

Board Charter By-Law

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References/Legislation:

- Australian Accounting Standards
- Australian Charities and Not-for-profits Commission Act 2012 (Cth) (the ACNC Act)
- Charities Act 2005 (NZ)
- Companies Act 1993 (NZ)
- Corporations Act 2001 (Cth)

Associated RACP Documents:

- Annual Board Reporting Schedule
- RACP Constitution
- CEO Performance Management Framework
- Code of Conduct (as amended March 2025)
- College Office Holder Travel and Expense Allowances Policy
- Conflicts of Interest Policy
- Compliance Framework
- Financial Delegations Schedule
- Governance of College Bodies By-law
- Media and External Communications Policy
- Nomination and Election Process By-law
- Non-Financial Delegations Schedule
- Procedures for Directors to obtain independent advice
- Risk Management Framework
- Risk Management Policy
- RACP Policy Framework and Document Control Procedure
- Privacy Policy
- Travel Policy and Guideline
- Whistleblower Policy

Applicability: Australia and Aotearoa New Zealand

Note: This is a controlled document within the RACP Policy Framework. The Framework covers all RACP policies, procedures, by-laws, terms of reference, guidelines, forms and so forth. Any new documents or amendments of existing documents or changes to approver, owner, or area of college, must be done in accordance with the RACP Policy Framework and Document Control Procedure.

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1. INTRODUCTION

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. 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.

2. PURPOSE

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.

The Board reserves some matters for itself for decision and has delegated authority for other matters to College Bodies and to the Chief Executive Officer (CEO).

Board behavioural standards are also described in the Charter, with the consequences of breaches of the same also outlined, including sanctions the Board may place on Directors.

3. SCOPE

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 focusing on issues critical to the College's success.

The Charter's scope is such that it describes the key attributes of the Board and the standards expected of Directors, in achieving the above.

4. BOARD COMPOSITION

- 4.1 The Constitution specifies the composition of the Board. Most positions, including that of the President-elect, are elected by the Members of the College.
- 4.2 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.
- 4.3 In the context of this Charter, an Appointed Director is a Director who is not a Member, and is independent of management.
- 4.4 It's expected that the Board will source and appoint external Directors for the purpose of providing a broad range of skills and contemporary governance experience. This may be in the form of Chairs of various key Board Committees, with appropriate delegations of authority to act.

5. BOARD ACCOUNTABILITIES AND RESPONSIBILITIES

The following accountabilities and responsibilities have been adopted by the Board, without limiting other duties set out in the Constitution. The discharge of some or all of these accountabilities and responsibilities may be delegated, but accountability and responsibility remain with the Board.

5.1. Strategy and Planning

- 5.1.1 To consider the College's strategic position, current strategies and any alternative strategies proposed with a view to furthering the objectives of the College.
- 5.1.2 To oversee the implementation of the College's current strategies with a view to furthering the objectives of the College.
- 5.1.3 Lead development of the College's Strategic Plan from time to time and review the Strategic Plan at least annually.
- 5.1.4 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.
- 5.1.5 Approve strategic plans, major projects, and capital expenditure.

5.2. Capital Management

- 5.2.1 Review & approve the annual budget of the College.
- 5.2.2 Review & approve major transactions not included in the annual budget or outside the ordinary course of business.
- 5.2.3 Review & approve the leasing, purchase or sale of buildings or other major capital expenditure commitments.

- 5.2.4 Review & approve the College entering any other financial arrangements such as borrowings, currency hedging or other financial instrument contracts.

5.3. Material Relationships

- 5.3.1 Approve external alliances and oversee the management of all external alliance relationships.
- 5.3.2 Oversee the College's relationship with its Members.
- 5.3.3 Define the role of the CEO and source, select and appoint.
- 5.3.4 Ensure a market-based, fair and transparent process has been implemented to set the remuneration and contract of employment for the CEO.
- 5.3.5 Review the CEO's performance and provide any counselling and mentoring as required.
- 5.3.6 Determine the appropriate course of action to be taken when the CEO is deemed to be underperforming, which may include termination of employment.

