# COUNCIL MEMBER ROLE PROFILE
**Approved by Council 9 October 2024**

## Introduction

1. This role profile describes the role of Council and individual Council Members in ICAEW's governance structure.

2. It is recognised that many Council Members may be active within ICAEW in addition to their role as a Council Member – for example on ICAEW local network/ District Society boards, ICAEW committees or member contact groups.

3. However, this Role Profile focuses solely on an individual's role as a Member of Council.

4. It should be read in conjunction with Council's formal *Terms of Reference* and the associated document covering the *Operation of Council* which details practical aspects of Council's activity.

## Council's Role in ICAEW's governance

5. Council is ICAEW's ultimate governing body and is accountable to the Members of ICAEW.

6. It is responsible for ensuring ICAEW meets its Royal Charter (Charter) objectives and its powers are set out in the Charter.

7. Council responsibilities are set out in Council's *Terms of Reference* and are summarised below.

8. Council has retained responsibility for approving ICAEW strategy and a number of other specific matters (the **Approvals Role**).

9. It has delegated certain of its responsibilities to other Boards and Committees, namely:
    i. Leadership[1], management, and operations of ICAEW (delegated to ICAEW Board).
    ii. Management of the disciplinary and regulatory functions (delegated to ICAEW Regulatory Board, which reports to ICAEW Board); and
    iii. Ensuring that the governance of ICAEW remains fit for purpose (delegated to the Governance and Appointments Committee).

    Where matters are delegated, Council holds the relevant Board / Committee to account (the **Holding to Account Role**).

10. In addition, Council participates in discussions on Strategy, as representatives of ICAEW membership, to inform Board and ICAEW thinking (the Representative Role).

11. Whilst Council Members are collectively responsible for member engagement, within the constituencies they represent, they have a right to engage with members within their constituency. ICAEW and its staff will facilitate this (including, but not limited to) by providing reasonable and proportionate administrative support to Council Members who wish to conduct activities such as 'surgeries', surveys, etc; and encouraging feedback.

[1] Council and Council Members are expected to demonstrate leadership attributes commensurate with their governance responsibilities (Council Terms of Reference para 7)

## Council member responsibilities

12. Council Members have a responsibility both individually and collectively to ensure that Council fulfils the remit set out in Council's *Terms of Reference* through the effective application of the principles set out in the *Operation of Council* document.

13. All Council Members have equal responsibilities in their capacity as a Member of Council.

14. Council is intended to be representative of the membership of ICAEW. To achieve this, Council comprises elected, co-opted and (by virtue of other roles they hold) *ex-officio* Council Members.

15. Each Council Member brings their individual perspective, experience and knowledge to the debates held at Council informed by their networks of ICAEW members and from their other Active Member roles. This combination of perspective, experience and knowledge is likely to be unique for each Council Member thereby helping ensure Council is representative of the ICAEW membership.

16. Council Members are encouraged to build and maintain diverse networks within ICAEW's membership; whilst they are expected to take into account the interests of ICAEW in line with clause 14, they are also representatives for their constituencies. As such, they should, should they think fit, engage with their constituents to enable and facilitate better engagement with the general membership in line with the institute's strategy and as outlined in clause 11

17. In addition to Council Members' engagement with other ICAEW members generally they may, on occasion, be contacted by other ICAEW members by virtue of their position as Council Members. This helps inform Council Members of the views of ICAEW members. Where matters of interest or potential concern are identified through this engagement, individual Council Members should raise these with the Chair of Council and/or an Office-Holder who will consider whether, and if so how, such matters should be addressed.

## Role requirement

18. Council Members act in a non-executive capacity and do not have the authority to bind ICAEW or direct ICAEW staff.

19. All members of ICAEW are required to act in accordance with ICAEW's Code of Ethics and other relevant professional standards.

20. ICAEW Council Members are also *required* to:
    a. act in accordance with ICAEW Values, ICAEW's Active Member Conduct Procedure[2] and the principles of public life (the Nolan Principles);
    b. declare potential conflicts of interest; and
    c. comply with ICAEW's Data Protection policy and keep confidential ICAEW information confidential.

