



OPERATION OF COUNCIL

Approved by Council 9 October 2024

This document explains the procedural and administrative arrangements to support the effective implementation of the Council *Terms of Reference*. It should be read in conjunction with Council *Terms of Reference* and the Council Member *Role Profile*.

Whilst it is primarily aimed at Council Members and ICAEW staff attending and supporting Council it is a public document available on ICAEW's website.

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CHAIR OF COUNCIL

Appointment of Chair of Council

1. ICAEW's principal bye-laws prescribe (PBL45) that at the first Council meeting after the AGM, Council Members appoint one of their number to serve as Chair of Council. That member acts as Chair for all Council meetings until the next AGM.
2. In order to give effect to this provision, an election for the Chair of Council is held in Q1 each year, ahead of the June AGM. The election is run by the Governance Office and overseen by the Returning Officer Committee, a sub-committee of the Governance and Appointments Committee, using the Procedures for Election of the Chair of Council.

Role and Responsibilities of Chair of Council

3. The Chair of Council is the primary interface between Council Members (in their role as Council Members) and ICAEW staff in relation to the management of Council business and the operation of Council.
4. The Chair of Council is responsible for the management of Council business, including:
 - a. Agreeing the content of the agenda of formal meetings, including the order of business (before and during the meeting).
 - b. Agreeing the need for, and content of, additional informal meetings and Council briefings and discussions.
 - c. Determining points of order inside and outside Council meetings.
 - d. Ensuring that a broad range of contributions are made during Council discussions and decisions, recognising the breadth and diversity of Council thinking and contribution, by:
 - i. inviting Council members to submit questions before meetings;
 - ii. managing contributions during meetings to enable matters on the agenda to be completed;
 - iii. Inviting members who want to speak and managing the order of contributions;
 - iv. considering contributions via alternate routes, e.g. text chat; and
 - v. calling indicative votes, before or during discussions.
 - e. Approving draft Minutes of meetings for distribution to Council.
 - f. Receiving and addressing questions and comments from Council Members outside of meetings.
5. The Chair of Council is an ex officio member of the Governance and Appointments Committee. The Chair of Council is supported by the Governance Office and work with the Office-Holders, the Chair of ICAEW Board, the Chief Executive and others as the Chair of Council considers appropriate.
6. If the Chair of Council is not in attendance at a Council meeting, Council Members may choose from amongst themselves a member to Chair the meeting.

COUNCIL MEETINGS AND OTHER ACTIVITIES

Frequency

7. Formal Council meetings take place at least four times per year, usually as hybrid meetings in Chartered Accountants' Hall, London and online. Council Members who join meetings

online are encouraged to have their cameras on whenever possible to enable engagement equivalent to that for a physical meeting.

8. A schedule for Council meetings is set on an annual basis and shared in the Council Reading Room (on Diligent). Council Members are required to attend these meetings and are expected to contribute.

Notice of formal Council meetings

9. Principal Bye-law 40c requires at least three days' notice of a meeting of Council, with one day's notice for emergency business with the agreement of the President, Deputy-President or Vice-President (*'the Office Holders'*). In practice, the Governance Office aims to give Council Members at least 2 weeks' notice of a meeting, with Council papers published at least a week before the relevant meeting.

Other Council sessions

10. Informal sessions are arranged to provide Council with more opportunity for strategic thinking, discussion and networking outside of formal Council meetings. These are usually online and are generally scheduled for 1 hour. These have a variety of purposes, including:
 - a. sharing information with Council Members ahead of formal meetings;
 - b. enabling Council Members to feed into Board thinking; and
 - c. discussion of issues of mutual interest.
11. Council Members are encouraged, but not required, to participate in these briefing and discussion sessions. Recordings of these sessions are usually made and are available to Council Members who cannot attend.

Observers

12. Permission for non-Council Members to attend Council meetings as observers will be granted and withdrawn at the discretion of the Chair of Council.
13. Observers include key ICAEW staff such as the Chief Executive, Leadership Team and the Governance Team who have a standing invitation to attend Council meetings. Leadership Team members and other staff usually attend parts of meetings where they have a lead responsibility. Observers may, with permission from the Chair of Council, present to Council and contribute to discussions.
14. Observers do not have the right to vote at Council meetings.

