

Division	CEO and Governance	Ref. No.	TOR-1114
Department	President and Council Support		
Title	RACS Constitutional change working group		

1. PURPOSE AND SCOPE

This policy defines the Terms of Reference for the Royal Australasian College of Surgeons (RACS) Constitutional change working group (The Working Group).

2. KEYWORDS

Terms of reference, constitution, governance

3. BODY OF POLICY

At the October 2023 Council meeting, Council agreed to the separation of financial and legal responsibilities and roles of council and board.

An independent review (Peter Joyce report) of the causes of the financial situation at RACS was undertaken in early 2024 and confirmed the critical importance of having a skills-based governance Board made up of independent external persons with the requisite experience in finance, governance and management. These findings supported the need for the proposed governance changes and at the February 2024 Council meeting, Council approved the revised Constitution and next steps, including taking the proposed changes to a vote of the RACS membership.

A notice of the proposed constitutional alteration, including a ballot of Fellows was issued to the membership on 8 March 2024. Subsequent feedback from key stakeholder groups led to the decision to pause the process in order to align feedback and undertake further due diligence regarding the proposed changes.

3.1. Responsibilities

The responsibilities of the Working Group include:

- Consider feedback from key stakeholder group and develop responses, including impact on amendments to constitution
- Consider legal and other forms of advice presented in relation to proposed constitutional changes
- Monitor communications plan, including opportunities for engagement with key stakeholder groups
- Develop strategic plan for transition and implementation of governance changes.

3.2. Composition and Size

Membership:

- RACS President (Chair)
- RACS Vice-President
- RACS Council Independent Expert Community Advisor (AU)
- RACS Recovery Committee Expert member (governance)
- Member RACS Court of Honour
- RACS CEO
- Up to 3 additional independent FRACS at Committee's discretion

In Attendance

- Council Secretary
- A minimum of two members will be from Aotearoa New Zealand.

Additional members with specific expertise may be invited to provide advice, as required.

TERMS OF REFERENCE**ROYAL AUSTRALASIAN COLLEGE OF SURGEONS**

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3.3. Meetings

Meetings will be convened by videoconference, as required.

3.4. Tenure of Working Group

The Working Group will be convened until such a point as no longer required to support the constitutional change process and transition of the College. At this point and as directed by the Council Executive, the Working Group will be dissolved.

3.5. Quorum

A quorum shall be a voting majority of the membership of the Working Group.

3.6. Accountability and Reporting Structure

The Working Group will report to the Council Executive.

Approver- Authoriser: Council Executive