

**CONSTITUTION
OF
COLLEGE OF MEDICINE**

COLLEGE OF MEDICINE

AND INTEGRATED HEALTH

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PART 1

INTRODUCTION

THE COLLEGE OF MEDICINE AND ITS DIRECTORS/TRUSTEES

The College of Medicine (**Charitable Company**) is a private company limited by guarantee incorporated in England and Wales under the Companies Act 2006 with company number 07081491. It is also a charity registered with the Charity Commission in England and Wales under registered number 1145676.

Objectives

The principle objective of the Charitable Company is to advance health for the public benefit. To further that objective it has various powers, including the following:

- engaging with and developing communities of health professionals, healthcare providers and patients;
- setting standards demonstrating and promoting excellence in the fields of health and care;
- leading, representing, training and supporting stakeholders so they are better equipped to serve the public in improving the health of the public;
- establishing an evidence base for integrated health and for individual complementary modalities;
- promoting, fostering and advancing an integrated approach to health care;
- raising public, professional and political awareness and cultivating a sentiment in favour of an integrated approach to health and care by publishing and distributing material on any media;
- advising healthcare professionals, other stakeholders, the public and patients with the aim of improving the health of the public and the care of patients;
- promoting, encouraging, carrying out research, surveys and studies, and making the results available;
- organising and providing conferences, courses and other educational activities;
- alone or with other organisations seeking to influence public opinion and making representations to and seeking to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations.

The Charitable Company has adopted Articles of Association (**Articles**) as its constitution. These set out such matters as the objectives and powers of the Charitable Company (mentioned above), the powers and responsibilities of its Trustees, how decisions are made by Trustees, the appointment and retirement of Trustees, its members and how meetings are held and resolutions passed. A copy of the Articles is set out in Part 3 of this document, is publicly available at Companies House and on the College's website.

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The “Trustees” are persons who have agreed to become directors and trustees of the Charitable Company. As directors and trustees they have a duty to ensure that the Charitable Company abides by the Companies Act 2006, the Charities Act 2011 and all other relevant legislation that applies to companies and charities in England and Wales. As well as complying with legislation the Trustees must comply with laws that relate to their carrying out their duties as directors, trustees and as trustees of a charity. Further information relating to the responsibilities and skill sets required by the Trustees is set out in Section A of Part 2.

The Trustees are also the members of the Charitable Company. Membership does not give that person any rights other than to vote at meetings of members of the Charitable Company. Such meetings are required by law or the Articles to effect certain matters, such as amending the Articles. Unlike a holder of shares in a company, a member of a company limited by guarantee has no economic rights by virtue of being a member. The distribution of the income and property of a company limited by guarantee is very tightly regulated.

Delegation by the Trustees

The Trustees are responsible for the management of the Charitable Company’s business and in so doing may exercise all its powers. However, a board of trustees is unlikely to have sufficient resources alone to carry out every task. Accordingly, the Articles authorise the Trustees to delegate any of their powers or functions to committees. They may also delegate the implementation of their decisions or day to day management of the affairs of the Charitable Company to any person or committee. The Trustees may authorise sub-delegation of the relevant powers, function, implementation of decisions or day to day management by any person to whom they are delegated.

The Articles prescribe how the Trustees may delegate their powers and authority and how they may revoke or amend such delegation at any time. For example, committees must regularly report the deliberations and resolutions they pass to the Trustees.

In the case of delegation of the day to day management of the Charitable Company to a Chief Executive or other managers, the delegated power is to manage the Charitable Company by implementing the policy and strategy adopted by (and within a budget approved by) the Trustees. The Chief Executive and relevant managers have a duty to report regularly on the activities they have undertaken.

THE COLLEGE OF MEDICINE

The College of Medicine (**College**) is the unincorporated body that carries out the objectives, mission and vision of the Charitable Company. It comprises its members and the various councils, committees and faculties to which powers and authorities are delegated by the Trustees. These are discussed further below.

Members of the College

The Articles allow the Charitable Company to have associate members. This is distinct from the members of the Charitable Company, a role fulfilled by the Trustees. A strong and engaged membership is vital in order for the College to realise its mission and vision.

Membership of the College is open to everyone - patient, professional and corporate alike.

Once a year the College holds an Annual Meeting at which members are invited to attend.

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A few members may be or become elected Fellows.

The categories of membership and the admission procedure are set out in Part 4 of this document.

The Rules of Membership of the College are set out in Part 4 of this document.

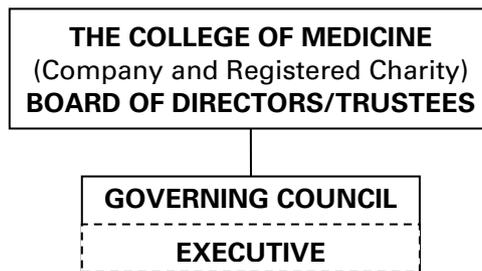
The Code of Conduct of the College is set out in Part 5 of this document.

COUNCILS, COMMITTEES AND FACULTIES

The Trustees of the Charitable Company have delegated certain of their powers and authority to the Governing Council. In turn the Governing Council may sub-delegated powers and authority to a number of other bodies. The remit of the Governing Council is set out in Terms of Reference for that body. These are approved (and may be amended by) the Trustees. The Terms of Reference are set out in Part 2 of this document.

The existing structure of the councils, committees and faculties is set out below:

STRUCTURE OF THE COLLEGE OF MEDICINE



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Governing Council and the Executive

The role of the Governing Council is to promote good governance and the effective working of the Charitable Company and its board of Trustees. It has up to 21 members including its Officers and the Executive which implements the Charitable Company's policies and the day to day management of the Charitable Company, and elected members. Some members of the Executive are also Trustees.

