

ROYAL AUSTRALASIAN COLLEGE OF SURGEONS



Office of the CEO

**REGULATION –
GOVERNANCE CHARTER**

Author Council/Board Secretary

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1 PURPOSE

The purpose of the College is to:

1. Advance education, training and research in the practice of surgery
2. Determine and maintain professional standards for the practice of surgery in Australia and New Zealand
3. Provide an environment promoting fellowship development and support, and
4. Provide authoritative advice, information and opinion to other professional organisations, to governments and to the public.

This charter sets out how the Council of RACS (The "College" - ACN. 004 167 766) discharges its responsibilities, provides leadership to the College and conducts its business.

The charter aims to define the rights and responsibilities of the Council, the Executive and the Councillors to assist them in fulfilling their responsibilities. It reflects the College's commitment to the principles of good corporate governance.

2 APPLICATION OF POLICY

The Council Charter applies to Councillors individually and/or to the Council and Executive collectively.

3 ASSOCIATED PROCEDURES

The powers, roles and responsibilities of the Council and the Councillors are set out in detail in the Constitution of the Royal Australasian College of Surgeons. In addition, Councillors are directors of the company and their duties and responsibilities are established and documented in The Corporations Act (July 2010 amendment).

3.1 The Duties and Responsibilities of Councillors of RACS

The Council is responsible to the College for actions consistent with the College's purpose and to achieve the College's strategic goals by at all times acting in ways that are in accordance with the College's values of service, integrity, respect, compassion and collaboration.

3.1.1 Introduction

The Council as a whole, through the contributions of Councillors, should constantly challenge the College to achieve outstanding outcomes through a focus on continuous improvement.

Councillors will comply with the College's code of conduct.

3.1.2 Council and Executive member accountability

The Council recognises that it must perform its functions and exercise its powers subject to the Constitution, applicable Commonwealth, State and New Zealand legislation and the common law. The Council is accountable to the Fellows.

Councillors individually, and the Council collectively, shall adhere to the following behaviours:

- demonstrate leadership and stewardship, promote and support the values of the College;
- always act in good faith, in the best interests of the College;
- act honestly and with integrity;

- use their position appropriately and exercise their powers as Councillors only for proper purposes;
- act fairly and impartially;
- acknowledge and respect the legitimate interests of Fellows, stakeholders and the community generally concerning the Council's role and the operations of the College;
- avoid conflicts of interest and if a conflict arises manage it in accordance with the applicable legislation and policies; and
- never accept gifts, benefits or hospitality where it may be construed that such gifts, benefits or hospitality will influence the Councillor in the direct or indirect discharge of his or her duties, or violate prevailing legislation.

3.1.3 Exercise of duties with care, diligence and skill

Councillors shall ensure they are well-informed about the Council's role and responsibilities, undertake their duties with appropriate care, diligence and skill to add value to the College and the community, by:

- making reasonable efforts to understand the role and purpose of the Council and the legal requirements of Councillors;
- ensuring they are informed about all relevant activities affecting the Council;
- complying with their legal obligations and promoting a culture of achieving optimal returns for the risk taken and compliance within the College;
- preparing for meetings and participating in additional activities (including committee meetings) that are relevant to the Council;
- participating actively and working cooperatively with their fellow Councillors and stakeholders to achieve agreed goals;
- acting at all times in a financially responsible manner;
- committing adequate time to preparation for, participation in and attendance at Council meetings;
- supporting implementation of decisions taken by the Council; and
- participating in professional development appropriate to their position as a Councillor.

3.1.4 Independence

Councillors recognise that they:

- are appointed as individuals and when serving as Councillors of RACS are responsible individually for acting in the best interests of the College;
- exercise their discretion when voting in Council meetings, or other Committee meetings of the College and at no time should they be coerced to enter into an agreement to vote in a certain way; and
- are not representative of any stakeholder group, although they may legitimately bring to the Council knowledge and understanding of the views and issues concerning stakeholder groups with which they have an association.

