
CMC 17 AUGUST 2023 COUNCIL MEETING

STANDING APPENDICES FOR NOTING

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TRUSTEE & COUNCIL MEMBER TERMS OF SERVICE

Council of Medical Colleges in New Zealand (CMC) Trustee Terms of Service

Extract Section 7 from the CMC Deed of Trust

• 7. The Board

- The Board shall consist of at least 5 and no more than 7 elected and appointed Trustees, of whom at least two must identify as Māori.
- Four Trustees are elected by vote of Member Colleges at each Annual General Meeting of the CMC in accordance with Appendix 2 - Skills Matrix, Election and Appointment Process for CMC Board
- In addition to the elected Trustees, the Board will appoint an additional member to the Board who is a chief executive, manager, or other administrative officer from any of the Member Colleges. Where practicable, the Board will appoint this person from a Member College that does not currently have an elected Trustee on the Board.
- To ensure at least two Trustees identify as Māori, or in order to increase the diversity or range of skills on the Board, the Board may appoint additional members to the Board. They may be a Fellow of a College not already represented on the Board, or an independent person nominated by a member College.
- To help with succession planning, Fellows of Member Colleges who identify as Māori may develop a tuakana teina relationship with a new appointee to that role prior to their end of term. The incoming Trustee may attend any Board meeting as an observer.
- The Trustees will elect one Trustee to serve as Chair of the Board for the year following the Annual General Meeting. If the Chair is absent at any meeting, the Trustees present at that meeting will elect one Trustee to serve as Chair for that meeting.
- The Trustees elected to the Board by the Council, or appointed by the Board, hold office for a two-year term with right of reappointment for one further term of two years (to a maximum of four years).
- An elected Trustee must be a current Council Representative at the time of appointment to the Board.
- Elected Trustees must remain a current Fellow of their member College for the duration of their tenure on the Board
- A Trustee does not have to be a current Council Representative to be reappointed to the Board.
- If the number of elected Trustees falls below the minimum number at any time, the Board may appoint additional members to fill any vacancy until the next Annual General Meeting.
- The Board Chair and appointed Trustees may be paid an honorarium.
- All Trustees, whether elected or appointed, will have voting rights on decisions of the Board. In instances where there are an even number of Trustees, the Chair shall have an additional casting vote.
- The mandatory duties set out in subpart 1, part 3 of the Trusts Act 2019 shall apply to the Trustees in the performance of their duties, specifically, the duty to:
 - Know the terms of the Trust;
 - Act in accordance with the terms of the Trust;

- Act honestly and in good faith;
- Act to further the objects of the Trust;
- Exercise Trustee powers for a proper purpose.
- Some of the default duties set out in subpart 1, part 3 of the Trusts Act 2019 shall apply to the Trustees in the performance of their duties, specifically the duty:
 - Not to exercise powers for the Trustee’s own benefit;
 - To give active and regular consideration of the exercise of Trustee powers;
 - Not to bind future discretions;
 - To avoid conflicts of interest;
 - Not to profit from the Trusteeship of the Trust; and
 - Not to take reward for acting as a Trustee, except as set out in clause 7.12.
- The remaining default duties set out in subpart 1, part 3 of the Trusts Act 2019 do not apply to the Trustees in the performance of their duties.

CMC TRUSTEES

Organisational Members	Board Member (Trustee)	Appointed	End of Current Term
Royal New Zealand College of General Practitioners (RNZCGP)	Dr Samantha Murton President RNZCGP	May 2019 (Chair-June 2022)	July 2025 (RNZCGP) June 2024 (CMC Chair) (4th Executive term) (1 st term as chair)
Australasian College of Sport and Exercise Physicians (ACSEP)	Dr Nathaniel Anglem New Zealand Representative ACSEP	May 2020	June 2023 (3rd Executive term)

Organisational Members	Board Member (Trustee)	Appointed	End of Current Term
Royal Australian and New Zealand College of Ophthalmologists (RANZCO)	Dr Peter Hadden New Zealand Chair RANZCO	May 2019 (Exec June 2022)	5 May 2023 (1 st Executive Term)
Royal Australasian College of Medical Administrators (RACMA)	Dr Andrew Simpson RACMA	December 2022	December 2024
Royal New Zealand College of General Practitioners (RNZCGP)	Dr Jessica Keepa	August 2023	August 2025
Royal Australian and New Zealand College of Obstetricians and Gynaecologists (RANZCOG)	Ms Catherine Cooper	August 2023	August 2025

CMC COUNCIL MEMBERS

Organisational Members	Council Member	Appointed	End of Current Term
Royal Australian and New Zealand College of Ophthalmologists (RANZCO)	Dr Liz Insull New Zealand Chair RANZCO	5 May 2023	5 May 2025
Australasian College for Emergency Medicine (ACEM)	Dr Kate Allan Chair Aotearoa New Zealand Faculty ACEM	December 2021	November 2023
The Australian and New Zealand College of Anaesthetists (ANZCA)	Dr Graham Roper Chair New Zealand ANZCA	June 2022	June 2024
College of Intensive Care Medicine of Australia and New Zealand (CICM)	Dr Jonathon Albrett Chair NZ National Committee CICM	December 2022	December 2024
New Zealand College of Public Health Medicine (NZPHM)	Sir Collin Tukuitonga President NZCPHM	1 June 2023	TBC (1 June 2025?)
The Royal Australasian College of Physicians (RACP)	Dr Stephen Inns Aotearoa New Zealand President RACP	May 2022	May 2024
Royal Australasian College of Surgeons (RACS)	Dr Andrew MacCormick NZ Chair RACS	June 2022	May 2023 (Confirm reappointment and new end of term)
Royal Australian and New Zealand College of Obstetricians and Gynaecologists (RANZCOG)	Dr Susan Fleming Te Kāhui Oranga ō Nuku Chair RANZCOG	November 2017	November 2023
Royal Australian and New Zealand College of Psychiatrists (RANZCP)	Dr Hiran Thabrew Chair Tu Te Akaaka Roa/NZ National Committee RANZCP	May 2023	May 2025
The Royal Australian and New Zealand College of Radiologists (RANZCR)	Dr Gabriel Lau Chair New Zealand RANZCR	December 2020	31 December 2024

Royal College of Pathologists of Australasia (RCPA)	Dr Liz Roberts New Zealand Vice President RCPA	June 2023	TBC June 2025?
Royal New Zealand College of Urgent Care (RNZCUC)	Dr Kelvin Ward Chairperson RNZCUC	March 2021	March 2024
The New Zealand College of Musculoskeletal Medicine (NZCMM)	Dr Jenny Keightley President	October 2020	31 October 2023
New Zealand College of Sexual and Reproductive Health (NZCSRH)	Dr Jo Lambert Chair NZCSRH	December 2022	December 2024

TRUSTEE & COUNCIL MEMBER INTEREST REGISTER

Council of Medical Colleges in New Zealand Board of Trustees' Interest Register

Please forward any updates to the interest register to enquiries@cmc.org.nz

Dr Samantha Murton
CMC Trustee
Chair of CMC Council
Chair of CMC Board
Council Member RNZCGP

Entity	Nature of Interest	Declared
DHB	Husband, Stuart Powell is Chief Advisor	27/11/2019
Capital Care Health Centre	GP	17/05/2020
Capital Care Trust Board	Chair	17/05/2020
Otago University, Wellington	Senior Lecturer	17/05/2020
Trainee Interns, University of Otago, Wellington	Convenor – Trainee Interns	17/05/2020
Visual GP Ltd	Director	17/05/2020
New Zealand Medical Association	Member	17/05/2020
Association for the Study of Medical Education, United Kingdom	Member	17/05/2020
Academy of Medical Educators, United Kingdom	Fellow and Member	17/05/2020
WONCA Working Party of Women in Family Medicine	Southern Pacific Representative	17/05/2020
4th year medical students	Practice Supervisor	17/05/2020

Dr Nathaniel Anglem
CMC Trustee
Council Member ACSEP

Entity	Nature of Interest	Declared
ACSEP	Fellow	01/07/2020
Sportsmed Canterbury	Shareholder	01/07/2020
Te ORA	Member	01/07/2020

Dr Peter Hadden
CMC Trustee

Entity	Nature of Interest	Declared
Auckland District Health Board	Consultant Ophthalmologist	20/08/2020
Eye Institute Ltd	Director	11/09/2019
Quality Ltd	Director	11/09/2019
MPL Lending Ltd	Director	11/09/2019
Wishbone Trustees Ltd	Director	11/09/2019
T Bone Ltd	Director	11/09/2019
Lora Investments Ltd	Director	11/09/2019
Cari Investments Ltd	Director	11/09/2019
University of Auckland	Honorary Clinical Senior Lecturer	11/09/2019
Health Practitioners' Disciplinary Tribunal	Member	05/03/2020
New Zealand National Party	Ordinary Member	01/12/2020
IGENZ Ltd (Genetic Diagnosis Laboratory)	Shareholder	19/08/2021
RPM Properties 2021 Limited	Director of Shareholding company	16/03/2022

Dr Andrew Simpson
CMC Trustee
Council Member RACMA

Entity	Nature of Interest	Declared
Te Aho o Te Kahu / Cancer Control Agency	Contractor / Employee	28/02/2023

