

GUIDANCE NOTES FOR CANDIDATES NOMINATING FOR ELECTION TO THE RACP BOARD IN THE 2021 COLLEGE ELECTIONS.

The following guidance notes are provided to assist Members nominating for election to understand the requirements for Directors of the College and to provide appropriate information covering their expertise and potential contribution to the College's future.

Board Positions to be filled in 2021

As a result of the expiry of the terms for elected Directors and one vacancy, the following two (2) Board positions and Aotearoa New Zealand President-Elect position are to be filled from the 2021 College Election process;

- **RACP Aotearoa New Zealand President-Elect**
- **RACP Member Director** – 2 elected positions from College Members

When the Aotearoa New Zealand President-Elect transitions into the position of Aotearoa New Zealand President, the incumbent also becomes a Director on the RACP Board.

Election Timetable

The timetable for the 2021 Board election is available to view and download from the RACP Election Web page which can be viewed at <https://www.racp.edu.au/news-and-events/election-and-agm>

Election Forms

Members interested in nominating as candidates for any of the RACP Board positions available to be filled in the 2021 College Elections must download, complete and sign the following forms available from the dedicated RACP Election Web Page <https://www.racp.edu.au/news-and-events/election-and-agm>

- **Candidate Code of Conduct** – all positions
- **Position Descriptions** – RACP Aotearoa New Zealand President-Elect, RACP Member Director.
- **Nomination Forms** - RACP Aotearoa New Zealand President-Elect, RACP Member Director.

The RACP Election Web page can also be accessed through the link available on the College Web Page.

Collective Board Expertise

To effectively operate the College, members of the College Board, working together in a respectful and collaborative environment, require skills, experience and expertise that must be aligned to the objectives and purpose of the College, as set out in the RACP Constitution. Collectively these Board skills and expertise should enable the College to successfully develop, implement and monitor the performance of the College strategy. Ideally, the College Board should be structured to have:

- A **diversity** of backgrounds, expertise and perspectives;
- A significant **depth of experience**, skills and knowledge in critical areas of the College's activities or in areas which are important to the College's future development;
- A **capacity to work strategically** for the College as a whole, in a complex and challenging environment;
- Combined **commitment, personal qualities and integrity** which mean Directors work together effectively and with other parts of the College;
- A clear and shared **understanding of good governance** and the Board's role in the College.

RACP Strategic Plan 2021

The College will shortly be releasing the Strategic Plan for 2021. The plan focuses not only on our core Business as Usual (BAU), but also the areas we will address for strategic improvement. The Plan will replace the third year of the Colleges' 2019-2021 Strategy.

Strategic Experience and Capacity

Ideally, prospective RACP Directors must demonstrate relevant experience and a capacity to operate strategically in one or more of these areas:

- **Education and Training** – the development, delivery or assessment of education and training;
- **Policy and Advocacy** - developing, or advocating, for public policy, building community relationships and networks in areas relevant to health care;
- **Research** – experience in research, research training, research management, research development, the funding or supervision of research in medicine, or the RACP Foundation; and
- **Fellowship Matters and College Relationships** - achievements related to building engagement and relationships with Members, the health industry and organisational partners.

A detailed Position Description covering each of the Board positions to be filled from the 2021 College Elections provides more details of the essential and desirable skills, qualifications and experience expected from members nominating for appointment as a College Board Director.

College Structure and Governance Documents

The College is a public company limited by guarantee. The College Governance documents including the RACP Constitution, Board Charter, Directors Code of Conduct and other relevant By-Laws can be viewed at the College web page at <https://www.racp.edu.au/about/board-and-governance>

As an incorporated body, the College is bound by the Corporations Act, as well as by the common law including the fiduciary duties of Directors and Officers.

All RACP activities are governed by the College Constitution, which is approved by Members. Additionally, RACP is a Charity registered with the Australian Charities and Not-for-profits Commission (ACNC) and must comply with the ACNC legislation, which includes modified Director duties.

The ACNC Act sets down 5 Governance Standards which all Charities must satisfy at all times to

remain registered with the ACNC. These are available to review on the ACNC web page at:
<https://www.acnc.gov.au/for-charities/manage/governance-standards>

In particular, **all RACP Directors are classified as Responsible Persons** under the ACNC legislation.

ACNC Governance Standard 5 – Duties of Responsible Persons – requires all RACP Directors to;

1. to act with reasonable care and diligence
2. to act honestly and fairly in the best interests of the charity and for its charitable purposes
3. not to misuse their position or information they gain as a Responsible Person
4. to disclose conflicts of interest
5. to ensure that the financial affairs of the charity are managed responsibly, and
6. not to allow the charity to operate while it is insolvent

Other Governance Resources

Additional resources covering the roles and responsibilities of the RACP Board and Directors which are recommended for review by all persons interested in nominating for election to the RACP Board as a Director/Responsible Person are provided below;

ACNC Guidance Tools including *Governance for Good; The ACNC's guide for Charity Board Members* available at:

<https://www.acnc.gov.au/tools/guides/governance-good-acncs-guide-charity-board-members>

Australian Institute of Company Directors publication – *The Not-for-profit Governance Principles* available to download at:

<https://aicd.companydirectors.com.au/-/media/cd2/resources/director-resources/not-for-profit-resources/nfp-principles/pdf/06911-4-adv-nfp-governance-principles-report-a4-v11.ashx>