
REGULATIONS

of

**THE BOARD OF TRUSTEES OF
THE ROYAL COLLEGE OF SURGEONS OF ENGLAND**

Adopted on 12th June 2015

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1. Interpretation

- 1.1 The interpretation provisions in **Regulation 15** shall apply.
- 1.2 The emboldening of a word or expression on the first occasion that it is used indicates that the word or expression is defined in Regulation 15.

2. The Trustees

- 2.1 As specified in Ordinance 3.1, the **Trustees**, as **Charity Trustees**, have control of the **College** and its property and funds. The role of the Trustees shall be as prescribed in Appendix 1.
- 2.2 As specified in Ordinance 3.2 and subject to Ordinance 3.3 and Regulation 2.3, the board of Trustees shall when complete consist of the following persons:
 - (a) the **President**;
 - (b) the **Vice Presidents**;
 - (c) the **FDS Dean**;
 - (d) the **FGDP Dean**;
 - (e) three **Elected Trustees**;
 - (f) not less than three and, at the discretion of the Trustees, up to four **Lay Trustees**; and
 - (g) at the discretion of the Trustees, the Dean of any additional faculties instituted in accordance with Ordinance 11.2. At present, there are no such additional faculties.
- 2.3 In accordance with Ordinance 3.3, a Trustee's term of office automatically terminates if he or she:
 - (a) is disqualified under the **Charities Act** from acting as a Charity Trustee;
 - (b) is incapable, whether mentally or physically, of managing his or her own affairs;
 - (c) is absent from two meetings of the Trustees in any **College Year** (but only if the absences are not approved by the President either in advance of or, in exceptional circumstances, after the meetings);
 - (d) resigns by **Written** notice to the Trustees (but only if at least two Trustees will remain in office);

- (e) in the case of the President, the Vice Presidents, the FDS Dean, the FGDP Dean and (if appointed as Trustees) the Deans of any additional faculties instituted in accordance with Ordinance 11.2, ceases to be President, Vice President, FDS Dean, FGDP Dean or Dean of the relevant additional faculty (as applicable);
- (f) in the case of the President, the Vice Presidents, the FDS Dean, the Elected Trustees and (if appointed as Trustees and as **Council Members**) the Deans of any additional faculties instituted in accordance with Ordinance 11.2, ceases to be a Council Member;
- (g) with the exception of the Lay Trustees, ceases to be a **member**;
- (h) with the exception of the Lay Trustees, is removed by a resolution of the **Council** passed by a simple majority at a meeting of the Council after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views;
- (i) in the case of the Lay Trustees, is removed by resolution of the Trustees passed by a simple majority at a meeting of the Trustees after the meeting has invited the views of the Lay Trustee concerned and considered the matter in the light of any such views, in accordance with the procedure specified in Regulation 4.10; and/or
- (j) dies.

2.4 As specified in Ordinance 3.4, a Trustee is automatically suspended from office if he or she:

- (a) in the case of the President, Vice Presidents, FDS Dean, Elected Trustees and (if appointed as Trustees and as Council Members) the Deans of any additional faculties instituted in accordance with Ordinance 11.2, is suspended from Council pursuant to Ordinance 6.14 and **Standing Rules** 4.19 to 4.22; and
- (b) in the case of the President, Vice Presidents, FDS Dean, FDGP Dean and (if appointed as Trustees) the Deans of any additional faculties instituted in accordance with Ordinance 11.2, is suspended from his or her office as President, Vice President, FDS Dean, FGDP Dean or Dean of the relevant additional faculty (as applicable);

provided always that a Trustee shall automatically be reinstated if he or she is reinstated to the Council or reinstated as President, Vice President, FDS Dean, FGDP Dean or Dean of the relevant additional faculty (as applicable).

- 2.5 A Lay Trustee may be suspended from office in accordance with the procedure set out in Regulation 4.9.

3. Elected Trustees

- 3.1 The first Elected Trustees have been identified by the Trustees in accordance with Ordinance 3.6. All other Elected Trustees shall be elected by the Council in accordance with the procedure prescribed in Standing Rule 8.
- 3.2 The term of office of an Elected Trustee shall commence on the date he or she is elected.

4. Lay Trustees

- 4.1 As specified in Ordinance 3.10, any person (other than a **Voting Member** of the College) who is willing to act as a Lay Trustee and is permitted to be so appointed by the law, the **Charter** and the Ordinances may be appointed to be a Lay Trustee.
- 4.2 The role of the Lay Trustees shall be as prescribed in Appendix 2.
- 4.3 The first Lay Trustees have been identified by the Trustees in accordance with Ordinance 3.11. All other Lay Trustees shall be appointed by resolution of the Trustees passed at a meeting or **In Writing**. In normal circumstances, vacancies in the Lay Trustees shall be advertised.
- 4.4 The appointment of the Lay Trustees shall normally take place at the first meeting of the Trustees in each College Year. However, as specified in Ordinance 3.13, a vacancy in the Lay Trustees may be filled at any time.
- 4.5 The term of office of a Lay Trustee shall commence on the date he or she is appointed, unless otherwise determined by the Trustees.
- 4.6 As specified in Ordinance 3.11, subject to earlier termination under Ordinance 3.3 and Regulation 2.3 and save in the case of the first Lay Trustees whose terms of office shall be determined by the Trustees, Lay Trustees shall normally hold office for a period three **years**. The terms of office of the Lay Trustees may be reduced at the discretion of the Trustees.
- 4.7 As specified in Ordinance 3.12, any retiring Lay Trustee who remains qualified may be re-appointed, provided that no Lay Trustee may serve for more than two terms of office in total.
- 4.8 A Lay Trustee shall notify the Chief Executive promptly and In Writing if he or she:
- (a) is under investigation by or facing disciplinary action from a **Regulatory Body**; or

(b) has been charged with a criminal offence.

4.9 On receipt of a notification under Regulation 4.8, the Chief Executive shall inform the **Officers**. The Officers (or alternatively a committee of three Trustees appointed by the Officers) shall have delegated authority to resolve that the Lay Trustee concerned should either:

(a) continue acting as a Lay Trustee pending the outcome of the regulatory investigation, disciplinary action or criminal charge; or

(b) be suspended from his or her Lay Trusteeship pending the outcome of the regulatory investigation, disciplinary proceedings or criminal charge;

in each case on the grounds that in their reasonable opinion this course of action would be in the best interests of the College and provide always that in reaching any decision under this Regulation, the Officers or committee (as applicable) have invited the views of the person concerned and considered the matter in the light of any such views.

4.10 A Lay Trustee shall inform the Chief Executive of the outcome of any regulatory investigation, disciplinary procedure or criminal charge within 14 days of a decision being made. The Chief Executive shall inform the Trustees of the outcome and, at the next Trustees' meeting, the Trustees shall resolve that the Lay Trustee concerned should be:

(a) restored to office as a Lay Trustee, with no further action being taken on the matter;

(b) restored to office as a Lay Trustee, subject to such sanctions as the Trustees may see fit to impose; or

(c) removed from office pursuant to Ordinance 3.3(i) and Regulation 2.3(i);

in each case on the grounds that in their reasonable opinion this course of action would be in the best interests of the College and provided always that in reaching any decision under this Regulation, the Trustees have invited the views of the Lay Trustee concerned and considered the matter in light of any such views.

4.11 Any Lay Trustee who fails to notify the Chief Executive as required under Regulations 4.8 and 4.10 may be removed from office by resolution of the Trustees passed by a simple majority at a meeting of the Trustees pursuant to Ordinance 3.3(i) and Regulation 2.3(i).

