

19 April 2024

Dear Fellow

### **2024 Annual General Meeting**

Enclosed in this package are:

- The required Statutory Notice of the 2024 Annual General Meeting (AGM)
- The Minutes of the Annual General Meeting held in Adelaide on Thursday 5 May 2023.
- The results of the 2023 elections to Council.

Please note that the Financial Report for 2023 is available on the RACS website at [RACS Annual Financial Accounts](#)

If a Fellow is unable to attend an AGM, that Fellow may lodge a proxy vote. Should you wish to do this, a proxy form is enclosed. Please note that any proxy votes must be received by mail addressed to: The Council Secretary, 250-290 Spring Street, East Melbourne VIC 3002 AUSTRALIA or scan and email to [College.President@surgeons.org](mailto:College.President@surgeons.org) no later than 5:30pm (NZST)/ 3.30pm (AEST) Tuesday 7 May 2024.

This AGM will be scheduled as a hybrid meeting, whereby Fellows may join virtually if unable to participate in person. Please use this link to join the AGM virtually: [RACS AGM 2024](#)

Note this is a non-interactive link, hence if you would like to submit a question to the AGM, please provide this in advance to [College.President@surgeons.org](mailto:College.President@surgeons.org). We will endeavour to address as many questions as possible, in the time permitted on Thursday 9 May 2024.

Yours sincerely



Stephanie Clota  
**Chief Executive Officer**

Encl.

## NOTICE OF ANNUAL GENERAL MEETING 2024

NOTICE IS HEREBY GIVEN that the Annual General Meeting (AGM) of the Royal Australasian College of Surgeons is to be held in Auditorium 1, Te Pae Christchurch Convention Centre at 5:30pm (NZST) on Thursday 9 May 2024 in conjunction with the Annual Scientific Congress (ASC) 2024.

### AGENDA

1. To confirm the Minutes of the 2023 Annual General Meeting held in Adelaide, South Australia and report on the AGM results **(Attached)**.
2. To receive a report from the President on behalf of the Council. The 2023 Annual Report is available at: [Annual Report 2023](#)
3. To receive a report from the Treasurer, and consider the Finance Report for the financial year ended 31 December 2023 available at [RACS Annual Financial Accounts](#)
4. To appoint PKF Australia as auditors for 2024 – Partner Kenneth Weldin
5. To receive the results of the 2023 election for Members of the Council. **(Attached)**

**Note:** There is no requirement for Fellows to approve the Annual and Financial reports as well as the 2023 election results (agenda items 2, 3 & 5).

By Order of Council

DATED this 19th day of April 2024



Stephanie Clota  
Chief Executive Officer

#### **PROXIES** (Proxy Form Attached)

- 1 A Fellow who is entitled to attend and vote at the AGM may appoint a proxy to attend and vote at the AGM in his/her place.
- 2 A proxy so appointed must be a Fellow of the College.
- 3 A person appointed as a proxy may only vote on the taking of a poll at the meeting to which the proxy relates.
- 4 An instrument appointing a proxy shall be in writing under the hand of the appointer and shall not be deemed as valid unless the instrument used to appoint the proxy is deposited at the Melbourne office not less than 48 hours before the scheduled time for the meeting (ie by 5.30pm NZST/ 3:30pm AEST Tuesday 7 May 2024)

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**PROXY FORM\***

For the Annual General Meeting of the Royal Australasian College of Surgeons to be held in Auditorium 1, Te Pae Christchurch Convention Centre 5:30pm (NZST) on Thursday 9 May 2024.

I, \_\_\_\_\_ of \_\_\_\_\_  
**(Name – please print clearly)** \_\_\_\_\_  
**(Address)** \_\_\_\_\_

being a Fellow of the Royal Australasian College of Surgeons do hereby appoint:

\_\_\_\_\_ of \_\_\_\_\_  
**(Name of Proxy – please print clearly)** \_\_\_\_\_  
**(Address of Proxy)** \_\_\_\_\_

as being a Fellow of the Royal Australasian College of Surgeons, to attend and vote at the above meeting in my place.

DATED this ..... day of ..... 2024

Signature .....

Should you wish to direct your Proxy how to vote, please insert an “X” in the appropriate box below, otherwise your proxy may vote as he/she thinks fit.

	<b>FOR</b>	<b>AGAINST</b>
Agenda item 1	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 4	<input type="checkbox"/>	<input type="checkbox"/>

- *An instrument appointing a proxy shall be in writing under the hand of the appointer and shall not be deemed as valid unless the instrument used to appoint the proxy is deposited at the Melbourne office not less than 48 hours before the scheduled time for the meeting (ie by 3.30pm AEST/5:30pm NZST Tuesday 7 May 2024)*

Royal Australasian College of Surgeons

## **Minutes Recording**

### **The Proceedings of the Annual General Meeting of Fellows**

HELD IN

Adelaide Convention Centre, North Terrace, Adelaide SA 5000

ON

Thursday 4 May 2023 at 5.30 pm.

**Present**

Dr Sally Langley – President, Chair  
69 Fellows

**Apologies**

Dr Alex Wood  
Dr Fred Leditschke  
Dr Mark Edwards  
Dr Warren Hargreaves

**Welcome**

The President welcomed those present to the Annual General Meeting.

**1 Confirmation of Minutes of the 2022 Annual General Meeting**

On the motion of Dr Sally Langley and seconded by Dr Greg Witherow:

**It was RESOLVED:**

**That the Minutes of the Annual General Meeting held on Thursday 5 May 2022 in Brisbane Queensland at 5:30pm be confirmed.**

**2 Report from the President**

The President provided an overview of key highlights and activities undertaken by the College in the previous year, including the following:

- The COVID-19 pandemic highlighted the need for reform in our healthcare system to ensure long-term sustainability. The Royal Australasian College of Surgeons' (RACS) advocated for the consultation of surgeons and other experts in addressing issues such as elective surgery bans, and were pleased to see our recommendations accepted by governments, allowing for local flexibility in responding to patient needs.
- RACS, like many other organisations, experienced two years of interruptions and restrictions caused by COVID-19. RACS also experienced challenging economic conditions, including volatile global investment markets and inflationary pressures on expenditures, as well as other external factors that put pressure on our 2022 financial result. Pleasingly, the delivery of our service and events has now moved towards COVID-19 normal. The increase in activity helped improve revenue growth. Despite this positive trend, we have to continue to prudently manage our operations to withstand ongoing impacts to our financial position.
- A major achievement in 2022 was the review of the cosmetic surgery sector by Ahpra and the Medical Board of Australia, following years of advocacy by RACS. Our position has always been that Australians deserve the highest standards of care for all surgical procedures, and we were pleased to see Australian health ministers announce restrictions on the use of the title 'surgeon' to medical practitioners registered in the specialties of surgery, obstetrics and gynaecology, and ophthalmology. This will help prevent patients from undergoing surgery under false assumptions about the training and qualifications of the surgeon and maintain public confidence in the high standards of our healthcare system. The legislation will also establish powers to take disciplinary action against those who unlawfully use protected titles in relation to surgery or falsely claim registration or endorsement in cosmetic surgery. However, we remain concerned about Ahpra's proposal for a new area of practice endorsement for cosmetic surgery. To truly protect patients, we believe that surgical procedures should only be performed by properly qualified surgeons with Australian Medical Council or Medical Council of New Zealand accreditation, and this requirement should be mandatory.
- In response to reports of adverse outcomes in cosmetic and reconstructive surgery, we launched

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the Trust FRACS campaign to educate the public on the importance of choosing a properly qualified surgeon with specialist surgical training. The campaign provided information on what patients should expect from their surgeons, including qualifications, experience, risks and complications, and facilities.

- In October 2022, we held a workshop to discuss options for new governance models for the College, considering the separation of governance responsibilities (in the form of the Board) from representative roles (of the Council). We will continue to consider these models in 2023 and will keep Fellows informed of any updates.
- On other Council matters, we also considered the findings of the membership category review. The review recommended that the current categories be expanded to encompass those who have committed to a surgical career. Council approved the recommendation that RACS move forward with the categories of Trainee, SIMGs, Fellow and Retired Fellow.
- In 2022, we delivered multiple initiatives that focused on the adoption of new technology, techniques and models that will set up a more sustainable future for the College. These included:
  - The Training Management Platform (TMP) which was released in February 2022 for the Australian Board of Plastic and Reconstructive Surgery, the Board of Paediatric Surgery, and the Board of Cardiothoracic Surgery. The focus of the TMP has been on the development of functionalities and features required by these three boards to deliver their training and assessment programs.
  - We were also pleased to announce our collaboration with the International Medical Robotics Academy on training courses for robot-assisted surgery. This partnership supports our surgeons in providing the best care to patients using robot-assisted procedures, which will become more common in the future. The online Foundations of Robotic Surgery course, endorsed by RACS and launched in September 2022, is the first in a series of IMRA's curriculum pathways.
  - During 2022, RACS set the foundations of our ongoing work to building respect in surgery. All efforts focused on strengthening professionalism and civility in our profession and converting awareness of the impact of unprofessional conduct on patient safety into action to prevent it. During the year, we continued to integrate our work to building respect in surgery into our routine operations. The priorities and goals set in the 2022 Action Plan are shaping the work and focus of RACS teams. Committees across RACS, led by committed Fellows, Trainees, and SIMGs have aligned their strategic plans to help realize 2022 Action Plan goals.
- During the year we fostered partnerships across communities, locally and globally, to build sustainable surgical services; championed equity in Aboriginal, Torres Strait Islander and Māori healthcare outcomes, delivery and education; continued to focus on rural health inequity; and championed patient-centred and sustainable healthcare.
- 2022 was a busy and productive year for the RACS Indigenous Health portfolio. RACS continued to deliver cultural competency and safety education sessions to the Specialty Training Boards, and there has been an uptake of the online training modules supporting the implementation of the RACS 10th Competency. More than 500 Fellows and Trainees have completed the Cultural Competency and Cultural Safety training since the launch of the program in 2019.
- RACS advocates for all communities to have equitable access to quality healthcare, irrespective of geography. The RACS Rural Strategy aims to improve health equity for remote, rural, and regional people in Australia and Aotearoa New Zealand. An important part of the current strategy is to support remote central and northern parts of Australia. In May 2022, a Memorandum of Understanding (MoU) was signed between RACS and the Northern Territory Department of Health, to focus on supporting the delivery of sustainable surgical services in the Northern Territory.
- RACS was also a successful recipient of the Federal Australian Government's Flexible Approach to Training in Expanded Settings (FATES) funding scheme, receiving funding for a project to research and design rural training models due to commence in July 2023.

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***The meeting RECEIVED the report from the President.***

### 3 Report from the Treasurer

The Treasurer Dr Greg Witherow provided a presentation on the previously circulated audited 2022 Financial Report, also available on the College website <https://www.surgeons.org/Resources/reports-guidelines-publications/Financial-reports>.

The 2022 financial year was one where RACS' core delivery of service and events moved towards COVID normal after two years of interruptions and restrictions. The increase in activity has helped drive revenue growth from the prior year, as core training and examination activity resumed. Challenging economic conditions including volatile global investment markets and inflationary pressures on expenditures, many of which have been influenced by impacts of COVID and the Russian invasion of Ukraine, have seen a significant deterioration in RACS' 2022 financial result. Uncertainty with these events will require RACS to continue to prudently manage its operations to withstand ongoing impacts to its financial position.

RACS delivered a deficit result of \$10.0m in 2022, compared to a deficit of \$0.6m in 2021 and an overall comprehensive loss of \$12.9m (which includes investments held for long term trading), compared to a surplus of \$5.0m in 2021. Negative investment performance returns of 2.7% from the investment portfolio have contributed to the overall deficit. RACS has seen a significant deterioration in the 2022 financial result and Council is committed to returning the financial result on our core operations to break-even.

As outlined in the message from the President on 31 March 2023 and following the extraordinary Council meeting on 24 March, Council is focused on reviewing College activity to make sure the focus is on core activities, rationalising the number of committees and considering other cost saving initiatives. Cost savings initiatives include reviewing education and collaborations activity, travel and accommodation, with a focus on primarily utilising economy flights, and to cease printing publications such as Surgical News. Additionally, given the high administrative costs for collecting fees, "late fees" for membership subscription and for late CPD returns will be introduced. The organisational structure of RACS is also currently under review to ensure it remains fit for purpose, aligns to our strategy and delivers the best service to our members.

Council is confident that these measures will generate considerable savings for the College and help us focus on what really matters. It will however require a concerted effort by all, including Councillors, Fellows, Trainees and Specialist International Medical Graduates and staff.

The Treasurer acknowledged the services of RACS' Honorary Advisers for their generous and valued support during the year, particularly for their assistance and expertise in managing the investment portfolio given market volatility.

***The meeting RECEIVED the financial report for 2022 from the Treasurer.***

### 4 Appointment of auditors PKF Australia for 2023

On the motion of Dr Christine Lai and seconded by Associate Professor Andrew Cochrane.

**It was RESOLVED:**

**To RE-APPOINT PKF Australia as RACS Auditors for 2023 - Partner Steve Bradby.**

## 5 Results of the election for Elected Members of Council 2022

Congratulations were extended to the following Councillors who were successfully re-elected to Fellowship Elected Councillor positions:

Rebecca Jack (VAS, QLD)  
Owen Ung (GEN, QLD)  
Mark Dexter (NEU, NSW)  
Raymond Sacks (OHNS, NSW)  
Mark Ashton (PLAS, VIC)  
Mark Frydenberg (URO, VIC)

The President extended congratulations to newly elected Councillor, Richard Bradbury (GEN, NT).

The meeting noted that Council had appointed Mr Shane Solomon, as Independent Community Advisor, Australia.

## 6 Changeover of Office Holders

The President congratulated and extended best wishes to the following Office Bearers and Holders who were elected at the February 2023 Council meeting. The Office Bearers and Holders formally took office at the conclusion of the meeting.

President	Associate Professor Kerin Fielding
Vice President	Professor Owen Ung
Treasurer	Dr Greg Witherow
Censor in Chief	Dr Adrian Anthony
Chair, Professional Standards & Fellowship Services	Dr Christine Lai
Chair, Court of Examiners	Professor Raymond Sacks
Chair, Committee of Surgical Education & Training	Dr Annette Holian
Chair, Prevocational & Skills Education	Dr Philip Morreau
Chair, SIMG Assessment	Dr Ruth Bollard
Chair, Professional Standards	Professor Chris Pyke
Chair, Professional Development	Dr Jennifer Chambers
Chair, Fellowship Services	Professor Mark Ashton
Chair, Research and Academic Surgery	Professor Henry Woo
Chair, Surgical Audit	Dr Nicola Hill
Deputy Treasurer	Dr Rebecca Jack
Chair, Global Health	Dr John Crozier
Chair, ASC, Conference & Events	Professor Deborah Bailey
Chair, Health Policy and Advocacy	Professor Mark Frydenberg

## 7 Other Business

The President provided the opportunity for Fellows to raise any issues. The following were raised in the meeting:

- Concern was raised as to the haste of some of the financial sustainability decisions made by Council, in particular the decision to no longer administer or fund the Younger Fellows Forum (YFF), effective 31 May 2023. Considerable disappointment was communicated regarding the discontinued funding for the Younger Fellows Forum and suggested that alternative models for funding and execution might be considered. Several Fellows reiterated the value of the Younger

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Fellows Forum as an important event which fosters and develops the future leaders of the College and requested alternative models of delivery be considered by Council in collaboration with the Younger Fellows. It was suggested that activity based costing associated with running the Younger Fellows Forum would be beneficial and could inform the development of a comprehensive business plan, to include possible industry sponsorship, as a way forward to potentially reinstate the Younger Fellows Forum.

- Concern was also raised regarding the pausing or disbanding of other courses and events, as agreed by Council. It was suggested that several may be available elsewhere or purchased externally.
- Call to the new Council leadership team to further review the College's financials and improve transparency. Further assurances were requested by Fellows regarding the financial future of the College.
- Confirmation that based on legal advice, RACS Foundation continues to be a registered tax deductible entity, despite recent financial analysis of funds.
- The detailed financial report was acknowledged and appreciated. Discussion continued regarding the awarding of scholarships, based on the available corpus. It was suggested that RACS employ external auditors to undertake a forensic review of the financial accounts.
- Request to Council to communicate to Fellows the changes to be made to the management structure to rectify the current financial situation and prevent from happening again.
- Review of the Governance structure in favour of a smaller Board to govern the College was supported.

On the motion of Dr Andrew MacCormick and seconded by Dr Pecky De Silva:

**It was RESOLVED:**

**Council is requested to reconsider the decision made regarding the future support and funding of the Younger Fellows Forum.**

**The meeting closed at 6.35 pm.**

9 October 2023

## RESULTS OF 2023 ELECTIONS TO COUNCIL

### FELLOWSHIP ELECTED COUNCILLORS

There were **NINE** Fellowship Elected Councillor positions to be filled. The successful candidates in alphabetical order were:

#### **Re-elected to Council**

Christine Lai (GEN, SA)

Nicola Hill (OTO, AoNZ)

#### **Newly elected to Council**

Ailene Fitzgerald (GEN, ACT)

David King (VAS, QLD)

Richard Wong She (PLAS, AoNZ)

### SPECIALTY ELECTED COUNCILLORS

Each of the following speciality elected Council positions were to be filled. Only the General Surgery position went to election, as the other three speciality positions were elected unopposed. The successful candidates were:

#### **The following were re-elected unopposed:**

##### **Specialty Elected Councillor Representing Cardiothoracic Surgery**

Andrew Cochrane, VIC

##### **Specialty Elected Councillor Representing Paediatric Surgery**

Philip Morreau, AoNZ

#### **Newly elected**

##### **Specialty Elected Councillor Representing General Surgery**

Gregory Keogh, NSW

#### **Newly elected to unopposed:**

##### **Specialty Elected Councillor Representing Vascular Surgery**

Roxanne Wu, QLD

The results will be received at the Annual General Meeting 5.30pm (AEST) on Thursday 9 May 2024 when newly elected Councillors take office.

The poll results are verified by Ms Katherine Langford of BigPulse.