



Royal College *of* Emergency Medicine

The Terms of Reference for Council and its
Committees, Sub-Committees, Special Interest
Groups, and Working Groups

Amendment Log

Issue	Issue Date	Additions/Alterations	Initials
1.0	July 2025	First version	HB
2.0	February 2026	Minor amendments to General Terms of Reference Conditions Precedent <ul style="list-style-type: none">• CEO Delegated powers for minor amendments Separation of National Board ToR	HB
3.0	April 2026	Addition of Attendance section under General Terms of Reference Precedent	ZM

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About this document

This document contains the Terms of Reference (ToR) for the various Committees of the Royal College of Emergency Medicine.

Under our Ordinances¹, the Board of Trustees may:

“Establish such boards, standing and ad hoc committees or sub-committees for the purpose of dealing with any subject as it may from time to time determine.

The Board of Trustees shall have power to determine by Byelaws the constitution and procedures of such boards, committees, or sub-committees.

The Board of Trustees may by resolution delegate all or any of its functions, powers, duties and discretions to any body, board, committee, sub-committee, Officer or individual upon terms and subject to such conditions as the Board may from time to time, by resolution, determine.”

Over time a range of Committees has been established, and each has had an individual terms of reference document created for it. Given that a number of these have similar content for good governance purposes and ease of reference this document draws all of them together into one place.

In future any new Committees or amendments to the content of this document shall usually be considered by the Corporate Governance Committee who will, if appropriate recommend that the Board approves the revised document.

This document shall be maintained by an employee of the Royal College as nominated by the Chief Executive.

Gordon Miles, Chief Executive
June 2025

¹ The Royal College of Emergency Medicine Ordinances Paragraph 8

General Terms of Reference Conditions Precedent

1. Each Committee, Sub-committee and Working Party shall have a Terms of Reference.
2. A Committee is a body of one or more persons that is subordinate to Council or the Board of Trustees. Usually, the Council or Board of Trustees sends matters into a committee to explore them more closely than would be possible if the Council/Board itself were considering them.
3. A Sub-committee is a committee that reports to another committee.
4. A Working Party/Group is a committee that is established for a limited time to develop and/or review areas of policy, procedure and practice and put forward suggestions for the Council to consider.
5. A Special Interest Group (SIG) or Professional Advisory Group (PAG) is a small community with a shared interest in advancing a specific area of knowledge, learning or technology where members cooperate to affect or to produce solutions within their field, and may communicate, meet, and organise conferences or study days. All SIG/PAGs shall operate under parent a Committee, which holds overall responsibility for SIG/PAG through its Chair.
6. References to a 'Cluster' reflects the structuring of committees into groups or clusters of Committees under a role holder or role holders led by a Cluster Responsible Officer who will be either a Vice President or other College Role Holder or the CEO or nominated deputy.
7. All College Committees and Working Parties shall have Terms of Reference conforming to our governing documents. Normally, requests for new Committees or Working Groups/Parties are considered by the Executive Committee, scrutinised by Corporate Governance Committee and a recommendation is made to Council or the Board of Trustees accordingly.
8. All Committees and Working Parties shall have a clear reporting structure, ultimately leading to Council or directly to the Trustee Board. They shall report their activity at least annually via their Cluster Responsible Officer to ensure appropriate oversight and alignment with College strategy.
9. The Composition of a Committee is determined as set out in each Terms of Reference.
10. In the remainder of this section, the term Committee shall relate to all Committees, Sub-Committees, SIGs, PAGs and Working Parties/Groups unless otherwise stated.
11. Any Committee has the power to co-opt additional Members to make up the required number of Committee Members that are described in that Committee's Terms of Reference.
12. For any minor amendments to individual committee terms of reference the CEO has delegated powers to approve these amendments in conjunction with the President.
13. For ease of reference and to avoid duplication the following shall apply to every Committee, unless otherwise stated in the specific Terms of Reference for an

individual Committee.

Governing Documents

14. In relation to the terms of reference, the Governing Documents are the Charter, Ordinances, Bye Laws, Regulations, and the Scheme of Delegation. These documents are senior to any Terms of Reference and so bind Committees to their contents.

Delegated Powers

15. No Committee has delegated powers to make decisions on behalf of the College unless expressly stated in the Terms of Reference for that Committee. The Scheme of Delegation sets out the powers the Trustee Board delegates to Council in relation to Committees and to role holders.
16. Committees shall prepare for Council or Trustee Board scrutiny annual Work Programmes detailing their planned activity. These must be submitted to the relevant Cluster Responsible Officer and Governance Manager annually for tracking and assurance purposes.
17. A budget (if required) shall be agreed through the College Treasurer under the standing financial procedures. The Chair of a Committee has budget responsibility for the activities of that Committee in accordance with the standing Financial Procedures of the Royal College. The Committee Secretary shall act as deputy budget holder. All expenditure must comply with College procurement procedures.

Committee Chair/Member appointment

18. Committee members and Chairs of Committees must be in good standing with the College, as defined in College Ordinances.

Appointing a Chair

19. Unless otherwise stated in the Charter, Ordinances, Bye Laws, or Terms of Reference for an individual Committee, Members and Chairs of Committees are appointed by a selection process involving open advertising.

The following applies to these Committees:

- Academic Committee
- Clinical Leadership & Service Design Committee
- EDI Committee
- Educational Resources Committee
- Gender Equity Committee
- Global Emergency Medicine Committee
- Informatics Committee
- Invited Services Review Committee
- Quality in Emergency Care Committee
- Research Committee
- Sustainable Working Practices Committee

20. Other Committees may wish to seek advice from the Nominations and Appointments Committee (NomCom) for help in recruiting and selecting their Chairs.

21. The Committee Secretary is responsible for ensuring that there is an appointed Chair

in place, and the Chair and Committee Secretary together are responsible for ensuring that there are sufficient committee members, with suitable skills, to form the Committee.

