

# Position Description

## RANZCP Director

<b>Organisation:</b>	Royal Australian and New Zealand College of Psychiatrists (RANZCP).
<b>Location:</b>	RANZCP main office is in Melbourne. Directors may reside in any location in Australia and Aotearoa New Zealand.
<b>Position Title:</b>	RANZCP Director (Elected)
<b>Term:</b>	Two years.
<b>Remuneration:</b>	Unpaid voluntary position. Travel and related expenses covered.
<b>Reports to:</b>	The Board of Directors via the Chair (RANZCP President).

The RANZCP Fellowship elects five (5) Elected Directors to the Board. In the event of a vacant Director position, the Board may appoint a Director for the balance of the two (2) year term.

### About the Board

The RANZCP Board is the governing body of the RANZCP and comprises of seven RANZCP Fellows who are elected by the RANZCP Fellowship to the positions of President (Chair of the Board), President-Elect, and five Elected Directors. Additionally, up to two Directors may be appointed by the Board.

The Board has statutory responsibilities in accordance with the Corporations Act 2001, the Australian Charities and Not-for-Profits Commission (ACNC) Act 2012, the RANZCP Constitution and its Regulations. The Board is responsible for all matters relating to the strategic direction, policies, and practices, of the RANZCP, as well overseeing RANZCP operations via the CEO.

### Purpose of Role

Directors are responsible for ensuring that the RANZCP fulfils its charitable purpose through sound governance, strategic oversight, and compliance with the Corporations Act 2001, the ACNC Act 2012, and the RANZCP Constitution.

Directors collectively hold ultimate accountability for the College's performance, financial sustainability, and reputation, and are expected to uphold the values of the RANZCP in all governance activities.

Directors attend, participate, and vote in meetings of the RANZCP Board and contribute their experience, insight, and skills to deliberations.

### 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.

### Conflict of Interest

Conflicts of interest of Directors are managed and declared in accordance with the College's *Declaring and Managing Conflict of Interest Guideline*. The existence of a conflict of interest that cannot be appropriately mitigated or managed may result in action under the Board Regulations.

### Key responsibilities of Directors

- Uphold the responsibilities of the Board in accordance with the Board Regulations and RANZCP Constitution, Board Regulations, Delegations of Authority, and ACNC Governance Standards.

- Ensure the RANZCP is in a sound financial position, manages risk effectively, and meets all legal and fiduciary obligations.
- Contribute to strategic direction and oversight of the College's performance against approved plans and budgets.
- Attend 75% of Board Meetings annually (97-10 meetings per year), the Members' Advisory Council, and the Annual General Meeting.
- Participate as a member of RANZCP Board Committees in accordance with the relevant Regulations and engage with local jurisdictions.
- Support effective Board culture through collaboration, constructive challenge, and adherence to the Board Meeting Code of Conduct.
- Provide strategic and timely advice to the Board on broad issues, drawing upon Director's specific skills and experience.
- Support engagement and transparent communication across all RANZCP committees, members, staff and stakeholders.
- Represent the College at designated conferences and stakeholder meetings as delegated by the President and/or Board.
- Promote cultural safety, integrity, and inclusion consistent with the RANZCP's Reconciliation Action Plan and Lived and Living Experience Strategy.

### Role requirements

RANZCP Directors must:

- Be a Fellow of the RANZCP.
- Meet the eligibility requirements for a Director under the Corporations Act 2001.
- Demonstrate understanding of director duties under the ACNC Act 2012 and Corporations Act 2001.
- Have prior Board or committee governance experience, or a demonstrated understanding of the responsibilities and accountability of directors in a company or not-for-profit setting.

