Standard operating procedure for annual general meetings

1. Introduction

The three types of general meetings of fellows at the Royal College of Physicians (RCP) are:

- Annual general meeting (AGM)
- Special general meeting (SGM) to elect a president
- Extraordinary general meeting (EGM).

This standard operating procedure (SOP) ensures that the annual general meeting (AGM) of the Royal College of Physicians (RCP) is conducted in an organised and efficient manner. It will be available on the RCP website to demonstrate the consistency and transparency in our approach to meetings.

High-level instruction for general meetings is set out in the RCP bye-laws – see relevant extracts in **Appendices A, B and C.**

Additional arrangements have been established through custom and practice or may be agreed by RCP Council in line with specific circumstances, best practice and best use of resource. The SOP links the bye-laws with Council-approved clarifications to form a stepped process for shared understanding.

RCP Council will, as appropriate over time, agree changes to this SOP.

2. Purpose of the annual general meeting of fellows – overview

The annual general meeting (AGM) of fellows is a key business meeting covering the previous 12 months, where RCP fellows have the opportunity to:

- receive reports from senior officers, Council and the Board of Trustees
- receive an update on the RCP audited accounts from the treasurer
- approve officer appointments
- vote on proposed changes to constitutional documents (eg bye-laws, Board of Trustees standing orders)
- ask questions of the president or senior officers
- raise issues, which may be referred to Council for discussion.

The AGM is followed by a dinner for fellows (and their guests) who wish to book. It may be preceded by a named RCP lecture.

In a year when a contested presidential election has been held, the AGM will usually be an incumbent president's last official duty. In these circumstances the AGM is immediately followed by the installation of the new president. This timetable allows for the induction of a new president for approximately 5–6 months following election earlier in the calendar year at the SGM.

Please note that general meetings of fellows may also be referred to as 'Comitia'.

3. SOP – annual general meetings

3.1 Date of the AGM

a) The AGM date is set by Council – one per calendar year **(Bye-law 4.2(1))**.
b) The AGM date is separate from the date of the special general meeting (SGM) to elect a president **(Bye-law 4.2 (2))**, which is set by legislation and held on the day after Palm Sunday.
c) The AGM is usually held in September of each year. This timetable has been adopted by Council to ensure the two required general meetings of fellows (AGM and SGM) in each calendar year are equally spaced.
d) The AGM is routinely scheduled in the early evening to maximise attendance of those fellows in clinical practice.

> The registrar's office is responsible for supporting date setting arrangements **(Bye-law 4.1)**.
> AGM dates are usually set at least 12 months in advance.

3.2 Format of the AGM

a) The AGM has been held as a hybrid (in-person and online) meeting since 2021, as approved by Council.
b) The in-person option for attendance has been maintained **(Bye-law 4.6 (1)).** Exceptionally, due to the COVID-19 pandemic, the AGM in 2020 was held as an online only meeting.
c) Educational and social opportunities may be held in conjunction with the AGM, eg college lectures, formal dinner.

> The registrar's office is responsible for supporting arrangements on the format of general meetings.
> The conferences/internal events team supports arrangements for lectures and dinner.

3.3 Notice to fellows

a) Notice of annual general meeting dates are sent electronically to fellows to their registered email address **(Bye-law 31.3)**.
b) Other RCP comms channels are used to publicise the date and arrangements. The events section of the website includes dedicated space for each general meeting.
c) Invitations (electronic) to attend include the date, time and place of meeting and an agenda of the business to be transacted. These are sent at least 2 weeks before the meeting **(Bye-law 4.6)**.
d) Only fellows can attend and vote at general meetings **(Bye-law 8.1)**. Exceptionally, Council may allow observer status to other membership categories/individuals.
e) Only fellows in <u>good standing</u> will be invited and eligible to attend annual general meetings.
   - Fellows must be up to date with their subscription and not in arrears.
   - Emeritus fellows have relinquished fellowship privileges so are not eligible to attend.

- Honorary fellows **(Bye-law 8.6)** do not hold the privileges of subscribing fellows so are not eligible to attend.

> The registrar's office is responsible for supporting arrangements on notices/invitations to general meetings **(Bye-law 4.1)**.

3.4 Chair

- Annual general meetings are chaired by the president **(Bye-law 4.4)**.
- If the president is absent the order of deputisation as chair is as follows **(Bye-law 4.4)**: senior censor/vice president for education and training, clinical vice president, academic vice president, registrar, or a fellow present, chosen by the meeting.