Dr Jessica Keepa
Trustee

Entity	Nature of Interest	Declared
Te Whatu Ora- Te Matau a Māui	Employed as a Clinical Advisor in Commissioning, Living well regional directorate. Member of project board and clinical advisory group for the Hawke's Bay Hospital Redevelopment Programme	10/08/2023
Te Taiwhenua o Heretaunga	Employed as a General Practitioner Part time	10/08/2023
Te Aka Whai Ora/WAHA, The Māori Creative Agency	Subject Matter Expert on a 12 month contract with WAHA, funded by Te Aka Whai Ora to develop and produce songs for the health workforce	10/08/2023
Royal New Zealand College of GPs	Member of Te Akoranga a Māui chapter and member of Hawke's Bay Faculty	10/08/2023
Deloitte	Husband Tuhakia Keepa is a director in the NZ Health Firm	10/08/2023

Ms Catherine Cooper
Trustee

Entity	Nature of Interest	Declared
RANZCOG Employee	Executive Director Aotearoa New Zealand and Global Health	09/08/2023

Dr Kate Allan
Council Member ACEM

Entity	Nature of Interest	Declared
Waitemata DHB	Clinical Director Emergency Medicine	24/3/2022
ACEM	NZ Faculty Chair	08/06/2022

Dr Hiran Thabrew
Council Member RANZCP

Entity	Nature of Interest	Declared
NZ Child and Adolescent Research Network	Director	08/05/2023
Te Ara Haro, Centre for Infant, Child and Adolescent Mental Health, The University of Auckland	Director	08/05/2023
ICAMH.org, a non-profit organization for the promotion of mental health research	Director	08/05/2023

Dr Susan Fleming
Council Member RANZCOG

Entity	Nature of Interest	Declared
S & S Family Trust	Director	17/01/2022
RANZCOG	Board member, Chair professional Standards Committee, Chair Te Kahui Oranga o Nuku	17/01/2022
Asia and Oceania Federation of Obstetrics and Gynaecology	NZ representative	17/01/2022

Dr Elizabeth Roberts
Council Member RCPA

Entity	Nature of Interest	Declared
RCPA	Director	26/07/23
RCPA	NZ Chair	26/07/23
NZ Society of Pathologists	Member & Deputy Chair	26/07/23

Dr Jenny Keightley
Council Member NZCMM

Entity	Nature of Interest	Declared
University of Otago, Christchurch. Dept of Othopaedics and Musculoskeletal Medicine	Senior Lecturer	12/05/2021
Green Party of Aotearoa New Zealand	Member	12/05/2021

Dr Stephen Inns
Council Member RACP

Entity	Nature of Interest	Declared
Hutt Valley DHB	Gastroenterologist and Clinical Head of Dept	17/06/2022
University of Otago, Wellington	Senior Lecturer	17/06/2022
Inns Hall Medical Ltd	Shareholder Director	17/06/2022
Inns Hall Ltd	Shareholder Director	17/06/2022
Capital Endoscopy Associates Ltd and Capital Endoscopy Partnership Ltd	Shareholder Director	17/06/2022
RACP AoNZ Committee	President and Chair	17/06/2022
Endoscopy Governance Group NZ	RACP representative	17/06/2022

Dr Gabriel Lau
Council Member RANZCR

Entity	Nature of Interest	Declared
University of Otago	Honorary Senior Clinical Lecturer	28/05/2020
The European Board of Interventional Radiology (EBIR) (Australia/New Zealand)	Chief Examiner	28/05/2020
Pacific Radiology	Shareholder	28/05/2020
Greencross	Shareholder	28/05/2020

Dr Graham Roper
Council Member ANZCA

Entity	Nature of Interest	Declared
Te Whatu ora	Specialist Anaesthetist	1/08/2022
Te Whatu ora	Chief Medical Officer Te Tai O Poutini	1/08/2022
ANZCA	Chair NZNC	1/08/2022
ANZCA	SIMG Assessor	1/08/2022
ACC	Clinical advisor	1/08/2022

Dr Jo Lambert
Council Member RNZCSRH

Entity	Nature of Interest	Declared
Te Whatu Ora - Te Toka Tumai	Employee Māori Health Lead for Adult Community and Long- Term Conditions Directorate	25/11/2022
Te Whatu Ora – Te Toka Tumai	Employee After Hours Forensic Examiner Auckland Adult Sexual Assault and Treatment Service (SAATS), Pohutukawa Clinic	25/11/2022
New Zealand College of Sexual and Reproductive Health (NZCSRH)	Chair Fellow	25/11/2022
Medical Clinicians Sexual Abuse Care (MEDSAC) Aotearoa	Member Trainer	25/11/2022

ASMS	Member	25/11/2022
Te ORA	Member	25/11/2022
MCNZ	Member	25/11/2022
Medical Protection Society	Member	25/11/2022
Medical Assurance Society	Member	25/11/2022
NZ Police	Intermittent Contractor – Expert Witness	25/11/2022
Wāhine Connect	Member	25/11/2022

Assoc. Prof. Sir Collin Tukuitonga
Council Member NZCPHM

Entity	Nature of Interest	Declared
Toi Te Ora – Public Health	Medical Officer of Health and Manager of the Health Protection Service	23/08/2021
Australian Faculty of Public Health Medicine	Member	23/08/2021
Faculty of Public Health United Kingdom	Member	23/08/2021

Dr Kelvin Ward
Council Member RNZCUC

Entity	Nature of Interest	Declared
Wellington Accident and Urgent Medical Centre	Medical Director	29/04/2021
Medical Council New Zealand	Professional Conduct Committee Member	29/04/2021
DAA Group Limited	Technical Expert (auditor for Urgent Care Standard)	29/04/2021
Pocus NZ	Ultrasound tutor	29/04/2021
Ultrasound Imaging and Education	Ultrasound tutor	29/04/2021

Dr Jonathon Albrett
Council Member CICM

Entity	Nature of Interest	Declared
Albrett Medical Limited	Director. Shareholder	6/2/2023
Albrett Family Trust	Trustee	6/2/2023
College of Intensive Care Medicine	Fellow. National Committee Chair	6/2/2023
Australian and New Zealand College of Anaesthetists	Fellow	6/2/2023
Te Whatu Ora Taranaki	Specialist medical practitioner	6/2/2023
Southern Cross New Plymouth	Specialist Anaesthetists	6/2/2023
Eden Sleep New Plymouth	Medical Director	6/2/2023
Medical Council of New Zealand	Prevocational educational supervisor	6/2/2023
University of Auckland School of Medicine	Honorary Senior Lecturer	6/2/2023
MCNZ Education Committee	Medical member	6/2/2023
Australia and New Zealand Intensive Care Society	Member	6/2/2023
New Zealand Society of Anaesthetists	Member	6/2/2023

Dr Andrew MacCormick
Council Member RACS

Entity	Nature of Interest	Declared
Royal Australasian College of Surgeons	Chair of AoNZ National Committee	27/02/2023
Te Whatu Ora Counties Manukau	Consultant Surgeon	27/02/2023
Waipapa Taumata Rau (UoA)	Associate Professor and Head of Medical Programme	27/02/2023
MacCormick Surgical (Private practice)	Director ,	27/02/2023
NetworkZ Governance Board	Member	27/02/2023
National Trauma Audit and Research Committee	Member	27/02/2023
Bariatric Surgery Registry	Steering Committee Member	27/02/2023

Dr Liz Insull
 Council Member RANZCO

Entity	Nature of Interest	Declared
Hawkes Bay Fallen Soldiers Memorial Hospital	Consultant ophthalmologist Clinical director	11/05 2023
Eye Institute	Shareholder	11/05 2023
New Zealand Women in Vision	Director	11/05 2023
Australian and New Zealand Society of Ophthalmic Plastic Surgeons (ANZSOPS)	Executive committee	11/05 2023
RANZCO	NZ branch Chair Women in Ophthalmology advisory committee	11/05 2023
New Zealand Women in Medicine	Member	11/05 2023
Ophthalmology New Zealand	Member	11/05 2023

CMC RISK REGISTER

Category	Description of risks	Mitigation strategies	Risk Level
Business risks	Wrong strategy developed/adopted for organisation	<ul style="list-style-type: none"> The CMC Business Plan signed off by Board. The CMC Board Plan signed off annually. The CMC strategy discussed as a standing item of all Executive Committee meetings. 	Low
	Not meeting expectations or needs of members	<ul style="list-style-type: none"> Board members involved in strategic planning. ED maintains regular communication with members. Board decisions made by consensus. Feedback sought on project work out of session. Board papers formatted and bookmarked for accessibility. 	Moderate
Compliance	Breach of legislation, such as: <ul style="list-style-type: none"> Charities Act 2005 Tax legislation (e.g. GST returns) Health & Safety at Work Act 2015 	<ul style="list-style-type: none"> Annual reporting dates to Charities Services documented on annual Board Plan, and report signed off by Board. Contract with qualified accountant to complete GST returns and assist with annual reporting requirements. Associations and Public Liability insurances held for the Board. Contractors providing services to CMC required to do so within applicable law. Deed of Trust due to be reviewed in 2022. 	Low
	Breach of CMC's own rules (Deed of Trust)	<ul style="list-style-type: none"> Deed of Trust included as a reference document at all CMC Board and Executive meetings. Board members provided with a copy of the Deed of Trust upon induction. Policies in place to assist interpretation, e.g. Reactive Decision making policy. 	Low

