

**ROYAL COLLEGE OF GENERAL PRACTITIONERS**

**TRUSTEE BOARD REGULATIONS**

<b>APPROVED BY TRUSTEE BOARD</b>	<b>25 JANUARY 2024</b>
Made under Byelaw 45 and, where applicable, Article 15B of the Supplemental Charter	

## Preamble

The role of the Trustee Board is defined by the Royal Charter of the College (Article 15A).

This states the Trustee Board is responsible for:

- a) ensuring that the College object is maintained and not infringed and that the general law of charities is complied with;
- b) ensuring that the assets of the College are used for charitable purposes;
- c) dealing with all matters relating to communications with, and compliance with rules (by whatever title described) laid down by, the Charity Commission for England and Wales and other charity regulators in the United Kingdom;
- 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;
- f) dealing with all matters relating to actual, forthcoming or potential litigation involving the College;
- g) dealing with all aspects of the College finances, including business planning, budgeting, financial control, audit, investments and operational risk management;
- h) dealing with all matters relating to the land and buildings and other property of the College;
- i) holding to account the Chief Executive of the College and his or her senior management team; and
- j) oversight of policy on human resources issues within the College and issues relating to the terms and conditions under which the staff of the College are employed, including remuneration (including bonuses, incentive payments, extra-contractual payments and redundancy payments).

## Interpretation

- 1 (i) In these Regulations, unless the context requires otherwise, the following words and expressions have the following meanings –

“Board” the Trustee Board;

“Chair” the Chair of the Board, but in relation to any matter arising at a meeting where the Chair is not present, the person presiding over the meeting under Regulation 5;

“Charter” the College Supplemental Charter of 2003, as amended;

“Council” the Council of the College;

“meeting” a meeting of the Board;

“trustee” a member of the Board, whether a Council member or a lay member;

- (ii) The Interpretation Act 1978 applies to these Regulations as to an Act of Parliament.
- (iii) Words and phrases used in the Charter, Ordinances and Bye-Laws mean the same in these Regulations.

#### **Number of meetings and special meetings**

- 2 (i) Subject to (ii), the Board shall meet at least four times in each year, on such dates and at such times as it shall decide.
- (ii) The Chair may convene a special meeting at any time if he or she considers that business has arisen which needs to be dealt with by the Board and which cannot wait until the next scheduled meeting.
- (iii) Papers for meetings shall be circulated not less than 7 days before each meeting, unless circumstances make this impracticable.

#### **Request for Extraordinary Meeting**

- 3 (i) Where three or more Trustees submit a written request for a meeting to the Chair, the Chair shall call a meeting in accordance with 3(ii).

(ii) Where Regulation 3(i) applies, the Chair shall, as soon as practicable but no later than seven calendar days from the date the request was submitted, arrange for the meeting to be held within twenty-eight calendar days from the date of the receipt of the request, unless Regulation 3(iii)

(iii) If there is a scheduled meeting of the Board, in accordance with Regulation 2, within twenty eight calendar days from the date the request was submitted under Regulation 3(i), the request for a meeting under Regulation 3(i) shall be disregarded and the requirements to hold a meeting under Regulation 3(ii) shall not apply.

#### **Quorum**

- 4 (i) The quorum for a meeting shall be five
- (ii) In counting the quorum for a particular meeting or item of business, a trustee who is disqualified from participating in the proceedings of that meeting or for that item of business shall be disregarded.
- (iii) A meeting which ceases to be quorate shall be abandoned, but this shall not affect the validity of business conducted when a quorum was present.

#### **Chairing of meetings**

- 5. If the Chair is absent from a meeting, the meeting shall be presided over by –
  - (a) the Senior Independent Trustee; or
  - (b) if he/she is not present, a Council trustee appointed by the Chair for that purpose; or

- (c) if no trustee has been appointed under (b) by a Council trustee to be elected by the other trustees present.

