

# TERMS OF REFERENCE

---

## Title of Committee

RANZCOG Women's Health Foundation

### 1. Reporting

The RANZCOG Women's Health Foundation of the Royal Australian and New Zealand College of Obstetricians and Gynaecologists (RANZCOG) shall report directly to the RANZCOG Board quarterly, following each RANZCOG Women's Health Foundation Committee meeting.

### 2. Date of Establishment

The RANZCOG Foundation Management Committee (RFMC) was established in May 2014. In July 2017, the RANZCOG Board approved a change of name to the RANZCOG Women's Health Foundation Board. In March 2019, the RANZCOG Board approved a change of name to the RANZCOG Women's Health Foundation.

### 3. Functions and Responsibilities

The RANZCOG Board has given the RANZCOG Women's Health Foundation the responsibility to oversee philanthropic activities on behalf of RANZCOG in accordance with *RANZCOG Constitution* clause 14 *College Foundation*. The RANZCOG Women's Health Foundation's remit includes:

- Women's Health research;
- Global Health initiatives;
- Aboriginal and Torres Strait Islander Women's Health initiatives and Māori Women's Health initiatives;
- Preservation of College History; and
- Other priority areas outlined in the RANZCOG Strategic Plan and Foundation Fundraising plan.

The RANZCOG Women's Health Foundation will undertake the following functions:

- ensure the RANZCOG Women's Health Foundation and its activities are well promoted amongst the College membership and the wider community;
- Foster contributions to, the RANZCOG Women's Health Foundation from College members, medical practitioners, government, industry, other philanthropic organisations and the community generally; and manage the funds of the RANZCOG Women's Health Foundation in accordance with approved policy and subject to its Terms of Reference;
- oversee the management and disbursement of the funds of the RANZCOG Women's Health Foundation and ensure that a sufficient corpus is maintained to support the Foundation's activities in a sustainable manner;
- provide strategic direction for the Foundation and ensure the good governance of the Foundation;
- receive and review reports from recipients of RANZCOG Women's Health Foundation funding, or College Committees overseeing specific projects/activities supported by RANZCOG Women's Health Foundation funds;
- provide advice to the RANZCOG Board on policies relating to the RANZCOG Women's Health Foundation;

- invite and assess applications for funding in accordance with relevant College policies;
- approve Scholarships and Fellowships offered under the RANZCOG Women's Health Foundation; and
- approve changes to process, conditions or documentation relating to Scholarships and Fellowships.

The RANZCOG Women's Health Foundation shall report and/or make recommendations to the RANZCOG Board following the processes described in these Terms of Reference and in relevant RANZCOG Regulations and polies).

#### 4. Membership

The RANZCOG Women's Health Foundation will comprise of RANZCOG representatives, and one (1) external Consumer Representative who will provide guidance on all RANZCOG Women's Health Foundation matters and one (1) Historical Collections Committee representative. All appointments will be made in consultation with the President.

All Foundation membership appointments are to be endorsed by the RANZCOG Board. All appointments will be for a period of two (2) years from the commencement of the Twelfth RANZCOG Council and in accordance with RANZCOG Policy *Tenure of Appointment to RANZCOG Committees and External Bodies*. Members who serve the maximum terms will be eligible for reappointment to the RANZCOG Women's Health Foundation following an absence of one two-year term.

The RANZCOG representative membership of the RANZCOG Women's Health Foundation shall comprise:

- One (1) Board member who is also the Chair;
- One (1) representative of the RANZCOG Research Grants Committee;
- One (1) representative of the RANZCOG Global Health Committee;
- One (1) representative of the RANZCOG Aboriginal and Torres Strait Islander Women's Health Committee;
- One (1) Diplomate member;
- One (1) representative of the Historical Collections Committee;
- One (1) FRANZCOG Trainee; and
- One (1) Consumer Representative.

The Foundation may co-opt members for a specific purpose and set timeframe. All co-opted member appointments are to be approved by the President and RANZCOG Board.

Ex officio members are:

- RANZCOG President; and
- RANZCOG CEO.

All RANZCOG Women's Health Foundation members (including Ex-officio) shall have full voting rights.

By accepting the invitation to be a member of the Foundation, individual members must comply with the RANZCOG Code of Conduct and conduct themselves in a manner that reflects the standards of professional and ethical behaviour expected by the College, and agree to abide by the following College policies, procedures and guidelines:

- *Attendance Policy and Procedure for Members of RANZCOG Bodies;*
- *College Organisational Values;*
- *Confidentiality Policy: Board, Council and Committee;*
- *Conflict of Interest Policy; and*
- *Conduct of Meeting Policy and Procedure.*

## 5. Management and Coordination

Management of the day-to-day operations of the RANZCOG Women's Health Foundation will be undertaken by RANZCOG through a nominated staff member.

