

# Regulations

## Committee Meeting Operations



<b>Authorising Body:</b>	Board
<b>Responsible Committee(s):</b>	Corporate Governance and Risk Committee
<b>Responsible Department(s):</b>	Office of the President and CEO (OPCEO)
<b>Document Code:</b>	REGS Committee Meeting Operations Regulations

### Background

These regulations document committee meeting operations that are generic to all College Committees, working groups and networks. This document is to be read in conjunction with the committee's individual Regulations/Terms of Reference which outlines, at a minimum, the Committee's role(s), responsibilities, reporting relationships, composition/membership and election/appointment/casual vacancy processes.

The information contained in this document replaces the operational information contained in each of the College's individual committee Regulations/Terms of Reference.

Until such time that a committee's individual Regulations/Terms of Reference have been updated to remove the operational information, please contact the College's Governance Unit for assistance where committee operational matters require clarification via [ranzcp@ranzcp.org](mailto:ranzcp@ranzcp.org).

A Committee's Regulations should always be referred to when making an appointment to the Committee. If the Committee wishes to divert from its Regulations such as appointing a role which is outside of its Regulations, a briefing paper will be required to be prepared outlining the reasons for the proposed diversion and submitted to the committee's Parent Committee for consideration prior to submission to the CGRC.

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## 1. Agenda

An agenda should be circulated one week in advance of the Committee meeting.

Refer to the *Committee Induction Manual College Committee Operations – Guide to Chairing Meetings* or the *Committee Induction Manual* for further information on agendas.

Agenda items must include:

- An acknowledgment:
  - Appropriate New Zealand meeting protocol; or
  - Australian Acknowledgement of Country
- Attendees and Committee term dates
- Apologies received prior to agenda and papers being provided to the committee
- Quorum and meeting commencement time
- Declaration of Conflicts of Interest (COI)
- COI Register (for that committee)
- Minutes of the previous meeting(s)
- Business arising from the minutes
- Action list (unless included as part of the minutes)
- Committee risks and/or register
- Committee Work Plan
- A link to the College's Strategic and Operational Plan
- Items for discussion/approval
- Items for noting
- Other business
- Next meeting date
- Meeting close i.e. the time the meeting concluded.

## 2. Attendance

A Committee member is expected to attend all Committee meetings and participate in matters that are considered outside of meetings, where practicable.

Frequent non-attendance of meetings and/or non-response to matters being considered outside of meetings will be reviewed by the Committee Chair with the individual member concerned.

In the case of the Committee Chair not frequently attending meetings and/or non-response to matters considered outside of meetings, the Parent Committee Chair will be advised by the Chief Executive Officer (CEO) or relevant College Executive Manager to determine the next steps.

'Frequency' will be determined in consultation between the Committee Chair and/or Parent Committee Chair and the CEO and/or relevant College Executive Manager.

### **3. Chair**

The Chair of the Committee will chair the Committee's meetings.

In the absence of the Chair, the Deputy Chair (if applicable and present) shall act as the Chair for that meeting.

If the Chair or Deputy Chair are not in attendance within fifteen minutes of the meeting's commencement time, the Committee members present shall elect a Committee member (Fellow or Affiliate) present to chair the meeting.

Refer to section 5 and 7 of these regulations for managing conflicts of interest.

### **4. Committee Powers and Delegation**

The Committee shall observe and comply with its Regulations/Terms of Reference and any directions and delegations (financial or otherwise) that may be required by the Board.

Any delegation from the Board cannot be sub-delegated by the Committee.

The Committee shall act within its schedule of delegations or seek clarification of these from the Board, the relevant Board constituent committee or the relevant College Executive/Senior Manager.

### **5. Conflict of Interest**

Conflicts of interest will be managed and declared in accordance with the College's [Declaring and Managing Conflict of Interest Guideline](#).

All persons attending a Committee meeting must declare any conflicts of interest (COI) to the Chair. If the declaration is provided outside of a meeting, any declaration is to be emailed to the Chair and the relevant College Executive/Manager.

A Committee must maintain a COI register and an up-to-date version is to be provided as part of the agenda papers for each Committee meeting.

Conflicts declared at a meeting must be recorded in that meeting's minutes and the committee's Conflict of Interest Register must be updated.

Refer section 17 of these regulations (Quorum/Voting) for instances where a conflict is present.

### **6. Consent**

As a Committee member, the College will communicate your email address to all members of the Committee on which you sit to enable the Committee to carry out its role(s) and responsibilities. The College may also communicate your email address to other associated College Committees, including the Board. If you do not consent for your email address to be communicated in this way, please contact the relevant College Executive/Senior Manager.

### **7. Confidentiality**

It is important to keep confidential any information provided to you as part of your committee role and to seek clarification from the Chair if uncertain whether a matter can be disclosed.

