



POLICY ON COLLEGE ENTITIES

1.	Purpose and Scope	2
2.	Terminology	2
3.	Entity Membership	3
3.1	Eligibility for Membership.....	3
3.2	Composition—Committees/Subcommittees.....	3
3.3	Composition—ancillary entities	4
3.4	Other Composition Criteria	4
3.5	Term of Office	5
3.6	Termination of Membership	5
3.7	Casual Vacancies	6
3.8	Review of Entity.....	6
4.	Terms of Reference	6
5.	Authority	7
5.1	Delegation	7
5.2	Limitation of Authority.....	7
5.3	Lines of Reporting	8
6.	Standards of Conduct and Ethics.....	8
7.	Office Bearers	8
8.	Meetings	8
8.1	Frequency of Meetings	8
8.2	Meeting Attendance	8
8.3	Chair at Meetings	9
8.4	Observers.....	9
8.5	Quorum.....	9
8.6	Voting Rights.....	9
8.7	Proxies / Alternates.....	10
8.8	Minutes.....	10
8.9	Reporting Requirements.....	10
9.	References	10
10.	Document Review	10
10.1	Responsibilities.....	11
10.2	Revision History.....	11

1. PURPOSE AND SCOPE

The purpose of this policy is to prescribe the basis of operation of entities created under the jurisdiction of the Board, the Council of Advocacy, Practice and Partnerships (CAPP) and the Council of Education (COE). It provides a framework for, and informs, the terms of reference for those entities.

The policy applies to all entities of the Board, the Council of Advocacy, Practice and Partnerships and the Council of Education. It does not apply to regional faculties.

2. TERMINOLOGY

Governing body

refers to the Board, the Council of Advocacy, Practice and Partnerships ('CAPP'), or the Council of Education ('COE'), whichever may have overall responsibility for and authority over the entity in question.

Parent committee

refers to the Committee to which a subcommittee or other ancillary entity reports. The 'parent' committee will then report to a governing body; the Board, CAPP, or COE.

Entity

refers generically to the various types of entity created under the jurisdiction of a governing body, being:

- committees
- subcommittees
- ancillary entities.

Committees and subcommittees may be either standing or *ad hoc*.

Ancillary entity

means a working group, reference group, subgroup, panel or suchlike (howsoever styled). They are created on an *ad hoc* basis for the purpose of assisting the parent committee or the governing body with a particular aspect of its work.

External member

means a member (not being a member or trainee of ACEM) whose appointment to an entity would, in the opinion of the governing body, enhance or promote the work of the particular entity—for example, a representative from another organisation, a consumer or community representative, a person with a special expertise in a particular area or similar.

It also includes a director appointed to the Board under clause 8.1.8 of the Constitution.

Supernumerary member

means a member (ordinarily a FACEM) who is either:

- appointed to an entity of COE pursuant to clause 3.4(d), or
- appointed to an entity of CAPP pursuant to clause 3.4(e).

Ordinary member

means a member (not being an *ex-officio* member) who is a FACEM in active clinical practice and who has not formally declared to the College their retirement from practice as an emergency physician.

Trainee

means a trainee in an ACEM training program, including the FACEM Training Program, any of the non-specialist training programs, or a Specialist International Medical Graduate (SIMG) who has been assessed by the College as being partially comparable to an Australian-trained specialist in Emergency Medicine and is working toward meeting the requirements for eligibility for election to Fellowship.

3. ENTITY MEMBERSHIP

Pursuant to the Constitution or their respective Charters, governing bodies have authority to establish entities, both standing and *ad hoc*, to assist them in exercising their authority, to consider matters of special importance or to exercise the delegated authority.

3.1 Eligibility for Membership

In addition to meeting any essential or desirable selection criteria applicable to an entity:

- (i) College members and trainees must be of good standing – that is, they must:
 - have no financial debts to the College, and
 - if a member—be currently compliant with all relevant College CPD and additional requirements as set out in regulations, or
 - if a trainee—have fulfilled all current training requirements as appropriate to their stage of progress through the training program.
- (ii) External and supernumerary members must meet such criteria as the governing body may from time to time specify, whether with respect to a particular entity or to entities generally.
- (iii) All entity members must be available to participate in a minimum number of teleconferences and face-to-face meetings as described in this policy.

