

Terms of Reference: Academy Council

Purpose

Council members are the charity trustees of the Academy (a registered charity) and are accountable for all activities of the Academy under the requirements of charity law and generally. As charity trustees, Council members are responsible for the overall governance, strategic direction and supervision of the organisation and for ensuring that the Academy's activities further its charitable aims as set out in the Academy's Charter.

Authority

Council is the main governing and decision-making body of the Academy and draws its powers from the Academy's [Royal Charter and Bye Laws](#). (RC Cl.9)

Membership and appointment

The Academy's Bye-Laws allow for a maximum of 29 Council members at any one time. The composition of Council is as follows:

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| • Six Honorary Officers of the Academy:
President; Vice Presidents (Clinical, Non-Clinical and International); Treasurer and Registrar | Elected by Council |
| • Nine Ordinary Council Members | Elected by the Fellowship |
| • Up to a maximum of five Co-opted Council Members in any given year, a maximum two of which may be non-Fellows | Appointed By Council |

In addition, there are:

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| • Two Emerging Research Leader (ERL) observers from Academy careers schemes appointed via a competitive application process | Non-Trustees, non-voting members |
| • Two Patient observers ¹ | Non-Trustees, non-voting members |

Council members must be Fellows of the Academy except for any non-Fellows appointed as ERL and Patient observers or as Co-opted Council Members in accordance with the Charter and Bye-Laws. Council elections are held annually, from any Fellow eligible for Council service, subject to the rules set out in the Academy's Regulations.

Legal responsibilities

As charity trustees, members of Council must comply with their duties as set out in CC3 The Essential Trustee² (published by the Charity Commission):

¹ The Academy is currently piloting a scheme to trial the participation of patient observers on the Council which commenced in 2024 and will be evaluated in mid-2025.

² [The essential trustee: what you need to know, what you need to do \(CC3\) - GOV.UK](#)

- Ensure that the Academy carries out its purposes for public benefit.
- Ensure that the Academy complies with its governing documents and the law
- Act in the Academy's best interests at all times
- Manage the Academy's resources responsibly, taking due care over the security, deployments and application of the charity's assets to ensure its financial stability
- Act with reasonable care and skill
- Ensure that the Academy is accountable and compliant with statutory accounting and reporting requirements

In addition to fulfilling the duties of Trustees articulated by charity law, the Academy expects that its Council members will apply the [Nolan Principles of Public Life](#) to the discharge of their duties and adhere to the values and expected behaviours of the Academy as set out in its strategy. The Academy is committed to good governance and aspires to achieve the standards of governance modelled in the [Charity Governance Code](#), which guides best practice for the sector.

The Academy also expects Council members to:

- Ensure they are knowledgeable on the policy and activity of the Academy
- Take part in trustee induction and training sessions as deemed necessary by Council.

Responsibilities with respect to the overall direction and oversight of the Academy

Strategic:

- To ensure that the Academy has a clear vision and a strategy focused on its achievement.
- To set and drive the strategic direction and policy of the Academy and review performance against targets.
- To decide on major changes of policy that are put to it by the Honorary Officers and Executive.
- To approve policy working group reports and other significant initiatives that have a bearing on the Academy's strategy and reputation.
- To ensure appropriate advice is taken from professional advisers on matters where there might be material risk to the Academy.
- To hold the Chief Executive and Senior Leadership Team **(SLT)** to account.

Financial:

- To ensure the solvency, sound management and effective administration of the Academy.
- To ensure that the Academy has effective financial control systems and procedures and to review the level of risk regularly.
- To protect the physical and intellectual property and resources of the Academy and to ensure the proper investment of its funds.
- To ensure that the operational plan and budget reflect the Academy's charitable objectives and agreed strategy.
- To ensure appropriate records relating to accounts and financial matters are maintained and audited in line with regulatory requirements.

Governance:

- To ensure that the governance structures of the Academy are fit for purpose.
- To ensure that conflicts of interests are appropriately monitored and managed in order to protect the integrity of Council decisions and uphold the process of decision making.

- To ensure its practices are in line with the Charity Governance Code, in particular the code's guidance in equity, diversity and inclusion.
- To ensure that proper records are kept to record the decisions of Council.
- To consider and take appropriate action on reports from its Committees
- To consider issues raised by individual Council members.
- To delegate actions as considered necessary (in accordance with clear written terms of reference).

Compliance:

- To ensure that Academy activity complies with its governing documents, charity, and employment law, data protection and any other relevant legislation or regulations.
- To ensure that the Academy pursues its charitable objects as set out in its Charter.
- To ensure that the Academy uses its resources solely in pursuance of public benefit.

Reputation:

- To safeguard the Academy's reputation and intangible assets.
- To act in the best interest of the Academy, its public benefit obligations and its current and future beneficiaries at all times.
- To maintain the confidentiality of all sensitive or confidential information received in the course of Academy business.

In addition to the wider responsibility for overall oversight of the affairs of the Academy, the Academy's governing documents set out a number of specific duties which require the direct decision of Council. A list of these items is set out at

Annex 1.

