

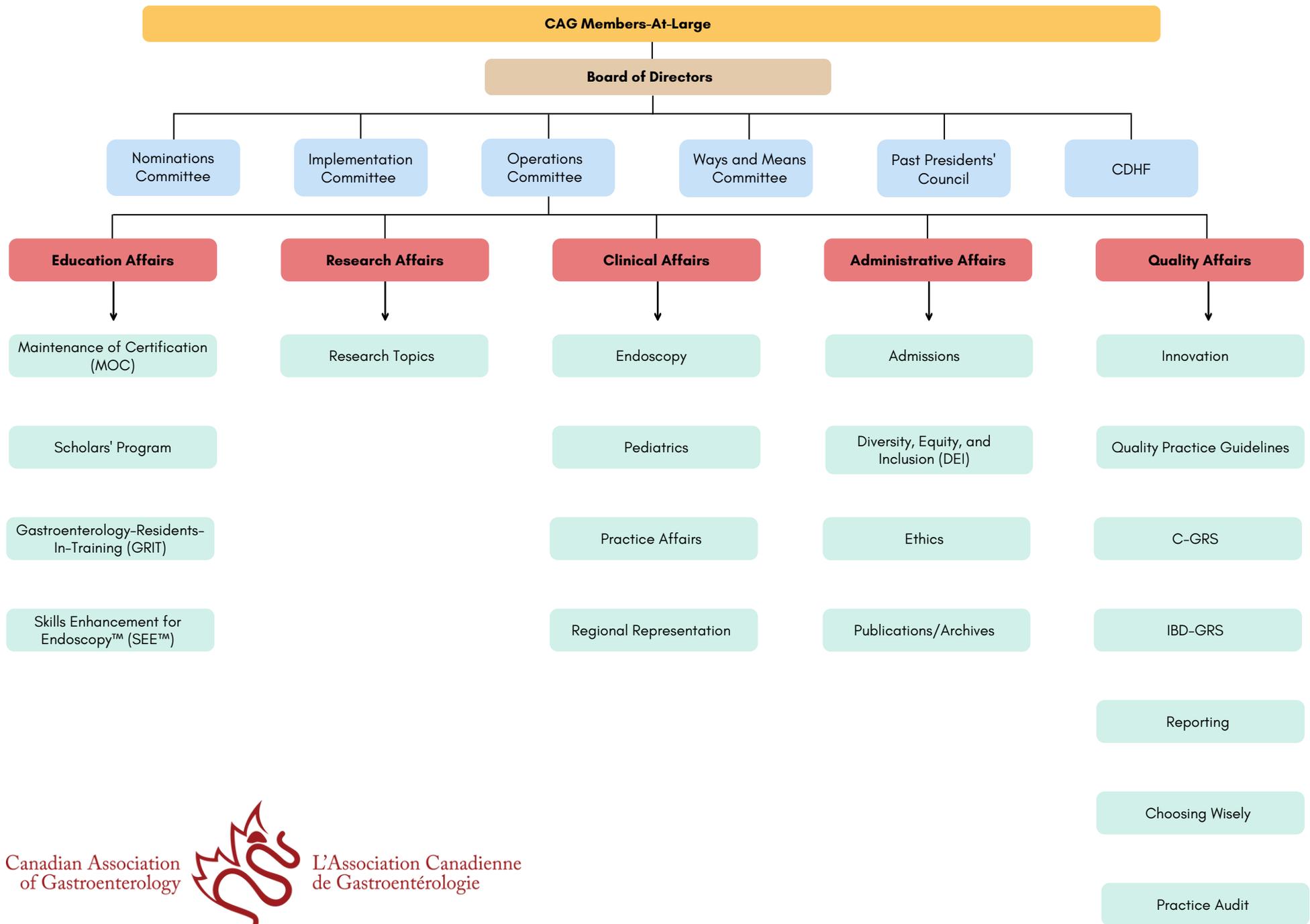
THE CANADIAN ASSOCIATION OF GASTROENTEROLOGY

Governance Policies and Orientation Manual



Updated August 4, 2022

THE CANADIAN ASSOCIATION OF GASTROENTEROLOGY



The CAG - Policy Mandate Vision

The Canadian Association of Gastroenterology (CAG) was founded in 1962 with a mandate of:

- Supporting and engaging in the study of the organs of the digestive tract in health and disease,
- Promoting the advancement of the science and art of gastroenterology by providing leadership in patient care, research, teaching and continuing professional development (CPD), and
- Promoting and maintaining the highest ethical standards.

