



Board Committees

Terms of Reference

Committee Terms of Reference

1. Context

- 1.1. The Board of Medical Sexual Assault Clinicians Aotearoa (MEDSAC) has the power to establish or dissolve Board Committees, appoint and retire the Chair and members of those Board Committees, and establish and alter the Terms of Reference [TOR] of those Board Committees.
- 1.2. The MEDSAC Governance Charter [Charter] currently provides for the appointment of the following five Board Committees:
 - 1.2.1. Governance Committee;
 - 1.2.2. Information & Communication Committee;
 - 1.2.3. Membership Committee;
 - 1.2.4. Education & Training Committee; and
 - 1.2.5. Clinical Services Committee;
- 1.3. These TOR, which establish the objectives, obligations and responsibilities of those Board Committees and govern and guide their activities, are reviewed biennially by the Board.
- 1.4. The obligations and responsibilities of Board Committees will also be guided by the annual Strategic Agenda which will:
 - 1.4.1. Define the expected contribution of each Board Committee;
 - 1.4.2. Include any specific initiatives identified and agreed by the Board as appropriate for action by any Board Committee; and
 - 1.4.3. Include any specific initiatives identified by a Board Committee relating to the discharge of their general responsibilities as defined in Clause 5 of this TOR.

2. Membership

- 2.1. As provided in the Charter, the Board determines the membership of Board Committees, including external members, and appoints the Board Committee Chair. The Charter also provides that:
 - 2.1.1. The Board Chair is an ex-officio member of all Board Committees;
 - 2.1.2. The membership of each Board Committee includes a minimum of two Directors;
 - 2.1.3. The Chair of any Board Committee is a Director;

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- 2.1.4. The Chair, Deputy Chair, Treasurer and Secretary shall be members of the Governance Committee;
- 2.1.5. The Board Committee members are appointed for a minimum of two years;
- 2.1.6. All Directors serve on at least one Board Committee.
- 2.2. MEDSAC Managers will act as Executive Secretaries to the following Board Committees:
 - 2.2.1. The Manager Finance will be the Executive Secretary of the Governance Committee and the Board;
 - 2.2.2. The Manager Information & Communication will be the Executive Secretary of the Information & Communications Committee
 - 2.2.3. The Manager Education will be the Executive Secretary of the Education & Training Committee;
 - 2.2.4. The Manager Membership & Administration will be the Executive Secretary of the Membership Committee;
 - 2.2.5. The Manager Clinical Services will be the Executive Secretary of the Clinical Services Committee
- 2.3. Executive Secretaries report to the Chair of the committee they serve and are accountable for enabling and supporting the Committee, and any of its subcommittees, to perform the functions defined within these TOR and in the Strategic Agenda or as specifically delegated by the Board.
- 2.4. The Charter provides for the appointment of external [non-Director] members to any Board Committee subject to the approval of the appointment and the term of appointment by the Board. Board Committees may invite other people, including non-Directors, to attend their meetings as appropriate

3. Authority

- 3.1. Unless specifically provided in these TOR, Board Committees have no delegated authority and act in an advisory capacity to the Board and where provided in these TOR, to MEDSAC management.
- 3.2. All Board Committees have authority, within the scope of their functions, to
 - 3.2.1. Obtain any information they require from MEDSAC staff in consultation with their manager who may also be their Committee Chair, or from any external parties;
 - 3.2.2. Obtain expert advice where necessary if approved by the Board Chair;
 - 3.2.3. Request, in consultation with the Board Chair, the attendance of any Directors, MEDSAC Managers or staff at any meetings of the Committee.

- 3.3. The **Governance Committee** has the following financial delegation authorities:
- 3.3.1. Commit to any new funding, sponsorship or revenue generating arrangement within approved MEDSAC policy (Approval: Two Directors);
 - 3.3.2. Commit to any organisational funding arrangement with a government agency of less than \$50,000 per annum (Approval: Committee Resolution);
 - 3.3.3. Enter into and execute annual operating lease purchase or service contract greater than \$20,000 per annum (Approval: Two Directors);
 - 3.3.4. Approve purchases or operating overhead costs with a cumulative effect of up to \$10,000 in excess of a total approved budget category but not exceeding annual budget (Approval: Committee Resolution)
 - 3.3.5. Issue credit notes in excess of \$2,000 or extend supplier credit beyond approved terms of trade (Approval: Two Directors)
 - 3.3.6. Write off debts of up to \$10,000 (Approval: Committee Resolution);
 - 3.3.7. Invest surplus MEDSAC funds in excess of \$20,000 (Approval: Two Directors);
 - 3.3.8. Authorise EFT and Cheque payments (Approval: One Director with Manager Finance) and Payroll payments (Approval: Two Directors)

4. Meetings

- 4.1. A quorum for any Board Committee meetings shall be 50% of the Board Committee members provided that quorum includes two Directors.
- 4.2. Board Committee members may not appoint an alternate to attend a Committee meeting on their behalf.
- 4.3. Board Committee meetings will be held at least three times per annum with a preference for at least one face-to-face meeting each year.
- 4.4. Meeting agendas should be prepared by the Committee Chair in consultation with the Committee Executive Secretary and circulated to all members at least five working days prior to the meeting
- 4.5. The Board Committee Chair may convene special meetings.
- 4.6. The Board Committee will keep a record of all meetings and make copies of such meeting records available to all Directors within five working days of the meeting date.
- 4.7. Board Committees will compile a brief report to each Board meeting to update Directors concerning the achievement of strategic outcomes, to raise any issues requiring Board clarification or resolution and to make any proposals requiring Board approval.