The Governing Council establishes and oversees the establishment and operation of other College committees and councils.

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PART 2

TERMS OF REFERENCE

- A. Trustees of the Charitable Company**
- B. Governing Council and the Executive**

A. TRUSTEES OF THE CHARITABLE COMPANY

1. PURPOSE AND SCOPE

- 1.1 The Articles of Association set out the powers and responsibilities of the Trustees.
- 1.2 The Articles require that the Board will comprise at least 3 Trustees but does not state that there is any maximum number, leaving it to the Trustees to decide what number is appropriate. The Board will comprise:
- a non-executive Chair, with a casting vote;
 - a non-executive Vice-Chair;
 - Executive Trustees, that are drawn from among members of the Governing Council and may include members of the Executive and the Chief Executive Officer; and
 - other non-executive Trustees who, together with the Chair and Vice-Chair, should be equal or greater in number to the number of Executive Trustees.
- 1.2.1 From July 2018 existing and future Trustees may be appointed for a maximum three consecutive three-year terms, after which time they must take a break from office of at least one year.
- 1.2.2 The Board will decide how often it is to meet.
- 1.3 The Board of Trustees' principle purpose is to ensure that the College is fulfilling its obligations as a charity and a business.
- 1.4 Trustees are individually and jointly legally responsible for the conduct of the Charitable Company and this responsibility cannot be delegated.
- 1.5 Trustees will shape the College's professional responsibilities and aspirations within the legal, governance, financial and resources framework and capabilities of the organisation.
- 1.6 Trustees will receive and consider reports from the Councils and Committees.
- 1.7 Trustees will set the performance framework of the College and hold to account the Chief Executive and the senior Executive team.
- 1.8 Trustees also manage restricted matters of financial, commercial and legal sensitivity.
- 1.9 Trustees will have regard to the Governing Council's wishes and have a duty to translate these wishes into strategic business plans and operational priorities.
- 1.10 In addition to these duties, each Trustee should use any specific skills, knowledge and experience he or she has to help the Board reach sound and considered decisions. These are likely to include the following:
- 1.10.1 consideration of Board papers;
 - 1.10.2 leading or facilitating discussions;
 - 1.10.3 focusing on key issues for the College;

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- 1.10.4 providing guidance and opinion on new initiatives;
- 1.10.5 chairing and/or participating in sub-committees, working parties, scrutiny panels and other committees as required;
- 1.10.6 becoming well informed about healthcare and the context in which the professional and clinical matters of the College are debated;
- 1.10.7 showing an active and current interest in all aspects of the College;
- 1.10.8 bringing expertise to the work of the College, such as aspects of healthcare, patient needs, business, marketing, communications, financial, legal and/or HR expertise;
- 1.10.9 strategic planning to promote the College's business development;
- 1.10.10 from time to time, to interact with organisations and individuals, from charities, health bodies, and other medical colleges.
- 1.11 Trustee skill sets required:
 - 1.11.1 experience of board or committee membership in a charitable, public sector or commercial organisation;
 - 1.11.2 understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship and an understanding of the respective roles of the Chair, Trustees and Chief Executive;
 - 1.11.3 the ability to work effectively as a member of a diverse team whilst maintaining an independent perspective;
 - 1.11.4 experience of guiding and directing an organisation through strategic and structural growth during a period of significant external pressures and change;
 - 1.11.5 an understanding of and commitment to the values of accountability, probity and openness;
 - 1.11.6 effective communication skills;
 - 1.11.7 demonstrable knowledge of the healthcare sector;
 - 1.11.8 a proven track record of achievement within a related business environment.

B. GOVERNING COUNCIL AND THE EXECUTIVE

1. PURPOSE AND SCOPE

- 1.1 Good governance and administration of the Charitable Company is the responsibility of the Board of Trustees (the **Board**).
- 1.2 The Governing Council may at any time amend these Terms of Reference with the prior approval of the Board. Advisory committees, councils and all other bodies making up the College must consult with the Governing Council before proposing amendments to their Terms of Reference, which will also be subject to Board approval.
- 1.3 The Governing Council is a council of the Charitable Company and accountable to it. It advises the Board, implements the Charitable Company's policies, oversees the day to day management of the Charitable Company through its Executive and establishes sub-committees of the Charitable Company.
- 1.4 Its purpose is to promote good governance and effective working of the Charitable Company and the Board.
- 1.5 It is responsible for ensuring that the College has a suitable governance structure which is reviewed regularly and takes account of best practice from outside the Charitable Company.
- 1.6 It acts as a referee of Board activities and should blow the whistle if the Board fails to act as it has said it would or to perform the tasks it has set itself.
- 1.7 There are four categories of specific Governing Council tasks:
- (i) ensuring compliance
 - (ii) the Trustee Board
 - (iii) Board effectiveness
 - (iv) Charitable Company strategy

2. STRUCTURE OF THE GOVERNING COUNCIL

2.1 Members of the Governing Council

- 2.1.1 Members of the Governing Council must be members of the College in their own name or through an organisation with which they are affiliated which is itself a member. Some members of the Governing Council may also be Trustees.
- 2.1.2 The Governing Council shall consist of up to 21 persons and may comprise the following from time to time:
- (a) the President of the College (an ex-officio member);
 - (b) up to five Vice-Presidents of the College (each being an ex-officio member);
 - (c) the Chair of the Governing Council;
 - (d) up to two Vice-Chairs of the Governing Council;

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- (e) members of the Executive (the Treasurer being an ex-officio member);
- (f) the chair of the committees and councils of the College, insofar as they are not already a member of the Governing Council, who may be co-opted; and
- (g) other members who are elected by the members of the College in accordance with paragraph 3.3.

