Trustee Board

A meeting was held on Thursday 12 December 2019 in the Grosvenor Room, Royal College of Pathologists 6 Alie Street, London, E1 8QT

Dr Lance Sandle Registrar

Present: Members
Professor Jo Martin, President (Chair)
Dr Andrew Boon, Treasurer
Professor Peter Johnston, Chair – Scotland Regional Council
Dr Jonathan Kell, Chair – Wales Regional Council
Dr Rachael Liebmann, Vice President, Communications
Professor Ken Mills, Chair – Northern Ireland Regional Council
Dr Lance Sandle, Registrar
Robert Smith, Lay Trustee
Dr Esther Youd, Assistant Registrar

Observers: Professor Kate Gould, Chair – England Regional Council (teleconference)
Daniel Ross, Chief Executive

In attendance: Tapiwa Songore, Corporate Administration Manager

Apologies: Professor Shelley Heard, Vice President, Learning
Dr Tim Littlewood, Vice President, Professionalism
Jill Gauntlett, Lay Trustee

MINUTES

87/19 Welcome
The Chair welcomed members to the meeting and reported the apologies received

88/19 Declarations of Interest
No new declarations of interest were made.

89/19 Minutes of the Trustee Board meeting on Thursday 3 October 2019
The minutes of the meeting held on Thursday 3 October 2019 were approved as an accurate record, subject to minor amendments suggested at the meeting.

90/19 Matters arising from the minutes
Trustees asked whether the updated questions for the staff survey would be shared with the Trustee Board. The Chief Executive informed the Trustees that the staff survey was already underway and the period of responding to questions was ending on 12 December. The results of the survey would be coming to the next the Trustee Board meeting in March 2020.

Regarding the membership engagement survey, Trustees advised that it would be useful if the Communications team would include a ‘You said, we did’ page on the website as part of the feedback to link up with what was gathered in the survey. This would highlight the good work being done and would also show that members had been listened to.

Action: Director of Communications to produce a ‘You said, we did’ page on the website in response to the membership survey.
Trustees noted that the Chief Executive had been assigned to work on the members’ engagement survey for 2020 and acknowledged that a lot of work was involved. The Trustees agreed to set up a group to help develop the questions and to collate the responses from the survey. Prof Jo Martin, Mr Robert Smith and Dr Rachael Liebmann volunteered to be part of the group. It was agreed that a meeting would be arranged in January to carry this forward.

The Trustees noted that the policy for canvassing of elections had been discussed at the last meeting, however no action had been taken and it was agreed that the policy would need to be revised. Most of the Colleges had policies in this area and this was good practice.

**Action: Chief Executive to revise the policy for canvassing of elections.**

Trustees enquired about the mortgage repayment and the Chief Executive reported that the start date for the transition from development loan to standard mortgage loan had been delayed by two months due to the absence of the Bank Manager. The repayments would now commence in February 2020. The mortgage was for 25 years.

**91/19 Action Log**

Trustee Board agreed to close the following actions 069/19b, 80/19, 81/19b, 83/19b, 84/19b, 84/19e, 85/19a

It was noted that two actions were due in January and March 2020. The following updates were also noted;

**069/19b**

The Chief Executive reported that the lawyer’s advice on College’s role in regard to the technical EQA schemes had been circulated to all Trustees and it was noted that the VP professionalism would be the nominated person on the schemes. The action was closed

**80/19**

The planning for the Achievement Awards (formerly Excellence awards) was in progress and the VP Communications agreed to lead on the project. It was agreed that the timings for the event would be to be clarified early enough to enable planning for associated events like the awards dinner.

**Action: VP Communications to progress the planning of the Achievement Awards**

The Chair of Scotland Regional Council reported that the clinical excellence awards were no longer running in Scotland and sought Trustee Board support for them to be reinstated. The Trustee Board **AGREED** to support the awards being reinstated in Scotland and for Northern Ireland.

The Trustee had considered changing the name of the awards to avoid confusion with clinical excellence awards and after some discussion it was **AGREED** to change the name to Achievement Awards.

**81/19b**

Regarding the issue of Vacherin staff, it was noted that all their staff were on London living wage, not just fulltime staff.

**92/19 Finance and activity**

**a) RCPPath Trading Directors report**

The Chief Executive reported that Events@No6 had been awarded the Best Newcomer in the 2019 Hire Space Awards and commended staff for their hard work and dedication which had been duly rewarded. The venue was gaining a good reputation as a conference and meeting facility.

