



# The Royal College of Emergency Medicine

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**Document for Annual General Meeting (AGM):**

## **Proposed Changes To Our Constitution**

**Date of AGM:** 13 October 2020

**Submitted on behalf of the College Council by:**

Carole Gavin Vice President Membership,  
Higgi (Ian) Higginson, Vice President, and  
Gordon Miles Chief Executive

### **Summary for busy Members:**

The Membership is asked to approve changes to our constitution to enable the College to reform how it is governed to comply with the Charity Governance Code. This Code has been endorsed by the Charities Commission who recommend that charities comply with it.

For this College the main changes needed are to form a smaller Trustee Board to oversee the College activities. Other Colleges have undertaken similar reforms already and so we have studied these and selected an approach which will provide for an effective way forward. The current Council, which governs the College, and comprises over 35 Trustees will continue to operate and focus on emergency medicine specialty matters, but without the onerous duties of a Trustee. Whilst the new Trustee Board of twelve will focus on overseeing College operations.

To ensure that the new Board is in touch with modern emergency medicine its makeup will comprise a core of the Members and Fellows, led by the President, and will also have specialist non-executive lay members carefully selected to join it.

At the same time, we are also taking the opportunity to widen the voting base of the membership following your feedback.

The Council recommends these changes to the Membership and this paper sets out the detail of the proposal for Members to consider before voting.

Gordon Miles  
CEO

***Excellence in Emergency Care***

*Incorporated by Royal Charter, 2008 • Registered Charity number 1122689*

## **Introduction**

The Royal College of Emergency Medicine is a registered charity and is therefore bound by all the various rules and regulations surrounding charities. It is a body incorporated by Royal Charter and so its governance arrangements, similar to the other medical Royal Colleges are rather unique.

At the moment the Trustees of the Charity are the Officers of the College, the national Vice Presidents and regional chairs, the Lay Chair, and some other committee chairs. Together they are responsible for how the College is run. The Trustees are also responsible for the College employees, managed by the Chief Executive. The College staff do a brilliant job ensuring that the organisation runs smoothly and effectively.

## **Present Position**

Charities are regulated by the Charity Commission and the Office of the Scottish Charity Regulator. Being a Trustee comes with significant responsibilities. These have been brought into focus with some high-profile failures in other organisations recently.

Within the current arrangements the Council of Trustees has to concern itself with the governance of the College as well as the development of the specialty of emergency medicine. It's a big ask to expect emergency physicians with full time jobs to do it well.

At the same time we've had some concerns that our governance at RCEM could be improved. Whilst we have worked hard to get it right, it was felt that we needed to refresh the way we operate and become even more rigorous in accordance with current best practice guidance for Charitable bodies. This in no way means that we have done anything wrong: our financial stewardship has been excellent and we don't believe we have any significant undetected problems.

## **Charity Governance Code**

Recently the Charity Governance Code<sup>1</sup> for larger charities was published. It's not a legal requirement to follow this code but it is good practice and is recommended by the Charity Commission. This gave us an opportunity to review our own our own governance against some published standards, and we have done so.

We are in good company. Many other Royal Colleges have gone down a similar path. The RCEM review, co-chaired by Ian Higginson as the former Registrar, and Carole Gavin the current VP Membership, with excellent support from Gordon Miles our CEO, has now made its recommendations. The recommendations need to be expressed as changes in our Charter, Ordinances and Bye-Laws. Our Bye Laws are a matter for our Trustees to decide but changes to our Charter and Ordinances need to go through the Privy Council because we are a Royal College and need their approval for changes to our core constitution. They also need the approval of Members voting at a general meeting.

Central to the aim of the Code, is to reform Trustee Boards so that they are smaller in size, with an optimum size of 12 being described. Other medical Royal Colleges have tackled this by separating their Council (which concerns itself with specialty matters) from their Trustee Board (which then concerns itself with the strategy and governance of the College). This is then made workable by creating a bridge between the two by appointing roles which sit on both, to give continuity.

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<sup>1</sup> <https://www.charitygovernancecode.org/en/front-page>

## **Proposed Changes**

At their heart the proposals we are making, after careful deliberation, are relatively simple and similar to those adopted by other Colleges. Our Council is recommending these changes to the Membership.

We are proposing to establish a board of Trustees who will assume responsibility for the effective running of our College. The board will consist of 12 people, of whom four will be lay, four will be College Officers, and four will be appointed members of the College of whom no more than two will sit on Council. The chair of the Board of Trustees will initially be the President, although this is allowed to change in the future, with the appointment of an additional Trustee. This arrangement will allow a smaller group of Trustees to focus on the core business of running the College, keeping themselves up to date with the various regulations and skills that go into Charity Governance.

The College Council will become a professional advisory body, allowing its members to focus on professional matters and advise the Trustees appropriately where this plays into how College is run or where key financial decisions are made. All committees of the College except the Corporate Governance Committee and the Appointments Committee will report to Council. Council and Executive Committee will report to Board of Trustees. The various roles and responsibilities of the Trustees, Council Members, and College staff will be clearly laid out in a scheme of delegation.

We have of course consulted our legal advisors to ensure that any potential risks inherent in complying with the Charity Governance Code have been considered and mitigated as much as possible by the drafting of the ordinances and bylaws.

We will remain a professional and inclusive membership organisation and the key functions that we undertake around education, specialist training, defining and promoting quality and high standards in emergency medicine, supporting research, and developing our international work will all continue.

We will need to place our trust in our appointed Trustees and the College team, to ensure RCEM will be well run to meet its core objectives under its charter and charitable status as we enter the next stage of our development. These changes should equip us for the future.

## **Implementation**

We will plan to make the changes to appoint and form the new Trustee Board in 2021 aiming to have this in place by 30 June 2021.

## **Voting and elections**

We are taking the opportunity to review senior College posts and in particular we are proposing that we broaden the College electorate to include all Fellows, Associate Fellows and Members (excluding Honorary Fellows, Associate Members and Affiliates), who shall be entitled to vote in the election of the President and other members of Council. These new rules also will enable us to make sure that, as the membership of our College evolves, we can make sure future professional groups are included in all College activities including voting.

## **Recommendation**

Having worked carefully on developing these changes over the past two years, our Council is satisfied that these changes are in the best interests of the specialty and the College. The Council therefore recommends that the Membership approve them. To do so that means passing the two special resolutions that accompany this explanatory paper.

Ian Higginson Vice President  
Carole Gavin, Vice President (Membership)  
Gordon Miles, CEO