

Position Description for RACP Member Director

Role	RACP Director (Member Director)
Reports to	RACP President and Chairman of the Board of Directors
Location	Australia and New Zealand

College Overview	
<p>The Royal Australasian College of Physicians (“College”) has been serving the health of Australian and New Zealanders for over 75 years. It is responsible for training, educating and representing over 26,600 physicians, pediatricians and trainees (collectively Members of the College) in Australia and New Zealand. It is a company limited by guarantee and its revenue is mostly from membership and training fees.</p> <p>The RACP is responsible for the training and assessment of doctors who have completed their medical degree and an internship at a hospital and wish to practice as physicians or pediatricians by undergoing further training through the RACP in order to specialise in a certain area of medicine. The RACP oversees their training, including positions in hospitals, and written and clinical examinations as well as providing a program of continuing professional development for Fellows of the RACP. The College is committed to improving patient care through its education, training, research and advocacy activities.</p>	
Financial overview	<p>Financial year ending 31 December 2019:</p> <p>Total Revenue: \$63.4M Net Assets: \$103.9M</p>
Other relevant information	<ul style="list-style-type: none"> • Membership of approximately 26,600 Fellows and trainees in Australia, New Zealand and other countries. • More than 5,100 highly qualified professionals working in a voluntary capacity on College committees, working parties and as supervisors and mentors. • Workforce of approximately 360 professional employees across Australia and New Zealand.

Current Board	
Role of the Board	<p>The RACP Board is the primary governance body of the College. Its powers are conferred by Members through the Constitution.</p> <p>The essential function of the Board is to provide leadership and governance that produces the best outcomes for Members as a whole while observing all legal and related requirements and high standards in relationships with other stakeholders, staff and the communities in which the College operates.</p> <p>The Board is the peak decision making body of the College.</p> <p>A full description of the powers and responsibility of the Board are outlined in the College Constitution. In brief the Board:</p> <ul style="list-style-type: none"> • is legally responsible for the governance (as opposed to management) of the College. • formulates and monitors the strategic direction of RACP. • monitors the financial performance of the College, including taking measures to ensure the long term sustainability and ongoing viability of the College.

	<ul style="list-style-type: none"> monitors performance of the CEO. <p>In managing the affairs of the College the Board may delegate some of its powers. However, all entities or individuals to whom power is delegated are ultimately responsible to the Board and the ultimate responsibility for decisions remains its Directors.</p> <p>In joining the Board, Directors take on a major organisational role within the College and a responsibility to act for the College as a whole.</p>
Chairman	The President of the College is the Chairman of the Board of Directors
Directors <i>(Constitution Clause 8.1A)</i>	<p>The President-Elect of the College</p> <p>The President of the New Zealand Committee</p> <p>One Trainee Director</p> <p>Up to three Member Directors</p> <p>Up to three other non Member Appointed Directors appointed by the Directors</p> <p>(The Board shall appoint one of the Directors who is not the President or President-Elect as The Honorary Treasurer)</p>

Duties
<ul style="list-style-type: none"> To act with the degree of care and diligence that a reasonable person might be expected to show in the role. To act in good faith in the best interests of the College and for a proper purpose, including avoiding conflicts of interest, and to disclose any conflicts if they arise – a duty of fidelity and trust to the College and its Membership. To not improperly use the position to gain an advantage for themselves or someone else or to the detriment of the College or its Membership. To not improperly use the information gained in the course of their director duties to gain an advantage for themselves or someone else or to the detriment to the College or its Membership.
Skills and Capabilities
<p>The skills and capabilities required in a Director of the College include:</p> <ul style="list-style-type: none"> belief in, and commitment to, the values, mission and objectives of the College; the ability to work as a constructive member of a Board team where all members bear equal and joint responsibility for the decisions made, the value that is added to the organisation and the conduct of the Board as a whole; financial literacy to the level necessary to understand the College's accounts and financial position and performance; judgement and wisdom to monitor and oversee the work of the College's management without becoming involved in managing the operational responsibilities that the Board has delegated to the CEO; the capability to think strategically and analytically; the ability to present ideas succinctly and to focus on the matters of prime importance; the ability to bring an independent mind to bear on all Board business; knowledge of the principles and practice of good governance; the ability to relate to Board colleagues and the CEO and College employees with courtesy and respect, while engaging in searching debate, appropriate questioning and analysis of the organisation's performance; a commitment to continuous improvement in the craft of a director and as a member of a Board team; and

- preparedness and the ability to commit the necessary time and energy to the task of a Director.

