



RACP
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EDUCATE ADVOCATE INNOVATE

BY-LAW

APPOINTMENT of REPRESENTATIVES TO EXTERNAL BODIES

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ATTACHMENT 1 – PROCESS FOR APPOINTMENT OF REPRESENTATIVES TO EXTERNAL BODIES

1. INTRODUCTION AND PURPOSE

- 1.1 The College appoints Fellows, trainees and members to represent the College on various External Bodies from time to time.
- 1.2 The Board of Directors of the College is responsible and accountable for the governance of the College and its College Bodies.
For the Board to fully and effectively discharge its responsibilities it needs to be fully informed of, and have clear oversight of, all the entities to which representatives are appointed by the College and College Bodies.
The College may also be liable for the actions of any such representative under the Deed of Indemnity for Volunteers.
- 1.3 This By-Law (including the schedules attached to and forming part of this By-Law) has been approved to govern the appointment of Fellows to all and any External Body.

2. APPOINTMENT OF REPRESENTATIVES

- 2.1. Representatives to External Bodies shall be appointed by the Board or Board Executive following a merits-based selection process.
- 2.2. Notwithstanding clause 2.1, the Board, Board Executive or the President may appoint Representatives to External Bodies if time does not permit or it is not appropriate to undertake a merits-based selection process.

3. COLLEGE REPRESENTATIVE

- 3.1. A College Representative is appointed to represent the interests of the College on an External Body.
- 3.2. To ensure the College Representative knows and is therefore able to represent the interests of the College on an External Body, the College Representative is required to report into the College at regular agreed intervals. This reporting should be made in the first instance to the Director of Fellowship Relations.
- 3.3. Subject to any confidentiality requirements of the External Body, at a minimum it is expected that the College Representative will:
 - 3.3.1. provide the College with copies of meeting agendas for future meetings of the External Body in order for the College to be able to apprise the College Representative of the College's position on particular agenda items; and
 - 3.3.2. provide the College with a summary of meetings of the External Body within a reasonable time of the meeting finishing.

4. SATISFACTORY ATTENDANCE

The College requires satisfactory attendance by the Representative and that they act in a professional manner that best represents the interests of the College and the Board reserves the right to remove endorsement of a Representative should they fail to meet the requirements of the role.

5. REGISTER AND REPORTING TO THE BOARD

The Director, Fellowship Relations will keep a register of all Representatives appointed. Each year, or more often if required by the Board, the Director, Fellowship Relations will prepare a report to the Board on information obtained from the Representatives detailing:

- a) The name and purpose of the External Body;
- b) The current activities of the External Body;
- c) The name of the Representative to the External Body;
- d) The benefit and value to the External Body of having a College representative;
- e) The benefit and value to the College of having representation on the External Body;
- f) The current audited financial position of the External Body, including any contingent or actual claims against it, and whether or not it is solvent;
- g) Confirmation that:
 - the representative is still an appropriate person to represent the College on the External Body;
 - the representative is not involved in the management of the External Body or if so, the extent of that involvement;
 and any other information required by the Board.

6. PROCEDURAL MATTERS

- 6.1 The Board shall review this By-Law every two years or such other period as it determines and approve any amendments deemed necessary.

7. DEFINITIONS

- “Board” means the Board of Directors of the College.
- “CEO” means the Chief Executive Officer of the College.
- “College” means the Royal Australasian College of Physicians (ACN 000 039 047), an incorporated body limited by guarantee.
- “College Bodies” means
- a) the Council of each Division or Faculty;
 - b) the Committee of each Chapter formed within a Division or Faculty;
 - c) each Board Committee; and
 - d) each Committee, sub-committee, working group, expert advisory group or other sub-group formed under the auspices of any of the above, whether or not limited in time or purpose.
- “External Body” means any company, statutory authority, committee, conjoint committee or any other group or organisation that is not the College or a College Body.
- “President” means the President of the College
- “President Elect” means the President Elect of the College
- “Representative” means any Fellow, trainee or member of the College appointed by the College to represent it on any External Body in accordance with this by law.

Approved by the Board of the College on the 5 day of August 2011.

By-law History as from 5 August 2011

Commencement of By-law

This By-law was approved by the Board of the College on 5 August 2011 and commenced on that date.

Subsequent amendments to By-law

Item	Amendment	Commenced
1	Amendment made to determine if it is in the College's interests to appoint a College Representative and following a merit based selection process to determine the best available candidate for the position.	25.10.2012
2	Addition of Attachment 1 – The process to appoint a representative of the College to an external body.	01.05.2014
3	Amendment to Clause 1.2 – the wording "Fellows" replaced with "representatives".	01.05.2014



Attachment 1

PROCESS APPOINTMENT OF REPRESENTATIVES TO EXTERNAL BODIES

Document Authors	Legal Counsel
Department	Governance
Owner	Company Secretary
Approved By	RACP Board Executive
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1. INTRODUCTION

From time to time the College is approached by external bodies to appoint a College Representative to the external body. A College Representative is a person who will be able, both by their skill set **and** by the purpose of the appointment, to represent the interests of the College on the external body.

This document sets out the process for the making of appointments of College Representatives to external bodies.

The appointments of College representatives to external bodies will be made following a Request for Expressions of Interest. The process to determine who will be appointed as the College's Representative to a College Body will be merits based. This means that the appointment of a Representative will be made after assessing applicants against the essential and non-essential qualities and qualifications required/desired for the position and determining which applicant best satisfies those requirements.

