



**UNCONFIRMED**

Minute of the **Annual General Meeting** held in the College on Friday 4 December 2020 at 1630hrs

**Present**

The President welcomed all Fellows and Members present and those in attendance including;

<b>Steve Graham</b>	Chief Executive Officer (CEO)
<b>Linda Irvine</b>	Deputy CEO; Director of Membership and Engagement
<b>Muir Brown</b>	Deputy Head of Membership and Governance
<b>Fiona Winter</b>	Director of Education and Assessment
<b>Elaine Mulcahy</b>	Head of Corporate Communications and Marketing
<b>Kenneth Osborne</b>	Finance Director
<b>Ian Grinbergs</b>	Head of ICT and Digital Transformation
<b>Gillian Harkness</b>	Senior Associate, Burness Paull LLP
<b>Natalie Breslin</b>	Audit Partner, Azets

		<u>Action</u>
1.	<p><b>Apologies and Intimations</b></p> <p>The President welcomed all Fellows and Members to this historic, virtual Annual General Meeting, noting that nearly 200 members from 28 countries had registered to attend.</p> <p>The President noted that apologies had been received by 21 Fellows and Members; she also asked everyone to pause for a few moments to remember the 24 Fellows and Members of the College whose deaths were notified to the College during 2019, as well as all those healthcare professionals who had lost their lives during the coronavirus pandemic.</p>	
2.	<p><b>Minutes of Annual General Meeting held on Friday 7 December 2018</b></p> <p>The minute of the last AGM was approved as a true record of the meeting without amendments. This was proposed by Richard Hull and seconded by Adrian Stanley.</p>	
3.	<p><b>Matters arising from the Minutes</b></p> <p>There were no matters arising from the minutes.</p>	
4.	<p><b>Chief Executive Officer's Report</b></p> <p>Dr Graham reported on the key achievements of the College during the 2019-20 financial year. These achievements were underpinned by a global marketing campaign articulating 'Who We Are, What we Stand For and What We Do'. The campaign was warmly received by members, who contributed photos, personal stories and messages, which formed the backdrop for the campaign graphics and displays.</p> <p>Who We Are Core membership of the College grew by 4.5% in the year to 31 March 2020 and total membership reached an historic high of over 15,000, with 28% more people joining than in the previous year. Growth was achieved across all Faculties and member retention increased to its highest level in 4 years.</p> <p>Some 1,500 members were involved in engagement events across 40 venues. Almost 1,000 formed the examiner panels, responsible for delivering 21 different exams in multiple centres across the UK and worldwide. More than 600 contributed to the delivery of our educational programmes.</p> <p>In 2019 the College celebrated its heritage with an exhibition entitled "Great Minds: The brain in medicine, surgery and psychiatry". This was accessed by over 12,000 people, both physically and online.</p> <p>What We Stand For</p>	

The College has spoken out many times for the profession, principally on the President's key priority areas of Wellbeing, Workforce and Inclusion. This has increased the number of followers across all of our social media channels. Almost 50,000 people visited our news blog and we regularly showcase our concerns through 'Voice', our membership magazine.

The College raised an additional £32,000 for the HOPE Foundation and granted over £40,000 to support seven different projects in the UK and internationally to those in greatest need.

#### What We Do

Dr Graham shared some statistics showing the growth across the College during 2019-20. This included 173 conferences and courses, 46 new online digital learning products and 3,875 examination candidates. Over £60,000 in scholarships were awarded to 45 members to support professional development and 371 new Fellows and Members attended our diploma ceremonies. The College's events company, 1599, welcomed over 11,000 visitors to 260 events in the College building, generating additional income.

#### College Finances

Dr Graham described the difficult steps that were taken at the start of the financial year to address the short-term financial challenges. These included an organisational restructuring, a sharpened focus on realising strategic goals, along with a reduction in staffing levels and a tightening across all areas of expenditure. This boosted income by £573K and reduced the cost base by £903K, resulting in a significantly reduced operating deficit of £440K, compared to the reported deficit of £1.92M in the previous year.

The CEO also noted that the value of total charitable funds fell by £2.72M compared to the previous year. This reduction was caused largely by a devaluation of the College's investment portfolio as a result of the onset of the COVID-19 pandemic when global equity values fell by 30%.

#### COVID-19

Dr Graham noted that since February 2020 all College activities have been disrupted by the global pandemic, but went on to describe a series of measures which have been put in place to adapt to the constantly evolving circumstances. These included the launch of a dedicated COVID-19 website providing free access to resources, information and education for the healthcare profession as well as a series of free webinars and the establishment of an ethics group to review and endorse COVID related policy and guidance documents.

