



RANZCO

The Royal Australian
and New Zealand
College of Ophthalmologists

The Australian and New Zealand Eye Foundation (ANZEF) Committee

Terms of Reference

The terms of reference stipulate the requirements and processes to which the ANZEF Committee shall adhere to accomplish its stated purpose.

Appointment under these Terms of Reference may only be accepted by completion and return of the *Appointment Acknowledgment and Agreement* section on the final page.

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1. TITLE

The Australian and New Zealand Eye Foundation (ANZEF) Committee

2. MANDATE

The Committee is a standing committee of the College established by the Directors under Clause 19.1 of the Constitution.

3. PURPOSE

As the philanthropic arm of the College, the purpose of the Australian and New Zealand Eye Foundation (ANZEF) is to support projects and partnerships that advance eye health equity and access, aiming to prevent avoidable blindness and eye diseases in Australian, New Zealand and Asia Pacific Communities.

The purpose of the Committee is to direct the Foundation's Administrative Officers in administering and promoting the Foundation on behalf of the Directors of the College.

4. MEMBERSHIP AND APPOINTMENT

The membership shall include:

- The President of the College or their delegate (*ex officio*);
- The CEO of the College or their delegate (*ex officio*);
- Three Fellows of RANZCO; and
- Such other persons appointed by the Directors from time to time (**Appointed Members**).

Subject to Board approval, the Committee may appoint members in an advisory capacity who are not Members of RANZCO, if the Committee considers it necessary or advisable.

Non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee chair.

Other than ex-officio members, all other members are appointed to the Committee by the Board/CEO after a call for Expressions of Interest has been undertaken.

Ideally the Chair is to be elected by and from the members of the Committee, or if no suitable candidate is identified, by appointment through the Board, and is subject to Board approval. If the Chair is unable to continue the position as Chair, the Committee should elect from its membership a Chair to fill the vacancy for the duration and completion of the remaining term and inform the Board accordingly. If no one is available to take up the Chair from current members, the Committee may co-opt a Fellow for this purpose and seek endorsement from the Board.

Any vacant non-Chair positions may be filled on a casual basis with consent of the Committee members for the remainder of the term.

Committee members shall be appointed having consideration to the aims and intent of the RANZCO Diversity and Inclusion Policy and RANZCO's commitment to achieving a goal of 35% female representation on all committees and leadership bodies. Individual Committee members shall have regard to the aims and intent of the RANZCO Diversity and Inclusion Policy and adopt an inclusive approach to all Committee and RANZCO-wide activities.

5. TERMS AND ROTATION – APPOINTED MEMBERS

- The Directors may appoint, replace, or remove Appointed Members of the Committee at any time.
- Appointed Members are to be appointed for a term of 3 years, with possible extensions of 1 + 1 + 1 year, unless otherwise decided by the Directors.
- Retiring members will hold office until the conclusion of the meeting at which they retire.
- Retiring members may only be re-appointed after a 1-year period off the Foundation.

6. RESIGNATION AND CASUAL VACANCY

The position of an Appointed Member will become vacant if a committee member:

- resigns by notice in writing to the Directors; or
- is not present at 3 consecutive meetings without leave of absence from the Chair.

In the event of a vacancy, the Directors may appoint a person to fill that vacancy for the remainder of the term or may appoint a person under clause 7(a).

7. CHAIR AND DEPUTY CHAIR

At the first meeting of the calendar year (usually in February), the Committee must appoint from its members a Chair and a Deputy Chair for a term of 3 years, with possible extension of 1 + 1 + 1 year.

The Chair must chair all committee meetings and be an *ex-officio* member of any sub-committees of the Committee. The Deputy Chair must act in the place of the Chair whenever the Chair is absent or unwilling or unable to act

8. FOUNDATION ADMINISTRATION

The College is responsible for providing administrative support to the Committee, under the direction of the Philanthropy Senior Manager. They include the following:

- Developing and Implementing the Strategy and Operational Plans for the Foundation, including:
 - External and internal stakeholder engagement to advance the objectives of the Foundation
 - Fundraising and Philanthropic partnerships
 - Managing Sponsorships
 - RANZCO Member engagement
 - Seeking and exploring opportunities for Program partnerships
- Providing specific support and coordination of the ANZEF Committee's Fundraising & Philanthropy Advisory Group.
- Supporting Committee activities, including:
 - Preparation of the draft agenda in consultation with the Chair
 - Organisation of meeting arrangements, facilities, and attendance
 - Collation and distribution of meeting papers in a timely manner
 - Taking the minutes of meetings and keeping a record of resolutions, matters arising and issues to be carried forward
 - Maintaining the Committee's work program
 - Assisting with all regulatory reporting relating to the activities of the Foundation i.e., ACNC, ATO; and ACFID
 - Doing such other things as appropriate to further the purposes of the Foundation.

