

Branch Affairs Committee

Terms of Reference and Membership

Relevant provisions of RSPCA constitution

Under [Rule VI.A(a)], the Board is empowered to establish a Branch Affairs Committee. A decision was taken by the Board to exercise this power on [] by establishing the Branch Affairs Committee (“BAC”) on the terms set out below.

Purpose

1. The Branch Affairs Committee (BAC) exists to provide leadership to, and represent the views of, RSPCA branches, to ensure coordination and harmonious working relationships between the Society umbrella body, its Regional Boards, branches and affiliated charities (‘the RSPCA Network’) in the best interests of our shared animal welfare purposes. The role of the BAC can be distilled into five distinct areas:

- Decision-making under a delegated authority in relation to specified matters concerning branches;
- Making recommendations to the Board of Trustees regarding the support that branches require and the matters that affect them, after consulting with Regional Boards and branches;
- Mediating and facilitating cooperation between component parts of the Network, working alongside the Society’s regional staff where appropriate;
- Communicating Society strategy and direction out to the Network, modelling best practice in charity governance;
- Overseeing the performance of the Network and ensuring that the priorities and activities determined by the Board of Trustees are carried out by branches effectively and sustainably.

Roles and activities - general

2. The high level goals and activities of the BAC are to:

- I. Provide strategic leadership to branches, Regional Boards and affiliated RSPCA charities
- II. support the Board through decision-making role on matters affecting branches /the Network, in line with the terms of this/any delegated authority, reporting all decisions back to the Board.

- III. advise the Board of Trustees on issues affecting the sustainability of the Network and the need for appropriate support to branches;
- IV. help the Society formulate policy on the role of branches, and fulfil its umbrella body functions in the best way possible;
- V. propose ways to address problems, blockages in service delivery and any systemic weaknesses;
- VI. facilitate active communication and collaboration throughout the RSPCA Network, consulting with its stakeholders on specific proposals and acting as a link to the Board;
- VII. establish an overview of best practice in governance and animal welfare services within the RSPCA Network and actively promote these practices via the Regional Boards;
- VIII. supervise the performance of the RSPCA Network and explore ways to improve effectiveness, efficiency, collaboration, consistency and resilience;
- IX. review major risks and incidents of concern, in particular, failures that could damage the reputation of the RSPCA Network;
- X. provide a forum for the review of complaints and disputes between the component parts of the RSPCA Network that the parties have been unable to resolve themselves;

Role and activities - specific

3. In line with the Society's Strategy and Corporate Plan, along with any specific guidance issued by the Board, the functions of the BAC are to:

- I. Oversee decision-making by the Regional Boards (under their Terms of Reference) and reporting accordingly to the Board of Trustees;
- II. Receive management information on the RSPCA Network and assess animal welfare delivery throughout the network for efficiency, sustainability, the provision of the Society's strategy and the public benefit;
- III. Monitor the exercise of powers by branch committees and adherence to their constitution, with particular emphasis on brand, animal welfare standards /licensing and cooperation with the Society/Network;
- IV. Monitor regulatory compliance by branches, in particular the filing of documents with the Charity Commission and reporting of Serious Incidents;

- V. Oversee the use of the RSPCA umbrella body complaints process and the outcomes of investigations under it;
- VI. Decide on the escalation process and actions to be taken in respect of a committee who are not complying or cooperating, including to require the branch to have its annual accounts audited by an independent, qualified accountant [under branch rule 11.7];
- VII. Appoint trustees to the boards of RSPCA affiliated bodies where provided by their constitution, and appointing temporary trustees for branches [under Society rule XI.28];
- VIII. Make representations to the Board on matters of importance to branches and other members of the Network;
- IX. Assist the Society to engage with regulators in its umbrella body role;
- X. Act as an adjudicator under branch rule 4.10 if a Committee's decision to refuse or remove a Branch member is to be reviewed under the appeals procedure for refusals [under 4.4(4)] and removals [under 4.8].
- XI. Establish procedures and model documents to assist branches in the following areas:
 - i) the resolution of disputes [under branch rule 9.4];
 - ii) animal welfare operations [under branch rules 15 and 16];
 - iii) compliance in regulatory areas affecting operations (consumer law, safeguarding, fundraising, data protection etc);
 - iv) the investigation of complaints;
 - v) trustee recruitment and training;
 - vi) good governance and the implementation of the Charity Governance Code;
 - vii) the delivery of RSPCA strategy and the public benefit.
 - viii) collaborations between branches and mechanisms to promoting joint working within the Network generally
- XII. Determine requests from branches to:
 - i) change branch areas [under Society rule XI.3;
 - ii) change branch names [under branch rule 1];
 - iii) establish a trading subsidiary [under branch rule 3.3(1)];
 - iv) launch a special purpose appeal [under branch rule 3.3(4);

