



British Association of Occupational Therapists

INFORMATION PACK FOR COUNCIL NOMINATIONS

British Association of Occupational Therapists
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Information for Council Nominations

Introduction

This information pack is designed to assist members of the Association who are considering standing for election to a position on Council. The aim is to provide you with all the basic information that you will need to help you make a decision about standing for election. It contains information about the Association and Royal College, the constitution of these separate organisations, the structure and work of Council and the role of Council members. The Job Descriptions for Council members and for Chair of Council are included as appendices.

If you are reading this document, then there is every likelihood that you are seriously considering standing for election. We do need members to participate in the governance of the Association and Royal College as your involvement brings current experience of practice, management, education and research to the organisation and will help to shape the future direction of the profession and the organisation.

Read on and Good Luck!

1. British Association of Occupational Therapists and Royal College of Occupational Therapists

The profession of occupational therapy in the United Kingdom is administered and represented by an organisation consisting of two interlinked companies:

- British Association of Occupational Therapists (BAOT) - *Limited by guarantee*
- Royal College of Occupational Therapists (RCOT) - *Limited by shares*

The **British Association of Occupational Therapists (BAOT)** was formed in 1974 from the Scottish Association of Occupational Therapists (1932) and the Association of Occupational Therapists (1936). In 1978 it was decided that occupational therapists needed to have their own, independent trade union, but since this activity could not be pursued by an organisation with charitable status, the College of Occupational Therapists came into being. It was granted Royal Status at the beginning of 2017. The Royal College of Occupational Therapists (registered charity) is a wholly-owned subsidiary of the British Association of Occupational Therapists.

The British Association of Occupational Therapists is the professional association which members join and to which they pay their annual subscription. In 1993, changing circumstances resulted in a decision that the principal trade union functions could best be carried out in conjunction with a national union. Following a ballot of the membership, an agreement was signed with UNISON in September of that year for provision of trade union services to the British Association of Occupational Therapists' members. The core business of the organisation's activity has always been in the field of professional and educational matters. The British Association of Occupational Therapists - the trade union - still retains independent status.

The **Royal College of Occupational Therapists (RCOT)** is primarily involved with the professional standards and educational aspects of occupational therapy, together with the development of research activity, evidence based practice and the continuing professional development of its members. The Royal College of Occupational Therapists represents the profession on a local, national and international level. The advisory role of the Royal College of Occupational Therapists is crucial in influencing governmental policies and procedures affecting the practice of occupational therapy.

The law governing the British Association and Royal College are the Charities Act 2006, the Companies Act 2006 and the Trade Union and Labour Relations (Consolidation) Act 1992. Members who are elected on Council are therefore both Directors and Trustees of these organisations and must act in this role undertaking the following duties.

Duties of Directors/Trustees according to the Charities Act 2011 and Companies Act 2006

Charities Act 2011

Trustees have, and must accept, ultimate responsibility for directing the affairs of their charity, ensuring that it is solvent and well-run, and delivering the charitable outcomes for the benefit of the public for which it was set up. They need to keep in mind the following areas of responsibility:

Ensuring compliance – Trustees must ensure that their charity complies with: Charity law and the requirements of the Charity Commission as regulator; the requirements or rules and the charitable purpose and objects set out in the charity's own governing document; the requirement for trustees to act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets.

Duty of prudence – Trustees must ensure that the charity is and will remain solvent; use charitable funds and assets wisely and only to further the purposes and interests of the charity; avoid undertaking activities that might place the charity's property, funds, assets or reputation at undue risk.

Duty of care – Trustees must exercise reasonable care and skill as trustees, using personal knowledge and experience to ensure that the charity is well-run and efficient.

Companies Act 2006

Duty to act within powers

A director of a company must act in accordance with the company's constitution i.e. Memorandum of Association and Articles of Association.

Duty to promote the success of the company

A director of a company must act in the way he/she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to—

- (a) the likely consequences of any decision in the long term,
- (b) the interests of the company's employees,
- (c) the need to foster the company's business relationships with suppliers, customers and others,
- (d) the impact of the company's operations on the community and the environment,
- (e) the desirability of the company maintaining a reputation for high standards of business conduct, and
- (f) the need to act fairly as between members of the company.

Duty to exercise independent judgment

This duty codifies the current principle of law under which directors must exercise their powers independently, without subordinating their powers to the will of others, whether by delegation or otherwise (unless authorised by or under the constitution to do so).

Duty to exercise reasonable care, skill and diligence

This duty codifies the director's duty to exercise reasonable care, skill and diligence.

Duty to avoid conflicts of interest

A director of a company must avoid a situation in which he/she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company.

Duty not to accept benefits from third parties

A director of a company must not accept a benefit from a third party conferred by reason of his/her being a director, or his/her doing (or not doing) anything as director.

Duty to declare interest in proposed transaction or arrangement

If a director of a company is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the company, he/she must declare the nature and extent of that interest to the other directors.

.....But don't be put off by these duties as we provide lots of help to make sure that new Council members are properly inducted and trained to understand what their responsibilities entail. If you need more information before standing, you can approach Dominique Le Marchand, Senior Administrative Officer or Julia Scott, Chief Executive.

2. Role and Structure of Council**Role**

Council is the policy-making forum and governing body for the organisation. Council members form the Board of Directors of the British Association and Board of Trustees of the Royal College of Occupational Therapists. They are responsible for controlling the management and administration of the organisation, its aims and direction, its property, finances and the employment of any staff. Council members work closely with the Chief Executive and officers who provide expert advice and guidance to Council to ensure that the business and professional objectives of the organisation are met.