2.2 Officers of the Governing Council

2.2.1 The President

- (a) The President is the constitutional head of the College, representing it on all formal and state occasions and acting as an ambassador for the College.
- (b) The President shall be elected for a term of two years and may hold office as often as elected provided that he does not hold office for more than three consecutive terms.
- (c) Candidates for the office of President shall be nominated by two members of the Governing Council. No member may nominate more than one candidate. If more than one candidate is nominated, the Governing Council shall hold an election in accordance with paragraph 2.2.2.
- (d) The President shall be ex-officio a member of the Governing Council and all its committees.

2.2.2 Appointment of the President

- (a) The President shall be elected by the Governing Council. A new President assumes office at the start of the Governing Council meeting following his election. He has all the voting and other rights of a member of the Governing Council.
- (b) The Governing Council shall adopt the Single Transferable Vote system when electing a President which shall operate as follows:
 - (i) Members of the Governing Council shall vote on ballot papers by placing the figure "1" by their first choice of candidate, "2" by their second choice and so on. They may number as many as they wish.
 - (ii) If a candidate secures more than half the first preference votes then he has been elected President. If this is not the case then the candidate with the fewest first preference votes is eliminated. The second preferences recorded by those who voted for the eliminated candidate are transferred to the remaining candidates as if first preference votes for them.
 - (iii) If a candidate now secures more than half the first preference votes then he is elected President. If this is not the case then the process shall be repeated until a candidate can be declared elected.

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- (iv) If at any stage of the count there are two or more candidates with the same number of votes one of whom is to be eliminated then the candidate with the lower number of first preference votes at the first stage shall be eliminated.
- (v) If at any stage two candidates have more than half the first preference votes then the candidate with the greater number of votes at the first stage shall be elected.
- (vi) The College Treasurer shall arrange for the preparation of the ballot papers and the voting by the Governing Council, the counting of their votes and their election of a President. The votes shall be kept secret. The Treasurer shall give the name of the new President to the Chair of the Governing Council at the earliest opportunity.

2.2.3 Vice-Presidents

- (a) The Vice Presidents support the President and also act as ambassadors for the College. Vice Presidents may take on specific areas of responsibilities including but not limited to fundraising and senior level liaison. The Governing Council shall determine the number of Vice Presidents there shall be at any time, subject to a maximum of four.
- (b) The Vice Presidents shall be elected for a term of two years and may hold office as often as elected provided that he does not hold office for more than three consecutive terms.
- (c) Candidates for Vice Presidents shall be nominated by two members of the Governing Council. No member may nominate more than one candidate. If more candidates are nominated than there are positions available, the Governing Council shall hold an election in accordance with paragraph 2.2.4.

2.2.4 Appointment of the Vice-Presidents

- (a) A Vice President assumes office and his term begins at the start of the meeting of the Governing Council following his election. He will be in office until the start of the meeting of the Governing Council following the second anniversary of his becoming a Vice President.
- (b) Each Vice President shall be elected by the members of the Governing Council. The election arrangements shall see every member of the Governing Council able to nominate not more than one candidate and the individual receiving the most votes shall be treated as elected. Unless the Governing Council at any time adopts a different election procedure, the Treasurer shall act as returning officer and he shall accept nominations and arrange voting, the counting of votes and the announcement of the result in any manner he decides is appropriate. The way individual members vote shall be kept secret.

2.2.5 The Chair of the Governing Council

- (a) The Chair provides the political, strategic and governance overview and leadership of the College. The Chair promotes the College's position on key policies and builds relationships with organisations, institutions and funders including and not limited to those involved in healthcare, medicine and research. The Chair guides College policy, represents the College in all policy-making meetings and discussions, and ensures that the Governing Council's decisions are implemented and achieved.
- (b) Where it is not possible to obtain by telephone or email the views of the members of the Governing Council or of any committee in time to deal with an emergency, the Chair may take such immediate action as may seem necessary to him. He shall report his actions to the Governing Council, the relevant committee and the Trustees.
- (c) The Chair shall be entitled to chair all meetings of the Governing Council and shall be an ex-officio member of all its committees. From 2018 the existing and future chair shall be elected for a term of three years and may hold office as often as elected provided that he does not hold office for more than three consecutive terms.

2.2.6 **Appointment of the Chair**

- (a) Candidates for the office of Chair shall be a member of the Governing Council nominated by two other members of the Governing Council. No member of the Governing Council may nominate more than one candidate. If more than one candidate is nominated, the Governing Council shall elect the Chair in accordance with paragraph 2.2.6 (c).
- (b) The Chair shall be elected by the members of the Governing Council. He will assume office and his term will begin at the start of the Council Meeting following his election. He will be in office until the start of the meeting of the Governing Council following the second anniversary of his becoming Chair.
- (c) The election arrangements shall enable every member of the Governing Council to nominate one candidate and the individual receiving the most votes shall be treated as elected. Unless the Governing Council at any time adopts a different election procedure, the Treasurer shall act as returning officer and he shall accept nominations and arrange voting, the counting of votes and the announcement of the result in any manner he decides is appropriate. The way individual members vote shall be kept secret.

2.2.7 **Vice-Chairs of the Governing Council**

- (a) The College may have two Vice-Chairs whose role is to support the Chair in his duties, take on particular areas of responsibility and undertake specific projects as may be agreed from time to time. The Vice-Chairs deputise for the Chair as appropriate.
- (b) The Vice-Chairs shall be elected for a term of two years and may hold office as often as elected provided that they do not hold office for more than three consecutive terms.

- (c) Candidates for Vice-Chair shall be members of the Governing Council nominated by two other members of the Governing Council. No member of the Governing Council may nominate more than one candidate. If more than two candidates are nominated, the Governing Council shall elect the Vice-Chairs in accordance with paragraph 2.2.8.

