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| Authorising Body: | Board |
| Responsible Committee: | Corporate Governance and Risk Committee |
| Responsible Department: | OPCEO - Governance |
| Document Code: | REG Board |

Background

On 23 May 2013, General Council was replaced by the Board. This change was as a result of the implementation of a new governance model that was passed by the Fellowship in August 2012.

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

1. ROLE

The Board's roles are defined as:

- Strategy
- Monitoring
- Risk Management
- Compliance
- Policy Development
- Membership and external stakeholder engagement and communication
- Decision making and
- CEO selection, monitoring and evaluation.

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:

- Oversight of the College, including its control and accountability systems.
- Ensuring that the College abides by the objects for which it was established as set out in the Constitution.
- Setting the strategic direction of the College.
- Ensuring that the College complies with its regulatory obligations and ethical standards by providing overall policy guidance.
- Ensuring that policies for corporate governance and risk management are in place with the aim of protecting College funds and the prudent management of College assets.
- Approving and monitoring performance against the budgets, the financial objectives and performance targets for the College.
- Setting and undertaking Board and Director evaluations.
- Approving the acquisition and disposal of major assets if not already provided for in the budget approval by the Board.

- Entering into [material] financial arrangements, including loans and debt arrangements.
- Establishing and overseeing committees of the Board.
- Approving and monitoring the College's financial statements and other reporting activities.
- Appointing and removing the Chief Executive Officer (CEO)
- CEO evaluation.

3. COMPOSITION OF THE BOARD

The composition of the Board shall be in accordance with Article 9.1 of the [Constitution](#).

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 Article 9.5 of the [Constitution](#).
- d) The process of conducting elections and making appointments will be in accordance with the Board Election Regulation.
- e) The terms and conditions of the appointment and retirement of Directors will be set out in a letter of appointment, which shall include inter alia the following:
 - i. The term of the appointment.
 - ii. Time commitments envisaged.
 - iii. The powers and duties of Directors.
 - iv. Any special duties or arrangements attaching to the Officers and/or Directors.
 - v. Circumstances in which the office of a Director becomes vacant – in accordance with Article 9.6 of the [Constitution](#).
 - vi. Expectations regarding involvement with committee work.
 - vii. Current College policy relating to travel and reimbursement of out of pocket expenses.
 - viii. The requirement to disclose Directors' interests and any matters which could affect the Directors' independence.
 - ix. Contact details of fellow Directors, the CEO and Manager, Governance and Office of the President and CEO.
 - x. Indemnity and insurance arrangements.
 - xi. Obligations of confidentiality and rights to access to corporate information.
 - xii. A copy of the College's Constitution, Code of Ethics, Code of Conduct, Media and Communications Policy, Board Regulations and Position Descriptions, Board Election Regulations and other relevant material.

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

Pursuant to Article 14.1 and 14.3 of the [Constitution](#) -

- a) "The Board may establish committees comprising such persons as the Board determines or otherwise determined in accordance with the Regulations".
- b) "The Board shall determine the powers and duties of each Committee (its Regulations or Terms of Reference) and each Committee shall in the exercise of its powers comply with the Regulations and its Terms of Reference".
- c) "Unless specifically provided for in the Regulations or its Terms of Reference, a Committee may not make any determination of policy for the College, but may provide advice to the Board on any area falling within its Terms of Reference to assist the Board".
- d) "Each Committee shall make such reports and recommendations to the Board as the Board reasonably requires".

7. SUPPORT

The Board will work closely with the Chief Executive Officer and Senior Management to ensure its responsibilities are met. The CEO and Executive/Senior Managers shall be available to attend meetings of the Board. Other staff members may be requested to attend on an as required basis. No employees of the College have voting rights on any College committee.

8. REVIEW

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

9. OPERATION OF THE BOARD

9.1. 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.

9.2. 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, by fax, by telephone or other electronic and appropriate means.

9.3. Chairperson

The Chairperson shall be in accordance with Article 14.4 of the [Constitution](#).

9.4. Quorum

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

9.5. Proxies

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

9.6. Voting

- a) All Board members (Directors), except co-opted members, 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](#).

9.7. Written Resolution

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

9.8. Minutes of Meetings

- a) A written record of all proceedings of Board meetings shall be kept by the College.
- b) They must record the “proceedings and resolutions” of the Board.
- c) Minutes must be entered within one (1) month into the minute book (whether signed or not).
- d) The minute book should be a separate book from General Meeting minutes.
- e) 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.
- f) Minutes of the passing of a resolution without a meeting i.e. a circular resolution should also be signed by a Director “within a reasonable time after the resolution is passed”.

9.9. Telephone or Video Conference Meetings

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

9.10. 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.

9.11. Conflict of Interest and Confidentiality

- a) All people 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 the College’s Conflict of Interest Guideline.
- b) The Board must maintain a Conflict of Interest Register.
- c) Each Director of the Board including any co-opted members, community members and observers must sign a Deed of Undertaking in Relation to Confidentiality and Conflict of Interest.
- d) The Deed is valid for the period of time the member is part of the Board and after they have finished on the Board, particularly in relation to confidentiality.
- e) All signed Deeds must be forwarded to the College’s Governance Officer.

9.12. 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 Department.
- b) The Board is required to operate in accordance with College Policy and within the budgetary constraints as determined by the Board.

10. 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 this Article, 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 RANZCP 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.

11. INTERPRETATION

- "Article(s)" means an article or clause 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" - a family 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 a position that becomes vacant before the expiration of the term for which the holder was elected. A successor shall, if the term has not then expired, be appointed to hold the place from the date of his/her appointment until the expiration of the original term or the next election/appointment period (whichever is first). The period of time served as a casual vacancy shall not be counted as a period of office. A Casual Vacancy has voting rights.
- "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.
- "Community Member" encompasses Carers, Consumers and Community organisation Representatives as defined here.
- "Community Organisation Representative" – a representative (s) of non-government, community based or mental health-based organisations or volunteer organisations.
- "Consumer" means an individual who has, or has had experience of mental illness.
- "[Constitution](#)", means the Constitution of The Royal Australian and New Zealand College of Psychiatrists
- "Election Year" means the year the College Constitution came into effect and every second year thereafter
- "Ex-officio" means a member of a body (the Board, Committee, Section etc) who is part of it by virtue of holding another office. Ex-officio (excepting College staff) members are voting members.
- "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.

- “Financial year” shall be defined in the same manner as for the activities of the Board of the College.
- “General Meeting” means a general meeting of the College.
- “Terms of Reference” are the powers and duties of each Committee and are determined by the Board.

12. ASSOCIATED DOCUMENTS

- 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 Guideline
- Procedure for appointing a casual vacancy to the Board
- 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
- Board Induction Manual
- 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 website
- Deed of Undertaking in relation to Confidentiality and Conflict of Interest
- Corporations Act 2001
- ACNC Act 2012 and ASIC legislation

REVISION RECORD

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|-----------------|--|----------------------------|---|
| Contact: | Senior Manager, Corporate Governance and Risk | | |
| Date | Version | Approver | Description |
| 17/11/2012 | 1.0 | GC2012/4 R52 | New document |
| 5/7/17 | 1.1 | Senior Manager, Governance | Updated to reflect article numbers under the new Constitution, change of staff titles, new associated documents |
| 6/7/18 | 1.2 | Senior Manager, Governance | Updated to reflect the change of name to the Media Policy. |
| 2019 | | NEXT REVIEW | |