



# Royal Australasian College of Surgeons

Office of the Chief Executive Officer

## COUNCIL CHARTER

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## 1 PURPOSE

The Royal Australasian College of Surgeons (“RACS”) or (“College”) is a Public Company Limited by Guarantee, established under the Corporations Act (2001), registered as a Not-for-Profit Charity – Charity sub-type Advancing Health – under the Australian Charities and Not for Profits Commission Act (2012).

RACS is an approved Not-for-Profit under the Income Tax Assessment Act 1997 and is registered with Deductible Gift Recipient (DGR) status.

The purpose (Purpose) of RACS under the Constitution, being a bi-national college, is to:

1. advance education, training and research in the practice of surgery;
2. determine and maintain professional standards for the practice of surgery in Australia and New Zealand;
3. provide an environment promoting fellowship development and support; and
4. provide authoritative advice, information and opinion to other professional organisations, to governments and to the public.

This Council Charter (“Charter”) sets out how the Council of RACS (“Council”) discharges its responsibilities, represents the interests of Fellows and undertakes its activities.

The Charter defines the rights and responsibilities of the Council and the Councillors and the relationship the Council has with the Board and the College. It reflects the College’s commitment to the principles of good corporate governance.

## 2 APPLICATION OF CHARTER

This Charter applies to the Council and to Councillors individually.

## 3 DISTINGUISHING THE ROLES OF THE COUNCIL AND THE BOARD

The College has a Council and a Board. Both have important but distinct roles in the governance of the College. Under the RACS Constitution, the Board manages the general business of the College including finance, audit, risk and operations; with Council providing leadership in relation to surgical affairs, determining the standards of surgery, education and training, research, and fellowship engagement and advising the Board accordingly.

Council is a representative body established to represent the membership being RACS Fellows. It plays a key role in setting the College’s strategy, admission to fellowship and establishing member benefits.

The Board is skills-based with directors having expertise in governance, finance and risk to ensure proper oversight and accountability in these areas. Fiduciary responsibility for the College rests with the Board directors who are responsible by law for the financial and risk stewardship of the College. Council therefore needs to operate within the financial and risk parameters set by the Board to ensure good governance, financial responsibility, and RACS’ long-term sustainability.

The Council and the Board must work together to ensure the College operates efficiently and effectively and that the interests of all stakeholders are considered and reflected in decision making.

## 4 THE COUNCIL

### 4.1 Composition of the Council

The composition of the Council and the duration of Councillor appointments are specified in the Constitution.

### 4.2 Roles and Responsibilities of the Council

The Council must perform its functions and exercise its powers subject to the Constitution, applicable Commonwealth, State and Aotearoa New Zealand legislation and the common law. The Council is responsible for:

- (a) Guiding the development of and reviewing the RACS' strategy
- (b) Providing leadership with respect to the surgical affairs of the College
- (c) Determining the standards of surgery, education and training, and research
- (d) Developing and overseeing policy across surgical standards, education and training, examinations, research and advocacy
- (e) Determining the standards of fellowship engagement
- (f) Representing the members professionally
- (g) Advising the Board in relation to all of the above
- (h) Awarding and rescinding Fellowships in accordance with the provisions of the Constitution
- (i) Electing a Chair of Council (President) and deputy chair (Vice President or President Elect)
- (j) Determining any procedures in relation to the selection process to appoint Fellow directors to the Board.

The Council may make, amend and repeal Regulations in relation to the nomination and election of Councillors, Office Bearers and other officers of the Council.

In undertaking the above responsibilities, the Council will:

- (a) Ensure that it is acting to further the purpose of the College
- (b) Demonstrate behaviours aligned to the stated values of the College
- (c) Comply with relevant policies including those on governance and ethical standards
- (d) Establish Council committees to advise or exercise delegated powers, to support the role of the Council
- (e) Demonstrate fiscal responsibility and financial stewardship by ensuring the Council's activities and operations are within approved financial guidelines and capacity as determined by the Board
- (f) Operate within the risk framework and risk tolerances set by the Board
- (g) Ensure legal and regulatory compliance in relation to the role of Council
- (h) Ensure appropriate reporting is in place between the Board and the Council
- (i) Ensure the College's transparency and accountability to Fellows, regulators, the community and other stakeholders
- (j) Challenge the College to achieve outstanding outcomes through a focus on continuous improvement.

