

Agenda Item 10 (ii)

Enclosure 11

**Health and Care Professions Council
07 December 2017**

Remuneration Committee Terms of Reference

For discussion and approval

**From Claire Amor, Information Governance
Manager**

Council, 7 December 2017

Remuneration Committee – Terms of Reference

Executive summary and recommendations

Introduction

The Remuneration Committee met on 9 October 2017. This was the first meeting of the Committee with its revised constitution in place, with the independent member in attendance.

The Committee discussed their terms of reference as the first item of business and agreed a minor amendment relating to benefits would be recommended to Council for approval. The track change Standing Orders for Committees are appended to this paper.

Decision

The Council is invited to discuss and agree the proposed change to the Remuneration Committee Terms of Reference within the Standing Orders for Committees.

Background information

Council paper May 2017

Resource implications

None.

Financial implications

None.

Appendices

Standing orders for Committees – track change

Date of paper

28 November 2017

Standing Orders for Committees of the Health and Care Professions Council

1 Application and Interpretation

- 1.1 These Standing Orders, together with the Health and Social Work Professions Order 2001 (**the Order**), establish the basic rules about how HCPC committees conduct their proceedings.
- 1.2 In these Standing Orders, **Committee** means any committee (or sub-committee) to which they apply, and other terms used in these Standing Orders have the same meaning as in the Order.
- 1.3 If a procedural point arises during a meeting that is not covered by these Standing Orders or the Order, the common law rules concerning the conduct of meetings will apply.
- 1.4 The Chair is the final authority on the interpretation of these Standing Orders.
- 1.5 These Standing Orders do not apply to the proceedings of the HCPC Practice Committees, known collectively as the “Health and Care Professions Tribunal” (the **Tribunal**), the proceedings of which are governed by statutory rules made under the Order.

2 Composition of committees

- 2.1 The composition of the **Education and Training Committee** is to be determined by the Council in accordance with rules made by it under paragraph 17 of Schedule 1 to the Order.
- 2.2 The **Tribunal Advisory Committee**, which performs the functions set out in Annex 1, comprises six members, none of whom is a Council member, appointed by the Council (on the terms it determines), of which:
 - 2.2.1 three members must be Tribunal Chairs; and
 - 2.2.2 three members must not be Tribunal Chairs or Tribunal Panellists.
- 2.3 The **Audit Committee**, which performs the functions set out in Annex 2, comprises four members, appointed by the Council (on the terms it determines), of which:
 - 2.3.1 at least one member must have recent, significant and relevant financial experience;
 - 2.3.2 at least two members must be members of Council; and
 - 2.3.3 at least one member must not be a member of Council.

- 2.4 The **Remuneration Committee**, which performs the functions set out in Annex 3, comprises four members, appointed by the Council (on the terms it determines), of which:
- 2.4.1 three members must be members of Council, none of whom is the Chair of the Council or a member of the Audit Committee; and
 - 2.3.3 one member must not be a member of the Council.
- 2.5 The membership, terms of office and terms of reference of any other Committee are as determined by the Council.

3 Frequency of Meetings

- 3.1 Subject to Standing Order 3.2, the Committee is to meet at the times it determines.
- 3.2 As a minimum:
- 3.2.1 the **Education and Training Committee** must meet four times each year, on dates correlated with the Council's cycle of meetings;
 - 3.2.2 the **Tribunal Advisory Committee** must meet twice each year;
 - 3.2.3 the **Remuneration Committee** must meet twice each year; and
 - 3.2.4 the **Audit Committee** must meet 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 may 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 must be given in accordance with Standing Order 6.

5 Access to meetings

- 5.1 All meetings of the Committee must 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 or Council's functions.

6 Notice of Meetings

- 6.1 The Secretary must 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 must 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 does not invalidate the proceedings of that meeting.

7 Agenda

- 7.1 The Secretary must 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 must be sent to members seven days before the meeting.

8 Chair

- 8.1 The Chair of the Committee, who is appointed by the Council (on the terms it determines), is to 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 must 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 is:
 - 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 Order;

- 9.1.2 in the case of the ***Tribunal Advisory Committee***, any four members;
 - 9.1.3 in the case of the ***Audit Committee***, any three members;
 - 9.1.4 in the case of the ***Remuneration Committee***, any three members; and
 - 9.1.5 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 is to be held over until the next meeting.
- 9.3 If, during a meeting of the Committee, a quorum ceases to exist, the meeting must be dissolved and all remaining business adjourned to the next meeting of the Committee.

