

MINUTES OF THE 77th ANNUAL GENERAL MEETING OF THE ROYAL AUSTRALASIAN COLLEGE OF PHYSICIANS ("RACP" or "the College")

Meeting No.

77

Date and Venue:

Monday 16 May 2016

Riverbank Room 5.

Adelaide Convention Centre

North Terrace

ADELAIDE SA 5000

Time:

12.45 (ACST)

Attendees:

As per the attached attendance lists.

(Please note that a number of attendees had already voted on-line. To ensure these votes were not counted twice, the attendees were categorised as "non-voting" members for the purpose of the attendance lists and for the purpose of the polls conducted during the meeting).

Apologies:

Apologies were received from Directors:-

Mr Peter Martin

Professor John Wilson

and from Members:-

Associate Professor Merrole Cole-Sinclair

Dr Alex Lavendel

Professor Paddy Phillips

Professor Ian Wronski

1. OPENING THE MEETING

The President, Laureate Professor Nicholas Talley, as Chair of the meeting, noted that a quorum was present and declared the meeting open.

The traditional owners and custodians of the land on which this meeting was taking place, as part of the College's Congress 2016, were acknowledged.

The President-Elect, Dr Catherine Yelland and the College's Honorary Treasurer, Associate Professor Charles Steadman were introduced as were the College's CEO, Mrs Linda Smith and Secretary Mr Michael Smith.

The meeting was advised that other Directors of the College were also present, seated in the audience, as were members of the College's Senior Leadership Group.

Representatives from the College's external auditors, Grant Thornton Audit Pty Limited were also present to answer any questions Members may have on the audit of the College's 2015 Financial Statements and Reports.

2. NOTICE OF MEETING

The President advised that this meeting was convened by Notice mailed to all Members, and also posted to the College's website, so the Notice was taken as read.

Two items of business will be voted upon, being:-

- 1. Relevant amendments to the Constitution to change the wording of the Preamble; and
- 2. Relevant amendments to the Constitution relating to governance and Board composition.

These items are Special Resolutions, requiring at least 75% of those Members voting, voting in favour for each Special Resolution to be passed.

The other items of business are for Members' information only.

3. VOTING PROCEDURE

The President advised the meeting that voting on the two Special Resolutions to amend the College's Constitution will be by way of a poll so that Members' votes cast online or by proxy will be included in the count to determine the result.

The President intended to vote any "Open" proxies provided to him as Chair of the meeting in favour of each Special Resolution.

Each Special Resolution will be put to the meeting in turn, and Members will have the opportunity to make comment or ask any questions before they are put to the vote.

4. ITEM 1. REPORT OF THE BOARD

The President's and Chief Executive Officer's Reports respectively were presented to the meeting, being included in the College's 2015 Annual Report.

The Annual Report has been posted to the website with hardcopies mailed to those Members who had specifically requested the Annual Report in that form.

The President then addressed the meeting providing some highlights of how the College has delivered to its membership and the profession through achievements under the six strategic goals.

A copy of the President's address is attached to these Minutes.

No questions were asked.

5. ITEM 2. ANNUAL FINANCIAL REPORT

The College's Honorary Treasurer took the 2015 Annual Financial Report as read and briefly addressed the meeting.

A copy of the Honorary Treasurer's address is attached to these Minutes.

There were no questions from Members on the Annual Financial Report and no questions directed to the College's auditors.

6. ITEM 3. DECLARATION OF THE RESULTS OF THE ELECTION/APPOINTMENT OF MEMBERS TO THE BOARD IN PLACE OF THOSE RETIRING

The President confirmed that Dr Catherine Yelland would assume the office of President of the College at the conclusion of this meeting and that Associate Professor Mark Lane has been elected President-Elect in place of Dr Yelland.

The following Members have been appointed to the Board:-

Dr Jeff Brown President-Elect of New Zealand

Associate Professor Andrew Cole President, Australasian Faculty of Rehabilitation Medicine

Dr Peter Connaughton President, Australasian Faculty of Occupational and

Environmental Medicine

Dr Sarah Dalton President, Paediatrics and Child Health Division

Professor Paul Komesaroff President-Elect, Adult Medicine Division

Professor Lynne Madden President, Australasian Faculty of Public Health Medicine

Dr Tina Marinelli College Trainee Representative

Dr Susannah Ward College Trainee Representative

The President congratulated each on their appointment to the Board.

