

Terms of Reference: RCN Council

1. Name of Committee

RCN Council.

2. Purpose

As per paragraph 7.1 of the *RCN Royal Charter*:

There shall be a Council of the College which shall have the general control and management of the administration of the College and may exercise all the powers vested in it by law.

The RCN is governed by two main bodies – the Privy Council, in respect of it being a Royal College, and the Trade Union Certification Officer, in respect of its trade union responsibilities.

The main purpose of the RCN Council is to act as a governing body and principal executive committee of the trade union, and provide 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, and wider RCN Group, for the benefit of its members, to which it is accountable.

The RCN Charter confers on Council all the powers of the RCN except those exercisable only by the RCN members in a general meeting, at which the members exercise those powers afforded to them by the *Royal Charter and its Rules*, and the *Standing Orders*.

3. Responsibilities

3.1. Strategy & Leadership:

- a) Ensuring that the RCN has a clear vision, mission and strategy to achieve its objects.
- b) Ensuring that the delivery of the Strategic Plan is on track and that the strategic framework is agile in its response to internal and external developments.
- c) Providing input into and approving the RCN Strategic plan, identifying priorities, and keeping under review the long-term development of the organisation in the light of the political, economic and social environment in which it operates.
- d) Ensuring that advice and guidance is taken from expert staff and advisers to inform priorities, policy development and key strategic decisions.

- e) Engaging actively in strategic decision-making and policy decisions to implement the strategy.
- f) Ensuring that the RCN applies sound and proper principles, policies and procedures in relation to all areas of its work.
- g) Ensuring that the Nolan Committee's *Seven Principles of Public Life* as set out in the Schedule to the *Council, board and committee members – fit and proper persons criteria Regulation*, inform all actions and decisions of Council both individually and collectively.
- h) Ensuring that the RCN has a governance structure that is appropriate to an organisation of its size and complexity, and its objects, and that reflects the diversity of its stakeholders, including agreeing any changes to the overall legal and governance structures of the organisation, including the approval of setting up subsidiaries.
- i) Appointing the Chief Executive and General Secretary (as per item 12 of the *Royal Charter*), including their support, appraisal and remuneration.
- j) Delegating any of its powers and decisions, and their implementation and/or revocation, to any committee appointed in accordance with the *Rules* and the *Standing Orders*. This includes all financial matters. (Schedule 1, Rule 2.1 of the *Royal Charter*).
- k) Effectively discharging responsibilities in respect of duties to the wider RCN Group in line with agreed policies.
- l) Agreeing and delegating appropriate levels of responsibility and authority to the Chair of Council, Committees of Council, Board Members and the Chief Executive and General Secretary.
- m) Delegating the responsibility for the management of RCN staff to the Chief Executive & General Secretary (Schedule 1, Rule 4 of the *Royal Charter*) and operational delivery of the work of the College.
- n) Accountability as the Trade Union Executive & authorising Industrial Action (Standing Order 3.2).
- o) Agreeing the agenda for general meetings (including the AGM).

3.2. Risk & Assurance

- a) Seeking assurance that the internal control mechanisms in place to support risk, investment and financial management processes are in place and robustly monitored.
- b) Seeking assurance that the necessary management information systems exist to assess the organisation's performance and progress in meeting its objectives, including the evaluation of operational effectiveness and efficiency, compliance with laws and regulations and the reliability of management and financial information.
- c) Seeking assurance that the RCN and its activities meet performance and quality standards and improvement targets.
- d) Seeking assurance from the Executive Team that the information supplied to Council is timely, accurate and up-to-date.
- e) Ensuring that there is full accountability for decisions and work that it delegates through, for example, receiving and monitoring reports from reporting committees.
- f) Ensuring that the Council regularly reviews and evaluates the governance structure and biennially reviews its own performance.
- g) Ensuring that the RCN Group meets its statutory obligations while retaining its ethos and values.
- h) Ensuring that the RCN Group complies with its legal and regulatory requirements.
- i) Ensuring there are timely and simple mechanisms to consult and engage with members, and other stakeholders, in order to seek and harness their views in order to inform key decisions.

3.3. Member Engagement

- a) Ensuring that the RCN provides advice, representation and expertise on nursing, health, and employment issues to its members.
- b) Ensuring all RCN Council members actively engage with members.
- c) Reporting on RCN Council's actions and decisions as required by law and in line with good practice – in, for example, the Annual Report and Financial Statements, at general meetings of the organisation and through reporting annually to the members at RCN Congress.
- d) Proposing changes to the *Royal Charter* or *Standing Orders* following consultation with the membership and other stakeholders where appropriate.
- e) Approving any changes in membership categories (*Royal Charter*, item 6).
- f) Approving Fellowships, Awards of Merit and any other such awards.
- g) Lending expertise to the organisation and providing access to others who can support and help the organisation.

3.4. Financial management

- a) Appointing (and, where necessary, revoking the appointment of) auditors (Schedule 1, Rule 5 of the *Royal Charter*).