5. Proceedings of the Trustees

5.1 Meetings of the Trustees shall at all times be conducted in accordance with Ordinance 4.

- 5.2 As specified in Ordinance 4.1, the Trustees must hold at least four meetings in each year.
- 5.3 As specified in Ordinance 4.2, a quorum at a meeting of the Trustees is seven Trustees of whom: (a) at least one must be either the President or a Vice President; and (b) the majority must not be Lay Trustees.
- 5.4 As specified in Ordinances 4.3 and 4.4, the President may call a meeting of the Trustees by giving reasonable notice of the meeting to the Trustees or by authorising the **Chief Executive** to give such notice. A meeting of the Trustees shall be called by the President on receipt of a Written request from at least three Trustees.
- 5.5 Notice of each Trustees' meeting shall:
- (a) normally be sent to each Trustee not less than five working days before the meeting but may be sent less than five working days before the meeting provided that the short notice is approved by the President before the meeting; and
 - (b) be accompanied by the agenda for the meeting and the unconfirmed minutes of the previous Trustees' meeting.
- 5.6 As specified in Ordinance 4.5, a meeting of the Trustees may be held either in person or by suitable electronic means agreed by Trustees in which all participants may communicate with all the other participants.
- 5.7 As specified in Ordinance 4.6, the President or (if the President is unable or unwilling to do so) the most senior Vice President present shall preside at each meeting of the Trustees. The procedure for determining the relative seniority of Vice Presidents is set out in Standing Rule 9.18.
- 5.8 As specified in Ordinance 4.7, every issue may be determined by a simple majority of the votes cast at a meeting but a Written resolution circulated to all the Trustees who would have been eligible to vote on the matter at a meeting of the Trustees and approved by a simple majority of them is as valid as a resolution passed at a meeting and for this purpose:
- (a) the Trustees who approve the Written resolution must be such that they would form a quorum at a meeting of the Trustees; and
 - (b) the resolution may be contained in more than one document and will be treated as passed when a simple majority of the Trustees have signified their agreement to it.

- 5.9 As specified in Ordinance 4.8, Trustee signifies agreement to a proposed Written resolution when the College receives from him or her an **Authenticated Document** (whether in hard copy or electronic form) identifying the resolution to which it relates and his or her agreement to it.
- 5.10 As specified in Ordinance 4.9, except for the chairman of the meeting, who in the case of an equality of votes has a second or casting vote, every Trustee has one vote on each issue.
- 5.11 The Chief Executive may attend meetings of the Trustees, subject to the approval of the chair of the meeting. The chair of the meeting (or any Trustee with the permission of the chair) may invite any other person to attend all or part of any meeting of the Trustees.
- 5.12 Persons permitted to attend meetings of the Trustees pursuant to Regulation 5.3 may speak at such meetings if invited to do so by the chair of the meeting and may be asked for their views on the matters discussed. However, they shall not be eligible to vote.
- 5.13 The Chief Executive (or his or her nominee) shall minute the proceedings of the Trustees In Writing. The minutes of each Trustees' meeting shall include:
- (a) the names of every Trustee present at the meeting;
 - (b) the names of any other person in attendance;
 - (c) the apologies tendered by any of the Trustees; and
 - (d) any declaration of interest made in accordance with Ordinance 4.12(a) and Regulation 6, together with details of how the conflict of interest was managed.
- 5.14 The minutes of each Trustees' meeting shall be submitted to the following Trustees' meeting for consideration and, if the Trustees think fit, approval (subject to such amendments as the Trustees may determine). Once approved, the minutes shall be signed by the chair of the meeting.
- 5.15 As specified in Ordinance 4.13, a procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

6. Conflicts of Interest

- 6.1 As specified in Ordinance 4.10, a Trustee must avoid a situation in which he or she has an interest or duty that conflicts or possibly may conflict with the interests of the College. This duty is not infringed if:

- (a) the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;
- (b) the situation is authorised by the Trustees in accordance with Ordinance 4.11 and Regulation 6.2; or
- (c) the situation relates to the purchase of trustee indemnity insurance.

6.2 As specified in Ordinance 4.11, if a conflict of interests arises for a Trustee, the unconflicted Trustees may authorise such a conflict of interests provided that:

- (a) the procedure in Ordinance 4.12 and Regulation 6.3 is followed;
- (b) authorisation will not result in any direct or indirect **Material Benefit** being conferred on any Trustee or any **Person Connected To A Trustee** that would not be permitted by the Charter; and
- (c) the unconflicted Trustees consider it is in the best interests of the College to authorise the conflict of interest in the circumstances.

6.3 As specified in Ordinance 4.12, whenever a Trustee has an interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:

- (a) declare his or her interest before discussion begins on the matter;
- (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- (c) not be counted in the quorum for that part of the meeting; and
- (d) withdraw during the vote and have no vote on the matter.

6.4 Each Trustee shall:

- (a) complete the College's **Register of Declared Interests** within one **month** of his or her appointment as a Trustee and, in subsequent years, one month before the beginning of each College Year; and
- (b) at all times comply with the conflicts of interest policy adopted by the Trustees from time to time.

7. **Committees**

7.1 As specified in Article 8.1 of the Charter and in Ordinance 5.2(b), the Trustees may delegate such of their powers, functions, discretions and responsibilities as they deem expedient to committees and other groups and individuals.

- 7.2 All committees of the Trustees shall have clear Terms of Reference which specify:
- (a) the functions and powers delegated to the committee and the scope of (and any limits on) their authority to undertake those functions and powers;
 - (b) the composition of the committee; and
 - (c) that all committees shall minute their proceedings and resolutions and ensure that copies of such minutes are made available to the Board.
- 7.3 All delegations to committees under Article 8.1, Ordinance 5.2(b) and this Regulation 7 shall, unless otherwise specified in the Charter, the Ordinances or in the resolution making the delegation, be revocable by the Trustees at any time.

8. Suspension and Removal of Persons in Trustee-Appointed Roles

- 8.1 The **Trustee-Appointed Roles** are:

- (a) members of committees and sub-committees of the Trustees;
- (b) persons appointed by the Trustees to act as a Directors of any of the College's **subsidiary** companies; and
- (c) any other appointment of the Trustees, including without limitation any appointment to represent the College on an external body;

but for the avoidance of doubt do not include employees of the College or the Trustees. Rules for the removal and suspension of the Trustees are set out in Regulations 2.3 to 2.5 above.

- 8.2 A person in a Trustee-Appointed Role must notify the Chief Executive promptly and In Writing if he or she:

- (a) is under investigation by or facing disciplinary action of any kind from the **GMC, GDC** or any other Regulatory Body; and/or
- (b) has been charged with a criminal offence.

- 8.3 On receipt of a notification under Regulation 8.2, the Chief Executive will inform the Officers. The Officers (or alternatively a committee of three Trustees appointed by the Officers) shall have delegated authority to resolve on behalf of the Trustees that the person concerned should either:

- (a) continue in the relevant Trustee-Appointed Role pending the outcome of the regulatory investigation, disciplinary proceedings or criminal charge; or
- (b) be suspended from their Trustee-Appointed Role pending the outcome of the regulatory investigation, disciplinary proceedings or criminal charge;

in each case on the grounds that in their reasonable opinion this course of action would be in the best interests of the College and provided always that in reaching any decision under this Regulation, the Officers or committee (as applicable) have invited the views of the person concerned and considered the matter in the light of any such views.

8.4 A person in a Trustee-Appointed Role shall inform the Chief Executive of the outcome of any regulatory investigation, disciplinary procedure, or criminal charge within 14 days of a decision being made. The Chief Executive will notify the Officers (or alternatively the committee appointed pursuant to Regulation 8.3) of the outcome. The Officers or the relevant committee (as applicable) shall have delegated authority to resolve on behalf of the Trustees that the person in a Trustee-Appointed Role concerned should be:

- (a) restored to the relevant Trustee-Appointed Role, with no further action being taken on the matter;
- (b) restored to the relevant Trustee-Appointed Role subject to such sanctions as the Officers or committee may see fit to impose; or
- (c) removed from the relevant Trustee-Appointed Role;

in each case on the grounds that in their reasonable opinion this course of action would be in the best interests of the College and provided always that in reaching any decision under this Regulation, the Officers or committee (as applicable) have invited the views of the person concerned and considered the matter in the light of any such views. The Trustees anticipate that the Officers or committee (as applicable) will conclude that an offence leading to the imposition of a sanction or other disciplinary action by the GMC, GDC or other Regulatory Body or to a criminal conviction will in the majority of cases render a person in a Trustee-Appointed Role unfit to remain in that Trustee-Appointed Role.