The President also thanked the following retiring Board members for their valuable contribution to the College and the work of the Board:-

Dr David Beaumont

Dr Stephen De Graaff

Dr Alexandra Greig

Dr Evan Jolliffe

Dr Nicola Murdock

Dr Greg Stewart

Professor John Wilson

and extended his best wishes to those Directors remaining on the Board for a further term:-

Associate Professor Nick Buckmaster Adult Medicine Division Representative

Dr Jonathan Christiansen President, New Zealand

Professor Paul Colditz President-Elect, Paediatrics and Child Health Division

Mr Peter Martin Non-Member Director

Associate Professor Grant Phelps President, Adult Medicine Division

Dr Helen Rhodes Adult Medicine Division Representative

Associate Professor Charles Steadman Honorary Treasurer

Ms Susan Tiffin Non-Member Director

7. ITEM 4. SPECIAL RESOLUTION: CHANGES TO THE WORDING OF THE PREAMBLE IN THE CONSTITUTION

The President advised the meeting that it is proposed to amend the current wording of the Preamble to the Constitution to recognise that the College's trainees are also Members of the College and to enshrine the values of democracy and transparency in the Constitution.

The Board supports these proposed changes and the Preamble is considered the most appropriate place within the Constitution for these values to be expressed.

The Secretary then tabled a document entitled "Constitutional Amendments 2016", which contained in mark- up form the proposed changes to the Preamble. The document had been initialled by the President (as Chair of the meeting) for the purpose of identification.

8. ITEM 5. SPECIAL RESOLUTION: CHANGES TO THE CONSTITUTION RELATING TO GOVERNANCE OF THE COLLEGE

The President advised that the second Special Resolution to be considered proposed to make amendments to the Constitution in respect of Board composition, the process for the election and appointment of Directors as well as the term or terms of office each Director may serve.

If approved, the amendments to the Constitution will take effect from the conclusion of this meeting, but provide for a transition period such that the proposed changes will not be made until the conclusion of the College's Annual General Meeting to be held in 2018, that is at the conclusion of the term of office of the incoming Board.

The meeting was also advised that the proposed amendments to the Constitution are consistent with feedback provided by Members through an extensive consultation process over the past two years. The Board considers that these amendments, if passed, will deliver on the Board's commitment to improve its own performance and efficiency through a more contemporary and effective structure, as part of a broader objective to simplify and improve the way the College is governed.

The specific changes were contained in the document entitled "Constitutional Amendments 2016" tabled at the meeting.

9. FORMAL MOTIONS/VOTING BY POLL

The President then formally moved each Special Resolution in turn:-

Special Resolution 1

"To amend the College Constitution with effect from the close of the meeting by inserting in the paragraph entitled "Preamble":-

- the words "and trainee specialists" after the word "specialist" and before the word "medical" where they appear in the first line; and
- the words "in a spirit of democracy and transparency" after the word "companionship" and before
 the word "with" in the third line.

as marked up in the document entitled "Constitutional Amendments 2016" as tabled at the meeting and initialled by me as Chairman for the purpose of identification."

Special Resolution 2

"To amend the Constitution of the College with effect from the close of the meeting as marked up in the document entitled "Constitutional Amendments 2016" tabled to the meeting and initialled by me as Chairman for the purpose of identification."

There were no questions from Members on either Special Resolution.

The proxies received in respect of each Special Resolution were then displayed for Members' information:-

	FOR	OPEN	AGAINST	ABSTAIN
Special Resolution 1	131	88	5	4
Special Resolution 2	125	88	7	8

The President commented that fewer proxies were received for this meeting than in prior years now that Members have the ability to cast their votes directly online.

The meeting was then advised that the two Special Resolutions will be voted upon by poll, rather than on a show of hands by those present at the meeting, to permit those votes cast by Members who were not present to be included in determining the outcome.

