

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

Purpose

Under delegated authority, in accordance with the By-Laws and with the strategy set by Council, the Executive Committee oversees the operation and management of the Royal College of Physicians of Ireland and holds authority for statutory responsibilities. The Executive Committee 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 Committee is rules based and focuses primarily on oversight of operational management. The Executive Committee reports to RCPI Council.

Key Responsibilities

Attached at Appendix 1 are the matters delegated by Council to the Executive Committee as set out in the College By-Laws

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 , Boards, Committees and submit to Council for approval
- Review and agree the Annual Report and Financial Statements in consultation with the Finance, Audit and Risk Committee (FINARC) and submit to Council
- Agrees the risk framework in conjunction with the Finance, Audit and Risk Committee
- Agrees proposals for changes in subscriptions and other membership charges for approval by Council. (Note only proposals to increase subscription/membership charges by over 10% are to be reviewed by the Executive Committee.) Proposed increases under 10% to be approved by Faculty or Institute Board as appropriate prior to Council approval.
- Reports to Council through the President and CEO on College activities and progress in a timely and regular manner

- Receives reports (or minutes where appropriate) from its standing committees, and responds formally on any decisions taken and matters discussed

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
- Agree and approve terms of reference for any committees which report to them
- Appoints the Chief Executive Officer
- Appoints the Directors, Professional Competence, , Research
- Approves the process of 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 Leadership 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 Leadership team, approves task forces or project groups 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 Committee may:
 - Request a Group or Committee to undertake a specific activity and/or reorder its priorities
 - Deal with matters outside the authority of any Group or Committee, with matters concerning more than one Group or Committee that have not been resolved between them and with any disputes between Group and Committees
 - Rule on matters on which a Group 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:	CEO, RCPI
Deputy Chair:	In the absence of the CEO the CFO shall Chair the meeting
Executive Support:	member of the Executive Office staff

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

Officers:

- President
- Vice-President
- Registrar
- Treasurer

Members:

- Chief Executive Officer (Chair)
- Chief Financial Officer
- 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
- Dean of Education and Academic Programme

In attendance

Director of Healthcare Leadership

Director of Training, Education and Lifelong Learning (when appointed)

Membership and reporting will be reviewed on an annual basis

Specific Procedural Rules

- The quorum for meetings of the Executive Committee is five members, one of whom should be a member of Council
- In the absence of the Chair, the CFO 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 Committee 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 Committee members. Failure to sign the Code of Conduct will result in removal from the Executive Committee membership.

Frequency of Meetings

The Executive Committee shall meet as required and at minimum six 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. Executive Committee meetings shall be in person where possible.

Approved by	Date
Approved by Council	25 April 2018
Approved by Council	27 September 2019
Approved by Council	21 November 2021
Approved by Council	7 March 2025
Approved by Council	25 September 2026
Review	Date
Next review date	March 2028

