



NORTHERN IRELAND PRACTICE AND EDUCATION
COUNCIL FOR NURSING AND MIDWIFERY

STANDING ORDERS FOR MEETINGS OF THE COUNCIL AND ITS COMMITTEES

September 2023

Any request for the document in another format or language will be considered

4th Floor James House
2 – 4 Cromac Avenue
BELFAST
BT7 2JA

Tel: 0300 300 0066

<https://nipec.hscni.net>

Developed by:	Jill Jackson
Approved by / date:	Council: September 2021; September 2022; September 2023;
Date of next Review:	September 2024
Equality Screened by / date:	N/A

CONTENTS

	Page
1.0 INTRODUCTION	5
1.1 Statutory Framework	5
1.2 Functions of NIPEC	5
1.3 Health and Social Care Framework	6
1.4 Financial and Performance Framework	6
1.5 Interpretation	7
2.0 POWERS RESERVED TO NIPEC COUNCIL	9
3.0 THE CHIEF EXECUTIVE'S ROLE AND DELEGATION TO OFFICERS	12
3.1 The Chief Executive's Role	12
3.2 Delegation of Duties	15
4.0 COUNCIL COMMITTEES	16
5.0 CONDUCT OF COUNCIL BUSINESS	17
5.1 Appointment of Chair and Deputy Chair	17
5.1.1 Appointment of Chair	17
5.1.2 Appointment of Deputy Chair	17
5.1.3 Return of Ballot Papers	17
5.1.4 Vacancy in the Office of Chair	17
5.1.5 Vacancy in the Office of Deputy Chair	17
5.1.6 Termination of Appointment	17
5.2 Filling of Vacancies in Membership of the Council	18
5.2.1 Members	18
5.2.2 Terms of Office	18
5.2.3 Disqualification of Member	18
5.3 Meetings of the Council	18
5.3.1 Presiding at Council Meetings	18
5.3.2 Frequency of Meetings	18
5.3.3 Convening of Extraordinary Meetings	19
5.3.4 Openness of Meetings	19
5.3.5 Notice of Meetings	19
5.3.6 Quorum	19
5.3.7 Service of Meetings	20
5.3.8 Record of Attendance at Meetings	20
5.3.9 Attendance of Members	20

5.4 Order of Business at Council Meetings	21
5.4.1 Order of Business	21
5.5 Business at Council Meetings	22
5.5.1 Late Business	22
5.5.2 Submission of Members' Written Comments on Agenda Items	22
5.5.3 Motions and Amendments	22
5.5.4 Notice of Motions	22
5.5.5 Making of Motion without Notice	22
5.5.6 Alteration of Rescinding of Decisions of the Council	23
5.5.7 Chair's Ruling on Points of Order and Procedure	23
5.5.8 Prolonged Debate – Move to Next Item	23
5.5.9 Adjournment because of Disorder	23
5.6 Voting	23
5.6.1 Normal Voting Procedure – Chair's Casting Vote	23
5.6.2 Chair's Ruling on Ballot	23
5.6.3 Member's Proposal to Ballot	24
5.7 Rules of Debate	24
5.7.1 One Person to Speak	24
5.7.2 Invitation to Speak	24
5.7.3 Avoidance of Extraneous Matter	24
5.7.4 Withdrawal of Recommendation and Resolutions	24
5.7.5 Amendments to Recommendations and Resolutions	24
5.7.6 Decision Making	25
5.7.7 Time Limit	25
5.7.8 Adjournment	25
5.7.9 Closure of Debate	25
5.8 Attendance of Non-Members at Council Meetings	25
5.8.1 Invitation of Non-Members to Attend	25
5.8.2 Representatives from the Department of Health	26
5.8.3 Council Officers	26
5.8.4 Items "In Camera"	26
5.9 Council Minutes	26
5.9.1 Permanent Record	26
5.9.2 Provision of Copies to Members	26
5.9.3 Approval of Minutes	26
5.9.4 Electronic Communication	26

5.10 Admission and Withdrawal of Press and Public	27
5.10.1 Public Meetings	27
5.10.2 Press and Public	27
5.10.3 Withdrawal	27
5.11 Committees of the Council	27
5.11.1 Appointment of Committees	27
5.11.2 Appointment of Committee Members	28
5.11.3 Casual Vacancies on Committees	28
5.11.4 Appointment of Chair and Deputy Chair of Committees	28
5.11.5 Reporting of Committee Proceedings	28
5.11.6 Discussion of Committee Reports	28
5.11.7 Expenditure of Committees	28
5.11.8 Business Procedures for Committees	29
5.11.9 Quorum of Committees	29
5.12 Potential Conflict of Interest	29
5.12.1 Declaration of Pecuniary Interest and Withdrawal from Meeting	29
5.12.2 Record of Withdrawal in Minutes	29
5.12.3 Pecuniary Interest	29
5.13 Standing Orders	29
5.13.1 Suspension of Standing Order	29
5.13.2 Amendment of Standing Orders	30
6.0 CODE OF CONDUCT AND CODE OF ACCOUNTABILITY	31
6.1 Introduction	31
6.2 Public Service Values – General Principles	31
6.3 Openness and Public Responsibilities	32
6.4 Public Service Values in Management	32
6.5 Public Business and Private Gain	33
6.6 Counter Fraud Policy	33
6.7 Gifts, Hospitality and Sponsorship	34
6.7.1 Proving and Receiving Hospitality	34
6.7.2 Gifts and Hospitality	34
6.7.3 Sponsorship/Relations with Suppliers	35
6.7.4 Register(s) of Hospitality, Gifts and Sponsorship	36

6.8 Declaration of Interests	36
6.8.1 Register of Interests	38
6.9 Employment and Appointments	38
6.10 Social Media	38
6.11 Employee Relations	39
6.12 Personal Liability of Board Members	39
6.13 Staff Policies and Procedures	39
6.14 Staff Concerns	40
6.15 Corporate Responsibility	40
6.16 Compliance	40
7.0 POWERS AND DUTIES	41

APPENDICES

APPENDIX 1 – Chief Executive Scheme of Delegation	42
APPENDIX 2 - Terms of Reference - NIPEC Audit and Risk Committee	44
APPENDIX 3 – Terms of Reference - NIPEC Remuneration Committee	52
APPENDIX 4 - Terms of Reference – NIPEC Professional/Business Committee	56
APPENDIX 5 - List of NIPEC Policies at September 2023	59

1.0 INTRODUCTION

Standing Orders are those provisions made by a body to govern its own operation. Typically, they will provide for such matters as quorum (the number of members who must be present for business to be transacted), the establishment of committees to carry out the work of the organisation in specific areas and procedures to ensure the smooth running of meetings.

The revised **Code of Conduct and Code of Accountability for Board Members of Health and Social Care Bodies** (October 2022) was issued by the Department under correspondence dated 12 October 2022. The Code of Accountability requires the Northern Ireland Practice and Education Council for Nursing and Midwifery (NIPEC) Council to be clear what decisions and information are appropriate to the Council and draw up standing orders, a schedule of decisions reserved to the Council and standing financial instructions to secure compliance with the Council's wishes.

1.1 Statutory Framework

NIPEC Council's authority to act derives from the Statutory Rule "The Health and Personal Social Services (2002) Act (Commencement) Order (Northern Ireland) SR2002 No. 311 (C.25).

In addition, these Standing Orders should be read in conjunction with the Health and Personal Social Services Statutory Rule 2002 No. 386 "The Northern Ireland Practice and Education Council for Nursing and Midwifery (Appointments and Procedure) Regulations (Northern Ireland) 2002. No Standing Orders may contradict or alter a provision made in legislation.

NIPEC is required to comply with all existing legislation, Department of Health (DoH) Framework Document, Management Statement/Financial Memorandum (MSFM), Circulars and Regulations in so far as they impact upon the organisation's functions, activities and conduct.

1.2 Functions of NIPEC

"The NIPEC was established under the Health and Personal Social Services Act (Northern Ireland) 2002 as a non-departmental public body to support the development of nurses and midwives by promoting high standards of practice, education and professional development. The NIPEC also provides advice and guidance on best practice and matters relating to nursing and midwifery.

The NIPEC's primary relationship is with the Department on behalf of which it discharges its functions. NIPEC also works closely with key stakeholders in the HSC system to support registered nurses, midwives and specialist community public health nurses to provide a safe and effective nursing and midwifery service to the population of Northern Ireland". (Source: DoH Framework Document, 2011)

The Standing Orders, Reserved and Delegated Powers and Standing Financial Instructions (SFIs) provide a comprehensive business framework for NIPEC and enable the organisation to discharge its functions. They seek to ensure the maintenance of public service values and high standards of personal conduct of our Council members and staff. These documents fulfil the dual role of protecting NIPEC's interests (ensuring, for example, that all transactions maximise the benefit to the organisation) and those of staff carrying out their work on behalf of the organisation. All members of NIPEC Council, Senior Management Team and staff shall be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions required to comply fully with the regulations.

1.3 Health and Social Care Framework

In addition to the statutory requirements, the Minister, through the Department of Health (DoH), issues instructions and guidance. Where appropriate, these are incorporated within NIPEC's Standing Orders or other corporate governance documentation. Principal examples are the DoH Codes of Conduct and Accountability for Board Members of Health and Social Care Bodies (2022) and the Code of Openness (2008).

As previously indicated, the **Code of Conduct and Accountability** requires the NIPEC Council ('the Council') to adopt Standing Orders (SOs) for the regulation of its proceedings and business and also to adopt Standing Financial Instructions (SFIs) as an integral part of SOs. The Code further requires the establishment of Audit and Remuneration Committees with formally agreed Terms of Reference.

The Code of Conduct and Accountability draw attention to the public service values required by all staff and specifically defines measures to deal with possible conflicts of interest of Board members, and makes various requirements concerning such possible conflicts of interest of members.

The Code of Practice on Openness¹ in the HSC sets out the requirements for public access to information on the HSC and for the conduct of the Council's meetings. NIPEC is required to ensure appropriate compliance with the Freedom of Information Act (2000).

1.4 Financial and Performance Framework

The Management Statement establishes the framework agreed with the DoH within which NIPEC operates. The associated Financial Memorandum sets out in detail certain aspects of the financial provisions which NIPEC observes.

¹ Code of Practice on Openness in the NHS, 2003 (Revised 2008) Department of Health

A copy of the MSFM will be given to all newly appointed NIPEC Council members and senior staff on appointment. Additionally, the MSFM will be tabled for information of Council members at least annually at a full meeting of the NIPEC Council. Amendments made to the MSFM will also be brought to the attention of the full NIPEC Council on a timely basis.

