

**GENERAL OPTICAL COUNCIL****Minutes of the 205th Public meeting of Council held on 27 March 2013 at the General Optical Council, 41 Harley Street, London, W1G 8DJ**

**Present:** Gareth Hadley (Chair), Morag Alexander, Paul Carroll, Brian Coulter, Robert Hogan, Liam Kite, Kevin Lewis, Fiona Peel, Nick Rumney and James Russell.

**In attendance:** Samantha Peters, Alistair Bridge, Nicola Ebdon, Lisa Harmshaw, Josie Lloyd Mandie Lavin, Simon Grier, Julian Carpenter (7793 to 7802, Linda Ford (7808-7827) and Phil Hallam (7808-7821).

**Apologies**

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7776. Apologies were received from Peter Douglas and Selina Ullah.

**Declaration of members' interests**

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7777. No new or additional interests were declared.

**Minutes of the 204th meeting held on 13 February 2013**

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7778. The minutes of the meeting held on 13 February 2013 were approved.

**Matters Arising**

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7779. The following matters were discussed which arose from the minutes:
- 7721(Professional Standards Authority (PSA) Performance Review) –It was **noted** that Brian Coulter and Morag Alexander had attended a follow-up meeting with the PSA. Council **thanked** those involved in preparing the report and **noted** that the GOC did not yet know what the PSA's conclusions were but that a draft of the PSA's report was expected at the end of May 2013 with publication in June/July 2013.
  - 7736 (Finance Committee) – Brian Coulter **advised** that he had raised the issue of whether the GOC needed a Finance Committee with the new Chair.

**Audit and Risk Committee (ARC) terms of references – paper C10(13)**

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7780. Council **received** the terms of reference for the ARC which had been amended following comments made at the February 2013 Council meeting.

7781. Council **requested** one amendment to point 5.2 of the terms of reference to clarify that minutes of the ARC would be brought to the next strictly

confidential Council meeting. Subject to this one amendment the terms of reference were **approved**.

7782. Council **noted** that a role description for the ARC independent member would be drafted and submitted to Council for approval and that the independent member would be recruited following agreement of a recruitment process.
7783. Council **noted** that the current membership of the ARC would remain in place for the meeting planned for 18 April 2013 and that the Executive and the Chair of Council would engage with Council Members during April 2013 to seek expressions of interest in being a member of the ARC and that a proposal for Council members to be appointed as members of the Committee would be brought to Council in May 2013 for decision.

#### **Remuneration Committee – terms of reference – paper C11(13)**

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7784. Council **received** the terms of reference for the Remuneration Committee (RemCo) which had been considered by RemCo at their meeting on 13 March 2013.
7785. Council **noted** three amendments to the terms of reference – 1.1.3 should make reference to '*executive remuneration*' (not 'senior management'); 5.1.2 should include '*committee members*'; and those elements of the purpose listed in 1.1.4, 1.2.1 and 1.2.4 should be added to the 'duties' of the committee in section 5.
7786. Council **noted** RemCo's recommendation that Council delegate a number of advisory roles (performance management and succession planning) to the Nominations Committee and **agreed** that it would not be appropriate for RemCo to include these roles in their remit.
7787. Council **discussed** the future membership of the Committee and **agreed** that the membership should no longer have certain numbers of registrant and lay members but instead members should be appointed for their experience and suitability to undertake the role. Council **agreed** that the membership of the Committee should be reduced to four members (three from Council, to include the Chair of Council and the Senior Council Member and one external member), the quorum would be two members and the chair would have a casting vote. Council **agreed** that the future chair of the Committee would be the Senior Council Member.
7788. Council **agreed** the proposed rotation policy and **noted** that the policy would not apply to the Chair of Council and the Senior Council Member

who were members of the committee by virtue of the Council posts they held.

7789. Council **noted** the Executive's intention to ensure the requirements of the UK Corporate Governance Code and Charity Commission guidance to ensure disclosures made about the Remuneration Committee in the annual report were fully compliant from 2013 onwards.
7790. Council **agreed to delegate authority** to the Committee in respect of review and approval of the following:
- the process for appraisal for the Chief Executive/Registrar;
  - relevant sections of the annual report in relation to Council Members remuneration and expenses ensuring that they meet best practice requirements;
  - the policies on travel, accommodation and subsistence and witness expenses claims; and
  - selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee, taking into account any relevant GOC policies.
7791. Subject to the amendments noted above in paragraph 7785, Council **approved** the terms of reference and **delegated authority** to the Chair of Council and Chair of RemCo to agree the final wording.
7792. Council **delegated authority** to the Chair of RemCo to approve the wording regarding the remit of the Committee in the Financial Regulations.

