

LEGAL STRUCTURE

Tasks and responsibilities	RCN Council	RCN Foundation Board	Group Audit Committee	Group Remuneration Committee	Group EDI Committee
	Council considers for approval the recommendations of the RCNF Board on changes to their respective structures.	Board seek the approval of RCN Council for any changes to the structure of the Charity and the creation of any subsidiaries	N/A	N/A	N/A

GOVERNING DOCUMENTS

Tasks and responsibilities	RCN Council	RCN Foundation Board	Group Audit Committee	Group Remuneration Committee	Group EDI Committee
RCNi, RCNF and RCN Holdco governing documents	Council approve governing documents in consultation with RCNF board, where appropriate	Board: * seek the approval of RCN Council for changes to the Articles of Association for approval by Companies House and the Charity Commission/OSCR * agrees the Memorandum of Agreement and Scheme of Delegation and any changes to it with the RCN	N/A	N/A	

STATUTORY AND REGULATORY COMPLIANCE

Tasks and responsibilities	RCN Council	RCN Foundation Board	Group Audit Committee	Group Remuneration Committee	Group EDI Committee
RCN GROUP STATUTORY, REGULATORY AND COMPLIANCE MANAGEMENT FRAMEWORK	Council : * approves the Statutory Regulatory and Compliance Management Framework that the Group work within and reviews its effectiveness. * delegate to Group Audit Committee oversight of the annual returns * assured by Group Audit Committee the Group's compliance	Board: * ensure the RCN Foundation meets all its obligations as a Registered Charity and as a Registered Company Limited by Guarantee. * assured by Group Audit Committee that RCN Group is fully compliant	Committee: * reviews the annual regulatory framework twice a year, for accuracy and assurance (Jan - Jun, and Jul - Dec) for the purposes of ensuring RCN Group internal controls are effective . * assures RCN Council, RCNi Board and RCN Foundation Board that the Group are fully compliant	N/A	N/A
Appointment of External Auditors	RCN Council appoints Group External Auditor on recommendation of Group Audit Committee	Board: * is represented on the tender panel to recommend the appointment of the Group External Auditor * is formally notified of the outcome from the Group Audit Committee	Committee leads the tender process and recommends to RCN Council, the appointment, the duration and audit fee	N/A	N/A
	Council receives report on the work of the external auditor from Group Audit Committee	Board receives report on the work of the external auditor from Group Audit Committee	Committee annually reviews the work of the External Auditors on behalf of RCN Council, RCNi Board and RCN Foundation Board and reports to them		

STATUTORY AND REGULATORY COMPLIANCE

Tasks and responsibilities	RCN Council	RCN Foundation Board	Group Audit Committee	Group Remuneration Committee	Group EDI Committee
Annual Report and Financial Statements	<p>RCN Council:</p> <p>* approves consolidated Annual Report and Financial Statements recommended by the Group Audit Committee.</p> <p>*note the RCN Foundation accounts have been approved by their board</p> <p>The annual report must then be approved by the External Auditors before publication and presentation at the Annual General Meeting.</p> <p>TO NOTE, COUNCIL SHOULD NOT APPROVE THE CONSOLIDATED ACCOUNTS UNTIL THE INDIVIDUAL ENTITY BOARDS HAVE APPROVED THEIR ACCOUNTS.</p>	<p>Board:</p> <p>* approves RCNF Annual Report and Financial Statements on recommendation from Group Audit Committee</p> <p>* passes on to RCN Council, when approved, for Council to note the individual entity accounts as part of their approval of the consolidated accounts</p>	<p>Committee:</p> <p>* reviews the consolidated Annual Report and Financial Statements and individual entity accounts for consistency and appropriateness and reviews accounting policies and procedures.</p> <p>*confirms that the Annual Report and Financial Statements represent a true and fair statement of the RCN Group's financial position.</p> <p>*receives the report from the External Auditors which sets out the audit process followed, issues raised and any recommendations made.</p> <p>* presents their recommendation on the individual entity accounts to RCNi, RCNF and RCN Holdco Boards</p> <p>*recommends to RCN Council they can approve the Group consolidated accounts once the entity boards have approved their accounts (sign the letter of representation)</p>	N/A	N/A
	<p>Council approve the accounting policies contained within the annual report and Financial Statements.</p> <p>TO NOTE, THE ACCOUNTING POLICIES ARE APPROVED BY GROUP AUDIT COMMITTEE BEFORE THE ANNUAL REPORT IS COLLATED.</p>	<p>Board approves RCNF accounting policies contained within the annual report and Financial Statements</p>	<p>Committee approve the accounting policies to be used in the upcoming Group consolidated and individual entity annual accounts.</p>		N/A
	<p>Council sign letters of representation on assurance from Group Audit Committee and Executive Team</p>	<p>Board signs RCNF letter of representation on assurance from the RCNF Senior Leadership Team</p>	N/A		N/A

