

Membership & External Relations Committee

TERMS OF REFERENCE – 2023-24

Purpose

The purpose of the Membership & External Relations (MER) Committee is to assist the Board in fulfilling its obligations and oversight responsibilities relating to the improvement of physician membership support and resource allocations. The committee will facilitate the promotion and maintenance of strong relationships between the Calgary West Central Primary Care Network (CWC PCN) and its membership and may perform other tasks and necessary ad hoc work related to external relations with the organization's stakeholders at the request of the Board.

Quorum and composition

Quorum will be met by 50 per cent attendance of committee members who are not CWC PCN employees.

The committee will be comprised of at least three and no more than five members, at least two of whom will be members of the Board. When possible, the Board Past-Chair will serve as Chair of this committee. If no Board Past-Chair is serving the Board, the Chair of the committee will be determined by committee members and/or the Board. Up to two members at large and one Alberta Health Services (AHS) governance member may also sit on this committee. The committee cycle will be annual.

The Executive Director, Director of Member Services and Engagement (MSE), and Manager of Governance and Organizational Operations (G&O) will serve as ex-officio members on this committee to provide additional support. Other members of the CWC PCN leadership team, external stakeholders, or consultants may be invited to attend as guests when needed.

Committee members may resign from their committee duties with one month's written notice for any just cause. Committee members may be removed from the committee by the Board for non-performance, conflict of interest, disruption, inability to fulfill duties, or any other reason deemed appropriate.

Reporting relationship and scope

The MER Committee reports to the CWC P.G. Co. Board of Directors. The Board of Directors, in turn, is accountable to the Joint Venture Governance Committee (JVGC) for the alignment of the CWC P.G. Co. initiatives with the business plan, PCN objectives, PCI regulations, and the agreed-upon strategic direction.

The MER Committee acts in an advisory capacity to the Board, and decisions must be approved by the Board. The committee has no decision-making authority unless specifically authorized by the Board through the committee's terms of reference or an approved Board motion.

Duties

1. Membership

The MER Committee shall be responsible for:

- Reviewing updates to the Physician Accountability Agreement (PAA).
- Reviewing Board membership policies and supporting the resolution of membership issues or concerns that arise through the escalation and resolution process outlined in the PAA.

- Reviewing project plans that support communication and engagement activities with physician members, when required as determined by operations.
- Reviewing the Articles of Association with the Executive Director and Manager of G&O and determining if any revisions or amendments are needed for the membership to approve at the Annual General Meeting (AGM).
- Reviewing and providing input on the development of the PCN's Membership Check-In Survey and reviewing results.

2. Board Nominations

The committee shall be responsible for overseeing the following or forming a task group of members of the Board and delegating the following duties surrounding Board nominations:

- Supporting the Board where possible in seeking, identifying, and recruiting qualified individuals to stand for election as directors.
- Communicating directly with each candidate upon request to discuss the role's responsibilities and expectations.
- Promoting the diversity of the Board concerning protected grounds under the *Alberta Human Rights Act*, professional backgrounds, and personal experiences.
- Confirming that all materials have been sent out to the membership in accordance with the AGM notice of meeting provisions outlined in the Articles of Association.
- Carrying out the aforementioned duties in a manner that encourages a long-term view of the CWC PCN's leadership needs, as well as Board succession planning.
- Supporting the Board in recruiting External Directors for Board appointment when needed.

3. External Relations

The committee shall be responsible for the following:

- Acknowledging that all external relations engagements must be approved by the Board and that all relations around zonal alignment are an explicit task of the Board of Directors only.
- Supporting the Board and the organization in ensuring that strategic communications are current, relevant, and strive to advance the mission, vision, and values of the CWC PCN.
- Reviewing, monitoring, and recommending to the Board, as needed, advice on short- and long-term goals and strategic actions (including communications) to influence perceptions of the PCN stakeholders, including members, staff, patients, media, government, and broader community partners.
- Ensuring the promotion, enhancement, and maintenance of key strategic relationships that positively influence opinions, actions, and decisions that advance the interests of the PCN.
- Supporting the organization by communicating strategic themes and key messages to targeted external audiences as requested by the Board for zonal and provincial groups such as council, secretariat, CAPPAC, AMA, PCN PMO, AHS, Alberta Health, etc.

Meetings

The MER Committee will typically meet at least four times per year, either in-person or virtually, as needed. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any committee member or the Board. The agenda and meeting materials will be distributed five business days in advance of the meeting, whenever possible, via the Board's approved meeting management software.

The Committee Chair has the responsibility to excuse any elected member of the committee from any given topic who might be perceived to have a conflict of interest. Decisions will be consensus-based. Formal motions are, therefore, only required when the committee is advising the Board to act on a specific matter.

The Manager of G&O, or one of their direct reports, will keep minutes of committee proceedings. The Chair or designate shall report the minutes to the next meeting of the Board of Directors once the minutes have been approved by the committee or verbally as a committee update if the minutes have not yet been formally approved.

Responsibility for policy review and committee evaluation

The MER Committee has a responsibility to review annually and more frequently, if necessary (e.g., based on legislative or regulatory changes or developments in governance best practices), the following:

- MER Committee Terms of Reference;
- Physician Accountability Agreement and Membership Schedules;
- Board Membership policies and procedures; and
- Assessment of committee members, processes, and established goals.

Resources

Physician members serving on this committee will be paid hourly as per the Board Cost of Governance Policy.

The terms of reference were approved by the CWC P.G. Co. Board of Directors on **November 21, 2023**.