



Royal College of  
General Practitioners

# Special General Meeting 2026

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Thursday 9 July 2026 | 18:30





Dear Members,

As colleagues will be aware, the College has been undertaking a governance review since 2021. A number of important changes have already been agreed and implemented helping to further strengthen College governance and operations.

We are now presenting proposed amendments to our constitutional documents — the Supplementary Charter and the Ordinances.

The purpose of the amendments is to:

- Improve the clarity and consistency of certain provisions within the College's governing documents;
- Strengthen key areas of governance, accountability and decision making; and
- Ensure that the College's constitutional framework remains aligned with current legal, regulatory and governance best practice.

The timetable for managing this process has extended over several years. This has enabled us to apply appropriate rigour and scrutiny ensuring that we have considered options and proposals rigorously, taken legal advice, engaged with the Charity Commission and Privy Council, and ensured that both Trustee Board and Council had sufficient time to discuss, consider, revise and approve the changes.

Throughout this process, a range of perspectives has been considered and reflected upon, helping to refine the proposals now presented to members.

These proposals are presented jointly by both Trustee Board and Council, who believe they will provide greater clarity, strengthen accountability and support the effective governance of the College.

Strong governance is essential to the delivery of our charitable mission:  
*to encourage, foster, and maintain the highest possible standards in general medical practice.*

We are grateful to all members who have generously shared their insights and reflections in support of this important work. Their engagement has helped shape these proposals, and we thank you for your continued support of the College and its future development.



A handwritten signature in black ink, consisting of the letters 'M', 'A', and 'A' followed by a long horizontal line that ends in a small loop.

**Professor Mike Holmes FRCGP**  
**Chair of the Trustee Board**



A handwritten signature in black ink, reading 'Vt3Brom' in a cursive style.

**Professor Victoria Tzortziou Brown OBE FRGCP**  
**President of Council**

# Background

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**In 2021, the College launched a comprehensive, multi stage governance review covering all major aspects of how we operate. We are now in the final stage of that programme, focusing on ensuring that our core constitutional documents – the Supplementary Charter and the Ordinances – are fully compliant with current legal and regulatory requirements and aligned with modern governance best practice. This stage is about strengthening the foundations of the College so they remain fit for purpose for a contemporary, membership led organisation.**

## Process

The review has been led by the governance team, working closely with both our internal and external legal advisors, and in partnership with the Honorary Secretary/Vice Chair Member Standards, the Governance Committee, Trustee Board, and Council. Independent advice from King’s Counsel was also sought to ensure the robustness of the proposals. Throughout the process, we have kept the Charity Commission, our regulator, informed and engaged.

To support transparency and member involvement, we have held a series of member webinars during the review, with additional sessions arranged ahead of this general meeting. These have provided opportunities to explain the issues, answer questions, and gather feedback.

The proposals have been discussed extensively across all relevant bodies – Governance Committee, Officer and Executive Group, Trustee Board and Council – to ensure that the issues are fully understood and that the solutions are legally sound, regulatorily compliant, and appropriate for a modern membership organisation.

**Both Trustee Board and Council have approved and endorsed these proposals.**

## KC Advice

In his advice, Robert Pearce KC made these observations:

*“The Supplemental Charter does not identify a body with ultimate responsibility for all aspects of the College’s operations. The Trustee Board and the Council appear to have parallel areas of responsibility.”*

*“The Charities Act 2011 confers functions on the “charity trustees” of a charity, who are defined as “the persons the persons having the general control and management of the administration of a charity”. In that definition, the phrase “the administration of a charity” refers not only to its financial administration but also to the conduct of its activities. The Trustee Board does not appear to have the “general control and management” of the functions assigned to the Council, so it is arguable that the members of the Council, as well as of the Trustee Board, are the College’s “charity trustees”.”*

*“The simplest course, conceptually, would be to amend the Supplemental Charter to make clear that the Trustee Board is ultimately responsible”.*

## Result of proposed changes

The proposed changes will result in:

- Greater clarity about governance and decision making.
- Legal and regulatory clarity about who the charity trustees are.
- A governance framework on facilitating remuneration for Officers, particularly those Council Officers who are also Trustees.
- A refreshed process for removing members.
- A bespoke Trustees Code of Conduct.
- Revised Conflict of Interest provisions.

# Key governance revisions

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## 1. Clarifying the Roles of the Trustee Board and Council

### See Charter Articles 15-17 and Ordinances 20-22

The proposed changes offer a clearer distinction between the roles of the Trustee Board and the Council, supported by a practical and robust framework that defines composition, responsibilities, and authority.

It clearly establishes the Trustee Board are the College's charity law trustees and should have all of the powers which are not delegated to the Council. This is essential to solve the lack of clarity highlighted by Robert Pearce KC in his advice to the College, aligns with charity law expectations, and will support more effective governance.

Whilst the Trustee Board is established as the Trustees and the governing body of the College, the role of Council as the representative body responsibility for setting professional, clinical and health policy is entrenched and protected in the documents.

