

## Audit Committee 29 September 2009

### Terms of reference and standing orders

### Executive summary and recommendations

#### **Introduction**

The Committee's terms of reference set out the Committee's area of responsibility and the standing orders set out the procedures for meetings of the Committee.

#### **Decision**

The Committee is asked to note its terms of reference and its standing orders.

#### **Background information**

The terms of reference and standing orders were approved by the Council at its meeting on 20 May 2009 and the composition of the Committee was approved by the Council at its meeting on 11 June 2009.

#### **Resource implications**

None.

#### **Financial implications**

None.

#### **Appendices**

1. Committee terms of reference.
2. Committee standing orders.

#### **Date of paper**

18 August 2009.

Date  
2009-08-18

Ver.  
a

Dept/Cmte  
ADT

Doc Type  
PPR

Title  
Executive summary terms of  
reference and standing orders  
Audit Committee 29 September  
2009

Status  
Final  
DD: None

Int. Aud.  
Public  
RD: None

## COMMITTEE TERMS OF REFERENCE

### Introduction

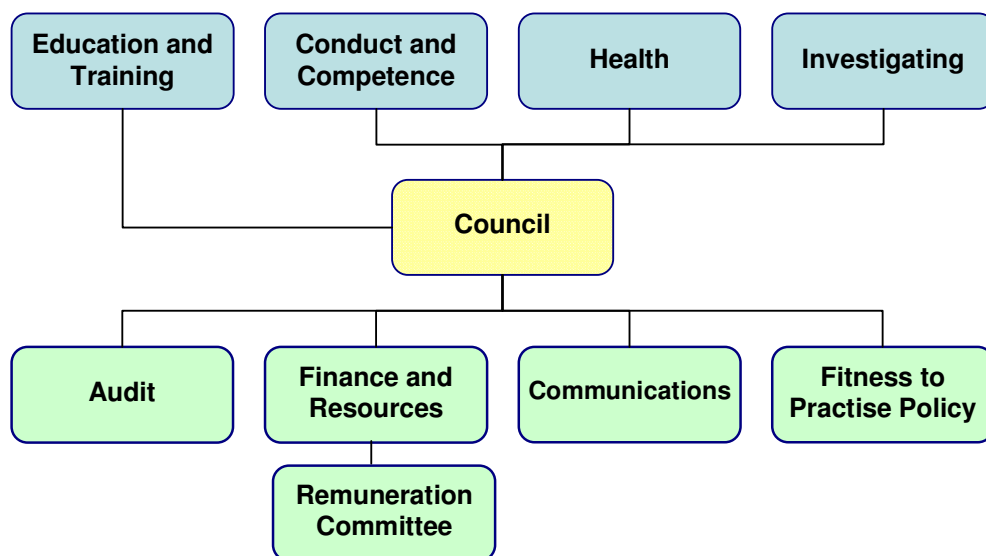
The Health Professions Council (HPC) is a UK-wide regulator and our role is to protect the public. The HPC currently registers almost 200,000 health professionals from 14 different professions.

The Health Professions Order 2001 provides that the main function of the HPC is to establish standards of education and training, conduct and performance for members of the relevant professions, and to ensure the maintenance of these standards. In exercising these functions, the Order also provides that the HPC's principal objective is "to safeguard the health and well-being of persons using and needing the services of registrants."

In accordance with the governance arrangements set out in the Health Professions Order 2001, the Health Care and Associated Professions (Miscellaneous Amendments and Practitioner Psychologists) Order 2009 and the Health Professions Council (Constitution) Order 2009, the Council has established four statutory Committees. These are the Education and Training Committee, the Investigating Committee, the Conduct and Competence Committee and the Health Committee.

The Council has also established four non-statutory Committees:- The Fitness to Practise Committee, the Finance and Resources Committee, the Audit Committee and the Communications Committee.

#### Statutory committees



#### Non statutory committees

## **FINANCE AND RESOURCES COMMITTEE**

The Finance and Resources Committee shall:-

1. consider and recommend to the Council a five year plan;
2. consider and recommend to the Council the annual budget;
3. consider and recommend to the Council work plans for the Information Technology, Human Resources and Operations Departments;
4. At least once each year, the Finance and Resources Committee shall meet, or appoint a sub-committee from among its members to do so, as the Remuneration Committee to determine the salaries of the Chief Executive, employees who are members of the Executive Management Team and all other HPC employees.
5. consider and recommend to the Council policies on financial management, investment and reserves, quality, human resources and information technology;
6. consider and approve, or, where the Committee considers that significant policy issues are involved, to recommend that the Council approve, major capital expenditure;
7. consider and award, or, where the Committee considers significant policy issues are involved, to recommend that the Council award, major contracts;
8. receive and review Management Information Reports;
9. consider any policy proposals with significant financial or resource implications and to make recommendations to the Council as appropriate; and
10. perform such other functions as the Council may delegate to or confer upon the Committee.

---

## AUDIT COMMITTEE

The Audit Committee shall:-

1. advise the Council and the Registrar (as Accounting Officer) on the appointment of internal and external auditors;
2. approve internal and external audit programmes and fees;
3. review the external auditors' management letters and any other reports and to report on these to the Council as appropriate;
4. receive reports on the internal audit work plan and to consider appropriate action arising from them;
5. review the Council's annual report and accounts and to make recommendations to the Council and the Registrar (as Accounting Officer) as appropriate;
6. consider whether risk management processes are adequate for all risks to which the Council is exposed and to approve or, where the Committee considers that significant policy issues are involved, to recommend that the Council approve measures to eliminate or mitigate against them;
7. at the request of the Council, advise it on matters of corporate governance (but without prejudice to the Committee's power to make recommendations to the Council on corporate governance issues arising from the work of the auditors).

### **COMMUNICATIONS COMMITTEE**

The Communications Committee shall:-

1. advise the Council on its overall communications strategy in pursuit of its aims and objectives;
2. Review regularly the communications strategy in the light of ongoing developments;
3. advise the Council on its priorities in relation to the Committees strategies;
4. monitor the delivery and evaluate the outcomes of the communications strategy; and
5. recommend the procedures by which the Council can communicate its various processes.

---

## **FITNESS TO PRACTISE COMMITTEE**

The Fitness to Practise Committee shall:-

1. advise the Council on fitness to practise issues, other than operational matters within the remit of the statutory Practice Committees;
2. consider and recommend to Council the Fitness to Practise Work plan;
3. recommend to Council the Practise Notes for use by the statutory Practice Committees;
4. Consider and approve the Fitness to Practise Annual report; and
5. Perform such other functions as the Council may delegate to or confer upon the Committee.

## **COMMITTEE STANDING ORDERS**

### **1. Application and Interpretation**

- (1) These Standing Orders, together with the provisions of the Health Professions Order 2001 (the 2001 Order) establish the basic rules about how all Committees and Sub-Committees of the Council (other than the Practice Committees) conducts their proceedings.
- (2) In these Standing Orders "Committee" means any Committee or Sub-Committee to which they apply and, unless the context otherwise requires, other terms have the same meaning as in the 2001 Order.
- (3) If a procedural point arises during a meeting which is not covered by these Standing Orders (or the 2001 Order), the common law rules concerning the conduct of meetings will apply.
- (4) The Committee Chair is the final authority as to the interpretation of these Standing Orders.

### **2. Composition of Committees**

- (1) The composition of the Education and Training Committee shall be determined by the Council in accordance with the Health Professions Council (Education and Training Committee) (Constitution) Rules 2009.
- (2) The Audit Committee shall comprise four members appointed by the Council on such terms as it shall determine of which:
  - at least one member shall have recent, significant and relevant financial experience;
  - at least two members shall be members of Council; and

## Appendix 2

- no member shall also be a member of the Finance and Resources Committee.
- (3) The Communications Committee shall comprise six members appointed by the Council on such terms as it shall determine of which:
- at least two members shall be members of the Council;
  - at least one member shall be a lay member; and
  - the majority of members shall have such qualifications and experience as the Council considers will be of value to the Committee in the performance of its functions.
- (4) The Finance and Resources Committee shall comprise ten members appointed by the Council on such terms as it shall determine of which:
- at least one member shall have recent, significant and relevant financial experience;
  - at least four members shall be members of the Council;
  - at least one member shall be a lay member; and
  - no member shall also be a member of the Audit Committee;
- (5) The Fitness to Practise Committee shall comprise ten members appointed by the Council on such terms as it shall determine of which:
- at least four members shall be members of the Council; and
  - at least one member shall be a lay member.