The CAG will ensure physicians are provided with an opportunity: for continuing professional development that results in furthering excellence in the practice of gastroenterology; maintenance of certification; improved and/or new skills; the ability to provide better patient care; and reduced liability; and further, to obtain up to date information including programs such as quality assurance and clinical practice guidelines.

The CAG will also ensure that researchers are provided with an opportunity to advance the science of gastroenterology through the provision of stable and continued funding, and enhanced career development opportunities.

Diversity, Equity, and Inclusion (DEI)

The CAG supports and celebrates equity, diversity and inclusion, believing these pillars to be crucial to healthy people, healthy communities and a healthy organization.

By embracing equity and diversity, we can systematically address the root causes that lead to structural inequities and reduce discrimination and bias faced by both those who aspire to be a part of the national GI community, and those already in it. Promoting equity and diversity fosters a just professional and learning culture that cultivates the diverse perspectives within it, reflects the communities our members serve, and promotes professional excellence and social accountability. It is imperative to exemplify inclusion through valuing and committing to diversity and through encouraging and nurturing the involvement and contributions of under-represented groups within the Canadian Association of Gastroenterology. This is the path forward to improved initiatives, policies and programs that further benefit the CAG members and those we serve.

A clear set of principles and commitments demonstrates that we hold ourselves accountable for recognizing and challenging behaviours, practices, and conditions that hinder equity and diversity and for promoting those that will achieve these goals:

Respect for Persons

The principles of equity and diversity are grounded in the fundamental commitment of the CAG to respect for persons. Respect for persons means that everyone has equal and inherent worth, has the right to be valued and respected, and is treated with dignity.

Empowerment

When we address equity and diversity, we are opening the conversation to include the voices and knowledge of those who have historically been under-represented and/or marginalized. It is a process of empowerment—where a person can engage with and take action on issues they define as important. Empowerment involves a meaningful shift in an experience that fosters belonging in the profession.

Solidarity

Solidarity means standing alongside others by recognizing our commonality, shared vulnerabilities and goals, and interdependence. It is enacted through collective action and aims. To show solidarity within the CAG means making a personal commitment to recognizing others as equals, cultivating respectful, open, and transparent dialogue and relationships, and role modelling this behaviour.

Commitment to achieving equity in the CAG

- Identify and reduce structural inequities, barriers, and biases that exist in training and practice environments to create fair opportunities for all members; and provide appropriate platforms, resources, and training necessary to do so.
- Practice and promote cultural safety, cultural competence, and cultural humility.
- Support equity and diversity in staff and volunteer recruitment, appointment, and promotion practices.
- Foster diversity in leadership across the full spectrum of leadership roles within the CAG.
- Foster training and practice environments where diverse and unique perspectives, across generations, cultures and abilities, are heard and appreciated.
- Commitment to promoting a just and professional learning culture.
- Promote and enable formal and informal mentorship opportunities for historically under-represented groups.
- Commitment to promoting professional excellence and social accountability.

The Board of Directors

The CAG Board of Directors shall consist of five Directors, who are elected by Members in good standing at Annual General Meetings.

Elected Directors elect/appoint the Officers of the Board at the first meeting following the Annual General Meeting. The Officers of the Board are: President, President-Elect, Secretary, Treasurer, and Past President.

The Board of Directors appoints/hires the Chief Executive Officer to manage the affairs of the organization.

Responsibilities

The Board is responsible for all aspects of the CAG, including overseeing its operations and holding the CEO accountable for delivering on the mission of the organization.

The Board is required to make decisions that are solely in the CAG's best interests, while also considering the impact on the CAG's members and other stakeholders.

The Board is the decision-making body of the organization; Committees are recommending bodies of the organization.

Each individual Director on the Board has a fiduciary duty to the organization. Directors have an overall responsibility to the CAG, and to develop the strategy for achieving its stated mission, vision, and goals.

