



# RCP Council – role and responsibilities

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## Role of Council

- > RCP Council has largely developed its role through custom and practice based on the bye-laws derived from our charter. This document represents a distillation of the key parts of the bye-laws to explain the role of Council within the RCP governance framework. It also includes an extract from the Board of Trustees Standing Orders and the Standard Operating Procedure relevant to Council and its members.

## Background to Council's role in the RCP

### Governance of the RCP – extracted from the bye-laws

- > The college is governed in its constitutional arrangements by its bye-laws, which determine the powers of RCP officers and Council. Originally all decisions were made through a quarterly meeting of fellows, but as the college grew this became delegated to the RCP Council, which then reported to an annual meeting of the fellows. The college was registered with the Charity Commission for England and Wales as a charity on 25 July 1963. This status imposes particular responsibilities for governance of the college as a charity, but which were not made explicit in the bye-laws. Since 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.
- > The governance and operation of the Board of Trustees are defined by its standing orders, and these also clarify its relationship with Council. The Board of Trustees is responsible for controlling the management and administration of the charity. It has and must accept ultimate legal responsibility for directing the affairs of the charity, and ensuring that it is solvent, well-run, and delivering the charitable outcomes for which it has been set up. RCP Council 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 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; appropriate international work; and any other matters relevant to the practice of medicine and provision of medical care.
- > It is important that the two bodies work closely together to fulfil their responsibilities. To support this, senior officers serve on both bodies as detailed within each bodies' constitution. Seats on the Board of Trustees are also allocated for members of Council.

## Bye-laws relating to Council

The following bye-laws are underpinned by the charter and can be thought of as a set of instructions for how the college should behave, setting out the process or the rules for various aspects of its activity. The full RCP bye-laws can be downloaded from our website: [www.rcp.ac.uk/about-us/governance/](http://www.rcp.ac.uk/about-us/governance/)

### Bye-Law 4.11

- (1) The Council shall meet in person at least six times each year.
- (2) Subject to paragraph (1) above, the President or six elected members of the Council may summon the Council whenever and in what manner they think fit.
- (3) Council Meetings may be held with members being present through electronic access rather than in person.
- (4) Questions arising at any meeting requiring decision by vote shall be decided by a majority of votes of those taking part. Questions needing a decision between formal meetings may be decided in the same manner (including the casting of votes by electronic communication) provided that all members of the Council are notified of the question to be decided and the number of them voting on the question would constitute a quorum. In case of an equality of votes the Chairman of the meeting shall have a casting vote.
- (5) The Council shall be mindful of the reputation of the College at all times, and that the College is a charity subject to charity law. The Council shall respect the Trustees' obligations under charity law in relation to the matters that have been delegated to them ("the Board of Trustees responsibilities"). In any issue of primacy of decision-making between the Board of Trustees and the Council, the responsibilities imposed by charity law concerning the control, management, administration, finances, and reputation of the College will take precedence.

### Bye-Law 4.12

The Chair shall be taken at the Meetings of the Council by the President, or, if the President is absent, by the Senior Censor and Education and Training Vice President, or if they are absent by the Clinical Vice President, or if they are absent by the Academic Vice President, or if they are absent by the Registrar, or if they are absent by a member of the Council present and chosen by the meeting.

### Bye-Law 4.13

At the Meetings of the Council twenty members shall form a quorum.

### Bye-Law 5.6

Unless the President and a majority of the Council present decide otherwise, any member of the Council who attends a meeting held for the nomination of Fellows, but who was not present at the commencement of the meeting, shall be entitled to vote.

**Bye-Law 13.3**

The Registrar shall act as Honorary Secretary to the Council, and shall, except when it is otherwise provided, arrange the general business of the College.

**Bye-Law 19.5**

Subject to Bye-Law 8.2, the Council shall annually nominate new persons to be proposed for election as Fellows of the College, and no person shall be so nominated unless a majority of the whole Council vote in favour of their nomination.

**Bye-Law 19.7**

- (1) The Council shall transact all business referred to them by the College or by the President, or raised by members of the Council, in addition to that specifically defined in the Bye-Laws and Regulations of the College.
- (2) The Council shall report to the College at its Annual General Meeting. The Council shall have power to take action when so authorised by the College or by the President in matters of urgency.

**Bye-Law 20.1**

- (1) The Council may delegate any of its powers to Boards and Committees consisting of such members as the Council thinks fit and any such Board or Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council and shall report to the Council on a regular basis.
- (2) Any such Board or Committee shall have power to co-opt to its number with the approval of the President. All such co-options shall be reported to Council.

## Council membership

The membership of RCP Council is prescribed under Bye-law 19.1. ‘Members’ have full voting rights and currently total 51 in number when all seats are filled.

**Bye-Law 19.1**

- (1) The Council shall consist of:
  - (a) the President;
  - (b) the Senior Censor and Education and Training Vice President;
  - (c) the Clinical Vice President;
  - (d) the Academic Vice President;
  - (e) the Treasurer;
  - (f) the Registrar;

- (g) the Vice President for Wales;
- (h) the Global Vice President;
- (i) a representative nominated by each Faculty or Joint Faculty established under Chapter 35;
- (j) a representative of the Royal College of Emergency Medicine;
- (k) four Regional Advisers elected by the Regional Advisers from their number in accordance with Bye-Law 5.5);
- (l) twelve other Fellows of the College elected in accordance with Bye-Law [5.2/19.2];
- (m) two Censors, elected by the Censors as a group from within their number;
- (n) the Chairperson of the Patient and Carer Network;
- (o) five persons appointed by and from the Committees established to represent career groups; namely two trainees, two new consultants, and one SAS doctor;
- (p) one representative from each of twelve of the larger medical specialties as decided by the Council. The Standing Orders of the Board of Trustees also outlines the role and responsibilities:

In addition, Council ‘attendees’ and ‘observers’ may be invited but do not hold voting rights.

### **Bye-Law 5.5**

- (1) Members of the Council shall be elected in the following way:
  - (a) The Council shall prepare a list of Fellows, including all those proposed by the Fellows, from whom the necessary number of new Councillors is to be elected.
  - (b) The list containing the names of such Fellows shall be sent to each Fellow of the College as part of the voting procedure agreed by the Council. This list shall be used as a ballot to be completed by Fellows and shall be constructed in such a way as to be used in a transferable voting procedure designated by the Council.
  - (c) Four Regional Advisers shall serve on the Council, one of whom shall be a Regional Adviser who represents the College in Wales; one a Regional Adviser who represents the College in Northern Ireland, and two Regional Advisers who represent the College in England, elected to the Council by the Regional Advisers for English regions.
  - (d) The five persons appointed from among the members of the New Consultants’ Committee, the Trainees’ Committee, and the representative of Specialty and associate specialist (SAS) doctors shall be elected or nominated in such manner as Council may decide time to time. 1.1. 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. 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.

## Extract from the Standing Orders of the Board of Trustees

### Role and responsibilities of the Council

- > 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

## Standard Operating Procedure

### Council year

- > This runs between annual general meetings of fellows. Each year a new set of elected officers take their seats in the September Council to which the AGM has now been aligned.

### Tenure of councillors

- > The length of time an individual sits on Council is in line with the tenure of the formal role held. For RCP elected/appointed roles this varies between 3 to 5 years. For externally elected/appointed roles (eg presidents of faculties and specialist societies) the tenure is set by the relevant organisation.

## Meetings – frequency, format and attendance

- > Council meets six times each year, normally in January, March, May, July, September and November. Currently three meetings are held in person and three meetings are hosted online. From 2025 all meetings will be hybrid. Meetings start at 10am or 10.30am and aim to finish by lunchtime.
- > Where the later start is specified, Council meetings are preceded by meetings to elect new fellows (at 9.30am). Councillors should consider attendance at both Council and fellowship meetings to be a very high priority. The same applies to the annual general meeting, in September.
- > Extraordinary meetings of Council may take place, on occasion.

## Confidentiality – members, attendees and observers

- > In accordance with bye-laws 30.8 and 33.1, the proceedings, papers and correspondence of Council and other meetings of the RCP should be assumed to be confidential and not divulged further without permission. New members of Council and RCP officers will be required to give faith to this effect, but guests or those attending Council in an observational capacity should also respect this. Council is required to provide an annual report of its activities to the annual general meeting of fellows, held in September. This is based on the minutes from each meeting with some compression. It includes a list of major decisions taken since the last AGM.

## Other factors

- > As well as the formal meetings, councillors are involved in other supporting work. Other commitments are shared and distributed fairly by mutual agreement. For example, small groups of councillors are asked to review appropriate reports or publications and make recommendations about their acceptance to Council as a whole.
- > In addition, there is an expectation that councillors fulfil an external role in promoting the RCP and fellowship within their communities. Councillors are encouraged to nominate colleagues for fellowship on a regular basis.
- > The RCP is a charity, but it is no longer the case that all councillors are trustees; in 2007, Council and the fellowship approved the establishment of a Board of Trustees to fulfil these responsibilities. The board includes three seats for members of Council (aside from the senior officers), at least two of whom are elected councillors.
- > All Councillors are free to contact the president, registrar and committee manager at any time to raise issues, seek clarity and for consideration of material to be shared with the full membership of Council.

## Housekeeping

Councillors are required:

- > to give faith at their first meeting. This relates to confidentiality, discharge of duties and in strict accordance with the bye-laws and Code of Conduct
- > to complete an annual declaration of interests (updated more frequently where necessary) and declare any potential conflicts at the start of each meeting

- > to be in good standing with the college
- > to complete diversity and inclusion data (with options of 'prefer not to say') and ensure their membership information is correct at the point they take up their role.

### **Expenses**

- > Councillors can claim reimbursement of all eligible expenses.

### **Our values**

We are committed to **taking care, learning** and **being collaborative**.

Last reviewed: November 2024