3.5 Order of business (agenda)

The business dealt with at every AGM should include:

a) Obituary list – to honour the memory of those fellows whose deaths have been reported to the RCP since the previous AGM.
b) President's address to fellows **(Bye-law 4.2 (3))** followed by a vote of thanks from the senior fellow.
c) To approve the abstracts (minutes) **(Bye-law 4.1)** of:
   - the previous AGM
   - fellowship Comitia (held since the previous AGM)
   - any extraordinary general meeting (EGM) (held since the previous AGM)
   - the special general meeting – presidential election (held since the previous AGM)
d) To receive annual reports from:
   - Board of Trustees – including a summary of key decisions taken **(Bye-law 4.2 (3)**
   - Council **(Bye-laws 4.2 (3) and 19.7(2))**
   - Senior officers (presentations) – including an update on the RCP audited accounts from the treasurer and access to the annual report. **(Bye-laws 4.2 (3), 9.1 (1) and 12.2)**
   - Federation of Royal Colleges of Physicians of the UK
e) To consider proposals, where necessary, to amend the:
   - Bye-laws **(Bye-laws 1.1 and 8.1)**
   - Standing orders of the Board of Trustees **(Bye-law 4.14 (3))**
f) To note/consider other matters referred by the president or Council.
g) To approve the following officer appointments (on the nomination of the RCP Council) **(Bye-law 5.2)**:
   - censors **(Bye-laws 4.6 (2) and 11.1 (3))**
   - treasurer **(Bye-law 4.6 (2))**
   - registrar **(Bye-law 4.6 (2))**
h) To note other officers (appointed by the president and Council) for the coming year **(Bye-law 9.1 (2))**.
i) To note any officer vacancies **(Bye-law 25.2)** and to thank demitting officers.

> As chair, the president or deputy is responsible for key decisions on the structure and content of general meetings.

- Together with the registrar, who arranges the general business of the college **(Bye-law 13.3)**, the chair will liaise, as appropriate, with Council, the Board of Trustees and others to seek further support on the process, share understanding and manage risk.
- The registrar's office is responsible for supporting the president on the production of the agenda.

3.6 Conduct and behaviour

a) The AGM is private to fellows only **(Bye-law 4.5)**. Exceptionally, guests or observers may be invited by the president or Council.

b) Proceedings should remain confidential, unless indicated otherwise **(Bye-law 33.1)**.

c) Fellows should respect the Faith, welfare of the college; its statutes, bye-laws, regulations and Code of Conduct **(Bye-law 30.1)**. Failure to do so may result in disciplinary action being taken **(Bye-law 34.2)**.

d) In line with the bye-laws the president chairs and will do so in a way that facilitates online and in-person participation, as necessary. The aim is to allow as many voices as possible be heard within the timeframe available.

e) Fellows attending who wish to speak at the meeting should address the chair and speak as briefly as possible. Where requested by the chair they should maintain silence **(Bye-law 4.9)**.

f) Fellows who speak or submit written questions or comments should confirm their name, professional affiliations and any declarations and conflicts.

g) If, in the opinion of the chair or registrar, there is disorder or persistent disregard of authority of the chair, then the chair or registrar are entitled to protect the meeting by directing the fellow or fellows causing disorder, or disregarding authority, to retire from the meeting for the remainder of the meeting, or any shorter period. When the chair or registrar directs a fellow to retire and a fellow does not retire as requested, the chair or registrar shall give directions for the removal of the fellow and such directions as may be necessary for restoring order to the proceedings.

h) Emergency measures within the RCP conduct procedure allow the most senior (in terms of precedence) RCP officer present to immediately suspend a fellow's subscription status if their continued presence poses a serious threat to persons, property or the reputation of the RCP **(Bye-law 34.2)**.

i) If any irregularity occurs in the convening or holding of a general meeting and is not noticed and objected to at the meeting all proceedings shall have the same force and validity as if no such irregularity had occurred **(Bye-law 4.10)**.

j) If any alleged irregularity is noticed and objected to during an AGM, the meeting shall decide on the validity of such allegation, and such decision shall be final and conclusive **(Bye-law 4.10)**.

- Housekeeping relevant to professional conduct and behaviour of attendees is highlighted by the registrar at the start of the meeting.
- The chair of the meeting or the registrar can take relevant steps to ensure the order of proceedings, as required.

