



**The Society of Radiographers**

# **UK Council Member Handbook**

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## **1. ROLE AND RESPONSIBILITIES OF UK COUNCIL**

### **The role of Council is to:**

- Undertake the responsibility placed upon Council by the Council Members' legal status as Directors of the Society of Radiographers, in compliance with private limited companies legislation; and as Elected Officers of a Certified Trade Union affiliated to the Trades Union Congress.
- Carry ultimate responsibility for the organisation including the College of Radiographers (CoR). The College Board of Trustees (CBoT) is primarily responsible for all CoR governance issues.
- Provide for effective governance and risk management.
- Establish policy for the organisation, and provide strategic direction for and oversight of policy.
- Be accountable to and for the membership of the organisation, and for the profession of radiography and the wider radiography workforce.
- Maintain secure financial and accounting standards such that the organisation remains viable and effective, and can continue to function legally.
- Appoint the Chief Executive and establish procedures to ensure that the person appointed is leading the organisation effectively.
- Appoint the Council Nominated Members of the College of Radiographers Board of Trustees.
- Appoint the Trustees of the Society of Radiographers Staff Pension Fund and Benevolent Fund.

## **2. ROLE DESCRIPTION**

### **Terms of office:**

Council Members are elected by Society of Radiographers' members from within each country/region to serve on the UK Council of The Society of Radiographers for a period of three years. They may be re-elected for up to a total of three consecutive terms to serve on the UK Council.

### **Key Roles/Main responsibilities (these mirror the roles and responsibilities of Council):**

- Legal Director of Society of Radiographers
- Ultimate responsibility to the overall organisation
- Responsible for ensuring effective governance
- Responsible for policy and strategic direction
- Responsible for membership and profession overall
- Responsible for securing the overall financial viability and effectiveness of the organisation
- Responsible for the appointment of the Chief Executive and monitoring of performance

- Responsible for the appointment of Executive Members of the College of Radiographers Board
- Responsible for the appointment of Trustees of the Society of Radiographers Staff Pension Fund and Benevolent Fund

**Main duties:**

- To represent and promote the agreed policies of UK Council
- To represent the trades union and professional interests of all Society Members.
- To develop and promote the advancement of the radiography profession and the wider radiographic workforce.
- To liaise between the UK Council and its National Councils/Regional Committees, and to provide written reports from Countries/Regions.
- To liaise with the relevant Regional/National Officers to ensure that Regional Committees/National Councils operate effectively and efficiently, and that there is a good two-way flow of information.
- To support the Society’s Industrial Relations, Health & Safety, and Learning Representatives, and to provide advice and assistance where required.
- To undertake campaign work as required by UK Council.
- To encourage recruitment of members in the Countries and Region(s).
- To attend and speak at National Council/Regional Committees on behalf of the Society.
- To attend, participate and, if directed to do so by UK Council, speak at the Annual Delegates Conference, UKRC, UKRO, SoR AGM, Radiographer of the Year Awards ceremony and other occasions as Council from time to time determine.

**3. COMPANY DIRECTORS’ RESPONSIBILITIES**

**Legal requirements**

- not be an un-discharged bankrupt
- not be barred from being a director or have a criminal conviction
- not be subject to a mental health court order
- be domiciled in the UK

**Company Director**

As a Member of Council, you will become a Director of The Society of Radiographers, the Company. As such, you will be expected to read relevant information on the obligations of being a Company Director, such as the Nolan 7 *Principles of Public Life* <https://www.gov.uk/government/publications/the-7-principles-of-public-life/the-7-principles-of-public-life--2> and *The Good Governance Code for the Voluntary and Community Sector* <http://www.governancecode.org/wp-content/uploads/2012/06/Code-of-Governance-Full1.pdf> Hard copies of both these publications can be made available on request, and are provided to all new Council members.

Company law requires the members of the Council, as the legal directors of The Society, to ensure that financial statements are prepared for each financial year, which give a true and fair view of the state of affairs of The Society and of the surplus or deficit for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Company Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of The Society and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of The Society and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

This means that the Company must ALWAYS come first, even if you feel that this conflicts with the wishes of the members.

