

Annual General Meeting 24 November 2022

NOTICE IS HEREBY GIVEN that the Annual General Meeting of The Royal College of Radiologists will be held as a hybrid meeting at 63 Lincoln's Inn Fields, London, WC2A 3JW on Thursday 24 November 2022 at 5.30pm.

Agenda

1. Minutes of the Annual General Meeting held on 28 October 2021

To confirm the minutes of the Annual General Meeting held on 28 October 2021.

2. Amendments to the Royal Charter, By-Laws and Regulations

To discuss proposals for amendments to the Royal Charter, By-Laws and Regulations to introduce changes to the governance of the College.

*A commentary on the proposed amendments to the Royal Charter, By-Laws and the Regulations can be found at **Annex A** – this document does not form part of the proposed amendments or Resolutions. A vote by members on the detailed proposals will be held in Spring 2023.*

3. Report of the trustees

To receive the report of the trustees as set out in the *Annual Review 2021-22*.

4. Report of the Treasurer and audited accounts

To receive the report of the Treasurer as set out in the *Annual Review 2021-22*.

The Treasurer to propose that Council set the subscription rates for the 2023-2024 subscription year in accordance with the anticipated budgetary needs of the College.

5. Auditors

To appoint the Auditors and to invite the Council to fix the remuneration of the Auditors.

6. Election and appointment of Honorary Officers and election of members of the Council and members of the Boards of Faculty

To receive a report.

7. Retiring Officers

To present a Past Officer's badge to the immediate past President.

To present a Past Officer's badge to the immediate past Vice President, Faculty of Clinical Oncology and immediate past Medical Director for Education and Training, Faculty of Clinical Radiology.

8. Annual General Meeting 2023

To agree the date of the 2023 Annual General Meeting.

9. Any other business

To transact any other business which, consistent with the Supplemental Charter, the By-Laws and the Regulations, may be introduced at an Annual General Meeting.

1 November 2022

By Order
Dr Raman Uberoi
Registrar of the College

Amendments to the Charter and By-Laws of The Royal College of Radiologists

Background and Context

The changes proposed form two broad categories:

- A) The creation of a board of Trustees separate to the Council
- B) Tidy up amendments

A) THE CREATION OF A BOARD OF TRUSTEES SEPARATE TO THE COUNCIL

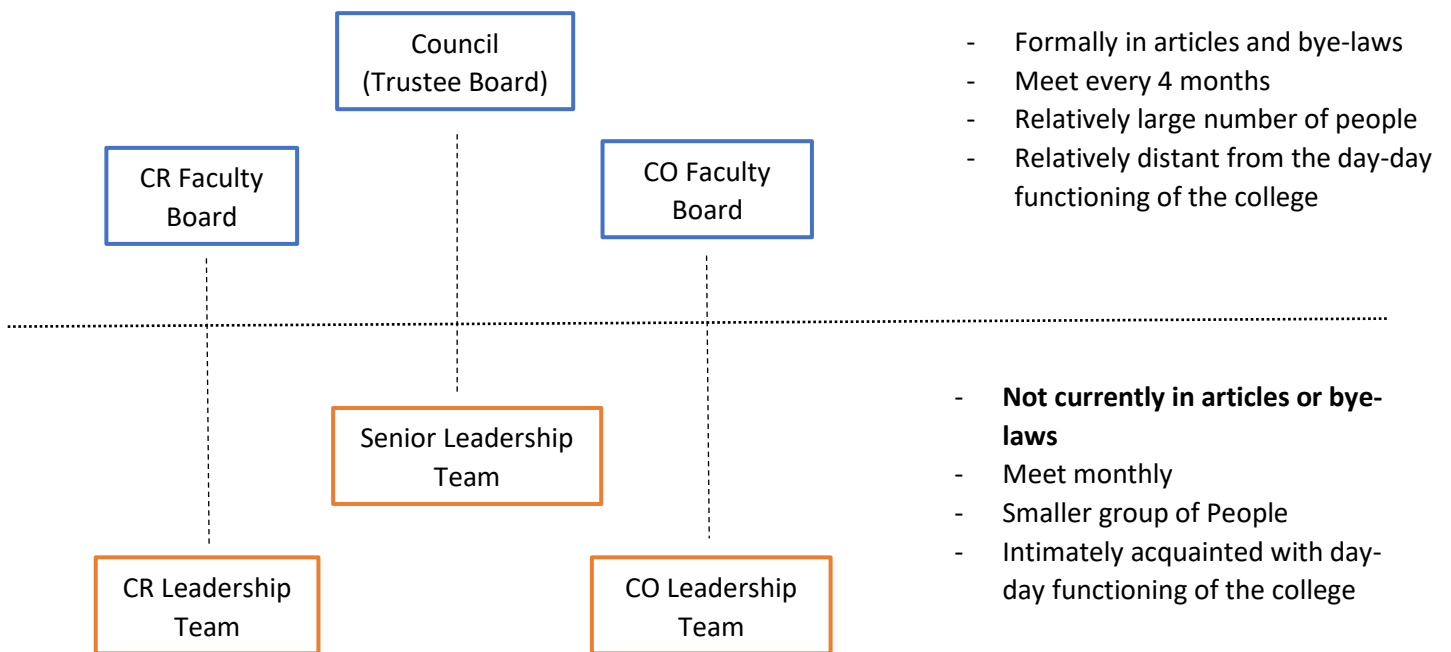
There were felt to be some issues with the smooth running of the Royal College of Radiologists (RCR). As such a Governance Working Party was set up with an independent Chair, Sir Christopher Kelly, to look at the functioning of the college. The following issues were identified as hampering its smooth running:

- The Council is currently the Trustee Board and meets every four months. With the size and complexity of the college, a Trustee Board that meets every 4 months isn't able to properly provide the oversight needed. As such, over the years, the Senior Leadership Team (SLT) has come into being (though various evolutions), which meets monthly and does provide that oversight. However, despite its importance, the SLT isn't currently in our constitution.
- The Trustee Board is significantly larger (18) than good practice dictates by both the Charity Commission and wider board best practice.
- While we have two lay members attend the Council, they aren't required to have specific skills or experience. In particular, one significant gap is the absence of a qualified accountant.
- Council members are asked to take on significant legal responsibilities as Trustees, which was sometimes seen as too great considering their comparatively distant relationship with the college.
- There is duplication between the Council and SLT which is both a waste of time and resources and can lead to confusion as to where decisions are made.

The working party also looked at the Clinical Radiology (CR) and Clinical Oncology (CO) Faculty Boards and their respective leadership teams. These are sub-committees of the Council and the SLT looking at faculty specific matters. They were found to suffer from the same issues as highlighted above.

In order to resolve these issues, a revised structure is proposed which separates the Trustee Board and the Council. This will solve all the issues highlighted above, as well as providing the benefit of added scrutiny to the Trustee Board. The changes are as follows:

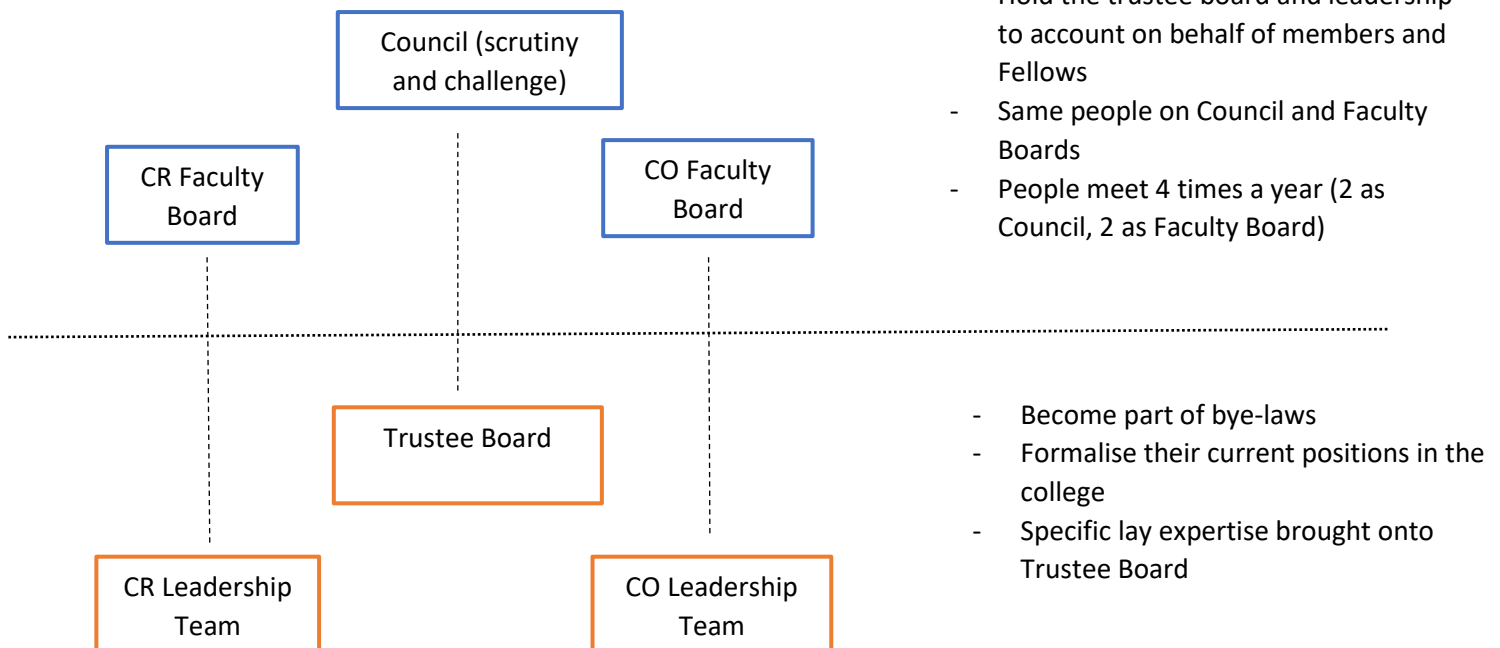
Current structure of the College:



- Formally in articles and bye-laws
- Meet every 4 months
- Relatively large number of people
- Relatively distant from the day-day functioning of the college

- **Not currently in articles or bye-laws**
- Meet monthly
- Smaller group of People
- Intimately acquainted with day-day functioning of the college

Proposed Structure of the College:



- Remain in articles and bye-laws
- Hold the trustee board and leadership to account on behalf of members and Fellows
- Same people on Council and Faculty Boards
- People meet 4 times a year (2 as Council, 2 as Faculty Board)

- Become part of bye-laws
- Formalise their current positions in the college
- Specific lay expertise brought onto Trustee Board

The specific changes proposed are as follows:

1. Senior Leadership Team becoming the Trustee Board

The current SLT meets monthly, consisting of the Officers of the college together with senior staff. It discusses all the pressing strategic issues for the college, as well as those operational issues that are important enough to warrant Officer discussion. These are hugely valuable discussions and the meeting is the engine room driving the organisation forward. However, the Senior Leadership Team meetings have no formal place in the college structure.

It is proposed that the senior leadership team would morph into the trustee board. Its purpose would be to:

- i. Be the Trustee Board of the charity, with associated trustee duties, accountabilities and responsibilities
- ii. Set the strategic direction of the College
- iii. Make strategic College decisions.
- iv. Ensure the employees are achieving the goals of the College.

The proposed make-up of Trustee Board is as follows:

- The 8 Officers of the college
- A minimum of 2 and a maximum of 4 lay trustees

Senior staff would also attend. It is proposed that one lay trustee should be a qualified accountant, who would be the Treasurer of the organisation. The remaining lay trustees would be unspecified, with the skills and knowledge looked for dependent on the needs of the College at the time.

This would ensure that those with the legal responsibilities and duties for the charity are those who have intimate knowledge of its functioning.

The 8 Officers of the college would remain as they currently are. The lay trustees would be appointed through open application.

2. The Council becoming a scrutiny and challenge body

It is proposed that the Council would hold the Trustee Board to account on behalf of the members and Fellows and be a wider sounding board providing the 'voice' of the Fellows and members. While seven out of eight Officers are elected, the Council is an extra layer of Fellow and member review.

Its purpose would be to:

- i. Hold the Trustee Board to account for their actions and decisions on behalf of Fellows and members.

This is not to make decisions, or to retrospectively approve them. It is an opportunity to reflect on the direction of the College and any major actions or decisions that have been taken since the Council last met.

- ii. Retain responsibility for the appointment processes of the Trustee Board

The Council would oversee the appointment processes of the Trustee Board. This is a crucial function which would ensure the Council retains responsibility for ensuring a strong and effective Trustee Board.

- iii. Retain responsibility for the disciplinary functions of College

In order to ensure a split between the 'executive' Officers of the College and the policing of potentially poor behaviour by those Officers, it is proposed that the disciplinary function of the College remain with the Council. While there is the potential for the Council to retain disciplinary oversight of the Officers, and the Trustee Board to retain disciplinary oversight of the rest of the members and Fellows, it is simpler for the Council to retain disciplinary responsibility for all.

- iv. Lead project/workstreams as directed by the Trustee Board

Some potential projects/workstreams might lend themselves to Council leadership. It is suggested that these workstreams are not set out in advance to give flexibility as circumstances arise.

As the purpose of the Council is to hold the Trustee Board to account, it is proposed that Officers will not be members of the Council, though they will attend. It is also proposed that there be no lay membership given that the Council will act on behalf of members and Fellows and that lay experts would be an integral part of the Trustee Board.

3. The CR/CO Faculty Boards and CR/CO Leadership Teams.

Each specialty currently has a Faculty Board to oversee faculty specific issues. Mirroring the Council/SLT relationship, there is also a leadership team for each faculty which meets more frequently and provides the driver for what happens in that faculty. The relationship between the Faculty Boards and leadership teams suffer from the same issues that the Council/SLT has. As such, it is proposed that the changes made to the Council/SLT are mirrored in the Faculty Board/Leadership Teams, with the exception that it doesn't involve the trustee board.

B) TIDY UP AMENDMENTS

Also included in the proposed amendments are a number of tidy ups. These consist of issues such as:

- We no longer use some of the terminology such as 'Warden' and 'Dean'. The language has been changed to reflect modern terminology.
- The language was not gender neutral. It has been changed to be so.
- Giving us the possibility of virtual AGMs, important given the experience of the pandemic
- Giving more flexibility on notice periods for non-payment of fees
- Giving more flexibility on the absence of Officers for reasons such as parental leave