

RCN Governance Operating Framework

1. What is good governance?

Governance is the system of rules, practices, and processes by which an organisation (in this case the RCN) is directed and controlled.

The Chartered Governance Institute (CGI) explains that ‘organisations that have good governance use clear decision-making processes, behave openly by reporting on their activities, actively engage with their stakeholders, effectively manage the risks they face, and take responsibility for controlling and protecting their assets, including their reputation. Each of these areas of governance activity contributes to an organisation’s success.’

The RCN aims to maintain best governance practice at all times, developing and managing organisational standards that are sound, ethical and sustainable and which allow the Council and Executive Team to collaborate effectively and remain focussed in delivering the strategic aims. The RCN Governance Operating Framework underpins this work.

2. Purpose of the framework

This framework, adopted by the RCN Council, is in line with good practice guidance, and principles. It is part of the RCN’s assurance arrangements to ensure that good internal controls are in place and operating effectively.

The RCN Council, as the governing body (and principal executive committee of the trade union and professional college) provides strategic leadership, direction and oversight to the RCN. It is responsible for making major decisions, setting policies, discharging professional responsibilities for leading on the RCN Charter’s objectives and ensuring the long-term success of the RCN for the benefit of its members, to which it is accountable.

This means ensuring that the RCN operates in accordance with proper standards and complies with the law, and that the RCN’s finances are safeguarded, properly accounted for and invested wisely.

Therefore, the RCN’s governance operating framework brings together an underlying set of values, legislative requirements, governance principles, governing documents and management processes that enable the RCN to achieve the objectives set out in the Strategic Plan. The framework itself has been developed in furtherance of Goal 4 of the Strategic Plan ‘The RCN’s governance and positive culture underpin the delivery of the RCN five-year strategic plan’.

The framework puts high standards of conduct at the heart of good governance, placing responsibility on Council members and the Executive Team to role model exemplary leadership behaviours and set the tone for the rest of the organisation.

3. RCN Structure

The Royal College of Nursing of the United Kingdom (RCN UK) was established in 1916 and incorporated by Royal Charter in 1928. We were registered as a special register trade union in 1977, one of only a small number allowed to also have a corporate status. We are the world's largest nursing union and professional body. We represent over half a million nurses, nursing students, midwives, and nursing support workers in the UK and internationally.

Governance of the RCN is the responsibility of its 17 elected Council members who work with the Executive Team to:

- provide direction on strategy in line with the overall purpose
- monitor performance and ensure that effective compliance controls are in place
- ensure compliance with our Royal Charter, Standing Orders, regulations, and policies
- ensure effective engagement with our members and other stakeholders

Roles and responsibilities of Council and the Executive Team are set out in the guidance document of the same name.

The College is the parent of the RCN Group with control over the RCN Foundation, RCN Publishing Limited (RCNi) and RCN HoldCo Limited.

RCN Publishing Limited (RCNi) is a wholly owned subsidiary of the RCN. It provides an essential nursing resource, inspiring and informing the whole nursing team to deliver best practice and exceptional patient care. RCNi has its own board of directors.

The RCN Foundation is an independent charity that supports the needs of the nursing team. The Foundation is a charitable company limited by guarantee, the sole member of which is the College. It has a separate board of directors who are also the charity trustees.

RCN Holdco Limited is part of a limited liability partnership, which provides personal injury services to members of the RCN. Royal College of Nursing Group structure and relationships RCN HoldCo Limited is part of a limited liability partnership, which provides personal injury services to members of the RCN.

NewLaw Legal Limited Held by Deed of Trust on behalf of the RCN.

4. Accountability and reporting

The Council demonstrates accountability for the proper conduct of RCN business through its Annual General Meeting (AGM) and the publication of the RCN Group Annual Report.

All members are invited to attend the AGM either online or in person, and minutes and the recording of the meeting are available to all members to view. Any resolutions passed are detailed in the Annual Report.

The Annual Report contains the following information which provides assurance to the members:

- A Section 172(1) Statement – provides assurance that the RCN has opted to follow the provisions of Section 172 of the 2006 Companies Act to promote the success of the College.
- A Sustainability Statement - provides assurance to the members that the RCN is operating effectively in a sustainable manner.
- The Financial Review – provides assurance that the RCN remains in a robust and sustainable financial position.

5. Our guiding principles

There are six guiding principles that govern the way the RCN operates and inform and shape its decision-making processes:

The RCN:

- i. is built on principles of equality, diversity, inclusion and belonging
- ii. represents the profession across all sectors and programmes of care and fields of practice
- iii. is a listening and learning organisation and is driven by data, evidence and member feedback
- iv. is determined to deliver fundamental change for its members and staff, to make them proud of the College that acts in their name

It's:

- v. governance structure is representative of our diverse membership and works in partnership with the RCN Executive team and staff to ensure members' needs are met
- vi. professional nursing and trade union functions are of equal importance and equal value and work to complement each other to create the best outcomes for our members.

