Faculty of Sexual and Reproductive Healthcare
Governance Working Group

Final Report and recommendations
July 2015
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1. Introduction

The Faculty of Sexual and Reproductive Healthcare (FSRH) is an independently governed charity and company limited by guarantee and a Faculty of the Royal College of Obstetricians and Gynaecologists. In 2013 the FSRH published a report Vision 2020 which set out its vision for the future including ambitious transformation goals to ensure the Faculty contributes effectively to excellence in sexual and reproductive health care across the four nations of the United Kingdom.

The report set out a goal to have a multidisciplinary and cross specialty membership of 30,000 members by 2032 from a baseline of 14,500 in 2013. This vision was underpinned by a number of recommendations agreed by FSRH Council in early 2013, to strengthen the Faculty, including its governance. This included the recommendation that a Board of Trustees be established to sit alongside the existing Council. An independent Governance Working Group was established to consider and advise on the steps to implement the governance-related recommendations of the report.

This final report and its recommendations are submitted to the Faculty of Sexual and Reproductive Healthcare Council by the Governance Working Group (GWG). This report has been prepared on behalf of the GWG by Simon Blake, Chair of the Group and Jane Hatfield, Chief Executive, FSRH. It has been reviewed by the FSRH Officers and their amendments have been incorporated. The GWG has ratified each of the recommendations. Membership of the group is laid out in Appendix A of this report.

The Terms of Reference (ToR) of the Governance Working Group were to;

- consider questions not directly addressed in the Vision 2020 report including the role and function of Council vis a vis the Board of Trustees
- review progress made so far in taking these recommendations forward and address questions arising from them
- review the role and function of Officers, Committees and Groups
- review the delegation of powers to the Chief Executive and Officers
- review the membership categories to ensure they are fit for purpose
- consider how best to ensure that the views of members from each of the four nations are effectively represented in any proposed governance structures
- propose recommendations for the governance role of consumers and nurses
- learn from the experiences of governance reviews elsewhere including at RCOG.
2. **Timetable and Phasing**

The work of the Governance Working Group is being carried out in two phases:

**Phase One**, which is now complete, makes recommendations focused on:

- The composition and purpose of the new Board of Trustees, Council and the inter-relationship between the two bodies
- Proposed membership categories and representation and voting rights within the Faculty
- New Articles of Association for the Faculty to be voted on at an AGM

Council represents the members of the FSRH and will consider the recommendations from Phase One in July 2015 and, subject to their approval, the FSRH membership will be asked to vote on the adoption of new Articles of Association for the Faculty at an AGM in September 2015.

Phase two of the work will provide an opportunity for Council to reflect on the recommendations and develop an implementation plan which will enable successful transition from the current model to the future state.

The proposed timetable is as follows:

**January – July 2015**

- Officers to review the final recommendations from the GWG
- Council to consider revised Articles of Association
- Council to receive and consider the GWG recommendations and respond to the recommendations
- Council to develop an implementation and transition plan including establishing an Appointments Committee seeking support from the GWG as required

**September – December 2015**

- Annual General Meeting (likely to be September 2015) to vote on adoption of the new Articles of Association
- If Articles of Association are agreed the ‘Appointed’ trustees will be recruited
- Transition plan identifying responsibilities of Council and Board prepared and agreed by Council

**January – March 2016**

- The Board will have a period of induction and ‘shadowing’ and will meet with Council for a collaborative working event

**April 2016**

- The Board will officially take on their trustee and director responsibilities for the FSRH from April 1st 2016.
The phasing of recommendations from the Governance Working Group is set out in the Table below:

<table>
<thead>
<tr>
<th>Issue</th>
<th>Recommendation</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Charitable Objects</td>
<td>That one change is made to the Charitable Objects to modernise them (this has since been approved at the June 2015 AGM)</td>
<td>6</td>
</tr>
<tr>
<td>Relationship with RCOG</td>
<td>That the President of RCOG sits on FSRH Council to ensure effective partnership working and sharing of information between Councils.</td>
<td>6</td>
</tr>
<tr>
<td>Relationship with RCOG</td>
<td>That FSRH and RCOG seek to develop a statement of collaboration which sets out ways of working, identifying areas of partnership working and that progress be regularly reviewed by a joint Officer’s group</td>
<td>6</td>
</tr>
<tr>
<td>Articles</td>
<td>That requirements set out in relation to any other organisation are removed from the new Articles to avoid any ambiguity for FSRH trustees</td>
<td>6</td>
</tr>
<tr>
<td>Articles</td>
<td>That a new set of Articles be prepared, simplified where possible and reflecting the recommendations set out in this report</td>
<td>6</td>
</tr>
<tr>
<td>The Board</td>
<td>That Board Terms of Reference setting out the scope of the Board responsibilities and indicating the skills required for an effective Board are agreed by Council</td>
<td>6</td>
</tr>
<tr>
<td>The Board</td>
<td>That the President is also de facto the Chair of the Board of Trustees</td>
<td>8</td>
</tr>
<tr>
<td>The Board</td>
<td>That the Board adopts a Code of Good Governance prepared by the Governance Working Group and approved by Council and signed up to by individual members of both bodies</td>
<td>6/9</td>
</tr>
<tr>
<td>The Board</td>
<td>That Council approve the skills and experience needed for trustees which should include an understanding of SRH and a commitment to a woman’s right to choose any form of contraception or abortion</td>
<td>6</td>
</tr>
<tr>
<td>The Board</td>
<td>That there is a minimum of 8 and a maximum of 12 trustees on the new Board</td>
<td>8</td>
</tr>
<tr>
<td>Section</td>
<td>Recommendation</td>
<td>Page</td>
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<tr>
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</tr>
<tr>
<td><strong>The Board</strong></td>
<td>That there should be a majority of 2 SRH healthcare professionals/FSRH members on the Board – the Board composition is recommended initially as 6 FSRH members and 4 appointed ‘lay’ or non-member trustees</td>
<td>7</td>
</tr>
<tr>
<td><strong>The Board</strong></td>
<td>That trustees would ordinarily stand for a maximum of two three year terms</td>
<td>7</td>
</tr>
<tr>
<td><strong>The Board</strong></td>
<td>That a Risk and Finance Committee of the Board be established as a standing committee with a clear terms of reference, along with any other Committees identified as needed by the Board to carry out its business</td>
<td>7</td>
</tr>
<tr>
<td><strong>Council</strong></td>
<td>That it is stated that the key purpose of Council is to represent the interests of FSRH members and to focus on clinical and professional matters. Council will not be responsible for the overall strategy or finances of the charity, but will provide advice and input to the Board and feed their views into these discussions</td>
<td>7</td>
</tr>
<tr>
<td><strong>Officers</strong></td>
<td>That HR and finance responsibilities move to the Board and the current Honorary Treasurer and Honorary Secretary roles are removed from the Articles. This would free up these two Officer roles to focus on professional leadership responsibilities</td>
<td>10</td>
</tr>
<tr>
<td><strong>Officers</strong></td>
<td>That the President reviews the workload, role descriptions and number of Officers and makes recommendations for any changes to Council this year</td>
<td>11</td>
</tr>
<tr>
<td><strong>Council and Board Relationship</strong></td>
<td>That Council approves the proposed terms of reference of the Council and Board for a ‘country’ committee continuing from 2015 and shows a full understanding of the key purpose of Council to represent the interests of FSRH members and to focus on clinical and professional matters. Council will not be responsible for the overall strategy or finances of the charity, but will provide advice and input to the Board and feed their views into these discussions. The term of reference should include an understanding of the origins of the current country committee to ensure the continuity of the current governance structure. The proposed terms of reference should be reviewed and approved by Council by December 2015. The suggested terms of reference are included.</td>
<td>11</td>
</tr>
<tr>
<td><strong>Consumer Involvement</strong></td>
<td>That the principles of consumer involvement (as set out in this document) should form the basis of a FSRH consumer involvement strategy, with budget attached, to be approved by Council by December 2015</td>
<td>10</td>
</tr>
<tr>
<td><strong>Membership categories</strong></td>
<td>That the membership categories set out in this paper are agreed by Council for implementation in 2016</td>
<td>13</td>
</tr>
<tr>
<td><strong>Membership categories</strong></td>
<td>That a full membership strategy is developed which includes a list of member benefits for each category and a transparent pricing structure</td>
<td>13/14</td>
</tr>
<tr>
<td><strong>Committee structure</strong></td>
<td>That Council review their committee structure to ensure it is fit for purpose at a date to be decided</td>
<td>14</td>
</tr>
<tr>
<td><strong>Four Nations</strong></td>
<td>That an England Committee be established by Council by 2016 That the 4 ‘country’ committee chairs become full members of Council with voting rights That the connections between these Committees, the Officers and staff are strengthened</td>
<td>15</td>
</tr>
<tr>
<td><strong>Officers/CEO Group</strong></td>
<td>That an Officers and CEO group continues with a focus on guiding delivery against the strategy agreed by the Board and taking forward decisions made by Council/the Board – suggested terms of reference are included</td>
<td>16</td>
</tr>
</tbody>
</table>
4. **A summary of progress since Vision 2020 was published**

In line with the recommendations in Vision 2020 the Faculty has undergone a wider modernisation process which sets the context in which the Council will need to consider these recommendations. Some of the main changes already made include:

- Recruitment of a CEO
- Restructuring of the staffing to ensure change can be managed and implemented
- Investment in a new website, database and identity
- Investment in new and more efficient processes for membership, finances and recertification
- The introduction of nurses into full Diplomate membership of the FSRH
- The introduction of more flexibility in the qualification pathway including the ability to do Letters of Competence before doing the Diploma or as a standalone qualification
- The introduction of a robust on-line assessment for anyone undertaking a FSRH qualification (eKA)

5. **Current Governance Arrangements**

The Faculty of Sexual and Reproductive Healthcare is a Faculty of the Royal College of Obstetricians and Gynaecologists (RCOG). There is no one recognised Faculty model within the Royal Colleges. A faculty normally represent a particular medical specialty or sub-specialty within a broader health area. There are five faculties, including the FSRH, that are members of the Academy of Medical Royal Colleges in their own right. The FSRH has been an independently governed organisation since its inception 21 years ago, and sexual and reproductive healthcare is increasingly being recognised as a broad and important area of health. The Faculty was, with the support of the RCOG, successful in gaining parliamentary approval for the Specialty training programme of Community Sexual and Reproductive Health (cSRH) in 2010.

FSRH is governed by its Council who, both as charity trustees and company directors, must when taking decision on behalf of FSRH act independently of any other organisation. The trustees are elected by the membership of the organisation with 6 Member/Fellow seats and 4 Diplomate seats sitting alongside the 6 Officers. Council is currently responsible for all the activities of the FSRH, however the Vision 2020 Strategic Review recommended that this should be reconsidered to allow Council to focus on clinical and professional issues and a Board of Trustees established to concentrate on strategy and oversight of financial and business issues. This proposal was approved by FSRH Council in 2013 and the Governance Working Group has taken this as its starting point. The work of the Group has included taking legal advice on the correct steps to take to establish a Board separate from the existing Council.

This legal advice has included clarifying that the legal status of the FSRH is not determined by its name but by the legal entity through which it operates, so it is an independent organisation by virtue of being a separate legal entity incorporated as a company limited by guarantee.

The recommendations contained in this report build on the recommendations agreed in Vision 2020 and aim to enable Council to take forward the modernisation of the FSRH governance based on these principles.
6. Discussion and Recommendations

6.1 Articles of Association

FSRH is an independent charity whose objects are:

- To advance medical knowledge concerning sexual and reproductive health care and in particular contraceptive provision, contraception, sterilisation, planned and unplanned pregnancy, well woman screening and management of sexual health;
- To advance the education and training of healthcare practitioners in the fields of sexual and reproductive health care;
- To promote and maintain high standards of professional practice within the fields of sexual and reproductive health care.

New Articles of Association will be written and presented to the membership to allow the separate functions of Board and Council to be established. Ian Hempseed from Hempsons, the Faculty solicitor has prepared the new Articles and the GWG has advised on them. These will be considered by Council before they are submitted to the membership for voting at an AGM in 2015.

Recommendations

The Governance Working Group recommends

➢ One change is made to the Charitable objects:

“To advance medical knowledge concerning sexual and reproductive health care and in particular contraceptive provision, contraception, sterilisation, planned and unplanned pregnancy, well woman screening and management of sexual health”. is changed to:

“To advance medical knowledge concerning sexual and reproductive health care”.

The reason for this proposed change is to avoid the use of a list of terms that are now out of date and unlikely to be exhaustive1.

➢ That the RCOG President be a member of FSRH Council to mirror the FSRH President role as a member of the RCOG Council and in order to continue to facilitate partnership working and communication between the Faculty and the College.

➢ That FSRH and RCOG continue to explore and develop a robust and dynamic partnership in which the two organisations work together to further women’s health including through a written Memorandum of Understanding.

➢ That requirements set out in relation to the RCOG (listed1) are removed from the new Articles as they could lead to ambiguity for FSRH and RCOG trustees.

6.2 The role and composition of the Board

Elected members of Council are currently the trustees of the charity and directors of the company. In 2013 FSRH Council agreed the Vision 2020 recommendation that a new board of trustees/directors separate from Council be established. The board members will be the directors/trustees of the charity with strategic, financial and scrutiny responsibilities as set out in charitable and company law. This will enable the FSRH

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1 This recommendation was approved at the June 2015 AGM
Council to use its time and expertise to focus on clinical and professional issues in SRH, and to handover the finance, governance and oversight of the Charity to a board of charity directors.

The role of an ‘effective’ board is set out clearly in Good Governance: A Code for the Voluntary and Community Sector (NCVO). The six principles of an effective Board include:

1. Understanding their role and responsibilities, collectively and individually, including their legal duties, stewardship of assets and the provisions in the governing document.
2. Ensuring delivery of organisational purpose, including ensuring there is a long term strategy, agreeing operational budgets and plans, monitoring progress against these, evaluating results.
3. Working effectively as individuals and as a team, including by having a range of appropriate policies in relation to appointment, induction, training and reviewing performance.
4. Exercising effective control, including by understanding and complying with regulation/the law, ensuring there are good financial controls, identifying and reviewing risks, delegating to committees, staff and ensuring there is supervision in place for this delegation.
5. Behaving with integrity including safeguarding and promoting the organisation’s reputation, acting according to high ethical standards, maintaining independence and delivering impact.
6. Leading the organisation to be open and accountable, including by having open communications, appropriate consultation, listening and responding to supporters, users etc, handling complaints constructively.

Under the new proposed governance model, trustees will also be directors of the company (limited by guarantee). They will have a legal and personal (indemnified) responsibility for the performance of the Faculty. They need to be familiar with company law as well as charity law. The board needs to have the right skills mix and experience to drive the business of the Faculty. Their responsibilities include scrutiny and oversight of performance, fiduciary, generative and strategic thinking.

The Governance Working Group recommends;

- That the Board Terms of Reference set out the scope of the board responsibilities and indicate the skills required for an effective board. The GWG has drafted terms of reference for the Board available as a separate document.
- That the Board adopts a FSRH Code of Good Governance prepared by Governance Working Group and available as a separate document.
- That the President of the Council is automatically designated the Chair of the Board of Trustees to ensure coordinated and effective leadership and a direct line of accountability between the membership, Council and Board.
- That all trustees should be expected to;
  - have an understanding of sexual and reproductive health;
  - be supportive of a women’s right to be offered and choose all forms of contraception and abortion;
  - actively support equal opportunities and diversity legislation and good practice;
  - have a good understanding of charitable and company law (this would be covered in trustee inductions);
  - be committed to pursuing partnerships with other organisations where these are in the best interests of the charitable aims of the FSRH.
The recommended composition of the Board of Trustees is as follows;

<table>
<thead>
<tr>
<th>Membership</th>
<th>Purpose</th>
</tr>
</thead>
<tbody>
<tr>
<td>Elected President of the FSRH will be the Chair</td>
<td>To ensure effective leadership, coordination between Council and Board, and a direct line through Council and Board to the membership</td>
</tr>
<tr>
<td>The Senior Vice President, (title TBC) will be an ex officio member of the Board</td>
<td>To ensure professional expertise and coordination between Officers, Board and Council, as well as a strong link between Board, Council and Membership. To stand in for the Chair when needed.</td>
</tr>
<tr>
<td>1 x Council member</td>
<td>Voted for by the Council to act in a liaison role between Council and the Board based on a published person specification and ratified by the Appointments Committee</td>
</tr>
<tr>
<td>3 x Faculty members</td>
<td>Nominations invited from the Faculty membership and appointed by the Appointments Committee based on a published person specification</td>
</tr>
<tr>
<td>1 x Treasurer (external appointment)</td>
<td>To ensure strong financial expertise/scrutiny of finances</td>
</tr>
<tr>
<td>Marketing Expertise (external appointment)</td>
<td>To ensure marketing expertise as marketing will be a core strategic focus to achieve an increase in membership</td>
</tr>
<tr>
<td>Membership body expertise (external appointment)</td>
<td>To bring expertise and oversight in the running of membership Bodies</td>
</tr>
<tr>
<td>Business and strategy (external appointment)</td>
<td>To support the development and measurement of the business Strategy</td>
</tr>
</tbody>
</table>

- All trustees will stand for a maximum of two three year terms.
- The Articles of Association will set out the minimum and maximum number of trustees. It is recommended that there is a minimum of 8 and a maximum of 12.
- There will always be a majority of FSRH members (SRH healthcare professionals) on the Board.
- A Risk and Finance Sub Committee of the Board will be established and terms of reference for this will be drawn up for approval by Council in Phase 2.
- Other short term and standing sub committees will be established by the Board as required.

### 6.3 The composition and role of FSRH Council

The Council is elected by the FSRH membership and provides professional leadership and oversight to the FSRH. Its role is set out in the current Faculty Articles (point 9, page 19) and By Laws. As the Board of Trustees is established, the role of Council will need to develop to enable it to play a complementary role.

The Governance Working Group recommends that the key purpose of the Council, including its role in representing the membership and leading on thinking about SRH for the Faculty, includes:

- Providing professional leadership for the Faculty on all relevant aspects of SRH including issues related to ethics, training, clinical care and delivery of care, and advising the Board as required
- Leading on influencing SRH policy and practice and clinical leadership/standards
- Shaping the FSRH leadership role on SRH care and shaping the role of the Faculty in leading and supporting services, practices and clinicians
- Being the authoritative voice of the membership – to the Board and others
- Ensuring it considers the 4 nation context of the UK and continues to have representatives from England, Scotland, Northern Ireland and Wales
- Developing an annual work plan linking the work of the Council Committees (set out in Appendix D), the Faculty’s strategy and the work plan of the Board
- Establishing/overseeing the work of the FSRH Council committees to deliver its plans
- Contributing to, developing and monitoring delivery of Council Committee actions
6.4 The Role of Officers

The role of some of the Officers is defined by the Articles (page 21) and By Laws, including the length of office and responsibilities of the Honorary Secretary and Honorary Treasurer. Neither the Articles, nor the By Laws, specify the number of Officers. There are currently 6 Officers elected by Council and their responsibilities are set out in the table below.

