

BOARD CHARTER BY-LAW

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1. INTRODUCTION AND PURPOSE

- 1.1** The College is a public company (limited by guarantee) incorporated under the laws of Australia. The College's Board is the primary governing body for the organisation.
- 1.2** The Constitution confers various powers to the Board of Directors to manage and control the business of the College. The Board is the peak decision-making body within the College's structure.
- 1.3** The role of the Board is to govern the College and to promote the College's interests in the pursuit of its objectives. The Board does this by setting strategic direction and context and focussing on issues critical to the College's success.
- 1.4** The Board reserves some matters to itself for decision and has delegated authority for other matters to College Bodies and to the CEO.
- 1.5** The purpose of this Charter is to promote high standards of governance across the College and its College Bodies and to clarify the role and responsibilities, composition and structure of the Board.

2. BOARD COMPOSITION

- 2.1** The Constitution specifies the composition of the Board. Most positions, including that of the President-Elect, are elected by the Members of the College.
- 2.2** The Board should comprise individuals who:
- a) have a proper understanding of, and competence to deal with, current and emerging issues facing the College;
 - b) have a mix of skills and diversity of backgrounds to enable the Board to discharge its duties effectively; and
 - c) can effectively review and challenge the performance of Management and exercise unfettered and independent judgement in the discharge of their duties and responsibilities as Directors.
- 2.3** In the context of this Charter, an "independent" or "Community" Director is one who is independent of management and free of any business or other relationships that could materially interfere or conflict with, or could reasonably be perceived to materially interfere or conflict with, the exercise of his or her unfettered independent judgement in the discharge of his or her duties and responsibilities as a Director.

3. BOARD ACCOUNTABILITIES AND RESPONSIBILITIES

The following accountabilities and responsibilities have been adopted by the Board. The discharge of some or all of these accountabilities and responsibilities may be delegated but accountability and responsibility remain with the Board.

3.1 Strategy and Planning

- 3.1.1** To consider at each Board meeting the College's strategic position, current strategies and any alternative strategies proposed with a view to furthering the objectives of the College.
- 3.1.2** To oversee the implementation of the College's current strategies with a view to furthering the objectives of the College.
- 3.1.3** Lead development of the College's Strategic Plan from time to time and review the Strategic Plan at least annually.
- 3.1.4** At each Board meeting, discuss and evaluate the College's performance against the Strategic Plan, taking account of the current environment in which the College operates.
- 3.1.5** Approve strategic plans, major projects, and capital expenditure.

3.1.6 Review post-implementation assessments of major projects, including expenditure.

3.2 Capital Management

3.2.1 Approve the annual budget of the College.

3.2.2 Approve major transactions not included in the annual budget or outside the ordinary course of business.

3.2.3 Approve the leasing, purchase or sale of buildings or other major capital expenditure commitments.

3.2.4 Approve the College entering into any other financial arrangements such as borrowings, currency hedging or other financial instrument contracts.

3.3 Material Relationships

3.3.1 Approve external alliances and oversee the management of all external alliance relationships.

3.3.2 Oversee the College's relationship with its Members

3.3.3 Select and appoint the CEO.

3.3.4 Ensure a fair and transparent process has been implemented to set the remuneration and contract of employment for the CEO, to review the CEO's performance and to provide any counselling and mentoring as required.

3.4 Director Appointment

3.4.1 Require a fair and transparent election process within the College that nominates and selects candidates for the Board who are "fit and proper persons" and not otherwise disqualified from being a director under the Corporations Act.

3.4.2 Formally appoint elected members to the Board.

3.4.3 Ensure induction programs for new Board members and ongoing education programs for all Board members are implemented and available when required. The content of the induction and ongoing education programs are to be approved by the Board and must include, among other things:

- material addressing the legal duties of directors including under the Corporations Act and ACNC Act;
- material addressing the protections afforded to Whistleblowers under part 9.4AAA of the Corporations Act and the Whistleblower Policy;
- material addressing the rights and responsibilities of directors under the College's governance documents, including the Constitution, this Charter, Whistleblower Policy and the Code of Conduct; and
- material addressing the proper role of the Board and the Senior Leadership Executive as set out in the Board and Executive Role Clarity Statement.

