

1. Introduction

1.1 Governance in the Society

The Society derives its functions from its Royal Charter and from legislation, including the Pharmacists and Pharmacy Technicians Order 2007, the Poisons Act 1972 and the Medicines Act 1968. Article 2 of the Charter states:

“The objects of the Society shall be, within the context of the public benefit:

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

The Charter and the legislation together form the Society’s governance framework and set out its roles and responsibilities. The Charter provides the Society with a legal identity and certain powers, independent of its statutory functions set out in the legislation.

The Society performs functions of a public nature and is therefore accountable to the public at large and to its members and registrants. The Society is accountable to the Westminster Parliament for the exercise of its regulatory functions.

The Society has recognised the need to monitor developments in corporate governance and standards in public life to ensure the Council keeps abreast of current good practice and can revise its procedures to take account of developments. Appendix A sets out the seven principles encapsulating standards in public life, known as the Nolan Principles.

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

The Governance Committee has the overview of the framework for corporate governance for the Society and its Council, and helps to ensure that the Society operates within a framework which is transparent and which fulfils the requirements for legal, commercial, financial and professional probity and accountability. The remit of the Governance Committee is attached at Appendix B.

Good governance means

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

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

2. Roles and accountabilities

2.1 The role of Council

A clear distinction has been drawn between the roles of the Council and its committees within the Society's ways of working. The Council focuses on strategic development and major policy issues (i.e. decisions on major new action to achieve strategic objectives), while the Council committees and other supporting structures concentrate on implementing policy within the framework decided by the Council, bringing attention to and developing policy proposals on emerging issues, and exercising delegated authority for some statutory and regulatory roles.

The Chief Executive & Registrar is accountable to the Council for the overall organisation and management of the Society, departmental structures and the approval of reporting lines for senior staff; and for ensuring that adequate systems of staff appointment, appraisal, remuneration and discipline are in place.

The Chief Executive & Registrar is also accountable to the Council for ensuring policy implementation by staff. Members of the Society's staff are given delegated authority to implement policies on the understanding that proposed actions are referred back if the staff have doubt about their implementation or if they fall outside agreed policy.

2.1.1 Responsibilities of the Council

All Council members share collective responsibility for discharging the functions of the Council, which are:

- i) Leading strategic development and policy, both new initiatives and reaction to external developments, informed by the views of the membership and other stakeholders;
- ii) Ensuring the proper exercise of regulatory and law enforcement duties;
- iii) Setting priorities for workload, expenditure and income generation;
- iv) Monitoring the implementation of policies, activities of committees, efficiency and effectiveness of the organisation, and policy evaluation;
- v) Acting as trustee for the Society's trusts/funds;
- vi) Maintaining good relations with the membership, public and other professions;
- vii) Representing the profession's policies and views to government departments and decision-makers;
- viii) Deciding upon the supporting structures that are required for the Council, and the extent to which responsibility should be delegated to them;
- ix) Ensuring high standards of corporate governance, including financial probity and personal behaviour.

2.1.2 Responsibilities of Individual Council Members

The Society is a legal entity and, as such, has powers and duties under the Charter and under legislation. These are exercised by the Society as the legal entity, with the Council as governing body. The powers and responsibilities of the Council are exercised jointly by its members, each of whom therefore has statutory and fiduciary duties in discharging them.

Council members are collectively responsible for a decision even if they have voted against it; abstained from voting or were absent. It follows that all Council members are bound by a decision of the Council made in good faith (whether a unanimous or majority decision) and may not obstruct the execution of that decision.

These powers and duties are not exercised by the members of the Society collectively and the members are not accountable for the Council's actions. The Society has public responsibilities and is accountable to Parliament for the discharge of these, and therefore must always act within the context of the public benefit.

2.1.3 Council's accountability

Members of Council have personal responsibilities as individual Members of Council, but the Council has a corporate responsibility for its operation. Accordingly, the Council is accountable for its policy decisions, for the overall performance of the organisation, for ensuring that the necessary organisational and management framework is in place and has a fiduciary duty in relation to the Society's finances.

All Council Members are required to support the integrity and probity of the Society's Fitness to Practise processes and to maintain public and professional confidence in these proceedings. Council members should not become involved personally in specific cases and should not act as character witnesses in Fitness to Practise proceedings at any time. In addition, they should not give support to any application for restoration to the Society's register after removal as a result of Fitness to Practise procedures. This restriction will remain for a three year period after vacating office.

Members of the Council's committees and national Pharmacy Boards who are not Council members are also advised not to become involved in specific cases relating to the Society's statutory functions.

Council Members may receive correspondence from individual pharmacists, pharmacy technicians or members of the public. In responding to such correspondence, care must be taken to reflect the Council's policies accurately, particularly when dealing with sensitive and personal issues. A Council Member should contact the Chief Executive & Registrar's office prior to dealing with such correspondence, so that a reply can be drafted or advice given on a response, since there might have been earlier correspondence and it is important to ensure that conflicts do not arise in information given.

2.2 Devolution in the Society

Following a review which considered ways in which the Society's functions, structures and ways of working should evolve to reflect devolution in Scotland and Wales, three national Pharmacy Boards were established in January 2007 for England, Scotland and Wales.

2.2.1 Boards' functions

The Boards' functions as agreed by the Council are to:

1. Provide strategic leadership and support for pharmacy practice development in [country].
2. Assist development of Council policy and its implementation in [country], and develop and implement policy specific to [country].
3. Promote the science and practice of pharmacy and its contribution to health.

4. Provide professional advice to government and its agencies, NHS bodies, and other health and social care organisations in [country].
5. Support the Society's Branches in [country].
6. Support pharmacists in their professional roles in [country].

2.2.2 Boards' relationships with Council and other Boards

The Council is the governing body of the RPSGB. It is the major policy-making body of the Society and is accountable for the discharge of all the Society's functions. The Boards are therefore accountable to the Council and should act within Council policy, subject to the exceptions set out in the Devolution Protocol at Appendix D of the Boards Governance Handbook.

Nevertheless, while the Council retains the over-arching authority, it should not interfere with the working of the Boards unless it has good reason to do so; for example, if something is proposed that does not accord with good governance; that could damage the Society's reputation; or its ability to achieve its strategic aims.

The Devolution Protocol sets out a framework for co-operation between the Council, the Boards and their respective secretariats.

2.2.3 More information about the national Pharmacy Boards can be found in the National Pharmacy Boards Governance Handbook (contact [the](#) Deputy Head of Corporate Secretariat). This includes a (non-exhaustive) note of matters reserved to the Council.

2.3 The role of Council committees

The following describes the current supporting structure of the Council

The committees for Education, Law & Ethics and Science concentrate on overseeing the implementation of policy within the framework decided by the Council. The Education Committee also exercises delegated authority for some statutory and regulatory functions. These committees also have a role in drawing attention to emerging issues where policy may need to be developed or reviewed

Committees are accountable to the Council. To monitor their work, Council Members receive the agendas and minutes for the above-mentioned committees and for the Governance, Audit, Remuneration and Resource Management Committees. All of these committees may, when appropriate, have a confidential agenda and minutes that are not circulated outside the members of the committee and the relevant staff. The minutes are formally received by the Council at the next scheduled Council meeting following the relevant committee meeting. In addition, "Council Update", a standing item on the Council agenda, tracks progress on all Council decisions including issues referred to the committees.

Once a policy has been decided by the Council, it may be remitted to the relevant committee for implementation e.g. the Council might develop policy on pharmacy qualification standards, then remit this to the Education Committee. It is for the Council to decide how detailed the policy guidelines given to a committee should be. The committee may then work up policies in greater detail during the process of implementation. Where a committee identifies an issue on which it believes that policy needs to be developed or changed, this should be channelled through the Policy Development Division.

The management of committee business is the joint responsibility of the Chairman and the Secretary. This includes the preparation for meetings and monitoring the implementation of decisions. The implementation of committee decisions is normally the responsibility of the Secretary and other relevant staff. The Council has decided that committee chairmen and secretaries will together decide upon those matters that fall within the committee's responsibility for decision and action.

Issues arising between committee meetings which require an urgent response, concern action within existing policy, and require additional input beyond that provided by relevant staff, will be put to the relevant committee chairman and secretary. Chairmen and secretaries jointly have (and exercise) powers to make decisions within policies. They should communicate regularly to agree on any such decisions and on agendas for meetings.

2.3.1 The functions of the Education, Law & Ethics and Science committees

The Education, Law & Ethics and Science committees have the following functions:

- i) To take decisions within policies on behalf of the Council; taking account of parallel work and interests of other committees;
- ii) To bring attention to emerging issues;
- iii) To monitor the implementation of established policies;
- iv) Such other functions as may be delegated by the Council.

In addition, the national Pharmacy Boards take decisions on implementing Society policy in England, Scotland and Wales, and determine interim policy in certain defined circumstances (as set out in the Devolution Protocol - see Appendix D of the National Pharmacy Boards Governance Handbook). The other main committees are Resource Management Committee, Governance Committee, Audit Committee and Remuneration Committee.

2.3.2 The specific roles of committees

Education - To deal with all matters relating to pharmaceutical education delegated under the terms of the Pharmacists and Pharmacy Technicians Order 2007 and the Society's Byelaws, and to implement the Council's policies in the fields of education and training.

Law & Ethics - To deal with policy implementation involving professional conduct and the legal aspects of professional practice.

Science - To implement the scientific policy of the Society and consider the scientific content of the British Pharmaceutical Conference.

Resource Management - To maintain an overview of, and to manage the overall resources of the Society in the light of the strategic goals, annual plan and the budget decided by the Council, bringing forward to Council options for next year's budget and also referring back to Council any major changes to the budget required during the year.

Governance - To advise the Council and develop policy proposals on emerging issues which will affect the governance of the Society; to advise on governance implications of changes in legislation, and to keep under review and monitor the implementation of governance arrangements for the Society.

Audit - To provide the Society with an independent and objective oversight of its financial and non-financial control systems and their implementation and observance, and of the standards of financial information employed by the Society.

Remuneration - To ensure fair remuneration, recruitment, retention, rewards and incentives to enable the Society to attract the required calibre of staff to enable it carry out its functions.

Other committees of the Council are set out in Appendix C.

2.4 The role of the Officers

The Society's Officers comprise the President, the Vice-President, the Treasurer and the Immediate Past President. The collective duties of the Officers are:

- to deal with issues arising which require an urgent response. Where this concerns new policy, actions would be subsequently ratified by Council as appropriate;
- to deal with matters delegated by Council;
- to meet, together with a lay member of the Society's Council, to appoint the chairmen and members of Council's committees and sub-committees.

The Charter provides for the Council to have a President; other Officers are not designated. Therefore the roles set out below are subject to review by the Council. See section 3.3 for information about the Officers group.

2.4.1 Responsibilities of the Officers

While Council members have a particular status that has implications for the way in which a member conducts himself, being elected as an Officer confers an additional status that has further implications owing to the particular regard given to the statements and actions of the Officers.

The nature of the Officers' responsibilities means that an Officer may be in possession of confidential or sensitive information which is not known to the Council at that time. It is therefore essential that Officers maintain strict confidentiality when appropriate.

In the same way that Council members cannot divest themselves of their role in such capacity in matters concerning the profession, an Officer cannot, so long as s/he holds that office, divest her/himself of her/his status as an Officer of the Society.

The Officers, both collectively and individually, should take care to ensure that, when speaking, writing or commenting in any format, they explain the Council's policies and reasons for decisions, and avoid any action or statement that would undermine confidence in the Society. This includes actions or statements when on Society business, or at a public event, or addressing a Society branch or other body. If an Officer who belongs to more than one body is speaking at a meeting s/he should clearly specify which body s/he is speaking for.

Given that the Officers' statements and actions may often be interpreted as reflecting those of the Society as a body, an Officer should take care to avoid seeming to favour any section or interest within pharmacy above others, but should reflect the interests of the public and the profession as a whole.

In common with all Council members, an Officer should consider carefully whether s/he has an interest in any discussion or decision to which s/he is party and, if so, should

declare this. The registering and declaring of interests should help to protect individual Officers from potential challenge as well as protecting the integrity of the organisation.

2.4.2 The role of the President

The President provides effective leadership of the Council and promotes the Council's agreed strategy and policies for the profession in the public arena.

2.4.3 The role of the Vice-President

The Vice-President deputises for the President in her/his absence. In addition, the Vice-President should support the President in all the President's functions with continuing emphasis on monitoring the overall effectiveness of the organisation and in particular its committees.

2.4.4 The role of the Treasurer

The Treasurer ensures that financial resources are allocated and deployed in accordance with the Society's strategy and policies and chairs the Resource Management Committee.

Detailed role descriptions for the President, Vice-President and Treasurer are at Appendix D.

2.4.5 The role of the Immediate Past President

The Immediate Past President provides continuity with the previous Officers, drawing on her/his detailed experience and understanding of ongoing issues and relationships, particularly with external bodies.

2.4.6 The role of the lay member of Council working with the Officers

The lay member of Council working with the Officers contributes to the Officers' discussions from their own experience and understanding of the Society's and the Council's functions, drawing on their experience outside the Society and, wherever possible, taking into account the views of the other Council members.

2.4.7 The role of the additional member of Council working with the Officers

The additional member of Council working with the Officers contributes to the Officers' discussions from their own experience and understanding of the Society's and the Council's functions, drawing on their experience and, wherever possible, taking into account the views of the other Council members. This position is limited in its duration until such time as there is an Immediate Past President on the Council who is not already elected to an Officer role.

2.4.8 Election of Officers

Under the current Byelaws, only Council Members who are pharmacists can stand for election as an Officer.

Nominations for the office of President, made by a Council member and seconded by another Council member should be made in writing and received at least 11 days before the Tuesday of the June Council meeting, with a Friday deadline. Nominations should be accompanied by an address (of up to 1,000 words), which will then be circulated to reach Council members by the following Tuesday, one week before the June Council meeting. Confidentiality is vital at this stage and therefore any documentation (e.g. address) will only be available for publication after the election.

Nominations for Vice-President and Treasurer are taken at the Council meeting following the election of President.

The Council considers it an important principle, so far as possible, for all Council members to have access to the same information about candidates, which followed from the Nolan principles of standards in public life. It is also important that candidates could contact Council members and that all Council members had the opportunity to meet in the weeks running up to the election. To facilitate information exchange and communication between Council members prior to the election of Officers and Council members elected to work with the Officers, the following activities underpin the election procedure:

- all potential candidates should have access to contact details for all Council members at an early date after the election of new Council members is announced;
- opportunities for new Council members to meet with other Council members before the June Council meeting should be facilitated;
- on the evening of the Tuesday of the June Council meeting a “meet and greet” session should be held at the Council supper, at which potential candidates may, if they wish, make their candidature known;
- if a potential candidate for any office other than that of President so wishes, s/he may submit a statement for circulation to all Council members in advance of the June Council meeting to the Secretariat (to be submitted by a given date).

