

Role Descriptor: External Adviser to the RCN Governance Committee

Title: External Adviser

Reporting To: RCN Governance Committee

Basis: External Advisers are initially shortlisted via an external company. An internal panel, normally comprising the staff lead, the Chair of the Committee and an independent participant then make the final selection decision.

Time commitment (including meetings): The estimated time commitment for an External Adviser on the Governance Committee is 8 - 10 days per year. The Governance Committee meets at around 6 times per year in person, hybrid or online. The majority of these meetings are online, but in-person meetings are held at RCN HQ Cavendish Square, London.

Ad hoc meetings of the Committee may be required between planned meetings for timely discussion and/or decision making.

Each year External Advisers are invited to attend the RCN AGM and one meeting of Council, either in person or online.

Expenses: External Advisers may reclaim all travelling and similar expenses in line with the RCN expenses policy.

Eligibility: External Advisers are appointed in accordance with the RCN Appointments Policy and Processes. Eligibility requirements are based on a set criteria informed by the role descriptor.

Purpose of the role:

The Governance Committee is a crucial element of the governance structure and operates under the delegated authority of the RCN Council. The Committee's primary role is to ensure that the RCN follows best practice in corporate governance and that its governance structures and ways of working are effective.

As members of the Governance Committee, External Advisers have a key role in ensuring that the RCN adheres to the highest standards of governance, maintain transparency, accountability, and integrity in its operations and decision-making processes. The purpose of this role is to:

- Provide independent and objective specialist knowledge and skills.
- Contribute to specific pieces of work/projects as appropriate and work with Council and Committee members to help them to develop their knowledge and understanding of good governance principles.

External Advisers should not involve themselves in the day-to-day operations of the RCN, but may, from time to time, work with RCN staff members to achieve results. When representing the RCN in a public space in their capacity as an

RCN External Adviser, they should ensure that their actions do not bring the RCN and profession into disrepute, and they should take care not to take public positions contrary to those of the RCN.

Key responsibilities of the role include:

- Championing good governance practice across the organisation.
- Advising on the effectiveness of the RCN's constitutional framework.
- Ensuring the development and review of corporate governance policies and role descriptors for key governance positions.
- Ensuring that the RCN has processes in place for the recording of interests disclosed by senior officials.
- Agreeing the induction and development programme for all Council, Council Committee and Board Members, ensuring effective succession planning.
- Seeking assurance that the systems in place to ensure that the RCN is complying with its legal and regulatory requirements are robustly monitored.
- Accepting collective responsibility for the decisions reached by Committee.
- Attending Committee meetings, reading meeting papers in advance and participating constructively in Committee discussions.
- Bringing impartiality and objectivity to meetings and decision-making, and, providing expertise and contributing to the creation and maintenance of an inclusive and open culture.
- Maintaining up-to-date declaration of interests for publication on the website
- Fostering and maintaining constructive working relationships with fellow Committee members and members of Council and its Executive Team to ensure that roles are understood and responsibilities are met.
- Upholding the values, decisions and policies of the RCN, acting with integrity and committing to the highest standards of behaviour as set out in the RCN Respect Charter and Code of Conduct.
- Demonstrating a strong commitment to equity, diversity and inclusion (EDI).

- Undertaking other specific activities on behalf of the RCN as discussed and agreed with the Chair of the Group Audit Committee, Chair of Council and the Chief Executive & General Secretary. This could include but is not limited to:
 - Sitting on Member Resolution Panels
 - Advising other committees on areas of expertise

Person specification:

External Advisers must be able to demonstrate the following skills, knowledge and values.

1. some understanding of nursing and health issues across the UK and internationally.
2. an understanding and knowledge of membership organisations.
3. an active commitment to the RCN Respect Charter, EDI and the Nolan Principles.
4. sound knowledge and understanding of the principles and practicalities of effective governance in a large organisation, including regulatory frameworks and legal compliance.
5. sound knowledge, understanding and experience of strategy development and risk management.
6. a willingness and ability to devote the necessary time and effort.
7. a readiness to take and be accountable for decisions.
8. previous scrutiny committee experience up to Board level is desirable.
9. integrity and commitment to act in the best interests of the RCN without regard to personal interest or benefit.
10. objectivity, fairness, independence of mind, integrity, wisdom, discretion, and good judgement.
11. the ability to give direct and honest opinions and add value to decision making by offering different perspectives and constructive suggestions.