21. In addition, ICAEW Council Members are *expected* to:
    a. be an ambassador and advocate for ICAEW and the accountancy profession;
    b. prepare for, attend and engage with formal Council meetings;
    c. participate in votes and ballots of Council Members;
    d. support the effective operation of Council by applying the procedures set out in the *Operation of Council* document;
    e. support the Chair of Council's efforts to manage meetings; and
    f. participate in induction sessions for new Council Members (see para 25 below).

[2] Here

22. Council Members are *encouraged* to:
    a. attend Council briefings, events and discussions wherever possible;
    b. get involved with other ICAEW activities to support their understanding of the activities of ICAEW, including groups, committees and boards relevant to a Council Member's constituency; and
    c. promote ICAEW Council and the experience of being a Council Member to stimulate other ICAEW members to consider standing.

**Key knowledge and skills**

23. It is expected that Council Members will possess or be willing to gain sufficient knowledge or skill sets to enable them to engage effectively in Council business, including:

    a. knowledge and experience of business management and/or the accountancy profession encompassing strategy development, objective setting, monitoring and control.
    b. knowledge of the requirements placed externally on ICAEW and internally through the Charter and bye-laws.
    c. an understanding of the business landscape ICAEW operates in, and also of the needs of a commercial, not-for-profit, business-orientated environment.
    d. an understanding of how government policy is influenced, formulated and implemented at national and international levels.
    e. effective written and oral communication skills (for internal and external engagement), including listening and persuasion; and
    f. a broad knowledge of membership organisations.

24. Membership of ICAEW Council will provide an opportunity for individuals to develop these skills and knowledge.

**Support and training**

25. An Induction programme is provided for each election cohort joining Council (i.e. every two years). Existing members are also invited to attend these sessions. Members joining Council outside this cycle will be provided an appropriate version of the programme.

26. ICAEW also provides formal and informal support and advice as and when required to ensure members get the best out of their time on Council via the Governance Office.

27. Council Members are encouraged to complete (and keep up to date) a skills survey which is used to drive a development programme for Council Members.

28. Elements of the induction programme that count towards Council Members' CPD requirements will be flagged.

**Term of office**

29. Council Members' terms of office are confirmed at appointment. Generally:

    a) Elected Council Members serve a four-year term[3] and are eligible to be re-elected; and
    b) Co-opted Council Members serve a two-year term, renewable twice.
    c) Ex officio appointees' term on Council is determined by the term of their other role.

[3] Whilst this is the standard term, the term may be shorter, as prescribed in the election notice.

## Time commitment

30. There are at least four Council meetings per year[4], normally held at Chartered Accountants' Hall, London. Council dinners are arranged as part of some Council meetings. Attendance can be in person or virtually, by video conference. Time also needs to be allocated to prepare for each meeting.

31. Members are encouraged to attend meetings in person where possible and should attend one formal meeting in person each year unless there are exceptional reasons for not so doing.

32. Council members' attendance levels must meet the requirements of Bye Law 37c[5].

33. Dates of Council meetings and other sessions are set and communicated in advance. Meeting times are provided in Council schedule, end times are indicative.

34. There are also one-hour online Council sessions in the months where there is no formal meeting.

35. Council Members are also encouraged to attend the Annual and Special Meetings.

## Remuneration

36. The role of Council Member is unpaid.

## Expenses

37. ICAEW will reimburse Council Members for all reasonable travel, subsistence and associated business expenses incurred for attending Council meetings and while on authorised Council business, on the basis prescribed in ICAEW's Travel and Expenses Policy for Active Members from time to time[6].

[4] 2026/27 Council meetings are scheduled for 9 December 2027; 24 march 2027, 1/2 June (AGM on 1 June); 12/13 October 2027; and 6 December 2027 (TBC)

[5] The office of a member of the Council shall be vacated if the member of Council has been absent from three or more consecutive meetings of the Council without the consent of the Council, save where the member of Council is:

(i) subject to Restricted Active Member Duties in accordance with the Active Member Conduct Procedure; or

(ii) suspended from office for a specified period in accordance with Principal Bye-law 39A.

[6] [Insert link – to be actioned when Council Reading Room update completed]