



# **Outcome from British Association of Sport and Exercise Medicine (BASEM) and Faculty of Sport and Exercise Medicine UK (FSEM) consultation on the future of our organisations**

**March 2023**

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# Executive Summary from the President of FSEM and Chair of BASEM

BASEM and FSEM UK are organisations with national and international reputations and rich histories. While both organisations focus on the development of sport and exercise medicine in the UK, they have in the past both had fairly discrete roles. Broadly speaking BASEM, over its long history, promotes and supports the breadth of professionals working in SEM with a particular focus on education. Through its courses, conferences, awards, and its journal, the British Journal of Sport and Exercise Medicine, BASEM has led the way for SEM education and careers support in the UK. FSEM has previously focussed on standard setting, training, examination and governance of SEM specialists and the wider workforce. More recently, FSEM has stepped further into education of health care professionals through its highly regarded Moving Medicine initiative. FSEM is an intercollegiate faculty of the Royal College of Physicians (RCP) and the Royal College of Surgeons of Edinburgh (RCSEd). Recently, FSEM has obtained independent charitable status although it maintains its links with RCP and RCSEd. Both FSEM and BASEM are financially stable with robust business plans as independent charities.

Over the last 10 years there have been ongoing formal and informal discussions at a leadership and membership level about the potential for BASEM and FSEM to consider jointly forming a College of Sport, Exercise and Musculoskeletal Medicine. There is precedent for this course of action which has been a pivotal step in the evolution of many UK Medical Royal Colleges to date.

In January 2022, the executive and board of FSEM and BASEM respectively agreed it was the right time to embark on a formal consultation process involving the breadth of both memberships, with the aim of making a recommendation to take to membership votes. The question as to whether our organisations would be better together, stronger together, more inclusive together and more impactful together is the focus of this paper.

This paper explains the process that has been undertaken by over 50 members of BASEM and FSEM over the last year. It details their discussions and the conclusions they have reached. The process has been inclusive, transparent, detailed and exhaustive.

As a result of this, the leadership of both BASEM and FSEM have felt able to make a joint recommendation for our memberships to consider as part of a final membership vote.

We would like to thank all those who have given their time to inform this important process. We are confident that it has been sufficiently robust to inform membership votes. These votes will provide clarity for both organisations, either jointly or separately, as we seek to chart a course for sport, exercise and musculoskeletal medicine into the future.

**Prof Eleanor Tillett**

Chair, BASEM

**Dr Natasha Jones**

President, FSEM

# Joint Recommendation from the Boards of FSEM and BASEM

As a result of extensive discussions and review as set out below, the boards of both BASEM and FSEM recommend to our members that we begin the necessary process to dissolve both BASEM and FSEM and create a new charity, a College of SEM (hereafter referred to as CSEM). We would then recommend that the CSEM applies for a Royal Charter through normal processes.

Our robust consultation process has shown that our vision is aligned and that a joint organisation would have national strategic and political advantage. Further, we have agreed a potential new membership and organisational structure which is fair and inclusive to both current and future members. We have also explored the legal aspects of conducting this process and have not found any significant barriers. Although a full audit of both organisations has not yet been conducted, we are confident that neither FSEM and BASEM's position would represent a challenge to this recommendation. In addition, our working group exploring the advantages of remaining as separate organisations has not found substantial strategic advantage in continuing the status quo.

Broadly, the charitable purpose of the new organisation would be the advancement of sports medicine, exercise medicine, and musculoskeletal medicine through education, professional support, standard setting and accreditation of multidisciplinary professionals working within these areas. The charitable constitution would be set up with the primary aim of delivering our charitable purpose and would be governed by the charities commission. The boards of both BASEM and FSEM have agreed, following the consultation process summarised below, that we will be better placed to achieve our charitable purpose together as a joint organisation.

Should our membership agree with this recommendation through our forthcoming membership vote, the leadership of both BASEM and FSEM will immediately begin work to enact this mandate. We would envisage this process would take between 1 and 2 years. We would engage an external provider, specialising in charitable mergers who will manage the process of re-forming, including legal, financial, structural and staffing aspects. Both organisations would maintain the right and mechanism to withdraw from this process should any unanticipated or significant reputational, legal, contractual or financial obstacles come to light.

You now have an opportunity to ask further questions about this process, questions which will be answered at our live members question and answer session on 16th May 2023. Following this session, you will be asked to vote. These votes will be held on 18th May at consecutive general meetings. Logistics for votes are set out below.

The wording of both the FSEM and BASEM votes reflects the FSEM's standing orders and BASEM's memorandum and articles of association. As a result, they are therefore slightly different but the purpose remains the same. The process will only go ahead if **both** the memberships of BASEM and the memberships of FSEM vote in favour. Voting members who hold both BASEM and FSEM membership will be eligible and encouraged to vote in both BASEM and FSEM votes.

**Whilst the boards of both BASEM and FSEM have agreed that this course of action is desirable, the final decision will be made by you, our members and fellows. Please take the time to read and digest this report, ask questions and then vote as you see fit.**

# Overview of the Consultation Process

Jan 2022

The senior leadership teams of BASEM and FSEM met to discuss the future of our organisations. It was agreed that while the leadership teams of both FSEM and BASEM were committed to maintaining the close and productive working relationship enjoyed over the last 15 years, it was important to listen to sections of our memberships who have repeatedly expressed support for, or concerns about, the vision of establishing a united organisation with the aspiration of becoming a multidisciplinary College of Sport, Exercise and Musculoskeletal Medicine with an aspiration to apply for a Royal Charter.

The scope of the meeting, therefore, was to consider the strategic and operational implications of dissolution of both organisations and re-formation together as a joint organisation/college.

It was agreed that there were two potential options for our future relationship.

1. Commit to remaining as separate organisations, with continuing close working relationships but freedom to explore, and engage in, other strategic partnerships.

