

THE ROYAL COLLEGE OF NURSING OF THE UNITED KINGDOM

81st ORDINARY GENERAL MEETING

MINUTES

The 81st Ordinary General Meeting of the Royal College of Nursing of the United Kingdom was held at 14.00 hours on Wednesday 28 October 2009 at RCN Headquarters, 20 Cavendish Square, London.

The meeting was chaired by Maura Buchanan, President of the Royal College of Nursing. The President welcomed members to the meeting including those watching online and at country and regional offices and introduced the platform party: Dr Peter Carter, Chief Executive & General Secretary; Sandra James, Chair of Council; Jane McCready, Honorary Treasurer; Tim Golbourn, Director of Finance and Corporate Services and Jane Clarke Director of Governance Support.

1. WELCOME AND INTRODUCTIONS

The President confirmed that the meeting was quorate. She then explained the arrangements for asking questions and for the votes and count which was being overseen by the Electoral Reform Services as the independent scrutineer.

2. MINUTES

- 2.1 The minutes of the 80th Ordinary General Meeting of the Royal College of Nursing held on 15 October 2008 were agreed by the meeting.
- 2.2 The President reported on one matter arising from the 2007 Extraordinary General Meeting. This was the amendment to Rule 2.1. She explained that this amendment would be made as part of the review of the RCN Charter and Bye-Laws to be put to the 2010 Annual General Meeting for approval.

3. ANNUAL REPORT OF COUNCIL, THE FINANCIAL STATEMENTS AND THE AUDITORS REPORT FOR THE YEAR 2008/2009

- 3.1 Sandra James Chair of Council presented the Annual Report of Council.
- 3.2 She began by expressing her pride at being elected for a second term as Chair of Council and she thanked her fellow Council members for their hard work and dedication.
- 3.3 In the first part of her report the Chair of Council spoke about the Legal & Governance review which she described as one of the biggest issues an organisation like the RCN had to deal with. She emphasised the importance of the changes to the organisation's legal structure and said that she hoped members felt that Council had communicated the reasons why the changes were needed clearly and effectively.

- 3.4 She then turned to the Congress voting review and reported that Council had decided to keep the voting arrangements unchanged for Congress 2010 and 2011 to allow proper time for a full and comprehensive review. The Chair of Council explained that this would mean that branches and forums that had not merged since 2009 would receive the same number of votes as in 2009 and those that had merged during this timeframe would receive the total number of votes that the merged branches or forums received in 2009. She confirmed that the Association of Nursing Students and the UK Stewards, Safety Reps and Learning Reps Committees, would receive the same number of voting places as in 2009.
- 3.5 The third area the Chair of Council addressed was decision making and communication.
- 3.6 She emphasised that it was the responsibility of the Council to lead the organisation on behalf of members by taking timely, well-informed decisions and by explaining the reasons for those decisions clearly.
- 3.7 Sandra James talked about the changes Council had made to the way it worked in response to the concerns raised by members at the 2009 Congress and AGM about the way it communicated what it did and the reasons for the decisions it made.
- 3.8 She explained how a new reporting and decision-making framework adopted by Council in July that year would enable members to see what decisions were being made, by whom and why and what work was being carried out and how they could get involved in a particular project.
- 3.9 The Chair of Council then talked about changes to the committee structure and the way it worked that had been agreed by Council. She explained that the Council committees were to be reduced from three to two - the Nursing Practice and Policy and the Membership and Representation Committees. In future these Committees will be acting as oversight and scrutiny committees and will be commissioning specific pieces of priority work from task and finish groups composed of members from across the organisation with the right range of skills.
- 3.10 This new way of working was how Council would ensure in future that the decisions it made were properly informed by the experience and views of the membership.
- 3.11 The Chair of Council also reported that three new sub-committees of Council were to be set up - Ethics, International and Diversity. These are advisory committees and will work closely with the Council committees to ensure that international issues are highlighted and that diversity and ethical standards are applied consistently across all parts of the organisation.
- 3.12 Sandra James went on to explain the principle of collective responsibility and that it was that principle and the wish to improve the clarity of communication that was behind the decision taken by Council members not to post, as individuals, on the Discussion Zone.

