

## **ANZICS GOVERNANCE REVIEW Q&A's**

Dear Colleagues,

As part of its self-assessment and guiding the future strategic activities of the Society, the ANZICS board of directors has undertaken a comprehensive review of its governance structures. The board has resolved a range of initiatives that will greatly assist the Society to deliver against our strategic goals. We will be seeking your feedback on these initiatives via an online survey and you will have the opportunity to vote on these measures at the ANZICS AGM in October this year (and via an online voting process).

We have provided this information for ANZICS members to fully understand the background and process for implementing the proposed governance changes.

### **(1) Why is ANZICS undertaking a review of its governance structures?**

The current governance structures and documentation of ANZICS predate modern legislation which governs the operations of the society. The current Memorandum and Articles of Association of ANZICS were prepared in 1992 and then filed with the Australian Securities Commission in the same year. This was well before the introduction of:

- (a) The Corporations Act 2001 (Cth) – the principal legislation governing the operation of all Australian companies and establishes the duties and responsibilities of officers in these entities.
- (b) The Australian Charities and Not-for-profits Commission (ACNC) Act 2012 (Cth) – the governing legislation for non-for profits and charities within Australia. ANZICS is a registered charity with the ACNC.

ANZICS has compliance obligations under both Acts – which are not well catered for by our existing governance documentation and structures. Therefore, the ANZICS Board has resolved to replace its existing Memorandum and Articles of Association with a contemporary Constitution that will ensure compliance to both Acts. A new Constitution will also introduce a range of practical measures to improve the operations of the society and to deliver against its strategic objectives – most notably to improve the value proposition of ANZICS membership.

### **(2) What are some of the benefits to ANZICS and its members of making these changes?**

The proposed changes will ensure that we operate with best practice governance structures and processes. This in turn will ensure compliance with relevant legislation and therefore protect the interests of the society and its members. Furthermore, we are seeking to introduce diversity of skills, workforce representation and opinion onto the board – to ensure that we are truly representing the interests of the whole intensive care community.

#### **Reducing Board Complexity and Promoting Collaboration**

The board currently receives reports from sixteen ANZICS committees, groups or regions, including:

- (1) Finance, Risk and Audit Board Sub-Committee
- (2) Professional Activities and Welfare Committee
- (3) Paediatric Committee
- (4) Centre for Outcome and Resource Evaluation Committee
- (5) Women in Intensive Care
- (6) Safety & Quality Committee
- (7) Education Committee

- (8) Clinical Trials Group
- (9) Death and Organ Donation Committee
- (10) New Zealand Regional Report
- (11) Tasmania Regional Report
- (12) Queensland Regional Report
- (13) Victoria Regional Report
- (14) South Australia Regional Report
- (15) New South Wales Regional Report
- (16) Western Australia Regional Report

In addition, reports are received indirectly from a number of other special interest groups/committees.

To promote more collaboration and streamlining/harnessing of effort, the ANZICS Board has resolved to create three board sub-committees – which together with the current Finance, Risk and Audit Board Sub-Committee, would result in no-more than 4 reports being received by the board. The proposed new committees would be:

- a. **Member Advocacy Committee:** receiving reports from the Professional Activities and Welfare Committee, Women in Intensive Care Committee, Education Committee, Membership Committee (incorporating regional reports)
- b. **Scientific Advisory Committee:** receiving reports from the Centre for Outcome and Resource Evaluation Committee, Clinical Trials Group (including Paediatric Study Group) and the Paediatric Committee.
- c. **Safety and Quality Committee:** receiving reports from the S&Q Committee and the Death and Organ Donation Committee.

These board sub-committees would meet up to four times per year and report to the ANZICS board on matters of strategic importance to the society and its members.

### Structure and composition of the ANZICS Board (current and proposed)

The ANZICS Board currently comprises of 15 directors. A proposed new board structure will see the total number of directors be reduced to 10 as outlined below.

Current	Proposed
President (Medical)	President (Medical)
Vice President (Medical)	Vice President (Medical)
Honorary Secretary (Medical)	Honorary Secretary (Medical)
Honorary Treasurer (Medical)	Honorary Treasurer (person with financial expertise and qualifications)
Chair of CORE committee (Medical)	Not-For-Profit Governance Expert (person with NFP governance expertise)

Chair of Clinical Trials Group (Medical)	Nurse/Allied Health Member
Paediatric Committee Chair (Medical)	Member Advocacy Committee Chair (Medical)
Professional Affairs and Welfare Committee Chair (Medical)	Scientific Advisory Committee Chair (Medical)
Queensland Regional Chair (Medical)	Safety and Quality Committee Chair (Medical)
South Australia Regional Chair (Medical)	Vacant position (co-opt skills as required, eg. immediate past president)
Tasmania Regional Chair (Medical)	
Victoria Regional Chair (Medical)	
Western Australia Regional Chair (Medical)	
New Zealand Regional Chair (Medical)	
New South Wales Regional Chair (Medical)	
<b>15 Directors</b>	<b>10 Directors</b>

The Board has also resolved to recruit skills-based directors, consisting of;

- President, Vice-President and Secretary who are required to be full ANZICS Medical members.
- Honorary Treasurer (a person with financial expertise and qualifications)
- Not-For-Profit Governance Expert (a person with NFP governance expertise)
- A Nursing/Allied Health Representative (to be elected from the members of the Nursing, Allied Health or Research Coordinator membership categories)
- Chair of the Member Advocacy Committee (full ANZICS member)
- Chair of the Scientific Advisory Committee (full ANZICS member)
- Chair of the Safety and Quality Committee (full ANZICS member)

An intentional vacancy is to be created on the ANZICS Board to which the Board may co-opt (by majority vote of the Board), an individual with specific expertise required by the board to fulfil its duties. This appointment will be for a predetermined time as determined by the Board.

The Board has also resolved that the new constitution will incorporate a streamlined membership application process, removing the current requirement for two signatures on Full Member applications. New member applications of the Society will be ratified by regional representatives.

### **(3) What are the consequences if we don't make these changes?**

There is a risk of not being compliant with governance legislation – such as the Corporations Act and/or the Australian, Not-for-Profit Commission Act. To avoid this, we need to update our governance documents and structures to reflect modern best practice.

Also, there is a risk of disenfranchising a number of our current and future members by preventing representation on the ANZICS board across all of our membership categories.

Lastly, we are asking members to support a proposal for ANZICS to apply to the Australian Tax Office to obtain Deductible Gift Recipient (DGR) status – which will enable ANZICS to apply for philanthropic grant funding to support some of our activities and to provide appropriate receipts to donors to the society. This represents a new and significant revenue stream for the society to support research, innovation, education and other key strategic initiatives. Without DGR status, the possibilities to support these activities will be greatly diminished.

### **Voting Process**

Online voting will open in the coming months and in person voting will be conducted at the ANZICS Annual General Meeting in October. More details on voting will be released soon.

Only ANZICS members will be eligible to vote on the proposed resolutions. Non-members will not be eligible to vote on this matter, however as potential future members, we are interested to receive your feedback (see below).

### **More Information**

If you have any questions regarding the proposed changes or the voting process, please contact [anzics@anzics.com.au](mailto:anzics@anzics.com.au).

Information will be released to members from time-to-time leading up to and during the voting period and through ANZICS's communication channels including The Intensivist, website and social media.