10 Conduct of Meetings

- 10.1 The order of business at a meeting must 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 must 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, is final and not open to debate.

11 Voting

- 11.1 Except where the Order specifies otherwise, any question at a meeting is to 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 is entitled to an additional casting vote.

12 Minutes of meetings

- 12.1 The Secretary must keep minutes of each meeting, which must include a record of the members present at that meeting.

- 12.2 At each meeting, the minutes of the preceding meeting must be confirmed (or confirmed as amended) and be signed by the Chair as a true record of that meeting.
- 12.3 The signed minutes of a meeting, unless the contrary is proved, are conclusive proof of the proceedings of that meeting.

13 Duration

Subject to Standing Order 9.2, a meeting must start at the time set out in the notice of meeting and may 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 a period that 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 must make a declaration of their personal interests in the form required by the Council (which must be published in the Council's Register of Members' Interests) and must ensure that their interests as set out in that Register are accurate and up to date.
- 15.2 The agenda for every meeting must 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, must promptly disclose that interest to the meeting. If the interest is a prejudicial interest, the member must withdraw from the meeting during the Committee's consideration of that matter.

16 Code of conduct

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

17 Members' education, training and performance

- 17.1 The Council may establish standards of education and training for members and, as part of those standards, arrange for members to undergo training to assist them in their performance of their duties.

17.2 The Council may establish standards of attendance and performance for members, including a system of annual performance appraisal.

17.3 Members must comply with any applicable standards established by the Council under this Standing Order and must not, without reasonable excuse, refuse to participate in any 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

The Secretary to the Council, or any other person that the Secretary to the Council may appoint, is to be the Secretary to the Committee (the **Secretary**).

20 Adoption

These Standing Orders were adopted by the Council on **24th May 2017** and supersede all previous versions. They apply to any Committee meeting held after that date.

Annex 1

Tribunal Advisory Committee: Terms of Reference

The ***Tribunal Advisory Committee*** is to:

1. advise the Council on the qualities, abilities and competences required of:
 - 1.1 Panel Members of the Tribunal (**Tribunal Panellists**)
 - 1.2 Panel Chairs of the Tribunal (**Tribunal Chairs**); and
 - 1.3 Legal Assessors;
2. advise the Council on arrangements for the merit-based selection, by fair and open competition, of:
 - 2.1 Tribunal Panellists;
 - 2.2 Tribunal Chairs; and
 - 2.3 Legal Assessors;
3. advise the Council on arrangements for the training and assessment of:
 - 3.1 Tribunal Panellists;
 - 3.2 Tribunal Chairs; and
 - 3.3 Legal Assessors;
4. subject to any policy established by the Council, provide guidance to the Tribunal on matters of practice and procedure, in order to assist the Tribunal to conduct proceedings fairly, proportionately, efficiently and effectively.

Annex 2

Audit Committee: Terms of Reference

The **Audit Committee** is to:

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 relevant reports and report on these to the Council as appropriate;
4. receive reports on the internal audit work plan and consider appropriate action arising from them;
5. review the Council's annual report and accounts and 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 approve or, where the Committee considers that significant policy issues are involved, 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 limiting the Committee's power to make recommendations to the Council on corporate governance issues arising from the work of the auditors);
8. consider and make recommendations to the Council and the Registrar (as Accounting Officer) as appropriate on the Council's:
 - 8.1 accounting policies;
 - 8.2 anti-fraud policies; and
 - 8.3 'whistle-blowing' processes.

Annex 3

Remuneration Committee: Terms of Reference

The **Remuneration Committee** is to:

1. Approve the remuneration of the Chief Executive, the EMT and HCPC salary bands annually, in line with the remuneration policy set by the Council.
2. Review the Remuneration policy and principles annually, including all employee benefits that contribute to remuneration, and make recommendations to Council as appropriate.
3. Review reports from the Chair of Council regarding the setting of objectives for, and performance appraisal of the Chief Executive.
4. Review reports from the Chief Executive regarding the setting of objectives for and performance appraisal of the EMT.
5. Approve the terms of any special severance arrangements applying in the event of any required and unplanned early termination of employment of the Chief Executive or any member of the EMT, having regard to relevant guidance and codes of practice and contracts of employment
6. Review, as necessary, any significant changes to policies impacting on remuneration, the employee pay and grading structure, or the pension scheme.
7. Approve the expenses policies for Council members, partners, witnesses and employees.
8. Recommend to the Council any changes to the remuneration of the Chair, Council members and Partners.
9. The Chair of the Committee will present a report to the Council on its activities annually