All voting members, Co-opted members, Observers and appointed Proxies must sign and return to the College a [Deed of Undertaking in relation to Confidentiality and Conflict of Interest](#), prior to attending a meeting.

Note: One (1) signed Deed of Undertaking covers all College Committees. Anyone attending a meeting (whether in person or by telephone/video conference) must seek clarification from the Chair if they are uncertain if a matter can be disclosed.

The Deed of Undertaking is valid during, and continues to operate after the cessation of the committee role.

## 8. Co-opted members

The Committee may co-opt a maximum of two additional members for a specified period of time, where particular knowledge and/or expertise is required.

The number of Co-opted members outlined above does not include where a committee's individual Regulations/Terms of Reference allows for:

- the immediate past Chair to be Co-opted; and/or
- where the committee agrees to co-opt a person(s) who expresses interest in joining the Committee outside of the election process.

Co-opted members do not need to be a member of the College.

Refer to section 17 of these regulations (Quorum/Voting) for voting rights.

Refer to section 5 and 7 of these regulations for managing conflicts of interest.

Co-opted positions are generally for up to 12 months and a Committee will consider annually the requirement for Co-opted members.

## 9. Defects in Appointment or Qualification

All acts done in good faith by a meeting of the Committee or member of a committee will be valid and effective even if it is afterwards discovered that there was some defect in the appointment of that person.

## 10. Financial Responsibility

A committee must develop an annual budget in consultation with the relevant College Executive/Senior Manager.

All financial business cases, budgets or budget variations must be reviewed by the CEO, the Finance Department and approved in accordance with the [College's Delegation of Authority Guideline](#).

Additional financial responsibilities will be outlined in a committee's Regulations/Terms of Reference.

## 11. Media and Authorised Statements

The College's [Media and Communications Policy](#) must be consulted and adhered to.

Media questions received by a committee or a committee member **must** be forwarded to [media@ranzcp.org](mailto:media@ranzcp.org) for consideration.

## 12. Meetings

Committee meetings (excluding the Branch Committees and the New Zealand National Committee) may be in person (face-to-face) up to a maximum of 2 times per calendar year, by teleconference, videoconference or may be out of session via email. Any exceptions to this will be listed in the committee's individual Regulations/Terms of Reference.

Out of session meetings (by email) are to be used as method of last resort and/or for when urgent matters are required for decision/input and it is not feasible for a meeting (face-to-face, teleconference or videoconference) to be convened. However, best endeavours should be made to convene a meeting by teleconference, videoconference or face-to-face where there are matters likely to require robust deliberation or are of a significant nature.

Branch Committees and the New Zealand National Committee meetings are typically face-to-face meetings.

All business of a committee must be undertaken within its Board approved allocated budget.

Appropriate meeting notice will be provided. However, the College may call a meeting with 24 hours' notice if the business is deemed urgent by the Board, Chair of the Committee or the CEO.

### **13. Minutes**

Minutes of a meeting and any out of session decisions shall be recorded and kept by the College.

Minutes must be:

- drafted, provided to and reviewed by the meeting Chair within two weeks of the meeting taking place, where practicable
- following Chair review, circulated to the Committee and submitted in draft to the Parent Committee for noting
- submitted to the Committee's next meeting for approval.

Refer to the *Committee Induction Manual College Committee Operations – Guide to Chairing Meetings* or the *Committee Induction Manual* for further information on minutes.

### **14. Observers**

The Committee may invite a person(s) to attend some or parts of a Committee meeting as an Observer.

Observers do not need to be a member of the College.

It will be at the discretion of the Chair of the Committee if an Observer is to be provided with Committee meeting papers.

Refer to section 17 of these regulations (Quorum/Voting) for voting rights.

Refer to section 5 and 7 of these regulations for managing conflicts of interest.

A committee will consider on an as required basis the need for Observers.

### **15. Other Committees**

The Committee may not establish another committee without the approval from the Committee's Parent Committee and/or the Board unless it is documented in the committee's individual approved Regulations/Terms of Reference.

Any request to establish a committee must be in writing to the Parent Committee/Board, taking into consideration resources, workload, available budget and the College's governance structure.

### **16. Proxies**

Committee members are only able to appoint a Proxy to attend a meeting on their behalf if the position held by the member on the Committee is a Representative position as defined in this document.

The appointed Proxy must be a member of the Committee they are representing.

The onus is on the Committee member to advise the Committee Chair and the relevant College Executive/Senior Manager in advance of the meeting of their Proxy's details.

A Proxy has the same voting rights as the person they are replacing.

A Proxy may only receive the meeting papers for the meeting they are attending.