8.5 The Officers reserve the right to terminate the term of office of any person in a Trustee-Appointed Role who fails to notify the Chief Executive as required under Regulations 8.2 and 8.4.

8.6 The term of office of any person in a Trustee-Appointed Role will terminate automatically if he or she:

- (a) is removed by resolution of the Officers (or a committee of three Trustees appointed by the Officers) in accordance with Regulation 8.4;
- (b) is removed by resolution of the Officers in accordance with Regulation 8.5;
- (c) resigns by Written notice to the Trustees; or

- (d) dies.

9. Financial Regulations

- 9.1 Every officer, member and employee of the College shall at all times comply and act in accordance with the Financial Regulations reproduced in Appendix 3 (as amended by the Trustees from time to time).
- 9.2 The Financial Regulations may be reviewed and amended by the Trustees at any time.

10. Delegation to the Chief Executive

- 10.1 The scope of the authority delegated by the Trustees to the Chief Executive is set out in the Scheme of Delegation to the Chief Executive reproduced in Appendix 4 (as amended by the Trustees from time to time).
- 10.2 The Scheme of Delegation may be reviewed and amended by the Trustees at any time, and shall be formally reviewed at least once every three years.

11. General Meetings

- 11.1 General meetings of the College shall at all times be conducted in accordance with Ordinances 12 and 13.
- 11.2 As specified in Ordinance 12.1, Voting Members are entitled to attend general meetings personally. General meetings are called by the Trustees on at least 21 Clear Days' Written notice. The notice shall specify the place and hour of the general meeting and shall be accompanied by a copy of the agenda for the general meeting.
- 11.3 As specified in Ordinance 12.4, the College must hold an **AGM** at least once in every fifteen month period which all Voting Members are entitled to attend.
- 11.4 At an AGM the Voting Members:
 - (a) receive the audited accounts of the College for the previous financial year;
 - (b) receive the Trustees' report on the College's activities since the previous AGM;
 - (c) receive an address from the President or, in his or her absence, one of the Vice Presidents;
 - (d) receive reports from the FDS and FGDP;
 - (e) consider and, if they think fit, approve any proposals to amend the fees and annual subscriptions payable by the members of the College;

- (f) consider any motions introduced by the Voting Members and included in the agenda by the President in accordance with Ordinance 12.10 and Regulations 11.9 and 11.10; and
 - (g) deal with any other business put before them.
- 11.5 As specified in Ordinance 12.10, Voting Members shall have the right to introduce motions for discussion at general meetings, in accordance with the procedure outlined in Regulations 11.6 to 11.12.
- 11.6 The Chief Executive (or his or her nominee) shall publish a Written call for motions in such place, form and manner as he or she shall think fit not less than 42 days before the date on which the notice of the general meeting is due to be issued under Ordinance 12.1 and Regulation 11.2.
- 11.7 Voting Members wishing to introduce a motion must submit a copy of the motion (signed by the Voting Member proposing the motion and any seconder(s)) together with any supporting paper to the President not less than 21 days before the date on which the notice of the general meeting is due to be issued under Ordinance 12.1 and Regulation 11.2. Motions should be clearly expressed and unambiguous. Voting Members may not submit a motion on behalf of an organisation.
- 11.8 Council Members shall not introduce motions for discussion at general meetings or second a motion for discussion introduced by another Voting Member, unless the subject of the motion has already been discussed in Council.
- 11.9 The President shall consider all motions submitted by Voting Members in accordance with Regulation 11.7 and, subject to Regulation 11.10, shall in his or her absolute discretion determine which of these motions (if any) shall be included in the agenda for the general meeting.
- 11.10 As specified in Ordinance 12.10, the President is obliged to include in the agenda all motions introduced by the Voting Members concerning the matters specified in Ordinance 13.4 and reproduced in Regulation 11.12.
- 11.11 Motions submitted by Voting Members that relate to a common theme may, at the discretion of the chair of the general meeting, be presented and discussed together, but each motion shall be voted on individually.
- 11.12 As specified in Ordinance 13.4, with the exception of:
 - (a) the approval of changes to the Charter and Ordinances;
 - (b) the approval of the level of election and admission fees and annual subscriptions payable by the members; and

- (c) the approval of a motion to remove a Council Member pursuant to Ordinance 6.13(g);

motions carried at a general meeting are only advisory to and shall not be binding on the Trustees or the Council.

12. Fees & Subscriptions

- 12.1 As specified in Ordinance 16.1, the fees and annual subscriptions payable by the members shall be determined from time to time by the Trustees, subject to the approval of the Voting Members in general meeting.

In determining the fees and annual subscriptions payable by the following classes of membership the Trustees shall have regard to the recommendations of the Board of the FDS:

- (a) Dental Members;
- (b) Dental Fellows;
- (c) Dental Licentiates;
- (d) Dental Honorary Fellows;
- (e) Dental Affiliate Members (if any);
- (f) Dental Associate Members (if any); and
- (g) Dental Student Members (if any).

- 12.2 In determining the fees and annual subscriptions payable by the following classes of membership the Trustees shall have regard to the recommendations of the Board of the FGDP:

- (a) Fellows of the FGDP;
- (b) Members of the FGDP;
- (c) FGDP Honorary Fellows;
- (d) FGDP Affiliate Members;
- (e) FGDP Associate Members; and
- (f) FGDP Student Members.

- 12.3 In accordance with Ordinance 16.2, the Trustees have determined that members:

- (a) whose main field of practice has become non-surgical;

- (b) who have retired from full or part time clinical practice;
- (c) who are resident outside the United Kingdom;
- (d) who are currently taking maternity or paternity leave; or
- (e) who are either unemployed or in part time work;

may be granted a fee reduction, in accordance with Regulations 12.4 to 12.11.

- 12.4 Members whose main field of practice has become non-surgical may apply to the Chief Executive for a fee reduction In Writing. The Chief Executive (or his or her nominee) may – on receipt of a Written application pursuant to Regulation 12.3(a) and this Regulation 12.4 – permit the member to pay the reduced annual subscription determined from time to time by the Trustees, subject to the approval of the Voting Members in general meeting. Members who are granted a fee reduction in accordance with this Regulation may continue to use the designations associated with the relevant class of membership, but shall not be entitled to benefit from any of the financial discounts or other benefits the College makes available to members of the relevant class of membership from time to time.
- 12.5 Members who have retired from full or part time clinical practice may apply to the Chief Executive for a fee reduction In Writing. Such members should indicate whether they wish to pay either:
- (a) an annual subscription equivalent to 10% of the full subscription payable by Surgical Fellows, on the basis that they will continue to have the right to use the designations associated with their particular class of membership and (subject to Regulation 12.6) to benefit from the financial discounts and other benefits the College makes available to members of the relevant class of membership from time to time; or
 - (b) no annual subscription, on the basis that they may continue to use the designations associated with their class of membership, but will no longer benefit from any of the financial discounts and other benefits the College makes available to the members of the relevant class of membership.
- 12.6 Members already accepted by the College as being retired prior to 1 October 2010 will not be required to pay an annual subscription, and may continue to have the right to use the designations associated with their particular class of membership and to benefit from the financial discounts and other benefits the College makes available to members of the relevant class of membership from time to time.
- 12.7 The Chief Executive (or his or her nominee) may – on receipt of a Written application pursuant to Regulations 12.3(b) and 12.5 – permit the member concerned to pay a reduced subscription, on the terms outlined in either 12.5(a) or 12.5(b), or 12.6.

