



Council
21 November 2018
Updates to the Governance Handbook

Classification	Public
Purpose	For decision
Issue	This paper sets out a number of recommended amendments to the Governance Handbook
Recommendations	<ol style="list-style-type: none">1. To agree the proposed revised sections in the Governance Handbook at Annexes A to C.2. To agree the proposed revision to the expenses policy at paragraph 10.3. To note the changes to declarations of interest.
Financial and resourcing implications	None
Equality and diversity implications	None
Communications implications	The Governance Handbook is published on the GOSc's website
Annexes	<ol style="list-style-type: none">A. Revised Code of ConductB. Revised Role of CouncilC. Revised Chair of Council role
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Background

1. Our Corporate Strategy states that we will 'operate with high standards of corporate governance'. As part of that commitment, periodically we update our Governance Handbook¹.
2. In addition since mid 2017, the GOsC has also been subject to additional requirements as a registered charity.
3. In 2017 a coalition of organisations in the charitable sector, the Charity Governance Code Steering Group², established a new Charity Governance Code³ which is considered to be a statement of best practice for the sector.
4. This paper presents the conclusion of a review of the GOsC's current Governance Handbook in line with the Charity Governance Code and other useful changes that have been identified.

Discussion

Procurement of services

5. Council had previously agreed that it would be helpful to review the procurement policy set out in Section 7 (Financial Procedures) of the Governance Handbook.
6. An updated procurement policy has been developed separately to this review and is presented in the next paper on the agenda.

Charity Governance Code

7. The Chief Executive has undertaken an exercise to ensure that the Governance Handbook is broadly compatible with the Charity Governance Code. Overall, no significant gaps have been identified. However, there were a number of minor areas where minor additions or changes of emphasis were identified as being desirable. These are set out in the table below.

Charity Governance Code reference	Proposed changes
1.3 Keeping under review charitable purpose and public benefit.	Suggested amendment to the Role of Council (p.27) to reflect this requirement.

¹ <http://www.osteopathy.org.uk/news-and-resources/document-library/about-the-gosc/governance-handbook/>

² <https://www.charitygovernancecode.org/en/about-the-code-1/steering-group-and-sponsors>

³ <https://www.charitygovernancecode.org/en/pdf>

1.5 Assessing the benefits and risks of partnership working.	Suggested amendment to the Role of Council (p.27) to ensure that Council has effective oversight of partnership arrangements.
2.5 Agreeing values consistent to the organisations' purpose	Suggested amendment to the Role of Council (p.27) to make explicit Council's role in relation to values.
2.5 Performance management of the Chief Executive	Suggested amendment to the Chair of Council's Role (p.28) to include review and appraisal of the Chief Executive (n.b. this currently appears in the Scheme of Delegation but not in the role description).
3.1 Making explicit the duty of the charity's trustees to act in the best interests of the charity and its beneficiaries.	Suggested amendment to the Code of Conduct (p.12 and p.86) to reference these duties and also to reflect amendments to the Osteopaths Act in 2016 defining the objectives of the GOsC.
4.5 Reviewing the scheme of delegation.	Suggested amendments to the Role of Council (p.27) to provide for review of the Scheme of Delegation.

8. The suggested amendments in the table above can be found at Annexes A to C.

Amendment to Remuneration Policy

9. The GOsC's policy for reimbursing expenses usually operates smoothly but from time-to-time individuals allow a backlog of claims to accumulate. This is particularly inconvenient at the year end when the finance team seeks to determine an accurate financial position.
10. The Executive proposes that there should be an addition to the expenses policy which sets an expectation that claims should be made within three months of them being incurred with discretion to reject a claim after a period of six months has elapsed. The proposed wording is:
- 10.3.7 Claims should be submitted within three months of them being incurred. When a claim is submitted after a period of six months, without good reason, the claim will not be paid.
11. At the year end we will also issue a reminder to all non-executives to make claims promptly to support the annual financial audit.

Registration and declaration of interests

12. In the past year it became apparent that there was some confusion about the categories of interests that were required to be declared and that the declaration form (and register) were confusing.
13. At the start of the new business year the form was redesigned and has now been completed by all non-executives. There has been no significant change to the information being collected only its classification.
14. As part of this exercise one minor change was made which was to change which related to political parties or pressure groups. Previously the Governance handbook referred to 'Membership of a political party or pressure group'. This definition encompasses a wide range of organisations which may or may not be relevant to the work of the GOsC. The wording was replaced with 'Active membership of a political party or pressure group' with the emphasis on the involvement or status of the individual within the organisation.
15. This change and the new form have already been incorporated into the Governance Handbook published on the GOsC website.

