



<b>1.</b>	<b>POLICY TITLE</b>	<b>RACGP FOUNDATION BOARD – TERMS OF REFERENCE</b>
<b>1.1</b>	<b>Policy number:</b>	<b>CO-O-046.1</b>
<b>1.2</b>	<b>Category:</b>	<b>Organisational</b>
<b>1.3</b>	<b>Approval date:</b>	<b>12 November 2010</b>
<b>1.4</b>	<b>Revision due date:</b>	<b>November 2013</b>
<b>1.5</b>	<b>Unit responsible</b>	<b>RACGP Foundation, Practice Innovation &amp; Policy</b>

## **2. POLICY DECLARATION**

This policy describes for Members and Staff the Terms of Reference for the RACGP Foundation Board.

## **3. BACKGROUND**

The Council of the College established the **RACGP Foundation** to assist fostering positive change in general practice in order to improve the health of all Australians through undertaking initiatives allied with:

- attracting and disseminating funds in support of projects identified as satisfying certain criteria, including supporting research and researchers in general practice through the provision of scholarships, grants and prizes to general practitioners; and
- overseeing promotion of, and investment in, ideas and events that improve access, quality, education, research and public policy that result in a measurably healthier Australian population.

The RACGP Foundation has grown from the amalgamation of the *Research Foundation* and *The Friends of the College* who have joined together to form the RACGP Foundation.

The following terms set out clearly the establishment of the RACGP Foundation Board and its membership, responsibilities and proceedings.

### **Authority**

This document has the force of a Regulation made by Council in accordance with clause 70(b)(v) of the Constitution and replaces all prior Regulations dealing with the same subject matter other than those contained within the Faculty Regulations and the Standing Orders.

### **Establishment**

The RACGP Foundation Board (**Board**) is established as an Advisory Board in accordance with clause 91 of the Constitution. Whilst the Board is ultimately responsible to Council, it shall in first instance report to the Chief Executive Officer (**CEO**).

### **Membership**

Membership of the Board shall be honorary and shall comprise of no more than six persons (there being no power to co-opt additional members), namely:

- (a) the President for the time being of the College who shall chair meetings in the manner detailed in these Terms of Reference; and
- (b) the Chair for the time being of the College's National Standing Committee – Research; and
- (c) a Patron of the Foundation who may from time to time be appointed (and removed) by Council (taking into account, but not being bound by, the recommendations of the President); and
- (d) not more than two additional members (who are not required to be from amongst the Fellows) who may from time to time be appointed (and removed) by Council for a maximum period of three years (with ability to be successively reappointed) taking into account experience relevant to matters likely to require decision by the Board in disciplines such as research, marketing, fundraising and finance, together with, but not being bound by, the recommendations of the President; and
- (e) not more than one additional member who may from time to time be appointed (and removed) by Council for a maximum period of three years (with ability to be successively reappointed) from amongst the Fellows (taking into account, but not being bound by, the recommendations of the President).

Every member of the Board shall comply at all times with the **RACGP Code Of Conduct For College Representatives And Appointees To Faculty Boards, College Committees And Other Advisory Bodies** and must, in particular:

- [i] Work at all times within the strategic and policy directions of the College; and
- [ii] Be equally accountable and responsible for acting according to the principles associated with being a member of the Board; and
- [iii] Act at all times in good faith in the interests of the College; and
- [iv] Promote a favourable image of the College.

### **Responsibilities**

The role of the Foundation, through its Board and staff, is to seek donations, bequests and in-kind support through approaches to members of the College, corporations, government, trusts, foundations and others and disseminate funds through the award of scholarships, grants and prizes to general practitioners and other persons in support of research, educational, and other projects identified as fostering a positive change in general practice with the overall objective of improving the health of all Australians.

In fulfilment of its role the Foundation shall contribute to the strategic plan of the College by:

- promoting quality general practice
- supporting excellence
- celebrating our profession
- advocating for general practice
- meeting Members' needs
- working together
- strengthening our organisation.

The Board shall perform its role by (in compliance with all relevant College policies):

- developing and maintaining appropriate policies and guidelines for:
  - Identifying suitable organisations and individuals from whom the Foundation will seek and accept donations, bequests and in-kind support;
  - Raising awareness of the Foundation with a view to attracting donations, bequests and in-kind support and viable projects; and

- Approving suitable projects and awarding of scholarships, grants and prizes.
- establishing and maintaining, by empowering through appropriate policies and guidelines, delegation to sub-committees to be constituted and managed as from time to time resolved to offer advice and assistance in particular specialist activities under the name or style:
  - Foundation Fundraising Committee;
  - National Research Awards Committee; and
  - Such others as from time to time resolved by the Board and approved by Council.
- adopting such other strategies , procedures and policies as it sees fit.