3.4.4 Ensure individual Directors have appropriate access to internal and external sources of information as required to permit the discharge of their duties as Directors of the College.

3.5 Financial Reporting and Audit

3.5.1 Approve Annual Financial Statements and the Annual Report.

3.5.2 Appoint external auditors and agree their remuneration.

3.5.3 Agree the scope of the external audit each year.

3.5.4 Review the control environment and audit and compliance resources, structures and processes and consider and approve any changes.

- 3.5.5 Review any significant audit and compliance issues identified and approve any action and remediation plans proposed.
- 3.5.6 Some, or all, of the above accountabilities and responsibilities may be delegated to the Board's Finance and Risk Management Committee (FRMC) for consideration.

3.6 Performance Monitoring

- 3.6.1 Approve any relevant financial and non-financial Key Performance Indicators (KPIs) for the College to be reported to the Board by the CEO.
- 3.6.2 Annually review the College's performance against those KPIs with the CEO.
- 3.6.3 Consider and approve any action or remediation plans to be implemented by Management in respect of the College's performance.
- 3.6.4 Review regular reports provided by Management on the College's financial performance.

3.7 Board Succession Planning

- 3.7.1 The Board will undertake annual Board succession planning to: consider the College's future needs, based on the strategy and vision of the College; inform the appointment and election of directors; identify the skills and diversity required on the Board to match the strategic future direction of the College.
- 3.7.2 Board succession planning will be informed by the: Board and peer assessment process; Board performance review; skills and experience register; recruitment process (EOI, external agency or potential director list); induction and professional development and training programs.

3.8 Risk Management and Compliance

- 3.8.1 Review major risks the College is, and is likely to be, exposed to in the achievement of its strategic plans and objectives.
- 3.8.2 Review risk management strategies, resources, structures and processes within the College and consider and approve any recommended changes.
- 3.8.3 Review the management of the College's brand, image and reputation.
- 3.8.4 Review the processes implemented by Management to ensure the College complies with its statutory and regulatory obligations including, but not limited to compliance with applicable Work Health and Safety (WHS) legislative requirements.

3.9 Board Process and Policies

- 3.9.1 Define and approve the role and responsibilities of the College Bodies (Board Committees) that are accountable directly to the Board and ensure appropriate By-laws or terms of reference as appropriate have been adopted by other College Bodies.
- 3.9.2 Approve delegated authorities to College Bodies and to the CEO.
- 3.9.3 Approve policies dealing with Directors' liabilities, indemnity and insurance.
- 3.9.4 Approve any other policies or By-Laws deemed necessary for the good governance of the College and its College Bodies.

3.10 Subject to the limitations imposed by the Constitution, statutes and other external regulation, the Board remains free to alter the matters reserved for its decision as it considers appropriate.

4. BOARD COMMITTEES AND OTHER COLLEGE BODIES

4.1 The Board may discharge any of its responsibilities through Committees of the Board or any other College Body, in accordance with the College's Constitution, the ACNC Act, the Charities Act and the Corporations Act.

[Note: It is important to emphasise that the Board may delegate its authority and the exercise of its powers to other persons and/or entities, but responsibility for that power remains with the Board]

and each individual Director. A number of court decisions have held that where delegations are exercised, an appropriate system for the review of the performance of those delegations must be in place as Directors will be held responsible for any failures in the system of delegation. In short, delegation of authority or power is not, and cannot be treated as, an abdication of responsibility for the exercise of that authority or power.]

- 4.2** As a matter of principle, committees may be established to support the Board process, but not to duplicate the matters delegated to the CEO. Committees only provide advice and recommendations to the Board and do not decide policy unless expressly authorised by the Board.
- 4.3** Each College Body is intended to operate strictly in accordance with its own set of Board approved By-Laws or terms of reference as appropriate. These By-Laws or terms of reference are to set out matters relevant to each College Body's composition and responsibilities and should be reviewed periodically by the Board to ensure their continued relevance. A College Body reporting directly to the Board will be known as a Board Committee. A Director who is not a College Body Member is entitled to attend the meetings of a College Body but only in the capacity as an observer.
- 4.4** Minutes for all Board Committee meetings must be posted to the Directors' share site for the information of each Director (noting that minutes so posted may be redacted to appropriately manage conflicts of interest). Minutes are to be finalised within one month of the date of the meeting. The minutes should be drafted in neutral terms and be a relatively complete account of the key points and topics of discussion of the meeting but should not be a transcript. The minutes should record the decisions made by the College Body together with the processes by which those decisions have been reached.
- 4.5** The Board is to delegate appropriate authority to each College Body to allow the relevant College Body to undertake operational matters on behalf of the Board in the best interests of the College and its Members.