<table>
<thead>
<tr>
<th>Vice President Specialty</th>
<th>Hon Secretary/Vice President General Training</th>
<th>Vice President Clinical Quality</th>
<th>Vice President Membership</th>
<th>Hon Treasurer</th>
<th>President</th>
</tr>
</thead>
<tbody>
<tr>
<td>Education Board (EB)</td>
<td>General Training Committee</td>
<td>CSC including revalidation</td>
<td>External communications inc website</td>
<td>Commercial</td>
<td>Attends Committee meetings when needed</td>
</tr>
<tr>
<td>EB: Curriculum</td>
<td>GTC: Diplomate training programmes</td>
<td>Strategy</td>
<td>International</td>
<td>Investments</td>
<td>Council</td>
</tr>
<tr>
<td>EB: Examinations</td>
<td>GTC: LoCs</td>
<td>Meetings</td>
<td>Staff pay</td>
<td>Officers</td>
<td></td>
</tr>
<tr>
<td>EB: SAC</td>
<td>GTC: PGA</td>
<td>Job descriptions</td>
<td>Members benefits</td>
<td>Pensions</td>
<td>Governance Working Group</td>
</tr>
<tr>
<td>EB: Trainees</td>
<td>GTC: HCSW Training</td>
<td>CSG</td>
<td>Journal FPRHC</td>
<td>Strategy</td>
<td></td>
</tr>
<tr>
<td>Workforce</td>
<td>CPD/Recertification</td>
<td>FSRH/BASHH Integrated Information Group</td>
<td>CEC/CEU</td>
<td>Country committees</td>
<td></td>
</tr>
<tr>
<td>Equivalence</td>
<td>HR issues</td>
<td>Commissioning</td>
<td>Governance Working Group</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Special Skills Modules</td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

- **EB**: Executive Board
- **GTC**: General Training Committee
- **CSG**: Clinical Standards Group
- **FPRHC**: Foundation Programme for Royal College of HCs
- **CEC/CEU**: Continuing Education Committee/Continuing Education Unit
The Governance Working Group recommends;

- HR and finance responsibilities move to the Board and the current Honorary Treasurer and Honorary Secretary roles are removed from the Articles. This would be in line with the new responsibilities of the Council and Board and would free up these two Officer roles to focus on professional leadership responsibilities.
- The President reviews;
  - the workload and number of Officers in light of the above
  - Officers’ roles and role descriptions to see if they are still relevant in the context of the Board and Council responsibilities and investment in staff team expertise
- current Officer roles will continue to the end of their terms

6.5 Terms of reference for the relationship between the Board and Council

The Governance Working Group has prepared a document which sets out the recommended relationship between Board and Council to complement the Articles of Association.

The Governance Working Group recommends;

- Council adopt the proposed FSRH Statement of Good Governance which sets out expectations of the Board and Council to operate in line with the seven Nolan principles of public life and the Board to operate in line with the Voluntary and Community sector code of good governance.
- Trustees and Council members sign up to this Statement when appointed to indicate they have agreed to work according to these principles.

7. How should ‘consumers’ be involved in FSRH?

There is universal consensus that patient and public involvement is important across the FSRH and that this should be linked to helping to achieve its charitable objectives. FSRH has committed to ensuring consumer involvement in its governance structures. There is currently one consumer rep on Council from the RCOG Women’s Network and there are consumer representatives on a number of the Council Committees.

Governance Working Group members Toni Belfield and Linda Pepper led a piece of work focused on consumer involvement for the GWG. There was consensus on the following issues:

- There needs to be absolute clarity about what the FSRH means by ‘consumer’ and clarity that FSRH wants to involve consumers in order to enhance professional practice in SRH;
- There should be a ‘golden thread’ of consumer involvement running through the Board, Council and Committees of the new structures;
- There needs to be demonstration of the input of consumer involvement and clarity of accountability - and consumers need to be included in the measurement of success;
- Principles for consumer involvement around Committees need to be developed. Chairs need to articulate what benefit consumer representatives can bring to the outputs and outcomes of their committee work - some committees may need consumer input from other methods – eg collaboration with other organisations or a survey;
- There will need to be different roles for different types of consumer reps in different parts of the organisation;
- The need to harness the resources that could be tapped into via modern technology;
Some consumer representatives will need specific knowledge – it is important to match skills with roles.
Consumer representatives should receive a proper induction;
The Faculty needs to ensure that those who are traditionally considered ‘hard to reach’ are included.
If the FSRH moves towards providing patient information/services then consumer involvement will become even more critical.

Recommendations

➢ It is recommended that the following principles underpin consumer involvement in the Faculty’s work:

- Consumer representation, input and perspective are important for the work of the FSRH as consumers, users and patients are central to FSRH aims and objectives.
- An overall policy on public and patient involvement and consumer advocacy should be developed so this is clear in the FSRH overall strategy and plans.
- Consumer representation and perspective should be visible in FSRH work and this should include representation on FSRH Committees where appropriate.
- Policy should address how people are recruited to FSRH Committees and for other areas of FSRH work.
- Consideration needs to be given to what level of involvement is required and what skills may be needed for the different areas of FSRH work. For example; does involvement mean - information, consultation, participation or partnership work? This requires clear and specific Terms of Reference with designated responsibilities and accountabilities developed and agreed by the organisation and with consumer representatives.
- Monitoring, evaluation and reporting of consumer engagement and involvement needs to be visible in FSRH work – meetings, reports, newsletters, guidance and training. This illustrates commitment and transparency to the principle of consumer engagement and involvement work.
- A successful strategy is one that adopts a variety of engagement mechanisms. As such there is a need to recognise that consumer engagement and involvement mechanisms will be different depending on what work is being addressed and what level of involvement is necessary to achieve a desired outcome.
- Consumer engagement and involvement work is not static, it will evolve as the organisation and its work evolves. Recognising this means that structures will need to be put in place to ensure appropriate recruitment, time-frames, induction, training, support, monitoring and evaluation as well as the need to address succession planning. Any structure developed needs to be fully understood and defined by both the organisation and those providing consumer input.
- Any policy developed needs to address – budget and resources, training, confidentiality and equality/diversity issues.
- The RCOG Women’s Network representative on FSRH Council contributes and provides a consumer perspective to Council, and provides an important link between the work of the RCOG and the FSRH. Where relevant, FSRH should work with the newly developed Women’s Network Women’s Voices Involvement Panel, rather than duplicate work and resources.

➢ It is recommended that Council develop and approve a consumer involvement strategy, based on these principles, with a budget, by December 2015.
8. **Membership categories and rights**

Vision 2020 sets out an ambition to have a ‘multidisciplinary and cross specialty’ membership of 30,000 by 2032. The GWG, with input from Council, considered what membership categories are needed to support the membership and the growth of the FSRH and which membership categories should have voting rights and the right to sit on Council.

**Current Categories**
There are currently five classes of membership of the FSRH all of which are set out in the Articles. These are set out below.

<table>
<thead>
<tr>
<th>Category</th>
<th>Membership rights</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fellows</td>
<td>All Fellows/Members are entitled to attend and vote at AGMs and be elected to Council. Entitled to the post-nominal F or MFSRH. There are currently spaces for 4 elected Members or Fellows at Council.</td>
</tr>
<tr>
<td>Members (including Foundation Members)</td>
<td>Diplomates are entitled to attend and vote at AGMs and be elected to Council. Entitled to the post-nominal DFSRH or NDFSRH. There are currently spaces for 4 elected Diplomate members at Council – all are currently doctors but could be nurses in the future - nurses have only been eligible to be Diplomate members since February 2014.</td>
</tr>
<tr>
<td>Diplomates (including Foundation Diplomates)</td>
<td>Can attend and speak at an AGM but have no voting rights or representation on Council (but receive the same membership benefits as Diplomates). This category was widened in early 2014 to include doctors and nurses awarded a Letter of Competence (without the Diploma). Not entitled to use of a post-nominal.</td>
</tr>
<tr>
<td>Nurse Diplomates</td>
<td>Entitled to receive AGM notices and to attend and speak but not to vote and have no places on Council.</td>
</tr>
</tbody>
</table>

**Associate Membership (includes doctors/nurses who have a letter of competence, medical practitioners who are retired and those not medically qualified who have made a significant contribution to SRH)**

- Can attend and speak at an AGM but have no voting rights or representation on Council (but receive the same membership benefits as Diplomates).
- This category was widened in early 2014 to include doctors and nurses awarded a Letter of Competence (without the Diploma).
- Not entitled to use of a post-nominal.

**Honorary Fellows (a category of membership awarded by Council to ‘persons of eminence who have rendered exceptional services to the science or practice of SRH’) need not be medically qualified**
New Categories:

<table>
<thead>
<tr>
<th>Category</th>
<th>Membership rights</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fellows</td>
<td>No change to membership rights or number of seats on Council</td>
</tr>
<tr>
<td>Members (including Foundation Members)</td>
<td>No change. Encourage nurse diplomates to stand for election to Council.</td>
</tr>
<tr>
<td>Diplomates (including Foundation Diplomates)</td>
<td>Use this category ONLY for doctors and nurses who are issued with a Letter of Competence in accordance with the Faculty regulations. No representation on Council but this should be reviewed after a period of time. Entitled to attend, speak and vote at an AGM.</td>
</tr>
<tr>
<td>Nurse Diplomates</td>
<td></td>
</tr>
<tr>
<td>Associate Membership</td>
<td></td>
</tr>
<tr>
<td>Retired Membership</td>
<td>Doctors or nurses who are permanently retired from medical practice (owing to ill health or age).</td>
</tr>
<tr>
<td>Honorary Fellowships</td>
<td>No change</td>
</tr>
</tbody>
</table>

- It is recommended that a full membership strategy is developed which includes a list of member benefits for each category and a transparent pricing structure that takes into account the actual cost of these benefits to ensure that FSRH is long term financial viability.

9. Committee Structure

The FSRH has a number of committees. The current committee structure is set out in Appendix D.

The Governance Working Group recommends:

- Committee structures are revised and developed as part of Phase Two as the Board and Council establish their ways of working.
- The work of the existing FSRH Committees continue is scrutinised by Council.
- The Board will set up its own sub-committees but these will be related to its role – for example Finance and General Purposes, Investment and Remuneration.
- The role of the four country committees is further developed by Council when they review the other FSRH committee roles in phase 2 (see next section).
10. Working effectively across the four nations

Vision 2020 set out the importance of the FSRH working effectively across the four nations. The excerpt from Vision 2020 is set out below.

“It is agreed that FSRH should be an effective UK-wide organisation. Despite devolution, clinical work and formal terms and conditions of employment remain similar in all four nations. There are, however, significant differences between England and the devolved nations. Local NHS structures vary considerably as a result of devolved government/administration. If the service to members by the FSRH is to remain equitable, there should be equivalent or at least proportional liaison activity in all four nations. In England these tasks are undertaken by Officers, often the President. These activities are quite distinct from local influencing which all lead clinicians in the UK are required to do.

These tasks include liaison with:
- government, civil service and other national regulatory authorities e.g. Welsh Medicines Consortium, Health Care Improvement Scotland
- attending parliamentary groups, committees and informing members of parliament, ministers and senior civil servants
- influencing policy before it is formed
- responding to formal consultation
- developing systems to implement new national policies and strategies
- national press and other media
- royal colleges and faculties based within the four countries
- postgraduate Deanery systems in the four countries
- legal institutions for the issues raised by different and/or new legislation

The FSRH currently has a Scottish Committee, Welsh Committee and Northern Irish Committee with each having budgets for administration and travel. The chair of each committee normally attends Council. Membership is arranged to provide geographical coverage of the nation to improve communication and ensure local issues like rurality are taken into account. Feedback from national authorities in Wales indicates respect and appreciation for the role of the Welsh Committee. Similarly Senior Scottish Civil Servants value the Scottish SRH Consultants input but indicated they would appreciate an annual planning meeting with a FSRH Officer. This is in addition to the work of the Scottish Clinical Leads Group which concentrates on service issues with less focus on training and to some extent standards and guidance”.

It went on to recommend that ‘the FSRH should raise its profile in the devolved nations and ensure that issues in the devolved nations are understood by the Officers, Council and the Board of Trustees.’

The Governance Working Group endorses the view and recommendations set out in Vision 2020, and discussed the increasing commitment to a devolution agenda which requires that issues across each of the Four Nations are addressed appropriately, and that further work and thinking be done to ensure that FSRH reflects the UK context appropriately in all that it does. GWG emphasised the importance of ensuring the Faculty was not focusing on ‘England by default’ at any point and thereby not discussing Wales, Scotland and Northern Ireland specifically.
The Governance Working Group recommends:

- That Council considers how the FSRH can have maximum influence and impact in each of the four countries and should ensure Council’s composition and business processes facilitate this, drawing on the experience of the country representatives and any policy staff.
  - That a committee is maintained or established in each of the four countries including that:
    - an England Committee is established
    - each of the four Committee Chairs have a voting place at Council
    - the process of appointing the Committee Chair is reviewed
    - a Terms of Reference, including election to the Chair, are developed for the Committees
    - the budget for Country Committees is reviewed to reflect the impact they are intended to have

- That links between the Faculty staff and Officers to the country committees are strengthened

11. Role of the CEO in relation to the Board, Council and Officers

An Officers and senior staff group comprising President, Officers, CEO and other senior staff when relevant, will enable effective leadership and delivery of strategy. The Terms of Reference of this group will need to be clear about accountability and delegated authority so the CEO has the required freedoms to deliver on agreed objectives.

Governance Working Group recommends:

- An Officer/Staff Group is established which includes the following terms of reference:
  - To be a sounding board for the President, CEO and Officers in delivery of the agreed FSRH strategy
  - To provide policy and professional advice to the Council and the board of trustees
  - To support delivery of the agreed strategy
  - To plan Council and Board meetings to ensure they are used effectively
  - To make decisions in between Council/Board meeting or to make recommendations for decisions to the Board/Council
  - To review recommendations from Council Committees before they go to Council
12. Timetable and Transition Plan

<table>
<thead>
<tr>
<th>Event</th>
<th>Timeframe</th>
</tr>
</thead>
<tbody>
<tr>
<td>Final recommendations from GWG to Council</td>
<td>Final papers to be agreed by email unless a need is identified for a further meeting of the GWG To Officers in Feb 2015</td>
</tr>
<tr>
<td>Additional papers drawn up and agreed at Council</td>
<td>Any additional papers to be drawn up by staff and checked with GWG before going to Council March – May 2015</td>
</tr>
<tr>
<td>Appointments Committee established</td>
<td>ToR to be written up and reviewed by GWG before going to Council and agreed August 2015</td>
</tr>
<tr>
<td>Articles of Association agreed</td>
<td>Based on final recommendations from GWG and Council July 2015 Council</td>
</tr>
<tr>
<td>Board appointed (if Articles agreed by membership)</td>
<td>Use of an experienced recruitment agency is recommended, if budgets allow October – December 2015</td>
</tr>
<tr>
<td>Board and Council strategy day</td>
<td>Budget for a facilitator February 2016</td>
</tr>
<tr>
<td>Board take responsibility for Functions</td>
<td></td>
</tr>
</tbody>
</table>

1 The current Articles of Association contain the following links with RCOG as set out by the Faculty lawyers:

1. Article 3.10 - A Diplomate, Nurse Diplomate, Member, Fellow or Honorary Fellow is entitled to a sealed certificate from RCOG.

2. Article 11.1 – you need to consult with RCOG if you want to introduce a new Officer post. That does not mean you would need RCOG’s consent.

3. Article 13.1 – The Council must act within the policy of RCOG where a policy has been notified in writing to you. This leaves open the nature and scope of the policy which RCOG could set and is not limited to a policy setting out the parameters for the use of “RCOG” in the corporate name of FSRH.

The stipulation to act in accordance with RCOG policy is stated to be “subject as required by law” although the meaning of this, and what freedom it would give the Council to ignore a policy dictat, is not clear. We would suggest that this provision which could potentially limit the discretion of the charity trustees should be reviewed by the Governance Working Group.

4. Clause 3(t) Memorandum of Association – If FSRH were to become a trustee of separate charitable funds, it would need the prior consent from the RCOG’s Board.
Appendices

Appendix A - Governance Working Group Terms of Reference
Appendix B - Governance Working Group Membership
Appendix C - What will success look like?
Appendix D - Current FSRH Committees
Appendix A

Governance Working Group Terms of Reference

The Governance Working Group will take as its starting point the Governance recommendations contained in the FSRH 2020 Vision document. It will also:

- review progress made so far in taking these recommendations forward and addressing questions arising from them
- consider questions not directly addressed in the Vision 2020 report including the role and function of Council vis a vis the Board of Trustees
- review the role and function of Officers, Committees and Groups
- review the delegation of powers to the Chief Executive and Officers
- review the membership categories to ensure they are fit for purpose
- take into account devolution and how best to ensure that the views of members from Scotland, Wales and Northern Ireland are effectively represented in any proposed governance structures
- propose recommendations for the role of consumer involvement and nurses in the Faculty governance.
- learn from the experiences of governance reviews elsewhere including at RCOG.
Appendix B

*Governance Working Group Membership*

<table>
<thead>
<tr>
<th>Name</th>
<th>Role/Position</th>
</tr>
</thead>
<tbody>
<tr>
<td>Toni Belfield</td>
<td>Freelance consultant/Consumer and Honorary Fellow of the FSRH</td>
</tr>
<tr>
<td>Simon Blake</td>
<td>CEO Brook, Chair, FSRH Working Party</td>
</tr>
<tr>
<td>Kathy French</td>
<td>Specialist nurse in SRH, Honorary Fellow, FSRH</td>
</tr>
<tr>
<td>Maggie Gurney</td>
<td>Scotland representative, FSRH Council/Committee</td>
</tr>
<tr>
<td>Jane Hatfield</td>
<td>CEO, FSRH, Secretariat</td>
</tr>
<tr>
<td>Ian Hempseed</td>
<td>Solicitor</td>
</tr>
<tr>
<td>Jo Hoddinott</td>
<td>Welsh representative, FSRH Council/Committee</td>
</tr>
<tr>
<td>Caroline Hunter</td>
<td>Fellow of FSRH/Northern Ireland Committee, FSRH</td>
</tr>
<tr>
<td>Anne Lashford</td>
<td>GP, Council member, FSRH</td>
</tr>
<tr>
<td>Diana Mansour</td>
<td>Honorary Treasurer, FSRH</td>
</tr>
<tr>
<td>Anatole Menon-Johansson</td>
<td>Clinical lead SRH Guy's &amp; Thomas's/Clinical Director, Brook</td>
</tr>
<tr>
<td>Linda Pepper</td>
<td>Consumer representative, FSRH Council, Women’s Network, RCOG</td>
</tr>
<tr>
<td>Mandy Myers</td>
<td>Director of Nursing, BPAS</td>
</tr>
<tr>
<td>Hilary Natusch</td>
<td>Consultant in SRH and Fellow, FSRH</td>
</tr>
<tr>
<td>Christine Robinson</td>
<td>Past President, FSRH, Fellow of FSRH and Consultant</td>
</tr>
<tr>
<td>Rachel Westwick</td>
<td>Specialty Trainee, SRH</td>
</tr>
<tr>
<td>Chris Wilkinson</td>
<td>President, FSRH</td>
</tr>
<tr>
<td>Ian Wylie</td>
<td>CEO, RCOG</td>
</tr>
</tbody>
</table>
Appendix C

*FSRH Governance Working Group: What will success look like?*

The governance structure of FSRH must be fit for purpose and;

1. Ensure effective charity governance including effective fiduciary scrutiny and meeting regulatory requirements
2. Facilitate strategic leadership including implementation of longer term plans
3. Respect and maximise the clinical skills of the members to achieve its mission
4. Empower and get maximum value from the Chief Executive Officer and the staff team
5. Meet the different needs of the four UK countries
6. Have clear decision making authorities and schemes of delegation to enable efficient operations
7. Have active and effective involvement of ‘patients’/consumers and non clinicians
Appendix D

Current FSRH Committees