INTERNAL CONTROL FRAMEWORK

Tasks and responsibilities	RCN Council	RCN Foundation Board	Group Audit Committee	Group Remuneration Committee	Group EDI Committee
RISK MANAGEMENT	Council reviews and notes Group risk register 1/4ly, following assurance from the Group Audit Committee	<p><u>Group risk register</u> Board reviews and notes Group register 1/4ly, following assurance from Group Audit Committee</p> <p><u>RCNF risk register</u> RCNF maintains its own risk register and the Board reviews and approves 1/4ly</p>	<p>Committee: * reviews and approves the Group risk register 1/4ly on behalf of the Group's governing bodies before it is presented to RCNi Board, RCNF Board and RCN Council to note. * can approve escalated risks raised at its meetings * is assured by the RCN Executive Team that the Group risk framework is being complied with</p>	N/A	N/A
Appointment of internal auditors and agreement of internal audit programme	Council approves appointment of internal auditors on recommendation of Group Audit Committee	<p>*The RCNF Board member on the Group Audit Committee is involved in the appointment of the internal auditors</p> <p>*Board is formally notified of the outcome from the Group Audit Committee</p>	<p>Committee: * approves the preferred supplier that the appointment panel recommends. * then recommends the appointment of the internal auditors to RCN Council</p>	N/A	N/A
	Council is informed of the annual audit programme by the Group Audit Committee	<p>Board: * is informed of the annual audit programme by the Group Audit Committee. * is asked to identify an audit topic to be included in the annual programme.</p>	<p>Committee approves the annual programme, recommended by internal auditors , after discussions with the RCN ET, RCNi ET & RCNF SLT</p>		
	Council receives reports from the Group Audit Committee on the quality of the control environment in place, based on the annual internal audit programme	<p>Board: * monitors the implementation of findings relating to RCN Foundation *receives reports from the Group Audit Committee on the quality of the control environment in place, based on the annual internal audit programme</p>	<p>Committee: * receives and approves all the internal audit reports and action plans to implement findings. *monitors implementation of findings and reports to Council, RCNi Board and RCN Foundation Board (via their Committee report)</p>		
	To maintain transparency, if the auditors are commissioned to undertake non audit work Council will be notified by the Group Audit Committee	To maintain transparency, if the auditors are commissioned to undertake non audit work, the Board will be notified by the Group Audit Committee	To maintain transparency, the Committee will be notified by the Executive Team if the auditors have been commissioned to undertake non IA work. For example, an internal review.	N/A	N/A

BUSINESS STRATEGY

Tasks and responsibilities	RCN Council	RCN Foundation Board	Group Audit Committee	Group Remuneration Committee	Group EDI Committee
	Council receives RCNF strategy for information	<p>Board: * approves the RCNF strategy * receives RCN & RCNi strategies for information</p>	N/A	N/A	N/A