The precise nature of the delegation is to be resolved by the Board following consultation with the relevant College Body.

- 4.6** All College Bodies are to have access to sufficient resources to carry out their activities and responsibilities in an effective manner.
- 4.7** All Board Committees are accountable to the Board and must report to the Board on decisions and actions taken and provide any advice and make any necessary recommendations for the Board's consideration.

5. THE BOARD AND CEO

- 5.1** The Chief Executive Officer is responsible for running the day-to-day affairs of the Company under delegated authority from the Board and to implement the policies and strategy set by the Board. In carrying out the Chief Executive Officer's responsibilities, the Chief Executive Officer is to provide the Board with information in a timely and clear manner and all reports to the Board present a true and fair view of the Company's financial condition and operational results.
- 5.2** The CEO manages the College in accordance with the strategy, plans and delegations approved by the Board, and is accountable to the Board for the authority delegated and the performance of the College.

The responsibilities of the CEO include the: -

- a) implementation of Board approved strategies;
- b) implementation of Board approved policies;
- c) development of operational policies for the efficient management of the College;
- d) management of the staff of the College;
- e) day-to-day financial management of the College;

- f) effective management of the College's assets;
- g) compliance with WHS requirements, other legislative and regulatory requirements and the College's own policies and procedures in its day-to-day activities;
- h) requirement to report systematically, openly and fully to the Board on the College's progress towards meeting its corporate objectives and towards its shorter- and medium-term plans such as the annual budget, strategic plan and statement of strategic intent.

6. COMMUNICATIONS BETWEEN THE BOARD AND SENIOR LEADERSHIP TEAM (EXECUTIVES)

- 6.1** An appropriately free flow of information between members of the Executive, the Board and individual Directors, founded on trust and the highest standards of professional conduct, is important for the efficient and effective governance and operation of the College. The College encourages the flow of such information to occur via the President and CEO.
- 6.2** All official communications to members of the Executive from the Board are to be signed by the President on behalf of the Board.
- 6.3** Under no circumstances should individual Directors seek to improperly influence the decisions or activities of members of the Executive.
- 6.4** A detailed exposition of the proper roles of the Board and executive management, including members of the Senior Leadership Executive, is set out in the Board and Executive Role Clarity Statement. This clause 6 should be read alongside the Board and Executive Role Clarity Statement.

7. ROLE OF THE PRESIDENT

- 7.1** The President of the College is elected by the Members initially as the President-Elect pursuant to the provisions of the Constitution and the College's By-Laws on Nomination and Election Procedures, and is the Chair of the Board.
- 7.2** There is no formal position under the College's Constitution of "past-President" or "past-Chair" (howsoever designated). Holders of such "positions" must take care not to represent themselves officially as such because it may cause misunderstanding as to their authority to act on behalf of the College.
- 7.3** The President and the President-Elect must act with independent and unfettered judgement at all times.
- 7.4** Good governance practice dictates that the President, or the President-Elect, must not also be the CEO of the College.
- The role and responsibilities of the President include:
- a) determining the agenda for Board meetings;
 - b) chairing Board meetings.
 - c) chairing the Annual General Meeting of the College;
 - d) providing leadership to the Board and the College;
 - e) ensuring the efficient organisation and conduct of the Board;
 - f) facilitating Board discussions to ensure core issues facing the College and matters for which the Board is accountable and responsible are addressed;
 - g) briefing all Directors in relation to issues arising out of Board meetings;
 - h) facilitating the effective contribution and ongoing development of all Directors;
 - i) promoting consultative and respectful relations between Board members and between the Board and staff of the College;

- j) providing guidance and advice to the CEO as required;
- k) representing the Board and the College in meetings with Members and other stakeholders; and
- l) taking the lead in the governance of the College and its College Bodies.