Or

2. Dissolving both organisations, re-forming together as a joint charity, a multidisciplinary College of Sport, Exercise and Musculoskeletal Medicine with an aspiration to apply for a Royal Charter.

It was agreed to commit to a full exploration of both options with a view to presenting the detail of each option to respective memberships for debate and ultimate vote by Spring 2023. It was agreed that the terms of the vote will reflect the operational policies of both organisations (Standing Orders of FSEM, Memorandum & Articles of the Association for BASEM).

We agreed to form working parties to discuss, explore and report on the following:

1. The advantages, disadvantages, opportunities and implications of dissolving both organisations, re-forming together as a joint organisation with an aspiration to become a College of Sport, Exercise and Musculoskeletal Medicine. This report will include clarity on proposals for:
  - a. Membership/fellowship structure and fees which is inclusive to all members, respects the history of both organisations and recognise the value of additional qualifications, membership examinations and diploma
  - b. Future relationship with the RCPL and RCSEd especially in relation to specialist training
  - c. Legalities in relation to transfer of funds and assets of both organisations to a joint organisation/college
  - d. Geographical location and roles of current staff with the starting point that there will be no redundancies or mandated relocations as a result of the new structure.
  - e. Proposed Organisational structure for the new charity with new operational standards and governance.
  - f. Financial projection of likely costs in forming a joint organisation/college
2. A report outlining the advantages, disadvantages, opportunities and implications of remaining as separate organisations, with close working relationships but freedom to explore, and engage in, other strategic partnerships.

## February - April 2022

Communications to members of both organisations were sent out through normal channels informing them of the process and asking for volunteers to participate in working groups. Volunteers were asked to state which working group they wished to participate in and if they had no preference, allocations would be made. Following a good response from memberships, working groups were established. Each working group contained a chair from both BASEM and FSEM and multidisciplinary membership from both organisations.

Working group number	Working group title	Total Membership	Details of membership by professional group
1	The advantages, disadvantages, opportunities and implications of dissolving both organisations, re-forming together as a joint organisation with an aspiration to become a College of Sport, Exercise and Musculoskeletal Medicine.	8	Senior Chairs from BASEM and FSEM Multidisciplinary members representing membership breadth of both organisations
1a	Membership/fellowship structure and fees which is inclusive to all members, respects the history of both organisations and recognise the value of additional qualifications, membership examinations and diploma	7	Senior chairs from BASEM and FSEM Multidisciplinary members representing membership breadth of both organisations
1b	Future relationship with RCP and RCSEd especially in relation to specialist training	6	Senior chairs from BASEM and FSEM SAC representatives
1c	Legalities in relation to transfer of funds and assets of both organisations to a joint organisation/college	5	Senior chairs from BASEM and FSEM CEO BASEM, Head of FSEM. Additional legal support from both BASEM and FSEM legal teams
1d	Geographical location and roles of current staff with the starting point that we aim for all staff to be retained across the new and existing job roles within the new organisational structure.	2	CEO BASEM Head of FSEM
1e	Proposed Organisational structure for the new charity with new operational standards and governance	8	Senior Chairs and board members/executive from BASEM and FSEM CEO BASEM

			Head of FSEM and Multidisciplinary members representing membership breadth of both organisation
1f	Financial perspectives - viability of both organisations independently and together and financial implications for members	4	BASEM Treasurer FSEM President CEO BASEM Head of FSEM
2	The advantages, disadvantages, opportunities and implications of remaining as separate organisations, with close working relationships but freedom to explore, and engage in, other strategic partnerships	8	Senior Chairs from BASEM and FSEM Multidisciplinary members representing membership breadth of both organisations

### **May 2022 - January 2023**

Working groups met, discussed and agreed on their final reports. Working group 1e did not meet until group 1a had reported in order for the proposed organisational structure to represent the membership structure. Reports were summarised and the full report was prepared.

### **January - February 2023**

Summary Report and final recommendations agreed by BASEM board and FSEM council.

### **April 2023**

Summary Report shared with BASEM and FSEM members and fellows. Invitation to submit questions about the report and recommendations.

### **May 16th 2023**

A joint live question and answer session for members of both organisations. This will be followed by an opportunity to submit proxy votes. The live membership votes will take place on the 18th May at 2 separate EGM's. Members of both FSEM and BASEM will be eligible to vote on both EGM's. The question and answer session and membership vote will be hosted and managed by an independent company, [Muckle Media](#).

## Summary outcomes from working groups

### Working group 1: Advantages, opportunities and implications of dissolving both organisations, reforming together as a joint organisation with an aspiration to become a College of SEM