6. Values and behaviours

In carrying out their roles and embodying and implementing the principles outlined above at an individual level, all members and staff are expected to adhere to:

- The Nolan seven principles of public life
- The RCN's own values and behaviours.

Behaviours expected of members and staff

Equity, diversity and inclusion is a priority for the RCN and we aim to foster and inclusive environment. We value our people. The following six core behavioural competencies provide the foundation of our internal culture:

- Stay one step ahead
- Inspire others to greater heights
- Build outstanding relationships
- Get to the heart of the business
- Show passion for our services
- Value those around you

The RCN Respect Charter outlines how all RCN stakeholders including staff, members and customers, regardless of their role, must approach working with each other at all times:

1. We acknowledge that our personal behaviour has an impact on others.
2. We value our differences and recognise that we will not always share the same views.
3. We grow from our mistakes by working and learning together.
4. We respect and preserve confidentiality.
5. We treat everyone with courtesy and respect, and act with integrity at all times.

The RCN Respect Charter ensures that both staff and members will be held to the same high standard of personal conduct and treat each other with respect at all times.

The adoption and implementation of these values and behaviours by staff and members is vital for the RCN to achieve its ambition and desired outcomes - as set out in the Strategic Plan.

Adhering to these values and behaviours will help ensure that staff and member conduct complies with the overarching aim of achieving good governance.

7. Embedding the principles in practice

In order to embed the principles, we operate core management processes that enable us to deliver the RCN's strategic aims. The RCN's main management processes are:

Risk and performance management

- Business continuity
- Whistleblowing policy
- Scheme of delegation
- RCN Royal Charter, Standing Orders and Regulations
- Internal audit programme
- Yearly external audit
- Risk register, risk appetite, risk management and risk reporting mechanisms
- Data quality and data strategy
- Operational plans
- Committee reporting schedule
- Information security processes
- Programme and Project management processes
- Regulatory compliance framework
- Policy register.

Member and stakeholder engagement

- Member consultations
- Communications policies and processes
- EDI strategy
- Complaints handling and the member resolution policy
- Annual General Meetings
- Congress and submission of resolutions process
- Awards processes
- Surveys
- Elections and appointments policies and procedures
- Organising strategy
- Evidence based research
- Committee/Board/Branch/Forum meetings
- Educational toolkits
- Humanitarian crisis framework
- Modern slavery statement

People management

- Flexible working policies
- Performance management process
- Health and wellbeing programme and policies
- Safeguarding guidance
- Recruitment and retention process and policies
- Organisational development processes
- Learning and development processes and policies
- Management of change processes

- Pay and benefits policies
- Partnership agreements
- Service level agreements

Resource management

- Investments / Treasury Management
- Financial planning and management
- Budgetary control
- Statements of investment principles
- Procurement processes
- Asset management
- Insurance policies
- Contract management processes
- Intellectual property policy
- Tax and pensions
- Commercial Activity

8. Key Committees

RCN Council – Council is the governing body (and principal executive committee of the trade union and professional college). Working in conjunction with the RCN's Executive Team, it provides strategic leadership, direction and oversight to the RCN and is responsible for making major decisions, setting policies, discharging professional responsibilities for leading on the RCN Charter's objectives and ensuring the long-term success of the RCN for the benefit of its members, to which it is accountable.

RCN Council has a number of Boards and Committees that advise it and carry out work on its behalf. The following Boards and Committees report directly to Council. The deliberations of these Committee and Boards, and any resolution passed and decisions taken, are reported to Council following a Committee or Board meeting.

RCN Boards

RCN boards advise and support their Executive Directors on matters relating to the country or region. They also carry out work delegated to them by Council.

There are 12 Boards in total (3 Country Boards and 9 Regional Boards in England):

- Northern Ireland
- Wales
- Scotland
- Eastern region
- East Midlands region
- London region

- Northern region
- North West region
- South East region
- South West region
- West Midlands region
- Yorkshire and the Humber region

Principal committees

- Professional Nursing Committee
The PNC provides leadership and direction on professional nursing activity and ensures that the RCN has a clear vision for its activities as a professional body.
- Trade Union Committee
The TUC provides leadership and direction on trade union matters and ensures the RCN has a clear vision for its activities as a special register trade union.

