

Terms of Reference: RCN Governance Committee

1. Name of Committee
 - 1.1 Governance Committee
2. Purpose
 - 2.1 The RCN Council has established the Governance Committee in accordance with Schedule Rule 2.1 of the RCN Royal Charter.
 - 2.2 The main purpose of the Governance Committee is to ensure that the Royal College of Nursing follows best practice in corporate governance and has effective governance structures and ways of working in place.
3. Delegated responsibilities
 - 3.1 The role of the Governance Committee is to support RCN Council to discharge its governance duties as delegated below:
 - a) to champion good corporate governance across the organisation
 - b) to monitor and review the RCN's constitutional framework and make recommendations for change when appropriate.
 - c) to ensure that regular reviews of the effectiveness of the RCN's governance arrangements are conducted and benchmarked against such best practice indicators, and to ensure the agreed recommendations of any such reviews are delivered and implemented effectively within agreed timelines.
 - d) to ensure that regular reviews of the effectiveness of changes to the RCN's governance processes and constitutional framework are carried out.
 - e) to ensure the development and review of corporate governance policies and recommend them to RCN Council for approval including policies and processes on conflicts of interests/gifts and hospitality,

confidentiality, codes of conduct, elections, and whistleblowing (members)

- f) to ensure that the RCN has processes in place for the recording of interests disclosed by senior officials including RCN Council, boards and committee members as well as members of the Executive team.
- g) to monitor and provide assurance to RCN Council that the RCN is compliant in terms of meeting its regulatory governance returns
- h) to ensure the development and review of role descriptors for all elected and appointed RCN Council, committee and board positions.
- i) to ensure the development of and agree election and appointment selection processes for all RCN Council committee and board roles
- j) to recommend to RCN Council the formal appointment of the independent scrutineers/returning officers for RCN elections and ballots following the three-yearly tender and contracting process.
- k) to agree the induction and development programme for all RCN Council, RCN Council Committee and Board Members, and to ensure effective succession planning.
- l) to review and recommend to RCN Council the agendas and resolutions for RCN General Meetings, including the AGM, when appropriate.
- m) to ensure that any reviews of governance are properly conducted with the engagement of members and other stakeholders and that recommendations of such reviews are reported to RCN Council and, if agreed, implemented with robust governance oversight.

4. Reporting and accountability

4.1 The Governance Committee is responsible and accountable to RCN Council.

4.2 Formal minutes of meetings will be kept and approved at subsequent meetings of the Governance Committee

4.3 The deliberations of the Governance Committee shall be reported to RCN Council and any resolution passed or decision taken shall be reported to RCN Council.

4.4 Key messages from the Governance Committee meetings will be disseminated to RCN Council.

4.5 Formal minutes of meetings of the Governance Committee will be included in RCN Council papers for information. Associated papers will be made available to RCN Council at their request through the Chair of RCN Council.

4.6 At the request of RCN Council, the Chair of the Governance Committee will deliver regular Governance Committee updates.

4.7 The Governance Committee may set up such sub-committees or other groups as it thinks fit to further its work, but these shall be approved by RCN Council.

5. Meetings and quorum

5.1 The Governance Committee will meet at least four times per annum. 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 Special ad hoc meetings may also be called if the business of the Governance Committee is of such urgency that it cannot wait until the next scheduled meeting.

5.3 The quorum for decision-making in a meeting is half the Governance Committee, or rounded up if an odd number, which must include one external adviser and three RCN Council members.

5.4 The quorum for a decision made outside of a meeting via electronic means is at least half of the Governance Committee, including at least one External Adviser, who must put their agreement in writing for the decision to be approved.

5.5 The rules and procedures in the RCN Policy and Process for Running Meetings apply to this Committee.

6. Membership

6.1 The Committee should have a minimum of 7 members, all of whom have equal voting rights:

- A minimum of five members of RCN Council
- At least one (and up to four) external adviser(s) who should have specific skills relevant to the Committee's work.