All correspondence emanating from the College addressed to Government Ministers must be sent under the name of the President, recognising that there may be instances that letters from the College will be sent jointly under the name of the President and the President of the relevant College Body.

In the absence of the President, the President-Elect is to assume the role and responsibilities of the President.

8. RESPONSIBILITY OF INDIVIDUAL DIRECTORS

- 8.1** The Board are directors of an Australian incorporated public company (limited by guarantee) and as such, each Director is subject to the provisions of the Corporations Act and the regulatory powers vested in the Australian Securities and Investments Commission and the Australian Charities and Not-for-profits Commission at all times when acting as a Director.
- 8.2** Directors must comply with their legal, statutory and equitable duties and obligations when discharging their responsibilities as Directors. Broadly these include:
- a) acting in good faith in the best interests of the College as a whole, not in the interests of other parties including parties that may have elected them to the Board. The concept of the College as a whole recognises that the College covers two countries and is made up of various Divisions, Faculties, Chapters and other bodies;
 - b) acting with care and diligence and for proper purpose;
 - c) avoiding conflicts of interest wherever possible; and
 - d) refraining from making improper use of information gained through the position of Director and from taking improper advantage of the position of Director.
- 8.3** Directors must be committed to the values, purpose and objectives of the College and to the principles of good governance.
- 8.4** Directors must bring an independent mind to consideration of all matters before the Board and the judgement to be able to oversee, monitor and counsel the performance of Management without becoming involved in the matters that have been delegated to the CEO and staff of the College.
- 8.5** Directors must support the letter and spirit of Board decisions. Each Director commits to the concept of collective responsibility in the Board's decision-making processes. While Directors are to try to reach consensus on all decisions, all Directors must support and abide by the majority decisions of the Board in such instances where consensus is not achieved. Directors must respect the contributions of other Directors to Board debate and discussion. Directors must debate issues openly and constructively and be free to question or challenge opinions presented at meetings that differ from their own but ultimately collective responsibility is intended to prevail to ensure due process.
- 8.6** Directors must ensure they have sufficient time available to diligently undertake the responsibilities of a Director, be adequately prepared for all Board meetings and be prepared to respond within required timeframes to requests.
- 8.7** Directors must all use reasonable endeavours to attend all Board meetings, advising the President and the Secretary in advance of a meeting if they are to be absent. If a Director knows they are to be absent from a future meeting or meetings of the Board, formal Leave of Absence must be sought from the President in advance of that meeting or meetings.
- 8.8** If Leave of Absence has not been granted, a casual vacancy is taken to arise if a Director is absent for three consecutive Board meetings (other than Board meetings called on less than 48 hours' notice).

8.9 Directors must keep all Board information, discussions, deliberations and decisions, which are not publicly known, confidential. Board papers and minutes of Board meetings must not be provided to any party outside of the Board, the CEO, the Secretary, the General Counsel and the College's external auditors without the consent of the President.

8.10 Directors must at all times comply with their duties and obligations as directors of the Company under statute, common law and the Company's constitution to disclose certain interests to the Board and avoid conflicts of interest. The duties of the Directors also include a duty of confidentiality owed to the College.

9. CONFLICTS OF INTEREST

9.1 Directors must:

- a) disclose to the Board any actual or potential conflict of interest which may exist, or be thought to exist, as soon as they become aware of the issue;
- b) take any necessary and reasonable measures to try to resolve the conflict; and
- c) comply with the Corporations Act provisions, common law, Constitution and College policy on disclosing interests and restrictions on voting.

9.2 If an actual conflict, potential or perceived conflict situation exists, it is expected that the conflicted Director absents themselves from the meeting while the Board discusses the matter, and decides on the level of involvement of the Director in the subsequent decision-making process.

9.3 If the Board determines that the involvement of a Director in the Board's consideration of the matter would give rise to a conflict, then the conflicted Director must not receive any information about the matter and is not entitled to participate in any discussions nor decision making in relation to that matter.

10. ACCESS TO INFORMATION AND INDEPENDENT ADVICE

10.1 Subject to the terms of this clause 10, Directors may access such information and seek such independent professional advice as they individually or collectively consider necessary to fulfill their responsibilities and permit independent judgement in decision-making.

