The Royal College of Nursing
of the United Kingdom

88th Ordinary General Meeting

Draft Minutes
The 88th Ordinary General Meeting of the Royal College of Nursing of the United Kingdom was held at 2.15pm on Tuesday 21 June, 2016 at RCN Congress at the Scottish Exhibition and Conference Centre (SECC), Glasgow.

The meeting was chaired by Cecilia Anim, President of the Royal College of Nursing.

1. WELCOME AND INTRODUCTIONS

1.1 The President welcomed everyone to the Annual General Meeting (AGM).

1.2 She introduced the platform party: Michael Brown, Chair of Council; Janet Davies, Chief Executive and General Secretary; Dave Dawes, Honorary Treasurer; and Tim Golbourn, Director of Finance and Business Enablement.

1.3 The President explained how the business of the meeting would be conducted and confirmed that the meeting was quorate.

1.4 She then explained that members were going to be asked to vote on several important resolutions and called a poll of all members, in order that the members who had sent in a proxy vote would have their views taken into account.

1.5 In response to a number of questions from the floor, Electoral Reform Services Ltd (ERS), the RCN’s independent scrutineers at the AGM confirmed that the President was in order to call a poll of members at the start of the 2016 AGM, and was acting in line with good practice and the provisions set out in the standing orders by doing so.

1.6 Nevertheless in light of the number of objections raised, the President decided to rescind her call for a poll and proceed with the votes by a show of hands.

1.7 It was agreed that, in future, more details of how the proxy voting system works would be included in the information provided to members in advance of the meeting.

2. 2015 MINUTES

2.1 The minutes of the 87th Ordinary General Meeting of The Royal College of Nursing, held on 24 June 2015 were agreed as a correct record, subject to amending paragraph 5.25 to read:

“In response to a written question from Jan Rushforth, Fife Branch, the Chair of Council explained that the articles of association for RCNi were in the process of being changed.”

2.2 The President then invited members to raise any matters arising from the minutes.

2.3 David Harding-Price from North Lincolnshire Branch, stated that the minutes did not reflect the discussion at the meeting about ring-fenced money being set aside for international work.

2.4 Geoff Earl, Lothian Branch, clarified that he had raised the issue two years ago at the AGM and that since then he had been appointed to the International Committee, and could confirm that such monies were ring-fenced.
2.5 Andrea Spyropoulos, Greater Liverpool and Knowsley Branch, asked for an update on the changes to the North West region office space outlined in item 5.9. It was noted that improvements were to be made to the office space. She also asked about follow-up action taken on item 4.27.

2.6 The Chair of Council, Michael Brown, confirmed that he had written to Maggy Heaton, Lancashire West Branch and Hamish Kemp, Manchester Central Branch, and had clarified the timing of arrangements for phasing out branch historic funds.

2.7 John Hill, Humber Branch, was unable to attend but sent a message in relation to item 4.24, to say how pleased he was that the Director of Finance and Business Enablement had agreed to make hard copies of the Annual Report and Financial Statements available at the beginning of Congress from now on.

2.8 David Harding-Price from North Lincolnshire Branch asked the Director of Finance and Business Enablement to give the AGM an update on progress with the very important CRM and website projects, as noted in item 4.9.

2.9 Tim Golbourn, Director of Finance and Business Enablement confirmed that the website went live in December 2015 and was continuing to be developed, with more information being uploaded all the time. It was noted that the CRM was currently on track to go live at the end of 2016.

2.10 David Harding-Price also asked the Chair of Council to clarify whether there would be a subscriptions increase in 2016. The Chair of Council replied that the Honorary Treasurer would be updating the AGM during his report later on the agenda.

2.11 Philip McCaffrey, Cardiff and the Vale Branch, requested an update on item 3.6, about the impact of cuts on patients and the monitoring of that subject by the RCN.

2.12 The Chief Executive and General Secretary confirmed that the RCN was continuing to monitor cuts and had submitted evidence to the Pay Review Body on the impact they were having. She emphasised that the RCN had not been approached by the Government about seven-day care or increments, and therefore there had not been any negotiations. However, the RCN was proactively discussing with Ministers the impact changes would have on nursing.

2.13 It was noted that in Northern Ireland the RCN had lobbied successfully to achieve the same pay rise for nursing staff as elsewhere in the UK.

2.14 Anne Wells, Chair of Hertfordshire Branch requested an update on item 5.26 in relation to facilities time. The Chief Executive and General Secretary stated that research had been carried out into facilities agreements. The results had been published on the RCN website. They had also been covered in the national papers, and the research had been quoted when giving evidence on the Trade Union Bill.

