



OPEN BUSINESS

**Minutes of the Assembly Meeting held on Thursday, 23<sup>rd</sup> March 2017, 66-68 East Smithfield**

**Present:** Martin Astbury (AS) – President, Claire Anderson (CAnd), Catherine Armstrong (CArm), David Carter (DCar), Sibby Buckle (SB), Sid Dajani (SD), Sandra Gidley (SG), Linda Hakes (LH), Paul Harris (PH), John McAnaw (JM), Suzanne Scott-Thomas (SST), David Thomson (DT)

**In attendance:** Corrinne Burns (CB), Mair Davies (MD), Alison Douglas (AD), Catherine Duggan (CD), Alina Lourie (AL), Alex MacKinnon (AM), Simon Redman (SR), Kimberly Shields (KS) – Item 10 only, Brian Walters (BW)

**Apologies:** Duncan Craig (DCra), Hamish Wilson (HW)

Item	Related Paper	Minute	Action by
<b>Item 01 Welcome &amp; apologies</b>		Apologies were noted from Duncan Craig and Hamish Wilson.  Corrine Burns, new PJ Correspondent, was welcomed as an observer to her first meeting.	
<b>Item 02 Code of Conduct &amp; Remit of Assembly</b>		Members were asked to note and observe the Code of Conduct and were reminded of the remit and powers of the Assembly.	
<b>Item 03 Declaration of Interests</b>		SG asked for clarification as to what needed to be included on the Declaration of Interests, particularly whether discrete pieces of work for a single day needed to be added. SR confirmed they did, even if they were done via a consultancy company.  Following a discussion held during the working day, DT asked why PhP Board membership was not on MA’s declaration of interests. MA replied that he had been advised by Finance department it did not need to be declared as this was an internal RPS board, however going forward he would add it to his declaration of interests.  SB noted that, since the meeting papers had been issued, she had become a director of a company and would therefore send details to AD. ACTION - SB	<b>SB</b>

<p><b>Item 04</b> <b>Minutes of the open business meeting held on 16<sup>th</sup> November</b></p>		<p>The minutes of the open business held on 16<sup>th</sup> November were agreed as a true and accurate record.</p> <p>SG noted an item in the Governance Handbook relating to there being no discussion around items in the minutes and asked what this meant in practice. AD will investigate and report back at the next meeting.</p> <p>ACTION – AD</p> <p><b>Item 04b – Members’ Expenses</b> SR advised that he had not yet been able to produce a paper for the National Boards informing them that member expenses would be published on the website and will now action as a matter of urgency. He went on to clarify that individual members would be sent their entry to check and so would be able to correct any errors prior to publication.</p> <p>ACTION – SR</p>	<p>AD</p> <p>SR</p>
<p><b>Item 05</b> <b>Matters arising from open business not covered elsewhere</b></p>		<p><b>a) Item 04a – Register of Gifts and Hospitality</b> SR informed members that the existing policy had not changed at all but the item had been included on the agenda for today’s meeting in order to remind members of its contents and the need to ensure they complete it promptly whenever necessary.</p> <p>SB asked for clarification as to whether travel costs incurred on behalf of RPS but were covered by other companies needed to be declared. SR confirmed they did and it was agreed guidelines on when/how to complete the form would be produced.</p> <p>ACTION – SR</p> <p>SG asked how transparent the Register was and whether it could be viewed by any RPS member on-line or was available on request. SR was not sure of the current accessibility and will therefore investigate and report back at the next meeting. SG also asked that the form not be placed in Infopoint as most members continued to remain unable to access this system. SR will therefore send to all members electronically in the first instance.</p>	<p>SR</p>
<p><b>Item 06</b> <b>Any Other Business</b></p>		<p>MA noted that he had been sent three items but that all three would be taken in confidential business.</p>	

