COMPANIES COMMITTEE TERMS OF REFERENCE

1. Purpose

1.1. The purpose of the Companies Committee (“the Committee”) is to advise and give assistance to the Council (whether or not in response to a reference from them) on matters relating to business registrants, other than matters required by the Opticians Act 1989 (as amended) to be considered by the Investigation Committee, the Registration Appeals Committee or the Fitness to Practise Committee.

1.2. The Committee should provide advice to Council on:
   1.2.1. proposed changes to GOC standards and accompanying guidance insofar as such changes impact upon the GOC’s business registration policies and procedures; and
   1.2.2. policy developments and/or sector developments, including legislative change, that relate to the GOC’s business registration function.

1.3. The Committee will review its effectiveness, including how it is performing against its terms of reference, on a biennial basis and report the results to Council.

2. Membership, Chair, Secretary and Quorum

2.1. The Committee shall comprise of eleven members, but may operate with fewer than eleven members while a vacancy exists provided the quorum is maintained.

2.2. The Committee will include:
   2.2.1. one registered optometrist member;
   2.2.2. one registered dispensing optician member;
   2.2.3. one lay member;
   2.2.4. one registered medical practitioner; and
   2.2.5. seven members selected from persons who are not members of the Council who represent the interests of business registrants.

2.3. The Chair of the Committee will be a member of Council, appointed by Council for a period of three years, followed by another period of three years. One of the registrant members will be a registrant member of Council and will be appointed by Council for a period of three years, followed by another period of three years.

2.4. Other members of the Committee will be appointed for an initial fixed period of no more than four years, followed by one further reappointment for up to four years. As per the requirements of the GOC Committee Constitution Rules 2005, all (non-Council) members of the Committee are subject to formal reappointment annually. Reappointment is subject to evidence of satisfactory performance. Appointments and reappointments will be made by the Nominations Committee, in consultation with the Companies Committee Chair, and expiration dates will be staggered to ensure continuity.
2.5. The Committee will be supported by the Director of Strategy, known as the Executive lead for the Committee, who is able to attend and participate in meetings. Other members of the Executive may be invited to attend for all part of any meeting by the Committee Chair.

2.6. In the absence of the Committee Chair, the remaining members present shall elect one of their number to chair the meeting.

2.7. A member of the Governance Team shall act as the secretary of the Committee.

2.8. The quorum necessary for the transaction of business shall be four members and shall include at least two members appointed under paragraph 2.2.5.

2.9. Member’s attendance via telephone or video-link is permissible for the purposes of determining a quorum.

2.10. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in as outlined in Section 1 of these terms of reference, or exercisable, by the Committee.

2.11. The Chair of the Committee will have a casting vote in the event of a tied decision and, in instances where the casting vote is used for something which is being recommended for approval by Council, the situation will be reported to Council in the relevant covering paper.

2.12. Where the Chair of the Committee considers it appropriate, decisions may be taken by email. An audit trail of decisions taken by email will be maintained by the Governance Team.

3. Frequency and Notice of Meetings

3.1. The Committee shall meet at least twice per year.

3.2. Meetings of the Committee, other than those regularly scheduled as above, shall be summoned by the Governance team at the request of the Committee Chair, Council Chair or Director of Strategy.

3.3. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting.

4. Minutes of Meetings

4.1. A member of the Governance team shall minute the discussion, decisions and actions of all meetings of the Committee, including recording the names of those present and in attendance.
4.2. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee once agreed by the Executive lead and the Committee Chair.

5. Accountability & Reporting Responsibilities

5.1 The Committee is accountable to Council.

5.2 The draft minutes of the Committee meeting will be circulated to the next strictly confidential Council meeting, along with a report from the Committee Chair highlighting any issues for Council’s discussion/consideration.

6. Other

6.1 The Committee will review its terms of reference and recommend any changes it considers necessary to Council every three years.

7. Authority

7.1 The Committee is authorised by Council to investigate any activity within its terms of reference.

7.2 The Committee is authorised by Council to seek any information it requires from any employee or contractor of the GOC and all are directed to co-operate with any request made by the Committee.

Prepared by the GOC Governance Team.
Approved by Council in July 2016.
To be reviewed by the Companies Committee in 2019.