#### **Order of business at meetings**

- 6. The business and order of business at meetings shall be decided by the Chair.

#### **Procedure at meetings**

- 7. Subject to the discretion of the Chair to direct otherwise, the procedure at Board meetings and, so far as applicable, its sub-Committees, shall follow that of the Council, with the necessary adaptations.

#### **Observers**

- 8 (i). The Board may from time to time designate observers entitled to receive notice of and to attend meetings, but not to vote.
- (ii). The Chair of Audit and Risk Committee shall be an observer.

#### **Voting**

- 9. (i) All questions coming before the Board shall be decided by majority vote, with the Chair having a second, or casting, vote.
- (ii) Any decision may be taken either at a meeting of the Board or (where the Chair considers that business has arisen which needs to be dealt with by the Board before a meeting can conveniently be arranged) by a resolution in writing or electronic form agreed by a simple majority of all the members of the Board.

#### **Right to call for persons and papers**

- 10 (i) The Board may require any Council member or member of the College staff to attend any of its meetings to advise or give information on any matter arising from its remit.
- (ii) The Board may call for the production of any document (including information processed electronically and printed in hard copy form) which it considers will assist it in the discharge of its remit.

#### **Senior Independent Trustee**

- 11 (i) Trustee Board may appoint a Senior Independent Trustee from among their number. A Role Description shall be approved by Trustee Board and be appended to these regulations.
- (ii) The appointment shall be co-terminus with the postholder's term of office.
- (iii) Trustee Board may remove the Senior Independent Trustee from their role at any time by resolution.
- (iv) The Senior Independent Trustee shall be Vice Chair of Trustee Board.

(v) As part of their responsibilities as Vice Chair of Trustee Board, in the event of the resignation, temporary incapacitation or leave of absence of the Chair of Trustees, the Senior Independent Trustee shall 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.

### **Appointment of committees**

- 12 (i) The Board in accordance with Article 15B of the Supplemental Charter hereby appoints the following committees (Terms of Reference in Appendix 1) –
- (a) a Governance Committee;
  - (b) a Nominations Committee;
  - (c) an Audit and Risk Committee;
  - (d) a Planning and Resources Committee;
  - (e) a Remuneration Committee:
- (ii) The Board may appoint one or more other committees with such functions as it shall think fit.
- (iii) Subject to (v), the Board hereby delegates (so far as legally permissible) to each committee the functions set out in its terms of reference, in addition to advising the Board on those matters generally.
- (iv) The delegation conferred in (iii) does not preclude the Board from exercising the function in question in any particular instance.
- (v) Each committee shall report as and when required to do so by the Board, but in any event a report from each committee shall be made to the meeting of the Board following each meeting of the committee.

### **Membership of committees**

- 13 (i) The chair and members of each committee shall be as set out in the terms of reference unless the Board otherwise determines. In making appointments to committees the Board will normally refer to the Nominations Sub-Committee unless it positively decides not to make reference.
- (ii) The membership of any sub-committee appointed under (i) may include persons who are not members of the Trustee Board.
- (iii) Unless the terms of reference of the committee otherwise provide, if the chair of a committee is absent from a meeting, the meeting shall be presided over by –
- (a) A member of the committee appointed by the chair of that committee for that purpose; or

- (b) A member of the committee who is a member of the Trustee Board, elected (if more than one is present) by the members of the committee present; or
  - (c) If no member of the Trustee Board is present by another member of the committee elected by the members of the committee present.
- (iii) The quorum for meetings of each committee shall be set by the Trustee Board.
- (iv) Each committee may co-opt observers for the purpose of contributing professional expertise within the areas of interest of the committee, but such observers shall have no right to vote and shall not be counted as part of the quorum for any meeting of the committee.

