

# **REGULATIONS**



# CONTENTS

<b>1.0</b>	<b>GOVERNANCE</b>	<b>5</b>
1.1	Governance Documents	5
1.1.1	Royal Charter	
1.1.2	Regulations	
1.1.3	Supplementary Operational Governance Documents	
1.2	Governance Hierarchy	5
<b>2.0</b>	<b>MEMBERSHIP</b>	<b>6</b>
2.1	Categories of Membership	6
2.2	Membership Rights & Privileges	7
2.3	Membership Fees & Subscriptions	7
2.4	Members' Conduct	7
2.5	Membership Data	8
2.6	Notices to Members	8
2.7	Expenses	8
2.8	Indemnity	9
<b>3.0</b>	<b>MEETINGS</b>	<b>9</b>
3.1	General Meetings	9
3.2	Annual General Meetings	10
3.3	Special General Meetings	10
3.4	Special Resolutions	10
<b>4.0</b>	<b>ASSEMBLY</b>	<b>11</b>
4.1	Function	11
4.2	Composition	12
4.3	Meetings	12
4.4	Effective Date	12
4.5	Casual Vacancies	13
<b>5.0</b>	<b>OFFICERS</b>	<b>13</b>
5.1	President	13
5.1.1	Term of Office	
5.1.2	Vacancy in Office	
5.1.3	Function	
5.2	Treasurer	14
5.2.1	Term of Office	
5.2.2	Vacancy in Office	
5.2.3	Function	
5.3	Election of Officers	16
5.4	Vote of No Confidence in an Officer	16

<b>6.0</b>	<b>ASSEMBLY MEMBERS</b>	<b>16</b>
6.1	Lay Member	16
6.2	Pharmaceutical Scientist Member	17
6.3	Academic (Pharmacy Schools Council) Member	17
6.4	Vote of No Confidence in an Appointed Assembly Member	18
6.5	Elected Members	18
6.6	Vote of No Confidence in an Elected Assembly Member	19
6.7	Duties of Assembly Members	19
6.8	Cessation of Office	20
<b>7.0</b>	<b>NATIONAL PHARMACY BOARDS</b>	<b>21</b>
7.1	Composition	21
	7.1.1 English Pharmacy Board	
	7.1.2 Scottish Pharmacy Board	
	7.1.3 Welsh Pharmacy Board	
7.2	Powers & Functions of the Boards	21
	7.2.1 National Pharmacy Board meetings	
7.3	Accountability	22
7.4	National Pharmacy Board Members	22
	7.4.1 Duties	
	7.4.2 Terms of Office	
7.5	National Pharmacy Board Chairs & Vice Chairs	23
	7.5.1 National Board Chair Duties	
	7.5.2 Vice Chair	
	7.5.3 Eligibility for Office	
	7.5.4 Term of Office	
	7.5.5 Vote of No Confidence in Chair/Vice Chair	
	7.5.6 Vacancy in Office	
7.6	Cessation of Office of National Pharmacy Board Members	26
7.7	National Boards Elections	26
	7.7.1 National Boards Elections Voting Rights	
	7.7.2 National Boards Election Scheme	
<b>8.0</b>	<b>CONFLICTS OF INTEREST</b>	<b>27</b>
8.1	Register of Interests, Gifts & Hospitality	27
<b>9.0</b>	<b>CODE OF CONDUCT</b>	<b>27</b>
9.1	Conduct Hearing Procedure	27
<b>10.0</b>	<b>CHIEF EXECUTIVE</b>	<b>28</b>
10.1	Executive Team	28

<b>11.0</b>	<b>COMPANY SECRETARY</b>	<b>28</b>
<b>12.0</b>	<b>THE SEAL</b>	<b>28</b>
<b>13.0</b>	<b>INVESTMENTS</b>	<b>29</b>
<b>14.0</b>	<b>AUDIT &amp; ACCOUNTS</b>	
14.1	Accounts	29
14.2	Publishing of Accounts	29
14.3	Audit	29
14.4	Auditors	29
<b>15.0</b>	<b>FINANCIAL INSTRUCTIONS &amp; EXECUTION OF DOCUMENTS</b>	<b>29</b>
<b>16.0</b>	<b>PHARMACEUTICAL PRESS Ltd (PhP)</b>	<b>30</b>
16.1	Pharmaceutical Journal	30
16.2	PhP Board of Directors	31
16.3	PhP Board Powers & Functions	31
16.4	PhP Board Finances	31
16.5	Accountability	32
<b>APPENDICIES</b>		
A	Code of Conduct	34
B	Election of Officers	40
C	Procedure for Appointment of Board Members to Assembly	42
D	Procedure to be Followed in the Event of a Casual Vacancy on National Boards	44
E	Procedure for the Election of Chair/Vice Chair of the National Pharmacy Boards	46
F	National Pharmacy Boards Standing Orders	48
G	Assembly Standing Orders	52
H	Other Governance Bodies	57
I	Definitions	61

## REGULATIONS

### 1.0 GOVERNANCE

#### 1.1 Governance Documents

##### 1.1.1 Royal Charter

The Royal Pharmaceutical Society is incorporated by Royal Charter. As the primary governing document, the Charter sets out in broad terms the Society's purpose, its membership and how it is to be governed by its members.

Any changes to the overall content of the Charter, including to the composition of the Assembly, or the creation of any additional categories of membership of the Society require a Special Resolution to be passed with the support of at least 2/3 of the Members and Fellows eligible to vote. If successfully passed by the Society, any amendment to the Charter must then be proposed in a formal petition to the Privy Council in order to obtain royal permission to amend the Charter.

##### 1.1.2 Regulations

The Assembly has the power to make, amend, add to or revoke Regulations for any purpose relating to the governance, management or functions of the Assembly or the Society.

Any changes to the main content of the Regulations must be 'gazetted' in draft for sixty days on the Society's website and in the Pharmaceutical Journal prior to adoption in order for representations from the Membership to be solicited. Any views, comments or objections received from the membership during this period will then be considered by the Assembly.

Changes to the content of the Appendices to the Regulations can be made without the need to gazette the amendments or solicit representations from the Membership, but must be subject to Assembly approval before taking effect.

##### 1.1.3 Supplementary Operational Governance Documents

The Regulations of the Society refer to a number of supplementary operational governance documents such as Policies, Procedures, Standing Orders, Terms of Reference etc which are accessible to members either via the Society's website or by application to the specific section of the Society stated in the relevant Regulation.

As these documents are operational in nature they may be amended as/when appropriate. Assembly must be informed of all substantive and/or significant amendments at the earliest opportunity and, where appropriate (eg for Terms of Reference of a Committee that reports to Assembly), approve the amendment(s) prior to adoption.

#### 1.2 Governance Hierarchy

The overall organisational governance and strategic direction of the Society is provided by the Assembly.

The three National Pharmacy Boards provide advocacy, support and strategic leadership for pharmacy practice and developments within England, Scotland and Wales. The National Pharmacy Boards therefore set the agenda at a national level, focussing on issues that matter to the Society's members. The Boards have responsibility for interpreting and developing policy nationally, as well as overseeing the delivery of member services locally.

Neither the Assembly nor the National Boards should have any direct involvement in operational matters, which are the remit of the Executive team.

## **2.0 MEMBERSHIP**

### **2.1 Categories of membership**

The Society shall have the following categories of membership and any such other categories as are established by Special Resolution of the Society. The requirements for admission to, or transfer to membership of any category shall, subject to the provisions of the Charter and these Regulations, be determined by the Assembly and shall be administered on their behalf by the Membership Committee.

**(a) Members** - may use the designatory letters MRPharmS after their name

To be eligible for membership of the Society an individual must currently be, or have formally been, registered with the GPhC or RPSGB.

**(b) Fellows** - may use the designatory letters FRPharmS after their name

To be eligible for Fellowship of the Society an individual must be a Member of the Society with not less than 12 years' standing and must then be adjudged by the Panel of Fellows as having made an outstanding original contribution to the advancement of pharmaceutical knowledge or attained distinction in the science, practice, profession or history of pharmacy.

The Assembly shall appoint a Panel of Fellows (not being members of the Assembly or of the Boards) which shall have power to admit persons as Fellows of the Society in accordance with requirements published by the Society on the RPS website.

**(c) Pharmaceutical Scientist Members** – may use the designatory letters SRPharmS after their name

To be eligible for Pharmaceutical Scientist Membership of the Society an individual must hold, at least, a bachelor degree (or its equivalent), in a subject related to the pharmaceutical sciences, and have relevant work experience. This should be in basic, applied or social sciences, related to the discovery, development, delivery, quality, safety, efficacy, regulation or usage of medicines and medical devices, or the provision of education in these areas.

**(d) Overseas Members**

To be eligible for Overseas Membership of the Society an individual must be a practising overseas pharmacist and hold a degree in pharmacy from a recognised institution, a list of which is available on the RPS website.

**(e) Associate Members** – may use the designatory letters ARPharmS after their name

To be eligible for Associate Membership of the Society an individual must hold a degree in pharmacy from an institution recognised by the Society, a list of which is available on the RPS website, or be currently undertaking their pre-Registration placement.

**(f) Student Members**

To be eligible for Student Membership of the Society an individual must be studying for a degree in pharmacy at an institution recognised by the Society, a list of which is available on the RPS website.

### **(g) Honorary Fellows**

To be awarded an Honorary Fellowship of the Society an individual must, in the opinion of the Assembly, have:

- i) attained distinction in a particular aspect or aspects of pharmacy, or
- ii) have made a special distinguishing and distinctive contribution to pharmacy or the RPS, or
- iii) have distinguished themselves in any of the branches of knowledge referred to in the objects of the Society, or
- iv) be eminent in public life

Nominees would normally not otherwise be eligible to be a member of the Society.

### **(h) Honorary Members** (NB – this category of membership ceased to be awarded in July 2017)

Honorary Memberships of the Society were awarded to individuals who otherwise were not eligible to be a Member or Fellow of the Society and had been adjudged by the Assembly as having rendered distinguished service to the Society or to pharmacy.

## **2.2 Membership Rights and Privileges**

Members of the Society may not use any title, description, or designatory letters relating to such membership other than those expressly authorised by these Regulations.

The rights and privileges of membership, including the right to use designatory letters, shall cease immediately if a person ceases to be member of the Society or if they fail to pay, by the requisite date, the annual membership fee for a particular year.

Only Members and Fellows in good standing shall be entitled to vote in respect of elections to a National Board or in a Special Resolution vote.

## **2.3 Membership Fees and Subscriptions**

Standard fees and subscriptions for membership of the Society shall be fixed by the Assembly from time to time and shall be published on the Society's website and annually in the Society's Journal.

Only members who have paid the requisite membership fee by the date specified annually by the Society shall be considered to be in good standing.

Membership may be automatically terminated if the member fails, by the requisite date, to pay the annual membership fee unless a period of grace is granted by the Assembly or relevant Committee. Members subsequently wishing to re-join the Society may be required to re-apply as a new member.

## **2.4 Members' Conduct**

The Assembly may create, and from time to time amend or rescind, a Code of Conduct (see Appendix A) to be observed by all members of the Society. The current Code of Conduct shall be available on the Society's website. Breaches of the Code may, upon proper investigation under the process set out in the appropriate Regulations and other governance documentation, lead to a

Conduct Hearing which may, in turn, depending on the nature of the breach, ultimately lead to expulsion from the Society.

## **2.5 Membership Data**

The Society shall maintain in accordance with data protection law, a Customer Management System (CMS) or other similar database containing such information as reasonably necessary to provide membership services, together with the class of membership for the time being of each member. The rights and privileges of any member shall be those of the class assigned to that member in the database.

No information relating to any member and held by the Society shall be disclosed to any person without that member's consent, and then always in accordance with the requirements of data protection law.

## **2.6 Notices to Members**

The Society can serve any document on a member:

- a) personally, or
- b) by sending via post to their registered address, or to any other address they have given to the Society for this purpose, or
- c) by electronic means to any number or address they have given to the Society for this purpose, or
- d) via notice in the Society's Journal or via electronic mail specifying the place on the RPS website where the notice or other document may be accessed

If a document is posted to a member, it is treated as served on them seven days after it has been posted. To prove that a document was served by post, it is sufficient to prove that it was properly stamped, addressed and posted.

If a document is served on a member by electronic means, it is treated as served on them on the next day. To prove that a document was served by electronic means, it is sufficient to prove that the communication was addressed to the most recent electronic address supplied by the member, that it was sent by electronic means to that address and was not automatically returned as undelivered.

The accidental failure to send, or the non-receipt by any person entitled to, any notice or other document shall not invalidate any relevant meeting, poll, ballot or other proceeding to which the notice or document refers.

## **2.7 Expenses**

Members of the Assembly, Boards, Committees, Panels and Working Groups shall be entitled to be reimbursed reasonable expenses incurred in connection with the meetings or business of the Society in accordance with the published schedule of allowable expenses in the Society's Travel and Expenses Policy available on the RPS website.

The rates for reimbursement of travelling, accommodation, subsistence, day and other rates shall be fixed from time to time by the Assembly and published in the Society's Travel and Expenses Policy. Reimbursement of such expenses or costs shall only be made on production of the appropriate claim form duly completed as set out in the policy and supported by the necessary receipts.

Claimants must abide by the rules, limits and spirit of the policy and expenditure claimed must have been incurred wholly, exclusively, lawfully and necessarily in the pursuit of business carried out on the Society's behalf.

## **2.8 Indemnity**

Members of the Assembly and/or National Boards operating under agreements with the Society, and acting in good faith in the course of their duties in respect of the Assembly and/or Boards are indemnified by the Society in respect of the performance of their duties, subject to the terms of article 3(15) of the Charter.

## **3.0 MEETINGS**

### **3.1 General Meetings**

General meetings shall be summoned by the Chief Executive or the Assembly with at least 10 days' notice and any such notice shall specify the general nature of the business to be transacted at the meeting.

At all general meetings the President or, in his absence such member of the Assembly as shall be elected by the members [physically or via remote video conference] present at the meeting, shall preside in the Chair. If there be no such member of the Assembly present then another Member or Fellow of the Society shall be elected to preside by the members present.

The quorum for a general meeting shall be 20 Members or Fellows present at the meeting [physically or via remote video conference] not including members of the Assembly but shall include any member of staff present in the category of Member or Fellow who shall also be permitted to vote. In the event that a meeting is not quorate within 30 minutes of the scheduled start, the meeting will be adjourned and reconvened in accordance with the provisions set out above but without a requirement for a quorum to be present; except that in the case of a Special General Meeting requisitioned by the membership, the meeting shall be closed and no business shall be transacted.

The Chief Executive of Society, by virtue of holding such office, must be invited to attend any General Meeting and may address the meeting with the leave of the person chairing the meeting. They shall not be entitled to vote unless they are a voting member of the Society in their own right.

Only the business stated in the notice of a General Meeting can be considered at the meeting.

Any question to be decided by a General Meeting, if not resolved without a division, shall be decided by a simple majority of votes and subject to a demand for a ballot, the voting shall be by a show of hands of those Members and Fellows present [physically or via remote video conference].

In any case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

The Chair of any general meeting may adjourn such meeting from time to time and from place to place, but no such adjournment shall be for fewer than 7 days nor extend beyond a period of 28 days. The Chair shall give notice on the Society's website of the time and place of the re-convened meeting, but no business shall be transacted thereat other than the business left unfinished from the meeting at which the adjournment took place.

The accidental failure to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by any member, or the attendance and voting at any meeting of any person subsequently found not to have been entitled so to attend and vote, and any other defect in the convening, calling and conduct of the meeting does not invalidate the proceedings at that meeting.

A failure for any reason of communication equipment, or any other failure in the arrangements for participation in the meeting at more than one place, does not affect the validity of the meeting at the main location, or any business conducted there, or any action taken as a result.

### **3.2 Annual General Meetings**

An Annual General Meeting of members shall be held in each year, normally not more than fifteen months later than the Annual General Meeting in the preceding year, on such date and at such time and place as the Assembly determines.

The Annual General Meeting shall be summoned by the Chief Executive by notice published not less than 28 days before the day thereby appointed for the meeting.

Any member of the Society shall be permitted to attend a General Meeting but only those with a category of Member or Fellow shall be permitted to vote or count towards a quorum total.

Any member of staff present with the category of Member or Fellow shall count towards a quorum total and be permitted to vote.

The Assembly shall prepare an Annual Report of their proceedings in respect of each calendar year which, together with the financial statement prepared by the Assembly (with the Auditors' report thereon), shall be presented at the Annual General Meeting held in the next subsequent calendar year. The said report of the Assembly's proceedings and a summary of the financial statement shall be made available to members via the Society's website not less than 10 days before the day appointed for the said meeting.

A member may raise any matter or move any motion at any Annual General Meeting of which he has given the Chief Executive notice in writing not later than 21 days before the said meeting is to be held. The Rules of Procedure for debating such motions are as follows:

The debate will be chaired by the President. When debating such motions speeches must be directed to the question under discussion. No speech moving a motion may exceed three minutes and no other speech shall last more than three minutes. A member who has spoken on a motion may not speak again whilst it is the subject of debate, except in exercise of a right of reply or on a point of order. The mover of a motion has a right to reply at the end of the debate on the motion, immediately before it is put to the vote. A motion shall be decided by simple majority of those members present [physically or via remote video conference] and voting. Votes may be given by a show of hands. If there are equal numbers of votes for and against, the Chair will have a second or casting vote.

### **3.3 Special General Meetings**

Special General Meetings of members shall be held on such dates and at such times and places and for such purposes as the Assembly may determine, or upon the requisition in writing of not less than 0.25% of the combined number of Fellows and Members currently in good standing requiring the Assembly to convene a special general meeting for the purpose specified in the requisition

Such a meeting shall accordingly be convened within such reasonable time as the Assembly shall think fit. If the Assembly does not convene a meeting as required, the requisitioners themselves may

convene such a meeting in accordance with these Regulations within 12 weeks of the said requisition.

The quorum for a Special General Meeting shall be 50 members present [physically or via remote video conference], not including members of the Assembly. but shall include any member of staff present in the category of Member or Fellow who shall also be permitted to vote.

Any member of the Society shall be permitted to attend a Special General Meeting but only those with a category of Member or Fellow shall be permitted to vote or count towards a quorum total.

### **3.4 Special Resolutions**

The Society may, by Special Resolution, amend, add to or revoke any of the provisions of the Charter, provided that any such amendment, addition or revocation be ultimately approved by the Privy Council.

‘Special Resolution’ means a resolution of the Assembly confirmed by a ballot of the members eligible to vote (ie Members and Fellows, currently in good standing) giving a two-thirds majority of the votes cast.

Any Special Resolution that is to be considered by a General Meeting shall be lodged with the Chief Executive not less than ten clear weeks before the date of such General Meeting.

The Assembly may determine which Special Resolutions shall be placed before a General Meeting for decision by that meeting and which shall be the subject of a wider ballot of the eligible voting membership.

If the Assembly shall decide that one or more resolutions shall be the subject of a ballot they shall also determine by what method such ballot shall be taken and by what date the ballot must have been cast; and may also determine whether prior to such ballot such resolution shall be debated at a General Meeting and whether any amendment thereto which has been duly moved at such General Meeting shall be included on the ballot.

Amendments to resolutions to be considered at General Meetings shall be reduced to writing and signed by the proposer and seconder and handed to the chairman of the meeting.

## **4.0 ASSEMBLY**

### **4.1 Function**

The Assembly is the governing body of the Society. Its overarching purpose is to ensure that the Society is led and governed effectively in pursuit of its Charter objectives, and to provide full fiduciary oversight and budgetary control. It maintains the overall strategic direction on all GB-wide issues and is responsible for the sound financial management of the Society.

Its main tasks are 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 top level objectives of the Society, including European and other international dimensions
- allocate resources

- delegate authority to other governance bodies
- appoint, direct and set broad objectives for the Chief Executive
- monitor performance of Chief Executive and ensure conformance
- account to the membership
- oversee membership critical issues

In order for the Assembly to discharge its fiduciary responsibilities, there are some aspects of internal control that the Assembly reserves to itself:

- 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
- appoint a President, who shall be a registered pharmacist, and other officers of the Society in accordance with regulations
- provide for the use and custody of the Common Seal of the Society

The Assembly may make, approve, publish, amend or revoke any form of code, protocol, instrument or guidance document for any purpose connected with the management of the affairs of the Society and the pursuit of its objects, whether for the observance of the Assembly and its committees or of the members of the Society.

The Assembly has the authority to establish or dissolve boards, committees and other standing or ad hoc bodies including bodies to advance professional leadership and bodies to provide appropriate expert advice to the Assembly or to support the development of the profession, and to delegate powers and functions to them, or to officers, individual or groups of individuals.

The meetings of all committees of the Assembly shall be regulated in accordance with the individual committee terms of reference which the Assembly shall approve. All amendments to the terms of reference must be notified to the Assembly for approval prior to taking effect.

#### **4.2 Composition**

The composition of the Assembly is set out under the Charter as follows:

- Chair and Vice-Chair of the English Pharmacy Board (EPB)
- five elected members of the EPB (appointed by the EPB)
- Chair of the Scottish Pharmacy Board (SPB)
- one elected member of the SPB (appointed by the SPB)
- Chair of the Welsh Pharmacy Board (WPB)
- one elected member of the WPB (appointed by the WPB)
- a person who in the opinion of the Society is a Pharmaceutical Scientist (appointed by the Assembly in accordance with the established procedure set out in these Regulations)
- a person, who is not a member of the Society (appointed by the Assembly in accordance with the established procedure set out in these Regulations)
- 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

#### **4.3 Meetings**

The Assembly shall meet at least three times in each calendar year.

The quorum for an Assembly meeting shall be eight members including at least one Assembly member from each of the Boards, provided that the Chair of a Board may consent in advance to a

meeting of the Assembly proceeding in the absence of any member of the Board of which he is Chair.

Assembly meetings shall follow the process set out in the Standing Orders of the Assembly, set out in Appendix F.

The draft minutes of the open business of the Assembly shall be published on the Society's website.

#### **4.4 Effective date**

On the advice of the Chief Executive, the Assembly shall, in each year, fix a date on which Assembly members appointed in that year shall take office ('the effective date'). In a given year, the effective date shall normally be no more than fifteen months from the effective date in the preceding year.

The Chief Executive shall publish the effective date on the Society's website as soon as practicable after it has been fixed by the Assembly.

#### **4.5 Casual vacancies**

A casual vacancy on the Assembly shall be filled by the relevant Board or other appointing authority. If the vacancy is for a Lay or Pharmaceutical Scientist member the relevant recruitment process as set out in these Regulations shall be followed.

The term of office for any member appointed to fill a casual vacancy shall run for the remainder of the period of office of the member whose departure gave rise to the vacancy, unless the vacancy is for a Lay, Pharmaceutical Scientist or Academic member in which case the usual term of office shall apply.

### **5.0 OFFICERS**

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

#### **5.1 President**

The President must be a member of the Assembly and a pharmacist. It is not possible to hold the role of President at the same time as holding a role of Treasurer or National Board Chair.

##### **5.1.1 Term of Office**

The President is elected biennially, and the term of her/his office shall run, subject to earlier cessation in accordance with these Regulations, for two years from the date of the first Assembly meeting held after the Annual General Meeting in the requisite election year. It would normally be expected that the President would only serve a maximum of two consecutive terms of office (of two years each) and that where an individual has served two continuous terms a gap of at least one term of office should be left before standing for the same post again. Should the President wish to stand for a third successive term of office in the same post they must outline the exceptional circumstances they believe exist to allow them to continue in office.

The Assembly shall, at their first meeting held after each annual general meeting either confirm the second year of office for any existing President or, in the requisite year, elect from among their number who are pharmacists, a President according to the appropriate procedures set out in Appendix B to these Regulations. Confirmation of the second year of office shall be automatic unless a vote of no confidence in the President is passed by the Assembly, according to the process set out in 5.4 below.

The President's term of office shall automatically cease before the end of its current two-year term if:

- s/he resigns her/his office at any time by giving notice in writing to the Chief Executive; or
- s/he ceases to be a member of her/his respective National Board or a member of the Assembly; or
- s/he become subject to sanction under disciplinary proceedings conducted in accordance with the Conduct Scheme for Members; or
- a vote of no confidence in them is passed by the Assembly according to the process set out in 5.4 below
- any of the clauses under 6.8 below are applicable

The President shall hold office so long as s/he is a member of Assembly and elected to the position. If s/he is not re-elected to their respective National Board during the National Board election process, or any of the events outlined in 5.1.1 lead to a vacancy in office, the procedure set out in 5.1.2 below will be followed.

### **5.1.2 Vacancy in office**

In the event of any vacancy occurring in the office of President, for any reason, the Chief Executive shall report this, and the cause of it, as soon as possible to the Assembly, and shall if time permits include this information in the notice summoning the meeting. If this information is provided no later than seven days before that Assembly meeting, then the Assembly shall elect one of their number to fill the vacancy in the office of President at that meeting.

Otherwise, and in the event of a President standing down from office following the passing of a vote of no confidence, a subsequent Assembly meeting must be called no later than four weeks after the President's office became vacant in order for the Assembly to elect one of their number to fill the vacancy in the office of President at that subsequent meeting.

The Treasurer shall act as interim President from the date on which the President's office became vacant until the Assembly has elected one of their number to fill the position of President in accordance with the procedure set out in Appendix B of these Regulations.

### **5.1.3 Function**

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

The President will ensure that the Assembly collectively considers policy and strategy in accordance with the Society's Charter objectives.

The President has the authority to:

- deal with issues arising which require an urgent response which it is not possible for the Chairs' and Officers' Group to deal with. Where this concerns new policy, actions would be subsequently ratified by the Assembly as appropriate
- deal with matters delegated by the Assembly
- chair all meetings of the Assembly
- be responsible for the good governance of the Assembly
- preside at all General Meetings of the Society
- with Assembly agreement, appoint and, if necessary, terminate the appointment of the Chief Executive
- lead the communication of the Assembly's strategy to the membership

- represent and further the views of the Society at meetings with Ministers, leaders of other professions and other pharmacy bodies on GB, UK and European matters

The President shall have the right to attend, as an ex-officio observer member, any meeting of the main governance committees of the Society which they are not a formal member of, with the exception of the Membership Committee.

## **5.2 Treasurer**

The Treasurer must be a member of the Assembly and a pharmacist.

It is not possible to hold the role of Treasurer at the same time as holding a role of President or National Board Chair.

The Treasurer must also have the following qualities:

- appropriate financial qualifications and/or relevant experience; and
- (without limiting clause 6.8) have never been found guilty of any fraud or dishonesty or acting in any manner which would bring or would be likely to bring the Society into disrepute or which is materially adverse to the Society's interests

### **5.2.1 Term of Office**

The Treasurer is elected biennially, and the term of her/his office shall run, subject to earlier cessation in accordance with these Regulations, for two years from the date of the first Assembly meeting held after the Annual General Meeting in the requisite election year. It would normally be expected that the Treasurer would only serve a maximum of two consecutive terms of office (of two years each) and that where an individual has served two continuous terms a gap of at least one term of office should be left before standing for the same post again. Should the Treasurer wish to stand for a third successive term of office in the same post they must outline the exceptional circumstances they believe exist to allow them to continue in office.

The Assembly shall, at their first meeting held after each annual general meeting either confirm the second year of office for any existing Treasurer or, in the requisite year, elect from among their number who are pharmacists a Treasurer as an Officer of the Society according to the appropriate procedures set out in Appendix B of these Regulations. Confirmation of the second year of office shall be automatic unless a vote of no confidence in the Treasurer is passed by the Assembly, according to the process set out in 5.4 below.

The Treasurer's term of office shall automatically cease before the end of its current two-year term if:

- s/he resigns her/his office at any time by giving notice in writing to the Chief Executive; or
- s/he ceases to be a member of her/his respective National Board or a member of the Assembly; or
- s/he become subject to sanction under disciplinary proceedings conducted in accordance with the Conduct Scheme for Members; or
- a vote of no confidence in them is passed by the Assembly according to the process set out in 5.4 below
- any of the clauses under 6.8 below are applicable

The Treasurer shall hold office so long as s/he is a member of Assembly and elected to the position. If s/he is not re-elected to their respective National Board during the National Board election

process, or any of the events outlined in 5.2.1 lead to a vacancy in office, the procedure set out in 5.2.2 below will be followed.

### **5.2.2 Vacancy in office**

In the event of any vacancy occurring in the office of Treasurer, for any reason, the Chief Executive shall report this, and the cause of it, to the next meeting of the Assembly, and shall if time permits include this information in the notice summoning the meeting. If this information is provided no later than seven days before that Assembly meeting, then the Assembly shall elect one of their number to fill the vacancy in the office of Treasurer at that meeting.

Otherwise, and in the event of a Treasurer standing down from office following the passing of a vote of no confidence, a subsequent Assembly meeting must be called no later than four weeks after the Treasurer's office became vacant in order for the Assembly to elect one of their number to fill the vacancy in the office of Treasurer at that subsequent meeting.

The President shall act as interim Treasurer from the date on which the Treasurer's office became vacant until the Assembly has elected one of their number to fill the position of Treasurer in accordance with the procedure set out in Appendix B of these Regulations.

### **5.2.3 Function**

The Treasurer monitors the implementation of the Society's financial policies and accounts to the membership for that, including:

- allocation of resources against strategic priorities
- financial performance against budget
- asset strategy
- reserves and investment policies

## **5.3 Election of Officers**

The procedure for the Election of the President and Treasurer shall be as set out in Appendix B.

## **5.4 Vote of No Confidence in an Officer**

A vote of no confidence in the President or the Treasurer of the Society can only be held during an Assembly meeting.

An Assembly member may call for a vote of no confidence in the President or Treasurer at any time during an Assembly meeting, at which point:

- a) the meeting may then be adjourned for 10 minutes
- b) the Chief Executive or, should the Chief Executive not be present, the Treasurer (if the Vote of No Confidence tabled is for the President), or President (if the Vote of No Confidence tabled is for the Treasurer), shall call for a vote of Assembly members present to express no confidence in the Officer. The vote will be by a show of hands and will be recorded in the minutes. Only those Assembly members present at the meeting shall be eligible to vote.
- c) a vote shall not be passed unless at least 8 Assembly members present at the meeting at which the vote takes place vote to express no confidence in the Officer.

d) should the vote be passed, the Officer will then be required to stand down from office immediately, and will be ineligible to stand or be re-appointed to the same post for a period of 12 months. If the President has stood down, the Treasurer shall then act as interim President until the Assembly has elected one of their number to fill the position of President in accordance with the procedure set out above. If the Treasurer has stood down, the President shall then act as an interim Treasurer until the Assembly has elected one of their number to fill the position of Treasurer in accordance with the procedures set out above.

e) Should the vote fail to be passed, a further vote of no confidence in the same individual is not permitted to be called again for a period of 12 months.

## **6.0 ASSEMBLY MEMBERS**

### **6.1 Lay Member**

The Assembly Lay Member must be a person who is not, and has not ever been, a Pharmacist or member of the Society. They should view issues brought to the Assembly from a patients' and member of public's perspective and should hold members of the Assembly to account for their decisions/actions from this perspective.

The process for recruitment to the role of Lay Member shall be via an open and transparent recruitment exercise as determined/set out by the Assembly.

The Lay Member shall be appointed for a period of two years, with the second year to be served by 'confirmation' of the Assembly members at the July Assembly meeting in the year after appointment and will follow the process set out in these Regulations for the confirmation of the second year of term of office for the Officers.

The Lay Member's term of office shall automatically cease before the end of its current two year term if:

- s/he resigns her/his office at any time by giving notice in writing to the Chief Executive; or
- s/he become subject to sanction under disciplinary proceedings conducted in accordance with the Conduct Scheme for Members; or under their own professional body
- a vote of no confidence in them is passed by the Assembly according to the process set out in 6.4 below
- any of the clauses under 6.8 below are applicable

It would normally be expected that the Lay member would only serve a maximum of two consecutive terms of office (of two years each) and that where an individual has served two continuous terms a gap of at least one term of office should be left before applying for the same post again. Should the Lay member wish to stand for a third successive term of office in the same post they must outline the exceptional circumstances they believe exist to allow them to continue in office.

### **6.2 Pharmaceutical Scientist Member**

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

The process for recruitment to the role of Pharmaceutical Scientist Member shall be via an open and transparent recruitment exercise as determined/set out by the Assembly.

The Pharmaceutical Scientist member shall be appointed for a period of two years, with the second year to be served by 'confirmation' of the Assembly members at the July Assembly meeting in the year after appointment and will follow the process set out in these Regulations for the confirmation of the second year of term of office for Officers.

The Pharmaceutical Scientist Member's term of office shall automatically cease before the end of its current two year term if:

- s/he resigns her/his office at any time by giving notice in writing to the Chief Executive; or
- s/he become subject to sanction under disciplinary proceedings conducted in accordance with the Conduct Scheme for Members; or
- a vote of no confidence in them is passed by the Assembly according to the process set out in 6.4 below
- any of the clauses under 6.8 below are applicable

It would normally be expected that the Pharmaceutical Scientist member would only serve a maximum of two consecutive terms of office (of two years each) and that where an individual has served two continuous terms a gap of at least one term of office should be left before applying for the same post again. Should the Pharmaceutical Scientist member wish to stand for a third successive term of office in the same post they must outline the exceptional circumstances they believe exist to allow them to continue in office.

### **6.3 Academic (Pharmacy Schools Council) Member**

The Academic (Pharmacy Schools Council) member of 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. They should be a pharmacist and either a current or ex-head of a Pharmacy Department.

The academic or Pharmacy School Council member on the Assembly is selected by the Pharmacy School Council 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 School.

The Academic member shall be appointed for a period of two years, with the second year to be served by 'confirmation' of the Assembly members at the July Assembly meeting in the year after appointment and will follow the process set out in these Regulations for the confirmation of the second year of term of office for Officers.

The Academic Member's term of office shall automatically cease before the end of its current two year term if:

- s/he resigns her/his office at any time by giving notice in writing to the Chief Executive; or
- s/he become subject to sanction under disciplinary proceedings conducted in accordance with the Conduct Scheme for Members; or
- a vote of no confidence in them is passed by the Assembly according to the process set out in 6.4 below
- any of the clauses under 6.8 below are applicable

It would normally be expected that the Academic member would only serve a maximum of two consecutive terms of office (of two years each) and that where an individual has served two continuous terms a gap of at least one term of office should be left before applying for the same post again. Should the Academic member wish to stand for a third successive term of office in the same post they must outline the exceptional circumstances they believe exist to allow them to continue in office.

#### **6.4 Vote of No Confidence in an appointed Assembly Member**

An Assembly member may call for a vote of no confidence in the Lay, Pharmaceutical Scientist or Academic member of Assembly at any time during an Assembly meeting, at which point:

- a) the meeting may then be adjourned for 10 minutes.
- b) the President (or Chief Executive should the President not be present), shall call for a vote of Assembly members present to express no confidence in the particular appointed member. The vote will be by a show of hands and will be recorded in the minutes.
- c) a vote shall not be passed unless at least 8 Assembly members present at the meeting at which the vote takes place vote to express no confidence in the particular appointed member.
- d) should the vote be passed, the particular appointed member will then be required to stand down from office and the Chief Executive shall take action to ensure that the vacant post is filled following the appropriate process under either 6.1, 6.2 or 6.3 above is followed.

#### **6.5 Elected Assembly Members**

Members are elected to the Assembly by their National Board.

Only those members of the Society who have been elected by the wider membership to their respective National Board may go on to be elected to the Assembly.

The procedure for electing members to the Assembly is determined by the individual National Board and is set out in Appendix C.

Any sitting President will automatically be appointed, in both the first and second year of their term of office, as a Board Assembly representative for their respective National Board.

The term of office for elected Assembly members serving on the Assembly shall be two years provided the member remains elected to their relevant National Board.

#### **6.6 Vote of No Confidence in an elected Assembly Member**

A vote of no confidence in an Assembly Member (other than the President, Treasurer, Board Chair or Vice Chair) elected by a National Pharmacy Board can only be held during a meeting of the relevant National Board.

An elected member of the National Board may call for a vote of no confidence in an Assembly Member elected by that National Board at any time during a National Board meeting, at which point:

- a) the meeting may then be adjourned for 10 minutes

b) the Chair, or Vice Chair should the Chair not be present, or Country Director should the Vice Chair/Chair not be present, shall call for a vote of Board members present to express no confidence in the particular elected Assembly Member. The vote will be by a show of hands and will be recorded in the minutes. Only those Assembly members present at the meeting shall be eligible to vote.

c) a vote shall not be passed unless:

i) for the EPB – at least 8 elected Board members present at the meeting at which the vote takes place vote to express no confidence in the Assembly Member

ii) for the SPB - at least 6 elected Board members present at the meeting at which the vote takes place vote to express no confidence in the Assembly Member

iii) for the WPB - at least 6 elected Board members present at the meeting at which the vote takes place vote to express no confidence in the Assembly Member

d) should the vote be passed, the Assembly Member will be required to stand down from their post as a member of the Assembly. A replacement to serve on the Assembly will then be elected following the relevant Board process outlined in Appendix C. The member will be ineligible to stand or be re-appointed to the same post for a period of 12 months.

e) Should the vote fail to be passed, a further vote of no confidence in the same individual is not permitted to be called again for a period of 12 months.

## **6.7 Duties of Assembly Members**

Duties of all Assembly members include, but are not limited to:

- ensuring the Society upholds and pursues the Objects as set out in the Charter
- satisfying the wider membership of the integrity of financial information and that financial controls and systems of risk management are robust and defensible
- taking decisions about the prioritising of strategy according to the importance of the issue to the Society and profession and the availability of resources
- upholding high standards of integrity and probity and supporting the Executive Directors in instilling the appropriate culture, values and behaviours in the boardroom and beyond
- developing strategy in the interests of pharmacists and the pharmacy profession, putting forward ideas and constructively building on those of others
- taking into account the views of stakeholders where appropriate
- representing the Assembly and the Society in a positive way to external audiences
- carrying out the role as an Assembly member in accordance with the Society's policies and procedures, including its Code(s) of Conduct, the Standing Orders for the Assembly any other internal control framework and the Bribery Act 2010

Assembly members have the same general fiduciary responsibilities to the Society as its Executive Directors but, for the avoidance of any doubt, Assembly members are not an employee or worker of the Society or any of its Group Companies or joint venture companies.

Assembly members shall be entitled to request all relevant information about the Society's affairs as is reasonably necessary to enable them to discharge their responsibilities as an Assembly member, in accordance with these Regulations.

## **6.8 Cessation of Office**

A member of the Assembly may resign at any time by writing to the Chief Executive.

A member shall cease to be a member of the Assembly:

(a) on ceasing to be a member of the Society for any reason

(b) being a member of the Assembly appointed by one of the three National Boards, s/he ceases to be a member of the National Board or has a vote of no confidence passed in them by their National Board following the process outlined in 6.6 above

(c) any of the events listed in section 72(1) of the Charities Act 1993 happen to them

(d) the Assembly resolves that their office shall be terminated because they are regarded as permanently incapacitated by virtue of physical or mental illness as defined by the Mental Capacity Act (2005)

(e) they are convicted of an arrestable criminal offence (other than a road traffic offence for which a fine or non-custodial penalty is imposed)

(f) they are declared bankrupt or have made an arrangement with or for the benefit of her/his creditors, or if s/he has a county court administration order made against her/him under the County Court Act 1984

(g) they are disqualified from acting as a director

(h) they are found guilty of any fraud or dishonesty or acted in any manner which brings or is likely to bring the Society into disrepute or is materially adverse to the Society's interests

Any member of the Assembly who does not comply with the Code(s) of Conduct and the policies and procedures in these Regulations and of the Society may be removed from the Assembly in accordance with the Conduct Scheme for Members

Where a member has without reasonable cause, failed to attend a meeting on two consecutive occasions (where the Working and Meeting day shall be classed as one meeting on a single occasion), the Appointments Committee may review their appointment. Members should also ensure that, unless there is reasonable cause, they are present for the entirety of each meeting they attend.

## **7.0 NATIONAL PHARMACY BOARDS**

There are three National Pharmacy Boards of the Society:

- English Pharmacy Board (EPB)
- Scottish Pharmacy Board (SPB)
- Welsh Pharmacy Board (WPB) - the Welsh Pharmacy Board shall also be known as Bwrdd Fferylliaeth Cymru, which name shall be interchangeable with the English name of the Board and equally valid in all respects.

## **7.1 Composition**

### **7.1.1 English Pharmacy Board (EPB)**

- 14 members of the Society eligible for election and elected in accordance with the Election Scheme ('elected members')
- up to one person co-opted by the EPB for such period not exceeding three years as may be determined by the Board
- President (ex-officio if not a current EPB member)

### **7.1.2 Scottish Pharmacy Board (SPB)**

- 11 members of the Society eligible for election and elected in accordance with the Election Scheme ('elected members')
- up to two persons co-opted by the SPB for such period not exceeding three years as may be determined by the Board
- President (ex-officio if not a current SPB member)

### **7.1.3 Welsh Pharmacy Board (WPB)**

- 11 members of the Society eligible for election and elected in accordance with the Election Scheme ('elected members')
- up to two persons co-opted by the WPB for such period not exceeding three years as may be determined by the Board
- President (ex-officio if not a current WPB member)

Any sitting President will automatically be appointed, in both the first and second year of their term of office, as a Board Assembly representative for their respective National Board.

National Board members appointed to serve as a Board representative on the Assembly will serve a two year term of office on the Assembly, provided they remain elected to their relevant National Board.

## **7.2 Powers and functions of the Boards**

Subject to the Charter, any directions of the Assembly, and the provisions of any enactment, the Boards shall, within the relevant country, have the functions of:

- informing the Assembly on likely developments affecting pharmacy for the purpose of developing the Society's strategy
- providing strategic leadership, advocacy and support for pharmacy practice development
- leading the implementation of the Society's strategy by developing and implementing associated policies in the individual countries
- promoting the science and practice of pharmacy and its contribution to health
- providing professional advice to government and its agencies, NHS bodies, and other health and social care organisations
- guiding and supporting the Society's local organisations in the individual countries
- supporting pharmacists in their professional roles

- maintaining an overview of current and possible future developments impacting upon the science and practice of pharmacy in the individual countries
- setting policy and objectives for the individual countries within the overall strategy and ask the National Director to implement them
- agreeing policy positions, commissioning work as appropriate
- agreeing 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
- overseeing the local engagement mechanisms within the relevant country
- may also itself establish limited lifetime working groups within existing budgets as required to deal with specific issues

Policy making at the national level is the responsibility of the individual National Pharmacy Boards who shall be accountable to the Assembly. No Board policy should be contrary to any overarching GB-wide policy. The Boards lead the agenda for the profession at a national level and are able to focus on the issues that matter to members in each of the countries. The Boards have responsibility for interpreting and developing policy and for overseeing the delivery of members services locally.

The Boards shall have no formal role in the operational matters of the Society, which are the remit of the Executive team.

The Boards shall be supported by the administrative services of the Society and shall have no power to incur expenditure, employ staff or enter into contracts.

#### **7.2.1 Board Meetings**

The Boards shall keep minutes of their proceedings. Subject to the Charter, these Regulations and to any directions or standing orders given by, made, or approved by the Assembly, each Board shall determine its own procedure, to be set out in the National Board Meeting Standing Orders (Appendix G).

The quorum for meetings of the Boards shall be a majority of members.

#### **7.3 Accountability**

National Boards account to the Assembly via the National Board Chairs (or other National Board Assembly member) by provision of a brief summary report (and other such reports as may be deemed appropriate as being required) at each Assembly meeting.

#### **7.4 National Pharmacy Board Members**

##### **7.4.1 Duties**

Members elected to the National Pharmacy Boards are expected to provide advocacy, support and strategic leadership for pharmacy practice development, to promote the science and practice of pharmacy and its contribution to health and support pharmacists in their professional roles.

For the avoidance of any doubt, National Board members are not an employee or worker of the Society or any of its Group Companies or joint venture companies.

Duties include but are not limited to:

- representing the views of the Board to other bodies within the Society and in external forums
- attending regional meetings as and when required and be active in local and other professional networks

- marketing the Society to members and to potential new members
- participating in virtual communications
- providing professional advice to government and its agencies, NHS bodies and other health and social care organisations
- providing regular reports on meetings attended on behalf of the Board
- monitoring delivery of strategy
- acting as ambassadors and representatives of the profession
- providing a loud, motivating direction for the profession
- keeping cognisant of the financial aspects of the Board

Board members shall be entitled to request all relevant information about the Society's affairs as is reasonably necessary to enable them to discharge their responsibilities as an Board member, in accordance with the Regulations.

#### **7.4.2 Terms of Office**

The period of office of members elected to the National Pharmacy Boards shall be three years (with the exception in 2021 of any Board Members whose term of office originally expired in 2020 but was extended by 12 months due to the COVID-19 pandemic, whose term of office upon re-election in 2021 shall be two years); and expire at midnight on the day before the effective date detailed in the Election Scheme in the third year after they were elected.

A member is only permitted to serve in office as a National Board member for a maximum of three consecutive terms of office. After three consecutive terms, a break of one term is required before an individual can stand for election again to the same National Board.

The current terms for all service National Pharmacy Board members in office in 2020 will be deemed to be the first term of the possible three, and all National Board members in office in 2020 will only be eligible to stand for a maximum of two further terms before they are required to take a break of one term if they wished to stand again to the same Board.

A member may resign at any time by writing to the Chair or Director of the Board in question, thereby creating a casual vacancy.

Any casual vacancy amongst the elected members shall be filled by the relevant Board in accordance with the relevant Standing Orders (Appendix G). A person filling a casual vacancy shall serve for the remaining period of office of the person whose departure gave rise to the vacancy. Where the period referred to is less than a year the vacancy need not be filled.

### **7.5 National Pharmacy Board Chairs & Vice Chairs**

Each Board shall elect from amongst its elected members a Chair and in the case of the EPB, a Vice-Chair, who shall each serve for two years. The SPB and WPB may also, if they wish to, elect a Vice-Chair but this is not mandatory. The process for election of the Chair/Vice-Chair shall be set out in Appendix E.

It is not possible to hold the role of Board Chair at the same time as holding a role of Treasurer or President.

#### **7.5.1 Duties**

The National Board Chairs provide leadership for the profession in their respective country and as such their role is to:

- chair all National Board meetings for the relevant Country
- attend all Assembly meetings
- attend all Chairs' and Officers' Group meetings
- attend all Remuneration Committee meetings
- ensure that, in reaching decisions, the National 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 the two other National Boards
- take responsibility for the good governance of the National Board
- promote effective working relationships between the National Board and President, staff, other National Board Chairs and Assembly members
- represent and further the views of the Society at meetings with Ministers, leaders of other professions, and other pharmaceutical bodies on the relevant Country matters

### **7.5.2 Vice Chair**

The position of National Board Vice Chair has no formal role in the overall governance of the Society other than to deputise for the Chair at National Pharmacy Board meetings or to act as interim Chair (see 7.5.4 below). The role has no inherent powers or authority, with the exception of the Vice-Chair of the English Pharmacy Board who shall be a member of the Assembly.

### **7.5.3 Eligibility for Office**

The National Pharmacy Board Chair/Vice Chair will be an elected member of the relevant National Pharmacy Board.

### **7.5.4 Term of Office**

The Chair/Vice Chair is elected biennially, and the term of her/his office shall run, subject to earlier cessation in accordance with these Regulations, for two years from the date of the first formal National Pharmacy Board meeting following the annual election of members to fill vacant places on the Board.

It would normally be expected that the Chair/Vice Chair would only serve a maximum of two consecutive terms of office (of two years each) and that where an individual has served two continuous terms a gap of at least one term of office should be left before standing for the same post again. Should the Chair/Vice Chair wish to stand for a third successive term of office in the same post they must outline the exceptional circumstances they believe exist to allow them to continue in office.

The National Pharmacy Board shall, at the first formal National Pharmacy Board meeting following the annual election of members to fill vacant places on the Board, either confirm the second year of office for the post holder or, in the requisite year, elect from among their number who are pharmacists a Chair/Vice Chair according to the appropriate procedures set out in the Regulations set out in Appendix E.

Confirmation of the second year of office shall be automatic unless a vote of no confidence in the post holder is passed by the Board, according to the process set out in 7.5.5 below.

The Chair/Vice Chair's term of office shall automatically cease before the end of its current two-year term if:

- s/he resigns her/his office at any time by giving notice in writing to the Chief Executive; or
- s/he ceases to be a member of her/his respective National Board; or
- s/he become subject to sanction under disciplinary proceedings conducted in accordance with the Conduct Scheme for Members/; or

- a vote of no confidence in them is passed by the Board according to the process set out in 7.5.5 below
- any of the clauses under 7.6 below are applicable

The Chair/Vice Chair shall hold office so long as s/he is a member of National Board and elected to the position. If s/he is not re-elected to their respective National Board during the National Board election process, or any of the events outlined in 7.5.4 lead to a vacancy in office, the procedure set out below will be followed.

#### **7.5.5 Vote of No Confidence in Chair/Vice Chair**

A vote of no confidence in the Chair or Vice Chair of a National Pharmacy Board can only be held during a meeting of the relevant National Board.

An elected member of the National Board may call for a vote of no confidence in the Chair/Vice Chair of that Board at any time during a National Board meeting, at which point:

a) the meeting may then be adjourned for 10 minutes

b) the Vice Chair (if the Vote of No Confidence tabled is for the Chair), or Chair (if the Vote of No Confidence tabled is for the Vice Chair), or Country Director should the Vice Chair/Chair not be present, shall call for a vote of Board members present to express no confidence in the Chair/Vice Chair. The vote will be by a show of hands and will be recorded in the minutes. . Only those Board members present at the meeting shall be eligible to vote.

c) a vote shall not be passed unless:

i) for the EPB – at least 8 elected Board members present at the meeting at which the vote takes place vote to express no confidence in the post holder

ii) for the SPB - at least 6 elected Board members present at the meeting at which the vote takes place vote to express no confidence in the post holder

iii) for the WPB - at least 6 elected Board members present at the meeting at which the vote takes place vote to express no confidence in the post holder

d) should the vote be passed, the post holder will be required to stand down from office immediately. If the Chair has stood down, the Vice-Chair shall then act as interim Chair until the Board has elected one of their number to fill the position of Chair in accordance with the procedure set out below. If the Vice Chair has stood down, the post shall remain unfilled until the Board has elected one of their number to fill the position in accordance with the procedure set out below. The individual will be ineligible to stand or be re-appointed to the same post for a period of 12 months.

e) Should the vote fail to be passed, a further vote of no confidence in the same individual is not permitted to be called again for a period of 12 months.

#### **7.5.6 Vacancy in office**

In the event of any vacancy occurring in the office of Chair/Vice Chair, for any reason, the Chief Executive shall report this, and the cause of it, to the next meeting of the National Board, and shall if time permits include this information in the notice summoning the meeting. If this information is provided no later than seven days before that Board meeting, then the Board shall elect one of their number to fill the vacancy in the office at that meeting.

Otherwise, and in the event of a Chair/Vice Chair standing down from office following the passing of a vote of no confidence, a subsequent Board meeting must be called no later than four weeks after the office became vacant in order for the Board to elect one of their number to fill the vacancy in the office at that subsequent meeting.

The Vice Chair shall act as interim Chair from the date on which the Chair's office became vacant until the Board has elected one of their number to fill the position of Chair in accordance with the procedure set out above.

The post of Vice Chair shall remain vacant from the date on which the Vice Chair's office became vacant until the Board has elected one of their number to fill the position in accordance with the procedure set out above.

## **7.6 Cessation of office of National Pharmacy Board members**

A member of a National Board may resign at any time by writing to the Chair of the relevant Board.

A member of a National Board shall cease to be a member of the National Pharmacy Board in question:

- (a) on ceasing to be a member of the Society for any reason
- (b) on ceasing to be resident (for tax purposes) in the country of the Board in question
- (c) any of the events listed in section 72(1) of the Charities Act 1993 happen to them
- (d) the Assembly resolves that their office shall be terminated because they are regarded as permanently incapacitated by virtue of physical or mental illness as defined by the Mental Capacity Act (2005)
- (e) (i) on failing to be re-elected as a Board member at the appropriate point (appointment shall terminate automatically, on the specified effective date)  
  
(ii) on reaching the end of the third consecutive term of office as a Board member, at which point a break from office of one term must occur before serving any further term(s) on that same Board (see Reg 7.4.2. for those in office during 2020)
- (f) they are convicted of an arrestable criminal offence (other than a road traffic offence for which a fine or non-custodial penalty is imposed)
- (g) they are declared bankrupt or have made an arrangement with or for the benefit of her/his creditors, or if s/he has a county court administration order made against her/him under the County Court Act 1984
- (h) they are disqualified from acting as a director
- (i) they are found guilty of any fraud or dishonesty or acted in any manner which brings or is likely to bring the Society into disrepute or is materially adverse to the Society's interests

Where a member has without reasonable cause, failed to attend a meeting on two consecutive occasions (where the Working and Meeting day shall be classed as one meeting on a single occasion), the Appointments Committee may review their appointment. Members should also

ensure that, unless there is reasonable cause, they are present for the entirety of each meeting they attend.

Any member of a National Board who does not comply with the Code(s) of Conduct and procedures in these Regulations as well as the policies of the Society may be removed from the National Board in accordance with the Conduct Scheme for Members/.

## **7.7 National Boards Elections**

No person shall be eligible for election to the National Boards if s/he is not a Member or Fellow of the Society or has failed to pay, by the date and time fixed for this purpose, any membership fee payable by her/him to the Society.

In addition to any other eligibility criteria that may be specified in any given year in the Election Scheme approved by Assembly as per these Regulations, a member can only be eligible for election:

- to the EPB if resident in England, Channel Islands or Isle of Man
- to the SPB if resident in Scotland
- to the WPB if resident in Wales

### **7.7.1 National Board Election Voting Rights**

English Pharmacy Board - only Members and Fellows of the Society who are currently in good standing and are resident in England, Channel Islands, Isle of Man or Overseas are eligible to vote in elections to the EPB, provided that a member resident Overseas may opt to be an elector for another Board.

Scottish Pharmacy Board - only Members and Fellows of the Society who are currently in good standing and are resident in Scotland are eligible to vote in elections to the SPB, unless they are a member resident Overseas who has opted to be an elector for the SPB.

Welsh Pharmacy Board - only Members and Fellows of the Society who are currently in good standing and are resident in Wales are eligible to vote in elections to the WPB, unless they are a member resident Overseas who has opted to be an elector for the WPB.

### **7.7.2 National Boards' Election Scheme**

The Assembly shall, on an annual basis, make provisions in respect of the election of members to the National Pharmacy Boards, in an Election Scheme which shall be published on the Society's website.

## **8 CONFLICTS OF INTEREST**

All governance members must observe and abide by the Society's Conflict of Interests procedure which shall be available on the RPS website. They must complete a formal Declaration of Interest form annually, as well as fully and promptly declaring any interests that may arise during the course of the year and must also follow the procedure for declarations of interest at each meeting they attend as outlined in the relevant Standing Orders or Terms of Reference.

The responsibility to declare an interest rests solely with the individual.

### **8.1 Register of Interests, Gifts & Hospitality**

The Society shall keep a Register of Interests, Gifts and Hospitality to enable all staff and governance 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 Society duties.

The Company Secretary (and/or Legal department) must be notified of all hospitality or gifts received if the hospitality or gift offered is of an estimated value of £50 or more, even if that offer was subsequently not accepted.

This Register is maintained by the Company Secretary in accordance with the Society Conflicts of Interest procedure and shall be available on the Society's website and in paper copy on request by any member on request in writing to the Company Secretary.

## **9 CODE OF CONDUCT**

Assembly may create, and from time to time amend or rescind, a Code of Conduct (Appendix A) to be observed by all members of the Society. The Code shall be available on the RPS website.

### **9.1 Conduct Panel Hearings**

Breaches of the Code may, upon proper investigation under the process set out in the appropriate Regulation, lead to a Conduct Panel hearing which may, in turn, depending on the nature of the breach, ultimately lead to expulsion from the Society.

## **10 CHIEF EXECUTIVE**

The Chief Executive is appointed by, and accountable to, the Assembly as a whole on terms agreed by the Assembly.

They are responsible for the success of the Society by:

- supporting the work of the President, Assembly and Boards,
- Leading the Executive team, to form and deliver impactful strategy and objectives for the organisation as a whole, with particular focus on meeting the needs of members, shaping the wider profession of pharmacy and ensuring the long term viability of the business
- directing the organisation to ensure the efficient and cost-effective management of resources and the provision of quality services and products
- actively promoting the RPS and creating opportunity through the active creation and management of a wide range of stakeholder relationships

### **10.1 Executive Team**

The Executive Team is led by the Chief Executive and oversees the operational management of the organisation, in particular:

- business management
- finance and resourcing (including affordability and efficiency)
- overarching operational performance and operational policy
- the interface between Pharmaceutical Press and the Professional Body
- drive cross-organisational change
- creating policies in relation to the operation of the Society's business (including IP, data protection etc)

The Executive Team are responsible for providing a bridge between the governance of the Assembly, the leadership of the Boards, and the management of the Society and for ensuring collective and

coherent leadership and operational management across all of the Society's business. Through its actions it embodies and demonstrates the values of the Society.

## **11 COMPANY SECRETARY**

The Company Secretary shall perform any appropriate duties which the Assembly may impose upon them from time to time. In particular they shall be responsible for keeping proper accounts of all Society companies, and the members' and other registers required by law to be kept, making all returns and giving all notices required by law to be made or given to the registrar of companies, and sending all notices and other things required by law to be given to directors or members of the Company.

## **12 THE SEAL**

The Society's seal should be affixed to all ceremonial documents including Fellowship Certificates, Honorary Fellowship Certificates and Honorary Membership Certificates.

The Panel of Fellows have authority to agree that the seal is affixed to Fellows Certificates.

Where another 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.

## **13 INVESTMENTS**

Moneys of the Society not immediately required to meet the current expenditure of the Society may be invested in the purchase, or on the security, of any stocks, shares, debentures, debenture stock, land buildings or other property of any nature and in any part of the world, as the Assembly may determine, and the Assembly shall have power to vary such investments.

The Assembly may therefore appoint an Investment Manager for the Society (to act on their behalf in accordance with any investment policy laid down by the Assembly and on terms consistent with this Regulation) who is a proper and competent person to act in that capacity by virtue of being an individual, company or firm of repute with at least fifteen years' experience of investment management who is authorised within the meaning of the Financial Services Act 1986.

The Assembly may also appoint a Finance and/or Investment Committee which will report directly to the Assembly on all matters. Any such Committee(s) will not be responsible for any oversight of commercial investment opportunities in membership or Pharmaceutical Press activities, which shall remain the sole remit of the Assembly.

## **14 AUDIT & ACCOUNTS**

### **14.1 Accounts**

The Assembly shall cause to be kept proper books and accounts of the capital funds, revenue and expenditure of the Society in compliance with the relevant accounting standards.

#### **14.2 Publishing of Accounts**

A copy of the Accounts or a summary thereof will be published annually on the Society's website for members to view.

#### **14.3 Audit**

The Assembly, as it sees fit, may decide that at least once in every year, the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

#### **14.4 Auditors**

An Auditor or Auditors may be appointed annually by the Assembly. The requirements and procedure for appointment shall be determined by the Assembly from time to time.

The Auditor or Auditors shall be a person or a firm eligible for appointment as a company auditor as set out in the Companies Act 2006 or any enactment amending or replacing it.

The Auditors shall have access at all reasonable times to the accounts of the Society and shall verify and sign the annual statement of the accounts before it is submitted to the Annual General Meeting.

### **15 FINANCIAL INSTRUCTIONS & EXECUTION OF DOCUMENTS**

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 Authorised Signatories List shall set out who has authority to sign contracts on behalf of the Society.

A deed, being distinct from a simple form of contract, requires an additional execution formality, for example affixing a seal. Legislation provides that the Society is no longer legally required to use its seal to execute a deed however all deeds must be legally executed in accordance with the Authorised Contract Signature process as set by the Society's Legal Department.

### **16 PHARMACEUTICAL PRESS LTD (PhP)**

Pharmaceutical Press Ltd (PhP) is a company whose shares are wholly owned and controlled by the Society. Its objectives are:

- to publish and promote journals, books and digital information and educational services and associated events for pharmacists and other healthcare professionals in the UK and internationally;
- to produce a positive financial contribution to the Society over the long-term;
- to support the objectives of the Society, consistent with the commercial appeal and success of its publications and services.

RPS is the sole shareholder of PhP and, as such, has the power under company law to appoint and dismiss the directors of PhP and amend its Articles of Association.

PhP is a separate legal entity distinct from RPS in the form of a dormant, non-trading company. PhP directors are RPS employees, and PhP non-Executive Directors owe duties to RPS, as the sole shareholder, and to the creditors of PhP, as well as needing to uphold the editorial independence

of PhP publications and services (excepting the Pharmaceutical Journal, whose governance is set out as below).

RPS undertakes to respect the PhP Board's independence. RPS undertakes to respect PhP's editorial policy and publishing independence as communicated and discussed from time to time with the Assembly.

RPS expects PhP to fulfil its objectives as the PhP Board members reasonably determine, using all reasonable care and skill.

The Assembly will agree the mission of Pharmaceutical Press and will review the mission and policy framework within the context of the annual Business Plan and/or budget approval process each year.

### **16.1 Pharmaceutical Journal**

The Pharmaceutical Journal (PJ) is recognized as the editorially independent professional journal of the RPS. Its views are, therefore, sensitive to the Society's public image and policymaking. It is recognized that PhP's management of the Pharmaceutical Journal is distinct from other publications in its portfolio and is not published solely for commercial reasons. It shall be treated by PhP as a journal published on behalf of the RPS. It is recognized that editorial independence is required and essential, though editorial coverage should recognize, understand and when reasonably possible broadly sympathize with the RPS viewpoint (where this is unequivocal) on major issues of news and professional politics. Such views should be presented in a balanced way for the benefit of readers.

### **16.2 PhP Board of Directors**

In accordance with its Articles of Association PhP shall have a Board of 10 directors, comprising the following:

- three Executive directors (RPS's Chief Executive and Finance Director, and the PhP Managing Director)
- one Non-Executive director being the Chairman of PhP, who is appointed by RPS
- four Non-Executive directors comprising people with skills and experience gained in the publishing, information, media and digital markets
- two Non-Executive directors (the RPS President and one other Assembly member), representing the pharmacy profession, who are members (but not employees) of the RPS. Such appointments will be nominated by the Publishing Appointments Committee and approved by the Assembly
- Observer status for the Publisher of the PJ

The Chair of the Board shall be a non-executive Director and will be nominated by the Publishing Board's Publishing Appointments Committee and appointed subject to ratification by the Assembly.

The PhP Managing Director is appointed by the Publishing Appointments Committee and reports to the RPS Chief Executive. But it is also recognized that the appraisal and management of the Managing Director should be shared with the independent Non-Executive Chair of PhP.

### **16.3 PhP Board powers and functions**

- Appointing the Managing Director through its Publishing Appointments Committee

- Appointing the Publisher of The Pharmaceutical Journal through its Publishing Appointments Committee, said appointment subject to ratification by the Assembly on a majority basis
- Providing input to, reviewing, and approving the annual business plan that articulates Pharmaceutical Press's mission, vision, values and strategic direction prior to recommending them to the Assembly within the context of the annual Business Plan/Budget approval process each year
- Reviewing, advising on, and approving investment decisions within the authority limits set by the Assembly
- Exercising the fiduciary responsibilities of directors of a limited liability company
- Holding the MD to account for ensuring the delivery of the business plan objectives
- Reporting to the Assembly periodically
- Setting remuneration policy and staff policy

#### **16.4 PhP Board Finances**

The Publishing Board will have the authority, through the Assembly-approved Business Plan/Budget process, to approve investments, including agreements with third parties and the purchase of goods and services. Within this process, investment shall be limited to £1 million for any single investment. Agreements to purchase goods and services will be subject to a maximum duration of 5 years and a maximum total cost of £5m. A separate approval of joint ventures, equity-stake arrangements or use of the Society's intellectual property in exchange for equity shall be required by the Assembly. PhP shall ensure it operates at all times in accordance with the policy and process requirements of the RPS.

PhP shall provide to RPS, usually by November each year, its draft Budget and Business Plan, which will include a mandate to determine the distribution of its profits for each year.

The annual Budget for PhP and its performance targets will be approved by the Assembly.

The key financial information and issues, such as any proposed change in the auditor and financial year shall all be subject to the approval of the RPS.

The Assembly will have the responsibility for the approval of the Business Plan/Budget, including the capital investment budget, within the context of the annual Business Plan/Budget approval process each year.

#### **16.5 Accountability**

The PhP Managing Director and/or Chair shall report to the RPS Assembly on whatever schedule and frequency the Assembly reasonably requires.

The following PhP matters must be approved by the Assembly:

- appointment of any Non-Executive Directors
- adoption, change or repeal of the Budget and Business Plan/approval of the business plan/budget, including capital investment budget
- any proposal for PhP to become a shareholder or sole owner of another company
- incurring any expenditure or liability which exceeds £250,000
- a proposed sale or disposal of an asset or business for a price in excess of £250,000
- entering into any contract or commitment which is for a value in excess of £250,000 or a term in excess of 5 years

- any major change in the frequency, circulation or format of The Pharmaceutical Journal
- any proposed decision to discontinue or materially change the distribution of PJ to all RPS members
- creation of any strategic or contractual relationship of any kind with any pharmacy body which would affect RPS's objects

In addition, the following decisions will explicitly fall outside the authority of the PhP Board and will be reserved to the Assembly, upon recommendations from the PhP Board:

- ratification of the appointment of the Chair and all non-executive members of the Publishing Board upon the recommendation of the Publishing Appointments Committee
- ratification of the appointment of the Publisher of *The Pharmaceutical Journal*, as long as *The Pharmaceutical Journal* remains the official publication of the Society, upon the recommendation of the Publishing Appointments Committee
- ratification of the remuneration of the Chair of the Publishing Board and other non-executive Board members on recommendation of the Society's CEO
- strategic relationship with the General Pharmaceutical Council
- disposal or closure or any change in the ownership arrangements of *Martindale, British National Formulary* and related publications, and of *The Pharmaceutical Journal*
- change of official status of *The Pharmaceutical Journal*, or any change affecting the official status of *The Pharmaceutical Journal*
- changes to the governance framework of Pharmaceutical Press

**The following matters require advance notification to the Assembly before action can be taken:**

- any matters likely to materially affect the reputation or viability of the PJ
- any major change in the style, appearance or content of the PJ
- any proposed investment participation by PhP in a company registered outside the UK
- any major change in PhP activities/ products / services that is thought likely to adversely affect the company's overall profitability
- any incident, activity or development likely to cause substantial reputational and/or financial risk to PhP and/or RPS

## **APPENDIX A - CODE OF CONDUCT**

Assembly may create, and from time to time amend or rescind, a Code of Conduct to be observed by all members of the Society. Breaches of the Code may, upon proper investigation under the process set out in the appropriate Regulations, lead to a Conduct Panel hearing which may, in turn, depending on the nature of the breach, ultimately lead to expulsion from the Society.

### **a) All Members**

Being a member of the RPS is a mark of professionalism and members, as ambassadors of the Society, should do nothing that might detract from the high standing of the profession. This includes any aspect of a member's personal conduct which could have a negative impact upon the profession. On admission to, and annually on renewal of membership, all members must therefore:

- be in good standing professionally, including with the Society and any other professional body or regulator of which they are a member or registrant
- conduct themselves in a manner that upholds and enhances the reputation of the Society
- further the interests of and maintain the dignity and welfare of the Society and the profession
- exercise their professional skills and judgement to the best of their ability, discharge their professional responsibilities with integrity and 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
- be truthful and honest in dealings with clients, colleagues, other professionals and all they come into contact with in the course of their duties
- never engage in any activity that will impair the dignity, reputation or welfare of the Society, fellow members or their profession
- never knowingly engage in any corrupt or unethical practice
- not implicate the Society, through direct reference or use of membership status, in any statement that may be construed as defamatory, discriminatory, libellous, offensive, slanderous, subversive or otherwise damaging to the Society
- if convicted of a criminal or civil offence anywhere in the world inform the Society promptly, and provide such information concerning the conviction as the Institution may require. NB- this does not include Fixed Penalty Notice offences.
- observe the Policies of the Society
- comply with the Society's Regulations and all applicable laws

### **Conduct**

If a member generally becomes aware of, or has reasonable grounds for believing, that another member is engaged in or has engaged in conduct which is in breach of the Regulations and/or Code of Conduct of the Society, they shall inform the Society in writing of that belief, but shall not

maliciously or recklessly injure or attempt to injure, directly or indirectly, the reputation, practice, employment or livelihood of another member.

Complaints about the professional practice, performance or conduct of a member should be referred to the General Pharmaceutical Council, and any action by the Society may be postponed until the outcome of the Council's proceedings is known.

If the complaint is summarily dismissed by the General Pharmaceutical Council, the procedures set out in the Conduct Scheme for Members will be followed.

If the complaint is the subject of proceedings before a court or other regulatory authority, any action by the Society shall be postponed until the outcome of those proceedings is known, but is not obliged to do so. The Society is entitled to conduct its own investigations and implement its own decisions in accordance with the Society's Regulations and conduct procedures independently from the General Pharmaceutical Council, courts or any other authority.

In exceptional circumstances, the Society may take action in advance of a decision of a court or regulatory authority, in which case the complaint shall be referred to the Chairman of the Membership Committee, and the procedures set out in the Conduct Scheme for Members will be followed.

### **Bullying or harassment**

The Society aims to create an environment which respects the dignity of all individuals, including but not limited to individuals who are Members, members or employees, those who provide services to the Society or conduct business on behalf of the Society or who come into contact with anyone connected to the Society.

Bullying, harassment, or victimisation of any will not be tolerated.

Bullying is offensive, intimidating, malicious or insulting behaviour, and/or misuse or an abuse or misuse of power that is meant to undermine, humiliate or injure the person on the receiving end.

Harassment is any unwanted physical, verbal or non-verbal conduct which has the purpose of violating another person's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for another person, or is reasonably considered by that person to have the effect of violating their dignity or creating such an environment, even if this effect was not intended by the person responsible for the conduct. A single incident or a pattern of multiple incidents of this type of behaviour can amount to harassment and/or bullying. It also includes treating someone less favourably because they have submitted or refused to submit to such behaviour in the past.

Any of these behaviours will always be viewed extremely seriously and may result in disciplinary action being taken including, or where appropriate, summary dismissal, removal from office, termination of a contract to provide services or membership of the Society.

## **b) Additional Code for Governance Body Members**

In addition to observing the Code of Conduct for Members of the Society, members elected or appointed to the Assembly, National Pharmacy Boards or any other governance body reporting to the Assembly shall:

- observe the Code of Conduct for Governance Body Members
- act collectively in discharging the functions of the relevant governance body, abiding by and supporting any decisions made
- respect the skills, roles and dignity of staff and other members participating in governance
- not exploit their position as a member of a governance body for personal or business gain, financial or otherwise

### **Duties**

All Assembly/Board members and other governance body members are expected to perform their duties (whether statutory, fiduciary or common law) faithfully, diligently and to a standard commensurate with the functions of the role and their knowledge, skills and experience. They shall also have regard to the general duties of directors including the duty to act, in good faith, in such a way that promotes the success of the Society for the benefit of its members as a whole.

Governance body members shall take due note of any legal advice provided to the Society. Although the ultimate decision in a matter will rest with the relevant governance body or post holder, such a decision should be informed by the legal advice provided to the Society and not taken unilaterally.

Assembly and Board Members are not authorised on behalf of the Society to enter into any legal agreements or other commitments or contracts on behalf of the Society. Only in exceptional circumstances should an elected member be specifically authorised to sign an agreement on the Society's behalf, and in those circumstances instructions should be provided by the Chief Executive to the Society's Legal team.

### **Collegiality**

Any governance body member, whether they dissent, abstain or are absent from the making of a decision by the relevant governance body, accepts the majority decision and is bound by it. Decisions taken collectively by any committee/group/governing body of which the member is a part must be fully respected and the principle of "collective responsibility" for such decisions observed. A governance body member can require their dissent to be recorded, but this does not absolve them from collective responsibility.

Although governance body members may legitimately disagree with the Society leadership, direction, policy and decision-making, any comments made about such policies/decisions should be made in a way which makes it clear that they are the member's personal views and not be made in such a manner as to bring the reputation of the Society into disrepute.

If, after weighing carefully the potential effects on the Society's wider objectives and reputation, a governance body member considers that a matter is of such importance that they feel compelled publicly to oppose a decision of the particular governance body, the member should if possible inform the relevant Chair, or in the case of a Board Chair, the President, in advance. If this is not possible the relevant Chair, or in the case of a Board Chair, the President, should be informed as soon as possible after. The governance body member may then express their personal views on the

matter but, in so doing, must first explain the relevant governance body's policy and the reason(s) for the governance body arriving at this policy.

It is acceptable for a member to dissent from a governance body decision from a moral/conscience perspective but they should fully explain the reasons for doing so to the Assembly.

### **Confidentiality**

Governance members agree to keep all Confidential Information confidential and not to use or disclose it, or make any statement which might risk the disclosure of confidential information, except as authorised or required in connection with their appointment and to use their best endeavours to prevent the use or disclosure of it by any other person. This restriction will cease to apply to information which becomes public knowledge otherwise than through any unauthorised disclosure or other breach.

Governance members accept that, with the exception of personal journals or diaries, all confidential records in any medium (whether written, computer readable or otherwise) including accounts, documents, drawings and private notes about the Society and its activities and all copies and extracts of them made or acquired in the course of their appointment will be:

- the Society 's property
- used for the Society 's purpose only
- returned to the Society at any time on demand
- returned to the Society or destroyed without demand upon the termination of your appointment

The Society makes no claim to personal journals or diaries, however members agree to safeguard, using reasonable security measures, any personal journal or diary that contains sensitive or confidential Society information. Members further guarantee that upon the termination of their appointment, they will redact any highly sensitive data that may be recorded in any personal journal or diary. The Society accepts this personal guarantee on an honour basis, made in good faith, and will not seek at any time to see an individual's personal journal or diary.

'Confidential Information' means information (in whatever form and howsoever held) relating to the business, products, affairs and finances of the Society or of any Group Company or joint venture for the time being confidential to it or to them, and trade secrets (including, without limitation, technical data and know-how) relating to the business of the Society or of any Group Company or joint venture or of any of its or their suppliers, clients or customers including in particular (by way of example only and without limitation):

- terms of business with clients/customers and prices charged
- the identity of the Society or any Group Company's clients/customers and members
- the subscriber database
- specific contact details and terms of business with clients, customers, their requirements and prices charged
- draft publications and publications
- business plans, strategies (including pricing strategies) marketing plans and sales forecasts
- confidential management and financial information and data, results and forecasts (including draft, provisional and final figures), including dividend information, turnover and stock levels, profits and profit margins
- confidential financial information and data relating to the Society's and any Group

Company's clients/customers

- information relating to industry knowledge and research, research activities, inventions, secret processes, designs, formulae and product lines
- any information which is treated as confidential or which you are told or ought reasonably to know is confidential
- any information which has been given to the Society or any Group Company in confidence by members, customers, clients, suppliers or other persons, or that you created, developed, received or obtained in connection with your providing the services, whether or not such information (if in anything other than oral form) is marked confidential

This shall not prevent any individual from disclosing information which they are entitled to disclose under the Public Interest Disclosure Act 1998, provided that the disclosure is made in accordance with the provisions of that Act.

### **Intellectual Property**

Governance Members agree to promptly disclose to the Society all work and all Intellectual Property arising from any Work provided by them.

Governance Members agree to assign (by way of present and future assignment) with full title guarantee all Intellectual Property in any Work to the Society (or any Group Company designated by the Society) including (with effect from their creation) all future rights and waive such rights (including moral rights) as are not capable of being assigned.

Governance Members will at the request and reasonable expense of the Society:

- supply all information, data, drawings, software or other materials and assistance as may be required to enable the Society (or any Group Company) to fully exploit any Intellectual Property and Work to its best advantage as determined by the Society
- execute all documents and do all things necessary or desirable to vest ownership of Intellectual Property in any Work or otherwise belonging to the Society in the Society (or any Group Company) and/or to obtain patent or other protection for the Intellectual Property in such parts of the world as the Society (or any Group Company) may specify.

'Intellectual Property' means copyright, rights in inventions, patents, know-how, trade secrets, trademarks and trade names, service marks, design rights, rights in get-up, database rights and rights in data, semiconductor chip topography rights, mask works, utility models, domain names and all similar rights and, in each case: (i) whether registered or not, (ii) including any applications to protect or register such rights, (iii) including all renewals and extensions of such rights or applications, (iv) whether vested, contingent or future and (v) wherever existing;

'Work' means any information, data, drawings, software or other materials or work created or provided by you (either alone or jointly with others) arising from any duties assigned by the Society (or any Group Company).

### **Return of RPS Property**

At the end of their term of office, however arising, or at any time at the Society's request, governance members shall immediately return to the Society or destroy all documents, records, papers or other property belonging to the Society or any Group Company which may be in their possession or under

their control, and which relate in any way to the Society's or of any Group Company or joint venture or any of its associations business affairs and shall not retain any copies thereof. This requirement shall not apply to a single copy of confidential information kept for legal, accounting or professional purposes which members warrant to keep secure in exchange for reasonable personal use. Members may be asked to certify in writing that they have complied with these requirements.

### **Conduct**

A member of a governance body must inform the Chief Executive if he/she is subject to proceedings (but excluding any preliminary investigations) before a regulatory or licensing body, or has been charged with any criminal offence.

Where a member is subject to such proceedings or has been charged with any criminal offence the Chief Executive will put to the Assembly a resolution calling for the suspension of that member from office and from any governance body pending the outcome of the proceedings against the member under the relevant procedures in the Regulations and Conduct Scheme for Members. If the conclusion/outcome of the proceedings is that the member is not guilty of charges against him a resolution will be put to the Assembly for the suspension from office or governance to be lifted with immediate effect.

Where a member has been convicted of an offence which may be relevant to his membership of a governance body, then the matter will be referred to the Assembly who will deal with the matter in accordance with the relevant procedures as set out in the Regulations.

## **APPENDIX B - 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 biennially, entirely in open business, with the voting recorded, at the start of business of the first Assembly meeting following the AGM in the requisite election year.
2. A candidate standing for election shall make a declaration of interests at the time of their nomination.
3. A candidate standing for election must be present at the Assembly meeting (either by virtue of being physically present in the meeting room or remotely via Skype/teleconference) during which the election of the President takes place.
4. In the event that there is only one candidate nominated, the Assembly will be asked to confirm that the person is duly elected. The confirmation process shall be as per the process for confirming the second year of a term of office outlined at 5.1.1 in the Regulations.
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. Candidates must be nominated by an Assembly member and be seconded by another Assembly member. All nominations must be received in writing (by 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 after the effective dates.
2. Candidates for the President are required to produce an address of up to 1,000 words to demonstrate how they meet the requirements of the role and to set out their policies. This must be received by the time and date specified as the deadline for nominations. The address must be in plain text and not include any photos, images, graphics, website addresses or urls.
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.

### **Voting procedure**

1. Assembly members who know 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.

2. The Society's Legal Counsel or another appropriate member of staff will be present at the meeting to provide clarity on any part of the process if necessary.
3. The use of mobile devices and/or laptops will not be permitted at the meeting for the duration of the election process.
4. The Chief Executive will take the chair for this item and read the names of the candidates. Each member of the Assembly will then write the name of the candidate for whom they wish 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.
5. 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.
6. 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 -6 above will be repeated. This procedure will be repeated until one candidate receives the majority of votes cast.
7. 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 3-6 above to decide which of these candidates is to be eliminated from the next ballot.
8. 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 3-6 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.
9. The newly elected President may make a short statement following election.
10. The content of the presidential addresses will be confidential to the Assembly until after the election has taken place.
11. The address of the successful Presidential candidate and the names of all the nominees will be sent to the editors of pharmacy publications.

#### **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.

## **APPENDIX C - PROCEDURE FOR APPOINTMENT OF NATIONAL BOARD MEMBERS TO THE ASSEMBLY**

Any sitting President will automatically be appointed as a Board Assembly representative for their respective National Board. National Board members appointed to serve as a Board representative on the Assembly serve a two year term of office on the Assembly, provided they remain elected to their relevant National Board.

Board members elected to fill casual vacancies will be eligible to be appointed to the Assembly. Co-options to the Boards will not be eligible to be appointed to the Assembly.

### **1 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 and should be seconded by another Board member. The Society's Legal Counsel or another appropriate member of staff will be present at the meeting to provide clarity on any part of the process if necessary.

The use of mobile devices and/or laptops will not be permitted at the meeting for the duration of the election process.

Only those Board members present at the meeting are entitled to vote and proxy votes are not permitted.

Each candidate standing for appointment to the Assembly shall make a declaration of interests at the time of their nomination.

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.

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.

### **2 English Pharmacy Board (EPB)**

Five elected members of the EPB are appointed to the Assembly in addition to the Chair and Vice Chair. In the event that the sitting President is a member of the EPB, only four members will need to be elected.

In the event that there are only as many candidates nominated to the Assembly as there are places to be elected, the EPB will be asked to confirm that those persons are duly appointed. If there are more candidates than a secret ballot will held using the One Member One Vote system (ie each EPB member has up to 5 votes for up to 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 next 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 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.

### **3 Scottish Pharmacy Board (SPB)**

One elected member of the SPB is appointed to the Assembly in addition to the Chair of the Board, which does not have to be the Vice-Chair. In the event that the sitting President is a member of the SPB, there will be no need to appoint an additional member to the Assembly.. In the event that there is only one candidate nominated to the Assembly the SPB will be asked to confirm that person as duly appointed. If there is more than one candidate then a secret ballot will held using the One Member One Vote system.

The SPB candidate that receives the highest number of votes 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.

### **4 Welsh Pharmacy Board (WPB)**

One elected member of the WPB is appointed to the Assembly in addition to the Chair of the Board, which does not have to be the Vice-Chair. In the event that the sitting President is a member of the WPB, there will be no need to appoint an additional member to the Assembly.. In the event that there is only one candidate nominated to the Assembly the WPB will be asked to confirm that person as duly appointed. If there is more than one candidate then a secret ballot will held using a One Member One Vote system.

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 D - PROCEDURE TO BE FOLLOWED IN THE EVENT OF A CASUAL VACANCY ON A NATIONAL PHARMACY BOARD**

For a casual vacancy where the remaining term of office is less than one year, the vacancy shall not, usually, be filled.

Where the remaining term of office is for more than one year the vacancy will be filled at the next National Board election.

The term of office for the newly elected member will end at the time the original elected member's term would have ended (ie one or two remaining years).

**WPB only:** For an election to a sector where there is more than one elected person, and where there is an additional place to be filled due to a casual vacancy, the substantive places will be filled by those candidates with the most votes and the person with the next highest number of votes will fill the casual vacancy and will be a member of the Board for the remaining term of the original, retiring member.

In the case of a casual vacancy occurring once the election process has started, in order to avoid a vacancy of more than a year, the defeated candidate (in the appropriate sector if relevant) with the highest number of votes shall be elected for the remainder of the term of the original Board member.

**WPB only:** In the case of a casual vacancy occurring due to a specific sector place failing to be filled by an election (e.g. two sector places are vacant and only one candidate presents), Board members may appoint a member at their next Board meeting by the following procedure:

Board members will be requested by the Country Director to bring their nominations to the next formal meeting of the Board. (NB – nomination must have been agreed with the nominee prior to the meeting).

Nominations for the casual vacancy will close before the first vote is taken.

A blank ballot paper will be distributed to each Board member present.

The Country Director will read the names of the candidates for the casual vacancy 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.

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.

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 above will be repeated. This procedure will be repeated until one candidate receives the majority of all votes cast.

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 above to decide which of these candidates is to be eliminated.

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 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 above, as appropriate, will then be followed.

## **APPENDIX E – PROCEDURE FOR THE ELECTION OF CHAIR AND VICE-CHAIR OF THE NATIONAL PHARMACY BOARDS**

The election of the Chair and Vice-Chair will be held biennially, 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 in the requisite Chair/Vice Chair election year.

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 confirm that the person is duly elected.

The confirmation process shall be as per the process for confirming the second year of a term of office outlined at 7.5.4 in the Regulations.

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.

Nominees do not need to be personally present at the meeting.

The use of mobile devices and/or laptops will not be permitted at the meeting for the duration of the election process.

### **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. The address must be in plain text and not include any photos, images, graphics, website addresses or urls.
- 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 content of the addresses will be confidential to the Board until after the election has taken place.
- 1.5 The Board's Director will take the chair for the election of the Chair. Voting will follow the procedure set out below.
- 1.6 The Society's Legal Counsel or another appropriate member of staff will be present at the meeting to provide clarity on any part of the process if necessary.
- 1.7 The newly-elected Chair may make a short statement following election.
- 1.8 The name of the newly-elected Chair, the address submitted and the names of all nominees will be circulated to the pharmacy press.

## 2 Voting procedure

- 2.1 A blank ballot paper will be distributed to each Board member present, (**English and Welsh Pharmacy Boards only**: the Chair will cast an additional 'casting' vote when there are only two candidates remaining which will be used at stage 2.6 below). Only those Board members present at the meeting are entitled to vote and proxy votes are not permitted.
- 2.2 The Board's Director 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.
- 2.3 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.
- 2.4 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 2.2 – 2.4 above will be repeated. This procedure will be repeated until one candidate receives the majority of all votes cast.
- 2.5 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 2.2 and 2.3 above to decide which of these candidates is to be eliminated.
- 2.6 If, when there are only two candidates for a post, there is a tie in the ballot the Country Director will know which voting paper has been cast by the Chair as the 'casting vote' and will use this at this point. The Chair will then receive the name of the successful candidate only (no details of the number of votes will be given).
- 2.7 **Scottish Board only**: 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 3.2 and 3.3 above, as appropriate, will then be followed.

## 3 Vice-Chair

- 3.1 The newly-elected Chair, if present, will take the chair otherwise the Director 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.
- 3.2 Candidates for the position of Vice-Chair may be nominated by themselves or by another Board member and should be seconded 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. (**English and Welsh Pharmacy Boards only**: The Chair is not allowed to nominate or propose a vice chair).
- 3.3 Voting will follow the procedure set out for the Chair above.
- 3.4 The newly-elected Vice-Chair may make a short statement following election.
- 3.5 The name of the newly-elected Vice-Chair and the names of all nominees will be circulated to the pharmacy press.

## **APPENDIX F – ASSEMBLY STANDING ORDERS**

### **1 Frequency of Meetings**

The Assembly shall meet not less than twice in each calendar year, on such day and at such time and at such place as it chooses.

The Assembly may hold virtual meetings, provided that a virtual meeting shall not deal with the election of officers (except to fill a casual vacancy) or with any matter to be determined by secret ballot of the members of Assembly.

### **2 Notice of Meetings**

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 seven calendar days in advance of the meeting. Details of the meetings and the agenda of the open business part of the meeting shall be published on the Society's website four working days in advance of each meeting.

The Chief Executive, upon the direction of the President, or upon the direction of eight members of the Assembly, may give notice of any additional meeting at least seven calendar days in advance of the meeting date.

### **3 Quorum**

The quorum for the Assembly shall be set out in the Regulations.

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 via telephone or video conference links.

If a meeting is or becomes inquorate as a result on non-arrival or withdrawal of members of a Board or Boards, the Chair may adjourn the meeting by giving at least 7 days' notice of a further meeting and at such further meeting the quorum shall be any 5 members.

### **4 Business of the meeting**

The business of the meeting of the Assembly shall be divided into open business, which shall be conducted in public, and confidential and restricted business which shall be conducted in private.

#### **4.1 Designation of agenda items**

All agendas, minutes and papers for the Assembly 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 below.

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 may determine that an item(s) for discussion is confidential or, in exceptional circumstances, restricted. Such items will appear on separate, confidential or restricted agendas. Guests, observers and staff not involved in the discussion of the confidential/restricted matter will be required to leave the meeting.

The definitions of the different categories are:

**Open** - Papers available to any member of the Society on request. Any member of the Society may attend the meeting for consideration of these items.

**Confidential** - Papers confidential to the Society - to be available to Assembly and National Board members and to senior members of staff only

**Restricted** - Papers only available to the members of the Assembly considering the matter and senior members of staff only

## **4.2 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. They contain sensitive business/commercial information
6. The fact that a specific topic under consideration is, in itself, confidential
7. The matter is confidential for some other identifiable reason

## **4.3 Restricted**

Under exceptional circumstances the President and/or Chief Executive may direct items to be classified as restricted when:

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

Inclusion on a confidential/restricted agenda does not necessarily mean that the paper or minute is protected from due legal process.

## **4.4 Any other business**

The Chair or Chief Executive should be informed in writing at least 48 hours 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.

Matters not raised with the Chair or Chief Executive 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 by the Secretary to the Assembly on how best the item should be handled.

## **5 Minutes of Assembly meetings**

5.1 The Chief Executive shall be responsible for ensuring the production of minutes of all Assembly meetings, 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 Assembly and the decisions taken.

5.2 The minutes of the previous meeting shall be circulated to members with the agenda and shall be agreed at the next following scheduled meeting.

5.3 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. 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.

5.4 No discussion shall be allowed on the minutes except in regard to their accuracy.

5.5 Any inaccuracies in the minutes of Assembly being presented for agreement should be drawn to the attention of the President or Chief Executive in writing before the meeting at which these are to be agreed. If on occasion time does not permit, then the item may be drawn to the attention of the President or Chief Executive verbally before the next meeting.

5.6 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.

5.7 No decision which has been passed by the Assembly within the preceding four months shall be discussed.

## **6 Conduct of Meetings**

The President shall chair all meetings of the Assembly. If the President is not present the chair shall be chosen by the Assembly members present from amongst their own number. In any case of an equality of votes on any matter before the Assembly, the chair of the meeting shall have a second, or casting, vote.

The Chair's ruling on any question of order or conduct raised at a meeting will be final.

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.

## **7 Voting and recording of votes**

Whenever possible agreement should be reached by consensus.

If a vote is necessary to resolve a debate it shall be determined by a simple majority of votes cast.

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.

The Chair shall have a substantive vote and a second or casting vote in any case of an equality of votes.

Only those Board members present at the meeting (either in the meeting room or via Skype/Teleconference) shall be entitled to vote on a matter considered at the meeting. No votes by proxy will be permitted, unless for the election of the President or Treasurer.

## **8 Members' Conduct during meetings**

The Chair may order an Assembly member or anyone else present to withdraw from a meeting if, in the opinion of the Chair, they have persistently disregarded the ruling of the Chair or are behaving improperly, offensively or in a manner which is obstructing the business of the meeting. The individual may be readmitted having made a suitable apology.

