

## Finance Committee Committee Charter Document

<p><b>Purpose</b></p>	<p>The Finance Committee of the Society is established to support the Society’s Board of Directors in fulfilling its responsibility to oversee the Society’s financial strategy, performance, and compliance, and to make recommendations to the Board in connection with the Society’s financing activities.</p> <p>Furthermore, its purpose is to support AMDA Key Objectives as outlined in the Strategic Plan Framework:</p> <ol style="list-style-type: none"> <li>1. Effective Financial Management</li> <li>2. Responsive staff/infrastructure management</li> <li>3. Recognition for organizational quality</li> </ol> <p>This committee is a standing (permanent) committee of the AMDA Board of Directors.</p>
<p><b>Ongoing Committee Activities / Committee Charges &amp; Strategies</b></p>	<p>The committee undertakes the following activities:</p> <p>To achieve its purpose, this charter establishes a standing committee of the Board of Directors with the following goals:</p> <p><b>Goals and Objectives:</b></p> <ul style="list-style-type: none"> <li>• Safeguard Society assets through proper risk management and financial review.</li> <li>• Ensure financial compliance with laws, regulations, and generally accepted accounting principles.</li> <li>• Support the Board’s fiduciary duty in understanding the Society’s financial position.</li> </ul> <p><b>Authority and Responsibilities:</b></p> <ul style="list-style-type: none"> <li>• Review the Society’s quarterly financial statements, the performance of invested funds, including funds in the employee retirement annuity plan,</li> <li>• Review and recommend approval of the annual budget,</li> <li>• Review and recommend acceptance of the Internal Revenue Service Form 990 and accompanying schedules, including any relevant portions of the “management letter” and other communications from the auditor,</li> <li>• Review and recommend to the Board acceptance of the annual audit,</li> <li>• Hire external auditors,</li> <li>• Review the status of significant operating/revenue investment plans,</li> <li>• Review other appropriate financial information concerning the Society,</li> <li>• Oversee Society risk management and submit a report to the Board each year,</li> <li>• Review and recommend to the Board all major new business initiatives, especially those requiring a significant capital allocation,</li> <li>• Approve the establishment of bank accounts of the Society,</li> <li>• Review the Society’s financial policies and recommend appropriate revisions to the Board,</li> <li>• As necessary, ensure that Committee members receive an orientation to the Society’s financial statements, the application of generally accepted accounting principles to those statements, and other financial governance issues,</li> <li>• Accomplish additional tasks as charged by the President of the Society,</li> <li>• At least annually, report its activities and findings to the Board,</li> </ul>

	<ul style="list-style-type: none"> <li>• The Committee shall have such other powers and perform such other duties as the Board may from time-to-time delegate to it.</li> <li>• Responsible for ensuring that the Society’s conflict of interest policies are followed.</li> </ul> <p><b>Resources of the Committee:</b></p> <ul style="list-style-type: none"> <li>• The Committee has the authority to retain such outside advisors, including legal counsel or other experts, as it deems appropriate, and to approve the fees and expenses of such advisors.</li> </ul> <p><b>Record Keeping:</b></p> <ul style="list-style-type: none"> <li>• Meeting Minutes, as outlined in Committee Guidelines</li> <li>• Annual work plan developed at beginning of the year (i.e., following the Spring Annual Meeting)</li> <li>• Bi-annual written report to the board at the time of the Annual Meeting, and at the Fall Interim Meeting</li> <li>• Annual self-assessment process for operational effectiveness and improvement (for discussion at the committee’s Annual Meeting).</li> </ul>
<p><b>Roles and Responsibilities</b></p>	<p>The committee will be comprised of a chair and up to seven (7) additional members.</p> <p><b>Chair</b></p> <ul style="list-style-type: none"> <li>• Help structure agenda for meetings.</li> <li>• Run an effective meeting to ensure involvement of committee members and the advancement of activities and charges.</li> <li>• Communication with the Board liaison before and after each Board meeting to share updates from the Committee and to hear about new Board initiatives. Report back to the full committee on each discussion with the Board liaison.</li> <li>• Identify, mentor, and groom the next Chair of the Committee.</li> <li>• Assist with structure and lead the selection of committee members.</li> </ul> <p><b>Vice Chair</b></p> <ul style="list-style-type: none"> <li>• Support the Committee Chair to ensure responsibilities are met in a timely manner.</li> <li>• Serve as interim Committee Chair in the absence of the Chair.</li> <li>• Recommend individuals to serve as the next Vice Chair.</li> <li>• Ascend to the position of Chair.</li> </ul> <p><b>Members</b></p> <ul style="list-style-type: none"> <li>• Be prepared and actively participate in all conference calls and meetings.</li> <li>• Attend at least 2/3 of all meetings.</li> <li>• Work on projects as delegated by the Chair.</li> </ul>
<p><b>Workgroups and Other Committee Relationships</b></p>	<p>No workgroups are currently associated with this committee.</p>

