1. Purpose and Scope

The policy purpose is to define the Terms of Reference of the Foundation for Surgery Committee.

The Foundation for Surgery is the philanthropic arm of RACS. It works toward a vision of a world in which all people have access to quality surgical care. Its mission is to forge higher levels of quality in surgical care in Australia, Aotearoa New Zealand and the Asia-Pacific Region in line with the RACS Strategic Plan by supporting areas including:

* Global health programs, projects and activities
* Indigenous health programs, projects and activities
* Rural and remote programs, projects and activities
* Surgical research and training

It raises and disperses funds for activities, projects and programs that have been identified by relevant areas in RACS where philanthropic work is being undertaken or would like to be initiated and aligns with the Foundation for Surgery’s Strategic Plan.

1. KEYWORDS

Terms of Reference, Foundation, Foundation for Surgery, Foundation Committee, Foundation TOR, ANZSGC, Indigenous health, global health, International Engagement, Trust account, corpora

1. Body of Policy
	1. Composition
2. The Foundation for Surgery operates within the organisational structure of the College, and its Committee reports to RACS Council.
3. The Committee of the Foundation for Surgery shall consist of:
* up to three RACS Council members (Company Directors)
* four Honorary Advisors and
* the RACS CEO.

RACS Council members include:

* + The RACS Vice-president as a member of the Committee with full voting rights.
	+ The RACS Treasurer, or their representative, as a member of the Committee with full voting rights.
	+ An additional RACS Council member with full voting rights, who is not Indigenous Health Committee, International Engagement Committee or the ANZSGC members.

The Honorary Advisors are comprised of Fellows and non-Fellows and provide valuable governance, philanthropic, legal and/or finance experience and expertise to the RACS Council members. These roles are not Company Directors and provide expert advice and guidance.

The Chair may call on a vote of RACS Council members only.

1. To ensure bi-national representation, at least one member of the Committee will be based or from Aotearoa New Zealand.
2. Members should have a wide variety of philanthropic interests, including but not limited to Indigenous health, global health, rural and remote, research and training and should be able to act and show impartiality to all programs and projects that have been identified for the Foundation to support..
	1. Voting members
3. The RACS Council members have full voting rights and make decisions based on advice from the Honorary Advisors.
4. Where decisions are deadlocked, the RACS Vice-President has the deciding vote.
	1. Observers and Attendees
5. The Chair of the Indigenous Health Committee, International Engagement Committee and the ANZSGC, or their representative (staff or committee member), may attend Committee meetings as an Observer without voting rights.
6. Other staff in attendance include the Executive General Manager Finance and Support Services; Manager, Foundation for Surgery (secretariat); and other staff at the direction of the CEO or Chair.
7. At any time, a RACS Council member may attend the Foundation Committee meeting as an observer without voting rights.
	1. Executive of the Committee
8. The Executive shall comprise; the Foundation for Surgery Chair, the Foundation for Surgery Deputy Chair, the RACS Vice-president and the RACS CEO (or the CEO’s representative).
9. The Executive has the Committee’s delegated authority to make decisions on its behalf in matters of urgency that may occur between Committee meetings.
10. The Chair of the Committee has the Committee’s delegated authority to determine which matters require resolution prior to a full meeting of the Committee.
	1. Terms of appointment
11. Members of the Committee are appointed by Council on recommendation from the the Foundation for Surgery Committee.
12. The criterion for members’ appointment is the need for the specific skills and experience they provide relevant to achieving the aims of the Foundation for Surgery and fit with the Foundation for Surgery Committee Terms of Reference.
13. RACS Council members terms are dependent on their Council term. Honorary Advisors shall be appointed for three years from the date of their appointment by Council. Upon expiry of that term, maybe re-appointed for a maximum of two additional terms of three years.
14. The term of appointment of observers to the Committee is dependent on their term as Chair of the relevant Committee.
15. An Honorary Advisor may resign from the Committee by advising the Chair of their resignation in writing.
16. A member or observer of the Committee may be removed from office at any time by recommendation of the Executive to Council.
	1. Terms of appointment of the Chair and Deputy Chair roles
17. The Committee Chair and Deputy Chair are appointed by Council on recommendation from the Foundation for Surgery Committee. They are usually drawn from within its membership and can be RACS Council members or Honorary Advisors.
18. The criterion for the appointment of the Chair and Deputy Chair is the need for the specific skills and experience they provide relevant to achieving the aims of the Foundation for Surgery, as well as the commitment to the increased time required of the roles.
19. The Chair and Deputy Chair shall be appointed for a period of one year from the date of their appointment by Council. Upon expiry of that term, maybe re-appointed annually at the February Council meeting subject to the maximum term of their involvement on the Committee.
	1. Duties and responsibilities

The Foundation for Surgery Committee shall:

1. Ensure the good governance of the Foundation.
2. Ensure the Foundation maintains financial assets, including but not limited to the rules and procedures outlined in RACS’ Special Purpose Charitable Trust Fund Charter and that budgets exit for strategic philanthropic programs, sufficient to enable it to undertake its activities
3. Provide strategic expertise to contribute to setting and reviewing the Foundation’s vision and strategy through constructive questioning and suggestions and ensuring remains aligned to the RACS Strategic Plan.
4. Provide active support and participate in Foundation initiatives outside Committee meetings.
5. Endorse funding support of RACS philanthropic activities that have been identified by project areas within RACS that are in line with the Foundation for Surgery Strategic Plan and distribute funds raised through targeted fundraising campaigns).
6. Receive brief reports from areas within RACS that are receiving Foundation support at each meeting.
7. Garner support for the Foundation’s fundraising campaigns from Fellows, non-Fellows, philanthropic entities, high-net-worth individuals and corporate bodies in Australia and Aotearoa New Zealand.
8. Develop and utilise personal networks, both with Fellows and non-Fellows, to assist the Foundation to achieve its aims.
9. Provide advice on the policies governing the Foundation.
10. Demonstrate philanthropic leadership by personally donating (any value) to the Foundation each year.
11. Evaluate potential Committee members and recommend the appointment of Committee members to Council.
12. Promote and advocate for the Foundation and its aims.
13. Provide an annual report on the Foundation’s activities to the College Council via the Chair.
	1. Committee meetings

The Committee shall meet three times each year (face-to-face and/or by video/teleconference) and at other times as determined by the Chair.

1. Associated Documents

Manual: Chairing and Participating in Meetings

**Approver** Foundation for Surgery Committee

**Authoriser** Council