22. When the Committee Secretary becomes aware that the term of the Chair is coming to an end (either because the Chair will have served the time appointed for, or because they are stepping down) the Committee Secretary will meet with the Chair of NomCom. (NomComChair@rcem.ac.uk)
23. The Secretary and the NomCom Chair together will propose the members of the Appointments Panel. The final decision on membership of the panel is with the NomCom, and the NomCom Chair will be responsible for securing that decision. The decision will also include who will Chair the Appointments Panel. The retiring Chair of a committee shall not sit on the Appointments Panel for their successor, to avoid any conflict of interest, though they may provide a handover or speak with shortlisted candidates if appropriate.
24. The Secretary and the Chair of the Appointments Panel will produce a timetable to cover the following actions:
 - a. The creation of a job specification including role description and person specification.
 - b. A communications plan to ensure that the role is advertised widely and a job pack which includes at least the job specification but could also include more information on the background of the committee.
 - c. An agreement on who will administer the process (receive applications, communicate with candidates during the process etc) – this is usually the Committee Secretary.
 - d. The process for making an application (usually a CV and a two-page letter addressing the points on the person specification).
 - e. A date by which all applications must be received.
 - f. A date for the Appointments Panel to receive applications and a process for drawing up a short list. (This is usually a scoring against items on the person specification which should have been addressed in the two-page letter.)
 - g. A date for a short-listing meeting. The Panel may do their scoring and preparation beforehand, but they should meet to decide on the candidates.
 - h. A date or dates for interviews (these should be included in the Information Pack that goes out with the initial job pack). Except in the most exceptional circumstances panel members must attend all the interviews.
 - i. The creation of questions and the agreement of panel members to the questions.
 - j. The date for the panel to convene to make a decision unless this is to be immediately after the last interview (which is preferable).
25. The Committee Secretary will:
 - a. Prepare a letter of appointment for the CEO to sign.

- b. Update the IMIS Committee Records.
 - c. Ask for a Conflicts of Interest declaration using this link:
http://account.rcem.ac.uk/RCEM/Webformz/Apply_WFZ_DeclarationofInterestsForm.aspx
 - d. Ask for the completion of confidential demographic information into the College database using this link: <https://bit.ly/RCEM-CountMeIn>
 - e. Arrange for induction and advise the Council of the appointment.
26. Once the role is accepted feedback may be offered to applicants who if they wish to receive it should be asked to schedule a call with the NomCom Chair.

Appointing a Committee Member

27. The Chair of the Committee is responsible for the process.
28. The Chair and the NomCom Chair (NomComChair@rcem.ac.uk) together will propose the members of the Appointments Panel. It would be usual for the Chair of the Committee to Chair the Appointments Panel. The Chair may wish to seek advice from the NomCom Chair on the process and the development of the role profile and person specification for the role.
29. The Chair of the Appointments Panel will produce a timetable to cover the following actions:
- a. The creation of a job specification including role description and person specification.
 - b. A communications plan to ensure that the role is advertised widely and a job pack which includes at least the job specification but could also include more information on the background of the committee.
 - c. An agreement on who will administer the process (receive applications, communicate with candidates during the process etc) – this is usually the Committee Secretary.
 - d. The process for making an application (usually a CV and a two-page letter addressing the points on the person specification).
 - e. A date by which all applications must be received.
 - f. A date for the Appointments Panel to receive applications and a process for drawing up a short list. (This is usually a scoring against items on the person specification which should have been addressed in the two-page letter.)
 - g. A date for a short-listing meeting. The Panel may do their scoring and preparation beforehand, but they should meet to decide on the candidates.
 - h. A date or dates for interviews (these should be included in the Information Pack that goes out with the initial job pack). Except in the most exceptional circumstances panel members must attend all the interviews.

- i. The creation of questions and the agreement of panel members to the questions.
 - j. The date for the panel to convene to make a decision unless this is to be immediately after the last interview (which is preferable).
30. The Committee Secretary will:
- a. Prepare a letter of appointment for the CEO to sign.
 - b. Update the IMIS Committee Records.
 - c. Ask for a Conflicts of Interest declaration using this link:
https://account.rcem.ac.uk/RCEMPortal/Sign_In.aspx?LoginRedirect=true&returnurl=%2fRCEMPortal%2fDeclaration-of-Interests-form.aspx
 - d. Ask for the completion of confidential demographic information into the College database using this link: <https://bit.ly/RCEM-CountMeIn>
 - e. Arrange for induction and advise the Council of the appointment.
31. Once the role is accepted feedback may be offered to applicants who if they wish to receive it should be asked to schedule a call with the Committee Chair.
32. If advertising for members or Chairs proves unsuccessful the Committee may co-opt members into these positions subject to approval by the Executive Committee as stated in the bye laws.
33. For new Committees, the terms of reference will then be developed through the Committee and in the case of Committees reporting to Council come to Council for approval, and the Board for ratification. For Committees reporting to the Board the Board will decide the terms of reference.
34. For Committees in existence at the point where these Terms of Reference are approved, the existing Committee Members and Chairs may continue for the remainder of their existing term of office.

Committee Secretary

- 35. The Committee Secretary will normally be an employee of the College who is assigned the role by the Chief Executive. Where there is no staff member available for this role then the Committee may appoint one of its number to be secretary for the meeting in question or approach the Chief Executive to seek out-sourced Committee support for minute taking or other administrative help (subject to budget availability).
- 36. The Committee Secretary will arrange meetings, take minutes, act as deputy budget holder and, working with the Committee Chair, prepare agendas, collate and distribute papers and advise on any governance arrangements including recruitment. The Secretary must ensure that meeting documentation is circulated no later than five working days before each meeting unless agreed otherwise.
- 37. Committee secretaries shall produce draft minutes of their meetings within 14 days of each meeting, and these will be circulated to all members, including ex-officio

members, whether they attended the meeting or not. The draft minutes will then be sent to the Chair for approval before being circulated to the Committee.

