

## Foreword

The British Society of Gastroenterology (BSG) is constantly looking to be the best organisation it can possibly be. As an organisation we have recently been reviewing the way we operate and make ourselves more efficient, more transparent and more inclusive. This process has involved developing clear strategies and operating procedures for every element of our work. As part of this process, we commissioned a Governance Framework Review and we are delighted to share a summary with you, including the Trustees' responses to the recommendations. This review is an important component of our broader programme of organisational development and reflects our ongoing commitment to ensuring that our governance structures support the Society's core mission: to represent and serve our members, and to help them deliver the best GI and hepatology care for patients.

Through this review, we are seeking to improve how the BSG functions, how decisions are made, and how members can better engage with and influence the direction of the organisation. As stated, it forms part of a wider programme of improvements, including the evolution of our representative structures, enhanced operating procedures, how we appoint senior officers and greater opportunities for meaningful member involvement at every level.

This report was directed to the Board of Trustees and it sets out the early response from the Board and initial actions as part of a process we anticipate will take 18-24 months. The work is being led by a Governance Review Working Group of the Board and is overseen by the full Board of Trustees. Our approach will be inclusive, iterative, and transparent - and we are grateful to all those who have contributed so far. We will provide periodic updates as the work progresses, and we look forward to continuing this work together as we collectively look to make the BSG the best organisation of its kind.

*Professor Colin Rees, President of the British Society of Gastroenterology*

*Sarah Linnington, Chief Executive Officer of the British Society of Gastroenterology*

*Trevor Jones, Lay Trustee and Chair of the Governance Review Working Group*

# The British Society of Gastroenterology

## Summary of Governance Framework Review 2024

The British Society of Gastroenterology (the **BSG**) commissioned a review of its governance framework in August 2024. The views in the report prepared for the Board of Trustees of the BSG (as the body responsible for the governance of the BSG) and this summary are those of the authors and all conclusions are the authors' own.

This summary has been prepared for the members of the BSG by HN06 Limited (**HN06**) and the Board of Trustees of the BSG.

References to “lay” refer to those with a non-medical background.

HN06 is an independent governance consultancy that works with its clients to deliver pragmatic governance solutions. It seeks to provide expertise, add clarity, simplify and enable through technology.

The author of each section of this summary is identified in the section heading.

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# Executive summary (HN06)

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## Overview

The BSG's governance framework has developed over many decades, with changes being made incrementally, usually focusing on specific aspects of the framework. As part of the BSG's ongoing consideration of its governance arrangements, the Chief Executive recommended a holistic review of the framework. HN06, an independent, expert consultancy, was engaged to undertake the review. The review consisted of a desktop review of governance documentation and a number of interviews, with the conclusions drawn presented in this report. We have been advised that the BSG has already started to address a number of the areas we have highlighted in this review.

There were aspects of the BSG's work that interviewees consistently identified as being highly regarded and effective: education, guidelines and the Annual Meeting. However, as these relate to performance, not governance, any assessment of these was outside the scope of this review. The Trustees may wish to bear this in mind when considering this report.

## Summary of findings

The overarching themes identified were that the BSG's governance framework:

1. is complex and would benefit from simplification; and
2. is unclear, not easily accessible and poorly understood and would benefit from being clearer and easier to access and navigate.

It should be recognised that all those we interviewed, whatever their role, had the best interests of the BSG at their heart. Furthermore, the current situation is a function of how the governance framework has developed and evolved over time. The position is therefore understandable and the decision to undertake a holistic review should be commended.