- b) Approving the Strategic Plan, and the annual budget including any major capital projects.
- c) Acting as guardians of the organisation's assets, both tangible and intangible and ensure the financial stability of the organisation.
- d) Agreeing the long-term financial strategy, including maintaining a forward view of the organisation's finances, and approving the annual budget and major expenditure and transactions.
- e) Approval of the annual subscription rate to be put to the members in general meeting by Council (Standing Order 6).
- f) Approval of significant spend in line with the *Finance Regulations*.

4. Reporting and accountability

- 4.1 Under Schedule 2.1 of the *Royal Charter*, Council has delegated various functions to committees and to staff respectively. The delegation to committees and staff is summarised in a *Scheme of Delegation* which is reviewed annually. The following Committees/Boards report directly to Council.

Country and Regional Boards

- England Regional Boards
- Wales Board
- Northern Ireland Board
- Scotland Board

The Principal Committees

- RCN Professional Nursing Committee
- RCN Trade Union Committee

The Scrutiny Committees

- Group Audit Committee
- Finance and Investment Committee
- Group Remuneration Committee
- Governance Committee

The Advisory Committees

- Equity, Diversity & Inclusion Committee
- International Committee

The Representative Committees of Council

- Nursing Support Workers Committee
- Students Committee

The Functional Committees

- Agenda Committee (Congress)
- Awards Committee (Awards)

- 4.2 Council may establish other committees/boards as the need arises.

- 4.3 Formal minutes of Council meetings will be kept and approved at subsequent meetings of the RCN Council.
- 4.4 Key messages from RCN Council meetings will be disseminated to Country and Regional Boards, Committees of the RCN (where appropriate), and to the wider membership via the RCN website and other communications channels as appropriate.

5. Meetings and quorum

- 5.1 The RCN Council will meet at least four times a year. The dates of the meetings shall be agreed by RCN Council in the year preceding that in which the meetings are to be held.
- 5.2 A special meeting may be called by the Chair, the Vice-Chair (if the Chair is not available), the Chief Executive and General Secretary, or half of the voting Members of Council by giving notice in writing, or by email, to the Chair or Vice-Chair (if the Chair is not available).
- 5.3 Half of the members with voting rights shall constitute a quorum. No decisions may be made at a meeting that is not quorate. Those who do not hold voting rights are the Chair of Congress and any member who has taken a temporary leave of absence from Council in line with RCN policy or who is subject to ongoing suspension from Council.
- 5.4 In order to vote at a meeting, a member must be present either in-person or virtually.
- 5.5 In a meeting, in the case of an equality of votes, the Chair shall have a second or casting vote.
- 5.6 Where a resolution is sent in writing to Council members for decision outside of a meeting, two thirds of members eligible to vote must agree the resolution for it to be passed (*Royal Charter 7.5*).
- 5.7 Meetings of the RCN Council will be conducted as per the *Policy and process for running meetings of the RCN Council, Boards and Committees* policy and as per *Standing Orders 19*.

6. Membership

- 6.1 There shall be 17 Members of the Council as follows:
- One Member each from Scotland, Wales and Northern Ireland.
 - One Member each from each of the nine English regions: East Midlands, Eastern, London, North West, Northern, South East, South West, West Midlands, Yorkshire and the Humber.

- The President of the RCN (ex-officio)
 - The Deputy President of the RCN (ex-officio)
 - The Chair of RCN Congress (ex-officio) is a non-voting Council Member.
 - A Nursing Support Worker Member.
 - A Student Member.
- 6.2 The Members of Council are the governors of the RCN Group, which comprises the RCN, RCN Foundation, RCN Publishing Ltd (RCNi) and RCN HoldCo Ltd.
- 6.3 The Members of Council are the members of the Trade Union Executive.
- 6.4 *Council, board and committee members – fit and proper persons criteria*
Regulation, provides further supplementary information to Schedule Rule 1 of the *Royal Charter*, with regards to criteria to ensure individuals are fit and proper to undertake their role.
- 6.5 In instances where a Council Member requests to take a temporary period of absence, refer to *Regulation for when an accredited representative or member elected or appointed to RCN Council, Board or a Committee requests to take a temporary period of absence*.
7. Observers
- 7.1 The Chairs of the Trade Union Committee and Professional Nursing Committee, or in their absence their Vice-Chairs, will attend Council meetings to provide regular updates on the work of the Trade Union Committee/Professional Nursing Committee and for any other item that the Council deems appropriate.
- 7.2. Other observers may attend confidential and/or open sessions of meetings at the discretion of the Chair. Observers can speak and/or participate in the meeting only with the permission of, or at the request of, the Chair. They cannot vote.
- 7.2 Individuals attending in observer status for confidential meetings are provided papers at the discretion of the Chair.
- 7.3 Individuals attending in observer status for open meetings will receive those papers relating to the areas relevant to their observer role.
- 7.4 As a general rule, observers will not usually attend private or confidential sessions of Council.
8. Election to the RCN Council

