the results of our survey of 400 members into account, we have developed an interim middle ground now going to referendum. It proposes a Board of 26, of whom 15 will continue on a regional basis.

Our assumption in developing this middle ground – which stops well short of the more extensive downsizing that many members regard overdue – was that our Board would set aside self-interest and support a move along the “road to reduction”. Our hope along the way was to liberate several hundred thousand dollars in dues.

Ours was not a good assumption. On September 27th, an undisclosed majority on the Board voted to recommend that membership reject our proposal.

Ours was, perhaps, a naïve hope given that our Board's members have received their board pay, and have controlled opportunities for remunerated work, for as much as two decades. Casting our ballots as the Board would have us do, if we vote without closely examining and questioning their rationale, risks to be just as naïve.

We would remind our colleagues, including those on the Board, that the Board does not “own” the Association.

Our bylaws continue to protect the right of ordinary members to propose improvements to our bylaws, and it's not for the Board to prejudice a vote of the membership. Downsizing to 26 is a sensible step in the right direction.

We hope you find the above, and what follows (see next page), persuasive.

More is available at <http://bcdcf.ca>.

Jim Busser and Bob Wakefield, Proposer and Second

Helping to inform your vote[Size Matters: Right Sizing Your Board of Directors - Dorger Consulting](#)

- Dorger provides a very good synthesis of what is known. After taking into account for-profit and non-profit considerations, they propose that boards (even non-profits) should number only between 5 and 15 people.

[IBM's Board Corporate Guidelines](#)

- IBM recommends a size of 10-14 directors on the Board as optimal, depending on the circumstances and the qualifications of proposed candidates.

[Minnesota Council of Nonprofits](#)

- The Minnesota Council recommends that non-profit boards consist of at least seven directors.

[Boone, Audra L., Laura Casares Field, Jonathon M. Karpoff, and Charu G. Raheja \(2006\)](#)

- Board size varies with the extent of private benefits available to insiders. They further observed that the more "inside" the directors, the more was the influence of the CEO.

<u>Board members' arguments, to date, against such reforms</u>	<u>Proposer's and seconder's perspective</u>
<i>"We are not in a conflict of interest in recommending against this proposal."</i>	Board size has been shown to vary with the private benefits available to "insiders". In our opinion, the conflict couldn't be more clear.
<i>"No one has shown a correlation between Board size and outcome."</i>	Size matters. Lowering the size, and its cost, to 26 makes utter sense. We are confident that future directors will endorse smaller numbers.
<i>"External evidence doesn't apply to medical organizations generally, nor to us here in BC, specifically."</i>	Not so. The memberships of the Alberta and Quebec (GP and Specialist) Societies each have fewer than 14 directors. Even Ontario, with twice our membership, has only 22. Moreover, the BCMA Board's own 2006 Governance Committee already concluded our Board to be too big.
<i>"We will not have enough Delegates to do the work."</i>	Alongside the 15 Delegates will remain 15 Vice Delegates, whose positions are for the most part vacant. These vacancies could be filled by displaced Delegates or, more ideally in our view, by fresh people.
<i>"This will reduce representation on the board."</i>	The representation currently provided by the Board is so patchy as to require a different remedy altogether. One which the Board could itself develop, if it truly wanted to. Retaining a Board of 40 is no solution.
<i>"This will reduce the proportion of directly-elected positions on the Board."</i>	General membership will retain direct control over all but five of the 26 director positions. Ironically, it is the BCMA Board that has insisted to decide the BC nominees for the three CMA directors positions, instead of allowing these to be decided by general membership.
<i>"Why not leave these matters to the Board and its committees?"</i>	Delays will serve no interests, apart from the incumbents'. Term limits took more than six years. Let's not wait another six to shrink the Board.