Governance Beyond 2020

In response to feedback from membership and stakeholders, Council has identified a need to improve College Governance. A review of contemporary governance structures of other Colleges and member-based organizations was undertaken. At the June 2018 Council meeting, Council agreed to propose a new model of College Governance.

The Council is seeking further feedback from the College community on the proposed governance changes, prior to a vote of the membership to take place in November 2019.

Why change?

The College has grown and evolved over the last 50 years. RACDS is now a Company Limited by Guarantee. Council is a Board and the Councillors are Directors and College governance should reflect modern Board practice. The proposed changes will position the College well for the future and increase the voice of the membership.

Proposed Model Summary:

<table>
<thead>
<tr>
<th>Current governance</th>
<th>Proposed governance</th>
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<tr>
<td>Council - 12 Councillors elected by membership</td>
<td>10 Directors. 8 Elected by membership and 2 appointed by the Board</td>
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<tr>
<td>Advisory Council – advises Board; about 21 members to reflect wider membership diversity (including Regional Committee Chairs, Boards of Studies Chairs, Trainee representative, recent Members/Fellows, Life and Indigenous members)</td>
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<tr>
<td>Council Executive</td>
<td>No Council Executive – only full Board</td>
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<td>Council meetings: 3-4 per year face-to-face</td>
<td>Board meetings: 7 per year (3 face to face + 4 video conferences)</td>
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<td>Elected term = 2 years</td>
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<td>Quarantined positions for New Zealand &amp; Asia</td>
<td>No quarantined positions. Increased regional input through new Advisory Council. Regional members can be elected to the Board.</td>
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<td>Councillors are not entitled to any fees or remuneration for undertaking the ordinary duties as a director under the Corporations Act</td>
<td>Directors are not entitled to any fees or remuneration for undertaking the ordinary duties as a director under the Corporations Act</td>
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“So what are the proposed changes?”

The Board (formerly Council) is smaller with 8 Directors elected by membership and 2 appointed Directors. The emphasis will be on a ‘skill-based’ Board. The Board will be supported by an Advisory Council - a larger group whose composition reflects the whole College community and makes
recommendations to the Board. The present Council has endorsed this model.

“What is the Advisory Council?”
The Advisory Council is an advisory and communication body reporting to the Board. The Advisory Council will provide information, recommendations and advice to the Board on a variety of issues, including but not limited to strategy and risk confronting the College. The Advisory Council will consider matters referred to it by the Board or that the Advisory Council considers may be relevant to the Board. The Advisory Council will provide a forum for College members to raise and discuss issues or provide feedback relevant to the College.

“Who are the Advisory Council members?”
The membership of the Advisory Council shall consist of:

a) the Regional Committee Chairs of each of the seven Regional Committees, or nominee (7);

b) the Chairs of each of the Boards of Studies for FRACDS(GDP), MRACDS(GDP), SDP and OMS or nominee (4);

c) all College Registrars; (4)

d) the Trainee representative on the College OMS Board of Studies, or trainee nominee recommended by the OMS Board of Studies; (1)

e) up to three Voting Members admitted to the College within the last 3 years; (3)

f) one Life member of the College (1); and

g) A Māori representative or an Aboriginal or Torres Strait Islander representative, or other indigenous group who may be a Fellow, Member, Trainee, candidate or non-Member of the RACDS (1).

The Board will call for expressions of interest for members for e)-g) above and make appointments to the Advisory Council for these members.

“What are the benefits for the members?”
A smaller skill-based Board, meeting more frequently will have the expertise and agility to respond to issues quickly and ensure strategic decision-making for the College. The Advisory Council will give a greater voice to the diverse groups that make up our College. The membership will have a clear conduit to raise ideas and bring issues forward.

“When will this happen?”
You have plenty of time to consider the changes. Changes will be put to a membership vote at the 2019 AGM. If successful, the Council of 2020 will be in the new governance structure.

“What does it mean for our regional voice/members?”
There will be more opportunity for regional input in the proposed governance structure. Regional Committees will still exist in their current form. Chairs of these committees will all have a place on the Advisory Council. Regional members can be elected to the Board. We are currently also exploring the expansion of the Regional Committee network to include Singapore and Malaysia.

“What are the cost implications?”
There are some variables that are difficult to quantify but modelling suggests the proposal could increase costs by up to $30,000 pa. The loss associated with an inefficient College that has lost relevance could be far greater.