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 they consider necessary.

## **9 Declarations of Interest**

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.

In the event of a member not appreciating at the beginning of a discussion that an interest exists, the member should declare such an interest as soon as s/he becomes aware of it.

In any case of doubt the member should openly declare the possibility of interest.

The Chair will rule on whether an interest is such as to prevent the member participating in discussion or determination of the matter.

If a 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.

If the Chair declares an interest and it is considered by the Assembly that the Chair should not be in the chair for that item, then the Chief Executive, or in their absence or inability to chair the meeting for that item, another member chosen by the Assembly, shall take the chair for the duration of the item.

## **10 Access to Information by Assembly Members**

In order to adequately carry out their roles, Assembly members must have access to all relevant information for every meeting. This will be provided by the Secretary to Assembly normally at least 10 days before the date of the meeting. Where members require additional information, requests should be routed through the relevant Director or Chief Executive

## **11 Suspension of Standing Orders**

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. 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).

## APPENDIX G - NATIONAL PHARMACY BOARDS STANDING ORDERS

### 1 Frequency of Meetings

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

### 2 Notice of meetings

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.

### 3 Quorum

3.1 The quorum for each Board is set out in the Regulations.

3.2 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.

3.3 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.

### 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 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 Board Chair may determine that an item(s) for discussion is confidential or restricted. Such items will appear on a separate, confidential/restricted agenda. Guests, observers and staff not involved in the discussion of the confidential/restricted matter 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 National Board members, senior members of staff involved in the matter.

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

#### 5.1 Confidential

Items may be considered as confidential when:

- They are position papers to be used in negotiations or in making submissions to outside bodies
- They are part of a continuing discussion and the outcome could be jeopardised by disclosure
- 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
- They contain information that has been sent to the Society in confidence

- They contain sensitive business/commercial information
- The fact that a specific topic under consideration is, in itself, confidential
- The matter is confidential for some other identifiable reason

## **5.2 Restricted**

Under exceptional circumstances the Board Chair and/or Chief Executive may direct items to be classified as restricted when:

- They refer to individuals or organisations who could be prejudiced by their disclosure;
- Their disclosure to members other than members of the Assembly/Board only could be prejudicial to the commercial activities of the Society, or another organisation or an individual.

All agendas, minutes and papers 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.

The Board 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 Board 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.

The Board 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.

## **6 Any other business**

6.1 The Chair or Director 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.

6.2 Matters not raised as above will not be discussed at that meeting but will be deferred and included in a future agenda.

6.3 The Chair may exercise his/her discretion in allowing matters raised outside standing orders 5.1 or 5.2 above to be considered by the meeting.

## **7 Secretary**

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

## **8 Minutes of Board meetings**

8.1 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.

8.2 The minutes of the previous meeting of a Board shall be agreed at the next following scheduled meeting.

8.3 Any inaccuracies in the minutes of the previous meeting should be drawn to the attention of the Secretary before the next meeting.

8.4 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.

8.5 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.

8.6 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.

## **9 Conduct of meetings**

9.1 The Chair of the Board shall preside at any meeting of a Board.

9.2 In the absence of the Chair, the Vice-Chair shall chair the meeting.

9.3 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.

9.4 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

9.5 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.

9.6 No proposal to rescind any decision which has been agreed by the Board within the preceding four months shall be in order.

9.7 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.

## **10 Declarations of Interest**

10.1 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.

10.2 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 s/he becomes aware of it.

10.3 In any case of doubt the member should openly declare the possibility of interest.

10.4 The Chair will rule on whether an interest is such as to prevent the member participating in discussion or determination of the matter. 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.

10.5 Where a conflict is significant it may be necessary to remove the conflict by:

- requirements that conflicted persons withdraw from relevant meetings, discussions, decision making and votes
- not pursuing a course of action
- proceeding with the issue in a different way so that a conflict of interest does not arise
- not appointing a particular individual or securing a resignation
- taking legal advice

10.6 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 10.5 above.

10.7 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.

## **11 Suspension of Standing Orders**

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 (eg until the conclusion of the item or 30 minutes).

## **12 Voting and recording of votes**

12.1 Whenever possible agreement should be reached by consensus.

12.2 If a vote is necessary to resolve a debate it shall be determined by a simple majority of votes cast.

12.3 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.

12.4 The Chair shall have a substantive vote and a second or casting vote in any case of an equality of votes.

12.5 Only those Board members present at the meeting (either in the meeting room or via Skype/Teleconference) shall be entitled to vote on a matter considered at the meeting. No votes by proxy will be permitted.

### **13 Access to Information by Board members**

In overseeing the work of the organisation the Boards need relevant information to enact their role. Members will have information that they require to undertake duties as an Board member. Where members require additional information, requests should be routed through the relevant Director or Chief Executive

## **APPENDIX H – OTHER GOVERNANCE BODIES**

### **1 Education & Standards Committee**

The Education & Standards Committee provides strategic and expert advice relation to education and workforce development across GB and as part of the Society’s role internationally. It has two primary functions:

- to provide advice and make recommendations to the Education & Professional Development Directorate and, in turn to Assembly, in relation to the Society’s education and workforce strategy
- to fulfil the role of overarching quality assurance for all RPS credentialing and assessment, specifically to approve RPS frameworks, curricula and assessment regulations and processes

The Committee does not have a role in determining RPS national policy, which remains the remit of the National Boards. However, the work of the Committee will inform RPS policy through thought leadership and support with consultation responses.

#### **Accountability**

The Committee is directly accountable to the Assembly. Routine summary reports on the Committee’s activities and such other reports as the Committee deems appropriate or may be required are provided for each meeting of the Assembly. The Committee also provides oversight of a number of RPS expert advisory groups and panels including

- 
- Foundation Pharmacist Assessment Panel (FPAP)
- Advanced Pharmacist Assessment Panel (APAP)
- Assessment Regulatory Panel (ARP)

### **2 Science & Research Committee**

The Science & Research Committee provides strategic leadership, advocacy and expert advice around pharmaceutical science and pharmacy research across Great Britain and as part of the Society’s role internationally.

The Committee is responsible for supporting the Assembly in setting the strategic direction and providing oversight of the delivery and advancement of the Society’s strategic imperatives around pharmaceutical science, research and evaluation developing its aims, objectives and goals.

The Committee does not have a role in determining RPS national policy, which remains the remit of the National Boards. However, the work of the Committee will inform RPS policy through thought leadership and support with consultation responses.

#### **Accountability**

The Committee is directly accountable to the Assembly. Routine summary reports on the Committee’s activities and such other reports as the Committee deems appropriate or may be required are provided for each meeting of the Assembly. The Committee also provides oversight of a number of RPS expert advisory groups and panels including

- Conference Research panel
- Industrial Pharmacy Forum (IPF)
- Veterinary Pharmacy Forum (VPF) and other forums over time

- Antimicrobial Expert Advisory Group (AEAG)
- other forums or advisory groups related to science and research as may be established

### **3 Chairs & Officers' Group**

The Chairs' and Officers' Group (COG) exists to provide a mechanism for making decisions on major issues on behalf of the Assembly that require urgent action and that do not fall within the delegated authorities of other governance bodies with appropriate meeting dates and cannot wait for a decision at the next Assembly meeting.

COG is authorised by Assembly to:

- appoint the Chair and members of the Audit and Risk Committee
- 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
- deal with any specific matters delegated by the Assembly

Any actions/decisions agreed by COG should be communicated immediately to the members of the Assembly, unless precluded from doing so by confidentiality. Minutes of meetings will be included in the confidential business of the next Assembly meeting and any decisions that need to be ratified by Assembly members will be done so at that time.

### **4 Audit & Risk Committee**

The Audit & Risk Committee is established by the Assembly 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
- monitor the integrity of internal controls, including review of internal audit and other management reports on the effectiveness of the systems of internal control
- keep under review the Risk Register and advise the Assembly accordingly
- ensure the Society's procedures for ensuring legal compliance in all areas are implemented
- ensure appropriate arrangements for staff to raise concerns about possible improprieties
- review anti-fraud and whistleblowing policies
- assess the scope and effectiveness of the systems designed to identify, assess, manage and monitor significant risks

### **5 Finance & Investment Committee**

The Finance and Investment Committee is established by the Assembly to maintain an overview of financial performance and oversee short and long-term investments, particularly to review and update the Investment strategy, and advise Assembly on annual Budget proposals. The Finance and Investment Committee will report directly to the Assembly on all matters.

The Committee is **not** responsible for any oversight of commercial investment opportunities in membership or Pharmaceutical Press activities which remain with the Assembly.

## **6 Remuneration Committee**

The Remuneration Committee is established by the Assembly to:

- to determine the pay arrangements and related terms and conditions of employment for employees of the Society agree the annual pay award increase applicable for staff
- to determine the policy and underlying principles for the remuneration of Executive level employees of the Society
- to determine the remuneration, benefits and terms of service for the Chief Executive
- to agree with the Chief Executive their annual performance plan
- to consider the outcome of the performance review of the Chief Executive by the President
- periodically review the framework for remuneration of staff at all levels

## **7 National Board Chairs' Forum**

The National Board Chairs' Forum (NBCF) coordinates Professional Leadership Body activity and projects that affect more than one National Board. It coordinates agreed programmes across Great Britain, oversees professional international activity and accounts to the National Boards for progress towards corporate objectives. It is supported by the work of the Professional Leadership Forum which aligns its work across PLB to the Boards and the NBCF.

The NBCF has no substantive decision making powers. Any items coming out of Forum meetings requiring a decision to be taken must be passed through the appropriate Board and/or Assembly channels.

## **8 Appointments Committee**

The Appointments Committee is established by the Assembly to consider appointments made to membership on other internal governance bodies (eg Membership Committee) and to external bodies. Most of these may appropriately be made by the relevant National Board, but some may fall outside their remit, namely those that are for Great Britain or International.

The Committee ensures appropriate representation is present on these bodies and groups. Appointments made to England only groups, Wales only groups and Scotland only groups are made by the respective directorates/National Boards.

The committee is authorised 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 in Standard Operating Procedure 2
- review the appointment of any governance member referred to it for reason of failure to attend meetings

## **9 Membership Committee**

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

The Membership Committee reports to the Assembly independently through an annual report, usually submitted at the November Assembly meeting.

## **10 Panel of Fellows**

The Panel of Fellows, appointed by the Assembly, reviews all Fellowship nominations and has the authority to admit to Fellowship of the Society, Members of not less than 12 years' standing who have made an outstanding original contribution to the advancement of pharmaceutical knowledge or have attained distinction in the science, practice, profession or history of pharmacy.

The Panel of Fellows report to the Assembly via an annual report, usually submitted at the November Assembly meeting.

## APPENDIX I – DEFINITIONS

Assembly	the Assembly of the Society
Boards	the three National Pharmacy Boards referred to in these Regulations referred to respectively as "the English Pharmacy Board" or "EPB", "the Scottish Pharmacy Board" or "SPB", and the "Welsh Pharmacy Board or "WPB"
Charter	the Supplemental Charter granted to the Society in 2004 as amended from time to time
Chief Executive	the contracted Chief Executive officer of the Society, and includes any contracted deputy or acting Chief Executive or other person fulfilling the office of Chief Executive and any person (not being a member of the Assembly or of a board or committee created by the Assembly) authorised to act on behalf of the Chief Executive
complainant	a person making a complaint and may also include the Society
complaint	an allegation that a member or former member has been guilty of misconduct, and may comprise several allegations
Director	a contracted member of the Executive body of the Society
Election Scheme	the scheme made by the Assembly for elections to the National Pharmacy Boards
EPB	the English Pharmacy Board
Evidence	includes any written statement of a witness and any document, including a printout of an electronic document
Fellow	a person in the category of Fellow of the Society
Governance Body	the National Pharmacy Boards, and any other body designated as a governance body by the Assembly or by the Laws of the Society
GPhC	the General Pharmaceutical Council by whatever name known from time to time and any statutory body subsequently established to carry out all or the substantial functions of the GPhC
in writing	includes any means of reproducing words in visible form but shall not include a fax
Law (in law)	the laws of England and Wales, and if contextually appropriate the laws of Scotland, as the law is in force for the time being taking account of any amendment, extension, or re-enactment and includes any subordinate legislation for the time being in force made under it
Laws of the Society	the Charter, the Regulations, and all policies, codes, guidance or other regulatory requirements of the Society from time to time published
Member	a person in the category of Member
member	a person in any category of membership

misconduct	failure to comply with the Laws of the Society; or being subject, whether during or before a period in membership, to disciplinary sanction by the Society or another body or tribunal, or being found guilty of a criminal or other offence considered by the Society to be relevant to a person's membership of the Society
month	30 days
Officers	the President and Treasurer of the Society
overseas	all countries except England, Scotland, Wales, the Isle of Man and the Channel Islands
pharmacist	a member registered with the GPhC
respondent	a member who is the subject of a complaint
SPB	the Scottish Pharmacy Board
Society	the Royal Pharmaceutical Society of Great Britain
virtual meeting	a meeting of the Assembly or of a Board at which some but not all of the members of the Assembly or Board, as the case may be, are in live contact with the chairman of the meeting by telephone or other electronic means
WPB	the Welsh Pharmacy Board