



ACIPC

Australasian College
for Infection Prevention and Control

ACIPC Revised Constitution – Notes for Members

Why Change the Constitution?

Our current constitution was first drafted in 2011 when forming the College and has had some changes in 2014.

Last year the ACIPC Board received advice from our appointed governance and legal advisors that it would be beneficial for us to update our constitution to ensure it meets our obligations under ASIC and ACNC, and aligns with contemporary legal and governance standards, particularly when electing and nominating directors.

It is important that our constitution continues to support the operations and governance of the College as we grow and meet the challenges and opportunities of the evolving IPC landscape. To effectively address these issues and maximize our impact, it is crucial to update our constitution to reflect the changing needs of the members and stakeholders we serve. Updating our constitution is an important step for us to incorporate best practices in governance, transparency, and accountability, enabling us to operate more efficiently and effectively.

Comparison of the Current and the Proposed Constitution

Current Constitution	Proposed Constitution
Directors, President-Elect, President and Past-President	
The roles and terms of the President-Elect, President and Past-President are defined in the constitution. Clause 10.3 and Clause 11.	Same. Clause 7.5.
The minimum number of directors is not explicitly specified. The Executive Council shall comprise 3 x Office Bearers (Presidents), up to 7 x Ordinary members, and the Consumer Representative. Clause 10.	Minimum of 6 directors and maximum of 14 directors, including the President-Elect, President and Past-President. Clause 5.1.
The board decides the number of ordinary directors required up to a maximum of 7 ordinary directors. Clause 10.2 and 11.4.	The board decides the number of directors required up to a maximum of 14 directors, including the of President-Elect, President and Past-President. Clause 5.1.
No term limit for directors.	Directors can serve a maximum of 9 consecutive years. Clause 5.1f. The President-Elect, President and Past-President serve until



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	the end of the term as Past-President. Clause 5.1f.iii.
Nominations and Criteria for Directors	
The board reviews and decides the criteria for nominees for directors and for the president-elect. Clause 10.5.	Same.
A nominations committee formed of current directors, reviews the criteria for members to address to indicate their interest in being appointed to the ACIPC board.	Same.
Interested parties self-nominate based on the criteria specified.	Same.
The nominations committee and board review all expressions of interest and makes recommendations for the board to endorse. Nominations may be accepted if deemed suitable, meet the criteria set, and meet the skill mix required for the Board.	Same.
Appointment of Directors, Voting by Members, Terms	
The directors are appointed by a resolution of members at the AGM. Clause 11.4. The resolutions at the AGM may follow an election of members as above.	All directors, including the President-Elect, President and Past-President, are appointed directors at an AGM. Clause 5.3.
The President-Elect is appointed by a resolution of members at the AGM. Clause 11.4. The resolutions at the AGM may follow an election of members as above.	The President-Elect is appointed a director by a resolution of members at the AGM, and then elected President-Elect of the board by the elected directors.
A vote for directors by the College's members may be held prior to the AGM. This is a governance process rather than being defined in the constitution.	Same. Clause 5.4.



<p>The board decides if an election of members is warranted if:</p> <ul style="list-style-type: none"> - two or more suitable candidates are endorsed by the board for the role of President-Elect; or - if more nominations are endorsed by the board than the number of positions the board decided is required up to a maximum of 7 ordinary directors. 	<p>The board decides if an election of members is warranted if:</p> <ul style="list-style-type: none"> - two or more suitable candidates are endorsed by the board for the role of President-Elect; or - if more nominations are endorsed by the board than the number of positions the board decided is required.
Directors hold office for 2 years.	Directors are appointed for three years.
All ordinary directors are appointed every two years, along with the President-Elect.	Appointments are staggered so 1/3 of directors are appointed each year.
President-Elect, President and Past-President hold office for 2 years in each role. Clause 11.	President-Elect, President and Past-President hold office for 2 years in each role. Clause 5.1.f.iii.
The President and Past-President hold office automatically once they are appointed President-Elect by resolution at an AGM. They do not stand for election during the six years. Clause 11.	The President and Past-President hold office automatically once they are appointed President-Elect by resolution at an AGM. They do not stand for election during the six years. Clause 7.5.
President, President-Elect, Past-President are appointed for 2 years in each role, totaling 6 years.	President, President-Elect, Past-President are appointed for 2 years in each role, totaling 6 years.
A Consumer Representative is appointed for 2 years. Clause 11.5.	The board may appoint other directors, which would include a Consumer Representative. Clause 5.5.



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Election of Directors and Appointment of Directors

One of the key corporate risks previously identified by the ACIPC Board is having all directors elected at the same time, every two years. Having all directors elected together can pose several risks:

- There is a greater risk of turnover and instability within the board. If a significant number of directors decide to leave or are replaced at the same time, it can disrupt the continuity and institutional knowledge of the College. This can be particularly challenging during times of transition or when facing unexpected challenges.
- There is a potential for a lack of diversity and expertise on the board. If all directors are elected simultaneously, there is a higher likelihood that the board composition may not reflect a wide range of perspectives, experiences, and skills. This could result in a limited ability to effectively address complex issues and make informed decisions.

The issues can undermine the principles of good governance, accountability, and transparency.

To mitigate these risks, the board has proposed staggered terms for directors, where only a portion of the board is elected at a time. This allows for a more gradual turnover, ensures continuity, and promotes a diverse range of perspectives.

The other risk identified by the Board related to the election and appointment of Directors, was the limited ability to appoint independent and/or skills-based directors, which may be required to support the board of elected directors or to address a specific skill requirement. or if required, to appoint Directors in a situation where a director was unable to continue in a role due to an emergent situation. The changes to the Constitution formalise the ability of the Board to act to remedy this situation if required and better aligns with contemporary governance practice.





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Nominations Committee for the Board of Directors

The board nominations committee plays a crucial role in the governance of the College. Its primary responsibility is to identify, evaluate, and recommend qualified candidates for elections of members to the board, as well as recommendations for skills-based appointed directors.

The committee's main objective is to ensure that the board is composed of individuals with the necessary skills, expertise, diversity, and experience to effectively guide and govern the College.

- **Identifying needs:** The committee assesses the current composition of the board and identifies any gaps in skills, knowledge, diversity, or experience. It determines the specific qualities and qualifications required for potential board members based on our strategic goals and challenges.
- **Candidate search and evaluation:** The committee actively seeks out potential candidates and issues a call for nominations. It evaluates candidates based on criteria, such as professional expertise, industry knowledge, leadership abilities, ethical standards, and commitment to the organisation's mission and values.
- **Due diligence:** The committee ensures the integrity and suitability of potential board members. This includes reviewing candidates' professional backgrounds, past board experiences, potential conflicts of interest, and any legal or regulatory issues.
- **Nomination process:** The committee presents a slate of recommended candidates to the full board for consideration. It provides comprehensive information and insights about each candidate to facilitate an informed decision-making process. The committee may also facilitate the orientation and onboarding process for newly elected directors.
- **Succession planning:** The committee plays a vital role in long-term board development and succession planning. It assesses the overall composition and diversity of the board and identifies candidates for key positions, such as committee chairs.