FINANCIAL STRATEGY AND COMPLIANCE

Tasks and responsibilities	RCN Council	RCN Foundation Board	Group Audit Committee	Group Remuneration Committee	Group EDI Committee
FINANCIAL STRATEGY	Council notes the RCNF financial strategy	Board approves the RCNF financial strategy based on agreed planning assumptions, after being assured by the RCN Foundation SLT	N/A	N/A	
	Council receives report from Group Audit Committee 3 times a year on internal audit programme. Where applicable, the report on the audit programme will include progress on vfm and sustainability (financial and environment).	Board receives report from Group Audit Committee 3 times a year on internal audit programme. Where applicable, the report on the audit programme will include progress on vfm and sustainability (financial and environment).	As part of internal audit process, Committee reviews arrangements in place for ensuring vfm and sustainability and it reports to council, RCNi Board and RCNF Board, where applicable	N/A	
INVESTMENT STRATEGY	Council is notified of changes to RCN Foundation Investment Strategy	Board: * agrees the RCN Foundation Investment Strategy and Statement of Investment Principles, after being assured by the RCNF Income Generation and Investment Committee * notify RCN Council of any changes	N/A	N/A	N/A
	Council is notified of any changes to RCN Foundation placement of investment funds	Board approves its investment and placement of funds in an investment portfolio either directly or through an investment manager	N/A	N/A	N/A
	Council appoints Group Investment Manager on recommendation from Finance and Investment Committee * To note, if RCNF may appoint their own investment managers. In this instance, Council will approve investment managers for RCN and RCNi	Board : * appoints Investment Manger on recommendation from Income Generation and Investment Committee. To note: Where the RCNF and the RCN have the same investment managers, they may undertake any review or tender process jointly.	N/A	N/A	N/A
GROUP ANTI BRIBERY, CORRUPTION AND FRAUD POLICY AND GROUP ANTI MONEY LAUNDERING POLICY	Council approves the policies and any changes on the recommendation of the Group Audit Committee	Board is consulted on and approves any changes to these policies on the recommendation of the Group Audit Committee	Committee reviews these policies within the review cycle and recommends any changes to RCNi Board, RCNF Board and Council for approval.	N/A	
		Board reports any fraud or irregularities to the Charity Commission /OSCR and RCN Council, within the required timeframe			

FINANCIAL REGULATIONS

Tasks and responsibilities	RCN Council	RCN Foundation Board	Group Audit Committee	Group Remuneration Committee	Group EDI Committee
	<p>Council:</p> <p>*approves the Group Financial Regulations on the recommendation of the Group Audit Committee.</p> <p>*is notified of the RCNF Financial Regulations that have been approved by their Board</p>	<p>Board:</p> <p>* approves the Group Financial Regulations on the recommendation of the Group Audit Committee</p> <p>*approves RCNF Financial Regulations and ensures they are kept up-to-date and appended to the Group Financial Regs</p>	<p>Committee reviews and recommends changes to RCNi Board, RCNF Board and RCN Council for approval</p>	N/A	N/A
	<p>Council approves all Financial Regulation changes to individual policies, authority limits, and role responsibilities on the recommendation of the Group Audit Committee</p>	<p>Board approves financial regulation changes to individual policies that impact on RCN Foundation, on the recommendation of the Group Audit Committee</p>	<p>Committee reviews all Financial Regulation changes to individual policies, authority limits and role responsibilities.</p>		
	<p>Council receives a report from Group Audit Committee to note small changes made by the RCN Executive Team, for operational reasons</p>	<p>Board receives a report from Group Audit Committee to note small changes made by the RCN Executive Team, for operational reasons, that impact on RCN Foundation</p>	<p>Committee receives a report to note from the Executive Team of any small changes made, for operational reasons, that they have approved</p>		

ANNUAL BUDGET

Tasks and responsibilities	RCN Council	RCN Foundation Board	Group Audit Committee	Group Remuneration Committee	Group EDI Committee
	<p>Council notes the approved RCNF budget</p>	<p>Board approves the RCNF budget and notifies Council</p>	N/A	N/A	N/A

