

### Background

The Board ('Board') of the Royal Australian and New Zealand College of Psychiatrists ('RANZCP') is the governing body of the College. It has statutory responsibilities in accordance with the Corporations Act 2001, the Australian Charities and Not-for-Profits Commission (ACNC) Act 2012, the College's Constitution and its Regulations. It is elected in accordance with the College's Constitution and Board Election Regulations, with each member being a Director of the Company.

The Board is responsible for all matters relating to the strategic direction, policies, practices and the operations of the College.

This Regulation should be read in conjunction with the [College's Constitution](#).

### 1. ROLE

The Board's role is to oversee the overall governance, management and strategic direction of the College and to ensure the delivery of its purposes, as defined by Article 2.1 of the Constitution.

### 2. RESPONSIBILITIES

The Board is responsible for, and has the authority to determine, all matters relating to the strategic direction, policies, practices, goals for management and the operation of the College. Without intending to limit this general role of the Board, the specific functions and responsibilities of the Board include:

- a) Oversight of the College, including its legal, compliance and accountability systems.
- b) Ensuring that the College abides by the objects for which it was established as set out in the Constitution.
- c) Determining the College's vision, values and strategic purpose.
- d) Ensuring that the College complies with its regulatory obligations and ethical standards.
- e) Ensuring that policies for governance and risk management are effectively implemented.
- f) Approving and monitoring financial statements and performance against the budgets, the financial objectives and performance targets for the College and other reporting activities.
- g) Setting and undertaking Board and Director evaluations.
- h) Approving the acquisition and disposal of major assets if not already provided for in the budget approval by the Board.
- i) Entering into material financial arrangements, including loans and debt arrangements.
- j) Establishing and overseeing the Members' Advisory Council and committees of the Board.
- k) Appointing, evaluating and removing the Chief Executive Officer (CEO).

### 3. COMPOSITION OF THE BOARD

The composition of the Board shall be in accordance with Article 9.1 of the [Constitution](#). The Board must consist of a minimum of seven Fellows of the College, one of whom must be from New Zealand and one of whom must be from Australia. This includes the President, President-Elect (as Office Bearers) and a minimum of five (5) Elected Directors.

#### **4. ELECTIONS AND APPOINTMENTS**

- a) The procedure for electing and appointing Directors shall be in accordance with Article 9.3 of the [Constitution](#).
- b) The Term of Office of Directors shall in accordance with Article 9.4 of the [Constitution](#).
- c) A casual vacancy arising on the Board shall be filled in accordance with Articles 9.3.1d, 9.3.1 (e) and 9.5 of the [Constitution](#) and the Procedure for appointing a casual vacancy to the Board.
- d) The process of conducting elections and making appointments will be in accordance with the Board Election Regulations.
- e) The terms and conditions of the appointment of Directors will be set out in a letter of appointment.

#### **5. POWERS AND DELEGATION**

Pursuant to Article 8.2 of the [Constitution](#):

- a) "The Board may delegate any of its powers (other than that of delegation) to any person or Committee."
- b) "The Board may revoke any delegation of its powers by ordinary resolution."
- c) "Any Committee exercising the delegated power of the Board shall comply with all Regulations and any conditions or limitations that may be imposed by the Board."

#### **6. LIMITATION ON POWERS**

The Board must operate within the requirements of the [Constitution](#).

#### **7. SUPPORT**

The Board will work closely with the CEO to ensure its responsibilities are met. The CEO and appropriate staff shall be available to attend meetings of the Board.

#### **8. OPERATION OF THE BOARD**

##### **8.1. Meetings**

- a) Meetings of the Board shall be held in accordance with Article 10.1 of the [Constitution](#).
- b) The Board shall meet as often as required, but will meet a minimum of six (6) times per year.
- c) Meetings of the Board may be in person, by telephone or other telecommunications or electronic means at the discretion of the Chair.

##### **8.2. Notice of Meetings**

- a) Board meeting notices will be in accordance with Article 10.2 of the [Constitution](#).
- b) Notice may be given in writing by email, or by telephone or other electronic and appropriate means specifying the place, time and date of the meeting and the general nature of items to be discussed.

##### **8.3. Chairperson**

The President shall take the chair in accordance with Article 10.4 of the [Constitution](#).

##### **8.4. Quorum**

The quorum for a Board meeting shall be in accordance with Article 10.3 of the [Constitution](#).

## **8.5. Proxies**

Board members are unable to appoint a proxy to attend a meeting on their behalf.

## **8.6. Voting**

- a) All Board members (Directors), except observers and those without authority to vote, shall have full voting rights.
- b) Voting at a Board meeting shall be in accordance with Article 10.5 of the [Constitution](#).

## **8.7. Written Resolution**

A written resolution of the Board shall be undertaken in accordance with Article 10.6 of the [Constitution](#).

## **8.8. Minutes of Meetings**

- a) A written record of all proceedings of Board meetings shall be kept by the College and must record the “proceedings and resolutions” of the Board.
- b) Minutes must be entered within one (1) month into the minute book (whether signed or not).
- c) The minute book should be a separate book from General Meeting minutes.
- d) The pages of minutes should be numbered sequentially and signed (preferably on each page) as soon as reasonable by either the Chair of the meeting concerned or the Chair of the next following meeting, following confirmation at that meeting.
- e) Minutes of the passing of a resolution without a meeting i.e. a written resolution are recorded in the proceeding Board meeting.

## **8.9. Telephone or Video Conference Meetings**

Telephone or video conference meetings shall be undertaken in accordance with Article 10.7 of the [Constitution](#).