Recommendations:

1. To agree the proposed revised sections in the Governance Handbook at Annexes A to C.
2. To agree the proposed revision to the expenses policy at paragraph 10.
3. To note the changes to declarations of interest.

Revised Code of Conduct

Introduction

1. The General Osteopathic Council (GOsC) was established in 1997, as the regulator of osteopathy in the United Kingdom, following the passage of the Osteopaths Act 1993

Statutory role

2. The GOsC's statutory role, set out in the Osteopaths Act 1993 (as amended) is to 'develop and regulate' the profession of osteopathy. **The GOsC has three statutory objectives:**
 - a. To protect, promote and maintain the health, safety and well-being of the public
 - b. To promote and maintain public confidence in the profession of osteopathy, and
 - c. To promote and maintain proper professional standards and conduct for members of that profession.
3. **The GOsC is also a charity registered in England and Wales (1172749) and its charitable purposes are those set out in the Osteopaths Act 1993 (as amended). The GOsC's Council members undertake the role of charity trustees.**

Members of the GOsC's governance structure (Council, committees, fitness to practise panellists and ad hoc working groups), both as individuals and collectively, **have a duty to ensure that the GOsC's functions meet its statutory duties and public benefit requirements.**

4. This Code provides guidance for members and others, acting on behalf of the GOsC, on carrying out these functions in line with currently accepted standards of public service. It applies to:
 - Members of the Council
 - Members of committees, both statutory and non-statutory
 - Members of working groups
 - Any other individuals who may from time to time act on behalf of the GOsC in a non-executive capacity.

General guidance

5. Members and other non-executive persons acting on behalf of the GOsC will comply with the following general guidelines at all times:
 - Act in good faith
 - Act in accordance with the GOsC's statutory objectives, both as individuals and collectively

- Act in the best interests of the GOsC **and its beneficiaries**
- Act in accordance with the seven principles of public life (set out below)
- Treat others equally, fairly and with respect.

Seven principles of public life

6. The principles, as set out by the Committee on Standards in Public Life <http://www.public-standards.gov.uk/>, are:

Selflessness

Holders of public office should act solely in terms of the public interest.

Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty

Holders of public office should be truthful.

Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Specific guidance

7. In addition to complying with the general guidance, those covered by the Code should observe the following specific guidance in carrying out their various functions:

a. Confidentiality and information security

Members and others covered by the Code will sometimes be party to discussions or information of a confidential nature. They may also receive confidential information from other bodies.

It is the duty of all members to ensure that all such information, whether in electronic or paper form, is held and disposed of securely. Any loss or accidental disclosure, and the circumstances leading to the loss or disclosure, must immediately be notified to the Chair and the Chief Executive.

Confidential information also must not be disclosed without the consent of a person authorised to give it or where there is a legal requirement to do so. In any cases of uncertainty about handling confidential information, the Chair or the Chief Executive should be consulted.

b. Media, public speaking engagements and communications with external organisations

Media contact should be discussed, if possible, in advance with the Chair, the Chief Executive or the Head of Communications and Engagement who are the appointed spokespersons of the GOsC. In speaking or writing about the work of the GOsC, those covered by the Code should ensure they reflect current policies of the GOsC. This applies in any dealings with the media, or when in a public forum or in an informal discussion. Members should make sure their comments are accurate, well-considered and well-informed and that they do not undermine confidence in the GOsC.

c. Collective decision-making

Members of Council, committees and ad hoc working groups must recognise any decisions made by the majority even if they personally disagree with them. This does not preclude a member from expressing a dissenting view but he/she should not, by commenting in public or by other means, attempt to frustrate the implementation of decisions properly made.

d. Personal behaviour

Members and others covered by the Code must not act in a way which would bring the GOsC into disrepute, and their behaviour must demonstrate the standards expected of holders of public office. Where a member or other person covered by the Code has been charged with, or has been convicted of,

a criminal offence, or has been the subject of a disciplinary procedure by another regulator, the member must inform the Chair at the earliest opportunity. Where any other matter involving a member has the potential to undermine confidence in the GOsC, the member should consult the Chair or Chief Executive at the earliest opportunity.

e. Roles of executives and non-executives

Those covered by the Code must recognise that staff members are part of a line management structure responsible to the Chief Executive for the implementation of corporate decisions, and not to any individual non-executive. Care must be taken to ensure that the distinctive roles and responsibilities of executives and non-executives are respected.

f. Equality and diversity

Individuals covered by this Code will be expected to follow best practice on equality and diversity issues, defined as complying fully with the GOsC's responsibilities under anti-discrimination legislation and ensuring the GOsC's equality and diversity policy is implemented.

