**SAMPLE MSA COMMITTEE TERMS OF REFERENCE**

1. **Purpose**

*Two to five key points that articulate why the committee exists and what it does.*

* What is the purpose of this committee?
* Will the committee address engagement matters impacting nonphysicians?
* What work do we want the committee to complete and what, specifically, do we want it to accomplish?

1. **Composition**

*Overview of who and how many can serve on the committee and how committee members are selected.*

* How many executives must this committee have?
* Can non-executives serve on this committee?[[1]](#footnote-1)
* If the committee will address engagement matters impacting nonphysicians, should nonphysicians serve on this committee
* How are committee members appointed/delegated to the committee?
* Who, if anyone, can attend committee meetings (e.g., president, executives who are not committee members, other members of the MSA)?
  1. **Chair**

*This is generally determined by the committee.*

* Who chairs the committee?
* Who chairs meetings when the chair is absent?
  1. **Secretary**

*This is generally determined by the committee.*

* Who is responsible for recording, distributing, and maintaining committee minutes and documents?
  1. **Quorum**

*Typically, a majority of committee members constitutes a quorum at committee meetings.*

* What is an appropriate quorum for committee meetings?

1. **Duties and Responsibilities**

*A more detailed description of the work and/or authority delegated to this committee by the board outlining the specific things the committee is responsible for (e.g., governance committee may lead director recruitment; finance and audit committee may prepare the annual budget).*

* What does this committee do?
* What specific things is it responsible for? How often does it do these things?
* How and how often will the committee report to the board on matters relating to its responsibility and authority?

1. **Meetings**

*Outlines meeting practices specific to the committee.*

* How are meetings called and how often do they take place (e.g., monthly, quarterly)?
* How will the committee make decisions (e.g., consensus, voting)?
* How and when will minutes be circulated to committee members?

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| Effective date: |  | Approved by: |  |
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| Review date: |  | Date approved: |  |

1. Under Section 7 of the bylaws, “The directors may delegate any, but not all, of the powers of directors to committees which may be in whole or in part composed of directors as the directors think fit.” [↑](#footnote-ref-1)