## 2. Final Determination of Jurisdiction Between Trustee Board and Council

### See Charter Article 16A

This provision grants the Trustee Board final authority to determine jurisdictional matters – an important mechanism that reflects the legal hierarchy inherent in charitable governance.

As the body ultimately responsible for ensuring the College's compliance with its legal and regulatory obligations, the Trustee Board must retain the ability to resolve questions of jurisdiction where ambiguity arises.

In its discussions, Council acknowledged the necessity of this safeguard, recognising

that it provides legal clarity and reinforces accountability. At the same time, there is a shared understanding that such authority should be exercised with care, transparency, and a spirit of collegiality.

The fact that eight members of the Council – including three of its leaders – also serve on Trustee Board offers a valuable bridge between the two bodies, helping to ensure that decisions are informed by a broad range of perspectives and remain aligned with the College’s values and culture.

### **3. Power to Remove Members**

**See Ordinances 21, 25, 26 and 27**

Revisions have been made to clarify how members may be removed from College or Council in exceptional circumstances. Recent conduct cases highlighted the need for a simpler, fairer process with clear safeguards.

#### **The model is a Delegated Panel with Full Authority:**

A Council-appointed panel – made up primarily of Council members – would have full authority to decide cases and issue sanctions. Appeals would be heard by a separate, fresh panel. This model ensures independence, efficiency, and fairness, with a clear route for appeal.

### **4. Conflict of Interest Provisions**

**See Ordinance 21B**

New conflict of interest rules are being proposed for all Trustees, acknowledging their critical role in upholding good governance – particularly in the context of paid officer trustees. These provisions are designed to meet the expectations of the Charity Commission and reinforce ethical standards.

The revised guidance is clear, proportionate, and practical, and is expected to enhance transparency and accountability in decision-making.

## 5. Introduction of a Trustee Code of Conduct

### See Ordinance 21A5

A standalone Trustee Code of Conduct is being proposed to foster consistency, integrity, and a shared commitment to collective responsibility. It is recommended that the Code's scope be extended to cover all independent members serving on College committees, ensuring a unified set of expectations and reinforcing accountability throughout the governance structure.

## 6. Framework for payments to Officers

### See Charter Article 6

A new provision authorises payment to the Officers (including the Officer Trustees) subject to defined conditions. The intention here is to ensure compliance with charity law and employment law, to acknowledge the high demands of the Officer Trustee and Officer roles and to address the College's unique position (we believe) amongst Medical Royal Colleges in that Officer Trustees and Officers remuneration often needs to be provided directly by the College or through formal secondment arrangements because there is not always an employer able or willing to absorb the costs associated with substantial College leadership roles.

The College continues to engage with the Charity Commission regarding the operation of these provisions and will keep members informed of any significant developments.

## Please give your support

Members are being asked to consider and approve the joint proposals from Council and Trustee Board to amend the College's constitutional documents. Approval at this General Meeting will allow us to submit the revised Supplementary Charter and Ordinances to the Privy Council for formal consideration. **A two thirds majority of those present is required for the proposals to pass.**

If members give their approval, we will notify the Privy Council and begin the next stage of engagement with the Privy Council Office, their advisors, and the Charity Commission. We will continue to keep members updated as the process progresses.



# Frequently Asked Questions

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## Why do we have a Trustee Board?

Charity law requires a small, identifiable group to hold legal responsibility for the running of the organisation. For this reason, Council itself voted to have a Trustee Board which met for the first time in July 2009.

## Who is on Trustee Board?

The Trustee Board comprises 12 people, eight members of the College, who are elected by and are members of Council, and four independent members.

The Trustee Board Chair (who is a college and council member) and four of the College and Council Member Trustees are elected by Council by ballot. The remaining three Member Trustees are Council Officers appointed ex officio, comprising the President of Council, the Vice President Membership Value and the Vice President Member Standards.

The four Independent Trustees are volunteers and appointed through open public advertisement and interview. Those individuals are subject matter experts with the requisite skills and experience required by the Trustee Board are appointed by Trustee Board and ratified by Council. This blend matters. It ensures that the member voice remains at the centre of decision-making, but it also ensures that the College has the specialist expertise it needs to operate safely and responsibly as a modern charity and our composition reflects best and accepted practice, meeting the requirements of our regulator, the Charity Commission. Our Royal Charter commits us to upholding the highest standards of corporate governance. The Board acts in line with our values and all trustees – whether member or independent – have a legal obligation to act in the best interests of the College and in line with our charitable aims.

## Why isn't the council the same as the Trustee Board?

Because legal responsibility and representative roles are different. Trustee Board holds legal accountability for the running of charity; Council represents members and determines matters of clinical, professional, training and health policy. Separating the roles helps to avoid confusion and legal risk.