2.2.8 Appointment of the Vice-Chairs

- (a) Each of the two Vice-Chairs shall be elected by the members of the Governing Council. He will assume office and his term will begin at the start of the meeting of the Governing Council following his election. He will be in office until the start of the meeting of the Governing Council following the second anniversary of his becoming a Vice-Chair.
- (b) The election arrangements shall enable every member of the Governing Council to nominate one candidate and the individual receiving the most votes shall be treated as elected. Unless the Governing Council at any time adopts a different election procedure, the Treasurer shall act as returning officer and he shall accept nominations and arrange voting, the counting of votes and the announcement of the result in any manner he decides is appropriate. The way individual members vote shall be kept secret.

2.2.9 Deputies to the Officers

In the case of an emergency, the President (or the Chair if asked to do so by or on behalf of the President) may appoint a Fellow to act as deputy to the President or any other Officer. A deputy so appointed shall have the same powers and duties as the person for whom he is appointed a deputy. A deputy so appointed shall cease to act when called upon to do so by the President or the Chair and in any event when the officer for whom he is a deputy ceases to hold office.

2.3 The Executive

2.3.1 The Executive shall have responsibility for the day to day management of the Charitable Company and the College and the implementation of their policy. Some members of the Executive may also be Trustees.

2.3.2 The Executive function of the College may comprise the following persons:

- (a) the Chair;
- (b) the Chief Executive; (currently Chief Officer)
- (c) the Treasurer;
- (d) such persons who are co-opted by the Executive from time to time, which may include one or more members of the Governing Council.

2.3.3 Appointment of the members of the Executive

- (a) Each member of the Executive (other than the Chair, any Vice-President and the Chief Executive) shall be elected by the members of the Governing Council. He will assume office and his term will begin at the start of the meeting of the Governing Council following his election. He will be in office until the start of the meeting of the Governing Council following the second anniversary of his becoming a member of the Executive. He may not hold office for more than three consecutive terms.
- (b) The election arrangements shall enable every member of the Governing Council to nominate one candidate and the individual receiving the most votes for that position shall be treated as elected. Unless the Governing Council at any time adopts a different election procedure, the Treasurer shall act as returning officer and he shall accept nominations and arrange voting, the counting of votes and the announcement of the result in any manner he decides is appropriate. The way individual members vote shall be kept secret.

2.4 Casual Vacancies on the Governing Council

Any casual vacancy on the Governing Council may be filled by the appointment by the Governing Council of a person who would be eligible to be elected to that office. Any person so appointed shall hold office until the end of the next Annual Meeting. The period during which a person fills a casual vacancy shall not count towards any maximum number of terms he may serve.

2.5 Co-Opted Members of the Governing Council

- 2.5.1 The Governing Council may invite not more than eight members of the College with special attributes and skills appropriate to the College to be co-opted members of the Governing Council.
- 2.5.2 Co-opted members will be appointed for such a term as the Governing Council determines. Such appointments would take place at the end of the following Annual Meeting unless the Governing Council determines otherwise.
- 2.5.3 The co-opted members shall have the same rights as the elected members of the Governing Council.
- 2.5.4 Being a co-opted member shall not disqualify anyone from being a candidate to be admitted as a member of the Governing Council at subsequent elections. Any period short of a complete term during which a person is appointed to be a co-opted member shall not count towards the maximum number of consecutive terms for which he may be a member of the Governing Council.

2.6 General Provisions

- 2.6.1 Although most offices are said to be held for two or three years in some cases the Officer will cease to be a member of the Governing Council before the two or three year period expires. Any Officer of the Governing Council ceasing to be a member of the Governing

Council for any reason shall automatically also cease to be an Officer of the Governing Council and must immediately cease using his title.

2.6.2 The limits on holding office shall not prevent a member of the Governing Council from then standing for a different office.

3. APPOINTMENT AND REMOVAL OF MEMBERS OF THE GOVERNING COUNCIL

3.1 The procedure for the appointment of the Officers and the Executive of the Governing Council is set out in paragraphs 2.2 and 2.3, for casual vacancies in paragraph 2.4 and for co-opted members in paragraph 2.5.

3.2 All other members of the Governing Council shall be appointed in accordance with paragraph 3.3.

3.3 Election of Members of the Governing Council

3.3.1 Other than when a casual vacancy is filled by the Governing Council in accordance with paragraph 2.4, members of the Governing Council will be elected by the members of the College as set out in this paragraph 3.3.

3.3.2 New elected members join the Governing Council with effect from the close of the Annual Meeting following shortly after their election and resign at the end of the Annual Meeting three years later. Members may offer themselves for re-election provided that elected members of the Governing Council do not except in special circumstances as directed by the Governing Council serve for more than three consecutive terms.

3.3.3 Where practicable at least 10 days before each Annual Meeting that year's voting arrangements will appear on the College's website and will include:

- (a) the number of vacancies on the Governing Council;
- (b) the final date for nominations;
- (c) the Treasurer's arrangements for casting and counting votes.

3.3.4 The College Treasurer shall be responsible for the entire election process. He shall act as returning officer setting a suitable timetable, receiving nominations and arranging how votes will be cast and counted. With the consent of the Governing Council he may appoint a firm specialising in assisting organisations during their voting processes to oversee or assist.

3.3.5 Any member of the College may nominate another member as a candidate. Nominations should be sent to the Treasurer preferably by email. He shall then contact the candidate to ensure he is willing to stand.

3.3.6 If it appears there will be a contested election for any position each candidate may provide the Treasurer with a one-page (or less) manifesto and on agreeing it he will arrange for it to appear on the College's website. It should demonstrate that the member has enthusiasm for providing leadership for the College and a willingness to work on its behalf including attending and taking an active part in the meetings of the Governing Council.

