

CAM Governance Reform 2025

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CAM Members FAQ on Governance Reform

We have prepared an FAQ to answer questions on the proposed governance reform. We encourage all members to review the responses below to learn more about CAM's governance reform and prior to attending the Special Meeting of Members on March 26, 2025.

General Questions

1. Why is CAM proposing governance changes and new bylaws?

The Canadian Association of Midwives (CAM) was incorporated in January 2001. The Bylaws were amended for the first time in 2008 to include the National Council of Indigenous Midwives (NCIM) as a member association and updated in 2013 to ensure compliance with the amended *Canada Not-for-Profit Corporations Act* ("CNCA") and Regulations. The governance structure however has not changed since incorporation in 2001.

The governance structure in place since 2001 no longer reflects the needed skillset, lived experience and equitable member representation to ensure we successfully accomplish our vision and theory of change in a way that aligns with our organizational values.

2. What are the key changes being proposed compared to the current governance structure and bylaws?

Since 2001, the CAM Board is made up of one representative, often the President, of each member association. These include: MABC, AAM, MAS, MAM, AOM, RSFQ, MANB, ANSM, PEIMA, AMNL, MANWT, Yukon, Nunavut, NCIM, SMAC.

CAM is proposing that the Board be made up of skilled representatives of three (3) Advisory Councils (Midwifery Association Advisory Council, Clinical Excellence Advisory Council, Global Program Advisory Council), one member of the Canadian Alliance of Racialized Midwives ("CARM"), one Co-Chair of the National Council of Indigenous Midwives ("NCIM"), and President, Vice President, Treasurer, Executive Director.

CAM is also proposing a change in membership classes. The current five (5) membership classes will be replaced by one (1) class of voting members. Midwives who are currently full members of CAM will retain the same rights. Midwifery Students will become voting members. Associate membership, Allied membership and Honorary membership will be terminated.

3. Were members consulted during the development of these changes? If so, how?

Yes. In the Fall of 2022, CAM hosted 20+ focus groups to gather key insights from members, midwifery associations and other stakeholders to inform the new governance structure. In 2023, the CAM Board presented the proposed new structure at the Annual General Meeting

(“AGM”) in June and hosted two (2) sessions for members to provide feedback and ask questions at the CAM Conference in Ottawa in October 2023.

In June 2024, the proposed new governance structure was again presented at the AGM and members were given an opportunity to provide feedback and ask questions.

4. When will the new governance structure and bylaws come into effect?

The new bylaws were approved by the CAM Board of Directors on October 23rd, 2024 and will be presented to the CAM membership for approval at a Special Meeting of Members on March 26th, 2025 from 12pm to 2pm ET. The new bylaws will come into effect as of the date of the Certificate of Amendment issued to CAM by Corporations Canada under the *Canada Not-for-Profit Corporations Act* (“CNCA”), shortly after the Special Meeting of Members. Once the bylaws are in effect, CAM will transition to the new structure over the course of 2025.

Membership and Representation

5. Will these changes affect my membership status or rights within the association?

If you are a Midwife (practicing or not) and a full member of your provincial or territorial midwifery association or of NCIM, your membership status will not change. If you are a Midwifery Student and member of your provincial or territorial midwifery association or of NCIM, your status will change from a non-voting member of CAM to a full member with voting rights.

Associate, Allied or Honorary membership classes will be terminated. There are currently no members in these classes.

6. How will members' voices and concerns be represented under the new governance structure?

The proposed new governance structure offers more opportunities for members to participate and engage in CAM’s work and decision-making. Under the current structure, only one representative, usually the President, of each member association can contribute to CAM’s governance. Under the proposed new structure, more members and non-members with expertise, lived experience and needed skills will be able to contribute to the governance structure via the three (3) Advisory Councils and the Board. Member Associations will continue to participate in decision-making through the Midwifery Association Advisory Council.

7. Will the changes impact the voting process or the weight of members’ votes?

All Midwives will continue to have voting rights and Midwifery Students will now have voting rights. Members will also be able to vote on the proposed Board slate every year at the Annual General Meeting.

Leadership and Decision-Making

8. How will the proposed changes affect the composition of the Board or leadership team?

The roles of President, Vice President, Treasurer, NCIM Co-Chair and CAM Executive Director will continue but other Director seats will be filled by members of the Advisory Councils and one (1) seat will be reserved for the Canadian Alliance of Racialized Midwives (“CARM”) (refer to question 2 for more detail).