5.4. Director Appointment

- 5.4.1 Require a fair and transparent election process within the College that nominates and selects member candidates for the Board who are "fit and proper persons" and not otherwise disqualified from being a director under the Corporations Act and the Constitution.
- 5.4.2 Ensure that all member candidates have completed all pre-requisite training and qualifications required by the Board to undertake the role of Director and continue to maintain their currency.
- 5.4.3 Undertake a market-based, fair and transparent process for sourcing, selecting and appointing external Directors based on the Board Competency & Skills Matrix - Independent Directors, with a view to filling the gaps present at that time.
- 5.4.4 Formally appoint elected members to the Board in accordance with the Constitution.
- 5.4.5 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 is to be approved by the Board and must include, among other things:

- a) Material addressing the legal duties of directors including under the Corporations Act, the common law and ACNC Act;
- b) Material addressing the protections afforded to Whistleblowers under Part 9.4AAA of the Corporations Act and the Whistleblower Policy;
- c) 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
- d) Material addressing the proper role of the Board and the Senior Leadership Executive as set out in the Board and Executive Role Clarity Statement, and
- e) Behavioural expectations around the delineation of the CEO (and their staff) and the Board; and using their Director role for gain other than the best interests of the College.

5.4.6 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.

5.5. Financial Reporting and Audit

5.5.1 Approve Annual Financial Statements and the Annual Report.

5.5.2 Appoint external auditors and agree their remuneration.

5.5.3 Agree the scope of the external audit each year.

5.5.4 Review the financial controls environment, audit and compliance resources, structures and processes and consider and approve any changes.

5.5.5 Review any significant audit and compliance issues identified and approve any action and remediation plans proposed.

5.5.6 Some or all of the above accountabilities and responsibilities may be delegated to the Board's Finance and Risk Management Committee (FRMC) for consideration.

5.5.7 Report any Related Party Disclosures, as required under Accounting Standard AASB 124.

5.6. Performance Monitoring

5.6.1 The Board, working with the CEO, develops an annual CEO Performance Agreement comprising financial and non-financial Key Performance Indicators (KPIs) for the College; performance is to be reported to the Board by the CEO.

- 5.6.2 Quarterly performance updates and an annual review of the College's performance against those KPIs is conducted with the CEO.
- 5.6.3 Consider and approve any action or remediation plans to be implemented by Management in respect of the College's performance.
- 5.6.4 Regularly receive information from Management in relation to Board Committee work and review the performance of Board Committees established to carry out Board delegated duties.

5.7. Board Succession Planning

- 5.7.1 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.
- 5.7.2 Board succession planning will be informed by the Board and peer assessment process; Board performance review; skills and experience register; recruitment process (expressions of interest, external agency or potential director list); and induction and professional development and training programs.

5.8. Risk Management and Compliance

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

5.9. Board Process and Policies

- 5.9.1 Define and approve the role and responsibilities of the College Bodies (Board Committees) that are accountable directly to the Board and ensure appropriate bylaws or terms of reference, as appropriate, have been adopted by other College Bodies.

- 5.9.2 Approve delegated authorities to College Bodies and to the CEO.
- 5.9.3 Approve policies dealing with Directors' liabilities, indemnity and insurance.
- 5.9.4 Approve any other policies or by-laws deemed necessary for the good governance of the College and its College Bodies.

5.10. Matters Reserved

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

6. BOARD COMMITTEES AND OTHER COLLEGE BODIES

- 6.1 The Board may discharge any of its responsibilities through Board Committees 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 people and/or entities, but responsibility for that power remains with the Board and each individual Director.*

- 6.2 As a matter of principle, committees may be established to support the Board process, but not to duplicate the matters delegated to the CEO. Board Committees only provide advice and recommendations to the Board and do not decide policy unless expressly authorised by the Board.
- 6.3 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, responsibilities and functions 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.
- 6.4 Minutes for all Board Committee meetings must be published to the Directors' share site for the information of each Director (noting that minutes published 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.

- 6.5 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.
- 6.6 All College Bodies are to have access to sufficient resources to carry out their activities and responsibilities in an effective manner.
- 6.7 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. The Board may wind up a Committee by a resolution or request reporting to the Council if deemed more appropriate.

7. THE BOARD & CHIEF EXECUTIVE OFFICER (CEO)

- 7.1 The CEO is responsible for running the day-to-day affairs of the College under delegated authority from the Board and for implementing the policies and strategy set by the Board. In carrying out the CEO's responsibilities, the CEO is to provide the Board with information in a timely and clear manner, and all reports to the Board must present a true and fair view of the College's financial condition and operational results.
- 7.2 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:

- 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, and
- 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.

8. COMMUNICATIONS BETWEEN THE BOARD AND EXECUTIVE

- 8.1 An appropriately free flow of accurate information between members of the Senior Leadership Executive, the Board and individual Directors 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 Chair and CEO.
- 8.2 Directors may make relevant inquiries in relation to information provided to them and as a courtesy it is requested that Directors notify the Chair and CEO of such requests, except where there is a conflict of interest.
- 8.3 All official communications to members of the Senior Leadership Executive from the Board are to be signed by the Chair on behalf of the Board and be communicated via the CEO. This includes interactions with the General Counsel.
- 8.4 Under no circumstances should individual Directors seek to improperly influence the decisions or activities of members of the management.
- 8.5 A detailed exposition of the proper roles of the Board and management is set out in the Board and Executive Role Clarity Statement. This clause should be read alongside the Board and Executive Role Clarity Statement.

8.6. Board and Executive Role Clarity Statement

- 8.6.1 The Chair has a primary responsibility to foster and maintain a constructive and effective culture in the best interests of the College. The Board and management are bound by the RACP Code of Conduct and Civility Statement.
- 8.6.2 The Board shall have an oversight role and can make proper inquiry in relation to any information provided to them. The Senior Leadership Executive should conduct their work on the basis that the Board's role is to monitor, question, probe issues, seek clarification, offer insight and share its knowledge and experience.
- 8.6.3 The Board shall hold the Senior Leadership Executive to account via the CEO.
- 8.6.4 Board Directors rely on the Senior Leadership Executive to share in a timely manner all material information needed for decision making to allow the Board to effectively fulfil their obligations as Directors via the CEO.

9. ROLE OF THE PRESIDENT

- 9.1 The President of the College is elected by the Membership, pursuant to the provisions of the Constitution and the College's Nomination and Election By-Laws. The President is currently the Chair of the Board.
- 9.2 Former Chairs or Presidents do not hold a current or ongoing position (for example, as Past President or similar title) under the College's Constitution (howsoever designated). Former 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.
- 9.3 The President and the President-elect must always act with independent and unfettered judgement.
- 9.4 Good governance practice dictates that the President, or the President-elect, must not also be the CEO of the College.

Unless the two roles of President and Chair are separated by Constitutional change, the role and responsibilities of the President as Chair 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.
- 9.5 All correspondence from the College addressed to Government Ministers must be sent under the name of the President, recognising that there may be instances where 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.

10. RESPONSIBILITY OF INDIVIDUAL DIRECTORS

- 10.1 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.
- 10.2 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 or self-interest.
 - 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.
- 10.3 Directors must be committed to the values, purpose and objectives of the College and to the principles of good governance.
- 10.4 Directors must bring an independent mindset 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 Management.
- 10.5 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 must attempt to reach consensus on all decisions, all Directors must support and abide by the majority decisions of the Board in cases where consensus is not achieved. Directors must respect the contributions of other Directors to Board debate and discussion. Directors must discuss issues

openly and constructively using effective dialogue-based conversation and be free to question or challenge views presented at meetings that differ from their own, but ultimately collective responsibility is intended to prevail to ensure due process.

- 10.6 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.
- 10.7 Directors must use all reasonable endeavours to attend all Board meetings, advising the Chair and the Secretary in advance of a meeting if they are to be absent. If a Director knows they will be absent from a future meeting or meetings of the Board, a formal leave of absence must be sought from the Chair in advance of that meeting, or meetings.
- 10.8 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).
- 10.9 Directors must keep all Board information, discussions, deliberations, and decisions that 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 Chair.
- 10.10 Directors must at all times comply with their duties and obligations as Directors of the College under statute, common law and the College'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.

11 DIRECTOR BEHAVIOUR

- 11.1 Directors generally are held to a higher standard of behaviour than employees and their managers, necessitating absolute compliance with the relevant standards. Directors are therefore required to always adhere to the Code of Conduct By-Law while conducting themselves on College business, including Board meetings, College Bodies, as well as day to day interaction with staff, contractors, members, and volunteers of the college.
- 11.1 The Board has adopted, as part of this Charter, the College Greivance Resolution Procedure consistent with the application of the same throughout the College proper. Any Director that has an interpersonal issue or grievance with any other Director or committee member is required by this Charter to attempt to resolve the matter in accordance with the above.

- 11.2 The use of Whistleblower Disclosures by Directors is to be limited to the proper purpose and use of the same and must not be used for the purpose of dealing with interpersonal grievances of any kind.
- 11.2 Any alleged breach of the Code of Conduct will be the subject of investigation conducted by the Chair, or the Chair of Finance & Risk Committee if conflicted.
- 11.3 Any Director found by the Board to be in breach of any clause of the Code of Conduct, and/or repeated breaches of the same clause of the Code of Conduct, shall be subjected to one or all of the following sanctions, which are enforceable by the Board:
- a) The issuance of a First Written Warning to request the behaviour ceases.
 - b) The issuance of a Second Written Warning to complete professional development or training to rectify behaviour.
 - c) The issuance of a Third & Final Written Warning and stand-down from all Board duties for a period to be determined by the Board, pending a decision of continuity of engagement as a Director, and/or
 - d) Dismissal as a Director, and
 - e) Publication to the broader membership of the sanction(s) applied.

