



**Minute of the 2023 Annual General Meeting
of the Royal College of General Practitioners
held on Saturday 18 November 2023 at 09:00 at 30 Euston Square, London
and virtually via Zoom**

The President, Professor Dame Clare Gerada DBE PRCGP, chaired the meeting.

The President welcomed those attending to the 2023 Annual General Meeting and explained how the meeting would run, including arrangements for voting.

Some attendees felt that the 'show of hands' voting method was not suitable for a hybrid format. The President explained the voting method was specified in the Byelaws; however, the College could investigate amending this for future meetings.

The President introduced members of the top table, including Council Officers, Chair of Trustee Board, the Chief Executive Officer, and the General Counsel.

Those present were notified that the meeting would be audio recorded – no objections were raised.

The AGM quorum was met with the minimum of 25 College Members and Fellows present as required under RCGP Byelaws 14(1).

Professor Sir Denis Pereira Gray, a former Chair of Council and College President, expressed his sadness that the AGM was now not connected to the Fellowship Ceremonies and Pickles Lecture. *[Fellowship Ceremonies have been amalgamated with membership ceremonies and Membership and Fellowship Ceremonies are held throughout the calendar year in locations in all nations and regions of the UK. The Pickles Lecture is now run as a membership event by the membership events team at the College.]*

Item No.	
1.	<p>Minute of 2023 Spring General Meeting The minutes of the Special General Meeting held on 17 February 2023 (as contained in Appendix 1 of the papers) were presented.</p> <p>APPROVED: Resolution 1:</p>

	<p>That the minutes of the Spring General Meeting held on 17 February 2023 be approved as an accurate record of the meeting.</p>
<p>2.</p>	<p>Election of Honorary Fellows and Fellows The election of the candidates for Honorary Fellow and Fellows (as detailed in Appendix 2 of the papers) was proposed.</p> <p>APPROVED: Resolution 2: That the list as contained in Appendix 2 of the papers be formally appointed as Honorary Fellows and Fellows of the College.</p>
<p>3.</p>	<p>Chair of Council Annual Report 2022-2023 Members received the annual report of the Chair of Council, Professor Kamila Hawthorne, for the College year 2022-2023.</p> <p>Prof Hawthorne updated members on the progress on the priorities she set out at the start of her tenure – workload and workforce pressures, making the most of College membership, health inequalities and planetary health – as well as other core business of the College.</p> <p>Prof Hawthorne commented on the introduction of the new Simulated Consultation Assessment (SCA) of the MRCGP, and the temporary outage on the externally hosted platform which meant thirty-seven trainees were unable to complete their sitting. Although the issue was external and outwith the control of the College, she acknowledged the impact this has had on the trainees directly affected and the wider trainee community. It was noted that the College is in communication with those affected, has apologised to them, and are working hard to provide individual solutions.</p> <p>Prof Hawthorne expressed her gratitude to all those who have played a part in the planning and delivery of the SCA: trainers and examiners, our small but committed in-house Exams team, and the 1100+ trainees who put themselves forward for the first sittings.</p> <p>Prof Hawthorne noted the launch, at the annual conference in Glasgow, of the RCGP manifesto in preparation for the forthcoming General Election. It sets out seven steps to deliver improvements for patients, general practice, and the rest of the NHS. She thanked those who had written to their local MP to ask them to take action and encouraged those who had not to do so.</p> <p>Prof Hawthorne noted ongoing policy and engagement work, including:</p> <ul style="list-style-type: none"> • meetings with key stakeholders and decision makers, including several meetings at number 10 on winter planning and meetings with Health and Shadow Health ministers to discuss the challenges facing general practice. • Launch of 'Fit for the future: reshaping general practice infrastructure in England' report, highlighting the urgent need for investment and improvement to bring GP premises up to standard and accommodate expanding teams, including more support for practices to reduce their carbon footprint as part of NHS targets to reach net zero. • RCGP policy report on International Medical Graduate visas which resulted in 4,367 GPs writing to the Home Secretary, and helped to secure a four-month extension to newly qualified IMG visas for 2023.

- Publication of the NHS Workforce Plan for England and subsequent RCGP briefing as well as the College's strong media response. Several of RCGP 'asks' were met by the plan - including the expansion of GP training places to 5000 per year in England by 2028; although there was disappointment at the lack of focus on GP retention and the need to invest in training capacity. These points were made when Prof Hawthorne gave evidence to the subsequent Health and Social Care Select Committee in July 2023.
- Ongoing media work in both broadcast and print media.

