



RANZCO

The Royal Australian
and New Zealand
College of Ophthalmologists

Branch Committee

Terms of Reference

The terms of reference stipulate the requirements and processes the [name of] Committee shall adhere to in order 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.

Approved by: Board Version: Current Department: Executive Office	Next review date: September 2025 Approval date: 17 September 2022 Policy inventory number: 169.2022.09 04
---	--

1. TITLE

Branch Committee

2. MANDATE

The Committee is a standing committee of the College.

3. PURPOSE

The Branches are established under paragraph 7.1(a) of the By-Law: Membership, Council and Governance. Each Australian State and New Zealand are represented by a Branch Committee comprising elected and ex-officio members of that Branch.

The purpose of each Branch Committee is to:

- represent the views of their members to the Council and Board
- provide advice to the Council and Board, especially in respect of Branch members views
- exercise powers delegated to them by RANZCO Board
- communicate the views, activities and achievements of their members to the Fellowship
- hold scientific meetings
- provide Branch-level support to their members' and associates' practice of ophthalmology, education and research activities. This includes supporting RANZCO Education Committee and other education committees
- advocate at a Branch level on behalf of members
- in alignment with RANZCO Strategic Plan and objectives, work with the College Secretariat in advocating for prioritised issues including obtaining resources and effecting policy and regulatory change
- undertake other appropriate activities in line with the Objects of the RANZCO Constitution and Strategic Plan

4. MEMBERSHIP AND APPOINTMENT

The Branch Committee is comprised of elected representatives and has a maximum of 15 members, including ex-officio members who are Directors resident in the Branch's jurisdiction. The Branch Committee comprises Members elected to represent the Branch on Council (Councilors).

All elected representatives hold three-year terms, with a maximum of three terms. The process for elections is outlined below. In the case of a casual vacancy or resignation, the Branch Committee, by simple majority, can appoint a replacement. Any time served by the appointed individual counts toward any future term served.

Branch Committees should be elected with consideration to the RANZCO Diversity and Inclusion Policy and should reflect the diversity of the Australian and New Zealand communities and membership of RANZCO with the aim of 35% female representation.

4.1 Chair

The Chair is the Chair of all Branch Committee and General Meetings. They are responsible for providing an annual report for Branch activities to the College within 14 days of the end of each financial year being 30 June. The Chair should also provide quarterly updates to the College for Eye2Eye. On request, the Chair will also provide an update to the Board.

4.2 Honorary Secretary

The Honorary Secretary is responsible for the organisation of all Branch Committee and General Meetings, for the recording and distribution of minutes, including to the College within 14 days of each meeting. The Honorary Secretary will be responsible for correspondence and communications to and from the Branch Committee of anything relevant to Branch members.

This position can be combined with the Honorary Treasurer role.

4.3 Honorary Treasurer

The Honorary Treasurer will act in accordance with Section 6 of this Terms of Reference and may be invited to sit on the RANZCO Investment Advisory Committee.

This position can be combined with the Honorary Secretary role.

4.4 Councillors

The number of elected Councillors is according to Paragraph 8.1(b) of the By-Law: Membership, Council and Governance. If a Branch Councillor is unable to attend a Council meeting, the Branch Committee can appoint a replacement representative but must notify the CEO and Company Secretary at least seven days before the Council meeting.

4.5 Other elected positions

Each Branch Committee should consider including one to two rural or remote representatives, the regional QEC Chair and hospital heads of department. These roles may be ex-officio.

4.6 RANZCO Directors

Any Fellow in a Branch elected to the Board as a Director of RANZCO holds an ex-officio position on the Branch Committee and is a RANZCO Councillor but does not count towards to Branch Councillor numbers.

4.7 Observer positions

In line with RANZCO Diversity and Inclusion Policy, the Branch Committee should include an observer position occupied by the relevant member of the Trainee Representative Committee. This individual does not hold voting rights and should be excluded from Committee Meetings or agenda items where sensitive or confidential issues involving individual trainees are being discussed.

On an ad hoc basis, the Branch Committee may establish working groups to address specific priorities. Branch Fellows can be co-opted into such working groups and when appropriate nominated representatives should be included in Branch meetings to report on progress and inform decision making. Co-opted working group members do not hold voting rights and are invited to attend Committee meetings at the Chair's discretion.

4.8 Appointment

All elected representatives hold three-year terms, with a maximum of three terms. Following a maximum term, representatives must spend a minimum of one year off the Branch Committee.

