

# Summary version of the changes in each section of the Royal Charter

This document provides a description of the proposed changes the RPS is seeking to make to the existing Royal Charter. Those wishing to understand the rationale for these changes in greater detail are referred to our [FAQs](#) and [Roadshow Report](#). Those wanting to see line by line changes should review [Tracked changes version of the proposed Charter](#). Those that want to read the proposed new Charter should review [Proposed Charter](#).

The section below sets out the changes, some of which will be embedded in the Charter and some of which will be included in the Regulations to aid ongoing operational flexibility. The table below (called *Section by section description of the proposed changes to the Royal Charter*) explains both the nature of the changes, and in which document the changes will be recognised.

As a reminder, the Charter may only be changed by reference to the Privy Council. The process for changing regulations is to propose changes to the senior governance body of the organisation (currently the Assembly) before gazetting them (that is, setting them before the membership for a period of 60 days for review), with any comments and considerations of the membership returned to governance for consideration.

## The proposal:

- RPS seeks to become a Royal College – the Royal College of Pharmacy
- RPS seeks to become a charity
- RPS creates a wholly owned (limited by shares) subsidiary for the majority of its publishing activities

This necessitates changes to governance:

- RPS intends to create a Trustee Board to run the charity
- The role of Assembly will alter, with legal and financial responsibility moving to the Trustee Board. The Assembly will retain its oversight on all professional matters, at a GB level. To recognise this shift in responsibility Assembly will be renamed Senate
- The role of the National Boards will remain largely unchanged and will still be elected by the membership; however, to avoid confusion in naming with the Trustee Board, will be renamed National Councils.

The Assembly:

Current	Proposed
14 members	15 members
President elected by Assembly	President elected by all National Board members
Treasurer	No requirement for Treasurer
National Board Chair (England, Scotland and Wales)	National Board Chairs become Vice Presidents, one of whom works with the Finance expert appointed to the Trustee Board
8 National Board members (6 England, 1 Scotland, 1 Wales)	6 National Board members (2 England, 2 Scotland, 2 Wales)

Pharmaceutical Scientist	4 more flexible positions to replace the 3 defined positions One is expected to be a Pharmaceutical Scientist, and one is expected to be an educationalist All will be appointed against a role profile by a standardised selection process
Lay member	
Academic Member appointed by Pharmacy Schools Council	
	NEW ROLE - Student or Foundation Pharmacist

These changes build in flexibility for the future, create greater openness in the appointments process and recognise the role of Assembly, as being for GB wide issues. There are no sector-specific or geographical-specific places, each Assembly member brings their widest skillset. Where issues are of national importance, they will either be discussed by the National Councils or the National Councils will be asked to advise. Similarly, if sector expertise is required the relevant Expert Advisory Group will be asked to advise.

### The Trustee Board

- Will start with 9 members (but 3 to 12 will be permitted) and the intention is that it will always have a majority drawn from the profession
- **Senate members** become members of the Trustee Board by being elected to a specific position (President and the three Vice Presidents (formerly Board Chairs) or by being elected by the Senate
- **Trustee Board Chair** should have significant experience running a charity and therefore may not be a pharmacist: this role will be appointed
- Other appointments will cover areas of organisational management, which must include **Finance**
- Quoracy will always require a **majority of members from the Senate**

### Summary of purpose behind the changes

- **Create alignment** with the wider healthcare system where other professions are led by **Royal Colleges**
- Create **greater recognition** for pharmacy with **the public** and other **healthcare professionals** who understand what Royal College means
- **Signal our focus** on education, and credentialing, and the assurance of professionals that **underpins patient safety**
- Create a governance structure similar to those other bodies **to aid clarity**
- Have an external regulator giving our members, patients and the public **greater assurance**
- Have **greater capability to adapt and evolve** to keep pace with the change in our profession
- Put **patients** at the forefront of our work and **public benefit at our core**.

### What this means for the Charter (material changes):

- Change the wording of our objects to
  - more clearly put **patients** at the forefront of our work and **public benefit** at our core to align better with our purpose and intended charitable status,
  - enshrine in our constitution our vision of promoting the **safe and effective use of medicines**, with relevance to all health professionals that work with medicines.
- Change the level of detail about governance in the Charter, with the intent of retaining only a high-level description to **allow future flexibility**, where possible.

- Modernising and amending wording to reflect current legislation and our intended registration as a charity.
- Change reference from Great Britain to United Kingdom to allow a wider scope of activity **in future** if this is deemed desirable.

Our focus will remain on the promotion of health and the advancement of education in relation to the science and practice of pharmacy and members will continue to be integral to our organisation

