

STANDING ORDERS OF THE BOARD OF TRUSTEES OF THE ROYAL COLLEGE OF PHYSICIANS

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PART 1 - BACKGROUND

1. Preamble

1.1. These Standing Orders are made to regulate the procedure of the Board of Trustees.

- 'Board' means the Members of the Board of Trustees, as constituted at clause 6 below.
- 'Bye-Laws' means the Bye-Laws and Regulations of the College. These define and determine the way in which the College conducts some of its business, including the election of Officers. Changes to the Bye-Laws are approved by the Fellows of the College. The Bye-Laws have developed and evolved over time, and whilst as a whole they are a central constitutional document, they do not cover all aspects of its governance.
- 'Council' means the Council of the College, as defined by the Bye-Laws.
- 'Chief Executive' means the person appointed by the Trustees as the Chief Executive of the College.
- 'College' means the Royal College of Physicians of London.

1.2. In these Standing Orders, unless the contrary intention appears, words in singular include the plural and words in the plural include the singular.

2. Constitutional Framework

- 2.1. The College was incorporated by the Royal Charter granted by Henry VIII in 1518, which has been supplemented by succeeding Acts of Parliament. The College is governed in its constitutional arrangements by its Bye-Laws and Regulations, which determine the powers of Officers and Council.
- 2.2. The College was registered with the Charity Commission for England and Wales as a Charity on 25 July 1963. The Charity Commission is the independent regulator of charities in England & Wales. Its function as regulator is to work closely with charities to ensure that they are accountable, well run and meet their legal obligations in order to promote public trust and confidence. The Charity Commission's objectives, general functions and general duties are defined in Charities Act 2011.
- 2.3. This status imposes particular responsibilities for governance of the College as a charity, but which were not made explicit in the Bye-Laws. Since registration in 1963 the work and complexity of College activities have increased, such that in January 2007 Council agreed that a specific and separate Board of Trustees should be established to fulfil the responsibilities associated with charitable status. These Standing Orders define the governance and operation of the Board of Trustees, and clarify its relationship with Council and the Finance and Resources Board and the Risk and Audit Committee.

3. Role and Responsibilities of the Board of Trustees

- 3.1. Charity Trustees are the people who serve on the governing body of a charity. They are responsible for controlling the management and administration of a charity (the Charity Commission, CC3, published March 2012, last updated May 2018). Trustees have and must accept ultimate responsibility for directing the affairs of a charity, and ensuring that it is solvent, well-run, and delivering the charitable outcomes for which it has been set up. Trustees must:
 - Ensure that the College as a charity complies with charity law, and with the requirements of the Charity Commission as regulator; in particular ensure that the charity prepares reports on what it has achieved and annual returns and accounts as required by law.
 - Ensure that the College as a charity does not breach any of the requirements or rules set out in its governing document and that it remains true to the charitable purpose and objects set out there.
 - Comply with the requirements of other legislation and other regulators (if any) that govern the activities of the charity.
 - Act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets.
 - Ensure that the College as a charity is and will remain solvent.
 - Use charitable funds and assets reasonably, and only in furtherance of the objects of the College as a charity.
 - Avoid undertaking activities that might place at undue risk the endowment, funds, assets or reputation of the College as a charity.
 - Take special care when investing the funds of the College as a charity, or borrowing funds for the College as a charity to use.
 - Use reasonable care and skill in their work as Trustees, using their personal skills and experience as needed to ensure that the charity is well-run and efficient
 - Consider obtaining external professional advice on all matters where there may be

material risk to the College as a charity, or where the Trustees may be in breach of their duties.

4. Role and Responsibilities of the Council

4.1. The Council of the College is the focus for dealing with all issues that affect the professional activity of its membership, including matters relating to the College’s purpose, policy (as developed by Council through the Strategic Plan) and guidance relating to clinical standards; examinations, education and training; professional issues such as professionalism and revalidation; election of Fellows; College membership; external relationships; engagement with Fellows and Members; international issues; and any other matters relevant to the practice of medicine and provision of medical care.