2.15 Anne Wells also requested an update on 4.30, about whether RCN apprentices were paid the Living Wage. It was confirmed that was the case.

2.16 Sue Raymond, District Nursing Forum, requested an update on item 5.19 regarding forum members’ development and when a programme could be expected to commence. The Chair of Council clarified that a new committee learning and development programme was being developed and would start to be rolled-out in 2017.

2.17 In response to a question by Rhys Mood, North Yorkshire Branch the Chief Executive and General Secretary confirmed that the RCN had not had prior knowledge of the Westminster Government’s decision to abolish the student bursary.

2.18 In response to questions from Evaline Omandi, Bedfordshire Branch and Mike Travis, Greater Liverpool and Knowsley Branch, the Chair of Council explained the work the Executive Team was leading on, to look at ways to help to improve engagement with members.
3.1 The President invited Michael Brown, the Chair of Council, to present the 2015 Annual Report.

3.2 The Chair of Council welcomed members to the AGM and was pleased to welcome them to Glasgow.

3.3 Michael Brown addressed some of the key challenges facing the profession. In particular the abolition of the student bursary system in England, the new Nursing Associate role, pay across the UK and the growing concerns about the erosion of facilities time.

3.4 The Chair of Council emphasised the need to be ready to defend any further attempts to attack our terms and conditions, in the context of the doctors’ dispute and why, in the coming months it was important to focus on strengthening our campaigning and member engagement. In this context he also spoke about the new member communication centre and plans to pilot a new service model for branches.

3.5 Michael Brown also highlighted the new commercial strategy. The strategy will enable the organisation to continue to grow and provide the additional support our increasing membership needs, whilst, at the same time maintaining our subscriptions at the lowest possible level.

3.6 In conclusion the Chair of Council talked about his work as the Chair of the Council Review Group. He also spoke about how 2017 was going to be the year when the organisation started to re-build its Royal College status, to be the go-to organisation for the best nursing practice and policy development.

4.1 The President invited the Honorary Treasurer, Dave Dawes, to present the Financial Statements and the Auditor’s Report for the financial period 1 January to 31 December 2015.

4.2 The Honorary Treasurer welcomed everyone to his first report.

4.3 He explained the structure of the RCN Group, which comprises; RCN UK (the trade union and professional body), RCNi (formerly RCN Publishing Co.), the RCN Foundation, an independent charity, and RCN Hold Co. Ltd, providing personal injury support.

4.4 The meeting noted that during the period 1 January 2015 to 31 December 2015 the RCN Group had earned over £75 million, of which RCNi had contributed £14 million.

4.5 RCN expenditure had been in the order of £66 million, which is slightly down from the previous year.

4.6 The Honorary Treasurer talked about the work funded by the organisation over the past 12 months. It was noted that in its professional role the RCN had supported over 500 members with complex clinical issues, accredited 206 programmes, run 28 forum events and responded to 349 NICE consultations. In its trade union role the RCN had supported over 85,000 members in terms of employment support, opened 14,000 new cases, 878 employment cases and supported 135 members to raise serious concerns in their organisation.

4.7 It was noted that the organisation had over 435,000 members. This was felt to be a notable achievement at a time when a lot of other similar organisations were seeing their membership fall.
4.8 The Honorary Treasurer explained that the RCN now had an investment portfolio of around £53 million, which acted both as a reserve and provided an income for the organisation. This operated within an ethical framework which ensured the RCN only invested in companies with values compatible with those of the RCN.

4.9 The Honorary Treasurer then informed members that the pension deficit had been reduced to £40 million and there was a plan in place to eliminate the deficit within the next ten years.

4.10 It was confirmed that there would be no increase in membership subscriptions in 2017.

4.11 The President then invited members to ask questions in relation to the Annual Report.

4.12 A question had been received in advance from Marc Evans, Greater Bristol Branch, who wished to know whether there were any plans to reduce membership costs or freeze prices in the future, in consideration of austerity issues in the UK National Health Service and potential financial difficulties of members.

4.13 The Honorary Treasurer confirmed that there were no plans to increase membership subscriptions over the next 12 months and re-iterated the work Council were leading on to ensure subscriptions remained as low as possible.

4.14 Sagila Thiruthanikasalan from Inner North West London Branch, asked whether it is possible for branches to be able to update the branch pages on the website to keep information current.

4.15 The Chair of Council reported that the Member Communication Centre would be available online in June 2016 for testing and piloting. Once piloting was complete it would be rolled out to all branches and would allow access to a suite of tools and options, enabling branches to have direct and more timely communications with their members.