Health & Safety at work	Breach of Health & Safety Legislation	<ul style="list-style-type: none"> The CMC contract with ED requires ED to comply with H&S statutes and any H&S policies. 	Low
Financial	Misuse of financial resources	<ul style="list-style-type: none"> Budget presented to Board and signed off annually. Financial reports provided to Executive Committee and Board quarterly. Financial policies in place covering delegations, reserves and investment, credit card use. 	Low
	Fraud	<ul style="list-style-type: none"> As part of the CMC policy, no one person is allowed to control a financial transaction (two people required minimum). The Chair signs of ED expenses, invoices and views the CMC credit card statements. The Executive Committee receives a list of bank transactions quarterly. 	Low
	Unreliable accounting records (for example unrecorded liabilities)	<ul style="list-style-type: none"> The CMC has purchased its own Xero license, accessible to accountant and Executive Director. Monthly financial reports are generated by the accountant and reviewed by the ED. Invoices are saved in Xero and in the CMC's dropbox for business account. 	Low
	Loss of income	<ul style="list-style-type: none"> The CMC is solely funded by member subscriptions. Member subscriptions are signalled in December prior to billing in April, to give members time for budgeting. The CMC keeps 6 months of operating expenditure in reserve as cash at bank. 	Low
Operational	Loss of key personnel (e.g. sole charge ED role)	<ul style="list-style-type: none"> The CMC operations manual has been developed. There is continuity of the CMC members. A CMC member college provides the secretariat function, and authorised staff 	Moderate

		<p>have access to the CMC's Dropbox for Business, bank account, and Microsoft outlook.</p> <ul style="list-style-type: none"> Accounting and bookkeeping is provided by an external contractor. IT support is provided by an external contractor. 	
	Reliance on busy volunteers	<ul style="list-style-type: none"> The CMC staff members included in meetings ED coordinates staff policy forum 	High
	Confidentiality breach	<ul style="list-style-type: none"> A Privacy Policy was implemented in 2021 and is available on the website. The CMC holds minimal highly sensitive personal or commercial information. Non-public facing information is no longer located on the CMC website. 	Low
	Lack of business continuity	<ul style="list-style-type: none"> The CMC established its own Microsoft outlook licenses in 2021 and contracted IT Support from IT Engine. Reliance on ED's personal laptop. 	Moderate
	Cyber Security issues, failure of IT systems and/or Loss of business records	<ul style="list-style-type: none"> The CMC established its own Microsoft outlook licenses in 2021 and contracted IT Support from IT Engine. The CMC files are stored in a dropbox for business account, and on the ED's laptop. The ED's laptop is backed up into the cloud by IT Engine. Financial information is stored in the CMC's Dropbox for Business account and Xero account. Both have cloud backup. 	Moderate
	Executive committee succession problems	<ul style="list-style-type: none"> To be addressed by governance review and a recommended plan for succession developed in 2023 	High
	Contracted services provided poorly or not at all	<ul style="list-style-type: none"> The CMC Executive Committee has oversight of contracts entered into, and ED reports to 	Moderate

		<p>Executive Committee on contractor performance.</p> <ul style="list-style-type: none"> • The CMC contract template is kept updated – legal review completed in 2021. • Performance measures for ED and Secretariat included in Board Plan. • Milestones utilised in contracts for services. • In camera review of ED performance scheduled for each Executive Committee meeting. 	
	Reputational problems	<ul style="list-style-type: none"> • Communication and media plan to be developed in early 2023. • Consensus decision making required for messaging to government agencies. • New website launched in 2021 and regularly updated. 	Low to moderate

CMC STRATEGIC PLAN 2023-2026

Strategic plan 2023-2026

Introduction

This strategic plan sets the direction for the Council of Medical Colleges over the next three years. The plan is underpinned by CMC's purpose as a unifying organisation and its aim to collaborate to serve the best interests of patients in Aotearoa. These are further defined in CMC's Deed of Trust. The plan identifies five strategic priorities to guide CMC's work:

1. Pae Ora
2. Workforce
3. Advocacy
4. Collaboration
5. Sustainability of the organisation.

The strategic priorities are within the sphere of influence of the CMC and its members and contributes to the CMC's aim, of a workforce that serves the best interests of the Aotearoa New Zealand population. The priorities are supported by objectives that outline what the CMC needs to achieve; and the measurable actions to take.

The Strategic Plan should be read in conjunction with the CMC's Statement on Te Tiriti o Waitangi, the equitable health outcomes for Māori, and the CMC and Te ORA Cultural Safety Framework for Vocational Medical Training. Both provide context for priority one of the plans: Pae Ora. The plan recognises specific focus is needed to progress optimal health outcomes for Māori, and that there are specific actions the CMC and its members can take to eliminate institutional racism and bias within the health sector. This includes addressing the cultural safety of the CMC itself. The CMC and its members will have greatest influence and potential for transformative action by examining the cultural safety of their own organisations, and actions that can be taken to redress structural barriers to health equity.

Te Tiriti o Waitangi

Principles	Articles	Ritenga
Partnership Tino rangatiratanga Active Protection Options Equity	Article 1 – Kawanatanga Article 2 – Tino Rangatiratanga Article 3 – Ōritetanga Article 4 – Wairuatanga, te reo and tikanga Māori.	Mana whakahaere Mana Motuhake Mana tangata Mana Māori

The CMC is committed to the principles, articles and ritenga encompassed in Te Tiriti o Waitangi, which must therefore underpin the CMC’s strategic priorities, objectives and actions. For context, the principles, articles and ritenga encompassed in Te Tiriti are presented below. The table below has been adapted from Te Manawa Taki Regional Equity Plan 2021-2022.

Purpose	Aim	Strategic priorities	Strategic objectives
To be the unifying organisation of and educational support structure for the medical colleges in Aotearoa New Zealand.	To provide a forum for the collective support of individual colleges in their provision of an adequate, well-qualified, experienced, capable and culturally safe medical workforce to serve the best interests of patients and whānau in Aotearoa New Zealand.	Pae Ora Bring about pae ora (healthy futures) and equitable health outcomes for Māori, by aligning with Te Tiriti o Waitangi and partnering with major stakeholders in Māori health.	<ul style="list-style-type: none"> Foster a strong, collaborative relationship with Te Ohu Rata o Aotearoa (Te ORA), Te Aka Whai Ora, Te Whatu Ora, the Ministry of Health and other stakeholders in Māori health. Support colleges to train culturally safe medical practitioners. Advocate for a Te Tiriti compliant, culturally safe health system that supports equitable health outcomes for Māori. Acknowledge racism as a social determinant of health, and advocate for institutional racism and bias within health system structures to be eliminated.
		Workforce Promote the role of colleges to develop a well-trained, safe, and healthy medical workforce	<ul style="list-style-type: none"> Develop productive, collaborative relationships with key stakeholders in health workforce development. Advocate for a robust, well-trained, culturally safe health workforce that meets the needs of patients and whānau in Aotearoa New Zealand. Advocate for and collaborate on initiatives to support workforce well-being.
		Collaboration Provide a forum to support collaboration and knowledge-exchange between colleges and with external stakeholders.	<ul style="list-style-type: none"> Facilitate effective information sharing and collaboration between medical colleges. Facilitate effective two-way information sharing and collaboration between medical colleges and external stakeholders.
		Advocacy Enable colleges to provide meaningful input into health policy.	<ul style="list-style-type: none"> Develop productive, collaborative relationships with key stakeholders in health policy. Regularly meet with such stakeholders and provide feedback to help them create robust health policy that serves the best interests of patients and whānau in Aotearoa New Zealand.

		Governance Ensure the CMC is a sustainable organisation	<ul style="list-style-type: none"> Ensure the CMC has a sound governance structure to enable effective oversight of the CMC's strategic direction, compliance, risk management, and to support succession planning and diversity of Board membership. Ensure the CMC operates efficiently and effectively.
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CMC Action Plan 2023 - 2026

1. Bring about Pae Ora (healthy futures) and equitable health outcomes for Māori, by aligning with Te Tiriti o Waitangi and partnering with major stakeholders in Māori health.

Strategic objectives

- Foster a strong, collaborative relationship with Te Ohu Rata o Aotearoa (Te ORA), Te Aka Whai Ora, Te Whatu Ora, the Ministry of Health and other stakeholders in Māori health.
- Support colleges to train culturally safe medical practitioners.
- Advocate for a Te Tiriti compliant, culturally safe health system that supports equitable health outcomes for Māori.
- Acknowledge racism as a social determinant of health, and advocate for institutional racism and bias within health system structures to be eliminated.

Actions

- Review the CMC-Te ORA collaboration agreement and Interdisciplinary Māori Advisory Group (IMAG) terms of reference by the end of 2023.
- Coordinate the IMAG to meet at least twice annually to discuss issues relating to workforce; optimal health for Māori, and cultural safety.
- Allocate budget annually to undertake projects on cultural safety, health equity or workforce development alongside Te ORA and the IMAG.
- Support colleges to implement the CMC-Te ORA cultural safety framework in vocational training and recertification programmes by promoting the framework with college leaders at the CMC and the CPMC, and by co-ordinating an annual workshop for college education staff and fellows to share progress and resources.
- Commence an evaluation of how the cultural safety framework has been implemented in 2026.
- Invite other health sector organisations working towards optimal health for Māori to speak at the CMC meetings annually.
- Advocate for cultural safety and equitable health outcomes for Māori in the CMC publications, documents and in submissions to government.
- Utilise the CMC publications, documents, and submissions to government as an opportunity to acknowledge racism as a social determinant of health and advocate for the elimination of institutional racism and bias within health system structures.