Director's duties include:

- Approving the mission, vision, values, and strategic directions, including strategic and operating plans.
- Overseeing the financial affairs of the organization, including approving the annual budget and the investment policy; approving member dues and fees; approving investment commitments; and expenditures over a certain value that will be determined from time to time.
- Monitoring organizational performance.
- Declaring and managing conflicts of interest, when/if applicable.
- Assessing organizational risks and opportunities.
- Creating committees and task forces.

Director's duties (continued):

- Approving terms of reference/mandates for committees/task forces.
- Approving duties of officers, Board code of conduct and conflict of interest policies.
- Recommends the appointment of the Auditor, to be voted on and approved by the Membership at the Annual General Meeting.
- Appointing the Vice Presidents to the Affairs Groups; approving the appointments of committee chairs/co-chairs/vice chairs as recommended and approved by the Vice Presidents.
- Selecting, supervising, evaluating, and compensating the CEO, and approving the CEO succession plan.

Officers of the Board

(a) President - The President shall be a Director and shall Chair meetings of the Board and of the Members. The President shall be the chief officer and have such other duties and powers as the Board may specify. The President is responsible for ensuring the integrity of the Board's process and, secondarily, representing the Board to outside parties. The President is a member of the CDDW™ Implementation Committee.

(b) President-Elect - The President-Elect shall be Director and, in the absence of the President, shall perform the duties of the President. The President-Elect shall chair the CDDW™ Implementation Committee. The President-Elect shall have such other duties and powers as the Board may specify.

(c) Past President - The Past President shall be a Director and the member of the Board who most recently served as President but no longer serves in that office. In the absence of the President and the President-Elect, the Past President shall perform the duties of the President. The Past President shall have such other duties and powers as the Board may specify.

The Board of Directors

(d) Secretary - The Secretary shall be a Director and shall be the recording secretary of all meetings of the Board, shareholders and committees of the Board and ensure minutes of all proceedings are recorded in the CAG's minute book (electronic or otherwise).

(e) Treasurer - The Treasurer shall be a Director and shall be responsible for the maintenance of proper accounting records as well as the deposit of money, the safekeeping of securities and investments, and the disbursement of funds of the CAG.

Canadian Digestive Health Foundation (CDHF) - The CDHF will appoint a minimum of one CAG Director as a Director on its Board.

Committees

Board committees help the board carry out its oversight role and create/deliver programs and services specific to their mandates. Committee mandates are approved by the Board of Directors.

Committees conduct in-depth analyses, monitoring, and reviews that the Board cannot do as efficiently or effectively.

The Board of Directors has the authority to create committees (standing or ad hoc) and task forces.

Vice Presidents have the authority to approve the creation of temporary ad hoc committees or task forces (on their own or within their sub-committees) to complete the work of their respective mandates.

Board committees serve the Board, and their work is aligned with the board's work and the organization's approved Strategic Plan.

Committees are recommending bodies; the Board of Directors has final decision-making authority.

The CAG's Committee structure is overseen and governed by 'Affairs' groups, each of which is chaired by a Vice President that is appointed by the Board of Directors. The Affairs groups are as follows: **Administrative; Clinical; Education; Quality; and Research.**

Volunteer Recruitment/Appointment Criteria:

When recruiting, nominating, and appointing people to serve as volunteers of the CAG in any capacity, the Board of Directors recommend the following criteria be taken into consideration:

- Volunteers must be CAG members in good standing.
- Where possible, the individuals should have relevant interest and/or experience in the subject matter/mandate of the Board of Directors/committees. *In exceptional circumstances, where individuals may not have the subject-matter expertise, non-members may be appointed to a committee or task force by and at the discretion of the relevant Vice President. Such individuals may not act in a leadership role.*
- Potential volunteers must have the time and capacity to be engaged during the term of their appointment.
- Diversity, Equity, and Inclusion: The core principles of diversity, equity and inclusion must and shall be considered for volunteer recruitment and engagement throughout the CAG. The CAG should strive to ensure that volunteers reflect the broad communities which we represent. The CAG must continually and actively engage and include all members regardless of their race, ethnicity, culture, age, gender, sexual orientation, gender identity and ability. Further, the CAG must be proactive to ensure that underrepresented communities are engaged throughout the CAG, and such diversity is reflected in our volunteer population.
- Geographic diversity - as a national organization it is imperative that committees comprise a strong geographic diversity within their respective populations. Further, this geographic diversity shall be extended to the volunteer leadership as well (directors, vice presidents, chairs/co-chairs/vice chairs).
- Succession planning - committee volunteers should be considered for 'advancement' to chair/co-chair/vice-chair, vice president and director roles. The CAG encourages a 'promote from within' approach.