#### **Council Succession Planning update – paper C12(13)**

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7793. Council **received** a paper which updated Council on the progress of the Council succession planning project, seeking a number of decisions about how to proceed with further succession planning work.
7794. Council **noted** the work undertaken by the Executive and the Nominations Committee (NomCo) since September 2012, which had included the development and implementation of a recruitment policy and process for a new GOC Chair, recruitment of two registrant Council members, and the reappointment of eight Council Members, all of which had been concluded. The Council Members who were being reappointed with effect from 1 April 2013 were: Morag Alexander (to 31 December 2014), James Russell (to 31 December 2014), Rob Hogan (to 31 December 2015), Paul Carroll (to 31 March 2017), Brian Coulter (to 31 March 2015), Peter Douglas (to 31 March 2017), Liam Kite (to 31 March 2017) and Fiona Peel (to 31 March 2017).

7795. Council **noted** that the Executive would be meeting with the Professional Standards Authority (PSA) to talk through the lessons learned from the recruitment processes. Council **requested** that the Executive seek clarification from the PSA in relation to having members from the devolved nations on appointment panels.
7796. Council **noted** that the next phase of succession planning was to develop the appraisal, appointment and reappointment policy and processes for Council's committees and the statutory advisory committees. Council were reminded that, in September 2012, it had established a NomCo for the purposes of assisting with the recruitment of Council Chair, two registrant members and Council reappointments but had decided that the Committee would not be a standing committee. Taking into account the work needed to progress the next phase of succession planning for the committees, Council **agreed** in principle to adopt RemCo's recommendation that NomCo now be established as a standing committee which should meet prior to the May 2013 Council meeting to consider its terms of reference and how to progress work on the next phase of succession planning. Council **agreed** that this meeting should include those who had previously served on NomCo (with the exception of those who were no longer Council Members).
7797. Council **approved** a revised version of the recruitment complaints procedure (used for GOC Chair and Member recruitment) which had been updated to include complaints received as part of committee recruitment.

#### **Investigations Committee member recruitment – paper C17(13)**

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7798. Council **received** a paper which outlined the intended selection process to appoint a replacement dispensing optician member on the Investigations Committee. Council **noted** that it was necessary to have two dispensing opticians on the committee in case one became conflicted or appeared to be conflicted as this could cause delays to cases.
7799. Council **approved** the Selection Panel as outlined in the paper and **agreed** that Fiona Peel should Chair the panel.
7800. Council made the following comments in relation to advertising the vacancy:
- as the advertisement would be directly emailed to all GOC dispensing optician registrants, an article in the optical press was not necessary on this occasion;
  - the advertisement should include further detail on the role and what the

successful applicant would be required to do and the advertisement should be checked to ensure it was consistent with the competencies for the role; and

- successful applicants should not be required to have non-executive experience, but it was essential that they had practical hands-on experience of working as a dispensing optician with the public.

7801. In relation to the Information Pack, Council **requested** that the fees associated with the role be explained more thoroughly.

7802. Council **noted** that it was part of the GOC's recruitment policy to keep a reserve list of applicants who met the selection criteria and were considered by the Selection Panel to be appointable but who were not appointed in case future similar vacancies arose within 12 months.

#### **Senior Council member – role description – paper C13(13)**

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7803. Brian Coulter declared an interest in this item as this was currently a role he fulfilled.

7804. Council **approved** the role description for the Senior Council Member which had been discussed by RemCo at their meeting on 13 March 2013 and was recommended by the Committee for approval. Council **agreed** with the recommendation that the role description included an additional responsibility to *'have responsibility for agreeing any IT and other support needs for the Council Chair and Members. IT and support needs for the SCM will be agreed by the Council Chair'*.

7805. Council **noted** that RemCo would consider whether the role should receive additional remuneration at its meeting in June 2013.

#### **Review of Member and Committee Fees – paper C14(13)**

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7806. Council **received** a paper which highlighted the factors RemCo had taken into account at their meeting on 13 March 2013 when reviewing Member and Committee fees.

7807. Council **noted** RemCo's conclusions, the benchmarking data from other regulators and the feedback received from Members of the various committees. Council reiterated RemCo's gratitude to the Committee Chairs, Members, Panellists and Advisers for their continued energy, effort, time commitment and dedication they had shown to their roles during their entire tenure and not just throughout 2012. Council agreed that without the Chairs, Members, Panellists and Advisers the GOC's ability to carry out a variety of its statutory functions would be impaired.

7808. Council **accepted** RemCo's recommendation and **agreed** that the current Fee level would not be increased but that a further review would be undertaken in Autumn 2013 when the budget for 2014/15 was being considered. Council **acknowledged** the concerns raised by some Members, particularly in relation to the length of time since the last review and agreed that it was necessary to get into a proper cycle of reviewing the Fee when considering the budget and business plan.
7809. Council **requested** that those affected by the decision be advised as soon as possible.
7810. Council **noted** that as there was no change to the Fee level, no changes would be made to the Fees, Travel, Accommodation and Subsistence policy approved by Council in February 2013.