ICAEW events

15. Council Members are invited to dinners and other social events throughout the year. These events are usually planned at least 6 months in advance, with invitations circulated as early as possible.

COUNCIL AGENDA

Role of Chair to determine agenda

16. Council meeting agendas are determined by the Chair of Council, in conjunction with the Office Holders and, if appropriate in discussion with the Chair of the Board and/or Chief Executive.

Council Members requests for items on agenda

17. Council Members can request items relating to a matter concerning ICAEW or the profession for inclusion on the agenda. These requests should be directed to the Chair of Council or an Office Holder (who will discuss with the Chair of Council). As provided above, the Chair of Council will consider such requests, ensuring that any request is appropriate Council business and discussion at a Council meeting is the best route to deal with it.
18. Where matters put forward by Council members are included on the agenda, the requesting member may ask the Head of Governance to circulate any supporting paper(s) for their item with the agenda, subject to agreement by the Chair of Council.
19. The Chair of Council may (in conjunction with the Office Holders in line with para 16 above), in their absolute discretion, rule that an item should not be considered at a Council meeting and/or that a paper should not be circulated except in an amended form. This may be, for example, for legal or constitutional reasons or because it is personally sensitive to a member.
20. If the Chair of Council declines a Council Member's request to include an item on the agenda, the Council Member may appeal directly to Council. To ask Council to vote on the inclusion of an item on the agenda, a Council Member must have the written support of five Council Members. The matter will then be considered at the meeting, with the requesting Council Member having a reasonable time allocation to recommend inclusion on the agenda followed by a response from the Chair of Council explaining the decision not to include the matter on the agenda. The matter will then be put to a vote of Council. Any such appeals will be taken at the beginning of the meeting to enable the Chair of Council to manage the meeting's business.

Informal Question Time

21. Council Members may table questions relating to issues of current concern to members generally, current or future policy, or emerging external issues during the Any Other Business item. In order to ensure that the necessary answers can be obtained and staff or members available to answer the question, questions should be emailed to the Governance Office at least 2 working days in advance of the meeting (and ideally earlier).
22. Questions raised with less notice may be deferred by the Chair of Council until the next Council meeting or for a written response.

Order of business

23. The Chair or Council may, in his or her discretion, vary the order of business as circulated.

COUNCIL PAPERS

Timing

24. At least 2 weeks' notice will be provided for each meeting together with an Agenda.
25. Council meeting papers will be sent to all the members at least 7 calendar days before the meeting.
26. Papers, inviting Council Member views and feedback may be sent to all members further in advance, to facilitate an initial online round of discussion ahead of the meeting.

Purpose and confidentiality of Council papers

27. All agenda items and Council papers will state the purpose of the item e.g. for consultation, for decision, for approval, for information etc and whether they are confidential or non-confidential. Council papers will include author or sponsor contact details so readers can ask any points of clarification ahead of the meeting.
28. Council papers must be as concise, transparent and fair as possible, and the presumption is that items will be non-confidential unless there are specific and valid reasons for confidentiality, such as commercial, competitive, legal or sensitivity reasons. Council papers and discussions in connection with work to progress policy formulation are generally classified as confidential.
29. The reason or reasons for the designation of business as confidential shall be included in the paper in question. Where appropriate, confidential items will be marked 'confidential until after the meeting' or 'confidential both before and after the meeting'.
30. Confidential Council papers are not for wider circulation unless specified in the paper. Council Members shall not disclose the content of any debate on a confidential item (other than those outlined in the Council summary), to a third party without the permission of the Chair of Council.
31. Final determination on marking an item as confidential rests with the Chair of Council consulting, as appropriate with the Office Holders, the Chair of the Board and/or the Chief Executive.
32. The order of business is agreed by the Chair of Council and there is no obligation to group confidential and non-confidential items together on the agenda.