12.8 Members who are resident outside the United Kingdom shall automatically pay the reduced annual subscriptions determined from time to time by the Trustees, subject to the approval of the Voting Members in general meeting.

12.9 Members who are currently:

- (a) taking maternity or paternity leave;
- (b) unemployed; or
- (c) in part time work;

may apply to the Chief Executive for a fee reduction In Writing. The Chief Executive (or his or her nominee) may – on receipt of a Written application – permit the member concerned to pay an annual subscription reduced in such amounts and on such terms as the Chief Executive (or his or her nominee) from time to time thinks fit, provided always that the value of the annual subscription payable is not less than 10% of the value of the full subscription payable by Surgical Fellows.

12.10 Notwithstanding the provisions of this Regulation 12, the Chief Executive shall have delegated authority to agree on behalf of the Trustees to waive all or part of the fee and/or annual subscription payable by any other member or group of members on the grounds of financial hardship or such other cause or reason as the Chief Executive deems sufficient from time to time.

12.11 No member in receipt of a fee reduction pursuant to Ordinance 16.2 and this Regulation 12 shall be entitled to receive:

- (a) hard copies of the Annals and/or Bulletin published by the College from time to time unless the value of his or her annual subscription is at least equivalent to the costs of printing the hard copy and posting it to that member; or
- (b) electronic access to the Annals and/or Bulletin published by the College from time to time unless the value of the member's annual subscription is at least equivalent to the value of the online subscription fee payable from time to time by members of the public for electronic access to the Annals and/or Bulletin (as applicable);

but nothing in this Regulation 12.11 shall preclude a member from purchasing hard copies of or electronic access to the Annals and/or Bulletin on the same terms and in the same manner as a member of the public that is not a member of the College.

13. The Faculties

- 13.1 The Trustees may delegate to the Boards of the FDS, the FGDP and any other faculty established in accordance with Ordinance 11.2 such of their powers and functions as they shall from time to time think fit.
- 13.2 The Boards of the FDS, the FGDP and any other faculty established in accordance with Ordinance 11.2 shall provide the Trustees with a copy of the minutes of their respective meetings (whether approved or in draft) promptly and normally no later than 28 days after the date of the meeting.

14. Amendment of the Regulations

These Regulations may be amended, varied, replaced or added to at any time by resolution of the Trustees.

15. Interpretation

- 15.1 In the Regulations:

AGM	means an annual general meeting of the College;
Authenticated Document	means a document sent (a) by hard copy that is signed by the person sending it, or (b) electronically in which the identity of the sender is confirmed in a manner specified by the College (or where no such manner has been specified, which contains or is accompanied by a statement of the identity of the sender and the College has no reason to doubt the truth of that statement);
Charities Act	means the Charities Act 2011;
Charity Trustees	has the meaning prescribed by section 177 of the Charities Act 2011;
Charter	means the Royal Charter of Incorporation granted to the College in 1800 as amended by Supplemental Charters;
Chief Executive	means the Chief Executive of the College from time to time;

Clear Days	means the period excluding the day when the notice is deemed to be given and the day for which it is given or on which it is to take effect;
College	means The Royal College of Surgeons of England (charity no. 212808);
College Year	means the twelve month period beginning on 1 July in each calendar year or such other twelve month period designated from time to time by the Trustees as the College Year;
Council	means the Council of the College;
Council Members	means the members of the Council;
Elected Trustee	means a Trustee elected in accordance with Ordinance 3.6 and Standing Rule 8;
FDS	means the Faculty of Dental Surgery;
FDS Dean	means the Dean of the Faculty of Dental Surgery from time to time;
FGDP	means the Faculty of General Dental Practice (UK);
FGDP Dean	means the Dean of the Faculty of General Dental Practice (UK) from time to time;
GDC	means the General Dental Council established by the Dentists Act 1984;
GMC	means the General Medical Council established by the Medical Act 1983 (charity no. 1089278);
Lay Trustee	means a Trustee appointed in accordance with Ordinance 3.10 and Regulation 4;
Material Benefit	means a benefit which may or may not be financial but which has a monetary value;
member and membership	refer to Voting Membership and Non-Voting Membership of the College;
month	means calendar month;
Non-Voting Member and Non-	refer to non-voting membership of the

Voting Membership	College;
Officers	means the persons listed in Ordinance 10.1 acting collectively in accordance with the Terms of Reference for the Officers approved by the Trustees from time to time and Officer means any one of the persons listed in Ordinance 10.1 individually;
Ordinances	means the Ordinances of the College as amended from time to time;
Person Connected To A Trustee	means (a) a child, parent, grandchild, grandparent, brother or sister of a Trustee; (b) the spouse or civil partner of a Trustee or anyone falling within paragraph (a); (c) a person carrying on business in partnership with a Trustee or with any person falling within paragraph (a) or (b); (d) an institution which is controlled by a Trustee or by any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together); (e) a body corporate in which a Trustee or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest);
President	means the President of the College from time to time;
Register of Declared Interests	means the register of declared interests maintained by the College;
Regulations	means these Regulations;
Regulatory Body	shall include any public, governmental, professional or other regulatory body;
Standing Rules	means the rules may by Council pursuant to Ordinance 9.2 and any rules or bye-laws made under them;
subsidiary	has the meaning prescribed by section 1159 of the Companies Act 2006;

Surgical Fellow	means a Surgical Fellow of the College entitled to use the designation "FRCS England";
Trustee	means a Charity Trustee of the College and Trustees means all of the Charity Trustees;
Trustee-Appointed Role	means any of the roles specified in Regulation 8;
Vice President	means a Vice President of the College from time to time and Vice Presidents means all of the Vice Presidents of the College;
Voting Member and Voting Membership	refer to voting membership of the College;
Written or In Writing	refers to a legible document on paper or a document which can be printed onto paper including without limitation a fax message, electronic mail or web page;
year	means a twelve month period.
15.2	Words and phrases defined in the Charter or the Ordinances shall, unless otherwise specified, have the same meanings in the Regulations.
15.3	References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
15.4	References to one gender shall include any other gender.

Appendix 1

Trustees – Role Description

- To act as Charity Trustees of the College, with legal duties to:
 - Ensure that the College as a charity complies with charity law, and with the requirements of the Charity Commission as regulator; in particular ensure that the charity prepares reports on what it has achieved and annual returns and accounts as required by law.
 - Ensure that the College as a charity does not breach any of the requirements or rules set out in its governing document and that it remains true to the charitable purpose and objects set out there.
 - Comply with the requirements of other legislation and other regulators (if any) that govern the activities of the charity.

- Act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets.
 - Ensure that the College as a charity is, and will, remain solvent.
 - Use charitable funds and assets reasonably, and only in furtherance of the objects of the College as a charity.
 - Avoid undertaking activities that might place at undue risk the endowment, funds, assets or reputation of the College as a charity.
 - Take special care when investing the funds of the College as a charity, or borrowing funds for the College as a charity to use.
 - Use reasonable care and skill in their work as Trustees, using their personal skills and experience as needed to ensure that the charity is well-run and efficient.
 - Consider obtaining external professional advice on all matters where there may be material risk to the College as a charity, or where the Trustees may be in breach of their duties.
- Attend meetings of the College Board of Trustees, including scrutinising papers and leading discussions.
 - Chair and/or attend such meetings of the committees of the Trustees as the Trustees and/or the Appointments Committee (as applicable) may from time to time direct.
 - Participate in strategic planning to forward the College's business development.
 - Be responsible for appointing and dismissing the Chief Executive and holding the Chief Executive and senior staff to account.
 - Be involved in the appointment of senior staff as and when required.
 - Attend functions on behalf of the College.
 - Effectively supervise delegates, including the Council and Faculties and the College.
 - Discharge any other duties or functions required of them by law or under the College's constitution.