Within the overarching themes, further themes were identified, as follows:

1. Complexity and lack of clarity, including:
  - a lack of clarity regarding decision-making;
  - an unclear, not easily accessible, and in places ambiguous, governance framework that lacks proper documentation in some areas;
  - a high degree of overlap and duplication; and

- a complex framework requiring the consultation of numerous documents to understand it.
2. Accountability and engagement, including:
- a lack of process around how members may raise matters for discussion or consideration;
  - no obvious forum for debate with the membership and no clear framework to enable robust discussion and difficult conversations in a professional and considerate manner;
  - engagement with the membership that can be dependent on the individual undertaking the engagement and hence may be inconsistent across the BSG; and
  - a potential lack of understanding of and alignment with the BSG's purpose/charitable objectives and strategy.
3. Perceived centralisation of power, including:
- a high degree of overlap between the members and chairing of the key governing bodies within the BSG; and
  - potential gaps in Trustees' delegations and oversight.
4. Elections vs interviews, including:
- considering moving to the election of Executive Committee positions (as already identified as the direction of travel by the BSG);
  - considering BSG positions (other than Executive Committee positions) and whether they should be elected versus appointed by interview and ensuring role specifications are used to support recruitment processes, whether elected or appointed by interview; and
  - the importance of a clear, transparent process for both elections and appointments by interview.
5. Governance basics, including:
- poor document management;
  - a large number of inconsistencies between governance documents; and
  - a lack of control over the review of governance documents.
6. Behaviours, including:
- recognising the reliance on volunteers but lacking clear expectations of behaviour; and

- inconsistent approaches to roles and responsibilities, dependent on the individual performing them.

## Recommendations

Our recommendations do not tell the BSG what the 'correct' answer is. Rather, they present options for consideration. It is important that the Trustees determine what is right for the BSG, not consultants with only a few months' experience of the organisation. In a few circumstances, we may recommend a specific course of action from the options presented.

It is important to note that it is not necessary to implement all changes identified nor indeed to implement them all at the same time. Rather, we recommend that an overarching plan of change is agreed to enable work to be undertaken and implemented in phases. It is suggested this should be overseen by the new Chief Operating Officer, who we understand will have responsibility for governance and will be able to align these with initiatives that are already underway.

The minimum required actions we have identified can be summarised as follows:

1. Address all the identified inconsistencies between, and ambiguity within, documents.
2. Create a schedule of Matters Reserved for the Trustees.
3. Create Terms of Reference for the Executive Committee and Council.
4. Clarify the high-level role of Higher Committees and Section Committees.
5. Be clear which people are members of each body and which are attendees.
6. Ensure role specifications for all senior officers are approved by the Board of Trustees and are reviewed regularly.
7. Implement a detailed delegated authority matrix covering all relevant matters, not just financial delegations.
8. Implement a decision-making framework.
9. Strengthen the process for managing conflicts of interest.
10. Implement stronger housekeeping controls.

The additional actions we have identified for consideration can be summarised as follows:

11. Decide which roles will be elected and which will be appointed by interview.
12. Consider who chooses which Elected Councillors are appointed as Trustees.
13. Consider the merits of appointing one of the lay Trustees as chair of the Board of Trustees.
14. Ensure the BSG's Purpose is at the forefront of everything it does.

15. Ensure all decisions are taken by the right (group of) people and are documented.
16. Improve engagement with members.
17. Undertake an annual review of the BSG's governance framework against the Charity Governance Code, addressing the specific, detailed points made in the Charity Governance Code.
18. Undertake a review of the effectiveness of the Board of Trustees every year, with an external evaluation every three years.
19. Ensure the provision of sufficient information to enable decision-making.
20. Complete the implementation of the BSG's Expectations and Responsibilities and associated policies.
21. All bodies within the BSG's governance framework to produce a report each year summarising their activities and attendance of members at meetings.
22. Any working group set up by the BSG must have terms of reference.

The number and complexity of the recommendations we have made reinforces the need (identified by the Chief Executive earlier in the year) to recruit a governance expert to take them forward.

# Introduction (HN06)

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## Context

The BSG's governance framework has developed over many decades, with changes being made incrementally, usually focusing on specific aspects of the framework. We understand there have been significant periods of reorganisation of the BSG in the past. In recent years, this has included:

- in 2022, a review of the BSG's Articles of Association (the **Articles**) and Regulations, which led to the adoption of revised Articles and Regulations in 2022;
- in October 2023, the agreement of the Trustees, the Council and the Executive Committee plus their deputies and the Chair of the IBD Section Committee of the BSG (the "**Strategy Group**") at their joint Strategy Day to consider options regarding the election of senior officers; and
- in early 2024, a review of the terms of reference (each the **ToR**) of the BSG's Higher and Section Committees, which led to a number of proposed amendments to the various ToRs, all of which are still progressing through the approval process and are at different stages in that process.

In September 2024, the BSG published its strategy for 2024-2026. This identified organisational governance as an enabler of the strategy. Specifically, it committed, as part of its commitment to good governance, to commission an independent review of oversight and assurance processes and structures. We understand that this governance framework review, commissioned in August 2024, is intended to meet this commitment, although it does not consider assurance processes and structures.

We understand the purpose/charitable objectives of the BSG (which we shall refer to as its "**Purpose**" in the rest of this report) to be:

*The promotion of good health by providing a high standard of patient care, clinical services, research and education in gastrointestinal and liver disease in the United Kingdom and internationally*

**Through:**

*Education and training*

*Supporting research*

*Enhancing service standards*

*Supporting the gastrointestinal community*

*Promoting awareness*

## Scope

HN06, an independent, expert consultancy, was engaged to undertake the review. The scope and deliverables of the HN06 engagement were as follows:

#	Element	Scope	Deliverables
1	Desktop Review	Review existing governance documentation.	Current governance framework maps identifying roles and responsibilities, delegated authorities and personnel to identify: <ul style="list-style-type: none"><li>• overlaps and gaps; and</li><li>• proposed interviewees for Element 2 (Interviews).</li></ul>
2	Interviews	Interviews of up to 16 key personnel <sup>1</sup> – interviewees.	Interviews to cover the following areas: <ul style="list-style-type: none"><li>• the interviewees' understanding of the key roles/responsibilities and the governance structure;</li><li>• what the interviewees think works well or find a source of frustration; and</li><li>• what the interviewees would change, why and how.</li></ul> <p>The matters discussed in the interviews will be fed into Element 3 (Report).</p>
3	Report	Preparation of a report setting out recommendations for improvements to the BSG governance framework.	Written report plus attendance at a Trustee meeting to present the report if desired.

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<sup>1</sup> While the scope anticipated interviewing 16 key personnel, the number of interviews was increased to accommodate interviews of members as well as key personnel. Interviewees were identified to represent a cross-section of members of the key governing bodies of the BSG as well as members being invited via the BSG weekly newsletter to put themselves forward for interview, from which a number were chosen for interview. Additional members were identified for interview from recent AGM minutes. Those interviewed were also asked if there was anyone they considered it was important we spoke to and this identified additional interviewees. A description of those interviewed is provided in the Acknowledgements.

# Recommendations (HN06 plus Trustees' responses)

Our recommendations do not tell the BSG what the 'correct' answer is. Rather, they present options for consideration. It is important that the Trustees determine what is right for the BSG, not consultants with only a few months' experience of the organisation. In a few circumstances, we may recommend a specific course of action from the options presented.

Before any of our more detailed recommendations (set out below) are considered, there are a number of questions the BSG needs to ask itself and answer. These answers will then form the basis for taking forward our more detailed recommendations. For example:

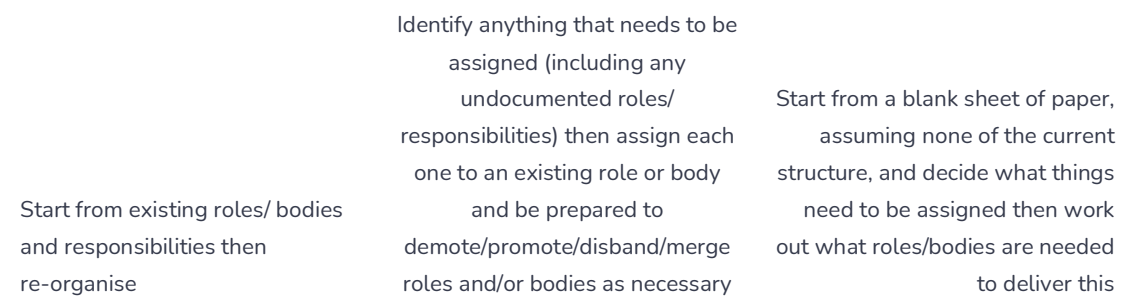
- before it can address the inconsistencies identified, the BSG needs to agree the 'correct' answer to each of them; and
- before it writes or updates role specifications and terms of reference, the BSG needs to decide what it wants the roles and responsibilities of the various positions and bodies to be.

The starting point is, therefore, for the BSG to ask itself key questions along the following lines:

- What are the responsibilities/duties that need to be fulfilled?
- How does the BSG wish to fulfil each of the responsibilities/duties identified (e.g. through a single role or through a body consisting of a group of roles)?
- What is the remit of the various roles and bodies?
- Are there any existing roles or bodies that should be disbanded?
- For any bodies that will be retained, do they have the right members to enable them to meet their remit?
- Does every decision have a 'home'?

This could be approached from different angles, as set out in Figure 2.

Figure 2: How to approach the key questions





We have split our detailed recommendations into two sections:

1. Minimum required actions
2. Additional actions for consideration

### Minimum required actions

Action	Trustees' response
Address all the identified <b>inconsistencies</b> between, and ambiguity within, documents.	Agreed – a thorough review and editing of relevant documents will be undertaken.
Create a schedule of <b>Matters Reserved for the Trustees</b> which should be reviewed at appropriate, agreed intervals to ensure continued alignment with the Purpose, the BSG's strategy and the ongoing needs and structure of the BSG	Agreed
Create <b>Terms of Reference for the Executive Committee and Council</b> , which are approved by the Board of Trustees (to ensure clear delegation of authority) and give thought to what the Council's role should be.	This will be undertaken within a broader review of the roles of the Trustee Board, Executive and Council.
Clarify the <b>high-level role of Higher Committees and Section Committees</b> , which currently include a degree of overlap and potential conflict. This includes considering how they are expected to interact and collaborate with each other and with the Trustees, the Council and the Executive Committee. Linked to this, consideration should be given to developing criteria to be met for the creation and closure of a <b>Section Committee</b> .	To be brought to the Board after consideration by the Governance Working Group.
Everyone attending meetings to understand <b>who the members are and who is an attendee only</b> . There should be clarity regarding which members can vote at a meeting.	Agreed.

Action	Trustees' response
Ensure the <b>role specifications for all senior officers</b> are approved by the Board of Trustees (to ensure clear delegation of authority) and are reviewed at appropriate, agreed intervals to ensure continued alignment with the Purpose, the BSG's strategy and the ongoing needs and structure of the BSG.	Agreed.
Implement a detailed <b>delegated authority matrix</b> covering all relevant matters, not just financial delegations. Ideally, as well as matters not covered elsewhere, this will also summarise anything delegated through terms of reference for specific bodies, giving everyone a clear, single source to identify the right body or person to take a specific matter for approval.	Agreed that this is an important priority.
Implement a <b>decision-making framework</b> to be used in relation to both financial decisions and those relating to the BSG's activities. This can be achieved by ensuring that every decision is taken in light of the Purpose and the BSG's strategy.	How best to achieve this will be discussed by the Governance Working Group, with recommendations brought forward to the Trustee Board.
Aligned with directors' duties under the Companies Act, strengthen the process for managing <b>conflicts of interest</b> . This should include considering potential conflicts of interest in their widest sense and ensuring the Board of Trustees reviews current declared conflicts of interest at least annually.	Agreed.
Implement stronger <b>housekeeping controls</b> , including improving document management controls such as by ensuring the central document repository is used consistently and appropriately and ensuring the website is kept up to date; and improving the knowledge and understanding of the governance framework within the staff so that they can effectively guide members and those holding positions within the BSG.	This will be done alongside the review of inconsistencies between documents.

