



APM governance and processes review - recommendations and timelines

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1. Purpose

The APM Board is asked to consider and agree the recommendations coming out of the review of the APM's current governance and processes.

2. Background

APM is a typical small membership organisation with a simple governance structure that has evolved over time to its [current structure](#). The APM currently has 1450 members, 880 of which have voting rights¹.

In mid-2023 the APM officers agreed to the secondment of an interim Chief Operating Officer from the Royal College of Physicians (RCP) for a period of six months to review the APM's structures and processes and make recommendations and implement change as agreed with the Officers and APM Board.

In the years prior to this decision APM officers had experienced a number of procedural challenges which have impaired the APM from operating effectively or consistently and had resulted in the departure of a number of senior officers before the end of their term of office. In hindsight these issues highlighted the lack of accountability and support, particularly for senior officers in the current APM structure, and ultimately the need for review.

3. Scope of review

In the initial stages of this review I tried to understand how the APM is currently able to function, identifying what is perceived to work well, and what was perceived to work less well, and why. Initial scoping identified four areas that appeared to most threaten the effectiveness of the APM, as follows:

- Actual or perceived lack of accountability
- Actual or perceived lack of support mechanisms for decision-making and clear auditable trails for decisions that are made
- Sustainability and future growth
- Conduct issues relating to those in positions of responsibility - goodwill and personality would not normally be viewed as a charitable organisational risk, but solely relying on a volunteer leadership without a conduct policy creates a current and future challenge and so it is imperative to develop and implement a volunteer code of conduct.

In October 2023 the APM Board agreed that the review would focus on making recommendations in the following areas of activity:

1. Integrity of governance – accountability and transparency of APM governance
2. Decision-making – fair and transparent processes for decision-making at Board and officer level
3. Code of Conduct – individual accountability
4. Operational structures – support mechanisms for decision-making and Board members and officers

It was also agreed that two further areas identified by the APM officers as requiring review, maximising the financial potential of the APM and maximising the APM as an organisation of influence were of lower priority during the period of review.

4. Analysis

As part of the review of governance and processes within the APM I gathered evidence from Board officers and members, past and present and other individuals involved with the APM. I have reviewed the APM

¹ Elections of individuals to the APM Board and associated committees



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governing documents, Board officer job descriptions, current process documents, Board minutes and the APM strategy amongst others. I was also privileged to be able to observe APM officer and Board meetings and attend a Special Interest Forum event and speak with some of the attendees.

I have spent time observing and talking to senior leaders within the RCP and the British Society of Rheumatology to understand their governance structures. I have also completed desktop research on a range of medical membership organisations such as the UK royal colleges, medical faculties and medical specialties to understand the range of structures they operate under.

Reports and best-practice guidance produced by the Charity Commission, the National Council for Voluntary Organisations (NCVO) and the Association of Chief Executives of Voluntary Organisations (ACEVO) to support small charities have also been a significant source of information.

4.1. Integrity of governance

The current structure of the APM can be seen in [Appendix A](#). APM activity is divided between the Board, committees and special interest forums (SIFs). The APM Board acts as the governing body for the APM. The APM's articles of association are the APM's governing document which should set out the purposes of the organisation, its powers and the rules related to the way the organisation is run.

4.1.1. Board officers

Under the Charities Act 2011 the directors/trustees are described as *'the persons having the general control and management of the administration of a charity'*.

Sections 27-47 of the governing document sets out the rules for the charity's directors including eligibility, powers, retirement, appointment, disqualification and removal, remuneration, proceedings, delegation and the validity of decision making.

The minimum number of directors permitted is four with no maximum number. The governing document does not specify who the directors should be.

Historically the APM President, Vice President, Honorary Secretary and Honorary Treasurer are registered as company directors for the APM although in the course of this review I have seen no documents that confirm this should always be the case.

The APM has 5 Board officers – the President, Vice President, Honorary Secretary, Honorary Treasurer and Presidential Support².

The APM [Board Terms of Reference](#) sets out who the Board officers are, the duration of their terms and the process of election for the VP, Secretary and Treasurer. Each officer role also has a job description used for the purposes of recruitment.

Length of time as a Board officer ranges from 3-6 years. The minimum term of office is 3 years (for the Treasurer and Secretary) and the maximum is 6 years for the Vice President, who moves into the Presidential role and then the Presidential Support.

There are currently no rules in place which limits the number of terms of office for an individual.

There are clear advantages to this system:

- The length of tenures ensures a regular refresh of individuals holding officer positions
- The range of tenures protects against the loss of the continuity of organisational memory at officer level

² Usually the previous past president



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- The range of tenures represents good succession planning and avoids the risk of all officers demitting in the same year

However, due to the early departure of the most recent President, Presidential Support and Treasurer, the APM is currently in a position where the current officer group are nearly all relatively new in their roles. The disruption caused by this situation, whilst it may not have directly impacted activity at lower levels of the APM, clearly impacted decision-making and effectiveness at officer level for some time. Whilst a situation like this will hopefully be rare, so long as the APM remains volunteer-led, it remains a significant risk.

Throughout my conversations with the officers the enthusiasm and commitment to the roles has been clear. However, individuals come to their roles with a varying amount of experience of the formal and legal responsibilities of company directors and this element does not appear to have been highlighted to them in the election process. The effectiveness of the officer group is therefore heavily dependent on individuals working well together with no framework to support if they do not.

The risks can be summarised as follows:

- Lack of clarity on who the officers are responsible to, leading to a lack of accountability
- Lack of formal processes to identify poor or inappropriate behaviour at officer level, leading to reputational damage
- Lack of formal processes to remove officers due to behaviour that compromises the integrity of the charity
- Lack of processes to support the appropriate handling of issues at officer level
- Lack of support for individual Board officers, leading to potential early departures from office and potential accusations of not looking after the wellbeing of officers
- Lack of policy on limits to how many terms officers can serve, which could lead to abuses of process

Recommendation 1: The APM to review its governing document to ensure it supports the structure of the APM and the mechanisms for the appointment and removal of Board officers, including consideration of limiting the number of terms of office.

