

REGULATION

ROYAL AUSTRALASIAN COLLEGE OF SURGEONS

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|--------------------|--|-----------------|-----------------|
| Portfolio: | Office of the President and the CEO | Ref. No. | REG-1017 |
| Department: | Governance | | |
| Title: | Governance Committee Terms of Reference | | |

1. PURPOSE AND SCOPE

The purpose and scope of the RACS Governance Committee are:

- To provide oversight of all aspects of RACS corporate governance in accordance with the RACS constitution and regulations.
- To advise Council regarding the RACS Constitution and RACS governance.
- To advise on governance best practice, education and training for Council and other RACS committees, and support implementation.
- To liaise as necessary with the RACS Finance, Audit and Risk Management Committee and others in fulfilling these responsibilities.

2. KEYWORDS

Governance, Constitution, regulations, policies, compliance, risk, Council, appraisal, elections

3. OBJECTIVES

The objectives of the Governance Committee (GC) are:

- To provide guidance that supports good governance of RACS at all levels.
- To assist RACS Councillors to know and fulfil their governance, fiduciary and compliance obligations, as directors of the organisation.

4. DUTIES AND RESPONSIBILITIES

1. To monitor RACS governance documents, structures and processes to ensure they continue to be effective, fit for purpose and align with Fellows' and community expectations - and recommend changes to Council when necessary.
2. To ensure appropriate ongoing governance education and training is provided to Councillors, and others as required.
3. To ensure Council/Councillors have regular appraisals, that the results are reported, and that agreed recommendations are acted upon, with the aim of continuous improvement.
4. To monitor and provide guidance for the processes for election/appointment to Council, Aotearoa New Zealand National Committee, State and Territory Committees, and other RACS committees
5. To advise or assist RACS committees on governance issues or due process
6. To consider governance or compliance issues brought to its attention by Council, Fellows, CEO or others.

5. POWERS

The Governance Committee has such powers and decision-making authority as the Council delegates to it.

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6. COMPOSITION

The Governance Committee shall comprise:

Voting Members:

Vice President (Chair)

Treasurer (Deputy Chair)

President

An independent advisor with expertise in governance appointed by Council

Three Councillors including at least one from Aotearoa New Zealand and one from Australia. Following an Expression of Interest (EOI) process, three Councillors will be recommended by the Chair to Council for endorsement. Councillors will be appointed to the Governance Committee for a fixed term of three years

In attendance:

Chief Executive Officer

Head of Planning & Development

EGM Finance and Support Services

Council Secretary

7. MEETINGS

The Governance Committee shall meet at least three times per year and by videoconference, as required.

A quorum shall be a voting majority of the committee

8. REPORTING

The Governance Committee shall report directly to Council.

9. ASSOCIATED DOCUMENTS

Constitution

Governance Charter

Other governance regulations & policies

Approver CEO
Authoriser Council