



ASAR

Australian Sonographer
Accreditation Registry

Australian Sonographer Accreditation Registry Limited

Principles of the Proposed ASAR Governance Structure

Background

Over the last 15 months ASAR has undertaken an extensive independent review of its structure and processes in order to ensure that ASAR is appropriately positioned to respond to, and to operate within, the evolving education/training and continuing professional development (CPD) sector.

As part of that review process, significant efforts were made to engage stakeholders at all levels.

Two of the key recommendations from the review are the review of ASAR's Membership and Governance Structure and Program Accreditation Guidelines (PAG).

This document outlines the proposed ASAR Governance structure and the principles of good Governance underpinning it. It looks at membership, Board structure, the functions of ASAR and the transitioning process.

Members

Under the proposed Governance structure members of ASAR will consist of all active, accredited Sonographers on the registry.

Principles

A fundamental principle of good governance is that the Directors of an organisation be accountable to someone other than themselves. Currently the Council of ASAR (the Directors) are also the members of ASAR so they are, in effect, accountable to themselves. Under the proposed structure, the Directors will be apart from, and accountable to, a separate group of members.

Active, ASAR accredited Sonographers are those Sonographers who have met the requirements for admission to the Register of Accredited Medical, or Student Sonographers and have paid any applicable fees.

Voting rights would be one vote for every accredited Sonographer member. Student members do not have a vote. This structure would:

1. ensure fairness by opening membership to all accredited Sonographers, irrespective of whether or not they belong to a professional association or to which body they belong
2. eliminate the risk of any future complications that may arise from another professional organisation developing a Sonographer membership base or Sonographers forming an alternative specialist Sonographer organisation and requesting involvement in ASAR

3. recognise that all accredited Sonographers are of equal standing

Note that because applicants to the Registry would become members of a company, under section 231(b) of the Corporations Act they must agree to become members. Hence, individuals seeking admission onto the Register would not be compelled to become members of ASAR. Applicants would have the opportunity to register as Sonographers without becoming a member of the company. Such registered Sonographers would not have a vote and would not be involved in the governance of ASAR, unless, at some future time they opted to become a member of the company. It is anticipated that most Accredited Sonographers on the Registry would agree to become members of ASAR.

As members of ASAR, Sonographers would play a vital role in the governance of the company; they would determine who sat on the Board. Under any structure, the role of members is to see that a Board (Directors) is in place to take responsibility for managing the entity. Members do not take operational decisions on managing the entity. For a company limited by guarantee, like ASAR, section 203D of the Corporations Act empowers members to remove Directors by ordinary resolution at a general meeting if they are dissatisfied with their decisions.

Members of ASAR would vote as a whole, so matters determined by the members would reflect the appropriate response of all members to the issue. Voting requirements would differ in line with the law – majority decisions for matters like endorsing by-laws and removing Directors and 75% majority decisions for key governance matters requiring special resolutions such as changing the constitution.

Board members

The Board would comprise 7 Directors, as at present, who are accredited Sonographers elected by the members and up to 2 specialist Directors who are appointed by the Board. Directors would be appointed on a 3 year rotational basis.

Principles

The predominantly Sonographer Board will ensure that the Board fully understands the Sonographer perspective and takes decisions that are in the best interest of the professional needs of sonography.

A common area of risk with Boards drawn from specialist membership organisations is the limited range of perspectives available through the members to the Board that can reduce the robustness of decisions. In contrast, good governance requires that Boards be able to bring to their decision making all the necessary skills and perspectives appropriate to the strategic needs of the organisation, which vary over time.

The facility in the proposed structure that allows the Board to appoint up to 2 specialist Directors, would provide a mechanism for the Board to regularly analyse skills, capabilities and perspectives needed on the Board, to identify shortages and to facilitate targeted recruitment of persons to satisfy unmet skills, capabilities and perspectives when they are needed. That targeted recruitment could involve accredited Sonographer perspectives as well as other specialist skills and perspectives.

In the face of rapid technical, regulatory and community change, good governance requires progressive renewal of the Directors of governing bodies to ensure ongoing questioning of established practices and to reduce the risk that Boards might continue

practices long after they have ceased to be appropriate, while retaining needed corporate knowledge.

