

Procedure

Appointment of an Appointed Director, Trainee to the Board



BACKGROUND

Section B of the [Board Election Regulations](#) states that the process for filling the Appointed Director, position(s) on the RANZCP Board (**Board**) is to be determined by the Board. RANZCP Trainees (Associates), Fellows, Affiliates, and non-Members are eligible to be appointed to the position of Appointed Director.

This Procedure outlines a suggested process for the Board to consider the appointment of up to two Appointed Directors from the Trainee cohort, in accordance with Article 9.3.3 of the [RANZCP Constitution](#). The Board reserves the right to deviate from the below procedure and it is to be used as a general guide only.

PROCEDURE

1. Consideration of whether to utilise the Appointed Director Article in the Constitution

- a) The Board is to undertake an assessment, either informal or formal¹, at a time that the Board considers fit:
 - i. to consider the RANZCP Strategic Plan and future requirements of the organisation and the capacity for diversity on the Board.
 - ii. to consider whether the Board wishes to utilise the Appointed Director Article under the Constitution.
 - iii. if the Board wishes to utilise the Appointed Director Article, the Board is to determine:
 1. The Appointed Director, Trainee position selection criteria and desirable qualities², noting that a person is not eligible to be appointed if:
 - there has been a finding of professional misconduct, unprofessional conduct or impairment by the College, an Authority as defined by the Constitution, or they are the subject of a complaint which has the capacity to bring the College into disrepute.
 - as a Member, their membership has been terminated by the College and they are not a current financial member of the College.
 - they have been disqualified from being a company director or person, in any jurisdiction.
 - do not accept the College's terms and conditions by which the appointment will occur.
 2. the proposed length of time the position is to be appointed for once the appointment has been made as this will be required for the call for nominations³.
 3. if there is to be a minimum number of nominations required to be received before the Board will make its determination following the close of nomination period.
 - iv. in conjunction with the Company Secretary, prior to commencement of the nomination process.

¹ An informal assessment may include a Board discussion that is minuted. A formal assessment may include such things as structured one-on-one meetings between the President and/or Company Secretary and Director, surveys and/or a structured self-assessment.

² It is important to note that the Board may need to be aware of stipulating certain diversity specifications within a Position Description, and any unintended implications within anti-discrimination laws. However special measures may apply.

³ Note this is in direct contravention to Constitution Article 9.3.3 (b). However, will be required as part of the call for nominations process.

2. Call for Nominations and Advertising

- a) Nominations will be called for from the Associate (Trainee) membership of the College.
- b) The call for nominations will be open for approximately 3 weeks.
- c) The call for nominations will outline the appointed director commencement date and term duration.
- d) Nominations must be submitted via a prescribed electronic Nomination Form and be supported by a Proposer and Secunder who are to be Fellows of the RANZCP.
- e) The candidate's completed nomination form must be submitted together with their:
 - i. CV (no more than 2 pages, Arial 11 pt)
 - ii. Supporting Statement (up to 1200 words, Arial 11 pt). The Statement should outline the candidate's:
 - relevant skills and experience for the Board role;
 - their suitability for the position;
 - the values that they can add to the Board; and
 - any other relevant information in support of their candidacy.High resolution photo
 - iii. For privacy reasons, the CV and supporting statement must not include the candidate's date of birth and personal/referee details.
- f) Candidates must complete a Disclosure Statement, disclosing any financial interests and conflicts of interest which may conflict, or be perceived to conflict, with their potential role as a Director of the College.
- g) Nominations must be submitted to the Election Officer by the stipulated date in the call for nominations.
- h) It is the responsibility of the nominee to ensure the nomination complies with this Procedure.

3. Receipt and Review of Nominations

3.1 Receipt and review of nominations

- a) The College will review each Nomination Form, supporting documentation, and the selection criteria outlined in the Position Description to ensure compliance.
- b) All nominations will be checked against the Australian Securities and Investment Commission (ASIC) banned and disqualified company directors' register, the New Zealand Companies Office (NZC) Banned Directors register, and the Australian Charities and Not-for-Profit Commission (ACNC) Disqualified Person's Register. If a candidate is listed as being ineligible, their nomination will be ineligible and rejected. The Company Secretary and/or Election Officer will advise the Board and the candidate will be informed.
- c) Compliant nominations will be acknowledged by the Election Officer via email.
- d) The College will undertake best endeavours to remedy any incomplete nominations.
- e) Nominations received after the official closing date will be deemed invalid.