3.1.5 The specific roles, functions and responsibilities of the Specialty Elected Councillor

Speciality Elected Councillors (SECs) while obliged to act in the best interest of the College when they serve on Council, are expected to report on and advocate for, the position of their speciality where required. Speciality Elected Councillors have a significant communication and advocacy duty to serve as conduits between the

Speciality Societies and the College to support and enable effective two way communication.

To effect this, SECs need an assured role within the governance structure of their specialty societies to ensure that an appropriate pathway exists for them to be able to report on the activities of Council to the specialties and to have a clear understanding of the issues relevant to the specialty and the specialty society they represent.

3.1.6 Governance training for Councillors

To enhance their effectiveness as board members, governance training is provided for all Councillors each June. In addition, all Councillors are offered College support in acquiring governance qualifications. All Councillors are expected to have completed the Australian Institute of Company Directors "Company Directors Course" (or New Zealand equivalent) within their first term on Council.

4 THE COUNCIL CHARTER

4.1 Governance and fiduciary responsibility

The College is governed by a Council. Council is a large representative group and therefore, in practice, needs to delegate its governance responsibilities to enable effective discharge of its duties, and in particular, decision making. This it does to a body known as the Executive, which is a subset of the Council and its members are drawn from Council.

As College Council is scheduled to meet only three times per annum, in the interval between meetings Council delegates operational oversight and accountability to the Executive. The Executive can exercise such powers of Council during the intervals between Council meetings as are entrusted to it by Council. In effect the Executive exercises the full powers of Council, save those Reserve Powers listed in clause 4.5 below (Section 11.2 of the Constitution).

However, despite this arrangement all Councillors continue to bear full fiduciary responsibility for the operations and good governance of the College.

4.2 Composition of Council

The council is the Council of the College and, in accordance with clause 7 of the Constitution shall consist of

1. Sixteen Fellows elected from the Fellows in accordance with clause 8 of the Constitution ("Fellowship Elected Councillors")
2. One Fellow elected from each Specialty in accordance with clause 8 of the Constitution ("Specialty Elected Councillors")
3. Two independent, non-executive, Councillors with skills, experience and expertise relevant to the needs of the College and co-opted pursuant to clause 9.1.2 of the Constitution
4. Any co-opted Councillor pursuant to clause 9.1 of the Constitution

4.3 Composition of the Executive

The Executive is the Executive of College Council and, in accordance with clause 11.1 of the Constitution the Executive shall have the following composition

1. The Executive shall be chaired by the President (or in his or her absence, the Vice President) or in their absence another Office Bearer.
2. The Office Bearers (as defined by clause 10.1 of the Constitution) and up to three other Councillors as Council may elect at its first meeting held after the annual general meeting

4.4 The roles, functions and responsibilities of Council and the Executive

Council and the Executive are responsible to the Fellows for:

- providing leadership to the College - setting the pace and direction of the organisation, the values and the ethos that define its culture - demonstrating behaviours and competencies that reflect the stated values;
- establishing policies that document and enshrine appropriate ethical standards;
- oversight of the operations of the College, delivery of agreed strategic priorities documented in the strategic plan and business plan, accountability for compliance with the College policies, delegations of authority and procedures;
- high level monitoring and oversight of College critical matters;
- appointing and removing the Chief Executive Officer, delegating to him or her to implement the business plan and the Council's policies and monitoring his or her performance (refer also to 5.3);

- establishing committees to advise or exercise delegated powers, as appropriate;
- monitoring and assessing the structure and performance of the College's financial and non-financial systems of operation and responding promptly and effectively to business risks and opportunities;
- ensuring regulatory compliance, including compliance with the College purpose;
- ensuring an appropriate reporting and accountability framework is in place; and
- ensuring an appropriate risk management framework is in place throughout the College; and ensuring the College's transparency and accountability to Fellows, the community and other stakeholders.

The responsibilities of Council and the Executive to Fellows are enshrined in the delegations of authority. The Council may alter or amend these delegations of authority in accordance with Section 11.3 of the constitution.

