

### Purpose

This document provides guidance to the Board and prospective Directors, on the minimum expectations required in order to fulfill their responsibilities as a Director of the Royal Australian and New Zealand College of Psychiatrists (RANZCP). It also outlines what Directors can expect from the College to support them throughout their term.

This document should be read in conjunction with the relevant Board Position Description, Board Induction Manual, and Board Regulations and the College's Constitution.

### Background

The Board is the governing body of the College and is accountable for ensuring that the College fulfils its charitable purpose and complies with all legal and regulatory obligations under the Corporations Act 2001 and the Australian Charities and Not-for-Profits Commission (ACNC) Act 2012.

The Board is responsible for the overall governance, strategy, risk oversight, and performance of the College. Directors act collectively to advance the College's vision and purpose while safeguarding its long-term sustainability.

The Board is comprised of a minimum of 7 Fellows of the College, one of whom must be from Aotearoa 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. Two Appointed Directors may also be appointed to fill identified skill gaps. Currently, Appointed Director positions are allocated to a Trainee Director and an Independent Director.

Elected Directors are either elected to the Board by the Fellowship or appointed by the Board in the event of a Casual Vacancy. The election processes, and term of office, is in accordance with the RANZCP Constitution.

### RANZCP Values

Directors are expected to demonstrate behaviours and capabilities that align with the RANZCP values:

- Respect – through empowerment, diversity and equity in all we do.
- Collaboration – for increased effectiveness, influence and impact.
- Excellence – for our communities and our profession.
- Action – backed by evidence-informed policy.

### Legal Duties of Directors

All RANZCP Directors are considered Responsible Persons under the ACNC Act. Directors must comply with the following core legal duties:

- Act with reasonable care and diligence.
- Act in good faith and in the best interests of the College.
- Not misuse position or information.
- Disclose and manage conflicts of interest.
- Ensure financial affairs are managed responsibly and that the College does not trade while insolvent.

RANZCP Directors are protected by Directors' & Officers' Liability Insurance, but coverage may be restricted if a Director acts beyond the duties of a responsible person.

### Competencies and Skills

RANZCP Directors are expected to have an understanding and demonstrate capability in the following:

- Governance and Compliance: Understanding legal, ethical, fiduciary, and financial responsibilities and obligations.
- Financial Literacy and Risk Oversight: Ability to read and interpret financial statements and oversee organisational risk management.
- Strategy and Performance: Contribute to setting strategic direction and monitoring performance against objectives.
- Stakeholder and Member Relations: Build trust through effective communication and transparency.
- Ethical and Cultural Leadership: Model the College's values, cultural safety principles, and Code of Ethics.

## Director Commitments

RANZCP Directors are expected to:

- Fulfil their duties in accordance with the Board Regulations, Position Description, and Constitution.
- Comply with the RANZCP Undertaking in relation to Confidential Information and Management of Conflicts of Interest.
- Ensure personal interests do not influence decisions or create perceived bias.
- Disclose and manage conflicts in accordance with the College's Conflict of Interest Policy.
- Dedicate adequate time (approx. 3 days per month) to meeting preparation (reading materials in advance to contribute constructively to discussions) and attending at least 75% of Board meetings annually (7–10 meetings per year).
- Participate in Board Constituent Committees, the Members' Advisory Council (MAC), and other assigned groups.
- Uphold professional and respectful communication with all Directors, members, and staff.
- Observe confidentiality of Board deliberations and respect collective decisions.
- Maintain governance professional development, including participation in the AICD Foundations of Directorship course or equivalent within three months of appointment.

## Director Expectations:

RANZCP Directors can expect the following, upon commencement and/or for the duration of their term:

- Comprehensive induction and access to the RANZCP Board Induction Manual.
- Portfolio allocation to chair or participate in a Board Constituent Committee.
- Executive support from relevant College departments.
- Access to meeting papers five to seven days prior to meetings via BoardPro or the members' portal.
- Staff assistance for preparation of reports and portfolio updates.
- Engage with local jurisdiction matters by way of participating in an Australian Branch or New Zealand National committees in an optional observer (non-voting) capacity.
- Attend any meeting of a RANZCP Committee, on request.
- Participate in the Academic Procession and the College's Annual College Ceremony.

Receive travel assistance for flights, accommodation and other travel needs to attend Board, MAC, Congress and other approves College commitments, in accordance with the RANZCP travel and related expenses Policy and Procedure.

## Conduct and Accountability:

Directors must act with integrity, fairness, and respect in all dealings and communications, including on social media.

The following conduct and breaches may result in action under the Board Regulations, including possible removal:

- Serious or repeated breaches of attendance.
- Behaviour inconsistent with the College's Code of Conduct, Code of Ethics; Discrimination, Bullying and Harassment Policy; Privacy Policy; Undertaking in relation to Conflict of Interest; or any other relevant policy or procedure.
- Existence of a conflict of interest that cannot be appropriately mitigated or managed.
- Conduct that brings, or has the potential to bring, the College into disrepute.
- Ongoing breach of the Meeting Code of Conduct or repeated failure to perform the responsibilities outlined in the Director position description.
- Breach of the duties of a Responsible Person (ACNC Act).

*Disclaimer: This document is intended to be a guide only to provide some practical information to potential nominees during the election process.*

#### Revision Record

<b>Contact:</b>	<b>Company Secretary</b>		
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28 November 2025	2.0	CGC	Refreshed document, included competency and skills expectations of a Director, enhanced conduct and accountability.
30 May 2025	1.1	Governance Manager	Incorporated reference to Board engagement at Branch/NZ level.
19 November 2024	1.0	B2024/OOS 77	Reviewed ahead of 2025 Board elections.