Appendix 2

Lay Trustees – Role Description

In addition to the matters set out in the role description of the Trustees in Appendix 1, the Lay Trustees shall:

- become well informed about surgery and the context in which the professional and clinical matters of the College are debated;
- show an active and current interest in all aspects of the College; and
- bring particular expertise to bear on the work of the College, e.g. business (UK or international); working with government; marketing; communications; financial; investments, legal; information technology; education; examinations; property development; charity governance; membership organisations; or HR expertise.

Appendix 3

Financial Regulations

INTRODUCTION

The College is a corporate registered charity, established by Royal Charter. Its affairs are regulated by its founding and subsequent charters and ordinances.

The College is accountable to its stakeholders for ensuring the efficient and effective use of its resources and prudent stewardship of its funds in support of its strategic objectives.

In order to fulfil its financial management responsibilities, the College must have in place an effective framework of internal controls that ensures that its resources are effectively managed and appropriately applied. The Financial Regulations form an integral part of this framework.

STATUS

The Financial Regulations apply to all of the College's undertakings.

Compliance with the Financial Regulations is compulsory for all officers and members of staff and failure to comply may be subject to disciplinary action.

It is the responsibility of senior management and Heads of Directorates to ensure that all members of staff are made aware of the existence and content of the College's Financial Regulations.

The Chief Executive has overall responsibility for the financial administration of the College's affairs and is responsible for ensuring that the Financial Regulations are maintained and reviewed annually by the Trustee Board.

Amendments to the Financial Regulations require recommendation by the Audit & Risk Committee for approval by the Trustee Board.

This first edition of the Financial Regulations presents the key principles and policies of the College's delegation of budgetary and expenditure authority and associated financial responsibilities. It is intended to enhance and broaden the scope of these financial regulations further in the coming months.

The Regulations will be supplemented where appropriate by specific policies and detailed procedural guidance to support members of staff in the discharge of their financial responsibilities.

Caroline Hibbs
April 2015

A. BUDGETARY CONTROL FRAMEWORK

A1 Annual Revenue and Capital Budget

A1.1 The Trustee Board approves the Annual College Budget, the College Business Plan and the Annual Accounts.

A1.2 Annual Revenue and Capital Budgets are set and resources allocated to Faculties, Directorates and Departments as part of the annual budgeting process and in support of the strategic priorities set out in the College Business Plan.

A1.3 The Trustee Board monitors College performance against the Budget during the year and the Faculties/Directorates/Departments are monitored each month with the objective of ensuring that they remain on target to achieve their overall net contribution or not exceed their net cost budget.

A1.4 It is College policy that a short business case must be submitted, prior to entering into any commitment, in respect of any budgeted item of revenue or capital expenditure which is deemed to be discretionary in nature, i.e. not part of a College-wide contract, and which has a value greater than £50,000 in respect of Faculties, and £20,000 in respect of Directorates/Departments.

A1.5 The business case must be submitted in the College approved format to the Director of Finance for financial appraisal and then for approval by the Chief Executive, with Trustee Board approval required for any budgeted item over £75,000.

A1.6 The above process also applies to any budgeted inter-collegiate activities managed by the College where the College's share of the total activity cost is greater than £20,000.

A1.7 Each Head of Faculty/Directorate/Department must notify the Director of Finance promptly of any circumstances that may give rise to an additional resource commitment that is unbudgeted and will impact on the Faculty/Directorate/Department's ability to meet its approved budget target.

A1.8 The Chief Executive may approve unbudgeted revenue or capital expenditure up to £20,000 per item during the budget year subject to cumulative limits (see B1.2), with Trustee Board approval required for items of unbudgeted revenue or capital expenditure over £20,000.

A1.9 Business cases in respect of new and unbudgeted inter-collegiate activities managed by the College must similarly be submitted for financial appraisal to the Director of Finance, and then, for consideration by the Chief Executive, where the College's share of the total cost is less than £20,000, and by the Trustee Board where the College's share of the total cost is greater than £20,000. Cases must be submitted for College consideration in advance of the relevant inter-collegiate CEO Planning & Review Group meeting.

A2 Major Property Development Programmes

A2.1 The Trustee Board has sole authority to approve the acquisition, disposal, lease or rent of land and buildings.

A2.2 The Trustee Board approves all major capital development programmes of College land and buildings and approves the allocation and financing of the expenditure budgets to support these.

A2.3 Such capital development programmes require the establishment of a formally constituted steering group to oversee and manage the programme on a day to day basis, and report at regular intervals to the Trustee Board.

A2.4 Option and financial appraisals should be prepared to support all major capital development decisions.

A2.5 The Trustee Board may delegate budget and expenditure authority to the Chair of the formally constituted steering group and the Board may determine the level of delegated authority for an agreed period or programme stage.

A2.6 All programme expenditure and purchasing should then be approved in accordance with the standard College scheme of financial delegation of authority and undertaken in accordance with the College's tendering policy.

B. DELEGATION OF FINANCIAL AUTHORITY AND RESPONSIBILITIES

B1 Delegation of Budget and Expenditure Authority

B1.1 The Trustee Board is responsible for approving the College's financial delegations of authority to the Chief Executive, senior management and Faculty/Directorate/Department members of staff.

B1.2 The Trustee Board has delegated specifically to the Chief Executive the authority to approve budgeted revenue and capital expenditure up to £75,000 per item, unbudgeted revenue or capital items up to £20,000 per item, both subject to a cumulative limit of 5% of the budgeted expenditure per Directorate or per type of expenditure, and the authority to sign on behalf of the College contracts with a maximum term of 3 years and maximum contractual obligation of £250,000.

B1.3 The Trustee Board has sole right of approval of any expenditure and contractual commitments that are in excess of the limits delegated to the Chief Executive and outlined in B1.2, but delegates to the Chief Executive the authorisation of the associated orders and invoices over £75,000.

B1.4 Heads of Faculty have the delegated authority to approve orders and invoices for payment up to £50,000 in respect of the budgeted business activities of their Faculty.

B1.5 Heads of Directorate have the delegated authority to approve orders and invoices for payment up to £20,000 in respect of the budgeted business activities of their Directorate.

B1.6 Heads of Department have the delegated authority to approve orders and invoices for payment up to £10,000 in respect of the budgeted business activities of their Department.

B1.7 The Director of Finance has the delegated authority to provide secondary approval of orders and invoices for payment up to £50,000 in respect of all College budgeted business activities.

B1.8 Directorate/Department orders and invoices for payment in excess of the Head of Directorate/Department approved authority limits require secondary authorisation by the Director of Finance for items up to £50,000 and by the Chief Executive for items up to £75,000.

B1.9 Faculty orders and invoices for payment in excess of the Head of Faculty approved authority limits require secondary authorisation by the Chief Executive for items up to £75,000.

B1.10 Heads of Faculty/Directorate/Department have the authority to sign third party contracts that deliver services or goods that have been budgeted and approved for their Faculty/Directorate/Department, providing that the contract term is for 12 months or less, the value is within his or her delegated authority limit, and the contract is counter-signed by the Director of Finance.

B1.11 All third party contracts with a contract term over 12 months must be signed by the Chief Executive.

B1.12 Heads of Faculty/Directorate/Department have overall responsibility for all expenditure incurred within their Faculty/Directorate/Department and for ensuring that the Faculty/Directorate/Department has the budget or funds in place to finance the expenditure.

B1.13 Heads of Faculty/Directorate/Department may delegate the duty of budgetary control and the authority to commit expenditure to nominated members of staff (budget managers) occupying appropriate roles within their Faculty/Directorate/Department, with appropriate authorisation limits approved by the Director of Finance in line with the approved delegation scheme.

B1.14 Nominated members of staff with delegated budgetary control are responsible for ensuring that expenditure is incurred in line with the approved priorities of the Faculty/Directorate/Department, any funds held are expended on the purposes for which they were given, and adequate records are maintained to support the commitments entered into.

B1.15 Heads of Faculty/Directorate/Department and the nominated members of staff are therefore the approved authorised signatories for the Faculty/Directorate/Department.