#### **4. SOCIETY OF RADIOGRAPHERS EXPECTATIONS OF COUNCIL MEMBERS**

##### **Society of Radiographers conditions of Council Membership**

- Be a full Member of the Society of Radiographers
- have an SoR registered address in one of the countries/regions designated
- have a wide experience of radiography

##### **Expectation of Council Members**

Council Members have a responsibility towards the Society, and a legal obligation to carry out their duties conscientiously. It is therefore important that they read this Guide as well as the other statutory documents associated with it, take part in training days, and attend as many meetings as possible. It is also required that Council Members devote time to prepare for meetings, by reading and being prepared to discuss any papers presented, and to contribute to group decisions on policy. Although members will contribute their own views to Council meetings, and the views of the regional membership who have elected them, Members need to appreciate that the Council decision is what is supported by individual Council members.

They are expected to have a strong commitment, both to the Society and to the profession as a whole. Part of their role is to promote the organisation and its aims, so they are expected to communicate well, and to be diplomatic. Attendance and speaking at events is part of the role, particularly for the Presidential team. Members are expected to demonstrate appropriate behaviour and appearance for any events where they represent the Society.

The trade union function of the Society requires political awareness, alongside the ability to promote the Council's views above personal viewpoints.

The role involves travel in the UK, and possibly abroad, with occasional overnight stays. Apologies for non-attendance at meetings must always be given by email to the Governance Manager in advance of the meeting. A Member must vacate office if s/he misses three consecutive Council meetings. A record of attendance at Council meetings is published in the Annual Report.

## **5. DEVELOPING GOOD GOVERNANCE**

Council members are not expected to be experts in the law or in financial matters but should be able to ask for information or ask questions in order to satisfy themselves that reasonable steps have been taken to comply with relevant regulations.

The Society and College employ qualified finance staff to prepare the annual report and accounts and it is to this that the section on company director. Also The Society and College (members in general meeting) appoint a firm of independent auditors who sign the accounts as being compliant with all relevant laws and regulations and also report directly to Council once a year and highlight any governance problems they see.

A firm of Solicitors is retained for legal issues like any amendments to the Memorandum, Articles or Handbook plus other governance items which can arise. This type of change would be expected to be legally correct but still come to Council for approval.

The Society and College also engage bankers to process transactions and invest surplus funds together with an Investment Manager. The names of all current advisers are included in the annual report.

There are two committees of Council and CBoT that are concerned with governance issues. The Remuneration Committee comprises senior members of both Boards and is responsible for advising the President/ and or Council on CEO pay and interaction with (employed) Directors' pay. This is because Council appoints the CEO whereas the CEO is responsible for appointing all other paid staff of the organisation.

The Investment Committee meets twice a year to receive reports from the Investment Manager and makes reports and recommendations to Council if necessary.

The Pension Fund trustees are the legal custodians of the Pension Fund assets and employ administrators and appoint an actuary to the Scheme. Pension schemes are now an integral and significant part of a company's report and accounts.

The role of Council is to take proper interest in compliance issues, hear what is said, ask questions if points are not made clear and form a common sense view that issues have been dealt with adequately.

## 6. PERSONAL COMMITMENT

Being an elected Member of Council can be a very rewarding experience. However, it requires considerable personal commitment to be able to fulfil the role successfully. The following is based on previous Council Members' experiences and is given here to help you assess, prior to completing the nomination form, whether you are able to make this commitment.

### **Terms of Office**

You are elected by the Members within your country or region to serve on the Council of The Society of Radiographers for a three-year period.

### **Representation**

***At Council:*** While on Council, you will obtain an overview of radiography, and the trade union, from a national and international viewpoint. This will influence your thinking and you will frequently have to explain to the membership why Council made a certain decision.

***Outside Council:*** Whenever you speak outside the Council Room, you will be speaking as a Council Member and will ALWAYS have to follow Society policy. This could be to members or to other organisations.