The collective responsibilities of Council are to:

- Be accountable for the strategic direction of the organisation;
- Set priorities for workload, developments, expenditure and income generation;
- Monitor the implementation of policies, activities of boards/committees, efficiency and effectiveness of the organisation, and policy evaluation;
- Manage the association's assets and ensure that finances are properly managed and accounted for;
- Maintain good relations with the membership, public and other professions;
- Represent policies and views to government departments, decision-makers and members;
- Determine the overall organisational and management framework of the association;
- Ensure high standards of corporate governance, including financial performance and personal behavior.

Being an elected member of Council can be a very rewarding experience and provides you with the opportunity to be a leader and ambassador for your profession. Nonetheless, it requires considerable personal commitment and time to be able to fulfill the role successfully. However, by contributing, members also gain as trusteeship/directorship

provides opportunities for personal development and gathering new skills and experience and, in addition, satisfaction from contributing to society.

Structure

There are nine elected Council members:

- 4 Chairs of Country Boards: RCOT Board: England. RCOT Board, Scotland, RCOT Board, Northern Ireland and RCOT Board: Wales
- 2 Chairs of Functional Boards: RCOT Board: Learning and Development and RCOT Board: Research and Development
- 1 international affairs member for the World Federation of Occupational Therapists (WFOT),
- 1 Industrial Relations member
- and 1 Chair (the Chair's seat is one which makes up the Council total; the Vice-Chair seat is counted as this person holds a representative seat, as well as being Vice-Chair).

Term of Office

All of these members, except the Chair and the International Affairs (WFOT) member, are normally elected for a three-year term. New Council members take office immediately after the Annual General Meeting which is normally held during the Annual Conference in June. The Chair of Council is elected annually by the whole membership and is assisted by one Vice-Chair, elected annually by Council from among its elected members.

Minimum Annual Commitments

All Members: four one-day Council meetings per year, Council induction course, AGM and annual conference; ad hoc project work/conferences. There are also a lot of Council papers to read before a Council meeting. The work of Council is interesting and challenging but, to function effectively, it is essential that Council members attend all of the full Council meetings. If you are considering standing for election, you must be sure that you can make the commitment both personally and professionally to attend all the meetings and to keep the Council meeting dates as a priority in your schedule.

Council members need to be aware and comply with the BAOT/RCOT Trustees /Directors Code of Conduct and policy on conflict of interest for charity trustees/company directors. Upon election on Council, members become company directors of both the Royal College and the British Association of Occupational Therapists and will be registered as such with Companies House. They will also be required to complete Related Party Transaction Certificates annually as part of the year-end audit of the organisation.

Members who chair the four Country Boards and the Functional Boards: three one-day meetings for the Country Boards and the Functional Boards in addition to the Council commitments.

International Affairs Member: will attend the WFOT Council meetings abroad in addition to Council and International Working Group (once a year) meetings.

Chair of Council: one or two days induction with the Chief Executive and the senior team, four Allied Health Professions Federation (AHPF) meetings as appropriate, one Fellowship and Merit Awards Committee meeting, Royal Patron events, four pre-Council meetings, meetings to discuss RCOT events and AGM, chairing the Royal College of Occupational Therapists' Research Foundation Advisory Group, attend the American and Canadian conferences and WFOT Congress.

Additional Information on the post of Chair of Council

Eligibility and Term of Office:

The Chair of Council is a professional member of the Association of at least 5 years' good standing. He/she is elected by the membership. The term of office commences immediately after the Annual General Meeting. It is preferable that candidates standing for this office have had previous experience on Council, its Boards or Committees or other RCOT related activities during the years preceding election as a current knowledge of the organisation's business is desirable.

Pattern of Work:

- The Chair may be expected to spend up to the equivalent of one day per week throughout the year undertaking this role.
- The work is demanding and candidates are therefore expected to have the support of their employing authority.
- As there is travelling involved, the Chair should be prepared to spend overnight stays away from home.
- Administrative support is provided by BAOT/RCOT for the Chair.

Financial Implications:

- Claims for travel, overnight stays, telephone charges and other appropriate items of necessary expenditure are refunded on a monthly basis.
- There is a small sum available to the Chair's employer to cover any "backfill" required.

The role of Chair of Council is demanding and interesting. The office holder represents the profession during their term of office and must be prepared for the many and varied tasks required of him/her. Council is responsible for helping to set the strategic direction of the organisation and it is essential that the Chair is willing to manage and lead Council members in their role of trustees and company directors.

3. Nomination Papers and Election Process

The notice for the Council election is included in January or February OTN. The deadline for returning the forms is no later than the end of the first week in March. Where one nomination is received for a post, the candidate will be deemed to have been elected. Where a post is contested, ballot papers will be sent to all members in April. The results of elections of members of Council will be formally announced at the Annual General Meeting.

4. Induction of New Council Members

Every year, new Council members are invited to attend a one-day induction to help prepare for Council responsibilities and work. You will be provided with a handbook that contains all the information that you will need while working as a Council member. The induction day covers the following:

- Welfare of the profession and national leadership
- Corporate Governance
- Business Planning

- Trusteeship and legal responsibilities
- Finance
- The work of the organisation

.....and also the opportunity to meet with the Chair, Chief Executive and officer staff as well as other new Council members. We aim to give you all the support you will need so that the experience of being a Council member is challenging, interesting and enjoyable.

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