#### **Appointment of sub-committees**

- 14 (i) Each committee may appoint one or more sub-committees to assist it in its work and (in so far as legally permissible and subject to (ii)) delegate in accordance with Article 15B of the Charter to such committees the exercise of such of its functions as it thinks fit.
- (ii) The delegation conferred in (i) does not preclude the Board or the committee from exercising the function in question in any particular instance.
- (iii) The membership, quorum, reporting procedures and rules of procedure for each sub-committee shall be laid down by the appointing committee if not prescribed by the Board.

#### **Registration of Trustee Board Members' interests**

- 15 (i) All trustees shall register details of all interests which might reasonably be perceived as affecting the discharge of their functions. Registration shall be carried out by completion of a pro-forma circulated annually by the Chief Operating Officer, with the information registered amended from time to time as required.
- (ii) Whether or not the interest concerned has been registered under Regulation 13, trustees and members of Committees shall not take part in any decision in which they have an interest, unless the Chair (or the Chair of the relevant Committee) considers that interest may reasonably be regarded as insignificant or immaterial.

#### **Relationships with the Council**

16. Appendix 3 contains the arrangements made jointly by the Board and the Council under Article 16A of the Charter for resolving whether any particular issue falls within their respective functions as set out in Articles 15 and 16 of the Charter and clarifying any uncertainties that may arise.

#### **Commencement**

17. These Regulations shall come into effect on being made and may be amended by the Board from time to time by resolution.

## APPENDIX 1 – Terms of Reference of Trustee Board's Committees

(A) **Governance Committee** (updated October 2022)

Accountable to :	Trustee Board
Chair:	The Hon. Secretary
Membership and appointment:	<p>Seven members:</p> <ul style="list-style-type: none"> <li>• Honorary Secretary <i>ex officio</i> (chair)</li> <li>• one Lay Trustee</li> <li>• one Council Trustee appointed by Trustee Board</li> <li>• one Council member appointed by Trustee Board</li> <li>• Three College Members appointed by Trustee Board</li> <li>• Two Independent Members appointed by Trustee Board</li> </ul>
Quorum:	Four members of the Committee
Attendance:	<p>Such members of staff and other persons as the Chair may require.</p> <p>Where issues about particular elements of the College's governance are to be discussed members of the College who represent the elements affected should usually be invited to attend.</p>
Authorisation:	<p>The Committee is authorised, in consultation with the Honorary Treasurer, to obtain appropriate external legal and other professional advice in order to fulfil its duties to the Trustee Board.</p> <p>The Committee is authorised to take such steps on behalf of the Trustee Board to fulfil its responsibilities in relation to the governance of the College.</p>
Overall purpose:	To monitor and develop the governance of the College (including its committees, and the Companies and any other bodies controlled by it) and to provide oversight and guidance on governance matters.
<b>Has delegated authority from the Trustee Board</b>	
A	To make recommendations to the Trustee Board on governance policies, practices and procedures.
B	To review and develop protocols and procedures for all College decision making meetings.
C	To approve the Safeguarding Policy.
<b>Is required to provide initial scrutiny and review prior to final approval by the Trustee Board</b>	
D	To review current governance processes to ensure they continue to be fit for purpose.

E	To identify future needs for the development of governance processes in the light of the changing needs of the College and the legal and regulatory environment.
F	To recommend amendments to the College's Constitutional documents to address any necessary or desirable changes.
G	To monitor and maintain the College's Members Code of Conduct with any changes to be approved by the Trustee Board.
H	To review the Scheme of Delegation on an annual basis prior to final approval by Trustee Board.
<b>Ongoing Governance Committee workplan</b>	
I	To provide oversight of the College's election processes and development to encourage appropriate member engagement.
J	To encourage democracy through the election processes.