4.5 The Reserve Powers of Council

The Council is committed to effective strategic planning for the College, and recognises the College needs to be well positioned to adapt to a rapidly changing global, economic, technology and policy environment.

The Council reserves the following specific powers to itself such that decisions relating to these matters shall only be made by Council:

- setting overall strategic and policy direction and evaluating strategic and policy outcomes;
- approval of the College's
 - strategic plan;
 - business plan;
 - budget;
 - annual financial report and
 - annual report;
- approving College policies that address:
 - codes of conduct;
 - the way in which the Council conducts its business; and
 - financial and non-financial delegations;
- assessing the performance of the College, the Council, Councillors;
- approving the terms of reference of Council committees that report directly to Council;
- delegating authority to the Executive and other College officers;
- ensuring effective succession plans are in place for senior office bearer positions and the Chief Executive Officer; and
- any other issues that pose a high degree of governance, strategic or operational risk to the College including the ability to refer back to a Board or Committee for reconsideration a matter decided under the delegation and reported to Council for noting.

4.6 The President

The President is the leader of the College, the Chair of the Council and the Chair of the Executive. The role of the President is to:

- preside at all meetings of the Council and the Executive at which he or she is present and ensure that business is conducted efficiently and that meeting rules are adhered to;
- lead the development of an effective and cohesive team;
- support Councillors to understand their roles, responsibilities and accountabilities and to build the skills and capabilities necessary for the Council to fulfil its obligations;

- ensure that the Council and Executive agendas cover all key issues, that issues raised by Councillors are included on the Council agenda as appropriate and that sufficient information is presented to Councillors to facilitate good decision-making;
- ensure that there is an effective process for identifying and managing conflicts of interest;
- encourage and enable full participation by all Councillors in the business of the Council;
- ensure that decisions are properly understood by Councillors;
- lead the induction of new members of the Council;
- ensure appropriate administrative support arrangements are in place for the Council, the Executive and subsidiary boards and committees;
- establish and maintain a constructive and supportive working relationship with the Chief Executive Officer; serving as a manager, mentor, sounding board and key link between the Council and the Chief Executive Officer. The President and the Chief Executive Officer will meet regularly and prior to each Executive meeting or informally as otherwise agreed. The President shall advise the Council of the agreed outcomes of these meetings (see also 5.3);
- represent the Council to key stakeholders and ensure that they are informed about significant issues;
- actively encourage a culture of transparency, disclosure and accountability.

The President is appointed in accordance with clause 10.2 of the College's Constitution.

4.7 The role of the College secretary

The role of the College secretary is to:

- support meetings of the Executive and Council, ensure that business is conducted efficiently and that Council, Executive, meeting and decision making processes are adhered to;
- ensure the integrity of Executive and Council documents and the accuracy of official records of Council process and actions;
- maintain the completeness and currency of the declarations of interest made by Councillors;
- support Councillors to understand their legal and compliance roles, responsibilities and accountabilities; and
- maintain compliance with disclosure and information obligations to regulators and statutory authorities

The Chief Executive Officer is designated as the College secretary under clause 15.2 of the constitution.

5 COUNCIL RELATIONSHIPS

5.1 Council teamwork

Councillors shall treat their colleagues and other stakeholders with respect by:

- always acting courteously in their dealings with Councillors and other stakeholders;
- not attempting to influence other Councillors improperly;
- listening and giving appropriate consideration to the views of other Councillors;
- demonstrating loyalty to the Council and to other Councillors;
- consulting with stakeholders where appropriate; and
- raising concerns or ethical issues where necessary, with the Council or the President.

5.2 The relationship between Council and the staff of the College

The Council will ensure it has appropriate processes, composition and procedures such that it retains its independence and ability to hold management accountable for the performance of the day to day operations of the College. The Council and the Executive may meet at their discretion in the absence of management. It is standard practice for in camera sessions to be held after meetings of Council and the Executive Committee.