The full procedure for nomination, election and voting is found at Appendix E.

The election of the lay member working with the Officers and the additional member of Council working with the Officers also follows the procedure set out at Appendix E.

2.5 Meetings of the Officers group

The Officers group comprises the President, Vice-President and Treasurer, the lay member of Council elected to work with the Officers and, for the period whilst there remains no Immediate Past President on the Council not already elected to an Officer role, the additional member of Council elected to work with the Officers.

The group normally meets once a month on the day before Council meetings and, in months where there is no Council meeting on an agreed date near the beginning of the month. The Officers, advised by other members of the Officers group:

- consider the agenda for the work of the Council;
- consider and take decisions on matters remitted or delegated to the Officers by the Council;
- consider highly sensitive matters including those relating to staff when appropriate;
- have oversight of the Policy Development programme, give preliminary consideration to proposals for policy work and advise on priorities
- agree the programme for forthcoming strategy and review meetings.

The Chief Executive & Registrar and a Director nominated by the Chief Executive & Registrar also attend Officers group meetings. If the Officers have the need of expert staff advice, which the Chief Executive & Registrar feels he cannot provide, he will

arrange for an appropriate Director or other staff to attend for that item. The Chief Executive & Registrar consults regularly, as appropriate, in person, by telephone and by email with the President and, as required, with other Officers and members of the Officers group.

The work of the Officers group and its meetings are governed by procedures agreed by the Council and set out at Appendix K.

2.6 The role of committee chairmen

Together with the secretary, the chairman is responsible for the preparation for meetings and for monitoring the implementation of decisions. However, the conduct of the meeting itself is the sole responsibility of the chairman. The Council has adopted standing orders for the committees of Council which set out procedures for their operation. (See appendix F.2) The Chairman must ensure that the committee operates according to the agreed procedures. See Section 5 on Conduct of meetings. Appendix G sets out the specific duties of the chairman and contains notes to assist in managing the business of the meeting effectively.

It is incumbent upon the Chairman of a committee or a working group to present and support the committee's/group's recommendations when discussed by the relevant committee or by Council.

2.6.1 The role of the deputy chairman

The role of the deputy chairman is to deputise for the chairman in his absence. Either the chairman or deputy chairman should attend the briefing meeting with the committee secretary, depending on who is chairing that meeting.

2.7 Generic Role Profiles

Generic role profiles for Council members, Council members as committee chairs, Council members as Committee members and Council members as Officers are attached as Appendix H.

2.8 Other responsibilities of Council members

Council members are often asked to participate in working groups and in ad hoc meetings, both within the Society and externally. Council members may also attend conferences, functions and meetings as part of their role as a Council member. Payment of expenses for such attendance is subject to the relevant guidance on expenses claimable.

Following election, elected pharmacist members of Council in England will be allocated to regional committees and are expected to make a firm commitment to participate in the Society's branch and regional activities.

External organisations, including government departments or agencies, ask the Society to appoint, or nominate for appointment by the relevant authority, individuals to contribute to working groups, committees and other bodies. It may be specified that the nominee should be a Council member or the external organisation may be seeking particular expertise or knowledge requiring non-Council members to be nominated. The external organisation's rules apply to these appointments and sometimes a retired Council member or a person nominated by a previous Council may continue in their role with an outside body.

2.9 Induction and development

An induction programme for new Council members is organised each year between the publication of the Council election results and the June Council meeting. This includes a programme covering the work of the Society, setting this work in the wider context of current government policy for the healthcare professions, the responsibilities of Council and Council members, the housekeeping practicalities (expenses, travel, hotel) and orientation for the headquarters building (access, security, emergency procedures). The programme aims to help new members into their role. Attendance of new members of the Council is expected.

A training and development programme for Council members is ongoing. Council Members are expected to attend the training arranged for them by the Society at the first opportunity.

More information on Council member induction and development can be found at Appendix I.

3. Meetings

3.1 Programme

In 2006/7 the Council moved to a new timetable of four full (two-day) meetings per year (February, June, October and December, with an additional, shorter meeting in May on the day of the AGM) to conduct public and confidential business. The Council meeting on the day of the AGM approves the Order of Business for that meeting and undertakes other business as necessary.

There are also four strategic thinking and review meetings each year, also held over two-day sessions.

The schedule of meetings for the following year is usually approved at the June meeting of Council.

3.2 Meetings of Committees of the Council

The committees of the Council (not including statutory committees) are appointed in June by an Appointments Panel comprising the Officers and a lay member of the Society's Council. The Chief Executive & Registrar and a Director nominated by the Chief Executive & Registrar also attend this meeting. The procedure for the appointment to committees is circulated to Council members before the June meeting, together with a form that asks members of Council to rank the committees on which they wish to serve in order of preference. Council members are also asked to indicate any committee for which they would like to be considered as chairman or deputy chairman. The procedure is attached as Appendix J. There are some restrictions as to who may serve on certain committees which are set out in the procedure.

The Education, Law & Ethics and Science committees meet up to six times a year. The Governance Committee meets four times a year. The Resource Management Committee meets approximately five times a year on dates to fit in the budgetary, financial and audit cycles. Other committees meet as appropriate to the workload.

4. Strategic planning and policy development

4.1 Vision and Mission

In February 2005 the Council agreed the following statements which underlie and inform the business planning process.

Vision: “To advance health and well-being through promoting excellence within the pharmacy profession.”

Mission: “The Society leads, regulates, develops and represents the profession of pharmacy.”

The purpose of the Society is laid out in its constituting document, the Royal Charter, and in statute. Taken together they define the roles and responsibilities of the Society and the Council. The Council has, however, decided that a succinct espousal of the purpose of the Society – the mission – as well as a statement of an overall goal – the vision – should be used as anchors for the work of the organisation.

4.2 Organisational Objectives and Processes

In conducting its business, the Council should take cognisance of the Society’s broad organisational objectives and processes, which are as follows:

Within the context of the public benefit, to foster and promote the practice of pharmacy and to that end, to lead, regulate and develop the pharmacy profession by:

- defining, developing and ensuring high professional standards;
- defining, developing and promoting professional best practice;
- assuring the quality of, and developing and promoting, pharmacy education and training;
- ensuring the application of advances in pharmaceutical science knowledge to professional standards, professional best practice, and pharmacy education and training;
- supporting members in their day to day professional practice;
- involving members in the development of their profession;
- instilling public confidence in the profession of pharmacy and its future among members, registrants, opinion formers in society and the public;
- providing benevolence and support to pharmacy students, members and their dependants;
- providing high quality scientific and professional publications;
- generating and managing resources.

In any planning period, the Council will develop its own strategic priorities and key objectives, which may place a particular prioritisation on some of these broad objectives.

4.3 Strategic Planning

As described in 2.1, the Council leads both strategic development and policy. To facilitate strategic planning, and to inform the Society’s financial planning, the Council receives a report of progress against agreed objectives at each Council meeting.

The work plan for the organisation, and therefore for each of the Society's Directorates, will be clearly linked to the Council's strategic objectives through the Business Plan, which is developed by the Executive team for implementation. Financial resources will be apportioned to meet these identified objectives, with a draft budget produced for the annual decision on fees, and a final budget for any year recommended by the Resource Management Committee and agreed by the Council in the autumn of the preceding year.

At the first meeting of the year for each of the relevant Council committees, the one year action plan for the previous year will be reviewed alongside a report on the major activities of the previous year and the action plan will be agreed for the following 12 months.

Council has agreed that in future each committee should set aside time towards the end of the Council year to evaluate its performance.

4.4 Preparation of policy papers

The Council, through the work described at 4.2 above, determines the Society's strategy and priorities, and agrees the Business Plan. As work is taken forward, the Council, through its decisions at Council meetings, will establish the Society's policy.

An impetus for policy development may arise from a range of sources within and beyond the Society. The Policy Development division acts as a focal point within the organisation to develop directly, and to support the development of, policy across the organisation. The development of policy papers is not the exclusive preserve of the Policy Development division. Specific policy papers may be developed within the relevant divisions and be brought to Council for decisions. The Policy Development division therefore acts as a 'radar' and focal point to identify current and forthcoming policy issues; advise staff and Council on policy matters including the Society's responses to major external consultation exercises, and develop, manage, support and commission policy work within or outside the organisation.

5. Conduct of Council and committee meetings

5.1 Arrangements for agendas, papers & minutes

The agendas and minutes of Council and the Education, Law & Ethics, Science and Governance committees will be sent to Council members about two weeks before meetings to allow their proper consideration. Council and committee papers are printed centrally and posted to Council members.

Agendas, papers and approved minutes for the public business part of the Council meetings are available on the Society's website to view or download. Progress is being made towards making agendas, papers and minutes of the confidential business of the Council available electronically for Council members for the purposes of electronic storage.

The paper copy of the Council agenda, papers and minutes, despatched by the Society's secretariat, is the official version of those documents.

For committee meetings, supporting papers will be made available on request for members of Council not on the committee, except for items considered under confidential business.

No committee minutes are presented at Council meetings. However, policy matters arising from Committee meetings are presented to Council for discussion and decision.

Council members may raise issues arising from committee minutes in the Council only if they believe that a committee is acting outside the Council's policy or if they believe that the relevant policy should either be changed or defined more tightly. In such cases, the member concerned should speak to the chairman or secretary of the committee concerned in the first instance to see if the matter can be resolved, or if this is not possible, they should discuss the matter with the Chief Executive & Registrar to determine the best way to take the issue forward.

Material for information only will be circulated to Council/committee members regularly but not included on agendas, except when there is requirement that a piece of information be formally noted by the Council or a committee.

5.2 Delegated matters

Approval of pharmacy degrees

The Council has agreed to give the Education Committee authority, upon receipt of the report of the visiting panel, to accredit, or to specify conditions to be complied with before accrediting, any particular pharmacy degree offered at UK schools of pharmacy as acceptable to the Society for the purposes of registration, within the accreditation policy previously agreed by the Council. If the Education Committee is unable to recommend accreditation, the matters of concern will be raised with the Head of School and/or the governing body of the institution, as the case may be. If the matters concerned cannot be resolved in this way, the Education Committee will report in detail to Council.

5.3 Preparation for committee meetings

Most of the work associated with collating items that might be included on agendas and preparing background documentation is the responsibility of the committee secretary (the Chief Executive & Registrar in the case of Council). However, the chairman should be consulted in relation to general forward planning of agenda items over several

months and the secretary and the chairman should communicate as appropriate in finalising the agendas for the scheduled committee meetings. This is done as late as possible in the pre-meeting cycle to ensure that all items for decision are included while also ensuring that circulation takes place in adequate time for due consideration to be given to the content.

The chairman and any committee members who wish to do so should submit items to the secretary not later than two weeks prior to the date of the meeting concerned. The secretary will collate the items into a proposed agenda.

Unless it is not feasible on a particular occasion, the draft agenda will then be sent to the chairman (by fax or email if possible), for his comments by return fax or email or by telephone. If time permits, the chairman should also be given the opportunity to comment on any background documents, while they are still in draft form.

The chairman and secretary should make time before each meeting to discuss the agenda including how and when the secretary should supply further background information for the debates. This meeting should also be used to identify the specific decisions which should be given priority and which should not be deferred until a subsequent meeting. The pre-meeting between chairman and secretary is an important element in ensuring the smooth conduct of committee business.

5.4 Designation of items as confidential

The Chief Executive & Registrar, in consultation with the President for Council, and the committee secretaries, in consultation with the committee chairmen, where indicated within the terms of the Freedom of Information Act 2000, may determine that an item(s) for discussion is confidential. Such items will appear on a separate, confidential agenda, which will be taken at the end of the public business. Guests, observers and staff not involved in the confidential matter under discussion will be required to leave the meeting.

Items can be taken as confidential when

- i) they are "position papers" to be used in negotiations or in making submissions to outside bodies;
- ii) they are part of a continuing discussion and the outcome could be jeopardised by disclosure;
- iii) 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;
- iv) they contain information that has been sent to the Society in confidence;
- v) they refer to individuals or organisations who could be prejudiced by disclosure;
- vi) their disclosure could be prejudicial to the commercial activities of the Society, or another organisation or an individual;
- vii) the fact that a specific topic is under consideration is, of itself, confidential;
- viii) the matter is confidential for some other identifiable reason.

Confidential agendas, minutes and papers for the Council and for committees of Council will be clearly marked as "Confidential" and should be treated as such and should not be discussed with anyone other than Council members (for Council confidential business), other members of the relevant committee (for committee confidential business) and

relevant members of the Society's staff. Inclusion on a confidential agenda does not necessarily mean that the paper or minute is protected from disclosure under the Freedom of Information Act 2000 or within due legal process.

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

5.5 "Restricted" items

Some papers containing information which is highly sensitive, either commercially or for some other reason, will be marked "Restricted" and will normally be circulated only to Council Members, Directors and other individual members of staff directly involved. Obviously such papers must be treated as confidential to the recipient. In exceptional cases Members of Council may be required to return "Restricted" papers after the relevant decisions have been taken. On occasion, when dealing with particularly sensitive issues, Council Members may be required to sign an undertaking of confidentiality.

5.6 Discussions at meetings

A transcript of the discussion at the public session of the meetings of Council is made available on the Society's website. The transcript is edited for accuracy before publication, but by the nature of the Council meeting and the debate there is always the possibility that statements can be inaccurate or misinformed. Accordingly, the Governance Committee has decided that the transcript should be robustly edited regarding risk of legal challenge to the Society or individual Council Members.

Discussion of confidential business of Council and at meetings of committees and subcommittees should not be reported unless a decision to that effect is specifically taken by the Council or the committee.

As set out previously and in the Code of Conduct, Council members are jointly responsible for decisions of the Council even if they have voted against a decision, abstained from voting, or were absent.

5.7 Standing Orders

The Council is governed by standing orders, attached as Appendix F.1. The standing orders for the committees of Council are set out at Appendix F.2 and standing orders for the national Pharmacy Boards are set out at Appendix F.3.

5.8 Declaration of interests at meetings

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

The standing orders of Council and of the committees of Council provide that members should declare an interest in a particular agenda item at the beginning of the discussion. It then is at the discretion of the Chairman 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 Chairman on how the declarer will take part in the meeting will be noted in the minutes.