3.3.7 The Governing Council aims to introduce secure remote electronic e-voting and i-voting at the earliest opportunity. Until then the Treasurer will adopt any suitable voting and counting arrangements that will efficiently and secretly record the wishes of each member who votes.

3.3.8 If the number of candidates equals the number of vacancies the candidates shall be treated as elected without the need for any voting. If the number of candidates falls short of the number of vacancies then those nominated shall be treated as elected without the need for any voting and the shortfall may be made up at the next meeting of the General Council under the casual vacancy arrangements in paragraph 2.4. The Governing Council may decide not to fill a casual vacancy.

3.4 Events in which elected Members of the Governing Council shall cease to hold office

3.5 A member of the Governing Council, a co-opted member or one filling a casual vacancy shall cease to hold office in the following circumstances:

3.5.1 if he ceases to be a member of the College;

3.5.2 if by notice in writing to the Chief Executive of the College he resigns his office;

3.5.3 if in the reasonable opinion of the Governing Council he becomes incapable of performing his duties for physical or mental reasons;

3.5.4 if he fails to attend three consecutive meetings of the Governing Council without leave of absence being granted by the Chair, who shall report to the Governing Council any leave of absence he may grant;

3.5.5 if at any time after due enquiry a two thirds majority of the Governing Council resolves that the best long-term interests of the College require it;

3.5.6 if at any time after due enquiry a majority of the Trustees resolve that the best long-term interests of the Charitable Company require it; or

3.5.7 if the members of the College by simple majority resolve to remove him from office.

4. GOVERNING COUNCIL OPERATION AND REPORTING

4.1 The Governing Council may meet in person four or more times a year. The Chair shall conclusively determine the manner of conducting the meeting and shall always have a casting vote in the event of deadlock.

4.2 All members will be given at least 14 day's notice of a meeting of the Governing Council.

4.3 The Chair of the Governing Council shall help ensure the ethical standards and codes of conduct it has adopted are met by requiring all members attending its meetings to update the Private Interests Register and any other Registers then in use. All members will complete the College's Conflict of Interest form as and when asked to by the Chair.

4.4 No resolution shall be put to a meeting unless a quorum (that is to say at least five members or one quarter of the members (rounded up or down to the nearest whole

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number), whichever is the greater number) of the members of the Governing Council are present, including those participating by teleconference. There shall be no minimum voting requirements. Members shall always be entitled to abstain from voting.

- 4.5 Providing there is a quorum at a meeting the Chair may conclusively determine whether those members not at the meeting in person may vote by email, text message or other methods acceptable to the Chair.
- 4.6 Decisions may be passed by written resolution, where writing includes an email or text message received by the Chair of the Governing Council, provided that each member of the Governing Council is given at least seven day's notice of the proposed resolution.
- 4.7 Except for the removal from office of a member under paragraph 3.5.5 where a two-thirds majority is needed, a decision of the Governing Council is effective if passed by a simple majority.
- 4.8 The Governing Council may from time to time establish standing and ad hoc faculties, councils and committees to advance the interest of the College and shall delegate some of its functions to them. It may refer special projects to groups of College Members provided that at least one participant is a member of the Governing Council.
- 4.9 Decisions made by any faculties, councils and committees that may be established by the governing Council that are on day to day matters and are either within the scope of a written authority given by the Governing Council or are implicit in the delegation of functions to it are effective without ratification. All other decisions have to be ratified by the Governing Council before they are effective.
- 4.10 Those appointed to faculties, councils and committees shall be College Members and such co-opted individuals as shall first be approved by the Governing Council.
- 4.11 Members will not be entitled to any financial benefit from the Charitable Company, except for reimbursement of their reasonable costs of attending the meetings of the Governing Council.
- 4.12 The chair of the Board will have the right to attend meetings. Trustees, executive staff and guests may be invited at the discretion of the Chair of the Governing Council.
- 4.13 A member must declare a conflict of interest, where relevant, and absent himself from discussions or decisions on the matter, unless authorised to attend and/or vote by a simple majority vote of non-conflicted members.

5. EXECUTIVE OPERATION AND REPORTING

- 5.1 The Executive may meet in person or by any electronic means as often as is deemed by the Chair as necessary. The Chair shall conclusively determine the manner of conducting the meeting and shall always have a casting vote in the event of deadlock.
- 5.2 All members of the Executive will where practicable be given at least 7 day's notice of a meeting of the Executive but shorter notice may be given in respect of urgent matters.
- 5.3 No resolution shall be put to a meeting unless a quorum (that is to say at least two members or one quarter of the total members (rounded up or down to the nearest whole

person), whichever is greater) of the Executive are present, including those participating by teleconference or other electronic means. There shall be no minimum voting requirements. Members shall always be entitled to abstain from voting.

5.4 Providing there is a quorum at a meeting the Chair may conclusively determine whether those members not at the meeting in person may vote by email, text message or other methods acceptable to the Chair.

5.5 The following matters are delegated to the Executive:

5.5.1 the day to day management and operation of the Charitable Company and the College;

5.5.2 the implementation of the policy and objectives of the Charitable Company and the College.

5.6 The Chief Executive has a duty to report, on behalf of the Executive, quarterly to the Board on the Executive's activities.

6. KEY TASKS OF THE GOVERNING COUNCIL

6.1 Ensuring compliance

6.1.1 The Governing Council advises the chair of the Board informally whenever Board activity appears inconsistent with its role as stated in the Charitable Company's Articles.

6.1.2 It monitors Board proceedings and reports formally to the Board if, in its opinion, the Board has not fully performed its role. This role includes:

- (i) compliance with statutory and regulatory requirements;
- (ii) corporate direction and supervision; and
- (iii) conduct of the Charitable Company's business.

6.1.3 It proposes revisions to the Articles and committee Terms of Reference as necessary.

6.1.4 It advises the Board on policies, codes and guidance to set out how the Charitable Company works in more detail.

6.2 Trustee Board

6.2.1 The Governing Council advises on the composition and structure of the Board, its membership and its constitution.

6.2.2 It manages the induction and development of Trustees, including the specification of requirements.

6.2.3 It assists the chair of the Board with the Trustee performance review process, together with timely recognition of exceptional contributions. Trustee reviews will normally be carried out by the chair of the Board.

6.2.4 It fosters the engagement of Trustees with the wider work of the Charitable Company beyond routine meetings of the Board.

- 6.2.5 It alerts the chair of the Board where Trustees may be encountering difficulties or creating problems.
- 6.2.6 The Governing Council may at any time when it considers it is in the best interests of the College by resolution constitute a committee, council, faculty or other grouping. It may have a fixed term or have an indeterminate life. Those members of the College who have agreed to be the initial members of the grouping will be named in the resolution. The Governing Council will as and when appropriate delegate powers to the grouping and to its chair. Terms of Reference will be prepared and at the earliest opportunity agreed with the Chair of the Governing Council and adopted. The Governing Council may at any time amend or cancel the powers it has delegated.
- 6.2.7 It refers matters to its committees and periodically reports matters raised by its committees to the Board.
- 6.2.8 It recommends how the Board as a body and its committees and sub-committees should communicate within the organisation to work effectively together and to make the Charitable Company's mission and convictions clear.
- 6.3 **Board effectiveness**
- 6.3.1 The Governing Council considers and makes recommendations arising from requests from Trustees, management or Governing Council observations of the conduct of the Board's business process: for example, the annual meetings timetable, the conduct of meetings, agenda discipline, Board productivity and Trustee attendance records.
- 6.3.2 It arranges periodic assessment of the performance of the Board as a whole, involving external facilitation where necessary.
- 6.3.3 It advises on the structure and functioning of the committees of the Board.
- 6.3.4 It keeps the Board abreast of governance developments in the external world; recommends suitable changes; and proposes a formal governance review when judged necessary.
- 6.4 **Charitable Company strategy**
- 6.4.1 The Governing Council advises the Board in relation to the Charitable Company's strategy, including projects, taking into account suggestions from the Board and its committees.
- 6.4.2 It advises the Board on policy and ensures policies are implemented and achieved.
- 6.4.3 It advises the Board on and encourages promotion of the Charitable Company's vision and mission statements.
- 6.4.4 It builds relationships with organisations, institutions and funders.
- 6.4.5 It adopts ethical standards and codes of conduct and ensures that all members abide by them.

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- 6.4.6 It keeps the Board abreast of strategic developments in the external world; recommends suitable changes; and proposes a formal review of strategy when judged necessary.
- 6.4.7 It annually decides the fees and subscriptions payable by College Members for that year and establishes a policy for adjustment of payments by the Chief Executive

D. FINANCE AND AUDIT COMMITTEE

1. PURPOSES OF THE COMMITTEE

- 1.1 Financial governance and audit requirements are the ultimate responsibility of the Board delegated to the Governing Council. The overall purpose of this Committee if the Board choose to establish at any time such a committee is to assist the Governing Council in its duty to supervise the broad direction of the Charitable Company's financial affairs and its audit responsibilities.
- 1.2 The Committee may amend these Terms of Reference with the prior approval of the Board, following consultation with the Governing Council.
- 1.3 The Finance and Audit Committee is a committee of the Governing Council and accountable to it and, ultimately, to the Board.

2. FINANCE FUNCTIONS OF THE COMMITTEE

- 2.1 To act as a sounding board and source of advice to the Treasurer, and any Finance Director and Chief Executive on major areas of change, innovation and development.
- 2.2 To undertake tasks delegated by the Governing Council that are within the Committee's Terms of Reference.
- 2.3 To formulate financial budgets in collaboration with the other Committees and Governing Council.
- 2.4 To review and comment upon management accounts, key performance indicators and financial forecasts.
- 2.5 To consider financial implications of proposals for areas of major new strategic development on behalf of the Governing Council and to make recommendations to the Governing Council in respect of their suitability.
- 2.6 To make recommendations regarding the College's membership fees to the Governing Council.
- 2.7 To maintain an overview of financial performance.
- 2.8 To review the Charitable Company's financial policies, including its financial reserves policy, and to comment upon proposed changes before making recommendations to the Governing Council.
- 2.9 To keep a watching brief and provide advice, where appropriate, on potential and actual financial opportunities and threats.
- 2.10 To assist the Governing Council to identify the Charitable Company's major risks and develop appropriate approaches to risk management. This will include periodic reviews of the Charitable Company's insurance cover.

- 2.11 To review the Charitable Company's investment policy and the performance of the Charitable Company's investment managers, including those managing cash deposit funds with significant balances, at least annually.

3. AUDIT FUNCTIONS OF THE COMMITTEE

- 3.1 To oversee the process for appointing the external auditor, approving the audit fee or independent examination, considering any questions of resignation or dismissal of the external auditor, and making recommendations to the Governing Council.
- 3.2 To discuss with the external auditor, before the audit or independent examination commences, the nature and scope of the audit or independent examination
- .
- 3.3 To have at least one meeting each year, or part thereof, with the external auditor without management present.
- 3.4 To review the annual audited or independently examined financial statements before submission to the Governing Council focusing particularly on any changes in accounting policies, major areas of judgement, significant adjustments resulting from the audit or independent examination, compliance with charity legal requirements and financial reporting standards, and presentation of the accounts from a non-financial perspective.
- 3.5 To review the draft Annual Review.
- 3.6 To discuss with the auditor matters arising from the audit or independent examination.
- 3.7 To review policy and procedures in respect of internal financial controls.
- 3.8 To report periodically to the Governing Council.

