



**Council**  
**4 February 2016**  
**Updates to the Governance Handbook**

<b>Classification</b>	Public
<b>Purpose</b>	For decision
<b>Issue</b>	This paper sets out a number of recommended amendments to the Governance Handbook in advance of the reconstitution of Council.
<b>Recommendation</b>	To agree the amendments to the Governance Handbook set out in this paper.
<b>Financial and resourcing implications</b>	Minor savings will arise from changes to the liaison arrangements with OEIs
<b>Equality and diversity implications</b>	None
<b>Communications implications</b>	The Governance Handbook is published on the GOSC's website
<b>Annex</b>	Draft revised Governance Handbook (provided to members online only)
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## Background

1. Our Corporate Plan states that we will 'ensure that our governance is appropriate and effective'. As part of that commitment, periodically we update our Governance Handbook.
2. A number of minor revisions are necessary in consequence of the reconstitution of Council. In addition the opportunity has been taken to 'tidy up' other aspects of the handbook.
3. A further issue that is addressed in this paper but which does not form part of the Governance Handbook is the regular meetings with osteopathic educational institutions.

## Discussion

4. The Executive has identified a number of areas of the Governance Handbook which it would be helpful to amend which are detailed below. The first table contains more significant amendments and the second table minor matters that are factual updates reflecting previous Council decisions or where there are inconsistencies in the current Handbook.

### *Significant updates*

<b>Issue and explanation</b>	<b>Proposed text</b>
<p><b>Decisions taken outside of meetings</b></p> <p>The Standing Orders allow for decisions to be taken outside of meetings but are silent on the mechanisms for doing so or the circumstances in which it is appropriate.</p> <p>The amendment seeks to address these two issues.</p>	<p>Page 21, Standing Orders 38 and 39</p> <p>38. Members may be asked to approve recommendations outside of meetings, by email or any other electronic means, if time requires a decision to be made. Approval will require six votes in favour of the recommendation.</p> <p>39. Where it is known at a meeting of Council that a decision of Council is required to be taken before the next meeting of Council, members shall be informed at the meeting. Where a matter arises between meetings it shall only be considered outside of a meeting with the permission of the Chair.</p>

<p><b>Application of Standing Orders to meetings of committees</b></p> <p>The Standing Orders were drafted initially for the use of Council although at various times references to committees have been included.</p> <p>It is proposed that amendments are made to extend relevant Standing Orders to committees as well as Council</p>	<p>Page 25 Standing Orders 69, 70 and 72</p> <p><b>Meetings and proceedings of committees (other than the fitness to practise committees)</b></p> <p>69. Committees will normally meet three times in each calendar year.</p> <p>70. Standing Orders 9-11, 13-14, 17, 24-39, 41-58 may be read as applying to committee meetings as well as to meetings of Council.</p> <p>(As a consequential amendment, Standing Order 81 – minutes of committees is deleted).</p>
<p><b>Removal of external members of non-statutory committees</b></p> <p>At present there is no clear method for removing external members of non-statutory committees.</p> <p>It is proposed to amend the Standing Orders and the committee section of the Governance Handbook to extend the same rules to non-statutory committee members as those who serve on statutory committees.</p>	<p>Page 25, Standing Order 76</p> <p><b>Removal from statutory and non-statutory committees</b></p> <p>76. Members of the statutory and non-statutory committees will be removed from appointment by the Council in the circumstances laid down in paragraph 13 of the Statutory Committee Rules.</p> <p>Page 42</p> <p><b>3.14 Removal from statutory and non-statutory committees</b></p> <p>A member of a non-statutory committee who is not a member of Council shall be removed from office in accordance with the Statutory Committee rules as if they were a member of Council.</p>

