The scope, proposed timeline and decision making responsibilities of the Governance Review

Phase 1: January 2022 - May 2022

Completion of the "quick wins / work in progress" (detailed below) and a better understanding of the status quo informed by consideration of the findings of both the Governance Internal Audit due to report March 2022 and Governance Indexing project.

Submission of a business case for additional internal governance resource (new Head of Governance Policy position and additional (part time) legal support) and re-prioritisation of current governance capability.

Quick wins and work already in progress

- Changes to the way Byelaw 40[1] is used.
- Trustee Board Regulation revisions to permit Trustees to call emergency Trustee Board.
- Launch of Matters of Concern guidance to sit below formal Code of Conduct process.
- Changes to Ordinances (via Privy Council) to increase governance flexibility with an eye to possible future changes.
- Expert review and indexing of current suite of governance documents
- Changes of Byelaws to ensure they better reflect current practices and College structures.

Phase 2: May 2022 - Oct 2022

Review and rationalisation of terms of engagement and management of all Non-Staff (including Officers).

Why?

The current position lacks procedural certainty, is unclear to incumbents and prospective candidates and has created inequities which, at times, have resulted in pockets of disharmony and hampered core delivery.

EDI research shows that where there is vagueness, potential applicants from historically under-represented groups are more likely to think that such roles will be allocated 'on the nod'.

Issues in scope and success indicators

- Clarity of eligibility (including required skills and any gap required between appointments), length of terms, appointment/election processes, remuneration
- Structure and broad remit of non-staff roles appropriate for the College as a membership organization and charity
- Refreshed codification and transparent publication of non-staff roles and responsibilities to ensure role remit and objectives deliver the College requirements, and that the roles are sufficiently appealing and realistic to ensure a wide pool of potential applicants
- Clarity on legal duties, employment status and HR processes (e.g. pay, sick/annual leave, H&S)
- Critical review of the need for the annual "election" process for Officers already elected.
- Annual 360 reviews for key non-staff roles as part of effective performance management
- A more robust approach being taken to the suitability/performance of job shares
- Processes in place to ensure work-flows/outputs clearly align to core College priorities
- Outline of what, if any, additional support is provided to those in key roles
- Fresh, highly skilled and diverse talent recruited
- Process for handling under-performance

Decision making forum

Council to approve the final recommendations.

Trustee Board will review the process and work undertaken by the Governance Review in making the recommendations through a report from Governance Committee.

Phase 3: Nov 2022 - Feb 2023

Review of Trustee Board composition and the efficacy of its sub-committees, the Leadership meeting and Officer Breakfast.

Why?

A desire to continue to have a high performing Trustee Board with committed and engaged trustees from a diversity of professional backgrounds objectively and robustly focusing on the College's charitable purpose and its strategic agenda.

The need to have sub-committees reporting up to the Trustee Board that have a clear purpose and are empowered to make operational decisions thereby preventing the Trustee Board from inadvertently becoming tactical, duplicating effort, and slowing down delivery/change.

Issues in scope and success indicators

- Optimal mix of skills on the Trustee Board with a clear and evidenced recommendation to Council on the Lay versus Medical Trustee Chair question
- A published College risk appetite statement that adds value/guides decision making processes
- Potential/actual conflicts of interest risks identified and designed out of new governance structure including consideration and conclusion of Officers appointed as Trustees
- Sub-Committees delivering high quality recommendations to Trustee Board and taking their own decisions as per delegation scheme
- Reduction in duplication of effort between Trustee Board, Sub-Committees, Leadership and Officer Breakfast.
- Fresh, highly skilled and diverse talent recruited
- Clarity on role of Leadership in governance structure

Decision making forum

Trustee Board, save for the Lay Chair recommendation which will be a matter for Council to decide.

Council will be informed through the usual update from Trustee Board.

Phase 4: March 2023- August 2023

Review of Council, its sub-committees, and associated election/appointment processes.

Why

To ensure that Council and its sub committees continue to be fit for purpose, are aligned with the College's strategic priorities, and membership is reflective of the wider membership demographic.

Issues in scope and success indicators

- Robust, consistent and transparent election processes embedded
- Agreed maximum length of Council Member tenure
- Codification of Council Observers - how many/who, with a review cycle
- Sub-Committees with defined remits delivering high-quality reports/recommendations to Council and process for set-up and close-down of sub-committees agreed
- Optimal suite of Chair powers and modernised set of debating rules
- Reduction in number of unnecessary/customary governance issues/processes on Council agenda
- Fresh, highly skilled and diverse talent recruited

Decision making forum

Council to approve the final recommendations.

Trustee Board will review the process and work undertaken by the Governance Review in making the recommendations through a report from Governance Committee.

Phase 5: August 2023 - Feb 2024

Review, rationalisation and modernisation of the content and structure of core governance documents. These modifications will encompass the changes agreed in the previous 4 phases for which it has been impossible/disproportionate to formally change at the relevant time.

Why

The current collection of governance documents has grown organically and evolved in a piecemeal fashion. They need consolidation and simplification to enable them to be read without the need for legal or governance support.

If we are to consider making changes to the Royal Charter, we need to ensure this once-in-a-decade opportunity is not wasted and delivers significant and future-proofed improvements.

Issues in scope and success indicators

- An indexed suite of user-friendly governance documents
- Plain English governance documents which focus on *outcome* rather than *process*
- An informed discussion resulting in a set of fundamental changes to the Royal Charter.

Decision making forum

Council to approve the final recommendations.

Trustee Board will review the process and work undertaken by the Governance Review in making the recommendations through a report from Governance Committee.

Roles and responsibilities

The Governance Change Programme is sponsored and overseen by the Trustee Board and led by AD Governance.