The President then directed that a poll be conducted.

Mr Simon Carson of Computershare Limited, who has examined and prepared summaries of the proxies and online votes received, was then called upon to act as the Returning Officer and determine the results of the poll.

Mr James Winter, a partner of Grant Thornton Audit Pty Limited, acted as the independent scrutineer of the vote.

Members in attendance who had not previously voted on-line were then requested to cast their votes, and those of any proxies they held, in respect of each Special Resolution using the voting cards provided.

When all votes were cast and collected the President closed the poll to allow the results to be determined.

As there were no other items of business to be considered, the President adjourned the meeting at 1.20pm to allow the Returning Officer to determine the results.

10. DECLARATION OF THE POLL

The meeting was reconvened at 1.40pm with the President advising that he had been provided with the results of the poll:-

Special Resolution 1: to change the wording of the Preamble in the Constitution: carried by the requisite majority (more than 75%) voting in favour.

The proposed changes to the Constitution will now be put into effect.

Special Resolution 2: to change the Constitution relating to governance of the College and Board composition: carried by the requisite majority (more than 75%) voting in favour.

The proposed changes to the Constitution will now be put into effect.

The formal declaration of the poll by the Returning Officer is attached to these Minutes.

11. CLOSURE

There being no further business, the President thanked Members for their attendance and declared the meeting closed at 1.45pm.

Signed as a true and correct record

C. E. Yelland.

Dr Catherine Yelland

President Date



The Royal Australasian College of Physicians

2016 ANNUAL GENERAL MEETING

Monday 16 May 2016 – 12.30pm (AEST) Adelaide Convention Centre

PRESIDENT'S ADDRESS TO 2016 AGM

Over the last two years it has been my very great privilege to lead this remarkable organisation.

Despite all its complexity and scope of operations, I believe our College's core purpose can be boiled down to three simple words.

Educate, Advocate, Innovate

That is what we do – as encapsulated in our new College narrative we launched this morning.

As specialists, together, we ensure today's specialists learn for their entire careers, and we educate the specialists of tomorrow.

As specialists, together, we advocate for policies that promote the interests of our profession, our patients and our communities.

As specialists, together, we innovate in the delivery of specialist medicine in a constantly changing world.

The 2015 Annual Report – available here at Congress – talks in detail about our progress over the last twelve months. I encourage you to read it.

Let me share some of the highlights of how the College has delivered for its membership and the profession with you.

Goal One 'Preferred educator and assessor of physician performance'

We began last year with the maximum endorsement of our ability to train specialists – a six year accreditation as the preferred provider by the AMC and MCNZ.

With that we launched an ambitious renewal of our entire education curriculum – next generation learning.

That renewal encompassed many domains.

We developed and expanded the educational tools and resource collections our Fellows used; and implemented new courses on leading mobile learning platforms.

But the future practice of specialist medicine will be about much more than new technology.

During the year we defined the ten domains of professional practice for future trainees and physicians; competencies such as leadership, judgement and decision making.

These will be essential qualities future Doctors will need to navigate an increasingly complex healthcare environment.

And there will be more of us – with trainee numbers increasing significantly over the last decade on both sides of the Tasman.

In December our College led discussions with Government, education and healthcare stakeholders to prepare for those future training needs.

This project, known as Capacity to Train, is a powerful example of how your College is already anticipating the future of medical education.

Goal two 'Shape the medical workforce strategy'

Throughout 2015, your College played a leading role in shaping the medical workforce strategy.

We commissioned several significant pieces of independent research to validate the direction that we are taking.

We were awarded hosting rights for the International Medical Symposium - to seek the views of eminent global physicians on future challenges for the medical profession.

One of those future challenges will be societal expectations that we are more competent in treating patients of Indigenous cultures in both Australia and New Zealand.

We discussed this important issue at a New Zealand hui in November, along with ways of supporting and increasing the number of Maori physicians in training.

We have both a Maori health Committee, and in Australia, an Indigenous Health Committee.

Our interest in supporting and increasing the number of Aboriginal and Torres Strait Islander people physicians in training is equally strong.