<b>Key Points</b>	<p>Advantages fall broadly into 2 areas – the practical and financial benefits and the increased recognition a larger, unified group would bring with an increased ability to influence healthcare in the UK.</p> <ol style="list-style-type: none"><li>1. Improved workload – reduced duplication of roles and tasks</li><li>2. Shared resources - should result in cost savings and increase capacity and resource to focus on other projects and strategic objectives</li><li>3. Increased impact and influence - equality and parity of esteem with other specialist healthcare groups in the UK (i.e. other Royal Colleges). One organisation would provide everyone with clarity on who represents and speaks for SEM/MSK professionals, thus raising the profile of SEM, and improving awareness of the roles that SEM/MSK professionals play within the health system and patient care.</li><li>4. Alignment of educational and professional standards - A single body would be more reflective of the working environment, provide MSK professionals with clear direction on who represents them politically and in wider society, and would have more influence on standards in SEM/MSK including governance, appraisal, workforce planning, staff, patient and athlete welfare and equality, diversity and inclusion.</li><li>5. A better-defined career pathway - Educational courses could be structured to ensure they help participants achieve the knowledge and skills required for each level of a career pathway. There would also be an opportunity to ensure that individuals from different professions are meeting similar standards to undertake roles in the same setting (e.g. Advanced Clinical Practitioners and GPwERs)</li></ol> <p>A reforming of the 2 organisations into one is seen as the first step towards forming a multi-professional college, with all the benefits and opportunities this single organisation would bring.</p>
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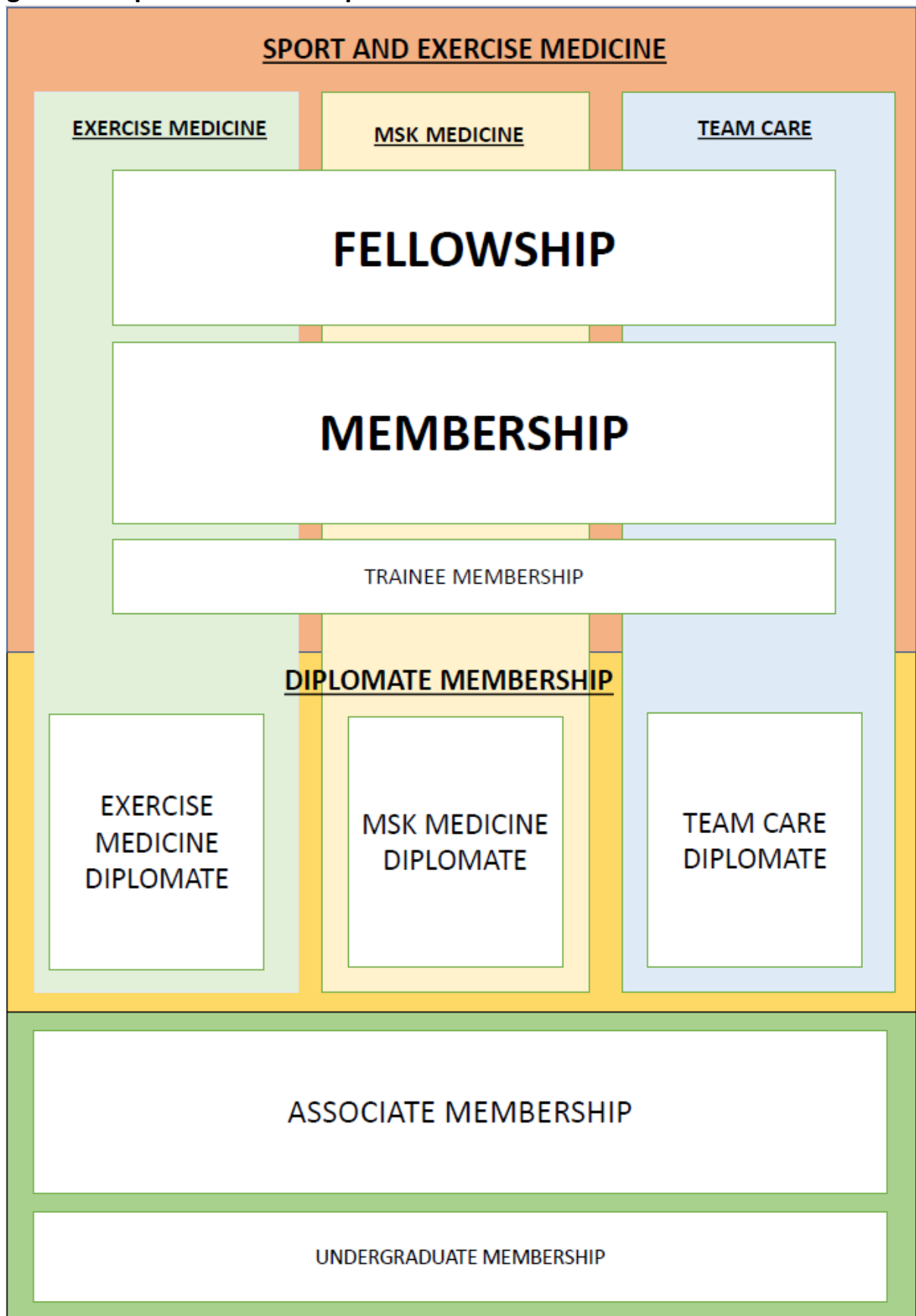


<b>Conclusion</b>	A reforming of BASEM and FSEM into a single organisation would provide a unique opportunity to increase the influence of the SEM/MSK community socially, professionally and politically through a stronger voice for SEM/MSK healthcare. This group has focussed on the benefits of a merger however, it is important that the significant perceived benefits and opportunities do not overshadow the challenges in bringing the 2 groups together. As is being considered by the membership working group it is vital to ensure members of either group do not become disenfranchised or feel under-represented within any combined organisation.
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## Working group 1a: Membership/fellowship structure & fees

<p><b>Key Points</b></p>	<p>The group considered a range of potential options for membership structure in a joint organisation. The underlying principles which governed these discussions were that the new structure would be inclusive to all, that it would be multidisciplinary but that it would recognize the value of additional qualifications for our multidisciplinary workforce.</p> <p>The goals of this group throughout the process has been to ensure a fair but inclusive membership structure is created that values all MDT professions integral to the specialty of SEM. Incorporating the associate member category means that any individual with an interest in SEM is able to join. It was decided that associate members would not need to have an accrediting or governing body as some groups such as sports scientists may be excluded from joining. In addition, the members, diplomate members, associate members and undergraduate members are open to all professions.</p> <p>We are confident that the membership structure proposed enhances membership opportunity for all professionals aspiring to join the College while encouraging individuals to develop their knowledge and skills.</p> <p>The structure ensures all individuals that have shown dedication to the specialty with a postgraduate qualification in SEM will be recognised, as they can apply for membership within the first 12 months of the formation of CSEM. After this, the membership and diploma categories will be solely for individuals that undertake all three diploma examinations.</p> <p>Fellows, members and diplomate members will be given post-nominals. These are the 3 groups that have passed examinations in order to qualify for their respective membership categories.</p> <p>Fellows will have 8 council representatives in addition to office bearers , members 6 and diplomate members 4. There will be one SPR representative and 1 associate member representative on the council with voting rights. Undergraduate members will also have 1 representative on the council in a non-voting position.</p>
<p><b>Conclusion</b></p>	<p>The infographics and tables below highlight the proposed new structures:</p> <p>Fig 1 shows the proposed membership structure, followed by a detailed outline of each category.</p> <p>Fig 2 summarises each membership category and contains information on voting rights, post-nominals and eligibility</p> <p>Fig 3 highlights key areas that the executive of a new organisation would have responsibility for</p> <p>Fig 4 demonstrates the proposed governance structure of a new organisation</p>

Figure 1. Proposed membership structure



- **Fellowship:** have a Certificate of Completion in Training (CCT) in SEM and are on the GMC specialist register. Fellows can also be elected. This is reserved for multi-specialty and multi-disciplinary professionals that have demonstrated exceptional service above and beyond normal requirements and are assessed in several different domains. They will need to be proposed and seconded by 2 existing fellows. Nominations will be assessed against set criteria and the process overseen by council. Only existing members of both organisations will be eligible to fellowship by election over the first 2 years.
- **Honorary Fellowship:** Given as an honour to those whose service to the specialty of SEM has been exceptional. Proposed by the President and approved by the council. Given to people who have contributed to SEM in a remarkable and exceptional way and are normally given to those coming up to retirement. Indicative numbers around 2 per year.
- **Membership:** Current FSEM members and individuals who have passed all three of the FSEM diploma examinations (MSK medicine, exercise medicine and team care). In addition, for the first 12 months of the College there will be a legacy clause which will allow current BASEM members (that have been BASEM members for at least a year) who have a recognised postgraduate degree related to SEM and have proven commitment to the specialty for at least five years to apply for membership of the College.
- **Trainee Member:** Medical Registrar in SEM.
- **Diplomate Member:** Passed at least one of the FSEM Diplomas (MSK medicine, exercise medicine and team care).
- **Associate Member:** Open to any qualified individual with an interest in the specialty.
- **Undergraduate Member:** Undergraduate student in a subject related to SEM.

In addition to this horizontal structure, the proposed membership structure also had a vertical component to incorporate the 3 streams of SEM: MSK medicine, exercise medicine and team care. This is to highlight the 3 disciplines of SEM and ensure they are embedded into all aspects of the new organisation. Within each membership category it is foreseen there will be committees dedicated to each of the 3 streams.

The new organisation's council will be made up of 21 elected members in addition to the President, Vice Presidents, Honorary Treasurer and Honorary Secretary. There will be further advisory positions, which will be non voting, representing RCP and RCSEd, other colleges and faculties by invitation, SAC chair and undergraduate representative.

**Figure 2. Information on each category with council representation**

Membership Category	Requirements	Multidisciplinary	Voting Rights	Council	Post-nominals
Fellow	CCT SEM	NO	Can vote for fellow council positions	8 council members	FFSEM to become FCSEM
Fellow by Election	Exceptional service above and beyond normal requirements (to be assessed by council)	YES	Can vote for fellow council positions	As above	As above
Member	Current FSEM members  Holders of Recognised Diploma/MSc in SEM (for first 12 months only)  New members who have passed all three diplomas: <ul style="list-style-type: none"> <li>· MSK medicine</li> <li>· Exercise</li> <li>· Medicine</li> <li>· Ethics and governance</li> </ul>	YES	Can vote for member council positions	6 council members	MFSEM to become MCSEM
SEM SPR Member	Medical SPR in SEM	NO	Can vote for trainee member council position	1 council member	No
Diplomate Member	Passed at least one FSEM Diploma <ul style="list-style-type: none"> <li>· MSK medicine</li> <li>· Exercise</li> <li>· Medicine</li> <li>· Ethics and governance</li> </ul>	YES	Can vote for diplomate member council positions	4 council members	DFSEM to become DipCSEM
Associate Member	Any professionals interested in SEM	YES	Can vote for associate member council position	1 council member	No
Undergraduate Member	Undergraduates studying a SEM related subject	YES	Can vote for undergraduate member council position	1 position non-voting	No

## Working group 1b: Future relationship with RCP and RCSEd especially in relation to specialist training

<p><b>Key Points</b></p>	<p>When SEM became a speciality in its own right, FSEM automatically fell under the remit and governance of RCP. They provide all administrative support and running of the SAC (specialist advisory committee, responsible for national training) and governance structure at no cost as we are a medical speciality. Following discussions with RCP we confirmed that this arrangement can continue.</p> <p>The benefits of being with RCP, in addition to the above, include (but are not limited to):</p> <ul style="list-style-type: none"> <li>● Support for recruitment and workforce planning,</li> <li>● Networking, including the RCP SEM committee, and with all the other medical specialties and their wealth of experience,</li> <li>● Liaison with the GMC for trainee and physician matters,</li> <li>● AAC panels,</li> <li>● Online training and subscriptions,</li> <li>● College tutor support in Trusts for trainees.</li> </ul> <p>It was acknowledged that BASEM does offer substantial educational resources. This is limited to SEM specific, whereas RCP provides cross specialties as well.</p> <p>It was felt that this was not something that we would be able to replicate in a newly merged organisation within the first 5-10 years and, as it is not necessary to leave, there was strong support to retain close links with RCP at this stage in the journey.</p> <p>RCSEd currently runs the exams for the faculty, which could continue even if the faculty is independent. FSEM pays RCSEd to run the exams. FSEM have their own exam committee but governance, administration and running of exams is run by RCSEd and is paid for and this can continue.</p> <p>There is a significant review with the long term NHS workforce plan coming out in the near future and this is an area that will develop greatly in the coming year and we should therefore look into this again in the future. It was felt that, as a small speciality, it would be advantageous to retain our relationship with RCP during the workforce planning exercise as this offers SEM support to protect and grow training numbers.</p>
<p><b>Conclusion</b></p>	<p>FSEM as a single organisation or as a newly reformed college with BASEM should retain its current relationship with RCP in relation to specialist training.</p> <p>FSEM as a single organisation or as a newly reformed college with BASEM will not influence the relationship with RCSEd with regards to specialist training.</p>

## Working group 1c: Legalities in relation to transfer of funds and assets of both organisations to a joint organisation/(Royal) College.

