Your commitments and responsibilities as a College Councillor

Thank you for considering a nomination as a Councillor of The Royal Australasian College of Dental Surgeons (‘RACDS’). When considering your nomination, it is important to know what your commitments will be and what is expected of you in your term. Being a Councillor (Non-Executive Director) of the College can be an interesting, challenging and rewarding role, however there are legislative, regulatory and organisational frameworks that govern your responsibilities and conduct.

The RACDS is structured and registered as a Not-for-Profit Incorporated Association. This is one type of legally recognised structure (entity). In this document the words ‘College’, ‘company’ and ‘organisation’ are all used to denote this legal entity.

The College is an organisation of considerable size and reach. As a Councillor you will be asked to commit to governing an organisation that has:

- A strong presence throughout the Asia and Pacific regions
- An investment portfolio of approximately $7 million
- A recurrent budget of $3 million
- One qualification (FRACDS (OMS)) that is registrable with four registration agencies (Australian Dental and Medical Councils and the Dental and Medical Councils of New Zealand) with a training program that is also accredited by these agencies
- Membership and Fellowship education and examination programs in General and Specialist Dental Practice
-Structured relationships for conjoint postgraduate examinations with four Australian university dental schools and two international Dental Colleges
- Membership of the Asia Pacific Dental College alliance with the College of Dental Surgeons of Hong Kong and the College of Dental Surgeons, Singapore; and
- A highly professional organisation managed by the Chief Executive Officer supporting the College Council and its members.

The College’s organisation structure can be viewed on the website at http://www.racds.org/documents/College%20organisation%20structure.pdf

Responsibilities as a Director of the Company – RACDS

The senior governance body of the College is the Council. In best practice corporate governance, this body is commonly known as the Board of Directors. In a corporate governance framework, each person who sits on that Board is a Director of the company. Within the legal framework that the College operates, RACDS Councillors are considered as Directors of the company.

As an Association incorporated in the Australian Capital Territory, the Royal Australasian College of Dental Surgeons and its Councillors are legally bound by two important pieces of Legislation:

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1. Associations Incorporation Act 1991 (ACT)  

2. Corporations Act 2001 (Commonwealth)  

Both of these legislative instruments outline your responsibilities as a director of the company that is the Royal Australasian College of Dental Surgeons and the responsibilities of the principal officers of the company. Councillors should be familiar with both pieces of legislation and how they apply to the College.

Within the RACDS there are an additional two binding instruments that govern the activities of the College, or the way we do things:
   1. The Constitution – 2013 Edition; and
   2. By-Laws (amended 2013)

Councillors need to have a high level of understanding of these two instruments in the discharge of their responsibilities towards the membership, candidates and trainees of the College. There are other additional Regulations governing the education and examination programs that Councillors may need to refer from time-to-time.

The Council is responsible for:
   • Determining the RACDS mission and purpose
   • Ensuring effective planning and performance against plans
   • Monitoring and strengthening programs and services
   • Ensuring effective communication with members
   • Selecting and determining remuneration of the Chief Executive Officer
   • Supporting and evaluating the Chief Executive Officer
   • The welfare and safety of College employees
   • Ensuring adequate resources
   • Protecting assets and providing proper financial oversight
   • Ensuring legal and ethical integrity
   • Assessing its own performance
   • Enhancing the College's public standing
   • Appointing committees.

As a not-for-profit organisation, Councillors are not remunerated for their time on Council activities. However all travel, accommodation and out of pocket expenses are provided for in accordance with the College Travel Policy.

The term of office will be two years. The Constitution allows up to five terms as a Councillor, with election for each term. If a Councillor is elected as President-Elect in their fifth (final) term, the Constitution allows that they may serve one additional term as President.

At the beginning of each calendar year, Councillors will be asked to declare or update a Statement of Competing Interests. It is recognised and appreciated that Councillors will have involvement in other organisations and groups in a professional governance or managerial
capacity. To ensure that all decision making undertaken on behalf of the RACDS is without restraint or bias, Councillors are asked to declare what those competing interests might be and to nominate how they best those interests would be managed should the need arise. At each Council meeting, Councillors will then be asked if there are updates to that Declaration.

Equally important to the process of governance of the College is maintaining confidentiality of information that is made available in agenda papers and other communications. Councillors are not permitted to discuss or utilise for personal gain, any information gained through the privilege of being an RACDS Councillor.

What are the key skills a Councillor needs?

