



OPEN BUSINESS

Minutes of the Assembly Meeting held on Wednesday 19th July 2017, 66-68 East Smithfield

Present: Ash Soni (AS) – President, Martin Astbury (MA), David Carter (DCar), Sid Dajani (SD), Sandra Gidley (SG), Linda Hakes (LH), Paul Harris (PH), John McAnaw (JM), Suzanne Scott-Thomas (SST), David Thomson (DT), Hamish Wilson (HW)

In attendance: Aileen Bryson (AB), Mair Davies (MD), Alison Douglas (AD), Catherine Duggan (CD), Alina Lourie (AL), Alex MacKinnon (AMK), Simon Redman (SR), Brian Walters (BW)

Apologies: Nigel Ratcliffe (NR), Mahendra Patel, Sibby Buckle (SB)

Item	Related Paper	Minute	Action by
01 Welcome & Apologies		Apologies were noted from Nigel Ratcliffe, Mahendra Patel and Sibby Buckle. The appointment of Linda Hakes to the Pharmaceutical Scientist member, agreed at the Induction Day, was noted and affirmed.	
Item 02 Code of Conduct & Remit of Assembly		The requirements of the current Code of Conduct and the current remit of Assembly business were noted.	
Item 03 Declarations of Interest		The declarations of interest for all members were noted.	
Item 04 Minutes of the previous meeting		The minutes of the open business of the Assembly meeting held on 23 rd March were noted and approved.	

<p>Item 05 Matters Arising from the Open Business minutes</p>	<p>a) Item 17/03/04 – Minutes of the previous meetings The Standing Orders of Assembly (Governance Handbook Appendix K) instructions on this matter were noted, in particular:</p> <p>7.3 – No discussion shall be allowed on the minutes except in regard to their accuracy.</p> <p>7.7 – Questions relating to matters arising shall be allowed for the purposes of information only, and no debate on the policy outlines in the minutes shall take place.</p> <p>SG asked how a member could raise a point if there was an item in the minutes that they had an issue with. Noted that it should be raised as a matter of any other business or added to the agenda as a substantive item prior to the meeting rather than being raised on the day whilst agreeing the minutes.</p> <p>b) Item 17/03/04 – Publication of Members’ expenses SR noted that all members had now received and agreed their entries for expenses incurred during 2016 and the information would now be published live in the Annual Report section of the RPS website.</p> <p>c) Item 17/03/05 –Register of Gifts & Hospitality SG asked how members of the Society could view the Register. SR noted that at present it was not published anywhere but could be if Assembly wished – agreed this would be published on the website.</p> <p>ACTION – SR</p> <p>d) Expenses Policy SG queried why members were now being asked to provide copies of their car insurance in order to claim mileage allowance, and to provide the post codes for their start/end destinations. SR informed her that it was best practice to ensure business car insurance was in place for members who claimed mileage for car journeys (even to/from stations) and was common place in most organisations to ask for this to be provided. The post code information made it easier for finance team when carrying out spot audits for claims.</p> <p>SG suggested the Society should consider reimbursing costs for cycling to work (eg a mileage cost similar to the car allowance to offset wear and tear on bikes etc).</p>	<p>SR</p>
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<p>Item 06 Any Other Business</p>		<p>a) Corporate/Legal Governance Review Further to the discussion at the meeting yesterday it was now formally agreed that a full corporate/legal review was needed as a matter of urgency and would be implemented by PB as soon as possible.</p> <p>ACTION - PB</p> <p>b) Holding more than one Chair or Officer post at the same time SG noted that current governance documentation did not address the question of whether a Board Chair might also take on the role of President or Treasurer. Although to date the roles of President, Treasurer and Board Chairs have all been held by different people this has generally been only because it was felt to be within the spirit of the rules not to hold more than one position within the Chairs and Officers Group. She therefore asked that the position urgently needed clarification and that the Regulations be amended to prohibit someone from holding two positions simultaneously within the chairs and officers group.</p> <p>SD suggested that the President did have a different role to play as distinct to a Board Chair as they had to be impartial across all three Boards. JMc however noted that excluding Chairs from holding this office meant that in effect if only one person from Wales and Scotland could ever be eligible to hold the posts where as 5 people from England would be. He was happy that recent events had led the Assembly to recognise the many holes and ambiguities within the existing documentation. He again noted that there would have been nothing in the existing documents that would have prevented him from holding both President and SPB Chair posts but that there had been no precedent for this either. He felt, with the full support of the SPB, and given the reduced remit of the President post from the old RPSGB role, he would have been able to carry out the duties of both and it would have been for the SPB alone to decide whether or not they felt he was unable to give sufficient time to the Chair post</p>	<p>PB</p>

		<p>and should therefore step down from it. If Assembly did not agree that it was possible to do both then they needed to ensure that the governance documents were amended accordingly to state this explicitly.</p> <p>PH felt that this matter should best be picked up under the forthcoming legal/corporate governance review however MA noted that any amendment to the documentation in this area would clearly be a 'new rule' regarding the senior level posts within the Society and would therefore need to be formally discussed and agreed upon by Assembly first (if not necessitating a regulation and Charter change).</p> <p>MD asked what had happened to the original Governance Review undertaken in autumn 2015. AD noted that it had been completed last year, with the exception of an item where by the Assembly 'at some point in the future' would consider its composition and structure. MD then went on to suggest that any review now undertaken must result in substantive change or there would be little point in undertaking one.</p> <p>HW noted it was clear there would be a number of substantive issues around governance that would arise from the review, not least because there were so many instances where the existing documentation was ambiguous or contradictory, and this particular example was just one of many. He felt Assembly should therefore consider how it would like to deal with all the issues that the corporate/legal governance review would inevitably throw up.</p> <p>JMc strongly felt that the overall composition of Assembly did still very much need to be reviewed to ensure it was fit for purpose in 2017 and for the future given that its current structure was only ever meant to be a temporary measure and was introduced. DT agreed that it was always the Shadow Assembly's intention that the composition would be considered again at some point in the future as it was a compromise introduced in 2010 given that stalemate had been reached.</p> <p>It was therefore agreed that all these items would be looked at under the new review and any/all points raised would then be duly considered by Assembly and Boards. Further agreed that the review would be carried out via a task & finish group, composition to be set by PB, with a well defined remit and timescales, and recognising the need to engage with Assembly and Boards. The initial 'internal legal tidy up' would not need to be communicated to members but members acknowledged it would throw up a number of 'governance decisions' that Assembly would then needed to discuss and agree. Any governance amendments following this second part of the review would need to be carefully communicated to members.</p>	
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Item 07 Updates from the Boards		The latest update from all three National Boards were duly noted.	
Item 08 President's Report		The latest report from the outgoing President was duly noted.	
Item 09 Treasurer's Report		The latest report from the Treasurer was tabled for information.	
Item 10 Schedule of Meetings for 2018		<p>SG had amendments to the dates of the EPB meetings and will therefore send to AD to action.</p> <p>ACTION – SG/AD</p> <p>SG asked if thought could be given to holding AGM after the April EPB meeting rather than the July one. SR will investigate if this would be possible in terms of producing the necessary financial information by then or not etc. Agreed it would be kept in July for 2018 but may be moved in 2019 if possible.</p> <p>ACTION – SR</p> <p>Noted that there were two dates given for the meetings in November. AD explained this was because the November meeting date had been brought forward by a week for 2017 and the option was therefore whether to keep this earlier date or revert back to the old dates for 2018. AS noted that there may be a one or two high level external meetings that might have a bearing on this so would double check with CD outside the meeting and let AD know.</p> <p>ACITON – AS/CD/AD</p>	<p>SG/AD</p> <p>SR</p> <p>AS/CD/AD</p>
Item 11 National Board Election Scheme		The election scheme for 2018 was approved.	
Item 12 Date of the next meeting		Noted that the next meeting would be held on 7 th /8 th November.	

ACTION SHEET – 19th July 2017

Item	Action	Who by	When
Item 05(c) Register of Gifts & Hospitality	Now to be accessible via RPS website	SR	As soon as possible
Item 05(d) Expenses Policy	Amendments to Appendix C re removing Board Chairs as authorisers of expenses to be made	SR	As soon as possible
Item 06(a) Corporate/Legal Governance Review	Corporate/Legal Governance Review Board to be established	PB	As a matter of urgency
Item 10 Meeting Dates for 2018	EPB dates to be amended	AD	As soon as possible
	Possibility of moving AGM for 2019 to April to be investigated	SR	As soon as practical
	November 2018 meeting date to be finalised	AD	As soon as possible