3.7 Quorum

a) Twenty fellows must be present for business to be transacted **(Bye-law 4.7)**
b) If the meeting is not quorate within half an hour from the time appointed for the meeting; or becomes inquorate during the course of the meeting; the meeting may be adjourned to such time, place and date as may be later determined by Council. If the meeting proceeds no substantive decisions can be made.
c) Where a new meeting time is arranged no new items will be added to the agenda.

> The registrar's office is responsible for quoracy checks at general meetings.
> The registrar's office will refer matters to Council if a general meeting needs to be rearranged.

3.8 Voting

a) Fellows attending an AGM are entitled to vote on business items notified on the agenda **(Bye-law 8.1)**. Routinely, this covers:
   - approval of the abstracts of previous general meetings.
   - whether to adopt submitted reports, eg from Board of Trustees and Council.
   - whether to approve officer appointments on the nomination of RCP Council and the president.

b) Fellows attending an AGM may cast a vote in the following ways:
   - by a show of hands (in-person only meetings)
   - by voting online, as may be agreed by Council (hybrid meetings) **(Bye-law 5.8 (2))**.

c) Council may agree that a vote is conducted by a ballot of all fellows after the meeting. In such cases Council will agree the method of voting (default is online) **(Bye-law 1.1)**.
d) Voting shall be decided by a simple majority of those voting **(Bye-laws 1.1 and 5.10)**.
e) If a report, appointment or other scheduled vote agreed by Council is not approved by the fellows present at the meeting the matter shall be referred to the Council for further consideration **(Bye-laws 5.2 and 5.8)**.
f) Only the business notified on the agenda can be transacted. Any additional requests to vote raised within the meeting may be referred to Council for consideration in the first instance **(Bye-laws 1.2 and 4.8)**.

> The registrar's office is responsible for supporting voting, as agreed by Council, at general meetings.
> Expert external partners are engaged to assure and manage voting.

3.9 Comments, questions and statements

a) Pre-submitted comments, statements and questions are routinely sought from fellows in advance of general meetings and are managed by the chair.
b) Fellows may make comments, statements or ask questions within the meeting. These may be submitted online and/or by raising of the hand within the room. The chair of the meeting (usually the president) manages these requests and may refer to other officers/presenters for views if the request is a question.
c) The principle should be to allow as many contributions as possible in the time available.

d) The chair should aim to alternate between in-person or online statements and questions. Where possible this should be done in a manner that is broadly representative of the numbers in attendance – online versus in-person.
e) Only the business notified on the agenda can be transacted. Any additional items, motions or requests to vote raised within the meeting may be referred to Council for consideration in the first instance **(Bye-laws 1.2 and 4.8)**.
f) Where time does not allow all statements/questions to feature, the chair, depending on the volume may answer the fellow directly in writing following the meeting or look to issue thematic responses to issues raised.

Please note that fellows and members are encouraged to make contact at any time, if they have concerns. Issues can be raised directly with the president and registrar, as chair and honorary secretary of Council. Further to any informal approach, the bye-laws necessarily provide a formal mechanism for fellows to raise issues and present challenge to existing rules, processes and policies. Fellows can propose motions in writing for consideration by Council under **(Bye-law 1.2)**.

See the SOP for proposing motions to Council, currently being finalised by the **RCP Constitutional and Governance Review Group (CGRG).**

- In meeting management of questions and contributions from audience members, whether in person or online, are managed by the chair with support from RCP staff.
- To aid transparency there is a desire to utilise technology so that fellows in attendance can view and indicate support for submitted comments/statement/questions to be featured.
- Where the submitted volume is high, RCP staff may also moderate questions to provide a representative spread of topics from those submitted online.

3.10 Post meeting

a) Council may agree that a ballot of fellows takes place after a discussion at a general meeting **(Bye-law 1.1)**. In such cases, this is made explicit in the meeting papers.
b) General meetings will be recorded and the videos (with captions) made available on the website to fellows and members (behind the MyRCP login).
c) Key outcomes and votes will be shared as part of post meeting communications with fellows and members.
d) Matters will be referred to Council and/or the Board of Trustees as appropriate.
e) Questions posed within the meeting which were unable to be covered will be answered as soon as possible. This may be on a thematic basis.
f) Abstracts (minutes) of general meetings will be produced for approval at the next AGM **(Bye-law 4.1)**. Council may allow wider access to part of minutes as appropriate **(Bye-law 6.1)**.

> These elements are a shared responsibility between the offices of the president and registrar, with appropriate support from the RCP communications team.

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Contact: Council@rcp.ac.uk