

2021 Annual General Meeting

Minutes and outcome of resolutions

64th Annual General Meeting

The Royal Australian College of General Practitioners

The Royal Australian College of General Practitioners Ltd
100 Wellington Parade, East Melbourne, VIC, 3002
ACN 000 223 807

Wednesday 17 November 2021, 7.30pm (AEDT), Melbourne, Victoria and via zoom webinar

A quorum was confirmed.

ITEM 1: Welcome and thank you to the 64th Board

The Board Chair, Christine Nixon AO APM welcomed everyone to the Annual General Meeting and acknowledged the traditional owners and custodians of the lands in which attendees were joining the meeting from.

Apologies were noted from Professor Peter O'Mara, Dr Zak Baig, Drs Judy Haines, Janet McLachlan, Harjinder Singh, Ritu Rathi and Harriett Playle.

ITEM 2: To accept the minutes of the 63rd AGM

The following motion was put forward:

That the minutes of the 63rd Annual General Meeting be accepted.

MOVED: Charlotte Hespe

SECONDED: Tess van Duuren

ITEM 3: Chair's report

The Chairs report was provided by Christine Nixon, with key items summarised as follows;

- the COVID-19 pandemic has continued to prove challenging in terms of delivering healthcare and the RACGP has continued to face those challenges head on

- the RACGP faced its own challenges with the death of Dr Harry Nespolon and the chair acknowledged the support of A/Prof Ayman Shenouda who stepped in as Acting President until Dr Karen Price's formal appointment at the 2020 AGM
- advocacy efforts were stepped up with RACGP taking a leading position in areas such as telehealth, profession-led training, COVID testing and the vaccine rollout, mental health support, aged care and many more areas
- conducting Fellowship exams during a pandemic has proved to be another challenge, with the RACGP overcoming considerable obstacles. With setbacks experienced in the online environment for the Key Feature Problem (KFP) and Applied Knowledge Test (AKT) exams, the RACGP rapidly returned to paper-based exams to ensure GPs in Training could complete the exam process
- the move to profession-led training has required significant committee and resources through the RACGP and we're developing a viable training model and negotiating with the Federal Government and RTOs
- internally, there has been significant reforms in policies, systems, and process at the RACGP which was commenced by previous CEO Matthew Miles and the Executive Leadership team.

ITEM 4: Chair of the Finance, Audit and Risk Management Report – To receive and consider the annual financial report and the reports of the Board and auditors of the RACGP for the year ended 30 June 2021.

The Finance report was provided by Martin Walsh, Chair of the Finance, Audit and Risk Management Committee, with key items summarised as follows;

FY2020-21 performance highlights

- in 2021, the RACGP continued its strong path to recovery with a surplus of \$7 million, performing nearly at 2019 levels before JobKeeper
- the RACGP Board approved the financial statements, and RSM has signed off their unqualified opinion and auditor independence
- COVID-19 continues to impact growth, with only moderate gain driven by grant activities
 - With exam interruptions, the college was forced to adopt a new delivery format and provide refunds and free resits to affected candidates
- Significant rebounds in both the investment and property portfolios
- Liquidity and careful cash management continue to be a priority over the next year.

Operating financial performance

- Revenues (before JobKeeper) increased by \$3 million, with growth in grant related initiatives of \$4.7 million up from the prior year, stable membership renewal, and consistent conferences, sponsorships and advertising helping to offset the impact of the -\$1.2 million loss in exam revenues due to COVID-related exam disruptions
- JobKeeper wage subsidy of \$8.2 million drove the operating surplus
- Increases in employee costs of \$4.9 million and external grant project administration of \$2.8 million were primarily driven by growth in grant-related activities
- Savings due to austerity measures related to the impact of COVID-19 included conferences and travel of \$4.6 million and advertising and media of \$1.1 million.

RACGP fund portfolio

- the RACGP continues to contribute to the reserve fund as an important policy to ensure our long-term stability. As at 30 June, we were able to build up to 73% of our target minimum reserve (\$11.4 million total balance).

- both the future investment fund and foundation investment fund have been set up to provide a vehicle for long-term investments. The future fund allows the college to diversify from our significant property portfolio, and the foundation fund was established to generate income for research grants. Over the last year, we have seen growth in both.
- we continue to monitor our investments against our Environmental and Social Governance principles to ensure our portfolio aligns with our values
- all three funds form an important part of establishing a sound, diversified financial strategy.

FY2021-22 cash position

- through proactive cash management and effective stabilisation strategies, the RACGP was able to maintain a strong solid operational position with growth in grant funds received for grant-related activities.
- the high cash balances are dedicated to forward contractual commitments, grants and reserves to deliver our member strategy while stabilising our position for long-term sustainability.
- the RACGP continues to maintain strong liquidity as we continue to navigate significant change through recovery.
- further measures to increase liquidity have secured our overdraft to \$7.5 million should further volatility require access to funds.

ITEM 5: Presidential report

The President's report was provided by Dr Karen Price, with key items summarised as follows;

- Practices have delivered over 25 million COVID-19 vaccines to date
- General Practice overcame many challenges during the rollout including shortages of vaccine stock, changes to eligibility requirements and an information overload to patients
- General Practice successfully lobbied for the removal of mandatory bulk billing for telehealth to give practices more flexibility in providing care
- Since the RACGP Rural Summit in February 2020, RACGP has progressed more than half of the 27 proposals put forward by delegates
- RACGP has launched two innovative programs, Practice to Practice and This Rural Life, and are progressing work to develop the Rural Generalist Fellowship
- RACGP's vocal support for the implementation of the Uluru statement from the Heart continues and we have strengthened our partnership with the National Aboriginal Community Controlled Health Organisation.
- Thousands of members have taken part in the Alcohol and Other Drugs GP Education Program to invest their skills to support patients with alcohol and other drug issues
- RACGP has one of the highest Australian Medical Council accreditation ratings for Continuing Professional Development (CPD).
- The RACGP will soon have a standalone Northern Territory faculty
- The RACGP recently appointed a new Chief Executive Officer, Paul Wappett following the departure earlier in the year of previous CEO, Dr Matthew Miles.

