

Agenda item:	9
Report title:	Proposed amendments to the Governance Handbook
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Action:	To consider

Executive summary

This paper sets out proposals for amendments to the Governance Handbook, including the Schedule of Authority, which would strengthen our governance processes by putting in place clear provisions for the delegation of authorities in the absence of the Chair of Council and the Chief Executive.

Recommendations

Council is asked to:

- a** Approve the proposed amendments to the Governance Handbook, at Annex A.
- b** Agree that, should they be required to be used, the exercise of powers would be reported in advance to Council.

Current arrangements

- 1 The [GMC Constitution Order 2008](#) (as amended) makes provision for circumstances where the Chair of Council is absent for one or more meetings, is unavailable to perform his or her duties for more than one month, or the office is vacant, in which case Council may nominate another member (as deputy Chair) to serve as Chair during the absence or unavailability of the Chair or the vacancy. The Order does not include provision for circumstances where the absence is less than one month.
- 2 Chapter 5 of the Governance Handbook, *the Role of the Chair of Council*, allows the Chair to delegate responsibility for some elements of the role to be undertaken by other Council members. This provision was intended to enable the Chair to have the flexibility to invite members to act on his or her behalf for aspects of the role, such as attending events or meetings.
- 3 The Schedule of Authority contains provision for the exercise of powers assigned or delegated to the Registrar to be further delegated to GMC staff. This provision is used to enable the exercise of powers under the Medical Act, regulations and rules by staff appointed to act as Deputy and Assistant Registrars.
- 4 In order to supplement the current arrangements and ensure good governance, it is proposed that express provision is made and included in the Governance Handbook for the respective powers of the Chair of Council and Chief Executive to be delegated to cover a period of absence where they are unable to fully discharge their respective duties.
- 5 It is anticipated that such delegations would only be required for limited periods so it is not proposed that any additional remuneration would be payable to those individuals nominated to act. If a delegation of powers was required for an extended period the Remuneration Committee would consider whether any adjustments to remuneration was required.

Proposed arrangements for periods of absence of the Chair of Council

- 6 It is proposed that amendments are made to the Governance Handbook (shown in tracked changes at Annex A) to include provision for the delegation of the Chair of Council's responsibilities where the Chair is unavailable to perform his or her duties for any period less than a month.
- 7 It is proposed that the Chair may as appropriate delegate his or her responsibilities as Chair to another Council member who they would nominate to act as deputy Chair. In the absence of any standing deputy Chair, custom and practice in such situations would suggest that the responsibilities could be delegated to be undertaken by one of the governance committee Chairs, or one of the longest-serving members of Council.

It is proposed that this decision would be at the discretion of the Chair of Council and having regard to the availability of the nominated member. In delegating his or her responsibilities, the Chair would be required to set out the period of the delegation and the nature and extent of the responsibilities to be undertaken.

Proposed arrangements for periods of absence of the Chief Executive/Registrar

- 8** It is proposed that amendments are made to the Governance Handbook (shown in tracked changes at Annex A), to include provision for the delegation of the Chief Executive's responsibilities to the Chief Operating Officer and Deputy Chief Executive where the Chief Executive is unavailable to perform his or her duties for any period of time specified by them and it is agreed with the Chair of Council to be necessary.

Reporting arrangements

- 9** Should the exercise of these powers be required, it is proposed that they would be reported to Council as part of Chair's business at a Council meeting or in the Chief Executive's Report, or on email circulation in advance of a meeting when necessary and in advance of the authority being delegated.
- 10** Where these powers are exercised at short notice due to unforeseen circumstances, Council would be informed by email at the earliest opportunity.
- 11** Subject to Council's approval of these proposals, the Chair of Council and the Chief Executive intend to exercise these powers to cover planned leave of absence in 2016 as follows:
- a** 8 – 31 July 2016 (Chair of Council).
 - b** 11 May – 2 June 2016 (Chief Executive).

M9 – Annex A

Proposed amendments to the Governance Handbook relating to the Chair of Council and the Chief Executive

(Extracts from the Governance Handbook)

Chapter 5: Role of the Chair of Council

Deputising arrangements for the Chair

- 11 The Constitution Order also provides that if the Chair is absent from a meeting, then those members present nominate one of their number to serve as chair for that meeting. If it is known that the Chair will be absent for more than one meeting, or unavailable for more than a month, the Chair may nominate a deputy chair to serve as chair in the interim. If the role becomes vacant, Council may nominate one of its number to act as Chair until a new appointment is made.
- 12 If it is known that the Chair will be absent for a period of less than one month, then the Chair may nominate a deputy chair to serve as Chair in the interim. In delegating his or her responsibilities, the Chair is required to set out the period of the delegation and the nature and extent of the responsibilities to be undertaken. The Chair will report the exercise of these powers to Council in advance of the authority being delegated. If a meeting takes place during the Chair's absence, then the provisions of the Constitution Order will operate as set out above, so that the members present will nominate one of their number to serve as chair for that meeting.

Chapter 8: The role of the executive

- 3 The Chief Executive is responsible for the performance of the executive and is accountable to Council for it, making regular reports to Council. The Chief Operating Officer is responsible to the Chief Executive for the operational management of the organisation, including the performance of each Director and their directorates, and the MPTS.
- 4 On a day-to-day basis the Chief Executive is in regular contact with the Chair of Council, working in partnership with him/her to ensure the effective conduct of business.
- 5 If it is known that the Chief Executive will be absent for any period, then the Chief Executive may delegate his or her responsibilities to the Chief Operating Officer and Deputy Chief Executive for any period of time specified by them and agreed with the Chair of Council to be necessary. The Chief Executive will report the exercise of these powers to Council in advance of the authority being delegated.

Chapter 9: Schedule of authority

Purpose

- 1 The purpose of this document is to set out in an accessible format the principal functions and powers of the GMC in a Schedule of authority ('the Schedule'), including:
 - a authorities assigned to and retained by Council under the act, regulations or rules
 - b authorities assigned to Council and delegated (and if delegated, to whom)
 - c authorities assigned to, and retained by, the Registrar under the act, regulations or rules
 - d authorities assigned to the Registrar and delegated (and if delegated, to whom)
 - e authorities assigned to the MPTS and retained by the MPTS under the Act, regulations or rules
 - f authorities assigned to the MPTS and delegated (and if delegated, to whom)
 - g authorities not referred to in legislation (e.g. relating to the ordinary operation of the organisation), and to whom these are delegated.
- 2 Because the legislation specifically uses the term 'Registrar', it has been used in this Schedule where the corresponding legislation does so, in relation to matters identified under 1(a)-(d) above. In relation to matters identified under 1(b) where delegated to

the Chair, the term 'Chair of Council' is used and under 1(g), the term 'Chief Executive' is used. Powers assigned or delegated to the Chair of Council may be further delegated to a nominated Council member acting as deputy Chair in their absence. Powers assigned or delegated to the Registrar / Chief Executive may be further delegated to staff within the GMC. The Chief Executive may delegate his or her responsibilities to the Chief Operating Officer and Deputy Chief Executive in their absence.

- 3** Powers assigned to the MPTS, which are referred to in this Schedule as being delegated to the 'Assistant Registrar (MPTS)', shall be delegated to such Deputy/Assistant Registrars as are appointed and authorised [by the Registrar] to act for the MPTS in relation to those powers.

Function	Description of Function	Function assigned to?	Function delegated to?
GOVERNANCE FUNCTIONS			
Appointment of Registrar and deputy/assistant registrars and delegation of functions	a. To appoint (i) a Registrar and direct/delegate functions to him/her; and (ii) deputy/assistant registrars b. To authorise deputy/assistant registrars to act i. for the Registrar in any matter ii. for the MPTS in any matter	Council a.(i) – <i>Sch 1 Pt 1 paras 16(3) and (4)</i> b.(i). <i>Sch 1 Pt 1 para 16(3)</i> (ii). <i>Sch 1 Pt 1 para 16(3A)</i>	a. (ii) and b. (i) and (ii) Registrar
<u>Deputising arrangements in respect of the Chair of Council</u>	<u>a. To nominate a member to serve as Chair, where the Chair of Council is absent from a meeting;</u> <u>b. To nominate a member to serve as Chair in the interim due to (i) the Chair of Council being absent for more than one meeting, or unavailable for more</u>	<u>a. Members of Council present at the meeting – Article 10(1) of the GMCC Order 2008;</u> <u>b.(i). Council - Article 10(2)(a) of the GMCC Order 2008;</u> <u>b.(ii). Council – Article 10(2)(b) of the GMCC Order 2008;</u> <u>b.(iii). Chair of</u>	<u>b.(i) Chair of Council</u>

	<u>than a month; (ii) the role becoming vacant; or (iii) the Chair of Council being unavailable for less than a month.</u>	<u>Council</u>	
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