Recommendation 2: The APM to introduce an induction process for new Board officers.

(see also [Code of Conduct section](#) in relation to appropriate behaviour)

4.1.2. Treasurer

The APM Honorary Treasurer is an elected officer position. The Treasurer's term of office is three years. No formal training is provided for the Treasurer position, but it is assumed that the previous post-holder will provide a handover to the incoming Treasurer.

The review process confirmed that the current post-holder is fulfilling the expectations of the role extremely well. However, the member who is elected to the role will not necessarily come to the role with direct experience of financial management and it is unclear whether the responsibilities and commitment required are made fully clear during the nomination and election process. They may have experience of managing budgets in a larger NHS or hospice-type organisation but are unlikely to have been in a position where they had sole responsibility for financial management.

I believe this presents a significant risk to the organisation, particularly if the APM's ambition is to continue to grow its membership and the reach of its influence.

Recommendation 3: The APM to recruit specific expertise in financial management for small charities as part of lay trustee recruitment.



4.1.3. Board structure

The APM Board is chaired by the APM President and meets every two months. Committee Chairs attend one meeting a year, by invitation, on a rotating basis.

APM Board Officers meet separately on a monthly basis. Recently the President has started to invite Committee Chairs to the Officers' meeting to report on committee activity and observe an officers' meeting. This is a positive step to improving the visibility of the work of the officers.

The Board's responsibilities are set out in the Terms of Reference (TOR) document as follows:

- To be responsible for the day to day management of the APM's business
- To discuss, agree and oversee the strategy of the APM
- To ensure governance, accountability and good standing of the organisation
- To provide an overview of and regular communication with APM members of all issues relevant to Palliative Medicine
- To determine the conditions of APM membership and develop recruitment as appropriate
- To arrange general and extra-ordinary meetings of the organisation and oversee all APM badged events
- To maintain and develop APM relationships with external bodies and organisations (e.g. Department of Health, Royal Colleges, other professional organisations)

The TOR also sets out the membership of the Board, terms of office and the process for appointing individuals to the Board. Appointments to the Board are currently by election and ratification at the APM Annual General Meeting (AGM).

Although there can be advantages in a simple structure for a small organisation there are some clear disadvantages:

- Lack of separation between activity relating to the administration of the charity and activity relating to its charitable purpose leading to a lack of focus and overburdened meeting agendas
- The risk of being accused of 'marking one's own homework'
- If one or other group, Board or Officers, ceases to operate effectively the other will be directly impacted and APM activity is likely to be slowed or stopped

As part of this review I have considered the structures of other similar membership organisations such as the medical Royal Colleges and medical specialty societies in the UK. Governing structures vary dependent on the size and historic development of the organisation. [Appendix B](#) shows a table of organisations reviewed and their structure.

Long-established Royal Colleges are more likely to have originally operated with a single body of elected senior clinicians, often a Council, responsible for the management, administrative and professional functions of the organisation. The majority of Royal Colleges have now evolved their governance structure and operate on a Board of Trustees (BoT)/Council model where the BoT acts as the governing body for the organisation and the Council is responsible for professional and clinical affairs.

Medical specialty societies have smaller memberships than the medical Royal Colleges and therefore do not necessarily require the complex governance structures of a Royal College. However, the majority of medical specialties who have a seat on RCP Council operate with a BoT/Council structure, again separating the professional and clinical functions of the organisation from the administrative and strategic responsibilities of running a charity.

All medical specialties who operate this structure also have introduced lay trustees into their BoT and four of the Royal Colleges have a lay Chair of their BoT.



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There would be clear benefits to the APM in considering adopting a similar delegated structure with independent and transparent oversight. The key benefits can be summarised as follows:

- The separation of professional activity and administrative responsibilities would demonstrate increased transparency
- Lay representation would introduce a layer of accountability to activity which the APM does not currently have
- The recruitment of subject matter experts in the form of lay trustees to support the elected officers would add increased resilience to the governance of the APM

Recommendation 4: The APM to consider options for increased transparency and accountability in its governance structure, to include:

- a. the introduction of lay member(s)
- b. lay member(s) appointed following a skills review based on APM future growth
- c. consideration of appointing a lay Chair

See [Appendix C](#) for further detail

4.1.4. Board members

In addition to the Board officers there are seven additional members of the Board, five representing the four nations and the Republic of Ireland. Board members are elected for a term of four years.

Other than the Board TOR there is very little available information regarding the activity of the Board for APM members thinking about running for election or new board members on election. It is also clear that informal introductory conversations do take place between existing board members and new or potential board members.

However, taken in conjunction with the observations made in sections 4.1.3, 4.2.2, 4.2.3 and 4.3 limited transparency when it comes to the work of the Board, and the lack of formal induction arrangements for new Board members, risk contributing to accusations of a lack of accountability and perceptions that there is a lack of clarity in decision-making.

Recommendation 5: Creation of a document confirming appointment and role responsibilities for Board members to sign and return on election.

Recommendation 6: The APM to create an induction pack for new Board members.

4.1.5. Committees

The APM currently has nine committees (listed in [Appendix A](#)). Committee chairs and members are elected by the APM membership. The APM Board has also developed a common Terms of Reference for the committees.

APM committees are responsible to the APM Board. Having previously been APM board members, committee chairs are currently invited to the APM Board meetings on rotating basis, with each Chair attending one meeting per year where they will report to the board on the activity of their committee.