## Additional actions for consideration

Action	Trustees' response
Decide <b>which roles will be elected and which will be appointed by interview</b> . As a minimum, in line with both the feelings expressed at the BSG's strategy day in 2023 and views expressed during interviews, it is recommended that a move is made to elect the role of President (and, by extension, President-elect). (Note there was a supporting suggestion in the text of the report to set up a Nomination Committee with responsibility for matters relating to interview panels, chaired by a lay Trustee.)	We will initially move to the Election of President-Elect and President, then consider extending the election process to other senior roles once experience has been gained.  We agree that a Nomination Committee should be established and the rules for its operation will be agreed by the Trustee Board.
Consider allowing the <b>Elected Councillors appointed as Trustees</b> to be chosen by the Elected Councillors from their number.	Agreed.
Consider the merits of appointing one of the <b>lay Trustees as chair of the Board of Trustees</b> .	To be further discussed in the Governance Working Group and referred back to the Trustee Board.
Ensure the <b>BSG's Purpose is at the forefront of everything it does</b> . This will support membership understanding of the role of the BSG.	Agreed. This will be addressed within the review of the relevant Terms of Reference and other guiding documents.
Ensure all <b>decisions are taken by the right (group of) people and are documented</b> .	Agreed.

Action	Trustees' response
<p>Improve <b>engagement with members</b>, developing a communication strategy. Improvements could include:</p> <ul style="list-style-type: none"> <li>• providing a <b>forum for debate with and to gather views from the membership</b>;</li> <li>• <b>improving the website</b>, for example considering what information members might want and need and ensuring this is easy to find;</li> <li>• <b>being more creative</b> in considering the ways in which the BSG can respond to concerns of the membership;</li> <li>• <b>engaging expert support in the development of surveys</b>;</li> <li>• <b>explaining the purpose of the Annual General Meeting ("AGM")</b> and explaining the process by which members can add matters for consideration at the AGM; and/or</li> <li>• consider where <b>lay Trustees could be used to engage</b> with the wider membership or to facilitate engagement, particularly where contentious issues arise.</li> </ul>	<p>Work on a communications strategy is already under way.</p> <p>Discussion of the broader issues concerning contact with the members will be taken forward by the Trustee Board.</p>
Undertake an <b>annual review of the BSG's governance framework against the Charity Governance Code</b> .	Agreed.
Undertake a <b>review of the effectiveness of the Board of Trustees</b> every year, with an external evaluation every three years.	We will consider external assistance for this.
Provision of <b>sufficient information to enable decision-making by the Board of Trustees</b> .	Board Agendas and Papers will be scrutinised to identify any gaps.
Implementation of <b>Expectations and Responsibilities</b> document and <b>associated policies</b> (e.g. Social Media Policy) .	Agreed.
All bodies within the BSG's governance framework could be required to produce a <b>report each year summarising their activities and attendance of members at meetings</b> .	This will be considered alongside the review of other roles and responsibilities of the different bodies.

Action	Trustees' response
Any working group set up by the BSG must have <b>terms of reference</b> clearly setting out its objectives/duties, authority to take decisions, reporting requirements and membership.	Agreed.

## Next Steps (Board of Trustees)

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This summary is owned by the Board of Trustees, who will take responsibility for implementation of recommendations contained within the Governance Framework Review 2024 report written by HN06.

The implementation of recommendations will take place during the next 18-24 months, to be completed by the AGM in June 2027.

## Acknowledgements (HN06)

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HN06 would like to thank all 17 participants in this review for their contributions. These included representatives from:

- The lay Trustees
- The Executive Committee
- The Elected Councillors
- The staff of the BSG
- Nurses
- Trainees
- Certain members who had expressed an interest in the governance of the BSG, both some identified by HN06 in connection with the PA Issues and some who volunteered in response to a request issued via the BSG weekly newsletter