

Role descriptions

If you have to be in a soap opera try not to get the worst role.

Boy George

Chair of the RCM Board; CEO; Deputy Chair of the RCM Board; and Board Secretary.

Purpose of this paper

The new RCM Board will have to give attention at an early stage to arrangements for the performance of its functions and for relating with the rest of the RCM. Such matters should be carefully considered and will evolve over time but a key area to be addressed at the outset is that of roles and relationships at the highest level. This paper addresses the roles of the Chair of the RCM Board and the CEO and the relationship between them. The paper goes on to also address two other roles (that of the Deputy Chair and that of Board Secretary) because of the extent to which the RCM Board and the Chair of the RCM Board will rely upon them for support.

This paper has been discussed with the CEO and is for discussion, at their induction on 7 September 2011, with members of the new RCM Board. The paper should then go forward for decision by the new RCM Board and the resulting agreed role descriptions should be regularly reviewed thereafter.

References

Having considered a wide range of material I have concluded that the Financial Reporting Council's (FRC) "*Guidance on Board Effectiveness*" (March 2011) provides a sound basis for this paper. It does not matter that the FRC's intended audience (mainly PLC financial institutions) are very different to the RCM. The failures in governance amongst those institutions could happen in any organisation and in any sector. And they could happen to the RCM.

“Guidance on Board Effectiveness” is recent, relevant and adaptable. Reference should be made to it in the event of any questions arising from this paper.

Summary of the roles

The cornerstone principle of these proposals is that the RCM Board should maintain a clear division of responsibilities between the running of the RCM Board and executive responsibility for running the RCM.

The role of the **Chair of the RCM Board** is leadership of the RCM Board and ensuring its effectiveness in all aspects of its role.

The role of the **CEO** is leadership of the staff of the RCM; leadership of the midwifery profession in the UK (including representing it internationally) and operational management of the RCM.

The **Deputy Chair of the RCM Board** performs the obvious function of covering, in the Chair’s unavoidable absence, activities such as Chairing meetings of the Board. But the Deputy Chair also has a particular contribution to make to Board and organisational dynamics which is described below.

The **Board Secretary** is a coordinator; a conduit for support and advice and the person who discharges administrative responsibilities required of the company.

The roles in detail

Chair of the RCM Board

The Chair’s role is leadership of the RCM Board and ensuring its effectiveness in all aspects of its role. This includes setting (with the help of the Board Secretary) the Board’s agenda and ensuring that adequate time is available for the conduct of the Board’s business. The Chair must promote a culture of openness and debate by facilitating the effective contribution of RCM Board Members and ensuring constructive partnership with the CEO. The Chair must demonstrate the highest standards of integrity and probity, set clear expectations concerning culture, values, behaviours and the style and tone of Board discussions.

The Chair's role includes:

- demonstrating ethical leadership;
- ensuring the efficient and proper conduct of the Board;
- setting a Board agenda which is primarily focused on strategy, performance, value creation and accountability, and ensuring that issues relevant to these areas are reserved for Board decision;
- ensuring a timely flow of high-quality supporting information;
- making certain that the Board determines the nature and extent of the significant risks the RCM is willing to embrace in the implementation of its strategy, and that there are no 'no go' areas which prevent effective oversight in this area;
- regularly considering succession planning and the composition of the Board¹;
- making certain that the Board has effective decision-making processes and applies sufficient challenge to major proposals;
- ensuring the Board's committees are properly structured with appropriate terms of reference;
- encouraging all Board members to engage in Board and committee meetings by drawing on their skills, experience, knowledge and, where appropriate, independence;
- fostering relationships founded on mutual respect and open communication – both in and outside the Boardroom – between the members of the Board and the CEO;
- developing productive working relationships, particularly with the CEO, providing support and advice while respecting executive responsibility;
- ensuring proper appraisal of the performance of the CEO and ensuring the remuneration of the CEO is properly determined;
- taking the lead on issues of Board member development, including thorough induction programmes for new Board members and regular reviews with all Board members;
- acting on the results of Board evaluation;

¹ The proposed RCM Rules include this within the remit of a Committee of the Board.

- being aware of, and responding to, his or her own development needs, including people and other skills, especially when taking on the role for the first time; and
- ensuring effective communication on Board related matters with RCM members and other stakeholders.

