

Terms of Reference – Council of the Royal College of Physicians of Ireland

Purpose:

Under devolved authority from the Body Corporate (Fellows and President, RCPI) Council is the senior governing body of the Royal College of Physicians of Ireland.

Council's role is to ensure the legal and ethical integrity of RCPI. It defines the values, mission, vision, goals, objectives, and strategic directions of the College, and approves general policies. Council also ensures the accountability of the Royal College of Physicians of Ireland by monitoring and supporting the implementation of policies, directives, and general functions. It fulfils this accountability and monitoring through various means including the receipt and review of reports from the Executive Committee, Faculty Boards, Standing committees and the CEO.

Council has the ultimate responsibility for the actions, decisions, and policies of the Royal College of Physicians of Ireland.

Key Responsibilities

- The exercise of all powers and the carrying out of such acts and functions as the Royal College of Physicians of Ireland is authorised to do
- The ratification of the annual business plan and budget, including capital expenditure
- To accept the audited financial statements on the recommendations of the Finance Audit and Risk Committee in advance of the Annual Stated Meeting
- Approval of the College Strategic Plan
- Receipt of reports of the Executive Committee, Faculty Boards and its Standing Committees and formulation and approval of general policy
- Approval of Terms of Reference for the Executive Committee and Standing Committees of Council and approval of any changes to the remit, role, or composition of these bodies
- To put in place arrangements to hold the Executive Committee to account for delegated activities
- To approve any changes to Standing Orders of the Faculties and Institutes and College By- Laws
- Oversee governance effectiveness across the College, including identification and approval of improvements or changes to governance arrangements
- Approve policy position papers or documents developed by the College (or its Faculties and Institutes) and ensure all policy documents are in line with the mission, vision, and values of the College
- Oversee the elections/appointment of President, Officers and Council members
- Approve proposals for new College Bodies (such as boards, committees, or working groups)
- Oversee the credentials process and approve nominations for Fellowship and Membership of the College, Faculties, and Institutes
- Oversee the Trainee, Member and Fellows awards and medals and approve proposals for new awards

In addition, Council may delegate authority to the Executive Committee, standing committees, CEO, and others at its discretion. Such authority is outlined in the terms of reference of those committees and individuals. Delegation of authority may be modified or withdrawn by resolution of Council.

Council also monitors and evaluates the performance of the CEO through the President or otherwise.

Membership

The full composition of Council is set out in the By-Laws.

The Council shall comprise of the following named roles, the full composition of which, including rights, roles, terms of office, election and appointment processes are outlined in the By-Laws

1. President (Chair)
2. Vice-President or President-Designate (Deputy Chair)
3. Immediate Past President
4. Registrar
5. Treasurer
6. Censors
7. 12 Elected Members (Ordinary Councillors)
8. 2 Trainee representatives
9. 2 Advisory Co-optees (Lay representatives)

The Chief Executive, Chief Financial Officer and Director of Healthcare Leadership, Director of Training, Education and Lifelong Learning shall ordinarily be in attendance but are not members of Council.

Key Competencies and Characteristics

Generally, Council members should possess the ability and willingness to advance the purpose of the Royal College of Physicians of Ireland as set out in its mission, vision and values; knowledge of principles of good governance and ability to align this knowledge with related RCPI systems and processes; ability to fulfill fiduciary obligations of a governing board; demonstrated commitment to the activities of the RCPI and the ability and willingness to participate effectively in committees and meetings.

Council members should be expected to:

- Be familiar with and adhere to RCPI By-Laws and associated policies
- Have a strong desire to help shape and develop the future of RCPI
- To understand the RCPI's strategy, business plan, and values
- To prioritise work commitments so as to be able to dedicate such time as is needed for the diligent execution of the duties of a Council member
- Make every effort to attend all meetings of Council in person, recognizing that on occasion that may not be possible

- To volunteer to be a member of committees and/or working groups set up by Council in order to share the workload evenly between Council members
- Undergo induction and participate in other relevant development plans as appropriate
- Come to Council meetings well prepared, having read the papers, and ready to contribute
- To carry out effective oversight and, where appropriate, constructive challenge of matters delegated to others
- To work in partnership with the Executive Committee and others, striking a balance of support and challenge as appropriate
- To listen to the views of others and provide 'wise counsel' on issues affecting the wider interests of the whole membership
- To act as an advocate for agreed strategy, policies and decisions taken by and on behalf of Council as well as bringing to attention issues of concern to members
- To act in a professional manner when representing RCPI
- To be aware of the responsibilities as a member of the governing body
- To act as a team player
- To respond within the specified timescales to requests for input or decision on items circulated by email for Council members' attention
- To participate in reviews of Council and monitor its effectiveness
- To respect staff, members and others capabilities and contributions
- To declare any conflicts of interest as and when they arise

Specific procedural rules

The Council shall function and conduct its business in line with RCPI Rules and Procedures for College Bodies 2018 and associated policies unless otherwise stated in the By-Laws.

Members of the Council will be provided with an induction pack and session and any subsequent training which may be required in order to perform their duties

On induction, members will sign a Code of Conduct. Failure to sign the Code of Conduct may result in removal from the Council membership.

Quorum

No business shall be dealt with at the Council unless a quorum is present; the quorum for meetings of the Council shall be one half of the voting membership of Council (rounded up to the nearest whole number).

Frequency of meetings

Council shall meet as required and at least four times per annum in accordance with the RCPI By Laws. Meetings shall be conducted as per the RCPI Rules and Procedures for Boards and Committees unless otherwise specified in these terms of reference. Council meetings shall be in person where possible.

Version Number	Date Approved by Council
1	21 June 2019
2	29 April 2022
3	25 September 2026
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