- Matters relating to the membership and activities of Council are defined within the Bye-Laws, although Trustee status is not referred to. For clarity, those members of Council who do not also sit on the Board of Trustees are not Trustees of the College as a charity.
- Council will be the focus for originating and developing strategy and policy on professional and related issues, and thus advising the Board of Trustees. Where necessary, such as when a development or change of policy has financial implications for the College, Council will refer proposals for endorsement by the Board of Trustees.
- The Council may advise the Trustees on any matter in which the Council considers it to be appropriate that its advice should be given or on which its advice may be sought by the Trustees, but the Council shall have no power to direct the Trustees to follow such advice.
- Should the Trustees decide not to accept the advice of Council on any matter, or decline any proposal for development, the Chairman of the Board will inform the Council of this fact and the reasons for it, and will invite further submission from the Council as appropriate until the matter is resolved. In the event of an inability to resolve an issue, provisions exist within the Bye-Laws for sufficient Fellows to refer the matter to a General Meeting of Fellows.
- Whilst matters of finance, facilities, and assets are primarily the responsibility of the Finance and Resources Board, Council shall receive regular reports from the Finance and Resources Board to inform its considerations on professional issues. Council has the right to raise any item with the Board of Trustees, to which the Trustees must give due consideration.

5. Role and Responsibilities of the Finance and Resources Board and the Audit and Risk Committee

5.1. These two groups will report and be accountable to the Board. They will support and advise the Board on matter relating to financial and related issues. Each will be governed by specific Terms of Reference which will be approved by the Board, including definition of their responsibilities, remit, and membership.

5.2. The Finance and Resources Board (‘the F&RB’) is responsible for making recommendations to the Board on key resource decisions, including proposals for capital developments. It is responsible for overseeing the management and direction of the finances, facilities and assets of the College, and advising the Board with the following objectives:

- The College is financially sound and viable at all times

- The financial plans of the College reflect the organisation’s priorities, objectives and operational plans and the financial plans are implemented.
- The College complies with relevant statutory and regulatory requirements in relation to financial management and reporting.
- The financial policies and practices of the College are of a standard in line with good practice in the voluntary sector.
- The College’s assets are properly managed and enhanced and that proper policies and procedures are in place for their safe-keeping.
- The College uses resources efficiently and effectively in fulfilling its objectives.

5.3. The Audit and Risk Committee will;

- Provide the Board with an independent assessment of the College’s statutory financial position and accounting affairs, with the objective of providing further assurance of the quality and reliability of the financial information used by the Board and contained in the documents approved by the Board for issue on behalf of the College; and
- Review/oversee the establishment and maintenance of effective systems of governance, risk management and internal control across the whole of the College’s activities that support the achievement of the organisational objectives and strategic goals.

5.4. The Finance and Resources Board and the Audit and Risk Committee will receive the minutes of meetings of Council so that they are kept informed on professional issues.

PART 2 - STANDING ORDERS OF THE BOARD OF TRUSTEES

6. Composition of the Board of Trustees

6.1. These Standing Orders provide that the Trustees may act as a Board.

6.2. The members of the Board shall be the Trustees of the College as a charity.

6.3. The members of the Board shall comprise;

Role/position	Number of seats at the board
Lay Chair of Trustees	1
Senior officers (as defined by bye-law 9.1)	
President	1
Registrar	1
Treasurer	1
3 x Vice Presidents (of which 2 will attend the board in rotation)	2
Other members of Council	
As defined by Bye-Law 19.1, elected by Council; of whom at least two shall be from the twelve directly- elected Councilors.	3
Lay members	
Up to 6 providing particular external expertise, appointed by the Board of Trustees as a whole	Up to 6
Total	Up to 15

6.4. Appointment of the Board of Trustees

- 6.4.1. The President and Senior Officers shall be elected in accordance with the relevant statutes and Bye-Laws. The role of Trustee is ex officio to each of the Offices named in paragraph 6.3 of these Standing Orders.
- 6.4.2. The other members of the Council shall be elected by a ballot of all of the members of Council as defined in Bye-Law 19.1, except those members of Council who are Lay members. The procedure for election will be agreed by Council from time to time and shall form an appendix to these Standing Orders. The extent of the information that may be provided by candidates shall be determined by Council in accordance with Bye-law 5.7. The individuals elected shall serve as members of the Board of Trustees until the end of their term of office as a member of Council. This may vary between individuals, depending on the basis on which each serves as a member of Council. Notwithstanding that, any members of the board who are chosen from the twelve directly-elected Councillors will serve on the board for three years. If during that time on the board they complete their term as a directly-elected Councillor, they shall retain the right to attend the meetings of Council until they retire from the Board of Trustees (but shall not remain a member of Council during that period and shall not retain any voting rights in the Council). Should this be the case at any time, there will still be twelve other directly-elected Councillors, as defined in Bye- Law 19.1, with the ex-officio Trustee Councillors being supernumerary.
- 6.4.3. It shall be the responsibility of any such Trustee to ensure that they have sufficient time to carry out this role, including if necessary obtaining the approval of their employer. A detailed description of the role of Trustee will be maintained, to assist in negotiations, and the President will assist any Trustee in this process as appropriate, such as by writing to the employing authority to explain the importance of this role.
- 6.4.4. The Chair of Trustees and Lay members will be appointed by the Board as a whole, to serve for a term of up to four years. In exceptional circumstances as agreed by the Board, this may be renewable once for a further four years with the agreement of the Board.

