



ANZSN COVID-19 WORKING GROUP

TERMS OF REFERENCE

1. Role

- (a) The ANZSN (**Society**) COVID-19 Working Group (Working Group) is a committee of the Society's Council (**Council**).
- (b) The Working Group provides advice to the Council and exercises delegated powers and functions of the Council as set out in these terms of reference, or as directed by Council from time to time, under clause 43 of the Society's Constitution.
- (c) The purpose of the Working Group is to assist Council provide considered advice to the Australian and New Zealand governments, and renal units, on the management of renal patients at risk or affected by COVID-19 in furtherance of the Society's Objects.

2. Functions

- (a) The Working Group's functions are:
 - (i) To monitor and remain informed of the COVID-19 situation, with a specific focus on the issues impacting the care of patients with chronic kidney disease (including those with Acute Kidney Injury as appropriate);
 - (ii) To facilitate through the conduct of open forums and other means as appropriate, the identification and discussion of common issues requiring a coordinated response at a renal unit level and/or State or National level;
 - (iii) To provide a vehicle for the discussion, development, and dissemination of information, which may include guidelines and protocols, which will support renal units:
 - a. develop effective regional (state/local based) risk management plans in partnership with the relevant jurisdiction;
 - b. develop effective regional (state/local based) management plans in partnership with the relevant jurisdiction; and
 - c. develop effective regional (state/local based) workforce management plans in partnership with the relevant jurisdiction.

- (iv) Advise Council on those matters requiring advocacy by the Society at a State or National level;
- (v) Respond to specific requests for advice from State and National governments.
- (vi) Such other functions relating to the impact of COVID-19 on the prevention and treatment of patients with chronic kidney disease as may be determined by the Council from time to time.

3. Membership

- (a) The membership of the Working Group should include individuals with expertise in the management of chronic and acute kidney disease and able to represent specific areas of consideration (rural/remote; Indigenous etc).
- (b) The composition of the Committee is to include at least 1 member usually resident in New Zealand and should reflect the principles of gender equity and diversity having regard to the overall membership of the Society.
- (c) The Working Group will comprise up to 14 members, including a Chair and a Deputy Chair, which must include:
 - (i) 1 Councillor, who shall be the Council Portfolio Lead for the ANZSN Clinical Policy Advisory Committee, whose appointment is approved by the Council;
 - (ii) 1 Ordinary member being the Chair of the Clinical Policy Advisory Committee (or Nominee)
 - (iii) Up to 10 ordinary members of the Society, whose appointments are approved by the Council;
 - (iv) 1 ordinary member of the Society who is a representative of the Australian and New Zealand Dialysis and Transplantation Registry (ANZDATA), whose appointment is approved by the Council;
 - (v) 1 ordinary member of the Society who is also a member of the Transplant Society of Australia and New Zealand, and whose appointment is approved by the Council.
- (d) The Working Group may co-opt the services of any other person if it considers this desirable, however that person will have no voting rights at any meeting of the Working Group and will not be counted in determining a quorum.

4. Terms of appointment

4.1 Members

- (a) All Working Group members will be appointed for a term of up to twelve months;
- (b) Unless the Council determines otherwise in any particular case, the Chair must

call for expressions of interest to join the Working Group;

- (c) Other than for the appointment of the members of the Working Group under clause 3 (c) (i), the Honorary Executive Officer, under delegation of Council, may approve appointments to the Working Group, in consultation with the Working Group Chair, where appointed.
- (d) The Council or delegate, as the case may be, is to consider any response to an expression of interest to join the Working Group, but is not limited to the pool of respondents to such expressions of interest in approving appointments to vacancies in membership.
- (e) A person will cease to be a member of the Working Group if:
 - (i) they resign from the Working Group, by giving one month's notice (or such lesser period as the Chair of the Working Group approves in any particular case) in writing to the Chair of the Working Group;
 - (ii) they attend less than 50% of the scheduled meetings within a 12 month period, unless otherwise agreed with the Chair;
 - (iii) they cease to satisfy the eligibility criteria specified in the category of membership in clause 3 (c) under which they were appointed to the Committee;
 - (iv) in the case of a nominee member, their nomination is withdrawn by the relevant organisation;
 - (v) in the case of a member who is the Chair of the Working Group, they cease to be the Chair of the Working Group; or
 - (vi) in any case, the Council revokes their membership, in its absolute discretion.

4.2 Chair and Deputy Chair

- (a) The Chair of the Working Group:
 - (i) is to be appointed by Council;
 - (ii) the appointment is to be for a period of up to 12 months.
- (b) The Chair and Deputy Chair of the Working Group:
 - (iii) must be drawn from those appointed under the category of membership set out under clause 3 (c) (i), (ii), (iii) and (v);
 - (iv) their appointment is to be approved by the Council following a call for expressions of interest to be conducted in such manner as the Council determines.
- (c) The Chair or Deputy Chair of the Working Group will cease to hold such office:
 - (i) if they resign from the office, by giving one month's notice (or such lesser

period as the Honorary Executive Officer approves in any particular case) in writing to the ANZSN Honorary Executive Officer;

- (ii) if they cease to be a member of the Working Group;
- (iii) in any case, if the Council revokes their appointment to such office, in its absolute discretion.