- 4.8. All matters referred by a Board Committee to the Board or to another Board Committee will be included as agenda items in the next scheduled Board or the other Board Committee meeting.

5. Functions

- 5.1. The **Governance Committee** is responsible for:
- 5.1.1. Working collaboratively with the Board to review and maintain MEDSAC's governance arrangements as defined in the Rules of MEDSAC and this Charter;
 - 5.1.2. Providing assurance to the Board in respect of the integrity of financial management including the effectiveness of management and internal control and compliance frameworks, practices and reporting and financial policies, practices and reporting;
 - 5.1.3. Developing with the Manager Finance, and monitoring on behalf of the Board, the MEDSAC risk management policies, practices and reporting [Refer Clause 16];
 - 5.1.4. Overseeing and appraising the focus and quality of the external audit and any internal audit projects as required;
 - 5.1.5. Managing, in consultation with the Chair and relevant Committee Chairs, the employment of the Managers including their appointment and remuneration;
 - 5.1.6. Developing and monitoring, in consultation with the Board and the Managers, the Strategic Agenda including the associated financial and risk management plans;
 - 5.1.7. Developing and implementing MEDSAC's funding plan [grants, sponsorship and philanthropy] as an integrated element of the MEDSAC Strategic Agenda;
 - 5.1.8. Facilitating, in collaboration with the Information & Communication Committee and the Manager Membership & Administration to facilitate the development and maintenance of a reliable and secure MEDSAC technology platform;
 - 5.1.9. Facilitating the annual performance review of the Board [collectively and individually] and Board Committees.
 - 5.1.10. Taking responsibility for the achievement of Governance Committee outcomes as defined in the Strategic Agenda.

- 5.2. The **Information & Communication Committee** is responsible for working with the Board to:
- 5.2.1. Develop and implement MEDSAC's communications plan as an integrated element of the MEDSAC Strategic Agenda;
 - 5.2.2. Assume responsibility, in collaboration with the Board, for the management of the MEDSAC brand;
 - 5.2.3. Manage MEDSAC's digital presence (website and social media platforms) including the integration of the SAATS-Link;
 - 5.2.4. Develop and maintain the MEDSAC Manual including providing appropriate member access;
 - 5.2.5. Manage MEDSAC Newsletters, Journal Club and Clinical Updates including the timely development and publication of relevant information, articles and updates;
 - 5.2.6. Manage the MEDSAC library and knowledgebase including, as far as practicable, providing cost effective member on-line access to relevant journals and publications;
 - 5.2.7. Develop, implement and maintain a secure, anonymised national database of SAATS service outcomes and relevant statistical data (SAATSdata);
 - 5.2.8. Recommend relevant research projects and facilitate the effective management of those projects;
 - 5.2.9. Take responsibility for the achievement of Information & Communication Committee outcomes as defined in the Strategic Agenda.
- 5.3. The **Membership Committee** is responsible for working with the Board to:
- 5.3.1. Develop and maintain the MEDSAC membership policies and practices including membership requirements, admission and retirement processes, continuing education requirements and membership information systems and access policies;
 - 5.3.2. Manage the membership admissions and retirement processes and any related peer review processes on behalf of the Board;
 - 5.3.3. Advise the Board on all matters relating to MEDSAC membership including recommending membership fees for Board approval;
 - 5.3.4. Collaborate with the Information & Communication Committee to integrate, enable and support SAATS-Link membership and manage member access to MEDSAC information resources;
 - 5.3.5. Take responsibility for the achievement of Membership Committee outcomes as defined in the Strategic Agenda.

- 5.4. The **Education & Training Committee** is responsible for working with the Board to:
- 5.4.1. Develop and maintain MEDSAC education and training curriculum (face-to-face, on-line, and digital media) including the development of related course material and recommending appropriate education and training fees and timetables to the Board;
 - 5.4.2. Manage the annual update conference and the provision of appropriate on-line training and education workshops or forums;
 - 5.4.3. Implement an appropriate quality assurance framework to ensure that MEDSAC education and training programs reflect current best practice in content and delivery;
 - 5.4.4. Manage MEDSAC's education events including any visiting speaker programs;
 - 5.4.5. Manage MEDSAC's sexual violence prevention (education) programs including the family and intimate partner violence education program;
 - 5.4.6. Take responsibility for the achievement of Education & Training Committee outcomes as defined in the Strategic Agenda.
- 5.5. The **MEDSAC Clinical Services Committee** is responsible for working with the Board to:
- 5.5.1. Develop and maintain, in collaboration with appropriate Government agencies, the specification of Sexual Assault/Abuse Treatment Services (SAATS), and the service delivery framework;
 - 5.5.2. Consider and recommend to the Board any necessary changes in the SAATS specification, delivery frameworks and/or service pricing;
 - 5.5.3. Develop and maintain, in collaboration with relevant Government agencies, the specification of Sexual Assault/Abuse Medico-legal Services (SAAMS) and the service delivery framework.
 - 5.5.4. Consider and recommend to the Board any necessary changes in the SAAMS policies or practices, delivery frameworks and/or service pricing;
 - 5.5.5. Develop and maintain a network of suitably qualified and experienced clinicians who can provide peer review and support to clinicians engaged in the delivery of SAAMS – the Medical Expert Review Group (MERG) Network;
 - 5.5.6. Provide peer review and expert advisory services for MEDSAC members as agreed with the Board;
 - 5.5.7. Take responsibility for the achievement of MEDSAC Clinical Services Committee outcomes as defined in the Strategic Agenda