<p><b>Item 07 Updates from the Boards</b></p>		<p>The latest updates from all three National Boards were noted.</p>	
<p><b>Item 08 President's Report</b></p>		<p>The latest President's Report was noted.</p>	
<p><b>Item 09 Treasurer's Report</b></p>		<p>The Treasurer tabled copies of his latest report which were noted for information.</p> <p>CAnd noted that the Investment Committee had not met recently and SR informed members this was because there were currently no items of business for it to consider.</p>	
<p><b>Item 10 Assembly/ Board member agreement</b></p>		<p>Noted this item would now be taken later on the agenda to allow KS to attend.</p>	
<p><b>Item 11 Expenses Working Group</b></p>		<p>MA thanked all members of the Expenses Working Group and will be writing to Terry Hanafin (EWG Chair) after the meeting to thank him personally.</p> <p>Members were then asked to re-affirm the decisions made at the working day meeting held yesterday:</p> <p><b>R6 – Preparing for meetings</b> Approved, subject to amended the wording to 'No payment should be made for the time involved in preparing for a meeting (reading papers, phone calls etc) or taking follow-up action unless pre-authorized by the budget holder.'</p> <p><b>R7 – Completion of on-line expense authorisation form</b> Approved with the proviso that the form be made easily accessible to Assembly/Board members on-line.</p> <p><b>R8 – Annual completion of on-line form for regular meetings</b> Approved, with the clarification that the form is completed by staff member/budget holder not Assembly/Board member.</p>	

	<p><b>R9 – Pre-completion of on-line form (by staff) for one-off events etc</b>                  Approved, as long as there was flexibility from budget holders to cover last minute arrangements.</p> <p><b>R10- No show bookings that are cancelled</b>                  Approved in the amended form as follows:                  ‘An appeal would be possible in exceptional or extenuating circumstances...’</p> <p><b>R11 – Meal Allowance</b>                  Approved with the deletion of the following sentence ‘It is further recommended that alcohol should not be reclaimed at any time (currently the policy is one alcoholic drink with dinner).’</p> <p><b>R12 – First class travel</b>                  Pros/cons of allowing first class advanced tickets to be booked as opposed to standard class (advanced or on the day) were discussed at length. Agreed SR/DT would draft revised wording to this recommendation to allow some first/business class travel where most cost effective (including time effective in allowing working when travelling and food) and with budget holders permission.</p> <p>ACTION – SR/DT</p> <p><b>R13 – Premium economy for long haul flights</b>                  Approved, with clarification that the 6 hour duration clause also applied to train travel and the addition of ‘extenuating’ to circumstances.</p> <p><b>R14 – Overnight allowance</b>                  Approved.</p> <p><b>R15 – Expenses claim cut off</b>                  Approved, with the addition of ‘extenuating’ to circumstances.</p> <p><b>R16 – Attendance at Society meetings</b>                  Approved, with the deletion of the words ‘based on the duration of the actual meeting’.</p> <p><b>R17 – Hotels</b>                  Approved, with the confirmation that this applied to individual/ad-hoc stay bookings and that all Board/Assembly meeting accommodation would continue to be booked centrally by the relevant administrator.</p>	<p>SR/DT</p>
--	---	--------------

		<p><b>R18 – Receipts</b> Approved, with the addition of ‘extenuating’ to circumstances.</p> <p><b>R19 – Credit Cards</b> Approved, with the confirmation that either the interim CEO or new incoming CEO would review the list of current holders to ensure consistency and practicality.</p> <p><b>R20 – Sanctions</b> Approved, with the clarification that all procedures would follow the existing Society processes.</p> <p><b>R21 – Use of agencies</b> Approved.</p> <p><b>R22 – Appeals process</b> Approved.</p> <p><b>R23 – Disability Discrimination Act</b> Approved.</p> <p><b>R24 – Re-issuing of expenses policy</b> Approved, on the condition that it be revised to take into account all the decisions made by the Assembly and then circulated back to Assembly members to endorse or correct where necessary. Further noted that this would not be an exercise to re-open debate on matters already approved.</p> <p>ACTION - SR</p> <p><b>R1 – Replacement of locum and attendance fee with day rate</b> Approved, with a transition period. Those elected under the old policy (ie in 2015 &amp; 2016) would be able to claim a day rate and submit claims for locum expenses until they were elected under the new policy. All individuals being elected from 2017 onwards would not be eligible to claim locum expenses and only the day rate would apply.</p> <p>Approved that the day rate be set at £250. SB however now moved that the new day rate amount be set at £300 rather than £250, as she felt this undersold the expertise of members. It was therefore agreed that, whilst confirming the approval of R1, the exact rate would be discussed in confidential business later in the meeting.</p>	<p>SR</p>
--	--	---	-----------

		<p>Agreed that clarification would be needed on the exact timing of the phasing in of this system for newly elected members. <b>[Secretary’s Note – as the effective dates for newly elected Board members in all three countries fall in mid-June, the date the new system would come into operation would need to be 1<sup>st</sup> June rather than 1<sup>st</sup> July as originally proposed at the working day]</b></p> <p>AD confirmed that a note of the replacement of locum expenses/attendance fees with a new single day rate payment would be added to the elections section of the RPS and candidates who had already submitted nominations would be informed individually of the change.</p> <p>ACTION - AD</p> <p><b>R2 - Areas day rate covers</b> After a vote, this was approved.</p> <p><b>R3 – Annual increase of day rate</b> After a vote, this was approved.</p> <p><b>R4 – Expenses paid in accordance with policy</b> Approved, with the clarification that the roles of Board Chair and Board Director roles be switched for Board Member approval under column 1 and 2, and that column 3 be amended to just Board Chair in the authorisation schedule at Appendix 3.</p> <p><b>R5 – Examples of how day rate might work</b> Noted this was a list of examples rather than a recommendation.</p>	<p>AD</p>
<p><b>Item 10 Board Member Agreement</b></p>		<p>Kimberley Shields, General Counsel, attended the meeting for this item. She explained that following comments received by Assembly members in November on the first draft of the agreement, and subsequent discussions by the President with external independent legal representatives, an amended draft had been produced which members were now asked to sign. KS added that signing the agreement was voluntary but advisable because, as a Royal Chartered organisation, the RPS wasn’t covered by Companies Act legislation and the agreement therefore closed up a number of different legal loopholes (eg around DPA and IP).</p>	

		<p>SG felt unable to sign the agreement as it currently stood as she felt it was more like an employment contract and believed that either all Assembly members should agree to sign it or none of them should.</p> <p>SR pointed out that it placed no more onerous provisions on individuals than they were under at present but simply clarified the relationship between the Society and Assembly/Board members.</p> <p>SB felt that the agreement should not be published on-line as it would lead to unnecessary and disproportionate scrutiny for members of the Society who were not actually signatories to the agreement.</p> <p>Following discussion a number of further amendments were proposed to the wording of the agreement which KS was happy to adopt and will therefore bring a final amended version back to the meeting later in the day for formal approval:</p> <p><b>Article 2 – Time commitment</b>          Agreed this would state the number of Board/Assembly meetings held each year which should be attended.</p> <p><b>Article 3.2 – General legal responsibilities</b>          Although Assembly members do have legal fiduciary duties and responsibilities already under the current governance documents, the sentence states that members have the same general legal responsibilities as the Society’s executive Directors. It was therefore agreed the sentence be amended to reflect that this relates only to fiduciary responsibilities. Further noted that Board members have no fiduciary duties at all, and as such would need to have basic responsibilities to act in good faith.</p> <p><b>Article 8.2.2 – Work</b>          Agreed that the ‘or’ immediately following ‘(either alone or jointly with others)’ should be removed so that this clause read: “‘Work” means any information, data, drawings, software or other materials or work created or provided by you (either alone or jointly with others) or arising from this agreement or any duties assigned to you by the Society (or any Group Company).’</p> <p>KS clarified the definition of Intellectual Property and explained that the agreement was not seeking to claim an individual’s knowledge or know-how gained from years of being a business professional. She also confirmed that a common sense approach would be taken when it came to the returning/destruction of old records on demittal of office and that members are permitted to keep a copy of confidential items for legal, accounting or professional purposes as long as they were kept securely.</p>	
--	--	---	--

**OPEN BUSINESS**

<b>Item 12 Date of next meeting</b>		Noted that the Assembly Induction Day would be held on 18 <sup>th</sup> July, and the Assembly Meeting on 19 <sup>th</sup> July.	
---	--	--	--

**ACTION SHEET – Open Business Assembly Meeting 23<sup>rd</sup> March 2017**

Item	Action	Who by	When
Item 03 Declaration of Interests	SB to send details of new Director post	SB	Immediately
Item 04 Minutes of last meeting	Governance Handbook item on discussion of minutes to be investigated  Paper on publishing Assmebly/Board member expenses to be produced and circulated to Boards	AD  SR	July meeting  Immediately
Item 05 Register of Gifts & Hospitality	Guidelines on completing the Register to be produced  Register to be circulated to Assembly	SR  SR	As soon as possible  As soon as possible
Item 11 Expenses Working Group	SR/DT to draft suitable wording to cover first class travel.  SR to incorporate all amendments into new policy document and re-circulate to Assembly members for final approval  Info on replacement of locum expenses/attendance fees with new single day rate to be posted on elections page of website	SR/DT  SR  AD	As soon as possible  As soon as possible  Immediately