



ICAEW Council

TERMS OF REFERENCE: 9 MARCH 2016

Purpose

The Council is responsible for the management of the affairs and business of the ICAEW (Charter Clause 2(a)).

It has the following general powers, authorities and discretions and otherwise delegates the powers, authorities and discretions conferred on it, either expressly or by the Supplemental Charter, in accordance with Charter Clause 2(b) and bye-law 49(a) and the Scheme of Delegations approved by Council on 9 March 2016 as set out in the Governance handbook.

Powers of Council

1. Consideration, review and approval of the overall ICAEW Strategy and Strategic Plan, including the ICAEW budget.
2. Scrutiny of policies, policy changes and budgets proposed by the Board and the Departmental Boards in support of the ICAEW Strategy at developmental and final stages.
3. Scrutiny of reports by the Boards on their activities and performance in support of the ICAEW Strategy.
4. Representation and articulation of the views of members on all the matters set out in items 1-3 above.
5. The Council reserves to itself the following matters:
 - 5.1. The approval of schemes for the granting of diplomas, certificates and other awards (Charter Clause 1(b)(vii)).
 - 5.2. The granting of honorary membership (Principal Bye-law 4A).
 - 5.3. The making and amendment of regulations relating to elections to Council (Principal Bye-law 33).
 - 5.4. The co-option of members to Council (Principal Bye-law 36).
 - 5.5. The determination of those offices, the holders of which shall be appointed as ex officio members of Council (Principal Bye-law 36B).
 - ~~5.6. The acceptance of resignation of office by a member of Council (Principal Bye-law 38).~~
 - ~~5.7-5.6.~~ All arrangements for the despatch of business, adjournment and regulation of the proceedings of Council (Principal Bye-law 40(a)).
 - ~~5.8-5.7.~~ The choosing annually from amongst its number of a President, Deputy-President and Vice-President and the filling of any vacancy in any of these offices (Principal Bye-law 43); and their removal from office (Principal Bye-law 43A).
 - ~~5.9-5.8.~~ The appointment annually from amongst its number of a chairman of its meetings and, in the absence of the appointee from one of its meetings, the choosing of one its number to be chairman of the meeting in question (Principal Bye-law 45).
 - ~~5.10-5.9.~~ The appointment of an auditor of the ICAEW to fill a vacancy or the replacement of an auditor removed by the ICAEW (Principal Bye-laws 62(c) and 65).
 - ~~5.11. The appointment of the Investigation, Disciplinary and Appeal Committees (paragraph 1(1) of the Schedule to the Disciplinary Bye-laws).~~

~~5.12-5.10. The appointment of Chairmen and Vice Chairmen of the Audit Committee, ICAEW Committees. This has been delegated to Nominating Committee except for the Chair and Vice-Chair of the Audit Committee. The Chair and Vice-Chair of committees who are elected are appointed by the Committee in question.~~

~~5.13-5.11. The election of the Chairman of Council, three members of the Executive Board, and two-three members of the Nominating Committee (election rules).~~

Chair of Council

These notes do not form part of the terms of reference. They are taken from the rules of election for the Chair of Council and common practices.

1. The Chair of Council is elected annually by Council and the term of appointment is one year.
2. All members of Council are eligible to be chair, however, a person may not hold the following positions at the same time as being Chair of Council:
 - 2.1. Chair of a principal committee (defined as Council, Board and any committees reporting directly to Council and Board)
 - 2.2. Member of Committee of Council, Audit Committee, Nominating Committee, Remuneration Committee, ICAEW Board or Departmental Boards.
3. A member may serve no more than three consecutive terms as Chair Council.
4. The constituency for this election is defined as sitting members of Council at the date the election notice is issued. ~~As the term begins at the first Council meeting after the AGM, the election notice is typically issued in late March/early April.~~