



# Q&A on Governance Reforms

Australian Red Cross Society  
February 2025

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## Defined terms

In this Q&A Document, the following terms have been used:

Term	Meaning
Governance Regulation	The <a href="#">Governance Regulations</a> (PDF)
Regulation	a reference to a regulation in the <a href="#">Governance Regulations</a> (PDF).
Rules	The <a href="#">new Rules</a> (PDF), and a reference to a Rule is a reference to a rule of the <a href="#">new Rules</a> (PDF).
Society	Australian Red Cross Society

### Q&A History / Document Control

Revision No.:	Revision Date:
1	Feb 2025

*Please note that while care has been taken in preparing the Questions and Answers in this document, the answers do not replace the full text contained in the [new Rules](#) (PDF) or [Governance Regulations](#) (PDF).*

## 1 General

### 1.1 What are the changes?

On 14 February 2025, the National Council of Australian Red Cross approved comprehensive changes to our governance structure, including the adoption of new Rules for Australian Red Cross. The changes are subject to approval by Australia's Governor-General.

A summary of the approved changes can be found at [redcross.org.au/governance-reforms/](https://redcross.org.au/governance-reforms/)

### 1.2 When will the changes become effective?

Subject to approval by Australia's Governor-General, the new Rules and Governance Regulations are anticipated to be effective from 1 July 2025.

Once the effective date is known we will update [redcross.org.au/governance-reforms/](https://redcross.org.au/governance-reforms/) and advise Members.

### 1.3 Why are we reforming our governance structure?

The new Rules and Governance Regulations will help ensure Australian Red Cross's governance structure:

- ✓ Is contemporary and fit for purpose.
- ✓ Aligns with the requirements of the International Red Cross and Red Crescent Movement.
- ✓ Will support Australian Red Cross in achieving its vision and purpose for another 110 years.

### 1.4 Why is this a good thing?

These comprehensive changes are a significant development for Australian Red Cross.

It will help our National Council, Board, and Division Councils operate in a more efficient and effective way, so they can better support all Australian Red Cross People in performing our vital role as part of the world's largest humanitarian network.

### 1.5 Who was consulted on these changes?

Over the last four years, consultation occurred with:

- ✓ Governance Members of Australian Red Cross including Divisional Advisory Boards.
- ✓ The Department of Prime Minister & Cabinet.
- ✓ The International Federation of Red Cross & Red Crescent Societies (IFRC) and International Committee of the Red Cross (ICRC) Joint Statutes Commission.
- ✓ Other National Red Cross & Red Crescent Societies.
- ✓ Other Australian member-based organisations.

### 1.6 Why didn't you consult Volunteers?

In line with the current Rules, "Governance Members" were consulted as those who have the right to participate in the governance of Australian Red Cross.

Our Volunteers are strongly valued by Australian Red Cross. The reforms reduce barriers to our Volunteers becoming a Member.

Volunteers are encouraged to become a Member, so that they have the right (but not the obligation) to participate in the governance of Australian Red Cross in the future.

### 1.7 What documents are changing?

- The [new Rules](#) (PDF) will replace the [existing Rules](#) (PDF).
- The [Governance Regulations](#) (PDF) will replace the [Divisional Regulations](#) (PDF).
- There will be no changes to the [Royal Charter](#) (PDF).

### 1.8 Why are you renaming the Divisional Regulations?

The new Governance Regulations include provisions on recruitment of the President and Board Members, and processes for misconduct of Members as well as matters relating to the regulation of Divisions.

## 2 National Council

### 2.1 What is the National Council?

National Council is the peak representative body for Members and plays a critical governance role at Australian Red Cross.

Through these changes, the National Council's role has been strengthened. The role includes:

- Electing a President and Special Councillors;
- Appointing and removing Board Members (except the Australian Red Cross Lifeblood Chair, who is appointed by the Board);
- Electing two National Councillors to the Elections and Appointments Panel;
- Establishing and disestablishing Divisions; and
- Receiving reports on the activities of Australian Red Cross, including the consolidated externally audited annual financial reports.

### 2.2 What is the composition of the National Council?

The National Council includes:

- ✓ The President.
- ✓ Chair, Deputy Chair, and Youth Member of each Division.
- ✓ Up to Six Special Councillors (eminent Members who have made significant contributions to Australian Red Cross).

