1. **AUTHORITY**

a) The Department of Medicine Practitioners’ Association Management Committee (the “Management Committee”) is created by and responsible to The Physicians or Professional Corporations (the “Practitioners”) that have signed or caused to be signed the DMPA Agreement.

b) The Practitioners delegate to the Management Committee Chair as its agent, at the expense of and on behalf of the Practitioners, the authority to implement or cause to implement all the decisions approved by the Management Committee.

c) The Office of the Assistant Chair, Administration shall provide management support to the Management Committee.

d) The Management Committee shall function in accordance with these Terms of Reference.

2. **COMPOSITION OF COMMITTEE**

a) The Management Committee shall ordinarily consist of eight (8) members, in addition to ex-officio members, comprised in part as follows:

(i) the Chair of the Department (the “Department Chair”);

(ii) A Deputy Chair as appointed by the Management Committee Chair;

(iii) four (4) Practitioners elected by a majority of the Practitioners, with any vacancies occurring during the term of their office being filled by the Management Committee from amongst the Practitioners to serve until the next Annual General Meeting;

(iv) two (2) Practitioners, appointed by the Management Committee Chair, with the intention of ensuring a balance of representation from the Divisions within the Department; and

(v) other individuals, as required, for advisory and/or auditing purposes and for the management support of the Committee.

b) Each of the Practitioners hereby appoints the Management Committee Chair as its agent.

(i) the Department Chair or Interim Department Chair shall be the Chair of the Management Committee (the “Management Committee Chair”). If he or she shall be unable to so serve or declines to act as Management Committee Chair, then the Management Committee Chair shall be elected from among and by the voting members of the Management Committee to serve until the next annual general meeting.
c) Nominations for the elected members of the Management Committee, with the consent of the Practitioner being so proposed, may be put forward by any of the Practitioners to an Elections Officer appointed by the Management Committee. Nominations will be presented to the Practitioners by ballot.

d) Members of the Management Committee shall serve for three (3) year terms except for the Management Committee Chair, who shall remain as a member of the Management Committee for so long as he or she remains Department Chair. 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.

e) 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, as agent for the Practitioners or otherwise in carrying out the provisions of this 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.

3. MANDATE OF THE COMMITTEE

a) Subject to Paragraph 8, Practitioners’ Responsibilities, of the DMPA Agreement, the Practitioners hereby charge the Committee with the responsibilities and authority to manage the DMPA, including the authority to:

(i) ensure that the DMPA is operated in a fiscally responsible manner for the overall benefit of the Department of Medicine and to achieve its goals and objectives. This includes:

   - approve budget guidelines vetted and recommended by the Department of Medicine Administration;

   - review and approve the annual budgets which will outline the resource allocation and strategic directions of the AARP and the Physician Recruitment Plan of the DMPA, as well as the AARP budget submitted to Alberta Health & Wellness;

   - monitor quarterly the financial and cash position of the DMPA to determine progress against budget and provide guidance to the Department of Medicine Administration with regard to appropriate corrective actions where variances exist; and

   - consider and approve any corrective recommendations, or actions made by the Department of Medicine Administration considering modifications to budget changes or major policy changes.

(ii) review and implement policies upon the recommendation of the Department of Medicine Administration to ensure that the DMPA functions as intended;
(iii) provide guidance to the Department of Medicine Administration in the establishment of controls and systems to ensure that the individual DMPA’s Member’s interests are protected and balanced with Departmental goals;

(iv) determine, prescribe and amend from time to time rules, codes of conduct policies and guidelines for the general administration of DMPA, including but not limited to membership, Alberta Health and Wellness billing for insured services, standards of Practitioner conduct and performance, Practitioner benefits, Practitioner discipline and expulsion from DMPA;

(v) identify and monitor issues that may arise affecting the Practitioners and DMPA from time to time including but not limited to fiscal matters, information privacy, conflicts of interest, ethical issues, contract management and signing authorities;

(vi) approve new initiatives that may be considered by the DMPA;

(vii) only consider appeals from DMPA Members to the extent that any of the Management Committee Members are not members of the Appeals Committee, as determined by the agreement;

(viii) evaluate individual practitioners in their compliance with the DMPA rules and regulations and in cases of non-compliance, determine a course of action up to and including eviction from the DMPA;

(ix) form Committees such as Dispute Resolution, Appeals and others that may be necessary from time to time consisting of a Committee Chair to be elected by the DMPA membership and not to be the Chair of the Management Committee 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 working committees composed of such persons as the Management Committee may select with such responsibility or function as the Management Committee may determine, and may alter or dissolve such committees.

4. COMMITTEE REPORTING AND CONTROLS

a) The Management Committee will ensure that processes are in place to monitor, evaluate and continuously improve the Academic Alternate Relationship Plan.

b) The Management Committee will submit quarterly financial and status reports to the Practitioners, the University of Alberta, the Alberta Health Services, and the Government of Alberta, and will respond to requests for information from Practitioners.

c) Annually, the Management Committee will provide to each Practitioner an accounting for the funds received and paid on behalf of that Practitioner pursuant to the DMPA and a report on the key performance indicators of the Academic Alternate Relationship Plan and other key performance indicators.

d) The Management Committee will appoint an external auditor to audit or review the accounts of the DMPA on an annual basis.
e) Furthermore, an independent audit or review will occur when requested by the University of Alberta, Alberta Health Services, or Government of Alberta. In addition, any of the Practitioners will be entitled to audit the accounts of the DMPA at any time, at their own cost.

f) The Management Committee Chair will call a meeting of the Practitioners, to be the Annual General Meeting, for the purpose of considering the financial statements, appointing auditors or accountants, and for the transaction of such other business as may properly be brought before the meeting.

g) Annually, review the Management Committee’s Terms of Reference and recommend any required changes to the DMPA Membership at the Annual General Meeting.

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 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.

b) The quorum for all Management Committee meetings will not be less than 50% + 1 (excluding the Chair) of the 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.

d) Each member of the Management Committee will have one vote. The Management Committee Meeting Chair shall only exercise his/her vote in order to decide any tie vote of the Management Committee.

e) 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 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.

f) All decisions of the Management Committee shall be by majority vote or by unanimous written/electronic resolution as if passed at a duly constituted meeting of the Management Committee.

g) Information discussed and decisions made by the Management Committee will generally be made available to the DMPA Membership 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.