

Role description: Member of the RCM Board

1.1 Overview

1.1.1 The Organisation

The RCM's legal form is that of a company which is a registered trade union. This means that governance of the RCM includes the duties of company directors and a trade union executive and requires compliance with company and trade union law. Members of the RCM Board are required to accept appointment as trustees of a subsidiary company which is registered as a charity (The RCM Trust). This means that the duties also include those of charity trustees and require compliance with charity law.

In the rest of this paper the expression "the organisation" is used to refer collectively to both the RCM and the RCM Trust.

1.1.2 Governance

Governance is about leadership and responsibility for the overall direction and control of the organisation. It includes responsibility for ensuring the organisation is efficient, effective, properly supervised and accountable.

Members of the RCM Board (the people responsible for governance) must bring passion and commitment as well as the required competencies. They provide long term vision and protect the reputation and values of the organisation. They must work together as a cohesive team and they must work in constructive partnership with the CEO. Everything they do must be for the benefit of the organisation and they must rigorously assess their performance both as individuals and as a Board.

1.1.3 The role, briefly stated

The Board is ultimately responsible for the organisation and must ensure that it is:

- viable;
- properly governed; and
- properly managed.

Every member of the RCM Board must play a full role in meeting that responsibility.

Members of the RCM Board may also be called upon to decide appeals by members of the staff of the RCM arising from grievances and disciplinary proceedings.

1.2. The role in more detail

Before reading further please see *The Royal College of Midwives (RCM) Governance Codeⁱ* which provides a detailed description of what members of the RCM Board have to do and how they should do it.

1.3. Key responsibilities:

With other board members to hold the organisation in trust for current and future members by:

- 1.3.1 ensuring clarity of purpose and ensuring that the organisation is focused on achieving it
- 1.3.2 being responsible for the performance of the organisation and for its culture
- 1.3.3 ensuring that it complies with all legal and regulatory requirements
- 1.3.4 acting as guardians of the organisation's assets, both tangible and intangible, taking all due care over their security, deployment and proper application
- 1.3.5 ensuring that the organisation's governance is of the highest possible standard.

1.4. Duties and tasks to fulfil those five key responsibilities:

1.4.1. Ensuring clarity of purpose and ensuring that the organisation is focused on achieving it:

To work in partnership with other board members and the CEO to ensure that

- organisational purpose is clearly stated and understood
- the organisation has a clear vision and strategy that have been agreed by the board and that they are understood by board members and staff
- strategic objectives are set which are relevant to, and support, organisational purpose, the vision and board strategy
- decision-making is relevant to and reinforces organisational purpose, the vision and board strategy
- the CEO's operational targets support the achievement of organisational purpose, the vision and board strategy
- board policies support organisational purpose, the vision and board strategy
- there are effective mechanisms
 - to listen to the views of current and potential members
 - to review the external environment for changes that might affect the organisation
 - to reassess the need for the organisation and for the services it provides, or could provide
 - to regularly review strategic objectives and priorities.

1.4.2. Being responsible, with other board members, for the performance of the organisation and for its culture:

- to agree the method for objectively measuring the progress of the organisation in relation to organisational purpose and its vision, strategic objectives and priorities, and to receive regular reports on performance

- to ensure that the values and guiding principles of the organisation are articulated and reflected throughout the organisation
- to ensure that views of members on the performance of the organisation are regularly gathered and considered by the board
- to appoint the CEO, to set her/his terms and conditions and to ensure investment in the CEO's on-going development
- to annually set key performance indicators for the CEO and ensure arrangements for reviewing and evaluating the CEO's performance
- to hold the CEO to account for the leadership, management and administration of the organisation
- to ensure that the CEO receives regular, constructive feedback on her/his performance
- to ensure that the CEO develops a learning organisation and that all staff review their own performance and regularly receive feedback
- to articulate the values of the organisation
- to agree and review board policies
- to ensure that there are mechanisms for members and employees to bring to the attention of the board any activity that threatens the probity of the organisation.

1.4.3. Ensuring that the organisation complies with all legal and regulatory requirements:

- to be aware of, and to ensure that the organisation complies with, all legal and regulatory requirements
- to maintain familiarity with the rules and constitution that govern the organisation, to ensure that the organisation complies with its governing instruments and to review the governing instruments regularly

- to agree the levels of delegated authority, to ensure that they are recorded in writing and to ensure that there are clear reporting procedures
- to ensure that the responsibilities delegated to the CEO are clearly expressed and understood, and directions given to her/him come from the board as a whole.

1.4.4 Being guardians of all the organisation's assets, both tangible and intangible, taking all due care over their security, deployment and proper application:

- to ensure that the organisation has satisfactory control systems and procedures for holding in trust for members all monies, properties and other assets and to ensure that any investments are prudent and to the maximum benefit of the organisation within the constraints of the law and ethical and other policies laid down by the board
- to ensure that the major risks to which the organisation is exposed are reviewed and that systems have been established to mitigate or minimise such risks
- to ensure that the income and property of the organisation is applied for the purposes set out in the governing document and with complete fairness between persons who are properly qualified to benefit
- to act reasonably, prudently and collectively in all matters relating to the organisation and the preservation of its interests
- to be accountable for the solvency and continuing effectiveness of the organisation
- to exercise effective overall control of the organisation's financial affairs and to ensure that the way in which the organisation is administered is not open to abuse and that the systems of control are rigorous and constantly maintained through regular evaluation and improvement in the light of experience

- to ensure that intangible assets such as organisational knowledge and expertise, intellectual property, the organisation's good name and reputation, etc, are properly valued, utilised and safeguarded
- to know on a continuing basis the condition of any land owned by the organisation, if its boundaries are being encroached upon, what can be done with it and how it is or should be used, in particular, to ensure that any property which is a permanent endowment is preserved and invested in such a way as to produce a good income while at the same time safeguarding the real value of the capital
- to ensure that all income due to the organisation is received and that all tax benefits are obtained and all rating relief due is claimed.

1.4.5. Ensuring that the organisation's governance is of the highest possible standard:

- to ensure that the organisation has a governance code that is understood and applied;
- to ensure that the organisation has a governance structure that is appropriate and enables board members to fulfil their responsibilities
- to reflect annually on the board's performance and your own performance as a board member
- to ensure that the board has the skills required to govern the organisation well, and has access to relevant external professional advice and expertise
- to ensure that there is a systematic, open and fair procedure for the election or, as appropriate (appointment) of board members
- to ensure that there are succession plans for the chair and CEO
- to participate in individual and collective development and training of board members

- to abide by the code of conduct for board members
- to ensure that major decisions and board policies are made by the board members acting collectively.

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ⁱ Royal College of Midwives (RCM) Governance Code. 11 July 2012.