

AOTEAROA COMMITTEE CHARTER

1. BACKGROUND AND PURPOSE

- 1.1 The Australian and New Zealand Society of Palliative Medicine Ltd (**ANZSPM**) is a specialty medical society established to improve health outcomes for every person with a life limiting illness living in Australia and New Zealand.
- 1.2 ANZSPM is governed by a Council (the **Council**) in accordance with the ANZSPM Constitution.
- 1.3 The Council is committed to ensuring the interests of ANZSPM members in New Zealand are represented locally and that ongoing educational events and advocacy activities in New Zealand are financially supported within a robust governance framework.
- 1.4 The ANZSPM Aotearoa Committee (the **Committee**) is established by the authority of the Council under Clause 41.2 of the ANZSPM Constitution to support activities in New Zealand and the interests of ANZSPM members resident in New Zealand.
- 1.5 This Committee Charter sets out the responsibilities, authority and administrative requirements of the Committee.

2. RESPONSIBILITIES OF THE COMMITTEE

- 2.1 The Committee is delegated by the Council with responsibility to manage and direct the activities of ANZSPM in New Zealand.
- 2.2 While the Council maintains overall responsibility for the financial management of ANZSPM (as required by legislation), the Council delegates to the Committee oversight of the financial management of ANZSPM in relation to its activities in New Zealand.
- 2.3 Working closely with the ANZSPM Chief Executive Officer, the Committee shall provide oversight of activities in New Zealand, including but not limited to:
 - (a) the responsible financial management of ANZSPM in relation to its activities in New Zealand;
 - (b) contributing to the development of ANZSPM's strategic priorities in support of ANZSPM's constituted objects, as they relate to New Zealand;
 - (c) fostering educational and professional development activities and opportunities for member networking in New Zealand, including but not limited to an annual meeting of members resident of New Zealand;

- (d) supporting advocacy and policy development in New Zealand aligned with ANZSPM's strategic priorities;
- (e) contribution to the development and/or review of information resources of particular relevance to members resident in New Zealand;
- (f) promotion of activities of ANZSPM and ANZSPM membership in New Zealand; and
- (g) ensuring compliance with the External Conduct Standards (**ECS**) under the *Australian Charities and Not-for profits Commission Act 2012* (Cth) including but not limited to maintenance of a register of ECS compliance actions and contribution to the ANZSPM annual review of ECS compliance.

2.4 The Committee shall report to the Council on a regular basis via the Committee Chair, who holds a position on the Council as provided under the Constitution.

2.5 The Committee shall ensure that records of financial transactions and other ECS compliance actions are maintained and shared with the ANZSPM Secretariat in a timely manner.

3. POWERS OF THE COMMITTEE

3.1 In accordance with Clause 41.2 of the ANZSPM Constitution, the Council delegates to the Committee such powers and functions of Council in order to fulfil its responsibilities outlined in this Charter.

Financial delegations

3.2 The Committee is delegated with the oversight of the responsible financial management of ANZSPM in relation to its activities in New Zealand. This includes the authority to open and maintain bank accounts in New Zealand in the name of ANZSPM, and to facilitate cash payments and receipts related to activities in New Zealand in NZD.

3.3 ANZSPM shall ensure that sufficient funds are maintained each financial year in a New Zealand bank account to fund 12 months of operational activity in New Zealand. To facilitate this, the Committee Treasurer will work closely with the ANZSPM CEO (the **CEO**) to prepare a budget of planned activities in New Zealand for the coming financial year, as part of the ANZSPM annual budget planning process.

3.4 Any unbudgeted activities in New Zealand that the Committee agrees on during the year should be aligned to ANZSPM's strategic directions and:

- (a) For unbudgeted activities that the Committee has identified at a cost of up to NZD10,000, the Committee Treasurer or Chair should liaise with the CEO about the availability of funds in the New Zealand bank account to cover the activity and to enable the CEO to consider the impact on the ANZSPM budget. Any such expenditure incurred should be reported to the Council at its next meeting;

- (b) For unbudgeted activities that the Committee has identified at a cost of more than NZD10,000, a written recommendation from the Committee to Council should be made via the CEO for consideration at the next Council meeting or, in exceptional circumstances, for consideration of the Council out-of-session.

Further delegation to sub-committees

- 3.5 The Committee may delegate authority to a sub-committee comprised of one or more members of the Committee and such sub-committee:
 - (a) may include other ANZSPM members resident in New Zealand who are not Committee Members; and
 - (b) shall have the full power and authority of the Committee, subject to the terms of its delegated authority, which must be recorded in minutes of a Committee meeting.

4. COMPOSITION OF THE COMMITTEE

- 4.1 The Committee shall consist of a minimum of four and a maximum of nine members.
- 4.2 All members of the Committee must be **Voting Members** of ANZSPM under the ANZSPM Constitution (Voting Members are limited to Full, Trainee, Honorary Life or Retired Members) and ordinarily resident in New Zealand.

Election of Committee Members

- 4.3 Members of the Committee shall be elected annually at a meeting of ANZSPM members resident in New Zealand (the **Annual Business Meeting**).
- 4.4 A person is eligible for election as a Committee Member if they are:
 - (a) a Voting Member of ANZSPM;
 - (b) ordinarily resident in New Zealand; and
 - (c) nominated by two Voting Members of ANZSPM.
- 4.5 Nominations for elected Committee Members must:
 - (a) be made in writing on the approved nomination form provided by the ANZSPM Secretary;
 - (b) be delivered to the ANZSPM Secretary by no later than fourteen (14) days before the date fixed for the holding of the Annual Business Meeting at which the election is to take place.
- 4.6 All nominees will be elected if the number of nominations received is equal to the number of vacancies to be filled.

