Governance Review

Review Purpose and Rationale

Governance Team is conducting a Governance Review on behalf of the Trustee Board in response to a 2020 Serious Event Analysis on second terms and a 2021 Internal Audit on Governance.

Slidepack Objective

This pack provides an overview of the review phases, timeline and review methodology and includes information to help scope phase 2 of the Review.

Phase 2 Scoping

The draft plan is presented for Governance Committee to review and agree. In particular the focus of core issues for Officer and non-staff arrangements and the aspects of roles, responsibilities, eligibility and working arrangements which we will address.

Note, these are issues for the scope of evidence gathering through a desk review of policies and interviews. Once completed we will then report on findings and our proposals for further discussion.

Governance Review Overview

Phase 1 2022 Jan - May	Phase 2 2022 May - Oct	Phase 3 2022 – 2023 Nov-Feb	Phase 4 2023 Mar - Aug	Phase 5 2023 -2024 Aug-Feb
Quick Wins	**Non Staff engagement and management terms**	**Trustee Board, Leadership Team and Officers Breakfast**	**Council, its sub-committees and election/appointment arrangements**	**Modernise, consolidate and simplify core governance documents.**
✓ Trustee Board Regulation revisions to permit Trustees to call an emergency Trustee Board meeting. ✓ Launch of Matters of Concern guidance to sit below formal Code of Conduct process. ❑ Changes to Ordinances (via Privy Council (PC)) to increase governance flexibility [awaiting PC sign off] ❑ Expert review and indexing of current suite of governance documents [final draft due for completion July 22] ✓ Changes of Byelaws to ensure they better reflect current practices and College structures, Byelaw 40.	Clarify eligibility, length of terms, appointment/election processes (including need for annual election of Officers), remuneration and job share suitability for key roles Refresh roles and responsibilities to focus on College objectives Clarify legal duties, employment status and HR processes including underperformance and feasibility of 360 appraisal Processes and support arrangements to ensure work-flows/outputs clearly align to core College priorities	Optimal skill mix on the Trustee Board, assess basis for Lay Trustee Chair and rationale for Officers appointed as Trustees Publish risk appetite statement to guide decision-making processes Clarity on the role of the Leadership Team Reduce duplication between Trustee Board, sub-committees, Leadership Team and Officers' Breakfast. Strengthen TB sub-committee delegated decision-making ability and recommendations to Trustee Board .	Embed robust, consistent and transparent election processes Consider maximum length of Council Member tenure Codify Council Observers - how many/who and review cycle Process for establishing and closing sub-committees and remits that deliver high-quality reports and recommendations to Council Optimise suite of Chair powers and modernised set of debating rules Reduce unnecessary/customary governance issues/processes on Council agenda	An indexed suite of user-friendly governance documents Plain-English governance documents which focus on outcome rather than process Future-proofing conversation to determine whether fundamental changes are required to the Royal Charter.

How to recruit a fresh highly skilled and diverse talent recruitment to appeal to a wide pool of potential applicants and EDI will run across all themes

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Current Progress and Planning

May	June	July	August	September	October

Phase 1 – Quick wins

4/5 actions Phase 1 complete

Phase 1 outstanding action - Expected date of Privy Council changes to Ordinances

Phase 2 – Non Staff

Gov Committee to agree scope, methodology and timeline

Trustee board Update

Leadership Team

Report to Gov Committee

Final Report to Trustee Board

Outcome

- Clarify eligibility, length of terms, appointment/election processes (including need for annual election of Officers), remuneration and job share suitability for key roles

- Refresh roles and responsibilities to focus on College objectives

- Clarify legal duties, employment status and HR processes including underperformance and feasibility of 360 appraisal

- Processes and support arrangements to ensure work-flows/outputs clearly align to core College priorities

- Fresh highly skilled and diverse talent recruitment to appeal to a wide pool of potential applicants

Review current arrangements

Survey Views

Option analysis

Legal Opinion

Phase 2 – Evidence to Options

Review Current Practices
June- July

Surveys
July - August

Options Analysis
August-September

• Desk review of current policies, rationale and documentation for all aspects of Officer roles, responsibilities and eligibility • Identify issues, lack of clarity, gaps in governance processes. • Legal advice on status and remuneration and implications of changes to roles. • HR processes (including performance and job shares) and support arrangements	• Develop Key lines of Enquiry based on issues emerging from desk review • Interviews with Leadership Team to identify current workloads, good practice and barriers to discharging Officer duties and views on Governance gaps/issues to resolve (and solutions) • Interviews with sample of council members/Lay Trustees/AiT/First 5 and Reps on barriers/opportunities to widen accessibility to officer pool	• Reporting findings from desks review and surveys • Articulation of views on what is working well and needs to be retained • Articulation of views on gaps and issues to be addressed • Presentation of options for change and rationale • Suggested implementation plan

Phase 2 – Scoping: What are we trying to resolve for officer roles

How do we optimise Officer roles so their roles and responsibilities are clear, manageable, fully aligned to key College priorities and we attract a diverse pool of highly skilled candidates?