3.2 Composition—Committees/Subcommittees

Membership of a sub/committee shall be composed in accordance with this clause.

Board sub/committees

- (i) ex-officio member(s), being:
 - the President
 - specific persons required by the Constitution (if any)
 - specific persons described in terms of reference or regulations relating to the sub/committee and approved by the Board.
- (ii) such other members (whether ‘ordinary’, external or supernumerary members) as the Board may deem appropriate on an individual basis.

CAPP sub/committees

- (i) ex-officio member(s), being:
 - a delegate from the FACEM membership of the governing body or the ‘parent’ committee (as appropriate to the reporting line)
- (ii) up to a total of 12 ‘ordinary’ FACEM members (inclusive of the Chair and the Deputy Chair)
- (iii) a trainee representative
- (iv) one or more external and/or supernumerary members (where the sub/committee’s terms of reference so permit).

COE sub/committees

- (i) ex-officio member(s), being:
 - a delegate from the FACEM membership of the governing body or the ‘parent’ committee (as appropriate to the reporting line)
- (ii) up to a total of 12 ‘ordinary’ FACEM members (inclusive of the Chair and the Deputy Chair)
- (iii) a trainee representative (where appropriate to the nature of the work being undertaken by the entity in question)

- (iv) one or more external and/or supernumerary members (where the sub/committee's terms of reference so permit).

3.3 Composition—ancillary entities

Membership of an ancillary entity shall include:

- (i) ex-officio member(s), being:
 - a delegate from the FACEM membership of the governing body or the 'parent' committee (as appropriate to the reporting line)
- (ii) recommended 'ordinary' membership:
 - up to 12 members (which number may be exceeded with the approval of the governing body)
 - shall consist of FACEMs and other College members, and may include trainees (where appropriate and with the approval of the governing body)
- (iii) one or more external members (where the ancillary entity's terms of reference so permit).

3.4 Other Composition Criteria

All entities should strive to achieve a composition that reflects the demographic of the College membership and the function of the relevant entity, with appropriate skills to enable the work of the entity to be achieved.

Regional representation

- (a) At its discretion, the governing body (other than the Board) may allow the ordinary membership of an entity under its jurisdiction to be regionally selected where regional representation would, in the opinion of the governing body, be in the best interests of, or necessary for, the entity's operational requirements.
- (b) If an entity operates exclusively or primarily in a single region, consideration may be given to sourcing the ordinary membership from that region only.
- (c) Where applicable:
 - (i) each region in which a Faculty of the College is established shall be a 'region' for the operational purposes of CAPP entities.
 - (ii) each region in which a Faculty of the College is established shall be a 'region' for the operational purposes COE entities.

Need for supernumerary members

- (d) Where an entity of COE which has regionally-selected members can demonstrate that the workload in a particular region is too great for its appointed regional members to undertake, COE may appoint a supernumerary member for that region for such duration and upon such terms as it sees fit, provided that:
 - (i) the regional membership of any such entity includes only one (1) supernumerary member at a time, and
 - (ii) the total supernumerary membership of that entity is limited to two (2) at any one time.
- (e) Where the role of an entity of CAPP is primarily to facilitate the development of emergency care in countries other than Australia and New Zealand, CAPP may appoint supernumerary members to that entity for such duration and upon such terms as it sees fit, provided that CAPP is satisfied that such appointments would enhance or promote the work of the entity.