### 4.3 Role of the Council President

The role of the President is to:

- (a) Lead the Council with respect to its key responsibilities and maintain its focus on member value and training
- (b) Preside at all meetings of the Council at which they are present and ensure that business is conducted efficiently and that meeting rules are adhered to
- (c) Lead the development of an effective and cohesive Council
- (d) Support Councillors to understand their roles, responsibilities and accountabilities and to build the skills and capabilities necessary for the Council to fulfil its obligations
- (e) Ensure that the Council agendas cover all key issues, that issues raised by Councillors and issues raised by the Board are included on the Council agenda as appropriate and that sufficient information is presented to Councillors to facilitate good decision-making
- (f) Ensure that there is an effective process for identifying and managing conflicts of interest
- (g) Encourage and enable full participation by all Councillors in the business of the Council
- (h) Ensure that decisions are properly understood by Councillors
- (i) Ensure the appropriate induction of new Councillors
- (j) Ensure appropriate administrative support arrangements are in place for the Council and Council committees
- (k) Establish and maintain a constructive and supportive working relationship with the Board, the Board Chair (where the President is not the Board Chair) and the Chief Executive Officer (CEO)
- (l) Represent the Council to key stakeholders and ensure that they are informed about significant issues
- (m) Actively encourage a culture of transparency, disclosure and accountability.

The President is elected by the Councillors in accordance with the College's Constitution.

### 4.4 Role of the Council Secretary

The role of the Council Secretary is to:

- (a) Support meetings of the Council, ensure that business is conducted efficiently and that Council meeting and decision making processes are adhered to
- (b) Ensure the integrity of Council documents and the accuracy of official records of Council process and actions
- (c) Maintain the completeness and currency of the declarations of interest made by Councillors
- (d) Support Councillors to understand their roles, responsibilities and accountabilities, and
- (e) Maintain compliance with disclosure and reporting obligations to regulators and statutory authorities.

The Council Secretary also has responsibilities to support the Board with its operations.

## 5 COUNCILLORS

### 5.1 Councillor Accountability

Councillors shall adhere to the following:

- (a) Demonstrate leadership and stewardship, promoting and supporting the values of the College

- (b) Act in the best interests of the College
- (c) Act ethically and with honesty and integrity
- (d) Use their position appropriately and exercise their powers as Councillors only for proper purposes
- (e) Act fairly and impartially
- (f) Acknowledge and respect the legitimate interests of Fellows, stakeholders and the community generally concerning the Council's role and the operations of the College
- (g) Be aware of conflicts of interest and if a conflict arises, manage it in accordance with approved policies and procedures
- (h) Never accept gifts, benefits or hospitality where it may be construed that such gifts, benefits or hospitality will influence the Councillor in the direct or indirect discharge of their duties, or breach the College's policies or procedures
- (i) Comply with the College's Code of Conduct, all relevant policies and agreed values.

### 5.2 Exercise of Duties with Due Care and Skill

Councillors shall ensure they are well-informed about the Council's role and responsibilities, undertake their duties with appropriate care and skill to add value to the College and the community, by:

- (a) Making reasonable efforts to understand the role and purpose of the Council and Councillors
- (b) Ensuring they are informed about the activities and performance of the College and understand the legal obligations imposed on the College that relate to the role of the Council, including being aware of the College's key regulators and what those regulators expect of the College
- (c) Ensuring they are aware of and informed about all relevant activities affecting the Council
- (d) Complying with their obligations to the College and promoting a culture of efficiency and effectiveness, achieving optimal benefits for the College
- (e) Preparing for meetings and participating in activities (including committee meetings) that are relevant to the Council
- (f) Participating actively and working cooperatively with their fellow Councillors and with stakeholders to achieve agreed goals
- (g) Acting at all times in a financially responsible manner
- (h) Committing adequate time to preparation for, participation in and attendance at Council meetings and Council committee meetings (as appropriate), and
- (i) Supporting implementation of decisions taken by the Council and the Board.