(B) **Nominations Committee** (updated January 2024)

Accountable to :	Trustee Board
Chair:	Lay Trustee  In the absence of the Lay Trustee, the Council Trustee shall chair meetings.
Membership and appointment:	Four members: <ul style="list-style-type: none"> <li>• one Lay Trustee (chair)</li> <li>• one Council Trustee</li> <li>• two Independent Members appointed by Trustee Board for a three-year term, with the possibility for an extension for a further three years subject to college policy and procedure</li> <li>• one College Member who is not a member of Trustee Board or Council, or an Officer</li> </ul>
Quorum:	Three members
Attendance:	The committee shall meet as and when necessary; but as a minimum twice per calendar year.  Such members of staff and other people as the committee may require.  The Honorary Secretary shall be invited to attend for agenda items relating to governance policy.
Authorisation:	The Committee is authorised, in consultation with the Honorary Treasurer, to obtain appropriate external legal and other professional advice.
Overall purpose:	To develop and maintain a formal, rigorous and transparent procedure for appointments and reappointments to Trustee Board and Trustee Board Committees; and oversee the development of a diverse pipeline for succession. The committee shall ensure that those in leadership positions within the college – Officers, members of Trustee Board and its committees, and members of Council and its committees, have the necessary skills, experience, and time to enable the college to achieve its strategic priorities and long term success. The committee will set eligibility requirements for such appointments.  Definitions: "Officers", unless otherwise stated shall include President, UK Council Officers (currently Chair, Hon Secretary, Hon Treasurer, Vice Chairs), Devolved Council Chairs
<b>Has delegated authority from the Trustee Board</b>	
A	To regularly review the structure, size and composition (including the skills, knowledge, experience and diversity in its widest sense) of the Trustee Board and make recommendations to the Trustee Board with regard to any changes.

B	To ensure plans are in place for orderly succession to Trustee Board, Trustee Board committees, and the Officers, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the College, and the skills and expertise needed in the future.
C	Be responsible for identifying and nominating for the approval of the Trustee Board, candidates to fill Trustee Board (and its committees) vacancies as and when they arise.
D	Before any appointment is made by the Trustee Board, evaluate the balance of skills, knowledge, experience and diversity on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected.
E	To ensure that all College appointments are conducted via an open and transparent process using open advertising or the services of external advisers to facilitate the search; consider candidates from a wide range of backgrounds; and consider candidates on merit and against objective criteria, having due regard to the benefits of the Trustee Board and committees having an appropriate balance of skills, knowledge, experience and diversity in its widest sense, and taking care that appointees have enough time available to devote to the position.
F	To ensure that, on appointment, appointees receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside formal meetings.
G	To support the Chair of the Trustee Board to assess what future skills the Trustee Board will need to develop.
H	To support the Chair of the Trustee Board to develop and recommend training of the members of the Trustee Board and committee members to further the long term success of the College. This will be achieved by a board development programme and annual 121 meetings between the Chair of Trustees and individual Trustees.
I	To review and approve role descriptions and person specifications for Officers, Trustee Board and its committees, and other college committee positions; and ensure that they are appropriate and comply with statutory requirements and best practice including in relation to equality, diversity and inclusion.
J	To establish that candidates nominated for positions meet the published specification (in terms of knowledge, skills and/or experience) for the role, and to make a recommendation to the Returning Officer and/or appointing Committee/Board as appropriate.
<b>Is required to provide initial scrutiny and review prior to final approval by the Trustee Board</b>	
K	To consider changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.
L	To consider any changes to the election and appointment processes in the College, including its effect on succession planning and diversity.
<b>Ongoing Nominations Sub-Committee workplan</b>	
M	To consider the likely turnover on the Trustee Board and its committees and those likely or available to be proposed for membership, taking steps to ensure there is the widest pool of talent for leadership positions.
N	To ensure that adequate processes are in place to search actively for talented candidates in terms of accountability, openness and transparency.
O	To lead the recruitment of Lay Members of Trustee Board in accordance with Byelaw 44 and the Trustee Board Appointments and Reappointment Policy

