MANUAL

CHAIRING AND PARTICIPATING IN COLLEGE COMMITTEES

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1.   WELCOME MESSAGE FROM THE PRESIDENT

Dear Colleague

Congratulations on your election to a leadership role within the professional association of surgeons. I commend you on your commitment and applaud that your talent and abilities have been recognised. Our College was founded by leaders and its future depends upon the continuing development of effective and successful leaders and decision makers. Your peers have entrusted you with this responsibility.

The role of the RACS Committees is very important to the functioning of the College and its advocacy for surgical standards, education and professional development. Your role should not be underestimated.

This handbook has been created to assist in equipping you to be effective in your role. Whilst it is designed to be of use primarily when you take up your position, you may refer to it periodically as a refresher in "best practice" techniques for chairing and participating in meetings face to face, by video link, teleconference or by circular resolution.

Boards and committees make decisions collectively, but responsibility is individual. Decisions take place in meetings and always involve allocation of resources. Our aim is to make the meetings of RACS' boards and committees as effective as possible.

The Directors, Managers and Staff of RACS are here to support you in your role and many have a great deal of expertise, experience and corporate knowledge that contribute significantly to the work of our committees.

I am also happy to provide advice or guidance whenever I can.

Remember, none of us are born masters of the boardroom. With experience comes confidence and competence. Mistakes are okay! Learning from mistakes is better!

I wish you every success in your role and on behalf of Council thank you for your time and commitment to making our RACS stronger.

John Batten
RACS President

2.   ESSENTIAL ELEMENTS OF EFFECTIVE MEETINGS

- A clear purpose – know why you are meeting.
- Clear objectives which are agreed prior to and confirmed at the commencement of the meeting.
- An agenda which guides focussed discussion and allows for timely outcomes – and which the meeting sticks to.
- A competent respected Chair who is well prepared and who understands the organisation, the participants and the issues – who leads by example and builds an effective team ensuring it has access to timely, relevant information.
- Participants who are informed, prepared and self-aware and who bring openness, mindfulness and independence coupled with diversity of perspective and approach – the right people with the right knowledge and the right skills.
- A respectful and collaborative culture that promotes effective collective participation and contribution and a focus on creating value for the entity.
- Clear agreed outcomes with a committed action plan for next steps, accountability and reporting as necessary.
- Review and reflection with a focus on continuous improvement.

3.   GUIDELINES FOR CHAIRING A MEETING IN PERSON

3.1. Before the meeting and/or general

- Be familiar with the powers, responsibilities and reporting requirements set out in your committee's Terms of Reference, and the relevant parts of the strategic plan.
- A board or committee's Terms of Reference may authorise a small number of members to be an executive which may meet more frequently and make decisions on behalf of the full committee. The agenda and minutes of the executive's meetings should be available to all members.
- A matter may be assigned to a working party to progress, particularly if there is a significant period between meetings. Disband it once its task is completed.
- Work closely with the staff in preparing for the meeting and in finalising follow up actions. Their role is to assist you in prioritising agenda items, allocating discussion time and preparing papers in accordance with correct templates. Discussion time should be commensurate with the importance and complexity of the topic.
- The most important matters for decision are placed at the start of the agenda after standing items. Items for noting are not normally discussed.
- The draft agenda for the next meeting should be prepared by the secretariat in conjunction with the Chair in an appropriate timeframe. To ensure interest and ownership, members should be invited to submit any reports or items for discussion, in addition to those put on the agenda by the Chair. Star items for discussion. Unstarred items are for routine approval or for noting.
- The final draft should be approved by the Chair and circulated to all members no less than 72 hours before the meeting (where meetings are less frequent – e.g. 3 or 4 times per year – the agenda should be available at least 1 week before the meeting).
- The Committee Secretariat will ensure an appropriate venue as well as catering, audio visual requirements and a suitable set up as required.
- Avoid accepting late or tabled papers unless absolutely urgent or critical to the discussion. You may defer any decision to enable members enough time to read and understand the matter.
- Pre-read everything. The Chair should be the most informed person in the meeting.
- Invite people with experience and knowledge to attend the meeting where expertise is required for informed discussion of particular agenda items. Invitees may give a power point presentation and should be prepared to answer questions.
- Arrive early.
- Before starting the meeting ensure all attendees are informed of housekeeping and emergency evacuation procedures.