GROUP STAFF PENSION SCHEMES

Tasks and responsibilities	RCN Council	RCN Foundation Board	Group Audit Committee	Group Remuneration Committee	Group EDI Committee
	<p>Council approves pension scheme arrangements on the recommendation from the RCN Finance and Investment Committee</p>	<p>Board are consulted on any changes which affect RCN Foundation staff</p>	N/A	<p>To advise on any proposals for major changes to the remuneration package including the provision for and scope of pension arrangements for all staff and other terms and conditions of employment (benefits).</p>	N/A

FINANCIAL CONTROL FRAMEWORK

Tasks and responsibilities	RCN Council	RCN Foundation Board	Group Audit Committee	Group Remuneration Committee	Group EDI Committee
PARTNERSHIPS	Council notes RCNF partnerships	Board : *approves RCNF partnership agreements. * may, where appropriate, consult with RCN Executive Team but RCNF Board does not require the RCN approval.	N/A	N/A	
USE OF EXTERNAL AUDIT FIRM FOR NON AUDIT WORK	Council and Finance and Investment Committee notified by Group Audit Committee Chair of the appointment of external audit firm for non audit work across the RCN Group	After consultation with RCN Executive Team, Chair of RCNF Board notifies RCN Council and CHIEF FINANCIAL OFFICER if Board appoints external audit firm for non audit work	Committee: * approves the appointment of external audit firm for non-audit work. *Chair notifies Chair of Council and Chair of Finance and Investment Committee	N/A	
	Council receives a report through Group Audit Committee on any such appointments	Board receives a report through Group Audit Committee on any such appointments	Committee receives detail of all non- audit engagement and notifies RCNi Board, RCNF Board and RCN Council, where applicable		
	Council receives an annual summary, via Group Audit Committee, of all non audit work undertaken by external audit firm, where appropriate	Board receives an annual summary, via Group Audit Committee, of all non audit work undertaken by external audit firm, where appropriate	Committee provides RCNi Board, RCNF Board and Council with a annual summary of non audit work undertaken by external audit firm, where appropriate		
ASSET MANAGEMENT	Council is notified by the RCNF Board of decisions it has taken, via their routine reports to RCN Council	Board: * approves acquisitions and disposals of assets or investments in accordance with its Schedule of Financial Limits . * notify Council via their routine reports	N/A	N/A	N/A
EXPENDITURE					
Approve expenditure (Group Financial Regulations and Schedule of Financial Limits)	Council approves all RCN and RCN Group * approval processes on recommendation from Group Audit Committee <i>* Group processes are approved by Council after consultation and approval by RCNi Board and RCNF Board</i>	Board : *agree all RCNF approval processes including awards under the Foundation's bursary grants and financial assistance programmes <i>*is consulted and approves Group approval processes (for example, Group Financial Regulations)</i>	Committee recommends Group approval processes(for example, Financial Regulations and Schedule of Financial Limits) to RCNi Board, RCNF Board and Council to approve	N/A	

FINANCIAL CONTROL FRAMEWORK (cont'd)