Recommendation	BASEM and FSEM can legally wind-up/dissolve and transfer to a new entity if the objectives of the new organisation have similar objectives to BASEM and FSEM's current objectives. All assets and funds will be transferred to the new organisation/college as part of the dissolution of both organisations.
Sub-recommendation	<p>FSEM and BASEM's lawyers have advised a due diligence exercise if the resolution of the vote is to dissolve and reform as a new single organisation.</p> <p>FSEM and BASEM's lawyers have advised a caveat clause if matters arise after the vote that effects the viability of dissolving and reforming as one organisation. An independent Due Diligence exercise will take place to review both organisations to identify and assess risks or liabilities. Both BASEM and FSEM have the right to raise a caveat if serious concerns arise from the due diligence process. The process would be paused and reverted to members.</p>
Discussions point overview	
1	<p>After seeking legal advice both BASEM and FSEM can legally wind-up/dissolve and transfer to a new entity if the new purpose and objects of the new organisation have similar objects to BASEM and FSEM's current objects.</p> <p><b>FSEM Charity Purpose:</b> The organisation's purposes are the advancement of education, the advancement of health, and the advancement of science, through education standard setting, training, development, and promotion of the fields of sport, exercise and musculoskeletal medicine aimed at improving the health of people and populations.</p> <p><b>BASEM Charity Purpose:</b></p> <ul style="list-style-type: none"> <li>· To promote exercise as therapeutic tool</li> <li>· To support and promote the multidisciplinary team in SEM</li> <li>· Support professional needs of doctors working in speciality of SEM, career structures in SEM</li> <li>· Support and education for those involved in SEM</li> <li>· Promote speciality of SEM &amp; encourage best clinical practice standards</li> <li>· Promote evidence-based practice</li> <li>· Support and encourage research</li> <li>· Promote exercise by all sections of population for general wellbeing and preventing illness</li> </ul>

	<ul style="list-style-type: none"> <li>· Assist and advise authorities in adopting policies to encourage physical activity in schools, work and home</li> <li>· Collaborate with others to further specialty of SEM and BASEM's objects</li> </ul> <p>The identity of the new college will need to be approved by the Charity Commission (registration in England and Wales), and by Office of the Scottish Charity Regulator.</p>
2	<p><b>Due Diligence</b> – both BASEM and FSEM lawyers recommended a due diligence exercise to be performed on both organisations to establish any liabilities by reviewing legal, financial, and commercial information relating to each organisation.</p> <p>Due to the size, time and expense of this exercise, FSEM's lawyers recommended this was carried out if the outcome of the vote was in favour of the two-organisation progressing to a reform as a new organisation. In the event of significant and unanticipated reputational, financial or legal reasons for not progressing being uncovered by this due diligence exercise, both sides have the right to withdraw. In this event, the members of both organisations would be informed of the reasons for the process being paused and a further vote would take place.</p>
3	<p><b>The vote:</b> Each organisation must hold a vote for the resolution of dissolving both organisations and re-forming together as a joint organisation to be passed.</p> <p>BASEM would hold a vote for an ordinary member resolution according to the current memorandum and articles of association. BASEM's memorandum and articles of association highlight that for the resolution to pass they would need a majority of members attending to vote.</p> <p>FSEM would hold a vote for a resolution according to the current Standing Orders at the time of the vote. FSEM's Standing Orders highlight that for the resolution to pass they would need a majority of those voting in favour of the resolution.</p>
4	<p><b>Caveat clause in vote:</b> Both BASEM and FSEM have the right to raise a caveat if serious concerns arise from due diligence and reforming procedures. The dissolution and reformation should be paused and reverted to members.</p>
5	<p><b>Current Wind-Up Clauses</b> FSEM and BASEM will only wind-up and dissolve if the new organisation's purpose and objects are similar to both organisations current purpose and objects.</p> <p><b>FSEM wind up</b> - any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as</p>



	<p>set out in this constitution; and the named recipient body (or bodies) in the resolution for the winding-up and dissolution of the organisation must also comply with any additional requirements which apply at the time under the regulations which govern the winding up and dissolution of SCIOs.</p> <p><b>BASEM’s Governance. If BASEM is to be wound up or dissolved:</b>  If upon the winding up or dissolution of the Association there remains after the satisfaction off all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Association but shall be given and transferred to some other charitable institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Article 6 hereof such institution or institutions to be determined by the Members of the Association with the concurrence of the Charity Commissioners at or before the time of the dissolution and if and so far as effect cannot be given to such provision then to some other charitable object.</p>
6	<p><b>BASEM vote wording:</b></p> <p><b>Do you agree with the following resolution:</b></p> <p><b>That the transfer of all the activities and assets of the Charity to a charity to be registered with objects similar to the objects of the Charity (New Single Organisation), and the agreement of the New Single Organisation to indemnify the Charity and its Trustees against liabilities relating to the Charity, be approved for the purposes of the Charity’s Articles of Association subject to:</b></p> <ol style="list-style-type: none"> <li><b>1. the registration of the New Single Organisation with the Charity Commission for England and Wales (Charity Commission) or the Scottish Charity Regulator (OSCR); and</b></li> <li><b>2. the members of the Charity approving a resolution required under section 190 Companies Act 2006 (having obtained the prior written consent of the Charity Commission under section 201 Charities Act 2011); and</b></li> <li><b>3. the consent of the Charity Commission to the New Single Organisation as the recipient of the assets and activities of the Charity; and</b></li> <li><b>4. the Faculty of Sport and Exercise Medicine UK (Scottish Charity Number SC052221) (Faculty) transferring all its activities and assets to the New Single Organisation on the same date as the said transfer by the Charity; and</b></li> </ol> <ul style="list-style-type: none"> <li><b>• any other order or consent required of the Charity Commission or the Scottish Charity Regulator (OSCR) in connection with the said transfers by the Charity or the Faculty; and</b></li> </ul>

	<ul style="list-style-type: none"> <li>● the transfer date being determined by the Charity’s Trustees</li> </ul> <p>and that following the transfer of all the Charity’s assets and activities the Charity be dissolved.</p> <p>Should the resolution above be passed by both BASEM and FSEM, BASEM Members will need to have a vote at the time of dissolution in order to transfer assets:</p> <p>Wording of the asset transfer vote:</p> <p>THAT, having obtained the prior written consent of the Charity Commission for England and Wales under section 201 Charities Act 2011, the transfer by the Charity of the [ <i>describe substantial non-cash assets</i>] to [<i>name of the College and registration number</i>] be approved for the purposes of section 190 Companies Act 2006.</p>
7	<p><b>FSEM vote wording:</b></p> <p><b>Do you agree with the following resolution?</b></p> <p><b>1) the Faculty of Sport and Exercise Medicine UK (Scottish Charity Number SC052221) (“FSEM”) continues to pursue discussion around the possibility of re-forming as one organisation with the British Association of Sport and Exercise Medicine (charity number 293854) (“BASEM”) (the “Proposal”) and that the charity trustees and staff team be given authority to pursue a detailed due diligence process relating to the Proposal (the “Due Diligence Process”); and</b></p> <p><b>2) subject to the charity trustees of FSEM notifying the members of FSEM [by email] that they are satisfied with the outcome of the Due Diligence Process, that they be authorised and directed to take all steps as are appropriate to give effect to the Proposal, including, but not limited to, the transfer of all assets and liabilities of FSEM to the new joint organisation and and the subsequent winding-up of FSEM.”</b></p> <p><b><i>Note: FSEM members will not be subject to a vote at the time of dissolution as asset transfer agreement is included in primary vote. FSEM trustees, however, will vote to transfer assets.</i></b></p>

## Working group 1d: Geographical location and roles of current staff

<p><b>Key Points</b></p>	<p>TUPE (Transfer of Undertakings, Protection of Employment) transfer is likely to be offered to all staff. Some staff may decide not to transfer, at which point they will effectively be terminating their employment contract. Staff will be consulted before the TUPE process begins and throughout.</p> <p>The TUPE transfers the contracts of our employees who are assigned to the businesses before the transfer. Our employees will transfer based on their existing terms and conditions of employment. Continuity of service will also be transferred and preserved. All and any liabilities, which relate to their employment will transfer.</p> <p>The new organisation as an employer can only make amendments if they improve the terms and conditions, for example increasing holiday entitlement. Or there is an 'economic, technical or organisational' reason involving a change in the workforce, for example a restructuring. Although BASEM and FSEM have similar aims and objectives, the two organisations core functions are different therefore aim to have aligned job roles and opportunities in the new organisation.</p> <p>The roles of the staff in the new organisation will need to be defined and as it establishes its purpose and objectives, therefore, some roles may need to change or be adapted. Consultation with staff is likely to be required at that stage, with external HR expertise/guidance to avoid legal issues.</p> <p>Should the new organisation be a charity, we will need advice on whether to register with the Charity Commission England and Wales and/or Scottish Charity Register (OSCR).</p> <p>The new organisation will have one main registered address with two central offices Doncaster and Edinburgh required due to current employees' locations.</p> <p>Meetings between both organisations' employees are advised to ensure both organisations can make a smooth transition.</p>
<p><b>Conclusion</b></p>	<p>It is likely that all current employees will be offered TUPE transfer to the new organisation. As such all current roles and locations of work will be protected by TUPE.</p> <p>The new organisation's mission and objectives will need to be considered to develop the new staffing structure further.</p> <p>A plan for future staffing needs can be established once the detail of the needs of the new organisation is known better.</p>

## Working group 1e: Proposed organisational structure for the new charity with new operational standards and governance

<p><b>Key Points</b></p>	<p><b>Constitution</b> The new organisation will initially be a college with charitable status and will apply to become a Corporation with a Royal Charter. The Charter, Ordinances and Bylaws will be the governing instruments, and the Trustees are ultimately responsible for ensuring that administration is in accordance with those instruments.</p> <p><b>Board of Trustees</b> This will be an elected, non-paid board governing body and must accept ultimate, legal responsibility for directing the affairs of a charity, and ensuring that it is solvent, well-run in accordance with Charity and Company legislation, and delivering the charitable outcomes for which it has been set up.</p> <p><b>Council</b> The new organisation's Council will be composed of elected Office Bearers and elected members and fellows (elected by their membership body), SAC chair, invited members to represent the devolved nations, and other Faculties and Colleges. The President will be the chair of the council. Only elected members of council will be eligible to vote with other roles being advisory.</p> <p><b>Committees</b> A full list of proposed committees is presented below.</p> <p><b>Transitional process</b> Both the BASEM Board and FSEM Council would have oversight over the process of re-forming as a new single organisation. The first board of the new organisation would be elected by FSEM council and BASEM board.</p> <p><b>Membership process</b> On formation of the new college, interested individuals will be invited to apply for the category of membership best suited to their career profile and qualifications. A short life working group will be established, under the leadership of the honorary secretary to consider all applications and award membership/fellowship.</p>
<p><b>Conclusion</b></p>	<p>See the tables and information below for full details.</p>

