1. PURPOSE AND SCOPE

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

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, 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 Global Health 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

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 a minimum of seven members, comprised of both Fellows and non-Fellows. This includes:

   - The College Vice-president as an ex-officio member of the Board with full voting rights.
   - The College CEO as an ex-officio member of the Board with full voting rights.

c. To ensure bi-national representation, at least one member of the Board will be based in 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.

3.2. Observers and Attendees

a. On the recommendation of the relevant Committee, one Committee or staff member from each of the Indigenous Health Committee, the Global Health Committee and the ANZSGC shall attend Board meetings as an Observer without voting rights.

b. Other staff in attendance include the Executive General Manager, Partnerships; and General Manager, Research Audit & Academic Surgery; Manager, Foundation for Surgery (secretariat). Additional staff or Committee members may be requested to attend as issues of relevance arise, at the discretion of the Chair.
3.3. Executive of the board

a. The Executive Committee of the Board shall comprise; the Foundation for Surgery Chair, the Foundation for Surgery Deputy Chair and the RACS CEO.

b. The Executive Committee has the delegated authority of the Board to make decisions on its behalf in matters of urgency that may occur between Board meetings.

c. The Chair of the Board has the delegated authority of the Board 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 the appointment of members 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. Members shall be appointed for a period of three years from the date of their appointment by Council, and upon expiry of that term, may be re-appointed for a maximum of two additional terms of three years.

d. The term of appointment of observers to the Board shall be for a period of three years from the date of their appointment or to the maximum term of their involvement in the committee providing their nomination (not to exceed 3 years), and upon expiry of that term, may be re-appointed for a maximum of two additional terms of three years.

e. A member may resign from the Board by advising the Chair of the Board of their resignation in writing.

f. A member, co-opted member or observer of the Board may be removed from office at any time by recommendation of the Executive of the Board of the Foundation for Surgery to Council.

g. If a Board member or observer fails to attend, in person or by teleconference, two meetings in any one calendar year, that member may forfeit their position on the Board. A record of attendance will be kept and any Board member or observer forfeiting their position will be notified by the Chair.

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

a. The Chair and Deputy Chair of the Board are appointed by Council on recommendation from the Board of the Foundation for Surgery and usually drawn from within its membership.

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.

c. The Chair and Deputy Chair shall be appointed for a period of one year from the date of their appointment by Council, and 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 a financial corpus sufficient to enable it to undertake its activities.
c) Provide strategic direction in relation to all aspects of the Foundation’s activities.
d) Provide active support and participate in Foundation initiatives outside Board meetings.
e) Assess funding proposals submitted by the Indigenous Health Committee, the Global Health Committee and the ANZSGC and distribute funds according to the Foundation’s principles and the strategic priorities of the relevant Committee.
f) Receive brief reports from Committees with funds invested in Foundation corpora.
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 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

Proponent: Foundation for Surgery Board
Authoriser: Council