In conclusion, Dr Graham thanked the President, Council and community of clinicians for quick and decisive actions in the face of the global pandemic, and also the College staff who have demonstrated hard work, commitment, innovation and creativity to overcome the significant challenges and pace of change during the past year.

#### 5. Annual Financial Statement: Report by the Honorary Treasurer

Dr Madhok's report focused on the income, expenditure and assets of the College as audited in the annual financial report for 2019-20.

The Honorary Treasurer noted that the total income of £7M was in line with previous years and was made up primarily of membership subscription fees, examination fees and educational course fees. He reminded members that the College has had to spend more than it has earned over the last few years, but a 5 year plan was in place to address this. Dr Madhok noted that the College's deficit has reduced from a peak of £1.8M to approximately £½M in the last financial year – this was the lowest deficit in 5 years and would have been reduced completely had it not been for the impact of COVID in the last couple of months of the year.

Dr Madhok warned members that the deficit in the current year would inevitably rise again due to the full impact of COVID in 2020-21. However, he went on to reassure members that the College remained a viable and financially robust organisation.

Turning to the College's assets, the Honorary Treasurer commented that the biggest asset was the

membership, who contribute generously of their time, knowledge and abilities to all aspects of College life. In terms of the portfolio of investments, the value of this has reduced significantly over the last financial year with the impact of COVID on global financial markets. Since the completion of the audited accounts for 2019-20, the value of the College's portfolio has recovered despite the continued volatility of the stock market. The portfolio has been adjusted to reduce the risk level of our investments, but this will continue to deliver a substantial income to the College.

Dr Madhok reminded members that recent capital withdrawal has been used to upgrade the College's premises on St Vincent Street and to fund the introduction of a new, much-needed CRM system, the first phase of which was launched in December 2020.

Dr Madhok paid tribute to many individuals who have supported him in his role during the past year, including the College's Finance team under the new leadership of Kenneth Osborne, the CEO, Mr Mark Allison as Chair of the Finance, Audit and Remuneration Committee, Mr Mark Wilson at Rathbones, the team at Azets in their role as College auditors and Mr Ian Anderson, Past President of the College.

## 6. President's Report

The President reflected that she could never have anticipated the events that have dominated the second year of her presidency, causing widespread uncertainty and putting intense strain on healthcare systems around the world. However, she felt pride in the way the College has quickly adapted to deliver online examinations, digital education and virtual communications to support its global community of members.

Professor Taylor went on to give some examples of the work done by the College during the pandemic to address her four priority areas – workforce, wellbeing, inclusivity and engagement. These include:

### Workforce

- Working with the Scottish Academy to produce a policy paper on how to address workforce challenges in the Scottish NHS
- Joint publication with the other medical Royal Colleges of the UK physicians' census, noting key actions on workforce shortages, rota gaps and wellbeing
- Removal of the cap on medical school places in Scotland to ensure equal opportunities and increased future capacity

### Wellbeing

- A wellbeing campaign to support the profession
- Dedicated wellbeing section on the website, visited by more than 1,000 people
- Promotion of wellbeing advice and support via blogs and social media channels
- The annual Making Life Work Better conference, delivered virtually in 2020

### Inclusivity

- Adoption of a new policy on Equality, Diversity and Inclusion
- Establishment of an Inclusion Advisory Group
- Delivery of a development programme to encourage women into leadership roles in the medical profession; this will be expanded next year to include members from other under-represented groups

### Engagement

- Increased engagement using digital platforms with our network of College ambassadors – College Tutors, Regional and International Advisors
- Establishment of an engagement working group comprising clinicians and staff
- Sponsorship of hospital based learning, networking and mentoring opportunities and delivery of events in venues across the UK

Professor Taylor admitted that it is difficult to predict what life will be like in the year ahead, given the continuing restrictions caused by COVID-19. She reaffirmed her focus as President will be on:

- Raising the profile of the College and ensuring our voice is heard on the key areas that impact the profession
- Supporting and delivering online education and assessments that meet the needs of the membership
- Strengthening the relationship with other Royal Colleges, the NHS and other stakeholders
- Celebrating and showcasing our membership

The President thanked all Fellows and Members for their professionalism, sacrifice and dedication to their patients and continued commitment to the College. She also thanked the College Office Bearers, CEO and the College Leadership team for their exceptional support and to all College staff for their hard work in such difficult and trying circumstances.

## 7. Proposed Amendments to the Regulations and Bye Laws

The Registrar introduced the proposed amendments to the Regulations and Byelaws as detailed in Resolutions A-D of the Agenda. Dr Neilson acknowledged that some concerns had been expressed immediately prior to the AGM regarding Resolution A.