<p><b>Clarification of the role of Council with regard to approving matters for consultation</b></p> <p>This proposed amendment clarifies the role of Council in relation to those matters that it should approve for consultation, limiting this to major matters of policy rather than more operational matters but also ensuring that policy committees are engaged with other policy proposals.</p>	<p>Page 27, Role of Council</p> <p>f. Ensures the quality of decision making is supported by effective stakeholder engagement and appropriate evidence, including approving for consultation any policy proposal that relates to any matter reserved to Council and ensuring that due consideration has been given to all other policy matters by the relevant committee of Council.</p>
<p><b>Clarifying arrangements for appointments to non-statutory committees</b></p> <p>These amendments clarify that nominees to non-statutory committees must be Council members (as opposed to appointment for external members).</p> <p>It is also proposed that the eight year time limit for Council and statutory committees is also extended to non-statutory committees.</p>	<p>Page 41</p> <p><b>Appointments to Non-Statutory Committees</b></p> <p>a. The Chair of Council shall consider nominations from Council members who wish to serve on the Committee and determine the membership based on the needs of Council in providing an appropriate balance of skills and turnover across the governance structure.</p> <p>b. Appointment of external members to the Audit Committee, Osteopathic Practice Committee and Remuneration and Appointments Committee is made by Council, following the recommendation by the Chair of Council.</p> <p>c. No person shall serve more than eight years as a member of any single non-statutory committee.</p>

<p><b>Removal of requirement to report all budget transfers to Council</b></p> <p>Budget transfers of more than £20,000 are required to be reported to Council but there is also a requirement to report all transfers to Council. This practice has never been followed and appears to be unnecessary.</p>	<p>Page 51, section 7.3</p> <p>Deletion of the words '3. The Chief Executive will report all budget transfers to Council.'</p>
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*Minor amendments*

<b>Issue</b>	<b>Amendments</b>
References to size of Council and quorum	Minor amendments on pages 4, 7, 18, 19 and 38
Reference to Constitution Order	Inclusion of new order on pages 5, 17 and 95.
References to Corporate Plan	Updated to reflect new title 'Corporate Strategy' and dates on pages 6, 9 and 10.
Reference to equality and diversity action plan	Deleted on page 15 (no longer separate from equality and diversity policy).
Appointment of members of non statutory committees	Standing Order updated for consistency: 72. Appointments to non-statutory committees will be made in accordance with the terms of reference of those committees (page 25).
Reference to Code of Practice and Standard of Proficiency	New footnote referring to Osteopathic Practice Standards (page 48).
Electronic payments	Current authorisation requirements for cheques extended to electronic payments (page 52).
Remuneration policy	Updated in consequence of Council decision July 2015 (page 65)
Fees and expenses publication	<p>New wording on page 68 to reflect ICO requirements</p> <p><b>10.5 Publication policy</b></p> <p>The fees and expenses of non-executive members of the governance structure are published in the GOsC's Annual Report.</p>

*Other issues*

5. The GOsC has held regular meetings with the osteopathic educational institutions (OEIs) since 2001.
6. Until 2004 these meetings were chaired by a member of staff. It appears from minutes of the Education Committee in 2003-4 that at that time there were significant tensions between staff members, the OEIs and the Committee.
7. A decision was taken by the Chair in early 2004 that future meetings with the OEIs should be chaired by the Chair of the Education Committee. Since that time it has become custom and practice for the Chair of the Committee to chair the meetings with OEIs.
8. This arrangement (and the OEI liaison meetings themselves) has never been incorporated into the Governance Handbook. The meetings are operational in nature rather than delivering a governance function.
9. With the reconstitution of Council it seems an appropriate time to review this arrangement which appears to be a hangover from a different era when relationships with the profession and its organisations were significantly different.
10. We would propose that in line with our approach to partnership working that the chairing of these meetings should be shared between GOsC staff and a nominee from the OEIs, agendas should continue to be developed jointly and the GOsC would continue to service the meetings.
11. A further issue that will need to be reviewed in 2016 is the GOsC's whistleblowing policy. Although Council agreed a comprehensive policy that relates to complaints about osteopaths, the whistleblowing policy in the Governance Handbook, which applies to staff and non-executives, is somewhat limited.
12. Recent experience at the General Dental Council suggests that we should critically review our policy and it is proposed that a new policy is brought back to Council in due course.
13. In addition we are still waiting for the final enactment of changes to the Osteopaths Act as a consequence of Health and Social Care (Safety and Quality) Act 2015 which may require further minor amendments in due course.

**Recommendation:** to agree the amendments to the Governance Handbook set out in this paper.