It is clear that the working practices of committees do differ from committee to committee, with some committees appearing far more visible and active than others. Whilst this might be due to entirely valid differences in committee requirements there is also the risk, as with the board officer and member groups, that as they are volunteer-led, they are largely reliant on the commitment and goodwill of the chair and members which can easily fluctuate with the turnover of members.



Whilst the creation of shared terms of reference is a positive step towards openness and transparency, this could be enhanced through further transparency in the recruitment process for potential committee members.

Recommendation 7: The APM Board to agree a standard job description template and recruitment process for committee members.

4.2. Decision making

4.2.1. Risk management

The Charity Commission recommends *‘that Charity trustees should regularly review and assess the risks faced by their charity in all areas of its work and plan for the management of those risks.’* Having a good risk management system allows a charity such as the APM to consider its purpose and activity within a formal framework to ensure that it works consistently and effectively.

Although the APM does not meet the statutory audit threshold for charities the Charity Commission advises that

‘Trustees of smaller charities with gross income below the statutory audit threshold (who should still be concerned about the risks their charity faces) are encouraged to make a risk management statement as a matter of good practice.’

The intention of this statement is to demonstrate the charity’s accountability to its stakeholders.

The APM currently makes the following statement in its annual return to Companies House

The trustees are satisfied that the major risks to which the charity is exposed, as identified by the trustees, are being reviewed, and systems are being established to manage those risks.’

The same statement has been made in the APM Companies House annual return for at least the last ten years.

Despite the statement it does not appear that risks are consistently identified, reviewed or managed by the APM. Whether the annual return statement indicates a latent intention to formally manage risk within the APM that has never materialised or the use of standard wording with no intention to implement is unclear.

The APM taken some positive steps in this area. They have employed external GDPR consultants, Crimson Crab, to complete a compliance audit which has resulted in the creation of a number of data compliance and security policies. However, this activity is not sufficient to meet risk management requirements for the APM.

Recommendation 8: The APM to agree a risk management system, suitable for the size and complexity of the charity. This should include the identification of major risks the APM is exposed to, the potential likelihood and impact of those risks, effective plans to mitigate those risks, where appropriate and a system of regular review.

Recommendation 9: The APM to train Board officers in risk management.

4.2.2. Decision making

The APM governing document allows for the membership at a general meeting or the directors to make decisions on behalf of the APM. The document sets out the process by which the directors should make decisions and how they might delegate decision-making³.

³ To select Directors only



It does not, however, provide detail on the types of decisions that might be made or at what level of the organisation it might be appropriate to make those decisions.

In the absence of clear guidelines on where and how decisions are made there is a risk of a perception that key APM decisions are either made without appropriate consultation or decisions are made that sit outside the powers of the APM.

Recommendation 10: The APM to create a scheme of delegation for the APM which sets out at which level of the organisation decisions can be made⁴.

4.2.3. Operating rules

Section 58 of the APM governing document deals with the setting of Rules by Directors.

58.1. The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.

Currently the APM has no rules or bye laws in place apart from those set out in the governing document in relation to membership, the AGM and elections.

For an organisation that wishes to be accountable and transparent, the creation of additional procedural documents, would provide further resilience to its operations and ensure further consistency as Board officers and members come and go.

Recommendation 11: The APM to create a set of Rules which clarify and expand on the powers set out in the APM governing document.

4.3. Code of Conduct

Charities have a responsibility to safeguard their members and anyone who has contact with them. In the words of the Charity Commission:

A strong safeguarding culture means:

- *you protect people*
- *you minimise the risks of any harm or abuse*
- *everyone has confidence their concerns will be dealt with appropriately*
- *everyone at the charity understands their role*

The APM does not currently set out how it expects its members to behave, what inappropriate behaviour may look like and how inappropriate behaviour should be handled. Although a code of conduct has been drafted it has not been finalised due to lack of clarity around the accountability of officers.

It was clear from conversations I have had with those involved with the APM that the principles above are not being proactively acted upon. The consequences of this could be significant to the APM and again, at the very least, impact its effectiveness.

Most members will be subject to the professional standards set by their professional body⁵ and the majority of voting members are likely to be members or fellows of the RCP and therefore already subject to its Code of Conduct.

However, in order to create a culture of openness and transparency within the APM a separate code of conduct should be finalised.

⁴ this may necessitate a review of the governing document wording to ensure effective delegation is possible and the APM is not acting outside of its designated powers

⁵ Some retired and overseas members may not be active members of a professional body



Recommendation 12: The APM to finalise a code of conduct for members and those acting on behalf of the APM, supported by a misconduct and complaints processes and appropriate escalation routes.

4.4. Operational structures

4.4.1. Secretariat support

Currently the APM outsources its secretariat and event management to two external companies.

The Compleat Group provide secretariat services through a Business Development Executive who has responsibility for handling phone and email queries, managing APM membership, Board support, the APM website, production of the bi-monthly bulletin for members and committee support, where required.

Meanwhile MunroSmith Associates provide administrative support and event management for the Palliative Care Congress, the APM's annual conference, and education events. MunroSmith also manage the APM education hub.

Each organisation appears to work effectively, but independently of each other.

During my review of the Royal Colleges and medical specialty societies I also considered the operational aspects of their structures ([Appendix B](#)). The majority of organisations reviewed also have a Chief Executive Officer (CEO) and internal senior management team (SMT) who support the day-to-day operations of the organisation.

Depending on how ambitious the APM Board chooses to be in accepting the other recommendations outlined in this report, and in turn committing to a path of true growth and sustainability for the association, the current amount of support provided under the current Compleat contract will not be sufficient to allow the APM to develop and grow.

If the Board does decide to adopt the recommendations in this report it will also need to undertake activity to identify the amount and cost of the resource required to sustain the changes required. This will mean that real consideration will be needed of bringing some or all secretariat services in-house, with an appropriate level of management.