4. FINANCE AND AUDIT COMMITTEE REPORTING AND OPERATION

- 4.1 If established the Committee may consist of at least three members although it can have five members, comprising the Treasurer, any Finance Director and the Chief Executive, as ex officio members, and two members appointed by the Governing Council, one of whom need not be an expert in finance.
- 4.2 Members of the Committee must comply with these Terms of Reference.
- 4.3 A member will at the discretion of the Board cease to hold office in the following circumstances:
- (a) on incapacity or death;
 - (b) if dismissed by simple majority resolution of the Governing Council;

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(c) if he fails to attend three consecutive meetings of the Committee without leave of absence being granted by chair of the Committee, who shall report to the Committee any leave of absence he may grant; or

(d) if dismissed by two-thirds majority decision of the Committee.

4.4 A member may resign by notice in writing to the Chair of the Governing Council and the Chief Executive.

4.5 The Committee may appoint a chair from its members for a term of office of three years. Any member may be re-elected as chair, provided that a chair does not serve for more than a maximum of three consecutive terms.

4.6 The Committee may arrange such meetings as it deems necessary. The Chair of the Governing Council has the right to attend meetings. Other Trustees or guests may be invited to attend meetings. Any Finance Director and Chief Executive are expected to attend Committee meetings. They will provide information to the Committee on key financial developments in an agreed format and in response to specific requests for information.

4.7 No resolution shall be put to a meeting unless a quorum (that is to say at least two members or one quarter of the total members (rounded up or down to the nearest whole person), whichever is greater) of the Committee are present, including those participating by teleconference or other electronic means.

4.8 Decisions are ultimately the responsibility of the Committee, but in reaching their decisions and recommendations they will, so far as possible, take account of the views of the Executive of the Governing Council and any co-opted advisors.

4.9 Each member present or participating by teleconference or other electronic means will have one vote and decisions will be passed by a simple majority. Decisions may be passed by written resolution, where writing includes an email or text message received by the chair of the Committee, provided that the proposed resolution is sent to every member with at least seven days' notice.

4.10 A member must declare a conflict of interest, where relevant, and absent himself from discussions or decisions on the matter, unless authorised to attend and/or vote by a simple majority vote of non-conflicted members.

4.11 The chair of the Committee, or if absent another member nominated by the Committee, will preside over the Committee meetings and will organise secretarial servicing for the meeting. The secretary will write minutes of the proceedings and decisions of the meeting. The Committee chair will put the minutes before the Committee for approval at the following Committee meeting.

4.12 The chair of the Committee will in normal circumstances circulate agendas and minutes of meetings to all Trustees. The Committee chair, or another member, will report to the Board on its meetings if required to do so.

5. DELEGATED POWERS

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- 5.1 The Committee when established may authorise changes in personnel named in the Charitable Company's bank mandates. These do not require reporting to the Governing Council.
- 5.2 The Committee may make decisions in respect of the Charitable Company's budgeting and expenditure, provided that the expenditure is for a lump sum of not more than £50,000 or on a cumulative basis is not more than £100,000 in any 12-month period. Governing Council approval will be required for expenditure that exceeds these amounts.
- 5.3 The Committee cannot make changes to the Charitable Company's investment objectives without the Board's approval, but they can make changes to the ancillary aspects of the Charitable Company's investment policy by resolution provided the change has been approved by the chair of the Board, or by resolution of the Board.

6. E. MEMBERSHIP MATTERS OF THE COLLEGE ARE THE RESPONSIBILITY OF THE BOARD. KEY TASKS RELATING TO MEMBERSHIP

- 6.1 The Board is the keeper of the Rules of Membership, the Membership Code of Conduct and the data protection policy and makes amendments to them.
- 6.2 The Board makes recommendations in relation to the Rules of Membership and Code of Conduct.
- 6.3 It carries out a periodic assessment of the Rules of Membership and Membership Code of Conduct and reports the results of such assessments and changes to the rules to the Governing Council. It ensures that the membership information on the College website is kept up to date.
- 6.4 It approves or rejects membership applications referred to it by the Governing Council.
- 6.5 It may investigate claims that College Members are not complying with the Rules of Membership or Code of Conduct and, where necessary, proposes a resolution for dismissal from membership to the Governing Council.

F. G. PART 3

ARTICLES OF ASSOCIATION OF THE CHARITABLE COMPANY

PART 4

RULES OF MEMBERSHIP OF THE COLLEGE

Individuals or organisations may apply to become members of the College of Medicine (“College Members”). The application process is set out on the College website. Normally the Chief Executive administers the applications and the Governing Council has the role of approving membership. Membership, including the application process, is governed by these Membership Rules.

6.5.1 .

7. MEMBERSHIP APPLICATIONS

7.1 Applications for membership should be made to the Chief Executive according to the Rules of Membership and the procedure published on the College’s website.

7.2 College Members may comprise the following:

- (a) Accredited Professional Members, who must comply with the Good medical practice guidelines;
- (b) Voluntary Self-regulated Members, who must voluntarily comply with the Good medical practice guidelines;
- (c) General Members, who agree to adhere to the College’s Code of Conduct. General Members do not have a vote at meetings of members;
- (d) Student Members; and
- (e) Corporate Members, represented by individuals.

7.3 The College encourages diverse membership to represent a range of perspectives and medical professions.

7.4 College Members must share in the Charitable Company’s and College’s goal of transforming healthcare practice and comply with the Members Code of Conduct published on the College website.

7.5 Any person can apply for membership and application and approval procedures will be fairly administered by the Charitable Company. Applicants will be approved as College Members, if the Governing Council perceives that they will take an active part in College activities and could be a suitable member of the Governing Council. Approval cannot be guaranteed.