He reported that the recent quarterly report on Key Performance indicators had shown a 93% achievement against targets, highlighting the good work that staff were doing. Quarterly sales figures had exceeded Vacherin budget for the first four months of the financial year. September and October had good trading figures and November had been exceptional. December was also looking good although
the Vacherin budget had been too optimistic. The London conference market had changed dramatically and it was nine days on average between enquiring and booking events and the date of the meeting.

Trustees encouraged more marketing around the technology available on site and the Chief Executive reported that there was increased awareness of what the venue could offer, however there were a growing number of requests from clients for IT support, with a large number of these requests being made when the client is on site on the day of a meeting rather than in advance. The Director of Corporate Services had been asked to review the level of IT support available, which could include training the events team in some standard or easier to fulfil tasks. A 360 degrees’ virtual tour had been added to the website.

Trustees noted that the College had scored less than 100% on sustainability and the Chief Executive reported that the College was doing well on sustainability but had not achieved the target on a technicality.

Trustees noted that receiving the minutes from the Directors meetings was very informative, however it would be more useful to have a one-page summary for the Trustee Board, to summarise the trading for the quarter,

**Action: Chief Executive to send the monthly trading report produced by Vacherin to trustees**

Trustee asked for clarification regarding the internal and external figures in the minutes. The Chief Executive reported that Vacherin report to the directors the gross profit, split by internal and external events. For clarity the directors agreed that the internal figure should be set at 70% with the external figure detailing the remainder. The target gross profit percentage was 70%, which in total had been exceeded.

Regarding the payroll being overspent by £30 against budget for October, which was a remarkably small figure, the Chief Executive confirmed that this was the case and Vacherin were keeping tight rein on staffing costs with the directors discussing this at their monthly meetings. Any ad hoc staffing was being approved by the College.

### b) Pay Benchmarking Report

The Chief Executive presented the Pay Benchmarking Report which had been redacted for GDPR reasons. He informed the Trustees that the full report would be going to the Remuneration Committee in January 2020.

It was noted that the College had benchmarked against the market to ensure competitiveness and the consultant had reported that the College rates were competitive for most of the roles at the college.

Trustees discussed the rate of inflation that might ensue in the event of adverse conditions that may arise due to Brexit and agreed that in principle, if there was an adverse impact due to Brexit, the College would review membership fees and staff salaries.

There was a question raised about the number of quartiles specified in the report and Trustee requested the Chair of Wales Regional Council to follow this up with Maxwell Scott HR Consulting.

**Action: Chair of Wales Regional Council to follow up with Maxwell Scott HR Consulting.**

### c) Top 10 Risks on Risk Register

The Chief Executive presented the risk report and reported that one risk relating to cost and time overruns on the construction of Alie Street had been reduced in score and taken off the Risk Register. The final bill was being discussed with the Project Managers.

The Risk relating to ‘Misconduct of members impacting on the College’ had increased and this had an increased financial impact.
The Trustees discussed the risk in detail and agreed that the risk should be separated into two. The first being the impact of reputational risk and this would still be low. The other risk would be the cost of legal challenges and settlements and this currently had a higher score.

**Action:** The Chief Executive to split the risk relating to Misconduct of members impacting on the College’ into two, the impact of reputational risk and the cost of legal challenges and settlements.

The President reported that the second risk had been necessitated by an action being taken by a member of staff who had instituted legal proceedings citing bullying and harassment by a senior member of the college. The Chief Executive, following discussion with the College solicitors, reported that potential exposure was in the region of £200k, however this could reduce to about 80-90k if the college agreed to settle without going to a tribunal.

The Trustees Board discussed its role in such cases and agreed that it was important to gain assurance that the College had the correct processes and procedures and that this had been followed. It was noted that any changes to processes and procedures would need Trustee Board approval.

Assurance was given to the Trustees that the College was taking its responsibilities seriously in not tolerating bullying and harassment and training had been made available to all staff. Bystander training was also being arranged.

The President informed the Board of another alleged case of bullying involving a trainee by a senior member of the College and this had been passed on to the Medical Director at the workplace. The President reported that she had received a request to forcibly stop the action from the senior member

The Trustees discussed the case and agreed that it should be dealt with in an appropriate and timely manner. It was noted that issues relating to trainees should be investigated through the deanery process and anybody involved should feed into that process. The President informed the Trustees that she would write to the Trust and copy in both the deaneries that the trainee was involved in. It was agreed that it was important to ensure the trainee was supported throughout the process.

**Action:** President to write to the Trust and copy in both the deaneries that the trainee was involved informing them of the process regarding trainee complaints.

d) **Management Accounts**
The Chief Executive presented the management accounts for the four months ending 31 October 2019.

