

## THE FUNCTIONS AND RESPONSIBILITIES OF COUNCIL AND ITS MEMBERS – CODE OF PRACTICE FOR COUNCIL MEMBERS

### Introduction

1. Although Council's terms of reference, its functions and Council members' collective and individual responsibilities cover a lot of the same points, each of the categories has to be set out fully. The five sections below set out:
  - Council's terms of reference
  - Council's functions
  - Council members' collective responsibilities
  - Council members' individual responsibilities
  - Officers' individual responsibilities.

### Terms of reference

2. Council's terms of reference are to:
  - i) ensure that ACCA operates in the public interest and make sure that ACCA's policies and activities help deliver the objectives of the Royal Charter
  - ii) review, and make decisions on ACCA's long term strategy and policy to shape and respond to developments which will affect the organisation
  - iii) develop long-term aims and review plans and programmes for achieving them
  - iv) act as ambassadors for ACCA and engage with ACCA members and external audiences to explain and promote ACCA's strategic direction
  - v) be the enduring guardian of ACCA's constitutional framework, issuing regulations which are published in the ACCA Rulebook, and approving proposed changes to ACCA's Charter or bye-laws before they are presented to the wider membership for approval
  - vi) appoint a Council Board to provide appropriate challenge to, and oversight of, the Executive Board's plans for the implementation of strategy, including the achievements of targets for performance and outcomes
  - vii) provide assurance to members at large as to sound financial and general management through an Audit Committee reporting to the Council Board (although the appointment of external auditors is reserved to the Annual General Meeting)
  - viii) appoint a Nominating and Governance Committee to ensure Council remains reflective of the membership and that effective governance design and planning supports the delivery of ACCA's strategy
  - ix) appoint a Remuneration Committee to report to the Council Board dealing with the performance and remuneration of the Executive Board (together with oversight of the arrangements for all other aspects of ACCA's people strategy)
  - x) appoint a Regulatory Board to report to Council on the operation of ACCA's disciplinary and regulatory procedures.

### Council's functions

3. Council's functions work alongside its terms of reference. Council's functions are to:

- i) achieve the objectives of the Royal Charter
- ii) carry out its duties under all applicable legislation
- iii) make sure that ACCA acts in the public interest
- iv) act as the link between members and their professional organisation, recognising that ACCA's corporate responsibilities are sometimes not the same as the concerns of individual members
- v) determine ACCA's objectives and develop an overall strategy to achieve them
- vi) anticipate and, as appropriate, aim to bring about and influence developments, both within the profession and in the environment in which it works
- vii) respond to changes and trends as they happen
- viii) provide an appropriate resources framework for successfully putting ACCA's strategy into practice.

### Collective responsibilities of Council members

4. As elected or appointed representatives of ACCA's members, Council members are collectively:

- i) responsible to members for ACCA's activities and how effectively they have met the performance targets and achieved ACCA's aims
- ii) responsible to the public for setting and maintaining ethical and professional standards and robust disciplinary processes through the Public Interest Oversight Boards
- iii) responsible for setting out an overall strategy for the organisation and receiving reports on performance against agreed aims and targets
- iv) responsible for representing Council's views and policies to outside audiences.

### Individual responsibilities of Council members

5. As individuals, all Council members have a duty to:

- i) observe the highest standards of integrity, honesty, confidentiality, transparency and objectivity, acting in good faith
- ii) act professionally and respectfully when engaging on Council-related business
- iii) contribute skills, expertise and experience to the work of Council
- iv) act in the best interests of the global membership as a whole rather than on behalf of any particular constituency or group or in their own interest
- v) disclose promptly any professional, business or personal matters which may negatively impact on the reputation of ACCA or its members
- vi) not engage in any aspect of the disciplinary process to ensure independence, fairness and impartiality is maintained, unless required to do so in acting as a witness
- vii) avoid actual or perceived conflicts of interest or duty
- viii) make sure that they do not use their service on Council to promote private interests or for personal gain or benefit
- ix) make sure that they do not use the organisation's resources (including confidential information) for personal benefit or in other ways, such as for the benefit of the organisations they work for or represent or in any way which has a negative effect on the organisation

- x) comply with the Council expenses policy
- xi) add to the register of interests any personal, family, trust or business interests or duties that might potentially conflict with their responsibilities as Council members together with a statement of safeguard which highlights how any potential conflict(s) will be addressed throughout the term of their service on Council
- xii) take part in reviews of their individual contributions and performance as necessary and in any training and development their performance review says they need
- xiii) act professionally and respectfully in all dealings and communications with internal and external stakeholders, including other Council members and ACCA employees
- xiv) refrain from making any comments or statements, either electronically or by any other means, which could be construed as favouring one or more candidates in the Council elections
- xv) refrain from making any comments or statements related to ACCA, either electronically or by any other means, which could be construed as being contrary to an agreed Council policy or position, or any statements or activities that might bring the organisation into disrepute.

### **Individual responsibilities for officers**

6. In addition to the individual and collective responsibilities for Council members, any Council members elected to serve as Vice President, Deputy President or President are required to observe a higher level of individual responsibilities as follows:

- i) always put the overall reputation of ACCA first and to proactively avoid any situation that might negatively impact on ACCA, Council, ACCA members or employees. An officer should promptly disclose any such situations that may arise to the Secretary to enable ACCA to consider any further mitigation steps or actions to protect ACCA's reputation
- ii) ensure that in all external engagements (including but not limited to those related to ACCA) consideration is given to any potential conflict of interest, and that at all times it is clear that the representation is in the capacity as a member of the officer team and Council and not in any personal capacity
- iii) engagements by officers should only be undertaken in co-ordination with the Secretary and that any requests received directly to participate in any events, meetings or discussions are forwarded and discussed with the Secretary before any commitment is given to participate
- iv) any statements made relating to ACCA put forward and advocate ACCA's strategy and agreed policy positions.

### **Complaints procedure**

7. From time to time, Council members may receive complaints about members of the Executive Board, or may want to make complaints themselves. Complaints about any member of the Executive Board (except the Chief Executive) should be made to the Chief Executive. Complaints about the Chief Executive should be made to the chair of the Remuneration Committee.