P	To lead the recruitment of independent and college members of Trustee Board committees in accordance with the Trustee Board Appointments and Reappointments Policy.
Q	To maintain a Trustee Board Appointments and Reappointment Policy.
R	To review the results of the Trustee Board performance evaluation process that relate to the composition of the Trustee Board and succession planning.
S	To be a key leader in the pursuit of improved inclusion and diversity within the college, including membership of Officer Group, Trustee Board and its committees, and Council and its committees.
T	To ensure a regular evaluation of its own performance is carried out to ensure the committee is operating at maximum effectiveness and to make any recommendations for change to Trustee Board, including to its terms of reference.
U	To review the aspects of the college Equality and Diversity Strategy that come within the committee's remit, and support their delivery and monitor impact.
V	To report on its activities to the Trustee Board on a regular basis, at least annually.
W	To produce a report for inclusion in the college's Annual Report about its activities, the process used to make appointments and explain if external advice or open advertisement has been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the RCGP. It should include a statement of the Board's policy on inclusion and diversity, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

(C) **Audit and Risk Committee** (updated April 2022)

Accountable to:	Trustee Board
Chair	<p>The Chair of the Audit and Risk Committee may be nominated from amongst the Audit and Risk Committee existing membership or may be an additional member. He/she will be nominated and recommended by the Trustee Board on the basis of personal expertise, will be approved by Council, and whilst will normally be a RCGP member, may come from any suitable source.</p> <p>Existing College Officers and the Chair of Trustees are ineligible for appointment as Chair of the Audit and Risk Committee.</p>
Membership and Appointment	<p>The Audit and Risk Committee will consist of no fewer than 5 Members appointed by Trustee Board of whom:</p> <p>At least one Independent Member, external and independent of the College</p> <p>One lay trustee (to be appointed by the Trustee Board);</p> <p>One Council trustee (to be appointed by the Trustee Board);</p> <p>Up to two College members who are appointed by the Trustee Board.</p> <p>If possible, one of the two College members so appointed will be drawn from current or recent Faculty or Devolved Council Honorary Treasurers.</p>
Quorum	Three members of the Committee, including the Chair
Sub-Committees	None
Terms of membership:	The term of each appointment shall be 3 years; renewable for a further term, with the maximum term of appointment 6 years.
Attendance:	<p>The Honorary Treasurer shall be invited to meetings of the Audit Committee.</p> <p>The Chief Executive Officer, the Executive Director of Planning &amp; Resources, Head of Finance and such other</p>

	<p>members of staff, as the Chair may require, shall be in attendance at meetings.</p> <p>The external auditors and the internal auditors by invitation only.</p> <p>Such other persons as the Chair may require</p>
Overall Purpose:	<p>To take delegated responsibility on behalf of Trustee Board for ensuring that there is a framework for accountability, for examining and reviewing all systems and methods of control, both financial and otherwise, including risk analysis and risk management.</p> <p>To ensure the College is complying with all aspects of the law (including compliance with data protection and equality legislation) relevant accounting and other regulations, and good practice.</p>
Authorisation:	The Committee is authorised, in consultation with the Honorary Treasurer, to obtain appropriate external legal and other professional advice in order to fulfil its duties to the Governance and Nominations Committee

**Has delegated authority from the Trustee Board**

1.	To ensure there are appropriate frameworks for accountability including internal controls and risk management.
2.	To ensure the College and trading subsidiaries are complying with financial accounting standards and other regulations and Acts as delegated by the Trustee Board.
3.	To investigate any matters that threaten or adversely affect the College's aims and objectives, its assets, the reliability of its records or information, its compliance with all laws, workplace regulations and policies and its governing instruments.
4.	To ensure appropriate and timely training is provided both in the form of induction training for new Audit Committee members and an ongoing basis for all Audit Committee members.
5.	To approve the scope and objectives of the work of the internal and external auditors.
6.	To ensure effective co-ordination between internal and external audit.
7.	To approve the internal audit reports and internal audit annual reports; the management letters of the external auditors and management's response to these.
8.	To monitor, within an agreed timescale, the implementation of agree recommendations relating to internal audit assignment reports, internal audit annual reports and the external auditor's management letters.

9.	To establish, in conjunction with management, relevant annual performance measures and indicators and to monitor the effectiveness of the internal and external auditors through these measures and indicators and decide, based upon this review, whether a competition for price and quality of the audit service is appropriate.
10.	To decide on the appointment, reappointment, dismissal and remuneration of the internal auditors
<b>Is required to provide initial scrutiny and review prior to final approval by the Trustee Board</b>	
11.	Monitor and review the integrity of the College's Annual Accounts and financial statements ensuring that the appropriate accounting standards have been adhered to and applied.
12.	Review of the effectiveness of the College's internal controls and risk management systems, and to give assurance to Trustee Board that they are operating as intended.
13.	Agree the statements to be included in the Annual Accounts concerning internal controls and risk management.
14.	To recommend the appointment of the external auditors.
<b>Ongoing Audit and Risk Committee workplan</b>	
15.	Review Audit Committee performance and terms of reference annually to ensure it is operating at maximum effectiveness and make such changes as necessary.
16.	To produce an annual report which includes the Audit Committee's advice on the effectiveness of the College's risk management, control and governance processes, and any significant matters arising from the work of internal and external audit.
17.	To receive regular reports from the Health & Safety Committee and Assurity Consulting.
18.	To conduct periodic 'deep dives' into areas of work within the College.
19.	To liaise with, and coordinate activities with, other committees of Trustee Board, where other committees maintain oversight of risk/control in their areas of responsibility.
20.	To maintain communications outside of formal meetings with others involved in aspects of governance including key executives, auditors, and Chair of Trustee Board).

(D) **Planning and Resources Committee** (updated April 2022)

Accountable to:	Trustee Board
Chair:	Honorary Treasurer
Membership and appointment:	<p>Total membership is 7:</p> <p>Chair (the RCGP Honorary Treasurer)</p> <p>A College Member or Fellow who is, or has recently, been a Faculty Treasurer.</p> <p>Two Council trustees</p> <p>One lay trustee</p> <p>Two independent Members, appointed by Trustee Board</p> <p>(The Chair of the Audit and Risk Committee will not normally be a member of Planning and Resources).</p>
Quorum:	Four members of the committee including the Chair or nominated deputy.
Terms of membership:	<p>The term of each appointment shall be 3 years; renewable for a further term, with the maximum term of appointment 6 years.</p> <p>The Chair of the P&amp;RC's appointment will be coterminous with their term of office as Honorary Treasurer.</p>
Attendance:	<p>Chief Executive Officer</p> <p>Executive Director Planning &amp; Resources</p> <p>Executive Directors and Assistant Directors (as appropriate, by invitation)</p> <p>Such members of staff and other persons as the Chair may require.</p> <p>Where issues about particular elements of the College's planning and resources activities are to be discussed, members of the College who represent the elements affected should usually be invited to attend.</p>
Overall Purpose:	To oversee the College's financial planning and management processes and its effective utilisation of resources

Authorisation:	The Committee is authorised by the Trustee Board to undertake the responsibilities as detailed in these Terms.
<b>Has delegated authority from the Trustee Board</b>	
1.	To review and challenge the management of all aspects of the College's finances including business planning, allocation of resources to deliver strategic objectives, budgeting, financial control and compliance with loan covenants:
2.	To monitor executive delivery against key performance indicators and agree appropriate action as relevant.
3.	To approve revisions and amendments to the annual business plan outside of the planning process, within delegated financial authorities.
4.	To approve spending from designated reserves, in line with purpose of reserve as decided by Trustee Board and with delegated financial authority, and review and monitor progress of approved projects.
5.	To approve policies on human resources issues within the College and review and monitor issues relating to the terms and conditions under which the staff of the College are employed.
<b>Is required to provide initial scrutiny and review prior to final approval by the Trustee Board</b>	
6.	To ensure that the assets of the College are used for charitable purposes
7.	To recommend the draft budget to the Trustee Board annually including future year projections
8.	To periodically review the College's investment policy and recommend updates to the Trustee Board.
9.	To ensure the College's investments are being appropriately managed in line with policy.
10.	To ensure that the investment management contract is tendered regularly and agree the process for doing so.
11.	To have oversight of procurement for the College and compliance with policies including reporting to the Trustee Board on commitments in excess of specified limits.
<b>Ongoing Planning &amp; Resources workplan</b>	
12.	To review and challenge the management of matters relating to the properties of the College including programme of capital spend.
13.	To review and challenge the strategy for, and investment in, the College's digital and IT infrastructure, and its management.