- Why is there variation in Officer Terms, sessions and transition periods?
- Are the roles universally attractive – who applies and why?
- What are the barriers (real or perceived) to becoming an Officer?
- Should there be breaks between holding different officer posts, or eligibility requirements as part of election arrangements for roles?
- What training and support is required?
- How do officers spend their time? How closely aligned is their work to RCGP aims?
- What options does the College have if Officers are unable to fulfil their roles – maternity leave/change of circumstances/underperformance?
- What is the "optimal split" between staff and officer decision making and accountability?
- What legal and governance red lines must not be crossed? Are these sufficiently understood?

Current Officer roles

Post	Term	Sessions
Chair of Council	3	8
President	2	4
Honorary Treasurer	5 (+3)	4
Honorary Secretary	4	4
Vice Chair (External Affairs)	3	3
Vice Chair (Professional Development)	3	3
Chair Scotland Council	3	4.5
Chair Wales Council	3	4
Chair NI Council	3	4
DC Vice Chairs	3	various

Why do these three posts have different terms to others? Should there be consistency of tenure?

Only post to have renewal option despite longest tenure – what makes this necessary?

SEA recommends reducing scope of role

More sessions than vice-chair despite ceremonial nature of role

Why is there variation in session time? Is the workload more than UK Vice Chairs?

DC Vice Chairs are not office-holders – should they be?

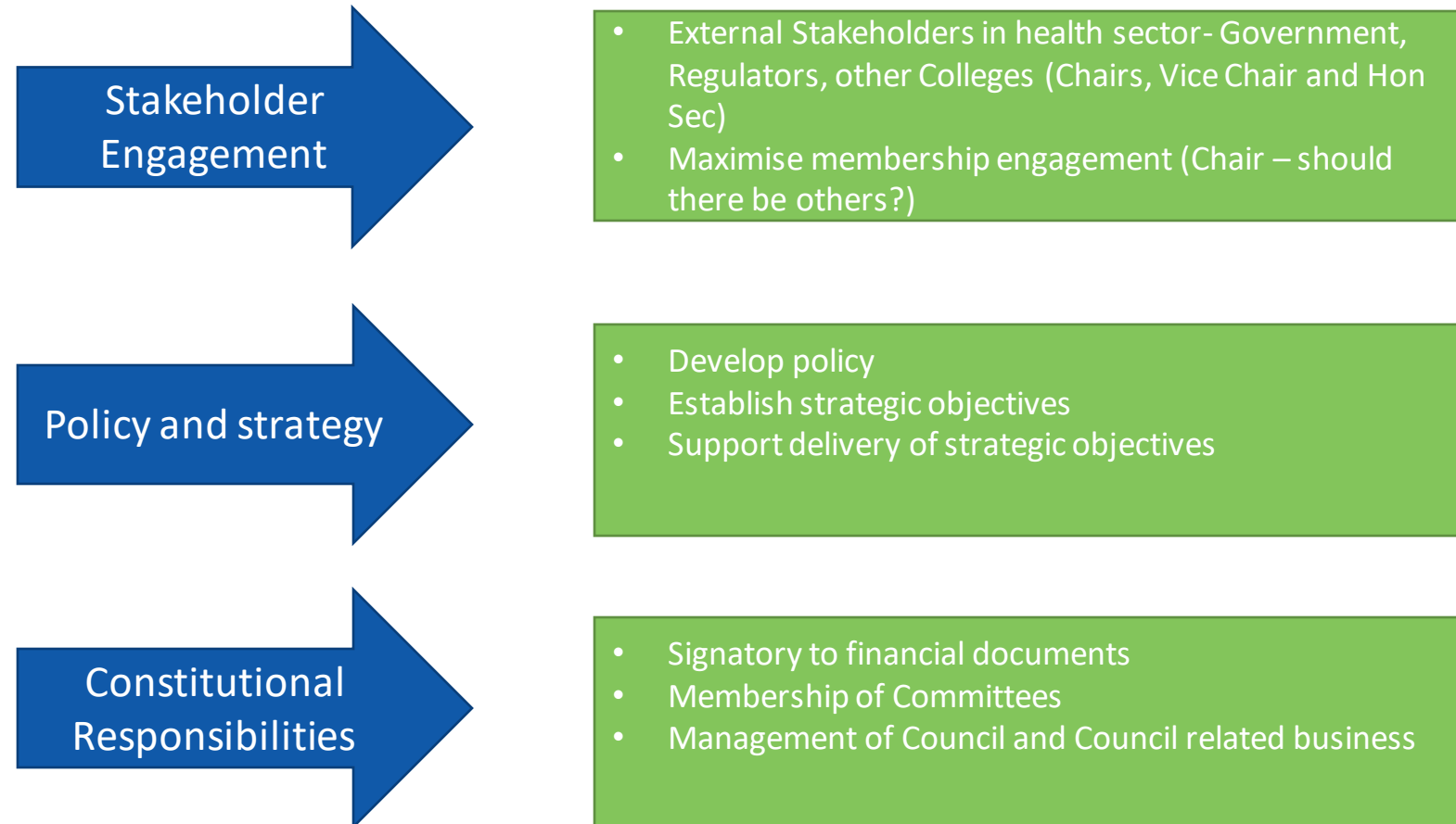Do longer terms make posts more or less attractive to applicants?

