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Council – 23 March 2016

Standing Orders for Committees – Remuneration Committee

Executive summary and recommendations

### **Introduction**

- 1.1 The Remuneration Committee is a non-statutory committee set up by the Council to assist in effective governance. At its meeting of 10 March 2016 the Committee discussed its Standing Orders as set out in the Standing Orders for Committees. The Committee agreed that some minor amendments were required and that the Council should be asked to review those Standing Orders.

### **Proposed Changes**

#### **Increase to the size of the Remunerations Committee**

- 2.1 At its meeting of 10 March 2016, the Committee agreed that due to the importance of the business of the committee, it would recommend that the membership of the Committee is increased.
- 2.2 The composition of the Committee is set out in Standing Order (SO) 2.3 and the quorum is specified in SO 9.1.3. The current composition is the Chair of the Council plus two other members (comprised of all Council members) with a quorum of any two members.
- 2.3 It is proposed that the composition be changed to the Chair plus three members with a quorum of any three members as the general principle applied by the Council is that the quorum of a Committee should be a bare majority, that is half of it members plus one.

#### **Ratification of minutes**

- 3.1 One other minor amendment is suggested as the Remuneration Committee normally only meets once a year. A new provision (SO 12.3) has been added and consequential amendments made to SO 12 so that the Committee may agree its minutes by correspondence, rather than doing so at the following year's meeting.
- 3.2 The proposed amendments are set out in the appended draft Standing Orders of Committees.

**Decision**

The Council is requested to agree that, subject to the amendments shown in the tracked changes document being made, the draft Standing Orders of Committees presented to the Council are adopted and the existing Standing Orders of Committees are revoked.

**Background information**

None.

**Resource implications**

None.

**Financial implications**

One attendance fee of £320 plus expenses for the additional member from 2016-17 onwards.

**Background papers**

None.

**Appendices**

Draft Standing Orders for Committees.

**Date of paper**

11 March 2016.

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## STANDING ORDERS FOR COMMITTEES OF THE HEALTH AND CARE PROFESSIONS COUNCIL

### 1 Application and Interpretation

- 1.1 These Standing Orders, together with the provisions of the Health and Social Work Professions Order 2001 (**the 2001 Order**), establish the basic rules about how HCPC committees and sub-committees conduct their proceedings.
- 1.2 In these Standing Orders, **Committee** means any committee or sub-committee to which they apply and, unless the context requires otherwise, terms used in the Standing Orders have the same meaning as in the 2001 Order.
- 1.3 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.
- 1.4 The Committee Chair is the final authority as to the interpretation of these Standing Orders.
- 1.5 These Standing Orders do not apply to the proceedings of the HCPC Practice Committees, the proceedings of which are governed by statutory rules made under the 2001 Order.

### 2 Composition of committees

- 2.1 The composition of the Education and Training Committee shall be determined by the Council in accordance with rules made by it under paragraph 17 of Schedule 1 to the 2001 Order.
- 2.2 The Audit Committee, which shall perform the functions set out in Annex A to these Standing Orders, shall comprise four members, appointed by the Council on such terms as it shall determine of which:
  - 2.2.1 at least one member shall have recent, significant and relevant financial experience;
  - 2.2.2 at least two members shall be members of Council; and
  - 2.2.3 at least one member shall not be a member of Council.
- 2.3 The Remuneration Committee, which shall determine the salaries of the Chief Executive and members of the Executive Management Team and the salary scales for all other HCPC employees, shall comprise the Chair of the Council and ~~two~~ three other Council members (none of whom shall be members of the Audit Committee), appointed by the Council on such terms as it shall determine.
- 2.4 The membership, terms of office and terms of reference of any other Committee shall be as determined by the Council.

### **3 Frequency of Meetings**

- 3.1 Subject to Standing Order 3.2, the Committee shall meet at such times as the Committee shall determine.
- 3.2 As a minimum:
  - 3.2.1 the Education and Training Committee shall meet not less four times in each year, on dates correlated with the Council's cycle of meetings; and
  - 3.2.2 the Audit Committee shall meet not less than three times in each year, on dates which coincide with key dates within the financial reporting and audit cycle.

