

Agenda Item 18(iii)

Enclosure 19

**Health and Care Professions Council
19 September 2018**

**Committee allocations and Senior Council
Member role**

For approval

From Claire Amor, Secretary to Council

Council, 19 September 2018

Committee allocations and senior independent member role

Executive summary

1. Introduction

- 1.1 In July 2018, the Council agreed that Stephen Cohen would act as Deputy Chair until such a time that a Council Chair was appointed. This required a number of subsequent changes to Committee composition. The Council is asked to ratify decisions taken by correspondence.
- 1.2 In addition, a proposed role brief for a Senior Council Member has been developed for the Council's approval.

2. Committee composition

Audit Committee

- 2.1 Stephen Cohen was required to step down in the interim period from the Audit Committee as a member and the Chair of the Committee.
- 2.2 The Council agreed that Gavin Scott would join the Audit Committee on an interim basis to fill this vacancy. This would require Gavin Scott to step down from the Remuneration Committee on an interim basis while he sat as an Audit Committee member.
- 2.3 The Audit Committee agreed that Sue Gallone would serve as Audit Committee Chair in the interim.

Independent Member of the Audit Committee

- 2.4 The term of appointment of Julie Parker, Independent Member of the Audit Committee ends at the end of September 2018. The Chair of the Audit Committee and the Deputy Chair of Council met as a Panel to consider Julie's reappointment.
- 2.5 The same reappointment form and process was used as is followed for Council members, including the consideration of previous year's performance reviews. However this role is not a privy office appointment and so the PSA is

not involved in the recommendation. The panel agreed that Julie Parker should continue to serve a second term of four years as the Independent member of the Audit Committee.

- 2.6 This process highlighted the need to produce an agreed process for the appointment and reappointment of independent committee members, as independent members now sit on all HCPC Committees. This will be presented to Council in December 2018 for approval.

Remuneration Committee

- 2.7 The Council agreed that Kathryn Forman would join the Remuneration Committee in the interim period, filling the vacancy left by Gavin Scott.
- 2.8 Following Graham Towl's resignation from the Council in July 2018, permanent vacancy arose on the Remuneration Committee. The Council agreed that Kathryn Foreman would join the Remuneration Committee permanently and that Stephen Wordsworth would serve as an interim member (in place of Gavin Scott).
- 2.9 A Chair was also required to be nominated by members. Members agreed that Joanna Mussen would serve as Chair of the Remuneration Committee.

3. Senior Council Member

- 3.1 The Council agreed by correspondence that a role brief should be developed for a Senior Independent Director (SID) like role. SIDs are commonplace on private sector unitary boards. As the HCPC's Council is entirely non-executive and 'independent' the title does not fit well. Instead it is suggested that Senior Council Member be used, this title is used for other regulators Councils.
- 3.2 The Senior Council Member will play a key role in oversight and as an impartial sounding board for governance matters. The proposed role description is set out at appendix A.
- 3.3 If the role is agreed, it is proposed that Robert Templeton be appointed as the Senior Council Member. Council has previously agreed that Robert would oversee the Chair's appointment process.

Decision

The Council is asked to;

1. Confirm the composition of Audit and Remuneration Committees as follows;

Audit Committee

Sue Gallone (interim Chair)
Julie Parker
Eileen Mullan
Gavin Scott (interim)

Remuneration Committee

Joanna Mussen (Chair)
Kathryn Foreman
Nicola Scrivings
Stephen Wordsworth (interim)

2. Ratify the recommendation of the Panel that Julie Parker be appointed for a second four year term as the Independent Member of the Audit Committee.
3. Agree the revised role brief for the Senior Council member, and agree the appointment of Robert Templeton as Senior Council Member.

Financial Implication

None.

Resource implications

None.

Date of paper

10 September 2018.

Senior Council Member

Role

The Senior Council Member has the following functions in respect of Council governance:

- acting as a sounding board for the Chair and Chief Executive on governance matters;
- being the contact point for Members who have concerns which:
 - they have been unable to resolve via the Chair or Chief Executive; or
 - would be inappropriate to raise with the Chair or Chief Executive;
- being the contact point for Members or Executive Directors to raise issues which they feel have not been or cannot be resolved through normal channels;
- being a conduit for Members' views on the performance of the Chair, overseeing the annual performance appraisal of the Chair;
- overseeing the appointment and reappointment process for Chair;
- being the contact point for Members who have concerns about the Chair, the Chief Executive or the relationship between the Chair and the Chief Executive;
- being the contact point for Members who have concerns about the relationship between the Chair and a Committee Chair;
- initiating dialogue with the Chair or other Members if it appears that the Council is not functioning effectively; and
- acting as an internal contact point for whistle-blowers who feel unable to raise concerns through such channels as are set out in the HCPC Whistleblowing Policy.

For the purpose of discharging these functions, the Senior Council Member may require the Council Secretary to include a relevant item of business on the agenda for any Council meeting.

Term of Office

The term of office will be two years with the possibility of renewal for a further two years subject to Council approval. The maximum term of office will be four years. Appointment or removal from office is a decision reserved for Council.