#### **Advisory Committees Review – paper C15(13)**

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7811. James Russell declared an interest in this item as his wife was a member of the Education Committee.
7812. Council **considered** a paper which set out proposals to ensure that:
- the GOC's statutory advisory committees (Education, Standards, Registration and Companies) had clear and coherent roles within the governance structure and so were able to provide advice to Council on all relevant issues;
  - Council had improved oversight of the committees to obtain assurance that they were carrying out their roles effectively and had a clear understanding of the advice that the committees were providing; and
  - there were mechanisms to ensure that Council was informed of committees' advice.
7813. In considering the matter, Council took into account concerns about the effectiveness of the current arrangements and legal advice that had been received. Council stated its intention to improve the relationship it has with the statutory advisory committees and was clear that the most proportionate way of developing an effective relationship was to appoint Council members to serve on each committee. It was felt this would help Council gain the assurance that it sought while at the same time ensuring that committees remained able to deliver independent advice on strategic issues. This was also consistent with the casual appointments of Council Members already made to the Standards Committee (Selina Ullah and James Russell) and the Companies Committee (Fiona Peel) in November

2013.

7814. Council **agreed** to appoint one lay Council Member and one Registrant Council Member to each of the statutory advisory committees (subject to this being possible without appointing Council Members who would experience regular conflicts of interest). Council also **agreed** to appoint an additional lay Council Member to the Education Committee to fill a lay vacancy until a decision was made regarding reappointment at the end of this year. Due to the maximum membership requirements of the Companies Committee, Council **noted** that it was not able to appoint a registrant Council member to the Companies Committee until a vacancy arose.
7815. Council **agreed** that it would conclude the review of Council membership both of its non-statutory and statutory committees in time for it to make a decision on appointments at the May 2013 Council meeting. As there was a Registration Committee arranged for 24 April 2013, Council **agreed** that it would make an earlier decision by email regarding the Council members to be appointed to that committee.
7816. Council **expressed** its continuing concern regarding the appropriate governance of the statutory advisory committees by having members of the Executive as chairs. Council **considered** whether to replace the executive chairs with a Council Member or an existing Committee Member and **agreed** to appoint a lay Council Member as Chair to each of the four statutory advisory committees. In so deciding, Council was clear that it would be the most effective way of enhancing its relationship with the Committees. It was **noted** that the Executive would continue to have an important role in attending the advisory committees in order to present papers, respond to issues raised and note the committees' views and advice.
7817. Council **noted** that the position of a Responsible Officer on the Registration Committee had existed since March 2010 but had not been filled. Council **agreed** to appoint Clare Slade (Superintendent Optometrist of Asda plc and a member of the Companies Committee) to act as Responsible Officer on a casual basis until 31 December 2013.
7818. With the objective of enhancing its relationship with the statutory advisory committees in mind, Council **agreed** to make:
- changes to the governance arrangements for committees including the establishment of longer term timetables and workplans linked to the GOC business plan with a view to enabling Committee members to input into issues prior to Council making decisions;

- improvements to communication between Council and the committees;
- the introduction of more flexible ways of obtaining committees' input;
- a number of changes to make the provision of advice from the advisory committees to Council more efficient and effective; and
- arrangements to ensure that committee members were provided with the opportunity to input into the GOC's strategic direction as they provided a source of useful ideas and intelligence.

7819. Council **noted** the ways in which the GOC currently accessed expert advice and that the Executive would keep those arrangements under review in the light of the changes agreed to the advisory committees and that the Executive would return to Council with any recommendations for change.
7820. Council **noted** that members of the Education Visitor Panels had recently been appointed and that it would not be necessary to carry out another recruitment exercise for three years.
7821. Council **agreed** to conduct a review of the operation of the statutory advisory committees in around 18 months' time once the new committee chairs and members had settled into their roles, Council had become better informed by the committees work, and the effect of the Law Commission in relation to governance frameworks was clearer. It was **agreed** that should Council wish to make changes to the statutory advisory committees as part of this future review it would consult stakeholders publicly and in line with the GOC published consultation framework.

#### **Reserves policy – paper C16(13)**

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7822. Council **received** a revised Reserves policy which had been amended to take account of the implications of the 2013/14 Budget and Business Plan.
7823. Council **asked** whether the Chair of the Audit and Risk Committee had expressed his contentment with the policy. The Director of Resources advised that no feedback had been received prior to the meeting.
7824. Council **approved** the Reserves policy, subject to the Chair of the Audit and Risk Committee being satisfied.

#### **Any other business**

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7825. Council **noted** that this was Kevin Lewis' and Nick Rumney's last Council meeting. Council **thanked** both members for their substantial experience



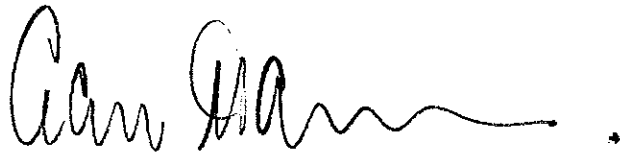
and knowledge, their contribution to regulating optics and the development of Council and its work during their terms as Council Members.

7826. The meeting closed at 15:40.

**Date and time of next meeting**

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7827. It was **noted** that the date of the next meeting was Thursday 16 May 2013. The time and venue was to be confirmed.

A handwritten signature in black ink, appearing to read "Alan Ham", followed by a long horizontal flourish.