- 8.1 Elections to the Council will be conducted in accordance with the *Standing Orders 7 to 11* and the *RCN Elections Policy & Processes* document.
- 8.2 One half of the Members elected to the Council, not including the ex-officio positions, shall retire every two years.
- 9. Terms of office
 - 9.1 Terms of office will be for four years, except for the place allocated to the Student Member which shall be two years (as per the provisions of *Standing Order 9*) and for casual vacancies which will be to the end of the vacant term.
 - 9.2 No Member can serve on Council for longer than the duration of three full terms. If the duration of two full terms has been served consecutively there must be a gap of at least half a full term of office before they can stand again. The only exceptions are where a member is additionally elected in an ex-officio role such as President, Deputy President or Chair of Congress on Council, or a Council member on a board, and, the Student Member.
 - 9.3 Any person serving as a Council Member ex-officio shall continue in that position as long as they occupy the relevant office. Once they no longer occupy the relevant office, they shall vacate their place on the Council which shall be filled by his or her successor in office.
 - 9.4 Further information regarding terms of office for Council Members are as prescribed in the *RCN Terms of Office – Members elected/appointed to Council, board and committee roles Regulations*.
 - 9.5 Further information regarding eligibility to Council roles can be found in the *RCN Elections Policy and Processes* and the eligibility criteria set out in the individual election procedures.
- 10. Mid-Term (casual) vacancies
 - 10.1 A casual vacancy on the RCN Council shall be filled in accordance with *Standing Order 11*.
 - 10.2 Further information is provided in the RCN's *Appointments Policy and Processes* document.
- 11. Officers of the Council

- 11.1 In accordance with *Standing Orders 20 & 21*, the Chair, Vice-Chair and Honorary Treasurer shall be elected every two years by the Members of the Council from amongst the members of the Council, with the exception of the President, Deputy President, Chair of Congress, Student Member and Nursing Support Worker member who are not eligible to stand.
- 11.2 The terms of office for these officers shall each be for two years.
- 11.3 The Chair and Vice-Chair shall each be eligible for re-election for one further term and any individual who has served two terms as Chair or Vice-Chair may not stand for any further terms in that role.
- 11.4 Any person standing for the role of Vice-Chair of Council must not have previously served as Chair of Council (*RCN Elections Policy & Processes* document).
- 11.5 For the Honorary Treasurer role, the *RCN Regulation on Terms of Office* shall apply in respect of serving more than one term.
- 11.6 No officer may simultaneously hold the office of President or Deputy President (*Standing Order 12.6*).
- 11.7 The manner and timescales for the election of officers will be determined by the RCN Council.
- 12. Staff support, advice and guidance
 - 12.1 Council members and staff will work together positively and constructively, in line with the RCN's *Respect Charter*, to deliver the purposes of the Council and within the RCN's governance structures.
 - 12.2 The Executive Director for Governance will ensure Secretariat support from the Governance team.
 - 12.3 Further details regarding the timeframes for associated papers for Council meetings is set out in the *Policy and process for running meetings of the RCN Council, Boards and Committees* document.
- 13. Removal from the Council
 - 13.1 As prescribed in Schedule Rule 1 of the *Royal Charter*, the office of a Council Member shall be vacated if:
 - a) he or she ceases to be a Member
 - b) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally

- c) the Council Members reasonably believe he or she is suffering from mental health disorder and is incapable of acting and the Council then resolves that he or she is removed from office.
- d) he or she fails to attend four consecutive meetings of the Council in any period in which six consecutive meetings are held provided that where such Council Member's failure to attend meetings is due to illness the Council may in its discretion allow that Council Member to continue in office.
- e) he or she is removed by resolution of the College in General Meeting before the expiry of his or her term of office subject to the procedures as set out in *Rules 1.6.1-1.6.3* of the *Royal Charter*.
- f) he or she ceases to be a Council Member in accordance with Regulations.
- g) he or she ceases to be a Council Member by virtue of any provision of the Company Directors' Disqualification Act 1986 (or any replacement thereof) or he or she becomes prohibited by law from being a Council Member.

13.2 A Council Member may also be removed before the end of their term of office on the grounds of they:

- a) have failed to discharge their duties
- b) have acted in breach of the RCNs *Code of Conduct* and/or *Respect Charter*.
- c) have acted in a manner likely to bring the RCN into disrepute.
- d) have any active cautions from the NMC, or other regulator, against their name, are currently subject to any NMC, or other regulator's sanction, and/or they are subject to any ongoing disciplinary proceedings with any of their employers or professional disciplinary proceedings before the NMC or another regulator.
- e) are subject to ongoing disciplinary proceedings in respect of any role they hold at the RCN and/or currently subject to any RCN disciplinary sanction.

13.3 The processes for such removal will be in accordance with the *Member Resolution Policy*.

These Terms of Reference will be reviewed annually at the first meeting of the RCN Council in a calendar year. Any recommended changes will be subsequently approved by RCN Council.

The first version of these revised Terms of Reference was approved by Council on 31 October 2024.