Recommendation 13: The APM to ensure it has sufficient administrative resource to support the implementation of the recommendations resulting from this review and sustain the changes for the long term.

4.4.2. Data security and accessibility

Compleat hold the digital and physical archive for the APM.

There is currently no central depository for digital or physical documents relating to the APM, which is accessible to Board officers and members. MunroSmith and the Education committee do share a Google Drive, created by MunroSmith, in order to share documents with committee members but this appears to be a local arrangement not available to other members of the APM.

Documents are regularly shared between the APM Board and officers via personal or work email accounts and the assumption has to be made that individuals will save documents locally to personal and work drives.

Whilst Compleat have recently undertaken a data protection compliance audit with an external company and a number of data and audit policies have been produced it is unclear whether Board officers and members are aware of their responsibilities in terms of data security. It is also unclear what processes are in place to manage information held by former board members who are no longer in post.



There are clear risks in this area to the APM in terms of document access, version control and data security.

Recommendation 14: The APM to source and implement a secure shared document storage solution, with consideration given to acquiring APM email addresses for Board officers.

Recommendation 15: The APM to ensure that all Board officers, members and committee members are aware of their responsibilities in terms of secure document storage and data sharing.

5. Areas not covered

There are a couple of areas of activity that were raised repeatedly in the course of my review that I have not covered in this report or made recommendations about, and probably merit mention at this point.

- A number of people I spoke during my review referenced the APM website. Personally I have struggled at times to find relevant information and have found the websites of other medical societies far easier to navigate. I was also concerned that there appeared to be at least 3 other 'websites' (the PCC site, the Education hub and the Undergraduate SIF pages) that are only associated via links to the APM site. I am aware that the APM website is currently being re-built and hopefully this will address some of the issues that were raised.
- I have not addressed current Board membership. The relationship between committees and the Board was raised a number of times during my review, particularly in relation to the amount of support committee's feel they receive at Board level. Depending on the outcome of this review this is something the APM may wish to re-consider in future.

Another subject that is absent from this report is equality, diversity and inclusion (EDI). This is because it was not raised at any stage by anyone as a specific concern. However, I am sure that if asked APM members would consider it fundamental to the activity of the APM. I am also aware of the work of the EDI and Race Equity committees of the APM. I have therefore worked on the assumption that when implementing any of the recommendations contained in this report that appropriate consideration will be given to the EDI impact of any changes.



6. Summary of recommendations

Recommendation 1:	The APM to review its governing document to ensure it supports the structure of the APM and the mechanisms for the appointment and removal of Board officers, including consideration of limiting the number of terms of office.
Recommendation 2:	The APM to introduce an induction process for new Board officers.
Recommendation 3:	The APM to recruit specific expertise in financial management for small charities as part of lay trustee recruitment.
Recommendation 4:	The APM to consider options for increased transparency and accountability in its governance structure, to include:
	a. the introduction of lay member(s)
	b. lay member(s) appointed following a skills review based on APM future growth
	c. consideration of appointing a lay Chair
Recommendation 5:	Creation of a document confirming appointment and role responsibilities for Board members to sign and return on election.
Recommendation 6:	The APM to create an induction pack for new Board members.
Recommendation 7:	The APM Board to agree a standard job description template and recruitment process for committee members.
Recommendation 8:	The APM to agree a risk management system, suitable for the size and complexity of the charity. This should include the identification of major risks the APM is exposed to, the potential likelihood and impact of those risks, effective plans to mitigate those risks, where appropriate and a system of regular review.
Recommendation 9:	The APM to train Board officers in risk management.
Recommendation 10:	The APM to create a scheme of delegation for the APM which sets out at which level of the organisation decisions can be made.
Recommendation 11:	The APM to create a set of Rules which clarify and expand on the powers set out in the APM governing document.
Recommendation 12:	The APM to finalise a code of conduct for members and those acting on behalf of the APM, supported by a misconduct and complaints processes and appropriate escalation routes.
Recommendation 13:	The APM to ensure it has sufficient administrative resource to support the implementation of the recommendations resulting from this review and sustain the changes for the long term.
Recommendation 14:	The APM to source and implement a secure shared document storage solution, with consideration given to acquiring APM email addresses for Board officers.
Recommendation 15:	The APM to ensure that all Board officers, members and committee members are aware of their responsibilities in terms of secure document storage and data sharing.

Whilst a number of the recommendations above could be adopted in isolation and would undoubtedly improve the accountability and transparency of the APM I believe that if the APM Board is genuinely committed to creating a resilient and sustainable organisation for the future the recommendations need to be adopted in their entirety.

It should be acknowledged that accepting these recommendations in their entirety will require both time and financial investment from the APM. There will be fixed ongoing costs relating to document



management (rec 14) and recruitment processes (recs 3 and 4) and potentially one-off legal costs relating to any changes to the APM governing documents (rec 1, 10 and 11). The APM Board will also need to evaluate the administrative support required to achieve the aims set out in these recommendations (rec 13) which is likely to have financial implications.

Therefore, depending on which option the Board selects further modelling will need to be completed for the Board to understand and agree the resource and financial options of their decision.