He reported a positive variance of £135k against plan and this was mainly due to exam fees and the Events@No6 accounts being better that budget.

Trustees **NOTED** that the College operating surplus as at 31 October was £29k and the trading surplus was £45k

e) **NQAAP Levy 2019/20**
The Chief Executive reported it was the period for sending out invoices for the NQAAP Levy 2019/20 and requested the Trustees to consider increasing the fees by 2.5% as proposed by the VP for Professionalism.

Trustee Board **AGREED** to increase the levy by 2.5%.

f) **Rental space on fourth floor**
The Chief Executive reported that the College had been introduced to the Faculty of Clinical Informatics who were requesting to rent space on the fourth floor, initially for a year.

In addition to the income involved, there was a potential for business for Events@No6 as they held conferences throughout the year. Risk assessments had been done and a number of risks had been identified, however all the risks identified were manageable. A legal agreement had been drafted by the College solicitors which cited the need for confidentiality and the client were happy with it.
Trustee Board APPROVED the proposal to rent out space on the fourth floor.

Trustees enquired how Corporate membership was going and it was noted that for some organisations especially in NHS, there was no additional benefit for members and it was important to review the offer.

**Action: Chief Executive to review offer to corporate membership.**

### 93/19 Strategy

#### Strategic Planning for 2020/21

The Chief Executive reported that as part of the planning cycle at the College a revision to the document on objectives that sat underneath the strategy would be worked on in the new year, for trustee approval at the May meeting. He asked for ideas from the Trustees for items to include in the revision.

He requested that all ideas be send to him or the Director of Corporate Services. A number of suggestions were made including the following:

- The need to raise the profile of laboratories;
- Developing links with industry;
- Carrying forward the SAS Strategy;
- Building on sustainability issues;
- Policy on People Report;
- Introducing a Board Portal software.

### 93/19 Sustainability Policy

The Assistant Registrar presented the strategy and sought approval for setting up a Green Team from members and staff. The team would be responsible for considering any specific actions and plans for engagement with stakeholders on activities that the College could undertake to positively impact a sustainable future. A framework of initiatives and recommendations could be developed for the group to oversee and lead on.

Trustees AGREED to set up the Green Team.

The Assistant Registrar reported that at a meeting of all College treasurers and finance directors, it had been suggested that all Colleges individually sign up to a number of commitments including disinvesting from fossil fuels.

Trustees discussed this undertaking and noted that the role of Trustees also involved ensuring maximum return on investments and it was AGREED sign up to the commitments and that the College would disinvest from fossil fuels at an appropriate time.

Trustees discussed other sustainability initiatives it was agreed that the College could do an environmental impact assessment to measure and evaluate impact of labs and pathology as a discipline and work with various committees to formulate strategy on things like use of plastics in labs.

**Action: Assistant Registrar to do an environmental impact assessment to measure and evaluate impact of labs and pathology as a discipline and work with various Committees to formulate strategy on things like use of plastics in labs.**

A lot of food was being wasted from meetings and it was agreed that proper planning was required for internal meetings. However external events were difficult to manage as clients ordered what they wanted. A solution could be to inform the clients that food provision would be staggered depending on how much was being consumed.

**Action: Director of Corporate services to find a way of reducing food wastage from meetings.**
c) **Values and Behaviours Statement**
   The Trustees received and approved the Values and Behaviours Statement.

94/19 **President’s Report**

The President reported on the following issues;

- Working with the Institute of Biomedical Science and the School of Healthcare Sciences the College had continued to hold in constructive discussions with NHSI in relation to workforce and training. It had now been announced that Conjoint Board trainees will be funded for two trainees per network. This was the first time funding for training of this nature.
- The College had been awarded a grant of £100k to develop training relating to Bowel screening programme and this was part of the Digital Now programme.
- The College had been asked to bid for £50k for supporting undergraduates and foundation work. The outcome was awaited.
- A presentation from Deloitte Healthcare foundation on modelling of workforce had revealed global workforce shortages in future. There would be an increase in number of 65s and less people of working age in next 2 decades. Seaside and rural areas were the most affected and there was less impact in cities. The President undertook to circulate the report.

