

## By-law 1

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### The Board of Faculty

*Note: Dates in italics flag the dates of recent changes to the by-laws, for example, 10/19 indicates a change made to the above paragraph in October 2019.*

The Faculty of Pain Medicine of the Australian and New Zealand College of Anaesthetists consists of fellows from diverse speciality backgrounds as well as being from different national jurisdictions. The FPM Board requires members with a diversity of skills and backgrounds to enable it to perform its governance tasks. To this end the FPM utilises a combination of election and co-option in the composition of the board.

#### 1.1 Composition of the Board

The Board of Faculty ("the Board") will consist of:

- 1.1.1 Seven fellows elected directly to the Board via the election process (by-law 1.2).
- 1.1.2 Up to three fellows will be co-opted to the Board (by-law 1.3).
- 1.1.3 One elected New Fellow, defined as having been admitted to Fellowship via completion of the FPM training program within three years of the closing date for nominations under by-law 1.2.4.4.
- 1.1.4 One Councillor nominated by the Australian and New Zealand College of Anaesthetists (referred to as a "Co-opted Representative"). The ANZCA Council representative is appointed annually to the Board for a maximum aggregate period of three years.
- 1.1.5 The ANZCA President is an ex-officio member of the FPM Board.
- 1.1.6 There will always be:
  - 1.1.6.1 At least one New Zealand fellow and three Australian fellows on the Board.
  - 1.1.6.2 Members on the Board from at least three different primary specialities.
  - 1.1.6.3 Gender diversity on the Board.
- 1.1.7 To allow for the transition to the composition of the board, two positions will be designated as 'co-opted' leading up to the 2021 Annual General Meeting and one position will be designated as 'co-opted' leading up to the 2022 Annual General Meeting.

#### 1.2 Election to the Board

- 1.2.1 Elected vacancies on the Board under 1.1.1 will be filled by election.
- 1.2.2 Nominations of eligible candidates for election to the Board must:
  - 1.2.2.1 be signed by two Fellows of the Faculty, or sent with their electronic approval

- 1.2.2.2 contain a consent to act and declaration, signed by the nominated Fellow, and
- 1.2.2.3 be in the hands of the Executive Director, Faculty Pain Medicine before the published closing date and time.
- 1.2.2.4 Candidates may elect to include an outline of how their personal attributes and experience would add to the skill mix and diversity of the board.
- 1.2.3 If the number of nominations does not exceed the number of vacancies, eligible Fellows of the Faculty so nominated will be declared appointed at the Annual General Meeting.
- 1.2.4 Subject to the requirements of by-law 1.1.1, if the number of nominations exceeds the number of vacancies, then:
  - 1.2.4.1 Ballot lists shall be prepared containing the names of the eligible candidates in the order of receipt by the Executive Director.
  - 1.2.4.2 One such list shall be posted or circulated electronically on the ballot opening date to each Fellow of the Faculty at his or her address appearing in the Register of Fellows of the Faculty.
  - 1.2.4.3 Voting Fellows shall vote only for as many candidates as there are vacancies to be filled.
  - 1.2.4.4 Votes must be received at the Faculty Office not later than 14:00 hours on the closing date advised with such notice. Votes received thereafter shall be deemed to be invalid and shall not be counted.
- 1.2.5 Vacancies shall be filled by declaring elected the required number from candidates who received the most votes.
- 1.2.6 If two or more candidates receive an equal number of votes, then:
  - 1.2.6.1 The board, excluding members standing for election will review the submitted statement regarding personal attributes and experience and the one who most meets the needs of the Board will be elected.
  - 1.2.6.2 Board members standing for election shall absent themselves from the voting process outlined in 1.2.6.1.
  - 1.2.6.3 In the event of priority in election not being resolved under the foregoing provisions, the priority in election between such candidates shall be determined by the Dean.

### **1.3 Co-option to the Board**

- 1.3.1 The Board will co-opt members under by-law 1.1.2 based on the skills and diversity needs of the board.
- 1.3.2 If there are more nominations for co-opted positions than there are positions available, the board will consider the skills and attributes of nominees, then vote via secret ballot at the board meeting prior to the AGM for as many candidates as there are vacancies to be filled. Board members nominated to be co-opted shall absent themselves from voting.
- 1.3.3 Vacancies shall be filled by declaring selected the required number from candidates who received the most votes.
- 1.3.4 If two or more candidates receive an equal number of votes, then the Dean shall have the casting vote. If the Dean is one of the candidates, then the Vice-Dean will have the deciding vote. If both the Dean and the Vice-Dean are candidates then the ANZCA President will hold the deciding vote.