Prof Hawthorne noted the launch of the College's Member Value Proposition, based around the ethos of the College as the 'professional home' for members, and associated work such as an induction package for GP trainees from year one of their speciality training; an enhanced AiT experience and transition support for new First5s; improvements to the Fellowship offer; and the RCGP Mentoring scheme.

Prof Hawthorne acknowledged the diligence and commitment of the elected Officers, Trustees, Executive Management Team, and staff across the UK. She thanked Drs Chris Williams and David Shackles for their tenure as Co-Chairs of Scottish Council, and welcome Dr Chris Provan to the role. She welcomed Chris Askew, the College's new Chief Executive and thanked Interim Chief Operating Officer Mark Thomas for holding the fort during and after the appointment process and for all his support for the College Officers and Trustee Board.

Prof Hawthorne thanked Prof Dame Clare Gerada for her 25 years of service to Council as she demits office as President; and welcome Dr Richard Vautrey as the new President.

4. **Chair of Trustee Board Annual Report 2022-2023**

Members received the annual report of the Chair of Trustee Board, Professor Mike Holmes, for the College year 2022-2023.

Prof Holmes updated members on the College finances; the creation of a 30 Euston Square Oversight Group to review the current and future use of the building to maximise member value; the creation of a new members space on the ground floor; the implications of the move to hybrid working for staff and the move for exams to online; on space requirements and alternative uses; the issues and response around the new SCA exams, both acknowledging those affected; people and culture within the organisation; and the ongoing board development work, including the recently commissioned review by RSM, our internal auditors.

Prof Holmes thanked Prof Simon Gregory and Ian Jeffrey for their work and service on the Board as they demit office; and welcome Dr Thomas Patel Campbell and Vicky Sandry as they commence their roles on the Board.

Prof Holmes welcomed Chris Askew, the new Chief Executive Officer; and noted the decision of the Board to reintroduce the Chief Executive Officer role to replace the Chief Operating Officer role. Prof Holmes thanked the Executive Management Team for their work during the interim period.

Prof Holmes reported that the work of the governance review continues, that Council is updated at each of their meetings, and agreed changes thus far have either been implemented or in progress, and some of the constitutional proposals presented to the general meeting arise from the review recommendations.

<p>5.</p>	<p>Accounts for the year 2022-2023 and Auditors' Report The Honorary Treasurer, Dr Steve Mowle, presented the Accounts for the year ending 31 March 2023 and the Report from the Auditors therein.</p> <p>Dr Mowle noted that the College needed to make an operational surplus in order to finance the bank loan, pension and capital investments into property and IT. The overall aim is to be cash neutral.</p> <p>Income increased by £6.4m as a result of increased exam candidate income, trading income, and project income. It was noted that the college does not make a profit from the exam, and all monies are reinvested in the exam. Membership income represents 46% of all total income. Expenditure increased by £7.3m, in line with increased income from exams and projects. The college moved its investments to a new managed fund in line with the college's ESG requirements.</p> <p>The college achieved an operating surplus of £3.7m, achieving a net surplus of £1m. Reserves stood at £12.8, within the target range set by Trustee Board.</p> <p>The budget objective for FY 2023/2024 is to remain cash neutral, grow its reserves, and continue to pay down the bank loan for 30 Euston Square. Investment priorities continue to be in membership and CPD.</p>
<p>6.</p>	<p>Auditors Dr Steve Mowle, Honorary Treasurer, asked members to approve Resolution 3: to appoint Crowe LLP as Auditors of the College until the next Annual General Meeting.</p> <p>Approval of the Resolution had been recommended by Trustee Board and the Audit and Risk Committee to</p> <p>APPROVED: Resolution 3: Members approved the appointment of Crowe LLP as Auditors of the College until the next Annual General Meeting.</p>
<p>7.</p>	<p>Trustee Board Members noted the membership of the Trustee Board as contained in Appendix 3 of the papers.</p>
<p>8.</p>	<p>Council Members were asked to</p> <ul style="list-style-type: none"> a) note the nationally elected members of the Council for 2023-2026 as contained in Appendix 4 of the papers; b) note the members of Council for 2023-2024 as contained in Appendix 4 of the papers; c) approve Resolution 4: To appoint Dr John Spicer, Chair of Committee on Medical Ethics, as a member of the Council under Byelaw 40. <p>APPROVED: Resolution 4: the appointment of Dr John Spicer under Byelaw 40.</p>

9. **Constitutional Changes (Appendix 5)**

Dr Michael Mulholland, Honorary Secretary, asked Members to note the changes to the Byelaws as approved by Trustee Board under Ordinance 31 and presented to the general meeting for confirmation under Ordinance 32, as contained in Appendix 5 of the papers.