IN MEETING PROCESSES

Declarations of interest

33. Council Members are asked annually to declare any interests they may have to the Governance Office by completing a "declaration of interests" form. Council Members are also asked to declare an interest in items on the agenda at each meeting and agree any necessary arrangements e.g. not voting on a specific matter or leaving the meeting, with the Chair of Council before the meeting.

Presenting agenda items

34. Most agenda items are supported by a report or other paper, circulated in advance of the meeting. Council Members are expected to have read these and ideally have asked any points of clarification ahead of the meeting. This means presenters do not need to repeat contents of papers and their introductory comments should be succinct and focussed.
35. Council agenda items are usually introduced by the lead person reporting to Council, generally the Chair of the Board, the Chief Executive, other ICAEW staff member, ICAEW Board Chair or member or a Council Member.
36. A paper in relation to any matter included on the Council meeting agenda may include recommendations to Council but should clearly state the individual or group making the recommendation and, if appropriate, any process of consultation followed in making the recommendation.

COUNCIL DISCUSSIONS

Members speaking at meetings

37. Once an agenda item has been introduced, the Chair of Council will invite Council Members to comment or ask further questions. Council Members wishing to do so will raise their hands in the meeting room or via the online facility.
38. Where two or more Council members indicate a wish to speak, the Chair shall determine the order in which they speak.
39. The Chair of Council may ask a Council Member to stop or refocus their contribution where they judge the member's contribution is not relevant to the business under consideration or would be better made at a different point in the agenda.
40. In the interests of effective meeting management, Council Members are encouraged to focus on new comments and questions to the meeting rather than repeat what others have already said. In this context, Council Members are encouraged to withdraw their request to speak if another Council Member has already covered the same points they planned to raise.

Council Members to speak only once

41. Generally, a Council Member who has spoken on any issue shall not be invited by the Chair of Council to speak again on the same matter, except:
 - a. to speak once on an amendment moved by another Council Member;
 - b. if a motion on the issue has been amended since they last spoke, to move a further amendment;
 - c. if the first contribution was on an amendment moved by another Council Member, to speak on the main issue, whether or not the amendment on which they spoke was carried;
 - d. in exercise of a right of reply;
 - e. on a point of order, relating only to an alleged breach of these procedures and the way in which they consider it has been breached; or
 - f. by way of personal explanation, to clarify some material part of a former speech in the present debate which may appear to have been misunderstood.
42. A right to speak more than once is at the discretion of the Chair of Council and subject to available time. The Chair of Council will also determine if this provision covers an agenda item (i.e. a member may only speak once per agenda item) or different issues within an agenda item. The application of this provision shall be notified in advance of the meeting either in the agenda or in the papers supporting the agenda item.

Chair of Council's decision on questions of order

43. The Chair of Council shall decide all questions of order or procedure subject to differing interpretations or not provided for in these procedures. The ruling of the Chair of Council on a point of order or on the admissibility of a personal explanation shall be final and not open to discussion.

Disorderly conduct

44. If a Council Member, in the opinion of the Chair of Council, persistently disregards the ruling of the Chair of Council or behaves irregularly, improperly or offensively, or wilfully

obstructs the business of the meeting, the Chair of Council or any other Council Member may move 'That (the Council Member named) be not further heard', and the motion, if seconded, shall be put and determined without discussion.

45. If the named Council Member continues in such a manner after a motion above has been carried the Chair shall:
 - a. EITHER move 'That (the Council Member named) leave the meeting' (in which case the motion shall be put and determined without seconding or discussion);
 - b. **OR** adjourn the meeting for such a period as the Chair of Council considers appropriate.
46. The Chair of Council may warn a Council Member for irrelevance, tedious repetition, failure to address the Chair of Council, unbecoming language, or reflections of a personal character on another person. If the Council Member disregards the Chair of Council, the Chair of Council may order them to end the speech and, if the Chair of Council considers it necessary, order the Council Member's removal from the meeting room or suspend the meeting for a specified time.

