

### Council *–* Terms of Reference

1. **Purpose**

The purpose of Council is to act as an advisory body of the College. It is responsible for representing the wider member perspective to assist with decision making. It is accountable to the Board of Trustees.

1. **Main Activities**
   1. Shape strategic and clinical priorities by assessing current needs, providing informed insights, and developing initiatives that align with the College's mission and goals.
   2. Address regional concerns by gathering and presenting issues related to service delivery and training from their respective regions to the Council.
   3. Review and respond to relevant Committee Reports, reviewing the contents to monitor progress, address challenges, and provide strategic guidance as needed.
2. **Status of Committee**
   1. The Council is not authorised to make decisions other than in accordance with these terms of reference.
   2. The Council is a Committee of the College.
   3. The following sub committees/working groups report to Council:
      1. SAS
      2. Trainees
      3. Lay Advisory Group (LAG)
      4. Membership Working Group
      5. Policy Subcommittee
      6. Global Subcommittee
      7. Workforce Working Group
3. **Membership**
   1. Council shall consist of a maximum of 40 members. All members serve 3 year terms, with a further 3 years subject to confirmation. Those members shall be:
      1. The President
      2. The Vice President(s)
      3. The Honorary Secretary
      4. The Honorary Treasurer
      5. The Chair of the Education Committee
      6. The Chair of the Examinations Committee
      7. The Chair of the Quality, Audit and Standards Committee
      8. The Chair of the Scientific & Research Committee
      9. The Chair of the Training Committee
      10. Regional Representatives
      11. The Chair of the Global Subcommittee
      12. The Chair of the Lay Advisory Group
      13. The Chair of the Ophthalmologists in Training Group
      14. The Chair of the SAS Group
      15. The Editor of Eye (optional)

The Chair shall be the President and they are responsible for chairing meetings, liaising effectively with the Council manager, and ensuring it meets the key progress indicators outlined in the annual workplan. The Chief Executive, Executive Assistant, and Senior Leadership Team will also attend Council meetings.

1. **Meetings**
   1. Meetings will occur 4 times annually either in person, hybrid, or virtually. The majority of work is expected to be undertaken in-between meetings.
   2. Notices of meetings shall be given in writing/email.
   3. Repeated absence of 3 or more missed meetings and/or inability to contribute to the work of the Committee will result in removal subject to review by the Chair.
   4. The Chair shall preside at every meeting or if they are unable or unwilling to do so, another member appointed shall preside as Chair in their place for that meeting.
2. **Quorum**

All members are expected to attend meetings; however, the quorum is half the members plus one.

1. Representation on College Committees
   1. The Chair shall also attend meetings of the Trustee Board, Standing Committees, Finance Committee and/or any other meetings demeaned necessary*.*
   2. Representatives shall serve on committees throughout their tenure, unless otherwise agreed with the Chair. It is permissible to send deputies where necessary.
2. Reporting requirements
   1. Council shall keep minutes of its meetings, and a copy of these minutes shall be sent to the Trustee Board.
   2. Council shall adhere to the key progress indicators outlined in its annual workplan including the reporting of risk through the completion of a risk register.
   3. The Council shall report 4 times per year to the Board of Trustees.
   4. The Board of Trusteesmay, from time to time at their discretion seek any further information in relation to the discharge of its functions.
3. **Confidentiality**

All discussions and materials related to the selection process are considered confidential and should not be disclosed outside of meetings or meeting related work.

1. **Conflicts of Interest**

All members must submit a declaration of interest. It is the responsibility of members to inform the Chair if a new conflict of interest arises. Members with a direct or perceived conflict of interest shall recuse themselves from the meeting.

1. **General**
   1. All correspondence and other dealings with professional and other organisations shall be prepared by College staff and shall have the approval of the Chief Executive officer, Honorary Secretary or, in their absence, the Vice- President, whose committee(s) cover the matter in question.
   2. The operational management of the Committee/Sub-Committee/Working group, and any work arising from it, are the responsibility of College staff; the role of members is to advise and provide a wider perspective.
   3. No sponsorship shall be sought or accepted without the involvement and agreement of the Partnerships and Sponsorship Manager or the Chief Executive.
   4. No member may be paid or accept payment in cash or kind for work undertaken on behalf of the Committee/Sub-Committee/Working Group without the prior approval of the President, Vice President, Honorary Treasurer, Honorary Secretary, or Chief Executive officer.
   5. Expenses to attend meetings shall be met at the usual College rates. Expenses for any other meetings either in the College or outside will only be paid with the prior approval of the President, Vice President, Honorary Treasurer, Honorary Secretary, or Chief Executive officer.
   6. As a group set up within the College, and under the terms of its Charter, the Committee/Sub-Committee/Working Group may not support any objective that would make it a Trade Union, nor shall its objectives extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
2. **Variation or Termination**

These terms of reference shall be reviewed every 2 years and shall remain in force until varied or revoked by the Board of Trustees.

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