- The Chief Executive Officer shall be entitled ex officio to attend and speak, but not vote, at Council and Executive meetings.
- Responsibility for the day to day operations and management of the business of the College resides with the Chief Executive Officer.
- The President takes the primary role of leading the Council and the Executive.
- The Chief Executive Officer takes the primary role in leading the management of the College and is accountable to the Council.
- The functioning and effectiveness of Council, Executive, Boards and Committees within the College are enabled by the support, skills and knowledge of the College staff. The Council shall ensure that the relationships between College staff and the boards and committees that govern the College are constructive, supporting and enabling. The Council shall, through the Chief Executive Officer, ensure that adequate support is provided by College staff to enable effective governance of the College.

5.3 The relationship between Council and the Chief Executive Officer

RACS as an entity employs the CEO.

The Chief Executive Officer is responsible to Council for the management and day-to-day affairs of the College, in accordance with the College's delegation policy which establishes limits on the Chief Executive Officer's authority.

The Chief Executive Officer is also responsible for ensuring the Executive and Council are informed about government policies, regulations, amendments to legislation, and other critical information relating to Council functions and powers.

The Council recognises that its relationship with the Chief Executive Officer is crucial to the ability of the College to achieve the strategic goals established by the Council, in a manner that is consistent with the Council's values and governance expectations.

The Chief Executive Officer's responsibilities are set out in his or her contract and position description, as agreed with Council. The President is responsible for regular communication with and support of the CEO. Annual formal performance appraisal and remuneration reviews are delegated to the President, Vice President and Treasurer. Council as a whole will be consulted and given the opportunity for input beforehand and Council as a whole will receive

reporting on the outcome afterwards. Performance appraisal training as required will be sought from HR. Consideration will be given to obtaining management and staff feedback when conducting CEO appraisals.

Councillors shall respect and support the Chief Executive Officer. Councillors shall ensure that any issue of concern about College operations is raised with the Chief Executive Officer through proper processes, and a process is agreed for the College to investigate the issue and report back to the Council. Specifically, Councillors shall

- accept as a fundamental principle, that the Chief Executive Officer reports to the entire Council;
- respect the operational role of the Chief Executive Officer;
- support and cooperate with the Chief Executive Officer when Councillors are interacting with employees;
- not seek to establish direct avenues for employees to communicate about operational matters to the exclusion of the Chief Executive Officer other than in exceptional circumstances where the usual avenues for communication are inappropriate.

6 DECISION MAKING

6.1 Council powers and delegations

The Council is empowered to exercise all of the powers of the College. Council has the ultimate authority as the decision-maker of the organisation.

The performance of any function, power or duty of the College (other than the power to delegate, the power to make by-laws or any other power that is prescribed for the purposes of the Constitution) may be delegated to:

- a member of the Council or any other officer of the College;
- any committee established by Council or the College; or
- the Chief Executive Officer, where consistent with its commitment to good governance, the performance of a function, power or duty can be delegated safely and appropriately to the Chief Executive Officer then, the Council will effect that delegation.

Committee terms of reference will express their decision-making powers as delegated by Council.

Delegations are made by Council's approval and are reviewed annually. The performance and composition of each committee or board shall be reviewed annually.

The Council may exercise the delegated powers directly and make decisions itself as appropriate. The Council reserves the right to revoke or amend any delegation.

6.2 The conduct of Council meetings

Subject to the Constitution, the Council regulates its own proceedings.

Ordinary meetings

Ordinary Council meetings are held three times per year as determined annually in advance by the Council.

Councillors are required to make every reasonable effort to attend each meeting of the Council, strategic briefing sessions and the committee(s) of which they are a member, and to remain in attendance for the full duration of such meetings. Where attendance, or remaining in attendance for the full meeting is not possible, leave of absence is to be sought, in advance, from the President.

Quorum

The Quorum for a Council meeting, which is not a general meeting, shall be more than one half of the total membership of Council (clause 12.3.1 of the constitution).

The conduct of Executive meetings

Subject to the Constitution, the Executive has its own proceedings regulated by the Council.

Ordinary meetings

Executive meetings are held on a regular basis at least eight times per year, as determined annually in advance by Council.