Scrutiny committees

- Finance and Investment Committee
The Finance and Investment Committee supports RCN Council by providing advice on the development of its financial and business strategies. The committee ensures that the organisation is getting good value for money and that resources, which include members' subscriptions, are being used wisely.
- Governance Committee
The Governance Committee champions good corporate governance practice across the RCN and makes sure the organisation has effective ways of working.
- Group Audit Committee
The Group Audit Committee oversees the RCN Group's financial reporting processes, risk and performance management systems, and the annual accounts to ensure they are transparent and comply with the law.
- Group Remuneration Committee
The Group Remuneration Committee supports RCN Council on the pay, pension arrangements, terms and conditions for RCN staff, including the Chief Executive & General Secretary.

Advisory committees

- Group Equity, Diversity and Inclusion Committee
The Group Equity, Diversity and Inclusion Committee provides advice, leadership and oversight to the development, implementation and delivery of the Group Equity, Diversity and Inclusion (EDI) strategy.
- International Committee

The RCN International Committee advises Council on issues that affect nurses around the world.

Functional committees

- **Agenda Committee**
The Agenda Committee develops the agenda for, and has oversight of, the organisation of Congress. Congress is the annual representative meeting of members which focusses on influencing the policy and future direction of the College (RCN Royal Charter).
- **Awards Committee**
The RCN Awards Committee oversees the nominations and awards process for RCN Fellowships, Awards of Merit, and Representatives of the Year, Student Ambassador, Forum Achievement Awards, and any other award as agreed by Council.

Representative committees of the Council

- **Nursing Support Workers Committee**
The Nursing Support Workers Committee represents the thousands of health care assistants, health care support workers, assistant practitioners, nursing associates and trainee nursing associates who are members of the RCN.
- **Students Committee**
The Students Committee provides a voice for the thousands of student nurses who are members of the RCN.

Representative committees reporting to the Trade Union Committee

- **UK Health and Safety Representatives Committee**
The RCN UK Health and Safety Representatives Committee provides a voice for RCN accredited health and safety representatives and advises on the development of RCN policy on workplace health and safety issues.
- **UK Stewards Committee**
The RCN UK Stewards Committee provides a voice for RCN accredited stewards and helps to shape the RCN's policies on workplace and employment rights.
- **UK Learning Representatives Committee**
The RCN UK Learning Representatives Committee provides a voice for RCN accredited learning representatives and contributes to the development of RCN policies on lifelong learning and career development in the workplace.

The three UK Representatives Committees are responsible and accountable to the Trade Union Committee. Their deliberations and decisions are reported to the

Trade Union Committee. At the request of RCN Trade Union Committee, the Chairs of the UK Representatives Committees will attend a designated section of RCN Trade Union Committee meetings to deliver regular updates.

Committees reporting to the Professional Nursing Committee

- **Fellows Co-ordinating Committee**

The Fellows Co-ordinating Committee is the decision making body for RCN Fellows and organises activities for RCN Fellows. At the request of Professional Nursing Committee, the Chair of the Fellows Co-ordinating Committee attends a designated section of Professional Nursing Committee meetings to deliver regular updates.

- **Forum Chairs Committee**

The Forum Chairs Committee (FCC) is made up of the elected chairs of each of the RCN forums. FCC works to promote the role and value of forums within the RCN and to ensure the voice of nurses working in specialisms is heard in RCN decision making. The Chair of the Forum Chairs Committee attends two Professional Nursing Committee meetings a year to deliver an update.

- **Forum Steering Committees**

Each Forum delivers its work priorities, aims and objectives through its Steering Committee. Forum Chairs lead the work of the Steering Committee and report to the Professional Nursing Committee (PNC) through the Chair of the Forum Chairs Group.