Retired Members:

- Members of the CAG who have fully retired from their profession may, at the discretion of the Board of Directors, be granted an Honourary Membership (Lifetime Membership). Such members may enjoy all the rights and privileges of membership in the CAG.

Vice President

The Vice President shall serve as the head of an Affairs group and shall have such powers and duties as the Board may specify.

Vice Presidents serve as members of the Operations Committee, which is chaired by the CEO.

Vice Presidents are responsible and accountable for the affairs of each of their sub-committees, including appointments and succession planning.

Vice Presidents are responsible for recruiting and nominating their sub-committee chairs/co-chairs/vice-chairs and members, following criteria as approved by the Board from time to time.

The Vice Presidents shall review and approve the sub-committee appointments and submit the approved list of nominees to the Board for final approval.

The Vice Presidents shall recommend to the Board potential candidates to succeed them at the end of their respective terms.

The Vice Presidents will provide annual reports to the Board.

The Vice Presidents and sub-committee members and chairs/co-chairs/vice-chairs will ideally serve a term of three years (ideally, staggered terms of leadership and committee members); renewal of an additional term or extension is possible, where appropriate. Both the Board of Directors and the Vice Presidents may consider such factors as experience and skills, volunteer history and engagement, availability, the desire of the incumbent to continue and all other relevant issues, including the approved Volunteer Criteria, when making/approving such appointments or extensions.

Operations Committee

The Operations Committee will work as a group to accomplish the strategic (as defined by the Strategic Plan), operational and financial goals of the CAG. Together, the Operations Committee will be responsible for the oversight and delivery of the programs and services of the CAG and will report to the Board by way of meeting minutes and monitoring reports from time to time.

The Operations Committee is chaired by the CEO, and its members comprise the Vice Presidents of each of the Affairs Groups.

The CAG is committed to providing an educational environment that fosters the lifelong CPD of its members. The Education Affairs Committee ensures diverse learning opportunities and programs that promote and expand members' clinical, scientific, and procedural skills in a rapidly changing environment based on the latest evidence-based information to ultimately enhance patient care and improve health outcomes. The primary target audience includes specialists in gastroenterology/hepatology and trainees entering the practice of gastroenterology.

Maintenance of Certification (MOC) - Reviews and approves submissions for Section One and Section Three RCPSC accreditation of educational events. It serves to increase the quality of gastrointestinal educational events in Canada; facilitate participation of the CAG membership in the Royal College MOC program; and provide physician and non-physician organizations with a single point of contact for accreditation of educational programs related to the gastroenterology specialty.

The MOC is guided by the following principles: to adhere to the rules and regulations outlined by the Royal College concerning the MOC accreditation process; maintain the integrity of the accreditation process; provide an efficient process for industry and non-industry groups; and ensure the process will be transparent.

Scholars' Program - is held in conjunction with CDDW™ and provides an opportunity for exceptional internal medicine and pediatric residents (PGY1/PGY2), and medical students in the final 2 years of their program (3rd/4th year in a 4-year program, 2nd/3rd year in a 3-year program) to explore a career in gastroenterology. The annual program accepts 32 candidates - including both adult and pediatric-focused participants - as well as two positions reserved for BIPOC candidates.

Gastroenterology Residents-in-Training (GRIT) Course - A high-caliber, internationally recognized, annual training program for gastroenterology/hepatology residents held in association with CDDW™. It is designed to provide trainees with experience presenting posters orally; cover timely topics of interest and obtain up-to-date information in a context that allows critical evaluation; interact and network with other residents; and interact closely with a small number of recognized, effective Canadian teachers.

