

## INTRODUCTION MANUAL FOR CHAIRS OF COLLEGE BODIES

### 1. INTRODUCTION

The College is a public company limited by guarantee regulated by the *Corporations Act 2001 (Cth)*. It has obligations in respect of its operations and activities under this and other legislations.

The College governance structure comprises a large number of College Bodies<sup>1</sup>. These College Bodies are managed within the College under various By-laws. It is important that, despite the varying purposes and functions of these College Bodies, there is consistency in the manner in which decisions are made and in the governance of these Bodies.

The College is the sole legal entity and is responsible for all activities of the College. The Board of Directors of the College is the ultimate decision-making Body. The Divisions, Faculties and Chapters, their Councils and other College Bodies are not separate entities distinct from the College.

This introductory manual is intended as a guide for Chairs of College Bodies to facilitate the effective and efficient functioning and proper operation and decision-making process for their College Body. (Board Directors have been provided with other materials tailored to the responsibilities of Directors.)

### 2. THE DECISION-MAKING PROCESS

#### 2.1. Procedural Fairness

Often a College Body is required to make decisions that affect College Members, and Overseas Trained Physicians. This may include matters affecting training and admission to training or Fellowship.

Certain decisions are subject to reconsideration, review and appeal under the College's Reconsideration, Review and Appeals By-law. Other matters are the subject of complaint to or review by the College Standards Committee.

The College is committed to sound decision-making. Procedural fairness is a key element of sound decision making.

Procedural fairness requires a decision-maker to consistently follow a fair and proper process in reaching decisions. This makes a fair decision more likely, and a successful challenge less likely. It is not about the outcome of the process, or about the merit of the decision made, it is all about the process that is followed.

The College's commitment to procedural fairness is reflected in the College Reconsideration, Review and Appeal Process By-law.

Any queries about procedural fairness should be directed to the College Company Secretary at [companysecretary@racp.edu.au](mailto:companysecretary@racp.edu.au)

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<sup>1</sup> "College Body" in relevant College By-laws means:

- the Council of each Division or Faculty of the College;
- the Committee of each Chapter formed within a Division or Faculty;
- each Board Committee;
- 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.

## **2.2. General Decision Making**

It is important that a College Body follows a sound decision-making process whether or not the procedural fairness regime is a required element.

The Chair is responsible for ensuring the efficient organisation and conduct of all meetings of the College Body, and this includes the conduct of discussion and debate on a collegiate and informed basis.

While a ruling of the Chair of a meeting of a College Body on matters relating to the order of business and the procedure and conduct of the meeting is final<sup>2</sup>, it is expected that the Chair will allow full and unfettered debate, subject to the considerations of propriety and reasonable timing constraints. It is expected that College Body members contribute to and be allowed to participate fully in the discussion of agenda items.

Decisions by College Body members should always be made on an impartial and informed basis, and based upon relevant considerations. College Body members should abstain from participating in the decision-making process where they have a personal interest in the outcome of the matter or otherwise find themselves in a position of conflict of interest. (See Section 4 *Conflicts of Interest* below.)

## **2.3. Indemnity for Volunteers**

The College indemnifies Fellows and others carrying out the authorised activities of the College. The Deed of Indemnity is on the College's website.

## **3. EXPECTATIONS OF THE CHAIR OF A COLLEGE BODY**

The Chair of a College Body is expected to provide leadership to the group and: -

- ensure the efficient organisation and conduct of all meetings of the College Body;
- facilitate member discussions and debate;
- encourage respectful and collegial discussion while encouraging independence of mind in debate on College Body business;
- ensure that matters for which the College Body is responsible are addressed;
- ensure that all members contribute fully to meetings of the College Body, reminding members where necessary of the need to be fully prepared in advance of the meeting;
- act and encourage members to act, in the best interests of the College as a whole;
- ensure compliance with the College Conflict of Interest Policy and encourage College Body members to be vigilant in disclosing any actual, potential or perceived conflicts of interest;
- be diligent and adequately prepared for College Body deliberations;
- use the powers of their office only for proper purposes;
- act in good faith in line with College's Code of Conduct;
- be familiar with the College Constitution, By-laws, the College Code of Conduct and other College Policies and relevant material;
- understand and acknowledge the roles and responsibilities of the College Board, CEO and employees;
- engage with College Body colleagues and College employees with courtesy and respect;
- act in a manner becoming and not bring the College into disrepute; and
- promote the success and interests of the College.

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<sup>2</sup> Governance of College Bodies By-law.