The Resolutions were:

- Resolution 5 - Membership Fee Limit
- Resolution 6 - Trustee Board Changes
- Resolution 7 - double hatting
- Resolution 8 - National elected council member by-elections
- Resolution 9 - Change of title of President and Chair of Council
- Resolution 10 - Annual election process and VONC
- Resolution 11 - renumbering

A copy of Appendix 5 of the papers is appended to this minute.

Dr Mulholland drew attendees' attention to the previously published communication regarding Resolution 9:

We have received feedback from several members and faculties that they wish to have the opportunity to further reflect and discuss the merits of the proposals contained in AGM Resolution 9 on the changing of titles of President to Provost and Chair of Council to President.

We want to ensure the space is given to allow these discussions to take place and therefore the Trustee Board have decided to withdraw presentation of Resolution 9 to this AGM.

We will be in touch with colleagues in due course with details of how we can engage and discuss these matters further with those who would like to know more.

Resolution 9 was therefore withdrawn.

Motions to defer Resolutions 6 and 10 were passed with the vote noted below.

Resolution 5, 7,8, and 11 were approved and the votes noted below.

	<u>Votes</u>	<u>Outcome</u>
Resolution 5 - Membership fee limit	81-18	Approved
Resolution 6 - TB Changes	67-22 to defer without vote	
Resolution 7 - double hatting	71-12	Approved
Resolution 8 - National elected council member by-elections	82-2	Approved
Resolution 9 - Change of title of President and Chair of Council	Withdrawn	
Resolution 10 - Annual election process and VONC	60-19 to defer without vote	
Resolution 11 - renumbering	87-10	Approved

10.	Provisional Dates of Future General Meetings The date of the 2024 Annual General Meeting and any other General Meetings will be published at a future date in the usual manner.

Resolution 5 - Membership

To make the following amendments to the Byelaws:

Byelaw 3(1)	Replace "£600" with "£750"
Byelaw 3	Add: (5) Members have a three-month grace period to update their circumstances and apply for their annual subscription to be amended for the current subscription year.
Byelaw 4(1)(d)	In between "a discount of" and "£100 from the annual subscription by a member" Add "at least"
Byelaw 10	Delete "four months" and replace with "two months"
Byelaw 11	Delete and replace with: 1.) A former fellow, member or associate may apply to be reinstated, if they remain eligible, by paying the relevant subscription. Reinstatement in the current membership year requires full payment of the annual fee. (2) Members can reinstate their membership retrospectively, by two membership years, one of which being the current year. (3) Reinstatement shall be subject to the agreement of the Trustee Board (or such other body / officer delegated authority to consider such requests) and may be made subject to such conditions as that body / officer shall consider necessary.

Resolution 6 - Trustee Board

To make the following amendments to the Byelaws and renumber subsequent Byelaws accordingly to remain in numerical sequence:

Byelaws

Delete Byelaws 43 and 44 and replace with:

43 Trustee Board

There shall be twelve members of Trustee Board:

(a) The Chair of Trustee Board;

- (b) The Chair of Council, the Honorary Secretary of Council and the Honorary Treasurer, each of whom (unless otherwise disqualified under the Charities Act 2011) shall hold office ex officio;
- (c) One Member or Fellow of the College and is resident in either Scotland, Wales, Northern Ireland or the Republic of Ireland;
- (d) One Member or Fellow of the College and is resident in England;
- (e) Two Members or Fellows of the College;
- (f) Four Independent Members.