B1.16 Faculty/Directorate/Department signatories are authorised to transact business on behalf of the College but are not authorised bank signatories and therefore cannot effect any payment from the College's bank account.

B1.17 The Director of Finance is responsible for maintaining the full list of authorised signatories for the College and for ensuring that the limits assigned to nominated members of staff are appropriate.

B1.18 The Director of Finance is responsible for maintaining a list of specimen signatures for all approved authorised signatories.

B1.19 Heads of Faculty/Directorate/Department are responsible for notifying the Director of Finance promptly of any changes to the list of authorised signatories for their Faculty/Directorate/Department and all changes must be approved by the Director of Finance.

B1.20 The Director of Finance is responsible for ensuring that the Board approved delegation scheme operates as prescribed.

B2 Delegation of Purchasing Authority and Associated Responsibilities

B2.1 The Head of Faculty/Directorate/Department is responsible for all purchasing undertaken by his or her Faculty/Directorate/Department but may delegate purchasing authority to named members of staff occupying appropriate roles within the Faculty/Directorate/Department.

B2.2 Nominated staff have the authority to place orders for goods and services, providing that the value of these is within the limits of the approved budgets of the relevant activity.

B2.3 The Head of Faculty/Directorate/Department is responsible for ensuring that purchases and commitments are authorised by the appropriate member of staff within the Faculty/Directorate/Department with delegated budgetary authority.

B2.4 Heads of Faculty/Directorate/Departments are responsible for ensuring that there is an adequate segregation of duties so that no one member of staff can place an order and authorise the same order.

B2.5 The Head of Faculty/Directorate/Department is responsible for ensuring that the appropriate authority is obtained, as set out in the schedule of financial delegations of authority, for any purchases or commitments that exceed the available

Faculty/Directorate/Department delegated authority limits and this authority must be obtained before entering into the commitments.

B2.6 The Head of Faculty/Directorate/Department is responsible for ensuring that all purchases of goods and services are evaluated appropriately to ensure that the most suitable supplier is selected and that the terms secured are reasonable and represent value for money.

B2.7 All purchases must be evaluated in terms of compliance with College tendering procedures and the options provided by available purchasing framework agreements.

B2.8 A minimum of three competitive quotations should be obtained in writing for goods and services (excluding clinical services) with a value of £5,000 or more.

B2.9 The competition requirement may be waived with the written approval of the Chief Executive or Director of Finance in respect of the supply of specialist goods and services where these may only be realistically procured from a single source and this waiver should be noted on the order form.

B2.10 The competition requirement may also be waived where the supply of the goods and services can be obtained through a purchasing framework agreement available to the College.

B2.11 Where the value of the goods and services (excluding clinical services) exceed £50,000, a formal tendering exercise led by the College Purchasing Manager must be undertaken.

B2.12 Due consideration should always be given to the options for aggregating and consolidating orders to one supplier and thereby reducing the number of small value orders and administrative processing time required.

B2.13 Intentional disaggregation of orders to circumvent the authorisation threshold limits is not permitted.

B2.14 Before placing an order, members of staff, with delegated purchasing authority, should ensure that all relevant charges in addition to the price of the goods or service, such as VAT, delivery, installation, maintenance, have been properly considered and that there is sufficient budget to fund the total purchase price.

B2.15 All Faculty/Directorate/Department purchases must be ordered using the approved College purchasing system, unless they are in respect of services or supplies delivered under a College-wide contract and subject to a centrally managed process, or they are business visa card and petty cash purchases.

B2.16 The system requisition and order templates should detail a description of the goods or services required, the quantity, cost, VAT if applicable, and the relevant cost coding to which the cost will be charged.

B2.17 The completed system order must be authorised by the relevant budget manager, and where the value of the order exceeds the delegated limit of the budget holder, a second signatory with the appropriate authority limit is required to authorise the order in line with the schedule of financial delegation of authority.

B2.18 The on-line authorisation signifies that the signatory is satisfied that the goods or services are described correctly and are appropriate, that the price is accurately stated in

line with relevant quotations, the cost coding is correctly stated and the purchase is budgeted.

B2.19 Faculty/Directorates/Department nominated staff are responsible for ensuring that the purchasing system is updated promptly with confirmation that the goods have been received and appropriately checked or the services have been delivered and satisfactorily undertaken in order that the associated invoices can be processed for payment by Finance in accordance with the supplier terms of payment.

B2.20 The Director of Finance must be informed in the event that due settlement of invoices received will be delayed due to a dispute or disagreement with the supplier.

B3 Specific Authority and responsibilities in respect of the reimbursement of expenses

B3.1 The College may reimburse reasonable travel and subsistence expenses of an individual member of staff that are wholly and exclusively incurred in the performance of their duties.

B3.2 Members of staff cannot authorise their own expense claims.

B3.3 All expense claims, including those submitted by individuals not on the College staff, must be authorised by the relevant Head of Faculty/Directorate/Department or, in the case of the Faculties and larger Directorates, a nominated authorised signatory approved by the Director of Finance.

B3.4 Faculty/Directorate/Department claims that exceed £500 require authorisation by the Director of Finance.

B3.5 All claims submitted by Heads of Faculties/Directorates require the authorisation of the Chief Executive.

B3.6 Reimbursement of business expenses will be made only on completion and submission of a College official claim template, and must be supported by original receipts, invoices, or itemised statements, wherever possible, providing adequate explanations of the reasons for the expenditure, and duly signed by the claimant.

B3.7 Claims should be presented for reimbursement promptly, and no later than three months after the date the expenditure was incurred.

B3.8 All claims are verified for accuracy and for compliance with the College policy by the Finance Department before they are processed for reimbursement by BACS to the nominated bank account.

B3.9 The College may, by exception, issue College business visa cards to members of staff who are required to travel regularly overseas and in the UK in the course of undertaking their College duties.

B3.10 The Head of Faculty/Directorate/Department is required to submit a case to the Director of Finance for the issue of a business visa card to a Faculty/Directorate/Department member of staff, setting out clearly the business reasons why a College card is required.

B3.11 Where a Head of Faculty/Directorate requests the use of a business visa card, he or she should submit their request with a supporting case to the Chief Executive for approval.

B3.12 The Director of Finance is responsible for maintaining the list of approved College business visa card holders and approving the limits for each card holder.

B3.13 The visa card statement must be verified and authorised by the appropriate delegated authority, namely, the Head of Faculty/Directorate or the approved member of staff with delegated authority, and the Head of Department, in respect of Faculty/Directorate/Department members of staff, and the Chief Executive in respect of Heads of Faculties/Directorates.

B3.14 The Director of Finance must authorise all visa card monthly charges over £500 in respect of Faculty/Directorate/Department members of staff.

B3.15 All visa card payments listed must be supported by appropriate documentation for submission to the Finance Department.

B3.16 The list, monthly usage and limits of the cards in issue will be subject to a regular review and audit for reasonableness by the Finance Department, and the Director of Finance reserves the right to cancel any card in the event of non-compliance with the College policy.

B4 Authorisation of expenses of Council members, College Officers, Chief Executive, and Lay members of the Trustee Board

B4.1 All expenses incurred by Council members and claimed either via the expenses claim form or the business visa card must be authorised by one of the College Officers, namely, the President, or the Vice-Presidents.

B4.2 All expenses incurred by the Vice-Presidents and claimed either via an expenses claim form or the business visa card must be authorised by the President.

B4.3 All expenses incurred by the President and claimed either via an expenses claim form or the business visa card must be authorised by one of the Vice-Presidents.

B4.4 All expenses incurred by the Chief Executive and claimed either via an expenses claim form or the business visa card must be authorised by one of the College Officers, namely, the President, or the Vice-Presidents.

B4.5 All expenses incurred by the Lay members of the Trustee Board should be claimed by completing the College expenses claim form and must be authorised by the Chief Executive.

