

The Nolan Committee Principles of Public Life

1. Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

2. Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

3. Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

4. Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

5. Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

6. Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

7. Leadership

Holders of public office should promote and support these principles by leadership and example.

These principles apply to all aspects of public life. The Committee has set them out here for the benefit of all who serve the public in any way.

[Excerpt from the Nolan Committee's First Report on Standards in Public Life, 1995]

Governance Committee

Good governance is fundamental to the effective operation of the Society. An organisation's governance must evolve continually in response to the changing environments within which it works. It is intended that, in undertaking the following remit, the Committee would be able to consider input from all parts of the Society.

Remit

- to advise the Council and develop policy proposals on emerging issues which will affect the governance of the Society
- to advise the Council on governance implications of changes in legislation affecting the Society and its functions
- to keep under review and amend/update as necessary the governance arrangements for the Society
- to monitor implementation of governance arrangements across the Society
- to consider and advise on such other issues as may be referred to it by the Council
- to present the Council Governance Handbook to Council for adoption at the first Council meeting following the Council elections in each year

Composition

- a Chairman, who shall be a lay member of the Council, together with
- 5 Council members, comprising 4 pharmacist or pharmacy technician members of the Council and one lay member
- 1 external member with expertise in governance or law

The Committee to be appointed each year by the Council's Appointments Panel. The external member to be appointed for a three-year term of office which is renewable twice.

Quorum

- 3 members including 1 lay member of Council and 1 pharmacist or pharmacy technician member of Council.

Should the Chairman not be available, the other lay member will take the chair of the meeting.

Secretary

Head of Central Administration

In attendance

- Secretary & Registrar
- Director, Corporate & Strategic Development
- Director, Finance & Resources
- Head of Corporate Governance

Meetings

4 times / year

Committees of the Society (excluding main committees)

Conference Committee

Duties: To implement policy in relation to the British Pharmaceutical Conference, to deal with the organisation of the Conference, and to recommend the professional content.

Adjudicating Committee

Duties: To consider applications for registration of persons with overseas pharmaceutical qualifications

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Membership group committees

Community Pharmacists' Group Committee

Hospital Pharmacists' Group Committee

Veterinary Pharmacists' Group Committee

Industrial Pharmacists' Group Committee

Special interest group committees

Academic Pharmacy Group Committee

The role of the President

The President provides effective leadership of the Council and promotes the Council's agreed strategy and policies for the profession in the public arena.

The Office of President

The Office of President is specified in the Charter and must be filled by a pharmacist member of Council. The terms of office are determined by the Byelaws.

The President is elected annually by the Council at the first meeting following the Annual General Meeting and is designated an Officer of the Society.

Remit of the President

- i. To chair all meetings of the Council;
- ii. To lead the communication of the Council's strategy and policies to the membership;
- iii. To preside at all general meetings of the members including the Annual General Meeting and any special general meeting convened by the Council;
- iv. To be an ex officio member of the Scottish and Welsh Executives;
- v. To represent and further the views of the Society at meetings with Ministers, leaders of other professions, and other pharmaceutical bodies;
- vi. To represent and further the Society's interests in the public arena;
- vii. To represent the Society at appropriate meetings, including overseas;
- viii. Together with the Vice President and Immediate Past President, to annually conduct a performance appraisal of the Secretary and Registrar.
- ix. To attest the affixing of the common seal of the Society;
- x. To undertake the duties of an Officer of the Society and to chair the meetings of the Officers.

Eligibility for Office

The President must be a member of Council and a pharmacist.

Term of Office

The President is elected annually and the term of office runs from the first Council meeting held after the Annual General Meeting.

The President should normally be expected to hold office for more than one year, subject to annual re-election. The maximum term of office is three years.

The President shall hold office so long as he is a member of Council and elected to the position.

The role of the Vice-President

The Vice-President has a particular focus on monitoring the overall effectiveness of the organisation and in particular its committees and will deputise for the President when he is absent.

The Office of Vice-President

The Office of Vice-President must be filled by a pharmacist member of the Council. The terms of office are determined by the Byelaws.

The Vice-President is elected annually by the Council at the first meeting following the Annual General Meeting and is designated an Officer of the Society.

Remit of the Vice-President

- i. In the absence of the President, to chair meetings of the Council;
- ii. To communicate the Council's strategy and policy to the membership;
- iii. To preside at general meetings of the members including the annual general meeting and any special general meeting convened by the Council in the absence of the President;
- iv. To chair meetings of the Resource Management Committee;
- v. To be an ex officio member the Scottish and Welsh Executives and assess their effectiveness;
- vi. On behalf of the President, to monitor the activities of committees and their chairmen and take the lead in assessing their effectiveness and the overall effectiveness of the organisation;
- vii. To deputise for the President on such other occasions as may be required;
- viii. Together with the President and Immediate Past President, to annually conduct a performance appraisal for the Secretary and Registrar;
- ix. To attest the fixing of the Common Seal of the Society;
- x. To undertake the duties of an Officer of the Society.

Eligibility for Office

The Vice-President must be a member of Council and a pharmacist.

Term of Office

The Vice-President is elected annually and the term of office runs from the first Council meeting held after the Annual General Meeting.

The Vice-President should normally be expected to hold office for more than one year, subject to annual re-election. The maximum term of office is three years.

The Vice-President shall hold office so long as he is a member of Council and elected to the position.

The role of the Treasurer

The Treasurer advises Council on resource matters and ensures that resources are allocated and managed in accordance with Council policy and that the Society's financial affairs are conducted with probity, accountability and transparency.

The Office of Treasurer

The Office of Treasurer must be filled by a pharmacist member of the Council. The terms of office are determined by the Byelaws.

Remit of the Treasurer

- i. to advise the Council on resource policies including finance, investment, human resources, information management and technology, estates and benevolence;
- ii. to oversee implementation of Council policies by the Resources Directorate;
- iii. to oversee budgetary monitoring by the Resource Management Committee, and the approval of changes, ensuring major changes are submitted to the Council for consideration;
- iv. to present annual budgetary proposals and options to the Council for consideration;
- v. to ensure that the accounts are prepared and approved according to agreed procedures;
- vi. to ensure proper procedures and internal controls are in place and implemented;
- vii. to be a member of the Resource Management Committee;
- viii. to undertake the duties of an Officer of the Society.

Eligibility for Office

The Treasurer must be a member of Council and a pharmacist.

Term of Office

The Treasurer is elected annually and the term of office runs from the first Council meeting held after the Annual General meeting.

The Treasurer should normally be expected to hold office for more than one year, subject to annual re-election. The maximum term of office is three years.

The Treasurer shall hold office so long as he is a member of Council and elected to the position.

Procedure for the election of President, Vice-President and Treasurer

1. The election of Officers will be held entirely in public business, with the voting recorded, at the start of business on the Wednesday of the June Council meeting.
2. Each candidate standing for election as an Officer of the Society shall make a declaration of interests at the time of her/his nomination.
3. The nomination and election procedures are set out below.
4. In the event that there is only one candidate nominated for any post, the Council will be asked to affirm that the person is duly elected.
5. The voting shall be reported to the Council and recorded in the minutes.
6. Once the elections have been completed, the names of the candidates and the address submitted by the successful presidential candidate will be published.

1. President

- 1.1 Nominations for the office of President are by nomination of a Council member and seconded by another Council member. All nominations must be received in writing (letter or email) by the Secretary & Registrar at least 11 days before the Tuesday of the June Council meeting, with a Friday 12 noon deadline. The specific closing date for nominations in a given year will be communicated to Council members by the Secretary & Registrar three weeks in advance of the close of nominations.
- 1.2 Candidates for the Presidency are required to produce an address of up to 1,000 words to demonstrate how they measure up to the job specification and to set out their policies. This must be received by the time and date specified as the deadline for nominations.
- 1.3 The names of those nominated and the names of the nominators, will be circulated with the text of addresses to reach Council members by the following Tuesday, one week before the Council meeting.
- 1.4 Voting will follow the procedure set out below.
- 1.5 The newly elected President may make a short statement following election.
- 1.6 The identity of candidates and the content of the presidential addresses will be confidential to the Council until after the election has taken place.
- 1.7 The address of the successful Presidential candidate and the names of all the nominees will be sent to the editors of pharmacy publications

2. Vice-President and Treasurer

- 2.1 Following the election of the President there will be a break before nominations for the offices of Vice-President and Treasurer are taken.
- 2.2 Nominations for the offices of Vice-President and Treasurer are by nomination of a Council member and seconded by another Council member.
- 2.3 After the break, nominations will be invited for the post of Vice-President, followed by a vote as set out below. When the Vice-President has been elected, nominations will be invited for the post of Treasurer, followed by a vote as set out below. There will be no supporting speeches for either office.

Council Governance Handbook

- 2.4 Successful candidates will be invited to make a short statement following their election.