4.16 Phillip McCaffrey from the Cardiff Branch, asked whether the current pension deficit included the defined benefits scheme.

4.17 The Honorary Treasurer explained that the current pension deficit of £40 million was essentially a mathematical calculation between the amount of money likely to be paid out from the scheme and the amount of assets held by the scheme at that point in time. The Director of Finance and Business Enablement emphasised that the overall valuation was subject to the vagaries of the economy and could fluctuate significantly as a result.

4.18 On a question from Tom Murray from Devon Branch, the Honorary Treasurer clarified that the RCN was paid a dividend from RCNi each year. He explained that a proportion of the profit was held back by RCNi each year, to reinvest in the company, to ensure it continued to develop and grow.

4.19 Mike Travis from Greater Liverpool and Knowsley Branch, stated that enrolled nurses seem to have been forgotten by the organisation. He congratulated the RCN on its increased membership figures, but cautioned that increased numbers will bring greater demands on services. He asked RCN Council to concentrate on four areas of work over the next 12 months – a review of the expenses rates for members staying in London overnight; investment in RCN forums; the training of representatives to work in the new political and economic climate; and investment in branches to make them more sustainable.

4.20 Dave Dawes assured Mike that enrolled nurses have not been forgotten by the College. In terms of expenses, he explained that Council reviewed the expense policy every year. The 2016 review would take place later in the year.

4.21 He also explained that there was an open process by which Council determined its priorities. This included consulting with all the RCN entities. The budget was set in line with those priorities. He encouraged members to feed into the Council priorities through their boards, branches or representative committees.
4.22 Two questions were put forward by Mike Hayward from Outer South West London Branch. Mike drew attention to the staff remuneration table on page 64 of the annual accounts. The table showed an increase of 32 staff earning over £60,000 from last year, a rise of 23 staff during the same period moving up into the £60-70,000 bracket and a rise from four staff to 11 staff earning between £80-90,000. Mike asked where these high earning posts were in the organisation and if they were new posts. Mike also requested a firm commitment to invest in and support the activity of forums. They felt that their activities had been restricted in recent times.

4.23 The Honorary Treasurer informed the meeting that the changes were not the result of the creation of new posts. It was noted that in the past 12 months there had been a reduction in the number of posts at grades A-E, where salaries would be over £60,000. The changes had been caused by normal incremental pay progression within grades. The 2016 pay award of 2% and changes to London Weighting implemented in January 2016 would also have caused some salaries to move above £60,000 (in grade E) or above £80,000 (in grade C).

4.24 In terms of the commitment to forums, Mike was reassured that the forums continued to play an integral part in the work of the College and there was an ongoing commitment to support and develop their work.

4.25 Rachael Ridley from Cumbria Branch asked about the RCN’s support for students to attend Congress. David Dawes acknowledged there was an issue with students attending from Cumbria. He explained that much work had taken place at country/regional level to encourage students to attend Congress and most boards used some of their funding to support first time attendees - in particular students.

4.26 The meeting was informed that RCN Council was reviewing the Congress funding process, to ensure as many members as possible had the opportunity to apply for funding to take part in Congress.

4.27 Lee Black from Tyne and Wear Branch asked what the RCN was doing to recruit students and asked whether special discounts for students to join the College could be considered? The Chair of Council informed the meeting that the Membership and Representation Committee continued to work closely with the marketing team on recruitment and retention plans and promotions. He congratulated all those involved in student recruitment over recent years, which had been extremely successful.

4.28 Sarah Waters, South Birmingham Branch asked whether Congress funding could take into account the needs of members with disabilities. The Chair of Council replied that work was ongoing to address the needs of different groups in the RCN and that he would ensure that Sarah’s request was considered as part of this work.

4.29 Andy McGovern, Inner North East London Branch, expressed the opinion that the election cycle should be reviewed again, so that key officer roles took up post at the AGM. The Chair of Council responded that as part of the Council Review recommendations there was a commitment to a full review of the current election procedures and this would include the election cycle.

4.30 Lydie Regine, North East London Outer Branch, submitted a question on-line about Congress funding and allocation. It was confirmed that the process for allocating voting places for Congress was to be discussed at the meeting of Council in July 2016. Any changes to the current process would be communicated to members via the boards and branches later in the year.

4.31 In response to a question from Mike McCabe from Tayside Branch, the Chair of Council explained the support available to members through Member Support Services. In addition, the RCN Foundation held a benevolent fund, to provide support to nurses in need of financial assistance.