Executive members are required to make every reasonable effort to attend each meeting of the Executive, and to remain in attendance for the full duration of such meetings. Where attendance, or remaining in attendance for the full meeting is not possible, leave of absence is to be sought, in advance, from the President.

Quorum

The Quorum for an Executive Committee meeting is four members (clause 11.1.4 of the constitution)

Agendas

The agenda for each meeting will be prepared by the Chief Executive Officer and Council Secretary in conjunction with the President.

Agendas will cover matters for information, noting, discussion, decision and disclosure and will also include a review of the status of minuted actions arising from previous Council meetings.

Agenda structure will ensure that the Executive and Council effectively prioritise the most important matters that warrant Council attention.

Council papers

Papers shall be circulated to Councillors 5 working days prior to the Executive or Council meeting.

Minutes

Minutes of Executive or Council meetings are a legal record of the meeting. Draft minutes shall be circulated to the Council by the Council Secretary within 5 working days of the meeting. Councillors shall inform the President and College secretary of any errors or omissions within 5 working days of receipt of the draft minutes.

Access to Council papers

Councillors have a right of access to the Council's documents, including the minutes of meetings and declarations of conflicts of interest, to assist them in performing their duties. Members are permitted to retain their meeting papers but have an obligation to maintain the security of information contained within the papers.

Annual agenda

Council has an annual agenda to cover the work cycle for the College. The annual agenda takes account of the financial planning and reporting cycle, strategic planning, committee reporting and the schedule of reporting on issues of particular interest to the Council.

During the course of the year the Council will address different agenda items, scheduled through a rolling twelve month calendar.

6.3 The establishment and operation of committees

Council may establish:

- committees to advise Council or the Executive; and
- committees to exercise any power or perform any function, or discretion delegated to them by the Council.

Committees contribute to the monitoring of information, reporting and control systems, can facilitate stakeholder input into the Council and can enhance the Council's capacity to make informed decisions. Committees consume administrative resources and shall only be established where there is a clear purpose and benefit for the College.

Council delegates work, not responsibility to committees and;

- committees reporting to Council are normally chaired by a Council member, and all Council committees shall have clear terms of reference incorporating:
 - the committee's composition, which will include an appropriate number of Councillors;
 - specific delegations, if appropriate;
 - procedures for meeting agendas, papers, minutes and reporting to the Council including an expectation that significant issues will be reported back to the Council for noting, discussion and resolution at the next full Council meeting.

Procedures for Council committee meetings shall echo the Council's procedures.

The agendas and minutes of major committee meetings (see Section 10 of this document) shall be available to all Councillors through the relevant e-committee.

Committee meetings shall ideally take place prior to the meeting of the Board to which the Committee reports, to enable adequate board documentation, communication and preparation.

The role, function, resources, performance and composition of each committee will be reviewed on an annual basis as part of the Council assessment process.

The President is automatically a member of any committee or working party and may attend any meeting, propose a motion and vote.

Every Councillor may attend all committees meetings of the College. However, only a designated number of Councillors are formally members of the committee with the capacity to formally vote and propose motions. To ensure that each Councillor's input is appropriately received, any Councillor who is not a formal member of the committee can request the Chair to propose a motion on his/her behalf. The Councillor has the capacity to speak fully to the issue, but is not entitled to vote.

Where a policy or decision by the committee has been sent to Council for noting and Council has sent the decision back to the committee for reconsideration, the stated document shall then be placed on the agenda of the committee at its next available meeting where the Councillor can speak to the reasons why the policy should be reconsidered and if they are not a formal member of the committee then formally propose changes through the Chair of the Committee.

The CEO is automatically an ex officio attendee of any committee or working party.

7 RISK

Council has a responsibility to take steps to ensure that it has a proactive and dynamic approach that results in effective oversight of risk management. Strategy, risk tolerance and risk are inseparable and should be connected in all discussions. The allocation and structure of the College's capital should be visibly aligned with the College's strategy and risk tolerance. The Council holds management accountable for developing a strategy that correlates with the risk tolerance of the College, while developing and maintaining a risk management process.

