

<i>To serve the community by fostering safety and quality patient care in anaesthesia, perioperative medicine and pain medicine</i>		
	The ANZCA Council	Version No: 3
	Terms of Reference	Date of issue: November 18, 2017

PURPOSE

The ANZCA Council is the board of directors of the College. The role of the ANZCA Council is to set the strategic direction and oversee the general business of the College, as well as to ensure compliance with relevant laws (for example, the Australian Corporations Act). The College is a non-government, not-for-profit company limited by guarantee. Under the ANZCA Constitution, the ANZCA Council is empowered to delegate to committees and to management such responsibilities as it determines. All Council decisions must abide by relevant legislation and be consistent with the ANZCA Constitution and regulations. These terms of reference should be read in conjunction with relevant delegations documents (the terms of reference for committees and other groups, the terms of reference for individual role holders, and the staff delegations manual).

TERMS OF REFERENCE

The ANZCA Council roles include but are not limited to the following:

1. To set the overall strategic direction of the College and to satisfy itself that the objects of the College as set out in the Constitution (www.anzca.edu.au/about-anzca/Structure-and-governance) are being achieved. The objects include, but are not limited to:
 - a. determining and maintaining professional standards (including through the assessment of international medical graduates claiming prior anaesthesia specialty training),
 - b. conducting training and education programs (and ensuring these comply with the requirements of the Australian Medical Council and the New Zealand Medical Council),
 - c. supporting and conducting continuing education activities (including the ANZCA Annual Scientific Meeting),
 - d. supporting research,
 - e. providing members with a continuing professional development (CPD) framework,
 - f. fostering relationships with organisations with similar objectives to the College,
 - g. advancing public education and awareness of the science and practice of anaesthesia, perioperative medicine and pain medicine,
 - h. providing authoritative advice to external organisations and the wider community, and
 - i. working with government in relation to workforce issues, indigenous health and overseas aid,
 - j. monitoring issues affecting the interests of the College or the professional interests of its members.
2. To set the tone and standards of the College.
3. To approve the use of the College Seal (see ANZCA constitution clause 20).
4. In relation to strategy:
 - a. To review and approve the strategic plan for the achievement of the objects.
 - b. To establish and review performance indicators.
 - c. To monitor the performance of the College against its financial and other objectives, and to review the implementation of the approved strategies.

5. In relation to finance:
 - a. To review and approve the annual budget including the fee schedule.
 - b. To approve the annual accounts and statutory reports.
 - c. To approve accounting policies.
 - d. To review and approve any proposals concerning the purchase, sale or lease of buildings.
 - e. To review and approve any capital and other expenditures above the levels that Council has delegated to management.
 - f. To regularly review the investment strategy, policy and performance.
6. In relation to risk management:
 - a. To satisfy itself that the risks facing the College have been identified, assessed and that the material risks are being managed appropriately.
7. In relation to policy:
 - a. To ensure that the Constitution is adhered to in all work of the College and to undertake constitutional review from time to time, as required.
 - b. To develop, review and approve changes to regulations, professional documents and other professional policies and guidelines including the ANZCA Code of Conduct, and the Council, committee and role terms of reference, except as delegated to the committees of the Council.
 - c. To review and approve such corporate policies and procedures as the Council may wish to establish.
8. In relation to its delegations to groups and individuals:
 - a. To establish, approve membership of, approve and regularly review the terms of reference for committees, subcommittees and working groups, and to delegate to these committees, subcommittees and working groups as set out in their terms of reference.
 - b. To review and approve the terms of reference for significant roles held by individuals within the College, including delegations for these roles.
9. In relation to management:
 - a. To appoint or remove the CEO on advice from the Executive.
 - b. To regularly review the performance of the CEO.
 - c. To approve the remuneration of the CEO on advice from the President.
 - d. To appoint the company secretary.
 - e. To review and approve the staff delegations manual.
10. In relation to membership of the College:
 - a. To approve the status and class of membership.
 - b. To confer membership of the College.
 - c. To remove Fellows from membership under Clause 4 of the Constitution.
 - d. To take any action with regard to discipline or expulsion which become necessary under Clause 4 of the Constitution.
11. In relation to accredited training sites and trainees:
 - a. To remove accreditation from training sites, as recommended by the Education Executive Management Committee and the Training Accreditation Committee.
 - b. To remove trainees from the training program as required according to the outcomes of the trainee performance review process.
12. In relation to the Council itself:
 - a. To annually review the performance of Council and agree to appropriate changes to its systems and procedures.

- b. To co-opt additional members to Council as required.
 - c. To co-opt observers to Council as required.
 - d. To support induction training for all new members of Council, and further training of Councillors for their directorship roles.
13. To award certificates, medals and other forms of recognition.
 14. To ensure that an Annual General Meeting is held as required by the Australian Corporations Act and the ANZCA Constitution.

The roles of the Council do NOT include:

1. Acting on behalf of the Council in a manner that exceeds the provisions under the Australian Corporations Act, the ANZCA Constitution, the ANZCA regulations and these terms of reference.
2. Management of the staff of the College, apart from the CEO.