Refer to section 7 of these regulations (Confidentiality) and section 5 of these regulations (Conflict of Interest) for managing conflicts of interest.

Refer to section 17 of these regulations (Quorum/Voting) for voting rights.

## 17. Quorum/Voting

The quorum to hold a meeting (face-to-face, teleconference, videoconference or out of session via email) is **50% of the Committee's total voting membership**. For example: if a committee is made up of 11 persons, namely:

- 1 Chair (can vote)
- 8 members which includes 1 person holding a Casual Vacancy position and 1 holding a Proxy (all can vote)
- 1 Co-opted member (cannot vote)
- 1 Observer (cannot vote).

The quorum required to hold a meeting will equal 50% of the 9 voting members i.e. 5 voting members. A vacant role on a committee, Co-opted members and Observers are not counted for quorum purposes, nor are agenda items where a conflict of interest has been declared.

### ***Who can vote***

With the exception of Co-opted members and Observers, all committee members (including those holding a Casual Vacancy role or Proxy role) have voting rights.

College staff are not permitted to vote.

### ***Minimum % of Committee members required for a decision to be made***

A decision of the Committee is valid where it is made by a minimum of **50% of its voting membership who are present**.

Where a conflict of interest has been declared and excludes a person from voting, the *minimum 50%* is of those who are eligible to vote and present.

Example: if a committee has 10 members in total and 8 are present at the meeting. 2 of the 8 present are Co-opted (i.e. cannot vote) and 1 voting member has declared a conflict. This would equal 5 members able to vote. Therefore a minimum 50% of 5 would be 3 members required for a decision to be valid.

### ***Decisions where a quorum is not present***

If a quorum is not present, decisions can only be made on agenda items that relate to an already approved policy, procedure or process, to a set of facts, or extending to an established decision.

The Chair is required to seek guidance from the relevant College Executive/Senior Manager or the CEO to confirm where decisions can be made when a quorum is not present.

### ***Options for decision making where there is a quorum not present and agenda items requiring decision do not relate to an already approved policy, procedure or process, to a set of facts, or extending to an established decision***

Agenda items can be considered out of session or potentially deferred to the next meeting. Decisions as to which method is appropriate should be made by the Chair in consultation with the relevant College Executive/Senior Manager or the CEO.

Refer to section 12 (Meetings) of these regulations regarding out of session meetings.

### ***Where there is an equality of votes***

The Chair of the meeting has an additional vote where there is an equality of votes.

Meeting decisions will be recorded in the meeting's minutes.

A decision of the Committee is deemed to be a decision of all Committee members present and voting. A Committee member may request that their dissent be recorded in the minutes.

Decisions are to be made in accordance with the committee's individual Regulations/Terms of Reference and/or the Board's delegation, noting that a decision may be a recommendation to the Parent Committee for approval.

#### **18. Review**

The Board will review the need for each College committee and its membership and/or composition every two years.

Regulations/Terms of Reference shall be reviewed every two years, or earlier if required.

#### **19. Risk Management**

The Committee is responsible for identifying, recording, reporting and managing risks in accordance with the College's [Risk Management Policy](#).

Any risk that is thought to be a high risk must be elevated promptly to the Committee's Parent Committee via the Executive/Senior Manager.

#### **20. Support**

A Committee shall be supported by College staff. The Executive/Senior Manager responsible for the Committee (or their nominee) will be in attendance at all committee meetings. Other staff members may attend and this will be arranged by the relevant Executive/Senior Manager.

Refer to section 17 of these regulations (Quorum/Voting) for voting rights.

#### **21. Work Plan**

The Committee will develop and implement an annual Work Plan to inform the College's Strategic and Operational Plans. The annual Work Plan must be provided to the Committee's Parent Committee when first approved by the Committee and then ongoing after each of the Committee's meetings so as to provide updates on the progress of the work being undertaken.



## 22. Definitions and Interpretation

'Accredited member' means a member of a Faculty afforded Accredited member status in accordance with the Accredited member Policy for that faculty.

'Article(s)' means an Article or clause of the RANZCP Constitution.

'Affiliate' means a member admitted pursuant to Article 3.5.

'Annual General Meeting' means the Annual General Meeting (AGM) of the College held in accordance with the RANZCP Constitution, the *Corporations Act 2001* (Cth) and the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

'Associate' means a member admitted pursuant to Article 3.4.

'Board' means the Board of the College established under the Constitution, each member of which shall be a Director of the College.

'Branch' means a Branch of the College established under Article 16.

'Branch Committee' means management committee for the Branch as per the Constitution.

'CEO' means Chief Executive Officer who is appointed pursuant to Article 17.1.

