



**RACP**  
**Specialists. Together**  
EDUCATE ADVOCATE INNOVATE

# **CODE OF CONDUCT**

## **Board and Member**

## Contents

1. INTRODUCTION AND PURPOSE.....	3
2. DEFINITIONS.....	3
3. APPLICATION.....	4
4. THE CODE.....	4
5. REPORTS.....	6
6. DEALING WITH A REPORT.....	7
7. CONFIDENTIALITY.....	9
8. REVIEW/AMENDMENT OF THIS CODE.....	10

## 1. INTRODUCTION AND PURPOSE

Directors and Members of the College must observe and maintain the highest possible standards of behaviour or ethics and treat all members of the College community with fairness, dignity, and respect.

This Code sets the expected standards for membership of, and work at, the College.

As the Board should be an exemplar of appropriate behaviour and ethics, each Board Member is expected to role model these behavioural and ethical standards.

The Code does not anticipate every conduct related challenge that might arise, and it is not intended to be exhaustive. Should Directors and Members be uncertain as to how to act in any situation within the scope of this Code, they should contact the CEO, the President or, if the President is conflicted, the President Elect.

Directors and Members must comply with all College By-laws, Charters, Policies and Procedures.

Directors must comply with the duties and obligations as stated in the Constitution, the Corporations Act 2001 (Cth) and the ACNC Governance Standards.

## 2. DEFINITIONS

The following definitions apply unless the context requires otherwise.

<b>‘ACNC’</b>	means the Australian Charities and Not-for-Profits Commission
<b>‘Board’</b>	means the Board of Directors of the College
<b>‘CEO’</b>	means the Chief Executive Officer of the College
<b>‘Code’</b>	means this Code of Conduct
<b>‘College’</b>	means The Royal Australasian College of Physicians (ACN 000 039 047), an incorporated body limited by guarantee
<b>‘College Body’</b>	for the purpose of this Code only means: <ul style="list-style-type: none"><li>a. the Board of the College</li><li>b. the Council of each Division or Faculty of the College</li><li>c. the Committee of each Chapter formed within a Division or Faculty</li><li>d. each Board Committee</li><li>e. 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</li></ul>
<b>‘CSC’</b>	means the College Standards Committee
<b>‘Director’</b>	means any person appointed as a Director of the College
<b>‘Member’</b>	Has the same meaning as defined in the College’s Constitution
<b>‘Report’</b>	means a matter or concern reported by a Director or Member in accordance with clause 5

<b>‘Reporter’</b>	means the Member or Director or employee who makes the Report
<b>‘Subject’</b>	means the Member(s) or Director(s) against whom the Report is made
<b>‘Warning Process’</b>	means the process determined in accordance with clause 6.1 (b)

### 3. APPLICATION

This Code applies to all Directors and Members of the College. It does not apply to employees or contractors of the College.

The obligations set out in this Code apply to any situation where there is a connection with the College and/or where a Member’s and/or a Director’s behaviour adversely impacts, or has the potential to adversely impact, the College including behaviour:

- during College activities, including meetings of College Bodies and any dealing with other Members, employees, trainees and other stakeholders; and
- at College related events, including social events.

### 4. THE CODE

#### 4.1 Conduct and behaviour

Directors and Members must:

- (a) not engage in behaviour that could bring the College into disrepute;
- (b) foster an atmosphere conducive to good working relations;
- (c) respect the position of and delegation of responsibilities to any College Body or office holder;
- (d) carry out tasks or duties assigned to them by the College diligently and professionally;
- (e) comply with the lawful and reasonable directions of the College, including those set out in its policies and procedures from time to time;
- (f) comply with contractual obligations and other undertakings;
- (g) abide by the rules and standards of bodies empowered to regulate sectors in which the College operates.