9. SUB-COMMITTEES AND GROUPS

The Committee is to establish and oversee sub-committees as it sees fit to assist it in carrying out its functions and responsibilities. These Sub-committees will include the following:

- Program Selection and Grants Sub-Committee.
- ANZEF Fundraising and Philanthropy Advisory Group

Any overseas projects under consideration for administration by the Foundation must be considered and recommended by the RANZCO Global Eye Health Committee.

Any Indigenous projects under consideration for administration by the Foundation must be considered and recommended by the relevant RANZCO indigenous committee in Australia or New Zealand depending on the proposed area of activity.

The sub-committees must be comprised of such persons as appointed by the Committee.

The Chair must be an ex-officio member of any sub-committees of the Committee.

The Committee may determine the terms of reference for such sub-committees and groups.

10. QUORUM

Half the number of members (or as otherwise determined by the Board) must be present in person or on tele/video conference for any determination to be made or business transacted by the Committee.

11. MEETINGS, MINUTES AND REPORTS

The Committee will meet as required pursuant [to any factors] and, at least once a year; ideally face to face at the Annual Scientific Congress.

Only members have voting rights. The Chair will NOT have the deciding vote in a tied decision, so discussion must continue until a clear majority decision is reached. Committee decisions may be made out-of-session if majority support is reached. Where agreed, all out-of-session decisions shall be recorded in the minutes of the next scheduled Committee meeting.

Secretariat support will be provided by the College. Minutes of meetings must be recorded and sent within 14 days for agreement by members.

All formal correspondence with other parties should be conducted through the College.

12. SCOPE

The Committee may undertake:

Fundraising and community engagement:

- Accept donations from RANZCO members and the general public;
- Accept bequests from RANZCO members or the general public;
- Apply for grants and major philanthropic gifts relevant to the work of RANZCO;
- Accept sponsorship from industry which align with RANZCO Objects and Foundation Purpose;
- Engage with RANZCO members, associated entities and the general public;

Expenditure and application of funds:

- Any funds accepted will be administered according to RANZCO policies and tax obligations;
- Funds will only be applied in line with the Objects and the Deductible Gift Recipient status of RANZCO;
- An administration fee may be applied to funds received at the discretion of the Committee, typically 15%;
- Funds from bequests to the Foundation will be applied as per the terms of the bequest.

Governance and reporting:

- The Committee will act in accordance with RANZCO's obligation under the Australian Charities and Not-for-profit Commission Act and any Australian Tax

Office requirements according to RANZCO's tax concessions and endorsements;

- The Committee will seek advice from RANZCO International committee, Indigenous committees and other committees or associated entities necessary to assess the merit of proposed projects.
- The Committee will report annually to the RANZCO Board in July.

The Committee may not:

- Approve expenditure;
- Initiate any medico-political action or communication orally or in writing any information on any such matter to any person or public authority

13. RESPONSIBILITIES OF COMMITTEE MEMBERS

Members are expected to:

- Attend Committee meetings and actively participate in discussion.
- Read Agenda papers and Minutes of meetings.
- Keep matters relevant to the role of the Committee and maintain confidentiality on matters of importance or that can affect the interests of RANZCO and/or the specialty of ophthalmology.
- Act with care and diligence and in the best interests of the Committee and RANZCO, including acting in compliance with all RANZCO policies.
- Keep abreast of key issues that may impact on the work and areas of responsibility of the Committee.
- Dedicate time outside of Committee meetings to undertake Committee-related activities, as required.
- Assist in the development of relationships with College partners and stakeholders.

Committee members' appointment shall cease if they:

- Resign from the Committee in writing.
- Breach confidentiality or the Privacy Policy.
- Act in a manner that is detrimental to the interests and objectives of the Committee or College.
- Are deemed by the Board to be consistently underperforming.
- Breach the Code of Conduct.
- Breach the Conflict of Interest Policy.

14. CONFLICT OF INTEREST

Conflicts of interest arise when an individual prioritises, or gives equal weight to, a secondary interest over a primary interest. Where conflicts of interest exist, or are perceived to exist, they undermine the credibility, reputation and efforts of the College, its committees and its work. As such, all Committee members must strictly comply with the Conflict of Interest Policy while engaged in Committee activities. All Committee members must complete the declaration form in the Conflict of Interest Policy and all meetings must begin with the declaration of relevant interests and the management of any relevant conflict of interest in accordance with the Conflict of Interest Policy.

15. CODE OF CONDUCT

The RANZCO's Code of Conduct (the Code) reflects RANZCO's values, the College Oath and prevailing community expectations concerning the practice of ophthalmology.

The Code has been adopted by the RANZCO Board to ensure the highest standards of ophthalmic practice and care by RANZCO members.

As a condition of RANZCO membership, all members must abide by the Code at all times, including when conducting activities as a member of the [name of] Committee.

These Terms of Reference are RANZCO policy. To meet the Code's required Standard of Collegiality, members of the Committee must not engage in conduct that represents a serious breach of RANZCO policy. Alleged breaches of the Code shall be determined in accordance with the Code of Conduct Procedure Policy.