Elected Representatives' appointment shall cease if they:

- Resign from the Committee in writing
- Fail to attend 3 consecutive meetings
- Breach confidentiality
- 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.
- Have undertakings or conditions imposed by either AHPRA or the MCNZ that affect the representative's ability to fully execute their role

5. GENERAL MEETINGS

Each Branch is required to hold an Annual Branch Meeting and, at the discretion of Branch Committee Members or in response to a written request from 5% of the Branch membership, hold an ad hoc Branch Meeting.

All Branch Meetings are to be held in accordance with the Corporations Act;

- 21 days' clear notice is to be given to the members of the Branch
- Meeting notices must contain the:
 - date, time and location of the meeting
 - any motions to be voted on
 - in the case of elections, positions available and nominees standing

- Motions for consideration must be sent to and acknowledged by the Branch Secretary at least 22 days prior to a meeting. Motions must have a named proposer and seconder.
- Meetings cannot proceed without a quorum of a majority of Branch members or 15 members, whichever is the lesser
- In the case of Annual Branch Meetings, the business to be transacted is;
 - consider a report from the Branch Committee
 - consider the financial report of the Branch
 - hold elections as required
 - transact any tabled business, which must be communicated with the meeting notice
 - discuss any other general business
- Business on Notice at any Meeting may be discussed and decided at the meeting by a vote of those present and their proxies.
- New Business:
 - New Business may be introduced at a meeting by a proposer and seconder
 - New Business may be discussed at a meeting but may not be decided unless the total number of votes cast exceeds 50% of the number of votes in the Branch
- No member may hold more than three (3) proxies
- Motions are non-binding on the Branch Committee, Council or Board.

6. ELECTIONS AND PROXY VOTES

The Honorary Secretary shall notify all Branch Members of available Branch Committee positions at least six weeks before a scheduled Annual Branch Meeting and call for nominations to fill these positions. Nominations must be provided on the Nominations Form (Appendix A) and must be provided to the Honorary Secretary one month before the Annual Branch Meeting, so they have time to circulate the names of all nominees as part of the meeting notice, along with proxy forms (Appendix B).

In the event there are fewer nominations than vacancies, nominations shall be called for at the Annual Branch Meeting.

At the Annual Branch Meeting, votes are taken by secret, first past the post, ballot. The ballot shall list the names of the candidates in order determined by lot. Voting includes all those present in person and by proxy. In the case of a tied vote, an additional secret ballot is to be held for those present at the meeting only. The Chair does not have a casting vote.

The RANZCO Constitution outlines the right to appoint a proxy and validity of votes in certain circumstances in Paragraphs 10.14 and 10.15, respectively. Also refer section 4 above.

7. FINANCES

Branch funds will be managed by the Branch Treasurer in accordance with decisions of the Branch Committee and within the scope of RANZCO Delegations of Authority, Policies, and Procedures.

Branch Funds are held in dedicated RANZCO-approved bank accounts to which the RANZCO Financial Controller, Head of Corporate Services and CEO have viewing and co-signing authority, provided always that no transactions can be authorised without one authorising signature from a Branch office holder, except in extreme circumstances when an authorized Branch officer is not available. Branch funds are held separate from federal RANZCO funds and are separately accounted for and reported on, but figures will be consolidated with all RANZCO funds for statutory reporting purposes.

Branch funds may be held in

- at-call accounts authorised by RANZCO and/or
- term deposits authorised by RANZCO and/or
- a dedicated Branch division of the RANZCO Investment Facility.

The Branch Committee may allocate Branch funds among these facilities to ensure sufficient cashflow for operational purposes but noting funds in the RANZCO Investment Facility must follow the RANZCO approved Investment Mandate and Policy. Any income generated by Branches will go back to the Branches for their use according to their agreed strategy and Objects of RANZCO. The Branch Treasurer's report at the Branch AGM will include a summary profit and loss account and summary balance sheet with commentary to any significant variances to budget or prior year.

RANZCO Head Office will provide accounting services for Branches and a report of Branch financials to Branch Treasurers quarterly or as required. Branch Treasurers will work with the RANZCO Financial Controller to ensure appropriate records are kept, and transactions are updated monthly.

Branch financial limits are managed under the RANZCO Delegations of Authority. Branches should prepare an Annual Budget to ensure they have sufficient cash at hand, when required, to meet expected expenditure. The RANZCO Financial Controller can assist in budget preparation, especially in relation to anticipated income from investments.

Branch membership fees are set by the branch annually. Any proposed increase above CPI must be notified in writing, to the Finance Audit and Risk Management (FARM) Committee by 1 April any given year, so that these can be incorporated into annual subscription invoices and explained as necessary.

Any bequests directed specifically to Branches must be managed as per the terms of the bequest, or if this is not clear any income from investments should be applied to

education and training within the Branch unless otherwise approved by the RANZCO Board. Non-specific bequests are to be dealt with according to the investments policy in this Clause 6.

8. CONTRACTING

Branches do not have legal authority to enter into any contractual arrangements or sign any contracts on behalf of RANZCO. Therefore, all contracts relating to Scientific Meetings, including the engagement of a Professional Conference Organiser (PCO), must be approved and signed as per the RANZCO Delegations of Authority.

9. SCIENTIFIC MEETINGS

The Branch Scientific Meeting must be held with the following in mind:

- Branches will select their Professional Conference Organisers (PCO) for branch meetings.
- Meeting organisers are covered as individuals by RANZCO's general insurance as they form part of an official RANZCO committee, so no additional insurance should be sought.
- Venues and programmes are automatically covered by RANZCO's general insurance.
- Scientific Meeting organisers should consult with RANZCO to determine the extent of cover, but not take out additional insurance unless advised.
- Prior to determining a meeting date, the Branch must liaise with RANZCO staff to source a date that does not clash with other meetings. Ideally there should be a gap of 2 weeks between all meetings.
- Scientific Meeting organisers must consult with the RANZCO Head of Member Support and Executive Officer to develop a sponsorship and exhibition offering and to administer this process. Sponsorship arrangements must be managed by the PCO.
- Meetings must be conducted according to Medicines Australia, Medicines NZ and Medical Technology Association Australia best practice guidelines for interacting with sponsors.

10. LIMITS ON DELEGATED AUTHORITY

The Branches are Committees of RANZCO and as such, must exercise their powers in accordance with the Constitution, By-Laws or any directions of the Directors. Specifically, the Branch Committee and any Committee members are not permitted to sign contracts, open bank accounts, register for an ABN or register a trading name or register for GST purposes without the express and written permission of the RANZCO Board.

11. 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.

12. 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.

13. PROFESSIONAL CODE OF CONDUCT

RANZCO's Professional 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 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.

14. 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.

15. CONFIDENTIALITY AND PRIVACY

All Branch 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.

16. 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.

17. DIVERSITY AND INCLUSION

Branch 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, adopt an inclusive approach to all committee and RANZCO-wide activities and should reflect the diversity of the Australian and New Zealand communities and membership of RANZCO.

18. COMMITTEE PERFORMANCE AND REVIEW

The Branch Committee shall engage in a reflective, self-evaluation process to improve its effectiveness.

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 30 June 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 30 June 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.

19. SUPPORTING DOCUMENTS

RANZCO Delegations of Authority
RANZCO Code of Conduct
RANZCO Conflict of Interest Policy
RANZCO Intellectual Property Policy
RANZCO Privacy Policy

Appointment Acknowledgement and Agreement for Branch 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 Branch 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 for Board information only):

5. Plan for the new year, noting key objectives:

Chair signature: _____ Date: _____

Appendix A: Nomination Form

Nomination Form

[Include name of Branch/SIG, list of positions open for nominations and details of who to return the form to and by what date]

Nominating Candidate

I _____ [name]

of _____ [address]

wish to nominate myself to the position of _____ [position]

Signed: _____ Date: _____

Nominating Fellow One

I _____ [name]

of _____ [address]

wish to nominate _____ [name]

to the position of _____ [position]

Signed: _____ Date: _____

Nominating Fellow Two

I _____ [name]

of _____ [address]

wish to nominate _____ [name]

to the position of _____ [position]

Signed: _____ Date: _____

Appendix B: Proxy Form

Appointment of Proxy

The Royal Australian and New Zealand College of Ophthalmologists

ACN 000 644 404 [*insert name of Branch or SIG*]

I _____ [name]

of _____ [address]

being a Fellow of the above named [*Branch/SIG*] hereby appoint

_____ [name]

of _____ [address]

or, in his or her absence _____ [name]

of _____ [address]

as my proxy to vote for me on my behalf at the meeting of the [*name of meeting, date, time and place*] and at any adjournment of that meeting.

This form is used to vote in favour of:

Chair:

Honorary Treasurer:

Honorary Secretary:

[*Other positions as required*]:

[insert names of the person you want to vote for or leave this section blank if the proxy is making a decision for you at the time of voting]

SIGNED _____

NAME _____

DATE _____

This notice must be returned to [*name of Branch/SIG with specified date and time for delivery and contact details*]