44 Chair of Trustee Board

- (1) A Chair of Trustee Board shall be elected by Council using a method of voting as determined by Trustee Board.
- (2) No member shall be eligible for election as the Chair of the Trustee Board unless they had previously held office either as President, Chair of Council, Vice Chair of Council, Honorary Secretary or Honorary Treasurer, Chair of a Devolved Council; or is a current or former Trustee of the College, or a Council member with a minimum of five years' experience on Council and is not disqualified under the Charities Act 2011.
- (3) Candidates must be proposed and seconded by individuals who are a member of Council.
- (4) No member may be a candidate for election as Chair of Trustee Board unless his or her application has been considered by the Nominations Committee (or panel thereof) and certified that they both meet the person specification for the role and is, by reason of his or her probity, expertise and experience, a fit and proper person to hold the office.
- (5) The Chair of Trustee Board shall serve an initial three-year term of office, which may be extended by a second, three-year term of office with the approval of Council.
- (6) The Senior Independent Trustee, as part of their responsibilities as Vice Chair of Trustee Board, shall, in the event of the resignation, temporary incapacitation or leave of absence of the Chair of Trustees, act as Interim Chair of Trustees and be delegated all responsibilities, power and authority of Chair of Trustees, until such time as a new Chair of Trustees is formally elected by Council as successor.
- (7) Council may, for the more convenient organisation of any election or appointment or, if it resolves that exceptional circumstances require, extend or reduce any period or vary any commencement or termination date referred to in this Byelaw.

45 Trustees elected under Byelaw 43(c), (d) and (e)

- (1) Elections shall be conducted using a method of voting as determined by Trustee Board.

(2) Candidates are ineligible for election if they are disqualified under the Charities Act 2011.

(3) Candidates must be proposed and seconded by individuals who are a member of Council.

(4) No member may be a candidate for election to Trustee Board unless his or her application has been considered by the Nominations Committee (or panel thereof) and certified that they both meet the person specification for the role and is, by reason of his or her probity, expertise and experience, a fit and proper person to hold the office.

(5) Trustees elected under this Byelaw shall serve an initial three-year term of office, which may be extended by a second, three-year term of office with the approval of Council.

(6) Council may, for the more convenient organisation of any election or appointment or, if it resolves that exceptional circumstances require, extend or reduce any period or vary any commencement or termination date referred to in this Byelaw.

46 Trustees elected under Byelaw 43(f)

(1) Trustee Board shall appoint, on the recommendation of the Nominations Committee (or a panel thereof), four independent members of the Trustee Board.

(2) Recommendations by the Nominations Committee for a first appointment of an independent member of the Trustee Board shall be based on a process involving public advertisement of the vacancy, short listing of candidates if their number reasonably demands it, interview by the Nominations Committee (or a panel of that Committee), and such further enquiries as the Nominations Committee thinks fit. The panel referred to above shall comprise the Chair of the Trustee Board, the Chief of Staff and the Chair of the Nominations Committee as a minimum.

(3) When carrying out interviews of candidates under (2), the Nominations Committee (or panel) shall be compliant with the principles set out in the Commissioner for Public Appointments Code of Practice, and the HMRC and Charity Commissioners' trustee eligibility guidance as to the "fit and proper person" test. The Nominations Committee (or Panel) may, at its discretion, appoint a non-voting advisor to advise on compliance with the Equalities Act 2010.

(4) The independent members of the Trustee Board shall serve a three-year term of office, running from the conclusion of the annual general meeting, and be eligible for one further consecutive term of three years only subject to the approval of Trustee Board.

(5) In this Byelaw, “independent” refers to a person who is not a member or fellow of the college and has not, and has never been, a registered general medical practitioner.

Renumber subsequent Byelaws accordingly.

Resolution 7 - Double Hatting on Council

Add a new Byelaw 35 and renumber current Byelaw 35 and subsequent Byelaws in sequence:

35 No individual may hold more than one Council position. If an individual who is currently a member of Council is elected or appointed to serve in another position on Council, they are deemed to have resigned from their previous position with effect from the date they take up the new position and their previous position shall be filled as soon as practicable as a casual vacancy in accordance with the applicable rules.

At 33(6), remove “who are not otherwise members of Council”;

Resolution 8 - Council byelections

Add a new Byelaw 38 and renumber current Byelaw 38 and subsequent Byelaws in sequence:

Resignation of elected members

38.

(a) Should a vacancy arise among elected members elected under Byelaw 36, either by resignation or any other cause, the post shall be filled (if the person is still willing and eligible) by the candidate who would have been elected next in the election the vacant elected member position was elected. They shall serve the remainder of the original term of office.

(b) Should the vacancy remain unfilled, it shall be filled by the candidate who was next to be elected in the subsequent election to that the vacant elected member position was elected. This process should be repeated until the vacancy is filled.

