

# Committee Charter

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## 1. Purpose

The purpose of this Committee Charter (**Charter**) is to establish a consistent corporate governance approach and expectations across the committees and subcommittees established by the Board of the Royal Australasian College of Medical Administrators (**College**), outside of Jurisdictional Committees.

The Charter is to be read in conjunction with the Terms of Reference of the committees and subcommittees. Where there are inconsistencies between this Charter and the Terms of Reference, the Charter prevails.

## 2. Scope

This Charter applies to all committees and subcommittees of the Board (collectively '**Committees**'), except Jurisdictional Committees.

## 3. Committees

### Establishment

- 3.1 The Constitution defines the Standing Committees of the Board<sup>1</sup>. The Board may establish other committees and may abolish such Committees<sup>2</sup>.
- 3.2 A committee may, with the prior written approval of the Board, form subcommittees to assist in the performance of its functions<sup>3</sup>.

### Role and responsibilities

- 3.3 The role and responsibilities of each Committee are outlined in its Terms of Reference, as determined, or approved or varied by the Board from time to time.

### Powers

- 3.4 Committees may exercise any power delegated from the Board in the Delegation of Authority Policy, but in the absence of a specific delegation are to act in an advisory capacity only.

## 4. Appointment

### Composition

- 4.1 The composition of each Committee is outlined in its Terms of Reference.

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<sup>1</sup> College Constitution, section 14.1

<sup>2</sup> College Constitution, section 14.2

<sup>3</sup> College Constitution, section 14.8

- a) Co-opted people and ex-officio members are full members of the Committees and have full voting rights.
- b) The President is an ex-officio member of each Committee, but is not counted for the purpose of quorum.
- c) Employees of the College cannot be Committee members but can attend meetings and present to the Committee<sup>4</sup>.
- d) The Chair may invite any person associated with an agenda item to attend and speak at the meeting. That person is not a member of the Committee and has no voting rights.

### **Eligibility**

- 4.2 Members of the College must be in good standing to be eligible to be members of Committees.
- 4.3 A person is not eligible for appointment to a Committee where in the opinion of the College:
  - a) they have been charged with and/or convicted of an indictable offence.
  - b) they have been charged with and/or convicted of an offence under, or in breach of, any code, regulation or enactment which applies to them as a practising medical practitioner.
  - c) a medical board, medical tribunal, registration authority or similar body has initiated an investigation or inquiry into their conduct or made an adverse finding against them.
  - d) they become bankrupt.
  - e) they have been prohibited from being a director of a company by reason of any order made under a law of a state or territory or the Commonwealth of Australia or New Zealand.
  - f) they have conditions imposed on their registration as a medical practitioner.

### **Recruitment**

- 4.4 Recruitment of members who are not Board Directors will be managed by the College Office.
- 4.5 Applicants may be asked to provide information on the skills, experience and attributes they will bring to the Committee.

### **Selection**

- 4.6 The Board will select their representative on the Committee if there is one.
- 4.7 The College Office will check that all applicants meet the eligibility criteria and that term limits are not exceeded. The Office will present a qualified list to the Committee for consideration.
- 4.8 The Committee, or a group appointed by the Board in the case of a newly formed Committee, will consider applications and select the applicant to recommend to the Board for appointment.
  - a) The Chair may invite applicants to be interviewed by the Chair or the Committee (in full or selected members) prior to the Committee selecting the applicant to recommend for appointment

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<sup>4</sup> College Constitution, section 14.9

- b) Consideration will be given to diversity, equity and inclusion principles.
  - c) Consideration will be given to succession planning and staggering terms.
  - d) The Committee may decide that no applicant is suitable for appointment.
- 4.9 Should the selection process not lead to a recommendation for appointment, or to temporarily replace someone who takes a leave of absence (see 8.7 a)), the Chair may use their discretion to seek out a suitable person to be a member.
- a) This nomination will be presented to the Committee for consideration and endorsement of the recommendation to the Board for appointment.
- 4.10 Where they are not Board Directors, Chairs will be elected by the Committee members and a recommendation for appointment made to the Board.

### **Power to Appoint**

- 4.11 The Board must appoint, and may remove, the members and Chairs of Committees<sup>5</sup>.
- a) Ex-officio members are automatically appointed to the Committee by virtue of their position, there is no need for a Board decision.
- 4.12 Any committee member (including any Chair of any Committee) whose Membership of the College ceases also ceases immediately to be a committee member<sup>6</sup>.
- 4.13 The Board may suspend the appointment of a person to a Committee in line with the Suspension or Termination of Appointment to Representative Positions Regulation.

### **Term**

- 4.14 The standard nominal term of appointment to a Committee is three years. However,
- a) members of the Candidate Advisory Committee are appointed for a 12-month term.
  - b) members of the Conference Committee are appointed for the period up to and including the delivery of the Conference, and the Chair (or their delegate) will remain on the following 2 Conference Committees.
  - c) ex-officio members are members of the Committee for the duration of their substantive position.
- 4.15 Terms can be renewed by application.
- 4.16 Appointments are limited to 3 consecutive terms. However,
- a) Censors' terms can be renewed further at the discretion of the Censor-in-Chief following assessment of contribution.
  - b) where term end dates for all or most of a Committee align, the Board may extend the tenure of the Chair and/or of some Committee members by up to 18 months to support continuity.

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<sup>5</sup> College Constitution, section 14.4

<sup>6</sup> College Constitution, section 14.5

- c) where the Board deems there are extenuating circumstances, it may truncate or extend the terms of the Chair or any member of a Committee. This includes exceptions to ensure representation from all jurisdictions.