7. Implementation timelines

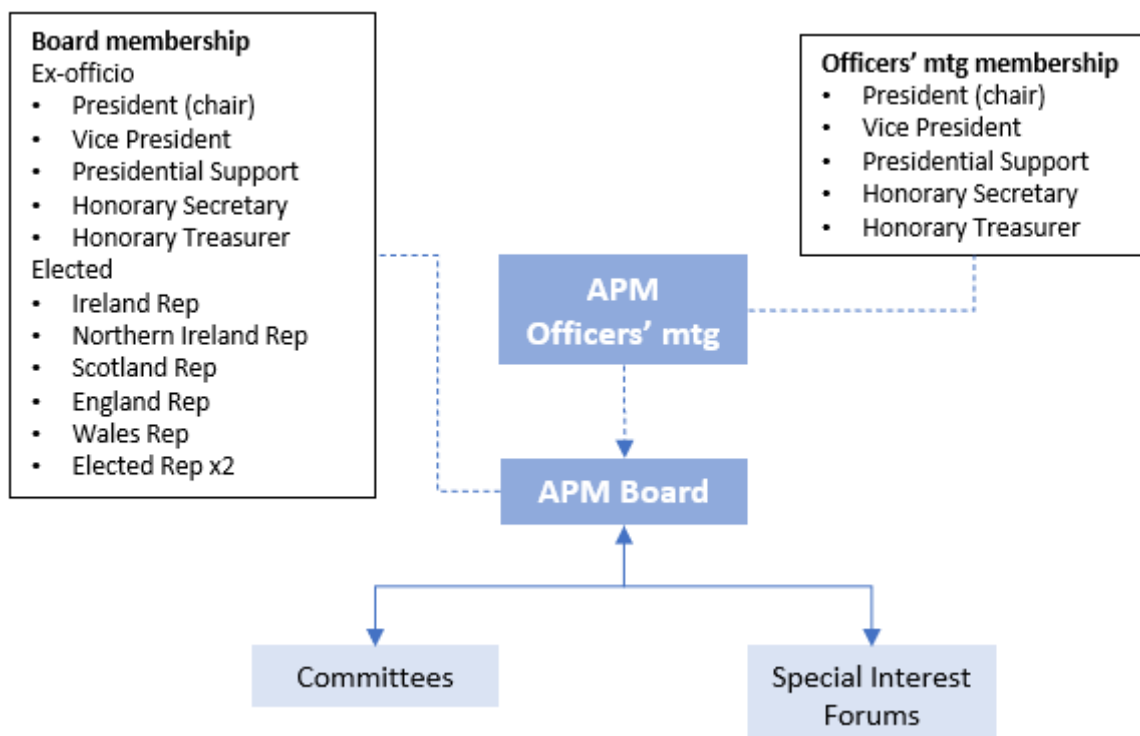
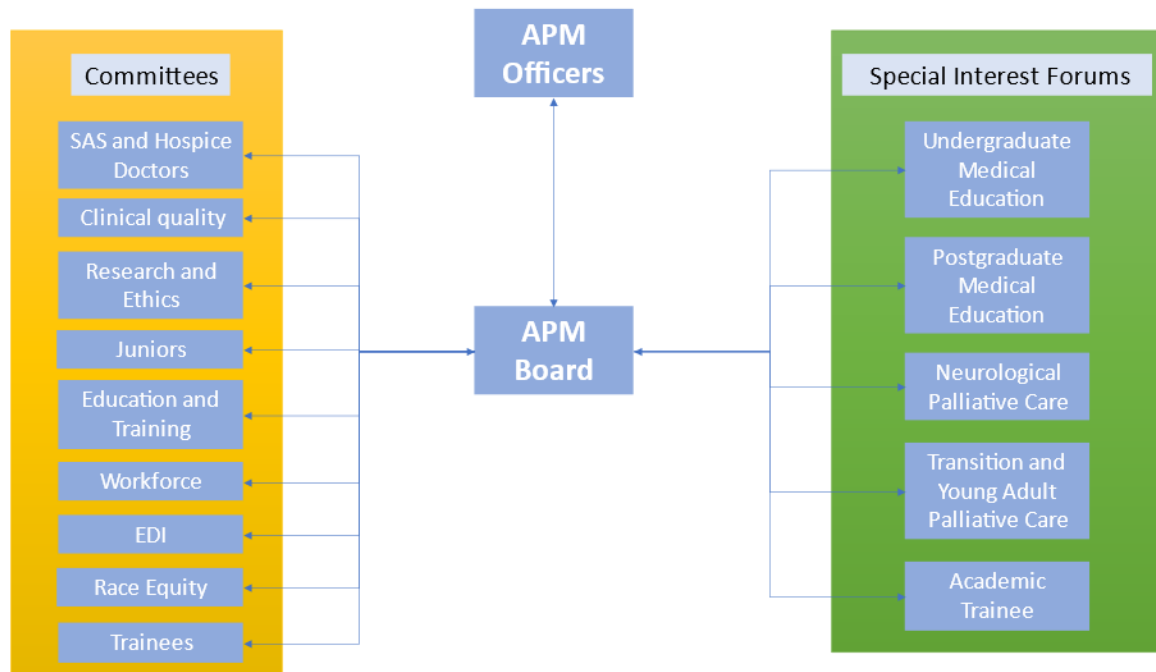
Further detail on the order in which each of the recommendations might be delivered, interdependencies, resource required and where cost is likely to be incurred will be shared when the Board meets on 12 December 2024.

8. Next steps

- Board to agree their preferred option for Recommendation 4
- Board to agree some or all of the recommendations
- COO to complete any relevant further modelling for Board approval



Appendix A – current organisational structure





Appendix B – benchmarking of organisational structures

ORGANISATION	Board of Trustees	Council	Lay Members	Lay Chair	Chief Executive
Medical Royal Colleges					
Royal College of Physicians	✓(4)	✓(6)	✓	✓	✓
Royal College of Obstetricians and Gynaecologists	✓(4)	✓(6)	✓	✓	✓
Royal College of Paediatrics and Child Health	✓	✓(3)	✓	✓	✓
Royal College of Pathologists	✓(5)	✓(4)	✓	✓	✓
Royal College of General Practitioners	✓	✓(4)	✓		✓
Royal College of Anaesthetists	✓(4)	✓	✓		✓
Royal College of Psychiatrists	✓	✓	✓		✓
Royal College of Emergency Medicine	✓	✓(4)	✓		✓
Royal College of Ophthalmologists	✓(4)	✓	✓		✓
Medical Faculties					
Faculty of Occupational Medicine	✓(4)	✓(4)	✓		✓
Faculty of Sexual and Reproductive Health	✓(4)	✓(3)*	✓		✓
Faculty of Sports and Exercise Medicine UK	✓	✓(4)	✓		
Faculty of Public Health	✓		**		
Medical Specialties					
British Thoracic Society	✓(2)	✓(2)	✓		✓
British Society of Gastroenterology	✓(4-6)	✓	✓		✓
British Cardiovascular Society	✓	✓(3)	✓		✓
UK Kidney Association	✓(3)	✓	✓		
British Geriatrics Society	✓(4)		✓		✓
British Society for Rheumatology	✓		✓		✓
British Association of Dermatologists	***				✓
Association for Cancer Physicians	***				
Association of British Neurologists		✓(3)	✓		
Society for Acute Medicine		✓			

Bracketed numbers denote the number of meetings per year where the information was available

* including a joint meeting with the BoT

** non-voting

*** known as the Executive Committee but appears to fulfill the requirements of a BoT



Appendix C – Recommendation 4: options analysis

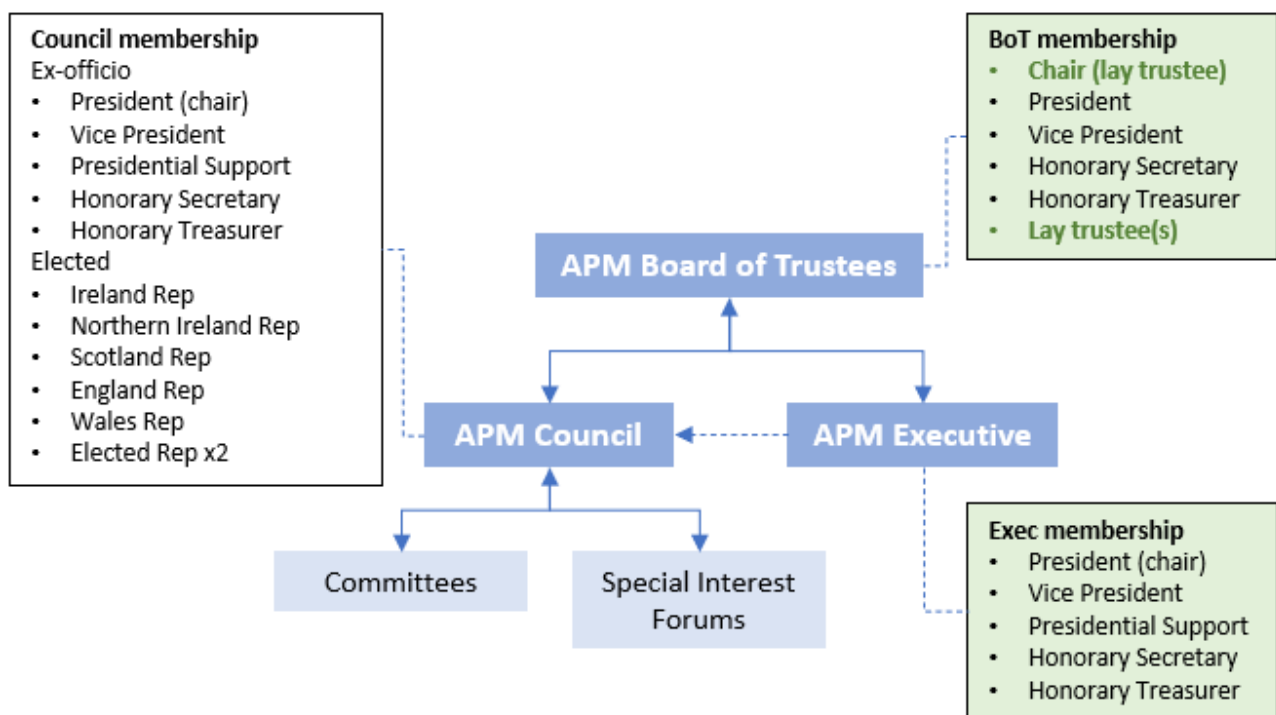
The APM to consider options for increased transparency and accountability in its governance structure, to include:

- a. the introduction of lay member(s)
- b. lay member(s) appointed following a skills review based on APM future growth requirements
- c. consideration of appointing a lay Chair

The current APM board structure is shown at [Appendix A](#).

Option 1

Creation of an overarching Board of Trustees (with lay chair), existing APM Board renamed as APM Council, and Officers' group renamed as the APM Executive



- The APM Board re-named as the APM Council (to differentiate from BoT)
- The monthly APM Officer's meeting is formalised as the APM Executive
- Additional lay trustee(s) appointed, including a lay chair
- Some, or all, of the lay members formally registered as directors with the Charity Commission
- A lay chair will provide additional independent oversight, transparency and accountability for the elected officers
- Separation of APM activity between the Council and the Exec
- Council and Exec accountable to Board of Trustees
 - The BoT oversees the activity of the APM and is responsible for ensuring it meets its charitable purpose and acts appropriately within the limits of its articles. Meets 4 times a year