3.2. During the meeting

- Start on time.
- Request phones to be turned to silent/vibrate.
- Have a pre-determined finishing time and make this clear in the meeting notice, at the commencement of the meeting, and on the agenda.
- Allow time/announce a bio-break or stretch if meeting length warrants it.
- After culturally appropriate greeting/acknowledgement to country, welcoming participants and noting apologies, ask for declaration of conflict of interest with any agenda items. A member with a conflict should not be present when the matter is decided and their declared conflict and non-participation in the decision should be noted in the minutes.
- Start with the minutes from the previous meeting, seeking corrections and voting on their acceptance. Note progress on completion of actions agreed at the previous meeting/s.
- Invite members to star any un-starred item from the published agenda that they wish to discuss.
- If an item is complete and does not require re-visiting, take it off the agenda.
- The Chair should succinctly introduce each agenda item, and seek the meeting's confirmation of the decision reached at the conclusion of discussion.
- The Chair should facilitate discussion, and not dominate or discourage alternative views. If time permits, ensure each member is asked for their view.
- Do not allow individual members to dominate discussion, or allow others to interrupt.
- Deal diplomatically with those taking a "soap box" position. Thank them for their view and indicate that other views need to be considered. Remember the best outcomes are achieved from synthesising diverse views.
- Call on a speaker to finish if they are taking too long or straying from the agenda. Key phrases - such as "in the interest of time, we need to get back to the agenda" or apologise ahead of time that you as Chair may cut people off in order to keep the agenda and meeting on track.
- Look around to see who wishes to speak. Establish an order of speakers but adapt the order if the discussion will be better served by an immediate response to a previous speaker's comments. Remember to call on those who are participating by phone.
- Avoid business without notice. There is a place for "other business" at the end of the agenda. Unless it is a matter for information only, request the item with appropriate background be place on the agenda for a future meeting.
- If a matter is at an impasse, more information is needed or people who are crucial to the discussion are not there the Chair should recommend the item is held over until the next meeting.

3.3. At the end of the meeting – Reflection, Review, "In Camera"

- Good meeting practice includes reflection and review. As a group with all present ask "What could we have done better? What will we do differently/better next time?" As individuals ask "What could I have done better? What will I do differently/better next time?"
- It is usual for boards to have some "in camera time" with no staff present. These are designed to provide an opportunity for discussion, not decision. If decisions arise, then these should be re-presented at a formal meeting where the decision is recorded. It may be appropriate for the Chair/Secretary to keep a note of the discussions, but these are informal notes and not formal minutes. They are effectively the Chair's record of the discussions.
- Boards and committees should regularly, at least annually, review their performance as a team, in the context of "peer review" and in the role of chair.

3.4. After the meeting

- Accurate minutes and actions are very important. Your secretariat should produce these for your review and approval within three working days of the meeting.
- Ensure action items have timelines against them and the secretariat updates progress/completion before including in the next meeting's agenda papers.
- Minutes once approved by the Chair should be circulated to the members (as unconfirmed minutes) ideally within a week of the meeting.

- Follow through on action items with your assigned manager or secretariat, including timely dispatch of correspondence and reports as appropriate.

3.5. Non-attendance by Committee members

RACS acknowledges and appreciates the pro-bono contribution made by Fellows and others who volunteer to undertake college activities. However having volunteered for a committee there is an expectation, and a duty, to maximise your participation in meetings.

It is courtesy for a member to inform the secretariat/Chair of the reason for their apology for a meeting. If a Committee member is consistently absent (i.e. cannot maintain an attendance record of 66% to scheduled meetings), the Chair should speak to them, ascertain the reason/s for the absences and if the person still wishes to be on the committee. Make it clear that their attendance is required as part of their responsibilities.

Individuals should not undertake a committee or board position if they cannot fulfil the responsibilities required of them. If changed circumstances compromise your ability to fulfil your duties please notify your Chair.

The secretariat should maintain a record of members' appointment, terms of office and attendance.

The RACS Constitution governs Council membership.

3.6. Tips for Chairs

3.6.1. In General

- Ensure the committee gets the right information on an issue, avoid what is irrelevant.
- Be aware of biases, group think, potential conflicts of interest and informal creation of a "committee within the committee".
- Have social time together to create and maintain relationships and for the chair to get to know members' areas of interest, strengths, weaknesses.
- Foster good relations with management.

3.6.2. General approach to dealing with any issue

- Consider strategic priorities, policies, budget, risks
- Lay out the problem/s
- Define objective/s
- Generate options
- Evaluate options against objectives
- Select an option
- Monitor and change course if necessary
- Summarise and articulate decisions
- Identify outstanding issues and be explicit about the action required

3.6.3. Qualities of an effective chair

- Establishes a respectful tone and culture
- Knowledgeable about good governance principles and practice and understands the separate roles and responsibilities of governance and management
- Is aware of biases, assumptions and potential conflicts of interest in self and other members
- Understands the committee's tasks and long term goals
- Is diligent and timely in their own meeting preparation and communication with their secretariat
- Good listening and observation skills, insight into personalities, motivation
- Tactful, diplomatic, able to intervene
- Has courage, sensitivity, integrity, dedication, energy, humility, good memory
- Encourages diversity, manages dissent and achieves consensus

- Does not dominate or push own agenda
- Able to use all the skills around the table
- Establishes a suitable degree of informality (especially for teleconferences)
- Ensures good flow of information to the board/committee.

