



# Australasian College for Emergency Medicine

## Board Director

### Position Description

#### 1. Introduction

The role of the Board of the Australasian College for Emergency Medicine (ACEM; the College) is to provide effective governance of ACEM. This includes:

- ensuring the organisation develops and implements strategies, supporting regulations and policies to enable it to fulfil the objectives set out in the ACEM Constitution, including monitoring the organisation's progress against strategic objectives;
- ensuring the organisation develops and implements systems to enable it to comply with its legal and policy obligations;
- ensuring the organisation's assets are protected through appropriate risk management; and
- through the College Chief Executive Officer (CEO) and Executive Leadership Team (ELT), via the delegations framework, overseeing the effective day-to-day management of the organisation.

#### 2. General Duties of Directors

Under the Corporations Act 2001, there are four main duties of directors:

- (a) Care and diligence: to act with the degree of care and diligence that a reasonable person would be expected to show in the role.
- (b) Good faith: to act in good faith, honestly and in the best interests of the organisation.
- (c) Use of position: not to improperly use their position to gain advantage for themselves or someone else or to cause detriment to the organisation.
- (d) Use of information: not to improperly use the information they gain in the course of their director duties to gain advantage for themselves or someone else or to cause detriment to the organisation.

In addition, directors are expected to:

- ensure the organisation does not trade whilst insolvent;
- take reasonable steps to ensure the organisation complies with its obligations with regard to financial records and reporting;
- disclose matters relating to the organisation in which they have a material personal interest; and
- lodge necessary information with the Australian Securities and Investment Commission (ASIC), the Australian Charities and Not-for-profits Commission (ACNC) and the New Zealand Companies Office, as applicable.



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### 3. Specific Responsibilities of the ACEM Board

In addition to matters set out in the ACEM Constitution, ACEM Regulations and other College policies and guidelines, the specific responsibilities of the ACEM Board are to:

- a) Appoint the CEO and evaluate their performance and conduct.
- b) Set and review the medium-and long-term goals of the organisation in consultation with the Executive Leadership Team.
- c) Approve the annual budget.
- d) Monitor business performance.
- e) Establish a delegations framework that facilitates both day-to-day business and appropriate risk control.
- f) Consider and make determination on large investments and other major financial decisions.
- g) Monitor the risk assessment and risk management framework to ensure major risks are identified and managed.
- h) Question the assumptions of the Executive Leadership Team and other ACEM Board members that underlie recommendations and decisions.
- i) Maintain awareness of the broader political and industry environment relevant to medical education and emergency medicine, within Australia and Aotearoa New Zealand, as well as more widely.
- j) Ensure there are systems in place to enable accurate financial reporting and, in turn, ensure that the College complies with all aspects of the law.
- k) Determine appropriate remuneration for the CEO.
- l) Make provision for succession planning.
- m) Communicate with College members, trainees and other stakeholders.
- n) Be accountable to College members and the broader ACEM community.

### 4. Key Competencies

It is the responsibility of the ACEM Board to ensure an adequate mix of skills and expertise exists within its member to enable it to undertake its role effectively. Although not all Board members will possess all the competencies required by the ACEM Board office for effective governance, it is expected that the following competencies will be addressed in the overall composition of the ACEM Board:

- Strategic expertise: an ability to participate in the development of College Strategic Plans as and, when scheduled, assess implementation against agreed measures, and review the effectiveness of College's strategy as a result of changes to internal and/or external environments.
- Accounting and finance: the ability to read and comprehend the College's accounts, financial material presented to the ACEM Board, financial reporting requirements and understand corporate finance.
- Legal: an ability to oversee compliance with numerous laws as well as understanding an individual director's legal duties and responsibilities.
- Managing risk: experience in managing areas of major risk to the organisation.
- Managing people and achieving change.



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### 5. Personal Attributes

In addition to technical skills and knowledge, there are personal attributes that are desirable in all directors:

- Integrity: acting ethically in the best interests of the organisation.
- Curiosity and courage: the ability to ask questions, and challenge when necessary.
- Interpersonal skills: directors must work well as a group, listen well, and be tactful but be able also to communicate their view frankly.
- Genuine interest in ACEM: as evidenced by previous involvement in College activities, committees and governance.
- Active contributor: it is critical that all directors are actively involved in the governance of ACEM and maintain a knowledge of the significant issues affecting the College and its activities.

### 6. Conduct and Workplace Culture

As directors of the organisation, Board members play an important role in establishing, contributing to and supporting a professional and respectful culture at both Board and organisational level. Board members are to adhere to the *ACEM Code of Conduct* and to continually strive to demonstrate a commitment to the ACEM Core Values.

### 7. Length of Tenure

As prescribed in the ACEM Constitution and relevant regulations as from time to time approved by the Board.

### 8. Commitment

The ACEM Board generally schedules six (6) meetings per year that assume a combination of face-to-face at the College offices in Melbourne, hybrid and/or virtual attendance by all members.

Board members are also expected to attend at least one (1) College event per year in their capacity as a director. Such events may be in the jurisdiction of their residence, elsewhere within Australia or Aotearoa New Zealand, or overseas.

Participation in Board discussions and/or deliberations by electronic means (i.e. out-of-session decisions/e-Voting) throughout the year is also required.

### 9. Associated Documents

- ACEM Constitution
- ACEM Regulations
- ACEM Core Values
- Board Charter (TOR236)
- President of the College Position Description (PD356)
- President-Elect of the College Position Description (PD391)
- Censor-in-Chief and Deputy Censor-in-Chief Position Description (PD227)
- Chair and Deputy Chair of the Council of Advocacy, Practice and Partnerships Position Description (PD108)
- Community Members Position Description (PD117)
- Trainee Member Position Description (PD298)

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### 10. Document review

Timeframe for review: every two (2) years, or earlier if required.

#### 10.1 Responsibilities

Document authorisation:	ACEM Board
Document implementation:	Chief Executive Officer
Document maintenance:	Governance and Risk Unit

#### 10.2 Revision history

Version	Date	Pages revised / Brief Explanation of Revision
v1	May-2014	Approved by Board
v2	Jun-2017	Revisions approved by Board
v3	Jun-2019	Minor revisions to align with current processes, including number of Board meetings per year, approved by Board
v4	May-2024	Contemporaneous review approved by Board

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