14.	To scrutinise the performance of the College's investments by meeting with investment managers on a regularly basis and receiving investment update reports.
15.	To report regularly to the Trustee Board through submission of minutes.

(E) **The Remuneration Committee** (updated January 2024)

Accountable to:	Trustee Board
Chair:	A person independent of the College with knowledge of healthcare organisations OR a lay trustee, appointed by the Trustee Board
Membership and appointment:	Two Independent Members, external to the College (one of whom may be Chair)  Chair of the Trustee Board  A lay trustee (one of whom may be Chair)  A member of Council who is not an Officer or a member of the Trustee Board  A member of the Trustee Board's Planning and Resources Committee (who may be the Chair of that Committee, an Officer or some other person)  Each will be appointed by the Trustee Board on the recommendation of the Nominations Committee
Quorum:	Three members of the Committee, including the Chair and at least one external member or lay trustee
Sub-committees:	None
Terms of membership:	The term of each appointment shall be 3 years; renewable for a further term, with the maximum term of appointment 6 years.
Frequency of meetings	The Remuneration Committee will meet in person or virtually on a twice yearly basis
Attendance:	<ul style="list-style-type: none"> <li>• Staff members and other persons as the Chair requires</li> <li>• Chief Executive Officer</li> <li>• Assistant Director HR and OD</li> <li>• Chair of the Planning and Resources Committee (if not a member in their own right)</li> </ul>
Overall Purpose:	<ol style="list-style-type: none"> <li>a. To consider and recommend the remuneration policy 'The Executive Pay Policy; and related matters for the Chief Executive Officer and Executive Management Team.</li> <li>b. To consider remuneration and related matters for those clinicians employed by the College.</li> <li>c. To consider remuneration and related matters for College Officers.</li> </ol>
Authorisation:	The Committee is authorised by the Trustee Board to undertake the responsibilities as detailed in these Terms of Reference.
<b>Has delegated authority from the Trustee Board</b>	
1.	To consider and approve a policy for the remuneration of the Executive Management Team (the Executive Pay Policy).