NIPEC has a number of financial targets and policies within which it is obliged to operate. These are as follows:

- To break even on its Income and Expenditure Account year on year and to maintain its Net Current Assets;
- To promote financial stability in the HSC;
- To operate within the Resource Limits, both Capital and Revenue set by the Department; and
- To comply with Better Payments Practice Code which advocates:
 - Explaining payment procedures to suppliers;
 - Agreeing payment terms at the outset and sticking to them;
 - Paying bills in accordance with agreed terms, or as agreed by law;
 - Telling suppliers without delay when an invoice is contested; and
 - Settling quickly when a contested invoice gets a satisfactory response;
 - Payment must be made within 30 days of the receipt of goods or valid invoice.

1.5 Interpretation

Save as permitted by law, at any meeting the Chairperson of the Council shall be the final authority on the interpretation of Standing Orders (on which they shall be advised by the Chief Executive and/or Head of Corporate Services on whom falls a particular responsibility for the good governance of the organisation).

Any expression to which a meaning is given in the Health and Personal Social Services Orders of 1972 or 1991 and the Health and Social Care (Reform) Act (Northern Ireland) 2009 shall have the same meaning in this interpretation and in addition:

“Accounting Officer” shall be the Chief Executive who is personally responsible for safeguarding the public funds of which they have charge; for ensuring propriety and regularity in the handling of those funds; and for the day to day operations and management of NIPEC. In addition, they should ensure that NIPEC, is run on the basis of the standards (in terms of governance, decision-making and financial management) as set out in *Managing Public Money Northern Ireland*.

“Chair” means the person appointed by the Department of Health to be Chair of the NIPEC Council and to ensure that it successfully discharges its responsibility for NIPEC as a whole. The expression the ‘Chairperson of the Council shall be deemed to include the member of the Council deputising for the Chairperson if they are absent from the meeting or are otherwise unavailable.

“Chief Executive” means the Chief Officer of NIPEC.

“Committee” shall mean a Committee created by the Council either for its own good governance or by Departmental direction or by Legislation.

“Committee Chair” means the person appointed by the Chair of the Council to chair a committee.

“Council” shall mean the Chairperson, and Non-Executive (or non-officer) members, appointed by the Minister with responsibility for Health and Social Care and the Executive (or officer) members appointed by the Council.

“Council Members” shall be persons formally appointed by the Council to sit on or to chair specific Committees.

“HSC” refers to Health and Social Care (this was previously known as HPSS and references to HPSS relate to previously published documents).

“Member” (i) in relation to the Council, shall mean non-executive Member or Chief Executive of the Council and does not include its Chairperson.

(ii) in relation to a committee or sub-committee shall be persons formally appointed by the Council to sit on or to chair specific Committees and not to any additional person or persons attending their meetings.

“SFIs” is an abbreviation for Standing Financial Instructions which set out the responsibilities of budget holders and individuals.

“SOs” is an abbreviation for Standing Orders.

“Sub-Committee” means a committee of a committee created by Council.

2.0 POWERS RESERVED TO NIPEC COUNCIL

- 2.1** The matters reserved to the Board of each HSC Organisation are derived from the revised **Code of Conduct and Code of Accountability** (October 2022) issued by the Department on 12 October 2022.

The Council has corporate responsibility for ensuring that NIPEC fulfils the aims and objectives set by the Department and approved by the Minister, and for promoting the efficient, economic and effective use of staff and other resources by NIPEC. To this end, and in pursuit of its wider corporate responsibilities, the Council shall:

- Establish the overall strategic direction of NIPEC within the policy and resources framework determined by the Sponsor Branch, Minister and Department;
- Constructively challenge NIPEC's senior team in their planning, target setting and delivery of performance;
- Ensure that the Department is kept informed of any changes which are likely to impact on the strategic direction of NIPEC or on the attainability of its targets, and determine the steps needed to deal with such changes;
- Ensure that any statutory or administrative requirements for the use of public funds are complied with; that the Council operates within the limits of its statutory authority and any delegated authority agreed with the Department, and in accordance with any other conditions relating to the use of public funds; and that in reaching decisions, the Council takes into account all relevant guidance issued by DoF and the Department;
- Ensure that the Council receives and reviews regular financial information concerning the management of NIPEC; is informed in a timely manner about any concerns about the activities of NIPEC; and provides positive assurance to the Department that appropriate action has been taken on such concerns;
- Demonstrate high standards of corporate governance at all times, including using the independent audit committee to help the Council to address the key financial and other risks facing NIPEC; and
- Appoint on the Minister's approval, a Chief Executive to NIPEC and, in consultation with the Department, set performance objectives and remuneration terms linked to these objectives for the Chief Executive, which give due weight to the proper management and use of public monies.

- 2.2** The following powers are reserved for NIPEC Council:

Governance

- 2.2.1** The following powers are reserved to Council:

- (i) Review, compliance and approval of Standing Orders and of matters reserved for Council approval;
- (ii) Approval of arrangements for dealing with complaints;
- (iii) Approval of the Equality Scheme;
- (iv) Approval of the Freedom of Information publication scheme;
- (v) Approval of relevant organisation-wide policies as agreed by the Chief Executive and Senior Team;
- (vi) Establishment and dissolution of Committees;
- (vii) Approval of procedures for the evaluation of the effectiveness of the Council;
- (viii) Review the Register of Interests for Council members and staff;
- (ix) Approval of the Staff Code of Conduct.

Strategy, Plans and Budgets

2.2.2 The following powers are reserved to Council:

- (i) Definition of the Board's vision, mission, aims and objectives;
- (ii) Approval of NIPEC's Corporate Plan;
- (iii) Approval of annual budget and estimates;
- (iv) Monitoring of performance and budget on a regular basis.

Staffing

2.2.3 The following powers are reserved to Council:

- (i) Appointment or dismissal of the Chief Executive;
- (ii) Consideration of recommendations from the Remuneration Committee;
- (iii) Approval of the Disciplinary Procedure;
- (iv) Approval of the Grievance Procedure;
- (v) Approval of a Redundancy Policy where relevant;
- (vi) Approval of the staff Appraisal Policy and performance appraisal of the Chief Executive;
- (vii) Approval of any substantial organisational restructuring, which involves any compulsory redundancy.

Financial arrangements

2.2.4 The following matters are reserved to Council:

- (i) Approval of the opening or closing of any current account;
- (ii) Approval of the writing-off of any loss in line with Departmental guidance;
- (iii) Approval of disposal of assets in line with Departmental guidance;
- (iv) Approval of capital expenditure;
- (vi) Approval of the Counter Fraud Policy;
- (viii) Any other matter that is of significant financial or reputational risk to the Council.

Auditing and Reporting

2.2.5 The following matters are reserved to Council:

- (i) Approval of the Annual Report and audited financial statements;
- (ii) Appointment of an internal auditor;
- (iii) Approval of the Terms of Reference of the Audit & Risk Committee.

3.0 THE CHIEF EXECUTIVE 'S ROLE AND DELEGATION TO OFFICERS

The HPSS (NI) Order 1972, the HPSS (NI) Orders 1991 and 1994 and the Health and Social Care (Reform) Act (Northern Ireland) 2009 allow for the functions of the Council to be carried out on behalf of the Council by other people and bodies.

Subject to such directions as may be given by the Department of Health, NIPEC Council may delegate for the exercise, on its behalf, any of its functions to a Committee, sub-Committee or joint Committee (see Section 4), or the Chief Executive. This delegation would be subject to such restrictions and conditions as the Council permits.

Where functions are delegated, this means that, although the carrying out of the function is delegated to another body, the Council retains the responsibility for the service.

3.1 The Chief Executive's Role

The Chief Executive shall exercise those functions of the Council which are not reserved to Council or delegated to a Committee, sub-Committee or Joint Committee, on behalf of the Council.

The Chief Executive of NIPEC is designated as the Accounting Officer by the Departmental Accounting Officer of the Department.

The Accounting Officer of NIPEC is personally responsible for safeguarding the public funds for which he/she has charge; for ensuring propriety and regularity in the handling of those public funds; and for the day to day operations and management of NIPEC.

As Accounting Officer, the Chief Executive shall exercise the following responsibilities in particular:

On planning and monitoring –

- Establish, with approval of the Department, NIPEC corporate and business plans in support of the Department's wider strategic aims and current PfG objectives and targets;
- Inform the Department of NIPEC's progress in helping to achieve the Department's policy objectives and in demonstrating how resources are being used to achieve those objectives;
- Ensure that timely forecasts and monitoring information on performance and finance are provided to the Department; that the Department is notified promptly if overspends or under spends are likely and that corrective action is taken;

- That any significant problems, whether financial or otherwise, and whether detected by internal audit or by other means, are notified to the Department in a timely fashion;

On advising the Council –

- Advise the Council on the discharge of its responsibilities, as set out in this document, in the founding legislation and in any other relevant instructions and guidance that may be issued from time to time by DoF or the Department;
- Advise the Council on NIPEC's performance compared with its aims and objectives;
- Ensure that financial considerations are taken fully into account by the Council at all stages in reaching and executing its decisions, and that standard financial appraisal techniques are followed appropriately;
- Take action in line with Managing Public Money NI (MPMNI) if the Council or its Chairman is contemplating a course of action involving a transaction which the Chief Executive considers would infringe the requirements of propriety or regularity, or does not represent prudent or economical administration, efficiency or effectiveness;

On managing risk and resources –

- Ensure that a system of risk management is maintained to inform decisions on financial and operational planning and to assist in achieving objectives and targets;
- Ensure that an effective system of programme and project management and contract management is maintained;
- Ensure compliance with the Northern Ireland Public Procurement Policy;
- Ensure that all public funds made available to NIPEC including any income or other receipts, are used for the purpose intended by the Assembly, and that such monies, together with NIPEC's assets, equipment and staff, are used economically, efficiently and effectively;
- Ensure that adequate internal management and financial controls are maintained by NIPEC, including effective measures against fraud and theft;
- Maintain a comprehensive system of internal delegated authorities that are notified to all staff, together with a system for regularly reviewing compliance with these delegations;
- Ensure that effective personnel management policies are maintained.

