

June 28, 2017

ARTICLES OF AGREEMENT

MEDICAL SERVICE STAFF ASSOCIATION

Of the

Department of Pediatrics of the MUHC

REVISED: NOVEMBER 2014
PROPOSED REVISION : June 2017

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(MSSA)

Department of Pediatrics of the MUHC

1. RECITALS

- 1.1 Whereas the undersigned participating attending staff of the Department of Pediatrics of The McGill University Health Centre are concerned with:
- a) The maintenance of the highest possible standard of patient care and treatment and of undergraduate and post-graduate medical education in the Department of Pediatrics of The McGill University Health Centre;
 - b) The development of clinical and fundamental research within the Department of Pediatrics of The McGill University Health Centre;
 - c) Promoting the collective interests of the attending Staff of the Department of Pediatrics of The McGill University Health Centre;
 - d) The collection of all funds for medical services rendered by Associates as designated in Section 5.1 of this Agreement; and
 - e) Promoting and achieving the Mission, the Vision and the Values of the Department of Pediatrics (**Appendix III**);

They have hereby agreed to enter into these Articles of Agreement for the formation of a not for profit Medical Service Staff Association.

2. AGREEMENT

- 2.1 The preamble forms part of these presents. The Associates agree to the terms and conditions of this Staff Association as specified herein, in evidence whereof they have affixed their respective signatures to the attached **Appendix I**.

3. DEFINITIONS

- 3.1 In this Agreement:
- a) "Accountable Income" means the gross earnings received resulting from patient care and other professional services rendered by individual members of the Association as defined in Article 5.1.

- b) "Association" means the MSSA.
- c) "Associate" means a member of the MSSA.
- d) "Staff" mean members of the attending staff of the Department of Pediatrics at the McGill University Health Centre.
- e) "Budget Sub-Committee" is the Budget Sub-Committee as defined in the Internal Regulations.
- f) "Department Chair" means the physician Chair of the Department of Pediatrics.
- g) "Department of Pediatrics" means the Department of Pediatrics of the Montreal Children's Hospital of The McGill University Health Centre.
- h) "Division" and "Division Director" are the specialty unit and its Director in the Department of Pediatrics as defined in the "Internal Regulations.
- i) "Hospital" means Department of Pediatrics of The McGill University Health Centre (the "MUHC") as defined by the Hospitals Act, licensed to practice in the Province of Quebec.
- j) "Internal Regulations" means the Internal Regulations of the Department of Pediatrics.
- k) "Leadership Council" is the Leadership Council of the Department of Pediatrics as defined in the Internal Regulations.
- l) "Medical Research" shall mean any research work carried out in the Department of Pediatrics, which is financed by research grants either peer-reviewed, received from a Foundation or contractually undertaken.
- m) "MCHF" means The Montreal Children's Hospital Foundation.
- n) "MSDF" means the Medical Service Staff Association Development Fund as set out in Article 11, which is an annual contribution from the members based on a percentage of their Accountable Income.
- o) "MSSA" means the Medical Service Staff Association of the Department of Pediatrics of The McGill University Health Centre.
- p) "MSSA Funds" means all monies made available to the MSSA Management Committee, as provided for in Articles 5 and 11.

4. NAME

- 4.1 The Association that is constituted by this agreement shall be known as the Medical Service Staff Association of the Department of Pediatrics of The McGill University Health Centre (“MSSA”).

5. SCOPE OF THE ASSOCIATION

- 5.1 Each Associate shall be considered to be a member of the MSSA when they are contributing to a Division or Departmental service within the jurisdiction of the Department of Pediatrics of McGill University by:
- a) Providing medical services to patients, including direct care and laboratory and other investigative procedures;
 - b) Undertaking medical research related to child health
 - c) Performing administrative duties for the Department of Pediatrics, McGill University, or the MSSA, or for the Faculty of Medicine;
 - d) Teaching (McGill University).
- 5.2 Associate revenues shall be calculated to include all revenues generated from the services in 5.1 and all revenues from the following:
- OPTION A or
- OPTION B
- 5.3 Associate revenues shall include all revenue listed in 5.2 generated by an Associate regardless of the location of the service rendered.
- a) Certain of the above listed activities may occur outside the McGill University Health Centre.
 - b) Services provided in a private office or other locations that are not considered a Division Service that is part of the Department of Pediatrics or the Faculty of Medicine shall not be included in the calculation of Division revenues.
- 5.4 Activities that occur outside the McGill University Health Centre (MUHC) may have certain additional costs incurred for said activity that are recognized and are billed to and reimbursed by RAMQ or other government health programs. These include such items as travel or office overhead costs. These fees are not considered as Associate revenue.

