



Royal College of
General Practitioners

Special General Meeting 2024

Wednesday 17 July 2024 | 18:30

Hybrid - Online and at 30 Euston Square, London

Background and Information Booklet



How Are Byelaw changes approved?

Byelaws are approved by Trustee Board and confirmed by the membership at a general meeting, as per Ordinances 31 and 32:

Power to make Bye-Laws

31. The Trustee Board may make, amend, add to or revoke Bye-Laws for the regulation of the College and generally to further the College object, if not inconsistent with the Charters and these Ordinances.

32. A Trustee Board resolution making, amending, adding to or revoking Bye-Laws has no effect until confirmed by a resolution of a general meeting passed by a majority of the members voting.

Trustee Board is made up of twelve individuals – eight members and fellows of the College (four *ex officio* – Chair of Trustees, Chair of Council, Honorary Secretary, and Honorary Treasurer, all elected by Council; and four member Trustees elected by Council) and four independent, lay/external members who are appointed based on their individual expertise, skills and experience. Details of current membership is available on the College's website:

www.rcgp.org.uk/about/trustee-board

Trustee Board has responsibility for the governance of the College, as per the Supplementary Charter:

15A

(d) keeping under review, and where necessary proposing amendments to, this Our Supplemental Charter, the Ordinances and the Bye-Laws;

(e) ensuring that the best principles of corporate governance, as set out in the UK Code on Corporate Governance and associated guidance (or any successor to that Code), are followed within the College;



Governance Review

A number of the proposals arise from the ongoing work of the Governance Review, a multi year project looking at how the College can ensure best governance practice and effectiveness. The Governance Review reports to the Trustee Board, regularly reports to Council, and is overseen by the Governance Committee, a committee of Trustee Board.

Governance Committee consists of nine individuals – the Honorary Secretary, who chairs the committee, two Trustees (one Council elected Trustee, one Independent, lay/external Trustee), four members and fellows of the College and two independent/external members appointed based on their individual expertise, skills and experience.

Resolutions

There are a number of Resolutions being put forward for confirmation. All resolutions would take effect immediately apart from Resolution 5 (Change of reference from “Honorary Treasurer” to “Vice Chair Finance and Member Value”) which would take effect from first Council meeting following the 2024 Annual General Meeting.

Resolution 3

Member Trustee

To refer to the four Trustees directly elected by Council as Member Trustee to better reflect their role in representing the membership at Trustee Board. No changes to the eligibility, nomination process, election process, or electorate are proposed.

Resolution 4

Name change from Lay Trustee to Independent Trustee

This changes the nomenclature from Lay Trustee to Independent Trustee to better reflect the role. Independent trustee is the modern term adopted as best practice. No changes to the appointment and confirmation process are proposed.

Resolution 5

Change of reference from “Honorary Treasurer” to “Vice Chair Finance and Member Value”

Ordinance 38 permits Council to “appoint a chairman and other officers, with such duties as the Council decide, and may suspend or remove them from office.” At its meeting on 8 March 2024, Council approved the creation of a new post of Vice Chair Finance and Member Value, a modernised version the current post of Honorary Treasurer. An election process is underway and the new role will replace the Honorary Treasurer role at the first meeting of Council after the AGM. There are several references to Honorary Treasurer in the Byelaws which will become irrelevant after that date, including membership of Trustee Board. Byelaw changes to replace this role with its new title are required in order for the new role to continue to exercise functions including membership of the Trustee Board.

Resolution 6

Senior Independent Trustee

Trustee Board has created the internal post of Senior Independent Trustee (SIT) in its Regulations (Byelaw 47 give authority to Trustee Board to make its internal Regulations, similar to Council maintaining its Standing Orders). This is equivalent to the Senior Independent Director role seen in the corporate world and is recommended in the UK Corporate Governance Code (a requirement to follow this is enshrined in the College Supplemental Charter) and the Charity Governance Code. A SID role is also seen in NHS Boards. It reflects good governance practice.

The SIT has three roles: to support the Chair of Trustees (including acting as a sounding board and source of advice), to deputise in their absence (e.g. where the chair excuses themselves because of a conflict of interest), and to manage disagreements or disputes, where it is inappropriate for the Chair of Trustees to do so, to build a consensus towards an agreed resolution.

The purpose of this byelaw is to adopt this good practice into the governing documents which provide the framework for Trustee Board governance arrangements. This Byelaw will make provision for a Senior Independent Trustee in their Regulations a requirement, rather than it being a choice of individuals Boards from time to time.

Resolution 7

Procedure and decision makers for second three years of term of office of elected Trustee Board Members

Eight of the twelve members of Trustee Board are elected by Council. Three - Chair of Council, Honorary Treasurer and Honorary Secretary - are *ex officio*; and the other five, including the Chair of Trustees, are directly elected by Council to their Trustee positions. Those five posts are elected on a '3+3' term basis; effectively a six year term with a mutual break clause after three years. Committee posts are also appointed on this basis and this is common for Boards in both the charity and corporate spheres. This is in contrast to most of the Council Officers, who are elected on a single term basis (the exception is the current Honorary Treasurer role is elected on a 5+3 term). The reason for the 3+3 appointment arrangement (rather

than the single 3 year term used for Officers) stems from the nature of the role. These are senior College appointments that require building up skills and knowledge of the organisation and develop effective working relationships with senior staff. These are not remunerated roles and are not allocated weekly sessions (unlike Officers). Continuity for a six year period is in the best interests of the charity than a more frequent turnover. The break clause after three years provides necessary safeguards in the event that there is a need to consider a fresh election.

The current Byelaws are silent on the procedure and decision makers of how the second three years of the term is agreed or not on the College side. It is proposed the decision maker is Council and the method being a vote of Council members. It will be up to Council whether or not to authorise the second three years of the term of office of Council Trustees, including the Chair of Trustees.

[N.B. A note that the current Chair of Trustees was elected following the resignation of the previous office holder, and was elected half way through a college year in April 2022, where Council exceptionally agreed the 2022 election would be for a three year term only – due to the ongoing Governance Review. There will therefore be an open election in 2025. The current incumbent would be entitled to stand in the election and, if successful, the time served would be counted and therefore they would only be able to stand for an additional three years].

Resolution 8

Removal of “show of hands” voting method

Under Byelaw 20, the method of voting at general meetings is by “show of hands”. This is both unnecessarily prescriptive and does not allow modern voting methods such as electronic voting.

Resolution 9

Numbers sequencing

These changes relate to rearranging the byelaw number to reflect sequencing. This would be required if one or more resolutions are not ratified.