

# **MEDNAX, INC.**

## **Medical Science and Technology Committee of the Board of Directors**

### **CHARTER December 31, 2008**

#### **I. Purpose**

The primary function of the Medical Science and Technology Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Mednax, Inc. (the “Company”) by:

- Periodically examining management’s direction and investment in the Company’s research, education and technology initiatives; and
- Periodically reviewing, evaluating and reporting to the Board regarding the identified long-term strategic goals and objectives of the Company’s research, education and technology programs and the performance of the research, education and technology leaders in achieving such strategic goals and objectives.

#### **II. Composition and Structure**

The Committee shall be comprised of three or more members. At least two members of the Committee shall, in the judgment of the Board, have scientific or clinical expertise. One such member with scientific or clinical expertise shall be designated as the Chairman. The Committee may engage external consultants with relevant scientific or clinical expertise to assist the Committee with any matter related to the purpose and function of the Committee.

The Committee members shall be elected by the Board at a meeting of the full Board and shall serve until a successor is elected and qualified, except as otherwise provided in the Bylaws of the Company or by resolution adopted by the full Board.

Upon a determination of the full Committee membership, matters may be delegated to a subcommittee for evaluation and recommendation back to the full Committee.

#### **III. Meetings**

The Committee shall meet at least once annually, or more frequently as circumstances dictate. After each meeting of the Committee, it shall report its activities to the Company’s Board.

The Committee may meet privately with its consultants at any time and shall be free to speak directly and independently with any member of management or the research, education and technology leaders in discharging the responsibilities set forth herein.

### Action Without a Meeting

Any action required to be taken at a meeting of the Committee, or any action which may be taken at a meeting of the Committee, may be taken without a meeting if a consent in writing, setting forth the action to be so taken, signed by all the members of the Committee, is filed in the minutes of the proceedings of the Committee. Such consent shall have the same effect as a unanimous vote.

#### **IV. Duties and responsibilities:**

To fulfill its responsibilities and duties the Committee shall:

##### Review, Evaluate and Report

- Review, evaluate and report to the Board regarding the performance of the research, education and technology leaders in achieving the long-term strategic goals and objectives and the quality and direction of the Company's research, education and technology programs.
- Identify and discuss significant emerging science and technology issues and trends.
- Review the Company's approaches to fostering a range of distinct research, education and technology initiatives (including, but not limited to contracts, research grants, collaborative efforts and alliances).
- Evaluate the soundness of and risks associated with the Company's research and development efforts.
- Periodically review the Company's overall intellectual property strategies.
- Conduct an annual evaluation of its effectiveness, to determine if its purpose and responsibilities are consistent with the guidelines set forth in this Charter and to ensure that it is clearly aligned with the Company's strategic research and technology goals and objectives.

##### Other

- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Board may delegate or as this Committee deems necessary or appropriate.