3.6.4. Expectations of participants

- Be prepared – read the information provided before the meeting
- Seek to understand the organisation and the issues
- Contribute actively in discussion, be open to alternatives, challenge as appropriate
- Ensure resource allocation is focussed on outcomes
- Respect others and recognise the importance of diversity and independence of thought
- Be self aware – understand how your behaviours and biases can impact on others and committee outcomes
- Avoid/declare conflicts of interest.

3.7   Expected outcomes from effective meetings

- The Chair sums up what has been agreed and seeks confirmation from all participants.
- Outcomes are clear, concise and reflect discussion and agreed decisions.
- The minutes reflect what has been agreed and are circulated promptly after the meeting.
- Participants approve the minutes as "true and correct" shortly after receipt.
- The approval is ratified at the next formal meeting, signed as true and correct and placed in the minute book.
- All decisions should have an agreed implementation plan with a "due date", a "person responsible" and clear measurable "outcomes".
- The board/committee receives updates on progress of implementation and the achievement of the agreed outcomes.
- Where appropriate, decisions are reviewed and modified if they are not effective.

4.   CHAIRING AND PARTICIPATING IN A TELECONFERENCE

The guidelines for chairing a face-to-face meeting also apply to teleconferences, but additional guidelines are provided. Teleconferences work best if participants have met before face to face, but this is not always possible. Some committees send photos of the members (e.g. Bob is in Auckland, Sandeep is in Brisbane, Sue is in Adelaide).

4.1. Tips for conference calls

4.1.1. Timing

- Avoid scheduling teleconference during meal breaks and late at night
- Start and finish on time
- Teleconferences should be no longer than 60 – 90 minutes. The Chair or secretary should keep an eye on time during the meeting
- If a teleconference is scheduled for 2 hours or more, schedule a bio-break after 60 minutes
- Remember that in summer the time difference between Perth and New Zealand is five hours, so take into account the location of the membership when deciding on the meeting time.
- Ensure instructions for connecting via phone or video link are sent out beforehand
- Give the commencement time in a standard time zone
- Ensure a reminder is sent one day before.

4.1.2. Technology

- Have back up if technology fails i.e. redial in in five minutes if problems

- Have back up chair if Chair is delayed
- Use mute button and ensure participants know how to mute and unmute
- It is RACS policy not to record meetings, so ensure someone is taking minutes.

4.1.3. Protocol

- Participants should be on time
- Call operator or Chair to conduct a roll call at the beginning
- Notify the Chair or secretariat in advance if you need to arrive late/leave early
- If you join late, announce yourself
- Use headphones with a microphone or speak into the headset (not on speaker setting). Turn mobile phones to silent if calling from a landline.
- When unmuting to speak, be aware of the impact of the sound of rustling papers or typing
- Remember to speak into the microphone if in a room with others dialling in
- If the Chair has participants with him/her in person as well as on the phone, the Chair should conduct the meeting with a primary focus on those participating remotely, not those in the room
- The Chair should keep note of who has spoken to ensure all have the opportunity to comment on each topic for discussion/decision
- Participants should be succinct and comment only once on each item
- All participants should speak slowly and clearly
- Participants should introduce themselves and request to speak through the Chair
- If a vote is taken, each member should be asked individually to ensure that their position is understood. Going on the voices is not an option in a teleconference.
- The Chair should summarise decisions and actions after each agenda item.

5. MAKING A DECISION VIA CIRCULAR RESOLUTION

If it is impracticable to hold a meeting or teleconference and a decision is required urgently, the Chair may request the secretariat to electronically circulate a resolution, with necessary background information. Members are given a deadline for reply. Once the necessary positive responses for a quorum have been received, the resolution is passed. The agenda for the next meeting should include for noting the decision and its approval date by circular resolution. If the resolution was not passed the agenda should note that too.

6. RACS STANDING COMMITTEES AND TEMPORARY WORKING PARTIES

For information, the RACS committee structure is on the College website here
These are standing committees ie they are ongoing.

Any standing committee may set up a working party to advise, steer or implement an action or plan. Such groups are temporary in nature and should be disbanded once their work is accomplished, normally within 12 months.

RACS nomenclature uses the term board or committee for standing committees. Groups with a finite life are called working parties.

7. ADDITIONAL GOVERNANCE RESOURCES

Significant governance resources are freely available from the Governance Institute Australia and the Australian Institute of Company Directors via the links below.

https://www.governanceinstitute.com.au/knowledge-resources/

http://aicd.companydirectors.com.au/resources