

COUNCIL

Member roles and responsibilities review

Meeting: 29 July 2015

Status: for decision

Lead responsibility: Nicola Ebdon
(Head of Governance)

Council Champions: Gareth Hadley
and Scott Mackie (Governance)

Paper author: Nicola Ebdon
(Head of Governance)

Purpose

1. The purpose of this item is to enable Council to review the current list of roles and responsibilities of Council members and agree any changes.

Recommendations

2. It is recommended Council **consider** the information contained in the paper and;
 - 2.1 **reappoint** Peter Douglas Chair of the ARC until the end of his term as a Council member (31 March 2017);
 - 2.2 **agree** to include a sentence in the ARC TOR which waves the maximum of six years membership if no other member is eligible to Chair the committee;
 - 2.3 **reappoint** Liam, Paul and Selina for further terms of three years on the committees as shown in paragraph 15, or until the end of their term as a Council member (31 March 2017, 31 March 2017 and 31 August 2019 respectively);
 - 2.4 **agree** to **delegate authority** to the Chair to appoint a Council member on the ARC as from 1 January 2016 (to replace Rob Hogan);
 - 2.5 **agree** the term of appointment of Council members on the SAC's is three years in line with the non-SAC's;
 - 2.6 **consider** and **confirm** any changes to Council members on the SAC's;
 - 2.7 **note** that the Chair of Council will hold interim appraisal review meetings in 2015, to reflect on agreed objectives, in the light of the new business plan and consider development needs and that a full member appraisal will be undertaken in April/May from 2016;
 - 2.8 **agree** that the list of Council Champions should be updated by the Council Chair following Member appraisals annually, to ensure alignment with projects in the business plan.

Strategic objective

3. The work to ensure clarity of the roles and responsibilities of members falls into the business plan work programme of Non-Executive support – Managing Council and committee member appointments, reappointments, appraisals and training and Council's evaluation of its performance – with the strategic objective of Organisational change – building a sustainable and modern organisation. Nicola Ebdon, Head of Governance, leads the work in this area.
4. It is the role of Council to agree which member(s) of Council sit on its statutory and non-statutory advisory committees. Specifications relating to the membership of the non-statutory advisory committees are set out in their terms of reference. Specifications relating to the membership of the statutory advisory committees are set out in the Committee Constitution Rules, as per the Opticians Act.

Risks

5. The following risks are associated with the issue, as identified in the Governance risk register:
 - 5.1 Risk A1.11 – the legal risk of not meeting our responsibilities re appointments/reappointments to our committees, governance risk of having a non-functioning Council/committee, being inquorate to make decisions and external risk of suffering reputational damage from inadequate succession planning;
 - 5.2 Risk A1.14 and A1.16 – reputational damage due to stakeholder expectations not being met and not achieving strategic objectives by projects not being appropriately managed to ensure completion and business plan not being delivered.
6. The reappointment of Peter Douglas as the Chair of ARC for a further term goes against best practice, but that we recognise that the risk or reputational damage is lower than the risk of reputational from having an ARC without a member who can satisfy the requirement under the UK Corporate Governance Code of having relevant financial experience.
7. These risks are scored as very low and are appropriately controlled by a reappointments schedule, clear reappointments policies and management oversight. Assurance is provided by routine reporting on progress of projects and the business plan and Council champions on business plan projects.

Background

8. At its March 2013 Council meeting, Members agreed that in order to strengthen its relationships with the Statutory Advisory Committees (SAC's) (Education,

Registration, Standards and Companies) it would appoint one lay and one registrant Council member as a minimum to serve on each of the statutory advisory committees. It was further agreed that a lay Council member would Chair each of the SAC's. In addition it was agreed that additional Council members could be appointed to the SAC's to fill casual vacancies until recruitment processes were undertaken.