### 2.3 Can you be a Board Member and a National Councillor at the same time?

No. To remove any perceived conflict of interest, a person cannot be a Board Member and a National Councillor simultaneously.

#### 2.4 Can you be a Division Councillor and a National Councillor at the same time?

Yes. A person can be a Division Councillor and a National Councillor simultaneously. For example, the Chair, Deputy Chair and Youth Member of each Division Council will automatically be members of National Council.

#### 2.5 What is the quorum for a National Council meeting?

The quorum for a National Council meeting is a majority of the National Councillors.

### 3 Board

#### 3.1 What is the role of the Board?

The Board's role is to:

- Ensure Australian Red Cross carries out its objects (in Rule 2); and
- Govern the activities of Australian Red Cross, which includes:
  - Reviewing and approving strategies to guide, monitor and control the activities of Australian Red Cross;
  - Determining and overseeing the financial and human resources available to achieve the strategy;
  - Monitoring the performance of Australian Red Cross;
  - Overseeing processes and controls in place to ensure compliance with legal and regulatory requirements; and
  - Overseeing the processes and controls to manage risk and support informed decision-making.

#### 3.2 What is the composition of the Board?

The Board will be comprised of 8-10 Board Members, including:

- Four roles reserved for those who have been Members of Australian Red Cross for at least 12 months at the time of nominating (called a 'Reserved Board Member').
- Three to five roles for people with the required skills and experience, who do not have to have been a Member at the time of nominating (called an 'Open Board Member').
- The Australian Red Cross Lifeblood Chair.

### 3.3 Why is the Board changing?

Given the increasing demands of Boards in a modern context, the Board's new composition is designed to ensure that the Board, as a whole, has the skills and experience necessary to discharge their roles and responsibilities.

Additionally, reducing the size of the Board (from the current 16 Board members) reflects modern governance best practice and supports effective and efficient meetings.

### 3.4 Can you be a Board Member and a National Councillor at the same time?

No. To remove any perceived or actual conflict of interest, a person cannot be a Board Member and a National Councillor simultaneously.

### 3.5 Can you be a Board Member and a Division Councillor at the same time?

It depends on whether the Division Councillor is also a National Councillor. As set out in Question 3.4 above, a National Councillor cannot also be a Board Member.

If the Division Councillor is not also a National Councillor, that Division Councillor may also be appointed as a Board Member.

### 3.6 How will Board Members be recruited and appointed?

All Board Members will be appointed following an open and competitive recruitment process overseen by the Elections and Appointments Panel which includes Board Members and two representatives of the National Council.

National Council appoints all Board Members, except the Australian Red Cross Lifeblood Chair, who is appointed by the Board.

### 3.7 How do I nominate to be on the Board?

Details on how to nominate will be available at [redcross.org.au/governance-reforms/](https://redcross.org.au/governance-reforms/)

### 3.8 If we don't automatically have someone from our Division on the Board anymore, how will the Board know what's going on for our Division?

To ensure good communication and alignment across Australian Red Cross, each Division Council will regularly report on its progress against its Division work plan, which also enables the opportunity to communicate any other key matters to the Board.

## 4 Division Councils and Division Committees

### 4.1 What is a Division Council?

After the new Rules and Governance Regulations commence, *Divisional Advisory Boards* will be known as *Division Councils*, which better reflects the role and will assist in role clarity for new candidates and external parties.

The role of Division Councils has been reinforced to ensure a clear and consistent understanding. It includes:

- **Promotion and Recruitment:** Actively support:
  - the promotion of Australian Red Cross's activities in the Division;
  - the recruitment of Members and Volunteers in the Division; and
  - fundraising activities in the Division.
- **Communication and Feedback:** Act as a communication channel:
  - up to the Board and to management from Members and Volunteers in the Division;
  - down to Members and Volunteers within the Division from management; and
  - down to Members and Volunteers from the Board (if required).
- **Governance of local activities:** to establish and regulate Branches, Regions, Zones and other models of Members and Volunteers self-organisation within the Division.
- **Advisory:** to consider issues of significance to the Division, including consulting with management (in line with the operating model) on undertaking work to support Australian Red Cross's strategy in the Division.

### 4.2 What is the composition of each Division Council?

Each Division Council will be comprised of 5–12 Division Councillors.

Each Division (at the Division Annual General Meeting) will now be able to determine how many elected and appointed Division Councillors it has, provided there is always at least two elected Members.

### 4.3 Who can be a Division Councillor?

To be eligible you must:

- ✓ Be a Member within that Division.
- ✓ Have specific skills to further and promote the interests of the Division;
- ✓ Be at least 18 years of age;
- ✓ Hold (or can acquire before appointment) a current working with children check in the Division.
- ✓ Not be (now or in the last 12 months) in the paid employment of Australian Red Cross or Australian Red Cross Lifeblood; and
- ✓ Not be a patron or vice-patron of the Division in accordance with Regulation **Error! Reference source not found.** [Error! Reference source not found.];

### 4.4 Can you be a Division Councillor and a Board Member at the same time

It depends on whether the Division Councillor is also a National Councillor. As set out in Question 3.4 above, a National Councillor cannot also be a Board Member.

If the Division Councillor is not also a National Councillor, that Division Councillor may also be appointed as a Board Member.

#### 4.5 Can you be a Division Councillor and a National Councillor at the same time?

Yes. A person can be a Division Councillor and a National Councillor simultaneously. For example, the Chair, Deputy Chair and Youth Member of each Division Council will automatically be members of National Council.

#### 4.6 How are Division Councillors elected and appointed?

The Governance Regulations (particularly Regulation 7) sets out the process that must be followed to elect Division Councillors at a Division Annual General Meeting.

A Division Council may also appoint individual(s) to be a Division Councillors who meets the eligibility criteria and have specific skills and experience to support the role of the Division Council. An appointment can only be made after nominations are called from all Members in a Division.

#### 4.7 What are Division Council Workplans?

To ensure good communication and alignment across Australian Red Cross, each Division Council will prepare an annual workplan and report to the Board on its progress against that work plan.

#### 4.8 What is the quorum for a meeting of a Division Council?

The quorum for a Division Council meeting is a majority of the Division Councillors (other than any Division Councillor on an approved leave of absence).

#### 4.9 What is a Division Committee?

A Division Committee is a committee established by a Division Council to support the Division Council in performing its role.

#### 4.10 What is the composition of each Division Committee?

The Chair of a Division Committee must be a Division Councillor.

The Division Council may appoint any other Division Councillors or other people to a Division Committee provided they are:

- A Member; and
- At least 15 years of age.

#### 4.11 Are there any record keeping requirements for Division Councils and Division Committees?

Division Councils and Division Committee must keep, and record:

- Details of resolutions passed at a meeting (including the persons present at the meeting); and
- Resolutions passed without a meeting.



## 5 President and Board Chair

### 5.1 Why is the role of the President changing?

The current role of President is being split into two roles of President, and Board Chair, in order to:

- ✓ Reduce the time commitment involved (which was previously close to a full time commitment);
- ✓ Target the different skills and experience required for each of the roles; and
- ✓ Increase the pool of candidates for these roles.

### 5.2 What are the main responsibilities of the new President?

The President, who is elected by National Council, is a pivotal ambassador for Australian Red Cross, to be held by a person of eminence within the Australian community. Their role will include:

- ✓ Public speaking engagements and other ceremonial duties.
- ✓ Chairing the National Council.
- ✓ Acting as our ambassador and relationship builder.
- ✓ The President does not sit on the Board.

### 5.3 What is the role of the new Board Chair?

The Board Chair, who is elected by the Board (from amongst the Board Members), will lead the Board and undertake normal functions of a Board chair.

The main responsibilities of the Board Chair include:

- ✓ Leading the Board and ensuring it is operating to the highest governance standards; and
- ✓ Acting as the primary liaison point between the Board and the CEO and the management team of Australian Red Cross, between meetings of the Board.

### 5.4 Why is there no longer a Deputy President?

Whilst there is no longer a Deputy President, there will be a deputy to the Board Chair, who will stand in where the Board Chair is unavailable.

If the President is unavailable, then for:

- National Council meetings, the National Council will elect another National Councillor to act as chair for that meeting.
- Other duties of the President (such as attending external functions), the Board Chair and/or the CEO will attend where appropriate.

### 5.5 How will the Board Chair and Deputy Board Chair be appointed?

The Board Chair and Deputy Board Chair will be appointed by the Board from amongst the Board Members, taking into account the recommendation of the Elections and Appointments Panel.

## 6 Members and Volunteers

### 6.1 What is the difference between a Member and a Volunteer?

The new Rules and Governance Regulations clarify that:

- ✓ **Membership** means belonging and a right to participate in governance of Australian Red Cross.
- ✓ **Volunteering** means the activity, which occurs across a broad range of programs and services including fundraising, community service, patient transport and emergency services (and is often done by Members).

### 6.2 Who can be a Member?

Membership of Australian Red Cross is open to everyone without discrimination on such grounds as gender, ethnic origin, nationality, race, sex, age, disability, religious beliefs, language, political opinions, citizenship, social background or any other similar grounds. Members are still subject to the Australian Red Cross Code of Conduct.

### 6.3 Who can be a Volunteer?

Volunteering for Australian Red Cross is open to everyone without discrimination on such grounds as gender, ethnic origin, nationality, race, sex, age, disability, religious beliefs, language, political opinions, citizenship, social background or any other similar grounds. Volunteers are still subject to the Australian Red Cross Code of Conduct.

### 6.4 Can you be both a Member and a Volunteer at the same time?

Yes. People can be both a Member and a Volunteer simultaneously (and many are).

*If you are not yet a Member, joining will be free and give you the right to participate in governance of Australian Red Cross. For more information, please visit [redcross.org.au/membership/](https://redcross.org.au/membership/)*

## 6.5 Do I have to be a Member of a Branch or Unit?

No. Members do not have to be a member of a Branch or Unit.

## 6.6 What is the benefit of being a Member of a Branch or Unit?

Branches and Units provide Members with additional connection to Australian Red Cross and their local community. If you would like to join a Branch or Unit please contact your Division's Community Mobilisation Team on 1800 833 489.

## 6.7 Have anything changed regarding Branches or Units and how they operate?

No. There are no changes to branches or units as part of this process.

## 6.8 Why have you removed the 'Governance Member' category?

Consistent with the new definition of Membership, **all** Members must have the right (but not the obligation) to participate in governance. This includes nominating for governance roles in Australian Red Cross, and voting in Division General Meetings.

## 6.9 Are there any other changes to membership categories?

No. Consistent with the principle that all Members must have an equal right (but not the obligation) to participate in governance, there will only be one category of 'Member'. All Members have the same rights.

We thank those Members who make additional generous donations, including those who are acknowledged via the terms 'Henri Dunant' and 'Solferino' Member.

## 6.10 How are Divisions Formed?

Divisions will continue to be constituted based on geographic areas of the eight State and Territories of Australia.

## 6.11 What Division am I a Member of?

Members residential address determines the Division they are a member of. Any residential addresses within the geographical boundaries of a State or Territory, are a member of that Division.

## 6.12 What if I live in a border town? Can I choose my Division?

Yes. Members who reside in a town that borders two or more Divisions (e.g., Albury and Wodonga) may up to once per calendar elect to become a member of a different Division.

## 6.13 What changes are being made to membership renewals?

Membership renewals will now occur at the same time each year for all Members.

This will enable:

- ✓ a co-ordinated and efficient process that should be easier for everyone involved.
- ✓ Australian Red Cross meets its compliance obligations to have accurate details of all Members.

**6.14 Why have compulsory membership fees been removed? I like paying a membership fee!**

Having the means to pay a membership fee should not be a barrier to membership of Australian Red Cross. This aligns with the Fundamental Principle of Impartiality and the requirement that membership of Australian Red Cross is open to all, without discrimination.

*Members are welcomed to make a donation instead, to ensure their valued financial contribution is still contributing to the work of Australian Red Cross. This donation will also be tax deductible.*

**6.15 Do I have to let you know if I change my address?**

Yes. If a Member changes their residential address, they must within a reasonable timeframe update their residential address with Australian Red Cross, so that register of Members may be updated.

**6.16 What are the consequences of a lapsed membership?**

If a Member has not 'renewed' by 31 December (being six months from the end of the membership year), their Membership will lapse.

We recognise that sometimes things happen and not renewing your membership might be an oversight. If this happens, you can renew your lapsed membership at any time and will still be recognised for service prior to the lapsed membership.