9. What criteria will be used to select or elect leaders under the new governance structure?

The CAM Governance Committee will be responsible for recommending nominees to the CAM Board based on criteria established and reviewed regularly by the CAM Board such as: job descriptions for President, Vice President and Treasurer, required seats for NCIM leadership and CARM, skillset matrix, and required diverse representation from equity-deserving groups and demographics from the following list:

Representation of Equity-Deserving Groups	Representation of Demographical Diversity
<ul style="list-style-type: none"> • Indigenous from Turtle Island (First Nations, Inuit, Métis) • Black • People of colour • Racialized not otherwise included (Indigenous from other regions, ethnic minority) • 2SLGBTQI+ • Francophone • Disability (visible, invisible) • Immigrant • Intersectional identities 	<ul style="list-style-type: none"> • Rural/Remote/Northern/Urban midwives • Foreign-trained midwives • Employee/Self-employed model midwives • Regulated/Community trained/Traditional Indigenous midwives • New registrants • < 5 years of practice • Midwifery students • Midwife educators • Full spectrum SRH midwives (i.e. abortion provision) • Specialized practice midwives (i.e. HIV clients, substance use, etc) • Midwives from low-capacity jurisdictions

10. Do the new bylaws address issues of equity, diversity, and inclusion? If so, how?

The CAM Board has determined a balance of skillset, lived experience and representation from diverse demographics and equity-deserving groups to fill Director seats.

- A Director seat will be reserved for a National Council of Indigenous Midwives (“NCIM”) Co-Chair. The NCIM Co-Chair will also be a member of the Strategic Agility Committee (replacing the Executive Committee).
- A Director seat will be reserved for the Canadian Alliance of Racialized Midwives (“CARM”).
- Not less than eight (8) Directors of the Board will be a CAM midwife member.
- Not less than 50% of the Directors on the CAM Board will be from equity-deserving groups, with consideration for other identified priority demographics (refer to table above).
- CAM’s Governance Committee will oversee the recruitment and nominations process guided by principles of justice, equity, diversity and inclusion (JEDI principles).

11. What mechanisms will be in place to ensure transparency and accountability?

Every year, the CAM Governance Committee will be responsible for overseeing the call for interest process to recruit Advisory Council members and the call for nominations process to recruit Board members. The Governance Committee will use established criteria, principles and policies determined by the CAM Board for decision making. These include job descriptions that list required skillsets and/or lived experience, terms of reference, justice, equity, diversity and inclusion principles, etc. The recommendations will be reviewed by the CAM Board for approval. The proposed Board slate will be approved by the membership at each Annual General Meeting, normally held in June every year.

Financial Implications

12. Will these changes have any impact on membership fees or dues?

No. Membership dues are established based on operational needs and are not linked to the governance structure.

13. How will the association’s finances be managed differently under the new structure, if at all?

There will be minimal change to CAM’s financial management under this proposed new structure. Finances at CAM are managed by competent financial staff (Finance Director, Finance Analysts, Finance Officer). The Finance, Audit and Risk Committee currently provides oversight and is made up of the Treasurer, Executive Director, Finance Director and

Director of Operations. This committee will continue to provide oversight under the proposed new structure and the Treasurer will be selected for their financial expertise and may not be a midwife.

Legal and Compliance Considerations

14. Are these changes compliant with applicable laws and regulations?

Yes. The proposed new bylaws were developed by legal counsel Mark Blumberg who heads Blumbergs Professional Corporation and works almost exclusively advising non-profits and registered charities on their work in Canada and abroad. <https://www.blumbergs.ca/>

15. What happens if the new bylaws conflict with provincial or federal regulations?

CAM is federally incorporated under the *Canada Not-for-Profit Corporations Act* (“CNCA”). The proposed new bylaws were developed with legal counsel to ensure compliance with federal regulations.

Transition and Implementation

16. What is the timeline for implementing the proposed changes?

The CAM Board of Directors is proposing the following timeline:

- Proposed new bylaws adopted by the membership on March 26th, 2025.
- Terms of Reference for three (3) Advisory Committees completed and call for interest published by Spring 2025.
- Announcement of new Advisory Councils and members at the June AGM 2025.
- Call for nominations for new Board member by Fall 2025.
- Approval of new CAM Board by the membership at Special Meeting of Members by Fall 2025.

17. How will the transition from the current governance structure to the new one be managed?

The CAM Governance Committee, under direction of the CAM Board of Directors, is responsible for implementing the new governance structure.

18. What information or resources will be available to members during the transition period?

All information (governance updates, calls for interest, calls for nominations, information sessions) will be shared via the CAM Newsletter sent by email, generally on Fridays. If you are not receiving regular communications from CAM, contact communications@canadianmidwives.org to add your email to our communications list.

If after reviewing the FAQ you still have questions or concerns about the governance reform, feel free to reach out to:

CAM President, CJ Blennerhassett: president@canadianmidwives.org

or CAM Executive Director, Tonia Occhionero: tocchionero@canadianmidwives.org