- v) make grants and provide other forms of support to external animal welfare bodies [under branch rule 3.4];
- vi) seek branch waivers [under branch rules 7.4 and 10.3(5)];
- vii) establish, close or make major alterations to an animal establishment [under branch rule 15.2];
- viii) make individual awards for merit and commitment to the charity's service.

XIII. In addition to any matters arising that are referred to the BAC by the Board from time to time, BAC will make recommendations to the Board of Trustees on the following:

- i) Society grants and other forms of support to branches and affiliated charities, including the levels and terms of such support;
- ii) improving structural arrangements for branches, including the branch rules any other forms of governing document [under Society rule XI.1] as well as non charitable trading subsidiaries [under branch rule 3.3(1)];
- iii) approving the conversion of parts of the Network to other permitted legal forms (in particular the incorporation of branches under part 11 of the Charities Act 2011);
- iv) mergers involving branches;
- v) addressing areas of major risk, weakness or blockages within the RSPCA Network;
- vi) intervention in the management of a branch [under Society rules XI.17-22];
- vii) setting the Branch contribution to the Society [under Society rule XI.6 /branch rule 10.2].

4. The BAC may be allocated additional tasks or responsibilities from time to time by the Board, but may not exercise authority in areas that are reserved to the Board or otherwise under the Society's scheme of delegation.

Constitution of the BAC

5. The BAC consists of a representative from each Region of the RSPCA appointed by the Regional Board (the Regional Chair), or if that person is unavailable, their deputy (Regional Vice Chair). Three members of the RSPCA Board also sit on the BAC and the

Society's Director of Field Operations attends meetings. The Chair, Vice Chair and CEO may also attend meetings in a non-voting capacity. A secretariat is provided from within the staff of the RSPCA, their role is to minute meetings and track progress against agreed actions.

6. The BAC will have a Chairperson appointed from amongst the Board members, and will elect a Deputy Chairperson from amongst the Regional Chairs.

7. The BAC will convene three times a year and is considered to be quorate if at least five Regional Chairs and one Board member are present.

8. The Chairperson will propose an agenda at least three weeks before each meeting in agreement with the Director of Field Operations. Comments will then be incorporated and a final agenda issued by the Chairperson two weeks before the meeting.

9. Agreement will be by consensus. The Chairperson will have an equal voice in any debate and will have no veto on decisions made by the BAC.

10. Actions agreed at each meeting will be minuted and recorded in an 'action tracking table'.

11. The BAC may direct the establishment of working groups to address specific projects or issues. The BAC sets the scope, objectives and delivery timescales for the working groups and monitors their progress.

Relationship between the BAC and the Board

12. The Board has established the BAC to oversee the governance of branches and enable effective communication between members of the RSPCA Network. It also includes three members of the Board.

13. All activities undertaken or directed by the BAC will need to be accommodated within budgets agreed by the Board.

14. To fulfil the Society's umbrella body role, the Board needs assurance that branches and all parts of the Network are working in an effective and collaborative manner. The BAC will provide a summary report to each Board meeting on their activities and governance issues, highlighting any key areas of concern they wish to bring to the Board's attention. The report will confirm decisions taken under these terms of reference and provide a rigorous and transparent assessment of the performance and effectiveness within the Network. It will identify strengths and weaknesses, root causes and actions being taken in response, including any recommendations for consideration by the Board of Trustees.

15. The Chair of the BAC, who also sits on the Board, will provide a report to each meeting of the BAC setting out the strategic direction set by the Board and any particular matters or requests it wishes to raise with the BAC.

Review

16. The Board will carry out a review of these terms of reference and the effectiveness of the BAC after [two] years. The purpose of the review will be to assess the role and remit of the BAC and the extent to which it is delivering its high level goals through the diligent exercise of its delegated functions in accordance with the Society's strategy.