3. Voting procedure

- 3.1 Nominations will close before the first vote is taken. In the case of the office of President this will have happened before the meeting on the date and at the time specified
- 3.2 The Secretary & Registrar will read the names of the candidates and each member of the Council will write the name of the candidate for whom s/he wishes to vote on the ballot paper. The papers will then be collected.
- 3.3 If one candidate has received more votes than the total of votes awarded to all other candidates, that person will be deemed to have been elected to the office concerned.
- 3.4 In the event that no candidate receives a majority of all votes cast in the first ballot, the candidate given the least number of votes in that ballot will be eliminated and the procedure as set out in 3.2 and 3.3 above will be repeated. This procedure will be repeated until one candidate receives the majority of votes cast.
- 3.5 If, in any ballot, in which one candidate does not receive a majority of all votes cast, two or more candidates tie with the lowest number of votes, a separate ballot involving only those candidates will be held under the procedure as set out in 3.2, 3.3 and 3.4 above to decide which of these candidates is to be eliminated from the next ballot.
- 3.6 If, when there are only two candidates for a post, there is a tie in the ballot, a further ballot will be held under the procedure set out in 3.2, 3.3 and 3.4 above. If there is still a tie after this second ballot, the Council meeting will be adjourned for five minutes and on its resumption nominations for the post concerned will again be called for. The procedure set out in paragraphs 2.2 and 2.3 above, as appropriate, will then be followed.

Standing Orders of Council

Appendix F.1

1. The Byelaws

- 1.1 The meetings of the Council are regulated in accordance with Section VII of the Byelaws. These Standing Orders are framed under the provision of Section VII, paragraph 8 for the regulation of the procedure of meetings of the Council.

2. Frequency of Meetings

- 2.1 The Council shall meet not less than four times in each calendar year.

3. Notice of meetings

- 3.1 The Secretary & Registrar shall notify members of the Council in writing of the time, date and place of a meeting of the Council at least 7 days in advance of the meeting.
- 3.2 The Secretary & Registrar shall publish details of the meetings and the agenda and the papers of the public business part of the meetings on the Society's website 4 working days in advance of each meeting.

4. Business of the Meeting

The business of the meeting shall be divided into public business, which shall be conducted in public, and confidential business, which shall be conducted in private.

5. Quorum

- 5.1 No business shall be transacted at the meeting unless at least sixteen members are present.
- 5.2 If within half an hour of the time appointed for the meeting to commence, a quorum is not present, the meeting shall be dissolved.
- 5.3 If at any time during the meeting a quorum is not present, the meeting shall be suspended for up to half an hour pending the re-establishment of a quorum. If this does not occur, the meeting will be adjourned and outstanding business will be conducted at the next meeting.

6. Declarations of interest

- 6.1 Declarations of interest relevant to items on the agenda shall be made at the start of the discussion of the item to which it relates.
- 6.2 In the event of a member not appreciating at the beginning of a discussion that an interest exists, the member shall declare such an interest as soon as s/he becomes aware of it.
- 6.3 In any case of doubt the member should openly declare the possibility of interest.
- 6.4 The Chairman will rule on whether an interest is such as to prevent the member participating in discussion or determination of the matter.
- 6.5 If a member of Council believes that another member present has a direct or indirect interest in an item for discussion and that interest has not been declared, s/he should inform the Chairman. The Chairman will establish whether or not there is an interest which should have been declared, and will if necessary make a ruling in accordance with 6.4 above.

7. Minutes of Council meetings

- 7.1 The Secretary & Registrar shall be responsible for the production of minutes, which once confirmed, when read in conjunction with the papers presented to the meeting, shall provide a correct and authoritative record of the meeting and shall be sufficiently detailed to provide an audit trail of issues discussed by the Council and the decisions taken.
- 7.2 The minutes of the previous ordinary meeting shall be circulated to members with the agenda. If there has been an additional meeting(s) between ordinary meetings, the minutes of the additional meeting(s) shall be circulated with the agenda for the next ordinary meeting.
- 7.3 No motion or discussion shall be allowed on the minutes except in regard to their accuracy.
- 7.4 Any inaccuracies in the minutes of Council being presented for agreement should be drawn to the attention of the Secretary & Registrar in writing before the meeting at which these are to be agreed. If on occasion time does not permit, then the item should be drawn to the attention of the Secretary & Registrar or the Chairman verbally before the next meeting.
- 7.5 The minutes of the public business of the Council shall be published on the Society's website once agreed by the Council.
- 7.6 If there are matters arising from the minutes presented for agreement these should be brought to the attention of the Secretary & Registrar in writing before the next meeting. Exceptionally, where time does not permit, the Secretary & Registrar or the Chairman should be informed of the matter(s) to be raised verbally before the meeting.
- 7.7 Questions relating to matters arising shall be allowed for the purposes of information only, and no debate on the policy outlined in the minutes shall take place.

8. Conduct of Meetings

- 8.1 The President shall preside as the Chairman of any meeting of the Council.
- 8.2 In the absence of the President, the Vice-President shall chair the meeting.
- 8.3 If the President and Vice-President are absent from, or otherwise unable or unwilling to preside at a meeting, the members present shall, as the first business of the meeting, elect one of their number to preside at that meeting.
- 8.4 The Chairman's ruling on any question of order or conduct raised at a meeting will be final. Rulings by the Chairman will be made in accordance with the provision of these standing orders and the Code of Conduct for Council members.
- 8.5 In discussion of agenda items the intention is to reach agreement by consensus. The Chairman will conduct the meeting in such a way as to ensure that all Council members have the opportunity to contribute and that no member or members dominate the discussion. If there are a number of contributions supporting one viewpoint, the Chairman shall make an opportunity for those of differing views to contribute. There is no automatic right for all members wishing to speak to an item to be heard. If a general consensus emerges, then the Chairman may curtail discussion and seek agreement to the proposal. Where a consensus decision is reached the Chairman shall ask the Council to confirm this verbally.

9. Ten minute debate

- 9.1 The purpose of a ten minute debate is to allow Council to address important issues which have arisen too recently to have been included in the agenda for a specific Council meeting. A session will be set aside at the beginning of each Council meeting for such items, the session not to exceed 30 minutes in time.
- 9.2 A Council member who wishes to propose a subject for ten minute debate shall notify the Secretary & Registrar in writing by 1700 on the Tuesday 1 week before the Council meeting at which the item is proposed.
- 9.3 The matter will be included in the ten minute debate session if
- It falls within or is relevant to the Charter or statutory functions of the Council or the Society.
 - It is not a matter which the Council has validly decided within the previous 12 months.
 - It is not covered elsewhere on the agenda for the relevant Council meeting.
 - The proposal is supported by at least two other Council members at the time of submission.
 - The member has not proposed any other subject for ten minute debate at that meeting.
 - It does not propose a motion to be put to the vote.
- 9.4 The Chairman and the Secretary & Registrar together shall decide if a proposed item is acceptable and how many items for ten minute debate will be allowed at any one meeting of the Council.

10. Motions

- 10.1 All notices of motions for submission to the Council shall be given in writing to the Secretary & Registrar and shall be received at least fourteen clear days before an ordinary meeting of the Council. (A "clear day" is a 24 hour period; 14 days does not include the day on which the Council meeting begins so is in effect by close of business 15 days before the first day of the Council meeting.)
- 10.2 All motions shall require a seconder, and this person shall be named at the time of submission of the motion and be present at the meeting at which the motion is put.
- 10.3 The Secretary & Registrar and the Chairman shall determine whether the motion shall be considered in public or confidential business. In considering this, the implications of the Freedom of Information Act 2000 as it applies to the Society shall be taken into account.
- 10.4 No motion shall be accepted if the issue addressed by the motion is already included in the agenda for the meeting.
- 10.5 The Chairman may, if it is in the interests of the Society, declare a motion out of order.
- 10.6 No motion to rescind any motion which has been passed by the Council within the preceding four months nor any motion to the same effect as any motion which has been negated within the preceding four months shall be in order.
- 10.7 Exceptionally, where a matter of urgency has arisen after the deadline for submission of motions, consideration will be given to accepting an emergency motion. The Chairman of the meeting will decide if such a motion is in order.
- 10.8 Motions of which notice shall have been given shall have precedence over other motions.

Council Governance Handbook

- 10.8 The Secretary shall insert in the agenda of any meeting of the Council all motions for which notice shall have been received in accordance with 7.1 above.
- 10.10 Once a motion is proposed to the meeting an amendment may be moved without notice.
- 10.11 When an amendment is moved no other amendment may be taken until the previous one has been cleared. If carried, an amendment becomes substantive and is put as a new motion upon which a further amendment may be moved. If the amendment is not carried, a second amendment may be moved but only one amendment shall be submitted to the Council for discussion at one time.
- 10.12 The mover of every original motion, but not of any amendment, shall have a right of reply, immediately after which the question shall be put from the chair.
- 10.13 No member, unless expressly mentioned in these Standing Orders, may normally speak more than once on the same motion unless permission be given by the Chairman to give information or if the attention of the Chairman is drawn to a point of order.
- 10.14 If, during a debate upon a motion, it is moved "That the question be now put", the Chairman shall decide whether the debate has proceeded long enough to justify accepting the motion. If the motion is accepted and seconded, it takes precedence over all other business and must be put to the meeting immediately without discussion. If the motion is carried the motion under debate shall be put to the meeting immediately without further discussion, subject to the mover being permitted to reply to the debate. If the motion under debate is an amendment and it is defeated, the main question is not affected by the above procedure and the debate upon it may continue.