16. INTELLECTUAL PROPERTY

The RANZCO Intellectual Property Policy sets out RANZCO's position with respect to the management of its intellectual property. All Committee members agree to comply with the RANZCO Intellectual Property Policy.

All intellectual property created or developed by Committee members in connection with Committee activities, including intellectual property in any information, papers, position statements, fact sheets, materials, data, specifications, drawings, designs, research and development results, discoveries, invention, know-how and trade secrets (whether patentable or otherwise) (the Work) will be owned by and is hereby assigned to RANZCO. Each Committee member agrees to do everything reasonably necessary to vest ownership of such intellectual property in RANZCO, including the execution of confirmation of assignment and other documents. Each Committee member agrees that it will not infringe the intellectual property of any other party when creating or developing the Work.

17. CONFIDENTIALITY AND PRIVACY

All Committee materials, documents, deliberations, discussions, case notes, file notes, minutes and communications, undertaken or prepared by Committee members in connection with Committee activities or disclosed to a Committee member in connection with those activities are strictly confidential (Confidential Information).

Confidential Information may only be used by a committee member for and in connection with authorised Committee activities during the term of the appointment of the member and must not be disclosed by a Committee member to a non-Committee member without express Committee approval.

Where Confidential Information is to be disclosed to a non-member, such disclosure must be on agreed terms approved by the Chair and restricted to a specific purpose and specified duration.

All Confidential Information held by a Committee member must be securely destroyed or returned to the Committee upon conclusion of the appointment.

The RANZCO Privacy Policy sets out RANZCO's position with respect to the management of personal information. All Committee members agree to comply with the RANZCO Privacy Policy.

18. UNAUTHORISED COMMUNICATION

Communicating about Committee matters to those outside the Committee without the express endorsement or permission of the CEO or Board is referred to as unauthorised communication. Committee members must be cognisant of their implied authority to 'speak' on behalf of the Committee or RANZCO when communicating to non-Committee members about issues pertaining to the Committee. This is because unauthorised communication may damage the reputation of RANZCO and give rise to liability on the part of the College.

When communication is necessary with stakeholders other than those normally engaged in the course of Committee activities, i.e. relevant government departments, other colleges, key stakeholder groups, the Chair of the Committee must seek approval from RANZCO's CEO before undertaking communication.

Under no circumstances shall the Committee or any of its members conduct any unauthorised communication (written or oral) concerning any proposed or current legal action or political lobbying.

All media communications (print, electronic, radio, television etc) must be coordinated by the RANZCO Manager of Communications.

Where a Committee member makes representations to the media in their personal capacity, the Committee member must take all reasonable steps to ensure that the representations are not attributed to or taken to be endorsed by RANZCO.

19. DIVERSITY AND INCLUSION

Committee members shall be appointed having consideration to the aims and intent of the RANZCO Diversity and Inclusion Policy and RANZCO's commitment to achieving a goal of 35% female representation on all committees and leadership bodies. Individual committee members shall have regard to the aims and intent of the RANZCO Diversity and Inclusion Policy and adopt an inclusive approach to all committee and RANZCO-wide activities

20. COMMITTEE PERFORMANCE AND REVIEW

A report of the key objectives and achievements of the Committee for the previous financial year is to be provided by the Chair to the Board by 31 July each year for potential inclusion in the College's Annual Report. A plan for the year ahead noting key objectives is to be provided at the same time.

The Committee Chair shall also report to the Board by 31 July each year on the adequacy of contributions made by members. The template reporting form is at **Attachment A**.

The Terms of Reference shall be reviewed every three years or as otherwise directed by the Board.

21. SUPPORTING DOCUMENTS

ANZEF Fundraising and Philanthropy Sub-committee Terms of Reference
ANZEF Program Selection and Grants Subcommittee Terms of Reference
RANZCO Code of Conduct
RANZCO Conflict of Interest Policy
RANZCO Intellectual Property Policy
RANZCO Privacy Policy

Appointment Acknowledgement and Agreement for The Australian and New Zealand Eye Foundation (ANZEF) Committee

To confirm your appointment under these Terms of Reference, please specify your full name, sign and date where indicated below and return.

I, the undersigned, agree and state upon acceptance of the appointment that:

- I will comply with these Terms of Reference (as amended or replaced);
- Compliance with these Terms of Reference is a condition of my ongoing appointment;
- I am not subject to any perceived or real conflict of interest with the activities of the Australian and New Zealand Eye Foundation (ANZEF) Committee at the date of appointment; and
- A breach of these Terms of Reference may constitute a serious breach of College Policy under the Code of Conduct.

Print name: _____

Signature: _____

Date: _____

Attachment A: Annual Committee Reporting Form

Committee Title: _____

Chair: _____ Year: _____

1. Key objectives at year start:
2. Key achievements at year end:
3. Have members' contributions been adequate? List key contributions by members.
4. Further comments (e.g. underperformance by members):
5. Plan for the new year, noting key objectives:

Chair signature: _____ Date: _____