## 6. Chair

The Chair and Deputy Chair shall be appointed for a period of two (2) years by the RANZCOG Board on the recommendation of the President. Where possible, the Chair shall be an existing member of the Committee. The Chair can serve the maximum of two (2) two-year terms subject to any additional provisions specified in the *Tenure of Appointment to RANZCOG Committees and External Bodies Policy*, as well as clause 10.4 of the RANZCOG Constitution, which governs the term of office of RANZCOG Board members.

The Chair shall have delegated authority to deal with Committee matters of a routine and administrative nature. Matters dealt with by the Chair will be tabled at the next meeting of the Committee.

The following matters will be considered by the full Committee: matters on which no precedent has been established; matters of Policy; new issues; specific referral matters; and matters that require the benefit of the full Committee discussion.

Where the Chair is unable to act due to conflict of interest or otherwise, the Deputy Chair shall assume the role of Acting Chair, with the full powers of the Chair, until the Chair is able to return to the position or the RANZCOG Board appoints a new Chair.

## 7. Quorum

The number of members required for a formal meeting to proceed is half of those members eligible to vote plus one. Ex-officio members can be included in the quorum if in attendance at a meeting. If ex-officio voting members are not in attendance, then they do not need to be included in the number required for a quorum.

If a quorum is not present, a meeting may still go ahead, with written notes recorded. Should a recommendation arise under these circumstances, the recommendation and notes must be disseminated ('flying recommendation') to all RANZCOG Women's Health Foundation members, requesting them to indicate their support or objection to the recommendation. For the recommendation to be effective, a quorum must have voted on it. At the subsequent meeting, all 'flying recommendations' and their outcome must be formally minuted.

Any questions arising from meetings shall be decided by a majority of votes of the members present and voting on that question. In the event of a motion with equal votes 'for' and 'against', the Chair will have a second or casting vote in addition to their deliberative vote as a member of the RANZCOG Women's Health Foundation.

## 8. Observers and Visitors

Observers and visitors must have received the prior permission of the Chair to attend meetings. Observers and visitors must leave the meeting if any matters are to be considered 'in camera'.

## 9. Meeting Papers – Agenda and Minutes

- Requests for agenda items/reports may be sent to the RANZCOG Women's Health Foundation members 21 working days prior to the meeting date.

- All agenda items may be forwarded to the RANZCOG Women's Health Foundation Coordinator, by close of business 14 working days prior to the next scheduled meeting. The Chair has the right to refuse to list an item on the formal agenda, but members may raise an item under 'Other Business' if necessary and as time permits. The agenda and meeting papers will be distributed at least seven (7) working days prior to the next scheduled meeting. Accurate Minutes will be kept of each meeting. The Minutes may be confined to a report of the resolutions and any recommendations.
- Draft Minutes are to be completed no later than ten (10) working days following each meeting and passed to the Chair for approval. It is expected that the Chair of the meeting shall approve the Minutes within five (5) working days upon receipt.
- The draft Minutes and Action List shall be provided to all RANZCOG Women's Health Foundation members no later than 15 working days following the meeting.
- Recommendations/Reports to the RANZCOG Board are to be prepared by the RANZCOG Women's Health Foundation Coordinator, in conjunction with the Chair and presented to the next meeting of the RANZCOG Board.
- The Minutes shall be submitted to the RANZCOG Women's Health Foundation members for ratification at the next meeting.

By agreement of the RANZCOG Women's Health Foundation, out of session decisions will be deemed acceptable. Where agreed, all out of session decisions shall be recorded in the Minutes of the next scheduled meeting.

## 10. Frequency of Meetings

The RANZCOG Women's Health Foundation shall meet four times a year however, the Chair, or other RANZCOG Women's Health Foundation members through the Chair, may call meetings as considered necessary.

Any additional meetings may be conducted via teleconference or videoconference or electronic means for the purposes of carrying out its functions.

## 11. Review of Terms of Reference

Terms of Reference should be reviewed every two (2) years.

## 12. Approval Process and Date for Next Review

Version	Date of Version	Pages revised / Brief Explanation of Revision
v1	May 2014	Creation
v2	October 2017	
v3	April 2019	Changes to functions and responsibilities
v4	March 2021	Name change to RANZCOG Women's Health Foundation
v5	September 2021	Changes to Committee Composition
v6	May 2022	Addition of HCC member and preservation of College History
v7	April 2023	Updated in accordance with ELT approved global change re Chair maximum tenure

Policy Version:	Version 7
Policy Owner:	Innovation Learning and Quality Assurance
Policy Approved by:	RANZCOG ELT (reviewed by Governance & Legal)

Review of Policy:

April 2025