The risk management process recognises, prioritises, effectively mitigates and responds to risk. Council should maintain an active and alert attitude to emerging and unforeseen risk. This should be attentive not just in the context of negative events, but also by taking into account the changing landscape of opportunities and threats and stakeholder opinions that could alter the effectiveness of the College's strategy or even the viability of the College.

Council may use an audit committee as an important tool to strengthen its capacity in overseeing risk. The responsibility for risk oversight rests with the full Council and Councillors should determine how the work of any audit committee integrates with the Council's discussions on strategy.

8 AVOIDING, IDENTIFYING AND MANAGING CONFLICTS OF INTEREST

8.1 Commitment to avoid conflicts of interest

Councillors shall place the interests of the College above personal interest and the interest of their nominating constituency; they shall not use their position for personal gain.

8.2 Definition

A conflict of interest can be defined as any situation where an individual stands to, actually or potentially, benefit or alternatively be disadvantaged by a particular decision either personally or professionally, to the extent it can reasonably be expected decisions of the person affected may be influenced. Such benefit, or detriment, may be pecuniary or non-pecuniary, direct or indirect. A conflict of interest also exists if a relative, family member, close associate or related business entity has the potential to derive a benefit, or detriment, from a particular decision.

A Councillor, Fellow, committee member, senior officer, staff member and other representative of the College involved in formal business of the College has an interest in a matter before Council, a Committee of the College or other dealings with the College if:

- a. The member, or a person with whom the member is closely associated would, if the matter were decided in a particular manner, receive or have a reasonable expectation of receiving a direct or indirect pecuniary benefit, or suffer or have a reasonable expectation of suffering a direct or indirect pecuniary detriment;

OR

- b. The member or a person with whom the member is closely associated would, if the matter were decided in a particular manner, obtain or have a reasonable expectation of obtaining a non-pecuniary benefit or suffer or have a reasonable expectation of suffering a non-pecuniary detriment.

8.3 Declaring and managing conflicts of interest

If an individual becomes aware that they have, or may have, a conflict of interest in a matter being considered, or about to be considered, they must disclose the nature of that interest as soon as practicable.

Any disclosures will be recorded in the minutes.

The Chair/President will decide on the materiality of the disclosure and whether or not a conflict of interest exists. If the Chair is uncertain, a conflict of interest will be deemed to exist. If the Chair makes a disclosure, the Deputy Chair will make the decision.

The provisions of this policy recognises that Councillors act as directors of the college as a company and that the corporations act specifically provides for all decisions of council (as the board of directors) that:

Directors must give notice of all "material personal interests" in matters relating to the affairs of the college (which may be narrower than a general conflict of interest);

It is not a material personal interest if all directors have the same interest (eg. Fellow of the college);

Notice must be given of the nature and extent of the interest and its relation to the affairs of the college. Notice must be given as soon as the interest arises, or the director becomes aware. A standing notice of all such interests may be given;

An individual with a declared conflict of interest may be present during discussion of an issue provided other members of the meeting are satisfied that the disclosed conflict of interest should not disqualify him or her. An individual with a declared conflict of interest must not be present during a vote on the issue.

(SS. 191-195 Corporations Act – Cth.)

Councillors shall familiarise themselves with the College's Conflict of Interest Policy which outlines their responsibilities regarding Conflicts of Interest.

9 COUNCILLOR SPECIFICATION, SELECTION, APPOINTMENT AND INDUCTION

9.1 Councillor specification

Councillors are appointed by Fellows in accordance with the constitution.

9.2 External Councillor recruitment and candidate assessment

Under clause 9.1.2 of the constitution Council may co-opt independent, external Councillors. Refer to External Representatives on Committees and Boards policy.