9. In agreeing the terms of reference for the Audit and Risk (ARC), Remuneration (RemCo) and Nominations Committees (NomCo), Council has agreed that on each committee there will be three members of Council and an independent member.
10. At its meeting in May 2013 Council agreed the appointment of Council members on all of its advisory committees (both statutory and non-statutory). Due to the appointment of some new Council members since this time membership of these committees has changed. The current list of members and their terms of appointment are shown in Annex 1 and are summarised below:
 - 10.1 **Audit and Risk Committee** – Peter Douglas (Chair), Rosie Glazebrook and Rob Hogan;
 - 10.2 **Remuneration Committee** – Liam Kite (Brian Coulter (Chair) and Gareth Hadley are ex-officio¹ members);
 - 10.3 **Nominations Committee** – Paul Carroll and Selina Ullah (Gareth Hadley (Chair) is an ex-officio member²);
 - 10.4 **Education Committee** – Brian Coulter (Chair), Fiona Peel and Scott Mackie;
 - 10.5 **Companies Committee** – Fiona Peel (Chair) and Helen Tilley;
 - 10.6 **Registration Committee** – Rosie Glazebrook (Chair) and Liam Kite; and
 - 10.7 **Standards Committee** – Selina Ullah (Chair), Glenn Tomison and Helen Tilley.
11. The ARC, NomCo and RemCo terms of reference specify *“Committee members (with the exception of the ex-officio member) will be appointed by Council for a period of up to three years, extendable by one additional period of three years. Appointments will be made by Council, after recommendation by the Chair, and expiration dates will be staggered to ensure continuity.”*
12. When Council appointed Council members to the statutory advisory committees, it did not specify a term of appointment.

¹ Remuneration Committee TOR specify Senior Council Member as Committee Chair and Council Chair as a member of the Committee by virtue of their positions on Council.

² Nominations Committee TOR specify the Council Chair as Chair of the Committee by virtue of their position on Council.

13. The Chair currently appraises members on an annual basis and at that time discusses membership on committees and members roles as Council Champions. The Chair wishes to conduct the appraisal of Council members annually in April/May to coincide with the start of a new business plan, so that the allocation of roles as Council Champions is aligned to the business plan projects. To date appraisals have been completed between September and November, therefore the Chair has agreed to hold interim appraisal review meetings in 2015, to reflect on agreed objectives, in the light of the new business plan and consider development needs. A full appraisal will then be undertaken in April/May from 2016 onwards.
14. The list of projects included in the 2015/16 Business Plan is shown in Annex 2 and the current list of Council Champions is shown in Annex 3. The current guidance for Council member engagement as champions is included in Annex 4.

Analysis

15. Under the terms of reference of the ARC, NomCo and RemCo the appointment terms of some Council members on these Committees need to be considered:
 - 15.1 **Peter Douglas** – will have served six years on ARC (maximum as per the TOR) in October 2015;
 - 15.2 **Rob Hogan** – will step down from ARC when his appointment as a Council member ceases on 31 December 2015;
 - 15.3 **Liam Kite** – will have served three years on RemCo (one term) in May 2016;
 - 15.4 **Paul Carroll** - will have served three years on NomCo (one term) in August 2015;
 - 15.5 **Selina Ullah** - will have served three years on NomCo (one term) in August 2015.
16. In accordance with the requirement under the UK Corporate Governance Code one member of the ARC should have relevant financial experience. Currently Peter satisfies this requirement and there are no other Council members with relevant financial experience who could chair the committee. In the recruitment of a lay Council member in 2014 relevant financial experience was one of the desirable criteria, however no appointable members with relevant financial experience were identified. When we recruit a new lay Council member in 2016, it is expected that relevant financial experience will be one of the desirable criteria. If it is not possible to appoint a member of Council with relevant financial experience Council could consider appointing an independent Chair or using the independent member of the Committee as the Committee chair in the future.

17. As there are no other Council members with relevant financial experience, it is recommended that Peter Douglas is reappointed as Chair of the ARC until the end of his term as a Council member (31 March 2017). This will be a total term of seven and a half years. In order that that this is allowed in the ARC TOR, it is recommended that a sentence is included which waves the maximum of six years membership, if no other member is eligible to chair the committee.
18. It is recommended that Council agree to reappoint Liam, Paul and Selina for further terms of three years on the committees as shown in paragraph 15, or until the end of their term as a Council member which is 31 March 2017, 31 March 2017 and 31 August 2019 respectively.
19. It is recommended that Council delegate authority to the Chair to appoint a Council member to the ARC, once Rob's term of office ends, taking into account the skills knowledge and experience of the new Council member appointed to replace Rob and other members, and the roles of other members on Council's committees.
20. As some members have been on the SAC's from between two and three years it is recommended Council take this opportunity to consider and agree an appropriate term for appointments of Council members to the SAC's and confirm any changes to the Council members on the SAC's. It is recommended that to be consistent with the terms of non-SAC's a term of three years, with reappointment for a second term of three years is agreed.
21. The current list of Council Champions is out of date and it is recommended that the list is updated by the Chair following member appraisal review meetings in 2015, to ensure that at least one member is a champion of each of the projects in the 2015/16 business plan. It is also recommended that the list is refined to only include project champions or area of knowledge, and that if an area of knowledge is also a project these are only included once as a project.