### 5.3 Independence and Competence

Councillors:

- (a) Are appointed as individuals and when serving as Councillors of RACS are responsible individually for acting in the best interests of the College
- (b) Must exercise their discretion when voting in Council meetings, or other meetings of the College, including Council committee meetings and at no time should they allow any other person or entity to influence or direct them to vote in a certain way and
- (c) May legitimately bring to the Council knowledge and understanding of the views and issues concerning stakeholder groups with which they have an association, while continuing to act in the best interests of the College.

## 6 COUNCIL RELATIONSHIPS

### 6.1 Council Teamwork

Councillors should treat their colleagues and other stakeholders with respect by:

- (a) Always acting courteously in their dealings with Councillors, Directors, RACS staff and other stakeholders
- (b) Not attempting to influence other Councillors improperly
- (c) Listening and giving appropriate consideration to the views of other Councillors, Fellows, Directors and RACS staff
- (d) Demonstrating loyalty to the Council and to other Councillors
- (e) Consulting with stakeholders where appropriate, and
- (f) Raising concerns or ethical issues where necessary with the Council, the President, the Board or the Board Chair.

### 6.2 Relationship between the Council and the Board

The Council and the Board must work together, and the lines of communication must be open and transparent so that neither body is hampered in carrying out their responsibilities.

The President and Vice President of Council both sit on the Board to create an all-important link between the two bodies.

The President is the leader and chair of the Council. The Board Chair is the leader of the Board. The Board Chair must be a Fellow of the College. Whilst the President may also be the Board Chair, this is not necessarily the case and they are different roles.

The Council shall receive information from the Board that is reasonably necessary for the Council to fulfil its advisory role and to make informed recommendations to the Board.

Similarly, Council and its committees must remain mindful of the Board's financial and risk management role and the Directors' fiduciary and legal responsibilities, and cannot take decisions which have financial implications or impact the College's risk profile without prior agreement from the Board.

The Board will report to Council no less than three times per year including an overview of key risks and the financial position of the College.

The Council will ordinarily receive:

- Board papers and reports relevant to its functions
- Summaries of key decisions and discussions of the Board that relate to the Council's area of responsibility

The Council will not ordinarily receive:

- Papers containing confidential matters outside the Council's scope (e.g. CEO performance reviews, HR matters, commercially sensitive negotiations, legally privileged documents)
- Board papers unrelated to Council's remit.

If the Council determines that access to additional Board papers is necessary for its work, the President may make a request to the Board Chair or Company Secretary. The Board Chair will decide whether to grant access, in whole or in part, having regard to confidentiality, relevance, and governance requirements.

Council members are bound by confidentiality requirements and must not disclose or misuse

any Board information received.

Council and the Board will review this arrangement periodically to ensure that the Council has sufficient information to discharge its role effectively while maintaining appropriate confidentiality.

### **6.3 Relationship between the Council and the CEO**

The CEO has the primary role of leading the day-to-day operations and management of the College and is accountable to the Board. The CEO is an employee of RACS and their responsibilities are set out their employment contract and position description as agreed with the Board. The Board authorises and establishes limits on the CEO's authority via documented delegations of authority.

The CEO is responsible for supporting Council to operate efficiently and effectively and in this regard, is responsible for providing Council with information about the activities of the College, government policies, regulations, amendments to legislation, and other critical information relating to Council's functions and powers.

The President is responsible for regular communication with and support of the CEO in how the CEO supports the Council. The President (and the Board Chair, where the President is not the Chair) and the CEO will meet regularly and prior to each Council meeting or informally as otherwise agreed. The President shall advise the Council of the agreed outcomes of these meetings.

