

Position Description for RACP Board – Member Director Casual Vacancy

Role	RACP Board – Member Director
Reports to	RACP President and Chair of the Board of Directors
Location	Australia and Aotearoa New Zealand

College Overview

The Royal Australasian College of Physicians (“College”) has been serving the health of Australian and Aotearoa New Zealanders for over 85 years. It is responsible for training, educating and representing over 33,000 physicians (collectively Members of the College) in Australia and Aotearoa New Zealand

The College is committed to improving patient care through its education, training, research and advocacy activities.

Financial overview	Financial year ending 31 December 2023: Total Revenue: \$75M Net Assets: \$97M
Other relevant information	<ul style="list-style-type: none"> • Membership of approximately 33,000 Fellows and trainees. • More than 5,100 highly qualified professional volunteers. • Workforce of approximately 389 professional employees.

The Role and Composition of the Board

<p>Role of the Board</p>	<p>The RACP Board is the primary governance body of the College. The RACP is an incorporated body limited by guarantee and is subject to the provisions of <i>Australia’s Corporations Act 2001 (Clth)</i> and also the <i>Australian Charities and Not-for-profits Commission Act 2012 (“ACNC Act”)</i>, as a responsible entity.</p> <p>The essential function of the Board is to govern the College by acting in the best interests of all Members while observing all legal and regulatory requirements and high standards in relationships with regulators, other stakeholders and the community in which the College operates.</p> <p>A full description of the powers and responsibilities of the Board is outlined in the College Constitution and the Board Charter. In brief, the Board:</p> <ul style="list-style-type: none"> ▪ Is legally responsible for the governance of the College. ▪ Formulates and monitors policies and the strategic direction of the College consistent with the College’s stated objects. ▪ Monitors the financial performance of the College, including taking measures to ensure the long-term sustainability and ongoing viability of the College. ▪ Appoints and monitors the performance of the CEO against those agreed policies and strategies. <p>In managing the affairs of the College, the Board may delegate some of its powers. However, all entities or individuals to whom power is delegated are responsible to the Board. The ultimate responsibility for decisions remains with the Board.</p> <p>In joining the Board, directors take on a major organisational role within the College and a responsibility to act in the best interests of the College as a whole.</p>
<p>Chair</p>	<p>The President of the College is a director of the College and the Chair of the Board of Directors.</p>
<p>Directors (<i>Constitution Clause 8.1A</i>)</p>	<p>The President-elect of the College</p> <p>The President of the Aotearoa New Zealand Committee</p> <p>One Trainee Director</p> <p>Up to three Member Directors</p> <p>Up to three other independent non-Member Appointed Directors appointed by the Directors</p> <p>(The Board shall appoint one of the Directors who is not the President or President-elect as The Honorary Treasurer)</p>

Purpose of the Role

- To assist and provide support and advice to the College Board, the College President, Chief Executive Officer and Senior Leadership Team in a mutually co-operative and consultative atmosphere.
- Work with the President to provide guidance and leadership to Board Committees ensuring transparency and fairness in all procedural matters.
- Chair or be a member of peak Board Committees or working parties as determined by the Board and take a leadership role in developing and monitoring the College's Strategy, supported by College staff.
- Assist in aligning the governance of the College to the Strategic Plan of the College.
- Provide leadership in adhering to all RACP's policies
- Support the College President in providing leadership in the College particularly with respect to Members, directors, management and staff.

The *Corporations Act 2001* specifies four main duties for directors:

- To act with the degree of care and diligence that a reasonable person might be expected to show in the role.
- To act in good faith in the best interests of the College and for a proper purpose, including avoiding conflicts of interest, and to disclose and manage conflicts if they arise – a duty of fidelity and trust.
- Not to make improper use of the position of director to gain an advantage for themselves or someone else, or to the detriment to the College.
- Not to make improper use of the information received in the course of their director duties to gain an advantage for themselves or someone else or to the detriment to the College.

The *Australian Charities and Not-for-profits Commission Act 2012 (Cwth)* also provides Governance Standards for Directors of Not-for-Profit entities which are a set of core, minimum standards that deal with how charities are run (including their processes, activities and relationships and governance).

The Standards require charities to remain charitable, operate lawfully, and be run in an accountable and responsible way. They help charities remain trusted by the public and continue to do their charitable work. Because the Governance Standards are a set of high-level principles, not precise rules, the RACP Board as a registered charity must decide how it will comply with them.

The ACNC Governance Standards are;

Standard 1: Purpose and Not for Profit nature.