11. Voting and Recording of Votes

- 11.1 Should a consensus not be reached or if in the Chairman's view it is expedient to do so, a vote shall be taken on any proposals before the meeting.
- 11.2 When a vote is taken it shall be determined by a simple majority of votes cast unless expressly mentioned otherwise in these Standing Orders, the Regulations (or for the time being Byelaws) or the Charter.
- 11.3 On the motion of a member of the Council, duly seconded, names of members of the Council voting for and against a recommendation or resolution and those abstaining from voting will be recorded.
- 11.4 The Chairman shall have a substantive vote and a second or casting vote in any case of an equality of votes.
- 11.5 The Standing Orders relating to voting shall also apply to motions brought under section 8 above.

12. Any other business

- 12.1 The Secretary & Registrar should be informed in writing before the meeting of any matter that is to be raised under Any Other Business. In exceptional circumstances a matter can be raised with the Chairman or the Secretary & Registrar verbally before the meeting.
- 12.1 Matters not raised with the Secretary & Registrar or the Chairman prior to the meeting or which could have been raised under a more appropriate mechanism will not be discussed at that meeting and may be ruled out of order by the Chairman. Should an item be raised inappropriately, guidance will be given on the appropriate mechanism.

13. Conduct of Council members

- 13.1 The Chairman may order a Council member to withdraw from a meeting if, in the opinion of the Chairman, that member has persistently disregarded the ruling of the Chairman or is behaving improperly, offensively or in a manner which is obstructing the business of the meeting. The member may be readmitted having made a suitable apology.
- 13.2 In the event of a general disturbance which, in the opinion of the Chairman, prevents the orderly conduct of business, the Chairman may adjourn the meeting for such a period as the s/he considers appropriate.

14. Dealing with Confidential Matters

- 14.1 Confidential business is conducted in private and in the presence of relevant members of staff and, exceptionally, expert advisers to the Council.
- 14.2 On occasion the Chairman may propose that an item under discussion is to be treated in total confidence, in which case members of Council (and any external adviser present) may be asked to sign an undertaking to maintain confidentiality. Staff present are bound to maintain confidentiality by the terms of their contract of employment.
- 14.3 The Council may, in the course of public business, decide a particular item(s) should not be reported, for example when disclosure of certain information may be prejudicial. In these circumstances the Council shall defer discussion of this item to confidential business, or shall ask those members of the public present to leave the meeting for the duration of the discussion of the matter.
- 14.4 The Council may decide that decisions reached in confidential business should be put into the public domain. If such a decision is not taken then the discussion and decision(s) remain confidential.

15. Suspension of Standing Orders

- 15.1 Any Standing Order may be suspended in case of urgency by resolution of the Council carried by a majority of two-thirds of the members present and voting.
- 15.2 In proposing the suspension of one or more of the Standing Orders, the member making the proposal must state the number(s) of the Standing Order(s).
- 15.3 If such a motion is agreed the suspension shall be for the duration of the item under discussion.

16. Public access to meetings

- 16.1 Members of the public may attend meetings of the Council but may not participate in them. The public may be excluded from part of a meeting during any item of business to be dealt with in confidential proceedings.
- 16.2 Electronic recording of Council meetings without prior permission from the Chairman is prohibited.
- 16.3 The Council may resolve that any member of the public be required to withdraw from a meeting if the person's conduct is such that it seriously disrupts the Council's consideration of the business of the meeting.

Standing Orders of the Committees of Council

1. The meetings of the committees of Council are regulated in accordance with these Standing Orders which Council shall agree from time to time. Amendments to these Standing Orders may be made only by the Council.
2. **Frequency of Meetings**
 - 2.1 The committees of the Council shall generally meet four times a year, as appropriate to the workload.
3. **Notice of meetings**
 - 3.1 The Secretary of the committee shall notify members in writing of the time, date and place of a meeting at least 7 days in advance of the meeting.
4. **Quorum**
 - 4.1 The quorum for each committee of Council is determined by the Council and set out in the Council Governance Handbook.
 - 4.2 No business shall be transacted at a meeting of a committee of the Council unless the specified number of members comprising a quorum are present.
 - 4.3 If within half an hour of the time appointed for the meeting to commence, a quorum is not present, the meeting shall be dissolved.
5. **Declarations of interest**
 - 5.1 All members of the committees shall complete, and keep up to date, a register of interests, gifts and hospitality. (A register of Council members' interests, gifts and hospitality is maintained separately and Council members on committees will not be asked to supply a duplicate register entry.) The Secretary of the committee will keep the register of committee members' interests, which shall be available for Council and committee members to see on request.
 - 5.2 Declarations of interest relevant to items on the agenda shall be made at the start of the discussion of the item to which it relates.
 - 5.3 In the event of a committee member not appreciating at the beginning of a discussion that an interest exists, the member should declare such an interest as soon as s/he becomes aware of it.
 - 5.4 In any case of doubt the member should openly declare the possibility of interest.
 - 5.5 The Chairman will rule on whether an interest is such as to prevent the member participating in discussion or determination of the matter.
 - 5.6 If a member of a committee believes that another member present has a direct or indirect interest in an item for discussion and that interest has not been declared, s/he should inform the Chairman. The Chairman will establish whether or not there is an interest that should have been declared, and will if necessary make a ruling in accordance with rule 5.5 above.

6. Chairman and membership

- 6.1 The Chairman, Deputy Chairman, Council members, co-opted members and observers shall be appointed by the Appointments Panel of the Council in accordance with the composition of the standing committees and the procedure for allocation to committees as set out in the Council Governance Handbook.

7. Secretary

- 7.1 The committee Secretary shall be appointed by the Secretary & Registrar and shall be a member of the staff of the Society.

8. Powers and accountability

- 8.1 The committees of the Council are accountable to the Council.
- 8.2 The remits of the standing committees of the Council are determined by the Council.
- 8.3 When establishing working groups the committees of Council should use the standard remit as required for Council working groups.
- 8.4 No committee will carry out any activity outwith the Society's current agreed strategic objectives without the prior approval of Council.
- 8.5 No committee will carry out any activity requiring expenditure beyond that which has already been approved in the annual budget by the Council without the prior approval of Resource Management Committee and the Council.
- 8.6 The agendas and minutes for all committees, except the Audit, Infringements, Remuneration and Resource Management Committees, shall be circulated to all Council members for the purposes of monitoring. The minutes of the committees of Council, except the Audit, Infringements, Remuneration and Resource Management Committees, shall be formally received by the Council at the next Council meeting following the approval by the Committee Chairman of the committee minutes.

9 Minutes of Committee meetings

- 9.1 The Secretary of the committee shall be responsible for the production of minutes which, when read in conjunction with the papers presented to the committee meeting, shall provide a correct and authoritative record of the meeting and shall be sufficiently detailed to provide an audit trail of issues discussed by the Committee and the decisions taken.
- 9.2 The minutes of the previous meeting of a committee shall be agreed at the next following scheduled meeting.
- 9.3 Any inaccuracies in the minutes of the previous meeting should be drawn to the attention of the Secretary before the next meeting.
- 9.4 If there are matters arising from the minutes of the previous meeting these should be brought to the attention of the Secretary at least 48 hours before the next meeting in order that the Chairman can be briefed appropriately.

9.5 Questions relating to matters arising shall be allowed for the purposes of information only, and no debate on the policy outlined in the minutes shall take place.

10. Business of the Meeting

10.1 The Chairman of the committee shall preside at any meeting of the committee.

10.2 In the absence of the Chairman, the Deputy Chairman shall chair the meeting.

10.3 If the Chairman and the Deputy Chairman are absent from, or otherwise unable or unwilling to preside at a meeting, the members present shall, as the first business of the meeting, elect one of their number to preside at that meeting.

10.4 The Chairman's ruling on any question of order or conduct raised at a meeting will be final. Rulings by the Chairman will be made in accordance with the provision of these standing orders and the Code of Conduct for Council members.

10.5 In discussion of agenda items the intention is to reach agreement by consensus. The Chairman will conduct the meeting in such a way as to ensure that all members have the opportunity to contribute and that no member or members dominate the discussion. If there are a number of contributions supporting one viewpoint, the Chairman shall make an opportunity for those of differing views to contribute. There is no automatic right for all members wishing to speak to an item to be heard. If a general consensus emerges, then the Chairman may curtail discussion and seek agreement to the proposal. Where a consensus decision is reached the Chairman shall ask the committee to confirm this verbally.

10.6 No proposal to rescind any decision which has been agreed by a committee within the preceding four months shall be in order.

11. Any other business

11.1 The Chairman or Secretary of the committee should be informed in writing at least 48 hours before the meeting of any matter that is to be raised under Any Other Business.

11.2 Matters not raised with the Secretary or the Chairman prior to the meeting will not be discussed at that meeting but will be deferred and included in a future agenda.

12. Dealing with Confidential Matters

12.1 The proceedings of the standing committees are confidential to the members of the Committee, the Council and staff, and any observers present.

