

**THE FACULTY OF MEDICAL LEADERSHIP AND MANAGEMENT**  
of  
The Medical Royal Colleges of the UK

## **Standing Orders**

**Amendment history**

13 March 2013	Approved by Founding Council
10 September 2013	Amended and approved by FMLM Council
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*FMLM currently operates within the Royal College of Physicians (registered charity no. 210508; VAT no. GB 778 5844 61) through which it has legal authority.*

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## **1. FUNCTION, OBJECTS, AND POWERS**

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### **1.1 FUNCTION**

- a) The Faculty of Medical Leadership and Management (hereafter called “the Faculty”) is a faculty of the Medical Royal Colleges of the United Kingdom, set up by these Standing Orders under and subject to the Bye-Laws of the individual Colleges. The Faculty shares in the Colleges’ efforts for the advancement of medical knowledge and care, and it will consult and collaborate with the Colleges on all appropriate measures. The business of the Faculty will be managed as provided in these Standing Orders, by its board of trustees (“the Board”).
  
- b) The purpose of the Faculty of Medical Leadership and Management is to promote the advancement of medical leadership, management and quality improvement at all stages of the medical career from medical or dental student to medical director, for the benefit of patients. The Faculty works on behalf of all doctors, dentists and medical or dental students in the UK. It will provide leadership and support to doctors and dentists, especially those in, or moving into formal leadership roles.

### **1.2 OBJECTS**

The Faculty has the following objects:

To promote for the public benefit the advancement of education and knowledge in the field of medical leadership and management.

To promote and develop for the public benefit the advancement of health through setting the highest professional standards and competences for medical leadership, management and quality improvement.

### **1.3 OBJECTIVES**

Working with the Medical Royal Colleges and key medical professional, governmental, regulatory and educational bodies, NHS organisations and public and patient organisations, the Faculty will:

- a) Determine and establish the standards and competences for medical leadership, management and quality improvement required for all medical and dental students, doctors and dentists at all levels, and to translate these into educational curricula and revalidation where appropriate.
- b) Develop and maintain the good practice of medical leadership and management by ensuring the highest professional standards of competence and ethical integrity.
- c) Promote medical leadership and management.



- d) Act as an authoritative body for the purpose of consultation and advocacy in matters of educational or public interest concerning medical leadership and management.
- e) Promote the advancement of research, education and knowledge in the field of medical leadership and management.
- f) Provide a voice for emerging and existing medical managers and leaders through a properly constituted membership structure.
- g) Advance medical leadership and management as a profession.

#### **1.4 POWERS**

For the purpose of achieving its objects the Faculty has the following powers:

##### **Standards, Education, Training and Exams**

- a) To set professional standards for admission to membership of the Faculty.
- b) To advise on matters affecting medical leadership and management.
- c) To promote training and research in medical leadership and management for the public benefit.
- d) To establish lectures in medical leadership and management and award prizes and scholarships
- e) To conduct examinations and award certificates and diplomas.
- f) To disseminate, in any appropriate way, information on matters affecting medical leadership and management.
- g) To hold such meetings and courses as may be desirable in order to promote the work of the Faculty.

##### **Representation and Recognition**

- a) To represent the discipline of medical leadership and management on appropriate councils and committees.
- b) To secure and maintain recognition as the body responsible for professional standards in medical leadership and management under any scheme or schemes for specialist registration and/or certification (provided always that any benefit obtained by membership of the Faculty as a result of such recognition should be incidental to the achievement of the charitable objectives of the Faculty and of the Colleges).
- c) To liaise with other bodies concerned with medical leadership and management.
- d) To promote international communication in the field of medical leadership and management.

##### **Financial Activity and Charitable Trusts**

- a) To undertake and execute any charitable trusts which may lawfully be undertaken by the Faculty.
- b) To invest the monies of the Faculty not immediately required for its purposes in the purchase of or at interest upon the security of such stocks, funds, shares,



securities, land, chattels or other investment or property of any nature and in any part of the world including the purchase of freehold or leasehold land and buildings and whether involving liabilities or producing income or not as the Board will in its absolute discretion think fit to the intent that the Faculty will have the same power of investing and transposing investments in all respects as if it were absolute beneficial owner.

- c) To invest or hold or allow to remain in the name or under the control of any person, persons or corporation as nominee or nominees of the Faculty the whole or such part of the investments, money or other property forming part of the funds of the Faculty on such terms as the Board will in its discretion think fit and no member of the Board will subject to the provisions of Standing Order 4.18 be liable for any loss to the Faculty occasioned by the exercise of this power.
- d) To accumulate income for as long as the law allows.
- e) In furtherance of the objects of the Faculty to establish, support and aid any charitable associations or institutions and to subscribe and guarantee money for their charitable purposes.
- f) To borrow and raise money for the purposes of the Faculty.
- g) Subject to such consents as may be required by law, to operate bank accounts, buy and sell land, take leases, enter into contracts, employ staff or agents, effect insurance policies, provide pensions and generally conduct the affairs of the Faculty.



## **2. THE MEMBERSHIP**

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### **2.1 CATEGORIES OF MEMBERSHIP**

All medical and dental students, doctors and dentists regardless of career stages will be eligible for membership.

There will be separate categories of membership of the Faculty. These will be for;

**Full members**, who are;

- medically-qualified doctors and dentists, who are determined by the Board to be eligible as defined in Standing Order 4.9.  
persons who are not medically-qualified but are full members of Medical Royal Colleges and Faculties as defined by the Board.

**Trainee members**, who are;

- medically-qualified doctors and dentists employed in recognised training posts from FY1 to SpR.
- persons who are not medically-qualified but are in recognised training posts from FY1 to SpR who are members of Medical Royal Colleges and Faculties.

**Medical and dental student members**, who are registered with a recognised university medical or dental school.

- Medical and dental student members will be entitled to vote in Faculty elections but not at General Meetings.

**Retired members and fellows**, who are;

- Medically-qualified doctors and dentists who have retired from their full-time posts and are not in receipt of income from continuing professional sources in excess of 10% of the basic full-time NHS salary.
- Retired members and fellows will have no voting rights.

**Associates**, who are;

- persons who are not medically-qualified but have a valid interest in the work of the Faculty.
- Associates will have no voting rights.



**Fellows**, who are;

- Individuals meeting FMLM Leadership and management standards for medical professionals through the process of certification as determined by the Board.

In the case of members based outside the UK their eligibility for any type of membership will be subject to the criteria agreed by the Board under Standing Order 2.1.

Eligibility for entry to each of the categories above, benefits of membership, and levels of subscription will be determined by the Board within those categories. In these Standing Orders, to avoid unnecessary repetition, where all categories of members are intended they are referred to as the members or the membership of the Faculty. Where only those who have voting rights are intended they are referred to as voting members.

## **2.2 ADMISSION OF FELLOWS**

Members that have been awarded fellowship status through the process of certification are entitled to use the post-nominals SFFMLM as Senior Fellow, FFMLM as Fellow, AFFMLM as Associate Fellow.

Post nominals indicate that members are recognised by FMLM for their medical leadership and have been awarded through certification against the Leadership and management standards for medical professionals.

To maintain use of post-nominals Fellows must:

- Pay the annual fellowship fee
- Maintain the FMLM Leadership and management standards for medical professionals
- Maintain good standing with the GMC or GDC
- Be revalidated and achieve satisfactory annual appraisal
- Respect and support the aims and objectives of FMLM
- Abide by the FMLM Standing Orders
- Inform FMLM of any charge or conviction for an offence that would reflect on their ability to discharge their role as a medical leader and compliance with the FMLM standards.

Members who fail to meet the above requirements will be referred to the Board of Trustees and may have their entitlement to use FMLM post-nominals removed.

Members who have not been awarded Fellowship status through Certification do not have the right or entitlement to use post nominal letters.

## **2.3 CODE OF CONDUCT**

The Board will describe and publish a code of conduct. Each person who becomes a member of the Faculty will as a condition of membership be assumed to agree to abide by this code, as a condition of good standing.

## **2.4 MEMBERSHIP AND FELLOWSHIP FOR DOCTORS IN REGULATORY DIFFICULTY**

If a member or fellow is erased from the GMC/GDC register their membership will be terminated.

If a member or fellow is suspended or has any other sanction on their GMC/GDC registration or has been barred from holding a management or leadership position they must declare this to FMLM. The membership committee will be responsible for reviewing these cases in conjunction with the membership officer and will advise Council about the required action.

## **2.5 REGISTER OF MEMBERS**

- a) A register of members of the Faculty, their addresses and other relevant details will be maintained by the Faculty. Addresses and other details in this register will be used for matters pertaining to the work of the Faculty, in accordance with its registration under the Data Protection Act 1998 as modified or re-enacted from time to time.
- b) Every official letter or notice which will be sent by or on behalf of an appointed Officer, to any member, addressed to them, at the given postal or email address as entered on the Faculty register, will be considered to have been received and that person will be deemed to have sufficient notice of the contents of such letter or notice, and will be bound by it.

## **2.6 GOOD STANDING**

The phrase 'in good standing' in these Standing Orders means that the member of the Faculty so designated has duly paid all fees and subscriptions due from them to the Faculty; is abiding by the Code of conduct as required by Standing Order 2.4; and complies with the minimum requirements of the Faculty's or other appropriate continuing professional development scheme.

## **2.7 MISCONDUCT**

If it will at any time become known to the Board that any member has gained admission to, or affiliated with the Faculty by fraud, false statement or imposition, or has acted in any respect in a dishonourable or unprofessional manner as decided by the Board, or has violated the code of conduct or any Standing Order of the Faculty, the Board may decide that the person's name will be removed from the list of members for such limited time or altogether as it will determine. The Board will establish and publish to members a procedure for disciplinary processes and appeals procedures.





### **2.8 VOTING AND OTHER RIGHTS**

- a) All members of the Faculty other than associates are entitled to receive the papers referring to General Meetings of the Faculty (Chapter 10). They are also entitled to attend such meetings and to put forward written questions for reply.
- b) Only full members, trainee members and fellows of the Faculty as determined by the Board under Standing Order 2.1 who have not retired and are in good standing will be entitled to vote at General Meetings of the Faculty.
- c) Only full members, trainee members, student members and fellows of the Faculty as determined by the Board under Standing Order 2.1 who have not retired and are in good standing will be entitled to vote in elections for Regional leads.
- d) No candidate will canvass for votes directly or indirectly for Membership, Fellowship or any office, distinction, advancement or promotion in the Faculty except as may be expressly permitted by the Council of the Faculty.

### **2.9 RESIGNATION**

A member may at any time resign by notifying the Faculty by letter, email, or verbally; and then receiving confirmation of their resignation from the Faculty.



### **3. OFFICERS OF THE FACULTY**

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#### **3.1 THE OFFICERS**

- a) The Officers of the Faculty will be the chair; the medical director; and the treasurer. The Officers collectively or individually as appropriate have delegated authority to deal with business of the Faculty between meetings of the Board, and will report such actions to the Board. No new office will be established unless it has been recommended by the Board and approved by a resolution duly passed at a General Meeting of the Faculty.
- b) Candidates for office in the Faculty as listed above must be full members as defined in Standing Order 2.1, in good standing, and must be employed or based in the United Kingdom.

#### **3.2 RETURNING OFFICER**

- a) Before any election a returning officer will be appointed by the Board to supervise the election. The returning officer need not be an Officer as defined in Standing Order 3.1.
- b) For all elections, nominations will be reported to the Council, which will have the right to add names of eligible candidates to the ballot paper.

#### **3.3 ELECTION AND APPOINTMENT OF OFFICERS**

- a) The chair of Council (also referred to as the Chair) will be elected, by ballot of the voting members. The term of office will be for 3 years with the option of a second term of 2 years if re-elected by the voting members, making a maximum total of 5, after which the Chair will not be eligible for re-election to that office. The initial process for governing the elections will be determined by the Board, and published to the membership. Any subsequent changes to the process will be subject to agreement at the next available General Meeting. The process for governing the election will include publication of eligibility to stand for election; schedule and timings related to the election; the process for nominations; the method of election, including the custody of ballot papers and the role of the returning officer; and the process for succession, handover, and installation.
- b) The Medical Director will be appointed by, and can be dismissed by, the Board. The post will be an officer, but will be paid as an employee of the Faculty with a contract of employment and a job description that will be agreed by the Board. The Medical Director will fulfil the role of Chief Executive, will report to and be accountable to the Chair, and will not be a trustee of the charity. The Medical Director will attend meetings of the Board in advisory capacity when it is dealing with trustee business, and will not have voting rights on such matters.
- c) The Treasurer will be a member of the Board who is chosen and agreed by the Board to fulfil the specific responsibilities it allocates to the role, in respect of matters relating to



financial and asset management. The Treasurer will be accountable to the Board as a whole.

#### ***3.4 NO PERSON TO HOLD MORE THAN ONE OFFICE***

No person may at any one time hold more than one of the offices specified in Standing Order 3.1.

#### ***3.5 OFFICER CEASING TO BE A FELLOW OR A MEMBER***

Any Officer who ceases to be a member will cease to hold office.

#### ***3.6 VACANCY OF OFFICE***

In the event of the office of Chair becoming vacant, the Chair-elect (if any) will become Chair. In the absence of a Chair-elect, the Treasurer will act as Chair and arrange an immediate election to elect a Chair who will serve until the third Annual General Meeting following appointment. The Board may at any time elect a member of the Faculty to fill a vacancy in any other office until the next Annual General Meeting.

#### ***3.7 REMOVAL OF OFFICERS***

The Chair and the Treasurer may be removed from office at any time by the Board on the advice of a resolution passed at an Annual General Meeting or Extraordinary General Meeting. The Medical Director may be removed only by the Board, in line with the terms of the contract of employment.

#### ***3.8 EX-OFFICIO MEMBERS OF COMMITTEES***

The officers as defined in Standing Order 3.1 will be ex-officio members of all committees of the Board and of Council.

#### ***3.9 DUTIES OF THE OFFICERS***

The Board will define the duties of the Officers within the requirements outlined in Standing Order 3.1 and the Appendix to these Order and revise them from time to time as appropriate.

#### ***3.10 FACULTY STAFF***

The Medical Director will be the officer responsible for the employment of staff, acting on authority delegated by the Board of Trustees. The Medical Director will act within policies for recruitment, retention and terms and conditions of service of staff that will be determined by the Board.



### ***3.11 FIRST OFFICERS***

The Founding Council established by the Medical Royal Colleges will name the first Officers. They will serve until each counterpart is first elected, when the first officer will stand down in favour of the elected officer.



## 4. THE BOARD OF TRUSTEES AND THE COUNCIL

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### *4.1 The fulfilment of the Faculty's remit and objects will be achieved through two committees:*

- **Board of Trustees.** There will be a board of trustees (the Board) who will carry trustee responsibility, and responsibility for the statutory aspects of charitable status, including the management and audit of the organisation. Charity Trustees are the people who serve on the governing body of a charity. They are responsible for controlling the management and administration of a charity. Trustees have and must accept ultimate responsibility for directing the affairs of a charity, and ensuring that it is solvent, well-run, and delivering the charitable outcomes for which it has been set up.
- **Faculty Council.** A separate Council will be responsible for policy, although there may be overlap of membership of the two committees. The Council of the Faculty is the focus for dealing with all issues that affect the professional activity of its membership, including matters relating to policy and guidance relating to conduct and education and training; professional issues such as professionalism and revalidation; engagement with members; regional and international issues; and any other matters relevant to the practice of medical leadership and management.
  - a) The Council may advise the Trustees on any matter in which the Council considers it to be appropriate that its advice should be given or on which its advice may be sought by the Trustees, but the Council will have no power to direct the Trustees to follow such advice.
  - b) Should the Trustees decide not to accept the advice of Council on any matter, or decline any proposal for development, the Chair of the Board will inform the Council of this fact and the reasons for it, and will invite further submission from the Council as appropriate until the matter is resolved. In the event of an inability to resolve an issue, provisions exist within the Standing Orders for sufficient members to refer the matter to a General Meeting.
  - c) The Faculty will endeavour to ensure that the Board, the Council, and any committees involved in its governance or management should be fully representative of the Faculty's membership, in terms of gender, ethnicity, profession, sector, grade, and geographical location. The Faculty will encourage this through objective appointment and competitive elections (as appropriate), open to any eligible member who wishes to be nominated and meets the published criteria. However this will not extend to any practise of positive discrimination to favour representation of any particular group.
  - d) The Board will review the composition of the Board, the Council, and any committees each year, in terms of gender, ethnicity, profession, sector, grade, and geographical location, and compare these against the Faculty's membership demographic data. It will



be open to the Board, in consultation with the Chairs of such groups, to co-opt, in a way it thinks fit, up to 3 additional members to each group to compensate for any imbalance.

#### **4.2 THE BOARD OF TRUSTEES**

- a) The Board of Trustees (also known as the Board) will consist of the Chair; the Treasurer; a representative nominated by the parent Colleges; three ordinary members elected by and from the members of the Council, at least one of whom will be a regional representative assuming that at least one stands for election; together with two lay members. The Board will also be entitled to co-opt members for a set period, to address any representational or expertise deficit it identifies. No member will hold more than one position on the Board. The fact that the Board may not comprise at any particular time all of the persons designated in this Standing Order 4.2 will not invalidate or otherwise affect any decision or action properly decided or taken by the Board.
  
- b) The Board will act as the Trustees of the charity and will carry and execute the responsibilities of Trustees as defined by the Charities Acts and related statutes and guidance.

#### **4.3 CHAIRING THE BOARD**

The chair of Council will preside at every meeting of the Board, but if the Chair is not present within ten minutes of the appointed time, the Treasurer will take the chair. If the Treasurer is also absent, the members of the Board will choose one of their number who is a member, to take the chair.

#### **4.4 ELECTION AND APPOINTMENT OF MEMBERS OF THE BOARD**

##### Ordinary members

Ordinary members of the Board will be elected by nomination from the members of the Council, of members of the Council. They will be elected by the members of the Council. Ordinary members must be subscribing members of the Faculty.

##### Lay members

The method for appointing the two lay members of the Board will be determined by the Board.

##### Co-opted members

The Board may co-opt up to three additional members for a specified period, which will be no more than three years. Any subsequent extension must be agreed by the Board, such that the total period of co-option does not exceed five years.



#### ***4.5 PERIOD OF SERVICE AND VACATION OF PLACES***

Persons elected to be ordinary members of the Board will serve as such until the third Annual General Meeting following the one at which their election is announced, and then stand down.

#### ***4.6 CONSECUTIVE TERMS OF SERVICE***

No ordinary member of the Board will serve as such for more than two consecutive elected terms, of three and then two years, making a maximum total of five, and will not then be eligible for re-election as an ordinary member until a period of one year has elapsed.

#### ***4.7 RESIGNATION AND DISQUALIFICATION OF BOARD MEMBERS***

A member's seat on the Board will be vacated automatically if:

the Board member, if a member of the Faculty, ceases to be in good standing, or by notice in writing or by email to the chair membership of the Board is resigned, or without good cause there is a failure to attend three consecutive meetings of the Board,

or

the criteria either for election as a representative of the particular constituency or appointment as a Board member are no longer fulfilled.

#### ***4.8 CASUAL VACANCY***

The Board may at any time appoint a member of the Faculty to fill a casual vacancy provided that in relation to an elected member of the Board the person so appointed would be eligible to be elected in the same category as the vacating member of the Board. Any person so appointed will retire at the next Annual General Meeting unless formally elected to the Board on or before that date.

#### ***4.9 POWERS OF THE BOARD***

The business of the Faculty will be managed by the Board which may act on behalf of the Faculty in all matters of charitable responsibility that are not, by law or by these Standing Orders, required to be enacted by the Faculty in a General Meeting. The Board will determine the criteria for membership of the Faculty under its various categories.

#### ***4.10 REGULATION OF MEETINGS AND VOTING***

The Board may meet, adjourn and otherwise regulate its meetings as it thinks fit. The Board must meet face-to-face on at least two occasions a year. In relation to any additional meetings which



are not held wholly face to face, any member of the Board may participate in the meeting by means of telephone conference or other communications equipment (including televisual means) which allows all persons participating in the meeting to hear each other. Questions arising at any meeting and requiring decision will be decided by a majority of votes of those taking part. Questions needing a decision between formal meetings may be decided in the same manner (including the casting of votes by electronic communication) provided that all members of the Board are notified of the question to be decided and the number of them voting on the question would constitute a quorum. In case of an equality of votes the Chair of the meeting will have a casting vote.

#### ***4.11 ACTIONS WITH REDUCED NUMBERS AND WITHOUT QUORUM***

The Board may act notwithstanding any vacancy in its body, but if less than a quorum of five members are present they will act as a Board only for the purposes of filling vacancies in the Board, admitting persons to membership of the Faculty, or summoning a General Meeting. When a quorum is not present no vote will be taken, but discussions may be held and recommendations made which will then be reported to the next quorate meeting of the Board for its decision. For the purpose of determining whether a quorum is present all persons whose participation in a meeting conforms to the requirement of Standing Order 4.2 will be deemed to constitute persons present at such meeting.

#### ***4.12 CONVENING BOARD MEETINGS***

The Medical Director will convene a meeting of the Board at any time upon a requisition from the chair or from any four members of the Board, stating the purposes for which the meeting is to be held. At least one week's clear notice (exclusive both of the day on which it is served and of the day for which it is given) will be sent to each member of the Board.

#### ***4.13 ACTS DONE IN GOOD FAITH***

All acts done in good faith by any meeting of the Board or by any person acting as a member of the Board will be valid and binding, even if it be discovered later that there was some defect in the appointment, election or continuance in office of any member or members of the Board carrying out such acts.

#### ***4.14 MINUTES***

Minutes will be made of the proceedings of all meetings of the Board and all business transacted at such meetings. The minutes of any meeting, when adopted at the next meeting, will be sufficient evidence of the facts therein stated.





#### **4.15 RESOLUTIONS IN WRITING - VALIDITY**

A resolution in writing signed by all members of the Board who are entitled to receive notice of meetings of the Board will be as valid and binding as if it had been passed at a duly convened and constituted meeting of the Board.

#### **4.16 CONFIDENTIALITY OF THE BOARD**

The minutes and documentation of Board meetings can be shared freely by the members of the Board unless they are marked as confidential or if the Chair requests the confidentiality of the proceedings during the meeting of the Board. Such circumstances where the confidentiality of proceedings is required will be exceptional; however every member of the Board will at the earliest opportunity after joining the Board give assent to the following words spoken by the chair in the presence of members of the Board:

*“You promise that you will not divulge any of the proceedings of this meeting of the Board which you will be required to keep confidential by the chair of Council, and that you will faithfully discharge the duties entrusted to you in strict accordance with the Standing Orders of the Faculty and with the relevant Laws, Bye-Laws and Regulations of the Medical Royal Colleges of the UK.”*

#### **4.17 FACULTY REPRESENTATION EXTERNALLY**

The method of nominating any permitted representative of the Faculty on the Council or equivalent of any of the Medical Royal Colleges of the UK will be determined by the Board. The Board may nominate representatives of the Faculty, who need not be members of the Board, to serve on other bodies as appropriate.

#### **4.18 BOARD LIABILITY**

Except as otherwise provided by law, no member of the Board will be liable for any loss to the Faculty arising by reason of any improper investment made in good faith (so long as he/she will have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him/her or by any other member of the Board in good faith (provided reasonable supervision has been exercised) although the employment of such agent was strictly not necessary or expedient or by reason of any mistake or omission made in good faith by any member of the Board or by reason of any other matter or thing other than fraud, wrongdoing or wrongful omission on the part of the Board member who is sought to be made liable.

#### **4.19 INSURANCE**

The Board will insure its members at the expense of the Faculty against personal liability for acts properly undertaken in the administration of the Faculty and acts undertaken under an honest mistake during their period of service as Board members.

#### ***4.20 FURTHERANCE OF OBJECTS***

The Board may, and if requested by any of the Colleges, will, make recommendations to the parent Colleges in furtherance of the objects of the Faculty, with special reference to research, lectures, awards, examinations, the appointments of examiners and other matters related to medical leadership and management.



## **5. THE COUNCIL**

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### ***5.1 COMPOSITION***

The Council is the professional decision making body of the Faculty and will be representative of the membership of the Faculty. Its composition will be;

- The officers of the Faculty as defined in Standing Order 3.1, ex-officio. In this context the Medical Director will be a full and voting member of the Council.
- The eight UK regional representatives of the Faculty, ex-officio.
- The chair of the Faculty's Trainee Steering Group
- Six representatives appointed by the parent Colleges, with representatives appointed as far as practicable to reflect the diversity of the UK home nations.
- Up to three co-opted members, to address any representational or expertise deficit.

### ***5.2 ELECTION AND APPOINTMENT OF MEMBERS OF THE COUNCIL***

Regional leads will be elected by ballot of the voting members in their region.

Up to three members may be co-opted by Council for a specified period, which will be no more than three years. Co-opted members will have full voting rights and will count towards quorum.

The Faculty's full time Clinical Fellow will be ex-officio the Chair of the Faculty's Trainee Steering Group.

### ***5.3 RESIGNATION AND DISQUALIFICATION OF COUNCIL MEMBERS***

A member's seat on the Council will be vacated automatically if:

the Council member, if a member of the Faculty, ceases to be in good standing, or by notice in writing or by email to the chair membership of the Council is resigned, or

without good cause there is a failure to attend three consecutive meetings of the Council, or

the criteria either for election as a representative of the particular constituency or appointment as a Board member are no longer fulfilled.



#### **5.4 CASUAL VACANCY**

The Board may at any time appoint a member of the Faculty to fill a casual vacancy provided that in relation to an elected member of the Council the person so appointed would be eligible to be elected in the same category as the vacating member of the Council. Any person so appointed will retire at the next Annual General Meeting unless formally elected to the Board before that date.

#### **5.5 POWERS OF THE COUNCIL**

The business of the Faculty will be managed by the Council which may act on behalf of the Faculty in all matters of charitable responsibility that are not, by law or by these Standing Orders, required to be enacted by the Faculty in General Meeting. The role of council will be to advise the Board on professional issues and developments affecting the Faculty or its members, and to carry out tasks or responsibilities delegated to it by the Board.

#### **5.6 REGULATION OF MEETINGS AND VOTING**

The Council may meet, adjourn and otherwise regulate its meetings as it thinks fit. The Council must meet face-to-face on at least two occasions a year. In relation to any additional meetings which are not held wholly face to face, any member of the Council may participate in the meeting by means of conference telephone or other communications equipment (including televisual means) which allows all persons participating in the meeting to hear each other. Questions arising at any meeting and requiring decision will be decided by a majority of votes of those taking part. Questions needing a decision between formal meetings may be decided in the same manner (including the casting of votes by electronic communication) provided that all members of the Council are notified of the question to be decided and the number of them voting on the question would constitute a quorum. In case of an equality of votes the Chairman of the meeting will have a casting vote.

#### **5.7 ACTIONS WITH REDUCED NUMBERS AND WITHOUT QUORUM**

The Council may act notwithstanding any vacancy in its body, but if less than a quorum of ten members is present no vote will be taken, but discussions may be held and recommendations made which will then be reported to the next quorate meeting of the Council for its decision. For the purpose of determining whether a quorum is present all persons whose participation in a meeting conforms to the requirement of Standing Order 5.1 will be deemed to constitute persons present at such meeting.

#### **5.8 CONVENING COUNCIL MEETINGS**

In exceptional circumstances, the Medical Director will convene a meeting of the Council at any time upon a requisition from the chair or from any four members of the Board, or ten of the Council, stating the purposes for which the meeting is to be held. At least one week's clear notice



(exclusive both of the day on which it is served and of the day for which it is given) will be sent to each member of the Council.

#### **5.9 ACTS DONE IN GOOD FAITH**

All acts done in good faith by any meeting of the Council or by any person acting as a member of the Council will be valid and binding, even if it be discovered later that there was some defect in the appointment, election or continuance in office of any member or members of the Council carrying out such acts.

#### **5.10 MINUTES**

Minutes will be made of the proceedings of all meetings of the Council and all business transacted at such meetings. The minutes of any meeting, when adopted at the next meeting, will be sufficient evidence of the facts therein stated. Minutes will be available electronically once approved by the Council.

#### **5.11 RESOLUTIONS IN WRITING – VALIDITY**

A resolution in writing signed by all members of the Council who are entitled to receive notice of meetings of the Council will be as valid and binding as if it had been passed at a duly convened and constituted meeting of the Council.

#### **5.12 CONFIDENTIALTY OF THE COUNCIL**

The minutes and documentation of Council meetings can be shared freely by the members of the Council unless they are marked as confidential or if the Chair requests the confidentiality of the proceedings during the meeting of the Council. Such circumstances where the confidentiality of proceedings is required will be exceptional; however every member of the Council will at the earliest opportunity after joining the Council give assent to the following words spoken by the chair in the presence of members of the Council:

*“You promise that you will not divulge any of the proceedings of this meeting of the Council which you will be required to keep confidential by the chair of Council, and that you will faithfully discharge the duties entrusted to you in strict accordance with the Standing Orders of the Faculty and with the relevant Laws, Bye-Laws and Regulations of the Medical Royal Colleges of the UK.”*



## **6. THE REGIONAL LEADS**

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The Faculty will elect regional leads to co-ordinate its activity throughout the UK, each through a regional network.

### ***6.1 METHOD OF ELECTION / APPOINTMENT***

Regional leads will be elected by ballot of the voting members in their region. Except in cases where there is unavoidable reason or other good cause, the same process will apply in every region.

### ***6.2 ROLE AND RESPONSIBILITIES***

Each regional lead will be responsible to the Council for the effectiveness of their regional network, and will sign an undertaking to that effect; but will each will be free to decide how the network might best operate for that geographical area, operating within any guidance set by the Council. They will also be responsible for:

- Contributing to the work of the Council by being a member of Council
- Advising on the development of the Faculty's vision and values, to ensure they reflect the needs of their region and underpin all regional activities
- Promoting the Faculty and its work in relevant events and forums
- Establishing and developing opportunities for networking both within their region, and between their region and others.
- Signposting members within their regions to local networks and leadership development opportunities
- Contributing regional perspectives to the Faculty's online media to ensure information and discussions are topical and applicable for the region.



## **7. COMMITTEES OF THE BOARD AND COMMITTEES OF COUNCIL**

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### ***7.1 COMMITTEES OF THE BOARD***

The Board will appoint a finance committee of which a sub-committee will be responsible for remuneration decisions. It may appoint other committees, sub-committees or working parties as it decides to be necessary. The initial appointment of these may be at any time considered appropriate by the Board. Persons appointed will cease to serve on the date of the last regular meeting of the Board before the Annual General Meeting unless then re-appointed. The constitution and terms of reference of each such committee will be approved and published by the Board.

### ***7.2 COMMITTEES OF COUNCIL***

The Council will appoint the following committees:

- Membership
- Standards, education, training and CPD
- Revalidation
- Communications
- Trainee Steering Group
- Medical Student Group

Council may appoint other committees, sub-committees or working parties as it decides to be necessary. The initial appointment of these may be at any time considered appropriate by Council. Persons appointed will cease to serve on the date of the last regular meeting of Council before the Annual General Meeting unless then re-appointed. The constitution and terms of reference of each such committee will be approved and published by Council.

### ***7.3 MEMBERSHIP OF COMMITTEES***

Members of a committee of the Board or Council need not be members of the Board or Council. All members of committees who are members of the Faculty should be in good standing

### ***7.4 CO-OPTED MEMBERS***

Any committee of the Board or Council may add to its number with the approval of the Chair of Council. The names of co-opted members of committees will be reported to the next meeting of the Board or Council.

### ***7.5 CASUAL VACANCY ON A COMMITTEE***

The Board or Council may at any time appoint a member of the Faculty to a committee to fill a casual vacancy.

#### ***7.6 POWERS DELEGATED BY THE BOARD***

The Board or Council may delegate such powers as it thinks fit to committees appointed by it and any such committee will, in the exercise of its powers, conform to any conditions imposed on it by the Board or Council, and report regularly to the Board or Council as required. The meetings and proceedings of any such committee will be governed by the provisions of these Standing Orders. The Board or Council may at any time, by notice in writing to all members of any committee, revoke any powers delegated by it to such committee.

#### ***7.7 REGULATION OF COMMITTEE MEETINGS AND VOTING***

Subject to any instructions by the Board a committee may meet for the dispatch of business, adjourn and otherwise regulate its meetings as its Chair will determine except where subject to any other of these Standing Orders. Questions arising at any meeting will be decided by a majority of votes of those taking part. The method of voting will be at the discretion of the Chair who, in the case of an equality of votes, will have a second or casting vote.

#### ***7.8 ACTS DONE IN GOOD FAITH***

All acts done in good faith by any meeting of a committee of the Board or Council may be ratified by the Board or Council at its discretion, even if it be discovered later that there was some defect in the appointment, election or continuance in office of any member, or members, of the committee carrying out such acts.

#### ***7.9 MINUTES***

Minutes or other appropriate written records will be made of the proceedings of all meetings of the Board and Council or other committees including all actions agreed and decisions made at such meetings. The minutes of any meeting when adopted at the next meeting will be sufficient evidence of the facts stated therein. Minutes will be available electronically once approved by the Board and Council.

## **8. EXAMINATIONS**

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Although it will not be an initial function, the Faculty will be entitled to establish and conduct examinations. The regulations affecting the management and conduct of such examinations, and the appointment, duties, and conduct of examiners, will be developed and approved by the Board, and be subject to approval by the parent Colleges.





## **9. FEES AND SUBSCRIPTIONS**

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### ***9.1 REGISTRATION FEE AND SUBSCRIPTION***

Members will pay such registration fees and annual and other subscriptions as may be determined by the Board.

### ***9.2 SUBSCRIPTIONS – DATE AND METHOD OF PAYMENT***

Annual and monthly subscriptions will be payable to the Faculty by any method and at any time agreed by the Board.

### ***9.3 ANNUAL AND MONTHLY SUBSCRIPTION IN ARREARS***

Any member who is more than three months in arrears with payment of any annual and monthly subscription will, if the Board so direct, forfeit all rights and privileges of the Faculty and any office, appointments or positions in the Faculty, until all outstanding annual or monthly subscriptions have been paid.

### ***9.4 REDUCTION AND REMISSION OF FEES***

The Treasurer may at any time remit or reduce the fees or subscriptions to be paid by an individual, based on consideration of the particular circumstances.

### ***9.5 EXAMINATION FEES***

Examination entry fees will be determined by the Board.

### ***9.6 OTHER FEES***

The Faculty may charge fees for other functions as agreed by the Board.



## **10. GENERAL MEETINGS**

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### ***10.1 ANNUAL GENERAL MEETING***

The Faculty will hold an Annual General Meeting at such time and place as may be determined by the Board. Each Annual General Meeting will be held not less than eleven or more than fourteen months after the date of the last preceding Annual General Meeting.

### ***10.2 EXTRAORDINARY GENERAL MEETINGS***

Extraordinary General Meetings may be convened by the Board or on the requisition of ten percent (10%) or more of the total number of full and trainee members of the Faculty having at the date of the deposition of the requisition with the Faculty a right to vote at General Meetings of the Faculty. Any such meetings will be convened by the medical director on the instructions of the Board or, in default thereof, those members of the Faculty themselves may convene one. Except as otherwise specified any such meetings will be conducted in accordance with the Standing Orders relating to General Meetings.

### ***10.3 NOTICE OF GENERAL MEETINGS***

Except where longer notice is required pursuant to other provisions of the Standing Orders at least six weeks' notice of every Annual or Extraordinary General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting, and the nature of the business, will be given to all members of the Faculty.

### ***10.4 ACCIDENTAL OMISSION TO GIVE NOTICE***

The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof will not invalidate any resolution passed, or business transacted at any meeting.

### ***10.5 QUORUM FOR GENERAL MEETINGS***

No business will be transacted at any Annual General Meeting or Extraordinary General Meeting unless a quorum is present when the meeting proceeds to business. If less than 5% of full and trainee members are present at an AGM, decisions should be ratified by a vote of all of the members. In all cases any decision taken by the members at an AGM will be advisory to the Faculty, and not binding.