7. Observers

7.1 Observers may attend meetings at the discretion of the Chair and the agreement of the Committee. Observers can speak and/or participate in the meeting only with the permission of, or at the request of, the Chair.

7.2 Individuals attending in observer status will receive those papers relating to the areas relevant to their observer role.

7.3 Observers will not usually attend private or confidential sessions of Governance Committee

8. Election/appointment to the Committee
 - 8.1 The Chair of Council shall invite members of RCN Council to join the Governance Committee based on their skills, knowledge and interests.
 - 8.2 External advisers to the Committee will be appointed based on their skills, knowledge and interests.
9. Terms of office
 - 9.1 RCN Council members appointments will be reviewed at least every two years.
 - 9.2 RCN Council members must stand down from the Committee once they are no longer an RCN Council member.
 - 9.3 External Advisers' first term of office will be for a period of four years. Thereafter, their appointment will be reviewed and extended for a period of up to four years in agreement with the lead executive director(s) (12.1) and Chair and in accordance with the RCN Office Holder Eligibility Regulations.
10. Mid-Term (casual) vacancies
 - 10.1 A casual vacancy on the Governance Committee shall be filled at the discretion of the Chair of Council.
11. Chair and Vice-Chair
 - 11.1 In accordance with Rule 2.2 in the RCN Royal Charter the Governance Committee shall have a Chair. A Vice-Chair shall also be elected.
 - 11.2 The Chair shall be elected every two years by the members of RCN Council. The Chair may not simultaneously be an Officer of RCN Council or RCN President or RCN Deputy President.
 - 11.3 Every two years the Committee will elect a Vice-Chair from amongst the members of the Committee.
 - 11.4 The terms of office for the Chair and Vice-Chair shall each be for two years.

- 11.5 The RCN Office Holder Eligibility Regulations shall apply in respect of serving more than one term.
- 11.6 The Chair and Vice-Chair must relinquish these roles at the end of the term of office for the role, or if, for whatever reason, they cease to be a member of the Governance Committee including reaching the end of their term of office on RCN Council.
- 11.7 The process for the election of Chair and Vice-Chair will be conducted in accordance with the RCN's Elections and Appointments Policy and Processes.

12. Staff support, advice and guidance

- 12.1 The lead Executive Director will be the Director of Governance who will ensure support and advice to the Governance Committee as appropriate.
- 12.2 Committee members and staff will work together positively and constructively, in line with the RCN's Respect Charter, to deliver the purposes of the Committee and within the RCN Governance Operating Framework.
- 12.3 In the unlikely event that key professional advice presented by the external advisers or staff is not accepted by the Governance Committee the advice and reasons for not accepting the professional advice will be fully documented in the minutes of the meeting. Should the responsible director/sponsor conclude this position poses a risk to the organisation and its members, the circumstances will be brought to the attention of the General Secretary and Chief Executive who will assess the seriousness of the position and advise the Chair of Council accordingly. Should a resolved position not be reached the matter will be escalated to RCN Council for a determination on the way forward.

- 12.4 The Executive Director of Governance will ensure that Secretariat support is provided by the Governance Directorate.

13. Removal from the Governance Committee

- 13.1 A Governance Committee member may be removed before the end of their term of office on the grounds if they:
- a) have exceeded their powers in a way that is detrimental to the RCN
 - b) have failed to discharge their duties
 - c) have acted in breach of the RCN's Code of Conduct and/or Respect Charter
 - d) have acted in a manner likely to bring the RCN into disrepute

- e) they have failed to attend three consecutive meetings (excluding special ad hoc meetings)
- f) 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.
- g) 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.

13.2 The processes for such removal will be in accordance with the RCN Member Resolution and Disciplinary Policy.

These terms of reference will be reviewed every three years at a meeting of the Governance Committee but may be reviewed sooner if necessary. Any recommended changes will be subsequently approved by RCN Council.

They should be read in conjunction with the RCN Governance Operating Framework, the RCN Group Scheme of Delegation and other documents referred to above.

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