Tasks and responsibilities	RCN Council	RCN Foundation Board	Group Audit Committee	Group Remuneration Committee	Group EDI Committee
INCOME					
External income generation from sponsorship, grant management, fundraising and other extetrnally funded projects	Council notes RCNF income generation, via their routine reports to RCN Council	Board approves RCNF income generation, fundraising and grant management business plans, policies* and procedures in place * In April 2024, RCNF updated its Donation Acceptance and Policy Guidelines, in response to updated Charity Commission guidance published March 2024. When considering accepting dontations, the Trustees: - have a legal responsibility to accept donations. - Should not allow their personal views or external pressures, that do not relate to the Charity's purposes, to influence them to act in a way that is not in the Chartiy's best interests	N/A	N/A	
Loans	Council notes any RCNF loans, via routine reports from RCNF Board	Board approves the limit and purpose of any loan based on operational need and compliance with its financial strategy and charitable objects	N/A	N/A	
OTHER FINANCIAL PROCEDURES					
Insurance (including Professional Indemnity Insurance	Council will receive assurance from Group Audit Committee that the Group has sufficient insurance cover for that year	Board will receive assurance from Group Audit Committee that sufficient insurance across the Group is in place	Committee: * is notified annually (in April) by the Executive Team, that insurance policies have been renewed and RCN Group is covered for that year. They are also notified of any area of risk. * will receive a list of insurance policies * will then notify , Council, RCNi Board and RCNF Board, via their committee report	N/A	N/A

GOVERNANCE ARRANGEMENTS

Tasks and	RCN Council	RCN Foundation Board	Group Audit Committee	Group Remuneration Committee	Group EDI Committee
GOVERNANCE STRUCTURE AND WAYS OF WORKING	Council may need to approve changes to key RCNF governance documents, on recommendation from the RCNF Board	Board: * review and approve the effectiveness of their governance structure, including terms of reference and working arrangements and approves changes. *will recommend to Council approval, IF the changes require Council approval	N/A	N/A	N/A
RCNi and RCNF board and chair appointments	RCN: * will appoint 4 RCNF trustees (RCNF will appoint the remaining 8) To note: * In extraordinary circumstances, Council could dismiss RCNF Board as a whole. Legal advice will be sought before the dismissal of the RCNF Board and the dissolution of the whole board must be in the public interest	Board: * appoints 8 of its trustees, in accordance with RCN Foundation's Articles of Association. All 8 Trustees are appointed on the recommendation of the Governance and Nomination Committee. The RCN appoint the remaining 4 * Trustees may appoint one of their number to be the Chair of Trustees and remove them (RCNF AoO Para 13.1) * need to seek approval from RCN to remove RCNF Trustees	N/A	N/A	N/A
GROUP RELATIONSHIP MANAGEMENT Changes to the key governing and working documents governing the relationships between, RCN & RCNi and RCN & RCNF This includes: RCNi - Articles of Association, MoA , MoU RCNF - Articles of Association and MoA	RCNF - Legal advice will be sought prior to approval for changes to Articles of Association and Memorandum of Agreement	Board recommend changes to RCN Council to approve	N/A	N/A	N/A
SLAs with RCNi and RCNF	N/A	*The SLAs will be agreed between the RCNF Director and the relevant RCN ET lead. KPIs will be agreed and monitored * The Board will be notified by the RCNF Director of any agreed changes to the SLAs	N/A	N/A	N/A
Reporting	Council notes the report from the RCNF Board	Board: *via the RCNF Director/Chair report quarterly to RCN Council. *also present their annual financial statements to Group Audit Committee	N/A	N/A	N/A

EQUITY, DIVERISTY AND INCLUSION

Tasks and	RCN Council	RCN Foundation Board	Group Audit Committee	Group Remuneration Committee	Group EDI Committee
CHAMPION OF DIVERSITY AND HUMAN RIGHTS IN THE HEALTH AND SOCIAL CARE SECTOR	Council approves and champions the Group EDI strategy, on the recommendation of the Group EDI Committee.	Board: * is consulted and approves the Group EDI Strategy, on the recommendation from the Group EDI Committee. * is represented /membership on the Group EDI Committee * approves the RCN Foundation EDI priorities and monitor performance against them	N/A	N/A	Committee recommends approval of the EDI Strategy to RCNi Board, RCNF Board and Council has oversight of implementation and delivery
	Council receives performance report from the Group Equity, Diversity and Inclusion Committee	Board receives performance report from the Group Equity, Diversity and Inclusion Committee	N/A	N/A	Committee submits performance reports to Council, RCNi Board and RCNF Board on regular basis