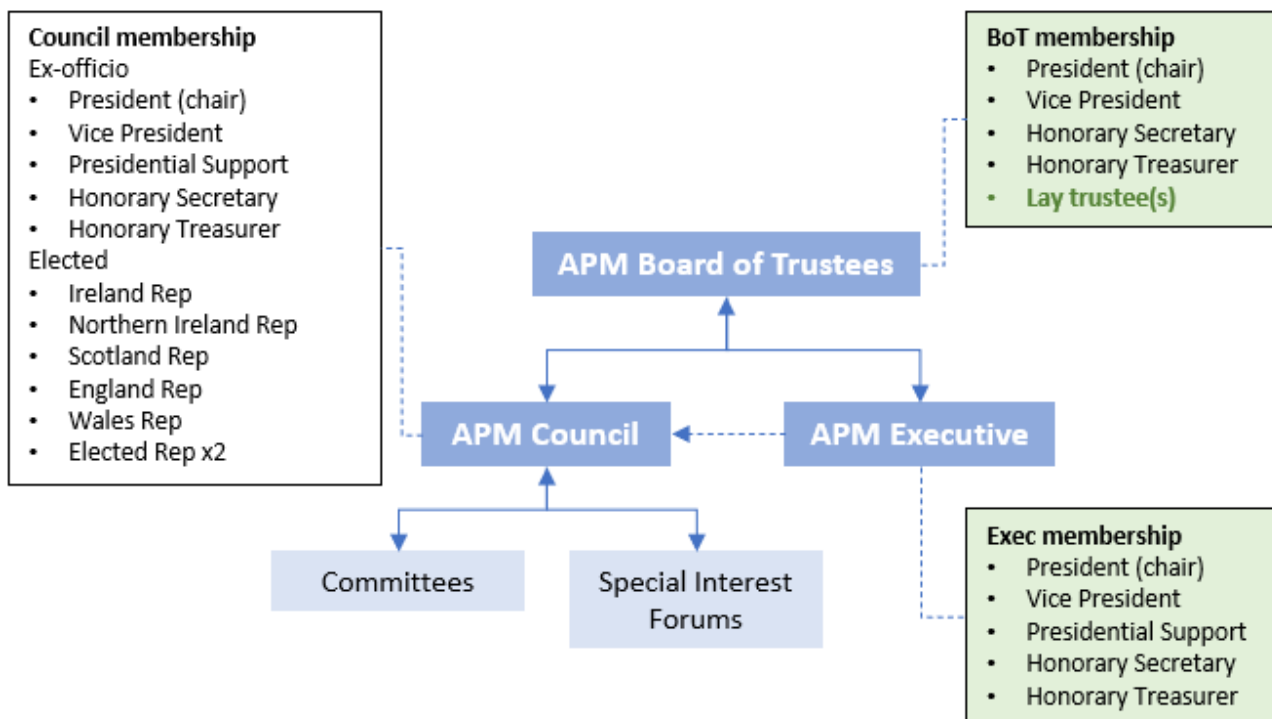


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- The Council acts as the voice of the membership, responsible for clinical and professional affairs, elections, entry to membership and committee and SIF activity. Meets 6 times per year
- The Exec responsible for developing strategy and policy for approval by the Council and budget setting and risk management. Meets monthly, as necessary

Option 2

Creation of an overarching Board of Trustees (with lay trustee(s), but no lay chair), existing APM Board renamed as APM Council, and Officers' group renamed the APM Executive



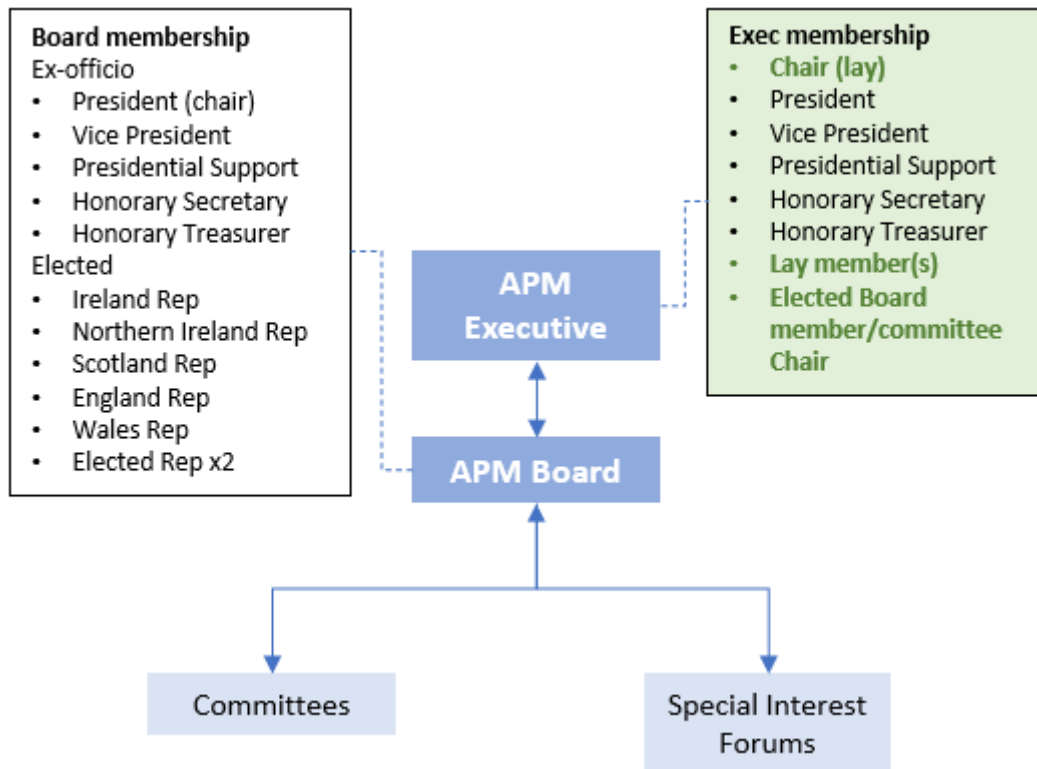
See [Option 1](#) but with the President retaining all chairing responsibilities.