Within this framework, the Board shall develop effective and sustainable policies to promote a research continuum that builds the capacity of general practitioners to improve the health of all Australians by:

- mentoring and nurturing new primary health care professionals, both domestic and international
- providing independent advice to general practitioners and other primary health care professionals working in rural and remote Australia with particular attention to the health, medical and education needs of Aboriginal and Torres Strait Islander people
- raising Members' and community awareness in the activities of the Foundation
- enhancing and expanding links with like-minded organisations and programs to improve opportunities for the general practice community
- increasing awareness and understanding among the Australian and general practice community of the outcomes and benefits of general practice research
- providing corporations, Members and the public with an opportunity to support Australian general practice and primary health care research
- providing a secure and ethical structure to direct funds to RACGP members who wish to undertake projects that lead to improvements in the health and wellbeing of individuals, families and/or the community
- providing the oversight of all phases of the Foundation grants and awards
- raising awareness of the importance of general practice research and supporting the funding of general practice research
- encouraging more general practitioners to conduct research and the dissemination of findings of general practice research, and their translation into health outcomes
- attracting funds and in-kind support to encourage a range of different projects
- attracting and supporting research and researchers in general practice through the provision of:
  - scholarships
  - grants
  - prizes.

### ***Proceedings of the Board***

#### **(a) Conduct Generally**

The Board will meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that:

- (i) meetings of the Board shall take place at least once every six months or as otherwise requested by the President or at the written request of at least three members;
- (ii) meetings may, according to the needs of the business to be transacted and with approval of the President, be held face to face or by means of a teleconference, webinar, closed circuit television or other communications equipment allowing all persons participating in the meeting to hear each other at the same time. Any members of the Board participating in such a meeting shall be deemed to be personally present at the meeting;
- (iii) not less than 7 days' notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and hour

of each meeting shall be given to all members of the Board accompanied by an agenda of business proposed to be discussed at the meeting;

- (iv) questions or motions arising at any meeting of the Board shall be decided by a majority of votes of those personally present (substitutes, alternates and proxies not being permitted), and a determination by a majority of members of the Board at a meeting at which a quorum is present shall for all purposes be deemed to be a resolution of the Board. In case of an equality of votes, the Chair of the meeting or anyone else at the meeting shall not have a second or casting vote and the question or motion shall not be carried;
- (v) the CEO, the General Manager Practice Innovation and Policy, the General Manager Membership and Marketing, the Foundation Manager and any member of the Council shall be entitled to attend any meeting of the Board provided always any member of the Council who is not a member of the Board but who attends a meeting of the Board shall be entitled to vote at the meeting as if he or she were a member of the Board, but shall not be counted in a quorum for the purposes of paragraph (vi);
- (vi) the quorum necessary for the transaction of the business of the Board shall be 3 including the President or the Chair of the National Standing Committee - Research;
- (vii) the continuing members of the Board may act notwithstanding any vacancy in the Board, but only so long as its number is not reduced below the number fixed by paragraph (vi) as the necessary quorum of the Board;
- (viii) the President, and in the absence of the President, the Chair of the National Standing Committee - Research, shall be entitled to preside as Chair at any meeting of the Board, but if at any meeting neither President nor Chair of the National Standing Committee - Research is not present within 5 minutes after the time appointed for the holding of the meeting, the members of the Board present may choose one of their number to be Chair of the meeting;
- (ix) if all of the members of the Board have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a member of the Board or, if the members of the Board signed the document on different days, on the day on which, and at the time at which, the document was last signed by a member of the Board;
- (x) for the purpose of paragraph (ix), two or more separate documents containing statements in identical terms each of which is signed by one or more members of the Board shall together be deemed to constitute one document containing a statement in those terms signed by those members of the Board on the respective days on which they signed the separate documents; and
- (xi) all acts done by any meeting of the Board or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a member of the Board, or to act as a member of the Board, or that a person so appointed was disqualified, be as valid as if the person had been duly appointed and was qualified to be a member of the Board.

**(b) *The Chair***

- (i) The Chair shall ensure that all College policies are properly implemented in deliberations of the Board and performance by all members of their duties generally.
- (ii) The key responsibilities of the Chair are:
  - A. To direct the business of the Board through the setting of the agenda and ensuring minutes are completed and ready for distribution within 14 days after the meeting;

- B. To ensure all members of the Board are properly briefed and receive timely information relevant to matters in issue;
- C. To ensure that meetings are carried out in a fair and impartial way allowing each member to contribute to the discussions with a view to the Board arriving at a consensus on an issue; and
- D. To ensure that a full and frank discussion takes place about the matters under deliberation.

**(c) *Recording and Reporting***

- (i) Every member of the Board shall be personally responsible for recording and storing in the appropriate repository in accordance with College policies and procedures all and any correspondence produced, circulated or published by them in any media whatsoever.
- (iv) The Board shall cause minutes to be made:
  - A. of the names of members of the Board present at all meetings of the Board; and,
  - B. of all proceedings at all meetings of the Board.

Such minutes shall be approved by the Chair of the meeting at which the proceedings were held or at the next such meeting and copied to the CEO.

- (v) The Board shall provide to the Council reports concerning activities and those of its members at such times and in such format as from time to time requested by the Council or the CEO.
- (vi) The Board shall prepare and submit to the Council an annual report concerning its activities (extracts of which may be included in the annual report of the College) at the time and in the format requested by the CEO or the President.