C. COLLEGE BANKING & PAYMENT ARRANGEMENTS

C1 Banking Arrangements

C1.1 The Trustee Board is responsible for the appointment of the College's bankers following a competitive tendering exercise that should be conducted every 5 years.

C1.2 The Trustee Board is required to approve the bank mandate and list of College authorised bank signatories, and approve the opening and closing of College bank accounts.

C1.3 The Trustee Board delegates to the Director of Finance the responsibility of arranging the College's banking facilities and the authorised bank signatories as approved and instructed by the Trustee Board.

C1.4 All College bank accounts must be in the name of the Royal College of Surgeons of England.

C1.5 Directorates/Departments may not open or maintain separate bank accounts under any circumstances.

C1.6 The Director of Finance is responsible for ensuring that all accounts are subject to regular reconciliation and that any unusual items are investigated.

C2 Payment Arrangements

C2.1 The College Bank Mandate comprises 9 authorised bank signatories, including the 4 College Officers of the President and 3 Vice-Presidents, the Chief Executive, the Director of Finance, the Head of the Internal Services Directorate and the Head of Professional & Clinical Standards Directorate, and one senior Finance Department member of staff.

C2.2 The College Bank Mandate should be reviewed annually to ensure that the list is current and appropriately updated. The current mandate is shown under F3.

C2.3 The bank mandate operates on the principle of dual authorisation for all payments.

C2.4 A College bank signatory, when acting in conjunction with a second bank signatory, has the dual authority to instruct the College's bankers on behalf of the College to make payments from the College's bank accounts and to make transfers from the accounts.

C2.5 The bank signatory may only do so, when requested to do so by the Finance Department, and, only when provided with the appropriate supporting documentation and evidence that due process has been satisfactorily followed and properly verified by an authorised signatory of the Finance Department.

C2.6 It is College policy to effect its UK supplier, employee, tax and pension payments by BACS, the Bankers' Automated Clearing Services, subject to the approved monthly payroll limit of £650,000 and a monthly supplier limit of £2.2m.

C2.7 All BACS transmissions require authorisation by any 2 of the approved College bank signatories listed on the bank mandate entered into with the College bankers.

C2.8 The Director of Finance is responsible for ensuring an appropriate segregation of duties within the Finance Department with respect to the payments preparation process and the transmission process.

C2.9 It is College policy to effect its overseas payments, its quarterly VAT payments, and, by exception, any urgent payments, by using the College bankers' on-line payment facility, subject to an individual transaction limit of £50,000 and the daily limit of £100,000 as set by the College bankers.

C2.10 All on-line payments must be authorised by any 2 of the 4 authorised bank signatories nominated to approve payments on-line (F3).

C2.11 It is College policy that cheques should not be used to effect payments, unless this is the only remaining payment option available to the College for settling the liability.

C2.12 Payments that may currently require settlement by cheque include refunds to individuals overseas where individual bank details are not available, and season ticket purchases on behalf of its employees.

C2.13 Individual cheque payments should not exceed £10,000. In the exceptional circumstance that a cheque is required to be drawn for £10,000 or more, then the cheque must be authorised by the Chief Executive or Director of Finance and one other bank signatory.

C2.14 Cash transfers between designated accounts held by third parties under the name of the Royal College of Surgeons of England, such as investment fund managers and banks, are effected by CHAPS payments.

C2.15 All cash transfers require the approval of the Trustee Board and the letter requesting the College bankers' to action the transfer must be authorised by the Chief Executive and the Director of Finance and is subject to a transaction limit of £3m.

D. TRUSTEE RESPONSIBILITIES

The Royal College of Surgeons of England is a corporate trustee of 2 trusts, the Colledge Family Memorial Fellowship Trust and the EAJ Gray Will Trust.

D1 The Colledge Family Memorial Trust

D1.1 The College is one of 3 trustees of the Colledge Family Memorial Fellowship Trust and carries out a number of financial responsibilities on behalf of the Trust, namely, the preparation of annual accounts, the submission of these and the annual return to the Charity Commission, and liaison with the investment fund managers, Cazenove Capital Management, to ensure that the funds are invested in accordance with the wishes of the trustees and invested on the same basis as the College's unrestricted funds.

D1.2 The College agrees to pay the sums awarded by the Trust each year to the recipients from the College's bank account and is authorised to instruct the College bankers to reimburse this cost from the Trust bank account.

D1.3 The Colledge Family Memorial Trust bank mandate is the same as the College's bank mandate and operates on the same principle of dual authorisation.

D2 EAJ Gray Will Trust

D2.1 The College is the sole trustee of the EAJ Gray Will Trust, a non-charitable life interest trust, acts as the custodian trustee holding the legal title to the assets of the trust, and is the residuary beneficiary of the trust.

D2.2 The College is responsible for ensuring that income arising on the invested funds is paid over to the life tenant. The College determines the amount available to be paid and instructs the investment fund managers to transfer the funds directly to the life tenant. The trust does not have a bank account.

D2.3 In order that the College is able to carry out its responsibilities as custodian trustee, 2 College Officers and 3 members of staff are nominated as authorised signatories of the trust.

D2.4 The EAJ Gray Will Trust bank mandate should be reviewed annually to ensure that the list is current and appropriately updated. The current mandate is shown under F4

D3 Other Trustee Responsibilities – The Sir Ratanji Dalal Research Scholarship Fund

D3.1 The President of the Royal College of Surgeons of England is one of two trustees of the Sir Ratanji Dalal Research Scholarship Fund, the other being the President of the Royal College of Physicians.

D3.2 The College provides administrative and accounting services to the Fund and its trustees, preparing the annual accounts and annual return for submission to the Charity Commission.

D3.3 The College agrees to pay the sums awarded by the Fund each year to the recipients from the College's bank account and is authorised to instruct the College bankers to reimburse this cost from the Fund bank account held with the College bankers and which is in the joint name of the Royal College of Surgeons of England and the Royal College of Physicians.

Appendix 4

Scheme of Delegation to the Chief Executive

A. INTRODUCTION

No matter how effective a Board of Trustees may be it is not possible for it to have hands-on involvement in every area of the College's business. An effective Board controls the business but delegates day-to-day responsibility to the executive management. That said there are a number of matters which are required to be or, in the interests of the College, should only be decided by the Board of Trustees as a whole. It is incumbent upon the Board to make it clear what these matters reserved for the Board are (sometimes via recommendations from its committees).

B. PURPOSE AND SCOPE

1. This Scheme of Delegation is set by the Board of Trustees under Article 5 of the College's Ordinances ("Powers of Trustees"), and may be reviewed and amended by the Board of Trustees at any time, and will be formally reviewed by the Board at least every 3 years.
2. The Scheme of Delegation seeks to specify the authority delegated to the Chief Executive and matters reserved for the Board of Trustees.

C. FUNCTIONS AND RESPONSIBILITIES OF THE CHIEF EXECUTIVE

Main functions

The main functions and responsibilities of the Chief Executive, as fully set out in their Job Description, can be summarised as follows:

1. Managing the senior team and supporting all staff to take forward and deliver the College's strategic aims and business plan within the approved College budget;
2. Realising the Board's strategies, objectives and other recommendations;
3. The organisation and staffing of the College;
4. The management of the College on a day-to-day basis;
5. Ensuring that the Chief Executive, directors and senior managers act within the levels of authority properly delegated to them;
6. Providing accurate and timely information to enable the Board to fulfil its governance responsibilities effectively;
7. Meeting on a regular basis with the President; and
8. Supporting the Board and Council in fulfilling their role and responsibilities.

Financial Management

1. The Chief Executive is responsible for maintaining a set of Financial Regulations that sets out procedures, processes and authorisation limits for Trustees and College staff

to make financial commitments and payments on behalf of the College. The Financial Regulations should be approved by the Board at least annually.

