

Procedure

Appointment of an Appointed Director or Casual Vacancy to the Board



BACKGROUND

The *Board Election Regulations* outlines the processes and requirements for filling the Appointed Director and Casual Vacancy positions on the RANZCP Board (**Board**).

This Procedure guides the process for the Board to consider the appointment of up to two Appointed Directors, in accordance with Article 9.3.3 of the [RANZCP Constitution](#), and a Casual Vacancy Director, in accordance with Articles 9.3, 9.4 and 9.5 of the Constitution.

The Board reserves the right to deviate from the below procedure and it is to be used as a general guide only.

PROCEDURE

1. Utilising the Appointed Director Article in the Constitution

The Board is to consider whether it wishes to utilise the Appointed Director Article under the Constitution and if so, determines the following:

- The role requirements and if the position is skills based.
- The length of time the position is to be appointed for.

2. Casual Vacancy

A casual vacancy occurs when a position becomes vacant before the expiration of the term for which the holder was elected. A successor will be appointed to the position in a casual vacancy capacity from the date of their appointment, until the expiration of the original term, in accordance with Article 9.5.2b of the Constitution.

A casual vacancy on the Board can apply to the office of:

- President, in accordance with Section 15.1 of the *Board Election Regulations*.
- President-Elect, in accordance with Section 15.2 of the *Board Election Regulations*.
- Elected Director, in accordance with Section 15.3 of the *Board Election Regulations*.

The period of time served as a casual vacancy will not be counted towards a period of office.

Any Casual Vacancy arising on the Board is to be appointed in accordance with Articles 9.3, 9.4 and 9.5 of the RANZCP Constitution relevant to the applicable position.

3. Appointment oversight

The Board has delegated the oversight of the election and appointment processes of Directors to the Corporate Governance Committee (CGC).

The CGC may establish a Selection Panel of Committee members to oversee the appointment processes.

The Selection Panel will be at the discretion of the CGC and may comprise of the following:

- Committee Chair (Selection Panel Chair)
- Second Board Director on Committee
- Committee Fellow
- Chief Executive Officer (CEO) or their Delegate

4. Appointment eligibility

An individual is not eligible to apply or be appointed if:

- There has been a finding of professional misconduct, unprofessional conduct or impairment by the College, an Authority as defined by the Constitution, or relevant industry regulatory body, or they are the subject of a complaint which has the capacity to bring the College into disrepute.
- Their membership has been terminated by the College, and they are not a current financial member of the College.
- They have been disqualified from being a company director or person, in any jurisdiction.
- They do not accept the College's terms by which the appointment will occur.

5. Call for Nominations and Advertising

Nominations will be called from within the College membership or the general public, whichever applies.

The position advertising period will be up to 3 weeks and, if required, extended further as agreed by the CGC.

Candidate applications must be submitted via a prescribed nomination form and include:

- CV (no more than 2 pages, Arial 11 pt).
- Supporting Statement (up to 1200 words, Arial 11 pt) outlining the candidates:
 - relevant skills and experience for the Board role;
 - their suitability for the position;
 - how they meet the expected skills of a director;
 - the values that they can add to the Board; and
 - any other relevant information in support of their candidacy.
- For privacy reasons, the CV and supporting statement must not include the candidate's date of birth and personal/referee details.
- Candidates who are non-members will be required to provide a Police Check.
- Support by a Proposer and Seconder who are Fellows of the RANZCP or two references, whichever applies.
- Completion of Disclosure Statement, disclosing any financial interests and conflicts of interest which may conflict, or be perceived to conflict, with their potential role as a Director of the College.

The Selection Panel will consider all candidates nomination documentation and compliance review findings, which are undertaken in accordance with 5.3 of the *Board Election Regulations*, to determine the eligibility of candidates.

Applications must be submitted by the advertised closing date.

It is the responsibility of the candidate to ensure the nomination complies with this Procedure.

6. Receipt and review of nominations

The College will review each candidate's nomination documentation and undertake the compliance reviews in accordance with 5 of the *Board Election Regulations*.

If a candidate fails to meet eligibility or the selection criteria, the CGC is notified.

Ineligible candidates will receive written reasons for rejection from the Company Secretary.

Nominations received after the official closing date will be deemed invalid.

7. Nomination withdrawal

A candidate may withdraw their application at any time. A withdrawal must be in writing and addressed to the Company Secretary.

The Selection Panel will determine the impact of this withdrawal, considering the timing, if it results in nil or insufficient applications, and if an extension is required.

8. Shortlisting and interviewing

The Selection Panel:

- a) will review applications and, if needed, shortlist candidates.
- b) will determine the number of interview rounds, if interviews are to be structured or informal, and the questions to guide the interviews.
- c) Conduct interviews within three weeks of application closing date.

Reference checks (for non-members) will occur for the preferred candidate and be undertaken by the Company Secretary or Selection Panel Chair.

9. Appointment Decision

The Board will make the final appointment decision, upon the recommendation of the Selection Panel.

The Selection Panel's recommendation will be based upon the skills of the individual candidate and demonstrated capabilities for the position.

Prior to commencing in the role, the successful applicant will be required to sign an Undertaking in Relation to Confidential Information and Management of Conflicts of Interest and a Non-Disclosure Agreement (for non-members).

10. Appointed Director Reappointment process

The Board may exercise its discretion to offer a reappointment to an Appointed Director for a further term by determining whether to continue utilising the Appointed Director article in the Constitution for the purpose and skills in which the Appointed Director was appointed.

An offer of reappointment shall be made at least three months prior to the conclusion of the term.

11. Declaration and communication of Results

The Appointed Director appointment will be communicated to all candidates and the College membership.

12. Grievances

In the event of a grievance being raised regarding the Procedure, the individual is to address their grievance, in writing, to the Company Secretary who will review the matter and manage in accordance with appropriate processes.

13. Resignation of an Appointed or Casual Vacancy Director

If an Appointed Director resigns prior to the conclusion of the term, the Board shall determine the need to replace the position and if determined, appoint another Director in accordance with this Procedure.

If a Casual Vacancy Director resigns, the Board shall appoint another Director in accordance with this Procedure.

ASSOCIATED DOCUMENTS

- RANZCP Constitution
- Corporations Act 2001, and ACNC Act 2012
- Board Regulations and Board constituent committee Regulations
- Board Election Regulations
- Appointed Director, Trainee Position Description

- Appointed Director Position Description
- Board Induction Manual
- RANZCP Code of Ethics and Code of Conduct

Revision Record

Contact:	Governance Unit		
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Date	Version	Approver	Description
28 November 2025	3.0	CGC	Merged Appointment of a Casual Vacancy Director to the Board Procedure into document; made provisions for an independent non-member appointment process; and included CGC oversight of process as delegated by the Board.
1 December 2024	2.1	B2024/10 R26	Reviewed ahead of 2025 Appointed Director cycle.
9 April 2024	2.0	B2024/OOS R21	Inclusion of reappointment (B2024/3 R29) and Trainee term extension.
23 February 2022	1.0	B2022/2 R14	New document.
NEXT REVIEW: 2027			