#### 4.2 Respect for others

Directors and Members must:

- (a) act honestly;
- (b) treat all other persons fairly and with dignity, courtesy and respect;
- (c) not use offensive language or behaviour in the workplace;
- (d) not engage in any form of unlawful discrimination;
- (e) not engage in any form of bullying or harassment or physical or verbal conduct, which a reasonable person would deem to be unwelcome, offensive, humiliating, or intimidating;
- (f) not ignore actual or perceived behaviour that may be in breach of this Code of Conduct, but to act in good faith to overtly identify and report any such behaviour;

- (g) support colleagues who identify and report, in good faith, such behaviours; and
- (h) address complaints against other Directors or the College through the Code of Conduct and other policies of the College. Legal action should be considered as a last resort.

Directors and members must also comply with the College's 'Working Together' Policy when they are in contact with College employees or contractors.

### **4.3 Proper use of position and resources**

Directors and members must comply with their legal and statutory duties as officers of the College and its College Bodies. These legal and statutory duties include:

- (a) using their position at the College and the College's resources in a responsible manner;
- (b) acting in good faith and in the best interests of the College as a whole;
- (c) acting with due care and diligence and for a proper purpose; and
- (d) avoiding conflicts of interest or duty.

All Directors and members engaged in the operations or activities of the College must comply with the College's Conflict of Interest Policy.

### **4.4 Prohibition on improper gifts and entertainment**

When acting on behalf of the College or any of its College Bodies:

- (a) Directors and Members must not give, accept, or solicit gifts or benefits in circumstances that could be considered to give rise to undue influence or obligation; but
- (b) This Code does not prohibit Members or Directors from giving or accepting minor gifts and benefits provided that such expenditures:
  - (i) are solely aimed at building a general relationship and understanding;
  - (ii) are not intended, and could not be construed as, an attempt to influence improperly the performance of the recipient's role or function;
  - (iii) are given in an open and transparent manner;
  - (iv) comply with any relevant governmental law, regulation, rule, or code;
  - (v) do not include cash, loans or cash equivalents;
  - (vi) are accurately and transparently recorded;
  - (vii) would not embarrass the College if publicly disclosed; and
  - (viii) to the extent that such expenditures involve the provision of entertainment, are used for entertainment in a setting reasonable and appropriate for the persons involved.
- (c) In all circumstances, gifts of travel or accommodation must only be accepted with the approval of the President, or with the approval of the President Elect if the receiver is the President; and
- (d) If Directors or Members are in any doubt as to the appropriateness of any gift or entertainment, they should consult with the President or President Elect before it is given or accepted, or as soon as possible.

### 4.5 Confidential information

- (a) Except as required by law or other applicable regulations, Directors and Members must keep confidential the existence and details of Board, any College Body and any other College information, discussions, deliberations and decisions to the extent that they:
  - (i) are not publicly known; and
  - (ii) have not been approved for public release.
- (b) All other information that is not generally available concerning the activities, results or plans of the College must be used for authorised purposes only. Such confidential information should be treated and communicated with care and must not be disclosed outside the College unless authorised by the President or his/her nominee.
- (c) Directors and Members must treat as confidential all information given to the College or its College Bodies by stakeholders of the College.
- (d) The College is committed to the protection of individual privacy. The College, its Directors, and Members must comply with the privacy or data protection laws of those jurisdictions in which the College operates. Directors and Members must observe the College Privacy Policy.
- (e) These obligations of confidentiality continue after Directors and Members retire from or otherwise leave the College and/or its College Bodies but shall cease to apply to confidential information that may come into the public domain other than through wrongful disclosure.

### 4.6 Protection and proper use of College assets

- (a) Directors and Members must use reasonable endeavours to protect the assets and resources of the College and to ensure their efficient use for legitimate College purposes. Any suspected (on reasonable grounds) instances of fraud or theft should be reported immediately.
- (b) Directors and Members must protect the assets of the College (including proprietary information such as intellectual property, strategic plans, employee information, and any other information concerning the College that is not generally known to the public).
- (c) This obligation to protect the College's assets continues after Directors and Members retire from the College or its College Bodies.