### Desirable Qualities

It is desirable for RANZCP Directors to:

- Be a Graduate of the Australian Institute of Company Directors' Course, New Zealand Institute of Directors' Course, or an appropriate equivalent governance program.
- Have experience as a Director in a not-for-profit, healthcare, or professional membership organisation.
- Demonstrate expertise in governance, strategy, or finance, with a clear understanding of fiduciary and ethical obligations.
- Contribute to policy development and informed decision making across complex issues.
- Hold peer respect and contribution to psychiatry education, advocacy, or leadership.
- Actively support diversity, inclusion, and cultural safety in governance processes.
- Have contributed to RANZCP committees or strategic projects.

### Competencies and Skills

All Directors are expected to demonstrate capability across the following AICD competency domains:

- Governance and Compliance: Understanding statutory obligations, regulatory compliance, and Board accountability.
- Financial Literacy and Risk Oversight: Interpreting financial reports and overseeing risk management systems.

- Strategy and Performance: Contributing to strategic direction and performance monitoring.
- Stakeholder and Member Relations: Maintaining trust and transparent communication with members and external partners.
- Ethical and Cultural Leadership: Promoting diversity, cultural safety, and ethical standards in all governance activities.

## Conditions Of Appointment

An RANZCP Director:

- Is elected by the RANZCP Fellowship in accordance with the *Board Election Regulations* or appointed by the Board in the event a casual vacancy arises in accordance with the *Appointment of an Appointed or Casual Vacancy Director to the Board Procedure*.
- Is a full voting member of the RANZCP Board.
- Is an elected unpaid voluntary position, with travel and related expenses provided.
- May resign from the Board at any time upon giving notice in writing to the Chairperson.
- Are required to attend at least 75% of Board Meetings that are held 7 to 10 times per year either virtually or in-person. Meetings are scheduled within and outside usual working hours and some weekend travel will be required.
- Will cease to be a director if absent from three consecutive meetings of the Board (other than meetings of the Board called on less than 48 hours' notice) without leave of absence.
- Will be required to vacate any College position previously held to meet the requirements of the Director role.
- Will not be eligible for nomination if they do not meet the election eligibility requirements as outlined in the *Board Election Regulations*.

## Review

This Position Description shall be reviewed every two years.

## Associated Documents

- RANZCP Constitution, Corporations Act 2001 and ACNC Act 2012
- Committee Meeting Operations Regulation and Associated Documents.
- Board Regulations and Director Position Descriptions
- Board constituent committees' Regulations and related Position Descriptions; and other relevant committee Regulations and Position Descriptions
- Board Election Regulations.
- Appointment of an Appointed Director to the Board Procedure.
- RANZCP Board Induction Manual.

## Revision Record

<b>Contact:</b>	<b>Company Secretary</b>		
<b>Authorising Body:</b>	Board		
<b>Responsible Committee:</b>	Corporate Governance Committee		
<b>Document Code:</b>	PD RANZCP Director Position Description		
<b>Date</b>	<b>Version</b>	<b>Approver</b>	<b>Description</b>
12 December 2025	3.0	Board	Refreshed PD template to reflect current standards and articulate expected skills of a Company Director.
19 November 2024	2.6	Company Secretary	Updated to reflect at least 75% meeting attendance, as agreed by Board (B2024/OOS 78).

15 November 2024	2.5	CGRC 2024/6	Reviewed ahead of 2025 President Elect election.
20 November 2023	2.4	B2023/OOS R47	Updated desirable qualities and selection criteria as it relates to board governance education.
26 September 2023	2.3	President's Meeting (PM46)	Updated selection criteria to provide more guidance regarding board governance education.
28 June 2023	2.2	B2023/5 R21	Removed minimum number of years post fellowship requirement from selection criteria.
22 October 2020	2.1	EGM, Education and Operations	Made consistent with President and President-Elect position descriptions.
21 September 2019	2.0	B2019/7 R14	Referenced company director responsibilities and role.
30 April 2017	1.1	B2017/3 R29	Referenced ACNC Act, and governance documents.
17 November 2012	1.0	GC2012/4 R55	New document
<b>NEXT REVIEW: 2028</b>			