7.6 The Chief executive will review all applications promptly and may contact the applicant to request further evidence or information. Applications will only be considered once the Chief executive has received all the information he requires to make an informed decision. In exceptional circumstances only, he may assist in obtaining the required evidence. Evidence must not be false, inaccurate or misleading.

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- 7.7 The College requires organisation applicants to provide constitutional documentation and evidence that the organisation's ethical standards and goals correspond with those of the College and Charitable Company. Applications will be made by at least one representatives, who will need to provide personal information, including names and CV. Individuals that represent an applicant, College Member organisations must be referred to as a "representative". Changes to representatives will require approval from the Membership and Ethics Committee.
- 7.8 The Chief executive will put forward the following at appropriate meetings of the Governing Council
- 7.9 Membership decisions should be made where possible within 90 days of the applicant providing all information and evidence required to assess the application.
- 7.10 Successful applicants will be informed of the approval and asked to make an appropriate payment according to the fees and subscription policy decided by The Board .On payment, the College Member's details will be added to the registers.
- 7.11 Unsuccessful applicants will be informed of the refusal and their right to review, according to these Rules.
- 8. FELLOWSHIP**
- 8.1 The Governing Council may appoint College Members as Fellows, who will be referred to as 'Honorary Fellows'.
- 8.2 College Members may nominate the following College Members for Fellowship
- (a) clinicians generally regarded as distinguished and eminent in their professional fields;
 - (b) those who have published distinguished works in their field of expertise; or
 - (c) those who have served the College in an exceptional capacity.
- 9. MEMBERSHIP TERM**
- 9.1 The Chief Executive will administer the annual renewal arrangements and update the registers on receipt of renewal payments.
- 9.2 Membership will be automatically suspended where membership payments are more than 90 days overdue and terminated where payments remain overdue for a further 90 days. This will be recorded in the register.
- 9.3 Membership fees are non-refundable, including where membership is terminated by the Governing Council.
- 9.4 Lapsed College Members may apply to the Chief Executive to be reinstated and may need to make a new application. Payment will be required.

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9.5 College Members must comply with membership requirements and standards throughout membership. The Governing Council may review memberships periodically and can terminate memberships that are no longer valid.

9.6 Membership may be terminated by simple majority decision of the Governing Council for any reason.

10. MEMBERSHIP REVIEWS

10.1 A person whose application to become a College Member is declined may request in writing a review of the decision.

10.2 A College Member may ask in writing for a review of a decision by Governing Council that affects their membership or registration.

10.3 The Chief Executive will carry out a review as soon as practicable following receipt of the written request and is entitled to request further information from the applicant or College Member.

10.4 The person requesting the review may be entitled to further information relating to the reviewed decision and/or a hearing, and must act co-operatively and objectively.

10.5 The decision following the review is final and the College is not obliged to provide reasons for the decision.

11. MEMBERSHIP REGISTERS

11.1 College Member registers are confidential documents and will only be available such persons who require access for administrative purposes.. Lists of College Member names will be published on the College website.

12. COLLEGE MEMBERS MEETINGS

12.1 The College will hold an annual meeting for its College Members (“Annual Meeting”).

12.2 All College Members will normally be given at least 14 days’ notice of an Annual Meeting.

12.3 Information about the Annual Meeting will normally be published on the College website, stating where relevant the following:

12.3.1 the latest statutory accounts and additional financial information of the Charitable Company;

12.3.2 a review of the preceding 12 months by the Chair of the Governing Council;

12.3.3 reports on the College’s activities over the preceding 12 months;

12.3.4 the results of the recent elections; and

12.3.5 any resolutions the Governing Council have put to the College Members.

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- 12.4 The College Members may elect members of the Governing Council, as set out in the Governing Council's Terms of Reference.
- 12.5 The Governing Council may call an extraordinary meeting of the College Members ("Extraordinary Meeting"), where the Governing Council deems it necessary. All College Members will be given at least 14 days' notice of an Extraordinary Meeting.
- 12.6 The Chair of the Governing Council will where possible chair the College Members meetings. The Chair shall conclusively determine the manner of conducting the meeting and shall always have a casting vote in the event of deadlock.
- 12.7 College Members do not have the rights of members of a company at College Members meetings.

PART 5

CODE OF CONDUCT OF THE COLLEGE

All our members comply with this code of practice:

All College members are required to sign up to our Code of Conduct, which aims to ensure those who join our movement live up to the College's aims of promoting excellence in healthcare.

Furthermore, Professional College members in signing up to the Code of Conduct are also agreeing to be bound by the principles of the Good Medical Practice Guidelines (www.gmc-uk.org/guidance):

Professional Members:

Put the Patient first

Professional College Members must provide a good standard of practice and care, which includes: keeping your professional knowledge and skills up to date; recognising and working within the limits of your competence; working with colleagues in the ways that best serve patients' interests (by establishing a diagnosis and engaging in regular communication with the patient's GP of treatments and other relevant information). Furthermore Professional College Members must treat their patients as individuals, respect their dignity and work in partnership with patients.

Objectivity

Professional College members, in carrying out their healthcare work, should apply best reflective practice and make clinical judgments based on the best evidence available.

All Members:

Integrity

All College Members should not place themselves under any financial or other obligation to outside individuals or organisations or engage in promotional activities that might influence them in the performance of their health care practice.

Selflessness

All College Members should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends. In particular they should avoid linking their work to self-promoting marketing activities.

Accountability

All College Members are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

All College Members should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

All College Members have a duty to declare any private interests relating to their professional duties and to take steps to resolve any conflicts arising in a way that protects their patients' interests.

Leadership

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All College Members should promote and support these principles by leadership and example.

Please note, joining the College does not imply our endorsement of any healthcare practice and should not be used to promote professional or commercial activities.