Impacts

22. The following implications in relation to the issues and recommendations contained within this paper have been identified:
 - 22.1 GOC's reserves – none;
 - 22.2 GOC budget – none;
 - 22.3 Legislation – appointments to the SAC's must be in line with the Committee Constitution Rules and the Optician's Act;
 - 22.4 Resources – none;
 - 22.5 Equality, Diversity and Inclusion – Council should give consideration to ensuring diversity in the members on its committees;
 - 22.6 Human Rights Act – none; and
 - 22.7 Sustainability – none.

Devolved nations

23. There are no implications/differences in relation to this issue and the devolved nations.

Communications

24. Once the list of Council Champions has been updated it will be circulated to members by email for information. The information on the roles of the Council members in relation to committee membership and champions will be published on the GOC website.

Timeline for future work

25. Council member interim appraisal review meetings will be held during August and September 2015. Full member appraisals will be held in April and May 2016.

Attachments

- Annex 1 – Council members on committees and terms of appointment.
- Annex 2 – List of Projects in the 2015/16 Business Plan
- Annex 3 – Current list of Council Champions
- Annex 4 – Guidance for Council member engagement

Council members appointed to committees and terms of appointment

Name		Committee	Appointed	Years completed
Peter Douglas	Lay Member	ARC	Oct 09	5
Rob Hogan	Registrant - OO	ARC	16 May 13	2
Rosie Glazebrook	Lay Member	ARC	1 Jan 15	0
Liam Kite	Registrant - DO	RemCo	16 May 13	2
Selina Ullah	Lay Member	NomCo	1 Sep 12	2
Paul Carroll	Registrant - OO	NomCo	1 Sep 12	2
Brian Coulter	Lay Member	Education	16 May 13	2
Scott Mackie	Registrant - OO	Education	16 May 13	2
Fiona Peel	Lay Member	Education	16 May 13	2
Selina Ullah	Lay Member	Standards	1 Jan 13	2
Glenn Tomison	Registrant - DO	Standards	1 Jan 15	0
Helen Tilley	Registrant - OO	Standards	1 July 15	0
Rosie Glazebrook	Lay Member	Registration	1 Jan 15	0
Liam Kite	Registrant - DO	Registration	1 Apr 13	2
Fiona Peel	Lay Member	Companies	1 Jan 13	2
Helen Tilley	Registrant - OO	Companies	1 Jan 14	1

List of Projects in the 2015/16 Business Plan

	Project	Champions
1.	Standards strategic review	Paul, Peter, Fiona, Helen & Selina
2.	FTP Complaints strategy	Helen
3.	Property relocation (completed end November 2015)	Liam
4.	Customer relationship management (CRM) system – phase two	Rob (until Dec 15)
5.	Review of accreditation processes	
6.	Review of continuing education and training (CET) scheme	
7.	Illegal practice strategy implementation	Rob (until Dec 15) & Rosie
8.	Review of the processes for handling applicants for registration from inside and outside Europe	
9.	People strategy	
10.	Quality Assurance Framework	Glenn
11.	Review of business regulation implementation*	Paul & Fiona
12.	Review of student regulation*	Paul

** Our projects on student and business regulation are currently on hold until the impact of legislative change is clear.*

Current list of Council Champions

Projects and Tenders now completed, or areas of expertise now a project or included in the remit of a Committee.

Member	Committee	Champion
Paul Carroll	1. Nominations Ctee member	Business Plan Projects 1. Student regulation (<i>on hold</i>) 2. Business regulation (<i>on hold</i>) 3. Standards review Tenders 1. Consumer complaints service Source of Expertise and Advice 1. Legislative Reform 2. <i>Illegal Practice</i> 3. Horizon Scanning
Brian Coulter	1. Education Ctee Chair 2. Remuneration Ctee Chair	
Peter Douglas	1. Audit and Risk Ctee Chair	Business Plan Projects 1. Standards review Tenders 1. <i>Appointment of external auditors</i> 2. <i>Investment</i>
Rosie Glazebrook	1. Registration Ctee Chair 2. Audit and Risk Ctee member	Business Plan Project 1. <i>Illegal Practise Strategy</i> (stakeholder working group)
Gareth Hadley	1. Nominations Ctee Chair 2. Remuneration Ctee member	Business Plan Project 1. <i>Governance Framework</i> Tenders 1. <i>Investment</i> 2. <i>Tender fit out</i> Non-executive Leadership 1. Equality, Diversity and Inclusion
Rob Hogan	1. Audit and Risk Ctee member	Business Plan Projects 1. Customer relationship management 2. <i>Illegal Practice Strategy</i> Source of Expertise and Advice 1. <i>Illegal Practice</i>

Member	Committee	Champion
Liam Kite	1. Remuneration Ctee member 2. Registration Ctee member	Business Plan Projects 1. Property relocation Tenders 1. <i>Tender fit out</i> Non-executive Leadership 1. Equality, Diversity and Inclusion 2. Corporate Sustainability Source of Expertise and Advice 1. Student Issues 2. Infrastructure for further and higher education and vocational qualifications
Fiona Peel	1. Companies Ctee Chair 2. Education Ctee member	Business Plan Projects 1. Business regulation (<i>on hold</i>) 2. Standards review Source of Expertise and Advice 1. Legislative Reform 2. Stakeholder engagement
Scott Mackie	1. Education Ctee member	Business Plan Project 1. <i>Governance Framework</i>
Helen Tilley	1. Companies Ctee member 2. Standards Ctee member	Business Plan Projects 1. Standards review 2. <i>Information Governance</i> 3. Complaints Handling Tenders 1. <i>Fitness to Practise</i>
Glenn Tomison	1. Standards Ctee member	Business Plan Project 1. Quality Assurance Framework
Selina Ullah	1. Standards Ctee Chair 2. Nominations Ctee member	Business Plan Projects 1. Standards review Source of Expertise and Advice 1. Stakeholder engagement 2. Member development

Guidance for Council member engagement

Introduction

The General Optical Council (GOC) has asked Council members to become involved in some of its projects. This guidance sets out the parameters for this engagement for Council members and staff.

General Guidance

The purpose of this engagement is to enable Council members to be sufficiently informed to carry out their roles and responsibilities effectively.

In particular the purpose is to:

1. provide an opportunity for Council members to give the benefits of their knowledge, skills and experience to projects being carried out by staff;
2. act as a sounding board for staff when developing policy;
3. provide each Council member with an opportunity to meet and work alongside staff;
4. ensure that at least one member of Council has a high and detailed level of knowledge in key areas of the work we are doing;
5. ensure that at least one Council member can ask informed questions about the work in question;
6. have at least one Council member who could act on Council's behalf in a public representative capacity if asked to do so by the Chair or Chief Executive and Registrar, should it be necessary and/or appropriate to do so.

These engagements will be specific and time-limited. They will be projects drawn from the organisations' business plan and of significant level because of their scale, impact, cost or reputational value.

They will be agreed in advance by the Chair and the Chief Executive and Registrar in discussion, and confirmed as part of Council members' annual appraisals.

Specific issues for Council members:

All Council members need to engage sensitively in this so staff can continue to lead and manage their work confidently, without feeling undermined or obliged to defer their responsibilities to Council members.

Given the purpose of this engagement outlined above, Council members need to take care to avoid any implication that their engagement is to tell staff responsible for the work what to do or to direct decisions or recommendations to the management team or Council. Council members will be asked to take particular care if asked to comment on Executive papers not to undermine the process whereby staff produce and present their own Executive recommendations for council and committees.

In addition, registrant members of Council will always have to retain a suitable distance from any regulatory work where they may have an interest to ensure there is no perception of a conflict of interest or undue influence.

Specific issues for Council staff

Staff should involve Council members as they would an expert team member; that is advising them of key issues, sharing key documents and inviting them to key meetings. Where there is a clear project board, it would be appropriate to invite the member of Council to participate.

Staff should raise any concerns or difficulties they experience with this with their line manager as they arise.

Guidance dated August 2013

For Review in August 2017 by Head of Governance