2. In accordance with the Financial Regulations, the Chief Executive may:

- Authorise individual expenditure items that are within the approved annual College Budget, whether capital or revenue in nature, up to a limit of £75,000 per item;
- Authorise individual expenditure items that are not in the approved annual College Budget, whether capital or revenue in nature, up to a limit of £20,000 per item.

Such authorisations are subject to a cumulative limit of 5% of the budgeted spend for each type of expenditure and a cumulative limit of 5% of the budgeted spend for each directorate. The Head of Finance should be informed promptly of any unbudgeted decisions and the activities of the College should not be changed significantly in scope;

- Sign contracts on behalf of the College that involve a maximum contractual obligation of £250,000 and a maximum period of three years; and
- Sign cheques and approve other payments.

3. The Chief Executive will adhere to any other specific requirements as resolved from time to time by the Board in relation to the financial management of the College.

Reporting

1. The Chief Executive is responsible for providing updates on the management of the College, including management accounts, to the Board monthly.

D. URGENT MATTERS

1. Significant matters which need to be dealt with urgently between regular Board meetings should be discussed between the Chief Executive and senior Board Trustees. In most circumstances, the hands-on roles of the College President and Vice-Presidents enables these conversations to take place as required within the office, with the opportunity to discuss such matters after the weekly Officers meeting¹.
2. If the Officers so determine, a telephone or video conference meeting should be arranged in which as many Trustees as possible should participate. This allows Trustees the opportunity to discuss the matter and ask questions. Any Trustees who cannot attend should still be sent the relevant papers and have the opportunity to give their views to the President, another Trustee or the Chief Executive before the telephone or video conference.
3. If the matter is routine and discussion is not necessary, the approval of all of the Trustees may be obtained by means of a written resolution, subject to the requirements of the College's governing documents. In all cases, however, the procedures should balance the need for urgency with the overriding principle that each Trustee should be given as much information as possible, the time to consider it

¹ The weekly Officers meeting is a College Committee that deals with professional and public policy matters on behalf of Council.

properly and an opportunity to discuss the matter prior to the commitment of the College.

E. ESCALATION TO THE BOARD

1. There are some issues of which the Board require notice as soon as is practicable, and when such issues arise the Chief Executive should seek, via the Officers, the Board's input at the earliest possible stage.
2. Escalation is required where a material issue arises that involves potential or actual:
 - Major investment of staff time and/or resources by the College;
 - Adverse impact on the College's reputation e.g. negative media attention, adverse events;
 - Events that have resulted or could result in a significant loss of funds or a significant risk to the College's property, work or beneficiaries;
 - Significant divergence from the strategy or objectives set by the Board;
 - Any major incident affecting the operation of the College;
 - Damage to key relationships; and
 - Regulatory issues e.g. concerns raised by the Charity Commission.

F. TABLE OF DELEGATED AUTHORITIES

The table below sets out a non-exhaustive list of matters that are reserved for the Board and those areas where responsibility has been delegated by the Board to the Chief Executive.

SUBJECT	RESERVED FOR THE BOARD	DELEGATED TO CHIEF EXECUTIVE
Annual Report & Financial Statements	Approval of Annual Report and Financial Statements for submission to each Annual General Meeting and to the Charities Commission.	Drawing up the Annual Report and presenting it to the Board/Audit Committee.
Audit	Appointment or removal of the College's auditors and the setting of the terms of the auditors' appointment, including remuneration.	The management and oversight of the audit process carried out by the College's auditors. Together with the Head of Finance to report to the Audit Committee and the Board any matters of significance linked to the work of the College's auditors.
Board	Board and Committee appointments and removals, and Terms of Reference for	Recommendations on Committee appointments and removals, drafting of Terms of Reference for Board

SUBJECT	RESERVED FOR THE BOARD	DELEGATED TO CHIEF EXECUTIVE
	<p>Board committees.</p> <p>Receiving declarations of interest from Trustees and staff and handling conflicts appropriately.</p>	<p>approval, and invitation of appointees.</p> <p>Induction of new Board and Committee members as agreed by the Trustees.</p>
Budget and Finance	<p>Final approval of the financial strategy and Budget.</p> <p>Approval of budgeted expenditure, whether capital or revenue, exceeding £75,000.</p> <p>Approval of unbudgeted expenditure, whether capital or revenue, exceeding £20,000.</p> <p>Any contract extending over more than three years, or involving a contractual obligation of £250,000 or more.</p> <p>Approval of Financial Regulations (to include bank mandates, authorisation levels, procedures to open new bank accounts etc).</p> <p>Changes in accounting policies.</p> <p>Approving proposals for the acquisition or disposal of land or buildings.</p> <p>Approving policies in relation to the College's pension scheme.</p>	<p>Oversight of the preparation of the Budget by the Head of Finance.</p> <p>Approval of budgeted expenditure, whether capital or revenue, up to £75,000.</p> <p>Approval of unbudgeted expenditure, whether capital or revenue, up to £20,000 (subject to 5% cumulative limits – see page 3).</p> <p>Signing of cheques and approval of invoices & expenses up to agreed authorisation limits as set out in the Financial Regulations.</p> <p>Signing contracts on behalf of the College where the total contractual obligation is below £250,000 and the contract has a maximum term of three years.</p>
Communication	<p>Approval of communication strategies and objectives.</p> <p>Approval of communication plans in respect of major issues or plans, including responses to any material risk to reputation.</p> <p>Approval of press releases and public statements.</p> <p>Note: matters relating to professional and public policy have been delegated to</p>	<p>Oversight of the Communications' function within the College.</p> <p>Communications with Fellows and Members not relating to professional and public policy.</p>

SUBJECT	RESERVED FOR THE BOARD	DELEGATED TO CHIEF EXECUTIVE
	Council/Officers.	
Corporate Governance	<p>Consideration of any change to and approval of (i) Regulations made pursuant to Clause 10 of the College's Charter; (ii) the Financial Regulations; (iii) this Schedule of Delegation; and (iv) major policies, including accounting, financial, investment, risk management, Health & Safety and HR.</p> <p>Approval of standards of compliance within the regulatory regime.</p> <p>Approval of the College's main professional advisers.</p>	<p>Responsibility for the organisational structure below the level of the senior management team (and responsibility for the organisational structure of the senior management team in conjunction with the Board).</p> <p>Responsibility for delegating authority to staff and managing the process of any such delegation.</p>
Development and partnerships	<p>To accept donations and legacies in excess of £75,000, including approval of spend in line with Financial Regulations.</p> <p>Any proposal to enter into or sever a major formal association with another organisation which could materially impact the reputation of the College, such as joint ventures.</p>	<p>To accept donations up to £75,000, including approval of spend in line with Financial Regulations.</p> <p>To make recommendations to the Board for approval of donations which may present a reputational risk to the College.</p>
Functions and powers	General control, management and administration of the College.	The day-to-day management and administration of the College.
HR issues	<p>The appointment of the Chief Executive and of the senior management team.</p> <p>Setting the remuneration policy of the College. Policy matters affecting all staff, including but not limited to annual pay awards and other changes in terms and conditions.</p>	<p>Recommendations in relation to recruitment and pay awards for the senior management team.</p> <p>Recruitment of all other staff.</p> <p>Matters relating to individual staff excluding the senior management team.</p> <p>Supervising the management of HR issues (subject to compatibility with HR policies e.g. the right to appeal to the Trustees on disciplinary issues).</p>
Strategic and Operational Plans	Approval of the College's Strategic and Operational Plans.	Preparation of the College's Strategic and Operational Plans for review by the Board.

SUBJECT	RESERVED FOR THE BOARD	DELEGATED TO CHIEF EXECUTIVE
Risk Management	<p>To consider reports on risk management and annual approval of the risk register.</p> <p>To ensure Trustees' Liability Insurance is suitable and adequate.</p>	<p>To ensure risk management procedures are in place and are adhered to, and to advise the Board in relation to any material changes to the risk register. To report generally on risk management.</p> <p>To put Trustees' Liability Insurance in place in line with Trustees' instructions.</p>