3.2 Nomination Withdrawal

- a) A candidate may withdraw their nomination at any time up until the time the Board makes its appointment decision. The withdrawal must be in writing and addressed to the Company Secretary.

- b) If applicable, should the withdrawal result in less than the required number of nominees for the Appointed Director, Trainee position(s), the Board will be advised, and the nomination period may be extended up to 2 weeks and the position(s) will be re-advertised.
- c) Should the withdrawal result in only 1 nomination for the Appointed Director, Trainee position(s), the Board may determine to extend the nomination period for up to 2 weeks and the position will be re-advertised.
- d) Should the withdrawal result in nil nominations section 3.3 “Insufficient Nominations” of this Procedure will apply.
- e) If a candidate withdraws their nomination after the Board has made its appointment decision, the Board will revisit their appointment decision with the remaining candidates.

3.3 Insufficient Nominations

If nil nominations are received by the College 2 weeks prior to the closing date for receipt of nominations, the Board will be notified, and a reminder sent.

If no nominations are received at the time nominations close, then the Board will determine the next steps and an extension may apply.

3.4 Close of Nominations

- a) At the close of nominations, the College shall prepare a list of all nominees which will be signed off by the Company Secretary. The Corporate Governance and Risk Committee (CGRC) will be notified. Candidates, along with their supporting materials, will be submitted to the Board for review.
- b) The Board’s review may occur at a scheduled Board meeting or via an extraordinary Board meeting for the purpose of considering the nominations.

4. Appointment and Reappointment Decision

4.1 Appointment

- a) The Board:
 - i. In reviewing the candidates, will determine if the candidate(s) meet the selection criteria outlined in the position description; and
 - ii. Determine a shortlist of candidate(s) to be interviewed; and
 - iii. Make an appointment based upon the skills and knowledge of the individual candidate and demonstrated capabilities for the position, as presented at the interview.

The Board may convene a subgroup of Board Directors for the interview panel.

The Board may hold a meeting to address any questions or seek clarification in relation to the nominations, prior to voting.

The appointment is to be made by a secret ballot which will be held among the Board members to appoint the successful candidate. The voting method will be first past the post. In the event of an equal number of votes, the priority shall be determined by lot by the Company Secretary, in the presence of the Governance Manager.

4.2 Reappointment

- a) Upon consideration, the Board may exercise its discretion to offer a reappointment to an Appointed Director for a further term by determining whether to:
 - i. Continue utilising the Appointed Director article in the Constitution.
 - ii. Offer a further term to the current Appointed Director (if position is filled).

- b) An offer of reappointment, if agreed by the Board, shall be made to the Appointed Director at least three months prior to the conclusion of their term.
- c) If the incumbent accepts the offer of a further term, the appointment will be ratified by a motion of the Board.
- d) If an offer of reappointment is not extended or not accepted, an appointment will be made in accordance with this Procedure.

5. Declaration and Communication of Results

- a) Should the Board choose to make an appointment, the Board shall:
 - i. Advise the successful and unsuccessful candidates, under the signature of the President.
 - ii. Inform the Membership via relevant College publications.

6. Grievances

- a) In the event a grievance being raised with regard to the Procedure, the individual is to the address their grievance, in writing, to the Company Secretary.

7. Resignation of an Appointed Director, Trainee

- a) If an Appointed Director, Trainee resigns prior to the completion of their term, the Board shall determine the need to replace the position.

ASSOCIATED DOCUMENTS

- RANZCP Constitution
- Corporations Act 2001, and ACNC Act 2012
- Board Regulations and Board constituent committee Regulations
- Board Election Regulations
- Appointed Director, Trainee Position Description
- Board Induction Manual
- RANZCP Code of Ethics and Code of Conduct

Revision Record

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23 February 2022	1.0	B2022/2 R14	New document.
9 April 2024	2.0	B2024/OOS R21	Inclusion of reappointment, in line with Board agreement (B2024/3 R29) for Appointed Director, Trainee term extension to a maximum of 2x1-year terms.
1 December 2024	2.1	B2024/10 R26	Reviewed ahead of 2025 Appointed Director appointment.
NEXT REVIEW: 2026			