5. Meetings

- (a) The Working Group shall meet as often as required to fulfil its functions.
- (b) The Chair (or in their absence the Deputy Chair) may call a special meeting of the Working Group to be held by teleconference, with members being given at least seven days' notice of the meeting.
- (c) The Chair (or in their absence, the Deputy Chair) must, as relevant:
 - (i) oversee the allocation of specific portfolios (areas of responsibility aligned with the terms of reference for the Working Group) to individual members to support the Working Group's work and to facilitate succession planning;
 - (ii) prepare and issue the agenda for a meeting a week before the meeting, and review and confirm drafts for submission of key proposals requiring formal Committee approval;
 - (iii) facilitate open and constructive communication amongst Working Group members and encourage their contribution to Working Group deliberations;
 - (iv) ensure all discussion items end with a decision or action;
 - (v) ensure all items are referred for additional advice to other committees or subcommittees of the Council, where appropriate; and
 - (vi) in the absence of a Deputy Chair, nominate an acting chair from the Working Group membership (excluding nominee members) (to act in the Chair's place, as required.
- (d) A quorum of members:
 - (i) must be present before a meeting may proceed; and
 - (ii) is constituted by half the members eligible plus one member, including the Chair or Deputy Chair.
- (e) The Working Group may make a decision by a show of hands, or where demanded by a member entitled to vote, a ballot.
- (f) The Chair of the Working Group (or the person acting as Chair in the Chair's absence) will have a deliberative and, in the case of equal votes, a casting vote.

- (g) The Working Group may make a decision without a meeting if all Working Group members eligible to vote sign their consent on a document (which may have counterparts), which states the decision.
- (h) No business may be considered at a meeting of the Working Group until the minutes of the previous meeting have been confirmed or otherwise disposed of. No discussion of the minutes is permitted except as to their accuracy.
- (i) Minutes of a meeting must be confirmed by resolution and signed by the Chair at the next meeting. Minutes confirmed and signed in that way will be taken as evidence of proceedings of that meeting.
- (j) Committee meetings, to the extent practicable, will be digitally recorded for the purposes of minute taking. Recordings will be disposed of once the minutes have been accepted.
- (k) Unless expressed to the contrary, any duty, function or authority conferred on the Chair by these Terms of Reference is conferred on any person for the time being acting as Chair.

6. Secretariat

The Society will provide administrative resources to assist the Chair (or in their absence, the Deputy Chair or an Acting Chair) to schedule Working Group meetings, draft the meeting agenda and prepare minutes of Working Group meetings.

7. Reporting

- (a) The Chair will report to the Council as required by Council, by teleconference or in writing at other Council meetings.
- (b) The Chair will be informed of Council meeting dates annually.
- (c) All Committee meeting minutes will be forwarded to the Council.
- (d) Additional written reports will be provided to the Council at the Council's request.

8. Confidentiality

All business of the Working Group, other than information before the Working Group already available in the public domain or intended for dissemination in the public domain, is confidential and must be treated as confidential by all Working Group members. Members are not to disclose any confidential information to anyone outside the Working Group, other than to Councillors, without the prior approval of the Chair in consultation as appropriate with the Councillor member (unless the matter concerns the conduct or performance of the Chair), and are to treat this material with the utmost care and discretion.

9. Conflicts of Interest

- (a) A Working Group member must declare any conflict of interest to the Chair if they,

their partner or close family friend, has a direct financial or other personal or professional interest which influences, or may appear to influence, proper consideration or decision-making by the Working Group on a matter or proposed matter.

- (b) In the case of a declared conflict of interest, the Chair must:
 - (i) determine the nature of that member's permitted participation, whether that is full participation in the Working Group's handling of that issue, capacity to discuss the issue but not to vote on the issue, a prohibition on discussing or voting on the issue, or departure from the meeting while that issue is being handled;
 - (ii) advise the person concerned of the Chair's determination; and
 - (iii) report the determination to the Working Group and the Council.

10. Funding

- (a) Council will (as relevant) consult with and formally advise the Working Group on the budgetary allocation to support the Working Group's functions and related strategic initiatives for the following year.
- (b) Council will (as relevant) consult with the Working Group about the development of a workplan to assist with the implementation and progress reporting of Working Group led strategic projects and initiatives.

11. Delegation to the Working Group

- (a) The Chair, Deputy Chair (or in their absence the Acting Chair) and members of the Working Group, must obtain express written permission from the Council or Chair of the Council before purporting to act or communicate on behalf of the Society or Council.

12. Amendments to the ToRs

- (a) The Working Group may review these Terms of Reference at any time.
- (b) The Working Group may recommend amendments to these Terms of Reference to the Council.
- (c) The recommended alteration takes effect on approval by the Council.

13. Bylaws

In accordance with clause 44 of the Society's Constitution the Council may make bylaws relating to the conduct or management of the business of all committees, which includes this Working Group, or otherwise for the purpose of carrying out its objects.