

Trustee Board and Council Mutual Reporting protocol - Annex 3 of the Trustee Board regulations

**Trustee Board & Council: Mutual Reporting
(approved at June 2012 Council)**

Towards a practical, effective and robust means of joint working in the new College governance structures – a discussion paper

1. Background

- 1.1 The Council of the RCGP is, and will remain, the central democratic body of the College. It will continue to be responsible for setting the broad strategic direction of the College and agreeing such policies and standards that develop and extend the college's professional role
- 1.2 The Officers of Council will, as now, be accountable to Council for proposing developments to, and their delivery of, the strategy and policies of Council. Since the Executive supports the Officers in their work, senior staff of the College will be also accountable, through the Officers, to Council for the development and delivery of the Council's strategy and policies.
- 1.3 The new dimension will be the Trustee Board. The RCGP has moved into the final stages of creating a Trustee Board which is largely appointed by and is accountable to the Council.
- 1.4 The Trustee Board is built on the model of a 'typical' charity trustee body - 12 members, with the Chief Executive and senior staff reporting in. The Trustee Board has two general functions:
 - To safeguard the charitable status of the RCGP
 - To ensure that the business of the College is conducted as effectively as possible in order to deliver its strategy and policy
- 1.5 Not only does the Trustee Board contain a majority of Council Members (8 council members to 4 lay members) but it shares the same aspirations and values as the Council. In particular both bodies recognise that the College is a membership organisation with a clear purpose: *To improve the quality of healthcare by ensuring the highest standards for general practice, the promotion of best health outcomes for patients and the public and by promoting GPs as the heart and hub of health services.*
- 1.6 Although the roles of the two bodies, Council and the Trustee Board, are distinct, their activities will inevitably overlap. This paper sets out how that overlap, and the relationship between the two bodies, can best be managed.

2. Strategy, policy and priority setting

- 2.1 This will be quintessentially the role of Council. It is to be expected that the College will continue to refine its policy making functions, as it seeks to engage as broad a range of the membership as possible. However it will be for council to determine how best this should work and to agree any changes to process. The Officers, senior staff and the Trustee Board will need to advice Council if its decisions create significant problems. This may be if the decisions of Council are unclear, are conflicting or create resource issues. In particular, when Council decides to set a new priority or ask for a new activity, it may have to be explicit on what it does not wish to continue doing.

- 2.2 One of Council's key outputs will be the RCGP Strategic Plan. This will set direction for the Trustee Board and the executive. As policies are developed it is expected that Council members and Faculty Boards will have earlier input and involvement; and policy and strategy will be given higher prominence and more time in Council meetings.
- 2.3 The Trustee Board will have a legal responsibility to ask Council to reconsider in the unlikely event that any of its decisions were to jeopardise the charitable status of the College. Otherwise, the Trustee Board may seek clarity from the Council over its precise strategy and policy intention before monitoring implementation.
- 2.4 The Council will be accountable to the membership of the College, through general meetings, faculty meetings and the ballot for nationally elected members of Council, for the strategy and policies that it sets for the College. It therefore should be able to express a view on membership issues, for example the subscription rate, even if the final decision rests with the Trustee Board.
- 2.5 For the College to have an effective executive there must be as much clarity as possible on Council's strategy and policy. Inevitably some urgent decisions will need to be made between Council meetings and Council's Officers and the executive must be empowered to make such decisions. However these must be compatible with Council's strategy; and Officers and the executive must be accountable to Council for their actions.

3. The delivery of the business of the College

- 3.1 This is the core business of the Trustee Board. While Council is responsible for setting strategic direction the Trustee Board is responsible for translating this into plans and ensuring the successful delivery of that strategy and any supporting policies.
- 3.2 All senior managers and, through them, their staff report to the Trustee Board. The current preoccupations of the Trustee Board include finance, accounts and budgeting; HR; risk management; pensions; internal/external audit; and the new College Headquarters at Euston Square. As the Trustee Board develops, it is expected to also emphasise planning and reporting activity. Its role is to hold the executive to account. In addition, Council should expect the Trustee Board to pick up issues, as they arise, that impact (or potentially impact) on the reputation of the College or the effective conduct of its business. Part of the rationale for setting up the Trustee Board was that these roles are difficult to discuss and manage effectively in a large Council.
- 3.3 Although the executive, through their support role to Council's Officers, have been (and will continue to be) held vicariously accountable by Council, their direct accountability for their performance has not been a strong feature in the College's governance. A key role of the Trustee Board is to hold all the staff, through the Chief Executive Officer and the senior staff, accountable for the efficiency and effectiveness with which they carry out our business.
- 3.4 The Trustee Board is responsible to Council. The reporting structures should ensure that the Chair of the Trustee Board and the Trustees who Council appoints are conducting their business appropriately on behalf of the College membership as a whole, with the Council as its democratic representation.