3.5 Term of Office

Committees and subcommittees

- (a) Members of sub/committees (other than ex-officio members) are appointed by the governing body for a period of two (2) years, at the end of which time all 'ordinary' and trainee membership positions shall become vacant (i.e. a 'spill' shall occur). Pursuant to clause 15.4 of the College Constitution, the Board shall review the continuing need for each Committee and the membership of each such Committee at least every two (2) years.
- (b) Incumbent 'ordinary' and trainee members at the time of a spill may reapply for a subsequent two-year term, provided that they meet the generic eligibility requirements at the time of the spill. Save as outlined in subclause 3.5(d) below, 'ordinary' members may serve a maximum of three (3) successive two-year terms on any sub/committee. That is, the total period served on any sub/committee in the capacity of 'ordinary' member shall be six (6) years (three (3) terms). For clarity, where the entity was in existence prior to the formation of the ACEM Board, CAPP and COE in 2014, and performed substantively the same tasks as performed after that time, any period(s) served as an 'ordinary' member and/or office bearer will count towards the maximum total periods allowed under this policy.
- (c) For the purpose of maximum successive two-year terms on any sub/committee, membership as a trainee member shall not count towards the maximum successive terms permitted for 'ordinary' members and/or office bearers.
- (d) Office bearers shall likewise hold office for a period of two years, at the conclusion of which time they may again be eligible for office (if reappointed to the sub/committee); however, the total period served on any sub/committee in any capacity (ordinary member and/or office bearer combined) shall be eight (8) years (four (4) successive terms).
- (e) Members who have served their maximum allowable period on any sub/committee may be eligible for reappointment to the sub/committee following a period of two (2) years absence from the sub/committee.
- (f) The appointment of any external or supernumerary members may be continued or terminated by the governing body as and when it may determine.
- (g) The two-year term of office will ordinarily commence from the date on which the College Annual General Meeting (AGM) in the relevant year is held. In the year in which a spill is scheduled to occur, the relevant governing body may grant approval for the membership of the entity to be extended until a date not later than 31 December of that year in order to facilitate defined item(s) of business. Any such decision shall be recorded in the minutes of the meeting and reported to the ACEM Board.

Ancillary entities

- (h) The period of time that an ancillary entity may exist shall be determined by the governing body. This period of time may be a fixed duration or may be an estimate of the time required to complete the specific task or purpose in question.
- (i) If the period of time in question is, or is likely to be, greater than two years, then the ancillary entity shall 'spill' in the same manner as for committees and subcommittees, unless the governing body, at its discretion, otherwise determines.

3.6 Termination of Membership

The office of a member of an entity shall become vacant if he or she:

- (a) resigns membership by notice in writing to the College
- (b) *being a College member or trainee*—ceases to be of good standing

- (c) *being a trainee*—is elected to Fellowship or other membership category as applicable, or a period of up to six months thereafter
- (d) *being a College member or trainee other than an ex-officio, external or supernumerary member*— is absent from two or more meetings of the entity in the same calendar year without the leave of the entity, and the governing body so resolves that the office be vacated
- (e) is removed from membership of the entity by resolution of the governing body.

3.7 Casual Vacancies

A casual vacancy arising in the membership of any entity shall be filled for the remainder of the term for which the individual who is the cause of the casual vacancy was scheduled to be a member of the entity. Unless otherwise specified in the Constitution and/or relevant regulation(s), a casual vacancy shall be filled using the same process as that by which expressions of interest / nominations are invited and members appointed to the entity on which there is a casual vacancy.

If no valid nomination or expression of interest is received by the date and time specified, the entity on which there is a casual vacancy may recommend an eligible individual to its governing body for appointment to the position.

Any period served on any entity as a casual vacancy shall not count for the purposes of determining the term of office of the individual who has filled the casual vacancy pursuant to subclauses 3.5 (b) and (d) of this policy.

3.8 Review of Entity

Every two (2) years, or earlier if required, the governing body shall:

- (a) review the ongoing need for entities
- (b) review the entity's need for, and qualifications of, any external or supernumerary members.