On accounting for NIPEC's activities –

- Sign the accounts and be responsible for ensuring that proper records are kept relating to the accounts and that the accounts are properly prepared and presented in accordance with any directions issued by the Minister, the Department, or DoF;
- Sign a Statement of Accounting Officer's responsibilities, for inclusion in the annual report and accounts; sign a Governance Statement regarding NIPEC's system of internal control, for inclusion in the annual report and accounts, that details significant internal control divergences;
- Sign a mid-year assurance statement on the condition of NIPEC's system of internal control;
- Ensure that effective procedures for handling complaints about NIPEC are established and made widely known within NIPEC;
- Act in accordance with the terms of this document and with the instructions and relevant guidance in *MPMNI* and other instructions and guidance issued from time to time by the Department and DoF - in particular, Chapter 3 of *MPMNI* and the Treasury document *Regularity and Propriety and Value for Money* (a copy of which the Chief Executive shall receive on appointment). Section 9 of the *Financial Memorandum* refers to other key guidance;
- Give evidence, normally with the Accounting Officer of the Department, if summoned before the Public Accounts Committee on the use and stewardship of public funds by NIPEC;
- Ensure that an Equality Scheme is in place, reviewed and equality impact assessed as required by the Equality Commission and Executive Office;
- Ensure that the requirements of the Data Protection Act 1998 and the Freedom of Information Act 2000 are complied with;
- Reporting on compliance with internal assurances and quality standards to the Department ensuring that a business continuity plan is developed and maintained;
- Ensuring that effective procedures for handling adverse incidents are established and made widely known within the ALB;
- Copies of adverse inspection reports are shared with the Department;
- Ensuring that the requirements of relevant statutes, court rulings, and departmental directions are fully complied with; and
- Ensuring an acceptance and provision of Gifts and Hospitality Policy is in place that set out the principles and requirements under which gifts and hospitality can be received and in turn when such offers can be made.

On acting as NIPEC's Consolidation Officer –

- For the purposes of Whole of Government Accounts, the Chief Executive of NIPEC is normally appointed by DoF as the NIPEC's Consolidation Officer;
- As NIPEC's Consolidation Officer, the Chief Executive shall be personally responsible for preparing the consolidation information, which sets out the financial results and position of NIPEC; for arranging for its audit; and for sending the information and the audit report to the Principal Consolidation Officer nominated by DoF.
- As Consolidation Officer, the Chief Executive shall comply with the requirements of the NIPEC Consolidation Officer Letter of Appointment as issued by DoF and shall, in particular:
 - Ensure that NIPEC has in place and maintains sets of accounting records that will provide the necessary information for the consolidation process; and
 - Prepare the consolidation information (including the relevant accounting and disclosure requirements and all relevant consolidation adjustments) in accordance with the consolidation instructions and directions ("Dear Consolidation Officer (DCO) and "Dear Consolidation Manager" (DCM) letters) issued by DoF on the form, manner and timetable for the delivery of such information.

3.2 Delegation of Duties

The Chief Executive may delegate the day-to-day administration of their Accounting Officer and Consolidation Officer responsibilities to other employees in NIPEC. However, they shall not assign absolutely to any other person any of the responsibilities set out in this document.

The Chief Executive's Scheme of Delegation can be found in Appendix 1 and outlines those functions which the Chief Executive delegates to NIPEC's Senior Team.

4.0 COUNCIL COMMITTEES

Subject to the directions of the Minister and/or the Department, the Council shall appoint Committees of the Council. Each Committee shall have Terms of Reference and powers, membership and be subject to such reporting back arrangements as the Council shall decide. The Terms of Reference of each Committee are incorporated as Appendices to the Standing Orders.

The Standing Orders of NIPEC shall apply, as appropriate, to meetings of Committees established by the Council.

Committees of the Council are:

- Audit and Risk Committee;
- Remuneration Committee;
- Professional and Business Committee.

Management Committees are:

- Health and Safety Committee;
- Health and Wellbeing Committee;
- Information Governance Committee.

5.0 CONDUCT OF COUNCIL BUSINESS

5.1 Appointment of Chair and Deputy Chair

5.1.1 Appointment of Chair

The Department of Health will appoint the Chair of the Northern Ireland Practice and Education Council as per the Statutory Rule 2002 No.386, Section 3 – “Terms of Appointment”.

5.1.2 Appointment of Deputy Chair

The position of Deputy Chair will be filled from the Members of the Council for a term of office not exceeding their period of appointment to the Council.

5.1.3 Return of Ballot Papers

In the event of two or more persons being nominated voting shall be by ballot of those present, and there shall be as many ballots as are necessary to reduce the final ballot to two candidates. After each ballot, the names of the candidate receiving the lowest number of votes shall be struck out and the next ballot shall be between the remaining candidates and so on until the final ballot is between two candidates.

5.1.4 Vacancy in the Office of Chair

If the Office of Chair becomes vacant the Council shall write to the Department of Health, to seek a replacement.

5.1.5 Vacancy in the Office of Deputy Chair

In the event of the Office of the Deputy Chair becoming vacant during the year the procedure for making an appointment to the vacancy shall be as set out in Standing Orders 5.1.2 and 5.1.3 above. The Member appointed shall hold Office for the remainder of the term of office of the person's appointment.

5.1.6 Termination of Appointment

If the Chair or Deputy Chair ceases to be a Member of the Council he/she shall also cease to hold the position of Chair or Deputy Chair.

5.2 Filling of Vacancies in Membership of the Council

5.2.1 Members

Where the place of a Member becomes vacant before the expiration of his/her term of office whether by death, resignation or otherwise, the vacancy shall be filled:

- (a) If the former Member was a Member by an appointment made by the Department of Health, in Northern Ireland, having regard to the qualification by virtue of which the former Member was appointed.
- (b) If the former Member was a Member by holding the post of Chief Executive of NIPEC, by a person appointed to the post by the Northern Ireland Practice and Education Council.

5.2.2 Term of Office

Persons so appointed shall (subject to 5.2.3.1 and 5.2.3.2 below) hold office for the remainder of the term of office of the former Member.

5.2.3 Disqualification of Member

5.2.3.1 Where a Member is disqualified from practising as a nurse, midwife or health visitor, the Council shall notify the Department of Health.

5.2.3.2 A Member who ceases to hold the qualification by virtue of which he/she was appointed shall cease to be a Member and his/her place shall become vacant.

5.3 Meetings of the Council

5.3.1 Presiding at Council Meetings

The Chair shall preside and in their absence the Deputy Chair. In the event of neither being present at any meeting, the Council shall appoint a member to the position of Chair to preside at that meeting. Any reference to the Chair hereinafter shall mean the person presiding at a meeting of the Council unless otherwise stated.

5.3.2 Frequency of Meetings

Ordinary meetings of the Council shall be held on a regular basis, at a frequency agreed by the Council from time to time except that the Council shall meet at least four times in each financial year. Also, there shall be **a** minimum of two Council workshops (if required) to be held in each financial year.

5.3.3 Convening of Extraordinary Meetings

The Chair may at any time convene an Extraordinary Meeting of the Council. The Chief Executive shall convene a meeting if required to do so upon the Chair receiving a requisition for a meeting signed by at least four other Members of the Council and the Chair agreeing to the meeting. The meeting will be arranged within twenty-one days of the receipt of the request to the Chair. In each case, the business they desire to be considered must be clearly stated.

In the event that a meeting is not refused by the Chair but does not take place within twenty-one days after the requisition has been presented to the Chair, those Members requesting a meeting may forthwith call a meeting. Those Members requesting such a meeting shall sign the notice of meeting and no business other than that specified in the Notice shall be transacted at the meeting.

5.3.4 Openness of Meetings

The Northern Ireland Practice and Education Council will hold its meetings or business in public, as much as possible, unless to do so would not be in the wider public interest due to the business to be conducted.

5.3.5 Notice of Meetings

Before each meeting of the Council, a Notice of the meeting specifying the principal business proposed to be transacted at it and signed by the Chair or by an officer of the Council authorised by the Chair to sign on her behalf shall be delivered to each Member, at least five working days before the day of the meeting. The business of the Council shall not be invalidated where any Member fails to receive notification.

5.3.6 Quorum

Decisions shall not be taken at a meeting unless at least one third rounded to a whole number, (i.e. Council of fifteen members Quorum = five) including the Chair are present, of whom at least one shall be a lay person and at least one shall be on the Nurses and Midwives live professional register. Council Members may also teleconference (if facilities are available) into the meeting to ensure that it is quorate.

If within fifteen minutes from the time appointed for a meeting a quorum is not present the meeting shall stand adjourned.

Where the Council is considering the appointment of a Chief Executive, the Council will not be quorate unless the Chair is present.

5.3.7 Servicing of Meetings

The Chief Executive shall be responsible for all matters pertaining to the servicing of meetings of the Council, including production of agendas, and minutes.

5.3.8 Record of Attendance of Members

The Chief Executive shall ensure a record is kept of the attendance of Members at each meeting of the Council. Where a member of the Council or of any of its Committees is absent from meetings for a continuous period of six months without the consent of that Body they shall be disqualified as a Member of the said Body by the Department or Council as appropriate. The position held will then be regarded as vacant.

The names of the Members present at a meeting shall be recorded in the Minutes.

5.3.9 Attendance of Members

Council members are expected to attend meetings of the full Council and of any other NIPEC committee, sub-committee or working group where they serve in their capacity as a Council Member.

A Council Member failing to attend, without good cause, 75% of the meetings which they are expected to attend in a calendar year will be regarded as having made an insufficient contribution to the work of the Council, which will be taken into account at appraisal. In exceptional circumstance, the Member may obtain prior permission from the Chair for a leave of absence for a defined period.

A Council Member absent from two consecutive meetings of the same Committee or the Council in a calendar year will be regarded as having made an insufficient contribution to the work of the Council and will be taken into account at appraisal.

In exceptional circumstance, the Member may obtain prior permission from the Chair for a leave of absence for a defined period.

The Chair of Council shall endeavour to address concerns regarding the attendance of members at as early a stage as possible and may arrange additional appraisal meetings for a member if the Chair deems it to be necessary.

The Chair may decide to grant leave of absence to a member, and where this is done, non-attendance or lack of input shall not be counted to the member's detriment for the period of the leave granted.

5.4 Order of Business at Council Meetings

- 5.4.1 Except in cases where the Chair, on the grounds of urgency or convenience otherwise directs, the following order of business shall be observed:

Main Business

1.0 APOLOGIES

2.0 CHAIR'S BUSINESS (remarks, announcements including alterations and/or additions to the non-confidential part of the Agenda and requests for declaration of pecuniary interests (direct or indirect) from members regarding any agenda items).

3.0 MINUTES OF THE PREVIOUS MEETING (*Circulated*)

4.0 MATTERS ARISING

5.0 CORRESPONDENCE (*Circulated*)

6.0 OPERATIONAL PERFORMANCE AND SERVICE IMPROVEMENT - [Chief Executive's Report](#) - [NIPEC Professional Work Plan](#) - [Consultation activity \(*Circulated*\)](#)

7.0 CORPORATE CONTROL & Finance - [Audit and Risk Committee](#) - [Head of Corporate Services Report](#) - [Financial Management Summary](#) - [Corporate Risk Register](#) - [KPIs](#)

8.0 SAFETY AND QUALITY - [Annual Quality Report](#) - [Quality Strategy](#)

10.0 ANY OTHER BUSINESS

11.0 DATE, TIME AND VENUE OF NEXT MEETING

12.0 CONFIDENTIAL BUSINESS

5.5 Business at Council Meetings

5.5.1 Late Business

Business which is not on the Agenda shall not be discussed unless the Chair declares the business to be of an urgent nature and is supported by a simple majority of the Members present and voting.