## **8.10. Defects in Appointment or Qualification**

All acts done in good faith by a meeting of the Board or a Committee or by any person acting as an Office Bearer, Director or member of a Committee of the College will be valid and effective even if it is afterwards discovered that there was some defect in the appointment of that person or that the person was disqualified from acting for any reason.

## **8.11. Conflict of Interest and Confidentiality**

- a) All Directors attending a meeting of the Board must declare any conflicts of interest to the Chair. Conflicts of interest will be managed and declared in accordance with Article 11.3 and the College’s [Declaring and Managing Conflict of Interest Guideline](#).
- b) The Board must maintain a Conflict of Interest Register and an up-to-date version is to be provided as a part of the agenda.
- c) Conflicts declared at a meeting must be recorded in that meeting’s minutes and the Board Conflict of Interest Register must be updated. If the declaration is provided outside of a meeting, any declaration is to be emailed to the Chair and Company Secretary.
- d) Each Director including any co-opted members, community members and observers must sign a Deed of Undertaking in Relation to Confidentiality and Conflict of Interest.
- e) The Deed of Undertaking is valid during, and continues to operate after the cessation of the Board position, particularly in relation to confidentiality.

- f) All signed Deeds of Undertaking must be forwarded to the College's Governance Officer.

#### 8.12. Financial Responsibility

- a) The Board must develop an annual budget based on the budget process developed by the College in conjunction with the College's Finance Committee.
- b) The Board is required to operate in accordance with College Policy and within the budgetary constraints as determined by the Board or in accordance with the College's Delegation of Authority Guideline.

### 9. MEDIA AND AUTHORISED STATEMENTS

- a) With respect to making media or other external comment or representation, the College's [Media and Communications Policy](#) should be consulted and adhered to.
- b) Pursuant to Articles 8.4.1 and 8.4.2 of the Constitution, "The President or the Board may authorise any Committee or individual to represent the College before any government or governmental body or committee or to make statements or express views on behalf of the College. The authority may be given generally or for a specific situation and may be given on such conditions as the President or the Board thinks fit. Unless duly authorised to do so under Article 8.4, no Member may make any statement or express any view which purports to be a statement or view of the College or as having been made or expressed on behalf of or with the concurrence of the College".
- c) The Board is authorised to nominate College Members to comment to the media in accordance with their expertise. The Board may authorise Committee/Branch/Faculty/Section Chairs to comment on certain issues.

### 10. REVIEW

These Regulations shall be reviewed every two (2) years.

### 11. DEFINITIONS

- **'Article(s)'** means an article of the Constitution.
- **'Affiliate'** means a Member admitted pursuant to Article 3.5 of the Constitution.
- **'Associate'** means a Member admitted pursuant to Article 3.4 of the Constitution.
- **'Board'** means the board of the College established under the Constitution, each member of which shall be a Director of the College.
- **'Carer'** means a family/whānau member, friend or another whose life, because of their active caring and supporting role, has been affected by their close association with an individual who has, or who has had experience of mental illness.
- **'Casual Vacancy'** means any vacancy on the Board caused otherwise than by the retirement of a Director at the end of his or her term.
- **'Co-opted'** means a person that has been co-opted for their area of expertise or knowledge of a particular area. A co-opted member is a non-voting member.
- **'College'** or **'RANZCP'** means The Royal Australian and New Zealand College of Psychiatrists.
- **'Constitution'**, means the Constitution of The Royal Australian and New Zealand College of Psychiatrists as amended from time-to-time.
- **'Elected'** means the formal election process undertaken to elect a Board member.

- **'Fellow'** means a Member who holds Fellowship of the College pursuant to Article 3.3 of the Constitution.
- **'General Meeting'** means a general meeting of the College.
- **'Regulations'** or **'Terms of Reference'** are the powers and duties of each Committee and are determined by the Board.

## 12. ASSOCIATED DOCUMENTS

- Corporations Act 2001
- ACNC Act 2012
- RANZCP Constitution; Media and Communications Policy; Code of Conduct; Code of Ethics; Conflict of Interest Guideline; Conflict of Interest Register; Risk Management Policy; Risk Register and College website
- Deed of Undertaking in relation to Confidentiality and Conflict of Interest
- Regulations: Corporate Governance and Risk Committee; Finance Committee; Audit Committee; Education Committee; Practice, Policy and Partnerships Committee; Membership Engagement Committee and the Members' Advisory Council
- Position Descriptions: President; President Elect; Board Member; Chair, Corporate Governance and Risk Committee; Chair, Finance Committee; Chair, Audit Committee; Chair, Education Committee; Chair, Practice, Policy Partnerships Committee; Chair, Membership Engagement Committee, Member, Members' Advisory Council; and CEO
- Board Election Regulations; and Board Election Campaign Activities Policy
- Procedure for appointing a casual vacancy to the Board
- RANZCP Board Induction Manual.

### Revision Record

<b>Contact:</b>	Legal, Governance and Risk Department		
<b>Authorising Body:</b>	Board		
<b>Responsible Committee:</b>	Corporate Governance and Risk Committee		
<b>Document Code:</b>	REG Board Regulations		
<b>Date</b>	<b>Version</b>	<b>Approver</b>	<b>Description</b>
17 November 2012	1.0	GC2012/4 R52	New document.
5 July 2017	1.1	Senior Manager, Corporate Governance and Risk	Updated to reflect article numbers under the new Constitution, change of staff titles, new associated documents.
6 July 2018	1.2	Senior Manager, Corporate Governance and Risk	Updated to reflect the change of name to the Media Policy.
21 September 2019	2.0	B2019/7 R13	Updated to align Board practice, Constitution and to reflect the current governance and administrative processes within the College.
<b>NEXT REVIEW: 2021</b>			