

Portfolio:	Operations	Ref. No.	REG-4966
Department:	Foundation for Surgery		
Title:	Foundation for Surgery Board Terms of Reference		

1. PURPOSE AND SCOPE

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

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 through:

- Global health programs, projects and activities
- Indigenous health programs, projects and activities
- Surgical research and training

It raises and disperses funds for activities, projects and programs that have been submitted to it by the Indigenous Health Committee, the International Engagement Committee and the Australian and New Zealand Scholarship and Grant Committee (ANZSGC).

2. KEYWORDS

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

3. BODY OF POLICY

3.1. Composition

- a. The Foundation for Surgery operates within the organisational structure of the College, and its Board reports to RACS Council.
- b. The Board 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 Board with full voting rights.
- The RACS Treasurer, or their representative, as a member of the Board 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.

- c. To ensure bi-national representation, at least one member of the Board will be based or from Aotearoa New Zealand.
- d. Members should have a wide variety of philanthropic interests, including but not limited to Indigenous health, global health, research and training and should be able to act and show impartiality between the three areas that the Foundation supports.

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3.2. Voting members

- a. The RACS Council members have full voting rights and make decisions based on advice from the Honorary Advisors.
- b. Where decisions are deadlocked, the RACS Vice-President has the deciding vote.

3.3. Observers and Attendees

- a. The Chair of the Indigenous Health Committee, International Engagement Committee and the ANZSGC, or their representative (staff or committee member), may attend Board meetings as an Observer without voting rights.
- b. Other staff in attendance include the Deputy CEO, Manager, Foundation for Surgery (secretariat) and other staff at the direction of the CEO or Chair.
- c. At any time, a RACS Council member may attend the Foundation Board meeting as an observer without voting rights.

3.3. Executive of the Board

- a. 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).
- b. The Executive has the Board's delegated authority to make decisions on its behalf in matters of urgency that may occur between Board meetings.
- c. The Chair of the Board has the Board's delegated authority to determine which matters require resolution prior to a full meeting of the Board.

3.4. Terms of appointment

- a. Members of the Board are appointed by Council on recommendation from the Board of the Foundation for Surgery.
- b. 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 Board Terms of Reference.
- c. 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.
- d. The term of appointment of observers to the Board is dependent on their term as Chair of the relevant Committee.
- e. An Honorary Advisor may resign from the Board by advising the Chair of their resignation in writing.
- f. A member or observer of the Board may be removed from office at any time by recommendation of the Executive to Council.

3.5. Terms of appointment of the Chair and Deputy Chair roles

- a. The Board Chair and Deputy Chair are appointed by Council on recommendation from the Foundation for Surgery Board. They are usually drawn from within its membership and can be RACS Council members or Honorary Advisors.
- b. 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.

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Page 2 of 3

Review Date:

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- c. 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, may be re-appointed annually at the February Council meeting subject to the maximum term of their involvement on the Board.

3.6. Duties and responsibilities

The Foundation for Surgery Board shall:

- a) Ensure the good governance of the Foundation.
- b) Ensure the Foundation maintains financial assets, including but not limited to corpora and a Trust account, sufficient to enable it to undertake its activities.
- c) Provide strategic expertise to contribute to setting and reviewing the Foundation's vision and strategy through constructive questioning and suggestions.
- d) Provide active support and participate in Foundation initiatives outside Board meetings.
- e) Assess funding grant proposals submitted by the Indigenous Health Committee, the International Engagement Committee and the ANZSGC and distribute funds according to the Foundation's principles and availability of funds (as advised by the RACS Investment Committee).
- f) Receive brief reports from Indigenous Health, International Engagement Committee and the ANZSGC Committees at each meeting.
- g) 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.
- h) Develop and utilise personal networks, both with Fellows and non-Fellows, to assist the Foundation to achieve its aims.
- i) Provide advice on the policies governing the Foundation.
- j) Demonstrate philanthropic leadership by personally donating (any value) to the Foundation each year.
- k) Evaluate potential Board members and recommend the appointment of Board members to Council.
- l) Promote and advocate for the Foundation and its aims.
- m) Provide an annual report on the Foundation's activities to the College Council via the Chair.

3.7. Board meetings

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

4. ASSOCIATED DOCUMENTS

Manual: Chairing and Participating in Meetings

Approver Foundation for Surgery Board
Authoriser Council

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Page 3 of 3

Review Date: