



Governance Handbook 2011/2012

Contents

GOVERNANCE IN THE SOCIETY.....	5
ROLES AND ACCOUNTABILITIES.....	6
Officers.....	6
The Assembly.....	6
The role of the President.....	6
The role of the Treasurer.....	7
The role of the Pharmaceutical Scientist, Academic and Lay member on the Assembly.....	7
DELEGATION OF MAJOR FUNCTIONS.....	7
The National Boards.....	7
ELECTION OF CHAIR & VICE-CHAIR OF THE NATIONAL BOARDS.....	7
APPOINTMENT OF BOARD MEMBERS TO THE ASSEMBLY.....	8
MEMBERSHIP COMMITTEE.....	8
MEMBER RUN GROUPS (MRGs).....	8
LOCAL PRACTICE FORUMS (LPFs).....	8
PROFESSIONAL FORUMS.....	8
PUBLISHING BOARD.....	9
OTHER MAJOR BUSINESS AREAS.....	9
CHARITABLE TRUSTS.....	9
NEW BODIES IN GOVERNANCE.....	9
HOW THE ASSEMBLY WORKS.....	9
Performance Management and Remuneration Committee.....	9
Audit and Risk Committee.....	10
Appointments Committee.....	10
The Chairs Group.....	10
THE ROLE OF MEMBERS IN GOVERNANCE.....	11
CONDUCT OF ASSEMBLY AND BOARD MEETINGS.....	11
Designation of agenda items.....	11
Standing Orders.....	12
Declaration of interests at meetings.....	12
Conduct of the meeting.....	12
Non-attendance at Assembly, Board and other meetings of the Society.....	12
Relationships with staff.....	13
ACCESS TO INFORMATION BY ASSEMBLY/BOARD MEMBERS.....	13
THE SOCIETY'S RELATIONSHIP WITH COMMERCIAL ORGANISATIONS.....	13
Contacts with commercial organisations relating to professional matters.....	13
Sponsorship of meetings, publications or prizes.....	13
GIFTS AND HOSPITALITY.....	14
Register of Interests, Gifts and Hospitality.....	14
MEMBER EXPENSES.....	14
Expenses appeals.....	14
OVERSEAS MEETINGS.....	14
COMMUNICATIONS FROM THE SOCIETY.....	14
External organisations.....	14
CONSULTATION DOCUMENTS.....	15
MEMBERS MEETINGS.....	15
USE OF THE SOCIETY'S OFFICIAL SEAL.....	16
APPENDIX A - THE NOLAN COMMITTEE PRINCIPLES OF PUBLIC LIFE.....	17
APPENDIX B - MISSION AND VALUES.....	18
Our Mission.....	18
Our Values.....	18
APPENDIX C - CODE OF CONDUCT FOR MEMBERS OF THE GOVERNANCE BODIES.....	19
APPENDIX D - ELECTION OF OFFICERS.....	20
Procedure for the election of President.....	20
Nominations.....	20
Voting procedure.....	20
Procedure for the election of the Treasurer.....	21

APPENDIX E -THE ROLES OF THE OFFICERS.....	22
President.....	22
Eligibility for Office.....	22
Term of Office.....	22
Duties and Functions.....	22
Treasurer.....	23
Eligibility for Office.....	23
Term of Office.....	23
Duties and Functions.....	23
Skills set for the Treasurer.....	23
APPENDIX F - APPOINTMENT AND ROLE OF LAY, PHARMACEUTICAL SCIENTIST AND ACADEMIC MEMBERS OF THE ASSEMBLY.....	24
Appointment of Lay Member.....	24
Pharmaceutical Scientist Representative on the Assembly.....	24
Appointment of the Pharmaceutical Scientist Member on the Assembly.....	25
Council of the Heads of Schools of Pharmacy (CUHOPS) on the Assembly.....	25
Appointment of the CUHOPS Representative on the Assembly.....	25
APPENDIX G - WORKING PRACTICES OF THE NATIONAL PHARMACY BOARDS.....	26
Strategy.....	26
Policy.....	26
Professional support.....	26
Responsibility for other governance bodies.....	26
Accountability and liaison with other governance bodies.....	27
APPENDIX H - PROCEDURE FOR THE ELECTION OF CHAIR AND VICE-CHAIR OF THE BOARDS.....	28
1. Chair.....	28
2. Vice-Chair.....	28
3. Voting procedure.....	29
APPENDIX I - PROCEDURE FOR APPOINTMENT OF BOARD MEMBERS TO THE ASSEMBLY.....	30
APPENDIX J - ROLE OF THE BOARD MEMBERS.....	32
Board Member.....	32
Chair.....	32
GENERIC ROLE PROFILE FOR ASSEMBLY MEMBERS.....	33
Responsibilities.....	33
Skills & knowledge.....	33
Personal qualities.....	34
APPENDIX K - COMPOSITION OF ASSEMBLY/NATIONAL PHARMACY BOARDS.....	35
APPENDIX L - CODE OF CONDUCT FOR MEMBERS OF THE SOCIETY.....	36
APPENDIX M - NOMINATION TO INTERNATIONAL ORGANISATIONS.....	37
APPENDIX N - STANDING ORDERS OF ASSEMBLY.....	38
1. The Regulations.....	38
2. Frequency of Meetings.....	38
3. Notice of meetings.....	38
4. Business of the Meeting.....	38
5. Quorum.....	38
6. Declarations of interest.....	38
7. Minutes of Assembly meetings.....	39
8. Conduct of Meetings.....	39
9. Voting and Recording of Votes.....	40
10. Any other business.....	40
11. Conduct of Assembly members.....	40
12. Dealing with Confidential and Restricted Matters.....	41
13. Suspension of Standing Orders.....	41
14. Public access to meetings.....	41
APPENDIX O - STANDING ORDERS OF THE COMMITTEES OF ASSEMBLY.....	42
2. Frequency of Meetings.....	42
3. Notice of meetings.....	42
4. Quorum.....	42

5.	Declarations of interest.....	42
6.	Chair and membership	43
7.	Secretary.....	43
8.	Powers and accountability.....	43
9.	Minutes of Committee meetings.....	43
10.	Business of the Meeting.....	44
11.	Any other business.....	44
12.	Dealing with Confidential Matters	44
13.	Suspension of Standing Orders	45
14.	Voting and Recording of Votes.....	45
15.	Conduct of members in governance	45
	APPENDIX P - NATIONAL PHARMACY BOARDS STANDING ORDERS.....	46
1.	Standing Orders and Protocol.....	46
2.	Frequency of Meetings.....	46
3.	Notice of meetings.....	46
4.	Business of the meeting	46
5.	Quorum.....	46
6.	Declarations of interest.....	46
7.	Chair and membership	47
8.	Secretary.....	47
9.	Powers and accountability.....	47
10.	Minutes of Board meetings	47
11.	Conduct of meetings.....	48
12.	Any other business.....	48
13.	Dealing with confidential and restricted matters	48
14.	Suspension of Standing Orders	49
15.	Voting and recording of votes.....	49
16.	Conduct of Board members	49
	APPENDIX Q - CONDUCT OF MEETINGS - GUIDELINES FOR CHAIRS.....	50
	APPENDIX R - REGISTER OF INTERESTS, GIFTS AND HOSPITALITY	52
	APPENDIX S - EQUAL OPPORTUNITIES POLICY.....	54
1.	Policy Statement.....	54
2.	Harassment.....	54
3.	Responsibility for the Equal Opportunities Policy.....	54
4.	Complaints of discrimination	54
5.	People with Disabilities.....	55
6.	Equal opportunities monitoring.....	55
7.	Equal Opportunities Training.....	55
	APPENDIX T - HARASSMENT AND BULLYING STATEMENT.....	56
	APPENDIX U - OVERSEAS TRAVEL.....	58
	Criteria	58
	Principles.....	58
	APPENDIX V - APPOINTMENTS TO COMMITTEES – OUTLINE PROCESS.....	59
1.	Appointments the Audit and Risk Committee.....	59
2.	Appointments to second tier bodies.....	59
3.	Appointments to third tier bodies.....	60
	APPENDIX W - POLICY ON USE OF SOCIETY'S	61

GOVERNANCE IN THE SOCIETY

In a body constituted by Royal Charter, the governing body has responsibilities similar to those of a board of directors of a company established under the Companies Acts. The Assembly is the governing body of the RPSGB. Its purpose is to ensure that the Society is led and governed effectively in pursuit of its Objects as stated in Article 2 of the amended Charter:

“The objects of the Society shall be:

- (1) to safeguard, maintain the honour, and promote the interests of pharmacists in their exercise of the profession of pharmacy;*
- (2) to advance knowledge of, and education in, pharmacy and its application, thereby fostering good science and practice;*
- (3) to promote and protect the health and well-being of the public through the professional leadership and development of the pharmacy profession; and*
- (4) to maintain and develop the science and practice of pharmacy in its contribution to the health and well-being of the public.*

The Charter and the legislation together form the Society's governance framework and set out its roles and responsibilities. The Charter provides the Society with a legal identity and certain powers.

Good governance is fundamental to the effective operation of the Society. Governance must evolve continually in response to the environments within which the Society works.

Good governance means:

- focusing on the organisation's purpose and on outcomes for the profession and the public;
- performing effectively in clearly defined functions and roles;
- promoting values for the whole organisation and demonstrating the values of good governance through behavior;
- taking informed, transparent decisions and managing risk;
- developing the capacity and capability of the governing body to be effective;
- engaging stakeholders and making accountability real;
- upholding the Nolan principles of public life.

The Governance Handbook is a reference source for all members in governance that describes and explains the governance framework of the Society and sets out the processes and procedures derived from best practice in governance which underpin how the Society operates. It is adopted by the Assembly annually, and additions/amendments may be adopted and take effect immediately they are minuted. Should the Assembly not adopt the Handbook in any year, the version agreed most recently remains applicable.

In the Society's governance there is a clear separation between the role of the governance and that of management and staff. Governance is responsible for setting strategy and broad objectives, ie what the organisation is seeking to achieve. Management is charged with implementing strategy and achieving the objectives it is set, i.e. management determines how the organisation achieves its objectives. The governing body and its members do not become involved in operational matters.

- The Assembly agrees overall strategy and top level objectives, with policy making at national level being the responsibility of the National Boards;
- The Assembly sets broad objectives to the Chief Executive who delegates authority to the appropriate National Director for implementing national level policy, and objectives that are derived from them;

- The National Board sets policy and objectives within the overall strategy and asks the National Director to implement them.

The Chief Executive, Directors and staff are not members of governance bodies. Other members of the Executive, the Chief Executive and other staff as appropriate attend meetings of the Assembly and have the right to speak but under the constraint of the Chair. Their participation in strategic planning meetings is particularly important.

Similarly, the National Director attends meetings of a National Board, and may be accompanied by other staff with expertise in the matters under consideration. The Director and staff have the right to be heard but under the constraint of the Chair. The principle being that governance bodies have available to them the information and expertise they need to make an informed decision that is capable of being implemented.

Governance and management become a partnership, with the latter acknowledging the authority of the former.

Every member in governance should adhere to the Nolan Committee Principles of Public Life (Appendix A) and the mission and values of the Society (Appendix B). Additionally, every member in governance is bound by the Code of Conduct for members of the governance bodies (Appendix C). If a complaint is made that a member in governance has breached the Code of Conduct, the matter shall be referred to the Conduct Committee in accordance with the procedure as set out in Schedule 5 to the Regulations. The Society's equal opportunities policy and statement on harassment and bullying, as set out in the Staff Handbook, are given in Appendices S and T respectively.

ROLES AND ACCOUNTABILITIES

Officers

The Officers of the Society are the President and the Treasurer.

The Assembly

The Assembly has fiduciary responsibility and its main tasks will be to:

- agree the values, tone and ethos of the Society;
- enhance and protect the reputation of the Society and the profession;
- agree the overall strategic direction and high level objectives of the Society, including European and other international dimensions;
- allocate resources;
- delegate authority to other governance bodies;
- appoint and direct a Chief Executive;
- monitor performance and ensure conformance;
- account to the membership;
- oversee membership critical issues.

Other bodies in governance contribute to the fulfilment of the Objects and the Society's overall strategy in accordance with their agreed remits.

The Charter makes provision for the composition of the Assembly (Appendix K). The Assembly is largely populated by elected members of the National Pharmacy Boards who are appointed to the Assembly by their respective Boards. The role of the Assembly members is at Appendix J. The Charter also makes provision for a Pharmaceutical Scientist, Academic and Lay member to sit on the Assembly.

The role of the President

The Assembly is led by the President who provides leadership and promotes the Assembly's agreed strategy and policies for the profession in the public arena and also:

- to deal with issues arising which require an urgent response. Where this concerns new policy, actions would be subsequently ratified by the Assembly as appropriate;
- to deal with matters delegated by the Assembly;

The procedure for nomination and election of the President is found at Appendix D. A role profile for at the President is found at Appendix E.

The role of the Treasurer

The Assembly elects from amongst its membership a Treasurer who monitors the implementation of the Society's financial resources strategy.

The procedure for the nomination and election of the Treasurer is found at Appendix D. A role profile for the Treasurer is found at Appendix E.

The role of the Pharmaceutical Scientist, Academic and Lay member on the Assembly

The Pharmaceutical Scientist, Academic and Lay member of the Assembly contribute to discussions from their own experience and understanding of the Society's and the Assembly's functions. A role profile and procedure for appointment of Pharmaceutical Scientist, Academic and Lay member of the Assembly is found at Appendix F. The Pharmaceutical Scientist should be a member of the Society

DELEGATION OF MAJOR FUNCTIONS

The National Boards

The purpose of the National Board is to provide professional leadership and ensure provision of services to support pharmacy in [country].

In discharging its responsibilities, the Board:

1. Informs the Assembly in developing the Society's strategy by advising on likely developments affecting pharmacy in [country].
2. Provides strategic leadership, advocacy and support for pharmacy practice development in [country].
3. Leads the implementation of the Society's strategy by developing and implementing associated policies in [country].
4. Promotes the science and practice of pharmacy and its contribution to health.
5. Provides professional advice to government and its agencies, NHS bodies, and other health and social care organisations in [country].
6. Guides and supports the Society's Local Practice Forums (LPFs) in [country].
7. Supports pharmacists in their professional roles in [country].

Informing the Assembly is by brief summary reports at each meeting of the Assembly.

Formal co-ordination between the three National Boards is by the Assembly where all three are represented. On a day to day basis it is achieved through a flow of information, and management of agendas and work programmes, facilitated by the National Directors in consultation with the Board Chairs.

The working practices of the National Pharmacy Boards are found at Appendix G.

ELECTION OF CHAIR & VICE-CHAIR OF THE NATIONAL BOARDS

The procedure for nomination and election of the Chair and Vice-Chair is found at Appendix H.

APPOINTMENT OF BOARD MEMBERS TO THE ASSEMBLY

The procedure for nomination and appointment of board members to the Assembly is found at Appendix I.

A generic role profile for Board members is at Appendix J, together with role profiles for the Chair and Vice-Chair and Assembly members.

Composition of Assembly/National Pharmacy Boards is found at Appendix K.

MEMBERSHIP COMMITTEE

Matters relating to the admission and removal of members are the responsibility of a Membership Committee appointed by and reporting to the Assembly. The Committee keeps under review and advises the Assembly on the requirements for admission to membership; ensures applications and admissions procedures are in place, and adhered to; adjudicates on non-standard applications and other cases where professional judgement is required; and acts as the conduct committee in the event of allegations against members in relation to the Society's Code of Conduct (Appendix L).

Admission to Fellow is determined by a Panel of Fellows appointed by the Assembly. The Panel accounts to the Assembly through the Membership Committee.

The Committee accounts to the Assembly through an annual report.

MEMBER RUN GROUPS (MRGs)

Most professional bodies have "grass roots" groupings of members of this type. They may be organised on a geographical basis, or are for members with a specialist interest, or some combination of the two.

As such groups are not separate legal entities, their actions and activities are carried out in the name of the Society. They are, therefore, ultimately responsible to the governing body, the Assembly, for their actions and any funds they hold. Their activities need to be consistent with the Royal Charter and should be consistent with the Society's strategy.

For good governance, and to safeguard the reputation of the Society, the following parameters apply:

LOCAL PRACTICE FORUMS (LPFs)

Each LPF has a simple statement of terms of reference and accountability requirements and makes an annual return comprising a single page report on activity over the last year and plans, plus a single page summary of income, expenditure and funds held.

The LPF reports and plans are considered by the relevant National Board. The Society's normal financial audit processes provide reassurance on probity.

PROFESSIONAL FORUMS

Professional Forums are formed when groups of members voluntarily band together around a common interest, or the Society stimulates the establishment of such a Group. It is to be expected that Forums will form or disband as professional practice and its underpinning science develops.

The Assembly can decide to formally recognise a Professional Forum. The Forums have terms of reference and makes an annual report on activity over the last year and plans, representation on external groups, advocacy roles and contributions to eg: external consultations.

Where a group of members band together of their own volition on an informal basis (eg forming a virtual network), they should not imply that they are acting under the auspices of the Society.

PUBLISHING BOARD

Publishing is a major business activity with significant financial and reputational implications for the Society. Authority is vested in a Board and management with appropriate expertise. Irrespective of whether or not Publishing (or any other business activity) is legally constituted as a wholly owned subsidiary company, the Assembly as the governing body bears responsibility for the activity. The Publishing Board submits an annual report to the Assembly covering activity and performance over the last year, its business plan in summary form and a brief review of the longer term prospects for its business.

The Assembly reassures itself that publishing activity is consistent with the Society's strategy and being conducted in accordance with the business plan and the Society's financial requirements.

OTHER MAJOR BUSINESS AREAS

In other instances where the Society is conducting major external trading activity that is not overseen by a National Board, financial and reputational issues can arise. The Assembly exercises its responsibilities in a similar manner to that applied to Publishing. The management of the business unit reports annually on activity and performance; submits a summary of its business plan and brief review of longer term prospects.

CHARITABLE TRUSTS

The Assembly acts as Trustee to certain charitable funds. Those responsible for the Trusts account on an annual basis to the Assembly as described for member run groups.

NEW BODIES IN GOVERNANCE

Governance structures have to evolve to meet changing needs. In many cases, a need can be met by establishing an ad hoc governance group with a specific task for a limited life span. National Boards (or the Assembly if the issue is Society wide) would be expected to fund such groups within existing budgets.

The establishment of a new standing governance body has longer term financial and good governance implications, particularly in harmonising terms of reference with those of existing bodies. The Assembly will agree a standard for a remit and procedures for such groups.

HOW THE ASSEMBLY WORKS

In order for the Assembly to discharge its fiduciary responsibilities, there are some aspects of internal control that the Assembly reserves to itself: as the employer of the staff; ensuring internal finance and other processes are appropriate and being followed in practice; making appointments to governance bodies where these are not filled by election.

Each of these requires infrequent but detailed work that is more efficiently carried out by small committees of the Assembly members outside of the full meetings of the Assembly. Each Committee reports annually to the Assembly and at other times if such needs arise. Staff attendance at meetings is appropriate to the business to be conducted.

The Assembly and its Committees may, at their discretion, seek external expert advice in fulfilment of their responsibilities.

Performance Management and Remuneration Committee

The Chief Executive is appointed by the Assembly as a whole on terms agreed by the Assembly. The Chief Executive is accountable to the governing body. The Assembly establishes a committee of its own members to:

- conduct the performance management of the Chief Executive and make any appropriate adjustments to remuneration;
- ensure, through the Chief Executive, that appropriate performance management procedures have been followed for other members of the Executive and their staff;
- ensure that the Society has appropriate conditions of service and remuneration policies for its staff and that the management style of the organisation reflects the values, tone and ethos of the Society.

The committee comprises of the Officers and the Chairs of the three National Boards.

Audit and Risk Committee

The Society appoints external financial auditors and maintains a register listing the major risks to the organisation together with brief statements of mitigation and management strategies. The Risk Register comprises both financial and reputation issues. The Assembly establishes a Committee of its own members to:

- advise on the appointment of external financial auditors;
- set the remit for the audit;
- review, with the auditors, the outcome of the audit and satisfy itself that the management response to any issues raised is appropriate;
- institute internal audits of any processes it deems appropriate and satisfy itself that the management response to any issues raised is appropriate;
- keep under review the Risk Register and advise the Assembly accordingly.

The committee comprises of two members who are appropriately skilled persons of the Assembly who are not Officers of the Society or Board Chairs, one external, appropriately skilled, lay chair and one additional external member who has finance and audit expertise.

Appointments Committee

The Society populates the three National Boards largely through elections and the Boards nominate most of the members of the Assembly. There are however a number of appointed places on other governance bodies, for example, the Membership Committee. The Society may be asked to make appointments or nominations to major external bodies. Most of these may appropriately be made by the relevant National Board, but some may fall outside their remits. The Assembly establishes a committee of its own members to:

- establish procedures whereby staff, the membership, and in particular the Chairs of LPFs and Interest Groups, can identify suitable persons for appointment;
- make appointments to other governance bodies in consultation with the Chair of that body;
- make appointments to external bodies as required;
- make appointments to international organisations. Procedure for nomination to international organisations is found at Appendix M;
- review the appointment of any governance member referred to it for reason of failure to attend meetings

The Committee normally comprises the Officers, the Board Chairs and Lay Member of the Assembly who are not themselves members of, or candidates for election/appointment, to the bodies in question. If necessary, the Assembly may have to appoint other person(s) to avoid conflicts of interest.

The outline process for appointments to committees is found at Appendix V.

The Chairs Group

There also needs to be a mechanism for making decisions on major issues requiring urgent action that do not fall within the delegated authorities of other governance bodies.

The Assembly authorises a group comprising the Officers and Board Chairs:

- to appoint the Chair and members of the Audit and Risk Committee
- to deal with issues arising which require an urgent response that do not fall within the delegated authorities of other governance bodies. Where this concerns new policy, actions would be subsequently ratified by the Assembly as appropriate;
- to deal with matters delegated by the Assembly;

- to communicate immediately to the members of the Assembly any actions/decisions agreed, unless precluded from doing so by confidentiality.

In order to retain the necessary flexibility to act, the standing orders for Assembly Committees do not apply to the Chairs Group.

THE ROLE OF MEMBERS IN GOVERNANCE

Members participating in governance adhere to a Code of Conduct for Members of Governance Bodies. The Code includes the Nolan Principles of Public Life (Appendix A).

The Society is the legal entity and has powers and duties under its Royal Charter. These are exercised by the Society as the legal entity with the Assembly as the governing body. Members of the Assembly act as a board and their decisions reflect their collective will. Any member who dissents, abstains or if absent accepts the majority decision and is bound by it. A member can require their dissent to be recorded, but this does not absolve them from collective responsibility. If, after weighing carefully the potential effects on the Society's wider objectives and reputation, a member of the Assembly considers that a matter is of such importance that they feel compelled publicly to oppose a decision of the Assembly, the member should if possible inform the Assembly in advance. If this is not possible the Assembly should be informed as soon as possible after. The member of the Assembly may then express their personal views on the matter but, in so doing, must first explain the Assembly's policy and the reasons for the Assembly's view. It is acceptable for a member to dissent from an Assembly decision from a moral/conscience perspective but they should explain the reasons for doing so to the Assembly.

The standing orders provide that members of governance should declare an interest in a particular agenda item at the beginning of the discussion. It is then at the discretion of the Chair whether the individual member declaring an interest may take part in the discussion, remain for the discussion, but not take part or vote, or should leave the meeting for the duration of the item. Declarations of interest and the decision of the Chair on how the declarer will take part in the meeting will be noted in the minutes.

Assembly members have particular responsibilities as members of the governing body, but the principles that apply to them also apply to all members of other governance bodies.

The above applies to all members in Governance.

Members who are elected or appointed to serve on governance bodies may derive their nomination from particular constituencies, but participate as individuals, using their own skill and judgement when making decisions.

CONDUCT OF ASSEMBLY AND BOARD MEETINGS

Designation of agenda items

In the interests of openness and transparency every effort should be made to include items in open business wherever possible. However, the Chief Executive/Director, in consultation with the President/Board Chair may determine that an item(s) for discussion is confidential or restricted. Such items will appear on a separate, confidential/restricted agenda, which will be taken at the end of the open business. Guests, observers and staff not involved in the confidential/restricted matter under discussion will be required to leave the meeting.

The definitions of the different categories are:

Open	Papers available to any member on request and any member may attend the meeting for consideration of these items.
Confidential	Papers confidential to the Society - to be available to Assembly and Board Members, senior members of staff involved in the matter.

Restricted Papers only available to the members of the Assembly or Board considering the matter and senior members of staff involved.

Confidential

Items may be considered as confidential when:

1. They are "position papers" to be used in negotiations or in making submissions to outside bodies;
2. They are part of a continuing discussion and the outcome could be jeopardised by disclosure;
3. They are reports of Society activities upon which decisions will be made and all or part of the report content will not be released or published;
4. They contain information that has been sent to the Society in confidence;
5. The fact that a specific topic under consideration is, of itself, confidential
6. The matter is confidential for some other identifiable reason.

Restricted

Items may be considered as restricted when:

1. They refer to individuals or organisations who could be prejudiced by their disclosure;
2. Their disclosure could be prejudicial to the commercial activities of the Society, or another organisation or an individual.

All agendas, minutes and papers for the Assembly and for the Boards will be clearly marked as to their category and should be treated as such and should not be discussed with anyone other than as set out above. Inclusion on a confidential/restricted agenda does not necessarily mean that the paper or minute is protected from due legal process.

Members of Assembly and Boards should bear in mind that discretion is often also appropriate for items not on the confidential agenda of meetings.

Standing Orders

The Assembly/Boards/Committees are governed by standing orders. The standing orders for the Assembly are found at Appendix N. The standing orders for the committees of the Assembly are found at Appendix O and standing orders for the National Pharmacy Boards are found at Appendix P.

Declaration of interests at meetings

The aim of declaring interests is not to satisfy curiosity but to support transparency and probity. The guiding principle when declaring interests is that matters should be declared which in the perception of others might be seen to give material or other advantage to the individual concerned or her/his close family members, either directly or indirectly (for example to a business or another organisation).

The standing orders provide that members of governance should declare an interest in a particular agenda item at the beginning of the discussion. It then is at the discretion of the Chair whether the individual member declaring an interest may take part in the discussion, remain for the discussion, but not take part or vote, or should leave the meeting for the duration of the item. Declarations of interest and the decision of the Chair on how the declarer will take part in the meeting will be noted in the minutes.

The agendas for Assembly and the Boards will include an item at the beginning under which the Chair will remind members of the requirement to make declarations of interest as appropriate.

Conduct of the meeting

The conduct of the meeting is the sole responsibility of the Chair within the standing orders agreed by Assembly. It is recognised that many Chairs will have had previous experience of Chairmanship and that techniques might vary depending upon the personality of a particular chair. As an aide-memoire, guidelines for Chairs are found at Appendix Q.

Non-attendance at Assembly, Board and other meetings of the Society .

Where a member in governance has without reasonable cause, failed to attend two consecutive meetings, the Appointments Committee may review their appointment.

Relationships with staff

Every opportunity is taken to facilitate communication between the Assembly/Boards and the staff to engender a common or shared ownership and understanding of the Society's heritage, strategies, procedures and activities. Good relationships between members of the Assembly/Boards and the staff are essential and should be fostered.

In the course of their working relationships with members of staff, Assembly/Board members may encounter issues that fall outside their responsibilities as an Assembly/Board member. In these cases, members are advised to listen to what staff have to say and to encourage them to raise the matters with their respective managers in the usual way. If, exceptionally, this does not appear to be appropriate, the member may wish to discuss the matter with the relevant Director or with the Chief Executive. Members are strongly advised not to take initiatives that are likely to encourage staff to raise matters with them that should normally be dealt with through the management channels including, where necessary, the grievance procedure.

ACCESS TO INFORMATION BY ASSEMBLY/BOARD MEMBERS

In overseeing the work of the organisation the Assembly/Boards requires relevant information. However, members should only have information that they require to undertake their duties as an Assembly/Board member. It is for management to implement policy and to oversee individual staff performance. Members acting on their own should not have access to such information. Where members require additional information, requests should be routed through the relevant Director.

All members are part of a corporate body and therefore have collective responsibility. Should a Board or the Assembly decide that particular correspondence is necessary to inform a decision, then they can request it and all members of the Assembly or the Board would receive it. A member wishing to see correspondence would need to persuade the Assembly or the Board that the correspondence was necessary to its deliberations in order for it to be circulated.

THE SOCIETY'S RELATIONSHIP WITH COMMERCIAL ORGANISATIONS

Members may have contact with representatives of commercial organisations in the course of their duties. This can give rise to misunderstandings and misrepresentations of the relationship between the Society and the organisation. This note aims to set a general framework for these contacts.

Contacts with commercial organisations relating to professional matters.

Care must be taken to ensure that attendance at meetings, correspondence or informal discussions cannot be represented as involvement in or endorsement by the Society of any of the commercial activities, products or services of an organisation. Only with the approval of the Assembly would it be appropriate for the Society to have any partnership with a commercial organisation, as distinct from collaboration with professional, educational or public bodies. Advice should always be sought from the Director of Finance before any discussions are progressed unless it is certain that an organisation is within these categories.

Representatives of the Society who are to have contact with a commercial organisation are advised to adopt the following sentence in initial communications with the organisation to ensure that there is no doubt about the nature of the relationship:

"The Society's policy is that the contribution to the work of any [group/ project/ research] by a representative of the Society may not, without the express consent of the Society, be represented as constituting participation in or endorsement by the Society of the work."

Sponsorship of meetings, publications or prizes

The Society is evolving a managed approach to sponsorship and fundraising to ensure that the increasing trend for sponsoring is pursued as part of a coherent programme.

All sponsorship should adhere to the following principles:

- a) the sponsoring body does not have control of the content of the event;
- b) there is no product endorsement requirement as part of the sponsorship arrangements;

- c) the sponsoring body is not engaged in activity which is disapproved of by the Society - e.g. a cigarette manufacturer.

Appropriate acknowledgement of the sponsorship should be given on promotional and other material.

Any sponsorship arrangements must ensure that complete editorial freedom for Society publications is retained.

GIFTS AND HOSPITALITY

Hospitality provided by a commercial organisation may be, or may be construed as, an attempt by the organisation to gain influence or favours, and all members should avoid any conduct which could give rise to suspicions of this kind. Members are advised to seek guidance on offers of hospitality other than a normal business lunch or evening reception to which representatives of bodies similar to or linked with the Society's activities are invited.

Register of Interests, Gifts and Hospitality

The purpose of this register is to enable members to make a clear declaration of any interests (their own or of close family members), gifts or hospitality that could, or could be thought to, affect their performance of their Assembly/Board duties. Declaration of an interest does not necessarily prevent a member from speaking on a subject related to that interest, but it helps to avoid any perception that a member may be seeking improperly to influence decisions for personal benefit.

The register of members' interests, including relevant interests of close family members, is available publicly on the Society's website and in paper copy on request from either the appropriate Country Director if a National Board member or else the Chief Executive's office if regarding an Assembly member. The paper copy of the register is also available for inspection on request.

Each member is responsible for ensuring that any amendment to the register of interests is notified either to the relevant Country Director if a member of a National Board or to the Chief Executive's office if a member of the Assembly.

A copy of the form all members are required to complete is circulated as Appendix R. The onus is on each individual member to ensure that their entries are updated.

MEMBER EXPENSES

Expenses appeals

Queries regarding expenses should be discussed between the relevant staff member and the member concerned. If the query is not resolved, the matter should be referred to the Director of Finance to discuss and seek resolution with the member concerned. If there is an unresolved issue regarding governance member expenses, the Chairmen of the Audit Committee and the Appointments Committee should be called jointly to determine the matter.

OVERSEAS MEETINGS

The criteria and general principles for overseas visits are set out at Appendix U.

COMMUNICATIONS FROM THE SOCIETY

External organisations

Communication with outside bodies is normally undertaken by the appropriate member of staff. Letters to Ministers on GB matters are generally signed by the President. Letters to ministers in the devolved administrations will be signed by the appropriate Board Chair. Letters to Ministers on English only matters will be signed by the Chair of the English Pharmacy Board. However, on the recommendation of the Board or the Assembly, another identified individual may be authorised to write or otherwise communicate with an outside body.

Where the Assembly has agreed that a named individual other than a member of staff may write to an outside body or bodies in the name of the Society - this includes Society

membership groups - it is important that the appropriate member of staff should see the communication in draft to ensure that there is no conflict with earlier communications on the same general topic or with Assembly policy on a related topic.

CONSULTATION DOCUMENTS

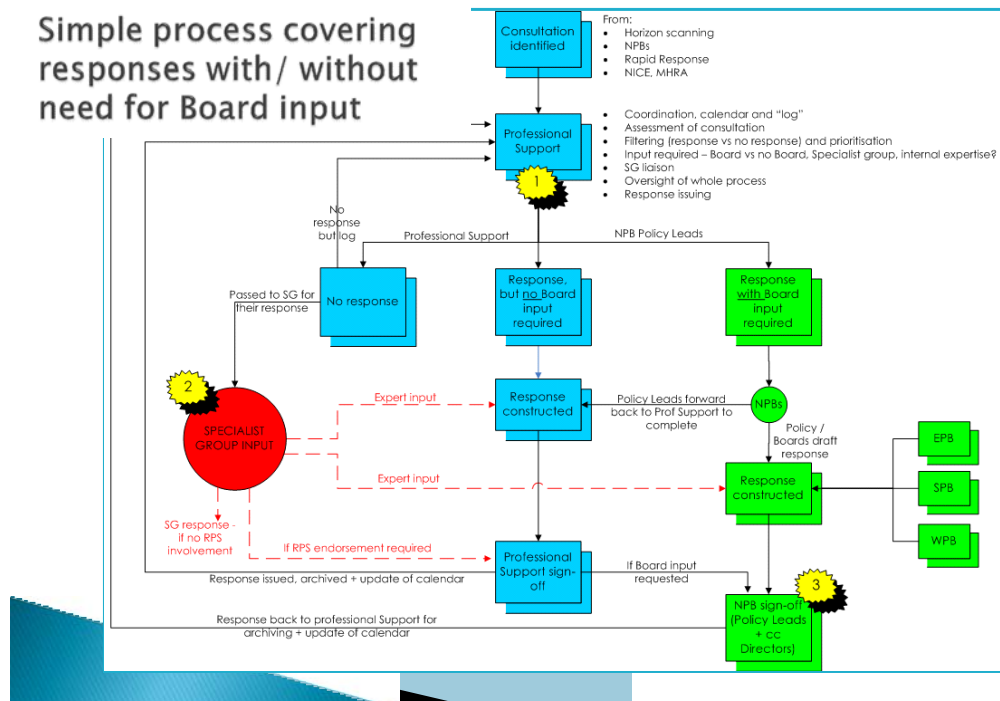
The Society has a single GB-wide process for responding to external consultation documents. All consultations are logged, tracked and managed on a central database on Infopoint by the professional support team. New consultations are assessed and assigned to an appropriate lead. We respond to any consultation which will affect members directly or indirectly. Some consultations will be responded to by relevant teams with the Society e.g. professional support, science and research etc. We will also liaise with specialist groups to consider jointly badged or RPS endorsed responses.

Any consultation which has :

- Degree and significance of policy formation
- Special geographic relevance to one country
- likely to have a significant impact on the profession or the members
- where RPS policy is unclear or requires debate
- a priority and/or on the business plan

will be assigned to the country unit policy and practice lead(s) for them to liaise with the Board(s). The policy lead for the designated Board will set up a working group if required and work with Board members to develop and finalize a response. Consultations requiring Board input will be signed off by the Board Chairs in conjunction with the Director and policy lead. Copies of final responses are available on the consultations page of the Society website.

A copy of the consultation process is below



MEMBERS MEETINGS

The Society's Regulations make provision for the holding of annual and special general meetings. Special General Meetings of the Society are held at the request of at least 0.25% of the members in writing.

The status of resolutions of Annual or Special General Meetings is only as specified in regulations. The Regulations do not make provision for a resolution or a motion carried at a members meeting to have any particular status. As a result they do not derogate from the powers of the Assembly set out in Art.9 of the Charter. Their status therefore is that of an influential expression of opinion, and no more.

USE OF THE SOCIETY'S OFFICIAL SEAL

The policy on the use of the Seal, as agreed by the Assembly on 23 March 2011 is set out in Appendix W.

APPENDIX A -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]

APPENDIX B - MISSION AND VALUES

The Royal Pharmaceutical Society is proud to be the professional body for pharmacists and pharmacy in England, Scotland and Wales.

Our Mission

To promote and represent the professional interests of our members:

- We are member driven and will offer the leadership, support and development that our members need to fulfil their potential;
- We will address the issues that are important to our members to enhance their job satisfaction and professional rewards;
- We will ensure that the voice of the pharmacy profession is heard and actively promoted in the development and delivery of healthcare policy, and that the vital contribution of pharmacy to patient and public health is widely recognised and acknowledged;
- We will increase the recognition that pharmacists enjoy as valued partners with the NHS and wider society and ensure that they are positioned and trusted as the experts in medicines;
- We will lead and promote the advancement of science, practice and education in pharmacy in order to shape and influence the future delivery of pharmacy driven services.

Our Values

- We are committed to supporting our members and empowering them to make a real difference to improving health outcomes for patients;
- Our members are our priority and their needs will be at the heart of everything we do;
- We will actively listen and respond to members needs and aspirations;
- Through us, everyone will be encouraged, supported and recognised for who they are and what they deliver;
- We will collaborate and co-operate with members and key partners in overcoming the obstacles and barriers to advancing pharmacy. We can achieve more by working together;
- We will embrace change and we are trusted to deliver on our commitments and promises. Our success will be judged through what we deliver to our members.

APPENDIX C - CODE OF CONDUCT FOR MEMBERS OF THE GOVERNANCE BODIES

In addition to observing the Code of Conduct applicable to members of the Society, members elected or appointed to National Pharmacy Boards, the Assembly and other governance bodies reporting to the Assembly shall:

- adhere to the Seven Principles of Public Life (the “Nolan Principles”)
- be in good standing professionally, including with the Society and any other professional body or regulator of which they are a member or registrant
- act collectively in discharging the functions of the governance body, abiding by and supporting any decisions made
- support publicly the policies of the Society, and where appropriate, explaining fairly any contrary views considered
- respect the skills, roles and dignity of other members participating in governance and of staff
- treat as confidential information relating to individuals, the commercial interests of the Society and other sensitive matters
- declare any personal or business interests in matters under consideration, leaving the meeting unless requested to stay by the Chair, and not vote on any such matter
- not exploit their position as a member of a governance body for personal or business gain, financial or otherwise
- have regard to the Society’s policies for complaints, grievances and whistle blowing, report any unresolved concerns about the welfare or actions of other members of the governance body or staff to the Chair or the Chief Executive as appropriate.

APPENDIX D - ELECTION OF OFFICERS

Eligible Assembly members may be candidates for both Offices. The election of the President will take place first. A successful candidate shall cease to be a candidate for the subsequent election of the Treasurer.

Procedure for the election of President

1. The election of the President will be held entirely in open business, with the voting recorded, at the start of business of the first Assembly meeting following the AGM.
2. A candidate standing for election shall make a declaration of interests at the time of their nomination.
3. The nomination and election procedure is set out below.
4. In the event that there is only one candidate nominated, the Assembly will be asked to affirm that the person is duly elected.
5. The voting shall be reported to the Assembly and recorded in the minutes.
6. Once the elections have been completed, the name of the candidate and the address submitted by the successful presidential candidate will be published.

Nominations

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

Voting procedure

1. Nominations will close before the meeting on the date and at the time specified
2. Assembly members who know that they will be absent from that part of the meeting when the election takes place and who wish to vote should send a written statement to this effect to be received by the Chief Executive by 12 noon on the day before the date of

the election. Assembly members should list those candidate(s) they wish to vote for in order of preference. An Assembly member who has voted in this way will not be permitted to join the meeting until voting has been completed.

3. The Chief Executive will read the names of the candidates and each member of the Assembly will write the name of the candidate for whom s/he wishes to vote on the ballot paper. The papers will then be collected. The Chief Executive will vote on behalf of any absent Assembly member(s) casting vote(s) in favour of the highest preference candidate on the absent member(s) list.
4. 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.
5. 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 and 4 above will be repeated. This procedure will be repeated until one candidate receives the majority of votes cast.
6. 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 2, 3 and 4 above to decide which of these candidates is to be eliminated from the next ballot.
7. 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, 4 and 5 above. If there is still a tie after this second ballot, the Assembly meeting will be adjourned for five minutes and on its resumption nominations for the post concerned will again be called for. Only those members personally present and eligible to vote in 3, 5 and 6 above shall be eligible for nomination and to vote.

Procedure for the election of the Treasurer

The Procedure for the election of the President and Voting procedure above shall apply to the nomination and election of the Treasurer.

The Assembly considers it an important principle, so far as possible, for all Assembly members to have access to the same information about candidates, which followed from the Nolan principles of standards in public life. It is also important that candidates could contact Assembly members and that all Assembly members had the opportunity to meet in the weeks running up to the election. To facilitate information exchange and communication between Assembly members prior to the election of the Officers, all Assembly members should have access to contact details for all the other Assembly members at an early date after the election of new Assembly members is announced.

APPENDIX E -THE ROLES OF THE OFFICERS

President

The President provides leadership of the Assembly and promotes the Assembly's agreed strategy and policies for the professional leadership of Pharmacy in the public arena.

In addition the President will ensure that the Assembly collectively considers policy and strategy in accordance with the Society's charter objectives which are

- to safeguard, maintain the honour, and promote the interests of pharmacists in their exercise of the profession of pharmacy;
- to advance knowledge of, and education in, pharmacy and its application, thereby fostering good science and practice;
- to promote and protect the health and well-being of the public through the professional leadership and development of the pharmacy profession; and
- to maintain and develop the science and practice of pharmacy in its contribution to the health and well-being of the public.

Eligibility for Office

The President will be a member of Assembly and a pharmacist.

Term of Office

The President is elected annually and the term of office runs from the first Assembly 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 President shall hold office so long as they are a member of Assembly and elected to the position.

Duties and Functions

- To chair all meetings of the Assembly;
- To encourage open, informed and respectful debate amongst Assembly members;
- To ensure that the Assembly is open and transparent in its dealings and is collectively accountable for its decisions;
- To lead the communication of the Assembly's strategy to the membership;
- To be responsible for the good governance of the Assembly;
- To preside at all general meetings of the Society;
- To represent and further the views of the Assembly at meetings with Ministers, leaders of other professions, and other pharmaceutical bodies on Great Britain, United Kingdom and European matters;
- To act as an ambassador in representing and furthering the Assembly's interests in the public arena;
- To represent the Society at appropriate meetings, including overseas;

- To ensure that the Assembly demonstrates an awareness and commitment to equality and diversity in its actions;
- With Assembly agreement to appoint, and if necessary, to terminate the appointment of the Chief Executive Officer;

Treasurer

The Treasurer pays particular regard to and monitors the implementation of the Society's financial resource strategy.

Eligibility for Office

The Treasurer will be a member of Assembly and a pharmacist.

Term of Office

The Treasurer is elected annually and the term of office runs from the first Assembly 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 Treasurer shall hold office so long as they are a member of Assembly and elected to the position.

Duties and Functions

The Treasurer monitors the implementation of the Society's financial resource strategy, including:

- Allocation of resources against strategic priorities;
- Financial performance against budget;
- Reserves and investment policies.

Skills set for the Treasurer

In order to conduct this role, the Treasurer should have a thorough understanding of the Society's activities and of the business environment in which it operates; have good interpersonal skills that allow for a productive non-executive working relationship with the Chief Executive and the Finance Director; and be able to make strategic level financial contributions to Assembly discussions on financial and economic issues, including bringing an external business perspective. It is desirable that the Treasurer has had successful experience directing an organisation of at least comparable size and complexity to the Society and that they have an understanding of common financial reports.

APPENDIX F - APPOINTMENT AND ROLE OF LAY, PHARMACEUTICAL SCIENTIST AND ACADEMIC MEMBERS OF THE ASSEMBLY

Appointment of Lay Member

The process for the recruitment of the lay member is a recruitment exercise with open competition.

The names of potential appointees are submitted by national Board members for consideration to the Assembly. It is important that potential appointees have been approached prior to their names being submitted and have confirmed that they would be interested in the lay position on the Assembly.

The appointment will be for one year.

The lay member of the Assembly will be expected to be:

- Committed to the role of Pharmacists and Pharmacy in improving the health of the nation
- Able to view issues that come in front of the Assembly from a patient's and member of the public's perspective;
- Aware of the profession's views;
- Able to think and plan ahead, and to understand and contribute to the needs of the organisation;
- Experienced in health, consumer or related issues;
- Credible with the public and profession;
- A good communicator – able to put views across clearly, persuasively and sensitively;
- Effective in a team of people, letting others take on the operational work;
- Effective in holding to account – tough enough to hold others to account for their performance but realistic enough to accept being held to account for their own;
- A sharp and clear thinker who can assimilate information quickly and flexibly;
- Sound judgement – able to weigh up evidence and analyse ideas before reaching an independent and objective conclusion;
- Committed to upholding the Nolan principles of public life.

Pharmaceutical Scientist Representative on the Assembly

Role Profile

The Pharmaceutical Scientist representative has particular responsibility to keep the Assembly informed of pharmaceutical science and research matters of importance to the Royal Pharmaceutical Society and its membership. The Pharmaceutical Scientist should be a member of the Society.

Specific responsibilities include:

- ex-officio membership of the Pharmaceutical Scientist Expert Advisory Panel (PS EAP);
- liaison with pharmaceutical scientist groups external and internal to the Royal Pharmaceutical Society around matters to do with pharmaceutical science and research;
- liaison with the internal Royal Pharmaceutical Society science and research team around matters to do with pharmaceutical science and research;
- involvement in all aspects of communications work around pharmaceutical science and research, with a particular emphasis on communication to the membership and the wider public;
- raising media and public awareness of the contribution that the pharmacy science and research makes to healthcare and to help raise the profile of the role of the Royal Pharmaceutical Society.

Appointment of the Pharmaceutical Scientist Member on the Assembly

The new charter states a person who in the opinion of the Society is a pharmaceutical scientist, appointed annually by the Assembly.

The use of the term 'appointed' covers an election process. However, until such a time that Pharmaceutical Scientist is a designated category of the Society and the Assembly considers there are sufficient members in the category, the Pharmaceutical Scientist Member on the Assembly will need to be appointed. The process for the recruitment of the Pharmaceutical Scientist is by:

Nominations from the pharmaceutical science groups closely associated with the Society (i.e. the Academic Pharmacy Group, the Industrial Pharmacy Group, the Academy of Pharmaceutical Scientists and the Joint Pharmaceutical Analysis Group) will be asked to nomination(s) for this position. These nominations will then be passed to the Assembly for their selection.

Council of the Heads of Schools of Pharmacy (CUHOPS) on the Assembly

Role Profile

The CUHOPS member on the Assembly has the particular responsibility to keep the Assembly informed of educational matters relating to pharmacy and also (albeit to a lesser extent) pharmaceutical science and research matters of importance to the Society and its membership

Specific responsibilities include:

- ex-officio membership of the Pharmaceutical Scientist Expert Advisory Panel (PS EAP) and the Education Expert Advisory Panel
- liaison with CUHOPS and other pharmacy education providers around matters to do with pharmacy education;
- liaison with the internal Royal Pharmaceutical Society science and research team around matters to do with pharmaceutical science and research particularly (but not exclusively) those relating to pharmaceutical education;
- involvement in all aspects of communications work around pharmacy education, with a particular emphasis on communication to the membership and the wider public;
- raising media and public awareness of the contribution that the pharmacy education makes to healthcare and to help raise the profile of the role of the Royal Pharmaceutical Society.

Appointment of the CUHOPS Representative on the Assembly

The charter states under Art 8 (1) (i)

a member of the Society, in such class or category of membership as may be determined by the Assembly, appointed by the universities in Great Britain awarding degrees accredited by the General Pharmaceutical Council for the purposes of registration as a pharmacist.

The academic or CUHOPS member on the Assembly is selected by CUHOPS from amongst their number taking account of the criteria that their representative should be a pharmacist and either a current or ex-head of a Pharmacy Department.

APPENDIX G - WORKING PRACTICES OF THE NATIONAL PHARMACY BOARDS

Strategy

- The Board maintains an overview of current and possible future developments impacting upon the science and practice of pharmacy in [country].
- The Board prepares its draft strategy for [country] and informs other National Boards and the Assembly
- Where appropriate, the Board adjusts and agrees its strategy in the light of the Society's overall strategy and comment from other National Boards.
- The Board reviews and approves its Business Plan, drafted by the staff, in accordance with the Society's strategy and any guidance from the Assembly, to deliver the Board's strategy.

Policy

- The Board agrees policy positions, commissioning work as appropriate.
- Staff draft submissions to external bodies based upon agreed policies, consulting with the Board and other stakeholders as appropriate.
- External submissions are approved by the Chair of the Board or designated alternate and circulated to the Board for information and dissemination as agreed.
- Staff agree joint policy positions and statements with other bodies, consistent with the Board's policy.
- Staff promote and communicate policy as appropriate in support of the Board's and Society's communication plan, keeping the Board informed as appropriate.
- The Board reviews formulation and pursuit of policy for effectiveness.

Professional support

- The Board agrees objectives for programmes of professional support of pharmacy to be delivered at a national level and at GB level on behalf of other National Boards.
- Staff devise and implement programmes of professional services, commissioning external agencies as appropriate.
- The Board reviews programmes for effectiveness.

Responsibility for other governance bodies

- The Board approves the formation and dissolution of Local Practice Forums in [country].
- The Board provides guidance to reporting bodies (LPFs in [country] and any other governance bodies allocated to it under delegated authority from the Assembly), annually reviews such bodies for effectiveness, approves their business plans and allocates funds as appropriate.

- The Board may establish limited lifetime working groups within existing budgets as required to deal with specific issues.

Accountability and liaison with other governance bodies

- On behalf of the Board, staff provide routine summary reports on the Board's activities for each meeting of the Assembly and such other reports as the Board deems appropriate or may be required.
- Staff ensure an appropriate flow of information with the National Boards for [country and country] and with other bodies in governance.
- Where appropriate in pursuit of agreed policies and objectives, staff agree joint initiatives and activities with other National Boards and governance bodies.

APPENDIX H - PROCEDURE FOR THE ELECTION OF CHAIR AND VICE-CHAIR OF THE BOARDS

- The election of the Chair and Vice-Chair will be held entirely in public business, with the voting recorded, at the start of business at the first formal meeting of the Board following the annual election of members to fill vacant places.
- Each candidate standing for election as Chair or Vice-Chair shall make a declaration of interests at the time of her/his nomination.
- The nomination and election procedures are set out below.
- In the event that there is only one candidate nominated for any post, the Board will be asked to affirm that the person is duly elected.
- The voting shall be reported to the Board and recorded in the minutes.
- Once the elections have been completed, the names of the candidates, the names of the newly-elected Chair and Vice-Chair and the address submitted by the newly-elected Chair will be published.
- The nominees may or may not be personally present at the meeting

1. Chair

- 1.1 Candidates for the position of Chair should be nominated by a Board member and seconded by another Board member. All nominations must be received in writing by the Board's Secretary at least 11 calendar days before the Board meeting at which the election is to take place, with a 12 noon deadline. The specific deadline for nominations in a given year will be communicated to Board members by the Board's Secretary.
- 1.2 Candidates for the position of Chair are required to produce an address of up to 1,000 words outlining how they meet the job requirements and setting out their vision and objectives. This must be received by the deadline specified 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 Board members by one week before the Board meeting.
- 1.4 The identity of candidates and the content of the addresses will be confidential to the Board until after the election has taken place.
- 1.5 The Board's Secretary will take the chair for the election of the Chair. Voting will follow the procedure set out below.
- 1.6 The newly-elected Chair may make a short statement following election.
- 1.7 The name of the newly-elected Chair, the address submitted and the names of all nominees will be circulated to the pharmacy press.

2. Vice-Chair

- 2.1 The newly-elected Chair, if present, will take the chair otherwise the Secretary of the Board will take the Chair. At the Chair's discretion, there may be a break of up to 15 minutes before nominations are invited for the position of Vice-Chair.
- 2.2 Candidates for the position of Vice-Chair may be nominated by themselves or by another Board member. Nominations may be made in advance of the meeting or at the meeting. There will be no supporting speeches for this position.

- 2.3 Voting will follow the procedure set out below.
- 2.4 The newly-elected Vice-Chair may make a short statement following election.
- 2.5 The name of the newly-elected Vice-Chair and the names of all nominees will be circulated to the pharmacy press.
3. **Voting procedure**
 - 3.1 Nominations for Vice-Chair will close before the first vote is taken.
 - 3.2 A blank ballot paper will be distributed to each Board member present.
 - 3.3 The Board's Secretary will read the names of the candidates and invite each Board member present to write the name of his/her preferred candidate on the ballot paper. The papers will then be collected.
 - 3.4 If one candidate has received the majority of the total votes cast, that person will be deemed to have been elected to the position concerned.
 - 3.5 In the event that no candidate receives a majority of all votes cast in the first ballot, the candidate receiving the lowest number of votes in that ballot will be eliminated and the procedure set out in 3.2-3.4 above will be repeated. This procedure will be repeated until one candidate receives the majority of all votes cast.
 - 3.6 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 set out in 3.2-3.4 above to decide which of these candidates is to be eliminated.
 - 3.7 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 3.2-3.4 above. If there is still a tie after this second ballot, the Board 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.

APPENDIX I - PROCEDURE FOR APPOINTMENT OF BOARD MEMBERS TO THE ASSEMBLY

The Royal Charter states that the Chairs of all the Boards and the Vice Chair of the EPB will be Members of the Assembly. The other members of the Assembly from the Boards will be appointed by the Board that they are elected members of. N.B Co-options to the Boards will not be eligible to be appointed to the Assembly.

Voting Procedure

The appointment of Board members to the Assembly will be held entirely in public business, with the voting recorded, at the start of business on the first formal meeting of the newly elected National Pharmacy Board meetings. Nominations can be made at the meeting or in advance. Board members may nominate themselves or others. The Director of the Board will read the names of the candidates and each candidate who is present will be invited to make a short supporting speech of no more than two minutes. Nominations will close before the first vote is taken. Nominees may vote for themselves. Voting will be by a secret ballot at the meeting of those members present who are entitled to vote.

Each candidate standing for appointment to the Assembly shall make a declaration of interests at the time of their nomination. The voting shall be reported to the Assembly and recorded in the minutes. Once the elections have been completed, the names of the successful candidates will be published. Successful candidates will be invited to make a short statement following their election.

The election procedures for each Board are set out below.

English Pharmacy Board

The Royal Charter makes provision for five elected members of the EPB to be appointed to the Assembly in addition to the Chair and Vice Chair of the EPB. In the event that there are only five candidates nominated to the Assembly the EPB will be asked to affirm that those persons are duly appointed. If there are more than five candidates then a secret ballot will be held using One Member One Vote (OMOV). OMOV means each EPB member has up to 5 votes for 5 places.

The EPB candidates that receive the highest number of votes by the OMOV system will be elected to the Assembly. If two or more candidates tie with the lowest number of votes, a separate ballot involving only those candidates will be held to decide which of these candidates is to be elected. If there is still a tie after this second ballot, the meeting will be adjourned for five minutes and on its resumption, the candidates will be asked to make a further speech in support of their nominations for the Assembly position. A further vote will then be taken. If the vote is still tied the Chair will be asked to make the decision on who will sit on the Assembly.

Scottish Pharmacy Board

The Royal Charter makes provision for one elected member of the SPB to be appointed to the Assembly in addition to the Chair of the SPB. The Royal Charter does not specify that the second member of the SPB on the Assembly should be the Vice-Chair. In the event that there is only one candidate nominated to the Assembly the SPB will be asked to affirm that person as duly appointed. If there are more than one candidate then a secret ballot will be held using a OMOV.

The SPB candidate that receives the highest number of votes in a OMOV will be elected to the Assembly. If two or more candidates tie with the highest number of votes, a separate ballot involving only those candidates will be held to decide which of these candidates is to be elected. If there is still a tie after this second ballot, the SPB meeting will be adjourned for five minutes

and on its resumption, the candidates will be asked to make a further supporting speech in support of their nominations for the Assembly position. A further vote will then be taken. If the vote is still tied the Chair will be asked to make the decision on who will sit on the Assembly.

Welsh Pharmacy Board

The Royal Charter makes provision for one elected member of the WPB to be appointed to the Assembly in addition to the Chair of the WPB. The Royal Charter does not specify that the second member of the WPB on the Assembly should be the Vice-Chair. In the event that there is only one candidate nominated to the Assembly the WPB will be asked to affirm that person as duly appointed. If there are more than one candidate then a secret ballot will held using a OMOV.

The WPB candidate that receives the highest number of votes in a OMOV will be elected to the Assembly. If two or more candidates tie with the highest number of votes, a separate ballot involving only those candidates will be held to decide which of these candidates is to be elected. If there is still a tie after this second ballot, the WPB meeting will be adjourned for five minutes and on its resumption, the candidates will be asked to make a further supporting speech in support of their nominations for the Assembly position. A further vote will then be taken. If the vote is still tied the Chair will be asked to make the decision on who will sit on the Assembly.

APPENDIX J - ROLE OF THE BOARD MEMBERS

As members of Boards are elected rather than appointed, the following is for guidance only:

Board Member

Members of National Boards should:

- be professionally active, whether or not currently practising as a pharmacist, within [country]
- have a good knowledge of the health care system in [country] and an understanding of the role of pharmacy therein
- have a working knowledge of the Charter Objects, strategy, activities, governance and management of the Society
- be willing and able to represent the views of the Board to other bodies within the Society and in external forums
- be active in their Local Practice Forum and other professional networks
- commit 6 days per year to Board and associated meetings and additionally time to prepare for meetings and participate in discussion forums established by the Board
- provide advice and support to the Society's staff
- abide by the Code of Conduct for Members in governance

Chair

Additionally the Chair of the Board should:

- be a nationally respected leader of, and ambassador for the profession in [country];
- be an experienced and skilled chair of meetings;
- ensure that, in reaching decisions, the Board takes proper account of the Society's strategy, opinions of members, guidance from other bodies in governance and staff, and any implications of decisions for [country] and [country];
- take responsibility for the good governance of the Board;
- ensure appropriate induction and mentoring of newly elected/appointed members of the Board;
- promote effective working relationships between the Board and staff;
- be able to commit the additional time to fulfil the role.

In addition to the generic profile for National Pharmacy Board members, the following details are considered as important for the role and remit of all NPB members:

- Market the Society to members and to potential new members;

- Ensure attendance at Board meetings (minimum of 6 per annum);
- Attend regional meetings as and when required;
- Be actively involved in the LPF to which they are nominated – this must include promoting the LPF and providing support to the LPF ;
- Participate in virtual communications – this should include undertaking pre-reading and engagement with consultation and key discussions. It is proposed that this activity is measured;
- Provide regular reports on meetings attended on behalf of the Board (using set proforma for feedback);
- Monitor delivery of strategy;
- Show leadership across the profession
- Provide the wider representation, to the pharmacy vision
- Be ambassadors and representatives of the profession
- Provide a loud, motivating direction for the profession
- Adopt a change culture
- Be cognisant of the financial aspects of the Board
- Being inclusive to other groups
- Provide good value for the profession

GENERIC ROLE PROFILE FOR ASSEMBLY MEMBERS

Responsibilities

- Ensures that the Society upholds and pursues the Objects as set out in the Charter;
- Develops strategy in the interests of pharmacists and the pharmacy profession, 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 development and implementation of policies and activities of other bodies in governance at a high level and assesses the effectiveness of the agreed strategy;
- Represents the Assembly in a positive way to external audiences;
- Sets the framework for resource strategy.

Skills & knowledge

- Knowledge and understanding of the objectives and range of activities of the Society, the role of the Assembly 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;
- 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.

APPENDIX K - COMPOSITION OF ASSEMBLY/NATIONAL PHARMACY BOARDS

English Pharmacy Board	Scottish Pharmacy Board	Welsh Pharmacy Board	Assembly
<p>14 elected members:</p> <p>5 Community to include a locum and an employee 2 Hospital 1 Industrial 1 Academic 1 primary care/public health (<i>combined place</i>) 4 elected unreserved members</p> <p>one person co-opted by the EPB for a period not exceeding three years as may be determined by the Board.</p> <p><i>Ex officio attendees –</i> President Government Chief Pharmaceutical Officer may be invited to specific meetings LPFs to be invited to send observers to meetings</p>	<p>11 elected members</p> <p>All unreserved.</p> <p>if the SPB so decides, up to two persons co-opted by the SPB for such period not exceeding three years as may be determined by the Board.</p> <p><i>Ex officio attendees -</i> President, Government Chief Pharmaceutical Officer may be invited to specific meetings LPFs to be invited to send observers to meetings</p>	<p>11 elected members:</p> <p>5 Community to include a locum and an employee 2 Hospital 1 primary care/public health 3 elected unreserved members</p> <p>if the WPB so decides, two persons co-opted by the WPB for such period not exceeding three years as may be determined by the Board.</p> <p><i>Ex officio attendees -</i> President Government Chief Pharmaceutical Officer may be invited to specific meetings LPFs to be invited to send observers to meetings</p>	<p>11 elected members appointed from the Boards:</p> <p>EPB Chair and Vice Chair 5 elected members of the EPB SPB Chair 1 elected member of the SPB WPB Chair 1 elected member of the WPB</p> <p>1 Pharmaceutical Scientist 1 Academic 1 Lay</p>

APPENDIX L - CODE OF CONDUCT FOR MEMBERS OF THE SOCIETY

On admission to membership (and on renewal of membership) members agree to adhere to this Code of Conduct.

Members will:

- exercise their professional skills and judgement to the best of their ability and discharge their professional responsibilities with integrity considering, where appropriate, the public interest, serving as an example to others;
- do all in their power to ensure that their professional activities do not put the health and safety of others at risk;
- when called upon to give a professional opinion, do so with objectivity and reliability;
- never engage in any corrupt or unethical practice;
- further the interests of and maintain the dignity and welfare of the Society and their profession.

APPENDIX M - 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 Assembly members and nominations of other members including non-Assembly members. Non-Assembly 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. The Appointments Committee 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 committee 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 normally be as determined by the organisation to which they are nominated but the Society reserves the right to withdraw or change its nominee. However, in the case of Assembly member nominees, Assembly may wish to review the position where the nominee ceases to be a member of Assembly and in exceptional circumstances the nomination may be withdrawn.
7. The Assembly will 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 Pharmacists Association (CPA)
10. This will apply to any other international organisation that shall seek nomination from the Society.

APPENDIX N - STANDING ORDERS OF ASSEMBLY

1. The Regulations

- 1.1 The meetings of the Assembly are regulated in accordance with Section 2 of the Regulations. These Standing Orders are framed under the provision of Section 2.

2. Frequency of Meetings

- 2.1 The Assembly shall meet three times in each calendar year at a time, date and place as it chooses.

3. Notice of meetings

- 3.1 The Chief Executive shall notify members of the Assembly in writing of the time, date and place of a meeting of the Assembly at least 7 calendar days in advance of the meeting.
- 3.2 The Chief Executive shall publish details of the meetings and the agenda of the open business part of the meetings on the Society's website 4 working days in advance of each meeting.
- 3.3 Any further meetings, outside the agreed schedule, shall be notified in writing to the members of the Assembly by the Chief Executive upon the direction of the President or upon the direction of 8 members of the Assembly.

4. Business of the Meeting

- 4.1 The business of the meeting shall be divided into open business, which shall be conducted in open, and confidential or restricted business, which shall be conducted in accordance with this handbook.

5. Quorum

- 5.1 The quorum for the Assembly shall be set out in regulations.
- 5.2 No business shall be transacted at a meeting of the Assembly unless the requirements for a quorum are met. The quorum can include those joining virtually.
- 5.3 If a meeting is or becomes inquorate the meeting shall be suspended for up to half an hour pending the re-establishment of a quorum. If this does not occur, the Chair may call an additional meeting by giving at least 7 calendar days notice of a meeting in which the requirements for a quorum shall not apply, otherwise 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 Chair 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 Assembly believes that another member present has a direct or indirect interest in an item for discussion and that interest has not been declared, they should inform the Chair.

The Chair 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 Assembly meetings

- 7.1 The Chief Executive 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 Assembly 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 discussion shall be allowed on the minutes except in regard to their accuracy.
- 7.4 Any inaccuracies in the minutes of Assembly being presented for agreement should be drawn to the attention of the Chief Executive 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 Chief Executive or the Chair verbally before the next meeting.
- 7.5 The minutes of the open business of the Assembly shall be published on the Society's website once agreed by the Assembly.
- 7.6 If there are matters arising from the minutes presented for agreement these should be brought to the attention of the Chief Executive in writing before the next meeting. Exceptionally, where time does not permit, the Chief Executive or the Chair 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 Chair of any meeting of the Assembly.
- 8.2 If the President is 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.
- 8.3 The Chair's ruling on any question of order or conduct raised at a meeting will be final. Rulings by the Chair will be made in accordance with the provision of these standing orders and the Code of Conduct for members in governance.
- 8.4 In discussion of agenda items the intention is to reach agreement by consensus. The Chair will conduct the meeting in such a way as to ensure that all Assembly 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 Chair 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 Chair may curtail discussion and seek agreement to the proposal. Where a consensus decision is reached the Chair shall ask the Assembly to confirm this verbally.

- 8.5 At the discretion of the President, meetings of the Assembly may be held in the form of a teleconference or using other remote conference facilities which allow all Assembly members participating to hear and address one another. Such meetings will be deemed to take place at the location of the Chair.
- 8.6 No decision which has been passed by the Assembly within the preceding four months shall be discussed.

9. Voting and Recording of Votes

- 9.1 Should a consensus not be reached or if in the Chair's view it is expedient to do so, a vote shall be taken on any proposals before the meeting.
- 9.2 A vote on any issue before a meeting of the Assembly shall be determined on a show of hands, unless a member of the Assembly demands a ballot, being the collection of written votes at the meeting.
- 9.3 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 the Charter.
- 9.4 On the motion of a member of the Assembly, duly seconded, names of members of the Assembly voting for and against a recommendation or resolution and those abstaining from voting will be recorded.
- 9.5 The Chair shall have a substantive vote and a second or casting vote in any case of an equality of votes.

10 Any other business

- 10.1 The Chief Executive 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 Chair or the Chief Executive verbally before the meeting.
- 10.2 Matters not raised with the Chief Executive or the Chair 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 Chair. Should an item be raised inappropriately, guidance will be given on the appropriate mechanism.

11. Conduct of Assembly members

- 11.1 The Chair may order a Assembly member to withdraw from a meeting if, in the opinion of the Chair, that member has persistently disregarded the ruling of the Chair 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.
- 11.2 In the event of a general disturbance which, in the opinion of the Chair, prevents the orderly conduct of business, the Chair may adjourn the meeting for such a period as the s/he considers appropriate.

12. Dealing with Confidential and Restricted Matters

- 12.1 Confidential and restricted business is conducted in private and in the presence of relevant members of staff and, where appropriate, expert advisers to the Assembly.
- 12.2 The Assembly may, in the course of open business, decide a particular item(s) should not be reported, for example when disclosure of certain information may be prejudicial. In these circumstances the Assembly shall defer discussion of this item to confidential or restricted business, or shall ask those observers present to leave the meeting for the duration of the discussion of the matter.
- 12.3 The Assembly may decide that decisions reached in confidential or restricted business should be put into the public domain. If such a decision is not taken then the discussion and decision(s) remain confidential or restricted.

13. Suspension of Standing Orders

- 13.1 Any Standing Order may be suspended in case of urgency by resolution of the Assembly carried by a majority of two-thirds of the members present and voting.
- 13.2 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).
- 13.3 If agreed the suspension shall be for the duration of the item under discussion.

14 Public access to meetings

- 14.1 Members of the public may attend meetings of the Assembly 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.
- 14.2 Electronic recording of Assembly meetings without prior permission from the Chair is prohibited.
- 14.3 The Assembly may resolve that any observer be required to withdraw from a meeting if the person's conduct is such that it disrupts the Assembly's consideration of the business of the meeting.

APPENDIX O - STANDING ORDERS OF THE COMMITTEES OF ASSEMBLY

1. The meetings of the committees of Assembly are regulated in accordance with these Standing Orders which Assembly shall agree from time to time. Amendments to these Standing Orders may be made only by the Assembly.
2. **Frequency of Meetings**
 - 2.1 The committees of the Assembly shall meet as appropriate to the workload and no more than three times a year.
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 calendar days in advance of the meeting.
4. **Quorum**
 - 4.1 The quorum for each committee of Assembly is determined by the Assembly
 - 4.2 No business shall be transacted at a meeting of a committee of the Assembly unless the specified number of members comprising a quorum are present. The quorum can include those joining virtually.
 - 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.

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.
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 Assembly members' interests, gifts and hospitality is maintained separately and Assembly 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 Assembly 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 they becomes aware of it.
 - 5.4 In any case of doubt the member should openly declare the possibility of interest.
 - 5.5 The Chair 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 Chair. The Chair 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.
- 5.7 If the Chair declares an interest and it is considered by the committee that the Chair should not be in the chair for that item another committee member chosen by the committee, shall take the chair for the duration of the item.
- 6. Chair and membership**
- 6.1 The Chair, Assembly members, co-opted members and observers shall be appointed by the Assembly.
- 7. Secretary**
- 7.1 The Committee Secretary shall be appointed by the Chief Executive and shall be a member of the staff of the Society.
- 8. Powers and accountability**
- 8.1 The committees of the Assembly are accountable to the Assembly.
- 8.2 The remits of the committees of the Assembly are determined by the Assembly.
- 8.3 When establishing working groups the committees of Assembly should use the standard remit as required for Assembly working groups.
- 8.4 No committee will carry out any activity outwith the Society's current agreed strategic objectives without the prior approval of Assembly.
- 8.5 No committee will carry out any activity requiring expenditure beyond that which has already been approved in the annual budget by the Assembly without the prior approval of the Assembly.
- 8.6 The agendas and minutes for all committees, and except for the confidential section of the agendas and minutes of the Performance Management and Remuneration and the Audit and Risk Committees, shall be circulated to all Assembly members for the purposes of monitoring and information.
- 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 Chair 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 Chair of the committee shall preside at any meeting of the committee.
- 10.2 If the Chair is 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.
- 10.3 The Chair's ruling on any question of order or conduct raised at a meeting will be final. Rulings by the Chair will be made in accordance with the provision of these standing orders and the Code of Conduct for members in governance.
- 10.4 In discussion of agenda items the intention is to reach agreement by consensus. The Chair 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 Chair 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 Chair may curtail discussion and seek agreement to the proposal. Where a consensus decision is reached the Chair shall ask the committee to confirm this verbally.
- 10.5 No proposal to rescind any decision which has been agreed by a committee within the preceding four months shall be in order.
- 10.6 At the discretion of the Chair, meeting of a committee may be held in the form of a teleconference or using other remote conference facilities which allow all committee members participating to hear and address one another. Such meetings will be deemed to take place at the location of the Chair.

11. Any other business

- 11.1 The Chair or Secretary of the committee must 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 Chair prior to the meeting will not be discussed at that meeting but will be deferred and included in a future agenda.
- 11.3 The Chair may exercise their discretion in allowing matters raised outside standing orders 11.1 or 11.2 above to be considered by the meeting.

12. Dealing with Confidential Matters

- 12.1 Meetings of committees of Assembly are not open to the public.
- 12.2 The proceedings of the committees are confidential to the members of the Committee, the Assembly and staff, and any observers present.
- 12.3 When discussing items relating to identifiable member(s) or members of staff, or commercial items, Committees will do so in confidential or restricted session. The restricted agenda and minutes will not be circulated other than to members of the relevant committee.

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

- 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 On the motion of a member of the committee, duly seconded, names of members of the committee voting for and against a recommendation or resolution and those abstaining from voting will be recorded.
- 14.4 The Chair shall have a substantive vote and a second or casting vote in any case of an equality of votes.

15. Conduct of members in governance

- 15.1 All members of the committees of Assembly, are subject to the Code of Conduct for members in governance and shall conduct themselves in accordance with the provisions of the Code.

APPENDIX P - NATIONAL PHARMACY BOARDS STANDING ORDERS

1. Standing Orders and Protocol

- 1.1 The meetings of the English, Scottish and Welsh Pharmacy Boards of the RPSGB are regulated in accordance with these Standing Orders which the Assembly shall agree from time to time. Amendments to these Standing Orders will be made by the Assembly following consultation with the National Pharmacy Boards.

2. Frequency of Meetings

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

3. Notice of meetings

- 3.1 The Secretary of the Board shall notify members in writing of the time, date and place of a meeting at least 7 calendar 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 open business, which shall be conducted in public, and confidential and restricted business, which shall be conducted in private.

5. Quorum

- 5.1 The quorum for each Board shall be set out in regulations.
- 5.2 No business shall be transacted at a meeting of a Board unless the specified number of members comprising a quorum are present. The quorum can include those joining virtually..
- 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.
- 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 All members of the Board shall complete, and keep up to date, a register of interests, gifts and hospitality. (A register of Assembly members' interests, gifts and hospitality is maintained separately and Assembly members who are members of a Board or who attend Board meetings will not be asked to supply a duplicate register entry.) The Secretary of the Board will keep the register of members' interests, which shall be available for Assembly members and members of the Board to see on request.
- 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 a Board member not appreciating at the beginning of a discussion that an interest exists, the member should declare such an interest as soon as they become aware of it.
- 6.4 In any case of doubt the member should openly declare the possibility of interest.

- 6.5 The Chair 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 Board member believes that another member present has a direct or indirect interest in an item for discussion and that interest has not been declared, they should inform the Chair. The Chair 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 Chair declares an interest and it is considered by the Board that the Chair should not be in the chair for that item, then the Vice-Chair, or in their absence or inability to chair the meeting for that item, another member chosen by the Board, shall take the chair for the duration of the item.

7. Chair and membership

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

8. Secretary

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

9. Powers and accountability

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

10 Minutes of Board meetings

- 10.1 The Secretary of the 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 Board and the decisions taken.
- 10.2 The minutes of the previous meeting of a Board shall be agreed at the next following scheduled meeting.

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

- 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 Chair 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 Chair of the Board shall preside at any meeting of a Board.
- 11.2 In the absence of the Chair, the Vice-Chair shall chair the meeting.
- 11.3 If the Chair and the Vice-Chair 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 Chair's ruling on any question of order or conduct raised at a meeting will be final. Rulings by the Chair will be made in accordance with the provision of these standing orders and the Code of Conduct for members in governance
- 11.5 In discussion of agenda items the intention is to reach agreement by consensus. The Chair 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 Chair 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 Chair may curtail discussion and seek agreement to the proposal. Where a consensus decision is reached the Chair shall ask the Board to confirm this verbally.
- 11.6 No proposal to rescind any decision which has been agreed by the Board within the preceding four months shall be in order.
- 11.7 At the discretion of the Chair, a meeting of a National Pharmacy Board may be held in the form of a teleconference or using other remote conference facilities which allow all board members participating to hear and address one another. Such meetings will be deemed to take place at the location of the Chair.

12. Any other business

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

13. Dealing with confidential and restricted 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 Chair 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 open 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 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 Board, duly seconded, names of members of the Board voting for and against a recommendation or resolution and those abstaining from voting will be recorded.
- 15.4 The Chair shall have a substantive vote and a second or casting vote in any case of an equality of votes.

16. Conduct of Board members

All members of the Boards, are subject to the Code of Conduct for members in governance and shall conduct themselves in accordance with the provisions of the Code.

APPENDIX Q - CONDUCT OF MEETINGS - GUIDELINES FOR CHAIRS

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

- a) It is the role of the Chair to ensure that the meeting 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 Chair 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 the business that members should only speak once on a particular subject, it is a good principle to adopt as a general rule. The Chair should make every effort to ensure that all 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 members to speak more frequently in a particular debate. However, the Chair 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 Chair should act as a co-ordinator of the debate and, on the basis of the discussion, should direct the meeting towards the decisions that are required. The Chair should not normally participate in the debate itself, unless they have 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.

The prime objective of the Chair is to ensure that the meeting 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 Chair to become an active participant in favour of one side of the debate. A good Chair can function efficiently without any expert knowledge of the topic in hand. Additionally, a good Chair should not use their position to promote their own views unduly.

- d) The Chair should conduct the meeting with firmness and good humour. Members will respond well to this approach. They are likely to become frustrated if the Chair 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 Chair should insist that all comments be made through the chair. On the other hand, the active co-operation of members is essential for the good conduct of

a meeting, and this can be achieved when the Chair exercises an element of good humour within a firm approach to the conduct of business.

- e) The relationship between the Chair and secretary during the meeting is another important factor. The Chair should look to the secretary when necessary for advice on procedure and, where appropriate, on past policy. This can be given quietly to the Chair or, with the Chair's permission, and depending on the circumstances, be explained to the meeting as a whole.

APPENDIX R - REGISTER OF INTERESTS, GIFTS AND HOSPITALITY

The purpose of this register is to enable members in governance to make a clear declaration of any interests, gifts or hospitality that could, or could be thought to, affect their performance of their duties. Declaration of an interest does not necessarily prevent a member in governance from speaking on a subject related to that interest, but it ensures that there can be no perception that a member in governance may be seeking improperly to influence decisions for personal benefit. Declarations of interest should include interests of close family members where such may be relevant. Each member in governance 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.

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 Assembly.
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 in governance 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 in governance 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 in governance.

Name:

Date of Acceptance:

Received from:

Gift/ Hospitality received:

Date recorded:

Signature:

APPENDIX S - 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.

APPENDIX T - HARASSMENT AND BULLYING STATEMENT

Introduction

The Society considers that all staff, Assembly, Board and members in governance have the right to be treated with dignity and respect and will seek to ensure that the working environment is sympathetic and conducive to effective performance.

This statement sets out what is defined as being harassment, bullying and victimisation. It also describes the personal conduct expected of all engaged on Society business including, Assembly and Board, 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 members in governance 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.

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.

What is harassment?

Harassment is unwanted conduct affecting the dignity of men and women in the workplace. 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. The key is that the actions or comments are viewed as demeaning and unacceptable to 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.

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 individual'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.

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.

Relationships between Assembly members and staff

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

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, Assembly and Board members on dealing with this sensitive issue.

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.

Procedures

Any complaint against members in governance will be handled under the Code of Conduct for members in governance.

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

APPENDIX U - OVERSEAS TRAVEL

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

Criteria

Each meeting/visit must

- be in the interests the Society;
- be within budget;
- follow the agreed procedure.

Principles

The budget for Assembly is held by the Chief Executive. The Chief Executive, in consultation with the Officers decides, within the agreed guidelines, on requests for Assembly members to travel overseas.

- a) All requests for travel by members in governance to be funded by the Society should be directed to the Chief Executive stating:
 - The title/purpose of the meeting
 - The frequency if on-going
 - The rationale for attendance
 - Estimated cost/budget allocation
 - Arrangements for itinerary
- b) 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 Chief Executive prior to departure.
- c) Spouses and partners should not attend at the Society's expense. They may, however, attend at their own expense.

APPENDIX V - APPOINTMENTS TO COMMITTEES – OUTLINE PROCESS

This appendix covers appointments to standing national and GB level governance bodies where vacancies are not filled by election or by some other specified process. They do not apply to ad-hoc or other time limited bodies.

The principle to be adopted in 2 and 3 below should be to increase the opportunity for members with appropriate expertise to become involved in governance through turnover of members rather than reappointment, or appointment to another committee. A non-member should only be appointed to a Society committee if the required expertise cannot be found within the membership.

1. **Appointments the Audit and Risk Committee**

These are made annually by the Chairs Group.

- At or before the first meeting of the Assembly following elections (normally in July), eligible Assembly members wishing to be considered for appointment provide the Chief Executive with a note expressing interest, together with a brief CV that includes a statement of relevant expertise.
- As soon as practicable following the meeting of the Assembly, the Chairs Group, makes the appointments.
- Members take office immediately so in practice the Audit and Risk Committee is fully constituted by early August.

2. **Appointments to second tier bodies**

These are governance bodies, other than the National Boards that account directly to the Assembly, e.g. the Membership Committee, and also the Panel of Fellows. Appointments to these bodies are made by the Appointments Committee, and are normally for 3 years, renewable once.

Terms of office normally start in September.

- In April staff identify forthcoming vacancies and for each create a brief description of the role, expertise sought and time demands on an appointee, consulting with the current committee chair as appropriate.
- A consolidated document is placed on the website and the link circulated to the Assembly, Boards, Secretaries/convenors of relevant LPFs and other networks. A notice of vacancies and the link is published in the PJ. Staff may encourage members to put themselves forward for appointment as they do not take part in the selection process.
- 1 August: closing date for nominations comprising a note of the committee(s) a member is interested in, together with a brief CV that includes a statement of relevant expertise.
- In August, the Appointments Committee first considers any vacancies for chairs of committees and fills these. Then, in consultation with the appropriate committee chair, the Appointments Committee fills vacancies.

3. Appointments to third tier bodies

In the event that the Assembly permits the establishment of a committee reporting to a Board, or some other body reporting to the Assembly, it is presumed to be because members of that second tier body could not reasonably be expected to have the expertise to fulfil the required function. A third tier body is therefore not a subset of members of the second tier body.

Appointments to such bodies are best made by the superior body, following consultation with any relevant bodies or networks. The principles in 2 above should apply:

- appointments start in September, are for 3 years, renewable once
- vacancies should be notified on the website
- 1 August: closing date for nominations comprising a note of the committee(s) a member is interested in, together with a brief CV that includes a statement of relevant expertise.
- In August, the superior body fills vacancies delegating the task to its Chair and one or two other members best placed to make the necessary judgements.

APPENDIX W - POLICY ON USE OF SOCIETY'S SEAL

1. Legal advice

The Society is deemed to be an Unregistered Company for the purposes of the Unregistered Companies Regulations 2009 and the Companies Act 2006. This legislation governs the way in which the Society can execute legal documents, including simple contracts and deeds.

A simple contract (ie. a contract which is not a deed) can be signed on behalf of the Society by a single signatory provided they have express or implied authority. The Standing Financial Instructions set out who has authority to sign contracts on behalf of the Society. The Standing Financial Instructions give authority to sign contracts to the Chief Executive, Director of Finance and Managing Director of Publishing.

A deed is distinct from a simple form of contract as it requires an additional execution formality, for example affixing a seal. The new legislation provides that the Society is no longer legally required to use its seal to execute a deed. Deeds can now be legally executed in the following two ways;

- (a) Signed by two authorised signatories; or
- (b) Signed by one authorised signatory in the presence of a witness who attests the signature (the witness need not be connected with the Society in any way).

2. Policy

The policy for the use of the Society's seal is as follows:

- (a) The Society's seal should be affixed to all ceremonial documents including Fellowship Certificates, Honorary Fellowship Certificates and Honorary Membership Certificates;
- (b) The Panel of Fellows have authority to agree that the seal is affixed to Fellows Certificates;
- (c) Deeds should be executed in accordance with the method outlined above in 1(a) or 1(b); and
- (d) Where the other contracting party requests that the Society's seal is used to execute a deed, the seal may be used providing that written permission is obtained from the President or Treasurer and one Director.