12.2 Meetings of committees of Council are not open to the public.

13. Suspension of Standing Orders

13.1 Any Standing Order may be suspended in case of urgency by resolution of the Committee carried by a majority of two-thirds of the members present and voting. In proposing the suspension of one or more of the Standing Orders, the member making the proposal must state the number of the Standing Order(s) and the length of the proposed suspension, e.g. until the conclusion of the item or 30 minutes.

14. Voting and Recording of Votes

Council Governance Handbook

- 14.1 Whenever possible agreement should be reached by consensus.
- 14.2 If a vote is necessary to resolve a debate it shall be determined by a simple majority of votes cast.
- 14.3 The Chairman shall have a substantive vote and a second or casting vote in any case of an equality of votes.

15. Conduct of Committee members

- 15.1 All members of the committees of Council, who are not Council members, shall be made aware of the Code of Conduct for Council members and shall conduct themselves in accordance with the provisions of the Code.

Standing Orders of the Scottish and Welsh Executives and the future National Pharmacy Boards of the RPSGB

1. Standing Orders and Protocol

- 1.1 The meetings of the Scottish and Welsh Executives and the future English, Scottish and Welsh Pharmacy Boards of the RPSGB are regulated in accordance with these Standing Orders which Council shall agree from time to time. Amendments to these Standing Orders may be made only by the Council.
- 1.2 The National Pharmacy Boards shall operate within the protocol agreed by the Council, as amended from time to time. This protocol is intended to provide a framework for co-operation between the Council and the English, Scottish and Welsh Pharmacy Boards of the RPSGB and their respective secretariats.

2. Frequency of Meetings

- 2.1 The Executives or Boards shall generally meet four times a year, or as appropriate to the workload.

3. Notice of meetings

- 3.1 The Secretary of the Executive or Board shall notify members in writing of the time, date and place of a meeting at least 7 days in advance of the meeting.

4. Business of the meeting

- 4.1 The business of the meeting of a Board shall be divided into public business, which shall be conducted in public, and confidential business, which shall be conducted in private.

5. Quorum

- 5.1 The quorum for each Executive is determined by the Council and set out in the Council Governance Handbook. The quorum for each Board shall be set out in regulations.
- 5.2 No business shall be transacted at a meeting of an Executive or Board unless the specified number of members comprising a quorum are present.
- 5.3 If within half an hour of the time appointed for the meeting to commence, a quorum is not present, the meeting shall be dissolved.

6. Declarations of interest

- 6.1 All members of the Executive or Board shall complete, and keep up to date, a register of interests, gifts and hospitality. (A register of Council members' interests, gifts and hospitality is maintained separately and Council members who are members of an Executive or Board or who attend Executive or Board meetings will not be asked to supply a duplicate register entry.) The Secretary of the Executive or Board will keep the register of members' interests, which shall be available for Council members and members of the Executive or Board to see on request.

Council Governance Handbook

- 6.2 Declarations of interest relevant to items on the agenda shall be made at the start of the discussion of the item to which it relates.
- 6.3 In the event of an Executive or Board member not appreciating at the beginning of a discussion that an interest exists, the member should declare such an interest as soon as s/he becomes aware of it.
- 6.4 In any case of doubt the member should openly declare the possibility of interest.
- 6.5 The Chairman will rule on whether an interest is such as to prevent the member participating in discussion or determination of the matter.
- 6.6 If a member of an Executive or Board believes that another member present has a direct or indirect interest in an item for discussion and that interest has not been declared, s/he should inform the Chairman. The Chairman will establish whether or not there is an interest that should have been declared, and will if necessary make a ruling in accordance with rule 6.5 above.
- 6.7 If the Chairman declares an interest and it is considered by the Executive or Board that the Chairman should not be in the chair for that item, then the Vice-Chairman, or in her/his absence or inability to chair the meeting for that item, another member chosen by the Executive or Board, shall take the chair for the duration of the item.

7. Chairman and membership

- 7.1 The Chairman, Vice-Chairman and members of the Executive or Board, and those attending meetings in an ex officio capacity¹ shall be appointed, elected or co-opted as set out in the Society's byelaws or regulations and supporting procedures or guidance.

8. Secretary

- 8.1 The Secretary to each Executive or Board shall be an employee of the Society.

9. Powers and accountability

- 9.1 The Executives or Boards are accountable to the Council.
- 9.2 The remits of the Executives or Boards are determined by the Council.
- 9.3 When establishing working groups, the Executives or Boards should use the standard remit as required for Council working groups.
- 9.4 An Executive or Board shall not carry out any activity outwith the Society's current agreed strategic objectives without the prior approval of Council.
- 9.5 An Executive or Board shall not carry out any activity requiring expenditure beyond that which has already been approved in the annual budget by the Council without the prior approval of Resource Management Committee and the Council.
- 9.6 The agendas and minutes for each Executive or Board shall be circulated to all Council members following approval by the Chairman, for the purposes of monitoring. In addition, the agendas and minutes of each Executive or Board shall be circulated to all members of other Executives or Boards.

¹ Those attending in an ex officio capacity shall be entitled to attend Executive or Board meetings and contribute to discussions but shall not be entitled to vote.

10 Minutes of Executive or Board meetings

- 10.1 The Secretary of the Executive or Board shall be responsible for the production of minutes which, when read in conjunction with the papers presented to the meeting, shall provide a correct and authoritative record of the meeting and shall be sufficiently detailed to provide an audit trail of issues discussed by the Executive or Board and the decisions taken.
- 10.2 The minutes of the previous meeting of an Executive or Board shall be agreed at the next following scheduled meeting.
- 10.3 Any inaccuracies in the minutes of the previous meeting should be drawn to the attention of the Secretary before the next meeting.
- 10.4 If there are matters arising from the minutes of the previous meeting these should be brought to the attention of the Secretary at least 48 hours before the next meeting in order that the Chairman can be briefed appropriately.
- 10.5 Questions relating to matters arising shall be allowed for the purposes of information only, and no debate on the decision outlined in the minutes shall take place.

11. Conduct of meetings

- 11.1 The Chairman of the Executive or Board shall preside at any meeting of an Executive or Board.
- 11.2 In the absence of the Chairman, the Vice-Chairman shall chair the meeting.
- 11.3 If the Chairman and the Vice-Chairman are absent from, or otherwise unable or unwilling to preside at a meeting, the members present shall, as the first business of the meeting, elect one of their number to preside at that meeting.
- 11.4 The Chairman's ruling on any question of order or conduct raised at a meeting will be final. Rulings by the Chairman will be made in accordance with the provision of these standing orders and the Code of Conduct for Council members.
- 11.5 In discussion of agenda items the intention is to reach agreement by consensus. The Chairman will conduct the meeting in such a way as to ensure that all members have the opportunity to contribute and that no member or members dominate the discussion. If there are a number of contributions supporting one viewpoint, the Chairman shall make an opportunity for those of differing views to contribute. There is no automatic right for all members wishing to speak to an item to be heard. If a general consensus emerges, then the Chairman may curtail discussion and seek agreement to the proposal. Where a consensus decision is reached the Chairman shall ask the Executive or Board to confirm this verbally.
- 11.6 No proposal to rescind any decision which has been agreed by the Executive or Board within the preceding four months shall be in order.

12. Any other business

- 12.1 The Chairman or Secretary of the Executive or Board should be informed in writing at least 48 hours before the meeting of any matter that is to be raised under Any Other Business.

- 12.2 Matters not raised with the Secretary or the Chairman prior to the meeting will not be discussed at that meeting but will be deferred and included in a future agenda.
- 12.3 The Chairman may exercise her/his discretion in allowing matters raised outside standing orders 12.1 or 12.2 above to be considered by the meeting.

13. Dealing with Confidential Matters

- 13.1 Confidential business is conducted in private and in the presence of relevant members of staff and, exceptionally, expert advisers to the Board.
- 13.2 On occasion, the Chairman may propose that an item under discussion is to be treated in total confidence, in which case members of the Board, those attending in an ex officio capacity and any external adviser present may be asked to sign an undertaking to maintain confidentiality. Staff present are bound to maintain confidentiality by the terms of their contract of employment.
- 13.3 The Board may, in the course of public business, decide that a particular item(s) should not be reported, for example when disclosure of particular information may be prejudicial. In these circumstances, the Board shall defer discussion of this item to confidential business, or shall ask those members of the public or observers present to leave the meeting for the duration of the discussion of the matter.
- 13.4 The Board may decide that decisions reached in confidential business should be put into the public domain. If such a decision is not taken then the discussion and decision(s) remain confidential.

14. Suspension of Standing Orders

- 14.1 Any Standing Order may be suspended in case of urgency by resolution of the Executive or Board carried by a majority of two-thirds of the members present and voting. In proposing the suspension of one or more of the Standing Orders, the member making the proposal must state the number of the Standing Order(s) and the length of the proposed suspension, e.g. until the conclusion of the item or 30 minutes.

15. Voting and Recording of Votes

- 15.1 Whenever possible agreement should be reached by consensus.
- 15.2 If a vote is necessary to resolve a debate it shall be determined by a simple majority of votes cast.
- 15.3 On the motion of a member of the Executive or Board, duly seconded, names of members of the Executive or Board voting for and against a recommendation or resolution and those abstaining from voting will be recorded.
- 15.4 The Chairman shall have a substantive vote and a second or casting vote in any case of an equality of votes.