### 3. Frequency of Meetings

- (1) Committees shall meet at such times as the Committee shall determine, subject to the following:
- (a) The **Education and Training Committee** shall hold not less than four meetings in each year, on dates correlated with the Council's cycle of meetings;



## Appendix 2

- (b) The **Audit Committee** shall hold not less than three meetings in each year, on dates which coincide with key dates within the financial reporting and audit cycle;
- (c) The **Finance and Resources** Committee shall hold not less than four meetings in each year.

### 4. Adjournment of Meeting

- (1) The Chair may, with the consent of the Committee, adjourn a meeting, but no business shall be transacted at an adjourned meeting other than the business which had not been disposed of when the adjournment took place.
- (2) If a meeting is adjourned for more than seven days (but not otherwise), notice of the meeting shall be given as if it was an ordinary meeting of the Committee.

### 5. Access to meetings

- (1) All meetings of the Committee shall be open to the public unless the business under consideration concerns:
  - (a) information relating to a registrant, former registrant or applicant for registration;
  - (b) information relating to an employee or office holder, former employee or applicant for any post or office;
  - (c) the terms of, or expenditure under, a tender or contract for the purchase or supply of goods or services or the acquisition or disposal of property;
  - (d) negotiations or consultation concerning labour relations between the Council and its employees;
  - (d) any issue relating to legal proceedings which are being contemplated or instituted by or against Council;
  - (e) action being taken to prevent or detect crime or to prosecute offenders;
  - (f) the source of information given to the Committee in confidence; or
  - (g) any other matter which, in the opinion of the Chair, is confidential or the public disclosure of which would prejudice the effective discharge of the Committee's functions.

## 6. Notice of Meetings

- (1) The Secretary shall give Members not less than seven days notice of the time and place of a meeting.
- (2) If for any reason a meeting is convened at shorter notice, then the Secretary shall give Members notice of the time and place of the meeting at the time that the meeting is convened.
- (3) Failure to send notice of a meeting to a Member shall not invalidate the proceedings of that meeting.

## 7. Agenda

- (1) The Secretary shall issue an agenda for each meeting.
- (2) Except in cases of urgency or where circumstances make it impracticable to do so, the agenda for a meeting and any accompanying papers will be sent to Members seven days before the meeting.

## 8. Chair

- (1) The Chair of the Committee, who shall be appointed by the Council on such terms as it shall determine, shall preside at any meeting of the Committee.
- (2) If the Chair is absent from, or otherwise unable to preside at, a meeting the Members present shall nominate one of their number to serve as chair at that meeting.
- (3) In these Standing Orders, references to the "Chair" include a Member presiding at a meeting of the Committee in place of the Chair.

## 9. Quorum

- (1) The quorum at any meeting of a Committee shall be:
  - (a) in the case of a Panel of the **Education and Training Committee**, any three Members;
  - (b) in the case of the **Audit Committee**, any two Members;  
and

## Appendix 2

- (b) in any other case, half of the total number of Members of the Committee plus one.
- (2) For the purpose of Standing Order 8(1) "Panel" means a Panel of the **Education and Training Committee** which has been convened to:
- (a) consider Visitors' reports which are submitted to the Committee and any representations upon such reports and, if thought fit, to approve the course of education or training, qualification or institution to which that report relates;
  - (b) consider and, if thought fit, approve proposed changes to such courses, qualifications or institutions;
  - (c) consider and, if thought fit, approve matters arising from the monitoring of such courses, qualifications or institutions.
- (3) If a quorum is not present within 15 minutes of the time appointed for a meeting to commence, all business which should have been transacted at that meeting shall be held over until the next meeting of the Committee, unless a meeting is called in the meantime for the transaction of that business.
- (4) If, during a meeting of the Committee, it appears to the Chair that a quorum has ceased to exist, business will be suspended and the number of Members present counted and, if:
- (a) a quorum exists, the business will proceed;
  - (b) a quorum does not exist, the meeting will be dissolved and all remaining business will be adjourned to the next meeting of the Committee.