## **Induction**

- 4.17 All new Committee members will be given an induction, which will generally involve a meeting with the Chair of the Committee to discuss expectations, responsibilities and processes; and a document pack compiled and shared by the College Office providing relevant information.

## **5. Meetings**

### **Frequency**

- 5.1 Meetings are held at the frequency outlined in the Terms of Reference, via a video-conference platform (Zoom or Microsoft Teams).
  - a) Extraordinary meetings may be called at the discretion of the Chair.
- 5.2 Out of session papers may be circulated to the Committee for decision.
- 5.3 Meetings may be held in person from time to time. This will require Chief Executive approval as there may be financial implications around room bookings and reimbursement of travel expenses.

### **Quorum**

- 5.4 Quorum is met when at least 50% of the Committee membership are in attendance.
  - a) The President (ex-officio member of every Committee) is not counted for the purpose of quorum.
  - b) Should the quorum not be met, decisions will need to be made either out of session or wait until the next meeting.
  - c) The removal, exclusion or inability to vote imposed on a member of a Committee due to a Conflict of Interest will not create the absence of quorum where quorum is met should that person have been able to vote.

### **Chair**

- 5.5 In the absence of the Chair:
  - a) Where there are co-Chairs and one is unable to attend, the attending Co-Chair assumes the role of Chair.
  - b) Where there is a Deputy Chair, the Deputy Chair assumes the role of Chair.
  - c) Where a) and b) do not apply, an Acting Chair will either be nominated by the Chair before the meeting, or elected by Committee members present at the start of the meeting.

- d) The Deputy Chair or Acting Chair of the Education and Training Committee, the Continuous Professional Development Program Committee and the Board of Censors must be Fellows<sup>7</sup>.

## Voting rights

- 5.6 Generally, all Committee members have voting rights and each member has one vote.
  - a) Where a position is shared between multiple people, that position will only have one vote.
- 5.7 Decisions and recommendations are determined by a simple majority of votes of those present and entitled to vote.
- 5.8 In the event of a tied vote, the Chair will have a second or casting vote in addition to their deliberative vote as a member of the Committee.

## 6. Support from the College Office

- 6.1 A dedicated staff member of the College will:
  - a) schedule all meetings annually in advance in consultation with the Chair and distribute calendar invitations for meetings online and in person.
  - b) prepare all meeting agendas in consultation with the Chair and Committee members.
  - c) circulate the agenda and any supporting documents sufficiently in advance, typically one week prior to the meeting.
  - d) distribute draft minutes of the meeting within one week to the Chair for feedback, and within two weeks to all Committee members (adoption of minutes to be formally done at the following meeting).
  - e) support the Chair in monitoring action items and maintain records of activity relating to such for each Committee.
- 6.2 Staff of the College will:
  - a) manage the recruitment of Committee members and support the selection and appointment process.
  - b) record and maintain a Conflict of Interest register.
  - c) support the Committee with specific tasks as outlined in the Committee Terms of Reference.
- 6.3 The College Office will provide and pay the premiums for indemnity insurance cover for Committee members while acting in their capacity as Committee members.

## 7. Performance

- 7.1 Committees set their own program of work for the year, to be endorsed by the body they report to.

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<sup>7</sup> In line with the spirit of the College Constitution, section 14.4.

- 7.2 At least once a year, the Chair will report against the Committee's responsibilities and annual priorities to the body that the Committee reports to.

## 8. Standards of Behaviour

### Duties

- 8.1 Committee members have a duty to<sup>8</sup>:
- a) exercise the Committee's powers and discharge the Committee's responsibilities with care and diligence.
  - b) act in good faith in the best interests of the College and its Members.
  - c) not misuse their position as a Committee member.
  - d) not misuse information that they gain in their role as a Committee member.
  - e) disclose any actual, potential or perceived conflicts of interest.

### Conduct

- 8.2 Committee members are to demonstrate professional, respectful and ethical behaviour at all times while carrying out their responsibilities as Committee members, in their relationship with each other and with College staff.
- 8.3 Committee members must comply with the Code of Conduct and conduct themselves in a manner that reflects the College values.
- 8.4 Committee members are expected to:
- a) complete induction and professional development as required by the College
  - b) attend committee meetings and actively participate in discussion
  - c) prepare for meetings and action items allocated to them
  - d) keep discussions and matters raised relevant to the Committee Terms of Reference
  - e) maintain confidentiality on matters of the College

### Compliance

- 8.5 Committee members must comply with College regulations, policies, procedures, codes and standards relevant to the purpose, duties and responsibilities of the Committee.
- 8.6 Committee members must not, except in accordance with the Delegation of Authority Policy or with the prior written authorisation of the Board or the Chief Executive:
- a) make representations, submissions or undertakings that purport to be on behalf of the College, or take any action that purports to bind the College to perform any obligation

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<sup>8</sup> Adapted from *Australian Charities and Not-for-profits Commission Regulations 2022*, Governance Standard 5

- b) enter into contracts or agreements, or otherwise incur expenses or liabilities, on behalf of the College.

### Meeting attendance

8.7 Meeting attendance is expected and will be recorded.

- a) Members may request, and the Chair may grant, a leave of absence of up to 6 months.
- b) Members are expected to attend 75% of meetings.

## 9. Definitions

**Members** with a capital letter are people whose name is entered in the Register of Members as a Member of the College.

**Fellows, Candidates** and **Associate Fellows** have the meaning given in section 5 of the Constitution.

## 10. Related Documents

- College Constitution
- Terms of Reference
- Delegation of Authority Policy
- Code of Conduct
- Conflict of Interest Policy
- Confidentiality Policy
- Travel and Accommodation Policy
- Suspension or Termination of Appointment to Representative Positions Regulation

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