

GUIDANCE NOTES FOR CANDIDATES NOMINATING FOR ELECTION TO THE RACP BOARD IN THE 2022 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 2022

As a result of the expiry of the term for the Trainee Director, the following Board position, RACP President-Elect and Aotearoa New Zealand President-Elect position are to be filled from the 2022 College Election process:

- **RACP President-Elect**
- **RACP Aotearoa New Zealand President-Elect** (*becomes Board Director in 2024*)
- **Trainee Director**

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 2022 Board election is available to view on the RACP Election Web page at: <https://www.racp.edu.au/news-and-events/election/racp-board>

Election Forms

Members interested in nominating as candidates for any of the Board positions available to be filled in the 2022 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/racp-board>

- **Candidate Code of Conduct** — *please ensure you have read and signed this if you intend to nominate for any position*
- **Nomination Form (for the relevant position)**

Position Descriptions for each position (RACP President-Elect, Aotearoa New Zealand President-Elect and Trainee Director) are also available and should be reviewed when completing the Nomination Form. Candidates are sought who can address the Board skills-gap from 2021-2022 as outlined in the Position Description and Nomination Form.

Collective Board Expertise

To effectively govern the College, members of the 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 the Board skills and expertise should enable the College to successfully develop, implement and monitor the performance of the College strategy.

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; and
- A clear and shared **understanding of good governance** and the Board's role in the College.

A Board Director is required to:

- Bring good judgement and an independent mind in decision making;
- Communicate effectively;
- Collaborate;
- Exercise integrity and honesty with a genuine interest in leading the College to train and support specialist physicians creating a healthier and more equitable future;
- Members with skills and experience in Indigenous Cultural Awareness are encouraged to nominate.

RACP Strategic Plan 2022-2026

The College will shortly be releasing the Strategic Plan for 2022-2026. The College's strategy will provide the vision and set the direction of the College for the future. The plan sets out strategic focus areas and underlying priorities to achieve the College's long-term strategic goals. The strategy is underpinned by the College's role to educate, advocate and innovate as well as aligning to our organisational values.

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 provides detail on essential and desirable skills, and the 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 College activities are governed by the College Constitution, which is approved by members.

Additionally, the College is a Charity registered with the Australian Charities and Not-for-profits Commission (ACNC) and must comply with the ACNC legislation.

The ACNC Act sets down 6 Governance Standards which all Charities must satisfy at all times to remain registered. These are available to review on the ACNC web page at: <https://www.acnc.gov.au/for-charities/manage-your-charity/governance-hub/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-for-good-acncs-guide-for-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>