



Member Q&A on the RACP Governance Changes (Resolution One)

Is a Nominations Committee still being considered as part of Resolution One?

No. Resolution One is only about **separating the roles of President and Chair** and formally recognising the College Council in the Constitution.

A Nominations Committee is **not part of this resolution**. Members made clear earlier this year that they wanted more time to consider that idea, so it has been set aside for future consultation.

Under Resolution One, if it passes will the President still be directly elected by members?

Yes. The President will continue to be directly elected by Fellows, exactly as today. Nothing in Resolution One changes the way members elect their President.

Under Resolution One will the Chair definitely be an external, or can a Fellow still be Chair?

Either is possible. Resolution One simply separates the positions of President and Chair. The Board will continue to choose its Chair, and that Chair may be a Fellow or, if the Board wishes, an external director. There is no requirement in the resolution that the Chair must be external.

Is there any need by default for the Chair to be a member of the College?

There is no legal requirement. The Corporations Act does not require the Chair of a Board to be a member of the organisation. Some member organisations appoint a Fellow as Chair; others appoint an independent. Resolution One does not prescribe either path, it leaves that decision to the Board.

If I change my mind during the voting period, can I change my vote?

Yes, you can change your vote right up to the close of voting on 29 October. Voting will also reopen during the EGMs.

Why haven't you told us who has put forward Resolutions Two and Three and why haven't you advised us how to vote on those resolutions?

For **privacy and confidentiality reasons**, the College cannot publish the names of members who requisitioned the EGMs.

On voting guidance: the Board has recommended a **Yes vote for Resolution One**, because it addresses a longstanding governance weakness. For Resolutions Two and Three, which were member-requisitioned, the Board has not provided a recommendation, it is for members to decide.

What is the rush in putting Resolution One to an EGM; why not wait for the AGM next year?

The College has had **nearly a decade of Boardroom conflict and disruption**.

Separating the roles of President and Chair is a step to put the College on the path to restoring stability. Waiting another six months risks prolonging dysfunction and reputational harm. The Board believes it is important to act now.

These ideas seem to have emerged very recently – what is the background to them?

They are not new. The idea of separating President and Chair, and strengthening the Council, was recommended by [Effective Governance in 2019](#) as part of the ACNC compliance review. Many other medical colleges and member organisations have already moved to similar models. What may feel “new” is simply the College now acting on longstanding external recommendations.

Are these changes undemocratic?

No. Members will continue to elect the President. Members will also continue to vote on all constitutional changes. The College Council, as the member voice, will be formally recognised in the Constitution for the first time. This strengthens, not weakens, member influence.

Are these changes a weakening of the President’s power?

No. The President remains the **clinical leader and public advocate** for the College. What changes is that the **Chair of the Board** will focus on governance and oversight of College administration. This separation of functions avoids conflicts of interest and ensures the President’s authority as the profession’s leader is clearer and stronger.

Is it true that the Chair will no longer be elected by members, and instead chosen “independently”?

The **Board will elect its Chair** from among its directors. That is not an independent choice, the choice remains with the Board.

Is it true that an ‘independent chair’ is a feature of corporate boards and is chosen by a nominations committee?

An independent chair **is common in many not-for-profits and membership organisations**, not just corporations. The purpose is to ensure strong governance oversight. Under Resolution One, the Board retains the discretion to elect a Fellow or an independent as Chair. No nominations committee is involved.

Is it true that on a membership board an independent chair creates conflicts or factions?

Not necessarily. In fact, external governance reviews and the ACNC found that **conflict and factionalism** have been greater under the current combined President/Chair model. Separating the roles reduces these tensions by giving the President freedom to advocate, and the Chair responsibility to manage governance.

Is it true that the President’s role will be reduced to a ceremonial figurehead without authority?

No. The President remains the **face and voice of the College**, leading advocacy, representing the profession, and shaping strategic direction through the Council. The Chair will not take over this role. Instead, the Chair ensures that governance and administration are well managed.

Is it true that under Resolution One the Board will be made up of 5 members and 5 non-members, with loss of member voice, no trainee or NZ directors, and outsiders controlling the College?

No. Resolution One makes no changes to the composition of the Board.

- The Trainee Director remains.
- The Aotearoa New Zealand President Director remains.
- The Board will continue to have a majority of Fellows.

Any future proposals about Board composition (e.g., skills-based directors) will require **separate consultation and a separate member vote**.

Is it true that these changes will result in a total loss of democracy?

Absolutely not.

- Members keep their right to elect the President.
- Members keep their right to amend the Constitution by special resolution.
- Council, as the member voice, will be formally enshrined in the Constitution for the first time.

This is not a loss of democracy, it is a step towards more effective and representative governance.

Resolution One is a targeted, necessary reform: it separates clinical leadership from governance oversight, strengthens the Council as the member voice, and brings the College in line with ACNC-recommended good practice. It does **not** introduce a nominations committee, remove trainee or NZ voices, or sideline members. It is about stability, clarity, and rebuilding trust in the College.

Why can't you tell us more about the Fair Work Commission hearing?

Fair Work Commission matters are subject to strict confidentiality rules. Conciliations and hearings often involve sensitive evidence, legal submissions, and “without prejudice” discussions that cannot be shared publicly. Until the Commission hands down a formal decision that is published on its website, the College is legally limited to acknowledging that a matter exists and is being properly managed through due process.

Where do I find all the information that is proposed in Resolution One?

Everything that forms part of Resolution One is set out in the official **Notice of Meeting and Explanatory Memorandum** sent to all members. These documents are also available on the College's website in the **EGM 2025 information hub**. Resolution One is limited in scope: it proposes only to separate the roles of President and Chair, and to enshrine the College Council as the formal member voice in the Constitution. No other proposals, such as a Nominations

Committee, changes to trainee or New Zealand representation, or altering how the President is elected, are included.

What the 2019 Effective Governance Report Said

The report recommended that the College move to a **Council-led model**, with the President as the leader of members and advocacy, and the Chair as the leader of Board governance.

It stated:

“To better meet the needs of the members, we recommend that the **College Council be the lead governance body**, encompassing the following key governance considerations and proposed solutions:

d. Leadership: *The President and President-Elect are positions of Council and are elected from Council. Council members are elected from the areas they represent. The **Board appoints, oversees and dismisses the CEO.***

g. Board Composition:

- Chairman (Seasoned Independent)

And on the need for change, the report added:

“There can be no doubt that the governance of the College needs to evolve further... **we are recommending that the College consider commencing over the next two years to move to a similar model as CAANZ and RACS.**”

What This Means in Plain English

- The **President** should remain the **clinical and advocacy leader** of members.
- The **Chair** should separately provide **governance oversight** of College administration.
- This separation avoids conflicts of interest, reduces Boardroom tensions, and allows the President to focus on being the **public voice of the profession.**
- Far from being “new,” Resolution One is the first step in implementing these **ACNC-backed, independent recommendations** to strengthen member voice and stability.