'Casual Vacancy' means a vacancy on the Committee caused otherwise than by the retirement of a member of the Committee at the end of his or her term. Any Casual Vacancy role filled will be from the date of appointment and will conclude at the same time as the person they are replacing. A Casual Vacancy has voting rights.

'Co-opted' means a person appointed to a Committee for their area of expertise or knowledge of a particular area. A Co-opted member is a non-voting member.

'College' or RANZCP means The Royal Australian and New Zealand College of Psychiatrists.

'Committee' means a group established by the Board (in accordance with approved College procedures) to assist it in discharging its duties (other than for those items that the Board cannot delegate). A Committee may be known as a committee, subcommittee, advisory group, working group, network or any other name determined by the Board.

'Company Secretary' means the person appointed by the Board pursuant to Article 17.2 to perform the duties of the Company Secretary for the purposes of the *Corporations Act 2001* (Cth).

'Constitution', means the Constitution of The Royal Australian and New Zealand College of Psychiatrists as amended from time-to-time.

'Election Year' means the year the RANZCP Constitution came into effect and every second year thereafter.

'Electronic Ballot' means a ballot (vote) undertaken by electronic methods.

'Ex-officio' means a person is a member of the Committee due to their membership on another committee **or** a person who may choose to attend a committee meeting due to their position of office (as determined by the Regulations/Terms of Reference/Position/Role Description).

'Elected' means the formal election process undertaken to elect a role as detailed in the Regulations/Terms of Reference.

'Faculty' means a Faculty of the College established pursuant to Article 15.

'Fellow' means a member who holds Fellowship of the College pursuant to Article 3.3.

'Financial Year' means the Financial Year of the College, from 1 January to 31 December.

'member' means a person who is a member of a committee.

'Members' Forum' means a meeting of members of a Faculty, Section or Branch chaired by the relevant Faculty, Section or Branch Committee Chair. This term replaces the term 'Annual General Meeting or General Meeting' used by these groups previously.

'Observer' means a person who is invited to observe at a meeting. An Observer does not have voting rights.

'Parent Committee' means the committee that it reports to (which may be the Board in some cases).

'President' means the person for the time being elected to that office pursuant to Article 9.1.1.

'President-Elect' means the person for the time being elected to the office of President-Elect pursuant to Article 9.1.2 or Acting President-Elect, as the case may be.

'Proxy' means a person appointed to represent a member of a committee at a meeting on their behalf. Committee members are unable to appoint a Proxy unless the position held by the Committee member is a Representative position. The appointed Proxy must be a member of the committee they are representing. A Proxy has the same voting rights as the person they are replacing.

'Regulations' means a document outlining at a minimum a committee's role(s), responsibilities, , reporting relationships, composition/membership and election/appointment/casual vacancy processes. Regulations may also be referred to as Terms of Reference.

'Representative' means a person appointed to a committee from another College committee (e.g. Trainee Representative Committee or Overseas Trained Psychiatrists' Representative Committee) or from within a College group (e.g. Jurisdictional Representative) or from an organisation external to the College.

'Section' means a Section of the College established pursuant to Article 15.3.

'Terms of Reference' means a document outlining at a minimum a committee's role(s), responsibilities, reporting relationships, composition/membership and election/appointment/casual vacancy processes. Terms of Reference may also be referred to as Regulations.

'Year' for the purposes of Articles/Regulations/Terms of Reference dealing with elections or appointments means the period of a year or years commencing from assumption of an office, and includes the period up to and including the Annual General Meeting at which retirement from that office occurs.

## **23. Associated RANZCP Documents/Sources of Information**

- Committee Regulations/Terms of Reference of relevance to that committee
- Position/Role Descriptions of relevance to that committee
- Constitution
- Code of Conduct
- Code of Ethics
- Privacy Policy
- Bullying and Harassment Policy
- Delegation of Authority Guideline
- Conflict of Interest Guideline
- Committee Conflict of Interest Register
- Deed of Undertaking in relation to Confidentiality and Conflict of Interest
- Risk Management Policy
- College Committee Operations – Guide to Chairing Meetings
- Committee Induction Manual
- Governance Structure Chart

- Media and Communications Policy
- Document Approval Pathway Procedure
- Strategic Plan
- Operational Plan
- Work Plan
- Website
- Travel and Expense Policy and Expense Claim Form
- Policy of Accredited Membership of an established College Faculty (where applicable)
- Procedure for Appointing Trainees to College Committees (where applicable)
- Procedure for the Appointment of Community Members to College Committees (where applicable)
- other relevant policies/guidelines that the Committee is responsible for.

### Revision Record

**Contact:** Senior Manager, Corporate Governance and Risk

Date	Version	Approver	Description
18/11/18	1.0	Board B2018/7 R10	New document.
<b>NEXT REVIEW: 2020</b>			