Meetings and Decision-Making

- Council generally meets at least 5 times each year and follows such formal business agenda as is circulated prior to, or at, each meeting.
- Meetings may be held in person or via an agreed virtual platform.
- Quorum for the transaction of Council business shall not be less than one third of the number of Council members eligible to vote, or two, whichever is the greater. Trustees present in person or attending virtually may be counted in the quorum.
- The President chairs every meeting of Council at which he or she is present, unless they are unwilling to do so. If at any time there is no President in office, or if the President is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council members present may appoint one of the Vice-Presidents to chair the meeting. If at any time there are no Vice-Presidents in office, or if none are willing to preside or are not present within five minutes after the time appointed for the meeting, Council Members present may appoint any one of their number present to chair the meeting.
- Business to be decided by Council shall be decided by a majority of votes. Each eligible Council member shall have one vote. If votes are equal, the chair of the meeting shall have a casting vote.
- Resolutions in writing, approved by a simple majority of the eligible Council members shall be as valid and effective as if they had been passed at a meeting of Council. For this purpose, resolution will be treated as passed on the date when the majority is obtained.
- The minutes of Council meetings are kept at the Academy offices and available for inspection by Fellows and any other persons as authorised by Council at all reasonable times. A summary of meetings will be made publicly available on the Academy's website.
- Council meetings are held in open with all staff encouraged to attend in a listening

capacity. The President shall decide when an agenda item requires the staff to leave the meeting.

Delegation

While Council is ultimately responsible for the decisions and actions of the Academy, it will not be involved in its day-to-day operational decisions - which is the responsibility of the Executive Director and SLT.

The Honorary Officers meet every two months with the Academy's Executive Director and SLT at the 'Officers and Executive Group' meetings to discuss and advise on matters of strategy implementation, policy, organisational capacity and operational capability as well as those matters Council sees fit to delegate to them.

The following Academy Committees report directly to Council to assist Council's wider oversight and decision-making on particular strands of work. Terms of Reference for each committee are available:

- Officers and Executive Group (**OEG**)
- Finance Committee
- Nominations Committee
- Conduct Committee

Conflicts of Interest

Ordinary Council members are elected by the Fellowship but serve the Academy in a personal capacity and not as representatives of their home institutions. To promote transparency of operation and appropriately manage conflicts of interests, the Academy [records and manages the interests](#) of the members of its key decision-making and advisory bodies including Council members and Honorary Officers. A Register of Trustees Interests is maintained by the Academy to help identify potential conflicts for this key group and a summary of Trustee interests is published annually on the Academy website.

It is **the individual responsibility of each Trustee** to ensure their entries on the Register of Interests are kept up to date as appropriate. Council members (Trustees and non-Trustees) are also responsible for declaring conflicts of interests which might arise, or be perceived to arise, in the discussion of Academy business by Council.

Approved by the Academy Council on: 13 February 2025

Version: 1

Date: 13.2.25

Next review date: February 2027

Annex 1: Direct decision of Council in relation to the Academy Governance, Regulations and Fellowship

Governance:	Authority
Revoke, amend or add to the Bye-Laws (subject to approval through Special Resolution by the Fellowship and by the permission of Privy Council)	Royal Charter Cl. 16
Determine the rules and process relating to the election of Council members	Bye-Law 11.2
Appoint (and reappoint as necessary) co-opted members of Council subject to the rules specified in the Bye-Laws	Bye-Law 13.1
Elect Honorary Officers	Bye-Law 9.2
Elect Interim Honorary Officers from among serving Council members in the event of casual vacancies in the Officer group	Bye-Law 9.4
Determine arrangements for General Meetings and Extraordinary General Meetings (as required) and arrangements for any such meetings postponed due to lack of quorum	Bye-Laws 5.1, 5.2, 5.4, 7.2, 7.3
Appoint the Nominations Committee	Regulations
Approve membership of the Fellowship Committee	Regulations
Regulations:	
<p>Make Academy Regulations and Disciplinary Regulations as deemed necessary or expedient for the proper conduct and management of the Academy in relation to:</p> <ul style="list-style-type: none"> • The rights and privileges of Fellows • The nomination and election of Fellows • The duties of any officers of the Academy, Honorary Officers and Council members • The conduct of Fellows and procedures for inquiry into allegations of misconduct • The conduct of business of the Academy by Council or any Committee of Sub Committee • The appointment of patrons 	<p>Bye-Law 15.2.2 Bye-Law 15.2.3 Bye-Law 15.2.4 Bye-Law 15.2.5 Bye-Law 15.2.6 Bye-Law 15.2.1</p>
Repeal, alter or add to any Regulations or Disciplinary Regulations	Bye-Law 15.3
Fellowship	
Prescribe the rules relating to the election of Fellows	Bye-Law 2.2
Determine remit of the Sectional Committees	Regulations
Appoint Sectional Committee Chairs	Regulations
Elect Ordinary Fellows	Bye-Law 2.1
Determine additional rights and obligations of Ordinary Fellows	Bye-Law 2.5
Determine the annual subscription rates for Fellows	Bye-Law 2.4
Remove or suspend Ordinary Fellows as necessary	Bye-Laws 2.6 and 2.7
Determine the rights and obligations of Honorary Fellows and Royal Fellows	Bye-Laws 3.2 and 4.2
Determine the rules for the election of Honorary Fellows	Bye-Law 3.1
Agree candidates to be proposed for Honorary Fellowship at the Annual General Meeting	Regulations