5.5.2 Submission of Members' Written Comments on Agenda Items

Any Member unable to attend a meeting of the Council may submit to the Chief Executive written comments on any item of the Agenda providing these are received no later than the day prior to the relevant meeting of the Council. These comments shall be copied to Members or read out in their entirety.

5.5.3 Motions and Amendments

Every motion or amendment shall be moved and seconded, and shall, if the Chair so requests, be given to them in written form, and shall be read out by the Chair before it is further discussed or put to the meeting.

5.5.4 Notice of Motions

Except as provided for in Order 5.5.5 a motion shall not be made at any meeting of the Council unless written notice of such motion, signed by the Member giving the notice, shall have been received by the Chief Executive at least ten working days before the meeting. The Chief Executive shall insert in the Agenda of the next ordinary meeting of the Council all such items raised by Members pertinent to the statutory functions of the Council.

5.5.5 Making of Motion Without Notice

A motion may be made without notice on any of the following matters:

- (i) The Choice of a Chair for a meeting in accordance with Order 5.1.
- (ii) Any ordinary business specially brought forward by the Chair.
- (iii) The adjournment of the meeting or of the debate.
- (iv) The giving of precedence to any particular business.
- (v) The appointment to any Committee of any member or members.
- (vi) The exclusion of observers or an observer.
- (vii) The exclusion of members of the press or the public.

5.5.6 Alteration or Rescinding of Decisions of the Council

A decision of the Council shall not be altered or rescinded at any subsequent meeting except upon a Notice of Motion, a copy of which has been sent to Members by the Chief Executive not less than seven days before such meeting.

5.5.7 Chair's Ruling on Points of Order and Procedure

The Chair shall decide upon any point of order or procedure and their decision shall be final.

5.5.8 Prolonged Debate - Move to Next Item

At the discretion of the Chair they may, in the event of a prolonged debate on any item, move to the next business on the Agenda.

5.5.9 Adjournment because of Disorder

If the Chair is of the opinion that a Member/Members of a delegation admitted to the meeting act/acts in a disorderly manner for the purpose of preventing the transaction of business they shall request such person/persons to withdraw from the meeting. Should the person/persons refuse to withdraw, the Chair shall adjourn the meeting until the disorderly faction has been legally removed.

5.6 Voting

5.6.1 Normal Voting Procedure - Chair's Casting Vote

Every question at a meeting shall be decided by a full consensus (i.e. a full vote in favour) or by a majority of members present and voting. All questions put to a vote shall at the discretion of the Chair be determined by oral expression or by a show of hands or by any technological equipment provided, and, a simple majority of those members present and voting shall, unless otherwise provided for by these Standing Orders, suffice to carry any proposal. Any Member can call for a division in which case the names of Members for and against, and those who abstained from voting, shall be recorded and entered in the Minutes. The Chair shall have a second or casting vote in the case of equality of votes.

5.6.2 Chair's Ruling on Ballot

If the Chair so rules, or where otherwise indicated in Standing Orders, a ballot shall be taken of those Council Members present at the meeting.

5.6.3 Member's Proposal to Ballot

If a Council Member so proposes, and if the proposal is seconded and supported by a simple majority of Members present and voting, voting shall be by ballot.

5.7 Rules of Debate

5.7.1 One Person to Speak

Only one person shall speak at a time and if requested to do so a speaker must give way to the Chair.

5.7.2 Invitation to Speak

Any person wishing to speak shall so indicate and be invited to speak by the Chair.

5.7.3 Avoidance of Extraneous Matter

Any person speaking shall confine their speech to the subject under discussion and shall not introduce extraneous matter.

5.7.4 Withdrawal of Recommendations and Resolutions

Once a recommendation or a resolution has been put to the meeting it shall not be withdrawn without the consent of two-thirds of Members present and voting.

5.7.5 Amendments to Recommendations and Resolutions

Any Member may move an amendment to a recommendation or a resolution which shall be to:

- (a) Delete words;
- (b) Delete words and insert or add words;
- (c) Insert or add words;
- (d) Add words, constituting an addendum.

No amendment or addendum can be accepted which would substantially alter the impact of or negate the original recommendations or resolution.

All amendments must be proposed and seconded.

5.7.6 Decision Making

- (a) In discussion of agenda items, the intention is to reach agreement by consensus. If a general consensus emerges, then the Chair may curtail discussion and seek agreement to the proposal. Where a consensus decision is reached the Chair shall ask the Council to confirm this orally.
- (b) Voting will only occur where there is not consensual agreement on any decision. If there is not a general consensus during the debate, any member may call for a vote.

5.7.7 Time Limit

It shall be the responsibility of the Chair to see that reports, resolutions, amendments or other matters are voted upon within any time limit set so that no matter is left unresolved within the time limit unless a motion to extend the time limit has been adopted by the meeting.

5.7.8 Adjournment

The Chair may decide to adjourn any Council and make arrangement for the business to be moved forward.

5.7.9 Closure of debate

- (a) Any member wishing to close the debate shall move –
 - (i) That the question now be put; or
 - (ii) That the meeting proceeds to the next business.
- (b) The Chair may decline to accept a closure motion but if the Chair accepts the motion it shall be put to the vote immediately, subject to the right of reply of the proposer of the recommendation or resolution concerned.
- (c) If a motion that the question now be put is carried, that question shall be put to the vote immediately.

5.8 Attendance of Non-Members at Council Meetings

5.8.1 Invitation of Non-Members to Attend

The Chair of the Council shall have the right to invite any person or persons not being Members of the Council to attend for a particular item or items on the Agenda, for the purpose of presenting a report, giving information or as an expert adviser. Any Council Member shall have the right to propose the attendance of any such persons and, if seconded and

carried by a simple majority of Members present the person or persons shall be invited.

5.8.2 **Representatives from the Department of Health**

Representatives of the Department of Health, present at meetings with the agreement of the Council shall have the right to participate in discussion but not to vote. If requested to do so, they shall retire from the meeting.

5.8.3 **Council Officers**

The Chief Executive shall have the right of attendance at meetings of the Council and have the same status in terms of voting and business of the Council as the other Members. It shall be the right of the Chief Executive in consultation with the Chair to otherwise determine the members of staff of the Council who will be in attendance.

5.8.4 **Items ‘In Camera’**

Any item on the Agenda may be taken ‘In Camera’ and, if this proposal is supported by a simple majority of Members present, those persons who are not Members of the Council shall withdraw from the Meeting. Other persons may remain at the discretion of the Chair.

5.9 **Council Minutes**

5.9.1 **Permanent Record**

The Chief Executive shall cause the proceedings of each Council Meeting to be minuted and such Minutes to be kept as a permanent record.

5.9.2 **Provision of Copies to Members**

Copies of the Minutes shall be sent to Members by the Chief Executive not later than the day on which the notice of the subsequent meeting is sent.

5.9.3 **Approval of Minutes**

The Minutes shall be submitted for approval at the following meeting and, subject to any agreed amendments, shall be authorised by the Chair as a correct record of the decisions taken by the organisation.

5.9.4 **Electronic Communications**

- (a) Any documents sent by electronic mail are considered to be sent in accordance with these Standing Orders.

- (b) Decisions may be carried out by electronic mail. Any decisions reached as a result must be submitted for information at the next meeting of the committee or sub-committee.

5.10 Admission and Withdrawal of Press and Public

5.10.1 Public Meetings

The meetings of the Council shall be open to members of the press and public subject to (5.8.4) and provided that the numbers attending may be accommodated in the room being used as the Council room. This will be done on a “first come first served” basis. A notice of a public meeting will be placed on NIPEC’s website or other media as the Northern Ireland Practice and Education Council may determine from time to time.

The Council may, however, by resolution, exclude the press and public from the whole or part of the proceedings at meetings whenever publicity would be prejudicial:

- (a) by reason of the confidential nature of the business to be transacted at the meeting;
- (b) for such special reasons as may be specified in the resolution being reasons arising from the nature of the business to be transacted or of the proceedings at the meeting.

5.10.2 Press and Public

Members of the press and public admitted to open meetings of the Council shall not address the Council unless in an exceptional circumstance the Chair shall have given prior permission. If anyone wishes to address the Council, normally notice of 10 days should be given to the Chief Executive for speaking rights and if approved this will be subject to a maximum permitted time of ten minutes.

5.10.3 Withdrawal

All such persons shall withdraw when requested to do so by the Chair.

5.11 Committees of the Council

5.11.1 Appointment of Committees

The Council is required under the ***Code of Conduct and Accountability*** to have Remuneration and Audit Committees. It may appoint, for the purposes of transacting particular business of the Council, other such committees of the Council as it may determine.

5.11.2 Appointment of Committee Members

The Council shall appoint the Members of any Committees constituted by the Council who shall hold office until their successors have been appointed. The Council may review the membership of Committees at any time and at least every second year.

5.11.3 Casual Vacancies on Committees

Any casual vacancy which occurs on any of these Committees may be filled by the Council at such future meeting of the Council as may be convenient and the person appointed to fill the casual vacancy shall hold office for the remainder of the term of office of the person in whose place they were appointed.

5.11.4 Appointment of Chair and Deputy Chair of Committees

It shall be for the Council to appoint from within the membership a Chair and a Deputy Chair of each Committee who must be Members of the Council. These appointments can be reviewed in line with 5.11.2 above.

5.11.5 Reporting of Committee Proceedings

Each Committee shall report its proceedings to the Council. Any recommendations which a Committee shall make shall as far as is possible be in the form of resolutions to be considered by the Council. The report should be given by the Chair of the Committee. After the presentation of the report and discussion by Members the motion that the report be approved (if necessary as amended) shall be put from the Chair and no debate shall be allowed thereon.

5.11.6 Discussion of Committee Reports

Except by special permission of the Chair, a report of a Committee shall not be discussed by the Council unless it has been sent by e-mail to Members at least three days before the meeting of the Council at which it is to be discussed.

5.11.7 Expenditure by Committees

No expenditure shall be incurred by a Committee without consulting the Council.

5.11.8 Business Procedures for Committees

Standing Orders relating to procedure for business of the Council shall apply *mutatis mutandis*² to Committees of the Council.

5.11.9 Quorum of Committees

The Council shall determine the Quorum of each Committee which in any event shall be not less than one-third (rounded to a whole number, i.e. thirteen members, Quorum = four) of its Members.

5.12 Potential Conflict of Interests

5.12.1 Declaration of Pecuniary Interest and Withdrawal from Meeting

If any Member of the Council, a member of staff or an observer has any conflict of interest, direct or indirect, in any contract or proposed contract or other matter which is the subject of consideration, they shall at the start of the meeting when requested by the Chair declare such interests and shall withdraw from the meeting while the item is being considered. In the event that a member arrives after the start of the meeting they will as soon as practicable disclose such interests and shall withdraw from the meeting while the item is being considered (reference section 6.8).

5.12.2 Record of Withdrawal in Minutes

Any disclosure of pecuniary interest and any withdrawal of a Member or an observer from a meeting shall be recorded in the Minutes of the meeting. The Chair has the right to ask people to withdraw from meetings during discussion of an item if they think it is appropriate.

5.12.3 Pecuniary Interest

The treatment for the purpose of the Standing Orders as having an indirect pecuniary interest in a contract, proposed contract or other matter is as laid down in Paragraph 10, Sections (1) to (8) of the Statutory Rule of Northern Ireland 2002 No. 386 effective 27 January 2003.

5.13 Standing Orders

5.13.1 Suspension of Standing Orders

Any one or more of these Standing Orders may be suspended at any meeting of the Council, always providing that a motion to suspend any

² With the necessary changes having been made.

Standing Order or Orders as a whole is seconded and supported by a simple majority of Members present.

5.13.2 **Amendment of Standing Orders**

These Standing Orders may be amended at any time by the Council on a two-thirds majority vote of Members present and voting at the meeting, always providing that a resolution to amend Standing Orders shall have been submitted to the Chief Executive fifteen clear calendar days in advance of the Council meeting at which it is to be considered and shall have been circulated to all Council Members with the agenda for the meeting.

6.0 CODE OF CONDUCT AND CODE OF ACCOUNTABILITY

6.1 Introduction

The **Code of Conduct and Code of Accountability**, revised and issued in October 2022, provides the basis on which the HSC bodies should seek to fulfil the duties and responsibilities conferred upon them by the DoH.

The Codes provide the basis on which HSC bodies should seek to fulfil the duties and responsibilities conferred upon them by the Department of Health. They also state that all Board (Council) members should subscribe to these codes and should be judged upon the way the codes are observed.

Since Health and Social Care Organisations are publicly funded, they must be accountable to the Minister for Health and ultimately to the Northern Ireland Assembly and the Public Accounts Committee, for the services they provide and for the effective and economical use of taxpayers' money.

6.2 Public Service Values – General Principles

Public service values must be at the heart of Health and Social Care (HSC) services in Northern Ireland. High standards of corporate and personal conduct, based on a recognition that patients and clients come first, have been a requirement throughout the HSC since its inception.

Public service values matter in the HSC, and those who work in it have a duty to conduct HSC business with probity. They have a responsibility to respond impartially to staff, patients, clients and suppliers, to achieve value for money from the public funds with which they are entrusted and to demonstrate high ethical standards of personal conduct. The success of this Code depends on a vigorous and visible example from the Board (Council) of each HSC body and the consequential influence on the behaviour of all those who work within the organisation. Given their prime responsibility for establishing and maintaining high corporate standards of conduct, the Code's precepts must inform and govern the decisions and conduct of all Council members.

All Council members must follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (the 'Nolan Principles'):

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty

- Leadership

NIPEC is committed to these principles and all individuals are expected to adhere to them in the course of their work.

The Chairperson, Council members and all NIPEC employees/officers are required to accept the provisions of the **Code of Conduct and Code of Accountability** on appointment and to follow the principles set out herein.

6.3 Openness and Public Responsibilities

The Code of Conduct advises that there should be a willingness to be open and to actively involve the public, patients, clients and staff as any need for change emerges. HSC business should also be conducted in a way that is socially responsible. It is essential that the reasons for change are fully explained and views from the public, patients, clients and staff are actively sought and taken into account before decisions are reached. Information supporting those decisions should be made available, along with a summary of comments received from patients, clients, staff and the public, and positive responses should be given to reasonable requests for information.

The duty of confidentiality of personal and individual patient/client information must be respected at all times.

6.4 Public Service Values in Management

It is a long-established principle that public sector bodies, which include NIPEC, must be impartial, honest and open in the conduct of their business, and that their employees shall remain beyond suspicion. It is also an offence under the Public Bodies Corrupt Practices Act 1889 and Prevention of Corruption Acts 1906 and 1916 for an employee to accept any inducement or reward for doing, or refraining from doing anything, in his or her official capacity, or corruptly showing favour or disfavour, in the handling of contracts.

In the revised **Code of Conduct** issued by the Department in October 2022, it was emphasised that public service values must be at the heart of Health and Social Care.

HSC organisations, including NIPEC, are accountable to the Minister of Health and ultimately to the Northern Ireland Assembly and the Public Accounts Committee for the services they provide and for the effective and economical use of taxpayer's money.

It is unacceptable for the board of any HSC organisation, or any individual within the organisation for which the board is responsible, to ignore public service values in achieving results. Chairs and board (Council) members have a duty to ensure

that public funds are properly safeguarded and that proper custody of assets which have been publicly funded is maintained. At all times the board (Council) should conduct its business as efficiently and effectively as possible, avoiding waste and extravagance. Proper stewardship of public monies requires value for money to be high on the agenda of the Council at all times. Employment, procurement and accounting practices within NIPEC must reflect the highest professional standards.

Public statements and reports issued by NIPEC Council, or individuals within NIPEC, shall be clear, comprehensive and balanced, and shall fully represent the facts. They shall also appropriately represent the corporate decisions of NIPEC, or be explicit in being made in a personal capacity, where this is considered necessary.

Annual and all other key reports shall (on request) be made available to all individuals and groups in the community who have a legitimate interest in health and social care issues to allow full consideration by those wishing to attend public meetings on such issues.

6.5 Public Business and Private Gain

Chairs and board (Council) members should act impartially and should not be influenced by social, political or business relationships. They should not use information gained in the course of their public service for personal gain or for political purposes nor seek to use the opportunity of public service to promote private interests or those of connected persons, firms, businesses or other organisations. Where there is a potential for private, voluntary, charitable etc interests to be material and relevant to HSC business, the relevant interest should be declared and recorded in the board (Council) minutes and entered into a register which is publicly available. When a conflict of interest is established, the board member should withdraw and play no part in the relevant discussion or decision.

6.6 Counter Fraud Policy

NIPEC is committed to maintaining an honest, open and well-intentioned atmosphere. It is therefore also committed to the elimination of any fraud within or against NIPEC, and to the rigorous investigation of any such cases.

NIPEC has in place a Fraud Policy and Response plan, to give officers specific direction in dealing with cases of suspected fraud, theft, bribery or corruption. Advice may also be obtained from the BSO's Regional Fraud Department and the Fraud Liaison Officer (FLO) role provided by the Department of Finance. NIPEC's Fraud Liaison Officer (FLO) will ensure that all reporting requirements detailed in Circular HSC(F) 44/2011 are complied with.

NIPEC wishes to encourage anyone with reasonable suspicions of fraud to report them. NIPEC's Raising Concerns Policy enables staff to raise concerns about issues of public interest either internally or externally at an early stage.

6.7 Gifts, Hospitality and Sponsorship

6.7.1 Providing and Receiving Hospitality

The use of public funds for hospitality and entertainment shall be carefully considered within the guidelines issued by the Department in circular HSC (F) 31/2021, issued 4th October 2021, and within NIPEC's Standing Financial Instructions.

6.7.2 Gifts and Hospitality

Chairs, board (Council) and staff members must not accept any gifts or hospitality which might, or might reasonably appear to, compromise their personal judgement or integrity or place them under an improper obligation.

Where a gift or hospitality is accepted, this should be reported and recorded in line with the rules set by the body. In any decision to accept gifts or hospitality, it is the **personal responsibility of the Chair, board (Council) or staff member** to ensure that any gifts or hospitality accepted can stand up to public scrutiny and do not bring their public office and the public body into disrepute.

Token gifts (generally at Christmas) of very low intrinsic value such as diaries or calendars may be accepted from persons outside of NIPEC with whom staff have regular contact. At present a limit of £20 is used as a guide to identifying gifts of low intrinsic value but the nature or number of gifts may mean that items whose value is less than this may be considered inappropriate. The number of gifts accepted shall be limited within any financial period.

Apart from trivial/inexpensive seasonal gifts, such as diaries, no gift or hospitality of any kind from any source should be accepted by anyone involved in the procurement or monitoring of a contract. This will ensure that no criticism can be made regarding bias to a particular company or supplier and that the principles of the Bribery Act are complied with.

More expensive or substantial items, valued at £20 or more and gifts of lottery tickets, cash, gift vouchers or gift cheques, cannot on any account be accepted.

All gifts offered, even if they are declined/returned must be recorded in the central register.

If in doubt, staff shall decline the gift or consult their Line Manager before accepting it.

Board (Council) members should set an example to their organisation in the use of public funds and the need for good value when incurring public expenditure. The use of HSC monies for hospitality and entertainment, including hospitality at conferences or seminars, should be carefully considered. All expenditure on these items should be capable of justification as reasonable in light of approved practice in the public sector. HSC boards should be aware that expenditure on hospitality or entertainment is the responsibility of management and is open to challenge by the internal and external auditors. Ill-considered actions can diminish public respect for the HSC.

6.7.3 Sponsorship/Relations with Suppliers

HSC boards should have an explicit procedure for the declaration of hospitality and sponsorship offered by, for example, suppliers. Their authorisation should be carefully considered and decisions should be recorded. HSC boards should be aware of the risks in incurring – or seeming to incur – obligations to suppliers at any stage of a contracting relationship. Commercial sponsorship is not generally acceptable, as acceptance may be perceived as compromising the organisation's integrity.

Acceptance by staff of commercial sponsorship for attendance at relevant conferences and courses might be acceptable providing the employee seeks permission in advance and NIPEC can be absolutely satisfied that its decision-making processes are not compromised.

Members of the Council must be satisfied that their acceptance of any commercial sponsorship could not compromise or be perceived to compromise future decisions.

Acceptance of commercial sponsorship of conferences, courses or other events run by NIPEC may only be accepted if it can be demonstrated that:

- Promotional material of the sponsor does not unduly dominate the event;
- No particular product is being promoted or receiving an implicit endorsement by association with NIPEC; and

- Other commercial bodies have been given an equal opportunity to sponsor and be associated with a particular event or other such events over a period of time.

Any decisions regarding sponsorship are to be referred to NIPEC's Senior Management Team in the case of NIPEC organised events. Decisions, together with all relevant information, shall be recorded in the minutes for future scrutiny.