- 5.5 Excluded from an Associate's revenues are any payments for work for a provincial or national agency or external consultation fees or honorariums for speaking engagements or payments for any original publishable written materials
- 5.6 Any Associate of the MSSA may practice their profession outside of the Association in the usual way, in respect to any other patients.

6. MEMBERSHIP

- 6.1 All those belonging to a Division in the Department of Pediatrics shall be considered to be Associates of the Association. Individuals who perform no clinical duties in their practice are excluded from membership and payment to the MSDF as per Section 11.
- 6.2 An Associate shall cease to be a member of the Association:
- a) On his or her death, or declared incapacity or upon receipt of resignation of membership in the Department of Pediatrics at the MUHC,
 - b) If they fail to adhere to the terms and conditions of this Agreement.
- 6.3 In the event of cessation of membership of an Associate, the Association shall not be dissolved.
- 6.4 Only those who are Associates and contribute to the MSDF and are current with their payments to the MSDF may receive any funds from the MSDF.

7. RESPONSIBILITIES OF THE ASSOCIATES

- 7.1 Each Associate agrees to undertake the following:
- a) Each Associate is required to report all income as provided in Article 5.
 - b) Each Associate must remit within 9 months of the calendar year their contribution in full to the MSDF, as defined in Article 11.
- 7.2 No Associate shall in any way become responsible for the debts, professional activity, or other actions of another member of the Association.

8. FISCAL YEAR AND ASSOCIATION MEETINGS

- 8.1 An annual meeting of the Association shall be held in the spring and in any event no later than June 30, as determined by the Management Committee and on a date to be established at least fifteen (15) days prior to the meeting.

- 8.2 The annual meeting shall:
- a) Call for nomination for the election of the members who will make up the Management Committee of the Association.
 - b) Appoint external auditors for the coming year.
 - c) Approve the report of the Management Committee for the previous year; and
 - d) Transact any other necessary business.
- 8.3 Any other meeting of the Association may be called upon fifteen (15) days' notice at the request of the Management Committee or on the written request of any ten (10) members of the Association.
- 8.4 Proxy votes at the annual meeting for items set out in article 8.2 are permitted. The proxy form will be circulated with the notice of meeting (8.1).
- 8.5 Twenty-five percent (25%) of the Associates who are members in good standing at the date the meeting is called shall constitute a quorum for all meetings.
- 8.6 In the event of a tie vote, the Chair of the Association, who shall act as Chair of the Annual Meeting, shall cast the deciding vote. For all other meetings the Chair does not have a casting vote.
- 8.7 The fiscal year-end of the Association and of each Division shall be December 31.

9. AMENDMENTS

- 9.1 All amendments to these Articles or any attached by-laws shall be approved by a majority vote of the total membership who vote, with the proviso that no proxy votes may be given but mailed ballots can be accepted.
- 9.2 A notice of motion to amend an Article of this Agreement may be made by the Management Committee or by any ten (10) Associates, such notice to be given in writing at least thirty (30) days prior to a meeting.

10. MANAGEMENT COMMITTEE

- 10.1 The Association shall have a Management Committee composed of the Chair of the Department of Pediatrics, the Associate Chair of Finance who is the Chair of the Committee, and four (4) Divisional Representatives.
- a) The Management Committee shall also act as the Budget Sub-Committee as per the Internal Regulations.