## What is wrong with the current governance framework?

Legal advice from a leading King's Counsel, sought after a review of our documents both internally and with our external legal advisors, states that *"The Supplemental Charter does not identify a body with ultimate responsibility for all aspects of the College's operations. The Trustee Board and the Council appear to have parallel areas of responsibility."*

These proposals correct this legal uncertainty and provide a clear governance framework for the College and distinct roles for both Trustee Board and Council.

## Trustees increasing their remit – is that what this is about?

No. Trustees already exist to protect the College. The changes have been extensively discussed within our representative structures and have received the backing of UK Council. The proposals clarify who has legal responsibility, so decisions are made lawfully; they do not give trustees disproportionate or unchecked power.

## What role with Council have?

At the heart of these reforms is a simple principle: Council continues to lead the College's professional and clinical policy. That remains unchanged. Council brings together representatives from across the profession to debate the issues facing general practice and to decide the direction the College should take.

## Will the President and Vice Presidents continue to serve on Trustee Board?

Yes. The proposed governance arrangements assume that the President and Vice Presidents continue to serve as ex officio members of Trustee Board. This is an important part of the governance framework and helps ensure a direct link between Council leadership and Trustee Board.

The College continues to engage with the Charity Commission regarding the arrangements that support Officer Trustees. If circumstances arose which meant that Officers could no longer serve as Trustees, this would have significant implications for the governance model described in these proposals. Trustee Board and Council would need to consider the position jointly and determine whether revised constitutional proposals should be brought back to members for approval at a future General Meeting.

## **Will the general membership lose its voice?**

No. Members keep key powers (there is no change the powers of a general meeting) and eight of your twelve Trustees are elected by members. Council will continue to lead on matters of professional and clinical policy and this role will be enshrined in the College's Charter and Ordinances. The General Meeting retains voting rights on major matters; these changes simply make sure legal accountability sits with the right people so member decisions are effective and enforceable.

## **How can we stop the trustee board doing things members don't want?**

There are multiple safeguards: trustees must follow the charity's governing documents and the law. Any changes to the College's Charter, ordinances or byelaws must be agreed by resolution at a general meeting.

Council has the power not only to appoint Trustees (both members and independents) but to remove them too (subject to a specific trustee code of conduct). Eight of the twelve Trustees, including the Chair of Trustees, must be members and are elected by Council. The four independent Trustees are appointed by Council. Trustees are also accountable in law to the Charity Commission.

There will be a triple lock so that byelaw changes relating to Council elections or the composition of Council cannot be presented to a general meeting for approval without the prior support of Council.

## **Will Trustee Board and Council work together?**

Both Trustee Board and Council, and the College leadership team, are committed to working in a collaborative manner in the best interest of the College and to further the strategic priorities of the College.

## Why must we remain a charity?

Being a charity means we deliver public benefit and receive vital tax relief and protections. That status supports our work; losing it would be a major setback and could affect Royal Charter status.

## Do we really have to give assets away if we stop being a charity?

Yes. Charity law requires assets held for charitable purposes to be preserved for charity use. If we ceased to be a charity, those assets (such as our buildings) would need to be transferred to another charity – effectively meaning we could not simply convert into a private member organisation and keep the assets.

## What is the difference between a union, a member organisation and a charity?

- **Charity:** exists for public benefit, has trustees with legal duties, and receives tax and regulatory status.
- **Member organisation:** run primarily for members' private interests; different legal and tax rules.
- **Union:** typically represents members' employment or professional interests and has its own legal framework.

Each model has different obligations and protections; being a charity is the best fit for our public facing mission.

## Why are there changes to facilitate payments to Officers?

Under the Charities Act 2011, the presumption is that trustees do not receive remuneration. The amendments allow the College to pay Trustees who hold Officer roles (President of Council, Vice President Member Standards and Vice President Membership Value) – within strict conditions and in line with charity law. This ensures we can attract and retain the right people in key leadership positions, without compromising integrity or accountability.

This addresses the College's unique position amongst Medical Royal Colleges in that Officer Trustees and Officers must be remunerated directly either by direct payment or through a formal secondment agreement. Rates must be reasonable and not excessive, externally benchmarked and are set by an independently chaired Remuneration Committee.

## What happens if we don't pass these changes?

Failure to address the governance issues identified could increase the likelihood of regulatory intervention and reduce the College's ability to shape its own governance arrangements. Passing these changes let us fix issues on our own terms. We have a deadline from the Charity Commission of November 2026 to bring our revised governance structure to them.

If the proposed changes are not approved at this General Meeting, Trustee Board and Council will need to consider revised proposals and bring them back to members for consideration.

Similarly, if concerns are subsequently raised by the Privy Council or the Charity Commission regarding the proposed constitutional arrangements, further discussion with members may be required and, if necessary, a future General Meeting may be convened to consider revised proposals.

Our preference is to resolve these issues through a member-led process, with changes developed and approved through the College's own governance structures.

## Why do we need a two thirds vote?

The governing rules require a supermajority (2/3 vote of those present and voting) for fundamental constitutional changes. This ensures major shifts have broad member support.

