

Put up a parking lot

I'm surprised to have found myself comfortable working in the corporate world for the past few years. After toiling for many years exclusively in the publicly funded health care system and totally unaware of what keeps business people happy (other than big profits), I am gradually developing an understanding of what it takes to be successful in business.

Taking the time early on to establish a basic structure of easily understood corporate governance is probably the most important item in the success equation for all businesses. Without clear direction and directives, without a sense of having a voice that is heard, and without a philosophical buy-in by the owners/partners/board of directors, the corporate structure is fatally flawed, doomed to be consumed by anger, acrimony, and litigation.

Large organizations and governments are no different than corporations in their need for a clearly articulated corporate philosophy, rules of behavior, organizational structure, and crystal-clear communication requirements. In addition, members of assemblies that are legislative bodies and members of boards need to remember who it is they are responsible to. Even private corporations remain responsible to their employees, and the most successful of these take time out regularly to remind both themselves and their employees that they have not forgotten this.

In the case of big governments it is clear that the people we elect are responsible to the party they belong to and rarely vote on legislation as an individual. The party is elected on a platform, and as long as they remain true to their platform (corporate philosophy) the electorate for the most part agrees and feels properly represented.

Boards of publicly traded companies, on the other hand, are responsible to their shareholders and not to the board of directors or an executive committee of that board, irrespective of the number of stock options belonging to the members of the executive committee. Board deliberations and decision making are made amidst an ever-present sense of the board's fiduciary responsibilities.

Similarly, boards that represent community and professional associations, collectives, and other registered organizations are all reminded periodically that their fiduciary responsibility is to the community of individuals who make up the membership of the organization they have publicly agreed to represent in a governance roll.

I find Dr Essak's letter in this month's edition of the *BCMJ* troubling. He feels there is an effort on the part of the BCMA's Board of Directors to prevent Board members from communicating to their district members that they were in disagreement with the Board majority on some important, politically contentious issue and what reasons prompted them and possibly others to register a dissenting vote. I'm not sure if Dr Essak has all of his facts correct, but there are basic philosophical principles at stake here, and I believe we need to think about them.

I want to be reassured that the people I had a role in electing have a strong, unfettered voice in the decisions that are made—decisions that will ultimately affect how I function and how I am perceived professionally. I want to be reassured that democratic processes are properly in place and that our representatives are free to speak for all of us. I want to be reassured that we will be given a full accounting of the deliberations around

contentious or politically sensitive items, including all contrary opinions. I want to be reassured that splinter groups aren't able to muzzle the voice of those with contrary views by placing constraints on them that force them into difficult moral/ethical dilemmas where they can be locked into a fiduciary no-win situation (which would in fact be anti-democratic).

I realize that some of the politically sensitive stuff may not be appropriately circulated until some time has gone by, but this is not secret federal government information and it must be available to us once the situation has resolved. I am also aware that there may be occasions where a Board member is psychiatrically unwell and there has to be mechanisms to deal with that, but realistically, how often does that happen?

Finally, I think it is vitally important that all our present (and future) Board members feel they have a strong voice in a rigorously defended, fully transparent democratic process—any hint that this is not the case will damage an association that has been an important ethical beacon and an integral part of the sustaining fabric of this community for the past 107 years. I want my great-grandchildren to be proud that I was part of it.

In the words of Joni Mitchell, "you don't know what you've got till it's gone."
—JAW

