

## **RACMA CONSTITUTION DISCUSSION PAPER TWO COMPOSITION OF THE BOARD**

The RACMA Board is relatively large by modern standards, with respect to the size of the membership and standard practice in similar organisations.

While there are no clear guidelines regarding the “right” size of a Board, the key consideration is that a Board should be of a size that balances enough members to get the work done while allowing the Board to work and deliberate as an effective team (Governance Today).

Currently, members of the Board (including those office holders who are Directors) are elected from the Membership. All roles excepting the Associate Fellow and Candidate Directors are only available to Fellows to nominate and to vote for.

The current composition of the Board is as follows:

- President
- Vice-President
- Chairperson, Finance and Audit Committee
- Chairperson, Education and Training Committee
- 3 Fellows
- 1 Associate Fellow (elected from and by the Associate Fellow Members)
- 1 Candidate (elected from and by the Candidate Members)

The Constitution includes no articulation or requirement of the skills or expertise for Members who are appointed to the Board. However, as Members of the College, it is arguable that the skills for being a Director are inherent in College membership and as such, do not need to be explicitly described in the Constitution.

All periods of appointment are three years, excepting the Candidate Director whose term is limited to two years or until Fellowship is obtained, whichever is longer.

In addition to the Directors elected by the Membership, there are up to two additional roles for Board members who bring expertise in the areas of business, education, and/or community.

If all roles are filled, the Board comprises 11 members.

A member can have a continuous period of service of up to 12 years as a member of the Board and/or Officeholder subject to their re-election at the completion of each period of appointment. “Officeholder” includes Censor-in-Chief and Chair of the CEPD Committee.

If an individual meets the 12 year “limit”, they can be re-elected or reappointed to the Board after a 12-month period off the Board.

**Recommended amendments:**

1. Amend the Constitution to add an additional Associate Fellow member, increasing the representation by Associate Fellows to two (2).
2. Amend the periods of appointment to three (3) year terms, with a maximum consecutive period of service of nine (9) years.

**The President and Vice-President**

The Constitution does not overtly have planned succession for the key governance role of President.

Under the current Constitution, the Vice-President does not automatically progress to President and the President is only permitted to serve one term.

This is not aligned with similar professional bodies and can lead to a loss of corporate history and knowledge. Most specialist medical colleges elect a President-Elect who assumes the role of President following completion of the incumbent's term, with some colleges having the Immediate Past President serve an additional term on the Board.

In line with this, the Constitutional Working Group has proposed that

- There will be direct election of the President-Elect, in the same way as the President is currently elected
- At the end of the incumbent President's term, the President-Elect will transition automatically into the role of the President. This will allow both for support for the President during their term and robust succession planning.
- The election of the President-Elect will occur every two years, and the term length of the President and the President-Elect will be two years each. This will lead to a combined "Presidential cycle" of four years.

**Recommended amendments:**

1. Amend the Constitution to change to replace the Vice-President with a President-Elect. This will include:
  - a. Changing the name of the role
  - b. Providing for election of the President-Elect and automatic transition to the role of President
2. Amend the term for the President and President-Elect be two (2) years rather than three (3) years.

**Direct Election for Other Office Bearers**

The Constitution currently requires direct election by the Fellowship to the roles of Chairperson Finance and Audit Committee and Chairperson Education and Training

Committee. The Constitution is silent as to the skills and experience required for these roles. There is no clear reason why these positions should not now be appointed by the Board.

**Recommended amendments:**

1. Amend the Constitution to allow the RACMA Board to appoint to the roles of Chairperson of the Finance and Audit Committee and Chairperson of the Education and Training Committee.

**Jurisdictional Cap**

There is currently a jurisdictional cap that applies to the Fellows elected or appointed to the Board.

Put simply, no more than two Fellows from a single jurisdiction may serve on the Board at any one time.

This cap does not distinguish between Officeholders and Fellows, and does not include the Associate Fellow or Candidate Directors as part of the cap.

The cap controls the maximum number of Board members who can be appointed from a single jurisdiction but does not ensure all jurisdictions are represented on the Board.

**Recommended amendments**

1. Amend the Constitution to exclude the President and Vice President from the jurisdictional cap (President Elect).
2. Amend the Constitution to ensure that a Fellow Practising in New Zealand is required as part of the Board Composition.