

**Alberta Academic Medicine & Health Services Program [AMHSP]  
Department of Medicine Arrangement  
Management Committee**

**Terms of Reference**

1. AUTHORITY

- a) The AMHSP Department of Medicine Arrangement Management Committee (the “Management Committee”) is created through Schedule “D”, Section e. Department Level Management Committees of the AMHSP North Sector Master Agreement.
- b) The Office of Department Chair shall provide management support to the Management Committee.
- c) The Management Committee shall function in accordance with these Terms of Reference.

2. MANDATE OF THE COMMITTEE

- a) Subject to the AMHSP Governance Structure and Accountability Matrix, the Management Committee holds the following responsibilities with the authority to manage said responsibilities:
  - (i) ensure that the Arrangement is operated in a fiscally responsible manner for the overall benefit of the AMHSP and to achieve its goals and objectives. This includes:
    - implement budget guidelines vetted and recommended by the Provincial Operations Committee via the Sector Steering Committee;
    - review and recommend to the Sector Steering Committee the Arrangement’s Three (3) Year Business Plan and the annual budgets which will outline the Physician Workforce Plan, resource allocations and strategic directions of the Arrangement;
    - monitor quarterly the financial and cash position of the Arrangement to determine progress against budget and provide guidance to the Arrangement’s Administration with regard to appropriate corrective actions where variances exist; and
    - consider and approve any corrective recommendations, or actions made by the Arrangement’s Administration considering modifications to budget or major policy changes.
  - (ii) review and implement AMHSP Policies and AH Policies that pertain to the AMHSP to ensure that the Arrangement functions as intended;
    - administer the Policies that relate to dispute resolution, out of scope compensation, income at risk and leadership stipends
  - (iii) recommend to the Sector Steering Committee any new Policies and changes/deletion of current AMHSP Policies or AH Policies that pertain to the AMHSP;

- (iv) work closely with its provincial counterpart to ensure alignment on all AMHSP related matters;
- (v) provide guidance to the Arrangement's Administration in the establishment of controls and systems to ensure that the individual AMHSP Member's interests are protected and balanced with Departmental goals;
- (vi) identify and monitor issues that may arise affecting the Participating Physicians and AMHSP from time to time including but not limited to fiscal matters, information privacy, conflicts of interest, ethical issues, contract management and signing authorities;
- (vii) review and make recommendations to the Sector Steering Committee for innovation projects and new initiatives related to the AMHSP;
- (viii) evaluate individual Participating Physicians in their compliance with the AMHSP Policies and general performance, as outlined in the Participating Physicians' ISAs and in cases of non-compliance or unacceptable performance, determine a course of action up to and including financial penalties and termination from the AMHSP;
- (ix) form Committees that may be necessary from time to time consisting of a Committee Chair to be selected by the particular Committee's membership and not to be the Management Committee Chair and an appropriate number of members at large. The Committees will report findings and recommendations back to the Management Committee who will then determine a course of action; and
- (x) appoint additional ad hoc working groups composed of such persons as the Management Committee may select with such responsibility or function as the Management Committee may determine.

### 3. COMMITTEE MEMBERSHIP

- a) The Management Committee shall ordinarily consist of eight (8) voting members, in addition to ex-officio members, comprised in part as follows:
  - (i) the Chair/ZCDH of the Academic Department/Zone Clinical Department who shall be the Chair of the Management Committee (the "Management Committee Chair").
    - in the case that the Chair/ZCDH is not the same individual, the Chair and ZCDH shall co-chair the Management Committee as mutually agreed upon;
  - (ii) an Deputy Chair as appointed by the Management Committee Chair;
  - (iii) at least four (4) Participating Physicians elected by a majority of the Participating Physicians, with any vacancies occurring during the term of their office being filled by the Management Committee from amongst the Participating Physicians to serve until the next Annual General Meeting;
  - (iv) two (2) Participating Physicians, appointed by the Management Committee Chair, with the intention of ensuring a balance of representation from the Divisions within the Department and of ensuring a balance of seniority among Committee members;

- (v) for the evaluation of a Participating Physician(s) in their compliance with the AMHSP rules and regulations and general performance [2. a) (viii) above], individual members of the Management Committee from the same Division/Section will recuse themselves from the meeting and quorum will be the remaining membership; and
- (vi) other content expert individuals, as required, for advisory purposes and individuals for the management support of the Committee. Such individual(s) may participate in the deliberations of the Committee but shall not have voting privileges on any matter before the Committee. Individuals may include but are not limited to:
  - the Academic Department's senior administrative officer;
  - the Clinical Department's senior administrative officer; and
  - one (1) member of AHS Medical Affairs as appointed by the AHS Zone Medical Director; and/or
  - the Arrangement Business Manager.
- b) Nominations for the elected members of the Management Committee, with the consent of the Participating Physician being so proposed, may be put forward by any of the Participating Physicians to an Elections Officer appointed by the Management Committee. Nominations will be presented to the Participating Physicians by ballot.
- c) Members of the Management Committee shall serve for three (3) year terms except for the Management Committee Chair, the Deputy Chair and the member of AHS Medical Affairs who shall remain as a members of the Management Committee for so long as he or she remains the Academic Department Chair/Zone Clinical Department Head, Deputy Chair or Deputy Zone Clinical Department Head or member of AHS Medical Affairs, respectively.
- d) Members of the Management Committee may not serve for more than two consecutive terms, after which time, they must rotate off for at least one (1) complete three (3) year term before being eligible for re-election to the Management Committee.
- f) The Committee, when first seated, will establish a mechanism for a staggered replacement mechanism for elected and appointed members.
- g) It is agreed that so long as a member of the Management Committee or the Management Committee Chair uses his or her best efforts and acts reasonably and in good faith, he or she will not be called upon to assume responsibility for any acts, omissions, errors in judgment, payments made or expenses incurred in connection with the performance of his or her obligations hereunder, in carrying out the provisions of the AMHSP North Sector Master Agreement nor for any damage for causes beyond his or her control, provided that nothing shall excuse a member of the Management Committee or the Management Committee Chair for liability for willful misconduct.

#### 4. COMMITTEE REPORTING AND CONTROLS

- a) The Management Committee shall ensure that processes are in place to monitor, evaluate and continuously improve the AMHSP.

- b) The Management Committee reports and is accountable to the AMHSP North Sector Steering Committee.
- c) The Management Committee shall provide and report all information and data required by the North Sector Master Agreement.
- d) Annually, the Management Committee shall provide to the Participating Physicians an accounting for the funds received and paid by the Arrangement and a report on the key performance indicators of the of the Division/Department.
- e) The Management Committee Chair will call a meeting of the Participating Physicians, to be the Annual General Meeting, for the purpose of considering the financial statements and for the transaction of such other business as may properly be brought before the meeting.
- f) Annually, review the Management Committee's Terms of Reference with its provincial counterpart and recommend any required changes to the Arrangement's Management Committee membership at the Annual General Meeting prior to submitting said recommended changes to the Sector Steering Committee for consideration.
- g) For decisions related to the evaluation of a Participating Physician(s) in their compliance with the AMHSP rules and regulations and general performance, the Management Committee will inform the Participating Physician(s) within ten (10) business days of reaching the decision.

#### 5. MANAGEMENT COMMITTEE PROCEDURES AND OPERATIONS

Except as herein provided, the Management Committee will be the master of its own procedure.

- a) The Management Committee will meet on not less than a quarterly basis. The meetings will be held at the call of the Management Committee Chair on not less than three (3) days written notice. The Management Committee may meet more frequently as required at the call of the Management Committee Chair.
  - (i) For meetings related to the evaluation of a Participating Physician(s) in their compliance with the AMHSP Policies, rules and regulations and general performance, the Management Committee will meet within thirty (30) business days of the Management Committee Chair informing the Management Committee of the issue to be considered.
- b) The quorum for all Management Committee meetings will not be less than 50% + 1 (including the Management Committee Chair) of the voting members. Members may attend meetings by conference call so long as they are able to hear and be heard by the other members at the meeting.
- c) A Committee member who is unavailable for meetings on a regular basis or is unable to fulfill their duties:
  - (i) will be contacted by the Management Committee Chair to discuss continued membership on the Committee;
  - (ii) based on the discussion, a recommendation will be brought forward by the Management Committee Chair to the Committee regarding continued membership of

- the Committee member;
- (iii) the Committee will discuss the recommendation and take a vote;
  - (iv) the Committee decision will be communicated to the member; and
  - (v) if necessary, the Committee Chair will appoint a new member or a by-election will be held, as applicable.
- d) All Committee members are welcome to submit agenda items.
  - e) The agenda will be distributed prior to the meeting.
  - f) Minutes will be generated after every meeting in a timely fashion.
  - g) A consensus will be sought in all decisions brought to the Management Committee. When consensus is not achievable, despite the best efforts of the members, the Management Committee Chair will have the power to call the issue to a vote, or to redirect the decision towards consensus by finding an alternate course of action.
  - h) In the case of a vote, all decisions of the Management Committee shall be by majority vote. Written/electronic resolution obtaining a majority vote shall be considered as if passed at a duly constituted meeting of the Management Committee.
  - i) Each member of the Management Committee, excluding the Management Committee Chair, will have one vote. In the case of a tie vote, the vote of the Management Committee Chair shall break the tie.
  - j) Information discussed and decisions made by the Management Committee will generally be made available to the Arrangement's Participating Physicians and to other individuals for the purposes of implementing the decisions made by the Management Committee.
    - (i) Certain information discussed and/or decisions made regarding personnel, budgets or other items deemed necessary may be held as confidential, upon agreement of the Management Committee.
  - h) At least annually, the Management Committee shall meet with its provincial counterpart, at minimum, by teleconference.