

Open session

Board meeting: 19 October 2022

Agenda item: 12

Subject: Proposed Committee Terms of Reference and Membership Review 2022

Action: To Note

Purpose

To provide the Board with an overview of the proposed Committee Terms of Reference and Membership Review 2022

Recommendations

The Board is asked to note the proposed plans for the review of the Committee Terms of Reference and Membership.

Annexes

N/A

Author/Key Contact

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1. Open Session

2. Background and Key points

2.1. Review of the Committee Terms of Reference

The current Committee Terms of Reference have been in operation for just over three years and whilst some adjustments have been made to the Remuneration and Appointments Committee's Terms of Reference since then, the Terms of Reference for ARB's committees are due for a wider review. We therefore propose to review the Terms of Reference for the Audit and Risk Assurance Committee as well as the Remuneration and Appointments Committee this Autumn. Minor adjustments to the Terms of Reference for the Prescription Committee will be discussed as part of the Board's agenda on 19 October 2022; further proposals regarding the new Accreditation Committee, which will replace the Prescription Committee in 2023, will be brought to the Board for consideration in December 2022.

2.2. We propose to undertake the following process to review the committee terms of reference:

- Benchmark our existing terms of reference against those used by other regulatory bodies;
- Use the feedback from the Board and Committee Effectiveness reviews undertaken earlier this year as well as further feedback from the Committees' follow up discussions;
- Review the structure and content, and draft revised Terms of Reference
- Seek views on the revised Terms of Reference from Independent Committee members as well as the Chair of the Board
- Bring the revised Terms of Reference back to Board for review and approval on 7 December 2022.

2.3. Subject to the Board's approval, the new Terms of Reference would then become operational from 1 January 2023.



2.4. Review of Committee Membership

In parallel with the review of the Committee Terms of Reference, the Board is also due to review the membership of its committees including the designation of the Senior Independent Board member. Given that the Board will have considered short-term adjustments to the membership of the Prescription Committee and because of the plans to develop an Accreditation Committee, we proposed to exclude the membership of the Prescription Committee from this review. At its meeting in December 2021, the Board re-appointed Mark Bottomley as the Senior Independent Board Member and agreed that this should be looked at again as part of the full review of the membership of the Committees.

2.5. We propose to undertake the following process to review the committee terms of reference:

- Issue a skills audit form to all Board members, building in the opportunity for Board members to provide expressions of interest in particular area of work/Committee work;
- Collate the outcomes of the skills audit for discussion with the Chief Executive & Registrar and the Chair of the Board;
- Develop proposals regarding the future membership of each of the Committees
- Bring the details of the proposed revisions to the membership of the Committees to the Board for approval on 7 December 2022.

2.6. Senior Independent Board Member

Given that the role description for the Senior Independent Board Member was reviewed and adjusted in December 2021, we do not propose to review the role description again this year. The Board however agreed in December 2021 that the designation should be reviewed at the same time that a full review of the Committee membership was undertaken. In order to fulfil this decision, we will consult with the Chair of the Remuneration and Appointments Committee; the Chair of the Audit and Risk Assurance Committee and the Chief Executive & Registrar and bring forward a recommendation to the Board at its meeting of 7 December 2022.

3. Resource Implications

- 3.1. The review of the Committee Terms of Reference and Membership has been budgeted for and will be covered by the Governance Department's budget.
- 3.2. The outcomes of the Committee membership review may have an impact on individual Board members' annual remuneration.

4. Risk implications

- 4.1. There is a risk that not all Board members will be allocated to a committee or may not be allocated to their first choice of Committee. We will use the skills audit outcomes as a basis for the appointments, as well as taking equality diversity and inclusion into account. There are likely to be further opportunities for Board members to be involved in other ad hoc assurance groups which are established from time to time.

5. Communication

- 5.1. The revised Committee Terms of Reference and changes to the Committee membership will be published on our website.

6. Equality and Diversity implications

- 6.1. The review of the Terms of Reference and membership of each of the Committees is an opportunity to achieve a greater diversity at committee level where possible, showing our commitment to and fostering a culture of equality, diversity and inclusion.

7. Recommendations

- 7.1. The Board is asked to note the proposed plans for the review of the Committee Terms of Reference and Membership.
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