

<b>Agenda item:</b>	<b>M10</b>
<b>Report title:</b>	<b>Review of Committee membership</b>
<b>Report by:</b>	<b>Patricia Morrissey</b> , Interim Head of Governance and Council Secretary, <a href="mailto:patricia.morrissey@gmc-uk.org">patricia.morrissey@gmc-uk.org</a> , 020 7189 5483
<b>Action:</b>	<b>To note</b>

## Executive summary

A review of Committee chair and membership has been undertaken, having taken into account members expressions of interest and preferences.

## Recommendations

Council is asked to:

- a** Approve the proposed chair and membership of the Audit and Risk Committee, the Remuneration Committee, and the Investment Sub-Committee.
- b** Approve the proposed membership of the Trading Subsidiary Board.
- c** Approve the proposed employer nominated Trustees of the GMC Staff Superannuation Scheme, including the continuation of Jim McKillop as a Trustee for a further three years.

## Issue

- 1 Annex B1 of the Governance Handbook states that ‘membership, including chairpersonship, of all the Committees is reviewed twice in each four year term of office, at the beginning and at the mid-way point’. This review has been undertaken following the appointment of four new Council members and the reappointment of seven members of Council. The last review was undertaken in December 2014.
- 2 As part of this review, Council members have given their individual preferences for chair and membership of the Committees, Sub-Committee and have indicated whether they have an interest in joining the new Trading Subsidiary Board, which is expected to start its work in early 2017. In addition the process has also been used to agree the employer nominated Trustees of the GMC Staff Superannuation Scheme.
- 3 The Chair of Council has considered this information and in discussion with members and has made proposals for Council's approval, at [Annex A](#). Conflicts of interest relating to membership of the Trading Subsidiary Board and the Investment Sub-Committee have been considered and efforts have been made to make sure there is some continuity of experience and knowledge in each Committee. Any induction and training required will be discussed with individuals as required.
- 4 Overall, the Council members reappointed for a further term expressed a preference for minimal change, and so the proposed Committee membership is largely unchanged for these members, except for Christine Eames becoming a member of the Remuneration Committee, replacing Enid Rowlands who demitted office as a Council member at the end of 2016 and bringing the membership up to the full complement of six members as per the Statement of Purpose; and Michael Farthing becoming Chair of the Audit and Risk Committee, replacing Jim McKillop who demitted office as a Council member at the end of 2016. The four new Council members have expressed their preferences for which governance committees they would like to serve on and the proposals are based on their preferences and also take into account their existing skills and expertise. The membership proposals also address the vacancies in governance committee membership arising from the decision of Julian Lee and Ajay Kakkar to demit office earlier in 2016.

### *Trustees of the GMC Staff Superannuation Scheme*

- 5 Council is responsible for the appointment of four employer nominated Trustees of the GMC Staff Superannuation Scheme, not all of whom need to be Council members. The current Chair Archy Kirkwood is a former Council member and his appointment term ended on 31 December 2016.
- 6 Council is asked to agree the proposed arrangements for the four employer nominated Pension Trustees as follows:

- a** Jim McKillop, who demitted office as a Council member on 31 December 2016 to continue as a current employer nominated Trustee, for a further three years to 31 December 2019. This would provide continuity of experience which is considered important to the work of the Board.
  - b** Steve Burnett, appointed as a Council member from 1 January 2017, to become an employer nominated Pension Trustee.
- 7** No change is required to the remaining employer nominated Pension Trustees, as in December 2014 Council agreed that former Council member Hamish Wilson would continue as a Trustee for a further three years, which concludes at the end of 2017, and Deirdre Kelly became an employer nominated Trustee in 2016. Trustees of the GMC Staff Superannuation Scheme are required to select their own Chair through an election process. Trustees of the Scheme will determine who succeeds Archy Kirkwood as Chair at their next meeting in February 2017.

#### *Trading subsidiary*

- 8** At its meeting on 14 December 2016, Council approved the incorporation of a trading subsidiary through which GMC commercial activity will be enacted from 2017. The Board of the trading subsidiary will consist of two members of Council, two members of the executive and two independent members. Appointment of the Council members and independent members to the Board will be managed through the normal process by which Council Committee appointments are made. The Chair and Chief Executive on behalf of Council will appoint the executive members of the Board.
- 9** Council is asked to agree the proposed membership of the Trading Subsidiary set out at [Annex A](#), including the appointment of Jim McKillop as an Interim Independent Board member until such time as the substantive independent members are appointed.

## Review of Committee membership

## M10 - Annex A

### Committee membership 2017/18

#### Audit and Risk Committee

Michael Farthing, Chair

Christine Eames

Deirdre Kelly

Suzi Leather

Paul Knight

Amerdeep Somal

John Morley, Co-opted external member

Elizabeth Butler, Co-opted external member

#### Remuneration Committee

Denise Platt, Chair

Shree Datta

Christine Eames

Helene Hayman

Amerdeep Somal

Anthony Harnden

## **Board of Trustees of the GMC Staff Superannuation Scheme**

Deirdre Kelly

Steve Burnett

Jim McKillop (continues until the end of 2019)

Hamish Wilson (continues until the end of 2017)

The Board also has other member nominated Trustees, including current and former staff members. The Chair of the Board is elected by Pension Trustees.

## **Investment Sub-Committee**

Suzi Leather, Chair

Shree Datta

Paul Knight

Anthony Harnden

Tim Scholefield, Co-opted external member

Keith Mackay, Co-opted external member

## **Trading Subsidiary Board**

Michael Farthing

Steve Burnett

Jim McKillop, Interim Independent Board Member

The Board also will have other appointed members, including Independent Board Members and Executive Members.