ITEM 6: Ordinary resolutions

The following resolutions were put forth:

Ordinary Resolution 1: Profession-led community-based training

To consider and, if thought fit, pass the following motion as an ordinary resolution, requiring 50% of those in favour of the item:

Having regard to the strategic intent of the Commonwealth Government, the RACGP will take all actions necessary in the best interests of the RACGP, including but not limited to partnerships, the establishment of a training subsidiary and entering into funding agreements to ensure that GP training returns to the RACGP.

Ordinary Resolution 2: Appointment of external auditors

To consider and, if thought fit, pass the following motion as an ordinary resolution, requiring 50% of those in favour of the item:

The members confirm the appointment of PKF as the external auditors for the RACGP.

ITEM 7: Directors' Remuneration

Ordinary Resolution 3:

To consider and, if thought fit, pass the following motion as an ordinary resolution, requiring 50% of those in favour of the item:

In accordance with the RACGP's Constitution Clause 104(b) and for all other purposes the maximum aggregate amount available for payment as remuneration to the RACGP's Directors in performing services of Directors is \$850,000, effective to the end of the 2021/2022 financial year (from 2021 AGM to 30 June 2022).

Ordinary Resolution 4:

To consider and, if thought fit, pass the following motion as an ordinary resolution, requiring 50% of those who vote to be in favour of the item:

In accordance with the RACGP's Constitution Clause 104(b) and for all other purposes, the maximum aggregate amount available for payment as remuneration to the RACGP's Directors in performing services of Directors is \$1,250,000, effective for the 2022/2023 financial year (1 July 2022 to 30 June 2023).

ITEM 8: President's Remuneration

Ordinary Resolution 5:

To consider and, if thought fit, pass the following motion as an ordinary resolution, requiring 50% of those who vote to be in favour of the item:

The maximum aggregate amount available for payment as remuneration to the RACGP President in performing the constitutional duties of the President is \$240,000, effective from the 2021 AGM to the 2022 AGM.

ITEM 9: Special Resolutions

Special Resolution 1

To consider and, if thought fit, pass the following resolution as a special resolution requiring 75% of those who vote to be in favour of the item:

That the RACGP's Constitution is amended by amending the current RACGP Constitution with those insertions, deletions and drafting changes marked in blue text in Annexure A, and the Board is given authority to consolidate and number the Constitution accordingly.

ITEM 10: Memorial Minute

The Chair respectfully acknowledges those RACGP members who had passed away since the last annual general meeting and their dedicated service to the health of the Australian public and involvement in the RACGP was acknowledged.

ITEM 11: To declare the outcomes of the resolutions put to the AGM

The Company Secretary declared the results of voting on the resolutions as provided by the appointed Returning Officer from OGL Group. The results were announced as follows:

Ordinary Resolution 1 – Carried

Yes: 1615 (91.09%)
NO: 158 (8.91%)
Total: 1173
(129 votes were proxied to the chair and exercised in the affirmative)

Ordinary Resolution 2 – Carried

YES: 1594 (94.49%)
NO: 93 (5.51%)
Total: 1687
(391 votes were proxied to the chair and exercised in the affirmative)

Ordinary Resolution 3 – Carried

YES: 1172 (65.92%)
NO: 606 (34.08%)
Total: 1778

Ordinary Resolution 4 – Not Carried

YES: 878 (50.20%)
NO: 871 (49.80%)
Total: 1749

Ordinary Resolution 5 – Carried

YES: 1332 (73.51%)
NO: 480 (26.49%)
Total: 1812

Special Resolution 1 – Carried

YES: 1372 (86.62%)
NO: 212 (13.38%)

Total: 1584
(385 votes were proxied to the chair and exercised in the affirmative)

The Chair thanked the Company Secretary for conveying the voting result and introduced the new RACGP Chief Executive Officer, Paul Wappett to convey a few words to the audience.

ITEM 12: Other business

The Chair welcome members to submit questions through the zoom Q&A module to be answered. A range of questions were submitted by members in advance of the AGM.

Details of the pre-submitted questions from members can be viewed online at:
<https://www.racgp.org.au/getattachment/The-RACGP/Governance/Meetings/agm/2021-AGM-member-questions-submitted-in-advance.pdf.aspx?lang=en-AU>

Details of the questions submitted live from members during the AGM can be viewed online at:
https://www.racgp.org.au/getattachment/The-RACGP/Governance/Meetings/agm/2021-AGM_Q-A-for-the-website.pdf.aspx?lang=en-AU

The live recording of the AGM can be viewed online at: <https://youtu.be/bqTZcoZosLg>

The Chair welcomed the new board members, who officially commence as Chairs of their faculties at the close of the AGM.

Dr Ramya Raman, Chair of RACGP WA was welcomed and outgoing chair, Dr Sean Stevens was thanked for his dedication over the past four years.

Dr Daniel Byrne, Chair of RACGP SA&NT was welcomed and outgoing chair, Dr Zak Baig was thanked for his dedication over the past three years.

The meeting was declared closed at 9.30pm (AEDT).

Signed by the Chair as a correct record of the meeting:



Christine Nixon AO APM

Date: 23 November 2022