

RACMA CONSTITUTION CONSULTATION PAPER THREE BOARD SUBCOMMITTEES

How Does the College Divide up its Work?

As experienced medical leaders and managers, RACMA Members require a clear understanding of the governance roles of boards. The Working Group and consultation with Members reinforced that this is the role that the Members expect the RACMA Board to perform. The Board achieves this role in two ways –

- 1) setting the strategic direction for the College and ensuring that it has the appropriate structure and team in place both to achieve those goals and to monitor the outcomes, and
- 2) as Directors ensure that the College meets its legal responsibilities.

Whilst the size and make-up of the Board is the subject of another discussion paper, this paper focuses on the role of the jurisdictions and Members in the work of the College.

In particular, what formalised structures should be in place to assist the Board to deliver on the Objects of the College and should these be embedded in the Constitution?

Jurisdictional Committees will be discussed in another paper.

The proposed objects for the College are as follows:

The principal object of the College is to enable the delivery of high quality, safe health services and systems for the community by educating, training, and promoting the skills, knowledge, and professional attitudes of specialist medical leaders and managers, whose role it is to lead such services.

The College does this by:

1. *Establishing and maintaining standards in medical leadership and management education, training, assessment, and continuous professional development.*
2. *Developing research, education and training programs which promote and advance the principles and practice of medical leadership and management and providing opportunities to bring Members together for their common benefit.*
3. *Promoting health equity within the communities we serve, acknowledging the dignity and special needs of diverse groups within the community and including recognition of the commitment to reconciliation for Indigenous People of Australia and New Zealand and the articles of Te Tiriti o Waitangi for Māori of Aotearoa/New Zealand.*
4. *Advocating to government as the peak body on medical leadership and management issues and related topics, and providing expert advice on high quality, efficacious and safe health services, and systems for the community.*
5. *Promoting cooperation and collaboration with organisations, including organisations outside Australia and New Zealand, with objectives similar to those of the College.*

Powers of the Board

Section 12 of the RACMA Constitution currently outlines the powers of the Directors and the Board. These include:

- The setting of fees (and this includes at s.6) including the date when fees are due and the application of a late fee
- The rights and privileges of Members including the use of post-nominals
- Academic dress to be worn by Fellows
- The establishment, regulation, administration and dissolution of committees, faculties and other organisations of Fellows and other Members, whether on a jurisdictional, regional, academic, sub-speciality or other basis
- The conduct of courses of study and examinations for admission to Fellowship or otherwise
- Conditions of admission to and maintenance of Fellowship and membership in other classes
- The nomination and election or appointment of Directors and Officeholders of the College
- The appointment of the Chief Executive
- The establishment of required committees
- Regulation of its meetings including how resolutions are to be signed

Furthermore s. 5 of the Constitution advises that only the Board has the authority to approve admission to membership and may consider a report and recommendations from the Education and Training Committee (ETC) or its delegate in relation to applications and nominations to membership. The Board must determine removal of a membership (s.9) for non-compliance with College standards for continuing education, failure to demonstrate continuing competence or for prejudicial conduct that would harm the reputation or interests of the College.

Specific Board delegation powers under the Constitution are:

- s.12.3 delegation to Chief Executive any of its powers (apart from the power to delegate) providing it institutes appropriate mechanisms to monitor the performance of the Chief Executive and of the College generally
- s.12.6 general power to delegate to committees

Company boards generally have power to perform functions through individuals, other than functions that are required to be exercised by the Board (e.g., decisions specified as being by resolution of the Board or requiring approval of the Board).

The current Constitution, while naming some specific committees that are required, already provides the Board with the power to form any committees that it believes are required to do the work of the College.

The Constitution at s.12.6 allows the Board to delegate to any committee functions as it determines. However, s.12.6, as it is currently written, requires that any Board subcommittees to which it wishes to delegate its functions and powers must have as a majority of the members Directors, Officeholders and/or employees of the College.

This current model limits representation of jurisdictions or Members who are not Directors or Officeholders and puts a significant load on this small group of eligible Members.

While the College values diversity of membership and jurisdictional representation, s 12.6 limits the extent to which the Board is able to delegate to current subcommittees.

Recommended amendments:

1. Amend the Constitution to allow the RACMA Board to establish Board committees to ensure the work of RACMA is fulfilled. Board committees to include key strategic areas such as (but not limited to): Executive, Finance, Education, Risk and Policy.
2. Amend the Constitution to remove the requirement that the majority of the members of Board committees be Directors, Officeholders and/or employees of the College- instead that the majority of members be “Members or employees of the College”.
3. Amend the Constitution to standardise the use of the words ‘committee(s)’ and ‘subcommittee(s)’ throughout the Constitution.

What Committees are Currently Prescribed in the RACMA Constitution?

Currently, the College Constitution at s.12.5 requires the Board to form the following standing committees:

- Education and Training Committee (ETC)
- Finance and Audit Committee

The ETC

The Constitution requires the ETC to define its terms of reference relating to the College’s education and training activities and submit them to the Board for its approval. ETC is also required to define and submit to the Board the terms of reference for the following 2 sub-committees:

- Board of Censors (BOC)
- Continuing Education Program Committee (CEPC)

The Constitution is silent on the membership of these committees, but the Board determines this through approval of the committees’ terms of reference.

The Chair of the ETC is a position elected directly by the membership and forms part of the Executive Committee and the Board.

No Fellow can have a cumulative period of service to the ETC of more than 12 years.

Apart from the BOC and the CEPC, the College has formed other key committees such as the Accreditation Committee, Training Progress Committee, Academic Board, and Candidate Advisory Committee to progress work that forms part of the educational activities of the College. Many of these committees have representation from the jurisdictions reflected in the terms of reference.

Membership of the ETC is approved by the RACMA Board and includes the Chairs of the subcommittees that report to ETC. The only jurisdictional recognition is that there must be a Fellow from New Zealand.

Finance and Audit Committee

s.14 of the Constitution describes the membership and function of the Finance and Audit Committee and directs that the Board may appoint from the Membership such members of the Committee as it sees fit, providing that the majority are Fellows. The committee, with the consent of the Board, may co-opt additional persons to its membership and form sub-committees. No Fellow can have a cumulative period of service to the Finance and Audit Committee of more than 12 years.

The role of the committee is to assist the Board to provide sound financial leadership and demonstrate appropriate accountability for the use of College resources.

The Committee will define its terms of reference and submit them to the Board for its approval.

The Chair of the Finance and Audit Committee is a Fellow elected directly by the membership and forms part of the Executive Committee and the Board.

Executive Committee

The Constitution (s13.3) also identifies that there will be an Executive Committee of the Board which comprises the President, Vice-President, Chairperson of the Finance and Audit Committee and Chairperson of the Education and Training Committee. The Constitution describes that the Executive Committee may, during the intervals between meetings of the Board, exercise the functions, powers, and discretions of the Board in the management and direction of the business and the conduct of the affairs of the College. The Executive Committee allows for efficient decision making between Board meetings and provides a good support mechanism for the Chief Executive of the College.

Policy and Advocacy Committee

The draft objects of the College highlight the importance, alongside education and training, of the policy and advocacy work of the College. The RACMA Board has reflected this with the formation of the Policy and Advocacy Committee, chaired by a Board member and with representation from all jurisdictions.

This committee, with its subcommittees and working groups, has been a key driver in meeting the College's strategic goals in the areas of policy and advocacy; and this could be expanded with a change in delegation powers.

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