Adjournment of meeting

47. The Chair of Council may, at their absolute discretion, adjourn a meeting for a short time, or to a new time and/or date to be decided by the Chair of Council.

Recording

48. The proceedings of meetings may be recorded solely for the purpose of preparing the minutes of the meeting only. No member of Council shall have the right to a transcript of the whole or part of any meeting or to a copy of the tape of any meeting. Recordings of formal meetings are deleted once minutes of the meeting have been approved by Council.

RECOMMENDATIONS AND AMENDMENTS TO RECOMMENDATIONS AT MEETINGS

49. At the discretion of the Chair of Council, an individual introducing a paper at a Council meeting has a right to summarise the discussion at the end of the agenda item and, where the individual introducing the paper is also the author of the report and responsible for any recommendations included therein, may on the invitation of the Chair of Council make additional or alternate recommendations to those included in the paper to reflect comments made during the meeting. These additional or alternate recommendations do not require seconding and may also be referred to as motions ('a specific proposal to be voted on').
50. Recommendations agreed by Council are known as passed resolutions and are binding.

Moving of amendments

51. Council Members should suggest any formal amendments to motions ahead of meetings to enable them to be circulated to the rest of Council and any response properly considered. Amendments (other than by the individual introducing a paper, as described above) may be moved during meeting in extremis only.
52. At the meeting, the Council Member proposing an amendment ('the mover') must read the amendment before they speak on it. No Council Member shall move more than one amendment upon the same subject. Every amendment must be seconded by a Council Member.

53. Amendments to recommendations must be proposed ahead of the existing recommendations being put to a meeting.

54. An amendment must be relevant to the original motion.

Order of amendments

55. Only one amendment may be moved and discussed at a time. No further amendment shall be moved until the amendment under discussion has been decided. A member may give notice of their intention to propose a further amendment.

56. If an amendment is not carried by a majority of Council members in the meeting, other amendments may be moved on the original motion. If an amendment is carried, the motion as amended shall take the place of the original motion and shall become the motion upon which any further amendment may be moved.

57. If an amendment is carried to a recommendation in a paper, the mover of the amendment shall have the right to reply if any further amendment is moved to that recommendation.

Mover of motion - right of reply

58. The mover of a motion has a right to reply at the close of the debate immediately before the motion is put to the vote. If an amendment is moved, the mover of the original motion shall also have a right of reply at the close of the debate on the amendment (although shall not introduce any new matter) and shall not otherwise speak on the amendment. The mover of the amendment shall have no right of reply to the debate on their amendment.

Time limit for speeches; recommendations and amendments

59. The Chair of Council or other Council Member moving a recommendation or the mover of an amendment shall not speak longer than five minutes, and any subsequent speaker shall not speak longer than five minutes, without the consent of the Chair.

60. A Council Member when seconding an amendment may, if they declare their intention to do so, reserve their speaking contribution until a later point in the debate but must signify their desire to speak before any right of reply is exercised by the Chair of Council or other Council Member moving a recommendation or the proposer is called on to reply.

Time limit for speeches: other matters

61. A Council Member speaking on any other matter shall limit their speech to five minutes.

Time Limit for consideration of agenda items

62. If a recommendation has been under consideration for the period of one hour the Chair of Council may, at their discretion, question whether such recommendation and any amendment thereon, shall be put to the vote. If the Council vote decides in the affirmative, the recommendation or the amendment shall immediately be put to the meeting without discussion. If the Chair of Council does not consider it appropriate to put any such question, or in the event of any such question having been put and the matter not decided, the debate shall continue for such period of time as the Chair of Council shall decide.