#### ***10.6 DISSOLUTION AND ADJOURNMENT OF GENERAL MEETINGS***

If within half-an-hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened at the request of members of the Faculty, will be dissolved. In any other case it will stand adjourned until another time, date and place determined by the Board. If at such adjourned meeting a quorum is not present within half-an-hour of the time appointed for holding the meeting the members of the Faculty present will be a quorum.

#### ***10.7 CHAIR AND ALTERNATE CHAIR AT GENERAL MEETING***

The Chair will preside at every General Meeting. If the Chair is absent, then the Treasurer, or if they are absent by some other member elected by the members of the Faculty present at the meeting who are entitled to vote thereat.

#### ***10.8 ADJOURNMENT***

The Chair of the meeting may with the consent of any meeting at which a quorum is present (and will if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no additional business will be introduced at any adjourned meeting. Whenever a meeting is adjourned for one month or more, notice of the adjourned meeting will be given in the same manner as for the original meeting.

#### ***10.9 METHOD OF VOTING AT GENERAL MEETING***

At any General Meeting a resolution put to the vote of the meeting will be decided by a show of hands. If in the opinion of the Chair the show of hands is inconclusive, or on the prior written demand of ten members of the Faculty present, a ballot will be held, either written or using an equivalent electronic voting method, the decision resting with the chairman. Unless otherwise required by the provisions of other Standing Orders a resolution will be passed if a simple majority of those voting (being entitled to do so) vote in favour.

#### ***10.10 CHAIR'S CASTING VOTE***

In the case of an equality of votes, whether on a show of hands or ballot, the Chair of the meeting will be entitled to a casting vote.

#### ***10.11 ENTITLEMENT TO VOTE***

Every member of the Faculty present and entitled to vote will have one vote.

#### ***10.12 CONDUCT OF GENERAL MEETING***

Subject to the provisions of these Standing Orders the Chair of a General Meeting of the Faculty will have authority to direct and control the conduct of business at that meeting, including the



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discretion to decide that a matter might lead to a change in Standing Orders. Those entitled to speak at a General Meeting of the Faculty will address the Chair; will speak to the subject before the meeting, and once only; will speak as briefly as possible; and, if requested by the Chair, will preserve silence.



## **11. STANDING ORDERS**

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### ***11.1 PROPOSALS FOR CHANGE***

The Board may make, or accept from the Council, recommendations for additions or amendments to the Standing Orders.

### ***11.2 NOTICE OF ALTERATIONS***

Not less than three months' notice will be given to all members of the Faculty of proposed alterations to the Standing Orders.

### ***11.3 APPROVAL OF ALTERATIONS***

No alterations to the Standing Orders will come into effect unless approved by the parent Colleges and also approved at a General Meeting of the Faculty by the affirmative votes of a two-thirds majority of such members of the Faculty present at the meeting and entitled to vote thereat.

### ***11.4 STATUS OF THE COLLEGES AND FACULTY AS CHARITIES***

No alteration to the Standing Orders will be made which would prejudice the status of the Medical Royal Colleges or the Faculty as charities.

### ***11.5 INTERPRETATION OF STANDING ORDERS***

- a) Any question concerning the interpretation of these Standing Orders will be referred to the Board whose decision will be binding.
  
- b) Any matters concerning the activities of the Faculty which are not covered by these Standing Orders will be dealt with according to the Bye Laws and Customs of the parent Medical Royal Colleges

### ***11.6 REVOCATION OF POWERS***

Any of the parent Colleges will be entitled at any time in writing to revoke the delegation of any of the powers delegated to the Faculty by these Standing Orders and will also be entitled to exercise all other rights reserved to it under its Bye-Laws.

### **11.7 ELECTRONIC COMMUNICATIONS AND WRITTEN COMMUNICATIONS**

- a) Notifications required or permitted under the Standing Orders to be sent to members of the Faculty or to other persons having rights pursuant to the Standing Orders, may be sent using electronic communications.
- b) Any document referred to in a notification sent pursuant to these Standing Orders may, subject to compliance with specific Standing Orders, be sent or provided to members of the Faculty or other persons having rights pursuant to the Standing Orders by publishing the document in question on a web site. The notification referring to the document must specify the address of the web site and the place on that web site where the document may be accessed, and the document must remain published on the web site throughout the publication period. For this purpose the publication period will mean:

In the case of a document referred to in a notice convening a meeting, the period running from the date when such notice is sent until the conclusion of the meeting convened by it;

in any other case a period of not less than 28 days beginning on the day after the notification is sent.

- c) An electronic communication pursuant to these Standing Orders will only be sent to such members of the Faculty or other persons having rights pursuant to the Standing Orders as have notified an electronic communications address to the Faculty and where the electronic communication in question is sent to such address.
- d) Notifications required or permitted under the Standing Orders to be sent to the Faculty, the Board, committees sub-committees or working parties of the Board or the Officers may be sent using electronic communications provided that they are sent to the Faculty's most recently published electronic communications address and that the notification clearly indicates the intended recipient and the purpose of the notification.
- e) Notwithstanding any other provision of the Standing Orders a notification sent using electronic communications which complies with the Standing Orders will be deemed to be given on the day on which it was despatched unless the sender is aware that there has been a failure of delivery.
- f) For the purposes of these Standing Orders:

“notification” includes notices of meetings, requisitions for meetings and communications not specifically required by the provisions of any Standing Order but, for the avoidance of doubt, does not include any document which is required by the



Standing Orders to be in writing; and does not include any document which is required to be sent for the purposes of an election provided for in the Standing Orders.

“Electronic communications” has the meaning given thereto in the Electronic Communications Act 2000 and any subsequent legislation.

- g) Wherever the Standing Orders require a document to be in writing the requirement will be deemed to have been complied with if the document is in the form of:

a letter, form or similar document signed by the sender and sent by post or delivered personally to the address held on record as the correspondence address;

a facsimile transmission signed by the sender, the original of which is subsequently sent by post or delivered personally to the address held on record as the correspondence address.

## **12. DISTRIBUTION OF ASSETS ON WINDING – UP**

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If upon the winding-up or dissolution of the Faculty there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same will not be paid to or distributed among the members of the Faculty, but will be given or transferred to the Medical Royal Colleges of the UK for objects similar to the objects of the Faculty provided always that any College will not be entitled to benefit under this Standing Order unless it is a charity at the relevant time.



