

RANZCOG Council Charter

1. Council Charter Purpose

This Council Charter articulates the governance roles at RANZCOG and also the roles, responsibilities, structure, and processes of the RANZCOG Council as set out in the RANZCOG Constitution, Regulations and policies.

2. Policy Scope

This policy applies to the RANZCOG Council.

3. Responsibilities

Policy implementation: RANZCOG Council
Policy Authorisation: RANZCOG Council + RANZCOG Board
Policy Maintenance: CEO

4. Governance

The Royal Australian and New Zealand College of Obstetricians and Gynaecologist (RANZCOG) is a company limited by guarantee. RANZCOG operates under a Constitution and a set of Regulations.

4.1 Objectives

The primary objectives of RANZCOG are to:

- Train, assess and accredit doctors in the specialities and sub-specialities of obstetrics and gynaecology in Australia and New Zealand.
- Conduct and support programs of training and education leading to the issue of a fellowship, certificate, diploma or other certification relating to obstetrics and gynaecology.
- Ensure College members undertake continuous professional improvement and participate in effective, ongoing professional development activities.
- Determine and maintain professional standards for the practice of gynaecology and obstetrics in Australia and New Zealand.
- Promote excellence in the healthcare services for women and their families and establish high principles of practice, ethics and professional integrity.
- Advocate on any issue which affects the ability of College members to meet their responsibilities to patients and to the community.
- Provide authoritative advice, information and opinion to other professional organisations, to governments and to the general public in matters relating to women's health.
- Foster and promote cooperation with organisations which have objectives similar to the College in Australia, New Zealand, Asia/Pacific and in the wider international arena.

- Facilitate obstetric and gynaecological medical education provision and medical aid support to developing nations

4.2 Vision and Mission

The Board and Council set the vision and mission of RANZCOG, within the objective and principles set in the Constitution. These are set and reviewed as part of the strategic planning process every three years.

VISION: Delivery of excellence and equity in women's health

MISSION: To be the leader in education, training and advocacy in obstetrics and gynaecology

4.3 Organisation Values

Advocacy – We are a leading voice for equity, social justice, policy and fairness.

Education – We embrace the opportunity to learn, share knowledge and experience through innovation, discovery, and research.

Excellence – We are committed to performance at the highest standard, in our work, training, research and support.

Integrity – We act honestly, ethically and with accountability with everyone, and in everything we do.

Kindness – We act with compassion and care towards ourselves, and one another

Respect – We expect, and promote, inclusivity, valuing individual rights, beliefs and choices.

5. The Role of the Council

The Council of RANZCOG is established by the RANZCOG Constitution. The Council has general oversight of the policy and strategic planning of the College, and may advise the Board on all matters relating to policy and strategic planning of the College from time to time.

The key functions and responsibilities of the Council are:

- to approve the College's strategic plan, as recommended by the Board;
- to approve regulations and the amendment of regulations pertaining to the broad structure of the training program leading to the award of Fellowship of the College;
- to elect Elected Board Directors in accordance with the Constitution and any applicable Regulations;
- to appoint the Community Representative on Council; and
- to approve Women's Health Committee Statements

6. Composition of Council

The Council consists of 22 Councillors who are financial Fellows elected pursuant to the Constitution and Regulations and comprises:

- 1 Fellow resident in the Australian Capital Territory;
- 4 Fellows resident in New South Wales;
- 2 Fellows resident in New Zealand;
- 3 Fellows resident in Queensland;
- 2 Fellows resident in South Australia or the Northern Territory (to represent both places);
- 1 Fellow resident in Tasmania;
- 4 Fellows resident in Victoria;
- 2 Fellows resident in Western Australia;
- 2 Regional Fellows;

- 1 Māori Fellow resident in New Zealand
- The Board Directors of the College;
- the Immediate Past-President;
- the Chair of the Diplomates Committee;
- the Chair of the Trainees' Committee;
- the Chair of the Aboriginal and Torres Strait Islander Women's Health Committee;
- the Chair of He Hono Wāhine; and
- a Community Representative, appointed by the Council.

6.1 Council Representatives (non-voting)

Other member and external representatives that attend Council meetings in non-voting roles are:

- National Association of Specialist Obstetricians and Gynaecologists (NASOG) representative
- Subspecialties Representative (Deputy Chair of the Subspecialties Committee)
- Subspecialties Committee Representative: a position shared by the Subspecialty Committee Chairs as detailed in the *Subspecialties Committee Representative (non-voting) Position Statement*
- Trainee Committee Representative (Deputy Chair, Australia)
- Trainee Committee Representative (Deputy Chair, New Zealand)

7. Term of Office

The duration of each Council is two (2) years commencing from the start of the Annual General Meeting at which new Councillors are declared elected in an Election Year.

Constitution clause 9.4 states:

- A Councillor who is not elected as a Board Director shall not serve more than three (3) consecutive terms but may subsequently stand for election as a Councillor two (2) or more years after he/she has ceased to be a Councillor.
- A Councillor who has served his/her two-year term of office as prescribed in subclause 9.4.1 shall retire from office at the second Annual General Meeting held after that Councillor is declared elected provided that any retiring Councillor shall be eligible for re-election subject to subclause 9.4.2.
- A retiring Councillor shall be entitled to act as a member of the Council at the meeting at which he/she retires.

8. Election of Councillors

The procedure for the nomination of persons for election to the Council and the procedure for the election of Councillors will be conducted according to the Regulations approved by the Board.

8.1 Non-Elected Councillors

There are currently the following non-elected positions on each Council:

- Immediate Past-President (voting rights)
- Chair Diplomates Committee (voting rights)
- Chair Trainees' Committee (voting rights)
- the Chair of the Aboriginal and Torres Strait Islander Women's Health Committee (voting rights)
- the Chair of He Hono Wāhine (voting rights)
- Community Representative (no voting rights)

Each of these positions has their own terms and conditions and individual appointment documents (RANZCOG Constitution; *Community Representatives on RANZCOG Council and Committees Policy and Procedure*) and should be referred to in regard to their appointment/representation.

The Immediate Past-President is only able to serve one two-year term immediately following their Presidential term or in the case of a President continuing on for another term, a second two-year term.

The other non-elected positions can be appointed up to a maximum of three terms (three 'two-year' terms) if eligible to do so by way of their appointment to the position that they hold.

8.2 Removal of Councillors by general meeting of the College

Constitution clause 9.5 states:

- A Councillor may be removed from office by ordinary resolution of a general meeting of the College.
- If a Councillor is removed from office by ordinary resolution of a general meeting of the College, that meeting may appoint another Fellow to fill the vacancy created for the remaining term of the Councillor who was removed from office.

8.3 Termination of office of Councillors

Constitution clause 9.6 states that the office of a Councillor becomes vacant if the Councillor:

- resigns that office by notice in writing to the College;
- ceases to be a member of the College, except in the case of the Community Representative;
- is absent from two consecutive meetings of the Council (other than meetings of Council called on less than 48 hours' notice) without leave of absence);
- becomes an employee of the College;
- is directly or indirectly interested in any contract or proposed contract with the College and fails to declare that interest in the manner required by the Corporations Act (or at the first meeting of the Council after the relevant facts have come to the Councillor's knowledge) and the Council determines that the Councillor should no longer be a Councillor;
- is removed from office under Constitution clause 9.4.1;
- becomes bankrupt;
- becomes a person whose estate or person is liable to be dealt with in any way under the law relating to mental health or disability; or
- is prohibited or disqualified or otherwise prevented from being an officer or director of an organisation under the Charities Act, the Tax Act or any other applicable law.

9. Council Meetings

9.1 Notice of Council Meetings

At least 24 hours' notice of a meeting of the Council must be given to each Councillor specifying the place, time and date of the meeting and the general nature of items to be discussed.

Shorter notice may be given if at least 75% of the Councillors agree or if the President considers that the business of the meeting is urgent.

The Secretary (the Chief Executive Officer) must convene a meeting of Council on the requisition of the President or any two Councillors.

Notice is to be given in writing and may be sent by mail (post service), facsimile or electronic mail.

9.2 Frequency of Meetings

Council will meet three times per year – March, July and November – at College Place, Melbourne or online.

9.3 Meeting Attendance

A meeting of the Council may be held with one or more of the Councillors taking part by telephone or other means of audio or audio-visual communication and when each of the Councillors participating in the communication is able to read the written contributions or hear each of the other participating Councillors. A meeting of the Council may only be held in this manner where all of the Councillors (other than any Councillor on leave of absence) have access to the communication facilities to be used for the meeting.

Councillors are required to request a leave of absence from the President as Chair, and advise the Council Coordinator, if they are unable to attend a meeting

9.4 Quorum

The quorum necessary for the transaction of the business of the Council is one half of the total membership of the Council unless the Council resolves that a greater number shall constitute a quorum.

If at any time the number of Councillors is less than a quorum the Council may meet only for the purpose of filling any casual vacancies or for calling a general meeting of members.

The Council may act notwithstanding any vacancy on the Council.

9.5 Chair

The President shall take the Chair at all meetings of the Council.

If the President is not present at any meeting of the Council within fifteen minutes after the time appointed for holding the meeting the Councillors present shall elect a Vice-President to be Chair of the meeting.

9.6 Chief Executive Officer

The Chief Executive Officer, as College Secretary, or their nominee as agreed jointly with the President, must attend all meetings of the Council and keep a record of the proceedings of the meetings.

The Chief Executive Officer is entitled to speak at all Council meetings but does not have the right to vote at meetings.

9.7 Reports to Council

As elected representatives of Australian States and Territories and New Zealand and committees, Councillors provide a written report of activities and issues relevant to a committee or jurisdiction.

Verbal reports, if required, are to be kept between 3 to 5 minutes, with only key points from a committee/region being presented. If there is no new information to that already covered in a written report, it is favourable for a report to be taken as read. This will then allow an opportunity for further discussion on matters of specific interest or importance.

9.8 Voting

All members of the Council have voting rights except for the Community Representative. (Constitution clause 9.1.2)

Questions arising at a meeting of the Council shall be decided by a majority of votes of Councillors present and voting. A decision by a majority of the Councillors present and voting is for all purposes a decision of the Council.

The Chair of the meeting has a casting vote in addition to a deliberative vote where there is an equality of votes.

9.9 Written Resolution

A written resolution signed or approved by electronic mail by all Councillors (other than any Councillor on leave of absence) is taken to be a decision of the Councillors passed at a meeting of the Councillors duly convened and held.

The written resolution may consist of:

- several documents in like form, each signed by one or more Councillors and, if so signed, takes effect on the last date on which a Councillor signs one of the documents; or
- the printed record of several electronic mail messages each indicating the identity of the sender, the text of the resolution and the sender's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect on the date on which the last Councillor sends such a message.

9.10 Meeting Papers – Agenda and Minutes

9.10.1 Agenda

Requests for agenda items/reports for a Council meeting should be sent to Councillors 21 days prior to the scheduled meeting date.

All Council agenda items must be forwarded to the Committee Coordinator by close of business 14 days prior to the next scheduled meeting. The Chair has the right to refuse to list an item on the formal agenda, but Councillors may raise an item under 'Other Business' if necessary and as time permits.

The Council agenda and meeting papers will be distributed to all Councillors at least seven (7) working days prior to the next scheduled meeting.

9.10.2 Standing Agenda Items

Standing Agenda Items for each meeting are:

- Welcome and Acknowledgement of Country
- Apologies
- Declaration of Conflict of Interests (Register of Interests to be tabled)
- Confirmation of Minutes of last meeting
- Review of Action Items
- Governance Report: Board Update + RANZCOG Submissions
- Announcements and Notifications: Obituaries + Notices of Death
- President's Report
- CEO's Report
- Strategic Discussions
- Committee Reports:
 - Te Kāhui Oranga o Nuku
 - Women's Health Committee:

- Councillors are provided access to statements and guidelines, that were approved by WHC at their previous face-to-face meeting, via eSCRIBE at least four weeks prior to the Council meeting.
- Feedback received during this consultation period is considered by the WHC before the documents are recommended to Council for approval in the Council meeting papers.
 - Example timeline: Statements approved at the July WHC Meeting are provided to Council in October for consultation, and then submitted for final approval at the November meeting.
- Aboriginal and Torres Strait Islander Women’s Health Committee
- Conjoint Committee for the Diploma of Obstetrics and Gynaecology
- Continuing Professional Development Committee
- Diplomates Committee
- Education and Assessment Committee
- Education Standards Committee
- Finance Audit and Risk Management Committee
- Gender Equity & Diversity Working Group
- Global Health Committee
- Historical Collections Committee
- Jean Murray Jones Bequest Oversight Committee
- RANZCOG Women’s Health Foundation
- Regional Fellows Committee
- Specialist International Medical Graduate Assessment Committee
- State & Territory Committees:
 - Reports of recent activities
 - Verbal Report if required: key issues to be presented
- Subspecialties Committee
- Trainees Committee
- Training Accreditation Committee
- RANZCOG Consumer Network
- NASOG Representative Report
- Other Business
- Items for discussion at next meeting
- Date of next meeting
- EXHORTATION from the President

9.10.3 Minutes

Accurate minutes will be kept of each meeting. The minutes may be confined to a report of the resolutions of the Council and any recommendations.

Draft minutes are to be completed no later than 10 working days following each meeting and forwarded to the President as Chair for approval. It is expected that the Chair of the meeting will approve the meeting minutes within five (5) working days upon receipt.

The draft minutes and action list will be provided to all Councillors no later than 15 working days following the meeting.

The minutes will be submitted to Councillors for ratification at the next meeting of the Council. The President as Chair, at the next meeting, will sign the minutes to certify that they are a true and correct record of the proceedings of the meeting.

10. Role of Individual Council Members

10.1 Council Member Role and Responsibilities

Council Member Roles and Responsibilities include to:

- Keep informed about the continuing activities of RANZCOG;
- Be familiar with the RANZCOG Strategic Plan and to review and maintain the Strategic Plan;
- Be informed about the RANZCOG Constitution, College statements, College Regulations, College policies and procedures and other published documents relevant to the College, the Council and any committees on which they serve.
- Be informed on matters which affect the College both externally and internally;
- Accept appointment to one or more College committees and be actively engaged in the work of Council, committees and working parties to which they are appointed.
- Attend Council meetings;
- Attend other committee meetings to which a Councillor is appointed;
- Attend RANZCOG Annual Scientific Meeting (ASM);
- Attend at least four meetings of the Te Kāhui Oranga ō Nuku or relevant Australian State and Territory committee during the Council term to act as the conduit of matters to and from the RANZCOG Council and that committee;
- Liaise regularly with Fellows, Members, Trainees and Diplomates in their electorate and bring relevant matters to the notice of the Te Kāhui Oranga ō Nuku or relevant Australian State and Territory committee and the RANZCOG Board or other College committees;
- Attend the President's At Home (three times per year);
- Attend an annual formal Council Dinner;
- Declare potential conflicts of interest

10.2 Code of Conduct

The Councillor Code of Conduct is described in the Code of Conduct which is a statement of the standard of professional and social behaviour expected of our membership and College Staff as we interact with each other and with others in undertaking the work of the College. The Code also functions to inform service providers and external individuals serving on a RANZCOG body of the culture that underpins our day-to-day work.

10.3 Confidentiality

As described in the *Confidentiality Policy - Board, Council & Committees*, Councillors agree that all material received is treated with confidentiality.

At no time must a Councillor, past or present, use confidential information obtained during his or her time on the Council for personal or professional advantage or to disadvantage or potentially disadvantage RANZCOG in commercial or other relationships. Current and former Councillors can list their service on the Council and its Committees in relevant personal and professional documentation.

10.4 Conflict of Interest

In line with the *Conflict of Interest Policy*, the Council places great importance on making clear any existing or potential conflicts of interest. All such conflicts of interest shall be declared by the Councillor concerned on the Declaration of Interest form and documented in the Council Register of Interests.

10.5 Remuneration

It is the policy of the College to provide certain entitlements and allowances to Councillors in accordance with the *Allowances Payable Policy for Board members, Councillors and Committee Chairs*.

11. Role of Community Representative

The Community Representative is to provide a consumer’s perspective on matters considered by the Council in relation to women’s healthcare in Australia and New Zealand. Their appointment and responsibilities are detailed in the *Position Description for Community Representative on RANZCOG Council* and the *Consumer, Community and Other External Representatives on RANZCOG Council and Committees Appointment and Remuneration Policy*.

12. Policy Documents

- RANZCOG Constitution
- Allowances Payable Policy for Board members, Councillors and Committee Chairs
- Code of Conduct
- Consumer, Community and Other External Representatives on RANZCOG Council and Committees Appointment and Remuneration Policy
- Conflict of Interest
- Confidentiality
- Regulation A12: Election of RANZCOG Councillors
- RANZCOG Committees Delegations, Reporting and responsibilities
- RANZCOG Committees Chart
- Position Description for Community Representative on RANZCOG Council
- Privacy
- Strategic Plan
- Subspecialties Committee Representative (non-voting) Position Statement
- Travel and Accommodation
- Retired Policies: Content from retired policies is now included in the Council Charter:
 - Council Members’ Duties and Responsibilities
 - Order of Business – Council Meetings
 - Standing Orders of the RANZCOG Council

13. Council Charter Review

Version	Date of Version	Pages revised / Brief Explanation of Revision
v1	November 2019	
v2	November 2021	

Policy Version:	Version 2
Policy Owner:	RANZCOG Office of the President and CEO
Policy Approved by:	RANZCOG Board
Review of Policy:	As required or no later than November 2023