10.2 Directors are entitled to access the CEO at any time to request relevant and additional information or seek explanations.

10.3 Requests for Information

- a) Certain College information must be provided to Directors to assist Directors to meet their obligations as directors under the Corporations Act and ACNC Act. Such information should be provided promptly absent any overriding legal prohibition on doing so (such as confidentiality obligations imposed by Part 9.4AAA of the Corporations Act).
- b) All requests for access to College information and documents are to be made through the CEO. The CEO may seek independent legal advice to aid their consideration of the request for access.
- c) If, in the CEO's reasonable opinion, a request for information made under clause 10.3(b) has not been made for a proper purpose, the CEO must refer the request to the President for the Board's consideration.
- d) As part of its consideration of a request referred under clause 10.3(c), the Board, via the President, must seek to clarify with the relevant Director the purpose for which they requested access under 10.3(b).
- e) The request contemplated by clause 10.3(c), together with any clarification provided under clause 10.3(d), must be discussed at a meeting of the Board. The discussion is to be led by the President who must ensure the merits of the request are fully examined.
- f) At the conclusion of the discussion contemplated by clause 10.3(e), the Board must:
 - resolve to allow access to the documents or information requested; or
 - seek independent legal advice as to the appropriateness of allowing

access to the documents or information requested; or

- resolve to deny access to the documents or information requested.

g) All Directors must respect the decision of the Board under clause 10.3(f). If the Board resolves to deny access, the Director who made the request under clause 10.3(b) must not request access to the same documents or material on a future occasion for the same purpose.

10.4 Directors are entitled to have access to external auditors, without management present, to seek explanations or additional information.

10.5 Directors are entitled to seek independent professional advice at the College's expense in accordance with the procedures approved by the Board from time to time. Such independent professional advice must be necessary to allow Directors to fulfil their responsibilities as Directors, and to permit independent and informed judgement in decision making.

10.6 Notwithstanding clause 10.5, the office of the General Counsel of the College should be the primary source of legal advice provided to Directors.

11. ROLE OF THE SECRETARY

11.1 The Board shall appoint and remove a Secretary for the purposes of the Corporations Act.

11.2 Through the CEO the Secretary is to advise the Board, the President and individual Directors on all matters of corporate governance and compliance.

11.3 The Secretary's advice and services are available to all Directors and Board Committees.

11.4 The Secretary is to take minutes of all meetings held and keep records of all reports and papers submitted to the Board, preparation of which is primarily the responsibility of the Secretary acting under the supervision of the President and CEO. Any dissenting Director is entitled to have his or her opinion recorded in the minutes.

11.5 Directors are to work efficiently and cohesively with the Secretary to ensure that minutes of each meeting are finalised within one month of the date of the meeting. The minutes should be drafted in neutral terms and be a relatively complete account of the key points and topics of discussion of the meeting but should not be a transcript. The minutes should record the decisions made by the Board together with the processes by which those decisions have been reached.

12. REVIEW OF THE BOARD

12.1 The performance of the Board must be internally reviewed annually and externally reviewed at least each two years.

12.2 The evaluation should at least:

- a) review the Board's role and processes;
- b) review the Board Committees appointed to support the Board;
- c) review the Board, President and President-Elect performance including the performance of the Board's Committees and other Board appointed bodies, and the governance processes that support the operation of the Board;
- d) conduct peer and skill and experience reviews of the Directors and Board committee members.

13. PROCEDURES

13.1 As provided by the Constitution, the Board may meet for the transaction of business and adjourn and otherwise regulate its meetings as it thinks fit.

- 13.2** A quorum for Board meetings is one-half of the total membership of the Board (excluding those disqualified from voting), unless determined otherwise by Directors.
- 13.3** Directors' meetings may be held with one or more of the participants taking part by telephone, or by video conference, when each of the participants is able to read the written contributions of each other participant or to hear and speak to each other participant.
- 13.4** A meeting of the Board may only be held in this manner where all of the Directors (other than any on leave of absence or disqualified from attending the meeting) have access to the communication facilities to be used for the meeting.
- 13.5** Directors may pass or approve resolutions of the Board by written resolution by adopting the procedures set out in the relevant section of the College's Constitution.