**Action:** President to circulate the report from Deloitte Healthcare

- Meeting at Academy with new CMO at NHS England with Chris Witty to identify new programmes for campaigns

95/19 **Governance**

a) **Decisions taken outside meetings**

The Trustee Board **RATIFIED** the following decisions taken outside meetings

- Elections Process amendment;
- Changes to conduct regulations;
- Decision to recruit a replacement IT Manager.

b) **Governance Committee report**

**Proposed changes to the Governing documents**

The President reported that the Governance Committee had met to discuss how Trustee Board could be made more effective and efficient and had recommended some amendments to the Ordinances. In addition to this, some amendments had been suggested during the year, including making the ordinances gender neutral. She informed the Trustees that the President Elect had asked the changes should not affect his Presidency. The Chief Executive pointed out that any changes would not affect the current officers or elected people but would apply from when the next cadre of trustees were elected/appointed. As such there were transitional provisions explicitly stating this. So the changes were not meant to disadvantage anyone.

The Chair of the Governance Committee presented the proposed changes to the Governing documents and informed the Board that the Committee had been looking at ways to ensure the work of the Trustee Board was separated from that of the Council.

The Committee proposed splitting the role of Chair of the Trustee Board from that of the President by appointing a Lay Chair. It was proposed that an additional lay trustee be appointed bringing the number of lay trustees to three, one of which would be Chair. This was good practise in charity governance. Lay trustees would bring different skills to the elected pathologists to balance the board

After some discussion the Trustees **AGREED** the following;

- a) To appoint an independent lay Chair;
- b) To increase the number of lay Trustees to three;
- c) Lay Trustees would be appointed on three years’ renewable for another three years;
d) Staggering the appointments of lay trustee to add continuity of lay input.

The Committee had noted that the charity commission good governance guide highlighted that the ideal size of a Trustee Board was between 5 and 12. Trustees discussed the proposal at length and it was noted that Regional Council changes would bring representation from the devolved health care bodies and Trustees AGREED that:

   a) All three devolved Regional Council Chairs would stay as Trustees. In addition, the English Regional Council Chair, currently an observer, would become a trustee;

   b) The President Elect would attend meetings of the Trustee Board as an observer until taking up the post of President.

Resultant from the above, trustee board would be comprised of between 14-16 people being: the 7 honorary officers, the 4 chairs of the UK regional councils, 3 lay trustees, and up to 2 co-options.

Trustees noted and agreed that the Board as a whole determined the policy of the College and not one member of the Board. All officers reported to the Board.

The Governance Committee had also proposed a reduction in the term of the President Elect term from one year to six months. After some discussion it was AGREED that the term of the President Elect would remain on one year, however the role description would be refined to outline specific requirements of the role. It was noted that the President could serve only one term.

The Governance Committee had recommended that the Presidency be rotated among the specialties to ensure the College remained inclusive and representative of more than one specialty. Trustees discussed the proposal at length and noted that it was equally important to appoint the best candidate for the job regardless of their speciality. In the absence of a unanimous decision, Trustees AGREED that it would be best to consult the membership on this issue. The President-Elect had suggested changing the name of the College in his manifesto, the membership could be asked about this at the same time.

**Action:** Chief Executive to arrange a consultation with members on whether the Presidency should rotate among the specialties and whether the College should change its name.

**Proposals for the Lay Network and Terms of Reference**

The Trustee received and APPROVED the Lay Network job role and Terms of Reference.

**Clinical Directors**

Trustee noted that the role of Clinical Directors was not clear for everyone and that the role descriptions would need refining. It was also important to ensure that there was a proper induction for Clinical Directors detailing that the Trustee Board sets the strategy and that Clinical Directors help to guide and advise and work with the Board and staff to deliver the College’s strategy.

**Action:** Director of Corporate Services to review the role descriptions for Clinical Directors and ensure there was a proper induction.

**Freedom to Speak Up (formerly Whistle blowing) policy**

Trustees APPROVED the Freedom to Speak Up (formerly Whistle blowing) policy.

c) **Report from the Nominations Committee**

The Trustees APPROVED the nomination of Dr Samantha Holden as the Chair of the Specialty Advisory Committee on Pre/Perinatal/Paediatric Pathology.

**96/19 Membership of the College Council in 2020**

This item was deferred to the next meeting.
97/19  Any other business

There was no other business discussed

98/19  Meeting effectiveness

Trustees agreed that the discussions had gone well and the meeting had managed to get some tricky business done.

99/19  Vote of thanks

The Chair of the England Regional Council, Kate Gould reported that she would be stepping down from her role for personal reasons.

The Trustees thanked Kate for her contribution and dedication to the work of the College and wished her well.

100/19  Date of next meeting

Thursday 5 March 2020

101/19  Dates of Future meetings

- Thursday 14 May 2020
- Thursday 6 August 2020
- Thursday 8 October 2020
- Thursday 10 December 2020 (followed by RCPath staff Christmas lunch)

*the meeting closed 1.15pm*

Signed: Date: