



RACGP

Royal Australian College of General Practitioners

Notice of the 64th Annual General Meeting

Webcast: www.racgp.org.au/agm

Wednesday 17 November 2021, 7.30 pm (AEDT)



The Royal Australian College of General Practitioners Ltd
100 Wellington Parade
East Melbourne VIC 3002

www.racgp.org.au

ABN 34 000 223 807

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*We acknowledge the Traditional Custodians of the lands and seas on which we work and live,
and pay our respects to Elders, past, present and future.*

Notice of the 64th Annual General Meeting

Notice of the Annual General Meeting (AGM) of The Royal Australian College of General Practitioners (RACGP) Ltd is given to be held exclusively via webinar on Wednesday 17 November 2021 at 7.30 pm (AEDT). Register your attendance at www.racgp.org.au/agm

Business

1. Welcome and thank you to 64th Board
2. To accept the minutes of the 63rd AGM
3. Chair's report
4. Chair of Finance, Audit and Risk Management report – To receive and consider the annual financial report and the reports of the Board and the auditors of the RACGP for the year ended 30 June 2021
5. Presidential report
6. Ordinary resolutions

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 who vote to be 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.

Explanatory materials

We're on a journey to return general practice training to the RACGP.

Originally announced in 2017 by the Federal Minister for Health, Greg Hunt, it's been a long journey to get to the point where we need your unequivocal support. At the time, Minister Hunt said the transition 'reflects the professionalism of the RACGP', that 'the RACGP has proven itself and is trusted to lead training of Australian GPs' and that 'general practice training is back with the RACGP, where it should always have been'.

The return of general practice training to the college brings the RACGP in line with all other specialist medical colleges, giving it determination over the education and training of the future workforce.

In September this year, the Department of Health (the Department); Minister Hunt; and the Minister for Regional Health, Dr David Gillespie, reaffirmed their strong commitment to college-led training and gave their staunch support to the RACGP to implement the Department's transition policy. As a result of this renewed commitment, we collectively find ourselves in a transformative moment in specialist general practice education history.

The RACGP has a vision and a plan, and is actively working with Regional Training Organisations and all other stakeholders that represent GPs in training, supervisors and medical educators regarding transition arrangements, including agreeing on transition principles, resources and information-sharing arrangements. This collaborative approach will ensure that RACGP training meets the quality needed in Australian general practice.

As part of the transition plan, the RACGP will establish a subsidiary entity that will deliver educational services from February 2023. We have invested significantly in our transition planning to ensure we meet this time frame. In partnership with KPMG, consultation is currently underway to ensure we establish robust governance arrangements for such an entity.

We aim to maintain stability, standards and continuity through the transition period, as we know how important this work is to the future of Australian general practice. We're ready to start building a new future for the college that will support future generations of GPs and their patients.

The return of general practice training to the RACGP provides a unique opportunity to reform training and secure the future of Australia's primary health system. This innovation is about GPs, it's about GPs controlling our own training and connecting with each other through our professional organisation, it's about career paths, and it's about people meeting the needs of people. This is the profession-led community-based training model of the RACGP.

We know educational excellence is built by people and their relationships with their communities. Our model enables local innovation and pays attention to the many differing requirements of the local area of educational delivery. We know learning relationships must be preserved, and this is a fundamental principle of our model.

The RACGP will build on a foundation of high-quality supervisors and training sites. Our place-based model closely integrates workforce management throughout training to ensure community needs are met and skills are purpose-built to address the needs of the community and of the GP in training.

We want new trainees to have a college and a professional home that they can influence and by which they'll be supported; a college within which they can grow as they experience the pastoral care to develop the best of themselves; a training and education experience that can begin in medical school and run through hospital training and Fellowship into post-vocational growth, education and leadership.

To achieve such a goal, we need your support. Vote in favour of the motion to allow us to continue bringing this training model to life.

It is noted that the Chair proposes to cast assigned member votes in support of this resolution.

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 who vote to be in favour of the item:

The members confirm the appointment of PKF as the external auditors for The Royal Australian College of General Practitioners Ltd.

Explanatory materials

Under the law, members must appoint or confirm the appointment of external auditors for the RACGP.

The RACGP undertook a market assessment process in accordance with its policies to appoint an appropriately skilled and credentialed audit firm to perform the RACGP's external audit function.

PKF was the successful respondent.

The RACGP Finance, Audit and Risk Management Committee endorses PKF's appointment, and recommends that the members support this appointment.

It is noted that the Chair proposes to cast assigned member votes in support of this resolution.

7. Directors' Remuneration

Ordinary Resolution 3

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 the services of Directors is \$850,000, effective to the end of the 2021/2022 financial year (from the 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 the services of Directors is \$1,250,000, effective for the 2022/2023 financial year (1 July 2022 to 30 June 2023).

Explanatory materials for Directors' Remuneration resolutions (Ordinary Resolutions 3 and 4)

Under Clause 104(b) of the RACGP Constitution, remuneration for Board Directors in the exercise of Director's duties (Directors' Fees) must be reasonable and a maximum aggregate amount approved by the members.

The RACGP Board of Directors recently commissioned two external reviews of Director Remuneration to ensure payments to Board Directors are:

- reasonable, having regard to the Director roles and RACGP's status as a charity under the Australian Charities and Not-for-profits Commission (ACNC)
- transparent and properly recorded and reported to members in accordance with the RACGP Constitution, ACNC Governance Standards and the law

- fair and equitable
- aligned to attraction and retention of skilled and engaged Directors.

The Director Remuneration reviews confirmed that following a market analysis, the base fee for a Director (with CPI applied) is appropriate.

As a result of these reviews, a number of changes have been made to the remuneration of Directors, including:

- resolutions relating to Directors' Fees are now to be aligned to financial years, rather than AGM dates – for this reason, there is a need on a one-off basis to seek member resolution as to Director Remuneration for two financial years – 2021/22 and 2022/23 financial years
- payment of approximately \$50,000 in remediation of historical Director Fee inequities (applicable only to the 2021/22 financial year)
- CPI increase for the Directors' Fees of 2.5%, aligned to the increase for Senior Management Band employees of the RACGP
- a 20% contingency for unanticipated changes to Board remuneration. It is noted that this contingency is for new activity, such as the co-opting of a Director in relation to the establishment of an RACGP faculty in the Northern Territory.

Other payments to Directors

In addition to Directors' Fees, Directors can receive other payments from the RACGP under Clause 104(c) of the Constitution (**Director Payments**).

Director Payments include payments made to Directors for any purpose other than in the exercise of performing the role of Director. Director Payments are approved by the Board and must be reasonable.

Certain payments to Directors that have previously been considered to be Directors' Fees and were historically approved by member resolution under Clause 104(b) are now considered Director Payments.

Director Payments are reported in the financial report aligned to the date of such payments.

Director Payments are treated as related party transactions under RACGP policy.

For the 2021/22 financial year, Director Payments will include:

- \$20,000 to each faculty Chair for the exercise of the role of faculty Chair
- executive payments to the Censor-in-Chief in excess of Directors' Fees
- payments to the Chair for performing the additional executive role as Executive Chair in the period between the departure of the former RACGP CEO and the commencement of the new RACGP in the CEO role
- ad-hoc payments to Directors for services supplied by the Director for and on behalf of the RACGP.

It is noted that due to proper governance processes, the Chair will not be casting any votes for Ordinary Resolutions 3 and 4.

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.

Explanatory materials – President’s Remuneration

The role of the President is an elected position enshrined in the Constitution.

The President’s Remuneration at the last AGM, as approved by RACGP members, was \$121,612.

The RACGP Board of Directors recently commissioned two external reviews of Director Remuneration to ensure payments to Board Directors are:

- reasonable, having regard to the Director roles and RACGP’s status as a charity under the ACNC
- transparent and properly recorded and reported to members in accordance with the RACGP Constitution, ACNC Governance Standards and the law
- fair and equitable
- aligned to attraction and retention of skilled and engaged Directors.

The time demands of the presidential role vary depending on the needs of the RACGP and the personal circumstances of the President.

The increased role of advocacy both at state and federal level has significantly increased the President’s responsibilities as the public face of the RACGP.

The time committed to this role by the current President is significant, with the prospect of a federal election and the implementation of profession-led community-based training adding extra demands to a role that has become all-encompassing due to the challenges of COVID-19 and the RACGP more generally.

It is noted that due to proper governance processes, the Chair will not be casting any votes for Ordinary Resolution 5.

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 renumber the Constitution accordingly.

Explanatory materials

The Board has undertaken a review to update the Constitution. Most of the proposed amendments are minor. The Board developed these changes following internal consultation and advice.

Details of the proposed changes are described below and are depicted in a marked-up version of the Constitution, available on the RACGP AGM webpage.

General constitutional changes

- References to 'Registrar Associates' are replaced by references to 'GPs in Training'. This reflects contemporary language.
- References to 'Quality Assurance' are removed, while references to 'Continuing Professional Development' are retained. There is no substantive change to any role or function arising from this amendment.
- Gender-neutral references replace references to 'his/her'.
- Several updates are made to reflect corporate law requirements, such as the Part 1 inclusion of 'Limited' in the RACGP's title and the amended references to the 'governing acts', which incorporates the *Australian Charities and Not-for-profits Commission Act 2012* (ACNC Act), which in combination with the *Corporations Act 2001* now regulates the RACGP.
- Other amendments to reflect general updates, refinements and updated terminology.
- The tenure and terms of the Censor-in-Chief and any co-opted skills-based Director have been amended to align with the tenure and term duration of other Board Directors.

Specific constitutional changes

The below changes have been detailed in a marked-up version of the Constitution that is available on the RACGP AGM webpage.

Part 1: The college

Clause 1 – The word 'Limited' is added after the RACGP's name to properly represent its corporate status.

Part 2: Membership

Clauses 6, 14 and 15 – All references to 'Registrar Associate' replaced with references to 'GPs in Training' and associated contextual changes consistent with those changes.

Clauses 9, 11 and 13 – All references to 'Quality Assurance' removed. Existing references to 'Continuing Professional Development' reflect current practice within the RACGP.

Part 7: The Board

Clauses 59 and 64 – The terms of the Censor-in-Chief and co-opted Directors aligned to be from two years to a maximum of three two-year terms (six years). To avoid ambiguity, the second part of existing Clause 59(b) (which is not relevant to terms) has been split into a new sub-clause with no change.

Clause 64(c),(d) – The lead-in period to the appointment of a new Censor-in-Chief is increased. This is to provide more time for an incoming Censor-in-Chief to receive handover from an existing Censor-in-Chief.

Clause 66(a) – Reference change necessary upon drafting of new sub-clause in Clause 59 above.

Part 8: Determination of membership of the Board

Clause 69(j) – Updated reference to the ACNC Act, which the RACGP is subject to.

Part 11: General

Clause 105 (b),(c) – Following legal advice, the word 'charitable' has been inserted to ensure that the RACGP wind-up clause is consistent with its status as a charity.

Clause 108(a)(ii) – Updated reference to the ACNC Act, which the RACGP is subject to.

Clause 110 – A series of new definitions have been included, namely ‘ACNC Act’, ‘Continuing Professional Development Requirements’, ‘governing acts’ and ‘GP in Training’. The definitions of ‘Registrar Associate’, ‘Quality Assurance’ and ‘Continuing Professional Development’ have been removed. All these changes are as a result of the changes described elsewhere. As a result, the list of definitions numbering has changed to preserve alphabetic order.