Councillors shall respect and support the CEO. Councillors shall ensure that any issue of concern about College operations is raised with the CEO through proper processes, and a process is agreed for the CEO to investigate the issue and report back to the Council. Specifically, Councillors shall

- Accept as a fundamental principle, that the CEO reports to the Board
- Respect the operational role of the CEO
- Support and cooperate with the CEO when Councillors are interacting with employees
- Not seek to establish direct avenues for employees to communicate about operational matters to the exclusion of the CEO other than in exceptional circumstances where the usual avenues for communication are inappropriate or not available.

The CEO shall be entitled to attend and speak, but not vote, at Council meetings.

### **6.4 Relationship between the Council and the Staff of the College**

The role of the Council will necessarily require interactions with RACS staff. In all dealings, Councillors must comply with the College's Code of Conduct, values and the law.

The functioning and effectiveness of Council and its committees is supported by the skills and knowledge of RACS staff. The Council shall ensure that the relationships between College staff and the Councillors are constructive, supporting and enabling.

The Board shall, through the CEO, ensure that adequate support is provided by College staff to enable effective Council operations and activities to support the College.

## 7 DECISION MAKING AND MEETINGS

### 7.1 Conduct of Council Meetings

Subject to the Constitution, Council regulates its own proceedings. Council meetings should be held as often as required to enable the Council to meet its obligations to the College and its Fellows. Notice and quorum requirements are specified in the Constitution.

#### Attendance at meetings

Councillors are required to make every reasonable effort to attend each meeting of the Council, and committees of which they are a member, and to remain in attendance for the full duration of such meetings. Where attendance, or remaining in attendance for the full meeting is not possible, leave of absence is to be sought, in advance, from the President or the Council Committee Chair (as appropriate).

#### Agendas

The agenda for each Council meeting will be prepared by the CEO and Council Secretary in conjunction with the President.

Agendas will cover matters for information, noting, discussion, decision and disclosure and will also include a review of the status of minuted actions arising from previous Council meetings.

Agenda structure will ensure that the Council effectively prioritises the most important matters that warrant Council attention.

The President will ensure that all Councillors have the ability to contribute to agendas should they wish to.

#### Council papers

Council papers shall be circulated to Councillors 5 working days prior to the Council meeting.

#### Minutes

Minutes of Council meetings are a legal record of the meeting. Draft minutes shall be circulated to the Councillors by the Council Secretary within 5 working days of the meeting. Councillors shall inform the President and Council Secretary of any errors or omissions within 5 working days of receipt of the draft minutes.

Approval of the minutes will be ratified at the next Council meeting.

#### Access to information

Councillors have a right of access to the Council documents, including Council papers, Council committee papers, the minutes of meetings and declarations of conflicts of interest, to assist them in performing their duties. The College has a digital Board framework for storing, distributing and providing access to information.

Councillors are only entitled to use Council and College information for permitted purposes related to their role as Councillors.

Councillors are permitted to retain their meeting papers and notes but have an obligation to

maintain the security of information contained within the papers. Councillors are required to return their retained meeting papers to the College after they step down as a Councillor or to destroy them if requested by the Council.

#### Annual Workplan

The Council has an annual workplan to ensure that key items in Council's work cycle are addressed. It should be applied flexibly allowing items to be moved if needed, and new items to be added as they arise.

### **7.2 Council Powers to Delegate**

Council's power to delegate is set out in the Constitution. Delegations should be documented and may be recorded in meeting minutes, circular resolutions, Council committee terms of reference or delegation schedules as appropriate. Ongoing delegations (as opposed to one-off delegations) should be reviewed annually. The Council may revoke or amend any delegation.

### **7.3 Executive of Council**

Council Executive is a smaller group of Councillors (the Office Bearers and three other elected Councillors) who can exercise the powers of Council in between Council meetings or in emergencies.

## **8 ESTABLISHMENT AND OPERATION OF COMMITTEES**

Council committees consume administrative resources and should only be established where there is a clear purpose and benefit for the Council and the College.