Education Affairs

Skills Enhancement for Endoscopy™ (SEE™) Program - A national hands-on educational program for Canadian practising endoscopists. The SEE™ Program consists of three accredited courses: Colonoscopy Skills Improvement (CSI) (designed for all practising endoscopists). The CSI Course provides up-skilling and improvement of colonoscopy skills; Train-the-Endoscopy-Trainer (TET) (designed for teachers of endoscopy), with specific aims to improve teaching skills and procedural conscious competence needed to teach endoscopy; Endoscopic Polypectomy Improvement Course (EPIC) (designed for all practising endoscopists). The course provides a didactic lecture (Approach to Polypectomy: Diagnosis of polyps; Polypectomy techniques; Case-based discussion) and a practical hands-on session using an ex-vivo porcine model.

The Education Affairs Committee is overseen and chaired by the **Vice President Education Affairs**.

The VP of Education Affairs may be called upon to advise the Board from time to time and is a member of the Operations Committee and the CDDW™ Implementation Committee.

Research Affairs

Research Affairs oversees several key initiatives including the CAG research funding program, development of the basic science educational content for CDDW™ and conducting the annual abstract review and selection process.

Research Affairs is also responsible for **Research Topics**, an annual meeting where basic science and clinical trainees come together to present their research, participate in career workshops, and network.

The Research Affairs Committee is overseen and chaired by the **Vice President Research Affairs**.

The VP-Research Affairs may be called upon to advise the Board from time to time and is a member of the Operations Committee and the CDDW™ Implementation Committee.

Clinical Affairs

The Clinical Affairs committee enhances the CAG's ability to respond quickly to the concerns of the practitioners such as partnering with complementary associations, lobbying governmental agencies, as well as the development of Clinical Practice Guidelines. Its sub-committee groups comprise:

Endoscopy - Represents the CAG on matters relating to endoscopy and promotes competence and training in the field, including development of credentialing guidelines in endoscopic procedures.

Pediatrics - Represents the interests of pediatric gastroenterologists and researchers.

Practice Affairs - Provides a forum to address issues relevant to clinical members of the CAG including ongoing training, knowledge dissemination, practice-related issues, Clinical Practice Guidelines, and position papers.

Regional Representation - Serves as a channel of communication between the CAG and provincial/regional gastroenterology associations.

The Clinical Affairs Committee is overseen and chaired by the **Vice President Clinical Affairs**.

The VP Clinical Affairs may be called upon to advise the Board from time to time and is a member of the Operations Committee.

Administrative Affairs

The administrative aspects of the CAG are some of the most critical, supporting the structure and ensuring the viability and growth of the organization. The four sub-committees that comprise Administrative Affairs reflect the CAG's philosophy of accountability, transparency, and effective communication.

Admissions - Encourages membership and reviews and recommends approval from the Board of Directors all applications for membership from qualified professionals.

Administrative Affairs

Diversity and Equity - Identifies important issues related to equity, gender, identified and under-represented groups and communities for discussion and action.

Ethics - Establishes/updates guidelines for ethical standards in patient care, research, education, and industry interaction, and increases understanding of biomedical ethics in gastroenterology.

Publications/Archives - Responsible for all the CAG publications/communications including the website and archives. Its chair is a member of the *Journal of the Canadian Association of Gastroenterology-Oxford University Press (JCAG-OUP)* Advisory Group.

GIWomenCAN! - A group of physicians advocating for women in clinical gastroenterology and gastrointestinal research in Canada. The goal is to improve the experiences of Canadian women physicians and researchers working in gastroenterology.

Women's Mentorship Program - Provide female residents and newer gastroenterologists access to mentors from diverse GI practices, academic departments, and geographic regions. We hope to foster casual dialogue between mentors and mentees while affording trainees the opportunity to gain valuable guidance and career advice from faculty not accessible to them in their training programs.

The Administrative Affairs Committee is overseen and chaired by the **Vice President Administrative Affairs**.

The VP Administrative Affairs may be called upon to advise the Board from time to time and is a member of the Operations Committee.