- b) The Chair of the Department of Pediatrics is ex-officio member and has no voting rights except in the case of a tie.
 - c) All members of the Management Committee must be members of the Department of Pediatrics.
- 10.2 Three of five of the voting members of the Management Committee shall constitute a Quorum.
- 10.3 Bi-annual elections shall be held by electronic ballot sent to all members of the MSSA within two weeks of the Annual Meeting:
- a) One of the Divisional Representatives must come from one of the 3 following (Large) Divisions: General Pediatrics, Emergency Medicine, and Neonatology.
 - b) The other three Divisional Representatives must come from the other (non-large) Divisions.
 - c) The Divisional Representative may be the Division Director or a member of the Division selected by the Division Director.
 - d) Each Division may nominate one member as a candidate for the election; there is one eligible candidate per Division.
 - e) The four Divisional Representatives are elected by secret ballot as follows:
 - i) The Divisional Representative candidate from the Large Divisions who has the most votes shall be elected, and
 - ii) The three Divisional Representative candidates from the other (non Large Divisions) with the most votes shall be elected.
 - f) Should the number of candidates for Divisional Representatives be equal to the positions open for the vote, then they will be elected by acclamation and the ballot specified in Article 10.3 would not be required.
 - g) The term of office is for two years:
 - i) A Divisional Representative, other than a representative from a Large Division, may serve a maximum of two two-year terms, unless later appointed to be the Associate Chair of Finance.
 - ii) The Divisional Representative from the Large Divisions may serve for only one two-year term.
 - iii) Terms of the other 3 Divisional Representatives shall be staggered so that no more than two are replaced at any one time.

- h) The outgoing Chair of the Management Committee will continue to serve on the Committee as a non-voting member for a period of one (1) year after completion of his/her term.

The Management Committee shall have three officers:

- i) The Chair who is the Associate Chair of Finance will serve for the duration of his/her term as Associate Chair as defined by the Department of Pediatrics Regulations.
 - ii) Within fifteen (15) days of each annual meeting the Management Committee shall choose two other officers from its members: a Secretary and a Treasurer.
- 10.4 A position on the Management Committee may be vacant for no more than 3 months; an election and replacement Representative must be chosen by the process as provided in 10.3. Namely, depending upon which position is vacant the process will be adapted to elect the representative for the vacant position;
- An election process as provided in 10.3 will be commenced to fill a position vacant because of death or incapacity or resignation as soon as possible and no later than 30 days following the vacancy.
- 10.5 Meetings of the Management Committee shall be a minimum of 4 times per year, at predictable regular dates throughout the year.
- A meeting may be convened at any time on the written request of any two members of the Management Committee.
- 10.6 All decisions of the Management Committee shall be decided by a majority of the attending members. The following procedures apply:
- a) In the case of a tie, the Chair of the Committee shall cast the deciding vote.
 - b) Voting by mail
 - c) Voting by Proxy is not permitted.
- 10.7 No member of the Management Committee shall be liable for any loss occasioned by an error of judgment or oversight on his or her part or for any loss, damage or misfortune, whatever which may happen in the execution of his or her duties unless this happens through willful act or default.
- 10.8 The Management Committee may delegate the authority for the execution of documents to any member of the Association or to any other person appointed by the Association.

- 10.9 Members of the Management Committee will receive no remuneration for work on the Committee other than remuneration they receive from RAMQ, or other sources for performance of their duties as Division Director or as Associate Chair (Finance). They will be reimbursed for actual expenses incurred for work pre-approved by the Management Committee.
- 10.10 The Management Committee shall be responsible for:
- a) Following the DEPARTMENTAL PRIORITIES:
 - i) The Leadership Council is to provide the Management Committee with a prioritized Strategic Plan.
 - ii) This Strategic Plan will serve as a guide to the Management Committee in its determination of funding
 - b) Its MANDATE:
 - i) Provide input to and receive feedback from the Membership, the Divisions, the Leadership Council, the Executive Committee, and the Chair of the Department of Pediatrics.
 - ii) Balance the above mandates and view the MSSA finances as unified with the Department budget.
 - c) Its GOALS:
 - i) Strategic, namely to ensure that the MSSA budget matches and evolves with the Departmental Mission, Vision and Values.
 - ii) Fiduciary: provide oversight of the MSSA budget and MSSA funds.
- 10.11 THE BUDGET PROCESS:
- a) The Chair of the Committee shall develop a categorized and complete list of all funding requests.
 - b) Based on the Strategic Plan, the funding requests received will be prioritized.
 - c) The Management Committee will then review all funding requests with respect to the Strategic Plan and accept or reject or modify the requests.
 - d) The Management Committee may recommend to the Leadership Council the need for either an increase or decrease in Membership

contributions depending on the Departmental priorities and the availability of other funds.