4. How can this arrangement be made to work?

- 4.1 The first requirement is for both Council and the Trustee Board to trust each other. Even though they are both working to the same set of values and objectives, even though they share common members, trust has to be built and earned – it can never be taken for granted.

- 4.2 Trust must be based on transparency and communication. In Council, the work of the Trustee Board must be open to scrutiny and the Chair of the Trustee Board and Council Trustees must be expected to explain and account for its decisions. It is, however, essential that there is clarity over where decisions are made and what duplication can be avoided, without creating a democratic deficit. This will ensure that the roles and agendas of Council and the Trustee Board are distinct but complementary.
- 4.3 In particular, there may be times when the priorities of the College are either conflicting or mutually unobtainable. The Trustee Board might have to make urgent choices on behalf of the College; more normally it should ask Council to clarify its priorities. For example, Council may approve a position paper on a clinical topic. The interest group for that clinical topic may then bid for significant funds to carry through the College's intentions in that area. The Trustee Board may need to return to Council to clarify whether, in agreeing to a position paper, it is giving this area higher priority than other topics from which resources may need to be redeployed.
- 4.4 Transparency can be facilitated through good communication. The full minutes of both bodies should be on the agenda of the other one. Members of each body should have ready access to the papers considered by the other one. There is usually a confidential session of the Trustee Board when trustees and senior staff consider HR and other sensitive issues. The minutes of these sessions and the supporting documents should be available confidentially to individual Council members on request, at the discretion of the Chair of the Trustee Board in consultation with the Chair of Council.
- 4.5 Members of Council should be able to ask the Chair of the Trustee Board both in Council and between meetings to explain Trustee Board decisions. Lay trustees can and should ask the Chair of the Trustee Board or Chair of Council, who is a member of the Trustee Board, or the clinical trustees to explain Council decisions.
- 4.6 All Council Members have, and should continue to have, a standing invitation to attend the Trustee Board as observers. In reality, observers have the same speaking rights as Trustee Board members and their contributions have on occasion been very valuable. In the unlikely event of the Trustee Board voting on an issue, the observers cannot vote. Likewise, lay trustees have been invited to observe Council.
- 4.7 When a Council Member has a strong interest in an issue being discussed at the Trustee Board they should be able to attend for just that item if they do not wish to observe the whole meeting.
- 4.8 The Chairs of both the Council and the Trustee Board should have a monthly meeting with the Chief Executive to ensure shared awareness, co-ordination and troubleshooting.
- 4.9 The Council members on the Trustee Board, especially those who are not Officers, could join the Chair of the Trustee Board in developing active portfolios that will assist cross reporting from or to Council – so that these can be developed between meetings, and so that there is more linkage between the two bodies. Lastly, we believe it would be useful to have an annual joint meeting between the members of Council and the Trustee Board. This meeting should be to discuss the strategy and priorities of the College already agreed by Council to ensure good mutual understanding; to discuss ways of working to ensure they remain effective; and to address openly any issues that have arisen between the two bodies.

5. Where might tensions lie?

- 5.1 One of the most complex issues for a diverse organisation is the question of priority setting, and even more its critical application to competing demands in fast changing situations. There are organisational priorities – for example, the delivery of the building within the proposed cost envelope, and making its running a success: and professional

priorities – for example, supporting GPs in leadership positions, or achieving extended training. Both these must be visible and agreed by both Council and the Trustee Board. While the Trustee Board business agenda should focus on the deliverables of the organisation, and Council prioritise the professional issues, the two must understand the priorities of the other, and accept that both parts of the programmes have to work together to achieve the whole. This needs a clear, concise cycle of discussion, decision and review, which is then mirrored through different parts of the organisation.

5.2 Within the professional side, clinical priorities should be set by Council, but often there is little clarity on the relative importance within the areas chosen. The system whereby different clinical ‘campaigns’ are supported on a cyclical basis through CIRC is an effective model, while PDB has made similar choices e.g. to seek funding for the Carers’ programme. Where the Trustee Board is unclear on the resource priorities to meet Council’s clinical priorities, the Trustee Board should seek clarity from Council.

5.3 The Trustee Board will decide and then report its decision to Council on many issues that have a direct relevance to the College’s members. For example, the Trustee Board, acting within the envelope set by a general meeting and with the mandate in its terms of reference, will set the annual subscription. Where an explicit mandate has not been given to the Trustee Board concerning a matter directly affecting members, the Trustee Board should, unless there is very good reason, normally consult Council before making its final decision. Council will need to be especially encouraged to ask for explanations and should give its views on issues that affect members directly.

6. Conclusions

6.1 The creation of the Trustee Board was predicated on compelling arguments and the pilot arrangement has been promising. However, clearly there will be operational issues between the two bodies and their inter-relationship will need to be both effective and flexible, evolving with experience. There is always a balance to be struck between democratic processes and effective day-to-day decision making, with the fulcrum moving depending on issues and urgency. The key is that both bodies should, in good faith, work together to build trust in order to deliver our object – to encourage, foster and maintain the highest possible standards in general medical practice.