

# POSITION DESCRIPTION



## Position Title: Board Charter

This Board Charter sets out the fundamental principles adopted by the Board in governing The Royal Australasian College of Medical Administrators (RACMA).

### 1. Objects

The function of the RACMA is, in accordance with section 4 of the 2009 RACMA Constitution, to pursue the objects which are:

1. The principal object of the College is to deliver comprehensive education and training programs to medical managers and other Medical Practitioners who are training for or occupying management roles and positions.
2. In addition, the College has the following subsidiary objects:
  1. To examine Medical Practitioners seeking recognition as specialist medical administrators and to admit to Fellowship Medical Practitioners who have attained specialist qualifications and/or specialist expertise in medical administration.
  2. To provide continuing education to Medical Practitioners to assist them to acquire and maintain skills and competence in medical administration.
  3. To support Medical Practitioners who are not specialist medical administrators to develop leadership and management skills.
  4. To assess the competence and performance of Fellows and Associate Fellows and to offer education, training, remediation and support to Fellows and Associate Fellows whose competence and/or performance is assessed as being below an acceptable standard.
  5. To promote and advance the study of the principles and practice of health services leadership and management by Medical Practitioners.
  6. To educate the public and other health care professionals about health leadership and management and medical administration.
  7. To support research in the field of health leadership and management and medical administration.
  8. To provide advice and to make submissions and representations to governments, political parties, authorities and other bodies on issues relevant to health leadership and management and medical administration.
  9. To liaise with other medical colleges and representative bodies.
  10. To undertake other activities to promote the specialty of medical administration and/or to provide services to members.

### 2. Corporate Governance

The RACMA Board has primary responsibility to its members, supporters, and other stakeholders to establish strategic direction, pursue established corporate objectives and monitor business performance. The Board recognises the importance of applying best practice corporate governance principles in fulfilling this responsibility and has committed to the highest level of integrity in the conduct of its operations. To satisfy this commitment, the Board has adopted a RACMA Officers Code of Conduct (2012).

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### 3. Role and Purpose of the RACMA Board

In the course of their administrative undertakings, RACMA Board Directors are required to carry out their responsibilities and powers in accordance with this Charter and the appropriate governing legislation. In striving to achieve the objectives of the RACMA its Board Directors should act with prudence and integrity at all times.

The Board's responsibilities include:

- Determining strategic direction, vision and corporate objectives
- Approving policies, business plans, strategic plans and operating plans that realise RACMA's vision and corporate objectives
- Evaluating and approving major capital expenditure and business transactions
- Ensuring adequate systems exist to monitor:
  - corporate compliance with legislation and relevant government guidelines and directives;
  - corporate performance against plans and forecasts; and
  - long term planning and risk management to ensure sustainable ongoing operations
- Appointing the Chief Executive Officer and clearly defining the roles and responsibilities of that position
- Approving the appointment of other senior executives and managing succession for all senior positions
- Modelling and driving an ethical organisational culture

### 4. Secretarial Matters and Board Meetings

#### *Board Meetings*

By March each year, the Board adopts a budget for the coming financial year which is aligned to its strategic direction and operational imperatives. The Board requires the Chief Executive to develop an Activity Plan for the coming financial year which ensures that all necessary matters are addressed in the Strategic Outlook Plan and progress reported to the Board at regularly. Board meetings are attended by Directors, the CEO/Secretary. Other people attend meetings at the invitation of the Board.

The quorum of Directors for meetings is a majority of the Fellow directors.

The Board holds an annual special meeting to develop a strategic outlook report to inform management's annual business planning cycle.

On occasions it is necessary for the Board to consider matters and pass resolutions at times between scheduled Board meetings. In such cases, reports and recommendations can be circulated by the Secretary/CEO to Directors.

#### *Monitoring*

The Board receives the CEO's monthly performance report and a monthly financial performance report and regular briefings and presentations on RACMA operations. The President meets regularly with the CEO to review business issues.

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## *Board Minutes and Records Maintenance*

The Secretary/CEO takes minutes at Board meetings. Draft minutes are provided to the President within seven days following the meeting. Minutes are included in the next Board meeting papers for adoption by the Board.

The Secretary/CEO ensures that a hard copy of all Board papers, Board minutes and documents tabled and presentations made at Board meetings are kept in a secure location accessible on request by Directors.

Directors must ensure that any copies of Board papers which they retain are kept either in a secure location, shredded or returned to the Secretary/CEO for disposal.

## **5. Board Members – independence & professional advice**

The RACMA Board is appointed by the membership of the College.

To assist the Board to monitor and appropriately manage potential conflicts between Directors' duties for RACMA and their own personal interests, Board Directors will complete a Declaration of Interests each year.

The Directors' Induction materials and the Officers Code of Conduct contain procedures for the disclosure of Directors' interests in matters to be considered by the Board and the manner in which such interests will be dealt with by the Board.

The Board and its Committees may seek independent professional advice whenever it is considered appropriate. Individual Directors, with the prior approval of the President, can procure professional advice, at RACMA's expense, on matters related to their responsibilities as a Director.

## **6. Delegation of Authority**

The Board has adopted a regime for delegations and sub-delegations as set out in the Delegations Authority Manual. All delegations are reviewed annually by the Board. Unless there are particular circumstances where it is not appropriate Directors will direct their inquiries or need for additional information to the CEO who is responsible for meeting Directors' information needs. Should a Director not be satisfied with the response of the CEO to any request, he/she should raise the matter immediately with the President.

## **7. Conduct of Members**

In fulfilling their role, Directors must conduct themselves consistent with the Officers Code of Conduct.

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## 8. Relationship between the Board and Management

The Board reserves the following matters for its decision:

- Approval of strategy and annual Activity Plan and Strategic Plan;
- Approval of the Annual Report and;
- Determinations and approvals other than those formally delegated to management

The Board delegates responsibility for day to day management of RACMA to the CEO subject to any limits of such delegated authority as determined by the Board from time to time. The CEO must, however, consult the Board on matters that are sensitive, extraordinary or of a strategic nature.

Management is accountable to the Board and are to fulfil this responsibility through the provision of reports, briefings and presentations on a regular basis throughout the year.

The Board adopts appropriate structures and procedures to ensure it retains its independence and functions independently of management.

## 9. Director Selection and Induction

Directors are elected by the College members for a term of three years and may serve on the Board for 12 years. New Directors will be provided a thorough induction by the President and CEO.

The induction will address the following:

- The role of RACMA Directors and Board processes including this Charter and the Board Directors' position description;
- RACMA Directors' core competencies, for example, relevant legislation and Government guidelines and directives;
- RACMA's policies, systems and procedures;
- RACMA's Strategic Plan and Activity Plan; and
- Historic and projected performance using financial and non-financial performance indicators.

## 10. Secretary The Secretary of RACMA shall be the Chief Executive of the RACMA

The Secretary shall have custody of the common seal of the RACMA and present the statement of accounts to each meeting of the Board. The Secretary also has delegations under the 2009 RACMA Constitution.

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## 11. Performance Evaluation Board Performance

The Board will conduct an annual performance review. The Performance review and evaluation should take into consideration the Board's processes and the efficiency and effectiveness with which it carries them out.

A review of Board effectiveness based on the Board Evaluation Survey, observation and performance against objectives will be prepared by the President.

### Related Documents

- RACMA Code of Conduct
- RACMA President's Position Description
- RACMA Board Directors Position Description
- RACMA Officers Code of Conduct

### References

- *2009 RACMA Constitution*
  - *RACMA policies and procedures*
  - *RACMA Board Director Induction*
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