4. TERMS OF REFERENCE

All terms of reference are to conform to the templates created for the purpose of entities of the Board, CAPP and COE. The terms of reference of an entity shall be determined by its governing body, providing they are consistent with the requirements of this and any other applicable policy or regulations. As a minimum, the terms of reference of each entity shall include the following:

- (a) **Membership:** the membership of the entity, including:
 - whether a single trainee representative may be appointed to the entity, or whether the membership of the entity is open to trainees generally
 - whether, and how many, external or supernumerary members may be appointed to the entity.
- (b) **Role:** the roles and responsibilities of the entity.
- (c) **Delegated authority:** details of the delegated authority which the entity may exercise (whether by way of recommendation or decision). If the entity is not authorised to decide any issue, this should be reiterated in the terms of reference.
- (d) **Entities formed on an ad hoc basis:** when the entity will cease to exist (e.g. at a specified point of time, or upon completion of a particular task or function).
- (e) **Required specific approvals:** wherever the governing body has approved certain allowable options with regard to:
 - entity membership
 - ex-officio members [clause 3.2 (CAPP, COE)]
 - external members [clause 3.2 (Board, CAPP, COE) and clause 3.3]
 - trainee representatives [clause 3.2 (COE)]

- recommended 'ordinary' membership [clause 3.2 (Board, CAPP, COE) and clause 3.3]
- supernumerary membership [clause 3.4(d) and (e)]
- meetings
 - frequency of meetings [clause 8.1]
 - voting rights [clause 8.6]
 - minutes [clause 8.8].

5. AUTHORITY

5.1 Delegation

CAPP and COE bear responsibility for their operations and the exercise of their delegated authority as authorised by the Board. Although these governing bodies may delegate some of their responsibilities to their entities, they remain accountable for the outcome of that delegated work.

Accordingly, an entity with delegated authority must operate strictly within the limits of its authority as expressed in its terms of reference.

A delegation of authority carries implied authority to do all acts naturally and ordinarily done which are reasonably necessary and proper to carry into effect the main authority conferred.

Entity	Extent of delegation
Committees and subcommittees	Sub/committees may have authority either: 1) to decide specific operational matters (according to the nature of the activity in question) and to recommend in relation to others; or 2) to make recommendations only.
Ancillary entities	have no authority to decide, but only to make recommendations.

5.2 Limitation of Authority

An entity does not have authority:

- (a) to waive, vary or otherwise depart from:
 - its terms of reference;
 - the terms or requirements of any approved policy or regulation;
 - the requirements of the Constitution and any relevant legislation; and
 - the requirements of relevant regulatory bodies to which the College is subject;
- (b) to bind or enter into any contract or other liability on behalf of the College without express approval.

Procedural Fairness

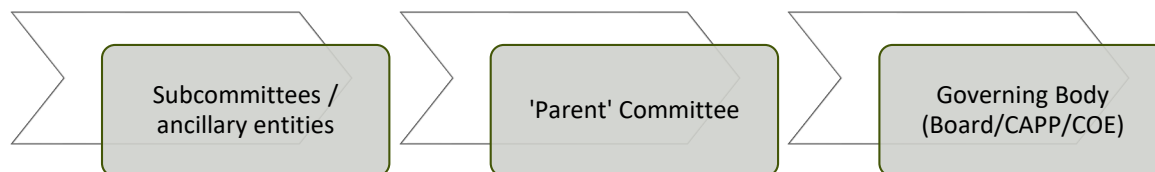
Entities must abide by the rules of procedural fairness in the conduct of all their activities. See the *ACEM Policy on Procedural Fairness* for further details.

Conflict of Interest

Individual members of an entity must declare any conflict of interest and otherwise act in accordance with the *ACEM Conflict of Interest Policy*. The details of any declaration of a conflict of interest must be fully recorded in the minutes of the relevant meeting.

5.3 Lines of Reporting

Entities shall report to their governing body through their line of authority as shown in the ACEM Organisation Chart and illustrated in the following diagram.



6. STANDARDS OF CONDUCT AND ETHICS

Entity members are to act in accordance with the standards of conduct and ethics appropriate to the aims and purposes of the College and the entity at all times.

In particular, members are to comply with the provisions of the following:

Code of Conduct (COR235)

Member-Staff Relations Policy (COR304).