### **4 Adjournment of Meeting**

- 4.1 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.
- 4.2 If a meeting is adjourned for more than seven days (but not otherwise), notice of the meeting shall be given in accordance with Standing Order 6.

### **5 Access to meetings**

- 5.1 All meetings of the Committee shall be open to the public unless the business under consideration concerns:
  - 5.1.1 information relating to a registrant, former registrant or applicant for registration;
  - 5.1.2 information relating to an employee or office holder, former employee or applicant for any post or office;
  - 5.1.3 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;
  - 5.1.4 negotiations or consultation concerning labour relations between the Council and its employees;
  - 5.1.5 any issue relating to legal proceedings which are being contemplated or instituted by or against the Council;
  - 5.1.6 action being taken to prevent or detect crime or to prosecute offenders;
  - 5.1.7 the source of information given to the Committee in confidence; or
  - 5.1.8 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

- 6.1 The Secretary shall give Members not less than seven days' notice of the time and place of a meeting.
- 6.2 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.
- 6.3 Failure to send notice of a meeting to a Member shall not invalidate the proceedings of that meeting.

## 7 Agenda

- 7.1 The Secretary shall issue an agenda for each meeting.
- 7.2 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

- 8.1 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.
- 8.2 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.
- 8.3 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

- 9.1 The quorum at a meeting of the Committee shall be:
  - 9.1.1 in the case of the Education and Training Committee, as provided for in rules made by the Council under paragraph 17 of Schedule 1 to the 2001 Order;
  - 9.1.2 in the case of the Audit Committee, any three Members;
  - 9.1.3 in the case of the Remuneration Committee, any ~~two~~ three Members; and
  - 9.1.4 in any other case, half of the Members of the Committee plus one.
- 9.2 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 Ordinary Meeting, unless a Special Meeting is called in the meantime for the transaction of that business.
- 9.3 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:
  - 9.3.1 a quorum exists, the business will proceed;

- 9.3.2 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**

- 10.1 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.
- 10.2 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.
- 10.3 All motions must relate to matters that are within or related to the functions of the Committee.
- 10.4 Members shall not make derogatory personal references or use offensive expressions or improper language to any other Member or any employee of the Council.
- 10.5 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.
- 10.6 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**

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

## **12 Minutes of meetings**

- 12.1 The Secretary shall keep minutes of each meeting which shall include a record of the Members present at that meeting.
- 12.2 **Subject to Standing Order 12.3**, 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.
- 12.3 **In the case of the Remuneration Committee, the minutes of each meeting may be circulated to, and approved in writing or electronic form by, the Members who attended that meeting and in that event shall be as valid as if it they had been confirmed in accordance with Standing Order 12.2.**
- 12.4 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 9.2, 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**

- 14.1 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.
- 14.2 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.
- 14.3 If a person other than a Member 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 Members' interests**

- 15.1 Members shall make a declaration of their personal interests in the form required by the Council (which shall be published in the Council's Register of Members' Interests) and shall ensure that their interests as set out in that Register are accurate and up to date.
- 15.2 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**

- 17.1 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.
- 17.2 The Council shall establish standards of attendance and performance for members, including a system of annual performance appraisal.
- 17.3 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 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**

- 19.1 The Registrar, or such other person as the Registrar may appoint, shall be the secretary to the Council.

19.2 In these Standing Orders, references to the **Secretary** mean the Registrar or, where a person has been appointed in accordance with Standing Order 19.1, that person.

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

21.1 The Registrar shall be entitled to attend and speak at meetings of the Council.

21.2 The Secretary or any other person advising on the business before a meeting of the Council (including advising the Chair on issues of order) may attend and, with the consent of the Chair, speak at that meeting.

## **21 Adoption**

These Standing Orders were adopted by the Council on ~~3rd December 2015~~ **23rd March 2016** and supersede all previous versions. They apply to any Committee meeting held on or after ~~1st January~~ **23rd March 2016**.