Clause 110(b) – Provides that the Constitution is subject to the governing acts. This change also supports RACGP’s status as a charity.

It is noted that the Chair proposes to cast assigned member votes in support of this resolution.

10. Memorial minute

The RACGP respectfully acknowledges the members who have died since the previous AGM.

Run sheet – Close and announce voting

11. To declare the outcomes of the resolutions put to the AGM

12. Other business

To consider any other business brought forward in accordance with the RACGP’s Constitution or the law.

By order of the Directors

Annexure A – Amended RACGP Constitution: Refer to Agenda Item 9.

Ms Christine Nixon (Executive Chair), Dr Karen Price (President), Dr Bruce Willett (Vice President), Dr Tess van Duuren (Censor-in-Chief), Dr Zakaria Baig, Dr Sean Black-Tiong, Dr Michael Clements, Associate Professor Charlotte Hespe (Chair, People, Culture, Nominations and Remuneration Committee), Dr Tim Jackson, Dr Anita Muñoz, Professor Peter O’Mara, Dr Lara Roeske, Dr Sean Stevens and Mr Martin Walsh (Chair, Finance, Audit and Risk Management Committee).

25 October 2021

Notes

These notes form part of the Notice of AGM.

This AGM will be held by electronic means to allow members to fully participate by being able to avail the contributions to the meeting made by others and make their own contribution to the meeting without significant impediment.

Standing orders

Members wishing to ask a question are required to use the 'Q and A' function to submit their question in writing.

Standing orders for member resolutions:

- To enable the maximum participation, each member may submit one question using the 'Q & A' function until all members who wish to ask questions have done so, unless given leave by the meeting.
- Responses to the questions may be provided verbally or in writing during the meeting.

No other business will be discussed during the AGM.

Voting entitlement

Under the RACGP's Constitution, all members who are on the members register 48 hours prior to the AGM may attend the online meeting. Eligible members can cast their vote online up to two weeks prior to the AGM or during the AGM via the BigPulse voting platform.

The following voting entitlements apply:

- Fellows, members and Registrar Associates may vote on Ordinary Resolution 1
- Fellows, members, Registrar Associates and associate members may vote on Ordinary Resolutions 2 and 3
- Fellows, members and Registrar Associates may vote on Special Resolution 1
- Affiliate members are not eligible to vote
- Honorary Fellows and honorary members have those voting rights and privileges as were available to them in their capacity as a member prior to receiving their award

Any member ordinarily entitled to vote, but whose annual subscription is more than three months in arrears, is not entitled to vote, be counted in a quorum or speak at the AGM.

Voting instructions

OGL Group Pty Ltd ABN 76 145 200 237 (OGL Group) has been appointed to act as the independent Returning Officer. OGL Group has been appointed as it has extensive experience in conducting online meetings and voting.

In accordance with cost-saving strategies and the RACGP's environmental policy, voting will be conducted online.

Lodging votes

Each member who has provided their email address and is entitled to vote will receive an email with their individual voting link.

If you are unable to vote online, you may submit a proxy form. Proxy forms are available online at: www.racgp.org.au/agm, by contacting the RACGP at AGM@racgp.org.au or on (03) 8699 0550. Proxy forms must be signed and dated by the member or, if signed under a power of attorney, the member's duly authorised attorney, and addressed to:

racgpreturningofficer@gmail.com

or mailed to:

Thomas Balakas, Returning Officer
OGL Group Pty Ltd

10–20 Gwynne Street, Cremorne, Victoria 3121, Australia

Time for lodging proxies and revocations of proxy

Proxies and any revocations of proxy must be received before any vote is exercised and will not be accepted after 7.00 pm (AEDT) on Monday 15 November 2021.

No late proxies or revocations of proxy will be accepted.



Healthy Profession.
Healthy Australia.