The important groups/roles for coordination/communication for the Council are:

1. The CEO.
2. The Faculty of Pain Medicine (FPM) Board, through the ANZCA FPM delegations document.
3. The ANZCA Executive Committee, and other committees, subcommittees and working groups of the Council.
4. FPM Committees, particularly in areas of mutual interest and activity (e.g. Continuing Professional Development, Specialist International Medical Graduate assessment, the Annual Scientific Meeting).
5. Australian regional committees and the New Zealand National Committee (with each Councillor being a member of the committee in the region or nation of his/her residence, noting that the President is an ex officio member of all college committees and other groups).
6. The Council of Presidents of Medical Colleges (CPMC) (via the ANZCA President who is a member of the CPMC).
7. The Council of Medical Colleges (CMC) (via the NZNC chair).
8. The College of Intensive Care Medicine of Australia and New Zealand (CICM) (the ANZCA President attends CICM board meetings and the CICM President is a co-opted observer at ANZCA Council meetings).
9. The Royal Australasian College of Surgeons (RACS) (the ANZCA President attends RACS Board meetings and the RACS President is a co-opted observer at ANZCA Council meetings).
10. The Australian Society of Anaesthetists (ASA) (the ANZCA President attends ASA board meetings and the ASA President is a co-opted observer at ANZCA Council meetings).
11. The New Zealand Society of Anaesthetists (NZSA) (the ANZCA President attends NZSA Executive meetings and the NZSA President is a co-opted observer at ANZCA Council meetings).
12. The Anaesthesia Continuing Education (ACE) Committee (through a memorandum of understanding with the ASA and the NZSA) and the Special Interests Groups (SIGs) which are tripartite bodies of the College, ASA and NZSA.
13. The Society of Paediatric Anaesthesia off Australia and New Zealand (SPANZA) (through a memorandum of understanding).
14. The Joint Consultative Committee on Anaesthesia (JCCA), a tripartite arrangement with the Royal Australian College of General Practitioners and the Australian College of Rural and Remote Medicine.
15. Jurisdictional and relevant external stakeholders, in particular the Medical Board of Australia, the Medical Council of New Zealand, and the Australian Medical Council.
16. Accredited training hospitals and other training sites, particularly through the supervisory role holders and heads of department

17. Other colleges, especially in relation to issue of mutual interest and activity, and through the Committee of Presidents of Medical Colleges (Australia and New Zealand) and the CMC (New Zealand).

MEMBERSHIP

The membership of the Council and method for appointment is outlined in clause 8 of the ANZCA Constitution. Council comprises 14 directors (Councillors) – the 12 elected members, the Dean of the Faculty of Pain Medicine and the new Fellow Councillor. Membership may also include any co-opted Councillor pursuant to clause 11.2 of the Constitution. Co-opted observers and staff may attend Council meetings (but are not members of Council).

MEETINGS

The Council will meet face-to-face at least six times per year at regularly scheduled times. Additional meetings will be convened as necessary and may include electronic meetings.

The Council will invite the CEO and appropriate members of management to attend its meetings, but will meet at designated times in the absence of management.

The Council will 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 confirmed by the President after consultation with the CEO.

A quorum for a meeting will be a majority of the 14 councillors unless Council resolves that a greater number shall constitute a quorum. If at any time the number of Councillors is less than a quorum, the Council may only meet for the purpose of filling any casual vacancies or for calling for general meeting of the Members.

Questions arising at a meeting will be decided by a majority of votes of Councillors present and with voting with abstentions not being counted in the total number of votes. The Chair of the meeting has a casting vote in addition to a deliberative vote where there is an equality of votes.

Written resolution by electronic means or otherwise may be conducted between Council meetings. The outcome of such votes will be decided in the affirmative by at least 75 per cent of Councillors eligible to be present voting in favour (i.e. those without notification of unavailability to vote) with abstentions not being counted in the total number of votes.

The discussions of Council are confidential to its directors and others present. Conflicts of interest will be managed in accordance with the ANZCA conflict of interest policy.

The members of the Council will undertake their work in accordance with relevant ANZCA policies. Bullying, discrimination and harassment will be managed, as relevant, in accordance with the ANZCA Policy on Bullying, Discrimination and Harassment for Fellows and Trainees Acting on behalf of the College or undertaking College functions (available at www.anzca.edu.au/resources/corporate-policies), and staff policies (available by contacting the CEO at ceo@anzca.edu.au).

Regular observers include the CEO, the Chair (or one co-chair) of the ANZCA Trainee Committee, the Chair of the New Zealand National Committee, the chairs of the Australian regional committees (on rotation), the Executive DPA, and the Presidents of CICM, RACS, ASA, and the NZSA. Other observers may be invited from time to time.

REPORTING

Meetings will be minuted. Decisions made electronically will be recorded in the minutes of the next Council meeting.

The Council receives reports from its committees, subcommittees, working groups and ANZCA representatives to external organisations, as well as from management through the CEO.

ADMINISTRATIVE SUPPORT

Administrative support for the Council will be from the Corporate Office.

FINANCIAL REPORTING AND PLANNING

1. The Council will have 'governance reports' as a standing agenda item and will receive regular financial reports.

2. The roles of Council do not include the day-to-day financial management of the College (which is the role of ANZCA management reporting to the CEO).

CHANGE CONTROL REGISTER

Version	Author	Reviewed by	Approved by	Changes
1	Roberts, Sorrell	Executive, Leslie, Mulligan, Scott	Council June 2013	Creation
2	L Roberts	ANZCA Council, CEO	Council April 2014	Revision and amended definition of quorum and financial reporting.
3		ETAEC Oct 2017	Council Nov 2017	Education committee review - change in name for ETAEC to EEMC and ETADC to EDEC. ETAMC has been disbanded

Date of next review	2019
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