



Council
29 January 2020

Remuneration and Appointments Committee (RaAC) – Terms of Reference

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| Classification | Public |
| Purpose | For decision |
| Issue | The paper sets out amendments to the terms of reference for the Remuneration and Appointments Committee (RaAC). |
| Recommendation(s) | To approve the changes to the terms of reference as outlined in the paper. |
| Financial and resourcing implications | None |
| Equality and diversity implications | None |
| Communications implications | None |
| Annex(es) | Current RaAC terms of reference |
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Background

1. The Remuneration and Appointments Committee (RaAC) has terms of reference which are approved by Council and which are set out in the Governance Handbook. The current terms of reference for the RaAC are attached at Annex A.
2. Following the change in Chief Executive and Registrar leadership last year, it was identified by the RaAC in October 2019, that some amendments were required to the terms of reference of the committee. These are set out in the paper.

Discussion

3. The October 2019 RaAC meeting identified that amendments to the terms of reference were required in order to resolve deficiencies around the oversight and management of the probation period and the removal of a Chief Executive and Registrar. It is proposed that the following points be added to the existing terms of reference:
 - a. Following appointment, make arrangements for the formal review of the probation period of the Chief Executive and Registrar to be informed by feedback from Council, staff and stakeholders.
 - b. Advise Council that the formal review of the probation period of the Chief Executive and Registrar has been completed and clarify whether the probation period has been successfully passed or whether the probation period has been extended.
 - c. If required, oversee a performance management process for the Chief Executive and Registrar, which will ensure feedback is provided to them by the Chair of Council supported by two members of the Remuneration and Appointments Committee.
 - d. If appropriate, make recommendations to Council concerning the removal of the Chief Executive and Registrar.
4. In addition, it is recommended that a small change to the quoracy of the RaAC is also made. Currently, the RaAC quoracy reads as follows:

Three members – the Chair of Council, and at least one lay member and one osteopath member.

5. If the Chair of Council is unable to attend the RaAC meeting, the meeting would be inquorate. It is proposed that the quoracy is amended as follows:

Three members – two lay members, of which one must either be the Chair of Council or the independent member, and one osteopath member.



Recommendation: To approve the changes to the terms of reference as outlined in the paper.

Terms of Reference

The Remuneration and Appointments Committee oversees appointment, performance and remuneration policy in relation to Council, non-executives¹ and staff of the GOsC and makes recommendations to Council. To do this it will:

- a. Advise Council on the arrangements for the appointment, induction and performance review of the Chair and members of Council in accordance with the PSA's standards.
- b. Appoint the panel, including independent members, for appointing the Chair and members of Council.
- c. Provide assurance of high standards in the appointment and performance review of all other Council appointees including non-Council members of committees and other Council appointees.
- d. Advise Council on its structure, composition and competences.
- e. Make arrangements for the performance review process for Council as a whole.
- f. Make arrangements for the appointment of the Chief Executive and make a recommendation to Council.
- g. Consider and approve the remuneration of the Chief Executive on an annual basis.
- h. Receive an annual report from the Chief Executive on HR strategy.
- i. Consider and approve recommendations of the Chief Executive in relation to pay, performance and reward of all other staff.
- j. Consider any issues in relation to the remuneration of non-executives (including the requirements of the Charity Commission), review the remuneration of non-executives annually and make recommendations to Council.
- k. Consider any issues in relation to the performance review of non-executive members and make recommendations to Council.
- l. Make an annual report to Council on the work of the Committee.

¹ Non-executives are defined as members of Council, statutory and non-statutory committees and any other individuals, other than the Chief Executive and the executive team, appointed from time to time to undertake tasks on behalf of Council.

Annex A to 9

Meeting Frequency

Three times yearly or more frequently if required. Some business may be appropriately conducted out of committee.

Membership

The Chair of Council, one lay member and two osteopath members of Council and one external lay member with appropriate expertise.

There are no co-opted members.

Quorum

Three members – the Chair of Council, and at least one lay member and one osteopath member.