## 5. REPORTS

### 5.1 College commitment

The College is committed to promoting and maintaining a culture of honest, ethical, and law-abiding behaviour. To fulfil this commitment, the College has a process in place to enable the reporting of breaches of this Code and to ensure that appropriate action is taken in response.

### 5.2 Obligation to report breaches

If a Director or Member has reasonable grounds and believes in good faith that there has or may have been a breach of this Code, the Director or Member should report the breach or suspected breach promptly to the President or, if the President is not available or is the subject of the Report, to the President-Elect.

If an employee has reasonable grounds to believe that there has or may have been a breach of this Code by a Director or Member, he or she may report promptly and in good faith the breach or suspected breach to the CEO, or if the CEO is the subject of the Report, to the President, in accordance with this clause.

### **5.3 Form and timing**

A Report must be made in writing, in the form set out in the Schedule to this Code, as soon as practicable after the conduct or behaviour occurs.

### **5.4 Advice**

The President or President Elect (as the case may be) to whom a Report is made may seek legal advice on behalf of the College in relation to any such Report. Any such legal advice must be requested from the College General Counsel, who will instruct external counsel if necessary. If the Report is about the General Counsel, or he or she is not available, then such advice must be sought through the Company Secretary.

### **5.5 Frivolous and malicious reports**

Directors, Members and employees must not make Reports that are frivolous or malicious in nature.

Where a Director or Member is found to have made a Report that is frivolous or malicious, this may constitute a breach of this Code and could result in disciplinary action. Where an employee is found to have made a Report that is frivolous or malicious, it could also result in disciplinary action.

## **6. DEALING WITH A REPORT**

### **6.1 Warning Process**

- (a) As soon as practicable after receiving a Report, the President or the President Elect, with the CEO (if the Reporter is an employee), must consider the Report and determine, by reference to the circumstances of each case, whether the Report should be dealt with in accordance the Warning Process, or if the Warning Process is not appropriate in the circumstances. Any Report that relates to a Director must be referred to the Board for consideration.
- (b) The Warning Process is an informal process as determined by the President or the President Elect, with the CEO (if the Reporter is an employee) in their sole discretion, which may include but is not limited to sending one or more letters to the Subject, or a process of conciliation, mediation or counselling.
- (c) If the determination is that a Warning Process is not appropriate, the Report must be dealt with in accordance with clauses 6.2 to 6.6 inclusive.
- (d) The President or the President Elect with the CEO (if the Reporter is an employee) may also use a Warning Process if he or she becomes aware of inappropriate behaviour, but no Report has been received.

### **6.2 Notification of Report**

As soon as practicable after a determination has been made under clause 6.1 that a Warning Process is not appropriate, the Subject(s) will be provided with:

- (a) written notice of the Report including information required to allow the Subject(s) a reasonable opportunity to comment on information or material that may be unfavourable to them; and
- (b) a reasonable opportunity to respond to any allegations that may be unfavourable to them.

### 6.3 Initial consideration

- (a) The President, the President Elect or the CEO (if the Reporter is an employee) must consider the Report together with any response from the Subject(s) and after considering the circumstances, determine in their sole discretion whether:
  - (i) to make, or cause to be made, inquiries about the matters raised by the Report;
  - (ii) to refer the matters raised by the Report to the Board (if the Report pertains to a Director, it must be referred to the Board);
  - (iii) the matters raised by the Report should be dealt with under another College Policy (for examples, the “Working Together” policy;
  - (iv) to seek to resolve the matter informally; and/or
  - (v) take no further action

**Note:** *in some circumstances, it may be appropriate to do two or more of the above options.*

- (b) The President, the President Elect, or CEO (if the Reporter is an employee) must inform the Subject(s) of a Report, in writing, of the action taken (unless prohibited by law).
- (c) The President, the President Elect, or the CEO (if the Reporter is an employee) may in his or her sole discretion, but is not obliged to, inform the Reporter of the action taken in response to a Report.