14. DEFINITIONS

The Board may review this Charter every three years or such other period as the Board determines and approve any amendments agreed.

ACNC Act	means the <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth) and any regulations, rules or other subordinate instruments made under it.
Annual Financial Reports	means the annual financial reports required to be prepared by the College under the ACNC Act.
Annual Report	means the annual report to members on the activities and financial position of the College.
Board	means the board of Directors.
Board and Executive Role Clarity Statement	means the Board and executive role clarity statement as amended from time to time.
Board Committee	means standing or ad hoc committees delegated functions, powers or discretions of the Board by the Board, comprising such persons as the Board determines.
CEO	means the Chief Executive Officer of the College.
Charities Act	means the <i>Charities Act 2013</i> (Cth) and any regulations, rules or other subordinate instruments made under it.
Code of Conduct	means the College's code of conduct first approved by the Board on 8 August 2013 and as amended from time to time.
College	means The Royal Australasian College of Physicians (ACN 000 039 047), an incorporated body limited by guarantee.
College Body	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.
College Body Member	means a person appointed as a member of a College Body.

Constitution	means the Constitution of the College adopted in May 2007 as amended in May 2008, May 2009, May 2012, May 2015, May 2016 and May 2017.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) and any regulations, rules or other subordinate instruments made under it.
Director	has the meaning given to that term by the Constitution.
Fellow	has the meaning given to that term by the Constitution.
General Counsel	means the individual appointed from time to time as the College's general counsel.
Management	means the Senior Leadership Executive and the senior management team of the College.
Member	means a Member of the College as defined by clause 2.2 of the Constitution.
President	has the meaning given to that term by the Constitution.
President-Elect	has the meaning given to that term by the Constitution.
Secretary	has the meaning given to that term by the Constitution.
Senior Leadership Executive	means the senior executive management team of the College.
Strategic Plan	means the plan, to be approved by the Board of the College, setting out the College's long term (more than 3 years) strategic vision and the proposed pathway to realisation of that vision.
Whistleblower Policy	means the College's whistleblower policy first approved by the CEO on 23 December 2019 and as amended from time to time.

Approved by the Board of the College on the 26th day of August 2010
Last Updated on 19 March 2021

Board Charter History		
Commencement of By-Law		
This By-Law was approved by the Board of the College on 26 August 2010 and commenced on that date.		
Subsequent amendments to By-Law		
Item	Amendment	Commenced
1	Update of College Committee names as approved by the Board, 4.3j), 4.3j) and 4.3k) The addition of committees established since 26 August 2010 4.3j), 4.3m) and 4.3n) The addition of Directors' entitlements to attend any of the Board's standing committees (if not a member) in the capacity as an observer. Standing committee papers will be posted to the Directors' share site	27.03.2013
2	Removal of:- 4.3(n) Regional Chairs Committee and inclusion of:- <ul style="list-style-type: none"> • Risk Management Committee; and • Board Nominations Committee (as required) 	06.12.2013
3	Inclusion of a delegation of authority to Standing Committees and to the Divisional and Faculty Councils to allow each to undertake operational matters on behalf of the Board in the best interests of the College and its Members. The precise nature of delegation will be resolved by the Board following consultation with the relevant College Body.	06.12.2013
4	Ethics Committee has been included at 4.3 (g), History of Medicine Library Committee has been removed at 4.3 (h), Board Nominations Committee (as required) has been removed at 4.3 (o) and replaced with the College Council (as a peak advisory body to the Board).	04.02.2016
5	Amendment to clause 9.2 to affect a changed process for Directors to seek independent professional advice.	08.04.2016
6	Amend clause 11.1 and 11.2 to more clearly inform the Board performance review process. Approved by the Board on 7/8/2020	07.08.2020
7	Amend By-Law generally to more clearly inform, among other things: <ul style="list-style-type: none"> • the role of the Board and Senior Leadership Executive; • Board accountabilities and responsibilities; • communications between the Board and Senior Leadership Executives; and • the procedure Directors are to follow to request College information. Amend By-Law generally to improve clarity and consistency with Constitution, together with amendments generally directed to enhancing the governance of the College.	11.12.2020
8	Inserted Board Succession Planning section at section 3.7. Approved by the Board on 19/3/2021	19.03.2021