

## Terms of Reference: RCN Regional & Country Boards

1. Name of Board
  - 1.1 Regional & Country Board
2. Purpose
  - 2.1 In accordance with Standing Order 23, RCN Council establishes national Boards in Scotland, NI, Wales and 9 Regional Boards in England. As set out in the Scheme of Delegation, it delegates responsibility for the management and transactions of RCN business in those respective Countries and Regions.
3. Delegated responsibilities
  - 3.1 The role of the Board is:
    - a) For Country Boards, to be accountable for the development of RCN policy and contribute to RCN policy in [NI/Scotland/Wales] within principles established by RCN Council.
    - b) To be accountable for and ensure that priorities set by RCN Council are actioned in that Region or Country.
    - c) To contribute to that Region or Country's perspective on RCN strategy and planning.
    - d) To be accountable for and monitor the Region or Country's Branch budget activity and performance against its annual operation plan, within an agreed budget.
    - e) To govern Branches ensuring they are supported and fully functioning. Responsibilities include giving to and receiving from Branches regular reports, making temporary arrangements for Branches that are unable to elect committees and recommending to RCN Council the closing or merging of Branches where appropriate.
    - f) To liaise, communicate and work with Branches to ensure that the RCN works in partnership with employers, educational institutions, and other local stakeholders in that Region or Country.

- g) To work with Branches to review and approve Congress place allocation applications from Branches.
- h) To be accountable for and ensure that issues specific to that Region or Country that may have UK-wide implications, and/or issues that pose a risk to the operation of the RCN are raised with RCN Council and/or the relevant committees.
- i) To encourage, promote, facilitate and support the advancement of nursing in all its specialities within the Region or Country in line with RCN strategy and policy.

#### 4. Reporting and accountability

- 4.1 The Board is responsible and accountable to RCN Council in accordance with the RCN's Standing Orders. The RCN Scheme of Delegation sets out the RCN Council's delegations to the Board.
- 4.2 Formal minutes of Board meetings will be kept and approved at subsequent meetings of the Board.
- 4.3 The deliberations of the Board shall be reported to RCN Council and Branches (within its geographical remit) where appropriate including any resolution passed, or decision taken.
- 4.4 Boards will report back to RCN Council via their RCN Council member and written quarterly updates. RCN Council will provide a summary report to Boards of each of its meetings.
- 4.5 At the request of RCN Council, Members of the Board may attend a designated section of RCN Council meetings as observers (normally once a year).
- 4.6 The following shall report to and be accountable to the Board.
  - Branches (within the geographical remit of the Board).
- 4.8 Branches will report to the Board through agreed consultation and reporting processes. Branches are required to submit reports to their Board, including financial spend reporting.
- 4.9 The Board will ensure that there are appropriate reporting mechanisms in place for Boards to be able to share the views, ideas and concerns of their members.
- 4.10 The Board 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 Board will meet at least three times a year.
- 5.2 Special ad hoc meetings may also be called if the business of the Board is of such urgency that it cannot wait until the next meeting.
- 5.3 The Chair, or in the absence of the Chair, the Vice-Chair, shall Chair the meeting and if neither of these persons is present within 15 minutes of the time appointed for the meeting, the Board Members personally present shall choose another Board Member to take the Chair.
- 5.4 The quorum for decision-making in a meeting is half the Board, or if an odd number, rounded up.
- 5.5 The quorum for a decision made outside of a meeting via electronic means is at least half of Board who must put their agreement in writing for the decision to be approved.
- 5.6 The rules and procedures in the RCN Policy and Process for Running Meetings apply to the Boards.

## 6. Membership

- 6.1 There shall be no more than 15 members of the Board as follows:
  - Up to 12 Elected Members.
  - RCN Council Member for the Region/Country (Ex-Officio)
  - Trade Union Committee Member for the Region/Country (Ex-Officio)
  - Professional Nursing Committee Member for the Region/Country (Ex-Officio).
- 6.2 Further eligibility requirements are set out in the RCN Elections and Appointments Policy and Processes, the RCN Office Holder Eligibility Regulations and the specific election procedure for each election which is held.

## 7. Observers

- 7.1 Observers may attend 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.
- 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 the Board.

7.4 Further requirements are set out in the RCN Policy and Process for Running Meetings.

## 8. Election/appointment to the Board

8.1 Elections to the Board will be conducted in accordance with the RCN Elections and Appointments Policy and Processes, the RCN Office Holder Eligibility Regulations and the specific procedure for each election.

8.2 Half the Board will be elected every two years.

8.3 The Board may choose to apply the voting with constraints model, with constraints being applied after the votes are cast.

## 9. Terms of office

9.1 Terms of office will be for four years except for casual vacancies which will be to the end of the vacant term.

9.2 The RCN Office Holder Eligibility Regulations shall apply in respect of serving more than one term.

## 10. Mid-Term (casual) vacancies

10.1 A casual vacancy on the Board shall be filled in accordance with the RCN Elections and Appointments Policy and Processes.

## 11. Chair and Vice-Chair

11.1 In accordance with Standing Order 23.3 the Board shall have a Chair. A Vice-Chair shall also be elected.

11.2 The Chair and Vice-Chair shall be elected every two years by the members of the Board from amongst the members of the Board.

11.3 Ex-officio members of the Board may not occupy the roles of Chair or Vice-Chair.

11.4 The terms of office for the Chair and Vice-Chair shall each be for two years. Members holding these posts are eligible for a second

term of two years if elected.

- 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 Board including reaching the end of their term of office on the Board.
- 11.7 The process for the election of Chair and Vice-Chair will be conducted in accordance with the RCN Elections and Appointments Policy and Processes.

## 12. Staff support, advice and guidance

- 12.1 The lead Executive Directors for RCN (NI/ Scotland/Wales) will be the Secretaries to the Country Boards. The Regional Directors will be the Secretaries to the Regional Boards. The role of the Secretary to the Board is to ensure support and advice to the Board as appropriate and to ensure Secretariat support is provided.
- 12.2 Board 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 staff is not accepted by the Board the advice and reasons for not accepting the professional advice will be fully documented in the minutes of the meeting and should be escalated to the relevant Country Director. Should a resolved position not be reached the matter will be escalated to RCN Council for a determination on the way forward.

## 13. Removal from the Board

- 13.1 A Board 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 relevant Regional or Country Board 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.

Version control:

Reviewed by the Country & Regional Boards on 2 September 2025.

Approved by RCN Council on 28 October 2025.

Reviewed and updated on 2 March 2026 in light of changes arising from the RCN Office Holder Eligibility Regulations, which came into effect on 1 January 2026, and to ensure the harmonisation of language and policy titles across all Committee and Board terms of reference.