

# Position Description

## Elected Director



### 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 operations of the College.

### 1. RESPONSIBILITIES/ROLE

- a) Be a member of the Board and hold a position as a Director of the College.
- b) Chair a Board constituent committee – as determined by the President and in consultation with the Board.
- c) As a Company Director, ensure the College is in a sound financial position, and complies with the governance and legal requirements of the Corporations Act 2001, ACNC Act 2012 and the Australian Securities and Investment Commission ('ASIC').
- d) Attend and participate in meetings of the Board, the Members' Advisory Council, the Annual General Meeting and other College meetings, as required.
- e) Provide oversight and timely advice to the Board on broad issues involving the College, and their portfolio as Chair of one of the constituent committees of the Board.
- f) Provide advice and support the President and Board to inform board decisions.

### 2. GENERAL DUTIES

- a) Encourage and support communication across College committees, Branches, Faculties and Sections where required.
- b) Represent and liaise with appropriate stakeholders on behalf of the College as delegated by the Board and/or President.
- c) Comment on media matters delegated to them by the Board or President, in accordance with the College's Media Policy.
- d) Be familiar with the Constitution, the ACNC Act 2012 and the Corporations Act 2001, and specifically understand the obligations of a Company Director.
- e) Attend conferences, workshops and meetings as required.

### 3. SELECTION CRITERIA

- a) Fellowship of the RANZCP.
- b) Meets the basic requirements for a director of a company, incorporated under the Corporations Act 2001.
- c) Undertaken Board governance education, by way of:
  - o Completion of an appropriate governance education course; or
  - o Equivalent Board Director experience on a Board regulated under the Corporations Act, ACNC, or Australian Securities & Investments Commission (ASIC) in Australia, and their equivalent in New Zealand.

#### **4. DESIRABLE QUALITIES**

- a) Excellence in an area of psychiatry practice/expertise.
- b) The ability to act with reasonable care, skill and diligence.
- c) An ability to contribute to policy development and organisational decision making.
- d) Strong leadership experience.
- e) Previous experience and involvement leading College Committees.
- f) Hold respect of peers, with demonstrable excellence in education and training in Psychiatry – as outlined in curriculum vitae.

#### **5. ELECTION PROCESS**

Refer to the Board Election Regulations.

#### **6. TERM**

2 year term or the balance of the 2 year term in the event of a Casual Vacancy.

#### **7. VOTING RIGHTS**

A full voting member of the Board, and any other College Committees that they are a member of (other than those positions held as a co-opted member or observer).

#### **8. INTERNAL RELATIONSHIPS**

Elected Directors will be required to establish and maintain relationships with the Board, the CEO, College membership, College committees and staff.

#### **9. EXTERNAL RELATIONSHIPS**

Elected Directors will be required to establish and maintain relationships across a range of external stakeholders.

#### **10. REVIEW**

This Position Description shall be reviewed every 5 years.

#### **11. 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; Delegation of Authority Guideline; Travel and related expenses Guideline; Expense Claim Form; and College website
- Deed of Undertaking in Relation to Confidentiality and Conflict of Interest
- Board Regulations; President and President-Elect Position Descriptions
- Board constituent committees' Regulations and related Position Descriptions; and other relevant committee Regulations and Position Descriptions
- Board Election Regulations; and Board Election Campaign Activities Policy
- RANZCP Board Induction Manual.
- Guidance: Elected Director criteria

## Revision Record

<b>Contact:</b>	Governance Manager		
<b>Authorising Body:</b>	Board		
<b>Responsible Committee:</b>	Corporate Governance and Risk Committee		
<b>Document Code:</b>	PD Elected Director Position Description		
<b>Date</b>	<b>Version</b>	<b>Approver</b>	<b>Description</b>
17 November 2012	1.0	GC2012/4 R55	New document
30 April 2017	1.1	B2017/3 R29	Updated to reference the ACNC Act, Board Election Regulations, Board Election Campaign Activities Policy, COI Guideline and Board COI Register
21 September 2019	2.0	B2019/7 R14	Updated to reference company director responsibilities and role, minor administrative wording changes to streamline content, addition of clause 4b, and place content on the revised Regulations template.
22 October 2020	2.1	Executive General Manager, Education and Operations	Updated to add position term and other minor edits to ensure consistent with President and President-Elect position descriptions.
28 June 2023	2.2	B2023/5 R21	Updated to remove minimum number of years post fellowship selection criteria as approved by Board. Added Australian Institute of Company Directors Course requirement to selection criteria.
26 September 2023	2.3	President's Meeting (PM46)	Updated selection criteria to provide more guidance regarding board governance education.
<b>NEXT REVIEW: 2028</b>			