- 3.13 She emphasised that Council was very clear that it needed to communicate its decisions better and in a more consistent way and that the Discussion Zone was not the place to do it. Instead Council was focusing on making better use of the website and other new electronic channels of communication.
- 3.14 In the second part of her speech the Chair of Council highlighted the issues the RCN had influenced over the year including:
- the neutral position the RCN took on assisted suicide
 - the UK-wide campaign championing patient dignity
 - securing nurse leadership in the new health and social care structures in Northern Ireland
 - reversing the Scottish Government's decision to cut the 2009 and 2010 student intake and to maintain numbers at 2008 levels
 - the joint campaign with the Royal College of Psychiatrists on the appropriate number of health care staff needed to deliver on the Scottish Government's commitment to increase access to psychological therapies to reduce the increase of anti-depressant prescribing
 - the "Get it Right" campaign in Wales on getting the right nursing numbers and tackling violence against NHS staff
 - the Welsh Assembly Government's "Free to Lead, Free to Care" project to empower ward sisters and improve cleanliness and the fundamentals of care
 - amendments to the draft EU legislation on patients' rights to cross-border care that have ensured more equitable access
 - amendments to EU recommendations on patient safety and infection control to highlight the role of specialist infection control nurses and linked staff
 - the shape of the Regional Social Partnership Forums in England
 - the protection of vulnerable adults scheme which the RCN had successfully challenged on the grounds of human rights
- 3.15 In addition Sandra James reported that the RCN had seen its membership increase by 7,500 in one year. This was in addition to the 36,000 members the organisation needed to recruit to replace the number of members lost each year through retirement and leaving the profession.
- 3.16 She also highlighted that more than £5m of compensation had been recovered for members through successful personal and criminal injuries and employment cases and six figure compensation settlements for the members in the areas of disability discrimination and unlawful sexual orientation discrimination.
- 3.17 Sandra James ended her speech by reporting that the next year would see Council focusing on the next stage of the Legal & Governance Review which would involve further consultation with members about updating the RCN Charter and Bye-laws and would be presented to the 2010 AGM for approval.
- 3.18 The President thanked the Chair of Council and called on the Honorary Treasurer, Jane McCready, to present the financial statements and the auditors report for 2008/09.

- 3.19 Jane McCready, the Honorary Treasurer, formally presented the accounts for the year 2008/2009. She introduced the item by saying that it would be her last year as Honorary Treasurer and that it had been a great honour to serve the college in that capacity over the previous six years.
- 3.20 The Honorary Treasurer then took the meeting through the College's financial position. She reported a rise in total income from £82m to £88m and highlighted the level of free reserves at £15m which was a marked improvement on the previous year's figure of £9m.
- 3.21 She then addressed how the difficult financial climate had affected the finances of the RCN. First there had been a £12m of exceptional costs associated with a fall in investment values which equated to a £3m fall in the RCN's own investments and a £9m fall on the pension scheme assets. Secondly although the three RCN trading subsidiaries were all profitable all had shown signs of reduced revenue. Finally Jane McCready highlighted the impact of the financial position on the membership and confirmed that in order to ensure the organisation could continue to meet the increased demand for services Council had approved an increase of 1.75% in the annual subscriptions rate from January 2010.
- 3.22 The Honorary Treasurer then spoke about the Legal & Governance Review and the financial implications for the College. She acknowledged that the division of assets between the RCN and the charity would mean that the RCN would need to further strengthen its reserves. Jane McCready also spoke about the tax implications of the change and why the vote on the Charter change was so important to enable the RCN to claim relief in future for the benefits it provided as a professional trade union rather than as a charity.
- 3.23 In closing the Honorary Treasurer re-iterated that the last year had been good financially for the RCN and, despite the unfavourable economic climate, the RCN was on a strong and solid foundation.
- 3.24 The President asked for questions from the floor relating both to the Annual Report of Council and the Financial Statements.
- 3.25 In response to a question from Andrew Parker about arrangements for setting subscription rates in future the Honorary Treasurer confirmed that Council would be bring a proposal to the 2010 AGM.
- 3.26 Jane McCready confirmed that the Professional Auditors were being appointed to undertake the audit for the 2009/2010 financial year.
- 3.27 In response to a question from Maria Nicholson the Chair of Council confirmed that any Council member could ask Council to review its decision not to post, as individuals, on the Discussion Zone at any time.
- 3.28 The meeting thanked Jane McCready for all her work as Honorary Treasurer over the past six years.