### **10. Conduct of Meetings**

- (1) The order of business at a meeting shall follow that set out in the agenda unless it is varied by the Chair with the consent of the meeting.
- (2) A Member may only initiate a debate or move a motion on a matter which is not on the agenda with the consent of the meeting.
- (3) All motions must relate to matters that are within or related to the functions of the Committee and the Council.

## Appendix 2

- (4) Members shall not make derogatory personal references or use offensive expressions or improper language to any other Member or any employee of the Council.
- (5) A Member must speak to the subject under discussion. The Chair may call attention to any irrelevance, repetition, unbecoming language or other improper conduct on the part of a Member and, where the Member persists in that conduct, may direct that Member to cease speaking.
- (6) A ruling by the Chair on any question of order, whether or not provided for by the Standing Orders, shall be final and shall not be open to debate.

### **11. Voting**

- (1) Except where the 2001 Order specifies otherwise, any question at a meeting shall be decided by a majority of the Members present voting by a show of hands.
- (2) In the event of an equality of votes, the Chair shall be entitled to an additional casting vote.

### **12. Minutes of meetings**

- (1) The Secretary shall keep minutes of each meeting which shall include a record of the Members present at that meeting.
- (2) At each meeting, the minutes of the preceding meeting shall be confirmed (or confirmed as amended) and be signed by the Chair as a true record of that meeting.
- (3) The signed minutes of a meeting shall, unless the contrary is proved, be conclusive proof of the proceedings of that meeting.

### **13. Duration**

Subject to Standing Order 8(3), a meeting shall start at the time set out in the notice of meeting and shall normally continue until all of the business on the agenda has been disposed of, but the duration of a meeting may only exceed three hours with the consent of the Members present.

#### **14. Disorder**

- (1) If, in the opinion of the Chair, a Member has persistently disregarded the ruling of the Chair or behaved in a manner which is obstructing the business of the meeting, the Chair may order that Member to withdraw from the whole or part of the remainder of the meeting.
- (2) In the event of a disturbance which, in the opinion of the Chair, prevents the orderly conduct of business, the Chair may adjourn the meeting for such period as the Chair considers appropriate.
- (3) If a member of the public interrupts the proceedings at any meeting, the Chair may order that person to be removed from the meeting or may order the part of the room which is open to the public to be cleared.

#### **15. Interests of members**

- (1) Members shall make a declaration of their personal interests in accordance with the Members' Interests Registration Scheme established by the Council and shall be under a duty to ensure that the details of their interests set out in the Register of Members' Interests maintained by the Council are accurate and up to date.
- (2) The agenda for every meeting shall include as an item of business the declaration of interests. A member who has a personal interest in any matter under consideration at that meeting, whether or not declared in the Register of Members' Interests, shall promptly disclose that interest to the meeting. If the interest is a prejudicial interest, the member shall withdraw from the meeting during the Committee's consideration of that matter.

#### **16. Code of conduct**

Members shall comply with the Code of Conduct adopted by the Council.

#### **17. Members' education, training and performance**

- (1) The Council shall establish standards of education and training for Members and, as part of those standards, shall arrange for Members to undergo training to assist them in their performance of their duties.

## Appendix 2

- (2) The Council shall establish standards of attendance and performance for Members, which may include a system of annual performance appraisal.
- (3) Members shall comply with the standards established by the Council under this Standing Order and shall not, without reasonable excuse, refuse to participate in the training or any appraisal processes.

### **18. Approval of resolutions without meeting**

A resolution which, with the consent of the Chair, is circulated to, and approved in writing or electronic form by not less than three quarters of the Members entitled to receive notice of and attend a meeting of the Committee shall be as valid as if it had been passed at such a meeting.

### **19. The Secretary**

- (1) The Registrar, or such other person as the Registrar may appoint, shall be the Secretary to the Committee.
- (2) In these Standing Orders, references to “the Secretary” mean the Registrar or, where a person has been appointed in accordance with Standing Order **20(2)**, that person.

### **20. The Registrar, Secretary and advisers**

- (1) Unless for good reason the Committee resolves otherwise, the Registrar shall be entitled to attend and speak at meetings of the Committee.
- (2) The Secretary or any other person advising on the business before a meeting of the Committee (including advising the Chair on issues of order) may attend and, with the consent of the Chair, speak at that meeting.