

RCoA Regulations update ahead of the February 10th EGM

February 8th 2022

Introduction

The College's Charter and Ordinances need EGM or AGM approval for changes, but the Regulations can be changed internally. Trustees are asking the membership to agree to move some detail from the Ordinances to the Regulations, to enable more flexibility in these areas of the College's operation. A summary of the planned moves and also the main additions is set out in the table below, so that the membership can have visibility of the likely changes before voting at the EGM.

Background

The Trustees have a legal duty to manage and control the College (much of which they delegate to staff). This will, of course, require them to take decisions on a day by day, month by month basis. They need to be able to respond quickly to changing circumstances. All charities have to find a balance between the decisions that Trustees can make (ie what the Regulations cover), and decisions that need membership approval (ie what the Charter and Ordinances cover). Too much of the former can leave the membership feeling that they have no influence on their own organisation – but too much of the latter can result in organisational paralysis and what feels like an endless series of EGMs.

The proposals to update the College's governance strike a balance between these two extremes. Some decisions have been moved away from the membership and put into the Regulations.

However, this is counterbalanced by new powers for the membership, including:

- The ability to propose and hold a binding vote on changes to the Charter and Ordinances throughout the year (ie not having to wait for the AGM). If enough of the membership was unhappy with something in the Regulations, they could amend the Charter and Ordinances to over-ride that part of the Regulations
- The ability to remove a Trustee from the Board of Trustees

It is also important to note that these two options only apply to the worst-case scenario. The College's strategy is to work inclusively with the membership, regularly seeking views of members and fellows, and acting on issues that are important to them. Updating the Regulations should be an improvement cycle, listening to members and fellows about what would make the College work better, and then making appropriate changes.

Finally, the Regulations are not secret: they are always available [on the College's website](#).

Table showing the main proposed changes to the Regulations

What?	Why are the Trustees proposing to move this to the Regulations, or to add it to the Regulations?	What will be in the Regulations, if the changes are agreed at the EGM?
Member categories, eligibility, rights and privileges etc	<p>This information is currently spread between the Regulations and the Ordinances: it would be easier to understand if it was all in one place.</p> <p>Some of it is contradictory and poorly defined.</p> <p>It also needs updating, to align with membership categories as defined on the College's website.</p>	<p>Nearly all the criteria, rights, privileges etc will stay the same, but the Trustees need to make sure that the text is clear and unambiguous.</p> <p>Trustees would also like to consult the membership this year on some possible changes. For example, fellows cannot currently vote in elections for SAS members of Council – the Trustees would like to ask the membership if they want this to change.</p> <p>NB The membership's approval will always be needed to make any changes to subscription fees or fees required to join a membership category.</p>
Council role	This is already defined in the Charter as "the body of the College with delegated responsibility from the Board of Trustees focused on the practice of anaesthesia as a profession, which includes the professional, clinical and educational functions of the College"	No change planned
Council composition and size	<p>This will allow the College to ensure that Council is more representative of the membership.</p> <p>It will also allow the College to specify that certain areas of the membership should be represented on Council.</p>	<p>The Trustees have already stated their intention to make Council more representative of the membership in time for the 2022 Council elections.</p> <p>A particularly important area will be Anaesthetists in Training, as the Trustees have received strong feedback about the risk of AiTs becoming consultants during their Trustee role. The Trustees plan to consult the membership on how to ensure that a wider range of AiT career stage is represented on Council.</p>
Running elections, and staff role in elections	The current text is unusually detailed (eg it refers to "putting a cross against the name of each candidate"), so even the slightest change to modernise or improve the process of elections would have to go through an EGM/AGM and then to the Privy Council.	No change planned, except to remove the requirement for the CEO to ask each Council member individually each year if they are planning to resign.

<p>Dates of finishing terms of office</p>	<p>This topic is unusually complex. The proposals for terms of office keep the best of the College's previous governance as well as updating trustee and Council terms of office to meet the standards of modern governance. The proposals also remove the ambiguity and conflict present in the current documents.</p> <p>This creates the following complexity in the new proposals, which apply to all the Trustees except the Lay Trustees¹</p> <ol style="list-style-type: none"> 1. Trustees must be elected Members of Council 2. Trustee terms of office and Council terms of office are different lengths (eg Council is six years then another four years, but Trustee terms are mainly three years) 3. Anyone who gains a Trustee role in September (eg President, Vice-President or some of the Chair roles) will of course also finish in September in a later year, but traditionally stays on until the new Council members start in March of the year after that. Put more simply, there is a "March to March" cycle and a "September to September" cycle, which have to be aligned with each other 4. In some situations, an elected member of Council may be permitted to extend their Council term in order to do at least two years of a three-year Trustee term. A President and a Vice-President are always allowed to do their full terms. <p>The Trustees considered several legal drafts, but decided that there was no middle ground between text which sufficiently legally precise for the Ordinances, and text which is easily comprehensible by staff and the membership. The Trustees do not wish to be compelled to seek legal advice every time they consult this part of the College's governing documents, and they want the rules to be transparent. As a result, this text will be in the</p>	<p>The Regulations will explain a limited set of circumstances in which a Council member's Council term can be extended by a year, to enable them to serve for a reasonable amount of time as a Trustee if they are chosen for or elected to a Trustee role.</p> <p>These are:</p> <ul style="list-style-type: none"> • The person can only have one extension in a Council term (unless they become President or Vice-President, in which case they can serve the whole President or Vice-President term – this has always been the case in the College) • The extension is only available to a Council member becoming a General Trustee, or a Council member becoming a Chair. <p>NB the extension is only available in these very limited circumstances, because of the other priority in this situation – which is the need to keep a flow of fresh talent coming into Council.</p>
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¹ The proposals would also not apply to Appointed Trustees, but the power to create Appointed Trustees is only available for use in very unlikely circumstances.

	Regulations, where it can be set out less formally, using worked examples.	
Appointing Chairs of boards	This will be increasing transparency – currently, this process is not available to the membership.	<p>The process will follow the College’s EDI guidelines.</p> <p>The relevant board agrees a job description and person specification. This will include reference to the role being an ex-officio Trustee role, including a description of the Trustee duties and the likely skills required to discharge those duties.</p> <p>Council is informed of the vacancy.</p> <p>Candidates are asked to produce a short statement (no more than 650 words) showing, with reference to the person specification, why they are suitable and why they want the role. Candidates must also state their willingness to attend Trustee training if they have not already done so.</p> <p>The applications are assessed and ranked by a panel consisting of the Director of the board, the President, a Vice President and a Lay Trustee.</p> <p>There may be an interview stage, if this would help to differentiate between candidates.</p>
Appointing Lay Trustees and Appointed Trustees	This will be increasing transparency – currently, this process is not available to the membership.	<p>This process is likely to be guided by external recruiters, who will be asked to use the College’s EDI principles.</p> <p>It will include an assessment of the skills needed, drafting a role description, an external advertisement and search, and an interview.</p> <p>Successful candidates will also be asked to declare that they do not fit any of the Charity Commission Auto-Disqualification categories.</p>
Electing General Trustees	This will be increasing transparency – these are new roles, and so the process is also new	This will be similar to the process currently used to elect the President and Vice-President.