Closure Motions

63. A Council Member may move without comment at the conclusion of a speaking contribution of another member **‘That the [meeting] proceed to the next business’, ‘That the question be now put’, ‘That the discussion be now adjourned’, or ‘That the [meeting] do now adjourn’**, on the seconding of which the Chair of Council shall proceed as follows:
- a. **On a motion to proceed to the next business:** unless in their opinion the matter before the meeting has been insufficiently discussed, they shall first give the mover of the original recommendation a right of reply, and then put to the vote the motion to proceed to the next business;
 - b. **On a motion that the question be now put:** unless in their opinion the matter before the meeting has been insufficiently discussed, they shall first put to the vote the motion that the question be now put, and if it is passed then give the mover of the original recommendation or amendment their right of reply before putting the recommendation or amendment to the vote; and
 - c. **On a motion to adjourn the discussion or the meeting:** if in the Chair of Council’s opinion the matter before the meeting has been insufficiently discussed and cannot reasonably be sufficiently discussed on that occasion, the Chair of Council shall put the Adjournment Motion to the vote without giving the mover of the original recommendation or amendment a right of reply on that occasion.

VOTING

64. All Council members attending meetings face to face or online are expected to vote or record an abstention from voting. There is no provision for Council Members to vote via proxy.

Indicative votes

65. The Chair of Council may ask that an indicative vote is held at the start or during any item, to assess the balance of views at the meeting. Voting may be on recommendations within a Council paper or on a related matter determined by the Chair of Council, for example where the Chair of Council considers that such an indicative vote may help to inform the discussion where it is unlikely that the majority of Council Members will be able to comment on an item during the meeting.
66. Indicative votes are informal and non-binding and will help determine the Chair of Council’s decision to continue or adjourn the debate, move to a formal vote or suggest another course of action.

Voting mechanisms

67. The mechanism for capturing and recording Council Members’ votes is determined by the Chair of Council. There are a range of different voting options available, depending on the issue at hand and the need for transparency and security e.g. a show of hands or use of a registered online portal. Votes at hybrid meetings may be gathered via different options for online and face to face Council Member participants.
68. Council Member voting decisions may be visible to attendees at the meeting but not formally recorded.
69. Motions agreed by Council are all subject to minor typographical corrections, with no need to gain further Council approval.

OUT OF MEETING COUNCIL DECISIONS

70. Council Members may be asked to vote on recommendations outside of scheduled meetings, when business needs require. Arrangements are confirmed by the Chair of Council on a case-by-case basis. A briefing session (with a recording available) may be held to share information with Council Members, followed by a time limited voting period.

Chair of Council, Vice President and Governance and Appointments Committee elections

71. Council Members are expected to vote in elections to elect one of their number (or a recent Council Member in the case of the GAC Chair) to the above roles. These elections are run via an online voting portal hosted by an independent external scrutineer. The scrutineer shares anonymised election results only with ICAEW via the Governance Office.
72. These elections are covered by specific election regulations, available in the Council Reading Room (Diligent).

FORMAL QUESTIONS

Written items and responses

73. A Council Member may, occasionally, submit a written item for written response only, rather than ask for it to be added to the Council agenda. With agreement of the Chair of Council, the Governance Office will circulate the item, together with the written response, as part of the meeting pack for information. If such a request is declined, the Chair of Council will explain to the Council Member making the request why this is the case.
74. Where, in the opinion of the Chair of Council, the cost of research needed to provide a complete response to a complex issue is not justified, this shall be explained with a limited answer will be given.

MINUTES AND OTHER COMMUNICATION

75. A summary of decisions taken by Council will be posted in the Council Reading Room within five working days of the meeting.
76. Draft minutes of each Council meeting will normally be posted in the Council Reading Room within ten working days of the meeting, once approved by the Chair of Council for distribution.
77. A summary outlining items discussed at Council that may be shared beyond Council members will be produced following each Council meeting. This is posted on the ICAEW website.
78. Informal networks to facilitate Council Member discussion are available via Teams and LinkedIn groups. These groups have restricted membership and are open to Council Members only, with no staff support.
79. The Council Reading Room also has reference material for Council Members to refer to.

REVIEW AND AMENDMENT TO THIS GUIDANCE

80. This guidance will be periodically reviewed by the Governance and Appointments Committee, in response to any learning and feedback from current arrangements and in line with good practice. Any questions or comments on this guidance should be addressed to the Governance Office Governance.Office@ICAEW.com