Quality Affairs

The Quality Affairs committee ensures that limited human and other resources are optimally utilized for patient care, and accomplishes this through its sub-committees:

Quality Affairs

Innovation - Evaluates how best to develop quality metrics and assess how effective they are at improving quality.

Quality Practice Guidelines - Develops quality guidelines relevant to endoscopic and clinical practice.

C-GRS - Oversees the Canada-Global Rating Scale (C-GRS) quality initiative which allows participating sites to record their responses to the bi-annual questionnaire to help them reflect on and track the quality of both clinical and patient services they provide.

IBD-GRS - Oversees the IBD-Global Rating Scale (IBD-GRS) quality initiative, a web-based self-assessment tool allowing clinics and healthcare professionals to review the quality of their care delivery, and the impact of any improvements to care services.

Reporting - Makes recommendations for content and standards related to point-of-care medical record systems that incorporate quality measures.

Choosing Wisely - Performs an annual review of the current Choosing Wisely Canada (CWC) recommendations as submitted by the CAG, reviews CAG clinical practice guidelines to identify recommendations that may be suitable for Choosing Wisely List, solicits recommendations for new gastrointestinal-related lists, and reviews and considers recommendations put forth by CWC.

Practice Audit - Oversees the Practice Audit in Gastroenterology (PAGE) program which is a CAG initiative and a Royal College Accredited Self-Assessment Program. The PAGE platform allows users to record and nationally compare key variables like scope timing.

The Quality Affairs Committee is overseen and chaired by the **Vice President Quality Affairs**.

The VP-Quality Affairs may be called upon to advise the Board from time to time and is a member of the Operations Committee.

Nominations Committee

The Nominations Committee shall identify and nominate members to stand for election as Director of the Board, when a vacancy or vacancies occur.

The Nominations Committee shall comprise the President (who shall act as Chair), the President-Elect, the Secretary, the Chair of the Diversity, Equity, and Inclusion Committee and up to three (3) more Members, who shall be appointed to the Nominations Committee by the Board.

Implementation Committee

The Implementation Committee creates and oversees the development and implementation of the basic science and clinical programs of the annual CDDW™ conference. The Implementation shall be chaired by the CAG President-Elect. Its members comprise the Vice President Education Affairs, Vice President Research Affairs and the President.

Ways and Means Committee

The Ways and Means Committee reviews and provides advice regarding the CAG's budgeting, financial planning and program/service fee structures and amounts. The Ways and Means Committee assists the Board to ensure the organization operates in a financially prudent manner with (i) appropriate controls and checks and balances to safeguard assets and (ii) processes to identify and mitigate financial risks.

The committee shall comprise at least four members: the Treasurer (Chair), a member representing each of the Affairs groups, and the CEO as an ex-offio member.

The Board of Directors shall appoint the members of the Ways and Means Committee, with input from the VPs.

The committee, in its finance role:

- Reviews the annual budget from the CEO, and recommends the annual budget to the Board;
- Monitors the financial performance and recommends to the board actions to address variances;
- Reports on management's compliance with statutory filings;
- Recommends appointment of the Bank of Record, and appointment terms and conditions from time to time;
- Reviews management's risk assessment framework and planning to ensure continuity of operations, protection of assets and adequacy of insurance coverage;
- Recommends performance indicators and processes that assist the board to measure and monitor the organization's financial performance and related risk;
- Recommends investment policies and monitors compliance and performance;

The committee, in its audit role:

- Oversees internal and external audit processes with respect to the accuracy of financial reporting, and the quality and integrity of internal accounting and control systems and processes;
- Recommends appointment of the external auditor, and appointment terms and conditions; approves the auditor's engagement letter;
- Sets the auditor's scope of work, and oversees performance of the audit;
- Oversees implementation of the auditor's recommendations;
- Reviews the audited financial statements and the auditor's report and makes recommendations to the Board.

Past Presidents' Council

The Past Presidents Council shall be a committee of the Board and shall meet at least once per year and act as an advisory body to the Board. The Past Presidents Council shall comprise all Past Presidents and shall be chaired by the President of the CAG. Due to the experience of the members of this Council, its role will be to advise the Board on matters important to the strategic direction of CAG and the Council shall be invited to contribute to the organization's strategic planning initiatives from time to time.

Approved June 28, 2022