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

5.9 Conduct of the meeting

The conduct of the meeting is the sole responsibility of the chairman within the standing orders agreed by Council. It is recognised that many Chairmen will have had previous experience of chairmanship and that techniques might vary depending upon the personality of a particular chairman. As an aide-memoire, guidelines for Chairmen are set out at Appendix K.

5.10 Non-membership of committees

Normally Council members are not entitled to attend meetings of committees of which they are not members. However in exceptional circumstances a committee chairman may invite a Council member who is not a member of the committee to attend a meeting. Reimbursement is granted only if invited specifically to contribute to a particular item or items on the agenda.

5.11 Attendance at Council meetings

The public session of the Council is open to attendance by members of the public, the Society and the press. The membership section organises a rolling programme of guests from the branches and regions. The space available for guests in the Council chamber is limited and it would be difficult to accommodate an influx of visitors without prior notice.

The Government Chief Pharmacists of England, Scotland & Wales may be invited to attend appropriate parts of Council meetings (in addition to being able to attend public business) and to contribute to debate but have no voting rights.

The Chairmen of the English, Scottish and Welsh Pharmacy Boards attend the public and confidential business of the Council but have no voting rights.

An outline of business, attendance and reporting at Council meetings is attached as Appendix L.

5.12 Press coverage of Council proceedings

In keeping with current best practice, the Council has adopted the principle of openness in regard to access to its agenda, papers, and minutes for its public business. These are published on the Society's website. The transcript of the public business is also published on the Society's website (see 5.6 above).

Accordingly, there is no restriction on reporting from the public business of the Council meetings. The Editor of *The Pharmaceutical Journal* decides which aspects of the Council's business will be reported and the relative emphasis given to particular items. On occasion Council will decide that items in confidential business may also be reported once considered.

Thus, any member of the Council who contributes to a debate in any part of the Council meeting under the present arrangements should assume that s/he may be reported unless that member of Council indicates that his or her remarks, either in total or in part, are not for reporting. It should, however, be noted that such indication does not prevent disclosure of statements under the Freedom of Information Act or within due legal process.

There are good reasons for not reporting a debate or even a Council decision on some occasions. This would apply particularly when the Council had been negotiating a position and disclosure of details would prejudice the Council in forthcoming meetings. This is where discretion is exercised.

In general, however, the approach adopted is that members and the public should be well-informed about debates at meetings of the Council to facilitate transparency. This policy is recognised by the Council as being in the best interests of the Society and individual members of the Council and thus as much information as practicable will be given in *The Pharmaceutical Journal* report of the Council meeting. However this must be balanced against possible risk of legal challenge.

5.13 Implementing committee decisions and monitoring

The chairman has the responsibility to monitor the implementation of decisions. This cannot be achieved solely at the time of committee meetings, and the chairman, the committee secretary and the relevant Director(s) should maintain effective communication throughout the committee cycle. In this way the chairman will be able to review the implementation of recent policy decisions; be briefed on other aspects of the work; plan agendas and discuss any major topics or difficulties that have arisen within the normal routine activities and need the chairman's attention. The Director concerned will decide which staff should participate in these meetings, or in parts of a particular meeting. Wherever possible such meetings should be arranged when the chairman is already visiting headquarters for another purpose. However, the budget of the division or department should provide for some such visits at other times.

The implementation of committee decisions is the responsibility of the secretary to the committee and other relevant members of the Society's staff who have the necessary expertise. However, committee chairmen should normally be involved in drafting and reviewing documents and letters prior to submission if appropriate.

5.14 Composition of, and quora for, Council committees

Each Council member serves on at least one but not more than two of the Education, Law & Ethics and Science committees. For all other committees, save the Audit Committee, the President and Vice-President may attend as observers to assist in their monitoring role and consequently will not count towards the quorum or have voting rights. All full members of committees have voting rights, whether they are pharmacist members, pharmacy technician members, lay members or external persons appointed as committee members.

There is no standard quorum for Council committees as their composition differs. The table below sets out the composition of, and quora for, the committees.

5.15 Composition of, and quora, for committees

Committee	Quorum	Composition
Education	4, including 3 Council members	Up to 6 Council members (including the chairman), and up to 5 others (co-opted members and deputies): the Officers to receive each year the recommendations of the Chairman & Secretary for members to be co-opted and their deputies
Law & Ethics	5	Up to ten Council members (including the chairman)
Science	4, including 3 Council members	Up to 6 Council members (including the chairman) and up to 5 others (co-opted members): the Officers to receive each year the recommendations of the Chairman & Secretary for members to be co-opted
Governance	3, including 1 pharmacist or pharmacy technician Council member and 1 lay Council member	A Chairman who shall be a lay member of Council together with 4 pharmacist or pharmacy technician members of Council, 1 lay member of Council; and 1 external adviser with expertise in governance and/or law
Resource Management	4, including 3 Council members	President, Vice-President, Treasurer (chairman), Chairmen of Education, Law & Ethics, & Science Committees; Chief Executive & Registrar; Directors; Chairmen of the national Pharmacy Boards may request to attend the meetings as observers (no voting rights)
Audit	2, including the chairman	3 members of Council (not being Officers of the Society), including one lay member as chairman and one external member with appropriate experience in audit practice.
Remuneration	2, including the chairman or deputy chairman	The President, Vice President, 2 members of Council, 1 of whom is a lay member who shall be chairman and an external assessor (co-opted)
Adjudicating	4, including at least 1 academic, 1 community/primary care pharmacist; 1 secondary care pharmacist.	2 pharmacists with community/primary care expertise; 2 pharmacists with secondary care expertise; 2 senior pharmacist academics (Head of School or equivalent); 1 lay member. If none of these are members of Council the 1 member of Council with a deputy shall also be appointed. The Chairman shall be a pharmacist.
Conference	4, including 3 Council members	A chairman, who may be a Council Member, up to 5 Council members; up to 5 co-opted members, four of whom serve by virtue of office (BPC Science chairman, BPC Science chairman designate, Academy of Pharmaceutical Science chairman and Practice Research Adjudicating Panel chairman)

5.16 Composition for National Pharmacy Boards

English Pharmacy Board	Scottish Pharmacy Board	Welsh Pharmacy Board
<ul style="list-style-type: none"> ▪ 5 elected sectoral pharmacist places: ▪ Community ▪ Hospital ▪ Industrial ▪ Academia ▪ primary care/public health (<i>combined place</i>) ▪ 6 elected unreserved pharmacist members ▪ 1 elected pharmacy technician member ▪ 1 Council member elected in the English constituency ▪ 1 other pharmacist member of Council registered in England ▪ 1 lay member of Council resident in England ▪ <i>Ex officio attendees</i> – President & Vice-President ▪ Government Chief Pharmaceutical Officer may be invited to specific meetings ▪ Branches to be invited to send observers to meetings 	<ul style="list-style-type: none"> ▪ No places reserved for sectoral representatives. ▪ 12 elected pharmacist members ▪ <i>Ex officio attendees</i> - President, Vice-President, Council member elected in the Scottish constituency and a Lay Member of Council resident in Scotland. ▪ An additional Lay Member may be co-opted as need for specific expertise arises ▪ Government Chief Pharmaceutical Officer may be invited to specific meetings ▪ Branches to be invited to send observers to meetings 	<ul style="list-style-type: none"> ▪ No places reserved for sectoral representatives but option to co-opt if necessary. ▪ 11 elected pharmacist members ▪ 1 elected pharmacy technician member ▪ <i>Ex officio attendees</i> - President or Vice-President, Council Member elected in the Welsh constituency and a Lay Member of Council resident in Wales (or nominee of Council if there is not one in Wales) ▪ Government Chief Pharmaceutical Officer may be invited to specific meetings ▪ Branches to be invited to send observers to meetings

5.17 Non-attendance at committee meetings

Where a Council member has been appointed to a committee and without reasonable cause, fails to attend two consecutive meetings, the Appointments Panel may review their appointment.