2. REQUEST FROM EXTERNAL BODY FOR THE COLLEGE TO APPOINT A MEMBER TO EXTERNAL BODY

Fellowship Relations will manage requests for the Appointment of a College Representative to an external body.

3. ASSESSMENT

Before requesting expressions of interest, the College will make an assessment of whether it wants to appoint a College Representative to the external body.

This assessment will be undertaken by the Board or the Board Executive or, if time does not permit, the President of the College.

A principal consideration in determining whether to appoint a Representative will be whether the purpose of the appointment is to facilitate the College's interests being represented on the external body. If, for example, the representative will have duties and obligations to act in the best interests of the external body, the College may decide not to appoint a Representative to the external appointment.

Additional matters for consideration will include:

- the relative financial and reputational standing of the external body; and
- the possibility for participation to damage or advance the reputation of the College.

The form at Appendix A will assist with the assessment.

4. POSITION DESCRIPTION

The external body requesting the appointment should provide the College with a Position Description. The Position Description will provide sufficient information about the position and the external body. At a minimum, an adequate position description is likely to include the following:



- 4.1 a description of the external body the position relates to and whether it is a working group or a standing committee;
- 4.2 essential and non-essential qualities and qualifications. These should reflect a genuine assessment of the competencies required to fulfil the role;
- 4.3 anticipated number of meetings per year;
- 4.4 anticipated work-load;
- 4.5 travel requirements; and
- 4.6 term.

The College will request additional information from the external body to ensure that it has a proper understanding of the position and the external body and to ensure the College has a comprehensive Position Description.

The Selection Panel will review the Position Description before the Request for Expressions of Interest is made.

5. A REQUEST FOR EXPRESSIONS OF INTEREST

Fellowship Relations will prepare a Request for Expressions of Interest document. At a minimum, the Request should include:

- 5.1. details of RACP and where relevant, the appropriate Division, Faculty or Chapter;
- 5.2. the Position Description (see paragraph 4);
- 5.3. a request that applicants explain how they satisfy the essential and non-essential qualities and qualifications as set out in the Position Description;
- 5.4. a summary of the selection process, relevant time frames and an RACP contact;
- 5.5. the reporting obligations of the College Representatives; and
- 5.6. should attach or provide links to key documents, including:
 - 5.6.1. documents relevant to the external body;
 - 5.6.2. Code of Conduct; and
 - 5.6.3. Travel Policy

Advertising the Request

The Request will be advertised widely, using the most appropriate method (s) the College uses to communicate with members e.g. email, letter, text, publications and website.

6. REVIEW OF EXPRESSIONS OF INTEREST

A Selection Panel will review the Expressions of Interests received to arrive at a short list of, where possible, at least 2 candidates. The Selection Panel will review the Expressions of Interest to determine which applicants best satisfy the essential and non-essential qualities and qualifications required/desired for the position.

The short list prepared by the Selection Panel will be provided to the Board, Board Executive or President to determine the candidate they wish to appoint to be the College's Representative on the external body.



The Selection Panel will decide on a case by case basis how it intends, if at all, to verify the details contained in an applicant's Expression of Interest.

The Selection Panel will consist of the CEO, the Company Secretary and two Chairs of relevant College Bodies (or their delegates).

7. APPOINTMENTS

The Board, Board Executive or President will make Appointments of College Representatives to external bodies.

8. NOTIFICATION

Successful applicants will be advised of their Appointment in writing and asked to confirm their acceptance of the terms of their appointment, including reporting obligations by signing and returning the appointment letter to the College.

Unsuccessful applicants are to be notified in writing of the outcome of their application.

As set out in the Reconsideration, Review and Appeals Process By-law, a decision not to short list or not to appoint a candidate **is not** a Decision that reconsideration, review or appeal applies to.

9. EXCEPTIONS

As set out in the Appointment of Representatives to External Bodies By-law, the Board, the Board Executive or the President may appoint College Representatives to external bodies if time does not permit or it is not appropriate to undertake a merits-based selection process.



Appendix 1

[Assessment of whether to undertake process for Appointment to an External Body]

DETAILS

NAME OF EXTERNAL BODY:

PURPOSE OF EXTERNAL BODY:

BENEFIT AND VALUE TO THE COLLEGE OF HAVING A REPRESENTATIVE ON THE EXTERNAL BODY:

BENEFIT AND VALUE TO THE EXTERNAL BODY OF HAVING A COLLEGE REPRESENTATIVE:

FINANCIAL POSITION OF EXTERNAL BODY:

[Including any actual or contingent claims against the External Body]

IS THE EXTERNAL BODY SOLVENT (that is, it can pay its debts now and for the next 12 months): Yes/No

WHAT ARE THE RISKS TO THE COLLEGE OR TO THE FELLOW OF BEING NOMINATED, FINANCIAL OR OTHERWISE?

IS THERE A RISK OF A CONFLICT WITH THE COLLEGE'S ACTIVITIES?

COLLEGE RESOURCING REQUIRED (if any):

- i) Estimated budget and resourcing required:
- ii) Budget/Resourcing funded by:

If the College is required to provide any funding to the External Body, the following information must be provided:

Financial statements

Budget for 12 months

What is the amount and terms of the funding likely to be requested (e.g. loan, interest, repayment, security)

TRAVEL AND ACCOMMODATION COSTS:

If the role involves travel, who is responsible for travel and/or accommodation costs?