4.32 The President thanked members for their questions relating to the annual report and the financial statements.
5. TO DISCUSS FEEDBACK FROM MEMBERS ON THE COUNCIL REVIEW AND THE CASE FOR CHANGE

5.1 The President invited Michael Brown, Chair of RCN Council to present the Council Review report and its recommendations.

5.2 Michael Brown, Chair of RCN Council, took the meeting through the key findings and recommendations of the Council Review. He reminded members of the brief for the review, and explained the consultation process that had been followed.

5.3 It was noted that 8,000 members responded to the consultation survey, and members of the Review Group had attended and observed board and committee meetings and conducted a desk-top review of Council and committee documentation. In addition all the Chairs of the current committees and key staff had been interviewed. YouGov had been commissioned to conduct a stakeholder survey and had interviewed 50 of the most influential opinion formers in health.

5.4 In explaining the recommendations, the Chair of Council emphasised that the model being proposed would increase the number of elected members but at the same time deliver a modern, smaller, flexible, more efficient way of working, which would support taking strong well informed decisions in a timely way.

5.5 The proposal included a Council of 17 elected members, with the skills and experience to ensure the right governance arrangements are in place. There would also be an elected Trade Union Committee, made up of the RCN’s most experienced accredited representatives from across the UK and a professional Royal College Committee comprising a broad range of members, with a strong mix of clinical practice and academic backgrounds to help inform RCN practice guidance and policy positions.

5.6 Finally, a Finance Committee would oversee the delivery of a business and commercial strategy, to ensure the RCN continues to grow and improve services for members, whilst ensuring a sustainable future with the lowest possible subscription.

5.7 It was emphasised that there is still a considerable amount of work to do and members would still have ample opportunity to feed in their comments and views before Council met in July to agree the final proposals and implementation plan.

5.8 Geoff Earl from Lothian Branch, thanked everyone involved in the work and asked where other governance committees, such as the International Committee would sit in the new structure. It was clarified that in the new model the International Committee would remain and there were no proposals to change the current structure of any other committees which support the professional and trade union work.

5.9 Paul Phillips from Clyde Branch also congratulated the Review Group on a visionary piece of work but asked for clarification on whether the vote was solely to give authority to reduce Council to 17 members or to also agree to the election of members on to the trade union and professional committees.

5.10 The Chair of Council replied that the vote would be to change the Standing Orders, to reduce the membership of Council to 17. The other proposals in the report did not require a change to the Standing Orders and did not therefore require a vote. Members however had been consulted at every level, to ensure they shaped the direction of the recommendations.

5.11 On a question by Tom Murray, Devon Branch, about the transition arrangements, it was confirmed that the new size Council would not take effect until the new Committees were in place in January 2018.

5.12 It was confirmed (in response to a further question from Tom) that Council would continue to be the Trade Union Executive.

5.13 The Chair of Council informed Andy McGovern from Inner North East London Branch, that members would be directly elected from the countries and regions to the Trade Union and Professional Nursing Committees.
5.14 David Harding-Price, North Lincolnshire Branch, asked for reassurance that Council members would be continuing to represent members and be available to members, such as visiting their branches, etc.

5.15 The Chair of Council reiterated that, although Council would be reduced to 17 members, there would be 28 directly elected members of the Trade Union and Professional Nursing Committees who would also be linked to countries and regions, to ensure the work of these committees was informed by members’ views.

5.16 Andrea Spyropoulos from Greater Liverpool and Knowsley Branch, expressed concern that there was not enough detail in the current proposal and there was no transition plan for the membership to clearly understand how the new structure would work. There was also a risk that the proposal would be interpreted differently by different people because it lacked detail.

5.17 Richard Holtby from Greater Liverpool and Knowsley Branch asked for reassurance that members would be elected to the Royal College and Trade Union Committees. The Chair of Council confirmed this.

5.18 Maura Buchanan from Greater Glasgow Branch was pleased that the review had taken place and the proposals had been put forward to the membership. She also believed that directly electing members with the correct expertise for each committee would be the right way forward. She asked about the relationship between Council and its committees, and whether Council would continue to hold overall responsibility for RCN decisions.

5.19 Chris Butler from Essex Branch asked a question in relation to the status of the Executive Nurse Network, which is hosted and supported by the RCN. He asked what the governance arrangements would be for the network going forward.

5.20 Alex Scott, Branch secretary in Northamptonshire, asked whether there have been equality and financial impact assessments on the proposed changes to the RCN Council structure.

5.21 The Chair of Council confirmed that a full equality impact assessment had been conducted for every strand of the review. He also highlighted that one of the recommendations was for the RCN’s equality strategy to be reviewed and implemented across the governance and representative structure. It was noted that there might be a small increase in cost from the new structure but that more members would be involved in the work of the RCN.