Even though you will be elected by your country or region, you will represent all of the membership, in both professional and trade union matters. At Council meetings, you can present the members' point of view. Council wants you to say what you and the membership think. You should not feel intimidated, but representing your members' views is not the same as being mandated by them and sometimes you will have to make a decision that is contrary to your members' views.

### **Meetings**

You will have to attend different meetings and events during the Council year. You should be aware that some of these will take place at evenings and weekends, with extensive travel and overnight stays in some cases.

You will need to have a facilities agreement with your employer to allow time off to complete Council business. If necessary, the Society will be able to assist by negotiating this with your employer on your behalf.

### **Business Meetings**

- ***Council Meetings:*** You will attend the scheduled Council meetings each year. There may also be one or two additional "special" meetings. Article 9.9(e) in the Society's Memorandum and Articles of Association indicate that a Council Member must vacate office if s/he misses three consecutive Council meetings. A record of attendance at Council meetings is published in the Annual Report.

- **National Councils/Regional Committees:** A primary duty of Council Members is to meet with, advise the National Councils/Regional Committees and report back to Members. The National Councils/Regional Committees meet at least four times a year.
- **Annual General Meeting:** You will attend this meeting and vote.
- **Annual Delegates Conference:** You will attend and probably speak at this two-day meeting.

### **Annual Conferences and Events**

- **UK Radiology Congress:** You will be asked to attend UKRC to promote the organisation's profile, chair sessions, judge prizes, work on the organisation's exhibition stand and be available to speak to the members attending.
- **Presidential Inauguration:** You will attend the Presidential Inauguration, which is held during the evening following the July Council meeting.

### **Other Council Representations**

There is a large number of other organisations, special interest groups, networks, etc with which Council liaises. You will be expected to be the Society Representative on some of these. The actual number depends on your interests and experience but time must be allowed for this role.

### **Sub-Committees**

Council may set up sub-committees and working parties. You will be expected to be a part of a number of these.

### **Council Induction Course**

An annual induction course as near to the July Council meeting as is possible is held. Here, your roles and responsibilities will be explained in more detail.

## **7. FREQUENCY OF MEETINGS**

### Frequency of standard meetings:

Six standard meetings, commencing with a training/communications session at 10am; the Council Meeting convening at 11.00 a.m., and business concluding by 4.00 p.m. normally:

**January, May, July, September, November (timing of this meeting will reflect the awards ceremony in the evening);**

Exceptionally, where business cannot be completed by 5.00 p.m., the President/Chair of Council may request suspension of standing orders so that business can be completed on the day.

### Additional meetings:

Three additional meetings of Council will be held per year, as follows:

**October (strategy meeting)**

**February (Council training and development awayday)**

**April (linked to ADC and dealing primarily with ADC business)**

Council Members' Induction Programme

This is a full day's training that is generally scheduled for June or July. All new members are expected to attend.

Urgent Council Business

Should there be matters of urgent business that occur during the year and which the President determines requires Council to meet, the President may call an additional meeting having given due consideration to costs, etc. There are also opportunities for Council to deal with urgent matters at the October Strategy meeting, the training and development day in February, and at the meeting associated with ADC.

Annual General Meetings / Extra-ordinary General Meetings

The AGM will normally be held in conjunction with ADC. Any EGM that becomes necessary will be convened as and when required.

Urgent business

Should there be matters of urgent business that occur during the year and which the President determines requires Council to meet the President may call an additional meeting having given due consideration to costs, etc. There are also opportunities for Council to deal with urgent matters at the October Strategy meeting, or the training and development day in February.

Closed sessions of Council

From time to time it is necessary for the Council of the Society of Radiographers to meet separately from the CEO, Directors, Governance Manager and Observers that normally attend and support full Council meetings. Such meetings are necessary when matters for discussion are of a confidential nature, exclusion of staff and observers may be necessary, for example, if the pay and conditions of service of the CEO are discussed or where conduct of CEO or Directors is at issue.