5.18 Working groups

The Council and committees may establish ad hoc, time limited working groups to deal with specific issues and report back. There is a standard for a remit and procedures for such groups which must be agreed, including resources, by the Council or the relevant committee. This is attached at Appendix M.

5.19 The Society's charitable funds and other groups

There are other groups within the Society in which Council members have a role. There are also standing groups such as the Public Affairs Planning Group (Chairmen of Education, Law & Ethics, Governance and Science committees *ex officio*) and RPS Publishing board (two Council members by appointment).

Council members are also the trustees for some of the Society's Educational Funds and of the Society's Museum. The trustees of PTECO comprise four Council members, appointed by the Council. Two Council members are also appointed to the Benevolent Fund.

5.20 Nomination to international organisations

The policy for nomination of Council members to international organisations is attached as Appendix N.

6. Monitoring by Council

The Council in accepting ultimate responsibility for overseeing the Society requires a structure for the systematic monitoring of the organisation to ensure its policy directions are being met. Council and its committees approve programmes of action, prioritise, set deadlines, review priorities in the light of further demands and are informed regularly of progress. The following are ways in which Council monitors progress.

6.1 Agendas, policy papers and minutes

The format of agendas, papers and in particular the minutes, play an important role in facilitating the monitoring process. Agenda items are generally kept as brief as possible with the detail in the paper for discussion. Ideally, and where time allows, major policy issues are first discussed by the Council in broad outline. The substantive paper would then be drafted in the light of the views expressed by Council and brought back for final decision.

Each substantive paper should be set out under the following headings:

- Purpose (what decision is being sought)
- Recommendations or Options for action
- Background information

Each substantive paper will also include

- The strategic objective domain/s within which the work set out in the paper resides
- The risk implications relevant to the proposals made
- The resource implications relevant to the proposals made

Substantive papers will also include the communications implications of proposals where relevant.

Once a final paper is before Council it should be for decision only.

The decision taken is reflected in the minute in terms of the decision sought (purpose) on the paper. The minute should be brief, but with sufficient detail to give a flavour of the discussion. In general individual contributions are not attributed. Where action is agreed each minute should conclude with a bold note of the action.

6.2 Policy implementation - Monitoring of agreed actions

Policy implementation is monitored by Council through the receipt of the minutes of its standing committees and the national Pharmacy Boards. For committee meetings, supporting papers will be made available on request for members of Council not on the committee, except for items considered under confidential business.

At each meeting the "Council Update" tracks progress on decisions of the Council and the objectives in the business plan.

A corporate secretariat function is being developed and will develop a monitoring process for the work of the committees.

6.3 Public Affairs Planning Group

The Public Affairs Planning Group comprises the chairmen of the Education, Governance, Law & Ethics and Science committees, and the member of Council serving on the All Party Pharmacy Group. The Chairmen and Secretaries of the English, Scottish and Welsh Pharmacy Boards are also members of the Group. The group aims to meet on or around Council or committee days and is charged with having oversight of the public affairs strategy for the Society.

The minutes of the group are circulated to the Council to keep Council members informed of Public Affairs work.

6.4 Monitoring role of the Vice-President

The Vice-President has the role of monitoring the activities of the main committees and the overall effectiveness of the organisation.

A form has been designed to assist the Vice-President in monitoring the committees. The forms, once completed, will be retained by the Head of Secretariat, who will provide copies to the President and the Chairman and Secretary of the relevant committee. If the form indicates that there are problems, this would be a matter in the first instance for the committee chairman to consider. If the problem continues then the President should discuss the matter with the chairman of the committee. If it is considered that a change may be necessary to the committee structure or process then a report should be made to the Council.

6.5 Audit Committee

The internal audit function and the Audit Committee assure Council that the Society has adequate financial and non-financial control systems in place.

6.6 Remuneration Committee

The Remuneration Committee assures Council that the Society has fair remuneration, recruitment, retention, rewards and incentives to enable it to attract the required calibre of staff.

6.7 Governance Committee

The Governance Committee monitors implementation of governance arrangements across the Society and proposes to the Council amendments or updates as may be required.

Anyone wishing to raise a governance issue should, in the first instance, contact the Secretary to the Governance Committee or the Chairman. This should be done in writing – either letter or email. The Chairman and Secretary would then decide together if the issue fell within the Governance Committee's remit, respond accordingly to the individual who had raised the issue and take action if appropriate.

Following the Council elections each year, Council members will be informed via the weekly "Information for Council members" letter that should they wish to raise any issues of governance, this should be done in writing, by letter or email, to the Chairman of the Governance Committee and/or the Secretary to the Committee – the Head of Secretariat.

7. Relationships with staff

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

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

7.1 Access to information by Council members

In overseeing the work of the organisation Council requires relevant information. However, Council members should only have information that they require to undertake their duties as a Council member. It is for management to implement policy, under the guidance of the relevant standing Council committee, and to oversee individual staff performance. In order to carry out their functions some committees may need access to information on individual staff; but Council members acting on their own should not have access to such information. Where Council members require additional information requests should be routed through the relevant committee secretary or Director.

The Governance Committee has considered access by Council members to correspondence that supported and informed the work of the staff in implementing the policies of the Council.

The Committee's view was that such access to correspondence was not good governance. Council members, including elected members, were part of a corporate body and therefore had collective responsibility. Should a committee or the Council decide that particular correspondence was necessary to inform a decision, then the Council or the committee could request it and all members of the Council or the committee would receive it. A Council member wishing to see correspondence would need to persuade the Council or the committee that the correspondence was necessary to its deliberations in order for it to be circulated.

8. Concerns about probity

Council has agreed that the Audit Committee is responsible for dealing with probity issues in the Society and the following principles/ procedures have been adopted.

- i) The word “probity” should be used to refer to actual integrity, not “confirmed integrity”.
- ii) Council members who have concerns about probity should provide a note of these concerns, with their evidence, to the Chairman of the Audit Committee on a confidential basis. The Chairman will then seek the Audit Committee’s agreement to the action to be taken. In certain circumstances this discussion could be limited to the actual members of the Audit Committee excluding non-members who normally attend.
- iii) Staff who have concerns about probity should provide a note of these concerns, with their evidence, to their line manager or, if the circumstances require, someone more senior, even the Chief Executive & Registrar or the President, on a confidential basis. Management should then decide whether to refer the matter to the Chairman of the Audit Committee for action as at (ii) above. If this procedure has been followed without meeting the staff member’s concerns, they may approach the Chairman of the Audit Committee direct. Staff should not approach other Council members on issues of probity. If they do so the Council member should tell them to activate the proper procedure.
- iv) The Council or staff member bringing the concerns and all those involved in subsequent action e.g. senior managers, the Audit Committee and the internal auditors, should observe confidentiality until the investigation is complete. This ensures that the Council or staff member will not risk being sued for defamation should the concerns prove unfounded.
- v) If the concern is proved unfounded, no allegation should be made publicly on this matter, either specifically or in general terms. If the concern is proved true remedial action will be taken and both the concerns and the action reported to Council. In this way the Society’s reputation will be safeguarded because allegations of the lack of probity will only become public if true, in which case remedial action will be in hand.

Council members should not expect to have personal access to the files of the organisation to investigate probity issues. Access to information must always be made within the terms of the Data Protection Act 1998. In the investigation of a question of probity, Council members will receive only the information required to discharge their accountability. In the context of probity, this requires them, acting corporately, to ensure that systems are in place to sort matters out if things go wrong, and to activate those systems when necessary, in accordance with Item 10 of the Council Code of Conduct. They do not have managerial responsibility for actual investigations.

9. Conduct of members of Council

For the Society to command the confidence of the profession and the public, it is necessary that the Council, as its governing body, should adopt and comply with appropriate standards of conduct. Section 15 regulation 10 of the Society's Regulations provides that all Council members shall comply with the Code of Conduct approved by the Council, and with the procedures for its enforcement. Schedule 1 of the Regulations sets out procedures for the taking of disciplinary action against members of the Council. Guidance on the application of these regulations has been developed and is available from the Head of Corporate Governance on request. The Code is set out below.

9.1 Preface

The powers of the Council are set out in the Charter and legislation governing the Society. In particular, Article 9 of the Charter provides that:

"the Council shall exercise all the powers and functions of the Society except where, by virtue of this Our Supplemental Charter, such exercise requires approval by Special Resolution"

In the exercise of these powers, in discussions at meetings of the Council and its committees, in decision-making and in communications, Council members are expected to observe the highest standards of impartiality, integrity and objectivity. Council members should faithfully report Council policy.

As described in Section 1, the Council operates within the context of the seven Nolan principles of public life. Each Council member is required to subscribe to these. The Code of Conduct sets out in general terms the duties of each member of the Council, but the Council expects its members to adopt high standards of conduct in all aspects of their activities as members of the Council. So long as they continue to serve on the Council, members of Council cannot, by their actions or behaviour, divest themselves of their role in such capacity in matters concerning the profession. If a Council member becomes aware of matters regarding another Council member that might be of concern or might affect their ability to perform their duties as a Council member they should seek the advice of the Chief Executive & Registrar.

Council members normally take office from 00.01 on the day after the annual general meeting. Outgoing Council members' terms of office end at midnight on the day of the AGM.

Every member of the Council is bound by the Code of Conduct under Section 15 regulation 10 of and Schedule 1 to the Regulations from the date they are elected or appointed to be a Council member. Council members will be asked each year to sign a statement that they have received and read the Code of Conduct.

9.2 The Code

1. Members of Council must at all times while acting in that capacity ensure that their activities are directed toward the fulfilment of the Society's Objects specified in the Charter, the Society's responsibilities specified in legislation, and the interests of the public.
2. Members of Council must ensure that the funds of the Society are properly applied to the furtherance of the Objects of the Society.

3. Any member of Council, who wishes to engage in litigation against the Society, the Council or any member thereof, or any officer or employee of the Society in their capacity as such, must resign from the Council before taking such action.
4. Members of Council must not make use of information acquired solely by virtue of their position as such for personal gain, whether financial or non-financial.
5. Members of Council must not use their position as such to promote their personal, professional or business interests.
6. Members of Council must respect the confidentiality of information identified as confidential, acquired by them solely by virtue of their position as such.
7. Members of Council must not use their position as such to seek to influence the conduct of any aspect of the Council's business for the benefit of any individual, body corporate or other association rather than for the benefit of the profession as a whole.
8. Members of Council must ensure, when speaking in their capacity as such at any meetings of the Council, its committees or outside, that they declare any personal or business interests relevant to the matter in hand.
9. Members of Council must avoid any conduct that impairs the ability of the Council to perform its functions or to enjoy the confidence of the public, the profession or government.
10. Members of Council must ensure that prompt and effective action is taken through appropriate channels to investigate any allegation of maladministration within the Society reported to them.
11. Members of Council should support in public the policies of Council. Where a member of Council feels compelled publicly to oppose a Council policy, the Council should be informed in advance. The member of Council may then express his or her personal views on the matter but, in so doing, must first explain the Council policy and the reasons for the Council's decision. Members must in any case avoid any action that would undermine confidence in the competence of the Council and its members or in the Council's decision-making process.*
12. Members of Council must ensure that entries relating to them in the Registers of Interests and of Gifts and Hospitality are accurate, complete and up-to-date.
13. Members of Council must comply with the Society's Equal Opportunities Policy and Statement on Harassment and Bullying. [Attached at Appendices O and P respectively.]

* Any Council Member wishing publicly to oppose a Council policy should state their dissent and their intention to oppose the particular policy immediately the Council decision is made. However, if on reflection during the course of the same Council meeting, a Council member decides that s/he wishes to record her/his dissent, it should be put to the Council and the Council should decide if it is prepared to waive the general rule stated above and allow the dissent to be registered. The statement of dissent shall be minuted.

In the event that a Council member is not present at a Council meeting when a policy issue is being debated and s/he wishes to register their dissent to the decision of the Council, s/he should write to the President as soon as possible following the meeting to register their dissent. This will then be notified to all Council members and formally recorded in the minutes of the next meeting of the Council. The capacity of a Council member to speak against a Council decision under Article 11 of the Code of Conduct shall not apply until notification of the dissent being registered with the President has been sent to all Council members.

9.3 Conduct procedure and Conduct Panel

If a complaint is made that a member of Council has breached the Code of Conduct, the matter shall be referred to the Conduct Panel in accordance with the procedure as set out in Schedule 1 to the Regulations. Any complaint to the Panel should be addressed to the Chairman of the Code of Conduct Panel, c/o the Chief Executive & Registrar's Office, RPSGB, in an envelope marked Private and Confidential.

10. The Society's relationship with commercial organisations

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

10.1 Contacts with commercial organisations relating to professional matters.

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

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

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

10.2 Sponsorship of meetings, publications or prizes

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

All sponsorship should adhere to the following principles:

- a) the sponsoring body does not have control of the content of the event;
- b) there is no product endorsement requirement as part of the sponsorship arrangements;
- c) the sponsoring body is not engaged in activity which is disapproved of by the Society - e.g. a cigarette manufacturer.

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

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

10.3 Gifts and Hospitality

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

10.4 Register of Interests, Gifts and Hospitality

The purpose of this register is to enable members of Council 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 Council duties. Declaration of an interest does not necessarily prevent a member of Council from speaking on a subject related to that interest, but it helps to avoid any perception that a member of Council may be seeking improperly to influence Council decisions for personal benefit.

The register of Council members' interests, including relevant interests of close family members, is available publicly on the Society's website and in paper copy on request from the Head of Secretariat. The paper copy of the register is also available for inspection on request. Council members' declared interests are also set out in the Society's Annual Review.

Each member of Council is responsible for ensuring that any amendment to the register of interests is notified to the Secretariat.

A copy of the form all Council members are required to complete is circulated as Appendix Q. Council members are reminded in the "Information for Council members" document on the Friday before a Council meeting that their Register entries should be kept up to date. The onus is on each individual member of Council to ensure that their entries are updated, as set out in item 12 of the Council member Code of Conduct (see paragraph 9.2 above).