### 6.4 Referral to the Board

- (a) If a Report is referred to the Board, the Board may:
  - (i) refer the matters raised to the CSC;
  - (ii) refer the matters raised to a conference;
  - (iii) refer the matters raised to a regulator;
  - (iv) take any other action the Board considers appropriate, including disciplinary action against any Member, subject to the provisions of the College Constitution;
  - (v) If the Report pertains to a Director, and a majority of the Board deem that it is possible the Director has exhibited a behavioural and/or ethical breach, they will engage an independent third party (lawyer, at least Partner level) to investigate and make a finding and recommendation.
  - (vi) If the independent third party finds that the Director has committed a breach of this Code, the Board will consider what, if any, disciplinary action should follow. If the matter is of sufficient gravity the Director may be asked to resign from the Board and/or the findings of the independent review may be referred to the ACNC for possible further action.
- or
- (i) take no further action.



- (b) The Board must inform the Subject(s) of a Report, in writing, of the action taken by the Board (unless prohibited by law).
- (c) The Board may, in its sole discretion but is not obliged to, inform the Reporter of any action taken by the Board in response to a Report.

### 6.5 Referral to a conference

- (a) If a Report is referred to a conference, the Board will determine in its sole discretion:
  - (i) whether the conference will be a conciliation, mediation or in some other form;
  - (ii) who will lead the conference; and
  - (iii) how the costs of the conference will be allocated.
- (b) The Reporter(s) and the Subject(s) to the Report will be advised of the conference in writing, and, where appropriate, will be directed by the Board to attend the conference.
- (c) At the conclusion of the conference, the leader of the conference will notify the Board whether the matter was able to be resolved, the terms of any resolution, and any other relevant matters.
- (d) If a matter is not able to be resolved at the conference, the Board will consider what, if any further action should be taken and may:
  - (i) refer the matter to the CSC;
  - (ii) take any other action the Board considers appropriate, including disciplinary action against any Member, subject to the provisions of the College Constitution; or
  - (iii) take no further action.

### 6.6 Referral to the CSC

- (a) If a Report is referred to the CSC, the investigation of the Report will be conducted in accordance with the College Standards Committee By-Law.

## 7. CONFIDENTIALITY

- (a) The College is committed to protecting those individuals who, in good faith and with reasonable grounds, report suspected breaches of the Code and cooperate with the Board, the CSC, and any person involved in the investigation of a Report. No person may act in a way that penalises or victimises a person who makes a Report.
- (b) Subject to this clause 7 and clauses 6.1, 6.2, 6.3 (b) and (c), 6.4 and 6.5 above, all Reports made under the Code, and any action(s) taken in response to a Report, must be treated as confidential (to the extent permitted by law). No person (including a Reporter) may disclose:
  - (i) the fact that a Report has been made;
  - (ii) the identity of a Reporter or information that may lead to the Reporter's identity being revealed (unless the Reporter expressly consents in writing to such disclosure);
  - (iii) the identity of a Subject or information that may lead to the Subject's identity being revealed (unless the Subject expressly consents in writing to such disclosure);

- (iv) any decision or action taken by any person, including the Board, in response to a Report;
- (c) At any time, the Board may resolve that it is in the interests of the College to make a disclosure in relation to a Report, including any decision made by the Board in relation to a Report. The Board may in its sole discretion determine the extent and nature of any disclosure, and the parties to whom the disclosure is made.

### **8. REVIEW/AMENDMENT OF THIS CODE**

- 8.1 The Board shall review this Code every two years or such other period as it determines and approve any amendments deemed necessary.
- 8.2 Recommendations for any amendment to this Code may be submitted to the Board via the Company Secretary of the College.
- 8.3 The Company Secretary shall discuss any recommendations received with the President (in his/her absence the President-Elect) and the Chief Executive Officer before submitting such recommendations to the Board for its consideration.