2. Promote the role of colleges to develop a well-trained, safe, and healthy medical workforce.

Strategic objectives

- Develop productive, collaborative relationships with key stakeholders in health workforce development.
- Advocate for a robust, well-trained, culturally safe health workforce that meets the needs of patients and whānau in Aotearoa New Zealand.
- Advocate for and collaborate on initiatives to support workforce well-being.

Actions
<ul style="list-style-type: none"> • Develop productive, collaborative relationships with Te Aka Whai Ora (Māori Health Authority); Te Whatu Ora (Health New Zealand) and the Medical Council of New Zealand via regular meetings at the governance and staff level to engage on workforce strategy and planning. • Advocate for the collection of Māori health workforce data, and for the workforce having an equitable representation of Māori. • Collate a stocktake of initiatives colleges are undertaking to support workforce well-being, to share between members. • Provide clear feedback to government on regulatory and policy documents to do with workforce planning and development, including Pae Ora legislation; the New Zealand Health Plan; the Health Charter; workforce development plans; and proposals for health workforce regulatory reform. • Maintain a collaborative relationship with the Medical Council of New Zealand via regular meetings at the governance and staff level, and monitor developments in recertification, accreditation, and regulation of specialist international medical graduates. • Maintain a clear, user-friendly website that provides public information on the role and membership of CMC, and the work it undertakes.
3. Enable colleges to provide meaningful input into health policy.
Strategic objectives
<ul style="list-style-type: none"> • Develop productive, collaborative relationships with key stakeholders in health policy. • Regularly meet with such stakeholders and provide feedback to help them create robust health policy that serves the best interests of patients and whānau in Aotearoa New Zealand.
Actions
<ul style="list-style-type: none"> • Run four meetings annually where members can engage with key government decision makers on issues impacting the health of the Aotearoa New Zealand population. Key decision makers include Government Ministers and opposition spokespeople; Director-General of Health; Board members and Chief Executives of the Te Aka Whai Ora and Te Whatu Ora; and senior staff from other government and non-government agencies. • Collaborate with colleges to develop submissions on key health sector consultations to influence public policy, with a particular focus on health equity; eliminating racism and bias within health system structures; standards of care; and health workforce development. Coordinate quarterly meetings of college policy staff.
4. Provide a forum to support collaboration and knowledge-exchange between colleges and with external stakeholders.
Strategic objectives
<ul style="list-style-type: none"> • Facilitate effective information sharing and collaboration between medical colleges. • Facilitate effective two-way information sharing and collaboration between medical colleges and external stakeholders.
Actions
<ul style="list-style-type: none"> • Invite government decision-makers and leaders from non-governmental health organisations to Board meetings, Executive meetings and advocacy meetings to enable two-way information-sharing and collaboration on issues of mutual interest. • Facilitate discussion on sector issues of interest to members at each Board meeting in a member-only forum, including how colleges can support workforce well-being; support their

members with culturally safe practice; and redress institutional racism and bias within their own college structures as well as within the wider health system.

- Provide a Briefing to the Incoming Minister of Health following the 2023 general election, highlighting the CMC’s priorities for the health sector.
- Maintain a strong relationship with the Council of Presidents of Medical Colleges in Australia via regular meetings and sharing information on projects of mutual interest.

5. Ensure CMC is a sustainable organisation.

Strategic objectives

- Ensure the CMC has a sound governance structure to enable effective oversight of the CMC’s strategic direction, compliance, and risk management, and to support succession planning and diversity of Board membership.
- Ensure the CMC operates efficiently and effectively.

Actions

- Co-ordinate a working group of staff and/or fellows from member colleges to develop options for a revised CMC governance structure for the Board to vote on by March 2023.
- Undertake a full review and revision of CMC’s Deed of Trust to support the revised governance structure and clarify the CMC’s purpose and mission by August 2023.
- Ensure Te Tiriti o Waitangi is referenced in CMC’s governing documents, and institutional racism and bias within the CMC’s own structure is redressed.
- Review the co-opted position to ensure Māori representation is included on the governance structure, with appropriate voting rights and mechanisms for input by August 2023
- Develop a transparent and equitable subscriptions structure for member colleges by December 2023.

BOARD PLAN 2023

CMC BOARD PLAN 2023

Item	March 16-Mar	June 1-Jun	August 13-Aug	December 30-Nov
Board meetings				
Speakers and topics for Board meetings	Mr Rob Campbell, Chair of Health New Zealand Ms Sharon Shea and Ms Tipa Mahuta, Co-Chairs of the Māori Health Authority Hon Andrew Little, Minister of Health ACC - Dr Janine Ryland on Treatment Injury PHARMAC - review, medical devices, COVID-19 impact etc	Health Equity forum: cultural safety in medical training Speakers with expertise from MIHI; University of Auckland; Te ORA; medical colleges. Hon Peeni Henare (Associate Minister of Health, Māori Health) Aged Care Commissioner CMC Annual General Meeting	Health and Disability Commissioner - Morag McDowell Hon Dr Ayesha Verrall (Associate Minister of Health, Womens and Older Peoples Health) Simon Everitt, Establishment Director for the Public Health Agency CEO - new Ministry for Disabled People PHARMAC Medical Director	Briefing Incoming Minister Pasifika Medical Association Te Aho o Te Kahu - Cancer Control Agency New Zealand Nurses Organisation Association for Salaried Medical Specialists
Strategic Priorities	Cultural Safety Implementation Progress update Health Workforce - regulatory and education reforms	Cultural Safety Implementation Progress update Health Workforce - regulatory and education reforms	Cultural Safety Implementation Progress update Health Workforce - regulatory and education reforms	Cultural Safety Implementation Progress update Health Workforce - regulatory and education reforms
Regular stakeholders	Ministry of Health CMO Te ORA MCNZ NZMSA	Ministry of Health CMO Te ORA MCNZ NZMSA	Ministry of Health CMO Te ORA MCNZ NZMSA	Ministry of Health CMO Te ORA MCNZ NZMSA
Annual budget	April 2021 to January 2022 financial report to Board	3 June – sign off annual accounts for 2021/2022 financial year.	April 2022 to June 2022 financial report to Board.	Confirmation of the subscriptions for the 2022/23 financial year.
AGM and elections	Draft CMC Deed of Trust for review and feedback.	AGM and elections: appointment of Chair, and Executive members. Annual accounts, subscriptions confirmed. Endorse new CMC Deed of Trust Confirmation of CMC Annual Report for April 2021 to March 2022. Review progress on 2020-2023 Business Plan		Review progress on 2020-2023 Business Plan
CMC performance	Action lists completed.	Annual statement of service and performance in AGM papers. Action lists completed	Survey of CMC performance released to member colleges. Action lists completed	Survey of member colleges discussed at Board meeting. Action lists completed
Secretariat performance	Meeting papers delivered at least one week prior to Board meeting. Minutes available in one-month post-Board meeting.	Meeting papers delivered at least one week prior to Board meeting. Minutes available in one-month post-Board meeting.	Meeting papers delivered at least one week prior to Board meeting. Minutes available in one-month post-Board meeting.	Meeting papers delivered at least one week prior to Board meeting. Minutes available in one-month post-Board meeting.

CMC TRUST DEED 2023

Deed of Trust
of the
Council of Medical Colleges in New Zealand
Te Kaunihera o Ngā Kāreti Rata o Aotearoa.

1 June 2023

Deed of Trust of the Council of Medical Colleges in New Zealand / Te Kaunihera o Ngā Kāreti Rata o Aotearoa

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Preamble

This Deed has been made on 1 June 2023 in accordance with the provisions of the previous Deed dated 1 March 2018 and its amendments and replaces that Deed and those amendments in their entirety.

This Deed Witnesses

1. Name

The name of the Trust shall be the 'Council of Medical Colleges in New Zealand /Te Kaunihera o Ngā Kāreti Rata o Aotearoa'

2. Interpretation

In this Deed unless the context otherwise requires,

'Board' means the Board of Trustees of the Trust appointed in accordance with this Deed.

'Council' means the Council of the Trust appointed in accordance with this Deed.

'Council of Medical Colleges/ Te Kaunihera o Ngā Kāreti Rata o Aotearoa (CMC)' means the Trust constituted by this Deed.

'Consensus' in relation to agreement means with the agreement of at least 90 per cent of all parties, and in the context of a statement made on behalf of CMC means that at least 90 per cent of all Members of the Council either agree to the statement or do not object to its being made by CMC (subject to any term stipulated by the dissenting Member(s) qualifying the representativeness of the statement).

'Fellow' means a current Fellow of a Member College as defined by a Member College.

'Majority' in relation to agreement means with the agreement of at least 50 per cent of all parties, and in the context of a statement made on behalf of CMC means that at least 50 per cent of all Members of the Council either agree to the statement or do not object to its being made by CMC (subject to any term stipulated by the dissenting Member(s) qualifying the representativeness of the statement).

