



# NEW ZEALAND ASSOCIATION OF GENERAL SURGEONS

Promoting Surgical Excellence

## NZAGS Executive Charter and Terms of Reference

### 1. Purpose

This document describes the terms of reference, identifies the roles and responsibilities of the Executive, and outlines the expectations of the Association with regards to the Executive governance role.

The Executive Committee has responsibilities for the overall direction of the activities and affairs of the Association and shall work to enhance and promote the interests of the Association and its current and future members.

Other relevant documents:

[NZAGS Constitution](#)

[Education Committee Charter and TOR](#)

[Position Description –President of NZAGS](#)

[NZAGS Executive Committee Charter \(2009\)](#)

### 2. Executive Composition

The Executive includes the following roles:-

- President
- Vice President
- Past President
- Secretary/Treasurer
- Chair Education Committee
- NZAGS Executive Director
- Trainee Representative
- Executive Members (about eight)

Ex Officio members include:

- NZAGS GM Policy, Projects & Education

- GSA President

From time to time there may be co-opted members of the Executive for special initiatives.

All members except co-opted and ex-officio members shall have voting rights.

### **3. Term of Appointment and selection process**

#### **3.1 Tenure**

Elected members of the Executive serve for a term of four years and are eligible for re-election for up to two further terms. The tenure for office holders on the Executive matches the tenure of the other position which makes them part of the Executive.

The tenure of any member of the Executive can be reviewed at any time. Members of the Executive are expected to be committed to, and participate fully with the strategic initiatives of the Association.

Members of the Executive are expected to attend meetings whenever possible, and tender their apologies in good time if they are unavailable. Members not attending without apology on a regular basis, or who are consistently unavailable even with apology may be asked to resign from the Executive.

Where members are co-opted to fill vacancies between elections, the co-opted member(s) should be representative of the same group or geographical area as the member or office holder of the member creating the vacancy.

#### **3.2 Election of Executive members**

At least three months prior to the AGM, NZAGS will call for nominations for any vacancies on the Executive. Nominations will close two months before the AGM. If the same number or fewer nominations for the vacancies are received there will be no election. If more nominations than the number of vacancies are received, a ballot of all members will be conducted. The ballot must be concluded at least two weeks prior to the AGM.

All full members of NZAGS are eligible to stand for the Executive. Nominees should have relevant skills and experience to contribute at the required level. Nominees should be Fellows of the College except in exceptional circumstances. The Executive reserves the right to veto an application from a Member if there are good reasons to do so. These might include, but are not limited to:-

- Members who have previously brought the Association or the practice of General Surgery into disrepute
- Members in arrears with their Membership subscription

### **3.3 Announcement of Executive appointments**

Newly elected Members of the executive will be announced at the AGM.

The Election of a new Chair of the Education Committee needs ratification by the Executive before this role is confirmed.

## **4 Appointment of Executive office holders**

### **4.1 President**

The tenure of President is for two years. The President is elected by the Executive. If more than one candidate is nominated, a ballot of all members will be undertaken. The responsibilities of the President are covered in the following document - Position Description - NZAGS President.

### **4.2 Vice President**

The tenure of Vice President is four years. This post is elected within the Executive. The Vice President will be the primary proxy for when the President is unable to attend.

## **5 Governance**

### **5.1 Subcommittees**

The Executive may establish committees to assist with carrying out its responsibilities. Committees do not take action or make decisions on behalf of the Executive without prior authority to do so.

### **5.2 Conflicts of interest**

Members of the Executive will be asked to declare any conflict of interest in relation to the activities of the Committee at the start of each NZAGS year. Additionally at the start of each Executive meeting, any member with a conflict in relation to any agenda item will be asked to make a declaration and abstain from discussion for that item.

## **6 Executive Committee meetings**

The Executive would normally meet by teleconference/Skype every other month, with face –to-face meetings at the ASM and as required. A special meeting can be called at any time by the President, or by any four members of the Executive.

### **6.1 Quorum**

A quorum at any Executive meeting is defined as the lesser of either six members or fifty per cent of voting members.

### **6.2 Meeting agenda and minutes**

All meetings must have an agenda and be minuted. Conflicts of interest must be declared, recorded, and actioned as required in section 5.2 of this document.

Meeting minutes will be taken by the Secretary and will be distributed to the Executive members as soon as possible after the meeting.

## **7 Annual General Meetings and other General or Special Meetings of NZAGS**

Executive protocols for the AGM are covered in the [NZAGS Constitution](#).

## **8 Executive responsibilities**

The Executive is responsible for the following core activities, some of which will be the specific responsibility of named office bearers and/or delegated to the Executive Director:-

- Setting appropriate frameworks of governance and oversight for the Association
- Approving the strategic plan
- Approving the operating budget and capital expenditure each year
- Promoting ethical and responsible decision making
- Promoting the success of the Association in a manner designed to create and build sustainable value for members
- Effectively utilising and respecting of experience professional advice available within the Association in making decisions that have a material effect on the Association
- Forwarding recommendations for the appointments of auditors, solicitor and adoption of the annual accounts to a General Meeting on an annual basis
- Promote and represent the practice of General Surgery as associated specialties in New Zealand

- To promote a forum for all General Surgeons to discuss and comment on matters affecting their practice
- To promote activities that provide for continuing education, peer review and research in General Surgery
- To administer, via the Education Committee, the selection and training of medical practitioners in the specialty of General Surgery
- To promote the Continuing Professional Development of General Surgeons
- To be closely associated with the Royal Australasian College of Surgeons and its New Zealand National Board
- Hold an Annual General Meeting
- Hold an Annual Scientific Meeting each year of relevance to the broadest Membership interests
- Call meetings as per the Constitution (Secretary)
- Receive subscriptions from members of the Association and provide annual financial reports (Treasurer/Executive Director)
- Set the subscription fees
- Manage all correspondence to and from the Association (President/Secretary)
- Maintain a database of Members (Executive Director)
- Appoint office staff as required (Executive Director)
- Appoint and dissolve subcommittees as required
- Manage any Member breaches of conduct (President)
- Appraise and manage the Executive Director (President)

The specific duties of the President and Treasurer/Secretary are documented in position descriptions for these roles.

## **8. Authority**

No member of the Executive will speak on behalf of the Executive or NZAGS without the prior and expressed approval of the President. The President, or their appointed spokesperson, must only present the views shared by the majority of the Executive when speaking on their behalf outside of NZAGS.

## **9. Review**

The role and responsibilities of the Executive Committee shall be reviewed every three years and all new Executive Committee members will be provided with a copy of this document.

## **10. Glossary of terms**

<b>Glossary of terms</b>	
<b>NZAGS</b>	<b>New Zealand Association of General Surgeons</b>
<b>“The Association”</b>	<b>New Zealand Association of General Surgeons</b>
<b>GSA</b>	<b>General Surgeons Australia</b>
<b>AGM</b>	<b>Annual General Meeting</b>
<b>RACS</b>	<b>Royal Australasian College of Surgeons</b>
<b>ASM</b>	<b>Annual Scientific Meeting</b>
<b>“College”</b>	<b>Royal Australasian College of Surgeons</b>
<b>FRACS</b>	<b>Fellow of the Royal Australasian College of Surgeons</b>
<b>Fellow</b>	<b>Holder of FRACS</b>
<b>“The Executive”</b>	<b>NZAGS Executive Committee</b>

<b>Version control</b>			
<b>Version Number</b>	<b>Date</b>	<b>Author</b>	<b>Amendments</b>
V1.0	13/09/12	Claire Nicoll	
V1.1	26/912	Claire Nicoll	Incorporated the original NZAGS Executive Charter
V1.1	24/1/2013	Claire	Amended terms of tenure and review in line with expected constitutional change
V1.2	3/4/2013	Claire	Comments accepted post ratification at Executive Board meeting
	11/3/2015	Claire	Added into 3.1 that members who don’t attend a reasonable number of meetings without apology may be asked to resign

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