### **Schedule: Report regarding a suspected breach of the Code**

*For each Reporter:*

*Name:*

*Postal Address:*

*Email:*

*Phone:*

*This report is made about [state the name of the person(s) who is alleged to have breached the Code of Conduct]:*

### **Details of the Report**

*All details of the report must be provided in the format below:*

*Each allegation must refer to a breach of a substantive obligation in the Code.  
(State facts only, in neutral language):*

- *Obligation of Code alleged to have been breached*
- *How this provision of the Code is alleged to have been breached*
- *When the breach is alleged to have occurred and by whom*
- *Evidence of the breach (may be in attachments)*

### **Declaration by each Reporter**

*I, ....., do solemnly and sincerely declare that the statements made in this report and any attachments to it are complete, true and correct, and I make this solemn declaration conscientiously believing the same to be true.*

*Declared at: ..... on .....*

*[signature of declarant] ..... in the presence of [signature of witness]*

*.....*

*Name of witness (block letters) .....*

## CODE OF CONDUCT

Item	Amendment	Date
1.	Clause 8.4 – amended to clearly refer to interactions with staff: All Fellows and Trainees involved in the operations or activities of the College must treat other Fellows and Trainees and College employees with respect and adhere to the Code of Conduct when engaged within the College. The College encourages all Fellows and Trainees to demonstrate a spirit of cooperation in good faith. Misinformation or the withholding of information, unwarranted refusal to collaborate with other Fellows and Trainees and College employees similarly involved in the College as well as, in general, obstructive behaviour or systematic denigration, are firmly discouraged at all levels.	February 2011
2.	Clause 3 – make clear the Code applies only to members and Directors and does not apply to employees.	March 2013
3.	Clause 4 – set out the expected standards for membership and work at the College. It consolidates the obligations and expectations contained in the current Code. To ensure there is no uncertainty among Directors/members regarding the expected standard of behaviour imposed by the Code.	March 2013
4.	Clause 5 – Impose an express obligation on Directors and members to report breaches of the Code and attach a form to do so – to ensure complaints are clearly articulated.	March 2013
5.	Clause 6 – Set out a process for dealing with reports of breaches or suspected breaches of the Code.	March 2013
6.	Clause 4.1a) – Removed	May 2013
7.	Clause 4.1f) – Removed	May 2013
8.	Clause 4.1j) – Removed	May 2013
9.	Clause 4.4 – Section heading amended to clarify the requirements of the clause apply only “when acting on behalf of the College.	May 2013
10.	Clause 5.2 – re-written as a “process to report breaches”.	May 2013
11.	Clause 6.1 – re-written to “provide clear access to a less formal process in a less prescriptive manner”	May 2013
12.	Clause 4.2(f) - not ignore actual or perceived behaviour that may be in breach of this Code of Conduct, but to act in good faith to overtly identify and report any such behaviour”	August 2013
13.	Clause 6.1(b) -The Warning Process is an informal process as determined by the President or the President Elect, with the CEO (if the Reporter is an employee) in their sole discretion, which may include but is not limited to sending one or more letters to the Subject, or a process of conciliation, mediation or counselling.	August 2013
14.	Addition of Clause 8 - Review/Amendment of this Code 8.1 The Board shall review these Code every two years or such other period as it determines and approve any amendments deemed necessary. 8.2 Recommendations for any amendment to this Code may be submitted to the Board via the Company Secretary of the College. 8.3 The Company Secretary shall discuss any recommendations received with the President (in his/her absence the President-Elect) and the Chief Executive Officer before submitting such recommendations to the Board for its consideration.	September 2013
15.	To specifically refer to bullying in clause 4.2 (e) and to require members and Directors to comply with the College ‘Working Together Policy’ when in contact with College staff after clause 4.2 (g).	October 2013
16.	Additions to the introduction and purpose made to make obligations clear. Addition of paragraph 4 (h) Enhancement of paragraph 6.1 (a) – “Any Report that relates to a Director must be referred to the Board for consideration” Clarification of paragraph 6.3 (a) (ii) – “(if the Report pertains to a Director, it must be referred to the Board)” Addition of paragraphs 6.4 (v) and (vi)	October 2019
17	Amendment to the wording of clause 4.1 (a) replacing the words “harm the reputation of the College” with “bring the College into disrepute”.	20 March 2020