

Council/Committees Conflicts Policy

1. Introduction

- 1.1. In accordance with the RCN Charter, paragraphs 2.1 and 2.4, the RCN Council has the power to delegate any of its powers to a committee of its own choosing and configuration and the power to revoke any of its delegations at any time.
- 1.2. This policy sets out the process to follow when the RCN Council raises concerns about the conduct or work of one of its committees which could result in the RCN Council revoking the powers it has delegated to that Committee.
- 1.3. This policy applies to all RCN Council Committees that report directly to RCN Council.
- 1.4. This policy is separate from the Member Resolution Policy as it deals with disputes between RCN Council and its Committees as entities rather than disputes between individual members, where the Member Resolution Policy should be applied.
- 1.5. For the purposes of this document, the term 'Council' shall mean the elected Council and 'Council Member' shall mean an elected RCN Council Member¹

2. Context

- 2.1. From time to time, there may be occasions when the RCN Council has concerns about the work or conduct of one of its committees. Examples may include, but are not limited to:
 - The Committee acting outside of its remit; and/or
 - The Committee purporting to speak on behalf of the RCN Council without first consulting with the RCN Council; and/or
 - The Committee independently committing to work that falls outside the scope of the RCN Strategic Plan; and/or
 - The Committee risks bringing the RCN into disrepute by operating outside of the RCN's risk appetite.

1 – The 2025 AGM voted for some of the Executive Team to be non-elected members of Council

- 2.2. In such instances, all reasonable attempts must be made to resolve the conflict in a timely and constructive manner. The process to follow when concern is raised by the RCN Council is set out below.

3. Process

- 3.1. The RCN Council, via the Chair of Council, will alert the Executive Director of Governance¹ to the concern in writing. The Executive Director of Governance will then enter details of the concern into the Council/Committees Conflicts Register.
- 3.2. Within 5 working days of being notified of the concern by the Chair of Council, the Executive Director of Governance will arrange a meeting between the Chair of the Committee concerned and the Chair of Council, the aim of which shall be to resolve the issue of concern amicably. A member of the Governance Support Team will take notes of the meeting and record the outcome in the Council/Committees Conflicts Register.
- 3.3. Should the meeting not resolve the issue of concern, the RCN Council and relevant Committee will be considered to be in dispute. The Executive Director of Governance will advise the Executive Team of this within one working day and, at this point, the Executive Team will give consideration to using the services of a mediator to try and resolve the dispute. Where the dispute concerns a Group Committee (Group Audit Committee and Group Remuneration Committee) the Directors of RCNF and RCNi will be included in the discussions. The decision as to whether to appoint a mediator will be recorded by the Executive Director of Governance in the Council/Committees Conflicts Register.
- 3.4. If the Executive Team consider that a mediation session would be appropriate, the Executive Director of Governance will arrange this as soon as practicably possible. The Chair of Council and Chair of the relevant Committee will be invited to the session, and each will have the option to be accompanied by an RCN Council member and a member of the Committee in question respectively. The outcome will be an agreed statement either way signed by both parties and the Executive Director of Governance will enter the details into the Council/Committees Conflicts Register.
- 3.5. If the dispute remains unresolved either because the Executive Team did not think mediation appropriate or because the mediation session was unsuccessful, Council may vote to suspend the delegation to the Committee by way of a simple majority decision for a period of up to one year, after which the revocation decision will be reviewed. During this period, reasonable attempts will be made to try and resolve the dispute and the Scheme of Delegation will be amended accordingly by the

¹ In the absence of the Director of Governance, a Manager in the Governance Directorate will be delegated the tasks of the Director of Governance.

Executive Director of Governance, who will also enter the details of the revocation in the Council/Committees Conflicts Register.

4. Introduction

- 4.1. In accordance with the RCN Charter, paragraphs 2.1 and 2.4, the RCN Council has the power to delegate any of its powers to a committee of its own choosing and configuration and the power to revoke any of its delegations at any time.
- 4.2. This policy sets out the process to follow when the RCN Council raises concerns about the conduct or work of one of its committees which could result in the RCN Council revoking the powers it has delegated to that Committee.
- 4.3. This policy applies to all RCN Council Committees that report directly to RCN Council.
- 4.4. This policy is separate from the Member Resolution Policy as it deals with disputes between RCN Council and its Committees as entities rather than disputes between individual members, where the Member Resolution Policy should be applied.

5. Context

- 5.1. From time to time, there may be occasions when the RCN Council has concerns about the work or conduct of one of its committees. Examples may include, but are not limited to:
 - The Committee acting outside of its remit; and/or
 - The Committee purporting to speak on behalf of the RCN Council without first consulting with the RCN Council; and/or
 - The Committee independently committing to work that falls outside the scope of the RCN Strategic Plan; and/or
 - The Committee risks bringing the RCN into disrepute by operating outside of the RCN's risk appetite.
- 5.2. In such instances, all reasonable attempts must be made to resolve the conflict in a timely and constructive manner. The process to follow when concern is raised by the RCN Council is set out below.

6. Process

- 6.1. The RCN Council, via the Chair of Council, will alert the Executive Director of Governance² to the concern in writing. The Executive Director of Governance will then enter details of the concern into the Council/Committees Conflicts Register.
- 6.2. Within 5 working days of being notified of the concern by the Chair of Council, the Executive Director of Governance will be arrange a meeting between the Chair of the Committee concerned and the Chair of Council, the aim of which shall be to resolve the issue of concern amicably. A member of the Governance Support Team will take notes of the meeting and record the outcome in the Council/Committees Conflicts Register.
- 6.3. Should the meeting not resolve the issue of concern, the RCN Council and relevant Committee will be considered to be in dispute. The Executive Director of Governance will advise the Executive Team of this within one working day and, at this point, the Executive Team will give consideration to using the services of a mediator to try and resolve the dispute. Where the dispute concerns a Group Committee (Group Audit Committee and Group Remuneration Committee) the Directors of RCNF and RCNi will be included in the discussions. The decision as to whether to appoint a mediator will be recorded by the Executive Director of Governance in the Council/Committees Conflicts Register.
- 6.4. If the Executive Team consider that a mediation session would be appropriate, the Executive Director of Governance will arrange this as soon as practicably possible. The Chair of Council and Chair of the relevant Committee will be invited to the session, and each will have the option to be accompanied by an RCN Council member and a member of the Committee in question respectively. The outcome will be an agreed statement either way signed by both parties and the Executive Director of Governance will enter the details into the Council/Committees Conflicts Register.
- 6.5. If the dispute remains unresolved either because the Executive Team did not think mediation appropriate or because the mediation session was unsuccessful, Council may vote to suspend the delegation to the Committee by way of a simple majority decision for a period not exceeding 6 months, after which the revocation decision will be reviewed. During this period, reasonable attempts will be made to try and resolve the dispute and the Scheme of Delegation will be amended accordingly by the Executive Director of Governance, who will also enter the details of the revocation in the Council/Committees Conflicts Register.

Version history

² In the absence of the Director of Governance, a Manager in the Governance Directorate will be delegated the tasks of the Director of Governance.

Approved by Council: 17 April 2024 (reviewed by Governance Committee on 28 February 2024), Version 1.

Updated September 2025 – to reflect July 2025 AGM decision that some of the Executive Team will be non-elected members of Council.