

## **Policy and process for running meetings of the RCN Council, Boards and Committees**

### **1. The Charter, Rules, Standing Orders and Regulations**

- 1.1 The express provisions of the Charter, Rules, Standing Orders and Regulations always take precedence in any decisions relating to the policy and process for running meetings.

### **2. Dates of Meetings**

- 2.1 The expected frequency of ordinary meetings is determined by Council in July each year.
- 2.2 The Chair may for good reason alter a date of a meeting of the Council, Board or Committee which has been scheduled or schedule an additional meeting. They should give as much notice as is practicable of the alteration in date or cancellation.

### **3. Special Meetings**

- 3.1 A special meeting may be called by the Chair, the Vice Chair (if the Chair is not available) or half of the Members of the Council, Board or Committee by giving notice in writing or by email to the Secretary to the Council, Board or Committee.
- 3.2 As much notice as is practicable, and at least 48 hours' notice, should be given of the date of a special meeting.
- 3.3 The business of a special meeting shall be as specified by the person or persons calling it and no other business shall be taken at the meeting. The business must be within the remit of the Council, Board or Committee.

### **4. Meeting papers, summary reports and minutes**

- 4.1 The Secretariat will issue the agenda and supporting papers for any meeting at least seven days before the meeting, but later publication of the papers will not invalidate the proceedings of the meeting.
- 4.2 Subject to regular review all agendas, papers and minutes will be issued using the electronic committee management system.

- 4.3 Audio recordings of meetings may be made in order to aid the writing of minutes and to provide absolute clarity in the case of dispute.
- 4.4 A summary report of the meeting will be published within 5 days of the meetings.
- 4.5 Draft minutes of a meeting will normally be circulated to Members within 21 days of the meeting.
- 4.6 Where agreed (see section 4.7) draft minutes (except for confidential business – see section 16) will be published on the RCN website following circulation to the members and final minutes published once they have been approved at the following meeting. Minutes will be held on the RCN website for a period of 12 months following which they will be available on request from the Governance Team. Upon publication on the website members of Council, boards, and committees will be notified of their availability.
- 4.7 Minutes will be treated as draft until signed off at the following meeting.
- 4.8 A table setting out the current agreed arrangements for the publication of minutes and reports for Council, the boards and each committee is appended to the policy and process document and will be reviewed annually.

## **5. Chairing of Meetings**

- 5.1 Meetings will be chaired by the Chair or in their absence by the Vice Chair.
- 5.2 If both are absent the Members present will choose one of their number to Chair the Meeting.
- 5.3 If the Vice Chair is absent the Members present will choose one of their number to act as Vice Chair for the meeting.

## **6. Quorum**

- 6.1 The quorum of meetings shall normally be half of the Members (rounded up if an odd number) unless expressly provided for in the terms of reference for a particular body.

## **7. Adjournment**

- 7.1 The Chair may adjourn a meeting to later the same day or to a future fixed day and time and shall do so if directed by the meeting. The Chair shall also decide whether it is appropriate to adjourn the meeting if a quorum is not present.
- 7.2 No business shall be transacted at an adjourned meeting other than business left unfinished at the meeting which was adjourned.
- 7.3 If a meeting is adjourned for less than seven days, no notice need be given of the adjourned meeting or of the business to be transacted at the adjourned meeting.
- 7.4 If a meeting is adjourned for seven days or more, seven days' notice of the adjourned meeting and of the business to be transacted at the adjourned meeting shall be given to all Members.

## **8. Order of business at meetings**

- 8.1 The order of business shall be as directed by the Chair. The minutes of the preceding meeting shall be taken as read and subject to any correction, confirmed. Any conflicts of interest should be declared at the beginning of the meeting.

## **9. Members' items at meetings**

- 9.1 Agenda Items may be proposed by the Chair and individual Members.
- 9.2 An item proposed by a Member will be included on the agenda for the meeting if notice of the item has been received by the Group Secretary before the agenda for the meeting has been circulated by the Group Secretary.
- 9.3 An item received after the agenda for the meeting has been circulated will only be taken in the case of urgency as determined by the Chair.

## **10. Closure of debates**

- 10.1 Any Member can propose that either the matter be put to a vote or that the meeting should proceed to the next business.
- 10.2 If agreed that there should be a vote the Chair will ask the presenter of the paper to speak before the vote is taken.

