

Notice of Special General Meeting

Of the Vancouver Physician Staff Association to Revise the Society's Bylaws
February 1 2021

Bylaw revisions to:

1. Increase the maximum number of VPSA board members from 5 to 7
2. Allow for two directors to be elected from the general membership of the Society
3. Clarify the Length of terms for VPSA Directors
4. Clarify where and how executive positions on the board are decided

Currently the VPSA board mirrors that of the Vancouver Medical and Allied Staff Association (VMDAS). Who is able to serve as a VMDAS board member is governed by the Medical Staff Rules of VCH. These rules state that only active members of the medical staff are able to serve on the board of the VMDAS which currently results in only active members being able to serve on the board of the VPSA. The current VPSA board wishes to amend its bylaws and expand the maximum number of board members from 5 to 7, this would result in at least 2 positions on the VPSA board to be held by non-active physician members of the society. The goal of adopting these changes is to allow for a better representation of the membership on the board and permit any member of the society, regardless of affiliation to the hospital to be board members.

The proposed amendment would:

1. Increase the maximum number of board members from 5-7;
2. Allow for two directors to be elected from the general membership of the Society;
3. Clarify the maximum term length for directors and time: The term of Directors will be two years. Medical Staff Association directors will be subject to the same term limits, if any, on elected offices of the Medical Staff Association. For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was appointed or elected. Directors may only serve for one term. Directors may serve for up to five consecutive terms.; and
4. Clarify where and how officer positions on the board are decided on: Officers are elected into their positions at the Annual General Meeting. A physician elected to an office of the Medical Staff Association will be elected to the same office within the Society.

RSVP

Please RSVP by: January 31 to [Eventbrite Link](#)

Location: Via Zoom - Please click the link below to join the webinar:

<https://us02web.zoom.us/j/85799694649?pwd=eXFKcE40M0RIWFdzRGQ0NGNFS1A4dz09>

Passcode: 088063

Or iPhone one-tap: +1 778 907 2071 followed by the meeting ID (857 9969 4649)

(\$25 DoorDash coupons for the first 200 registrants)

VPSA SGM Agenda

6:00 PM—Member sign in.

6:02 PM—Meeting commences

(Quorum is 5 voting members of the Vancouver Physician Staff Association)

6:04 PM—Preamble on revisions to Constitution and Bylaws

6:10 PM—Bylaw Amendments—Special Resolution

6:11PM—Adjournment

6:12PM—Immediately followed by VMDAS Staff Meeting

Voting Information

Will be done via the polling function in Zoom.

Special Resolution

WHEREAS:

1. The VPSA board mirrors that of the Vancouver Medical and Allied Staff Association (VMDAS);
2. Who is able to serve as a VMDAS board member is governed by the Medical Staff Rules of VCH;
3. Medical Staff Rules of VCH state that only active members of the medical staff are able to serve on the board of the VMDAS;
4. The current VPSA board wishes to amend its bylaws to expand the maximum number of board members from 5 to 7, and allow for two directors to be elected from the general membership of the Society;
5. The board wishes to clarify the maximum term length for directors; and
6. Clarify where and how officer positions on the VPSA board are decided.

THEREFORE:

1. Section 5.3 shall be amended from:

The number of Directors is a minimum of 3 and a maximum of 5 as may be determined from time to time by Ordinary Resolution.

TO

The number of Directors is a minimum of 3 to a maximum of 7.

2. Section 5.4 shall be amended from:

Subject to Voting Member ratification, Physicians elected to office as directors of the Medical Staff Association will be deemed appointed as Directors at the annual general meeting.

Election of additional Directors, if any, will be held at the annual general meeting.

The term of office of Directors will normally be for a period of not more than three years, the same as such Director's term of office for the Medical Staff Association. For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was appointed or elected. If,

however, the Director was appointed or elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

TO

Subject to Voting Member ratification, Physicians elected to office as directors of the Medical Staff Association will be deemed appointed as Directors at the annual general meeting. Two directors may be elected from the general membership of the Society.

Election of additional Directors, if any, will be held at the annual general meeting subject to the Nominations policy.

3. Section 5.5 shall be amended from:

The term of office of Directors will normally be subject to the same term limits, if any, on elected offices of the Medical Staff Association.

TO

The term of Directors will be two years. Medical Staff Association directors will be subject to the same term limits, if any, on elected offices of the Medical Staff Association. For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was appointed or elected. Directors may only serve for one term. Directors may serve for up to five consecutive terms.

4. Section 8.1 shall be amended from:

At the first meeting of the Directors, the Directors may elect from among themselves, a President, a Vice President, a Secretary or a Treasurer, or a Secretary-Treasurer, or such other officer as required, and determine the duties, responsibilities, if any, of such officers. Thereafter, the Directors may elect officers from among the Directors. For greater certainty, any Physician elected to an office of the Medical Staff Association shall be elected to the same office within the Society.

TO

Officers are elected into their positions at the Annual General Meeting. A physician elected to an office of the Medical Staff Association will be elected to the same office within the Society.