



## Proposed changes to the governing documents of the Royal College of Physicians of Edinburgh (RCPE)

### RCPE AGM, September 27<sup>th</sup> 2024

Dear Fellows and Collegiate Members,

This note summarises the outcome of and proposals stemming from a comprehensive governance review carried out over the last eighteen months. We thank the many Fellows and Members who have made significant and constructive contributions.

It is accompanied by two appendices that stem from that review: a proposed new Charter in full and a complete set of proposed new Laws.

#### **1 BACKGROUND AND INTRODUCTION**

- 1.1 The College is a charity, regulated by the Office of the Scottish Charity Regulator (OSCR). Because the College is a charity, it must comply with charity law, and should also follow OSCR guidance.
- 1.2 Charity law is wide-ranging, covering all aspects of running a charity. For the purposes of this paper, the most relevant elements are as follows:
  - 1.2.1 There must be a single group of charity Trustees, who are the people who are ultimately responsible for the management of the College. They are accountable to OSCR for delivering what the College says it will do, that being the College's charitable purposes.
  - 1.2.2 Trustees have several legal duties. They must comply with the law, and with the College's own Charter and Laws. They must ensure the College is carrying out its purposes for the benefit of the public. They must manage the College's finances, property, other resources and risks and any conflicts of interest responsibly. They must act with skill and care, and make sure that the College is managed transparently to ensure

accountability to stakeholders, OSCR and the public at large. They must always act in the best interests of the College.

- 1.3 Being a Trustee carries significant personal responsibility. It is rare, but not impossible, for Trustees to be held personally liable if they act improperly and/or cause a financial loss to the charity.

## **2 THE PROPOSED CHANGES**

All the proposed changes will align the College with both charity law and good governance practice.

Any proposed change must be accurately reflected in the Royal Charter of the College and in the Laws of the College. Changing the Royal Charter requires Royal Assent, via the Privy Council. Changing the Laws, and the Charter itself, requires the assent of a majority of Members and Fellows.

The most significant proposed changes are:

### **2.1 *The introduction of a Board of Trustees, the majority of whom will be members of Council***

At present all the members of Council must be charity trustees. Early in the governance review, it was recognised that Council's size (more than 30 people) and composition made it very difficult for members of Council to discharge their legal duties as charity trustees. Creating a Board of Trustees will focus those legal duties and responsibilities onto that Board, and will thus free Council to focus on representing the views of the Fellows and Members about matters relevant to the medical profession, and physicians in particular, for example education, training, examinations, quality and research, providing support to Fellows and Members, developing College policy and protecting the College's heritage.

Importantly, the clear majority of the new Board of Trustees will be clinicians who are members of Council.

### **2.2 *Amplifying the voice of our membership***

Many of the proposed changes represent good practice in promoting effective engagement with the membership and good governance more generally. They include making it easier for Fellows and Collegiate Members to request an EGM, to

put a motion to a College meeting, to remove a Trustee from the Board or a member from Council, and, by introducing proxy voting, to enable busy Fellows and Collegiate Members to be heard at College Meetings even if they cannot attend on the day. The changes will also make it easier to have representation on Council from Fellows outside the UK. The overall purpose is to amplify Fellows and Collegiate Members' rights and voice in the College's governance.

### **2.3 *The transfer of some details of our governance practice from the Charter to the Laws.***

This will enable the College's Fellows and Members to approve future changes to the Laws themselves, without needing Privy Council approval, provided that these changes are not repugnant to the provisions of the Charter. As such, our Royal Charter still retains its primacy, but we can be more agile and flexible in the management of our Laws.

### **2.4 *Various other changes which reflect current good governance practice***

For example moving back to three-year terms of office, clarifying rules on conflicts of interest, clarifying the situations in which a Trustee's term of office must end in order to protect the College, and clarifying and redistributing the roles of the Fellows currently known as the Charter Trustees.

## **3 CONSULTATION WITH FELLOWS AND MEMBERS**

3.1 The current form of the proposed changes owes a substantial amount to the invaluable and constructive input of our Fellows and Members through the consultation which has been running since January this year.

3.2 The consultation centred around a comprehensive website, <https://www.rcpefuturegov.com>, setting out the perceived need for change in the College, the headline proposals and the detailed proposals for achieving this change. In addition, Council has alerted Fellows and Members to major updates to the website via several emails. Feedback from Fellows and Members has been requested and welcomed throughout the process – and over a hundred separate comments and questions have been submitted through the website (all of which have received an individual response). We have also held four online Q&A sessions, an online focus group and a real-life Q&A with Senior Fellows.

- 3.3 The version of the Laws presented to you at this AGM is slightly different to the version published on the consultation website in August, mainly due to helpful feedback from Fellows and Members. You can see a list of these changes here: <https://www.rcpefuturegov.com/new-laws>, under the heading “What has changed since the last version?”.
- 3.4 Our Council has unanimously approved the proposals summarised here and arising from this consultation and we will formally present them to you at the College AGM.
- 3.5 Council is extremely grateful to everyone who has contributed.

#### **4 ASKING FOR YOUR APPROVAL**

- 4.1 The approval of Fellows and Collegiate Members is now needed - and always will be needed - for any changes to the Charter or to the Laws. The Motions set out in the Billet for this meeting ask you for this approval to the changes explained above.

Council has had the opportunity to reflect on the need for these changes over a prolonged period of time and present our proposals to you in the sincere belief that you will share our view that they represent a sensible, measured and inclusive way forward for our College at this time.

A handwritten signature in black ink, appearing to read 'Andrew Elder', written in a cursive style.

**Professor Andrew Elder FRCP Edin**  
**President**