**Table 1. Board of Trustees**

<b>Role</b>	<b>Prerequisites</b>	<b>Who votes?</b>
President (Chair of Trustees)	First and second President in the new CSEM – Fellow FSEM. Been on FSEM council and had recent and active engagement with both organisations. Thereafter been on CSEM council	First President to be elected by the previous BASEM board and previous FSEM council. Thereafter will be elected by CSEM Council.
Vice President 1	Fellow FSEM, recent and active engagement on FSEM council Thereafter been on CSEM council	First Vice Presidents to be elected by previous BASEM board and previous FSEM council. Thereafter will be elected by CSEM Council
Vice President 2	Fellow FSEM: recent and active engagement on BASEM board Thereafter been on CSEM council	First Vice Presidents to be elected by previous BASEM board and previous FSEM council. Thereafter will be elected by CSEM Council
Honorary Treasurer	Member or Fellow, or Lay Trustee	First Honorary Treasurer to be elected by previous BASEM board and previous FSEM council. Thereafter will be elected by CSEM Council
Honorary Secretary	Member or Fellow, or Lay Trustee	First Honorary Secretary to be elected by previous BASEM board and previous FSEM council. Thereafter will be elected by CSEM Council
+ Lay Trustees		Appointed by board

### **Duties of Trustees**

Charity Trustees are the people who serve on the governing body of a charity. They are responsible for controlling the management and administration of a charity. Trustees have and must accept ultimate responsibility for directing the affairs of a charity, and ensuring that it is solvent, well-run, and delivering the charitable outcomes for which it has been set up.

### **Duties of the President**

The President leads the College - particularly the direction and external profile of the College, and as the Chair of the Board of Trustees. The agreed strategic priorities inform the President's objectives.

The President should influence stakeholders effectively and ensure the College is positioned to lead in SEM across the UK and overseas.

- Provide strong leadership to the Fellows, Members and staff of the College as a whole including members of Council and the Board and work with them to enhance the skills and knowledge of trainees, members and fellows, to safeguard the role of the profession in education and training to enhance the standard of patient care.
- Ensure that Council's strategic direction is agreed and set, and that Council and Board members understand their role and responsibilities
- Chair Council and Board meetings effectively, ensuring that required decisions are taken, agendas are appropriate to the business of Council or the Board and support the achievement of strategic and business plan objectives
- Communicate effectively with Council and Executive Board members between meetings to ensure that business is taken forward and effective contributions made by members
- Establish and maintain a close working relationship with the Chief Executive Officer (CEO) and through the CEO communicate with the senior management and staff as appropriate

## **Duties of the Vice President(s)**

2 x Vice Presidents allocation of duties rests with the President and the Trustee Board.

In general, the role of the Vice Presidents is to support the President and the College in all aspects of its work. Each Vice President will be tasked with the responsibility such as: Learning - training, assessments, examinations, research, and education; or Professionalism - CPD, clinical effectiveness, appraisal, revalidation, remediation, guidelines, service reviews, quality assurance activities, informatics, workforce and ethics. One Vice President will hold the majority responsibility for overall governance (code of conduct, professional code), and the other will hold the majority responsibility for professional activities such as the British Journal of Sports Medicine (BJSM) and exams. These responsibilities may change depending on the needs of the organisation at the time.

## **Duties of Honorary Secretary**

Although the board of trustees and council have collective responsibility for governance and audit, the Honorary Secretary will be the liaison between the college and its lawyers, national regulatory bodies, the Charities Commission, Companies House (if applicable) and members when answering queries with regards to maintenance of standards and regulations.

- The role of the Honorary Secretary is the governance and membership lead.
- The Honorary Secretary will omit members via their membership application, and work with the membership team.
- The Honorary Secretary will liaise with members regarding AGM or EGM meetings and or any proposed changes to the Standing Orders/College Bye Laws.
- The Honorary Secretary role will oversee the governance of the CSEM within Charity (and/or Company Law) and its Charter, byelaws and regulations and any policy such as complaints.

## **Duties of Honorary Treasurer**

The role of the Honorary Treasurer is to provide advice, assistance and information to the Board of Trustees on their financial stewardship responsibilities and to act as the leading interface between the Board of Trustees and the Remuneration, investment and resources committees as well as the members of staff with financial and accounting responsibilities.

## Proposed Committees:

A committee structure will be established which serves the agenda and functions of the College. There will be standing multidisciplinary committees which will not change:

- Representing the three primary agenda of the college: Sport, MSK and Physical Activity Medicine.
- Representing the primary functions of the college: Examinations and accreditation, Appraisal and revalidation, Education, Awards, Research and development

There will be further committees which may change as the organisation develops and matures; for example: (list not exhaustive)

- Equality, diversity and inclusion
- Ethics and culture
- Organisational governance
- Remuneration, investment and resources

There will be short life working groups established to address current challenges.

Committees will report to the council who will report to office bearers. The office bearers will report to the board of trustees as per figure 4 below.

**Figure 4. Proposed governance structure**



## Council

Council will be made up of:

Office Bearers: 5 positions-Voting

Fellows: 8 positions-Voting

Members: 6 positions-Voting

Diplomate members: 4 positions-Voting

SPR representative: 1 position-Voting

Associate member: 1 position-Voting

Undergraduate member: 1 position-advisory, non voting.

Representatives of devolved nations-advisory, non voting.

Representatives from RCP and RCSEd-advisory, non voting.

Other College and faculty representatives by invitation-advisory, non voting.

SAC chair-advisory, non voting.

## Quorum Voting

The quorum will ensure the minimum acceptable number of elected members in their categories, to make the proceedings of a meeting valid and allow Council to vote on any matters that arise under the College bylaws.