2.	To consider proposals from the Chief Executive Officer for remuneration for members of the Executive Management Team in line with the Executive Pay Policy.
3.	To consider proposals from the Chair of the Remuneration Committee, the Honorary Treasurer and the Chair of the Trustee Board for remuneration of the Chief Executive Officer and determine their remuneration in line with the Executive Pay Policy.
4.	To determine the level of fees payable in respect of clinical work in accordance with the standard fee framework approved by the Trustee Board.
5.	Where the College's Officers refer a potential conflict of interest about any proposed fee, payment or secondment arrangement for any Officer, to consider the proposal and determine whether to approve it.
6.	To ensure that a sufficient mechanism exists to set objectives for and to review the work the Chief Executive Officer and executive team.
<b>Is required to provide initial scrutiny and review prior to final approval by the Trustee Board</b>	
7.	To consider and put forward for approval to the Trustee Board any severance arrangements for the Chief Executive Officer and members of the executive team through consultation with the Chair of the Remuneration Committee; ensuring that failure is not rewarded and that the duty to mitigate loss is fully recognised.
8.	To consider proposals from the Honorary Treasurer for changes to the standard fee framework for clinical work and make recommendations to the Trustee Board about changes to the framework.
<b>Ongoing Remuneration Committee workplan</b>	
9.	To receive annual executive pay market reports from the Assistant Director HR and OD.
10.	To commission independent executive research on a minimum triennial cycle.
<b>Urgent Decision Making</b>	
	<p>To follow the policy outlined in the Executive Pay Policy when quick decisions or recommendations are needed outside of Committee meetings including in the following instances:</p> <ul style="list-style-type: none"> <li>• Where a recruitment and selection process is underway and a salary range must be determined for advertising purposes;</li> <li>• Where offer of salary must be made to secure a candidate following the recruitment process;</li> <li>• Where circumstances require negotiations around severance arrangements to commence without delay.</li> </ul> <p>The Chair may call additional meetings at short notice to be held either virtually or physically in order to make urgent decisions. The Chair may also seek approval by written resolution via email. If these options are not reasonably practical, the Chair may take action between meetings where the action is considered urgent and cannot wait for a scheduled meeting. However, the Chair is charged with consulting Members, wherever possible, before he/she takes such action. Any Chair's Action should be reported to the next meeting of the Remuneration Committee.</p>

## APPENDIX 2 – Role Description for Senior Independent Trustee

### TRUSTEE BOARD – SENIOR INDEPENDENT TRUSTEE

#### Role Description

<b>Accountable to</b>	Trustee Board
<b>Eligibility</b>	A member of Trustee Board who is elected under Byelaw 44 (Lay Trustee).
<b>Terms of Office</b>	Appointment is co-terminus with term of office.
<b>Remuneration and Expenses</b>	Although not remunerated, all expenses incurred (travel, subsistence, hotel accommodation, etc) are reimbursed, in line with the College's expenses limits and policy.
<b>Appointment Criteria</b>	Appointment by Trustee Board by process determined by the Chair of Trustees.
<b>Time commitment</b>	The time commitment will vary depending on level activity of the area of responsibilities. As a minimum, the expectation is this role would involve an additional four days per annum.

#### **COMMITTEE PURPOSE**

The Trustee Board is responsible for the management and administration of the College, and is the College's corporate body.

#### **ROLE PURPOSE**

The Charities Act 2011 defines charity trustees as the people responsible under the charity's governing document for controlling the administration and management of the charity. The Senior Independent Trustee will support the Chair of Trustees, deputise in their absence, and manage disagreements or disputes, where it is inappropriate for the Chair of Trustees to do so, to build a consensus towards an agreed resolution.

#### **MAIN RESPONSIBILITIES**

A	To have a key role in supporting the Chair of Trustees in leading the Trustee Board, instilling the appropriate values behaviours and culture and acting as a sounding board and source of advice for the Chair of Trustees.
B	The SIT is expected to work with the Chair of Trustees, other Trustees and stakeholders to resolve major issues.
C	To act as an alternative point of contact for stakeholders where discussions with the Chair of Trustees or Chief Executive Officer has failed to resolve their concerns or if such contact is inappropriate, eg if they have concerns about the performance of these individuals.
D	Where there is a disagreement or dispute between the Chair of Trustees, Chief Executive Officer and one or more Trustees (or combination thereof), the SIT can intervene, identifying issues that have caused the disagreement or dispute and try to mediate and build a consensus towards an agreed resolution.

E	Working with the Nominations Committee to oversee succession planning for the Chair of Trustees.
F	Lead the annual review of the performance of the Chair of Trustees taking input from other Board members.
G	To act as Vice Chair of Trustee Board.
H	To chair Trustee Board meetings in the absence of the Chair of Trustees.
I	As part of their responsibilities as Vice Chair of Trustee Board, in the event of the resignation, temporary incapacitation or leave of absence of the Chair of Trustees, shall 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.