



Royal College of
General Practitioners

Annual General Meeting 2023

Background and Information Booklet

How Are Byelaw changes approved?

Byelaws are approved by Trustee Board and ratified 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 - <https://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;

Details of wider consultations are detailed below.

Under 16(b) of the supplementary Charter, Council is required to approve Bylaw changes that relate to changing the size of Council:

(b) The Council shall at any one time consist of such number of members as shall be set in the Bye-Laws, provided that any amendment to the Bye-Laws by the Trustee Board in respect of the size of the Council shall be subject to the prior consent of the Council.

However, none of the proposed Byelaw changes alters the size of Council and therefore this stage does not apply to any of the proposed Resolutions.

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 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 ratification.

Resolutions 5-9, 11 would take effect immediately.

Resolution 9 would take effect from 1 November 2025

Resolution 10 would only take effect if Council agrees amendments the Standing Orders. This is a facilitative change and Standing orders are a matter for Council.

Resolution 5 – Membership

These changes relate to the maximum permitted membership fee as stated in the Byelaws. This does not mean that membership fees will change to that figure; it is a working parameter set by the membership.

Membership fees are set on an annual basis as part of the College's budget setting process. The budget is drafted on a cash neutral basis and in accordance with the 3-year going concern statement and RCGP Reserves Policy. The budget is produced based on the strategic priorities of the college and operational requirements.

The draft budget is presented for scrutiny to the Planning and Resources Committee, which is chaired by the Honorary Treasurer and consists of two Council-elected Trustees, one independent/external Trustee, a member or fellow who is or has recently been a faculty Treasurer, and two independent/external members appointed based on their individual expertise, skills and experience.



The final budget is then presented to Trustee Board for approval as per their responsibilities under the Supplementary Charter:

15A (g) dealing with all aspects of the College finances, including business planning, budgeting, financial control, audit, investments and operational risk management;

For membership of Trustee Board, see page two.

Additionally, under Byelaw 3(1), the Trustee Board has to formally approve the membership fee levels.


Byelaw 3(1) states that the annual membership fee will not be more than £600. Currently, whilst the majority of members pay significantly below this sum, the highest membership fee category is £592. Leaving the limit of £600 in place would enable only a very modest annual fee increase in 2024 which, at a time of high inflation and increasing demands on the profession, would either restrict what the College is able to deliver or require lower fee categories (including trainees, early career stages, lower income categories) to pay more. The proposal is to increase the maximum permitted fee from £600 to £650. It does not increase the actual fee. Fee increases go through scrutiny by the Planning and Resources Committee and the Trustee Board as part of the annual budget process and are reported to Council.

The proposals also reduce the 'grace' period for members to pay subscription fees post the April renewal date from four months to two months. Reducing the grace period will allow us to better understand the true size of our membership base post-renewal and take remedial action as relevant.

Resolution 6 - Trustee Board

These changes relate to the Trustee Board. This forms part of the Governance Review, and had been recommended by the Governance Committee and approved by Trustee Board.

The changes are:

- Changing the nomenclature from Lay Trustee to Independent Trustee and Council Trustee to Member Trustee to better reflect the role, avoid confusion with the term lay which is also used to refer to College members. Independent trustee is the modern term adopted as best practice.
 - Give Byelaw standing to the Senior Independent Trustee position, which has been created by Trustee Board through the Trustee Board Regulations. This is
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equivalent to the Senior Independent Director role seen in the corporate world and recommended in the Corporate Governance Code (enshrined in the College Supplemental Charter) and the Charity Governance Code. It reflects good governance practice.

- Allow Council members to nominate, for the Member Trustee position, members who are not members of Council but who nonetheless meet the prescribed person specification detailing the skills and experience required for the role. Members of Council remain, as is the case currently, the nominators and electorate for this position. The change allows Council members to nominate from a wider pool of College members and fellows with the required experience and skills. Council will continue to be the voters as they are currently.
- The Byelaws have always specified that one Trustee should come from the devolved nations; the amendments make this more explicit and remove the inference it should be just one member. To ensure balance, the Governance Committee also proposed to ensure we have at least one Trustee from outwith the devolved nations.
- The Chair of Trustee is currently elected for “an initial term of three years, with the possibility of a further three years” (Byelaw 43(7)). The proposed change removes confusion around the arrangements for individuals seeking a ‘second term’. It makes clear this must be approved by Council through a formal vote. If this change is passed, a paper will be submitted to Council in due course asking Council to agree a process to vote their approval or non-approval, should the Chair of Trustee apply to Council for a second term.

Resolution 7 - Double Hatting on Council

These changes relate to ‘double hatting’ on Council, i.e. when an individual holds more than one position. This almost exclusively applies to Officers and Trustees who are *ex officio* members of Council and have legal and organisational responsibilities that cannot be temporarily suspended to be council representatives or speak in a different capacity. This change also allows more members and fellows to be involved as Council members.

Resolution 8 - Council byelections

These changes relate to what happens when a nationally elected Council member resigns during their term of office. There is currently no constitutional process to replace them. Council had previously voted to adopt a system, using powers under Byelaw 41, whereby the next in line at the election the resigned member took part in would be asked to fill the vacancy for the remainder of that term. This resolution formally puts this Council agreed practice into the constitutional documents.



Resolution 9 - President / Chair of Council Title Changes

These changes relate to changing the title of the current executive and ceremonial heads of the college. RCGP currently has a President as the ceremonial head of the college and a Chair of Council as the 'executive' head of the college, supported by a number of Officer colleagues.

The proposal is to change the title of the executive head to President, (a title which because of widespread adoption by other medical Royal Colleges is understood to be the executive head), and to change the title of the College ceremonial head to Provost.

The eligibility, nomination and electorate for both the ceremonial and executive posts remains as the *status quo*. The executive Officers – the new President role and their Officers – will continue, as currently, to be elected from, nominated by, and voted by Council. The ceremonial post – the new Provost role – will continue to be voted by an all member national vote.

Why are we doing this?

The new Presidential Model which will strengthen the leadership of college by:

1. having a clear single 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. enhanced 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 about the role of the President to take action with stakeholders.
3. maximising influence with Government and stakeholders which is diluted by the confusion about who leads College and their authority to make decisions.

We are **not** merging the President and Chair of Council role. We will continue to have a ceremonial and member engagement role (called Provost) who will be a senior member of the College and profession.

What was the process for this?

- Work by governance team has taken place including 42 individual interviews with present and former officers, faculty chairs, council members, representatives from
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devolved councils, committee chairs (including AiT and First5) and faculty board members.

- 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.
- 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.

Resolution 10 - Removal of "annual" election and replacement with removal process via a Motion of No Confidence

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.

The wording of the relevant Standing Orders is a matter for Council; however, these Byelaw changes facilitate this.

This Resolution will only take effect if Council approves changes to their Standing Orders.

Resolution 11 - Numbers tidying up

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