4 RE-APPOINTMENT OF THE AUDITORS

- 4.1 The following resolution was proposed by the Honorary Treasurer on behalf of Council and seconded by the Chair of Council.

“That PricewaterhouseCoopers LLP be re-appointed professional auditors for the year 2009/10 and that Council be authorised to determine their remuneration”

- 4.2 Members were asked to complete the blue ballot paper for the “Re-Appointment of the Auditors” which would be collected at the end of the next ballot.

5 RESOLUTIONS

- 5.1 The President asked Sandra James, Chair of Council, and Peter Carter, Chief Executive & General Secretary to introduce the item on the Legal & Governance Review.
- 5.2 Sandra James asked members to ratify a change to the RCN’s legal structure to meet the requirements of the Charity Commission. She explained that the outcome would be to establish a separate RCN charitable foundation which would be a grant-giving body governed by an independent board of trustees. It would ensure that the professional and trade union functions of the RCN could continue to be delivered through one organisation.
- 5.3 The Chief Executive & General Secretary emphasised that the organisation could not continue to be a charter body, a trade union and a registered charity. He explained that in order to ensure that both the new legal entities would be financially sustainable the Charity Commission had agreed to a proposal put forward by the RCN that would mean that the properties would be returned to the Charter Body, the income from the subsidiary companies would become available to the RCN Charter body and the investment portfolio would remain in the charity but would continue to be made available to the RCN through grants to fund activity it carried out that was charitable.
- 5.4 Peter Carter urged members to vote yes to both resolutions to agree the change the RCN’s legal structure and to approve two technical changes to the RCN Charter to enable the RCN to claim relief for the benefits it provided as a professional trade union and secondly to remove all references to the RCN Charter body being a charity.
- 5.5 The President then invited questions on the Legal & Governance Review from the floor.
- 5.6 Questions were answered by The President, the Chair of Council and the Chief Executive & General Secretary.

- 5.7 It was confirmed that the Privy Council had agreed in principle to the proposed changes to the Charter which would be ratified by the Privy Council at the end of the year.
- 5.8 Other questions focussed on the future relationship between the RCN and the RCN Foundation and how Council would work with the independent board of the RCN Foundation. In response to a question about whether it would make any difference to members applying for benevolent fund grants and educational bursaries the Chief Executive & General Secretary emphasised that all funds would continue to be available for the purposes they were given for and this would not be affected by the changes in the RCN's legal structure. In particular Peter Carter assured members that WING would continue to be supported. The only change was that the discretionary fund would in future be managed by the RCN Foundation and not the WING Committee.
- 5.9 The Chair of Council proposed and the Honorary Treasurer seconded the two special resolutions on behalf of Council

Special Resolution 1:

To agree that the Royal College of Nursing should no longer be a charity and that an RCN charitable foundation be established as a separate legal entity.

Special Resolution 2:

To approve two technical amendments to the Royal Charter to add reference to the benefits provided by the RCN to its members as a professional trade union and to remove reference to the College being a charity.

- 5.10 Members were asked to complete the yellow voting paper and to place it together with the blue voting paper that they had already completed in the ballot boxes which were passed round the hall.