**6.17 What is the quorum for a Division General Meeting?**

The quorum for a Division General Meeting will be 20 Division Members.

**6.18 Are there any changes to how misconduct is handled in the Rules?**

Some changes are being implemented as part of the new Rules and Governance Regulations to ensure procedurally fair processes supported by people with specialist skill sets.

## 7 Tenure (role length)

### 7.1 Are there any changes to tenure?

Yes. For the National Council, the Board, and each Division Council, tenure has been aligned to be a maximum of three terms of up to three years each.

Previously there was some variation and term lengths could be reset by certain role changes.

### 7.2 Is there a minimum retirement period?

Yes. Once a person has served the maximum tenure on a governance body (e.g. the Board or a Division Council), they will need to retire for a minimum period of three years before they could be reappointed.

Where someone steps down after less than nine years, and they are reappointed:

- Less than three years after stepping down, they will be eligible to serve a period of up to nine years (including the period served before stepping down).
- Three years or more after stepping down, they will be eligible to serve a full nine years (following reappointment).

### 7.3 What about Board stability?

To support improved stability on the Board, each year:

- At least one, and not more than two, of the four 'Reserved Board Member' roles must retire (based on tenure).
- One third of the 'Open Board Member' roles must retire (based on tenure).

### 7.4 Is there any change to when terms end?

Yes. Where roles are not appointed at the Annual General Meeting of National Council or a Division (as applicable), they now end no later than the third Annual General Meeting afterwards.

## 8 Transition arrangements

### 8.1 What are the transition arrangements for the Board?

On the effective date of the new Rules and Governance Regulations:

- Our current President, Charles Burkitt, will be appointed as a "Reserved Board Member" and deemed to be the Board Chair. Charles' tenure will conclude, approximately six months later, at the end of the 2025 National Council AGM. Charles is not eligible for re-election under the new Rules.
- Our current Deputy President, Annette Ruhotas, will be appointed as a "Reserved Board Member" and deemed to be the Deputy Board Chair. Annette's current term will conclude approximately six months later, at the end of the 2025 National Council AGM. Annette remains eligible for re-election as a Board Member.
- Our current Audit and Risk Committee Chair, Liz Smith, will be appointed as an "Open Board Member". Liz's term will conclude, approximately 18 months later, at the end of the 2026 National Council AGM, and she remains eligible for re-appointment as a Board Member.
- The Australian Red Cross Lifeblood Chair, Brendan Murphy, who commenced on 1 February 2025 will remain on the Board for the remainder of his three-year term, and he remains eligible for re-appointment.

### 8.2 Why does the Board have these transition arrangements?

The role of the Board is crucial to Australian Red Cross. A staggered transition process was planned to prevent the change from being destabilising for Australian Red Cross and ensure the new Board are enabled by strong organisational knowledge and understanding.

### 8.3 How were the roles chosen that would be part of the transition process?

The Office Bearers were formally elected by National Council to hold particular leadership positions under the current Rules (President, Deputy President, and Audit & Risk Committee Chair).

Given the need for a staggered transition process, those roles were selected because, by virtue of that role, they currently work most closely with management and have deep organisational knowledge.

Those roles will end in accordance with their current term and any reappointment (if eligible) would need to follow the new open and competitive appointment process overseen by the Elections and Appointments Panel (which includes two National Councillors).

### 8.4 What are the transition arrangements for the National Council?

Those holding the role of 'Special Councillor' immediately before the effective date of the new Rules and Governance Regulations shall be deemed to be appointed as a Special Councillor under the new Rules for the period of their original elected term.

Our Special Councillors are eminent Members who have made significant contributions to Australian Red Cross.

### 8.5 What are the transition arrangements for the Division Councils?

On the effective date of the new Rules and Governance Regulations Divisional Advisory Board (DAB) Members, DAB Chairs, and Deputy Chairs are deemed to be Division Councillors, Division Council Chairs and Deputy Chairs (respectively) and their role continues for the duration of their current terms.

Their eligibility for re-election/re-appointment is in accordance with the new Rules.

For further information please visit  
[redcross.org.au/governance-reforms/](https://redcross.org.au/governance-reforms/)



Australian Red Cross pays  
our respects to the Aboriginal  
and Torres Strait Islander  
Custodians across this  
country, and to Elders, past,  
present and emerging.



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