

# Board/Council Governance Advisory Group

## Terms of Reference

<b>Area of College</b>	Governance
<b>Document Writer</b>	Company Secretary
<b>Document Owner</b>	Company Secretary
<b>Approved by</b>	College Board
<b>Effective Date</b>	16/02/2024
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<b>References/Legislation</b>	<i>Corporations Act 2001 (Cth)</i>
<b>Associated RACP Documents</b>	Governance of College Body By-law, Appointments to College Bodies Policy, RACP Constitution
<b>Applicability</b>	Australia and Aotearoa New Zealand

*Note: This is a controlled document within the [RACP Policy Framework](#). The Framework covers all RACP policies, procedures, by-laws, terms of reference, guidelines, forms and so forth. Any new documents or amendments of existing documents or changes to approver, owner or area of college should be done in accordance with the RACP Policy Framework and Document Control (RACP Policy Framework) Procedure.*

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## 1. INTRODUCTION

These Terms of Reference are to be read in conjunction with the Governance of College Bodies By-law. Both the Governance of College Bodies By-law and these Terms of Reference govern the College Body.

### 1.1. Established

The Board/Council Governance Advisory Group is established under the authority of the Board to perform the Functions set out in these Terms of Reference and all matters ancillary to those functions.

### 1.2. Term

The term of this Board/Council Governance Advisory Group is for three years.

## 2. PURPOSE

The purpose of Board/Council Governance Advisory Group is to provide advice, feedback and member insight to the Board on proposed options to optimise the College's Board Committee and Council structure and make recommendations to the Board, within the functions below, that are aimed at streamlining committee governance and effective committee decision-making.

## 3. FUNCTIONS

The functions of the Board/Council Governance Advisory Group are to:

- a) Review necessary changes and requirements for College Council to represent membership issues to the Board, acting in the best interests of the members as a whole including how members are appointed, skill and experience requirements and how the Council should be constituted.
- b) Whether or not the proposal that some Board Committees should be transferred to "report" to Council is appropriate for streamlining governance and if so, the key principles for establishing good governance, clear lines of reporting, delegations, duties and responsibilities required for the new role of Council (excluding operational functions), removal of duplication of function, the appropriate number of transferring Board Committees (including on a staged/phased basis) and amplifying the role of Council as a member facing body.
- c) Review the implications of Council's changed role and implications for its relationship with the Board.
- d) Review the establishment of a Nominations Committee for the nomination of persons for Appointed Director roles on the Board and for Council members under current Constitutional rules. Consider the Constitutional changes required to include ability for a Nominations Committee to nominate exclusively Board Director roles for election by members, including minimum requirements and skills sets required for director and chair roles.

- e) Minimise the number of new committees including converting some College Bodies to consider sustainability in relation to the number of committees reporting to Council and alternative approaches to streamline committee governance..
- f) Review and consider proposed key principles to underpin the resulting changes to the College's Board Committee structure arising from the transfer of Board Committees to Council and recommend the principles to the Board for approval.
- g) Offer insights into risks and opportunities within the College Board Committee structure and practices and provide recommendations to the Board to mitigate or capitalise on the risk and opportunities.
- h) Provide guidance on change management, stakeholder engagement and communication strategies for Board Committee structure changes to manage transitions and minimise potential resistance.
- i) Consider matters referred to it by the Board and provide advice, feedback and member insight on appropriate action concerning those matters.

#### **4. MEMBER COMPOSITION**

The Membership of the College Body shall comprise up to seven members, comprising:

##### **4.1. Appointed Members**

Up to seven appointed members comprising:

- Adult Medicine Division President or Representative on College Council
- Paediatrics Division President or Representative on College Council
- Up to two Fellows of the College
- Faculty representative
- Trainee or Early Career Fellow
- Indigenous or Māori Member

##### **4.2. Co-opted members**

Co-opted members may be appointed for a particular purpose or term.

#### **5. MEETING**

This section is to be read in conjunction with the Governance of College Bodies By-law.

The Chief Executive Officer, Executive General Manager Member Engagement and Support, General Counsel and Company Secretary (or delegate) have a standing invitation to attend all meetings of the Advisory Group.

### 5.1. Number of Meetings

The College Body shall hold a minimum of five meetings per calendar year and shall meet by teleconference or videoconference.

### 5.2. Chair

The Chair or their appointee will Chair all meetings.

### 5.3. Quorum

A quorum is one half of the total College Body membership.

### 5.4. Voting

Decisions will be made by consensus of the majority of members.

### 5.5. Secretariat

Meeting agenda, supporting papers and minutes or outcomes will be provided prior to the date of the meeting.

## 6. REPORTING

The College Body must report and make recommendations to the Board as required.

The College Body is required to provide to the Parent Body each year:

- a new or updated Work Plan (Work Plans may be one or two years)
- a report against the preceding years' Work Plan.

## 7. DEFINITIONS

<b>Term</b>	<b>Means</b>
Board	The Board of Directors of The Royal Australasian College of Physicians
College	The Royal Australasian College of Physicians, an incorporated body limited by guarantee ACN 000 039 047.
College Body	Has the same meaning as in the College Constitution
Conflict of Interest	Has the same meaning as the Governance of College Bodies By-law
Ex-officio	Has the same meaning as the Governance of College Bodies By-law
Member of a College Body	Has the same meaning as the Governance of College Bodies By-law
Member of the College	Has the same meaning as the Governance of College Bodies By-law
Parent Body	Has the same meaning as the Governance of College Bodies By-law

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## 8. HISTORY

<b>Commencement</b>		
These Terms of Reference were approved by the Board and commenced on 16/02/2024		
<b>Revision</b>	<b>Effective Date</b>	<b>Summary of Changes</b>
1.0	16/02/2024	Initial approval/New Document
2.0		
3.0		