A suitable contract shall be drawn up with the prospective sponsor, which sets out NIPEC's requirements in line with this Standing Order. Suppliers should be selected on the basis of quality, suitability, reliability and value for money, in line with Northern Ireland public procurement policy.

6.7.4 Register(s) of Hospitality, Gifts and Sponsorship

All instances when hospitality, gifts (of less than £20 in value) and sponsorship are accepted or rejected by any Officer and Non-Officer members of the Council and by members of staff shall be notified to the Chief Executive's Office with a record thereof. The basis of the decision to accept or reject shall be maintained in the Register and monitored Gifts (compliant with circulars DAO (DoF) 07/21 and HSC (F) 31/2021, issued 4th October 2021) and shall be made available for public inspection on request.

6.8 Declaration of Interests

The **Code of Conduct and Code of Accountability** requires the Chairperson and Council Members to declare interests, which are relevant and material to NIPEC on their appointment. All existing managers or budget-holders within NIPEC, having delegated responsibility to commit or influence commitment of Public Funds, shall declare such interests on appointment.

The general principles are that Council Members and relevant officers should declare interests as follows:

- Upon appointment;
- Annually;
- As and when circumstances change after declarations on appointment or annually as new interests arise;
- At meetings;
- At the initiation of a procurement competition;
- In contract management situations;
- Recruitment panels.

Interests that shall be regarded as ‘relevant and material’ are:

- Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies);
- Ownership or part-ownership of private companies, businesses or consultancies likely, or possibly seeking, to do business with the HSC;
- Majority or controlling share-holdings in organisations likely, or possibly seeking to do business with the HSC;
- A position of trust in a charity or voluntary organisation involving the field of health and social care;
- Any connection with an HSC organisation, voluntary organisation or other organisation contracting (or seeking to contract) for HSC services, or applying for or receiving financial assistance from any NHS body; and
- Any other commercial interest in the decision before the meeting.

At the time Council members' interests are declared, they shall be recorded in the Council minutes. Any changes in interests shall be declared at the Council meeting following the change occurring and recorded in the minutes. Such minutes will be drawn to the attention of the board's internal and external auditors.

Council members' directorships of companies or positions in other organisations likely or possibly seeking to do business with the HSC shall be published in the Council's Annual Report. The information shall be kept up to date for inclusion in succeeding Annual Reports.

During the course of a Council meeting, if a conflict of interest is established, the Member concerned shall, as soon as practicable after its commencement, disclose the fact. It shall be disclosed in a manner that cannot be perceived to influence subsequent discussion or decision. The member shall withdraw from the meeting and play no part in the relevant discussion or decision (see SO 5.12).

There is no requirement under the code, for members to declare ‘relevant and material’ interests as defined above, held by their spouses or partner. However, it is a requirement of the Constitution Regulations that in the case of married persons, or persons (whether of different sexes or not) living together as if married, the pecuniary interest of one partner shall, if known to the other, be deemed to be also an interest of the other and shall be so disclosed.

There is no requirement under the code, for members to declare ‘relevant and material’ interests as defined above, held by their spouses or partner. However, it is a requirement of the Constitution Regulations that in the case of married persons, or persons (whether of different sexes or not) living together as if married, the pecuniary interest of one partner shall, if known to the other, be deemed to be also an interest of the other and shall be so disclosed.

The principles of the Bribery Act 2011 must be borne in mind by all NIPEC officers in conducting business.

6.8.1 Register of Interests

The Chief Executive shall ensure that a Register of Interests is established to record formally declarations of interests of members (including associated and co-opted) and officers. In particular the Register shall include details of all directorships and other relevant and material interests, which have been declared by executive and non-executive Council members, managers and budget-holders as defined above.

These details shall be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months shall be incorporated.

The Register shall be available to the public and the Chief Executive shall take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing.

If Council members or relevant officers have any doubt about the relevance of an interest, this shall be discussed with the Chairperson or Chief Executive as appropriate. It is important to remember that conflicts can be potential or perceived.

The general principle to be adopted is that if there is uncertainty regarding the need to disclose a particular interest then, in the interests of openness, disclosure shall be made. Further detailed guidance on Conflicts of Interest is available in Circular HSC (F) 31-2021.

6.9 Employment and Appointments

If a Chair or board (Council) member wishes to take up additional employment or appointments during their term of office, they should inform the Chair/ Chief Executive and/or the relevant parent department in advance, and allow them the opportunity to comment.

On leaving office, the member must comply with the rules of the body on the acceptance of future employment or appointments. Each body should have its own rules on this.

6.10 Social Media

Social media is a public forum and the same considerations, including the provisions of this Code, apply as would to speaking in public or writing something

for publication, either officially or in a personal capacity. When engaging with social media chairs and board members should at all times respect confidentiality, financial, legal and personal information. Where any personal social media accounts used make reference or link to their public role, the chair / board member should take care to ensure that it is clear in what capacity they are acting.

6.11 Employee Relations

NIPEC must comply with legislation and guidance from the DoH, respect agreements entered into by themselves or on their behalf and establish terms and conditions of service that are fair to their staff and represent good value for taxpayers' money.

Appointments to NIPEC posts shall be made on the basis of merit and in line with all appropriate HR regulations.

NIPEC Council shall ensure, through the Remuneration Committee, that executive board members' total remuneration can be justified as reasonable in the light of general practice in the public sector. All Council members' total remuneration from the organisation of which they are a member shall be published in the Annual Report.

6.12 Personal Liability of Board Members

The Code of Accountability sets out the personal liability of board members. Legal proceedings by a third party against individual board members are very exceptional. A board member may be personally liable if they make a fraudulent or negligent statement which results in a loss to a third party; or may commit a breach of confidence under common law or a criminal offence under insider dealing legislation, if they misuse information gained through their position. However, the Department of Health has indicated that individual board members who have acted honestly, reasonably, in good faith and without negligence will not have to meet out of their own personal resources any personal civil liability which is incurred in execution or purported execution of their board functions.

6.13 Staff Policies and Procedures

NIPEC has a number of policies and procedures on a range of issues affecting staff and how they work within NIPEC. Staff can access these from the policies sections of the NIPEC website or directly from their Line Manager.

The content of these policies has been consulted on with recognised staff side organisations and cover issues such as:

- Health and safety;
- Equal opportunities;

- ICT security;
- HR policies; and
- Raising Concerns.

6.14 Staff Concerns

HSC boards should ensure that staff have a widely publicised and understood procedure for raising concerns about malpractice, patient safety, financial impropriety or any other serious risks they consider to be in the public interest, including breaches of this code and other concerns of an ethical nature. The board (Council) and non-executive directors must promote a culture of safety built on openness and accountability. Staff must be reassured that it is safe and acceptable to speak up and that their concerns will be handled with sensitivity and respect for confidentiality.

NIPEC has in place a procedure for raising concerns about malpractice, financial impropriety or any other serious risks that they consider to be in the public interest. Full details can be found in the NIPEC Raising Concerns Policy.

6.15 Corporate Responsibility

Chairs and board members should respect the principle of collective decision-making and corporate responsibility. This means that, once the board (Council) has made a decision, all members should support that decision.

6.16 Compliance

Board (Council) members should satisfy themselves that the actions of the board (Council) and its members in conducting business fully reflect the values in this Code of Conduct. They must ensure that, as far as is reasonably practicable, concerns expressed by staff or others have been fully investigated and acted on.

7.0 POWERS AND DUTIES

The powers and duties of individuals within NIPEC are generally set out in the relevant Job Descriptions and Contract of Employment. All individuals are expected to behave at all times in accordance with the Standing Orders.

Those individuals who comprise the Council, that is the Chairperson, Executive and Non-Executive Council members, shall pay regard to SO 2, which sets out the main functions of the board and those matters that are reserved to the Council.

When acting in the capacity of a member of a Council Committee, those individuals shall have regard to the appropriate Terms of Reference which sets out those matters which have been delegated by the Council.

The Chief Executive, Senior Managers and other staff shall pay regard to any appropriate delegation arrangements either by the Council or the Chief Executive. This may delegate responsibility to the individual in a personal capacity or as a member of a working group or committee.

Individuals are accountable through their professional or management structure as well as through any participation on a working group, committee or functional role. This accountability is to the Chief Executive through the Senior Management Team.

Chief Executive's Scheme of Delegation:

ITEMS	RESPONSIBILITY	CONTROLS	DELEGATED TO
1. Corporate Governance & Operational Matters	Matters which impact on the operational performance of NIPEC.	Timely submission required from appropriate lead.	Senior Management Team
2. Governance Framework	Ensure Council directed implementation & compliance with Governance Framework.	To be reported to the Audit & Risk Committee to Council.	Head of Corporate Services
3. Policy Approval Process	New and updated policies requiring approval.	Policies relating to internal arrangements to be approved by SMT. All other policies have approval reserved to Council.	Senior Management Team
4. Corporate Plan	An accessible statement of NIPEC's purpose, values and goals and key actions to be undertaken by NIPEC to deliver.	To be prepared and updated in line with DoH priorities for action.	Senior Management Team
5. Planning and Monitoring of Service Delivery proposals.	Proposed matters which involve the planning and monitoring of service delivery including in-year management of resources.	Timely submission required from appropriate lead. To be reported to Professional & Business Committee.	Senior Management Team
6. Lead and Manage Individual Groups.	The operational management of individual Groups including leadership and development.	Responsive to Corporate needs.	Individual Managers

ITEMS	RESPONSIBILITY	CONTROLS	DELEGATED TO
7. Financial Performance of NIPEC.	Monitoring of organisational performance to achieve overall corporate finance targets set by the DoH.	Monthly reporting by Head of Corporate Services to achieve overall targets.	Head of Corporate Services
8. Procurement Performance of NIPEC.	Monitoring of organisational performance to achieve overall corporate procurement targets set by the DoH.	Monthly reporting by Head of Corporate Services to achieve overall targets.	Head of Corporate Services
9. Audit Performance of NIPEC.	Monitoring of organisational performance to achieve overall corporate targets set by the DoH.	To be reported to the Audit & Risk Committee to Council.	Head of Corporate Services

TERMS OF REFERENCE NIPEC AUDIT AND RISK COMMITTEE

1.0 REMIT

The Code of Conduct and Code of Accountability for Board members of Health and Social Care (HSC) bodies (originally issued in November 1994, updated in July 2012), specifies the requirement for HSC bodies to establish an Audit Committee. It further states that the Audit Committee supports the board (Council) and Accountable Officer with regard to their responsibilities for issues of risk, control and governance and associated assurance through constructive challenge.