Within the election nomination form, Candidates for Council are asked to outline their ‘career and achievements in dentistry’ for consideration by the electorate. It is important to have a strong understanding of the dental sector as a Councillor. It is also necessary to have an understanding of other key skills or attributes required of a company director, including:

- Able to provide high level leadership and governance
- Financially literate (able to read Balance and Profit & Loss sheets)
- An understanding of the roles and responsibilities of the regulating authorities
- An understanding of other key legislations, regulations or standards, particularly as they relate to governing the College or its programs of education and examination, to which the Council can be held accountable for their execution; ie
  - Privacy
  - Fair Work
  - Occupational Health and Safety
  - Accreditation Standards: Education Programs for Dental Specialists (The Australian Dental Council and Dental Council of New Zealand)
  - Accreditation Standards for Specialist Medical Education and Continuing Professional Development Programs (The Australian Medical Council)
  - An understanding of and compliance with all Directors Responsibilities including Conflicts of Interest and Non-Disclosure of Confidential Information as previously mentioned.

Council Executive

The Council has an Executive committee (the Executive) that the Constitution (Section 20.a) indicates has five (5) members comprising the President, the President-elect, the Censor-in-Chief, the Honorary Treasurer and the Executive Officer. The Executive can co-opt others as required.

The Executive will meet at least three times per year, usually by teleconference. The Executive may also meet face-to-face at Convocation.

Council Meetings
The Council meets face-to-face at least three times a year. The dates for the subsequent year’s meetings will be set at the Annual Meeting of Council in November of each year. Meetings start at 08.30 and finish at approximately 16.30. It is expected that Councillors attend ALL Council meetings.

Council meetings are held on a Friday in Sydney at the College office, Level 13 / 37 York Street. In line with the Council Travel Policy all travel, accommodation and reasonable expenses are provided. Each of these meetings is preceded by a Council dinner on the Thursday evening. This is a working dinner where relevant topical items are discussed. It is expected that Councillors attend ALL these Council dinners.

Once per year the Council meets for an extra day prior to the nominated Council meeting, with the Senior Management team, to review and adjust its strategic plan. On an annual basis, Strategic Planning will occur on the Thursday prior to the Friday meeting in February.

Council may meet out of session, usually in an evening and by teleconference of between one and two hours duration. There are usually teleconferences outside face-to-face meetings, depending upon the issues of the day.

Council may also meet face-to-face at Convocation. This is a unique opportunity to meet and focus on important issues arising during Convocation or its associated events.

The agenda papers for most Council meetings will comprise a number of written reports and discussion papers. Various Councillors will be tasked with preparing agenda papers in the course of their term. Papers are required to be with the Office of President and CEO three weeks prior to a meeting and will then be circulated electronically two weeks prior to the meeting. Councillors are expected to have read the agenda papers prior to the meeting.

**Council Committees**

The Council has a number of standing committees that are responsible for core elements of the College business – Education Board, Finance and Audit, Convocation Arrangements, Regional Committees, Nominations and National Awards.

Councillors are asked to sit and/or chair these Committees.

Most of these Committees will meet at least three times a year in the month or six weeks prior to Council. The meetings are mostly held by teleconference. In the case of the Education Board, there are two face-to-face meetings a year as well as teleconferences.

**Convocation**

Convocation will occur once in each term of Council. Councillors are expected to attend the Convocation as fully registered delegates and at their own expense.

Aside from being a delegate, Councillors will have various roles at Convocation, including:
- Academic procession
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- Managing key note speakers
- Engaging with the membership, particularly newly inducted members
- Presenting at College Forum or other functions
- Ad hoc meetings of the Council, the Executive or other Council committees
- Assisting in official duties as required

Regional Committees
Councillors, as ex-officio members of their local Regional Committee need to be aware of their event schedule and where practicable, are expected to be in attendance. The purpose of this ex-officio role is to act as a conduit for information that may be required to be communicated to Council, as well as report on the key strategic priorities, directions and activities of the College as they may impact that Regional Committee.

Councillors should assist the Regional Committee in a mentor capacity with suggestions when appropriate.

The support available to you as a Councillor

The Council is supported by the Chief Executive Officer. The day-to-day support for Council is via the Office of President and CEO, which comprises the CEO and the Executive Assistant to the CEO.

In other roles that Councillors may assume, eg Censor-in-Chief or Honorary Treasurer, a Senior Manager is nominated as the key contact person within the College office. In the case of Censor-in-Chief, support is from the Director of Education. In the case of the Honorary Treasurer, support is from the Financial Controller.

Councillors seeking support should direct their enquiries to the Chief Executive Officer in the first instance. As a Director, you are strongly urged to undergo some professional development with regard to understanding financial statements and corporate governance as it relates to your office.

As a Director of the company, your behaviour and attitude towards all College staff is expected to be professional at all times.

The Fair Work Act of 2009 and the National Employment Standards are equally applicable to volunteers as paid employees. As in any workplace, bullying and harassment of staff will not be tolerated.

Approved by:                          Authored by:

Dr David Sykes                          Mr Stephen Robbins
President                               Acting Chief Executive Officer

11 April 2016