7. Remit of the Board of Trustees

- 7.1. The Members of the Board share responsibility for the strategy and future direction of the College as a charity and the effective and efficient delivery of its plans and functions. They are responsible for:
- ensuring that high standards of corporate governance are observed;
 - approving the strategic direction and priorities of the College within the context of its obligations as a charity, and within its charitable purpose and objects;
 - encouraging high standards of propriety and promoting the efficient and effective use of staff and other resources;
 - promoting quality in the College’s activities and services;
 - monitoring performance against agreed objectives and targets; and ensuring that they personally, and the Board corporately, observe the seven principles of public life set out by the Committee on Standards in public life.
- 7.2. The Board of Trustees will;
- 7.2.1. Perform their duties as required by charity law including the performance of their duties having regard to their responsibilities as charity trustees as described in Standing Order 3.

- 7.2.2. Be responsible for the general control and management of the administration of the Charity and be accountable to the Charity Commission.
- 7.2.3. Be the final arbiter of decisions for stewardship of those matters of College activity falling within the requirements of charity law.
- 7.2.4. Report to the wider Fellowship at the Annual General Meeting, and keep Council informed of its decisions.
- 7.2.5. In reaching its decisions, receive and consider advice and proposals from the Council on professional and related issues, and from the Finance and Resources Board and the Audit and Risk Committee on matters of stewardship, assets, and other resource matters within their terms of reference. The Board of Trustees will refer back and subsequently reconsider proposals when necessary.
- 7.2.6. Collectively ensure delivery of the College’s objects, approve its strategic direction, developed in collaboration with Council and the Finance and Resources Board, and uphold its values.
- 7.2.7. Collectively be responsible and accountable for ensuring and monitoring that the organisation is performing well, is solvent, and complies with all its obligations as a Charity.
- 7.2.8. Compose and organise itself to discharge its responsibilities and functions as charity trustees.
- 7.2.9. Periodically review its own and the College’s effectiveness.
- 7.2.10. Have power to appoint and remove the Chief Executive as provided for under Bye-Law 23.1, the Officers also consulting with the full Board

8. Meetings and Proceedings of the Board

8.1. Meetings of the Board

- 8.1.1. The Board shall hold meetings at such intervals as may be determined by the members of the Board, subject to the proviso that the Board must meet at least three times each year, with a minimum of one meeting of Council taking place between each meeting of the Board.
- 8.1.2. The Board shall determine the time and place of the meetings to be held under paragraph 8.1.1 and may invite such employed staff of the College and such other persons to attend as they consider appropriate.

8.2. Special Meetings of the Board

- 8.2.1. Without prejudice to paragraph 8.1, where paragraph 8.3.2 applies or in the event of urgency, the Chair may determine to hold a meeting to be known as a special meeting at such time and place as ~~he or she~~ they may determine.

8.3. Power to Call Meetings

- 8.3.1. Where, in the opinion of the Chair, an urgent matter has arisen, the Chair may call a meeting of the Board at any time.
- 8.3.2. Where three or more Trustees submit a signed request for a meeting to the Chair, the Chair shall call a meeting in accordance with paragraph 8.3.1.
- 8.3.3. Where paragraph 8.3.2 applies, the Chair shall, as soon as practicable but no later than seven days from the date the request was submitted, arrange for the meeting to be held within twenty eight days from the date the request mentioned in paragraph 8.3.2 was submitted.

8.4. Notice of Meetings

- 8.4.1. Before any meeting, the secretary shall send a notice of the meeting to each member of the Board.
- 8.4.2. The notice of the meeting shall be delivered:
 - to the email address, as may be provided in writing by the member
 - at least one month before the meeting.
- 8.4.3. The notice for the meeting shall include:
 - the minutes of the previous meeting; and
 - be signed by the Chair or such person as may be authorised by the Chair.