The Management Statement/Financial Memorandum (MSFM) agreed between NIPEC and the Department of Health (DoH) also states that '*NIPEC shall set up an audit committee as a committee of its Council, in accordance with current Cabinet Office guidance and in line with the Audit and Risk Assurance Committee handbook.*',

The cessation of the Controls Assurance process from 1 April 2018 onwards was announced by the Department of Health (DoH) in August 2017. This took cognisance of the fact that, for many of the standards, a more appropriate assurance mechanism already existed, or could readily be put in place, to enable Chief Executives as Accountable Officers to discharge their responsibilities and provide assurance to the DoH, the Assembly and the public.

On 11 September 2017 the DoH wrote to all its ALB Governance Leads confirming that the existing governance and accountability tools provide the Department with appropriate assurance on governance and risk management, namely:

- Accountability process and sponsorship function;
- Board Governance self-assessment tool;
- Assurance Framework;
- Mid-Year Assurance and Governance Statement;
- Independent assurance – BSO Internal Audit/RQIA; and
- MSFM.

According to the Codes, the audit committee has no authority in its own right, either over the management of risk, control, governance etc. or over the operations of those bodies which conduct audit and assurance work in the organisation. It may, however, offer opinions or recommendations on the way in which such management is conducted. The NIPEC Audit and Risk Committee is therefore an advisory body with no executive powers, other than those specifically delegated in these Terms of Reference. However, it is authorised by the Council to investigate any activity within its terms of reference, and to seek any information it requires from members of staff, who are requested to co-

operate with the Committee in the conduct of its enquiries. Requests for work, and reports received, from internal audit will be channelled through the Chief Executive.

As an audit committee that is asked to act also as a risk committee, in accordance with the Code of Accountability (para 16), the NIPEC Audit and Risk Committee will take particular care to avoid taking up the executive risk management function and to maintain its independence.

The Audit and Risk Committee is authorised by the Council to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary.

2.0 MEMBERSHIP

The Committee shall comprise of four non-executive members, with a quorum of two. In accordance with the Code of Accountability, none of these members should be the Chair or members of the Remuneration Committee.

The Chair of the Council should not normally be one of these non-executive members, although he/she could be invited to attend meetings where issues discussed are pertinent to the whole Council.

The Chief Executive, in his/her role as the Accountable Officer, will normally attend meetings of the Committee either to form a view and understanding of the Committee's operation or to provide assurances and explanations to the Committee on specific issues.

The Audit and Risk Committee will be chaired by a member of the Council other than the Chair or Chief Executive, who has relevant management expertise.

The Chair and members of the Audit and Risk Committee shall be appointed by the Council. Other non-executive NIPEC members may also be invited by the Chair of the Audit and Risk Committee to attend the Committee.

The Secretary of the Audit and Risk Committee will be responsible for the circulation of the agenda, minutes, and papers to the members of the Committee and the circulation of the minutes to all members of the Council and to the Sponsor Branch at the same time. The DoH will attend at least one meeting per year in an observer capacity and will not participate in any Audit Committee discussion.

3.0 FREQUENCY OF MEETINGS

The Audit and Risk Committee will normally meet on four occasions each year and there will be at least three meetings per annum. The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary.

The Audit and Risk Committee may ask any or all those who normally attend but are not members to withdraw to facilitate open and frank discussion of particular matters.

The Council or the Accounting officer may ask the Audit and Risk Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

4.0 ACCESS

The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the Audit and Risk Committee.

5.0 TERMS OF REFERENCE

The Terms of Reference will be reviewed in conjunction with the Standing Orders for NIPEC by the Audit and Risk Committee and the NIPEC Council, to ensure that the work of the Committee is aligned with the business needs of the organisation.

The duties of the Committee can be categorised as follows:

(a) Governance, Risk Management and Internal Control

The committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities that supports the achievement of the organisation's objectives.

In particular, the Committee will review the adequacy of:

- all risk and control related disclosure statements (in particular the Governance Statement), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurance, prior to endorsement by the Council;
- the underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risk and the appropriateness of the above disclosure statements;
- the policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements;
- the policies and procedures for all work related to fraud and corruption as set out in the DoH Directions and the Raising Concerns policy.

In carrying out this work the Committee will primarily utilise the work of Internal Audit and External Audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from Senior Managers and managers as appropriate, concentrating on the over-arching

systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

This will be evidenced through the Committee's use of an effective Assurance Framework to guide its work and that of the audit and assurance functions that report to it.

In addition, as specified in the MSFM, the Committee should complete the National Audit checklist on an annual basis. Assurance on the completion of the checklist will be provided through the Mid-Year Assurance Statement with any exception issues reported to the Department.

(b) Internal Audit

The Committee shall ensure that there is an effective internal audit function established by management that meets Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Chief Executive and Council. This will be achieved by:

- consideration of the provision of the Internal Audit Service, the cost of the audit and any questions of resignation and dismissal;
- review and approval of the Internal Audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the Assurance framework;
- consideration of the major findings of internal audit work (and management's response, including the monitoring of management progress in meeting internal audit recommendations) and ensure co-ordination between the Internal and External Auditors to optimise audit resources;
- ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation;
- annual review of the effectiveness of internal audit.

(c) External Audit

The Northern Ireland Comptroller and Auditor General is the appointed External Auditor. He may appoint independent companies to carry out the external audit function. The Governance and Risk Committee has a duty to ensure that an effective External Audit service is provided. Management shall offer advice to the Committee in their annual assessment of the performance of the External Audit Service.

The Committee shall review the work and findings of the External Auditor and consider the implications and management's responses to their work. This will be achieved by:

- consideration of the appointment and performance of the External Auditor;
- discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan;
- discussion with the External Auditors of their local evaluation of audit risks and assessment of the Council;
- review of all External Audit reports, including agreement of the annual audit letter before submission to the Council and any work carried outside the annual audit plan, together with the appropriateness of management responses.

(d) Other Assurance Functions

The Audit and Risk Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications to the governance of the organisation.

The Audit and Risk Committee shall also:

- review proposed changes to standing orders and standing financial instructions;
- examine the circumstances associated with each instance when standing orders are waived;
- review all proposed losses for write-off and compensation payments and make recommendations to Council;
- approve accounting policies and subsequent changes to them;
- monitor the implementation of the **Code of Conduct** and the **Code of Accountability**, thus offering assurance to Council of probity in the conduct of business.

In addition, the Committee will review the work of other committees within the organisation, whose work can provide relevant assurance to the Audit Committee's own scope of work. This will particularly include any Governance or Risk Management sub-committees that are established.

(e) Management

The Committee shall request and review reports and positive assurances from Senior Managers on the overall arrangements for governance, risk management and internal control.

They may also request specific reports from individual functions within the organisation as they may be appropriate to the overall arrangements.

(f) Financial Reporting

The Audit and Risk Committee shall review the Annual Report and Financial Statements before submission to the Council and signature by the Accounting Officer, focusing on:

- the wording in the Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
- changes in, and compliance with, accounting policies and practices;
- unadjusted mis-statement in the financial statements;
- major judgemental areas;
- significant adjustments resulting from the audit.

The Committee should also ensure that the systems for financial reporting to the Council including those of budgetary control are subject to review as to completeness and accuracy of the information provided to the Council.

(g) Reporting

The minutes of the Audit and Risk Committee meetings shall be formally recorded and submitted to the Council. The Chair of the Committee shall draw to the attention of the Council any issues that require disclosure to the full Council or require executive action.

The Committee will report to the Council annually on its work in support of the Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the organisation and the integration of governance arrangements.

(h) Other Matters

The Committee shall be supported administratively by the Professional Secretary, whose duties in this respect will include:

- agreement of Agenda and collation of papers;
- taking the minutes and keeping a record of matters arising and issues to be carried forward;
- advising the Committee on pertinent areas.

6.0 CONSTITUTION OF THE AUDIT AND RISK COMMITTEE

The constitution of the Audit and Risk Committee is as follows:

Non-Executive Members of the Council

- Professional member	3
- Lay member	<u>2</u>
	5

In attendance

- Chief Executive
- Head of Corporate Services
- External Auditor representatives
- Internal Auditor representatives
- BSO Finance Representatives
- Secretarial Support

The Audit and Risk Committee may ask any officials of NIPEC to attend to assist it with its discussions on any particular matter.

The Head of Corporate Services will act as Professional Secretary to the Audit and Risk Committee.

The Council will provide from within its administrative resources a member of staff to act as a Secretary to the Audit and Risk Committee who, with the assistance of the Professional Secretary, will be responsible for producing agendas, minutes of meetings and servicing meetings of the Committee.

If invited by the Chair of the Audit and Risk Committee other members of the Council may attend Audit Committee meetings.

The Chair of the Audit and Risk Committee must be appointed by the Council from the non-executive members appointed to the Audit and Risk Committee.

The external auditors, internal auditors and BSO Finance Representative will attend as and when required in order to discharge their duties to NIPEC.

7.0 STANDING ORDERS OF THE AUDIT COMMITTEE

Standing Orders relating to procedure for business of the Council shall apply *mutatis mutandis* to Committees of the Council.

The Chair of the Audit and Risk Committee will have a casting vote in the event of a decision being put to a vote, with the resulting show of hands showing a tied outcome.

The quorum for meetings of the Committee will be two non-executive members.

The order of business or discussion of individual agenda items will be structured along the lines of the Council's Order of Business at Meetings (SO 5.4). Each meeting agenda will include an item seeking a Declaration of Interest from members before any business commences.

References:

Code of Conduct and Code of Accountability (DoH, July 2012)

HM Treasury Audit and Risk Assurance Committee Handbook (HM Treasury, March 2016)

NIPEC Management Statement/Financial Memorandum

TERMS OF REFERENCE FOR NIPEC REMUNERATION COMMITTEE

1. INTRODUCTION

- 1.1 The most recent Code of Conduct and Code of Accountability for Board members of Health and Social Care Bodies (October 2022) was issued by the Department on 12 October 2022. The Code of Accountability requires the Northern Ireland Practice and Education Council for Nursing and Midwifery Council (NIPEC) to establish a Remuneration Committee. The Code further requires that the Committee has formally agreed Terms of Reference which set out the membership of the Committee, the limits to their power and the arrangements for reporting back to the main board (Council).
- 1.2 NIPEC has therefore established a Remuneration Committee whose primary role is to make recommendations to the Council on all aspects of remuneration and terms and service of employment for the Chief Executive. Directions issued by the Department on pay must be scrupulously observed. (It should be noted that all members of staff, with the exception of the Chief Executive on a Senior Executive Contract, are on nationally agreed terms and conditions of service.) The Committee is a non-executive committee of the Council and has no executive powers, other than those specifically delegated in these Terms of Reference.
- 1.3 The Remuneration Committee must comply with the rules set by the board (Council) and the public body regarding remuneration, allowances and expenses. It is the responsibility of the Remuneration Committee to ensure compliance with all relevant HM Revenue and Customs' requirements concerning payments, including expenses.

