

## SOGC President Transition (June to July 2022)

Important Member and Affiliate considerations and changes had been proposed at the Annual General Meeting held in Quebec City, June 8<sup>th</sup>, 2022.

To start off my year by sending this post-ACSC memo to all of the SOGC Members and Affiliates regarding the outcome of the changes that will be adopted from the Annual General meeting. These changes have been discussed for several years and require action for the sustainability of the society.

**Trust** will be a key ingredient as we go forward. Trust requires clear and timely communication and we, the Board, missed the boat as we prepared for the AGM. We simply ran out of time to communicate the way we wanted to, and for that I would like to say, I am sorry. This memo is part of a new Board of Directors communication process that, I hope, will rebuild the trust we used to have.

## What happened at the SOGC Annual General Meeting on June 8, 2022?

1. In accordance with the CNCA, the AGM required that each SOGC membership classes, ObGyn and Affiliate, vote separately and that each class achieve two thirds majority to pass the motions that affected either class's status.
2. The three bylaw changes proposed for approval were:
  - **Motion 1:** 1. THAT the Articles of Continuance be amended to reflect the change to one class of membership;

2. THAT Article 2.1 of the current bylaws be deleted and replaced with Article 3.1 of the proposed bylaws, thereby eliminating the Affiliate membership class,
  - **Motion 2:** 1. THAT the Articles of Continuance be amended to reflect the reduction in the size of the Board of Directors;
  - 2. THAT Articles 5.1 and 5.2 of the current bylaws be deleted and replaced with Article 6.1 of the proposed bylaws, which provides for a range of 8-12 Directors.
  - **Motion 3:** THAT the proposed bylaw, as attached to the agenda package, as amended, be approved.

3. *AGM Results in accordance with the CNCA requirements:*

- ✓ **Motion 1:** motion was passed by the ObGyn members but was not passed by the affiliate members. Both classes needed to approve the motion so that overall motion failed,
- ✓ **Motion 2:** motion was passed by both member groups unanimously,
- ✓ **Motion 3:** only required the ObGyn class to vote and was passed.

## Key Messages from the present SOGC Board of Directors

The SOGC Board has been working toward a modernized Governance structure and the implementation of its new 2021-2025 Strategic Plan for two years. The present governance structure and Board processes did not allow SOGC to be thorough and nimble in its decision making. Changing to a smaller, more governance focused board is one of the important bylaw changes that was approved at the AGM. The new Board



structure will allow SOGC to regain the decision-making momentum needed to move forward in a quickly changing environment.

1. The SOGC is the only organization representing Obstetricians and Gynecologists in Canada. However, for many years, the SOGC has been intentionally building collaborative relationships with affiliated professionals to enhance team-based care, develop clinical guidelines, and more. There is no intention to change the much-valued contributions of our affiliated professional colleagues, including specific multi-disciplinary committee activity.
2. The SOGC was created as a Society for both Obstetricians and Gynecologists. The SOGC Board of Directors wants to reinforce this by clarifying it's true 'membership' and to be more consistent with other professional societies to which most Affiliates have their primary attachment (College of Family Physicians of Canada; Canadian Association of Midwifery; numerous Nursing Associations). To be clear; we do not want our members going to get their continuous professional education from ACOG. We do want to continue building collaborative relationships with our Affiliate professionals but need to make the distinction between Members and Affiliates.
3. There is an opportunity to continue being a part of the SOGC as a Non-Member Affiliate group.

4. In a new more collaborative model Affiliate groups would continue to have access to the SOGC core clinical and education opportunities for a fee. The only real change is the elimination of the word 'Member' which has very specific meaning in the CNCA.
  
5. When the new CNCA came into effect it changed the rights of any group that was given the label 'member' within the bylaws. The new rights require that any and all 'classes of Members' are required to vote on any issues that affect the status of their 'class'. Originally the SOGC intended only the ObGyn members to have voting rights and made the Affiliate class 'non-voting' in the bylaws. The new CNCA supersedes that intention.

The SOGC Board will implement the approved AGM Motion 2 and Motion 3 changes.

1. The first SOGC Board of Directors meeting will be virtual in October 2022, following the discussions and recommendations from both the Governance and Executive committees in September 2022.
  
2. New Governance Policies will be developed to support the new Board structure and to ensure alignment with governance best practices going forward.
  
3. The Board of Directors process for the Annual CEO review (2022) will be determined for completion in December 2022.



As indicated in my acceptance of the SOGC President position, I will do my best to ensure that the SOGC remains a strong voice for woman's health in Canada and that Obstetricians and Gynecologists, as well as their affiliates, see their value reflected in the SOGC organization. The next Presidential update will be scheduled for early October to report on the first 100 days.

A handwritten signature in black ink, appearing to read 'R Douglas Wilson', is positioned above the printed name.

**R Douglas Wilson**

President SOGC 2022-2023