## Length of time in office

Role	Length
President (Chair of Trustees)	<ul style="list-style-type: none"><li>● 3 years</li><li>● 1 year extension in extenuating circumstances – must be approved by council</li><li>● 1 term only, cannot be reappointed for Presidency</li><li>● 6 months prior will become 'President Elect'</li><li>● 1 year after will become 'Immediate Past President' still serving on Council in an advisory role</li></ul>
Vice Presidents x 2	<ul style="list-style-type: none"><li>● 3 years</li><li>● 1 year extension in extenuating circumstances – must be approved by council</li><li>● 1 term only, cannot be reappointed for Vice-Presidency</li></ul>
Honorary Treasurer	<ul style="list-style-type: none"><li>● 3 years</li></ul> Can be reappointed 1, serving 2 terms and a maximum of 6 years
Honorary Secretary	<ul style="list-style-type: none"><li>● 3 years</li></ul> Can be reappointed 1, serving 2 terms and a maximum of 6 years
Lay Trustees	<ul style="list-style-type: none"><li>● 3 years</li></ul>
Council	<ul style="list-style-type: none"><li>● 4 years with the exception of SPR member who will have 2 year term</li></ul>



## Working group 1f: Financial perspectives - viability of both organisations independently and together and financial implications for members

<p><b>Key points</b></p>	<p><b>Are BASEM and FSEM financially viable as independent membership organisations?</b></p> <p>Reports from the treasurers of both organisations assured the leadership group that both FSEM and BASEM are financially secure organisations with robust business plans for the future.</p> <p>It was agreed that a further financial due diligence process including audit of past accounts and future projections would be undertaken if membership of both organisations vote to dissolve and reform together. This process has not been formally undertaken yet pending a ‘yes’ vote in order to avoid unnecessary expense.</p> <p>Should either organisation wish to withdraw as a result of unanticipated financial challenges and risks, they would have the right to do so and revert back to the members.</p>
	<p><b>Would a new CSEM be financially viable as a new organisation?</b></p> <p>Group agreed that if the vote was in favour of the formation of a new CSEM, a full financial plan would be conducted to mitigate any risks, including forecasting income in relation to current income streams from each organisation, along with prospective new income streams. The group has agreed that there could be some cost savings in joining together, and there could be areas where costs are increased, but the details of this cannot be known until further investigation is carried out, which will take a significant amount of time. As above, if the forecasted finances made the new organisation unviable, the mechanisms are in place to allow the organisations to withdraw from the process until a solution was found.</p> <p>While this process has been as robust as possible at this stage, it is accepted that there remain a number of uncertainties regarding projected membership and therefore finances of a new organisation.</p>
	<p><b>What would this mean for assets of both organisations?</b></p> <p>All assets including financial reserves, structural assets, contractual assets and responsibilities, IP assets and IT assets including databases and CRM systems would be transferred in full to the new organisation.</p>
	<p><b>How would the new organisation finance the process of reforming together?</b></p> <p>The group agreed that costs of the process of reforming would be borne equally by both organisations. Both organisations carry sufficient surpluses to enable this to happen.</p>

	<p><b>What would this mean for membership fees?</b></p> <p>There were discussions about what a CSEM would mean for membership and fellowship fees.</p> <p>Although detailed financial projections are not possible at present, it was agreed that membership fees for a CSEM would remain in line with other medical colleges.</p> <p>It was agreed that membership prices would be reflective of the benefits for each membership category.</p>
<p><b>Conclusion</b></p>	<p>The group agreed that the data we have shows there are no substantial financial risks to dissolving both organisations and reforming as a new organisation. The group has agreed to work together, in the event of a “yes” vote, to ensure forecasting and financial planning takes place to ensure the sustainability of the new organisation, and to allow the new organisation to carry out its objectives effectively from day one.</p>

## Working group 2: Advantages, opportunities, and implications for BASEM & FSEM remaining separate organisations

<p><b>Key Points</b></p>	<p>It was recognised that the history, membership and roles of both organisations have led to differences in culture. This especially relates to processes and procedures and the role of FSEM as a standard setting body, whereas BASEM is a membership body that supports the education and careers of those involved in SEM. It was agreed that it would be possible to retain the formality of FSEM’s role where appropriate while embracing BASEM’s less formal culture. It was recognised that other merged organisations achieve this.</p> <p>It was also recognised that BASEM has a stronger history of inclusivity to other disciplines whereas FSEM has historically demanded specific qualification to join as a full member or fellow. Questions were put to group 1a regarding future membership structure and how inclusive it was to be.</p> <p>BASEM’s membership categories recognise AHPs involved in the care and welfare of the exercising individual. Under the current categories of FSEM, some present BASEM members would be unable to vote, therefore changes would be required of a new organisation.</p> <p>The working group agreed that before setting up a single organisation, agreement had to be reached concerning voting rights - everyone within BASEM has a vote whereas only FSEM’s full members and fellows get a vote. A single organisation should ensure that all full members had representative voting rights on matters which concerned their SEM speciality.</p> <p>BASEM’s financial control is regulated by the Charity Commission but has the freedom to operate within that. At the time of discussion, FSEM sat under the Royal College of Surgeons Edinburgh’s Hill Square Educational Trust’s (HSET) so had an additional level of financial restriction. However the group notes that FSEM has now become an independent charity and separated from HSET, which will give administrative and financial independence.</p> <p>The group agreed there was no strategic advantage to remaining as separate organisations.</p>
<p><b>Conclusion</b></p>	<p>Each organisation has its own history, culture and ways of working which are valued by their memberships. It is important that these are not forgotten.</p> <p>A single organisation must have membership categories which are inclusive of all professionals working in SEM, as well as representative voting rights.</p> <p>The group can find no discernible difference in the financial freedom or regulation of the two separate organisations once FSEM has separated from HSET. From the Charity Commissions perspective it would be important that the mission statements of both organisations are compatible. This is already the case.</p>

## Next Steps: Membership vote and timelines

Date	Event
30th March 2023	Outcome report published
30th March - 30th April 2023	Questions to be submitted via online form
16th May 2023 19:00 - 20:30	Live Question and Answer sessions attended by leadership of BASEM and FSEM with panel representation from all working groups
17th May 2023	Proxy votes submitted to BASEM and FSEM
18th May 2023 19:00-19:20	BASEM EGM and vote (proxy votes submitted in advance)
18th May 2023 19:30-19:55	FSEM EGM and vote (proxy votes submitted in advance)
TBD	BASEM asset transfer vote with membership FSEM asset transfer vote with Trustees

**END**