<b>Expected Commitment</b>	<p>The committee meets bi-monthly via conference call. Committee members are expected to review all agenda/materials prior to each meeting, attend the conference calls as scheduled.</p> <p>The estimated monthly time commitment is 6-8 hours per year in meetings plus individual preparatory time. Members are expected to attend at least 2/3 of the annual meetings.</p>
<b>Committee Composition</b>	<p>The committee will be comprised of a chair and up to seven (7) additional members, one of which may be the Vice Chair.</p>
<b>Committee Terms</b>	<p>All committee members serve a two (2) year term and are eligible for reappointment three times for a total tenure of six (6) years. Terms run May to April. The Committee Chair and Vice Chair can each serve in those roles their full six (6) year terms. Appointments may be extended with the approval of the Board Chair.</p>
<b>Selection/ Appointment</b>	<p>Members are appointed by the President with input from the Chair. The Committee Chair and/or Vice Chair is recommended by the outgoing Chair and appointed by the President.</p>
<b>Committee Requirements</b>	<p>Committee Members:</p> <ul style="list-style-type: none"> <li>• Express a desire to serve with a special interest in the financial stewardship of the Society.</li> <li>• Desire to advance the mission of AMDA.</li> <li>• Ability to make the necessary time commitment, which includes attending 2/3 of all meetings plus the necessary preparatory time. Meeting attendance is expected to be 6-8 hours per year.</li> <li>• Must be a Society member in good standing.</li> <li>• Must disclose all financial relationships on an annual basis.</li> </ul> <p>Committee Chair:</p> <ul style="list-style-type: none"> <li>• In addition to the above requirements, when possible, the Chair should have previously served as the Committee Vice Chair.</li> </ul> <p>Vice Chair:</p> <ul style="list-style-type: none"> <li>• In addition to the above requirements, when possible, the Vice Chair should have previously served as a Committee member.</li> </ul>

<b>Committee Members</b>	<p>Through April 2025, the members are:</p> <ul style="list-style-type: none"> <li>• Chair – Dr. Aaron Shives</li> <li>• Vice Chair – Open</li> </ul> <p><b>Members:</b></p> <ul style="list-style-type: none"> <li>• Thomas Lehner, MD, FAAFP, CMD</li> <li>• Timothy Gieseke, MD, CMD</li> <li>• Swati Gaur, MD, MBA, CMD (Board Liaison)</li> <li>• Rossana Lau-Ng, MD, CMD</li> <li>• Anthony Jackson, MD</li> <li>• Nicol Joseph, D.O., MBA, CMD, HMDC</li> <li>• Grady Goodwin, MD</li> <li>• Michelle Zinnert, CAE (Executive Director)</li> </ul>
<b>Staff Liaison(s)</b>	<p>The staff liaison is the Senior Director of Finance and Operations for AMDA. Currently that person is Jeff Eckert.</p> <p>While not a voting member, the Staff Liaison is the senior financial director of AMDA and attends, and is integral to, the committee meetings. He/she helps facilitate logistical and administrative requirements including but not limited to:</p> <ul style="list-style-type: none"> <li>• With the assistance of the Executive Director, prepare and organize pertinent information (e.g., financial packets, minutes, agendas).</li> <li>• With approval from the Executive Director, send the agenda and related materials to committee members along with minutes of the previous meeting.</li> <li>• Manage and maintain an online repository of all committee materials (e.g., a SharePoint site), and any other resources for collaboration.</li> <li>• With the chair and Executive Director, facilitate the nomination, approval, and retirement process for committee members.</li> </ul>
<b>Board Liaison</b>	<p>The Board Liaison is currently Dr. Swati Gaur, Board Treasurer.</p>