## **11. Voting**

- 11.1 The Chair of a meeting will seek to reach a consensus and if satisfied that such consensus exists, may unless a vote is called treat the matter as agreed.
- 11.2 The Chair may call for a vote on any question.
- 11.3 Any Member may call for a vote on any item.
- 11.4 A vote will be decided by a majority of the Members present and voting unless the Charter and Standing Orders provides otherwise.
- 11.5 Voting shall be by a show of hands unless the Members agree that there should be a secret ballot.
- 11.6 In the event of an equality of voting the Chair shall have a second or casting vote.
- 11.7 The outcome of the vote will be recorded in the minutes.
- 11.8 After a decision is made a Council Member has a corporate responsibility to uphold that position

## **12. Telephone and video attendance at Meetings.**

- 12.1 Any Member who participates in a meeting by telephone or video link shall for all purposes be treated as present at the meeting during such time as he or she in such telephone or video contact.

## **13. Decisions taken between meetings**

- 13.1 The Chair will decide when an item is taken outside a meeting. These decisions shall be actioned as if they had been made at a meeting provided that:
- Reasonable notice is given of the matter to be decided;
  - The decision is recorded either in one or more written documents which together bear the signatures of at least three quarters of the Members.

- An email sent by a Member shall be treated as a written document signed by that Member for this purpose.

#### **14. Delegation of Decisions**

The Council and Country and Regional Boards can delegate responsibility for taking a decision in any of the following ways:

- 14.1 The Council or Board has formally delegated various decisions to a Committee or to staff. Delegation to Committees are covered in the terms of reference and the Scheme of Delegation. Delegation to staff is covered in the Scheme of Delegation. Where a decision is needed on something which has not already been formally delegated to a committee or to staff it must either be made by the Council or Board itself or the Council or Board must specifically authorise a committee to make the decision on its behalf.
- 14.2 Decisions can be made on behalf of the Council or Board by any Member of staff or Committee to whom the Council or Board formally delegates the task at a meeting
- 14.3 Where a decision on something has to be made before the next scheduled meeting of the Council or Board and the subject matter is not covered by the scheme of delegation the Council or Board has three options:
  - a) To call a special meeting of the Council/Board for a date when a quorum of Council/Board Members are available to attend/take part by teleconference.
  - b) To arrange for a written resolution to be signed by all Members of the Council/Board
  - c) To authorise the Chair and Vice Chair of the Council/Board not the power to make the relevant decision, but the power to appoint a committee to make the decision.
- 14.4 The arrangements for making decisions on behalf of the Council or Board between meetings apply when in the opinion of the Chair (or in their absence the Vice Chair) there is a decision which needs to be made by the Council or Board, that decision cannot reasonably be deferred to the next scheduled meeting of the Council or Board, and it is impractical or disproportionate to convene an additional Council or Board meeting.
- 14.5 The Chair and Vice Chair may appoint from amongst the Members of an ad hoc committee to decide the matter on its behalf. They may decide the Members of that Committee, may set the terms of reference for the committee, appoint its Chair and may prescribe how the committee shall carry out its work and reach its decision. The Chair

and Vice Chair may themselves be, but do not need to be Members of any such Committee.

- 14.6 Before the Committee meets the Chair should let all the Council or Board Members know about the issues; that it is to be decided by the committee; and the identity of the Members of the Committee.
- 14.7 The Committee shall give a written report to the Council or Board as soon as practicable after the Committee decides the matter, and the Committee's decision shall be noted in the minutes of the next full meeting of the Council or Board
- 14.8 The Council or Board delegates to the Chair and Vice Chair and to any committee appointed as above, such powers as are needed to give effect to the policy and process set out above.

## **15. Transparency of decision making**

15.1 Transparent decisions that are clearly explained are more likely to be understood. Decisions can be better understood by members and other stakeholders, if it is clear:

- who made the decision,
- when it was made,
- what was the context in which it was made
- what were the options considered
- why a particular decision was chosen

15.2 This is the aim of publishing **a summary and/or draft minutes**, of the meeting as soon as possible after the meeting.

## **16. Meetings and Confidential Business**

- 16.1 RCN Council, Boards and Committees will be as open as possible to members in their proceedings.
- 16.2 Agendas, papers **and minutes of meetings** are available to members on the RCN website in order that governance decision making is as transparent as possible.
- 16.3 However there will be situations when Council, Boards and Committees will wish to work together as a team on an important issue or discuss matters in confidence
- 16.4 Appropriate steps must also be taken to safeguard information given to Council, Board and Committee Members in confidence. It is right not to disclose information if doing so would harm the organisation, its business relationships or an individual and disciplinary action will be taken if Council, Board or Committee Members disclose confidential action

- 16.5 The Chair will decide which business is confidential. These issues will include:
- personnel matters, matters of a management, planning or forecasting nature or relate to specific members;
  - sensitive financial or commercial information which is provided to the RCN in confidence
  - a complaint
  - legal advice or matters covered by legal professional privilege;
  - those when disclosure could jeopardise the outcome
- 16.6 All confidential papers will clearly state as the first point the relevant reason for it being in confidential session and how long the paper will remain confidential.
- 16.7 At the end of confidential business the Council, Board or Committee will consider whether it was necessary to have had the matters discussed in confidence and review if and when any of the papers should be declassified.
- 16.8 A report of confidential sessions will be prepared and made available to members on the RCN website along with the minutes of the meeting.
- 16.9 On occasion the Council, Board or Committee may wish to meet in private session without staff present. Decisions made at these meetings will be recorded by the Vice Chair and retained on file by the Secretary, and a note that the meeting was held included in the next report of confidential business.