12. CONFLICTS OF INTEREST

- 12.1 Directors must provide disclosure to the Board of any actual, potential, or perceived conflict of interest and take any necessary and reasonable measures to try to resolve the conflict in accordance with the Conflicts of Interest Policy.
- 12.2 Directors must comply with the Corporations Act provisions, common law, the Constitution and College policy on disclosing interests and restrictions on voting.

13. ACCESS TO INFORMATION & INDEPENDENT ADVICE

- 13.1 Subject to the terms of this clause 12, 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.
- 13.2 Directors are entitled to contact the CEO at any time to request access to relevant and additional information or seek explanations.

13.3 Requests for Information

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 in writing, and the information is to be provided within a reasonable timeframe. As a courtesy it is requested that the Chair and CEO are notified of such a request except where conflicted. The Chair and 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 13.3(b) has not been made for a proper purpose, the CEO must refer the request to the Chair for the Board's consideration.
 - d) As part of its consideration of a request referred under clause 13.3(c), the Board, via the Chair, must seek to clarify with the relevant Director the purpose for which they requested access under 13.3(b).
 - e) The request contemplated by clause 13.3(c), together with any clarification provided under clause 13.3(d), must be discussed at a meeting of the Board. The discussion is to be led by the Chair who must ensure the merits of the request are fully examined.
 - f) At the conclusion of the discussion contemplated by clause 13.3(e), the Board must:
 - i. resolve to allow access to the documents or information requested; or
 - ii. seek independent legal advice as to the appropriateness of allowing access to the documents or information requested; or
 - iii. resolve to deny access to the documents or information requested.
 - g) All Directors must respect the decision of the Board under clause 13.3(f). If the Board resolves to deny access, the Director who made the request under clause 13.3(b) must not request access to the same documents or material on a future occasion for the same purpose.
- 13.4 Directors are entitled to have access to external auditors, without management present, to seek explanations or additional information.
- 13.5 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.

- 13.6 Notwithstanding clause 12.5, the office of the General Counsel of the College is the primary source of legal advice provided to Directors. The Chair must be notified of requests to the General Counsel, unless conflicted, in which case the CEO is to be notified. Director access to the General Counsel for legal advice pertaining to personal or private matters, not related to College business, is prohibited.

14. ROLE OF THE SECRETARY

- 14.1 The Board shall appoint and remove a Secretary for the purposes of the Corporations Act.
- 14.2 The Secretary is to advise the Board, the Chair and individual Directors on all matters of corporate governance and compliance.
- 14.3 The Secretary's advice and services are available to all Directors and Board Committees.
- 14.4 The Secretary is to take minutes of all Board meetings held and keep records of all reports and papers submitted to the Board, the preparation of which is primarily the responsibility of the Secretary acting under the supervision of the Chair and CEO. Any dissenting Director is entitled to have their opinion recorded in the minutes.
- 14.5 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. The process comprises:
- a) Draft minutes are provided to the Chair and CEO for initial review.
 - b) The Chair-approved draft minutes are then issued to the Board as Unconfirmed minutes for the Board to review.
 - c) The Unconfirmed minutes are published at the next meeting for confirmation.
 - d) The Board encourages record keeping by a validated Board AI recording tool.

15. REVIEW OF THE BOARD

- 15.1 The performance of the Board must be internally reviewed annually and externally reviewed at least every two to three years.

15.2 The evaluation should at least:

- a) Review the Board's role and processes
- b) Review the Board, the Chair, President and President-elect performance including the governance processes that support the operation of the Board
- c) Conduct individual peer reviews of Directors
- d) Conduct annual skill and experience reviews of the Directors.

16. MEETING PROCEDURES

- 16.1 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.
- 16.2 A quorum for Board meetings is one-half of the total membership of the Board (excluding those disqualified from voting), unless determined otherwise by the Directors.
- 16.3 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.
- 16.4 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.
- 16.5 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.
- 16.6 The Board Directors may only vote "yes" or "no" on circular resolutions, except in extraordinary circumstances.

17. REVIEW OF POLICY

- 17.1 This policy will be reviewed every three years or as required in the event of legislative changes or requirements. The policy may also be changed as a result of other amendments.
- 17.2 Staff and members of the College may provide feedback about this document by emailing RACPPolicy@racp.edu.au.