How is workload managed and balanced? Is this reflected in session times for each role?

Does a lack of provision for travel time act as a disincentive for non London candidates?

Job share experience has been mixed. Is the current job share policy fit for purpose or being observed?

Transition and induction arrangements are inconsistent and in need of formal review codification to ensure high quality and vfm?

Officer Roles – Core roles and responsibilities

Stakeholder Engagement

- External Stakeholders in health sector- Government, Regulators, other Colleges (Chairs, Vice Chair and Hon Sec)
- Maximise membership engagement (Chair – should there be others?)

Policy and strategy

- Develop policy
- Establish strategic objectives
- Support delivery of strategic objectives

Constitutional Responsibilities

- Signatory to financial documents
- Membership of Committees
- Management of Council and Council related business

Eligibility
Is the current election eligibility requirement of 'good standing' with Noms Cttee acceptance/refusal of a candidate sufficiently fair and robust practice?

Should there be gaps between holding different posts or is continuity of tenure beneficial?

Role Clarity
Is the core purpose of Officer roles clear?

Are officers operating in line or outside of delegated powers? E.G – their role re finances, risk management and HR.

Employment status and accountability

Employment status test	Issues
There is no contract or service agreement relating to their appointment.	✓ There is no documentation signed committing Officers to a contract. We believe appraisal and secondment agreements are not in scope.
They do not get a salary or any other form of regular payment for their services.	❑ This may not be the case where officers receive a direct payment.
The only payment they get is a voluntary payment (honorarium), regardless of the work they do - tax and National Insurance are deducted by the appointing body.	❑ This may not be the case where officers receive a direct payment.
Their duties are minimal, and are only those required under the relevant statute, constitution or trust deed	❑ No post is full time, although we think clarification may be required to ensure duties are within Ordinances.
They're effectively working as an independent office, and are not under the close supervision or control of the appointing body.	✓ There is no supervision or direction.

We need legal clarity on whether Officers are employees under the five tests and the appropriate accountability arrangements for when circumstances change or things go wrong

Performance, appraisal and accountability

What happens if an Officer does not act collegiately?

What if circumstances change and they step down, take maternity leave or have long term illness?

Where does responsibility sit between substantive employer and RCGP for secondments and changing circumstances/under performance?

Who is responsible for workload and HSW Act stress management responsibilities?

How do we define under-performance and who decides? Who is an Officer accountable to?

If Office holders are not employees, is annual election the right check and balance to have in place?

Aligning Officer work to core College priorities

Support Arrangements
- Day to day support is from OBM with wider support from College teams – does this give the right balance of support or processes for strategic management of officer work vs administrative support?
- Do staff understand constraints on Officer time and different perspective /experience – is more training required?
- Are sufficient training and development arrangements in place for new Officers (or potential applicants)?

Overcoming barriers and supporting diversity
- Have we got sufficient variation in Officer backgrounds and lived experience, e.g. over representation of academic vs front-line, gender, BAME? How do we encourage diversity?
- What makes the work of Officers uneccessarily difficult? Too many internal meetings, time on micro managing problems vs strategic thinking …..

Determining Priorities
- Officers can determine priorities and often have personal commitments made in elections for this – should there be constraints to this? What parameters should be in place for 'personal' priorities and agendas?
- Can staff help guide prioritisation of Officer time and establish clear objectives for the term of office?

Collegiate working
- Current arrangements work on the principle of collegiality. Where disagreements surface and cannot be resolved who is the arbiter?
- Collegiate working is not a requirement of the role although the code of conduct emphasises Common Endeavour - is more needed to implement/communicate this objective?

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Phase 2 – wider non staff issues to include

- In the time available we think it will be possible to look at a limited number of issues for wider non-staff. We propose to include consideration of the following issues for Trustee Board and Council committee members and College representatives:

  - Encouraging Diversity
  - Payment of backfill for committee members and chairs
  - Workload monitoring
  - Training and Induction
  - Mentoring
  - Appraisal
  - Support arrangements

Are these the main concerns? Are there priorities within this list?