Highly Desirable – (identified Board skills gaps as at December 2020)

Indigenous Cultural Awareness (Maori, Aboriginal and Torres Strait Islander) - Desired Competency Level - Advanced

- Has extensive knowledge of indigenous culture and customs.
- Deep understanding of social norms and protocols.
- Can converse in at least one dialect.

Risk Management - Desired Competency Level -Advanced

- Director has demonstrated advanced knowledge and understanding of the Board's role in risk management processes across the organisation.
- As a Director, actively participates and often leads the discussion of risk • Has proven experience dealing with risk at Board level, working with two or more organisations for a period spanning more than 5 years.
- Director has received formal or informal training or guidance on risk management at Board level.
- As a Director, has led the discussion around the setting of risk parameters for an organisation and/or management on more than one occasion.
- Has considerable experience with the engagement of external and internal auditors, working with two or more organisations for a period spanning more than 5 years.
- Director has demonstrated advanced understanding of risk management procedures.

Performance Expectations of Directors

In accordance with legal requirements and ethical standards, Directors shall act in the following manner:

- Use the powers of their office for proper purposes and discharge their duties honestly and in good faith.
- Act with the level of skill, care and diligence expected of the Director of a Company Limited by Guarantee.
- Take all reasonable steps to ensure the College is operating legally, efficiently and effectively in achieving its goals.
- Comply with the spirit as well as the letter of the law and with the provisions of the College's Board Charter.
- Attend all Board meeting wherever possible, being aware that absence does not excuse a Director from their duties and responsibilities.
- Be diligent and adequately prepared for all Board deliberations.
- Understand the role of the Board and the responsibilities of Directors.
- Be familiar with the College Directors' Induction Handbook, the College strategy, the Constitution and its By- laws, College policies and other relevant material.
- Bring an independent mind to bear on all matters before the Board and come to their own decision on each matter in the best interests of the College exercising care, diligence, business acumen and independent judgement in all deliberations, demonstrating ethical and responsible decision-making.
- Assume collective responsibility for Board decisions and maintain Board solidarity in all dealings outside Board meetings.
- Discharge appropriately the fiduciary owed duty to all Members of the College.
- Abide by the College's policy on Conflicts of Interest ("Col"), avoid Col's wherever possible and notify the Board of any potential Col. Directors usually do this by a standing declaration of interests provided when appointed to the Board, which must be updated as interests change.

Director Expectations	
Time Commitment	<p>A Director of the RACP Board should be prepared to make the following commitment of time and energy:</p> <ul style="list-style-type: none"> • 8 x 1 day face to face and 5 x ½ day videoconference Board meetings held annually. • 2 x ½ videoconference or 1 day face-to-face director induction day. • 1 x 1 day face-to-face Board Strategy day. • 1 – 3 days annually for Board development. • 1 x ½ day Annual General Meeting and any Extraordinary General Meeting. • 2 – 3 College Ceremonies, held in different locations throughout Australia and New Zealand. • Attendance at Board Committee meetings as required. • Reading time will be required for Board and Committee papers, which are delivered about 1 week before each Board meeting. While it is difficult to advise exactly what time is required in preparation, directors must allow sufficient time so that they are well prepared for the Board meeting. Previous directors have advised that, on average, they spent between five and eight hours on preparation for each Board meeting. • Travel time to/from Board meetings, held in different locations throughout Australia and New Zealand. • Time to attend ad hoc teleconferences and emails associated with Board business. • Directors may be expected to chair a Board Committee and should allocate time to prepare the agenda, to attend these meetings and allow for the reading time necessary to prepare for these meetings. • There is an expectation that directors should attend meetings of the State/Regional Committee in the area in which they reside so as to strengthen the links between the Board and regional committees. • Directors may also be called upon to represent the College at annual scientific meetings of other Colleges, Specialty Society Scientific meetings and other relevant bodies from time to time. Directors are expected to attend the Annual General Meeting which is scheduled to occur with a Board meeting and any Extraordinary General Meetings.

Remuneration and Benefits	
Annual remuneration	Nil
Travel and other expenses	<ul style="list-style-type: none"> • All travel and accommodation expenses are covered for attendance at Board meetings. • Reasonable out of pocket travel expenses will be reimbursed.
Other	Directors are covered by the Directors and Officers liability insurance, taken out by the College. Copies of the terms and conditions of this insurance are available through the office of the Company Secretary.