Council applies the following principles in determining its committee structure:

- Be certain that a committee is required and necessary
- A committee should have important work to do and real problems to solve
- Do not appoint a committee to do tasks that can be effectively handled by Council or staff
- Do not assume that numerous, active committees indicate a vigorous body
- If a committee is established for a special purpose or task, it should be regularly reviewed to ensure it continues to be effective and adds value without unduly adding to the administration of Council's affairs, and the committee should be discontinued as soon as its task is completed
- The committee structure should be regularly reviewed.

Council may establish committees to exercise any power or perform any function delegated to them by the Council, and/or to advise Council.

Council committees can only establish sub-committees with Council's prior approval and consultation with the Board. This is to ensure strategic alignment, sound resource allocation, avoidance of duplication, and that Councillors' time and energy are not internally focused, when they would be better directed externally for greater impact, eg. engagement with government.

All Council committees must have terms of reference expressly setting out the committee's purpose, scope, responsibilities and decision-making powers as delegated by the Council.

Council committee terms of reference must incorporate:

- The Council committee's composition, which will include an appropriate number of

Councillors

- Specific delegations, if appropriate
- Procedures for meeting agendas, papers, minutes and reporting to Council including an expectation that significant issues will be reported back to Council for noting, discussion and resolution at the next Council meeting.

Procedures for Council committee meetings shall echo Council's procedures.

The agendas and minutes of Council committee meetings shall be available to all Councillors and to all Directors through the relevant channels.

Council committee meetings shall ideally take place to enable adequate documentation, communication and preparation for the Council.

Committees should have annual workplans and the role, function, resources, performance and composition of each Council committee should be regularly reviewed.

The President is an ex-officio a member of any Council committee or working party and may attend any meeting, propose a motion and vote.

The CEO is a standing invitee to all Council committee meetings except where they have a conflict.

## **9 CONFLICTS OF INTEREST**

Councillors must place the interests of the College above their own personal interests and above the interests of related parties such as their relatives. They must ensure they do not use their position as a Councillor, or information they gain as a Councillor, for personal gain or to benefit a related party or to compete with or damage the College.

Councillors shall familiarise themselves and comply with the College's Conflict of Interest Policy which explains the nature of conflicts and outlines their responsibilities regarding conflicts.

## **10 COUNCILLOR APPOINTMENT, INDUCTION AND EXPENSES**

### **10.1 Councillor Appointment**

Councillors are elected or appointed in accordance with the Constitution.

### **10.2 Induction to Council**

Each Councillor must complete an appropriate induction program. The President, CEO and Council Secretary will be responsible for the induction program. The aim of the induction program is to support new Councillors to understand and undertake their role by:

- Making Councillors welcome to the College
- Introducing Councillors to the Council and the College, including the senior management team (as appropriate) and enabling the Councillor to be briefed by the senior management team about their roles and responsibilities, and
- Providing relevant written information about the history of the College; its employees, strategy and operations; risk management; its performance; the composition and role of the Board, the composition and role of the Council; the duties and responsibilities of Directors; the duties and responsibilities of Councillors; the availability of training and support; protective indemnities and insurance; attendance requirements; and reimbursement policies and protocols.

**10.3 Reimbursement of Expenses incurred by Councillors**

The Constitution does not allow the remuneration of Councillors for any work undertaken solely in their role as Councillors.

Councillors can be reimbursed for reasonable expenses in accordance with the Constitution and relevant College policies.

**11 COUNCIL PERFORMANCE ASSESSMENT**

The Council is committed to regular reflection about its performance and to undertaking regular, formal and constructive assessment of its performance and that of its committees.

An independent structured governance assessment of Council and its committees will be undertaken every three years to ensure that Council and its committees are fulfilling their responsibilities effectively and efficiently without duplication of work and unnecessary expense.

**12 CHARTER REVIEW**

This Charter shall be reviewed at least every three years.

**13 RESPONSIBLE OFFICER**

The President is the responsible officer for this Charter.

**14 AUTHORISATION AND COMMENCEMENT DATE**

This Charter was approved by the Council on 24 October 2025.

**15 NEXT REVIEW DATE**

October 2028

**Council President**