- **Forums Governance group**

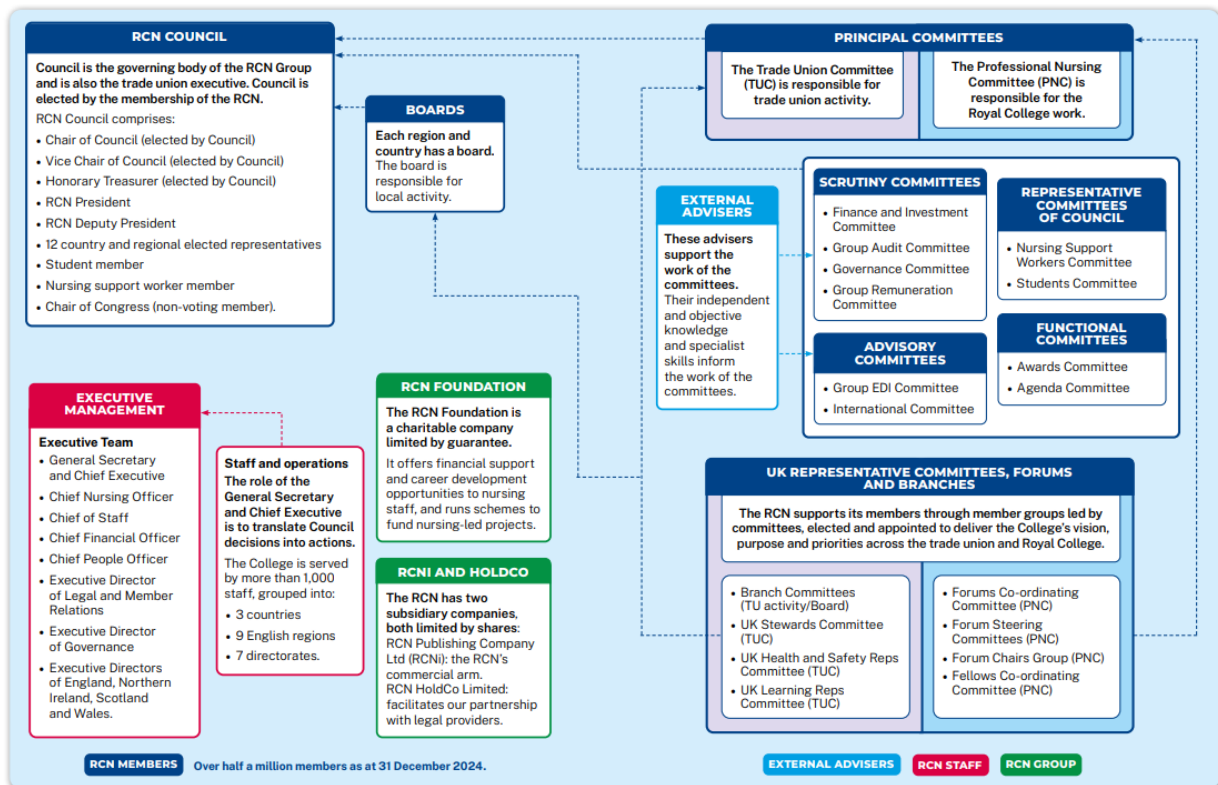
The Forums Governance Group (FGG) makes sure that good governance practice is observed by the RCN's forums and that the work of the forums reflects RCN Council's strategic priorities. The Chair of the Forums Governance Group attends two Professional Nursing Committee meetings each year to deliver an update.

Branches which report to Country and Regional Boards

- **Branch Committees**

All RCN members are automatically a member of their local branch. Branches hold regular meetings and organise events to promote nursing and nursing issues locally. Branch Committees ensure that Branch priorities and activities are carried out. They liaise with members in the branch to find out their views, ideas and concerns and ensure these are raised with the Country or regional Board to whom the branch reports.

Group governance structure and RCN governance operating framework



9. Effective Implementation

Strategic level

Council delegates responsibility for ensuring that a robust governance operating framework in terms of internal systems and controls is in place and operating effectively to the Group Audit Committee and it delegates responsibility for ensuring that the RCN follows best practice in corporate governance and has effective governance structures and ways of working in place to the Governance Committee.

Working in conjunction with the Executive Team, Council ensures that the RCN always has a clear vision and mission, acts as a guardian of the RCN's assets, and decides what must be done in order to achieve the objectives of the Strategic Plan.

Executive level

Council delegates responsibility for the management of the business affairs of the RCN, in their entirety, to the General Secretary and Chief Executive. It seeks assurance from the Executive Team that the day-to-day operations and the governance systems in place to direct and control the RCN are effective, efficient and robustly monitored.

Operational level

The Executive Team is responsible for ensuring that the day to day operations of the RCN are well lead and well managed. Operational plans are in place at department level and ensure that the objectives of the Strategic Plan are met. The Programme and Project Management Office ensure that the operational plans are reviewed, updated and scrutinised on a quarterly basis.

In the event of significant disruption/emergency that affects normal business activities the RCN Group is committed to maintaining its key services to members and clients and ensuring that infrastructure and core functions/processes can continue in order for employees to carry out their duties. A Group Business Recovery Team (BRT) will provide Group decision-making following a critical incident.

Committee level

Reporting requirements are in place for all Committees, Boards, Branches and Forums. Those that report directly to Council do so at each Council meeting and those that report directly to PNC or TUC submit reports to PNC and TUC meetings. Branch Committees report to Boards.

The RCN Foundation and RCNi Boards report to Council at each Council meeting.

Internal Audit provide independent and objective assurance to the General Secretary and Chief Executive and the Group Audit Committee over the risk, governance and control arrangements for the RCN Group.

A Group-wide [Scheme of Delegation](#) is in operation. It ensures that:

- Council powers are delegated appropriately
- the functions of the Council and its committees/boards and the RCNi and RCNF Boards are clear
- the responsibilities of Council members, committee/board members and staff are clear and are carried out.