g. Conflicts of interest

Individuals covered by this Code are free to engage in political activities or to maintain associations with professional organisations provided that such activity does not conflict with the essential purpose of the GOsC in protecting the public. They must declare, in writing to the Chief Executive, any professional, personal or business interests, which may, or might be seen to, conflict with their GOsC responsibilities. The Chief Executive will be responsible for keeping the Register of Members' Interests which will be a public document. Individuals covered by this Code will be invited to update their entries in the spring of each year but in any case changes in circumstances necessitating amendments to the Register should be notified to the Chief Executive as soon as they arise.

h. Testimonials

Individuals covered by this Code should avoid providing testimonials, references or acting as character witnesses for individuals who are applicants for registration with the GOsC or who are subject to fitness to practise proceedings within the GOsC.

i. Attendance

Members of Council, committees and working groups will be expected to make the time commitment necessary to attend meetings and discharge their duties, absenting themselves only for compelling personal or professional reasons.

Details of expected attendance levels are set out in the GOsC's Standing Orders.

j. Performance and development review

Members of Council, committees and working groups will be expected to participate constructively in periodic performance and development reviews (see details of the GOsC Performance and Development Review Scheme in Annex 3).

k. Gifts and Hospitality

Members and those covered by this Code are required to adhere to the Bribery Act 2010, which explicitly prohibits bribery. Further guidance on the Bribery Act 2010 can be found on the Ministry of Justice website under <http://www.justice.gov.uk/guidance/making-and-reviewing-the-law/bribery.htm>

Members and those covered by this Code must not accept gifts, hospitality or benefits, offered in relation to GOsC business, which might be seen to compromise their personal judgement or integrity. In case of uncertainty, the Chief Executive should be consulted. Any gifts, hospitality or benefits accepted as a consequence of GOsC business must be formally registered on the GOsC's gifts and hospitality register within 15 days.

Complaints

8. Any complaints made against anyone covered by this Code will be handled in accordance with the GOsC's procedure for handling such complaints.

Revised role of Council

1.1 Role of Council

The role of Council is to be satisfied that the GOsC is meeting its statutory duties under the Osteopaths Act and other legislation. To meet these duties it:

- a. Sets the corporate strategy and objectives, and determines key policies for the organisation, testing these against its statutory duties.
- b. Makes rules as provided for under the Osteopaths Act.
- c. Approves the annual Budget and Business Plan.
- d. Appoints the Chief Executive and Registrar.
- e. **Keeps under review how the GOsC meets its charitable purpose and public benefit requirements.**
- f. Holds the Chief Executive to account for the delivery of the Corporate Strategy, Business Plan, Budget, risk mitigation, organisational performance, staff leadership and external perception.
- g. 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.
- h. **Provides effective oversight of any partnership arrangements entered into to support how it meets its statutory objectives.**
- i. Ensures that appropriate audit, control and assurance systems are in place.
- j. Appoints members of statutory and non-statutory committees on the recommendation of the Chair of Council.
- k. Maintains high standards of corporate governance.
- l. Makes sure that the GOsC's values are reflected in all of its work.
- m. Agrees **and keeps under review** a scheme of delegation.
- n. Ensures effective reporting to Parliament, the Professional Standards Authority, Charity Commission, registrants and others.

- o. Undertakes those functions of Council not otherwise delegated to committees, including:
 - i. Considering reports of the Registrar relating to fraud or error in relation to registration.
 - ii. With the approval of the Privy Council, recognising qualifications or withdrawing their recognition.
 - iii. Appointing legal assessors and medical assessors.
 - iv. Hearing appeals against decisions of the Registrar.
 - v. Appointing financial auditors.
 - vi. Approving the Annual Report and Accounts
 - vii. Approving the financial reserves policy.

Revised Chair of Council's Role

1.3 Chair of Council's role

1. The principal role of the Chair is to lead and guide Council in discharging its statutory function – ensuring the protection of the public through the development and regulation of the osteopathic profession – and to be a principal spokesperson for the GOsC.
2. The Chair will lead Council to:
 - a. Set the strategic direction for regulation and development of the profession in the context of current statutes.
 - b. Underpin the strategic direction through the institution of good governance including appropriate business, financial and risk assurance.
 - c. Hold the Chief Executive to account for the operation of its business function and the effective management of the organisation, **including through regular review and appraisal.**
 - d. Hold chairs of fitness to practise committees to account for the effective discharge of their functions.
 - e. Ensure effective engagement with key stakeholders on relevant issues.
 - f. Be accountable to Parliament and respond to directions, recommendations and requests from government departments including any of their agents such as the Professional Standards Authority.
 - g. Ensure high ethical standards within Council and throughout the organisation.
 - h. Conduct performance and development reviews as appropriate.
 - i. Chair the Remuneration and Appointments Committee.