The Chair will be supported in all governance matters by a Board Secretary who, if s/he is a member of the staff of the RCM, will, when exercising her/his Board Secretary functions, report to the Board Chair.

CEO

The role of the CEO is leadership of the staff of the RCM; leadership of the midwifery profession in the UK (including representing it internationally) and operational management of the RCM.

The CEO is responsible for delivering the Board's agreed strategy.

The CEO has primary responsibility for setting an example to the RCM's employees and communicating to them the expectations of the Board in relation to the RCM's culture, values and behaviours. The CEO is responsible for supporting the Chair to make certain that appropriate standards of governance permeate through all parts of the organisation. The CEO will make certain that the Board is made aware, when appropriate, of the views of employees on issues of relevance to the Board.

The CEO will ensure the Board is properly informed for a high standard of discussion in the Boardroom.

The CEO has a responsibility to deliver high-quality information to enable the Board to properly discharge its functions.

The CEO should appreciate that constructive challenge from RCM Board members is an essential aspect of good governance and should encourage Board members to test proposals in the light of their wider experience outside the RCM. The Chair and the CEO should ensure that this process is properly followed.

Deputy Chair of the RCM Board

The Deputy Chair performs the obvious function of covering, in the Chair's unavoidable absence, activities such as Chairing meetings of the Board. But the Deputy Chair also has a particular contribution to make to Board and organisational dynamics.

The Deputy Chair should act as a sounding Board for the Chair and, when necessary, serve as an intermediary for other members of the RCM Board. As part of the arrangements for Board evaluation the Deputy Chair leads the other Board members in evaluating the Board Chair.

In times of discord at Board level the Deputy Chair's role becomes critically important. S/he is expected to work with the Chair and other Board members to resolve significant issues. Examples of such issues include:

- disputes between the Chair and the CEO;
- concerns expressed by Board Members (or indeed RCM members) not being addressed by the Chair or CEO;
- the Chair/CEO pursuing strategies which are not supported by the entire Board;
- the relationship between the Chair and the CEO becoming particularly close and decisions being made without the approval of the Board;
- succession planning not being addressed.

The role of Deputy Chair is particularly suitable for a Board member who wishes to develop to become a Board Chair.

Board Secretary^j

The Board Secretary is a coordinator; a conduit for support and advice and the person who discharges administrative responsibilities required of the company.

If the person undertaking the role of Board Secretary is an employee of the RCM s/he will be line managed by the CEO and will report to the CEO for any responsibilities other than Board governance matters. But as Board Secretary and for all Board governance matters the person will report to the Board Chair.

The role includes:

- advising the Board, through the Chair, on all governance matters;
- servicing meetings of the RCM Board and its committees and general meetings of the RCM. This includes making sure that Board members receive adequate information in a timely manner of sufficient quality to enable the Board to discharge its duties;
- acting as a channel of communication and information for Board members;
- advising Board members as necessary;
- assisting the Chair with providing induction and continuing development for Board members;
- ensuring that the Board has access to independent professional advice at the RCM's expense, if required;
- ensuring payment of Board members' remuneration (if any) and expenses and dealing with associated administration;
- co-ordinating the preparation and issue of the annual report;
- monitoring compliance with the Articles of Association and other legal requirements;
- maintaining, or securing the maintenance of, the various statutory registers and records and filing information with the Registrar of Companies, Certification Officers for trade unions and, as appropriate, charity regulators.

Clifford Crisp

30 June 2011

ⁱ Until 2008 the RCM was required to have a company secretary and the former RCM Council appointed its General Secretary to that role with the company secretarial work actually being undertaken on behalf of the General Secretary by another member of the RCM staff. Since 2008 the RCM, being a private company, has not been required to have a company secretary, only to ensure that the relevant duties are performed. The arrangements proposed in this paper envisage:

- clearly distinguishing responsibility for running the Board (Chair of the RCM Board supported by a Board Secretary) from that of running the RCM (CEO/General Secretary); and
- removing the board secretarial role from that of CEO/ General Secretary.

If those arrangements are approved and adopted by the RCM Board the General Secretary will relinquish the role of company secretary and the RCM will not have a company secretary. Instead a Board Secretary, reporting for all Board governance matters to the Board Chair, will directly perform all the company secretarial duties previously performed in the name of the General Secretary.