Association for Palliative Medicine

Option 3

Addition of lay chair and members to the existing Officers' group renamed APM Executive, and overarching to Board with same membership as now

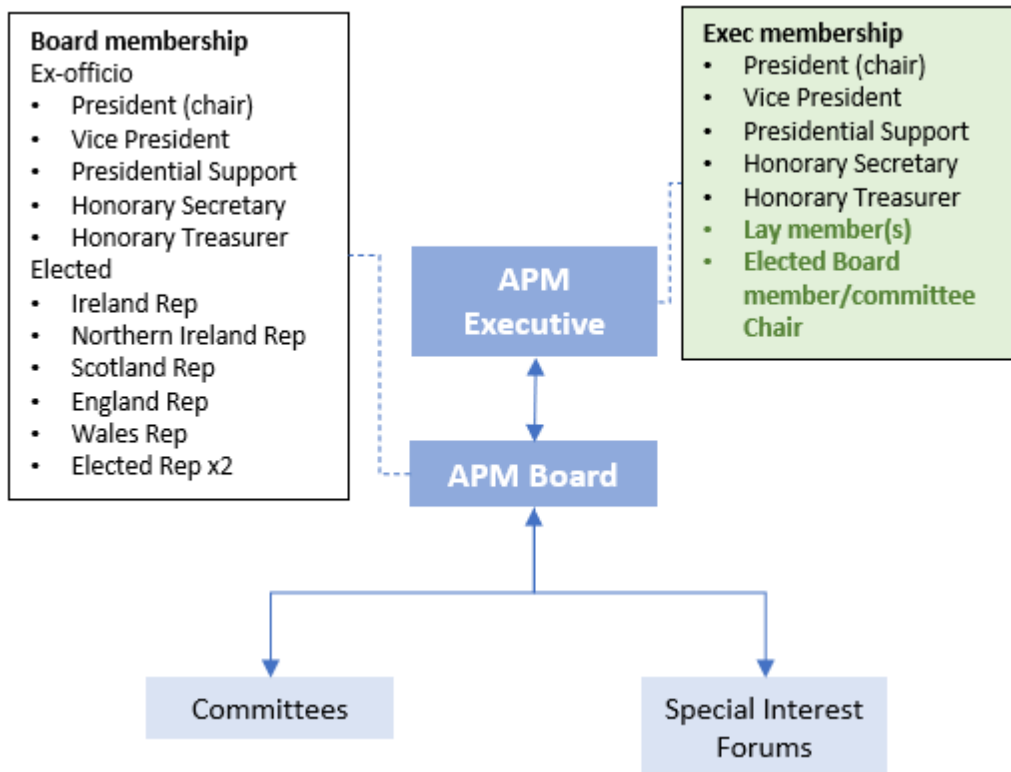


- The monthly APM Officer's meeting is formalised as the APM Executive
- Lay Chair recruited to APM Executive
- 2 additional lay members recruited to APM Executive
 - At least one lay member should have expertise in financial management for charities
- Some, or all, of the lay members formally registered as directors with the Charity Commission
- A lay chair will provide additional independent oversight, transparency and accountability for the elected Officers
- The APM Board is accountable to the APM Executive
- Separation of APM activity between the Exec and the Board
 - The Exec oversees the activity of the APM and is responsible for ensuring it meets its charitable purpose and acts appropriately within the limits of its articles. It is also responsible for developing strategy and policy for approval by the Board and budget setting and risk management. Meets 4 times a year
 - The Board acts as the voice of the membership, responsible for clinical and professional affairs, elections, entry to membership and committee and SIF activity. Meets 6 times per year



Option 4

Addition of lay members but no lay chair to the existing Officers' group renamed APM Executive, and overarching to Board with same membership as now



See [Option 3](#) but with the President retaining all chairing responsibilities.



Summary

Under Recommendation 4 there are four options:

1. Creation of an overarching Board of Trustees (with lay chair), existing APM Board renamed as APM Council, and Officers' group renamed as the APM Executive
2. Creation of an overarching Board of Trustees (with lay trustee(s), but no lay chair), existing APM Board renamed as APM Council, and Officers' group renamed the APM Executive
3. Addition of lay chair and members to the existing Officers' group renamed APM Executive, and overarching to Board with same membership as now
4. Addition of lay members but no lay chair to the existing Officers' group renamed APM Executive, and overarching to Board with same membership as now

There is obviously also an option to do nothing and leave the current board structure unchanged. I believe choosing this option will continue to restrict the APM's ability to develop into a more mature organisation and render many of the other recommendations less effective.

I did also consider the option of leaving the structure as it is but adding lay members to the Board (both as chair and/or ordinary members). I have not presented these options here as I felt it added the least value to the APM and did not sufficiently address the accountability issue. Anecdotally, similar medical membership organisations have found that the amount of clinical detail necessary during many Council-level discussions relating to professional and clinical matters can be too much for lay members and may effect retention. However, in the options presented here there would always be the option to invite lay trustees as observers to Board/Council meetings when appropriate.

Whilst options 3 and 4 may appear less complex administratively I suspect that the elected officers will still feel a need to meet outside of the formal groups outlined in these options to discuss emerging and day-to-day matters that do not necessarily require the involvement of either the whole Executive or the Board. If this is the case then selecting either of these options does open the APM officers to accusations of acting unilaterally and not within the spirit of the APM articles. Therefore, I fear options 3 and 4 will essentially become options 1 and 2 by stealth and any transparency or accountability introduced by the lay members will be lost.

Options 1 and 2 do entail the most restructuring activity but I believe will deliver the most benefit to the APM. The recruitment of a lay chair in particular will add an additional and valuable layer of independent scrutiny and accountability to proceedings.