7. OFFICE BEARERS

- (a) Each entity shall have a Chair and a Deputy Chair, who shall be the entity's office bearers. Both shall be appointed by the governing body in accordance with this clause.
- (b) The Chair shall be appointed by the governing body, and shall be either:
 - the ex-officio delegate from the governing body or 'parent' committee, or
 - nominated by the entity from amongst its ordinary FACEM membership, where the ex-officio delegate is unable for any reason to undertake that role.
- (c) The Deputy Chair shall be nominated by the entity from among its ordinary FACEM membership for appointment by the governing body.
- (d) In addition to chairing entity meetings, the Chair shall be responsible for ensuring that the entity's corporate knowledge is properly preserved and enhanced. The Deputy Chair shall act in the place of the Chair during any temporary absence, including for any matter(s) where the chair may be absent due to a conflict of interest.

8. MEETINGS

Subject this clause, an entity has authority to regulate its meetings as it thinks fit.

8.1 Frequency of Meetings

An entity shall meet three times per year (unless otherwise provided for in its approved terms of reference). One of those meetings shall be held face-to-face annually and the remainder by teleconference.

8.2 Meeting Attendance

Entity members must attend at least 50 per cent of all meetings in any one calendar year. They should notify the Chair beforehand if unable to attend a meeting. A member who cannot attend two or more consecutive meetings must seek, in writing, prior leave of absence from the entity. If the member seeking leave of absence

is the Chair of the entity, prior approval for the leave of absence must be sought from the Chair of the parent committee or the governing body to which the entity reports, as applicable.

Unless otherwise provided for in the Terms of Reference or where they are an appointed ordinary member, the President or their nominee (who will ordinarily be either the President-Elect or Immediate Past President as applicable) has the right to attend and speak at any meeting(s) of any sub/committee or ancillary entity of CAPP and of COE, at their discretion. Where they do so, the President or their nominee shall not have voting rights and shall not be eligible to form part of a quorum.

Failure to attend meetings

A vacancy will exist on an entity when a member (other than an ex-officio member, external member or supernumerary member) is absent from greater than 50 per cent of meetings of the entity in any calendar year or more than two consecutive meetings of the entity within the two year period of appointment without the leave of the entity, and the governing body so resolves that the office be vacated.

8.3 Chair at Meetings

The appointed Chair shall preside at meetings of the entity. In his or her absence, the Deputy Chair shall preside. In the absence of both the Chair and the Deputy Chair, the meeting shall elect a Chair from those ordinary members present to conduct the business of the meeting, provided the number of members present meets the requirements for a quorum to be present pursuant to clause 8.5 of this policy.

8.4 Observers

An entity may invite other persons to attend entity meetings in the capacity of observer only. Such persons may fully participate in discussions, but:

- shall not be a member of the entity;
- are not eligible to form part of a quorum; and
- do not have voting rights.

8.5 Quorum

- (a) A quorum of at least 50 percent of the entity members, including the Chair (however appointed for the purpose of the meeting in question; refer clause 8.3), is required to hold an entity meeting.
- (b) Save for any ex-officio member that, pursuant to clause 7(b), holds the position of Chair of an entity, if they are not actually in attendance, any ex-officio member(s), and any external or supernumerary members are not required for the purposes of forming a quorum. If they are present, then they shall be taken into account for that purpose.
- (c) If at any time during a meeting the quorum is lost (whether because a member has a conflict of interest and cannot vote, has left the meeting or otherwise), the entity cannot make a valid decision and may not exercise any of its delegated authority. The entity may nevertheless continue the meeting for discussion purposes only or until such time as a quorum is attained.

8.6 Voting Rights

All members of an entity shall have voting rights, unless otherwise specified in this policy or in the entity's terms of reference.

Questions arising at a meeting shall be decided by a majority of the votes cast by the members present and entitled to vote on the question. The Chair of the meeting has a casting vote in addition to a deliberative vote where there is an equality of votes.