- e) Requests for funding:
 - i) All requests for Departmental funding are to be sent to the Chair of the Management Committee.
 - ii) A standardized funding application form will be developed and circulated to the membership of the Department:
 - (1) This form will include all relevant and necessary information to assess the impact and necessity of the proposed support.
 - (2) In order to receive continued funding, previous applications must periodically provide outcome data to demonstrate the impact of the funded program.
 - (3) Funding requests will have to be received by a specified deadline in order to be considered for the next budget. Requests received after the deadline will only be considered under very exigent circumstances.

- f) Calculation of available funds:
 - i) Available MCHF funds as determined by the Chair of the Department of Pediatrics in consultation with the MCHF.
 - ii) Available MSDF funds as calculated per Article 11.
 - iii) Other potential Department funds that may be available (for example, endowments, OPD clinic, CME activities, etc...).

10.12 THE BUDGET REVIEW:

- a) The proposed budget shall be presented for ratification to the Leadership Council including a summary of all funding requests, both approved and rejected, and the rationale and reason(s) for that decision.
- b) The Leadership Council may request that the Budget Committee revise the budget based on current Departmental priorities

10.13 THE BUDGET APPROVAL:

- a) The proposed budget shall be circulated to the Membership including a summary of all funding requests, both approved and rejected, and the rationale and reason(s) for that decision.

- b) Final approval of the budget is by a vote of the Membership at the Annual General Meeting

10.14 The Management Committee will also be responsible for:

- a) Instructing the auditors of the policies and guidelines for the collection and distribution of payments for services rendered as specified in Article 5.
- b) The MSSA Funds will have an annual audit review by the external auditors chosen at the annual meeting.
- c) Receiving the financial statement of any Division in accordance with Article 13.3 (a).
- d) In the event that there has not been compliance with the policies and guidelines noted in Article 10.14 (a), the Management Committee must advise the Department Chair.
- e) All information with respect to individual incomes, which may become available to members of the Management Committee shall be considered by them to be privileged information and kept confidential.

11. MEDICAL SERVICE STAFF ASSOCIATION DEVELOPMENT FUND (MSDF)

- 11.1 Each Associate will be assessed a percentage of their Income derived from patient care, laboratory or investigative procedures, administrative duties for the hospital or university, teaching and research as defined in Section 5.2 (**Appendix II**).
- 11.2 The percentage will be set **at X%** (2018). Any change to this percentage must be voted on by the membership during the Annual General Meeting, or at a special meeting held after thirty days' notice
- 11.3 The MSDF will be used for the general benefit of the Department of Pediatrics (in accordance with Article 1 and Article 10.10) and may be made available to specific Divisions for activities which cannot be financed internally, be it as a loan or as a permanent transfer of funds
- 11.4 The Management Committee will act as trustees of the MSDF and authorize all disbursements therefrom.
- 11.5 The Associate's contribution to the MSDF will be paid in full on or before the 30th of June.

12. CONSEQUENCES

- 12.1 An Associate who has not paid their payment to the MSDF for a calendar year by April 15th of the following year will not be issued a tax receipt for any unpaid amounts. An exception to the April 15th date can be granted by the Management Committee if requested in writing in advance.
- 12.2 Notice will be given to the Associate requesting payment within 75 days if no payment is received by April 15 and an exception has not been granted.
- 12.3 An Associate who has not paid in full their assigned contribution for a calendar year to the MSDF by June 30th of the following year will forfeit their right to receive any disbursements from the MSDF or the MCHF Academic Support fund until such time their payment is rendered current and up to date. The Associate's Division Director and the Chair of the Department will be notified.
- 12.4 Notice will then be given to correct this omission of payment and, if not corrected by 90 days (September 30th), the Associate's privileges and membership in the Department will not be renewed where applicable.