The Registrar gave a detailed explanation of the rationale behind this proposed amendment, namely that the existing governance structure was no longer fit for purpose; that it was necessary to reform in order to be fully compliant with charity regulation and law; and that this proposal had been fully debated by Council, Executive Board and had received input from external specialist advisors in charity law and corporate governance, as well as having been passed by the College's legal team at Burness Paull LLP.

Dr Neilson also assured members that the Executive Board, which would assume responsibility for the operational day to day running of the College, would be comprised of the elected Office Bearers who also sit on College Council plus up to 2 appointed lay members with specialist knowledge or expertise.

A full and frank discussion followed, during which Ms Gillian Harkness of Burness Paull LLP was called upon to explain the legal position.

The President proposed that the vote on Resolution A should be conditional upon a supplementary document, or Standing Order, being produced which would give greater clarity on the division of responsibilities between Council and Executive Board, as well as the role of Trustees.

The results of the voting was confirmed as follows:

Resolution A – FOR = 78% / AGAINST = 22%  
 Resolution B – FOR = 90% / AGAINST = 10%  
 Resolution C – FOR = 92% / AGAINST = 8%  
 Resolution D – FOR = 96% / AGAINST = 4%

All Resolutions were passed. The Registrar thanked Muir Brown for compiling and drafting the proposed amendments.

## 8. Election of Office Bearers and Members of Council

### a) President Elect

The President announced that 1 nomination was received for the post of President Elect and that Mr Mike McKirdy has been elected to serve for a term of 1 year, after which he will assume the role of President for 3 years.

### b) Vice President (Medical)

The President announced that 1 nomination was received for the post of Vice President (Medical) and that Professor Andrew Gallagher has been elected to serve for a term of 3 years.

### c) Vice President (Surgical)

The President announced that 1 nomination was received for the post of Vice President (Surgical) and

that Mr John Scott has been elected to serve for a term of 3 years.

**d) Honorary Secretary**

a) The President announced that 1 nomination was received for the post of Honorary Secretary and that Dr Richard Hull has been elected to serve for a second and final term of 3 years.

**b) Ordinary Councillor (Physician)**

The President announced that 2 nominations were received for the vacant post of Ordinary Councillor (Physician). A subsequent vacancy arose due to the sole nomination of Prof Gallagher to Vice President (Medical). Therefore, Dr Graham Curry was duly elected to serve for a first term of 4 years and Dr Graeme Tait was re-elected for a second and final term of 4 years.

**c) Ordinary Councillor (Surgeon)**

The President announced that 3 nominations were received for the post of Ordinary Councillor (Surgeon). A ballot was conducted, and Mr Drummond Mansbridge has been elected to serve for a second and final term of 4 years.

**d) Regional Councillor: Scotland East**

The President announced that 1 nomination was received for the post of Regional Councillor – Scotland East and that Mr John Camilleri-Brennan has been elected to serve for a second and final term of 4 years.

**e) Regional Councillor (Physician) outwith Scotland**

The President announced that 4 nominations were received for the 2 posts of Regional Councillor (Physician) outwith Scotland. A ballot was conducted, and Dr Charles Kelly and Dr Dhiraj Tripathi have both been elected to serve for a term of 4 years.

**f) Regional Councillor (Surgeon) outwith Scotland**

The President announced that 5 nominations were received for the post of Regional Councillor (Surgeon) outwith Scotland. A ballot was conducted, and Major Ajay Sharma has been elected to serve for a term of 4 years.

The President thanked all those demitting office from College Council namely:

- Prof Hany Eteiba for his 3 years' service as Vice President (Medical)
- Mrs Alison Lannigan for her 3 years' service as Vice President (Surgeon)
- Dr Asif Naqvi for his 4 years' service as Regional Councillor (Physician) outwith Scotland

The President confirmed the full list of Office Bearers and Faculty Deans for 2021/22.

**9. Appointment of Auditors**

The President informed members that, as part of the College's regular review of its professional advisors to ensure value for money, a tendering process will be undertaken in early 2021 to supply audit services to the College. Members will be informed of the outcome of this process in due course.

**10. Appointment of Clerk and Legal Advisor**

The President proposed that Burness Paull LLP, represented today by Gillian Harkness, be re-appointed as Clerk and Legal Adviser for the following year. This was agreed and seconded by Mr Abhay Rane.

**11. Any Other Competent Business**

There were no other items of competent business.

**12. Date and Time of next AGM**

The President confirmed that the next AGM would take place on Friday 3 December 2021 at 4.30pm.

The President declared the meeting closed and thanked all Fellows and Members for their attendance at this historic AGM.

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