38. The Committee Secretary is a non-voting role at the Committee. They may provide procedural advice during meetings but shall not influence decision-making.

Terms of Office

39. Terms of Office are for three years. A shorter term may be applied in exceptional circumstances, subject to approval by Council or the Trustee Board.
40. Suggested succession planning for committee Chairs is that appointment occurs 6-12 months prior to the expected handover date, with the chair elect acting as a deputy. As a chair steps down, it may be reasonable, at the discretion of the new chair, for them to act as a deputy for a further 6-12 months to facilitate continuity. This does not preclude formal appointment of another deputy should that be deemed required as part of the Terms of Reference. Succession planning discussions should be initiated by the Committee Secretary at least one year before the end of the Chair's term.
41. Where a new committee is formed consideration should be given to one of the College Executive Committee acting as a co-chair, should this be deemed beneficial. This should be reviewed after the Committee's first year to assess whether the co-chair arrangement remains appropriate.
42. Committee Members may serve up to two consecutive terms on a particular Committee, after which they shall step down unless as otherwise approved by Council, or in the case of the Audit and Risk or Executive Committee by the Trustee Board. Having stepped down for one term of office they may reapply after that. If during a term of office, a Committee Member becomes a Chair then the following paragraph applies and the rules under this paragraph are disregarded. Reappointments must be recorded formally by the Governance Manager.
43. Subject to the Bye Laws, Chairs of Committees shall normally serve for an initial term of office following their appointment, after which they may offer themselves for re-appointment in competition with others. If re-appointed, they may serve for a further term, after which they will not be eligible to stand for the post in question but may sit on the Committee as a member for a further term subject to Council approval. Any extension beyond this period requires written approval from the Trustee Board, setting out the exceptional circumstances.
44. RCEM Role Holders are appointed to Committees for their term of office and on a change of office holder the position rotates with the office not the individual. Outgoing role holders must ensure a proper handover to their successor.

Committee Composition

45. The composition of a committee is determined by Council or the Board of Trustees, as set out in each Terms of Reference. Unless otherwise stated in the Terms of Reference the number of Committee Members shall not exceed twelve persons including the Chairperson. Where broader representation is required, this must be justified in writing to the Governance Manager and proved by Council or the Trustee Board.
46. In the absence of the Chair, a Deputy, either by appointment by the Chair or

nominated from amongst the Committee Members present shall act as Chair for that meeting and may vote at that meeting.

47. Individuals standing on Committees have a personal responsibility to be present (either in person or through appropriate media) for two thirds of all meetings. Such individuals are expected to take on a stream of work such as preparing documents, gathering information, attend meetings, providing Royal College approved advice to individuals or organisations and to complete activities in a timely fashion. Council or the Trustee Board may remove Committee Members who fail to meet these requirements.
48. The following role holders may attend any Committee meeting of the College as an ex-officio member: President, Trustees, Vice Presidents, Dean, Treasurer and Chief Executive (or nominated deputy) and by agreement with the Chief Executive the Directors of Corporate Services, Education and Engagement & External Affairs. Ex-officio members have full speaking rights but do not count towards quorum unless explicitly stated in the individual Terms of Reference.
49. Consideration should be given, upon formation of a new committee, as to whether specific representation from EMTA, EMSAS, ACP Forum or from EDI/GEC is required. This should be balanced against the practicalities of fielding such representatives in multiple forums and of narrowing opportunities for participation amongst the wider membership. Committees should periodically review representation to ensure diversity and balance.

Quorum

50. Unless otherwise stated in the terms of reference or elsewhere in the governing documents:
 - a. the quorum shall include the Chair or nominated Deputy and those present in person and those using an electronic communication method to join the meeting.
 - b. for a Committee, the quorum shall be at least half the number of Committee Members of that Committee, whether they are present or not. Where attendance drops below quorum during a meeting, decisions must be deferred until a quorate session can be reconvened.

Attendance

51. Chairs and Members of Regional & National Boards, Committees, SIGs, PAGs and Working Groups are expected to participate in meetings. Should they fail to attend three consecutive meetings of their Board, Committee, SIG, PAG or Working Group, without good reason, then the Council may decide to require them to demit office.

Conducting Business

52. To conduct business and make decisions Committee members will either be present in person or using electronic conferencing facilities, or where this is not practical decisions may be made by email or other electronic media. Any decision made outside of a committee meeting for example by email, should be reported at the next meeting for record keeping purposes. All such decisions must be clearly documented by the Secretary with confirmation from the Chair.
53. Decisions will normally be made by agreement, but where a vote is necessary this

will be indicated by a show of hands or a suitable electronic equivalent. In the event of a tie the Chair has a deciding vote. In the absence of the Chair, a Deputy nominated either by the Chair or from amongst the Committee Members shall act as Chair for that meeting and may vote at that meeting. The outcome of any vote must be minuted clearly, including the number for, against, and abstaining.

54. Individuals standing on Committees have a personal responsibility to take on a stream of work such as preparing documents, gathering information, providing Royal College approved advice to individuals or organisations and to complete activities in a timely fashion. Progress against agreed actions should be reviewed at each meeting and recorded in the action log.
55. Chairs action can be used for routine decisions where there is no monetary impact, and a delay would be detrimental to the interest of the committee. All Chair's actions must be documented and reported to the next meeting for ratification.

Risk Management

56. All Committees and Working Groups shall advise the CEO via Governance Manager and Chair of Audit & Risk Committee of their assessment of the risks that they are running for the College including details of what action is being taken to mitigate the risks. This enables the Audit & Risk Committee to add relevant items to the College Risk Register. Committees must review their risks at least annually and update the Governance Manager following any changes.
57. Committees should ensure that key risks, mitigating actions and dependencies are recorded in their annual work programme and reported upwards through their Cluster Responsible Officer.