8.5. Chairing of Meetings

- 8.5.1. The Board shall be chaired by the lay chair
- 8.5.2. In the chair's absence the President shall preside.
- 8.5.3. In the absence of the chair or president, the Trustees present will agree one of their number to preside, being usually the Treasurer or Registrar.
- 8.5.4. Subject to paragraphs 8.5.1 to 8.5.4, the procedure at meetings shall be determined by the Trustee presiding at the meeting.

8.6. Resolutions

- 8.6.1. Decisions of the Board shall be taken by resolution and recorded in the minutes of the meeting at which such resolution is passed.
- 8.6.2. Without prejudice to the provisions of this article, a declaration by the presiding Chair at the meeting that a resolution has or has not been carried, and entered in the minutes of a meeting, shall be conclusive.
- 8.6.3. Normally the Board will reach its decisions on the basis of consensus, but in the event of a formal vote the following will apply.
- 8.6.4. Subject to paragraph 8.6.9, every Trustee shall have one vote.
- 8.6.5. Any Trustee is entitled to call for a vote.

- 8.6.6. Where a decision of the Board requires to be voted upon it shall be determined by a majority of the votes of the Trustees present (including any participating by teleconference) and voting on the question.
- 8.6.7. Voting shall be decided on a show of hands or equivalent.
- 8.6.8. Any Trustee may request his or her vote or abstention to be recorded in the minutes.
- 8.6.9. Where the votes are equal on any resolution or question, the Trustee presiding shall have a second or casting vote.

8.7. Quorum of the Board

- 8.7.1. The quorum for a Board meeting shall be eight members, of whom the majority must be officers and members of Council and include the chair or in their absence the president. The quorum will include members participating by teleconference if such is approved by the chair in advance of the meeting.
- 8.7.2. Where a Board meeting -
 - is not quorate under paragraph 8.7.1 within half an hour from the time appointed for the meeting; or becomes inquorate during the course of the meeting; the meeting may be adjourned to such time, place and date as may be determined by the members present. If the meeting proceeds no substantive decisions can be made

8.8. Minutes of the Board

- 8.8.1. A member of College staff shall act as secretary to the Board.
- 8.8.2. The secretary shall record the minutes of every meeting.
- 8.8.3. The record of the minutes shall be submitted to the Board at its next meeting for the agreement, confirmation or otherwise of the members and signed by the Trustee presiding.
- 8.8.4. The record of the minutes shall include –
 - the names of every member present at the meeting of the Board;
 - the names of any other person present;
 - any apologies tendered by an absent member of the Board;
 - the withdrawal from a meeting of any member on account of a conflict of interest;
 - any declaration of interest.
- 8.8.5. The minutes of each meeting of the Board shall be made available to Council as a matter of course.

8.9. Variation or Suspension of Standing Orders

- 8.9.1. These Standing Orders shall not be amended, revoked or replaced except by a resolution passed at a meeting of the Board that is quorate, and which is referred to Council in advance of its approval by a General Meeting of Fellows, as defined within the College

Bye-Laws.

- 8.9.2. At a quorate meeting of the Board, any paragraph of these Standing Orders, except this paragraph, may be varied or suspended for the duration of that meeting, unless that would contravene any rule of law, legislative provision or College Bye-Law.

9. Declaration of Interests and Register of Interests

- 9.1. Every member of the Board shall, on appointment, make a declaration, in a Register maintained by the Chief Executive, as to any interest which is declarable under the Board’s policy on declaration and management of interests set out at Appendix B and shall abide by the terms of that policy.
- 9.2. Where a member has doubt as to whether a declaration or registration is required in relation to any interest, ~~he or she~~ they shall seek the opinion of the Chair, and where the Chair is the member concerned, ~~he or she~~ they shall seek the advice of the Chief Executive.

Approved by a Resolution of the Council on 21 March 2007.

- *Revised in October 2013 to take account of the Charities Act 2011 and update to ‘the essential trustee: what you need to know’ (CC3), and revision of contents listing.*

The Charities Act 2011 is the Act of Parliament which sets out how all charities in England and Wales are registered and regulated. It replaces most of the Charities Acts 1992, 1993 and 2006 and all of the Recreational Charities Act 1958. The 2011 Act is intended to make the law easier to understand by replacing four Acts of Parliament with one. It does not make any changes to the law though.