16. Conduct of Executive or Board members

- 16.1 All members of the Executives or Boards, who are not Council members, shall be made aware of the Code of Conduct for Council members and shall conduct themselves in accordance with the provisions of the Code.

Specific duties of the committee chairman

- i. To liaise with the Secretary on developing the work programme and forward planning of agendas;
- iii. To submit any items for the agenda to the Secretary not less than two weeks before the meeting and be consulted on the draft agenda whenever possible;
- iv. To manage the business of the Committee jointly with the Secretary;
- v. To chair meetings of the Committee;
- vi. To notify the Secretary if unable to chair a meeting;
- vii. To approve the draft minutes of meetings before their circulation;
- viii. To monitor implementation of Committee decisions;
- ix. To decide in conjunction with the Secretary those matters which fall within the Committee's responsibility;
- x. To deal with issues which arise between Committee meetings which require an urgent response in liaison with the Secretary;
- xi. To liaise with chairmen of other committees;
- xii. To participate in the Resource Management Committee (chairmen of the main committees only), accepting corporate responsibility for its decisions.

Notes of conduct of meetings

The conduct of the meeting is the sole responsibility of the chairman. It is recognised that many will have had previous experience of chairmanship and that techniques might vary depending upon the personality of a particular chairman. However, the following guidelines are commended to all who occupy this office.

- a) It is the role of the chairman to ensure that the committee deals expeditiously with the items on the agenda. The target should be to complete the agenda within the time of the meeting, but this should not be done by curtailing discussion on important matters merely to ensure completion of the agenda items.

The expected time for a particular item will have been discussed with the secretary prior to the meeting, but the chairman must be prepared to make a judgement based on the way that particular debate is proceeding and, if the circumstances so require, must decide whether to defer completion of the debate until a future meeting or complete the debate at the expense of some other items on the agenda. Such a decision will be based on the importance of the topic and on whether or not an immediate decision is essential.

- b) Although there is no formal requirement within committee business that members should only speak once on a particular subject, it is a good principle to adopt as a general rule. The chairman should make every effort to ensure that all committee

members who wish to speak are given an opportunity to do so at least once. Depending upon the subject and the expertise of the contributor, it may be sensible to allow one or more committee members to speak more frequently in a particular debate. However, the chairman should insist that this should only be on aspects of the topic which have not been covered in previous contributions. The overall aim is to prevent duplication of debating points, particularly by the same committee member.

- c) As a general rule, the chairman should act as a co-ordinator of the debate and, on the basis of the discussion, should direct the committee towards the decisions that are required. The chairman should not normally participate in the debate itself, unless he or she has a particular expertise related to the topic in question and views relevant to the discussion based on that expertise have not been offered by other members of the committee.

The prime objective of the chairman is to ensure that the committee is provided with all relevant information on the different aspects of a particular subject and then to obtain a consensus or majority view in relation to the decisions that need to be made. This responsibility should take precedence over any inclination of the chairman to become an active participant in favour of one side of the debate. A good chairman can function efficiently without any expert knowledge of the topic in hand. Additionally, a good chairman should not use his position to promote his or her own views unduly.

- d) The chairman should conduct the meeting with firmness and good humour. Committee members will respond well to this approach. They are likely to become frustrated if the chairman is not firm or is over-officious. Without firmness a meeting can deteriorate into a series of prolonged and unnecessary discussions or even into a series of separate informal meetings. A degree of formality is essential and the chairman should insist that all comments be made through the chair. On the other hand, the active co-operation of committee members is essential for the good conduct of a meeting, and this can be achieved when the chairman exercises an element of good humour within a firm approach to the conduct of business.
- e) The relationship between the chairman and secretary during the meeting is another important factor. The chairman should look to the secretary when necessary for advice on procedure and, where appropriate, on past policy. This can be given quietly to the chairman or, with the chairman's permission, and depending on the circumstances, be explained to the meeting as a whole.

Generic role profile for Council members

Responsibilities

- Ensures that the Society upholds and pursues the Objects as set out in the Charter (and on Page 1 of this Handbook)
- Exercises regulatory and law enforcement duties
- Develops strategy and policy in the interests of the profession as a whole and the public, putting forward ideas and constructively building on those of others
- Takes decisions about the prioritising of strategy according to the importance of the issue to the Society and profession and the availability of resources
- Monitors implementation of policies and activities of committees at a high level and assesses the effectiveness of the agreed strategy
- Represents the Council's policies and views in a positive way to external audiences
- Communicates with the membership, representing the views and policies of the Council through the branch structure and bringing issues back thus acting as a radar for how the membership thinks
- Sets the framework for resource strategy

Skills & knowledge

- Knowledge and understanding of the objectives and range of activities of the Society, the role of Council and the key internal and external stakeholders
- Ability to think at a strategic level, understanding both the process of development and implementation of policy and the implications of strategic and policy decisions on the Society's resources
- Analytical understanding and a logical approach to problem solving
- Ability to see the external environment as others see it
- Ability to promote the Society internally and externally in a positive and constructive way
- Leadership ability, influencing others and taking decisions as necessary
- Understanding of team member role, listens/works constructively with others
- Specific skills to enhance professionalism including presentation (technical and practical), oral communication, interpersonal skills, summarising

Personal qualities

- Accepts the need for collective responsibility for decisions taken
- Works to achieve results and is willing to compromise in the name of progress
- Respects 'expert' role of staff and others in advising committees/Council and consults as appropriate
- Networker, builds relationships and develops high level of interactive skills
- Is open to new ideas, willing to learn and able to admit errors
- Demonstrates a statesmanlike approach
- Exercises diplomacy

Generic role profile for Council Members as Committee Chair

Responsibilities

- Clarifies the aims/objectives of the committee and how they will be achieved
- Manages time, ensuring adequate, but controlled, consideration of issues without jeopardising the completion of the agenda
- Ensures that clear and unambiguous decisions are taken by the Committee moving it towards resolution of its stated aims and objectives and not towards the personal objectives of individual members
- Encourages members of the committee to take collective responsibility for what has been agreed
- Regularly liaises with the Committee Secretary and builds up a good working relationship with appropriate staff
- Ensures full participation of all Committee members including co-opted members and of the secretariat or staff members
- Oversees the implementation of policy
- Develops the Committee as an effective team resolving conflict/disagreement
- Assumes responsibility for the development of new Committee members
- Contributes to general forward planning of agenda items
- Assists the committee to review and assess its performance.

Skills & knowledge

- Good understanding of and interest in the role of the Committee/knowledge of its subject area
- Chairmanship skills including
 - managing the agenda – preparation, control of time, focus on key issues, building consensus, taking decisions, summarising
 - directing impartially to facilitate an outcome
 - re-appraising progress on implementation of past decisions
- Understanding the committee team, interacting sensitively with, and listening to, its members building on individual strengths
- Motivating and enthusing the staff involved in implementing the findings of the committee
- Influencing as necessary
- Analytical understanding and a logical approach to problem solving

Personal qualities

- Awareness of when issues are inappropriate for Committee discussion
- Confident to ask for support to learn, and come up to speed, on new issues
- Team-worker, puts team before self
- Networker, builds relationships and develops high level of interactive skills
- Demonstrates effective leadership
- Exercises diplomacy

Generic role profile for Council Members as committee members

Responsibilities

- Supports policies and strategy agreed at Council and works positively and constructively to progress them
- Takes responsibility for addressing the items that appear on the agenda by:
 - reading the papers beforehand
 - being disciplined enough not to deviate from the agenda item
 - contributing to discussions with Society not personal objectives in mind
- Participates fully in the discussions concerning the implementation of policy agreed by Council generating new ideas and building on those of others
- Clarifies the issues to be tackled and works with the Chairman and committee members to resolve them
- Ensures clear and collective decisions have been reached and action points are attributable to individuals
- Monitors, with others, implementation of established policies
- Works constructively as part of a team
- Acts as unofficial 'mentor' to settle new committee members in quickly and effectively

Skills & knowledge

- Full understanding of the role of the Committee/knowledge of its subject area
- Understanding of meeting etiquette
- Time management skills
- Listening skills

Personal Qualities

- Respects and listens to others, building on their ideas
- Is open to new ideas, willing to learn and able to admit errors
- Willing to compromise in order to reach a decision
- Accepts collective responsibility for decisions made
- Questions conclusions that are unclear
- Co-operates with others in a positive and constructive way to foster effective team-working

Generic role profile for Council Members as Officers

Responsibilities

- Sets the parameters for the work of Council and committees thus facilitating progress
- Considers and takes decisions on matters referred to the Officers by the Council
- Considers highly sensitive matters relating to staff
- Considers the work of the Policy Development Unit

Skills & knowledge

- Understands the objectives of the Society and identifies the key topical issues
- Understands the range of the Society's activities and the role of directorates and staff
- Understands the wider implications of the issues discussed
- Thinks strategically and logically
- Able to prioritise
- Communicates ideas and views effectively to others that need to know

Personal qualities

- Exercises diplomacy and maintains confidentiality
- Negotiates and reaches agreement with others
- Understands that the status of an Officer has implications owing to the particular regard given to the statements and actions of the Officers, who may be seen as the public voice of the Society

Induction and development

An induction programme for new Council members is organised each year between the publication of the Council election results and the June Council meeting. This includes a programme covering the work of the Society, setting this work in the wider context of current government policy for the healthcare professions, the responsibilities of Council and Council members and the housekeeping practicalities (expenses, travel, hotel) and orientation for the headquarters building (access, security, emergency procedures). The programme aims to help new members prepare for their role. The Secretary & Registrar and Directors introduce the work of their directorates and other key members of staff are available to add information about their particular roles. It is expected that new members of the Council will attend the induction session(s).

