



**DRAFT**

## **ONTARIO SPECIALISTS' ASSOCIATION (OSA)**

### **Governance Principles**

#### **Founding Principle:**

- The OSA will balance the democratic principle of representation by population with the need to avoid allowing any one section or group of sections to dominate the affairs of the Association. Minority rights will be respected and protected.

#### **Board Composition and Elections:**

- Board of directors to have **xx** members **[to be determined]**
- Larger specialist sections will directly elect their own nominee(s) to the board
- Smaller specialist sections will be grouped together, and that group will directly elect a nominee to the board
- Membership nomination and direct election of candidates for OSA president
- Sections and groups will only be able vote for their specific board nominee(s). They will not be able to vote for or against the nominees of other sections or groups.
- Board members will serve a maximum of three two-year terms
- Four leadership positions to form an executive "ladder": 2<sup>nd</sup> vice-president, 1<sup>st</sup> vice-president, president, and past-president. Each year, the board elects a new 2<sup>nd</sup> vice-president, and the other leadership members move up the "ladder"
- Leadership positions will be held for one-year terms
- Directors on the "ladder" are exempt from term limits, but the past-president is ineligible to serve on the board when his or her term expires
- Each leadership position will be held by a different specialist section

#### **Funding: No Randing, but also No Free Rides**

- No RANDING! Specialists who choose not to become members of the OSA will not be forced to pay dues to the OSA
- But...only those specialists who pay dues as members will have membership rights, including the right to vote in board elections, to vote for/against a proposed PSA, to participate on OSA committees, etc.
- The right not to participate will be balanced with the concern that no specialist section "free-load" off the funding of others. If a percentage (to be determined) of a specialist section's membership choose not to become members of the OSA and not to pay dues, then that section's board seat and/or right to participate in board elections will be suspended until such time as the section returns to the minimum participation threshold for membership



## **Commitment to Transparency**

- “Bottom-up”, not “top-down”, policy making
- Members first, not organisation driven
- A lean and economical organisation intended to be nimble and membership-focussed
- The OSA will be the bargaining agent for its members for any agreements with the Ministry of Health and Long-Term Care (the “Ministry”)
- No “backroom” deals: In all negotiations between the Association and the Ministry, every OSA Section Chair will be kept fully apprised throughout the negotiations of the ongoing discussions including the issues, the proposed terms and the status of negotiations. Each Section Chair will be given timely and meaningful opportunities to provide input on such issues and terms as the discussions evolve, and again before the Association agrees to a form of Agreement.<sup>1</sup>

## **Fundamental Votes Will not be “Majority Rules”**

- Any proposed PSA that is put to a membership ratification vote will require both approval of a majority of the members and by a super-majority (two-thirds) of sections (“double majority”)
- Likewise, all by-law changes will require “double majority” approval

## **Governance Review and Special Members’ Meeting After 2 Years**

- After the second anniversary of its founding, the OSA will hire an independent governance consultant to conduct a review of the Association’s governance structure and to report on what works and what can be improved
- The report’s recommendations will be voted on by all members at a special members’ meeting, at which any proposed by-law changes will be subject to “double-majority” approval

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<sup>1</sup> This principle is derived from the motion that over 92% of OMA members passed at the 2016 General Meeting, which the OMA failed to act upon.