Resolution 9 - President / Chair of Council

To amend the Byelaws as below. If approved, Resolution 10 will only take effect from 1 November 2025.

Byelaws:

Byelaw 32: delete and replace with:

32 President and Council Officers

- (a) Council shall elect a President, who shall be the professional head of the college and the Chair of Council.
- (b) Council may elect other Council Officers as laid out in Council Standing Orders. This shall include a ceremonial Provost.
- (c) The term of office for the President and Council Officers elected under Byelaw 32(b) shall be a non renewable three year term; with the exception of the Provost, whose term of office shall be two years.
- (d) Nominations for the office of President and other offices as per Byelaw 32(b) must be completed on the nomination form provided by the Returning Officer, signed or approved by the nominee, and their proposer and seconder, who must be both full, voting members of Council and a College Members and Fellow in good standing.
- (e) No member shall be eligible for election to offices referred to in Byelaw 32(a) and (b) & (c) unless his or her application has been considered by the Nominations Committee (or a panel of that Committee) and the Committee (or panel) has certified that the member is, by reason of his or her probity, expertise and experience, a fit and proper person to hold the office.
- (f) If there is more than one candidate for the office of President or Council Officers as per Byelaw 32(b), a ballot shall be held in which every full, voting Council Member who is a Member or Fellow in good standing is entitled to vote. The ballot shall be conducted by Electoral Reform Services ('ERS') (or another comparable organisation decided by the Trustee Board) in substantially the same manner as a ballot for the election of members of the Council.
- (g) For the election of the Provost, all Members or Fellows of the College in good standing may vote. The procedure shall be as Byelaw 32(e) and 32(f).
- (h) All Associates in Training (AiTs) in good standing shall also be permitted to vote in the ballot for election of Provost, but shall not be entitled either to stand for election, nominate, propose or second candidates.

Resolution 10 - Removal of "annual" election and replacement with removal process

Explanatory Note

The annual re-election of Officers process is contained in the Standing Orders. It is proposed to remove this and replace it with a clear and transparent process for a vote of no confidence. Currently there is also a process in the Ordinances for Council to terminate the appointment of any member, including an Officer. This is a complicated process and has never been used and it is intended to remove it in relation to Officers

and overhaul it in relation to other members of Council, but this will be a substantive change to the Ordinances and cannot be done at this point due to the procedural complexity of agreeing changes with the Privy Council.

It is proposed that the no confidence process is taken outside the usual process for Council motions. The resolution below sets out a new provision in the Byelaws to make this clear.

The wording of the relevant Standing Orders is subject to approval by Council. The current proposed wording is set out below, but note this is subject to further comments and may change. The key point is to note that the Standing Orders will only give the key points of the no confidence process (threshold for proposal, special majority for success), with more detailed rules being provided by the Hon Secretary

Resolution

Amend Byelaw 16 by inserting the following words after "in the opinion of the Chair":

it is a motion of no confidence in any Officer (which must be handled using the procedure set out in the Standing Orders)

Current draft wording for Standing Orders to be adopted at first Council meeting

Delete Standing Order 5.2 (annual re-election) and 7.4.1(i) (requiring re-election of Officers and Chair at November meeting).

Insert new Standing Order as follows:

Motions of no confidence

8.10.1

Motions to propose a vote of no confidence in an Officer are outside the standard Motions to Council procedure set out in these Standing Orders.

8.10.2

Motions proposing a vote of no confidence in an Officer must be submitted to the Honorary Secretary at least 10 clear days before the meeting, and must be signed by at least 10 members of Council who confirm their support for the motion.

8.10.3

A motion of no confidence will not be carried unless decided by at least 2/3 of the members of Council present and voting.

8.10.4

A motion of no confidence must name the Officer and state that the individual is to be removed from office if the motion is successful. No more than one Officer may be

named in any motion of no confidence. No more than one motion of no confidence can be proposed or considered per meeting.

8.10.5

If a motion of no confidence is carried, the Officer shall cease to hold office and the Trustee Board will appoint an interim replacement as soon as practicable until an election for a replacement Officer, using the usual process, can take place. An Officer who has been removed by the no confidence process may stand for election again.

Resolution 11 - Numbers tidying up

To renumber numbering in Ordinances and Byelaws to reflect sequencing.