

**REGULATION**

<b>Portfolio</b>	<b>CEO Office</b>	<b>Ref. No.</b>	<b>REG-1147</b>
<b>Department</b>	<b>Governance Support</b>		
<b>Title</b>	<b>Director Appointment Process Bylaw</b>		

1. The Council will establish a committee (to be called the Council Nominations Committee) “Committee” whose role is to support the Council by:
  - a. Identifying suitable candidates for appointment or election to the Board as Additional Fellow Directors; and
  - b. Conducting a selection process to assess applicants, and
  - c. Recommending preferred candidates for appointment / election.
2. The Committee will be a standing committee of Council.
3. The Committee Chair is to be appointed by Council from one of the Council Appointed Committee Members (and may be an independent member).
4. Where a Committee member intends to submit an application for the position of Additional Fellow Director, they must firstly resign from the Committee and must no longer take part in any of the activities of the Committee. The Committee Chair must inform the Council of the vacancy on the Committee and the Council must appoint a replacement to the Committee.
5. The Committee must pro-actively manage actual and perceived conflicts of interest. Where a Committee member has an actual or perceived conflict of interest, where the Committee so determines, the Committee member must recuse themselves from any part of the Committee’s processes where the Conflict is likely to be viewed by others as impacting the integrity of the Committee’s work.
6. The Council, upon receiving advice from the Board on the skills and experience the Board is looking for in Additional Fellow Directors, and the number of upcoming Additional Fellow Director vacancies, will communicate the Board’s requirements to the Committee and will agree appropriate timelines with the Committee for the Committee to undertake its work in order for the Committee to make recommendations to the Council on preferred candidates for Additional Fellow Directors.
7. The Committee will develop a brief (Brief) outlining the skills and experience required, but also considering any specific criteria reflecting guidelines agreed by the Board and the Council as being preferred for inclusion on the Board (Guidelines). [Guidelines may include things such as demographic, area of practice, representation etc].
8. The purpose of the Brief is to guide the identification and selection processes for Additional Fellow Directors.
9. The Committee will, at first instance, consider whether there are any Fellows (Councillor or Non-Councillor) the Committee is aware of who ideally meet the requirements of the Brief.
10. Where the Committee does identify one or more Fellows who meet the requirements of the Brief, the Committee may approach those Fellows to ascertain their interest in applying for the position of Additional Fellow Director.
11. Where the Committee identifies Fellows who meet the requirements of the Brief and those Fellows are prepared to submit applications for Additional Fellow Director positions, provided there are more applications than positions available, the Committee may determine to

<b>Authorised by:</b>	Chief Executive Officer	<b>Original Issue:</b>	April 2025
<b>Document Owner:</b>	Chief of Staff	<b>Version:</b>	3
		<b>Approval Date:</b>	August 2025
		<b>Review Date:</b>	August 2028

**REGULATION**

<b>Portfolio</b>	<b>CEO Office</b>	<b>Ref. No.</b>	<b>REG-1147</b>
<b>Department</b>	<b>Governance Support</b>		
<b>Title</b>	<b>Director Appointment Process Bylaw</b>		

proceed directly to assessment of applications and recommendation to the Council, without the need to more broadly seek applications from either Councillors or Non-Fellow Councillors.

12. Where the Committee does not have sufficient excess applications under clause 12 above, or where the Committee determines to proceed to seek applications from the Fellowship, the Committee will proceed in accordance with clause 14 below.
13. The Committee will inform the Fellowship of upcoming Additional Fellow Director positions by:
  - a. Publishing a notice (Notice) seeking expressions of interest along with the Brief on the RACS web site.
  - b. Sending an email with a link to the Notice to all Fellows.
  - c. Including a copy of the Notice and the Brief in the (RACS Newsletter)
14. The Notice must set out the Application Process, which must include:
  - a. the application timeframe,
  - b. the application form (Application Form)
  - c. the requirements and pre-requisites for nomination
  - d. the timetable and processes for evaluating applications, making recommendations to Council and appointment / election of Additional Fellow Directors
15. Having received applications from Fellows in accordance with these By-Laws, the Committee will assess each application against the Brief and against any Guidelines and will prioritise applications according to “best” fit.
16. Once the Committee has assessed applications in accordance with clause 16, the Committee will prepare a report for the Council setting out the following:
  - a. Details of each applicant (including a copy of the Application Form), and
  - b. The Committee’s assessment of each Application Form against the Brief, and
  - c. Council’s preferred (recommended) candidates together with reasons for the assessment.
17. The Council will, prior to each annual general meeting, and after considering the recommendations from the Committee either:
  - a. appoint membership elected Councillors as Additional Fellow Directors; and/or
  - b. nominate a Fellow who is not a member of Council to stand for election as an Additional Fellow Director.
18. Where the Council appoints elected Councillors as Additional Fellow Directors, the appointment must be presented to the AGM for ratification, and upon ratification, the Councillor appointed as an Additional Fellow Director will resign their position as a Councillor.

<b>Authorised by:</b>	Chief Executive Officer	<b>Original Issue:</b>	April 2025
<b>Document Owner:</b>	Chief of Staff	<b>Version:</b>	3
		<b>Approval Date:</b>	August 2025
		<b>Review Date:</b>	August 2028

**REGULATION**

<b>Portfolio</b>	<b>CEO Office</b>	<b>Ref. No.</b>	<b>REG-1147</b>
<b>Department</b>	<b>Governance Support</b>		
<b>Title</b>	<b>Director Appointment Process Bylaw</b>		

19. Where the Council nominates one (1) or more Non-Councillor Fellow(s) as Additional Fellow Directors, the Council will recommend the Non-Councillor Fellows to the Fellows at the AGM and the Fellows will vote on the appointment.
20. Following the ratification and/or election of Additional Fellow Directors at the AGM, appointed / elected Additional Fellow Directors will be formally registered as directors with ASIC and the ACNC upon commencement of their term in accordance with Constitution and shall undergo induction processes as determined by the Board.

**Approver/Authoriser - Council**

<b>Authorised by:</b>	Chief Executive Officer	<b>Original Issue:</b>	April 2025
<b>Document Owner:</b>	Chief of Staff	<b>Version:</b>	3
		<b>Approval Date:</b>	August 2025
		<b>Review Date:</b>	August 2028