9.3 Induction to the Council

Each Councillor appointed to the Council shall be offered a comprehensive induction program. The President, Chief Executive Officer and Council Secretary shall welcome new Councillors and facilitate the induction process. The aim of the induction program is to support the new Councillor to undertake his or her role by:

- making him or her welcome to the College;
- introducing him or her to the Council and the senior management team and enabling him or her to be briefed by the senior management team about their roles and responsibilities;
- providing relevant written information about the history of the College; its employees, strategy and operations; its performance; the composition and role of its Council; the duties and responsibilities of Councillors; the availability of training and support; protective indemnities and insurance; attendance requirements; and remuneration and reimbursement policies and protocols;
- visiting relevant College physical sites and facilities; and
- providing formal governance training.

9.4 Council performance assessment

The Council is committed to regular reflection about its performance and to undertake regular, formal and constructive assessment of the performance of the Council and individual Councillors.

A structured assessment of the Council and individual Councillor's performance shall be completed annually, against performance criteria agreed to by the Council. Periodically, the process will be managed and facilitated by an independent, external specialist. The Council assessment process will lead to a development plan for the continuous improvement of Council effectiveness.

9.5 Stakeholder communication

Every member of the Council shares responsibility to ensure that the necessary information is available to allow intelligent discussion of key communications at Council meetings. The Council is responsible for the communication policy of the College and in particular that:

- the communications policy is sound and credible,
- all stakeholders who have a right to information about the College are kept properly informed,
- effective feedback systems exist,
- early warning of problems can be assured,
- a public relations strategy is in place,
- the processes, plans and capacity exist to deal with a crisis,
- the Council develops, regularly reviews and maintains currency of a Council communications and stakeholder engagement plan.

9.6 Reimbursement of expenses incurred by Councillors

Councillors shall be reimbursed for travel and accommodation costs to attend Council meetings or other authorised meetings as required by Council. Refer to the Travel and Accommodation Policy for daily limits, class of travel and claim process.

Office Bearers and other key Council members of the College who chair specific Council Committees are eligible to claim against an allowance for their office costs conducting College business. Refer to the Entitlements for Councillors in Key Positions Policy.

9.7 Remuneration of Councillors

Councillors may not be remunerated for any service rendered or work undertaken solely in their role as Councillor.

Further information regarding remuneration and reasonable expenses is outlined in clause 13 of the constitution and the Entitlements for Councillors in Key Positions Policy.

9.8 Support provided by the College to Councillors

In support of their role as Councillors the College will:

1. Indemnify Councillors to the full extent permitted by the law.
The College cannot provide indemnity for:
 - a. A liability owed to the College.
 - b. A liability for a pecuniary penalty order.
 - c. A liability arising out of conduct that is not in good faith.
 - d. Legal costs in defending criminal proceedings or actions if liability is established.
2. Provide adequate Councillors and officers insurance.
3. Provide a letter of appointment to the Councillor.
4. Provide a deed of access and indemnity to the Councillor.
5. Provide induction and exit interviews.
6. Provide access to training and development opportunities for Councillors.
7. Provide access to the records of the College on request.
8. Fund external advice on matters relating to their duties where this is agreed with the President and shared with all Councillors.

10 COMMITTEE STRUCTURE AND REPORTING RELATIONSHIPS

Refer to Governance and Committees on the RACS website for governance structure diagram.

The College has 10 committees that report and provide advice to Council :

The standing committees are:

- Appeals Committee
- Awards Committee
- Board of Regional Chairs
- Court of Honour
- Education Board
- Foundation for Surgery Board
- Governance and Advocacy Committee
- Professional Development and Standards Board
- Resources Committee
- Risk Management and Audit Committee

The Committees are supported, in some cases, by sub committees, each of which shall have clear terms of reference, an annual assessment of their effectiveness and reporting relationship to the committee of which they are subsidiary.

11 REVIEW

This charter shall be reviewed every three years.

12 RESPONSIBLE OFFICER

The President is the responsible officer for this charter.

13 AUTHORISATION AND COMMENCEMENT DATE

This charter was approved by the Council.

Date: October 2012

This charter was revised on the following dates:

First revision: October 2014

Second revision: February 2015

Third revision: June 2015

Fourth revision: October 2017

14 NEXT REVIEW DATE

Date: June 2020

Council President