#### **1.4 New Fellow board member**

- 1.4.1 The New Fellow will be elected only by Fellows who are within three years of admission to FPM fellowship via completion of the FPM training program on the date on which nominations close.
- 1.4.2 The New Fellow will be entitled to exercise all the same rights and responsibilities as the other elected members, including the right to vote, but will not be eligible for election as an office bearer.
- 1.4.3 A New Fellow, as defined in by-law 1.1.3, who is standing for election to the Board as an elected member under by-law 1.1.1, may not also stand for election as the New Fellow member.
- 1.4.4 The duration of the term of the elected New Fellow will be two years only.
- 1.4.5 The New Fellow will not be eligible for re-election as the New Fellow on the Board after completion of his or her term in that capacity.
- 1.4.6 The New Fellow will be eligible to seek election to the Board as a member after their term as New Fellow is completed. The time spent on the Board as a New Fellow will be counted towards the 12 years that any member may spend on the Board.

#### **1.5 Terms of office of Board members**

- 1.5.1 Board members will take office at the Annual General Meeting of the Faculty following their election/co-option.
- 1.5.2 Board Members who have held office for a continuous period of three years will retire from office at the Annual General Meeting of the Faculty.
  - 1.5.2.1 Retiring Board members may nominate for an elected or co-opted position but no Board member will exceed more than 12 years on the Board.
- 1.5.3 Board Members who have served on the Board for an aggregate of 12 years will retire from office at the next Annual General Meeting of the Faculty and will not be eligible to re-nominate.

#### **1.6 Meetings of the Board**

- 1.6.1 The Dean will be Chair of the Board. In the Dean's absence, the Vice-Dean will act as Chair, and in the absence of the Dean and Vice-Dean, the Board will elect a Chair for that meeting.
- 1.6.2 The presence of seven Board Members constitutes a quorum of the Board.
- 1.6.3 The Board may act irrespective of any vacancy in its membership, provided that a quorum is present.
- 1.6.4 The Board will ordinarily meet for the transaction of business at the offices of the Australian and New Zealand College of Anaesthetists, at such times as the Board will decide.
- 1.6.5 The Dean, or any four Board Members, may call an extraordinary meeting of the Board for any purpose at any time and place.
- 1.6.6 All proceedings and reports of the Board and any of its Committees or sub-Committees will be confidential and privileged.
- 1.6.7 Reports of Board business will be published at the discretion of the Dean.

- 1.6.8 Voting of the Board will be in accordance with the following rules:
- 1.6.8.1 Resolutions of the Board will be determined by simple majority except where otherwise provided in these by-laws.
  - 1.6.8.2 The Chair will exercise a deliberative and where applicable a casting vote.

### **1.7 Officers of the Board**

- 1.7.1 In February each year the Board will elect from its Members a Dean-Elect who will take office as Dean following the Annual General Meeting of that year.
- 1.7.2 At the last meeting of Board prior to the AGM each year the Board will elect from its elected Members a Vice-Dean who will take office following the AGM.
- 1.7.3 The election of Officers will be conducted by secret ballot.
- 1.7.4 The Dean and Vice-Dean will hold office for one year. Each is eligible for re-election for a further period of one year.

### **1.8 Casual vacancies**

- 1.8.1 A casual vacancy shall mean any vacancy among the board members caused otherwise than by the retirement of a board member at the end of their term.
- 1.8.2 When a casual vacancy arises, the board may choose to appoint a member to fill this position based on the skills and diversity needs of the board or to leave the position vacant.
- 1.8.3 If there are more nominations than there are positions available, the board will consider the skills and attributes of nominees, then vote via secret ballot for as many candidates as there are vacancies to be filled.
- 1.8.4 A ballot to fill one vacancy shall be decided in favour of the nominee who receives a simple majority of votes. If more than one vacancy is to be filled, further ballots shall be held to fill the vacancies one at a time with each successful nominee being the one with a simple majority of votes. The Dean shall have a deliberative as well as casting vote for all ballots.
- 1.8.5 The appointed member shall be entitled to exercise all the same rights and privileges at meetings of the board as the elected and co-opted members.
- 1.8.6 Any member appointed to fill a casual vacancy will hold office until the next election of board members and shall be eligible for election or co-option in accordance with this by-law.

*August 2021*

### **1.9 Other**

- 1.9.1 The Secretary of the Board will be the Executive Director, Faculty Pain Medicine.
- 1.9.2 The Chief Executive Officer of the Australian and New Zealand College of Anaesthetists will be an adviser to the Faculty.
- 1.9.3 Each Board member who is a FPM fellow, will be appointed ex officio to the respective regional or national committee.

*De novo May 2020*