The proposed structure manages for this by using 3 year terms for Directors and limiting the consecutive terms to 3. Thus each year a third of the Board would stand for election (pattern 2, 2, 3). Directors who are elected for 3 terms consecutively would then need to stand down for a term. Their skills would not need to be lost to ASAR as they would still be eligible to sit on committees and could stand again for election to the Board after a term off. This structured refreshing of the members of the Board would eliminate the risk of the Board becoming overly dependent on long-standing Directors while ensuring that new perspectives would routinely be brought to the Board.

The term for Appointed Directors would be up to 3 years, depending on the Board's assessment of for how long the skills would be needed. A shorter appointment could be made.

The current size of the Council, 7, is a good number from the perspective of efficiency of administration and effective decision making. Adding up to 2 Directors at some times would still mean a Board that is relatively efficient for administration but with broader perspective selected specifically to enhance decision making.

ASAR Functions

There would be 5 key ASAR functions:

- 1) **Standards setting** - establish minimum standards for:
 - a) Admittance to the Register of Sonographers
 - b) Continuing Professional Development (CPD) to continue on the Register
 - c) Monitoring the CPD requirements for sonographers to remain on the register
 - d) Accreditation of courses for Sonographers
- 2) **Accreditation of ultrasound programs** –
 - a) accredit sonography training and education programs against The Sonographer Course Accreditation Standards (SCAS). The SCAS have been developed as a result of the PAG review.
- 3) **Maintaining the register** of Accredited Sonographers and Accredited Student Sonographers including assessing applicants (this would be a separate register to the register of company members required under sections 168 & 169 of the Corporations Act)
- 4) **Supporting** activities that advance the profession of sonography
- 5) **Communicating** –
 - a) Registry information about Sonographers to Medicare Australia, other funding bodies and regulatory authorities, consistent with the Privacy Act
 - b) Sonographer details including name, registration number, State or Territory, current type of accreditation and area of specialty to health professionals and to the public, consistent with the Privacy Act.

Principles

Under the proposed structure, standards setting, accreditation and CPD functions would be administered by committees, with powers devolved from the ASAR Board as appropriate. Using a committee model would allow representation from a wide range of stakeholders, not just members, and for that representation to be readily modified in response to changing demands, expectations and needs.

These committees would be established by the ASAR Board under by-laws. To ensure those by-laws had the broad support of Sonographers, they would be subject to approval by the members.

The composition of the relevant committees would be dependant on the required expertise relative to the function of the committee.

Subject to the terms of reference of the specific committee, the committee would determine outcomes in its own right or make recommendations to the ASAR Board, which in turn would determine whether or not the recommendations would be adopted, modified, returned to the committee for further consideration or rejected.

This structure would enable the ASAR Board to focus predominantly on governance matters while facilitating a greater throughput of operational matters via the committees than is possible with a single decision-making Board.

Transition

Because ASAR would be transitioning from an existing Council to a new Board, a transition rule would be included in the proposed constitution. The intended transition would:

Maintain continuity of corporate knowledge by, on the date that the proposed constitution is implemented, appointing the current 7 members of the Council as the Directors on the new Board.

Progressively transition to elected Directors through elections at the subsequent 3 AGMs.

The proposed timing would be:

- 1) at the 2012 AGM, which must be held by no later than 31 May 2012, adopt the proposed constitution
- 2) at the 2013 AGM, 2 Director positions would come up for election by the full membership with the 2 determined by agreement of the Directors or failing agreement by lot
- 3) at the 2014 AGM, 2 Director positions would come up for election by the full membership with the 2 determined by agreement of the Directors or failing agreement by lot
- 4) at the AGM in 2015, the remaining 3 Director positions would come up for election by the full membership
- 5) at the 2016 AGM, the Director positions filled in 2013 would come for renewal and commence the pattern of rotation.

Name Change

Note that the name of the company *Australasian Sonographers Accreditation Registry Limited* was changed to the *Australian Sonographers Accreditation Registry Limited* by special resolution of the ASAR Members on 26 November 2011. The new name has been registered with ASIC.

The name change reflects ASAR's jurisdictional boundaries.

Stakeholder input

Comments and suggestions on the proposed new Governance structure are welcome. To facilitate the dissemination of that input it would help if it were emailed to registry@asar.com.au .

Liane Walters
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