- 4.7 All nominees will be elected if there are insufficient nominations received to fill the number of vacancies. Any vacant positions remaining are taken to be casual vacancies that may be appointed by the Committee.
- 4.8 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held at the Annual Business Meeting. The names of the nominees will be circulated to members resident in New Zealand no later than seven (7) days before the date set down for the Annual Business Meeting.
- 4.9 The ballot for the election of Committee Members is to be conducted at the Annual Business Meeting in such usual and proper manner as the Committee may direct.

Casual vacancies

- 4.10 The Committee may appoint a person as a Committee Member to fill a casual vacancy if that person is:
- (a) a Voting Member of ANZSPM; and
 - (b) gives the Committee their signed consent to act as a Committee Member.
- 4.11 Committee Members appointed by the Committee to fill a casual vacancy will remain on the Committee until the next Annual Business Meeting, when they must retire but are eligible to be nominated for election.

Term of appointment

- 4.12 Elected Committee Members serve for a period of two years from the conclusion of the Annual Business Meeting at which they are elected until the conclusion of the Annual Business Meeting two years following, when they shall retire.
- 4.13 Committee Members who are due to retire at an Annual Business Meeting are eligible for election or re-election, provided that no Committee Member (whether serving as an elected or appointed Committee Member) may serve on the Committee for more than six (6) consecutive years.

5. COMMITTEE OFFICEHOLDERS

- 5.1 The Committee shall elect a Chair, Deputy Chair, Secretary and Treasurer from among the Committee Members at the first meeting of the Committee held after the Annual Business Meeting.

Chair

- 5.2 The Chair of the Committee must not be the President of the Council.

- 5.3 The Chair is also a member of Council in accordance with Clause 34.3 of the Constitution.
- 5.4 The Chair shall serve as chair of meetings of the Committee.
- 5.5 Should the Chair of the Committee be absent from a meeting, the Deputy Chair will serve as chair of the meeting. If neither the Chair or Deputy Chair are present at a meeting and no acting Chair has been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chair for the particular meeting.

Secretary

- 5.6 The Secretary of the Committee is responsible for ensuring that minutes of Committee meetings and the Annual Business Meeting are prepared and recorded.

Treasurer

- 5.7 The Treasurer of the Committee shall be a signatory on the ANZSPM bank account in New Zealand and shall ensure that ANZSPM funds held in New Zealand are managed responsibly and in accordance with the ECS, including:
- (a) ensuring receipts and payments are properly authorised and documented;
 - (b) supporting the CEO to ensure planned activities in New Zealand are captured in the ANZSPM budget; and
 - (c) ensuring appropriate financial and other relevant records are maintained and shared with the ANZSPM Secretariat.

6. COMMITTEE ADMINISTRATIVE SUPPORT

Administration

- 6.1 All records, including the agenda, minutes and any reports or recommendations will be prepared and the Committee Secretary shall ensure that such records (which may be in electronic form) are shared with the ANZSPM Secretariat.
- 6.2 The ANZSPM Secretariat shall ensure that the Committee has appropriate administrative assistance, as agreed from time to time.

7. COMMITTEE MEETINGS

- 7.1 The Committee will meet as frequently as is necessary to undertake its role effectively and in any event at least four times per year.

7.2 Committee meetings may be held by any technological means as agreed to by all members of the Committee.

7.3 The following items will be included as standard agenda items of all Committee meetings: conflict of interest declaration and ECS regulatory compliance.

Notice of meetings

7.4 The Chair may call a meeting of the Committee if required by any Committee Member, the CEO or the Council.

7.5 A notice of each meeting confirming the date, time, venue and agenda will be forwarded to each member of the Committee as soon as practicable prior to the meeting date.

Quorum for meetings

7.6 The minimum quorum for a Committee meeting is four (4) members personally present (including presence by any technological means by which they are able to simultaneously hear each other and participate in discussion).

Voting at Committee meetings

7.7 Committee decisions shall be determined by a simple majority. In the case of a tied decision, the Chair of the meeting shall not have a deciding vote and the decision shall be in the negative.

7.8 Committee decisions may be determined outside of a meeting by any electronic means agreed to by the Committee. Resolutions considered in this manner must be passed by a number of votes being not less than 5. Any such resolution shall be recorded in the minutes of the next meeting of the Committee.

8. CONFLICT OF INTERESTS

8.1 Members of the Committee will not participate in discussions and will not vote on any issues in respect of which there is an actual or perceived conflict of interest.

8.2 All declarations of interest and the absence of the Committee Member concerned must be minuted.

9. CONFIDENTIALITY

9.1 All information identified as confidential by Committee Members must remain confidential and not be divulged outside of the Committee's proceedings, other than to members of the Council or the ANZSPM Secretariat.

9.2 Additionally, all Committee Members must preserve the confidence of any confidential information relating to ANZSPM unless legally compelled to disclose information or otherwise agreed by the Council.

Approved by Council: 3 June 2020

Next scheduled review date: 3 June 2022