Goal three 'Respected Supporter of Research

At a fundamental level, the practice of medicine is advanced by new knowledge, and new knowledge is derived from research.

More than \$2.2 million of RACP Foundation scholarships, fellowships and grants were awarded to 55 recipients throughout 2015.

Our primary focus remains early-career, clinician scientists.

We are extremely grateful for the ongoing contributions of our corporate, individual, and Fellow and trainee donors who allow this valuable philanthropic activity to continue.

Goal four 'Provide value for Members'

Our Fellows and trainees are at the heart of everything we do – and we exist to provide value for you.

Last year you told us to decrease the frequency of our communications and increase the quality.

We listened.

From now we are reducing our electronic bulletins to monthly, and our magazine to quarterly.

You said you wanted more learning resources. The College introduced:-

- monthly physician podcasts,
- · more interactive training modules
- further video case studies, followed with online forums
- enhancements to our myCPD mobile platform

We relaunched our website with you, its users, as a key focus and will continue its development and improvement.

In order to make the exam process more streamlined for supervisors, we began work on a digital bank of examination questions.

We've thought of our trainees, with standardised inductions, a new Australian based trainee's day and prepared for the launch of a new Trainee in Difficulty Support Policy.

Goal five 'Shape the health policy agenda'

I am particularly proud of our Policy and Advocacy work over the last 12 months.

Our End of Life care position statement released this morning highlights the critical role we perform in shaping public debate on healthcare issues.

During 2015 our Policy and Advocacy work ranged from our Physicians seeking to drive the reduction of unnecessary medical procedures and interventions through our flagship Evolve initiative...

...to our New Zealand colleagues mobilising to make District Health Boards completely ban sugary drinks – known to contribute to obesity.

We have advocated for the health of asylum seekers in immigration detention – seeking their release into the community.

We drew worldwide attention to the health effects of Climate Change through our Doctors for Climate action campaign.

During 2015 our Paediatrician colleagues continued to strongly speak out on behalf of children and young people.

They significantly updated or released three major policy documents or position statements, and contributed to a Senate inquiry into the No Jab, No pay policy.

Goal six 'A robust and effective College'

As a College during 2015 - we continued to adapt and change to ensure we remain relevant and effective in future, for our Members, patients and communities.

We delivered on a commitment to increased democracy and transparency, and launched a new 50 member representative College Council.

It will contribute to College strategy, and it advises the Board.

Our new Ethics Committee met for the first time in 2015.

Medical knowledge continues to evolve at speed, and healthcare industry inter-relationships are increase increasing in complexity.

The Committee will be a valued source of counsel on ethical dilemmas and conflicts of interest.

Last year we also strengthened the vital and productive links with our 33 affiliated specialty societies.

Our Model of Collaboration sets out how we intend to work in a mutually partnership, and is now undergoing further consultation.

Summary

I will shortly revert to the most important position of all – that of a Fellow.

As I reach the close of my term as President, I would like to thank my fellow Directors, our Chief Executive Officer and her team, and our incoming President Dr Catherine Yelland.

Their support and your support as Members has enabled us to deliver the initiatives I have outlined and many others.

I hope I have demonstrated that over the last 12 months, this Board has played an important part in building a robust, effective and forward looking College.

Thank you

Formal business and resolutions

I will now move to the formal items of business to be considered today.

For those priorities to be achieved – for our College to lead – your support as Fellows is needed



The Royal Australasian College of Physicians 2016 ANNUAL GENERAL MEETING Monday 16 May 2016 – 12.30pm (AEST) Adelaide Convention Centre

HONORARY TREASURER'S REPORT

The operations and investments of the RACP returned a positive Members surplus in 2015.

The assets of the RACP mean the RACP is in a secure position to continue delivering the services that Members need and want with a massive unquantified and much appreciated pro bono contribution from the Members. The RACP is debt free. For those of you who are not familiar with the RACP structure, the RACP now comprises about 300 staff with offices in all Australian State Capital cities plus in Wellington, New Zealand and some 250 College Bodies/Committees.

