

# Position Description

Appointed Director, Independent

<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>	Appointed Director, Independent (RANZCP Director).
<b>Term:</b>	Two-year term. Maximum 3 x two-year terms (6 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 seeks to appoint an Independent Director to the Board, for a term of two years. A maximum of three two-year terms may be held, to be determined by the Board at term renewal. This is a newly created Director position for an individual who may or may not be a current member of the RANZCP.

## About the RANZCP

The RANZCP's Vision is **excellence and equity in the provision of mental healthcare**. Our purpose is to support our members, advance psychiatry, and advocate for the best mental health outcomes for our communities.

The RANZCP is responsible for training, educating, and representing psychiatrists in Australia and Aotearoa New Zealand. We are dedicated to delivering on our commitment to:

- Training, education and learning that increases capability and quality.
- Advocacy and collaboration to improve access and equity.
- Connected and contemporary College for community and member benefit.

The RANZCP draws strength and pride from our diversity. Our commitment to diversity and inclusion is supported by our Reconciliation Action Plan, Gender Equity Action Plan and Lived and Living Experience Strategy.

Our values:

**Respect:** Through empowerment, diversity, and equity in all that we do.

**Collaboration:** For increased effectiveness, influence, and impact.

**Excellence:** For our community and our profession.

**Action:** Backed by evidence-informed policy.

## 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

The Independent Director will attend, participate and vote in meetings of the RANZCP Board and bring an external independent view to Board discussions based on their specific skills and experience.

The Independent Director will have the same authority as any other Board Director for all aspects of the governance of the RANZCP, which includes leading appropriate agreed RANZCP strategies.

### **Key responsibilities of Directors**

- Uphold the responsibilities of the Board in accordance with the Board Regulations and RANZCP Constitution.
- Ensure the RANZCP is in a sound financial position and complies with governance and legal requirements of the Corporations Act 2001, ACNC Act 2012 and the Australian Securities and Investment Commission ('ASIC').
- Attend all meetings of the Board, the Members' Advisory Council, and the Annual General Meeting.
- Lead and/or participate as a member of RANZCP Board Committees in accordance with the relevant Regulations.
- Provide strategic and timely advice to the Board on broad issues, drawing upon Director's specific skills and experience.
- Encourage and support engagement and communication across all RANZCP committees, members, staff and stakeholders.
- Attend conferences and meetings as delegated by the President and/or Board.

### **Role requirements**

Independent Directors must:

- Meet the eligibility requirements for a Director under the Corporations Act 2001.
- Have demonstrated 5 to 7 years' prior or current experience as a Company Director or Secretary.
- Be a Graduate of the Australian Institute of Company Directors' Course, New Zealand Institute of Directors' Course, or an appropriate equivalent course.
- Have demonstrated expertise in governance or corporate strategy, with a strong understanding of fiduciary and ethical obligations.

### **Desirable Qualities**

It is desirable for the Independent Director to:

- Have previous experience as a Board Director in a not-for-profit, healthcare, regulatory, or professional membership organisation, ensuring familiarity with governance best practices.
- Have an intermediate understanding of psychiatry and mental health services in Australia and Aotearoa New Zealand.
- Be able to contribute to policy development and organisational decision making.
- Actively support diversity, inclusion, and cultural safety in governance processes.

### **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.
- Strategy and Performance: Contributing to strategic direction and performance monitoring.
- Financial Literacy and Risk Oversight: Interpreting financial reports and overseeing risk management systems.
- 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

The Independent Director:

- Is appointed 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 appointed 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.
- Is 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 not be eligible for nomination if they do not meet the relevant election eligibility requirements as outlined in the *Board Election Regulations*.

## Review

This Position Description shall be reviewed annually.

## Associated Documents

- RANZCP Constitution, Corporations Act 2001 and ACNC Act 2012
- Committee Meeting Operations and Elections Regulation and Associated Documents.
- Board Regulations and Director Position Descriptions
- Board constituent committees' Regulations and related Position Descriptions.
- Board Election Regulations.
- Appointment of an Appointed or Casual Vacancy 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 Appointed Director, Independent Position Description		
<b>Date</b>	<b>Version</b>	<b>Approver</b>	<b>Description</b>
28 November 2025	1.0	Corporate Governance Committee	New document. CGC agreed to 2 year term and a 3-year review cycle.
<b>NEXT REVIEW: 2028</b>			