



CANADIAN ASSOCIATION OF GENERAL SURGEONS L'ASSOCIATION CANADIENNE DES CHIRURGIENS GÉNÉRAUX

Recommendations for changes to the CAGS By-Laws (dated 2015)

Background:

The CAGS Board of Directors underwent a governance review in February 2019 in consultation with the Portage Group. It was identified during the review that a renewed governance model capable of supporting CAGS in continuing to develop as an organization driven by the diverse needs of members, with emphasis on better representation of community surgeons was required.

As CAGS' governing document, the By-Laws establish the role and composition of the Board of Directors to effectively govern the corporation.

To ensure adequate representation and effective decision making, we are recommending the following changes to CAGS By-laws.

ARTICLE VIII BOARD OF DIRECTORS

Number of Directors

8.1
Number of Directors

8.1 "The affairs of the Corporation shall be managed by a Board of Directors which shall consist of not less than **thirteen** ~~eighteen (18)~~ nor more than nineteen (19) directors. The number of directors of the Corporation shall be fixed by the Board of Directors prior to each annual meeting of the members."

Composition

8.2 "The Board of Directors shall be composed of the President, the President-Elect, ~~the President-Elect secundus~~, the Immediate Past President, the Secretary/Treasurer, **and two elected at large positions, one to be a university appointment and one to be a community-based appointment. The Board of Directors shall also include** the Chair of each of the ~~Clinical Practice Committee, Continuing Professional Development Committee, Membership Committee, Nominating Committee, Post-Graduate Education Committee,~~ **Division Chiefs of General Surgery, Provincial Representatives, Patient Care, Education** ~~Program Committee, Research Committee and Resident Committee.~~, and an elected representative of the general surgeons from each of the following regions: Atlantic, Quebec,

~~Ontario/Nunavut, Saskatchewan/Manitoba, Alberta/NWT and British Columbia/Yukon.~~

The Chair of Patient Care shall be elected from the Endoscopy, Acute Care Surgery or Rural Surgery committees. The Chair of Education shall be elected from the Continuing Professional Development or Clinical Practice committee.

Election of Directors

8.4

The Board of Directors shall be elected as follows:

- 1) The President, President-Elect, ~~President-Elect secundus~~, Immediate Past President, **two at large members** and the Secretary/Treasurer shall be elected by the members of the Corporation as officers and directors of the Corporation to hold office for the terms set out in Article IX;
- 2) "The standing and special committee chairs shall be elected by the members of the Corporation as committee chairs for a term of three (3) years;"

3

8.4 (i) "A ~~an elected~~ representative of the general surgeons from each of the following regions: Atlantic, Quebec, Ontario/Nunavut, Saskatchewan/Manitoba, Alberta/NWT and British Columbia/Yukon shall be **nominated as members of the Provincial Representatives committee** for ~~directors of~~ the Corporation by their respective provincial general surgery organizations for a term determined by such organization. Provincial ~~Elected~~ representatives may vote only if the representative is an active member of the Corporation;". **The Provincial representative committee will nominate a Chair, such Chair will act as a director on the Board of Directors.**

ARTICLE IX OFFICERS

Election/Appointment

9.1 The officers of the Corporation shall be the President, the President-Elect, the ~~President-Elect secundus~~, **two elected at large positions one to be a university-based appointment and one to be a community-based appointment**, the Immediate Past President, and the Secretary-Treasurer. The Board of Directors may from time to time determine that other officers, including a Secretary-Treasurer-Elect, is required and, except for the Secretary-Treasurer-Elect, may appoint such officers who shall have such duties and authority as prescribed by the Board of Directors from time to time.

9.2 The President, the President-Elect, the ~~President-Elect secundus~~, **two elected at large positions one to be a university based appointment and one to be a community based appointment**, the Immediate Past President, the Secretary-Treasurer, and the Secretary-Treasurer-Elect if required, shall be elected by the Active Members at an annual or special general meeting of the members of the Corporation from among all Active Members of the Corporation in good standing. No person shall be entitled to hold more than one office.

No appointed officer or elected officer shall be eligible for such office unless he is an Active Member in good standing.

9.3 The President, the President-Elect, ~~the President-Elect secundus~~, **and the two elected at large positions one to be a university-based appointment and one to be a community-based appointment** ~~Immediate Past President~~ shall serve for a term of **two** ~~one~~ years in each capacity or until their successors are elected or appointed. **The Immediate Past-President will move to the Canadian General Surgery Foundation Board upon completion of the two-year Presidential term.**

Duties of Officers

9.6

The duties of the officers shall be as follows:

~~President-Elect Secundus~~

~~The President-Elect Secundus shall assume the office of President-Elect in the event the President cannot assume his duties~~