

Terms of Reference – RCPI Executive Board (GOV-TOR-002)

Purpose

Under delegated authority, in accordance with the By-Laws and with the strategy set by Council, the Executive Board oversees the operation and management of the Royal College of Physicians of Ireland and holds authority for statutory responsibilities. The Executive Board also holds responsibility for the legal, financial and statutory duties of RCPI.

In contrast to RCPI Council (the overall governing body for RCPI with a principle-based governance responsibility), the Executive Board is rules based and focuses primarily on oversight of operational management. The Executive Board reports to RCPI Council.

Key Responsibilities

Strategy:

Agree proposals for strategy and submitting them to Council for consideration and approval.

Planning and Reporting:

- Agree the annual business plan and budget in line with agreed strategy and input from Senior Management, Boards, Committees and Council
- Review and agree the Annual Report and Financial Statements in consultation with the Finance, Audit and Risk Committee (FINARC) and Council
- Agrees the risk framework in conjunction with the Finance, Audit and Risk Committee
- Agrees proposals for subscriptions and other membership charges for approval by Council
- Reports to Council on activities and progress in a timely and regular manner
- Receives reports from its committees, Examinations, Professional Competence, Development, Research and Training and responds formally on any decisions taken and matters discussed
- Receives reports from the Director of Education and Academic Programmes for information purposes

Governance:

- Complies with RCPI Charter and By-Laws
- Maintains all policies and procedures and consults with Council on any significant changes in principles, policy or structure
- Appoints Chairs and agrees terms of reference for any committees which report to them
- Appoints the Chief Executive Officer
- Appoints the Directors of Examinations, Professional Competence, Development, Research and Training
- Approves appointments of representatives to External Committees and Boards

Oversight:

- Oversees the operation and management of RCPI
- Oversees the allocation of resources to agreed projects and workstreams on recommendation of the Senior Management Team
- Monitors delivery of the business plan and expenditure against budget
- Monitors risks and ensures that they are appropriately managed
- Oversees the effectiveness of its Boards and Committees

Other Responsibilities:

- Subject to consultation, as appropriate, approves new or amendments to Mutual Agreements or Memorandums of Understanding between the RCPI and other bodies
- On the recommendation of the Senior Management team, approves task forces or project boards to deal with any new areas of activity or special projects
- Subject to referring any matter for decision by Council as it deems appropriate, the Executive Board may:
 - Request a Board or Committee to undertake a specific activity and/or reorder its priorities
 - Deal with matters outside the authority of any Board or Committee, with matters concerning more than one Board or Committee that have not been resolved between them and with any disputes between Boards and Committees
 - Rule on matters on which a Board or Committee has been unable to reach a decision on a matter of principle, and/or where the relevant chair believes there is a matter of contention and/or considers it appropriate to seek endorsement

Membership

- Chair:** President, RCPI
- Deputy Chair:** In the absence of the President; either the Treasurer or Registrar shall Chair the meeting
- Executive Support:** Corporate Affairs Executive and / or another member of the Executive Office staff

The Executive Board shall comprise of the following members in ex officio roles:

Officers:

- President (Chair)
- Vice-President
- Registrar
- Treasurer

Members:

- Chief Executive Officer¹
- Chief Financial Officer
- Vice President
- Senior Independent Director
- Dean, Institute of Medicine
- Chair, Institute of Obstetricians and Gynaecologists
- Dean, Faculty of Occupational Medicine
- Dean, Faculty of Pathology
- Dean, Faculty of Paediatrics
- Dean, Faculty of Public Health Medicine

Membership and reporting will be reviewed on an annual basis

¹In the absence of the Chief Executive, another member of the Senior Management Team may attend in place of the CEO.

Specific Procedural Rules

- The quorum for meetings of the Executive Board is five members, two of whom should be members of Council
- In the absence of the Chair, the most senior Officer present shall Chair the meeting
- Should a vote be required, all votes are of equal standing and the Chair has no second or casting vote.
- Members of the Executive Board will be provided with an induction pack and session and any subsequent training which may be required to perform their duties
- On induction, members will sign a Code of Conduct for Executive Board members. Failure to sign the Code of Conduct will result in removal from the Executive Board membership

Frequency of Meetings

The Executive Board shall meet 10 times per annum. Meetings shall be conducted as per the RCPI Rules and Procedures for Boards and Committees unless otherwise specified in these terms of reference.

Approved by	Date
Approved by Council	August 2019
Review	Date
Next review date	August 2022