Board of Trustees

1. The Trustee Board of the College takes its authority and its responsibilities from two sources:
 - a. Under the Charities Act 1993, the trustees of a charity are “the people responsible under the charity’s governing document for controlling the management and administration of the charity, regardless of what they are called”. Charity law lays a number of specific duties on all charity trustees, which are reflected in these terms of reference. In essence, these are:
 - i. A duty of compliance with the charity’s objects, its governing documents and all relevant legislation and regulation.
 - ii. A duty of care to ensure that the charity is well run and efficient, and that professional advice is sought in order to manage risk.
 - iii. A duty of prudence in respect of managing the charity’s assets.
 - b. The Royal Charter, Ordinances, Bye Laws, Regulations and Terms of Reference (its constitution) which set out who may become a trustee of the charity, how trustees are appointed and their powers.

1.2 The overall responsibility of the Trustee Board is:

To provide direction and stewardship for the College for the benefit of stakeholders as set out in the College’s objects described in our Royal Charter, by:

- a. Setting the vision, mission, values, and strategic direction of the charity.
- b. Monitoring and communicating performance against the strategy, its impact upon stakeholders and its corporate behaviour.
- c. Acting as the guardians of the charity’s assets, both tangible and intangible, taking all due care over their security, deployment, and proper application.
- d. Ensuring that the charity complies with all constitutional, legal, and regulatory requirements.
- e. Ensuring that the charity’s governance is of the highest possible standard.

Main duties regarding Strategic Direction.

2.1 The Trustees work in partnership with the Chief Executive and other senior staff to ensure that:

- a. The constitution and rules that govern the charity, remain fit for purpose (reviewed at least every three years).

- b. There is regular review of the need for the charity and for the services it provides or could provide, and regular review of strategic plans and priorities.
- c. The charity has a clear vision, mission, set of values and strategy, and that there is a common understanding of these by trustees, staff, and volunteers.
- d. Annual and operational plans and budgets, and the fundraising strategy support the vision, mission, and strategy.
- e. The views of stakeholders are regularly sought and considered in developing strategy and delivering services.
- f. There is regular review of the external environment for changes that might affect the charity (environmental, political, financial, competitive, partnerships, alliances).

Performance Management

3.1 The Trustees are responsible for the performance of the charity, for its impact upon beneficiaries and other stakeholders, and for its corporate behaviour by:

- a. Agreeing the mechanisms for measuring the charity's impact and progress towards its vision, mission and strategic objectives, business plans, and annual budgets, and regularly considering reports on the charity's performance.
- b. Ensuring that there are policies and position statements to direct key areas of the charity's business.
- c. Ensuring that there are quality and service standards for major areas of delivery and that these are met.
- d. Ensuring that the major risks to the charity are regularly identified and reviewed and that systems are in place to mitigate or minimise these risks.
- e. Ensuring that there are complaint systems in place, for users and supporters.
- f. Ensuring that there are processes for trustees, staff, and volunteers to report activity which might compromise the effectiveness of the charity.
- g. Employing and holding the Chief Executive to account for the management and administration of the charity, with regular constructive feedback on their performance.
- h. Ensuring that the charity has effective employment policies and processes in place, to recruit, train and develop staff and volunteers Finance and assets.

3.2 The Trustees act as the guardians of the charity's finances and other assets by:

- a. Ensuring that the charity's financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and properly applied, and that all assets and liabilities are recorded.
- b. Acting reasonably and prudently in all matters relating to the charity and always in the interests of the charity.

- c. Ensuring that there is an effective fundraising strategy in place. d. Being accountable for the solvency of the charity.
- d. Being accountable for the solvency of the charity.
- e. Reviewing the condition and use of the properties and land owned by the charity.
- f. Ensuring that intangible assets such as organisational knowledge and expertise, intellectual property, the charity's brand, good name, and reputation are recognized, used, and safeguarded.

3.3 The Trustees must:

- a. Ensure, with professional advice as appropriate, that the charity complies with all constitutional, legal, regulatory, and statutory requirements.
- b. Ensure the charity complies with health and safety standards as regards its staff, volunteers and when putting on events.
- c. Understand and comply with the constitution and regulations that govern the charity.

Governance

4.1 The Trustees aim for the highest possible standard of governance by ensuring that:

- a. The charity has a governance framework that is appropriate to a charity of its size/ complexity, stage of development, and its charitable objects, and reflects the diversity of its stakeholders. That this framework is regularly reviewed, along with the Board's performance.
- b. In consultation with the Chief Executive, the Board has the mix of skills and experience it requires to govern the charity well, and that the Board has access to, and considers, relevant external professional advice and expertise.
- c. Major decisions and policies are made by the trustees acting collectively, and that Board decisions are recorded in writing by means of minutes.
- d. The Board's delegated authority is recorded by terms of reference for board committees, job descriptions for honorary officers, trustees and key staff, and that reporting procedures back to the Board are recorded in writing and complied with.
- e. The responsibilities delegated to the Chief Executive are clearly expressed and understood, and directions given to him/ her come from the Board as a whole.
- f. There is a systematic, open, and fair procedure for recruitment of trustees and of the Chief Executive.
- g. All members of the Board receive appropriate induction on their appointment and that they continue to receive appropriate advice, information, and training (both individual and collective).
- h. Trustees have the College code of conduct and comply with it, and that there are mechanisms for the removal of trustees who do not abide by the code of conduct.

- i. In carrying out the above duties, professional advice is taken when necessary, and the advice received is recorded.

Meetings

- 5.1 The Trustee Board will meet usually four times (and a minimum of 3) in any calendar year. In addition, there will be one strategy review day each year.
- 5.2 The Chief Executive, Directions of Education, Engagement & External Affairs, Corporate Services, and such other members of staff as the Chair may require shall be in attendance.
- 5.3 Any member of the Board unable to attend should inform the CEO prior to the meeting. If a Board member is unable to attend, the possibility of attending remotely will be explored.
- 5.4 If the Chair is absent from or unable to attend the meeting, the Dean or Vice President Membership will act as Chair for the proceedings. In the event that both the Dean and Vice President Membership are also absent, a Trustee will be selected by those present to act as Chair for the proceedings.
- 5.5 The agenda will be drawn up by the CEO in consultation with the Chair.
- 5.6 The CEO will provide minutes of Board meetings in consultation with the Chair.
- 5.7 The CEO or nominated deputy will be responsible for communication the proceedings of the Trustee Board to staff, advisory bodies, and other stakeholders as appropriate.

Council

Objectives

- To work within the powers delegated to it by the Board of Trustees.
- To ratify applications for membership of the Royal College.
- To make decisions on behalf of the Royal College on matters relating to Emergency Medicine specialty business.
- To oversee all work of the Committees of the Royal College that do not report directly to the Board of Trustees and delegate work as necessary in the fulfilment of the charitable objects subject to the powers set out in the Scheme of Delegation.
- Delegate relevant powers to the Committees and individuals as described in the Scheme of Delegation or the governing documents.
- Create regulations for the business of the Royal College.

Quorum

The voting arrangements are as defined in the Ordinances:

The quorum is twelve (12) voting members of the Council, of which three (3) at least shall be Role Holders.

Membership

The composition of the Council is described in the Ordinances. The Term of Office for Council members is three (3) years.

Role holders are appointed under the Ordinances and Bye Laws.

- President
- The President shall be the Chair, or, in their absence, the President Elect (or Immediate Past President) is to chair the meeting.
- President Elect (or Immediate Past President)
- Vice President x4
- Vice President Membership
- Dean
- Vice President Treasurer
- National Vice Presidents – National Boards of Scotland, Northern Ireland, Wales, and the Republic of Ireland. Elected subject to the Bye Laws by Fellows, Associate Fellows, and Members (**excluding** Honorary Fellows, Associate Members and Affiliates).
- Chairs – Regional Boards in England. Elected subject to the Bye Laws by Fellows, Associate Fellows, and Members (**excluding** Honorary Fellows, Associate Members

and Affiliates).

- Chair – Emergency Medicine Trainees Association (EMTA) Elected in accordance with its Terms of Reference
- Chair – Emergency Medicine Staff and Specialists (EMSAS) Elected by the members of the Royal College working as Staff or Specialty Doctors.
- Advanced Clinical Practitioners Forum Chair Elected by Associate Members (Advanced Clinical Practitioners)
- Chair of the College Lay Group Appointed by Council

Other Council Members who are appointed as described below:

- Chair – Training Standards Committee (TSC) Nominated by the TSC and appointed by the Council.
- Chair – Research Committee Nominated by the R&P Committee and appointed by the Council.
- Chair – Quality in Emergency Care Committee Appointed by the Council.
- Director of Continuing Professional Development (CPD) Appointed by the Councils
- Corporate Governance Committee Chair Appointed under the Terms of Reference pertaining to that Committee.
- Representatives of other Royal Colleges By invitation of Council
- Representative of the Faculty of Emergency Nursing By invitation of Council
- Representative from the Faculty of Pre-hospital Emergency Medicine By invitation of Council
- Chief Examiner
- Chief Executive
- Directors
- The Council may co-opt other members as it sees fit to conduct its business.

Responsibilities

- Direct and monitor the work of the Committees and of Royal College specialty matters.
- Receive reports from committees of the Royal College and the President and Chief Executive
- Determine emergency medicine policy for the Royal College
- Respond to external developments and influences and provide Royal College position papers and advice for members.
- Ensure timely communication with members on developments within the Royal College
- By resolution amend Regulations for the Royal College within the power of the Charter and Ordinances
- Approve Council role holder and other Council Member appointments in accordance with the governing documents.
- Approve nominations for membership and approve the removal of membership rights where appropriate.
- Make recommendations on the level of subscriptions for members.

Meetings

As defined by the Ordinances, meetings are held at least four times a year.

Executive Committee

Remit of the Executive Committee which reports to the Trustee Board.

- To develop emergency medicine health policy and strategy for discussion and approval by Council and the Board of Trustees.
- To act in accordance with the policy, strategy and budget agreed by Board of Trustees and Council to ensure that the Board and Council decisions are enacted, including:
- To support the CEO and Directors with the work of the Royal College including providing advice on issues
- To manage the Cluster Structure of Committees and to ensure that all Committees have work programmes, are delivering against them and are following good governance in line with college rules. The Executive Committee may make recommendations to the Board to disestablish or form new Committees.
- To provide the Council with relevant information to support strategic decision making in relation to specialty matters.

Quorum & Business

The President shall be the Chair, or, in their absence, the President Elect (or Immediate Past President) is to chair the meeting.

The quorum for the Executive Committee must have the minimum persons in attendance:

- President / President Elect / Immediate Past President
- At least four (4) other Committee members, one of whom must be a Vice President.

Membership

Membership of this Committee comprises:

- President – Chair
- President Elect (or Immediate Past President)
- Vice President – Membership
- Dean
- Vice President Treasurer
- National Vice Presidents – National Boards of Scotland, Northern Ireland, Wales, and the Republic of Ireland.
- Vice Presidents x4
- CEO
- Deputy CEO
- Director of Clinical Quality and Workforce Sustainability
- Director of People and Culture
- Director of Education
- Director of Policy & Communications
- Any additional co-opted member as authorised by Council.

Ex-officio members will be invited to relevant meetings, but they will not have any voting rights.

Powers delegated

- To action powers delegate by the Board of Trustees
- Assist the Chief Executive with the co-ordination and implementation of the work of the Royal College to implement Council decisions and policies.
- Develop policy and strategy for discussion and approval by Council Ensure that Council policy, Board strategy and decisions are implemented.
- Ensure swift response to communications from the membership.
- Enable effective responses to events, communications, and consultations from other agencies.
- Deal with media enquiries (through nominated members of the Executive)
- Act on advice from the Corporate Governance committee in matters of governance
- Receive regular reports on Royal College activities.
- Provide advice to Committee Chairs and Officers Organise elections.
- Provide information to the Council for strategic decisions to be taken.

Meetings

Meetings are held usually between 4-6 times per year. Where possible they will be arranged to coincide with other Royal College committee meetings, such as those of other major committees. If members are unable to attend, they should be encouraged to join the meeting through teleconferencing.

National Board for Scotland

Remit and Objectives

The National Board of Scotland will represent the College in their nation and support the work of the College by:

- Co-ordinating and collating information on local issues and disseminating information from College to Membership.
- Liaising on behalf of the specialty with existing bodies and structures in their nation.
- The National Board will have the authority to establish its own connections and representations with appropriate bodies.

Membership

- Vice President
- Vice Chair
- Chairs of Regional Training Committees or Schools of EM or other equivalent bodies
- A Fellow responsible for CPD
- Other Fellows locally elected or nominated according to arrangements proposed by the National Board and approved by the Council.
- Trainee representative
- EMSAS representative
- ACP representative
- Lay representative

Other individuals may be asked to attend National Board meetings from time to time but they will not be considered core Board members.

There is flexibility for other types of representatives on the Board, depending on the interests of the region.

Meetings

Meetings take place on a quarterly basis.

Optionally, the Board can choose to hold more meetings on a needs-be-basis, or hold other events including, but not limited to, conferences or annual dinners subject to budget.

National Board for Wales

Remit and Objectives

The National Board of Wales will represent the College in their nation and support the work of the College by:

- Co-ordinating and collating information on local issues and disseminating information from College to Membership.
- Liaising on behalf of the specialty with existing bodies and structures in their nation.
- The National Board will have the authority to establish its own connections and representations with appropriate bodies.

Membership

- Vice President
- Vice Chair
- Chairs of Regional Training Committees or Schools of EM or other equivalent bodies
- A Fellow responsible for CPD
- Other Fellows locally elected or nominated according to arrangements proposed by the National Board and approved by the Council.
- Trainee representative
- EMSAS representative
- ACP representative
- Lay representative
- Representative from each Emergency Department in the nation.

Other individuals may be asked to attend National Board meetings from time to time but they will not be considered core Board members.

There is flexibility for other types of representatives on the Board, depending on the interests of the region.

Meetings

Meetings take place on a quarterly basis.

Optionally, the Board can choose to hold more meetings on a needs-be-basis, or hold other events including, but not limited to, conferences or annual dinners subject to budget.

National Board Northern Ireland

Remit and Objectives

The National Board of Northern Ireland will represent the College in their nation and support the work of the College by:

- Co-ordinating and collating information on local issues and disseminating information from College to Membership.
- Liaising on behalf of the specialty with existing bodies and structures in their nation.
- The National Board will have the authority to establish its own connections and representations with appropriate bodies.

Membership

- Vice President
- Vice Chair
- Chairs of Regional Training Committees or Schools of EM or other equivalent bodies
- A Fellow responsible for CPD
- Other Fellows locally elected or nominated according to arrangements proposed by the National Board and approved by the Council.
- Trainee representative
- EMSAS representative
- ACP representative
- Lay representative
- Representative from each Emergency Department in the nation

Other individuals may be asked to attend National Board meetings from time to time but they will not be considered core Board members.

There is flexibility for other types of representatives on the Board, depending on the interests of the region.

Meetings

Meetings take place on a quarterly basis.

Optionally, the Board can choose to hold more meetings on a needs-be-basis, or hold other events including, but not limited to, conferences or annual dinners subject to budget.

Regional Boards

Remit and Objectives

The Regional Boards will represent their localities and support the work of the Collee by:

- Creating a communication channel whereby Board members will update the Chair on any relevant information or experiences which can then be relayed back to RCEM National Council.
- Raising awareness of the pressures facing Emergency Departments and Emergency Medicine staff on a regional level.
- Providing a space where different learning and pathways can be shared to help members their roles or to be disseminated back to Emergency Departments.
- Disseminating relevant updates from RCEM Council back to Board members, who will then cascade this information back into the region.
- Support the Regional Chair's local campaign efforts, whether that is through media or through influencing policymakers and other key stakeholders.
- Hosting meetings or working on projects that bring attention to important regional issues and topics.
- Supporting the Regional Chair in their activities and duties.

Membership

The Regional Boards will be composed of:

- Regional Chair
- Vice Chair
- Trainee Representative
- EMSAS Representative
- ACP Trainee Representative
- SWPC Representative
- Lay Group Representative
- 1 – 2 representatives from each NHS Trust in the region

Other individuals may be asked to attend Board meetings from time to time but they will not be considered core Board members.

There is flexibility for other types of representatives on the Board, depending on the interests of the region.

Meetings

Meetings may take place on a quarterly basis. These meetings can take place virtually or in-person. If members are unable to attend in-person meetings, they should be encouraged to join via teleconferencing.

Optionally, Regional Chairs can choose to hold more meetings on a needs-be-basis or hold other events including but not limited to conferences, annual dinners and more. Subject to budgetary limitations and approval.

Audit & Risk Committee

Remit

There shall be an Audit & Risk Committee advisory to and reporting to the Board, whose remit shall be to:

- a. Provide the Board with an independent assessment of the College's statutory financial position and accounting affairs, with the objective of providing further assurance of the quality and reliability of the financial information used by the Board.
- b. To review and oversee the establishment and maintenance of effective systems of risk management and internal controls across the College's activities that support the achievement of the organisation's objectives and strategic goals.

This includes the following:

Risk Management

1. Review the scope and effectiveness of the systems for the identification, assessment, management, monitoring, and control of financial and non-financial risk, including specifically those relating to internal financial control, financial reporting, internal control, and risk management, and receive reports from the executive and the auditors on the effectiveness and integrity of those systems. This involves reviewing the Risk Register, obtaining assurance on risk management arrangements from internal auditors, and reviewing the status and trends of all risk in the strategic risk register.
2. Consider non-financial risks, as far as they impact on the commercial or financial position of the College or its reputation.
3. Review the comprehensiveness, reliability and integrity of the assurances provided in relation to internal control and risk management, and review and recommend for signature the public statement to be made by the Board on the College's internal controls and risk management framework.
4. Review the College's procedures for detecting fraud, bribery and whistle blowing and ensure that arrangements are in place by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting, financial control or such other matters.

Financial Reporting

1. Review, and challenge where necessary, the actions and judgments of the executive, in relation to the College's statutory financial statements, together with the associated narrative reports, regulatory announcements, press releases, or any other document containing financial information proposed for issue by the College before submission to the Board.
2. Monitor the timelines, integrity, and reliability of the financial information.
3. Discuss any issues arising from the interim review or full-year audit, and any other matters the auditors may wish to raise.

4. Discuss as appropriate new accounting standards and other developments and report on the impact of these to the Board and to monitor systems in place to ensure compliance with accounting standards.
5. Recommend to the Board the “growing concern statement” with evidence to support.
6. Monitor systems in place to ensure compliance with the Standing Financial Instructions.

Audit

1. Oversee the College’s relations with the auditors and consider or make recommendations to the Board on their appointment, reappointment, or removal. If new appointees are to be sought as auditors, the Committee shall oversee the selection process.
2. Approve the terms of engagement and the fees to be paid to the auditors in respect of audit services and monitor the relationship between these.
3. Annually assess the qualification, expertise, resources, independence, objectivity, and effectiveness of the auditors and of the external audit process.
4. Discuss with auditors, before the audit commences, the nature and scope of the audit.
5. Review the findings of their work with the auditors, including the discussion of the management letter and any major issues that may have arisen during the course of the audit.
6. To review the audit representation letters before consideration by the Board.
7. Supervise the programme of internal audit and the executive actions that follow.
8. Ensure that the provision of internal audit and non-audit services by the auditors does not impair their independence or objectivity.
9. Investigate the issues giving rise to any resignation of the auditors and consider whether any action is required.

Compliance & Internal Audit

1. Review the delegated authorities annually, report to the Trustees on whether they are adequate and make any recommendations to the Trustees.
2. Monitor the integrity of the system of internal records. In particular, to review managements and the internal auditors’ reports on the effectiveness of the system of internal control, including Health and Safety and compliance with employment and Charity law.

Whistleblowing

1. Review RCEM's arrangements and guidance for employees, Trustees, Members and third parties to raise concerns about possible wrongdoing in financial or other matters and ensure that they allow a proportionate and independent investigation.

Membership

The Committee shall comprise of the following members:

- Chair
- Vice Chair
- Two (2) externally recruited and appointed Lay Members to bring audit and risk management experience.
- A Fellow and a Member of the College, recruited through open advertisement and appointed through a selection process.

The CEO and Directors of the College may attend this committee, at the CEO's discretion.

Quorum

The quorum shall be three members one of whom shall be the Chair.

Lay Advisory Group

Remit of the Lay Advisory Group.

Objectives

The Council has established the Lay Advisory Group (LAG) to provide advice from a lay perspective on the standard of care and training in Emergency Medicine.

Constitution

The LAG has an advisory role and reports to the Council. The LAG remit covers the following:

1. Highlighting areas of patient and carer concern to the Royal College and Council and advise on appropriate actions.
2. Ensuring that the Royal College considers the patient, carer, and public perspective in all appropriate activities.
3. Being a resource for the Royal College to enable the delivery of a professional service that meets the needs and aspirations of patients, carers, and the public.
4. Developing patient, carer, and public involvement in Royal College activities.
5. Developing patient information and education in Emergency Medicine.
6. Contributing to the development of Royal College policies.
7. Ensuring that decisions are made according to the Royal College's role in protecting the public interest, and in promoting high professional standards.
8. Responding to requests for comments from the Council, its Boards and Committees.
9. Highlighting the work of the Royal College whilst safeguarding the Royal College's reputation.

To fulfil this remit, the Chair of the Lay Group will liaise with the President and Chief Executive of the Royal College to determine how best to utilise the skills and experience of Lay members, with regard for their time available and budgetary constraints. This may include involvement in Royal College projects and Committee work on an issue-by-issue basis, as well as sitting on some Royal College Committees.

Appointment Process

The Chair of the LAG will consider liaising with the Nominations and Appointments Committee (NomCom) to facilitate appointments to the LAG.

Membership

The composition of the Lay Advisory Group shall be determined by the Royal College Council. There shall be a minimum of six (6) and a maximum of twenty-five (25) members of the LAG, to include those Lay appointed to sit on Regional and National Boards.

Any member of Council may attend meetings of the LAG as an ex-officio member.

There shall be four (4) meetings per year, normally held at the Royal College's offices. All members of the Committee shall be advised of the business to be transacted at any meeting even if they are unable to attend.

Chair

The Lay Advisory Group shall nominate and make recommendations to Council to appoint a Chair from amongst its numbers. The term of office for the Chair shall be three (3) years.

The Chair is a member of the Council and will report to the Council. If the Chair is unable to attend a meeting of Council, the Chair will nominate a deputy from the LAG to attend and chair the meeting on their behalf.

Nominations & Appointments Committee

Constitution of the Committee.

- 1.1 The Trustees resolved to appoint a Nomination and Appointments Committee (“NomCom”), which is a committee reporting directly to the Trustees.
- 1.2 The Committee will meet as often as business dictates, subject to budget constraints.

Membership

- 2.1 Appointments to the Committee will be for a period of three years, which may be extended for one further three-year period.
- 2.2 The Committee will comprise the following:
 - a. A Chairperson and Vice Chairperson appointed as set out below.
 - b. a College Role Holder
 - c. a Trustee of the College
 - d. a representative from the Equality Diversity & Inclusion Committee
 - e. a representative from Council
- 2.3 The Chief Executive, or in their absence their Deputy, shall act as the Committee Secretary but shall not vote.
- 2.4 The Chair of the committee shall be appointed by a process of open advertisement of the opportunity, inviting applications, which shall then be decided by interview by a panel convened by the Trustees for the purpose.

Duties and Authority

- 3.1 The responsibilities of the Committee shall be to:
 - 3.1.1 Prepare for the Trustees approval a recruitment plan setting out how it will appoint to vacancies that are to be filled.
 - 3.1.2 Appoint the eight members of the Trustee Board, which are four Lay Members and four Members of the College. To do this, they will set and regularly review the criteria for identifying and nominating candidates based on the description of the role and capabilities required for individual appointments. In the event that the Trustees decide to appoint a Chair of Trustees, then the appointment will be made by this Committee after a process of open application and interview.
 - 3.1.3 Periodically review the structure, size, and composition (including the skills, knowledge, background, and experience) required of the Trustee Board compared to its current position and make recommendations to the Board regarding any changes.
 - 3.1.4 Be responsible for identifying and nominating for approval of the Trustees, candidates to fill vacancies as and when they arise. In identifying suitable candidates, the Committee shall:
 - a. Advertise the vacancy widely and, subject to budget, may seek the services of an appropriate agency to assist in the search.

- b. Consider candidates from a wide range of backgrounds.
- c. Consider candidates on merit and against objective criteria, with due regard for the benefits of diversity on the Board or Committee it is recruiting for, including gender and other protected characteristics, taking care that appointees have enough time available to devote to the position.
- d. Before the appointment is made, evaluate the balance of skills, knowledge and experience on the Board or Committee and, in light of this evaluation, prepare a description of the role and capabilities required for this particular appointment.
- e. Keep up to date and fully informed about strategic issues and commercial changes affecting the College and the sector in which it operates.
- f. Ensure that, on appointment, a formal letter is issued setting out clearly what is expected of them in terms of time commitment, service, and involvement outside of Board or Committee meetings.

3.1.5 The Committee may be asked by the Trustees to recommend a shortlist of suitable candidates selected against objective criteria for other College Committees or positions using the processes set out in this Terms of Reference or otherwise as determined by the Trustees.

3.2 The Committee shall also make recommendations to the Trustee Board concerning:

3.2.1 Membership of the Corporate Governance Committee, in consultation with the Chair of that Committee.

3.2.2 The re-appointment of any Board member at the conclusion of their specified term of office, having given due consideration to their performance and ability to continue to contribute to the Board in regard to the knowledge, skills and experience required.

3.3 The Committee is authorised to seek any information it requires from any employee of the College in order to perform its duties.

3.4 The Committee is authorised by the Trustees to obtain, at the College's expense, outside legal or other professional advice on any matter within its reference, subject to budget.

Meetings and Quorum

4.1 Only members of the Committee have the right to Committee meetings. However, the following may attend by invitation:

- President
- Vice President
- Director of People and Culture

4.2 The Chief Executive, or their nominee, shall act as Secretary of the Committee, but shall not be a voting member of the Committee.

4.3 The Chair or Vice Chair and one other member of the Committee shall constitute a quorum.

- 4.4 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 4.5 The Committee normally meets at times that the Chair of the Committee deems appropriate.
- 4.6 The Secretary of the Committee shall minute the proceedings and resolutions of meetings of the Committee including recording the names of those present and in attendance.
- 4.7 Minutes of the meeting will be circulated to all members of the Committee no later than ten working days after receiving approval from the Chair.

Reporting responsibilities

- 5.1 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 5.2 The Committee shall make a statement in the annual report about its activities and the processes used to make appointments and disclose if external advice or open advertising has or has not been used.

Other matters

- 6.1 The Committee shall, at least annually, review its own performance, constitution, and Terms of Reference to ensure its maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Remuneration Sub-Committee

The Remuneration Committee is a Committee of the Board. It shall have the following Terms of Reference and shall meet when requested by the Board.

Constitution

The Terms of Reference for the Remuneration Committee outlined below are defined by the Board and may be amended by the Board at any time.

The Committee has an advisory role and reports to the Board.

The Committee remit covers decision making on the following:

- a. Employee remuneration
- b. President remuneration
- c. Remuneration for other roles undertaken by those from the membership.
- d. Chief Executive's remuneration
- e. The Royal College of Emergency Medicine Expenses Policy

Membership

The Board is responsible for the appointment of members to the Remuneration Sub-Committee, for setting the term of members' appointments and for the revocation of any such appointments.

The Remuneration Committee shall comprise not less than three members. These shall be the Treasurer, the Vice President Membership, and a member of the Lay Group. They shall elect a chair from amongst their number.

The quorum shall be two Committee members one of whom should be the Committee Chairperson unless he/she is unable to attend. All members of the Committee shall be advised of the business to be transacted at any meeting even if they are unable to be present.

No one other than members of the Committee is entitled to be present at Committee meetings except that the Chief Executive Officer, Deputy CEO and the Director of People and Culture shall normally be in attendance as a non-voting member except when issues regarding their own remuneration are discussed.

The Chair shall appoint one of the members to act as secretary to the Committee and shall produce such papers and minutes of the Committee's meetings as are appropriate, in a timely manner.

The Remuneration Committee is authorised by the Board to obtain professional advice subject to budget approval.