2. MEMBERSHIP

- 2.1 The Committee shall comprise the Chair of the NIPEC Council and at least two non-executive Council members, to include Professional and Lay Members. Only members of the Council may be members of the Remuneration Committee. However, those Council members who are in membership of the NIPEC Audit & Risk Committee are excluded from membership of the Remuneration Committee.
- 2.2 The Chair of the NIPEC Council will act as the Chair of the Remuneration Committee. In the absence of the Chair of the Council, a Deputy Chair from the membership of the Committee and recommended by Council, will act as the Chair.

- 2.3 The Accountable Officer, senior HR lead, or other senior persons may be requested to attend the Committee meetings as directed by the Chair of the Committee.
- 2.4 In the absence of either the Committee Chair or the Deputy Chair, the members present will elect one of themselves to Chair the meeting.

3. DECLARATION OF INTEREST

Care must be taken to avoid any conflict of interests that may, or may be seen to compromise the independence of the decision-making process. Therefore, the Committee Chair will ask at the beginning of each meeting whether any member has an interest to declare about any issue discussed at the meeting. If a member has a direct or indirect connection with an issue on the agenda which may impact on their ability to be objective they must declare an interest to the Chair. A decision will then be taken as to whether it is appropriate or not for this member to remain involved.

4. SECRETARIAL SUPPORT

Secretarial support will not normally be provided to the Committee by any NIPEC staff unless the Chair specifically requests it. A note of the meeting and agreed actions will be made by the Chair and reported in a confidential session to the next Council meeting for ratification. Any minutes should be held in a secure place in the event of the need for future reference.

5. FREQUENCY OF MEETINGS

- 5.1 The Committee will meet at least once a year. Other meetings will be arranged by the Secretary of the NIPEC Chair at the request of the Committee Chair or any of its members.
- 5.2 The Council may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

6. NOTICE OF MEETINGS

- 6.1 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with the agenda of items to be discussed, will be forwarded to each member of the Committee, and any other person required or invited to attend, no later than five working days before the date of the meeting.
- 6.2 Supporting papers will be sent to the Committee members and to other attendees, as appropriate, at the same time.

7. ATTENDANCE AT MEETINGS

- 7.1 Only members of the NIPEC Council have the right to attend Remuneration Committee meetings. Other individuals may be invited to attend, in an advisory capacity, at the invitation of the Chair of the Committee. The Accounting Officer and the HR lead will normally only attend for that part of the meeting to which they have been invited by the Chair of the Committee.
- 7.2 A minimum of three members of the Committee, which should include the Chair, a Professional Member and a Lay Member, shall be present for the meeting to be deemed quorate. A decision put to a vote at the meeting shall be determined by a majority of the votes of the members present. In the case of an equal vote, the Chair of the Committee shall have a second and casting vote.
- 7.3 Any of the members of the Committee may participate in a meeting of the Committee by telephone or video conference (or equivalent) and will be deemed to be present.

8. RESPONSIBILITIES

- 8.1 To advise the Council about appropriate remuneration and terms of service for NIPEC's Chief Executive, who is currently the only member of NIPEC staff on a Senior Scale Executive Contract. It is the role of the Committee in making such recommendations to ensure that the Chief Executive is fairly rewarded for their individual contribution to the organisation. This would include having proper regard to the organisation's circumstances and performance and to the provision of any arrangements established for Senior Executive staff by the Department of Health (DoH). No individual will be involved in any decisions on their own remuneration.
- 8.2 In doing so the Committee will:
 - 8.2.1 Act at all times in accordance with DoH policy and ensure that the Chief Executive's total remuneration can be justified as reasonable within departmental limits.
 - 8.2.2 Ensure that contractual terms on termination, and any payments made, are fair to the individual, and NIPEC, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
 - 8.2.3 Ensure that all provisions regarding disclosure of remuneration, including pensions, are appropriately fulfilled.
 - 8.2.4 Oversee the proper functioning of performance and appraisal systems.

9. REVIEW

9.1 These Terms of Reference will be reviewed in conjunction with the Standing Orders for NIPEC and recommend any changes to the Council for approval.

TERMS OF REFERENCE FOR NIPEC PROFESSIONAL AND BUSINESS COMMITTEE

1.0 Remit and Constitution

NIPEC Council has established a Committee of the Council to be known as the Professional and Business Committee ('the Committee'). The Committee is established to report to NIPEC Council on the setting and measurement of corporate objectives, development of the annual business plan and professional work programme and strategy.

The Committee is a non-executive Committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference. The Terms of Reference will be approved by NIPEC Council and recorded in the Council minutes.

The remit of the Committee is to make recommendations to the Council on all aspects of approving and providing assurance on the setting of objectives and measuring performance of the organisation against objectives:

- NIPEC's Corporate Strategic Objectives;
- NIPEC's Annual Business Plan;
- NIPEC's Professional Work Programme;
- NIPEC'S Professional Strategy.

Recommendations of the Committee to the Council are made taking account of advice from the Chief Executive as appropriate.

2.0 Membership

The Committee shall comprise of five non-executive Council Members and the Chair of the Committee shall be a lay member.

In keeping with Council membership, the breakdown of membership shall be 60% Professional / 40% Lay Membership. None of the Members shall be a member of the Audit and Risk Committee nor a member of the Remuneration Committee.

The Chief Executive, in his/her role as the Accountable Officer, will normally attend meetings of the Committee either to form a view and understanding of the Committee's operation or to provide assurances and explanations to the Committee on specific issues.

The quorum for meetings of the Committee shall be three members, two Professional and one lay Member.

Membership may be reviewed periodically by the Chair of the Council. The Committee Chair will serve for an initial period of one year or as long as he/she is a member of the Council, whichever is shorter.

The Committee has the ability to co-opt members for a period of less than one year to provide specialist skills that enhance the effectiveness of the Committee.

3.0 Attendance and Secretariat

Normally, the Chairperson of the Committee, members of the Committee and the Chief Executive, shall attend meetings. Other Council Members and senior officers may be invited to attend, as required, by the Chair of the Committee.

The Committee has the right to request the attendance of any member of NIPEC staff should a relevant issue arise.

The Chief Executive is responsible for implementing decisions of the Council made on the recommendation of the Committee.

The Chairperson may request fuller explanatory information on papers circulated, if there are any doubts or uncertainties. The issues discussed shall be summarised in the Minutes.

NIPEC will provide a member of staff to act as a Secretary to the Business and Professional Committee who shall attend to take minutes of the meeting and provide appropriate support to the Chair and committee members.

4.0 Frequency of Meetings

The Committee shall meet up to four times a year to review and hold the CEX to account on performance targets and outcomes; and to monitor progress against these.

Meetings will be sequenced to ensure that Committee considerations can inform the Council Meeting and provide assurance on the progress of NIPEC towards the Council's Corporate Strategic Objectives and the Council's Annual Business Plan objectives.

Additional meetings may be held as required at the discretion of the Committee Chairperson.

5.0 Terms of Reference

The Terms of Reference will be kept under review in light of any emerging or changing accountability arrangements for NIPEC.

The Committee will:

- Provide assurance and make recommendations to the Council on the development of NIPEC's corporate/business objectives;
- Provide assurance and make recommendations to the Council on human resources matters associated with meeting business objectives;
- Provide assurance and make recommendations to the Council on progress of achievement of NIPEC's corporate strategic objectives and annual Business Plan objectives;
- To consider the effectiveness of performance and performance management systems associated with meeting business and professional objectives;
- To provide assurance and make recommendations to the Council on the progress of NIPEC towards the Council's Professional Strategy and annual work programme;
- To review these Terms of Reference regularly and make recommendations for changes for Council approval.

6.0 Reporting to the Council

The minutes of the Business and Development Committee meetings shall be formally recorded and submitted to the Council. The Chair of the Committee shall draw to the attention of the Council any issues that require disclosure to the full Council or require executive action.

7.0 Standing Orders of the Professional and Business Committee

Standing Orders relating to procedure for business of the Council shall apply *mutatis mutandi* to Committees of the Council.

The Chair of the Professional and Business Committee will have a casting vote in the event of a decision being put to a vote, with the resulting show of hands showing a tied outcome.

The order of business or discussion of individual agenda items will be structured along the lines of the Council's Order of Business at Meetings (SO 5.4). Each meeting agenda will include an item seeking a Declaration of Interest from members before any business commences.

8.0 Review of Effectiveness

The NIPEC Council shall, as part of its annual governance self-assessment, review the effectiveness of the Professional and Business Committee.

List of NIPEC Policies at September 2023

Equality:

- Accessible Formats Policy for the Provision of Information;
- Code of Courtesy on the European Charter for Regional and Minority Language;
- Equality and Human Rights Screening Policy;

Finance & Procurement:

- Fraud Response Policy and Plan;
- Scheme of Delegation;
- Standing Financial Instructions;

Governance / Risk Management / Performance:

- Business Continuity Plan;
- Engagement and Communications Strategy;
- Performance Management Framework;
- Quality Improvement Strategy 2019-23;
- Risk Management Strategy and Action Plan 2022-23;
- Standing Orders for Meetings of the Council and its Committees;

Health & Safety / Environmental:

- Fire Management Policy;
- Health and Safety Policy;
- Waste Management;

Human Resources:

- 25 Years Length of Service Award;
- Attendance at Work Policy;
- Capability / Competency Procedure;
- Code of Conduct for Staff;
- Conflict, Bullying and Harassment in the Workplace;
- Disciplinary Procedure;
- Family Pack (maternity, adoption, paternity, parental/shared parental leave);
- Gender Identity and Expression Employment Policy;
- Grievance Procedure;
- Learning & Development Policy;
- Leave Pack (special leave, employment break, flexible working, term time work);
- Menopause at Work Policy;
- Policy on Partial Retirement;
- Workplace Policy on Domestic Abuse;
- Staff Performance and Development Policy and Procedure;

- Policy on the Confirmation and Monitoring of Professional Registration Status;
- Policy on your right to raise a concern (Whistleblowing);
- Zero Tolerance on the abuse of Staff;

Information Governance:

- Adverse Incidents Reporting Policy;
- Clear Desk and Screen Policy;
- Complaints Policy;
- Data Protection Policy;
- Data Protection Impact Assessment Policy;
- Freedom of Information;
- Information Governance Policy;
- Publication Scheme;
- Records Management Policy;
- Retention and Disposal Schedule (adapted from Good Management, Good Records, DoH, January 2021);

Information Technology:

- ICT Security Policy;
- Information Technology Ethical Code and Computer Usage Policy;
- Social Media Policy.