Questions arising outside of a formally convened meeting may be put by electronic or other means specified by the Chair. In such instances, a motion will be deemed to be carried or defeated when a majority of the members eligible to vote on the matter is achieved in favour or against the motion in the timeframe specified for the vote. Where a vote is not received from any member(s) who are eligible to vote, this shall be considered as an abstention to the question. Where a majority of those eligible to vote is not attained for or against the motion in the timeframe indicated for the vote, the question will be deemed to have been lost.

8.7 Proxies / Alternates

Members are unable to appoint a proxy or an alternate to attend any meeting on their behalf.

8.8 Minutes

The Chair, in collaboration with the relevant College staff, shall ensure that minutes of each meeting are recorded and duly confirmed as soon as possible after the meeting. The minutes shall include:

- attendance
- details of any declared conflict of interest through the Register of Interests maintained for the entity, or declared in relation to specific matters in the course of the meeting
- details of the matters discussed at the meeting
- the outcome of any resolution relevant to the discussion (including, specifically, the nature of any recommendation(s) to be made to any 'parent' committee or governing body), including the result of any vote taken on the matter
- any action(s) arising from matters discussed at the meeting.

The governing body may exempt an ancillary entity from recording formal minutes, where it deems this to be appropriate.

8.9 Reporting Requirements

Following each meeting, the Chair shall submit a written report through its line of authority on the activities of the entity. This report shall include the following:

- (a) recommendations made on any matter for consideration by the governing body or 'parent' committee as appropriate; and
- (b) where the entity has authority to decide any matter—details of the matters so decided for noting.

9. REFERENCES

- ACEM Constitution
- ACEM Regulations
- Board Charter
- CAPP Charter
- COE Charter
- ACEM Organisation Chart
- *Delegation of Authority Policy* (COR335)
- *Member/Staff Relations Policy* (COR304)
- *Policy on Conflict of Interest* (COR139)
- *Policy on Procedural Fairness* (COR140)

10. DOCUMENT REVIEW

Timeframe for review: every two (2) years, or earlier if required.

10.1 Responsibilities

Document authorisation:	Board
Document implementation:	CEO
Document maintenance:	General Manager, Governance and Standards

10.2 Revision History

Version	Date of Version	Pages revised / Brief Explanation of Revision
v1	Sep-2014	Approved by the Board. This policy replaces: <ul style="list-style-type: none"> regulation 3.10 (Council of Education), clauses 3.10/50 to 3.10/55 inclusive. regulation 10.30 (Committees of CAPP)
v2	Feb-2015	Amendments approved to: <ul style="list-style-type: none"> clause 2 – inserted: definition of ‘supernumerary member’ clause 3.4(d) – amended: former sub-clause (e) deleted and included in this sub-clause. clause 3.4(e) – inserted: to make provision for the inclusion of supernumerary members in certain CAPP entities. clauses 3.1(ii), 3.2 (x3), 3.5(d), 3.6(d), 3.8(b), 4(a), 4(e), 8.2, 8.5 – amended: to include a reference to supernumerary members as well as external members
v3	Oct-2015	General amendments as approved by Board
v4	Jul-2016	Clause 8.6 - voting on matters arising outside of formally scheduled meetings
v5	Feb-2017	Clause 3.5(b) - terms served prior to 2014 formation of Board, CAPP and COE
v6	May-2017	Clause 3.7 - mechanism to fill casual vacancies
v7	Apr-2018	Clause 2 – inclusion of ‘panels’ in the definition of ‘Entity’ and clarification of the definition of ‘Trainee’. Clauses 3.2, 3.3 – removal of staff Directors from Ex-officio membership of entities. Clause 8.8 – expansion of mechanism of recording Conflicts of Interest in minutes
v8	Dec-2018	Clause 3.2 – clarification that ‘ordinary’ members includes the chair and deputy chair
v9	Jun-2019	Revisions throughout to address College membership categories, including subclass of Retired Fellow
v10	Nov-2019	Clause 3.5 – inserted: extension to tenure beyond the relevant AGM where approved by the applicable governing body.
v11	Aug-2020	Clause 8.2 – attendance by President (non-voting) at any entity meeting.