In a low yield environment with the cash rate at 1.75% the Finance Committee aims to continue funding all awards and scholarships, without eroding the corpus of Foundation funds. Morgan Stanley have become our investment managers.

The RACP auditors from Grant Thornton are present. Are there any questions for the auditors?

We model and stress test fee models. A 5% change in income, that would give the average Member a fee saving of less that around \$100 per year or \$2 per week would require a restructuring of College services.

Appreciation: I am indebted to, and appreciative of, the work of the Finance Committee. This includes pro bono contributions of four dedicated community members with specialist financial knowledge:-

- Ms Loretta Di Mento
- Ms Karen Phin
- Mr Tony Fitzgerald
- Mr Geoffrey Laurence

Tony Fitzgerald retired from the Committee at the end of 2015 after making a great contribution over many years.

I also thank my fellow Committee members for their valued service during the year. They were Dr Greg Stewart, Associate Professor Grant Phelps and Dr Stephen Inns.

The dedicated support provided by the Finance and Governance staff of the College, ensuring appropriate governance and management of Members' funds was also much appreciated.

Associate Professor Charles Steadman Honorary Treasurer

Computershare

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Sydney NSW 2000 Australia
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www.computershare.com

16 May 2016

The Chairman
The Royal Australasian College of Physicians
145 Macquarie Street
Sydney NSW 2000

Poll Report

I, the Returning Officer appointed by you in connection with the voting by poll on the motions set out below at the 2016 Annual General Meeting of the Members of The Royal Australasian College of Physicians held at Riverbank Room 5, Adelaide Convention Centre, North Terrace, Adelaide, South Australia on 16 May 2016 at 12:45 PM, report as follows:

1 Changes to the wording of the Preamble in the Constitution

	Number	%
Votes cast 'FOR' the motion	768	94.93
Votes cast 'AGAINST' the motion	41	5.07
TOTAL VOTES CAST	809	100.00
Votes "Abstained"	29	

The resolution was carried as a special resolution.

Changes to the Constitution relating to governance and Board composition

2

	Number	%
Votes cast 'FOR' the motion	709	89.41
Votes cast 'AGAINST' the motion	84	10.59
TOTAL VOTES CAST	793	100.00
Votes "Abstained"	44	

The resolution was carried as a special resolution.

Simon Carson Returning Officer

Computershare Investor Services Pty Limited

The Royal Australasian College of Physicians 2016 Annual General Meeting Monday, 16 May 2016 Voting Results

Computershare

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Number of votes cast on the poll Resolution (where applicable)		Abstain*	Abstain* N	Abstain*	Abstain*	29 44	29 44
	For Against			768 41 94.93% 5.07%			
For				94.93%	94.93%		
bstain 25			94.93%			29 709	
Against Abst						72 27	
For Age		489				448	
Abstain		4		_		8	ω
Proxy's		88		_		88	88
	Against	2				7	7
	For	131				125	125
alls	Resolution Type		Special				Special
Resolution details	Resolution	1 Changes to the wording	of the Preamble in the	onstitution	Constitution	Constitution 2 Changes to the	Constitution 2 Changes to the Constitution relating to governance and Board