13. DIVISIONS

- 13.1 Each Associate shall practice his profession in one or more Divisions as determined by the staffing requirements of the Department of Pediatrics.
- 13.2 Each Division shall have a Director as per the Internal Regulations.
- 13.3 Financial statements shall be provided upon request as follows:
 - a) External accountants shall examine the records and transactions of the Divisions that pool their income annually and an audited or financial review statement will be provided to the Management Committee. The selection and costs for the external consultants shall be borne by the Divisions

14. ADMINISTRATIVE COSTS OF ASSOCIATION

- 14.1 Audit and professional fees or administrative costs for the MSSA, business and legal consultations and operating costs will be paid by the Association.
- 14.2 Each Division will pay the cost of its own review/audit if requested by Article 13.3 (a).

15. DISSOLUTION

- 15.1 Upon wind up or dissolution of the Association, any property remaining on liquidation or discharge of any liabilities of the Association shall be distributed to one or more organizations or associations carrying similar activities or qualified donees under the *Income Tax Act (Canada)*.

16. EFFECTIVE DATE AND REVISION DATE

- 16.1 The Association was formed on November 1, 1970.
- 16.2 The effective date of this modification will be June 30, 2017 with Section 5.2 applying to the entire 2017 calendar year.
- 16.3 These articles of agreement will be due for review in two years by the Management Committee.

17. LIST OF APPENDIXES

- APPENDIX I: Signature
- APPENDIX II: Calculation of Percentage for the McGill Service Staff Association Development Fund and Career Enhancement Fund Contributions
- APPENDIX III: Statement: the Mission, Vision and the Values of the Department of Pediatrics
- APPENDIX IV: Internal Regulations of the Department of Pediatrics

Appendix I - SIGNATURE

I hereby acknowledge having read the foregoing Articles of Agreement of the Medical Service Staff Association of The Department of Pediatrics of the MUHC and hereby agree to uphold and comply with the terms and conditions therein set forth.

SIGNED at Montreal this _____ day of _____, _____.

NAME: _____ (PLEASE PRINT)

SIGNATURE: _____

WITNESS: _____ (PLEASE PRINT)

SIGNATURE: _____

Appendix II – Calculation of Percentage for the McGill Service Staff Association Development Fund and Career Enhancement Fund Contributions

PERIOD	January 1, 2014	December 31, 2014	
NAME OF PHYSICIAN OR DIVISION			
INCOME RECEIVED			
PATIENT CARE		_____	
LABORATORY PROCEDURES		_____	
INVESTIGATIVE PROCEDURES		_____	
ADMINISTRATIVE STIPENDS		_____	
TEACHING STIPENDS		_____	
RESEARCH STIPENDS		_____	
FRQ-S (REM RECHERCHE)/CIHR		_____	
McGILL SALARY		_____	
TOTAL INCOME		_____	\$- A
		X 1.75% (0.0175)	
TOTAL CONTRIBUTIONS		_____	\$-

Appendix III – “Statement: The Mission, Vision and the Values of the Department of Pediatrics”

Mission - Vision – Values

Mission: Through excellence and leadership to optimize the health & wellbeing of infants, children, and youth within the context of their families.

Vision: Our mission will be accomplished through the following practices:

1. Comprehensive and complex clinical care at the highest level
2. Dynamic education of professionals involved in pediatric health that puts the needs of learners first
3. Innovative and transformative research in pediatric health at the bench, at the bedside, in the clinics, and in the population at large
4. Effective advocacy on behalf of vulnerable pediatric populations as an engaged partner with the communities we serve
5. Commitment to an effective, efficient, transparent, and accountable organization that encourages professional growth

Values: To achieve our mission, we seek to weave the following into all our ongoing activities:

1. Compassionate caring that is at all times in partnership with the children and families we serve; culturally sensitive in its orientation; and shared between disciplines, professions, and allied community-based partners
2. Dedication to knowledge translation that improves pediatric health care practice and outcomes, that is evidence-based in its choices, that is innovative, and that provides objective rationale for policy makers
3. Professionals who are invariably respectful, honest, tolerant, open to change, passionate, transparent, collegial, communicative, inquisitive, and committed to excellence
4. Teamwork and partnerships across disciplines and locales as the best model to provide comprehensive pediatric health care
5. Processes that we continually seek to improve, valuing all contributions, and rewarding excellence and effort
6. Members and leaders who are accountable to each other
7. Commitment to an ingrained ethos of patient safety and quality improvement

Appendix IV – Internal Regulations

<https://www.mcgill.ca/peds/departamental-rules-regulations>