However, note that a member or members of a College Body dissatisfied with the conduct of meetings of that Body may refer their complaint or concern to the College's Standards Committee.

College Body Chairs should be prepared to make more extensive commitments of time than their College Body colleagues, including time associated with agenda and general meeting preparation and general business of the College Body.

#### **4. CONFLICTS OF INTEREST**

All members of College Bodies are required to comply with the College Conflict of Interest Policy.

A “conflict of interest” exists when a member of the College Body has an interest in something inside or outside of the College that has a potential to influence how that member acts or votes on that body.

All members of a College Body have a duty to inform the body, through the Chair, of any actual, potential or perceived conflict of interest which may arise in relation to the work of the body, and the nature of the conflict.

The Chair of the body is responsible for establishing a process that involves the remaining meeting members, to assess whether a conflict of interest does in fact exist and, if so, its significance and any action that needs to be taken.

The Chair should remind members of the need to be vigilant in disclosing any actual or potential conflicts of interest. *Conflicts of Interest* should be a standing agenda item at all College Body meetings, with the College Conflicts of Interest Policy to be included in the meeting papers immediately after the agenda.

Chairs should familiarise themselves with the details of the College Conflict of Interest Policy and should encourage members to do likewise.

#### **5. RECORDING OF COLLEGE BODY MEETINGS**

A secretary, being an employee of the College, is appointed to each College Body by the CEO or his or her delegate.

The secretary assists the Chair to finalise meeting agendas, and collates and distributes meeting papers, keeps records of all reports and other papers submitted to meetings and assists the Chair and College Body members with the smooth functioning of the body. The secretary also takes minutes of all meetings of the College Body.

Minutes should not be a verbatim transcript of all discussions that took place at a meeting but it is extremely important that the minutes of the proceedings record not only the decision made, but also record, comprehensively and accurately, the reasons for reaching that decision.

Meetings must not be recorded electronically. (An exception applies for the College Appeals Committee and the College Standards Committee where a transcript of proceedings is taken. This is organised by the General Counsel.)

Minutes of the College Body must be signed by the Chair within a reasonable time after the meeting. After minutes are drafted by the secretary, the draft should be provided to the Chairman for review and once cleared, to other members for comment. After incorporation of members' comments and final review by the Chair, the minutes must be signed by the Chair, usually at the next succeeding meeting of the College Body, and kept by the secretary with the records of the College Body.

The process of drafting and review should be completed within a reasonable time following the meeting, but no longer than one month after the meeting.

College Bodies reporting directly to the Board have specific obligations under the *Corporations Act 2001 (Cth)* as to creation, signing and maintenance of minutes of their proceedings. They must by law: -

- keep minute books in which they record within one month, proceedings and resolutions of the College Body; and

- ensure that the minutes of the meeting are signed *within a reasonable time* by the Chair of the meeting or the Chair of the next meeting.

## **6. CONFIDENTIALITY**

College Body members are required to keep confidential all College Body information, discussions, deliberations and decisions which are not publicly known.

During each meeting, in determining the course of action to be taken on each item, the College Body should also, by resolution, determine whether, and if so to whom, the outcome of the deliberations should properly be disseminated.

The aim of confidentiality is not to stifle the flow of information but to ensure that information flows to Fellows and staff are properly managed by the College, rather than by individual Fellows.

Meeting papers and minutes of College Body meetings must not, without the express consent of the Chairman of the College Body, be provided to any party outside of the body, except to the College Body to which the Committee is accountable, the Board, the CEO, the secretary of the College Body, the College Company Secretary and the College's external auditors. The Chair may consult with the College Company Secretary before providing consent.

It is best governance practice for College Body members to return meeting papers to the secretary at the end of each meeting.

If members choose to retain their papers, those papers with any notes made by members may be requisitioned as evidence in court, and any ambiguous, inconsistent or incomplete records or notes may cause confusion or embarrassment in legal proceedings.

## **7. GENERAL**

A number of matters applying to all College Bodies are contained in the Governance of College Bodies By-law.

The Governance of College Bodies By-law applies to all College Bodies except as otherwise expressly provided in another Board-approved by-law applicable to the particular College Body. In the absence of any express provision to the contrary, the provisions of the Governance of College Bodies By-Law apply.

If a Chair of a particular College Body has any particular concerns or issues, or requires guidance on any particular matter, they may raise them at any time with the College Company Secretary.

## **8. REFERENCES AND LINKS**

[RACP Governance Documents](#)

[Board Policy](#)

[Governance Guides](#)

[RACP By-laws](#)