

COUNCIL CHARTER

1. INTRODUCTION

The Constitution of the Australian and New Zealand College of Anaesthetists provides that “the powers, functions and management of the College shall be vested in the Council which shall have the general direction and control of the affairs of the College”. The Council is empowered to delegate to the Executive Committee, to other committees, and to management, such authority and responsibilities as it determines but it is recognised that Council remains accountable to Fellows and to the law for the actions of its delegates.

2. THE ROLE AND RESPONSIBILITIES OF COUNCIL

The key responsibilities of the Council are:

- 2.1 To set the overall direction of the College and to satisfy itself that the Objects of the College as set out in the Constitution are being achieved.
- 2.2 To set the tone and standards of the College.
- 2.3 To review and approve the strategic plan for the achievement of the Objects including College activities in training, examinations and assessment, hospital and training program accreditation, professional activities including setting clinical standards and continuing professional development, research, and education.
- 2.4 To review and approve the annual budget.
- 2.5 To establish and review other performance indicators and related benchmarks.
- 2.6 To monitor the performance of the College against its financial and other objectives and benchmarks, and to review the implementation of the approved strategies.
- 2.7 To approve and adopt the following charters, delegations, rules, regulations, policies, codes and protocols:
 - 2.7.1 This Council Charter
 - 2.7.2 The Charter of the Executive Committee
 - 2.7.3 The Charters of such other Committees as may be established
 - 2.7.4 The delegation of authority and responsibility to the CEO
 - 2.7.5 The policy governing the establishment and conduct of courses of study and training, including the development and provision of educational material
 - 2.7.6 The policy governing the grant of certificates or similar forms of recognition
 - 2.7.7 The policy governing the status and class of members of the College
 - 2.7.8 Such other policies as the Council may determine
 - 2.7.9 Such processes and regulations as the Council shall determine
 - 2.7.10 The Code of Conduct for the College
 - 2.7.11 The Council Protocol
 - 2.7.12 Such Protocols for Committees as the Council may establish.

- 2.8 To review annually and adapt to changing circumstances as required, the charters, delegations, rules, regulations, policies, codes and protocols and to satisfy itself that they are consistent with the law and with any changes to the overall direction and strategy of the College.
- 2.9 To monitor compliance with the charters, delegations, processes, regulations, policies, codes and protocols and for this purpose to establish performance indicators, benchmarks and reporting procedures and to receive appropriate reports from all Councillors and Committees.
- 2.10 To satisfy itself that the risks facing the College have been identified, assessed, and that the material risks are being managed appropriately.
- 2.11 To appoint the CEO, the Director of Professional Affairs, and College Secretary to review their performance, and to arrange appropriate remuneration.
- 2.12 To review and approve the appointment of the Executive Officers and other Senior Staff reporting directly to the CEO.
- 2.13 To approve the remuneration of the management staff.
- 2.14 To review and approve the organisation chart and the succession plan.
- 2.15 To establish Committees reporting to Council, to approve written charters for them, to appoint the members of Committees, to indicate matters it wishes Committees to evaluate and report on, and to give feedback to Committees.
- 2.16 To approve the annual accounts and statutory reports.
- 2.17 To approve the accounting policies.
- 2.18 To approve any proposals for borrowing funds which involve giving security over assets.
- 2.19 To review and approve capital and other expenditures above the levels which Council has delegated to the Executive Committee and/or management.
- 2.20 To review and approve any proposals concerning the purchase, sale or lease of buildings.
- 2.21 To review and approve the use of the College Seal.
- 2.22 To approve any donations or sponsorships.
- 2.23 To co-opt additional members to Council as required.
- 2.24 To co-opt observers to the Council as required.
- 2.25 To admit Fellows to the College by examination
- 2.26 To confer Honorary Fellowships of the College.
- 2.27 To elect Fellows to the College without examination.
- 2.28 To determine the fees to be paid by Fellows and trainees.

- 2.29 To remove Fellows from membership under Article 4 of the Constitution.
- 2.30 To take any actions with regard to discipline or expulsion which become necessary under Article 4 of the Constitution.
- 2.31 To approve arrangements for the Annual General Meeting and any other meetings of Fellows, including arrangements for postal ballots.
- 2.32 To maintain the effectiveness of communications with Fellows, trainees and other stakeholders.
- 2.33 To review and approve the College's relations with governments and other external bodies.
- 2.34 To approve the minutes of Council meetings.
- 2.35 To review the performance of Council as a whole on a regular basis annually and to agree appropriate changes to its systems and procedures.
- 2.36 To review the composition of Council and the contribution of its members, and to provide information, but not direction, to the Fellows of the College prior to the election of Councillors.

3. DELEGATIONS

- 3.1 Matters delegated to the Executive Committee by the Council are set out in the Executive Committee Charter.
- 3.2 Matters delegated to other Committees are set out in their respective Charters.
- 3.3 The role, responsibilities and authority of the President is set out in an Appendix to the Council Protocol.
- 3.4 The roles and responsibilities of the Vice President, the Director of Professional Affairs, and the College Secretary are set out in their respective position descriptions.
- 3.5 The day to day operations of the College including all matters not included in this, or the Committee Charters, or specifically allocated to the other executive officers, are delegated to the CEO and are set out in the statement of the Role and Responsibilities of the CEO.
- 3.6 Unless individual Councillors receive specific delegations from the Council they must refrain from participating in the day to day management of the College staff, making representations or agreements on its behalf, influencing management as individuals, or interacting with external contractors. None of the foregoing precludes the professional interactions of Councillors and College staff working on College Committees and other professional activities.
- 3.7 Individual Councillors must avoid direct interaction with paid contractors, unless prior approval is given by the CEO or President. Approval to interact with an agreed range of contractors may be given for special projects.
- 3.8 All delegations and matters reserved for the Council are reviewed annually by the Council.

4 COMPOSITION OF COUNCIL

- 4.1 The membership of Council and elections to Council are covered by Article 8 of the Constitution.
- 4.2 The Council should review the composition of Council annually prior to the process of nominating members for election, and should consider the balance of perspectives and skills needed to maximise the effectiveness of Council and its Committees. Information may be provided to the Fellowship as to the needs of Council.
- 4.3 The effectiveness of members of Council should be enhanced by induction training for all new members of Council, and by such further training of its members as Council deems necessary.

5 MEETINGS OF COUNCIL

- 5.1 The Council shall meet at least six times per year at regularly scheduled times. Additional meetings shall be convened as necessary.
- 5.2 Council may meet by electronic means as set out in the Council Handbook.
- 5.3 The Council shall invite the CEO and appropriate members of management to attend its meetings, but shall meet at designated times in the absence of management.
- 5.4 The Council shall adopt an Annual Agenda to facilitate the discharge of its responsibilities and this will form the basis of its individual meeting agendas, which will be settled by the President after consultation with the CEO.
- 5.5 The minutes of Council meetings shall be provided in draft to the President within five working days of the end of the meeting and after approval by the President shall be sent to other members of Council with the request that any proposals for alterations should be sent to the CEO within a week of the end of the meeting. Following the resolutions of any issues raised, the President may authorise management to implement the decisions of Council without waiting for the formal ratification of the minutes at the next meeting.
- 5.6 Council minutes shall be accompanied by an Action Item sheet which lists the actions to be taken as a result of Council's decisions, the persons responsible for taking action and the date by which the action is to be completed.

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Councillor

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Date