## **17. Admission to Meetings**

- 17.1 Meetings are normally only attended by Members of the Council, Board or Committee and the staff supporting that group. However the Chair can agree that other members may attend.
- 17.2 The dates of meetings are published on the RCN website and members who wish to attend should email the Staff Lead for the meeting at least two weeks before the meeting takes place.

## **18. Access to the papers of Governance Bodies**

- 18.1 A Member of Council, Boards and Committees is sent copies of:
- papers circulated to or produced by the body they are a Member of during the Membership of that body or papers circulated or produced before they became a Member of that body;

- papers circulated to or produced by any Committee or working group of that body unless it was agreed that such information was to be confidential to members of that body.
- 18.2 In the case of Council Members they are entitled to be sent papers circulated to or produced by any other Governance or Representative Committee.
- 18.3 Only Council Members may see papers produced specifically for or by the Council for a confidential session.

## **19. Attendance at meetings**

- 19.1 Attendance at meetings is recorded in the minutes of each meetings.
- 19.2 A summary of members' attendance at each meeting is published annually on the RCN website for Council, boards and committees.
- 19.3 If a member misses three consecutive meetings the Chair will ask them to stand down from the Council, Committee or Board unless they are formally excused.

## **20. Minutes of General Meetings**

- 20.1 The rules for meetings of members in general meetings (the Annual General meeting or Extraordinary General meetings) are set out in the Standing Orders except for the approval of minutes whereby the provision below applies.
- 20.2 Minutes of the Annual General Meeting are approved by members at the following year's Annual General Meeting. They will be published in draft form on the RCN website as soon as possible and not more than 3 months after the date of the meeting.
- 20.3 Minutes of an Extraordinary General Meeting will be published in draft form on the RCN website as soon as possible and not more than 3 months after the date of the meeting. At the same time a mechanism for members to feedback comments and corrections to the draft minutes will be published on the website. Comments and corrections will be invited for a period of two months after which Council will receive a report of comments and corrections submitted together with a final draft of the minutes to approve at their next meeting.

This policy and process will be reviewed annually.

**Approved by RCN Council 17 July 2019 2019**



**Appendix - Preparation of summary reports and publication of minutes – as at July 2019**

<b>Meeting</b>	<b>Summary Reports</b>	<b>Agendas, papers and minutes</b>
<b>Council</b>	<p><b>Summary report published on website</b></p> <p><b>Report of confidential business published on website</b></p> <p><b>Reports circulated to Country and Regional Boards and bodies which report to Council</b></p>	<b>Agendas, papers and minutes of open meetings published on website</b>
Professional Nursing Committee	<p>Key messages Tweeted</p> <p>Summary Report published and circulated to Country and Regional Boards and bodies which report to the Committee and since June 2018 published on the RCN website.</p>	Meeting agendas have been published on the website since June 2018
Trade Union Committee	<p>Key messages Tweeted</p> <p>Summary Report published</p> <p>and circulated to Country and Regional Boards and bodies which report to the Committee and since March 2019 published on the website</p>	Meeting agendas have been published on the website since March 2019

Country and Regional Boards	Varies according to Board	Varies according to Board we will be conducting an audit after Council with the aim of standardising this.
Governance Committees Audit Committee Finance & Investment Committee Governance Support Committee Remuneration Committee	Summary reports produced for Council but not published as they often contain confidential information	
International Committee	Summary reports published on the website since Sept 2018	
Fellows Co-ordinating Committee	Summary reports are not published at present	
Students Committee	Key messages Tweeted Summary Report published and circulated to Country and Regional Boards	
Nursing Support Workers Committee	Key messages Tweeted Summary Report published and circulated to Country and Regional Boards	
UK Reps Committees	Key messages Tweeted Summary Report published and circulated to Country and Regional Boards	

<p>Forums Governance Group and Forum Chairs Committee</p> <p>Forum Steering Committees</p>	<p>Key messages Tweeted</p> <p>Summary reports are not produced currently</p> <p>Varies</p>	<p>Varies according to the Steering Committee. We will be conducting an audit after Council with the aim of standardising this.</p>
<p>Branch Committees</p>	<p>Varies according to the branch</p>	<p>Varies according to the Branch. We will be conducting an audit after Council with the aim of standardising this.</p>