A training and development programme for Council members is ongoing. Council Members are expected to attend the training arranged for them by the Society at the first opportunity. Much of this training relates to the legal responsibilities of the Society and the role of Council members. It includes workshops on diversity, bullying and harassment, continuing professional development, principles of corporate finance, and trustee responsibilities. A series of seminars on foundation skills are also available which include: strategic thinking, translating strategy into policy, stakeholder mapping, monitoring performance, and core skills for committee work including chairing meetings, and broadcast media skills.

Annually, at the first meeting of each committee year, the chairmen of committees review the past year's work and brief members on current issues

Generic role descriptions for Council members and Council members as committee members, chairmen of committees and Officers have been developed and are attached at Appendix D.

Council has also agreed the following recommendations aimed at facilitating the development of Council members:

- The development of structured profiles for each member of Council to assist in the identification of skills/expertise;
- The development of a training and development plan for each member of Council;
- The development of a system for annual self-appraisal and/or peer review of each Council member's performance.

It is left to the discretion of individual new Council members as to whether or not they wish to establish an informal attachment to an experienced Council member for the first several months after joining the Council, for the purpose of developing their knowledge of the Council's procedures. If such an attachment would be helpful, new Council members should contact the Secretary & Registrar or Deputy Secretary to make the necessary arrangements.

Council members are not expected to have a detailed knowledge of all aspects of the Society's affairs. However, during their tenure as a Council Member they should build up knowledge of the topics within the remit of the committees on which they serve, and on other subjects in which they take a special interest. They should also develop a wide understanding of all aspects of the Society's work through the committees. The sources of that information are mainly Council documentation and library reference sources. These should be supplemented, where necessary, by discussions with the chairmen and secretaries of the relevant committees. Within the constraints of their workload members of staff are happy to meet with individual members of Council informally, to discuss aspects of the Society's work.

Procedure for appointment of Council committees

Prior to the June Council meeting, a letter will be sent to members of Council asking them to state which committees they wish to serve on during the year. Preferences for the four main committees plus Infringements Committee should be ranked. In addition, members of Council should indicate the committees on which they wish/would be willing to serve as chairmen/deputy chairmen.

1. On a date preceding the July committee meetings, a panel comprising the Officers plus one of the lay Council members, acting as a full member of the panel, shall meet, with the Secretary & Registrar and the Deputy Secretary in attendance, and shall appoint all committees for the ensuing year. The selection process should:
 - achieve the best outcomes for the Society internally and externally;
 - provide the requisite skills and experience for the committee to discharge its function;
 - provide training and development roles for Council members;
 - be objective in assessment of the potential contribution of individual Council members;
 - be transparent and demonstrate equity and fairness;
 - meet the wishes of individual members of Council as far as possible.
2. The panel shall also, at the same meeting, appoint chairmen and deputy chairmen of Council committees for the ensuing year. Council committees shall be chaired by Council members; and there should be a balance within the committee chairmen of continuity and experience on the one hand, and the provision of experience in chairmanship on the other.
3. The term of office for the chairman of a Council committee will normally be two or three years. If, as an exceptional circumstance, the Officers recommend an extension of the term of office of a chairman of a committee beyond three consecutive years, the reason for this decision will be explained to the Council.
4. The panel shall, at the same meeting, decide, following consultation with the chairmen and secretaries of the committees concerned, the non-members of Council to be invited to serve as co-opted members (and deputies for co-opted members on Education Committee) on Society committees and certain working/steering groups.
5. The decision of the panel shall be reported to Council members before the July committee meetings, and shall be effective at the meetings from July onwards.
6. Those persons to be invited to serve on committees as co-opted members shall be notified immediately after the July committee meetings.
7. Normally, the immediate Past President shall not be appointed to chair any Council committee, until at least one year has elapsed since being President.
8. The Vice-President will be the chairman of the Resource Management Committee.
9. Members of the Resource Management Committee shall not concurrently serve on the Audit Committee.

Person specification for appointment of Chair of Conference Committee

The Chairman of the Conference Committee requires very specific skills and abilities to deliver a successful and profitable Conference, along with a high profile in the wider Pharmacy community. The Council considered that it would not always be possible to find the right person from amongst the Council members at any given time and therefore agreed that a Chairman may be appointed who is not a Council Member. The process for this appointment is being developed. The following person specification for the role was agreed.

Chairman of Conference Committee

- Ability to understand and manage the balance between the science and practice elements of the event
- Experience of complex events with significant budget implications
- Understanding of the problems of working with volunteers and stakeholders;
- Ability to enthuse others in order to deliver the conference programme
- Understanding of sponsorship
- Ability to work with tact and diplomacy, firmly and fairly
- Good communication skills, especially when dealing with politically sensitive issues
- Ability to chair meetings and encourage active participation in the meeting
- Ability to work closely with senior staff, the conference team, external administrators and contributors to deliver all aspects of the conference
- Credibility with external bodies

Operating procedures for the Officers group

1. Membership

As set out in the Byelaws: the President, Vice-President, Treasurer and Immediate Past President with, as agreed by the Council, a lay member of the Council elected annually by the Council.

The President will chair the meetings. If the President is unable to chair the meeting, the Vice-President will take the chair for all or part of a meeting. If neither the President or the Vice-President is able to chair the meeting, the other Officers present will decide who will take the chair.

2. Secretary

The Secretary & Registrar is Secretary to the Officers group

3. Supporting staff

The Deputy Secretary & Registrar and other Directors or staff as relevant.

4. Meetings

The Officers group will normally meet once a month: on the day before Council meetings and, in months where there is no Council meeting on an agreed date near the beginning of the month.

The Secretary will be responsible for the arrangements for the meetings

5. Quorum

3 members

6. Decisions between meetings

The Secretary (or staff designated by the Secretary) will circulate the documents requiring consideration (by post or email as appropriate) and will co-ordinate the response.

It is essential to have a clear audit trail for all decisions of the Officers, therefore any decisions arrived at between meetings must be supported by appropriate documentation circulated by the secretariat. Any such decisions will appear on the next subsequent Officers group agenda for formal ratification.

7. Agendas, papers and minutes

The Secretary will

- draft agendas for meetings in consultation with the President
- draft, or make arrangements for the drafting of, supporting documents to the agendas
- make arrangements for the minutes of the meetings of the group to be taken

The minutes will record the decisions of the meeting and any decisions taken between meetings in accordance with the provision at 6. above

Agendas and papers will normally be despatched five clear working days before the meetings

Draft minutes will normally be despatched to the members of the Officers group within seven working days of the meetings

Agendas, papers and minutes will be sent to all Council members in order that all Council members are able to monitor the work of the group. These documents are confidential and will not be made available outside Council, except to Directors and other relevant staff, who require the information in order to fulfil their duties. Some papers, generally those that contain personal information about individuals, will only be sent to the Officers group.

Minutes will be formally received by the Council in the confidential session at the next practicable Council meeting following each group meeting.

8. Raising issues

Any Council member wishing to raise a matter with the Officers group should do so, except in exceptional circumstances, in writing (preferably by email), with the President and/or the Secretary & Registrar. This should be at least seven working days before the relevant meeting of the group.

[The Council Governance Handbook (at 2.2, para 7) sets out that committee chairmen and secretaries should together decide upon matters which fall within the committee's responsibility.]

9. Declaration of interests

The members of the Officers group, being Council members, will have made, and will keep up-to-date, their written declarations of interest. At meetings of the Officers group standing order 6 of the Council standing orders will apply as set out below

6. Declarations of interest

- 6.1 Declarations of interest relevant to items on the agenda shall be made at the start of the discussion of the item to which it relates.
- 6.2 In the event of a member not appreciating at the beginning of a discussion that an interest exists, the member shall declare such an interest as soon as s/he becomes aware of it.
- 6.3 In any case of doubt the member should openly declare the possibility of interest.
- 6.4 The Chairman will rule on whether an interest is such as to prevent the member participating in discussion or determination of the matter.
- 6.5 If a member of Council believes that another member present has a direct or indirect interest in an item for discussion and that interest has not been declared, s/he should inform the Chairman. The Chairman will establish whether or not there is an interest which should have been declared, and will if necessary make a ruling in accordance with 6.4 above.
- 6.6 If the Chairman declares an interest and it is considered by the committee that the Chairman should not be in the chair for that item, then the Deputy Chairman, or in her/his absence or inability to chair the meeting for that item, another other committee member chose by the committee, shall take the chair for the duration of the item.