18. DEFINITIONS

ACNC Act – the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)* and any regulations, rules or other subordinate instruments made under it.

Annual Financial Reports – the annual financial reports required to be prepared by the College under the ACNC Act.

Annual Report – the annual report to members on the activities and financial position of the College.

Board – the Board of Directors.

Board and Executive Role Clarity Statement – the Board and Executive role clarity statement as amended from time to time.

Board Committee – standing or ad hoc committees delegated functions, powers or discretions of the Board by the Board, comprising such persons as the Board determines.

CEO – the Chief Executive Officer of the College.

Charities Act – the *Charities Act 2013 (Cth)* and any regulations, rules or other subordinate instruments made under it.

Code of Conduct – the College's code of conduct first approved by the Board on 8 August 2013 and as amended from time to time.

College – The Royal Australasian College of Physicians (ACN 000 039 047), an incorporated body limited by guarantee.

College Body –

- the Council of each Division or Faculty
- the Committee of each Chapter formed within a Division or Faculty
- each Board Committee, and
- each Committee, sub-committee, working group, expert advisory group or other sub-group formed under the auspices of any of the above, whether limited in time or purpose.

College Body Member – a person appointed as a member of a College Body.

Constitution – the Constitution of the College adopted in May 2007 as amended from time to time.

Corporations Act – the *Corporations Act 2001 (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 – the individual appointed from time to time as the College's general counsel.

Management – the Senior Leadership Executive and the senior management team of the College.

Member – 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 Management Team – the senior management team of the College.

Strategic Plan – 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 – the College's whistleblower policy first approved by the CEO on 23 December 2019 and as amended from time to time.

19. HISTORY

- a) **Revision 1.0 (26.08.2010):** This By-Law was approved by the Board of the College on 26 August 2010 and commenced on that date.
- b) **Revision 2.0 (27.03.2013):** Updated College Committee names as approved by the Board (sections 4.3(i), 4.3(j) and 4.3(k)). Added committees established since 26 August 2010 (sections 4.3(l), 4.3(m) and 4.3(n)). Added 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.
- c) **Revision 3.0 (06.12.2013):** Removal of 4.3(n) *Regional Chairs Committee* and inclusion of:
 - d) *Risk Management Committee*; and
 - e) *Board Nominations Committee* (as required)
- f) Included 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 the delegation is to be resolved by the Board following consultation with the relevant College Body.
- g) **Revision 4.0 (04.02.2016):** Ethics Committee included at 4.3(g). History of Medicine Library Committee removed at 4.3(h). Board Nominations Committee (as required) removed at 4.3(o) and replaced with the College Council (as a peak advisory body to the Board).
- h) **Revision 5.0 (08.04.2016):** Amended clause 9.2 to affect a changed process for Directors to seek independent professional advice.
- i) **Revision 6.0 (07.08.2020):** Amended clauses 11.1 and 11.2 to more clearly inform the Board performance review process (approved by the Board on 7/8/2020).
- j) **Revision 7.0 (11.12.2020):** Amended By-Law generally to more clearly inform, among other things:
 - a. the role of the Board and Senior Leadership Executive
 - b. Board accountabilities and responsibilities
 - c. communications between the Board and Senior Leadership Executive; and
 - d. the procedure Directors are to follow to request College information. Also amended the By-Law generally to improve clarity and consistency with the Constitution, together with amendments directed to enhancing the governance of the College.
- k) **Revision 8.0 (19.03.2021):** Inserted Board Succession Planning section at section 3.7 (approved by the Board on 19/3/2021).
- l) **Revision 9.0 (23.06.2023):** Removed the term "community director". Included the Board and Executive Role Clarity Statement. Removed references to other policies, instead referring to the specific policy. Included related party disclosure requirements. Amended the Request for Information to reflect Board resolutions

of 25.03.2019 and 21.10.2022. Amended the provision of information to directors to align with sections 189 and 190 of the *Corporations Act 2001*. Removed duplication and made administrative amendments.

- m) **Revision 10.0 (28.02.2025):** The Board resolved at the 28 Feb 2025 meeting (Item 1.5.4) to include new clause 15.6 – “*The Board Directors may only vote ‘yes’ or ‘no’ on circular resolutions, except in extraordinary circumstances.*”
- n) **Revision 11.0 (14.04.2025):** The Board requested a full review and update of the Board Charter document by external consultants Humanistiqs to encapsulate various key recommendations from the report to the Board dated 4 April 2025 – Whistleblower & Code of Conduct Review and Recommendations, and the subsequent adoption by Board resolution at the meeting held on 2 May 2025.