- *Revised in 2016 to reflect changes to the Finance and General Purposes Board which became the Finance and Resources Board, and creation of the Audit and Risk Committee.*
- *Revised in 2019 to reflect addition of lay chair*
- *Revised in 2022 to reflect Constitutional changes and renumbered bye-laws*
- *There is no other substantive change of content*

Appendix A - Charity Commission: Trustee Duties

This information is taken from the Charity Commission publication ‘The Essential Trustee: What you need to know’ (CC3, published March 2012, last update May 2018). It summarises the main duties and responsibilities of charity Trustees, and sets out the legal principles.

Trustees and their responsibilities

Charity Trustees are the people who serve on the governing body of a charity. They may be known as Trustees, Directors, Board Members, Governors or Committee Members. The principles and main duties are the same in all cases. Charity trustees are responsible for the general control and management of the administration of a charity.

Responsibility

- (1) Trustees have and must accept ultimate responsibility for directing the affairs of a charity, and ensuring that it is solvent, well-run, and delivering the charitable outcomes for which it has been set up.

Compliance – Trustees must:

- (2) Ensure that the charity complies with charity law, and with the requirements of the Charity Commission as regulator; in particular ensure that the charity prepares reports on what it has achieved and annual returns and accounts as required by law.
- (3) Ensure that the charity does not breach any of the requirements or rules set out in its governing document and that it remains true to the charitable purpose and objects set out there.
- (4) Comply with the requirements of other legislation and other regulators (if any) which govern the activities of the charity.
- (5) Act with integrity, and avoid any personal conflicts of interest or misrespuse of charity funds or assets.

Duty of prudence – Trustees must:

- (6) Ensure that the charity is and will remain solvent.
- (7) Use charitable funds and assets reasonably, and only in furtherance of the charity’s objects.
- (8) Avoid undertaking activities that might place the charity’s endowment, funds, assets or reputation at undue risk.
- (9) Take special care when investing the funds of the charity, or borrowing funds for the charity to use.

Duty of care – Trustees must:

- (10) Use reasonable care and skill in their work as Trustees, using their personal skills and experience as needed to ensure that the charity is well-run and efficient.
- (11) Consider getting external professional advice on all matters where there may be material risk to the charity, or where the Trustees may be in breach of their duties.

Appendix B - Declaration of Interests

Principles

The College has arrangements under which potential conflicts of interest can be recognised and managed. Trustees will, as part of the appointment process, be required to declare their interests that might affect their ability to act in the best interests of the College as a charity. This declaration will be reviewed by both the President and Chief Executive, to address any conflicts before the trustee formally takes up their appointment.

Where a Board member's circumstances involve, or might appear to involve, clear potential for a material conflict of interest in his or her official role, they will declare them in the College register of interests, and, where appropriate, withdraw from related College business and discussions.

Registrable Interests

Board members will declare on the Register interests of the following kinds:

- Trusteeship of a registered or unregistered charity.
- Within the past year: any direct pecuniary benefit from a charity or related body to self or an immediate family member (spouse, partner, dependent children and any other dependent person resident in the same household); and any significant and material non-pecuniary benefit from a charity or related body to self or an immediate family member.
- Any pecuniary or other material interest in a company or organisation which is, or is likely to become, involved in a commercial relationship with the College
- Office or employment held in bodies (public or private) other than the College
- Consultancies, Directorship and Similar Positions Held
- Fee-Paid Work
- Shareholdings
- Fellowships
- Industrial Support
- Any matter not specified above which a reasonable third party would consider of clear and material relevance, actual or potential, to the Board member's official role.

'Pecuniary interests' include both interests which arise as a charity beneficiary and those which arise from a business relationship.

'Related body' includes non-charitable subsidiaries of charities, fundraising organisations and any other organisation with significant commercial, pecuniary or comparable interests involving charities.

Declaration

It would be impracticable and unnecessary to register all personal involvement of a less direct or more minor kind with charities, commercial bodies, and College-related bodies, given the wide part that these can play in daily life as a physician. Board members declare interests which are relevant, but not sufficiently material to merit inclusion in the Register, as and when they come up in the course of College business. The criterion for declaration is whether a reasonable third party might consider that the objectivity of Board members' views might be affected. While declaration will in itself usually be sufficient to manage interests of this kind, the Board member will consider in

appropriate cases whether it would be appropriate also to withdraw.