5.22 Helen Morrison from Leicestershire and Rutland Branch argued that the decision to change the structure of RCN Council had been based on the responses of 2% of RCN members. She believed that the individuals elected on to the Royal College and Trade Union Committees would undertake the hard work but would not have the prestige and recognition of being a Council member.

5.23 Philip McCaffrey from Cardiff and the Vale Branch asked how the number of Council members had been reached and whether the members elected to Council, the Royal College Committee and Trade Union Committee would all meet as a large group or hold separate meetings.
5.24 The Chair of Council informed the meeting that the 17 Council members would be made up of one member per Country and Region, the President, the Deputy President, the Chair of Congress, a student representative and a health practitioner representative and this would be mirrored on the two committees. There would of course be clear reporting arrangements in place between the three groups of members.

5.25 Andy Bassett-Scott Toogood from South Yorkshire Branch received assurance that the Royal College and Trade Union Committees would have representation from all countries and regions.

5.26 Jason Warriner from Brighton and Hove Branch had been interviewed as part of the review and stressed to members how open and honest everyone involved had been. The review and proposals seek to create an organisation which will be fit for the future and fit for purpose. It would be important to ensure that the changes do take place within the proposed timeframe and asked for the assurance of the Chair of Council that it would be possible to make these changes on the proposed time line.

5.27 Tom Bolger from Outer South West London Branch supported the proposal to reduce Council to 17. However, Tom expressed concern that talk of a Royal College Committee and a Trade Union Committee felt divisive when the strength of the Royal College of Nursing was in it being an integrated body.

5.28 The President thanked members for their questions and informed everyone that questions could continue to be submitted to the Chair of Council ahead of the next Council meeting on 20 to 21 July 2016.

6. TO CONSIDER AND VOTE ON THE SPECIAL RESOLUTIONS

6.1 Members were asked to vote on three important special resolutions. Voting was by a show of hands in accordance with Standing Order 17.1.

6.2 Following a pause for the independent scrutineer, ERS, to verify the count, the President reported the results of the voting as follows:

**Special resolution one: Council Review**

6.3 To amend the Standing Orders, in order to provide for RCN Council to be composed of 17 members, including one member per country and region, one student member, one health practitioner member, the President, Deputy President, and Chair of Congress.

6.4 Total number of valid votes = 678

FOR = 528 (77.88%)
AGAINST = 150 (22.12%)
ABSTENTIONS = 59

The special resolution was carried.

**Special resolution two: A change to the election nomination process.**

6.5 The Chair of Council introduced the second special resolution, to amend the Standing Orders. To provide nominations to all Council seats, including the President, and Deputy President, to be signed by two individual members within the constituency.

6.6 Questions were invited. Paul Phillips from Clyde Branch cautioned against the change. He felt it could reduce the assurance provided to members that candidates were competent for the roles. The Chair of Council informed the meeting that the resolution had been put forward because members had complained that the current process prevented high calibre candidates standing.
6.7 The Chair of Council clarified that all members within the constituency would be able to nominate, including those in different payment plans.

6.8 The President then took the meeting through the vote. To amend the Standing Orders in order to provide nominations for all Council seats, including the President and Deputy President, to be signed by two individual members within the relevant constituency.

6.9 Total number of valid votes = 670

FOR = 532 (79.4%)
AGAINST = 138 (20.6%)
ABSTENTIONS = 65

The special resolution was carried.

Special resolution three: A definition of RCN forums

6.10 Finally, the Chair of Council explained that the third resolution provides a definition of a forum in the Standing Orders where previously there had been none. The definition has already undergone wide consultation and reads as follows:

“RCN Forums provide an opportunity for members to network, share best practice and lead the development of knowledge within specialist areas of interest.”

6.11 Total number of valid votes = 736

FOR = 735 (99.86%)
AGAINST = 1 (0.14%)
ABSTENTIONS = 18

The special resolution was carried.

6.12 The full voting report from ERS would be available on the RCN website shortly.

7. TO DISCUSS ANY MATTERS OF A PROFESSIONAL NATURE WHICH ARE OF IMPORTANCE TO THE INTERESTS OF MEMBERS

7.1 As the meeting had over-run and the start of Congress fringe events had already been delayed, members were invited to submit any questions on matters of a professional nature via email.

7.2 Any questions and answers provided would be made available to all members.

8. CLOSE

8.1 The President thanked members for attending the meeting and confirmed the 2017 Annual General Meeting would take place during Congress week (13 to 17 May) in Liverpool.