11. Council member expenses

11.1 Council and committee meetings

Members of Council are entitled to reimbursement for expenditure on travel and expenses incurred on Society business and for costs of accommodation and subsistence within rates agreed by the Council. In addition, Council Members are entitled to an attendance fee for the attendance at all Council or committee activities. At the Council Member's discretion the attendance fee claimed can be reduced accordingly to a half or quarter day rate.

On all other occasions, Council Members will only be entitled to reimbursement of expenses and/or payment of an attendance fee where the Council member is a nominee of the Society or attendance at/participation in an event has been agreed by the office.

Where a member of Council has a statutory duty to employ the services of a locum to enable them to attend to Council business, actual expenditure personally incurred will be reimbursed. Reimbursement to a corporate body is not permitted.

The level of expenses and fees for the ensuing year will normally be considered annually at the June meeting of Council.

11.2 Expenses appeals

In the event of a query regarding an expense claim, the following procedure has been agreed by the Governance Committee. Queries regarding expenses should be discussed between the relevant staff member and the Council member concerned. If the query is not resolved, the matter should be referred to the Director of Finance & Resources to discuss and seek resolution with the Council member concerned. The Governance Committee has agreed that, pending the establishment of a formal panel, if there is an unresolved issue regarding Council member expenses, the Chairmen of the Audit, Governance and Remuneration Committees should be called upon to act in the capacity of the panel.

11.3 Overseas meetings

The criteria and general principles for overseas visits, including the President's visit, are set out at Appendix R.

12. Communications from the Society

12.1 External organisations

Communication with outside bodies is normally undertaken by the appropriate member of staff. Letters to Ministers are generally signed by the President. However, on the recommendation of a committee, adopted by the Council, another identified individual may be authorised to write or otherwise communicate with an outside body.

Within committee and subcommittee minutes, resolutions cover actions that can be taken within the remit of the committee or subcommittee and without the need for endorsement by the Council. However, where it is intended that an outside body should be approached on a policy issue, a recommendation to that effect is made and action then depends upon the Council's adoption of that recommendation.

Where the Council has agreed that a named individual other than a member of staff may write to an outside body or bodies in the name of the Society - this includes Society membership groups - it is important that the appropriate member of staff should see the communication in draft to ensure that there is no conflict with earlier communications on the same general topic or with Council policy on a related topic.

12.2 Consultation documents

The Society has a central system of dealing with external consultation documents. All documents received – approximately 300 per year - are logged on a central database (available on the Society's Intranet). Where a response is deemed necessary, on the recommendation of the Head of Policy Development, a lead member of staff and possibly other contributors are designated. The signing off procedure requires a draft response to be considered by Council where new policy or substantial revision to policy is entailed. Responses within existing policy that are led by secretaries to committees or their staff, may be signed off by the relevant committee or their chairmen. Otherwise, responses within policy may be signed off by the Officers or the Chief Executive & Registrar if necessary - for instance to meet a short timescale.

Council members are informed weekly of consultation documents arriving in the Society (in the "Information for Council members" document posted every Friday). The list will indicate if it has been decided to respond to a document and the lead staff member. If a Council member has a particular interest in a document s/he should contact the lead staff member, or if no lead staff member is assigned, the Policy Development Division. Once a response to a consultation has been submitted, this will be indicated on the list sent to Council members and then the next iteration of the list will remove the document. All responses to consultations are available on the Society's website.

Non-confidential responses (occasionally, the consultation document originator may ask for the document and the Society's response to be kept confidential) are made available under the Policy section of the Society's website.

It is important to clarify contributions by Council members and by staff to consultations intended to inform Council decisions, in order to avoid the possibility of the results being skewed, particularly in instances of a low response. Therefore, Council member responses will be identified separately in the results of any such consultation and staff should input through normal management processes.

13. Members meetings

The Society's Byelaws make provision for the holding of annual and special general meetings and the Regulations make provision for the holding of meetings of Branch representatives. The Annual General Meeting is held at the Society's headquarters in May each year. Special General Meetings of the Society are held at the request of at least 30 members in writing. The Branch representatives' meeting is normally held the day after the AGM. Although Council members are not obliged to attend these meetings (except for the Officers) they are encouraged to do so where possible.

13.1 Status of the resolutions of Annual and Special General meetings and Branch representatives meetings

The Charter

The Charter, which came into force on 7 December 2004, provides for regulations² to be made by the Council of the Society, both for purposes authorised expressly in the Charter, and for general purposes (Art. 9). Procedures for notification of the membership and for approval by the Privy Council are provided (Art. 10). Provisions are made in the Charter, and in Regulations Section 10, where a Special Resolution is required for defined purposes. With these exceptions, the Charter provides that power is vested in the Council:

The Charter provides that the Council shall exercise all the powers and functions of the Society (Art. 9), including the power to make, amend, add to or revoke regulations¹ for any purpose relating to the governance, management, affairs or functions of the Council or of the Society (Art 9(2)), except where such exercise requires approval by Special Resolution². The matters specified in the Charter as requiring confirmation by the members by Special Resolution are: any new category of membership (Art. 5); any change to the composition of the Council proposed by the Society (Art. 8); any change to the Charter or to the Society's name (Art. 11) and surrender of the Charter and the winding up of the Society's affairs (Art. 13).

The status of resolutions of Annual or Special General Meetings, or Branch Representatives' meetings is only as specified in regulations or Bye-laws¹.

13.2 Annual and Special General Meetings

The Byelaws make provision in Section VI for calling of these meetings and for debating motions put at AGMs. It deals with the convening of Special General Meetings by the Council or on the written requisition of not less than 30 members. Byelaw 10 of Section VI states that any question to be decided by a general meeting is to be decided by a simple majority; Byelaw 9 provides for each member to have one vote and for there to be no proxy voting.

The Byelaws do not make provision for a resolution or a motion carried at a general meeting to have any particular status. As a result they do not derogate from the powers of the Council set out in Art. 9 of the Charter. Their status therefore is that of an influential expression of opinion, and no more

¹ Previously, the Council has made byelaws under the Charter and under legislation. Under the 2004 Charter, the Council makes regulations rather than byelaws. Under the Pharmacists and Pharmacy Technicians Order 2007, the Council makes rules rather than byelaws.

² "Special Resolution" means a resolution of the Council confirmed, in accordance with regulations, either at a duly convened general meeting of members of the Society by not less than a two-thirds majority of the votes of the members present in person (or by proxy), or by ballot of the membership.

13.3 Branch Representatives' Meetings

Section 16, Regulation 3 of the Society's regulations provides for the Council to arrange the holding of meetings of Representatives of Branches and for the Council to determine the purposes, composition, agenda, frequency and location of such meetings.

The functions of the Branch Representatives meetings are:

- to inform the Council of the views of the Branches on matters of concern to the Society,
- to inform the Representatives of the Council's activities or proposed activities and the reasons for them, and
- to ascertain the views of the Branches upon the said activities or proposed activities."

Views expressed by the Branch Representatives' Meeting, however expressed, are no more than views, to be considered by the Council.

The BRM is intended to provide an opportunity for pharmacists to inform the Council. Council has responsibility for considering and responding to the motions from the BRM. Council has decided, therefore, that it is not appropriate for Council Members to propose motions at Branch Representatives' meetings.