Appendix L

Scheme showing outline of business, attendance and reporting for Council meetings

	ATTENDING			REPORTING
PUBLIC BUSINESS	Members of the Society Members of the public Press	Branch observers Invited observers Chief Pharmacists of England, Scotland & Wales Appropriate senior managers Other staff as necessary	Secretary & Registrar Directors Chairmen of Scottish and Welsh Executives Editorial Director, PJ Publications Head of Central Administration	Press free to report Reported in The Pharmaceutical Journal Transcript published on Society's website
CONFIDENTIAL BUSINESS				Not reported unless Council so decides for specific items

Standard for remit and working procedures for working groups of the Council and of committees of the Council

Remit

Title

All working groups should have a title, which encapsulates the purpose for which they were established

Remit

All working groups will be given by the Council (or committee, where a working group is established by a committee of the Council) a clear remit and timescale at the time of their establishment.

In exceptional circumstances, the Officers can take a decision to amend the remit of a working group. The decision of the Officers must be reported to the next subsequent meeting of the Council for ratification.

What the group is to do

The results expected from working groups, the timescale in which the results are to be delivered, the method of reporting and to whom (this could be the Council itself, or one of the Committees of the Council) will be set out and agreed by the Council (or committee) at the time of establishment.

Composition

The chairman shall be a Council member or an appointed outside expert. Working groups will usually be made up of Council members with, where appropriate, external members with expertise in the relevant subject area or discipline.

The composition of the working group will be agreed by the Council (or committee) as part of the decision to establish the working group. However, the names of the members of a working group may be agreed after the decision to establish a group. The Chairman of any working group should, however, normally be agreed at the time of its establishment.

When appointment of the chairman or the members of a group is being made, declarations of interests should be sought so that the Council (or committee) can be assured that there are no potential conflicts of interest for the members of a particular working group.

Timescale for the Group

Working groups should be time limited and should have a timescale to which they are working, set out and agreed at the time the Council (or committee) agrees to their establishment. The Council (or committee) should receive a report from a time-limited working group by the agreed time when, exceptionally, any need for an extension can be agreed.

Where working groups are, exceptionally, established with no fixed timetable, the agreement to establish the working group should include clear mechanisms for reporting on the work of the group, and the date set for review by the Council (or committee) of its continuing existence.

Quorum

A quorum for a working group should be agreed by the Council (or committee) as part of the decision to establish the working group.

Secretary/Lead staff member

Appropriate staff will support all working groups. The lead staff member providing support for the group should, ideally, be identified to the Council (or committee) at the time of the decision to establish the working group. Where this is not possible, the Director who will be responsible for ensuring the appointment of a lead staff member, should be identified at this time.

In attendance

Working groups may require advice and support from a number of staff members over their life. The Chairman and lead staff member will agree this requirement, and ensure its availability for meetings of the group.

Meetings

It may be possible at the time of agreeing the remit of a working group to specify the number of meetings the group will need (an important consideration for budgetary purposes). Most time-limited working groups will, for example, need only one or two meetings.

Where working groups are established for a longer period, the agreement to establish a group should provide some guidance as to the frequency of meetings alongside the schedule for reporting back and review.

Resources

The proposal for the establishment of a working group will include resource implications. A budget will be allocated on establishment. The working group should not exceed its budget without the prior consent of the Council (or committee). No expenditure may be made by any member of a working group unless it has been specifically approved, in advance, by the budget holder and the entire group.

Expenses

Expenses will be payable at the levels agreed by the Council and in accordance with the guidelines for reimbursable expenses for Council members applicable at the time of the meeting as detailed on the Council member expense form.

Roles and procedures

These procedures are based in the agreed procedures for committees as set out in the Council Governance Handbook. The cornerstone of these procedures is integrated working between the Chairman, the members of the working group and the staff supporting the work.

The Chairman

- will provide leadership to the working group
- will chair the meetings encouraging full discussion of the issues and ensuring that all members are able to participate, following the principles established and adopted by the Council in its standing orders
- will work with the Secretary to develop agendas, work programmes and to advise on reports/information/documentation to be brought forward to the working group for consideration, in consultation with the members as appropriate
- will approve the minutes of the working group
- will ensure that the group follows the principles of good governance which are set out in the Council Governance Handbook

The members

- will support the Chairman in her/his role as leader
- will undertake to follow the principles of good governance set out in the Council Governance Handbook
- will contribute from their own knowledge and experience to the to discussion and debate at working group meetings
- will respond in a timely manner to requests for comments on draft papers or reports, etc

The Secretary/lead staff member

- will arrange dates for meetings in consultation with the Chairman
- will be responsible for making arrangements for the meetings (venue, catering, etc) or designated staff
- will draft agendas for meetings in consultation with and agreement by the Chairman before despatch
- will write, or make arrangements for, the minutes/action notes of the meetings of the group to be taken, confirm these with the Chairman and circulate to the group members (Council members not on the working group may request a copy of the minutes.)
- will advise the Chairman on issues arising which impact on the work of the group and work with the Chairman to resolve any problems
- will progress the work of the group between meetings, undertaking correspondence, information gathering, etc within the agreed work programme
- will draft papers for presentation to the working group
- will arrange for any work required of other members of staff or external experts including legal advice which will be arranged through the Society's Director of Fitness to Practice & Legal Affairs or the Society's Legal Adviser
- will make arrangements for external expertise to be made available to the working group in the appropriate format (paper, report, presentation, etc.)
- will be the budget holder and will be responsible for all expenditure on the work of the group
- will ensure that reports are made to the Council at the appropriate time according to the schedule for the work and in the agreed format
- will support the Chairman in presenting the reports to the Council

Nomination to international organisations

1. The office shall on receipt of a request for a nomination to an international organisation, invite expressions of interest from Council members and nominations of other members including non-Council members. Non-Council members where appropriate, may include staff.
2. An explicit framework for each post, including working relationships (such as with other UK pharmacy bodies) and budgets, to be included in the request for nomination.
3. A panel comprising the Officers plus a lay member of the Council (as full member of the panel), together with the Secretary & Registrar and the Deputy Secretary shall consider the nominations in the light of all expressions of interest.
4. The selection process should aim to :
 - Achieve the best outcomes for the Society internally and externally;
 - Ensure the requisite skills and experience of the Society's nominee to facilitate the organisation in the discharge of its functions;
 - Be objective in assessment of the potential contribution of the nominated individual;
 - Be transparent and demonstrate equity and fairness.
5. Where a member of the panel has expressed an interest in being nominated to a particular organisation they shall not be present for the part of the meeting during which the nomination is considered.
6. The term of office for the nominee shall be as determined by the organisation to which they are nominated. However, in the case of Council member nominees, Council may wish to review the position where the nominee ceases to be a member of Council and in exceptional circumstances the nomination may be withdrawn.
7. The Resource Committee can request to review the budgetary implications for the nomination.
8. Attendance at meetings of the body shall be in accordance with the agreed principles for attendance at overseas meetings.
9. The organisations to which this procedure currently refers are:
 - International Pharmaceutical Federation Congress (FIP)
 - Pharmacy Group of the European Union General Assembly (PGEU)
 - Commonwealth Pharmaceutical Association (CPA)
 - Europharm Forum
10. This will apply to any other international organisation that shall seek nomination from the Society.

Equal Opportunities Policy

1. Policy Statement

The Society believes that all decisions about people at work should be based on the individual's abilities, skills, performance and behaviour, and the Society's business requirements. Questions of an individual's race, ethnic origin, colour, gender, marital status, age, religion, membership or non-membership of a trade union or sexual orientation are never relevant to its business. Issues of disability should only be considered against the particular requirements of the job.

The Society's equal opportunities policy applies to decisions about recruitment, selection, promotion, training and development, pay, employment benefits, discretionary or otherwise, conditions of employment and the allocation of work to employees in all parts of the Society and at all levels.

The Society's equal opportunities practices and policies must be strictly adhered to by all employees. Discrimination, abuse, or failure to observe Society policy and practice may result in disciplinary action being taken, including summary dismissal in serious cases.

2. Harassment

The Society wants to provide an environment which respects the dignity of individuals at work. Harassment, victimisation or bullying of individuals based on any of the issues listed in the Equal Opportunities Policy statement above is neither permitted nor condoned by the Society.

Harassment may involve unwanted/unnecessary physical contact, words, writing or pictures; or isolation or non co-operation, coercion or intrusion by pestering or spying. Any of these behaviours will always be viewed extremely seriously, and a single serious incident can result in summary dismissal for gross misconduct.

3. Responsibility for the Equal Opportunities Policy

All employees are expected to act in accordance with this policy. They must be aware of the implications of equal opportunities legislation when carrying out their duties. Employees contravening this policy may face disciplinary action, and may also find themselves required to pay compensation as a result of legal action taken against them by aggrieved individuals.

4. Complaints of discrimination

If employees believe that the Equal Opportunities Policy is not being followed and informal attempts to resolve the issue have failed or are inappropriate in the circumstances, the matter should be raised through the Grievance Procedure (see Section 11, 'Resolving Problems').

