



Royal College of
General Practitioners

Annual General Meeting 2024

Wednesday 13 November 2024 | 18:30

Hybrid - Online and at 30 Euston Square, London

Background and Information Booklet





Welcome to the AGM

The AGM is the annual business meeting for College members, an opportunity for the members and fellows of the College to:

- Receive a report from the Chair of Council, with the opportunity to ask questions
- Receive a report from the Chair of Trustee Board, with the opportunity to ask questions
- Receive the annual report and account and a presentation from the Honorary Treasurer, with the opportunity to ask questions
- Elect Honorary Fellows and Fellows
- Vote on proposed changes to the constitutional documents.

The Annual Report and Accounts for the year ending 31 March 2024 is presented and the report details:

- The key achievements on delivering the Council Strategy for the GP profession across the UK
- See who it is working on your behalf on Trustee Board, Board Committees and Council
- Information about our Environmental and Social Governance (ESG) activities
- How college funds have been used to run the charity and deliver member services.

How are Charter and Ordinance changes approved?

The Charter defines the objects, powers and overall governance of the organisation. The Ordinances provide more detailed information on the governance of the College. Any changes to the Charters or Ordinances are made by the members at a general meeting of the College and then sent to the Privy Council for approval. Only when the Privy Council approves the changes do they come into effect.

How are Byelaw changes approved?

Byelaws provide the detailed operations of the governance structures stated in the Charter and ordinances, and 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:

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(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;

Resolutions and Special Resolutions

Resolutions require a simple majority (50% plus one) to be approved.

Special Resolutions require a two thirds majority to be approved.

Special Resolutions that change the Charters and Ordinances also require Privy Council approval. Proposals that are required to be Special Resolutions are set out in the governing documents.

Changes come into effect immediately unless stated otherwise on the Resolution or needing Privy Council approval.



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 supported 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 proposed. Resolutions proposing changes to the Byelaws were approved by Trustee Board at its meeting on 17 October 2024 and are presented for ratification by members.

Special Resolution 4

Composition of Trustee Board

The Trustee Board consist of twelve members - eight members of the College (the Chair and four members elected by Council; and three Council Officers *ex officio*); and four Independent Trustees, appointed by Trustee Board (and ratified by Council) for their specialist skills and experience. The Chair of Audit and Risk Committee is not a Trustee but sits as an Observer in Board.

Trustee Board commissioned external consultants, RSM, to conduct a Board effectiveness review, in order to improve the effectiveness of the Board and its operations. As part of the RSM report, it recommended the Board review the composition of the Board, in particular the number of independent members. This was tasked by the Board to the Nominations Committee.

The contribution of Independent Trustees, and the specialist skills, knowledge and experience they bring is widely recognised within the Board, and this complements the experience of the College members, who bring a member perspective and organisational knowledge and networks.

The recommendation is that the number of Independent Trustees be increased by one - from four to five. This would include the Chair of Audit and Risk Committee* (who from 2025 will be an independent chair), who would be a full Trustee and not an Observer. The Trustees would continue to be appointed on the basis of a skills assessment to meet the strategic needs of the organisation including ensuring the Board supports the executive team in the development, oversight and delivery of the Corporate Plan.

There are no changes to the way in which Trustees are appointed.

The new composition of the Board would continue to have a member majority, including the Chair.

**The Audit and Risk Committee is a Trustee Board committee, which undertakes work on behalf of the Board and reports to it. The committee (a) reviews the annual report and accounts and the Audit Findings Report and both provides the Board with assurance on this and/or raises any concerns; (b) reviews the strategic risk register before submission to the Board and provides assurance that risks have been identified and mitigated and managed appropriately; (c) undertakes a programme of internal audits to provide assurance that financial and governance controls and processes are in place and working effectively; (d) monitors potential and active legal risks to the College and report to the Board; and (e) provides assurance to the Board that the College is undertaken it's agreed legal and compliance responsibilities around health and safety, complaints and whistleblowing. For the avoidance of doubt, it is part of the Board, not separate from it; nor does it exercise any scrutiny function.*

Special Resolution 5

Change of Nomenclature of President and Chair of Council

These changes relate to the changing of titles: from 'Chair of Council' to 'President', and from 'President' to either 'Provost' or 'Chancellor'.

The eligibility, nomination and electorate for both posts remains as the status quo.

The Council Officers – the new President role and their Officers – will continue, as currently, to be elected from, nominated by, and voted by Council. Once elected, they will continue to be accountable to Council.

The ceremonial post – the new Provost or Chancellor role – will continue to be voted by an all member national vote.

Why are we doing this?

The new terminology will strengthen the leadership of college by:

- 1. Having a clear single strategic leader of the College titled President**, so that both stakeholders and members more readily understand to be the leader in the media, in work with Government and with members.
- 2. Enhancing member engagement** by understanding the role of President as the individual who represents them at the highest levels of Government and other fora – removing the current confusion.
- 3. Maximising influence with Government and stakeholders** which is diluted by the confusion about who leads College and their authority to make decisions.
- 4. Equalising the parity of esteem** that currently exists between us and other Royal Medical Colleges.

Should this Resolution be passed we will also change the names of Council's Vice-Chairs to Vice President.

What are we NOT doing?

- We are not merging the President and Chair of Council role. We will continue to have a ceremonial and member engagement role (called Provost or Chancellor) who will be a senior member of the College and profession.
- We are not changing the role or remits of either post.
- We are not changing the eligibility criteria to stand for either post.
- We are not changing the electorate or election process for either post.
- We are not changing terminology for Devolved Council officers.

What was the process for this?

- Work by the governance team has taken place including 42 individual interviews with present and former officers, faculty chairs, council members, representatives from devolved councils, committee chairs (including AiT and First5) and faculty board members.
- A review of old council papers/debates which flagged this nomenclature issue as being live over 15 years ago.
- Consultation with Officers and wider Leadership Team group.
- Consideration and approval by Governance Committee. Governance Committee consists of 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.
- Consideration and approval by Trustee Board, which consists of elected Officers, Council-elected member Trustees and independent (non-member) Trustees appointed for their expertise, background and experience.
- Consideration at two Council meetings including a supportive vote of this change by 74.5% to 25.5%.
- Individual meetings with past Officers.

- Facilitation of two Pre-Council briefings for Council members to ask questions and be provided with additional context to help aid them with their faculty discussions.
- Creation of information website pages.
- Meeting with interested parties.
- Meetings with career staged groups.
- Member briefings.

Resolution 6

Designation of AiTs

Those who hold the 'Associate' membership grade and are undertaking training in general practice are known internally as 'Associates in Training' (AiTs). At its meeting in September 2024, Council decided to discontinue the term AiT and adopt the term 'GP Registrars'. This followed calls from our AiT Community Group to find a name that elicits a greater sense of belonging and is more widely understood. Although their membership category remains 'Associate'; under Ordinance 7, the term 'AiT' is referenced in the Byelaws in reference to the ability to vote in Presidential (or Provost/Chancellor, if changed) elections. This Resolution removes that reference and replaces it. For the avoidance of doubt, GP Registrars will be able to vote, as AiTs did, in Presidential (or Provost/Chancellor, if changed) elections but not in GMs.

Special Resolution 7

Number sequencing

These changes relate to rearranging the numbering in the constitutional documents to reflect sequencing. This would be required if one or more resolutions are not ratified.