^{*} Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

Attachment 4 Attendance Details

Page: 1

Date: 16 May 2016

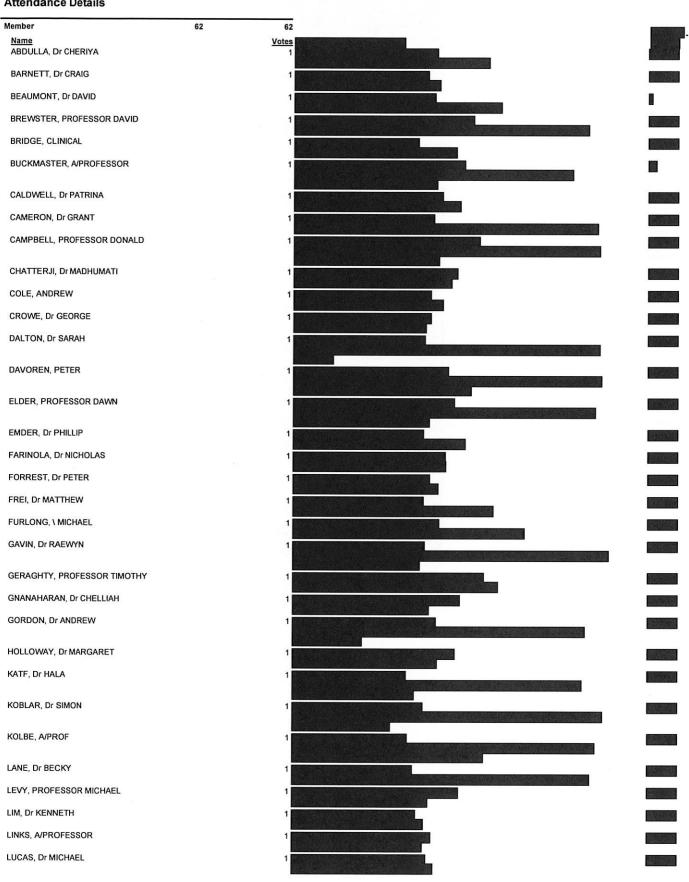
Time: 14:19

Meeting: The Royal Australasian College of Physicians, 2016 Annual General Meeting **Date Of Meeting:** 16-May-2016

Attendance Summary

Capacity	Attendees	<u>Votes</u>		
Member	62	62		
TOTAL	62	62		

Attendance Details



Attendance Details



LYNCH, Dr PETER MACDONALD, ALASDAIR MADDEN, PROFESSOR LYNNE MARINELLI, Dr TINA MCCAY, Dr HAMISH MOLONEY, A/PROFESSOR MOORE, Dr DAVID MURDOCK, Dr NICOLA NEEDHAM, Dr GEOFFREY O'DONNELL, Dr JOHN PAL, Dr NARUGOPAL PETERS, Dr JULIA PICKLES, Dr ROBERT POWELL, Dr GLENDA ROBERTSON, Dr ANNE ROWELL, Dr MARGARET SCHULL, Dr SUSAN SCURLOCK, Dr JACKIE SELVEY, APROFESSOR SHENFIELD, PROFESSOR GILLIAN SLATER, Dr WILLIAM STEADMAN, A/PROFESSOR STOKES, Dr MARIE-LOUISE

TALLEY, Dr NICHOLAS
TULLOCH, Dr JAMES
VAUTIER, Dr GUY

WATSON, A/PROFESSOR

WOOD, Dr DAVID

WHELAN, PROFESSOR GREG

Attendance Details

age: 3

Date: 16 May 2016

Time: 14:19

Meeting: The Royal Australasian College of Physicians, No right to vote in a specific meeting session Date Of Meeting: 16-May-2016

Attendance Summary

1 , , ,

 Capacity
 Attendees
 Votes

 Guest
 10

 Non-Voting Member
 15

 TOTAL
 25

10

Attendance Details

Name BAIRD, CHARLOTTE RACP Votes Representing / Accompanying

Handset / Card No

GLENNON, KATE

Guest

HUANG, SHIRLEY Grant Thornton

KRISTINE, GIBSON RACP LEWIS, PETER Essential

McCONWIL, JOHN

MORE, KATE

PENLINGTON, LISA RACP

WINTER, JAMES Grant Thornton

WOLCZAK, CLAIRE RACP

....

Non-Voting Member 15

Name ALEXANDER, Dr JENNIFER Votes Representing / Accompanying

Handset / Card No

BOLITHO, LESLIE

BROWN, Dr JEFF

COLDITZ, PROFESSOR PAUL

DE GRAAFF, Dr STEPHEN

DOHERTY, PROFESSOR RICHARD

GABBETT, MICHAEL Member proxy not revoked

GREIG, Dr ALEXANDRA
JOLLIFFE, Dr EVAN

LANE, A/PROFESSOR

PHELPS, A/PROFESSOR

RHODES, Dr HELEN

SATHIANATHAN, Dr DANIEL

SMALL, Dr JACQUELINE

STEWART, Dr GREG