## Section by section description of the proposed changes to the Royal Charter

Charter section and Title (based on the proposed Charter)		Description of changes
1	Royal College	Expresses our intent and the permissions to change our Charter, including our intent to amend our name to the Royal College of Pharmacy. Our name change requires permission from the General Pharmaceutical Council (GPhC) to use the term 'Pharmacy' and also from the Royal Names Team, both of which have been secured.
2	Status	Sets out our status and establishes that this Charter replaces any previous versions.
3	Objects	<p>Our Objects describe what the Royal College of Pharmacy is here to do. Whilst the mission and vision of the RPS is already not-for-profit, to obtain charitable registration in 2025/2026 the charity regulators require the Objects to be drafted in a very specific way (that may look different from Royal Colleges that obtained charitable registration before 2011). The changes from the current Charter update our Objects in order to align them with the requirements of becoming a charity.</p> <p>We have reviewed the existing objects and powers against the provisions of s3 of the Charities Act 2011 (and the equivalent provisions in Scottish law) and decided that the mission and vision of the new Royal College of Pharmacy are best captured by Objects that describe the statutory requirements to advance education, health and prevent poverty/give relief for hardship (our current benevolent power). These have then been crafted as an appropriate form of words and refined by the charity commissions during the informal pre-application process to meet their requirements. As described in the roadshows, this puts public benefit at the forefront of what we do and continues our focus on education and health promotion.</p> <p>Further, the current Charter gives RPS the power to pursue benevolent activities for the pharmacy profession, students and dependents and the Charity Commission requires that power to become a specific discrete Object in line with s(1)(a) and (j) of the Charities Act 2011 if the future Royal College of Pharmacy intends to undertake any form of benevolent activity for the profession in future, including through supporting other charities that effect direct service delivery in this area.</p> <p>Additional wording changes modernise the text and improve clarity.</p>
4	Powers	Our Powers describe what we are permitted to do in order to deliver our Objects. These are necessarily broad, to reflect the

		<p>range of activities which we undertake and for consistency with governing documents of similar organisations.</p> <p>Any incorporated body only has the power to do those things explicitly set out in its constitutional documents. Some of these changes reflect more current practice than in previous Charters and some of them reflect specific powers that charities need to have to operate effectively and in accordance with charity law.</p> <p>The changes to this section are numerous but are summarised as follows: -</p> <ul style="list-style-type: none"> <li>- Adds the required detail for us to operate as a Charity with a Trustee Board, and includes reference to public benefit to reflect our intent to put the patients and public at the forefront of what we do</li> <li>- Changes to reflect our vision</li> <li>- Changes to include powers to reflect current policy activity;</li> <li>- Changes to allow RPS to operate effectively as a modern employer;</li> <li>- Powers to make any payments and arrange insurance in accordance with charity law;</li> <li>- Allows the College to have subsidiaries</li> <li>- Powers to conduct financial transactions including any loans to its subsidiaries. For example, the College may wish to invest in Pharmaceutical Press in order to support that business, with the expectation that the subsidiary will repay that investment.</li> </ul> <p>Additional wording changes modernise the text and improve clarity.</p>
5	Limitation on private benefit	<p>Alters remuneration provisions to align with those required as a charity.</p> <p>All expenses must be paid in accordance with an Expenses Policy approved by the Charity Commission. Specific reference is made to charity law provisions which impose restrictions on private payments by charities.</p> <p>It is an essential criteria of charity law that the charity can only use its funds to advance its charitable objects and must not make unauthorised payments to its members that are not justifiable under charity law. The 'voluntary principle' applies to Trustees for a charity and expenses incurred in work for the charity must only be paid in accordance with charity law.</p>
6	Indemnity	<p>This is a standard provision in a charity constitution. To prevent voluntary Trustees being deterred by the responsibility of being a Trustee, a charity buys indemnity insurance to cover its Trustees. This clause makes provision for this.</p>
7	Membership	<p>Restates the geographical scope of our activities to be specific about the inclusion of the Channel Islands and the Isle of Man. The change to United Kingdom would also allow us, if required in future, to include pharmacists from NI.</p>
8	General meetings	<p>Although not legally required, we are choosing to retain the requirement to hold an AGM.</p>

		Details about Assembly have been removed as superfluous to this section. Section 10 now includes high-level details about the Senate (formerly Assembly).
9	Board of Trustees	As previously set out, as a charity we will be administered by a Board of Trustees. This section includes a high-level description of how the Board of Trustees will operate. As described, this remains high level in order for us to keep reasonable operational flexibility. The Regulations will contain further operational detail about the running of the Trustee Board, including the appointments and removals processes and requirements for quoracy.
10	Senate	As previously set out, the details around the Senate and National Pharmacy Councils are very high level within the Charter, again for operational flexibility. Entrenching the Senate and National Pharmacy Councils in the Charter means that they cannot be removed from the governance of the Royal College without a Charter change. The Regulations will contain further operational detail about the composition and running of the Senate and National Councils, including the appointments and removals processes and requirements for quoracy.
11	National Pharmacy Councils	
12	Conflicts of Interest	Bringing up to date and including the level of detail required as a charity.  An essential part of becoming a registered charity is that Trustees must act in the interests of the charity and not allow conflicts of interest to affect their duties as Trustees.
13	Saving provision	Standard clause to ensure that the College's actions as a corporate body as represented by the Trustees are not invalidated by any technical discrepancies around the Trustee appointment process and allowing those contracting with the College assurance that the contractual obligations will be met.
14	Regulations	Changes to recognise the change in governance oversight to the Trustee Board and to allow Assembly to approve the final regulations (following the 60-day gazetting period with members) ready for our transition into the charity.
15	Seal	Requirements describing how we execute legal documents on behalf of the Royal College.
16	Power of amendment	No material changes.
17	Definitions	Widening to recognise additional definitions are required as a charity that has subsidiary entities.
18	Surrender and winding up	No material changes.

We remain in discussion with the Privy Council Office (PCO) and charity regulators and the PCO reserves the right to propose changes to the drafting of the Charter up until Royal Assent is granted.