Standard 2: Accountability to Members

Standard 3: Compliance with Australian Laws

Standard 4: Suitability of Responsible Persons

Standard 5: Duties of Responsible Persons

Further details around the ACNC Governance Standards can be obtained from the ACNC web page at

<https://www.acnc.gov.au/for-charities/manage-your-charity/governance-hub/governance-standards/5-duties-responsible-persons>

Competencies

Highly Desirable Skills – (identified Board skills gaps as at July 2024)

Primary Skills

- Governance
- Information Technology including cyber security skills and experience

Secondary Skills

- Strategy: The ability to contribute to the development and implementation of a relevant strategy for the College
- Financial: The ability to understand the College's financial situation and budgets. Experience in oversight of financial statements and reporting, financial policy and demonstrated ability to understand financial budgets
- Risk: An understanding of the actual and potential risks the College faces in undertaking its activities (includes emerging risk areas such as psychosocial and cyber security risks)
- Legal: An appreciation of the legal environment that impacts the College and the role of a Director
- Indigenous Cultural Awareness: (Maori, Aboriginal and Torres Strait Islander) Ethnicity with knowledge of cultural safety, health systems, and/or professional membership associations. Experience working across the Indigenous health space or education, conversant in at least one Indigenous language. Knowledge of indigenous culture and customs, social norms and protocols.
- Project Management: Project management oversight experience, strategic thinking and risk management skills.
- Education and Training: development, delivery or assessment of education and training.

Competencies – Role Related

- Knowledge of a director's responsibilities, including legal, ethical, fiduciary and financial responsibilities.
- Ability to review strategy and policy setting through constructive questioning and suggestion as well as contribute to effective decision making.
- Ability to read and comprehend accounts and financial material.
- Able to oversee the College's compliance, legal and regulatory requirements.
- Understanding of the College's operations and areas of major risk.
- Understanding of the College's governance principles, policies and processes.
- Experience in medical education and/or medical research and/or health policy formulation and/or advocacy.
- Understanding of the broader context of health from an Australian, Aotearoa New Zealand or consumer perspective.
- Judgement and wisdom to monitor and oversee the work of the College's management without becoming involved in managing the operational responsibilities delegated to the CEO.
- Able to act independently and collegially as a member of a Board, respecting the opinions of other Board members that may differ from one's own.

Competencies – Personal

- Be adequately prepared for all Board deliberations.
- Bring an independent mind to bear on all matters before the Board and come to a decision on each matter in the best interests of the College as a whole, exercising care, diligence, business acumen and independent judgement in all deliberations, demonstrating ethical and responsible decision-making.
- Show leadership and take collective responsibility for Board decisions and maintain Board solidarity in all dealings outside Board meetings.
- Take all reasonable steps to ensure the College is operating legally, efficiently and effectively in achieving its goals.
- Comply with the provisions of the College’s Constitution and Board Charter and other policies and procedures.
- Be familiar with the College Directors’ handbook, the College’s strategy, the Constitution and its By- laws and College policies and other relevant material.
- Ensure the College has adequate policies in place to satisfy all relevant legal requirements and processes ensuring these requirements are complied with, including for workplace health and safety within the College.
- Contribute actively and with genuine interest in the College and its business with a belief in, and commitment to, the values, mission, and objectives of the College.
- Have an established record of co-operation, positivity and high standards of ethical behavior at all times.
- The ability to work as a constructive member of a Board team where all members bear equal and joint responsibility for the decisions made, the value that is added to the organisation and the conduct of the Board as a whole.

Remuneration and Benefits

Annual remuneration	<ul style="list-style-type: none"> ▪ There are no director fees paid.
Travel and other expenses	<ul style="list-style-type: none"> ▪ Approved travel, accommodation and expenses are paid in accordance with the College travel and delegations policies.
Insurances and support	<ul style="list-style-type: none"> ▪ Directors are covered by the College’s Directors and Officers liability insurance. ▪ The Office of the President and CEO provides an Executive Assistant to support the President-elect by managing appointments, communication, correspondence, travel bookings and other College related duties.

Time Commitment

A Director of the RACP Board is required to make the following minimum commitment of time:

- 6 x 1 day face to face meetings, 2 x ½ days video conference Board meetings annually.
- 1 x ½ day face-to-face director induction day.
- 1 x 1 day face-to-face Board Strategy day.
- 1 x 1 day face-to-face joint Board and Indigenous Health Committee meeting.
- 1 x 3 days for annual Board development.
- 1 x ½ day Annual General Meeting and any Extraordinary General Meeting.
- 2 x 3 College Ceremonies, held in different locations throughout Australia and Aotearoa New Zealand.
- If not already completed, a director is expected to attend the 5-day AICD Company Directors' course (at the College's cost)
- Board Committee meetings – approximately 5 to 6 annually, ranging from 2 to 6 hours each meeting.
- Additional time to attend events as required by the President and/or Board.
- Time to read Board papers, which are provided 1 week before each Board meeting. Directors must allow sufficient time to be well prepared for the Board meeting. It is estimated that five to eight hours preparation is required for each Board meeting.
- Travel time to/from Board meetings, held in different locations throughout Australia and Aotearoa New Zealand.
- Time to attend ad hoc meetings and events and read and deal with emails associated with Board business.
- Directors are expected to chair or be a member of a Board Committee and should allocate time for preparing for and attending these meetings. Estimated 4 hours per meeting.
- There is an expectation that directors attend meetings of the State/Territory Committee in the area in which they reside to strengthen the links between the Board and regional committees.
- Directors may be called upon to represent the College at annual scientific meetings of other Colleges, Specialty Society Scientific meetings and other relevant bodies from time to time. Directors are expected to attend the Annual General Meeting and any Extraordinary General Meetings.

Updated: December 2024