6 PROFESSIONAL MATTERS

- 6.1 The Chair of the Public Policy Committee, Kath McCourt, the Chair of the Membership Diversity and Representation Committee, Alan Mawbey the Chair of the Nursing Development Committee, Jenny Booth and Janet Davies, Director of Nursing and Service and Delivery, joined the President, Deputy President, Chair of Council and the Chief Executive & General Secretary on the top table.
- 6.2 The President invited members to raise any matters of a professional nature which were of importance to the interests of members.
- 6.3 Questions covered violence against nurses in A&E departments, performance-related pay, men's health issues, representation of nursing in the House of Lords and whether the title of "nurse" was being downgraded. There were also a number of questions from members about the recent member consultation on the issue of assisted suicide, the level of response to the consultation, the

decision by Council to move to a neutral position and the decision not to respond to the interim prosecution's guidance on the issue that had been published in September 2009 because it could have been seen to have undermined the neutral position adopted by the College.

CHIEF EXECUTIVE & GENERAL SECRETARY'S ADDRESS

- 6.4 Peter Carter the Chief Executive & General Secretary introduced his address by urging everyone working in health care, particularly those on the front line to have the swine flu vaccine.
- 6.5 He then turned his attention to the challenges facing nursing, the impact of the economic position on the National Health Service, the launch of the raising concerns, raising standards hotline by the RCN in the wake of the Mid Staffs enquiry and the Margaret Haywood case and the strain the binge drinking epidemic in the UK was having on clinical services.
- 6.6 In closing the Chief Executive & General Secretary placed on record his personal thanks to the Council members who were retiring from office that day.
- 6.7 The President then invited questions from the floor which generated discussion about management in the NHS, transforming community services, swine flu vaccination and emergency NMC re-registration and NHS pensions.

7. RESULTS OF THE COUNCIL ELECTIONS AND BALLOTS

- 7.1 The President thanked the following members whose terms of office had come to an end:

Evelyn Nicholls from the East Midlands Region
Marcia Turnham from the Eastern Region
Yvonne Dyer from London
Les Storey from the North West Region
Jane McCready from Scotland and Honorary Treasurer
Alan Mawbey from the South West Region
Gareth Phillips from Wales
Barbara Tassa from the West Midlands Region
John Hill from the Yorkshire and the Humber Region
Robert Sowney from Northern Ireland
Naomi Baker a student member of Council

The Chief Executive & General Secretary then reported the results of the Council elections for the period 2009-2011 as follows:

Lors Allford	(South West)
Kevin Bell	(Northern Ireland)
Michael Brown	(Scotland)
Saffron Brown	(Student)
Dave Dawes	(North West)

Susan Fern	(West Midlands)
Eileen Frame	(Scotland)
Sandra James	(South East)
Gaynor Jones	(Wales)
Anne Kennedy	(Yorkshire and Humber)
David Miller	(East Midlands)
Kath McCourt	(Northern)
Andy McGovern	(London)
Ann Marie O Neill	(Northern Ireland)
Carol Watts	(Eastern)

The Chief Executive & General Secretary then reported the results of the Council Officer elections for the period 2009-2011 as follows:

Sandra James	(Chair of Council)
Gerry Bolger	(Vice chair of Council)
Stacey Hunter	(Honorary Treasurer)
Andrea Spyropoulos	(Chair of Nursing Practice and Policy Committee)
Tracey Budding	(Chair of the Membership and Representation Committee)
Jenny Booth	(Chair of Governance Support Committee)

The Chief Executive & General Secretary then announced the results of the day's votes as follows:

The re-appointment of the auditors:

For:	22,047
Against:	650
Abstentions	1,363

The vote was carried with 97.14% in favour

The vote to separate the charity from the RCN and set up an RCN charitable foundation as a separate legal entity:

For:	22,488
Against:	1,047
Abstentions	525

The vote was carried with 95.55% in favour

The vote on the two technical amendments to the Royal Charter:

For:	22,639
Against:	820
Abstentions	603

The vote was carried with 96.5% in favour

8. DATE OF NEXT MEETING

- 8.1 It was noted that the next Annual General Meeting would take place on Wednesday 20 October 2010.