## 13. APPENDICES

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### Role Descriptions

<b>Chair of Council</b>
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The Chair of Council is the directly elected chief officer of the Faculty who is answerable to the Board and to the members. The role is not remunerated, although reasonable and necessary expenses will be reimbursed by the Faculty.

The Chair of Council (also referred to as the Chair) will be elected, by ballot of the voting members. The term of office will be for 3 years with the option of a second term of 2 years, if re-elected by the voting members, making a maximum total of 5, after which the Chair will not be eligible for re-election to that office.

Duties include:

- Oversight and direction of all aspects of the work of the Faculty, particularly long-term strategic issues
- Acting as the principal public spokesperson of the Faculty
- Chairing of the Faculty Board and of the Council
- Managing the work of the Medical Director
- Ex-officio membership of any and all Faculty committees
- Acting as a trustee of the Faculty in fulfilment of charitable legislation
- Communication with members about Faculty matters
- The senior Faculty representative on external medical bodies such as the Academy of Medical Royal Colleges and Faculties
- Liaison with senior members of external organisations to enhance the work and standing of the Faculty
- Advising the Board and Council on aspects of national legislation that might affect the purpose or activities of the Faculty or its interests

These duties are inherently open ended; the duties and reporting arrangements of other officers should be such that the Chair of Council is aware of, but not concerned with, the details of routine business.





## Treasurer

The Treasurer will be responsible for the financial management and oversight of the Faculty, although also sharing with the other trustees the financial responsibilities of managing the charity.

The Treasurer will be a member of the Board who is chosen and agreed by the Board to fulfil the specific responsibilities it allocates to the role, in respect of matters relating to financial and asset management. The Treasurer will be accountable to the Board as a whole.

Duties include;

- Ensuring that the financial affairs of the Faculty are conducted in the most prudent and cost-effective manner
- Ensuring that satisfactory book keeping systems are set up and maintained by the administrative staff employed by the Faculty
- Reporting to the Faculty Officers and Board (of trustees) on the Faculty's financial state and investments
- Ensuring that the Faculty's accounts are prepared for annual audit by independent auditors appointed at the Annual General Meeting
- Presenting the audited accounts to the Annual General Meeting of the Faculty
- Ensuring that surplus funds are invested appropriately
- Ensuring that there is appropriate liaison on financial matters with the Colleges and other relevant organisations
- Acting as a trustee of the Faculty in fulfilment of charitable legislation.



### **Chief Executive and Medical Director**

The Medical Director will be an officer of the Faculty, but not a trustee. They will be medically-qualified, employed by the Faculty, and accountable to the Chair of Council. The Medical Director will be appointed by, and can be dismissed by, the trustees of the charity acting as a whole. The Medical Director will normally be expected to hold a licence to practice to be able to fulfil the role of Responsible Officer. Exceptionally, where it is agreed by the board in advance to appoint a medical director without a licence to practice, alternative arrangements must be made by the board to appoint a Responsible Officer for the Faculty. The role will be subject to a contract of employment, accompanied by a detail job description. However in general the responsibilities terms will include;

- Fulfilling the role of Chief Executive
- Employment and professional development of Faculty staff and all associated issues
- Development of Faculty policy in co-operation with the Council and Board
- Maintaining the Register members
- Maintenance of the Faculty's governance, advising the Board
- Convening and issuing notices of General Meetings of the Faculty and meetings of the Board and of Committees, and management of administrative support to those meetings
- Providing an Annual Report to the Annual General Meeting of the Faculty and to the parent Colleges
- Ensuring that decisions of the Board and its committees are implemented
- To be responsible for all matters concerning the regulations that enable doctors to subscribe to the membership of the Faculty
- To be responsible for all regional activities of the Faculty, and for close liaison with and leadership of the Faculty's Regional Leads
- To be the Honorary Secretary of the Board and Council
- To be responsible for arranging the general business of the Faculty in relation to professional matters, and acting as a primary channel of communication in these matters. This will be carried out in close liaison with the Chair of Council, and whilst overlap is inevitable the Medical Director will be particularly involved with matters relating to medical leadership and management
- To act as Deputy to the Chair of the Faculty
- To be responsible for the management of all elections and appointments within and by the Faculty
- To be the Lead Officer for maintaining close working links with specialist societies and other external bodies relating to medical leadership and management
- To be the Lead Officer for co-ordinating and responding to formal consultations.
- To act as Responsible Officer for the Faculty.



## Regional Lead

The Faculty will elect Regional Leads to co-ordinate its activity throughout the UK, each through a regional network. The Regional Leads have a key role to play in representing local views to the Faculty, and promoting the Faculty and its work to doctors locally.

The process for electing the Regional Leads will be determined by the Council and agreed by the Board. The agreed process will be published to the membership. Except in cases where there is unavoidable reason or other good cause, the same process will apply in every region.

Each Regional Lead will be responsible to the Council for the effectiveness of their regional network, and will sign an undertaking to that effect; but each will be free to decide how the network might best operate for that geographical area, operating within any guidance set by the Council.

Duties include;

- To work as a member of the Council to develop and drive the vision and business of the Faculty, and use these to underpin all activities in their region
- Advising on the development of the Faculty's vision and values, to ensure they reflect the needs of their region and underpin all regional activities
- Promoting the Faculty and its work in relevant events and forums
- Establishing and developing opportunities for networking both within their region, and between their region and others
- Signposting members within their regions to local networks and leadership development opportunities
- Contributing regional perspectives to the Faculty's online media to ensure information and discussions are topical and applicable for the region
- To form and lead a local team to ensure the Faculty's key membership audiences are involved. Regionally, this team should include a medical or dental student, a doctor in training, SAS doctor, doctors from primary and secondary care, public health, private/independent/charitable sector and other stakeholders
- To develop opportunities for local networking
- To contribute to the online forums, webinars and regional areas of the website to ensure information and discussions are topical and applicable for the region
- To work with the Faculty team to create regional eNews with current regional information (courses, events and initiatives in the area) and links relevant to members, as well as feeding into production of UK eNews.

Regional Leads must note that the FMLM is a lean organisation with few members of staff and funds to provide active support to leads in the regions. Regional Leads will be expected and required to agree to the terms set out above in the form of a written agreement.