'Medical Colleges' and **'Colleges'** mean professional bodies of medical specialists constituted in New Zealand (including those constituted for Australasia) whose membership consists predominantly of registered medical practitioners in the speciality concerned, and includes all of those bodies which have been at any time Members of CMC.

'Member College' or **'Member'** means a body admitted as a Member of CMC in accordance with this Deed and continuing to comply with the requirements for membership.

'Member Vote' means a vote cast by a Member College Representative (or alternative) present at a CMC meeting. Each Member College of the CMC is eligible to cast one Member Vote on any matter requiring a decision by vote.

'Representative' means a Fellow representing their Member College on the Council, appointed in accordance with Clause 8 of this Deed.

'Trust' means the Council of Medical Colleges in New Zealand Te Kaunihera o Ngā Kāreti Rata o Aotearoa.

'Trustee' means an elected representative or person appointed to the Board, in accordance with this Deed.

'Unanimous' in relation to agreement means with the agreement of 100 per cent of all parties, and in the context of a statement made on behalf of CMC means that 100 per cent of all Members of the Council either agree to the statement or do not object to its being made by CMC (subject to any term stipulated by the dissenting Member(s) qualifying the representativeness of the statement).

3. Office

The office of the Trust shall be in Wellington or such other place as the Board may determine from time to time. The physical and postal addresses of the office shall be provided to the Registrar of Incorporated Societies and to Members.

4. Purpose

The Council of Medical Colleges / Te Kaunihera o Ngā Kāreti Rata o Aotearoa (CMC) is the unifying organisation of, and an educational support structure for, the Medical Colleges of New Zealand. It has been established to allow the Colleges to discuss issues of common interest and to enable them to share knowledge, objectives and policies. Such discussions enable CMC to then inform and advise Ministers, Government agencies and other relevant bodies on relevant health issues. The Colleges themselves are educational bodies responsible for the training, examination, and subsequent recertification of medical practitioners in specific medical disciplines.

CMC therefore exists as a forum of educational bodies and has adopted the following mission statement:

CMC seeks to ensure – through the voluntary, co-operative and coordinated action of its Member Medical Colleges – that individual medical specialties have a broad base of intercollegiate knowledge. This enables them, both collectively as CMC and individually as Medical Colleges, to provide for the community the highest quality of medical care delivered in accordance with accepted clinical principles and to improve, protect, and promote the public health.

Its aim is the collective support of the individual Colleges in their provision of an adequate, well qualified, experienced, and capable medical workforce to serve the best interests of the community. By CMC's interaction – through its Member Colleges and on its own behalf – with the people of New Zealand and with the governmental and other organisations providing health services, it is able to be an agency for the information and advisory needs of all.

In fulfilment of this purpose, CMC:

- is constituted as a charitable trust under the Charitable Trusts Act 1957
- may enter into projects, joint enterprises, contracts or any activity designed to pursue the purpose of CMC
- encourages improvement in the quality of healthcare offered to the people of New Zealand
- provides a mechanism for the Medical Colleges to share knowledge, objectives, and policies

- provides a forum within which the Colleges can jointly consider issues such as postgraduate medical training, clinical standards and their maintenance, quality assurance, allocation of resources, medical workforce, credentialing, certification, recertification, and registration
- provides a forum for the exchange of information with governmental and other health agencies on health issues collectively agreed to by the Colleges
- encourages Member Colleges to adopt, where appropriate, common or complementary processes and policies
- assists in the development of, and educates about, policy positions and guidelines on issues related to the improvement of medical care and the standard of health in the community
- provides authoritative advice, information and opinion to other professional organisations, to the general public and to government on the advancement and maintenance of medical standards
- promotes the purposes, and educational needs of the Medical Colleges, their Fellowships and trainees
- promotes educational programmes concerned with the:
 - enhancement of quality medical care,
 - early detection of anomalies, disease, and other abnormal states,
 - promotion of health and the prevention of injuries, disabilities and disease.
- provides an avenue for the Medical Colleges to develop effective partnerships with the New Zealand community in order that they may work towards constructive responses to the challenges of the New Zealand health system
- encourages interdisciplinary cooperation on a national and international level.

In all its purposes CMC will act with a charitable purpose and will not undertake activities which are not of a charitable nature.

It may undertake any further activities to further the principles of the Mission Statement.

5. Te Tiriti o Waitangi

The CMC and its member colleges recognise Māori as the tangata whenua of Aotearoa New Zealand, and Te Tiriti o Waitangi as Aotearoa's founding document, with its responsibilities and obligations. The CMC considers a health sector that meets its obligations under Te Tiriti o Waitangi is essential for achieving equitable health outcomes for Māori.

The CMC is committed to the principles, articles and ritenga encompassed in Te Tiriti o Waitangi, which underpin all CMC's strategic priorities, objectives and actions.

- 5.1. Principles include Partnership; Tino rangatiratanga | sovereignty; Active Protection; Options; and Equity.
- 5.2. The Articles include Kawanatanga; Tino Rangatiratanga; Ōritetanga; and Wairuatanga, te reo and tikanga Māori.
- 5.3. The Ritenga include Mana whakahaere, Mana Motuhake, Mana tangata, and Mana Māori.

Further discussion can be found in Appendix 1 – Te Tiriti o Waitangi

6. Structure of the Trust and Conflicts of Interest

6.1. The Board of the Trust is responsible for:

- 6.1.1. Refining and finalising the strategy and prioritising the strategic workplan, mindful of the resources available to the Trust;
- 6.1.2. Implementing the strategic workplan of the Trust;
- 6.1.3. Undertaking governance and administration of the Trust;
- 6.1.4. Establishing policies and procedures for the effective and efficient operation of the Trust;
- 6.1.5. Electing the Chair of CMC. The Chair of the CMC board is also the Chair of the CMC Council.
- 6.1.6. Appointing additional members of the Board, in accordance with this Deed.
- 6.1.7. Appointing the Executive Director of CMC.

6.2. The Council of the Trust is responsible for:

- 6.2.1. Setting the strategic direction of the Trust,
- 6.2.2. Providing a forum for discussion among the Members of CMC;
- 6.2.3. Providing a forum for external engagement between CMC and government agencies, other health organisations, and third party stakeholders;
- 6.2.4. Determining membership of CMC in accordance with Clause 9 of this Deed;
- 6.2.5. Undertaking all other things or exercising all other powers expressly conferred on the Council under this Deed or expressly conferred on the Council by resolution of the Board in accordance with this Deed.
- 6.2.6. Electing Trustees of the Board;

6.3. Individual Trustees and Council Representatives must declare any circumstance which may give rise to a conflict of interest between that role and other activities in which they are engaged. Such a conflict would disqualify them from participating in any business of the Trust relating to the area of conflict.

7. The Board

- 7.1. The Board shall consist of at least 5 and no more than 7 elected and appointed Trustees, of whom at least two must identify as Māori.
- 7.2. Four Trustees are elected by vote of Member Colleges at each Annual General Meeting of the CMC in accordance with Appendix 2 - Skills Matrix, Election and Appointment Process for CMC Board
- 7.3. In addition to the elected Trustees, the Board will appoint an additional member to the Board who is a chief executive, manager, or other administrative officer from any of the Member Colleges. Where practicable, the Board will appoint this person from a Member College that does not currently have an elected Trustee on the Board.

- 7.4. To ensure at least two Trustees identify as Māori, or in order to increase the diversity or range of skills on the Board, the Board may appoint additional members to the Board. They may be a Fellow of a College not already represented on the Board, or an independent person nominated by a member College.
- 7.5. To help with succession planning, Fellows of Member Colleges who identify as Māori may develop a tuakana teina relationship with a new appointee to that role prior to their end of term. The incoming Trustee may attend any Board meeting as an observer.
- 7.6. The Trustees will elect one Trustee to serve as Chair of the Board for the year following the Annual General Meeting. If the Chair is absent at any meeting, the Trustees present at that meeting will elect one Trustee to serve as Chair for that meeting.
- 7.7. The Trustees elected to the Board by the Council, or appointed by the Board, hold office for a two-year term with right of reappointment for one further term of two years (to a maximum of four years).
- 7.8. An elected Trustee must be a current Council Representative at the time of appointment to the Board.
- 7.9. Elected Trustees must remain a current Fellow of their member College for the duration of their tenure on the Board
- 7.10. A Trustee does not have to be a current Council Representative to be reappointed to the Board.
- 7.11. If the number of elected Trustees falls below the minimum number at any time, the Board may appoint additional members to fill any vacancy until the next Annual General Meeting.
- 7.12. The Board Chair and appointed Trustees may be paid an honorarium.
- 7.13. All Trustees, whether elected or appointed, will have voting rights on decisions of the Board. In instances where there are an even number of Trustees, the Chair shall have an additional casting vote.
- 7.14. The mandatory duties set out in subpart 1, part 3 of the Trusts Act 2019 shall apply to the Trustees in the performance of their duties, specifically, the duty to:
 - 7.14.1. Know the terms of the Trust;
 - 7.14.2. Act in accordance with the terms of the Trust;
 - 7.14.3. Act honestly and in good faith;
 - 7.14.4. Act to further the objects of the Trust;
 - 7.14.5. Exercise Trustee powers for a proper purpose.
- 7.15. Some of the default duties set out in subpart 1, part 3 of the Trusts Act 2019 shall apply to the Trustees in the performance of their duties, specifically the duty:
 - 7.15.1. Not to exercise powers for the Trustee's own benefit;
 - 7.15.2. To give active and regular consideration of the exercise of Trustee powers;
 - 7.15.3. Not to bind future discretions;

- 7.15.4. To avoid conflicts of interest;
- 7.15.5. Not to profit from the Trusteeship of the Trust; and
- 7.15.6. Not to take reward for acting as a Trustee, except as set out in clause 7.12.
- 7.16. The remaining default duties set out in subpart 1, part 3 of the Trusts Act 2019 do not apply to the Trustees in the performance of their duties.

8. The Council

- 8.1. The Council shall consist of one Representative (who must be a Fellow) from each of the Member Colleges. Each Representative will have the right to cast the Member Vote on behalf of their college.
- 8.2. Each Member College may also send a Chief Executive, Manager, or other administrative officer to attend Council meetings. That person may participate in discussions but will not have voting rights.
- 8.3. Each Member College shall appoint its Representative at the Annual General Meeting of the CMC, in accordance with procedures determined by that Member College.
- 8.4. If a Representative is absent at any meeting, that Representative's Member College may send an alternate to act as its Representative and hold the Member Vote for that meeting.
- 8.5. A Member College may request a change in their CMC representative at any time, and appoint new interim Representative until the next Annual General Meeting
- 8.6. If a Council Representative leaves office before their term has expired for any reason, the Council may request the relevant Member College to appoint a new interim Representative until the next Annual General Meeting.
- 8.7. Any Trustee on the Board may also be a Council Representative for their Member College, however no College will have more than one Member Vote.

9. Eligibility for Membership of CMC

- 9.1. The Member Colleges at the date of this Deed are listed in Appendix 3 to this Deed. Any other organisation which meets the following terms and conditions may apply for membership:
 - 9.1.1. The applicant is a medical body whose membership comprises predominantly of registered medical practitioners;
 - 9.1.2. The applicant is recognised as an arbiter of professional standards within its medical discipline;
 - 9.1.3. The applicant conducts a vocational training programme leading to Fellowship that provides vocational registration for medical graduates, and is of a standard determined, accredited or approved by the Medical Council of New Zealand for this purpose;
 - 9.1.4. The applicant is not formed primarily to or does not carry out predominantly activities for industrial or political purposes;

9.1.5. The applicant conducts a continuing medical education programme accredited and recognised by MCNZ for this purpose;

9.1.6. The application is supported in writing by at least two (2) Member Colleges;

9.2. The application for membership must be approved by at least two thirds of Representatives present and voting at the Council meeting which considers the application.

9.3. The Council may waive any or all of the criteria set out in Clauses 9.1.1 – 9.1.6. and admit as a Member any organisation with aims similar to those of CMC, whose membership is predominantly of medical practitioners and whose nomination is:

- Supported in writing by at least three (3) Representatives,
- Approved by all Representatives present and voting at the Council meeting which considers the nomination.

10. Council Approval of Applicants

Every application for admission of a Member shall be brought before a meeting of the Council which shall decide by vote of all Representatives present whether or not the application is to be accepted. The Council shall not be required to give any reason for the rejection of any applicant.

11. Subscriptions

11.1. The Board may, from time to time, determine the subscription (if any) payable in respect of Membership;

11.2. The annual subscription of Member Colleges (if any) shall be paid on the due date determined by the Board;

11.3. Subscriptions set by the Board from time to time shall have regard to the number of fee-paying New Zealand Fellows of the Member Colleges as identified to the Board by the Members concerned.

12. Non-Financial Member

Any Member College whose subscription remains unpaid for more than six (6) calendar months after the end of the month in which it falls due for payment shall thereupon cease to be a Member. The Board may, in its discretion, reinstate the Member College upon payment of all arrears.

13. Cessation of Membership and Expulsion of Member

13.1. A Member College shall cease to be a Member if:

- By notice in writing to the Board a Member declares its intention to resign;
- The Member goes into liquidation, is wound up or dissolved;
- If the Member, in the opinion of the Council by resolution of at least two-thirds of Representatives ceases to meet the conditions of eligibility set out in clause 9.1 of this Deed.
- If the Member who has been granted membership through clause 9.3 of this Deed, in the opinion of the Council by resolution of at least two-thirds of Representatives, has

changed their aims, membership, or nature of their work that allowed them to be eligible for membership.

- 13.2. The Council shall have power, in its absolute discretion, by a vote of at least two thirds of Representatives to expel a Member College. The Council's decision shall be final and binding and not be subject to any challenge whatsoever.
- 13.3. If a Member College ceases to be a Member of CMC, that Member's Representative shall cease to be a Representative.
- 13.4. Cessation of membership for whatever reason does not remove the obligation to pay subscription arrears.

14. Executive Director

An Executive Director, who is responsible to the Chair of the Board, shall be appointed by the Board.

- 14.1. The role of the Executive Director is to provide administrative support to the Chair of the Board in fulfilling their role.
- 14.2. The terms of the appointment of the Executive Director shall be determined by the Board which may delegate such aspects of the matter as it sees fit.
- 14.3. The Executive Director will attend all meetings of the Board and Council.

15. Meetings of the Board and Council

15.1. Meetings of the Board

The Board shall meet at least four (4) times a year, at such times and in such manner as the Board may from time to time determine. In the absence of determination by the Board, the date, manner and time of a meeting or any one of them may be determined by the Board Chair. At least fourteen (14) days' notice of any ordinary meeting of the Board is to be given to each Trustee. The Chair, or by agreement of two or more Trustees, may call a meeting of the Board outside of the scheduled meeting time if so required.

15.2. Ordinary Meetings of the Council

The Council shall meet at least four (4) times a year, at such times and in such manner as the Council may from time to time determine. In the absence of determination by the Council, the date, manner and time of a meeting or any one of them may be determined by the Council Chair. At least fourteen (14) days' notice of any ordinary meeting of the Council is to be given to each Trustee.

15.3. Extraordinary Meetings of the Council

An extraordinary meeting may be called at short notice to carry out urgent business or to deal with any other matter considered urgent by the Board.

15.3.1. An extraordinary meeting of the Council will be held at such time and in such manner as the Chair determines.

15.3.2. An extraordinary meeting of the Council on notice shall be convened upon requisition in writing by a majority of Member Colleges.

15.4. The Board may act, notwithstanding any vacancy on the Board.

15.5. The Council may act, notwithstanding any vacancy on the Council.

15.6. *Decision-making*

No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned.

15.6.1. The Board quorum shall be equal to or greater than fifty per cent of the Trustees.

15.6.2. All decisions of the Board require an affirmative vote of a majority of Trustees present and voting at the meeting. In the event of a tie, the Chair of the Board may cast an additional, casting vote.

15.6.3. Two thirds of Representatives shall form a quorum at any meeting of the Council.

15.7. All decisions of the Council - with the exception of matters considered under Clause 19 of this Deed where a consensus of 90 per cent is needed - shall require an affirmative vote of a majority of the Representatives present and voting at the relevant meeting.

16. Annual General Meeting

16.1. *Time and Place of Meeting.*

The Annual General Meeting shall be held at a place, date, and time as determined by the Board but within three months of the end of each financial year (31 March).

16.2. *Business of Meeting.*

The Annual General Meeting shall carry out the following business:

- confirm the minutes of the previous Annual General Meeting and of any extraordinary meetings held since the last ordinary meeting;
- receive the Trust's statement of accounts for the preceding year and an estimate of income and expenditure for the current year;
- receive reports from the Board or from the Council;
- confirm the annual subscription (if any);
- elect Trustees of the Board;
- confirm Member Representatives;
- consider and decide any other matter which may properly be brought before the meeting.

16.3. *Attendance at Meeting*

All members of the Council are eligible to attend the Annual General Meeting

17. Powers

17.1. *General powers*

In addition to the powers implied by the general law of New Zealand or contained in the Trusts Act 2019, the powers which the Board may exercise in order to carry out its charitable purpose are as follows:

- 17.1.1. To use the funds of the Trust as the Board thinks necessary or proper in payment of the costs and expenses of the Trust, including the employment of professional advisers, agents, officers and staff as appears necessary or expedient;
- 17.1.2. To purchase, take on lease or in exchange or hire or otherwise acquire any land or personal property and any rights or privileges which the Board thinks necessary or expedient for the purpose of attaining the objects of the Trust, and to sell, exchange, bail or lease, with or without option of purchase, or in any manner dispose of any such property, rights or privileges as aforesaid;
- 17.1.3. To invest surplus funds in any way permitted by law for the investment of Trust funds and upon such terms as the Board thinks fit; and to borrow monies with or without security;
- 17.1.4. To do all things as may from time to time appear necessary or desirable to enable the Board to give effect to and to attain the charitable purposes of the Trust.

17.2. Power to amend Trust Deed

Provided that no such amendment shall alter the exclusively charitable nature of the Trust, the Board shall have power to amend this Deed as it deems necessary or desirable for the proper conduct and management of the Trust, the regulation of its affairs, and the furtherance of its objectives. Any such amendment must be passed by a resolution of Member Colleges, given thirty days' notice and passed by a two-thirds majority of Members at a general meeting.

17.3. Power to delegate

- 17.3.1. The Board may from time to time appoint any subcommittee and may delegate in writing any of its powers and duties to any such subcommittee or to any person.
- 17.3.2. Any subcommittee or person to whom the Board has delegated powers or duties shall be bound by the charitable terms of the Trust and responsible to the Board for any proposed action on behalf of the Board.
- 17.3.3. Every such delegation shall be revocable by the Board and no such delegation shall prevent the exercise of any power or the performance of any duty by the Council or the Board.
- 17.3.4. It shall not be necessary that any person who is appointed to be a member of any such subcommittee, or to whom any such delegation is made, be a Representative.
- 17.3.5. The Chair or the Chair's nominee shall be an ex-officio member of each subcommittee.
- 17.3.6. Except as directed by the Board in writing, a subcommittee may determine its own procedure but must ensure that a record of the proceedings of every meeting of the subcommittee is prepared and made available to the Board.

18. Saving

If a Trustee or Council Representative's election or appointment is later found to have been defective for any reason, all acts of the Board or Council during that time continue to be valid as if that person's appointment had not been defective.

19. Statements to Agencies and to the Public Made in the Name of CMC

CMC is a voluntary grouping of Medical Colleges which should act by consensus of its Members in its advice to outside agencies or government and in its public statements.

19.1. The Council shall offer opportunities for Member Colleges through their Representatives to interact with each other and with outside bodies and stakeholders.

19.2. Public statements made in the name of CMC will reflect whether the view was a majority, a consensus, or unanimously held view of CMC.

19.3. The role of the Council in this context is to:

- provide the opportunity for Representatives to develop Consensus;
- attempt to develop a Consensus among the Member Colleges and then represent that Consensus to outside agencies;
- indicate issues where individual Member Colleges may have significant differences from the majority view, where a Consensus cannot be developed.

19.4. Membership of CMC does not preclude any Member College from pursuing its own relationships/agenda with governmental or community organisations. However, each Member College undertakes to advise the Council through its Representative of major issues that it may be pursuing independently, where this pertains to the business of CMC.

20. Liability Insurance

Trustees who are office bearers of the Member Colleges may have professional indemnity covered by their own Colleges. Any CMC Trustees, contractors and other staff who do not have indemnity insurance held by Member Colleges will be covered by insurance taken out by the Board.

21. Limitation of Liability and Indemnity

21.1. No Trustee is liable for the consequence of any act or omission or of any loss, unless the consequence or loss is attributable to:

21.1.1. The Trustee's dishonesty or gross negligence; or

21.1.2. The wilful commission or omission by the Trustee of any act or omission known by the Trustee to be a breach of trust.

21.2. No Trustee is bound to take any proceedings against another Trustee for any breach or alleged breach of trust by that co-Trustee.

- 21.3. To the maximum extent permitted by law, no Trustee is liable for any loss or cost to the Trust by any breach of trust or the default of any special trust adviser, attorney, delegate, manager, volunteer, agent or employee appointed, engaged or employed by the Trust.
- 21.4. To the maximum extent permitted by law, each Trustee is fully indemnified by the Trust for any loss or liability incurred in the carrying out or omission of any function, duty or power of the Trustee and in respect of any expenses incurred by the Trustee in the management and administration of the Trust.
- 21.5. The indemnity above does not extend to a loss or liability that is attributable to:
- 21.5.1. The Trustee's dishonesty or gross negligence;
- 21.5.2. The wilful commission or omission by the Trustee of any act or omission known by the Trustee to be a breach of trust;
- 21.6. The indemnity above extends to any loss or liability which a person after ceasing to be a Trustee incurs through carrying out any function, duty or power of the Trustee, whether that act took place before, during or after the period in which the person was a Trustee.

22. Income, Benefit or Advantage to be Applied to Charitable Purposes

22.1. Application.

Any income, benefit or advantage shall be applied to the charitable purposes of the Trust.

22.2. Influence.

No Member College or person associated with a Member College of the Trust shall derive any income, benefit or advantage from the Trust where they can materially influence the payment of income, benefit or advantage except where that income, benefit, or advantage is derived from:

- professional services to the Trust rendered in the course of business charged at no greater rate than current market rates; or
- interest on money lent at no greater rate than current market rates.

23. Financial

23.1. True and Fair Accounts.

The Board shall ensure true and fair accounts are kept with respect to:

- all monies received and expended by the Trust and the matter in respect of which the receipt and expenditure takes place,
- the assets and liabilities of the Trust,

The balance date for the accounts shall be 31 March each year.

23.2. Receipts

All monies received by the Trust shall be lodged as soon as possible to the credit of the Board's banking account at any bank approved by the Board from time to time.

23.3. *Payments*

All the Board's payments shall be within the budget approved by the Board and the financial delegations agreed by the Board.

23.4. *Banking*

Bank signatories shall be approved by the Board and operation of the Trust's bank accounts shall be by any two (2) authorised persons.

23.5. *Surplus funds*

The surplus funds of the Board may from time to time be invested at the discretion of the Board in the way authorised by law for the investment of trust funds.

23.6. *Year End Financial Accounts.*

The Board shall, as soon as practicable after the end of every financial year, be presented with the Year End Financial Accounts for that financial year that shall be prepared by a suitably qualified person appointed by the Board. The Year End Financial Accounts shall be presented at the Annual General Meeting together with a proposed budget and subscriptions rate for the current year.

23.7. If over two-thirds of the Council so request, the Year End Financial Accounts shall be independently assessed by a qualified external assessor who is not associated with any Member.

24. Common Seal

The Trust shall have a Common Seal which shall be kept in custody as directed by the Board, and shall be used only as directed by the Board. It shall be affixed to documents only in the presence of and accompanied by the signature of two Trustees.

25. Disposition of Surplus Assets

No Trustee or Representative shall obtain private pecuniary benefit from the funds of the Trust.

On the permanent cessation of the activities of the Trust any surplus funds will be distributed to a charitable organisation in New Zealand with aims and objectives as similar as possible to those of the Trust, the organisation concerned to be selected by the Board prior to cessation of the Trust or if no meeting is able to be convened, by the last holder of the office of Chair.

Appendix 1 – Te Tiriti o Waitangi

Appendix 2 – Skills Matrix, Election and Appointment Process for CMC Board

Appendix 3 – List of current Member Colleges

Appendix 1 -TE TIRITI O WAITANGI

BACKGROUND

The Council of Medical Colleges in New Zealand (CMC) and its member colleges recognise Māori as the tangata whenua of Aotearoa New Zealand, and Te Tiriti o Waitangi as Aotearoa's founding document, with its responsibilities and obligations.

The CMC considers a health sector that meets its obligations under Te Tiriti o Waitangi is essential for achieving equitable health outcomes for Māori. Compliance with Te Tiriti o Waitangi is fundamental to all government and non-government health sector organisations that operate in Aotearoa New Zealand.

TE TIRITI O WAITANGI

The CMC and its member colleges recognise the five principles of Te Tiriti relevant to the health sector, adapted from recommendations made by the Waitangi Tribunal in Stage one of its Health Services and Outcomes Kaupapa Inquiry WAI 2575 (The Waitangi Tribunal, 2019). The Ministry of Health articulates those principles as:

Tino Rangatiratanga - Providing for Māori self-determination and mana motuhake in the design, delivery, and monitoring of health and disability services.

Equity - Being committed to achieving equitable health outcomes for Māori.

Active Protection – Acting to the fullest extent practicable to achieve equitable health outcomes for Māori. This includes ensuring that the Crown, its agents and its Treaty partner under Te Tiriti are well informed on the extent, and nature, of both Māori health outcomes and efforts to achieve Māori health equity.

Options – Providing for and properly resourcing kaupapa Māori health and disability services. Furthermore, the Crown is obliged to ensure all health and disability services are provided in a culturally appropriate way that recognizes and supports the expression of hauora Māori models of care.

Partnership -Working in partnership with Māori in the governance, design, delivery and monitoring of health and disability services. Māori must be co-designers, with the Crown, of the health and disability system for Māori (Ministry of Health , 2020).

EQUITABLE HEALTH OUTCOMES

In defining health equity, the Ministry of Health states: “In Aotearoa New Zealand, people have differences in health that are not only avoidable but unfair and unjust. Equity recognises different people with different levels of advantage require different approaches and resources to get equitable health outcomes” (Ministry of Health, 2019). The CMC recognises the irrefutable evidence of Māori health inequity. Māori have poorer health outcomes than non-Māori with higher rates of morbidity and mortality across a range of health conditions. Māori are also more likely to experience racial discrimination in the health sector; experience more disadvantage from social determinants of health; and have lower access to health care (Ministry of Health, 2019). The CMC acknowledges that the ongoing impacts of colonisation; racism and social determinants of health are major contributing factors to inequitable health outcomes for Māori. One of CMC’s strategic objectives is to align itself with Te Tiriti o Waitangi and major stakeholders in Māori health to bring about equitable health outcomes for Māori. The CMC recognises the Waitangi Tribunal advice that achieving health equity should be one of the ultimate purposes of any just health system, and that commitments to equitable health outcomes need to be stated unequivocally (The Waitangi Tribunal, 2019).

CULTURAL SAFETY AND CULTURAL COMPETENCE

Cultural Safety

The CMC recognises and supports the Medical Council’s Statement on Cultural Safety (Medical Council of New Zealand, 2019) that sets the minimum standards and expectations for doctors to provide culturally safe care. The statement defines cultural safety as:

- The need for doctors to examine themselves and the potential impact of their own culture on clinical interactions and healthcare service delivery.
- The commitment by individual doctors to acknowledge and address any of their own biases, attitudes, assumptions, stereotypes, prejudices, structures and characteristics that may affect the quality of care provided.
- The awareness that cultural safety encompasses a critical consciousness where healthcare professionals and healthcare organisations engage in ongoing self-reflection and self-awareness and hold themselves accountable for providing culturally safe care, as defined by the patient and their communities

Cultural Competence

The Medical Council’s statement on cultural safety sets the standard for culturally safe care. The Medical Council has previously defined cultural competence as: “a doctor has the attitudes, skills and knowledge needed to function effectively and respectfully when working with and treating people of different cultural backgrounds” (Medical Council of New Zealand, 2019). Cultural competence remains an important concept. However, it is noted the Medical Council’s previous Statement on Cultural Competency is no longer current and has been withdrawn and replaced by its Statement on Cultural Safety. This is in recognition that a competence-based approach alone will not deliver improvements in health equity. (Curtis, et al., 2019)

THE ROLE OF MEDICAL COLLEGES IN SUPPORTING CULTURAL COMPETENCE AND CULTURAL SAFETY

Cultural competence and cultural safety are related, but different concepts. The CMC considers both cultural competence and cultural safety are worldviews the health workforce needs to understand to redress health inequities for Māori, and other population groups. The CMC recognises that culturally competent and culturally safe care benefits all population groups.

As providers of vocational medical training and recertification programmes, medical colleges have a pivotal role in developing and supporting a culturally competent and culturally safe medical workforce. The concepts of cultural competence and cultural safety will continue to evolve, and the CMC recognises standards; curriculum; continuing professional development and training in these areas will need to evolve over time also. The role of medical colleges in supporting a culturally competent and safe medical workforce is reflected in the Medical Council of New Zealand's Accreditation standards for New Zealand training providers of vocational medical training and recertification programmes (Medical Council of New Zealand, 2021). These standards come into effect for New Zealand and Australasian colleges in July 2022

EXCERPT FROM TE MANAWA TAKI REGIONAL EQUITY PLAN 2021-2022

He Whakaputanga o te Rangatiratanga o Nu Tireni (He Whakaputanga), the Declaration of Independence of New Zealand, signed in 1835, is an important foundation document to Te Tiriti o Waitangi. He Whakaputanga constituted Aotearoa New Zealand as a sovereign state under the authority of the United Tribes of New Zealand, and inaugurated the King of England as its parent, protecting the state from any attempts on its independence.

He Whakaputanga guaranteed the tribes of New Zealand their rangatiratanga (sovereignty), confirming the expectations of the two parties leading into the development and signing of Te Tiriti o Waitangi in 1840. On the basis of contra proferentem Te Manawa Taki privileges the reo Māori version of Te Tiriti o Waitangi and its Articles.

SUPPORTING EVIDENCE

Ko te Tuatahi – Article 1 – Kawanatanga: Article 1 supports meaningful Māori representation, kaitiakitanga and participation at all levels of our health system, including within governance structures and mechanisms, decision-making, prioritisation, purchasing, planning, policy development, implementation and evaluation (Berghan et al, 2017).

Ko te Tuarua – Article 2 – Tino Rangatiratanga: Tino Rangatiratanga is about self-determination. Implementing Article 2 involves: addressing institutional racism within the Aotearoa New

Zealand health system (Berghan et al, 2017); actively supporting Māori providers and organisations; applying Māori-centred models of health; using strength-based approaches that engage and involve Māori communities; and recognising that Māori control and authority are critical to successful interventions.

Ko te Tuatoru – Article 3 – Ōritetanga: This Article is about equity and guarantees equity between Māori and other citizens of Aotearoa New Zealand (Health Promotion Forum of New Zealand, 2010). It requires action to intentionally and systematically work towards a steady improvement in Māori health (Berghan et al, 2017). This involves considering the wider determinants of health, access to health care, and the quality and appropriateness of services.

Ko te Tuawha – Article 4: This Article confirms the protection of Māori custom and the position of wairuatanga and of te reo and tikanga Māori. All of these are central to understanding and connecting with Māori cultural and worldviews (Te Puni Kōkiri, n.d.).

The intent within the Articles of Te Tiriti informs our goals, each expressed in terms of mana:

- Mana whakahaere: effective and appropriate stewardship or kaitiakitanga over the health and disability system. This goes beyond the management of assets or resources.
- Mana motuhake: enabling the right for Māori to be Māori (self-determination), to exercise their authority over their lives, and to live on Māori terms and according to Māori philosophies, values and practices, including tikanga Māori.
- Mana tangata: achieving equity in health and disability outcomes for Māori across the life course and contributing to Māori wellness.
- Mana Māori: enabling ritenga Māori (Māori customary rituals), which are framed by te ao Māori (the Māori world), enacted through tikanga Māori (Māori philosophy and customary practices) and encapsulated within mātauranga Māori (Māori knowledge).

The Principles of Te Tiriti o Waitangi, as articulated by the Courts and the Waitangi Tribunal, provide the emphasis for how we will meet our obligations:

- Tino Rangatiratanga: The guarantee of tino rangatiratanga, which provides for Māori self-determination and mana motuhake in the design, delivery, and monitoring of health and disability services.
- Equity: The principle of equity, which requires the Crown to commit to achieving equitable health outcomes for Māori.
- Active protection: The principle of active protection, which requires the Crown to act, to the fullest extent practicable, to achieve equitable health outcomes for Māori. This includes ensuring that it, its agents, and its Treaty partner are well informed on the extent, and nature, of both Māori health outcomes and efforts to achieve Māori health equity.
- Options: The principle of options, which requires the Crown to provide for and properly resource kaupapa Māori health and disability services. Furthermore, the Crown is obliged to ensure that all health and disability services are provided in a culturally appropriate way that recognises and supports the expression of hauora Māori models of care.
- Partnership: The principle of partnership, which requires the Crown and Māori to work in partnership in the governance, design, delivery, and monitoring of health and disability

services. Māori must be co-designers, with the Crown, of the health and disability system for Māori.

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APPENDIX 2 – ELECTION AND APPOINTMENT PROCESS AND SKILLS MATRIX FOR BOARD

1. BACKGROUND

- 1.1. This appendix sets out, in accordance with the CMC Trust Deed 2023, a skills matrix and an objective and transparent process to elect and appoint Trustees for the CMC Board. This includes:
 - 1.1.1. The identification and consideration of the skills, knowledge and experience required of Trustees of the CMC; and
 - 1.1.2. The election of CMC Member Representatives to the CMC Board
 - 1.1.3. The appointment of additional Trustees to the CMC Board

2. PRINCIPLES

The following principles underpin this appendix:

- 2.1. The key objective for the CMC in its election and appointments process is to select the best person for the role.
- 2.2. All elections and appointments will be made through an objective, transparent and accountable process.
- 2.3. Elections and appointments will be made based on merit and include an assessment of the individual's skills, knowledge and experience as they apply to CMC.
- 2.4. All Trustees should be elected or appointed based on the contribution they can make to the organisation, and not based on representation.
- 2.5. The CMC Board undertake succession planning as an ongoing process. Effective succession planning requires routine evaluations of Board composition and competencies, consideration of term limits with the College and with CMC, and regular analysis to identify opportunities for improvement to better position the Board to meet current or future needs.

3. REQUIRED SKILLS AND EXPERIENCE

- 3.1. Nominees who wish to be considered for election or appointment to the CMC Board must have the skills, knowledge and experience to guide the CMC, given the nature and scope of its activities; and contribute to the achievement of the objectives of the CMC.

3.2. It is necessary to have a mix of strengths on the Board. An effective board has:

- a mix of established and new Trustees
- mutual respect
- a diverse range of ethnicities, ages, and genders to prevent 'group think'
- an appropriate size in relation to the organisation
- a fair and firm chairperson
- a balance of skills and experience, strategic and operational thinkers

3.3. In order to bring their best selves to their governance roles, Trustees need to be skilled across four competency areas - strategic and governance leadership, informed decision-making, business acumen and communication.

4. **CMC MATRIX**

This skills matrix is to be used as a guide for the Council to consider during elections, and for elected Trustees to consider when making appointments to the Board. Individuals may not individually possess all attributes, but the Board must comprise all the following:

APPENDIX 3 – COLLEGES

PURPOSE:

This paper details the Colleges who are members of the Council of Medical Colleges as at 1 June 2023

COLLEGES

They are:

Australasian College of Emergency Medicine

Australasian College of Sport and Exercise Physicians

Australian and New Zealand College of Anaesthetists

College of Intensive Care Medicine

New Zealand College of Musculoskeletal Medicine

New Zealand College of Public Health Medicine

New Zealand College of Sexual and Reproductive Health

Royal Australasian College of Medical Administrators

Royal Australasian College of Physicians

Royal Australasian College of Surgeons

Royal Australian and New Zealand College of Obstetricians and Gynaecologists

Royal Australian and New Zealand College of Ophthalmologists

Royal Australian and New Zealand College of Psychiatrists

Royal Australian and New Zealand College of Radiologists

Royal College of Pathologists of Australasia

Royal New Zealand College of General Practitioners

Royal New Zealand College of Urgent Care