Employees may always contact their manager or the Human Resources Division, formally or informally, and in confidence if they wish, to discuss their situation. It is helpful to raise these problems at an early stage.

5. People with Disabilities

The criteria, which the Society applies to prospective employees who are disabled, are that they should be capable of filling the post to a satisfactory standard and without endangering themselves or other people. The Society will attempt to make reasonable adjustments to promote job opportunities and remove barriers for people with disabilities or for employees who become disabled.

6. Equal opportunities monitoring

In order to measure the success of the policy, equality monitoring is undertaken for all Society employees and prospective employees. The statistics produced are published annually.

7. Equal Opportunities Training

All employees should gain an understanding of the Society's Equal Opportunities Policy and the Society will endeavour to cover this area as part of each new employee's induction programme. Employees should request training on the implications of equal opportunities if they need clarification on any of the points raised in this document.

Harassment and Bullying Statement

1. Introduction

The Society considers that all staff, Council Members and Committee members have the right to be treated with dignity and respect at work and will seek to ensure that the working environment is sympathetic and conducive to effective job performance.

This statement sets out what is defined as being harassment, bullying and victimisation. It also describes the personal conduct expected of all Society Council Members, Committee members, members of the Society engaged on Society business, staff, contractors, and visitors when interacting with others.

The Society is committed to providing a working environment that enables people of all backgrounds and interests to work together and to achieve their potential. To ensure that this can happen the Society does not tolerate any form of harassment, bullying or victimisation. All allegations of such behaviour will be investigated fairly and promptly. All complaints will be handled under the Code of Conduct for Council Members or the Disciplinary procedures for staff members. Everybody needs to be responsible for challenging all forms of harassment and for respecting the dignity of all individuals.

2. The legal position

Employers have a duty of care for all their employees. If the mutual trust and confidence between employer and employee is broken, which can occur when bullying or harassment take place, then the employee can resign and claim 'constructive dismissal' on the grounds of breach of contract. Breach of contract may also arise from a failure to protect an employee's health and safety at work under the Health and Safety at Work Act 1974, and persistent bullying and harassment typically involves the causing of psychological harm, so amounting to a failure of the duty to protect health and safety. Harassment and bullying may also be a breach of discrimination legislation and, in addition, are covered by the Criminal Justice and Public Order Act 1994. Employers and/or the individual harasser or bully may find themselves facing fines, compensation and possibly a jail sentence.

3. What is harassment?

Harassment is unwanted conduct affecting the dignity and well-being of women and men at work and can take many forms. It may be related to age, sex, race, disability, religion, nationality or any personal characteristic of the individual and may be persistent or an isolated incident. It includes a range of unsolicited behaviours which, whether intentional or not, create feelings of unease, humiliation, intimidation or discomfort; or cause offence, exclusion or withdrawal, or threaten or appear to threaten, job security or ability to continue in office. The key is that the actions or comments are viewed as demeaning and unacceptable by the recipient.

It is not just an individual whose behaviour may be perceived as harassment – groups of people may pick on, harass or bully someone.

4. What is bullying?

Bullying may be characterised as offensive, intimidating, malicious or insulting behaviour, or an abuse or misuse of power, which undermines, humiliates, denigrates or injures the recipient. It can manifest itself in a variety of ways. A person in authority can bully a subordinate, a colleague can bully a peer or a group can bully an individual. Bullying is insidious and undermines the ability and confidence of the person who is suffering from it.

Bullying is **not** legitimate, constructive, justifiable and fair criticism of an employee's performance or behaviour at work through the appropriate line management channels with appropriate guidance on proper standards and how to achieve them.

In practice it is sometimes difficult to distinguish between bullying and harassment. Both are about the abuse of power – whether by use of physical strength, behaviour and attitude, or position of authority. If issues of gender, race, disability, sexual orientation, religion or belief are involved, then this would be a form of direct discrimination and therefore unlawful.

5. Responsibility

Everyone has the responsibility to respect the dignity of others by ensuring that:

- our own behaviour does not constitute harassment in any of its forms
- we do not condone, either actively or passively, the unacceptable behaviour of others
- when we see unacceptable behaviour taking place we take action to stop it and inform the appropriate authority.

6. Relationships between Council members and staff

Further guidance on the relationship between Council members and staff is provided in Sections 7 and 8 of the Council Governance Handbook and in the Code of Conduct for employees.

7. Responsibilities of managers

Managers within the Society have a responsibility to ensure bullying and harassment do not occur in areas under their control. If managers believe that this might be the case, they should take immediate action as it is helpful to tackle these issues at an early stage. The Society will provide training to managers on dealing with this sensitive issue.

8. Complaints of bullying or harassment

Any individual's complaint of bullying or harassment will be investigated promptly and objectively and the complaint will be taken seriously. The incident will be handled fairly, confidentially and sensitively. The Society will protect any individual who brings a complaint in good faith from victimisation or retaliation.

9. Procedures

Any complaint against a Council member will be handled under the Code of Conduct for Council Members. The procedure is set out in Section 9 of the Council Governance Handbook, Conduct of Council Members.

Complaints against employees will be handled through the Society's grievance procedure as set out in the Employee Handbook, Section 11, Resolving Problems.

Register of Interests, Gifts and Hospitality

The purpose of this register is to enable members of Council to make a clear declaration of any interests, gifts or hospitality that could, or could be thought to, affect their performance of their Council duties. Declaration of an interest does not necessarily prevent a member of Council from speaking on a subject related to that interest, but it ensures that there can be no perception that the member of Council may be seeking improperly to influence Council decisions for personal benefit. Each member of Council is responsible for ensuring that any amendment to the Register is made.

The Register is available for inspection on request.

For clarity, if you have nothing to register for any section it is necessary to make a nil declaration by writing "Nothing to declare" or "None" under each relevant heading.

PART A

Register of Interests

Name:

1. EMPLOYMENT: Please list full and part time employment, giving details of employer and nature of duties, including

Paid directorships of companies (public or private)

Full time paid employment, including self-employment

Part time paid employment, including self-employment

2. OFFICES HELD FOR WHICH YOU ARE PAID: Please list offices held for which you are paid. . Where this includes membership of organisations associated with health or healthcare, science or pharmaceutical education, or other public service offices please indicate the nature of such membership and any office held.

3. OTHER PAID ACTIVITY: Please include consultancies, self employed work (contract work), and contributions to professional and scientific publications for which you are paid.

Council Governance Handbook

4. **SPONSORSHIP:** Please include any awards, sponsorship, bursaries, grants for research, etc.
5. **UNPAID OFFICES HELD:** Please list offices held. Where this includes membership of organisations associated with health or healthcare, science or pharmaceutical education, or other public service offices, please indicate the nature of such membership and any office held.
6. **UNPAID MEMBERSHIPS:** Please include membership of organisations, committees etc not listed above, including branches/regions of the Society.
7. **FAMILY INTERESTS:** Please list any financial interests of yourself or close family members that might be considered relevant to your position as a member of Council.
8. **BENEFICIAL INTERESTS IN SHAREHOLDINGS:** Please list the names of companies or other bodies in which you have, either on your own behalf or on behalf of a spouse or infant children, a beneficial interest in shareholding of a nominal value greater than one-hundredth of the issued share capital

Signed

Dated

Revised on

PART B

Register of Gifts and Hospitality

Members of Council should make a Register entry to disclose any substantial gift or hospitality received. It is not necessary to record gifts with a value of less than £50 or hospitality such as a light sandwich lunch, or a simple reception, nor events to which all members of the Council are invited. A separate Register entry should be made every time the benefit provided is substantial and could therefore be perceived as having an actual or potential influence on the conduct of a member of Council.

Name:

Date of Acceptance:

Received from:

Gift/ Hospitality received:

Date recorded:

Signature:

International travel

The following criteria and general principles apply universally to all overseas travel

1. Criteria

Each meeting/visit must

- be in the interests of pharmacy in Great Britain;
- be within budget;
- follow the agreed procedure.

2. Principles

The budget for Council is held by the Secretary & Registrar. The Resource Management Committee considers requests for Council members to travel overseas and, within the agreed guidelines makes a recommendation to the Council for final approval of requests.

- a) All requests for travel by members of Council to be funded by the Society should be directed to the Resource Management Committee stating:
 - The title/purpose of the meeting
 - The frequency if on-going
 - The rationale for attendance
 - Estimated cost/budget allocation
 - Arrangements for itinerary
- b) Where official funds are used there must be an official briefing prior to the visit and a report on return.
- c) All arrangements should be made through the office where possible. Exceptionally where the arrangements are not made through the office, these should be confirmed with the Secretary & Registrar prior to departure.
- d) Spouses should not attend at the Society's expense, although there may be certain instances where a special case could be made e.g. due to diplomatic considerations. Spouses may, however, attend at their own expense.

3. President's overseas visit

The President's overseas visit should continue to be annually, but should be based on a case of need and affordability. The visit should be initiated by the President of the day within the above Council guidelines and must be of benefit to the country being visited and the Society in the wider environment, and/or to gain overseas diplomacy.