



# Corporate Governance Handbook

2008/09

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## **1. Introduction**

### **1.1 Governance in the Society**

By virtue of its integrated regulatory and professional roles, the Society performs functions of a public nature and is therefore accountable not only to its membership, but also to the public at large.

The Society derives its functions from the Pharmacy (Northern Ireland) Order 1976 which states:

“The Objectives of the Society shall be:-

- (a) to advance chemistry and pharmacy;
- (b) to promote pharmaceutical education and the application of pharmaceutical knowledge;
- (c) to maintain the honour and safeguard and promote the interest of the members of the Society and in their exercise of the profession of pharmacy;
- (d) to execute all such functions as may be entrusted to the Society under any enactment;
- (e) to provide relief for distressed persons, being:
  - (i) members of the Society;
  - (ii) persons who at any time have been members of the Society or have been registered as either pharmaceutical chemists, or chemists and druggists, or druggists or apprentices or pharmaceutical chemists, or as students of the Society; or
  - (iii) widows, orphans or dependants of deceased persons who were at any time members of the Society or registered as aforesaid.”

The Government has established an overarching ‘regulator of regulators’ in the form of the Council for Healthcare Regulatory Excellence (CHRE). The Bill establishing the CHRE also makes the Society accountable to the Westminster Parliament for the exercise of its regulatory functions.

In addition to the principles espoused by the various reports on corporate governance, one of the key recommendations of the Nolan Committee on Standards in Public Life was the need for organisations to focus on achieving good governance in order to be effective in the future. The Society has recognised the need to monitor developments in corporate governance and standards in public life to ensure that the Council keeps abreast of current good practice and can revise its procedures to take account of developments.

(Appendix I sets out the seven principles encapsulating standards in public life, known as the Nolan Principles).

## **1.2 *Development of the Corporate Governance Handbook***

The Council agreed in October 2004 that the Practice Committee would incorporate elements of the modernisation agenda for the Society including development of a comprehensive Corporate Governance handbook to be adopted by Council. Council also recommended in January 2005 that a Code of Conduct for Council members be introduced. Council also recommended in January 2005 that a Code of Conduct for Council members be introduced. Work on the handbook was developed during 2005 and an initial draft of the handbook was presented to Council at its meeting in December 2005.

It is acknowledged that the RPSGB's Corporate Governance Handbook 2004/05 and 2005/06 were used as significant reference sources for the development of the handbook and that RPSGB's permission to use this information is duly credited.

The handbook is a reference source for members of Council and will be adopted by Council annually at March meeting, although during the year there may be further additions/amendments agreed by the Council and minuted.

## **1.3 *The Society's modernisation programme***

The Society is engaged upon a far-reaching modernisation programme. This work aims to ensure that the Society will be fit for the future and can continue to meet its responsibilities to the public and to pharmacists. This programme is likely to lead to changes in the Society's governance arrangements.

## **2. Roles and Accountabilities**

### **2.1 *The role of Council***

Within the new ways of working, a clear distinction has been drawn between the roles of the Council and its committees. The Council focuses on strategic development and major policy issues (i.e. decisions on major new action to achieve strategic objectives), while the Council committees concentrate on implementing policy within the framework decided by the Council and on exercising delegated authority for some statutory and regulatory roles.

The Director is accountable to the Council for ensuring policy implementation by staff. Members of the Society's staff will be given delegated authority to implement policies on the understanding that proposed actions need only be referred back if the staff has doubt about their implementation or if they fall outside agreed policy.

The Pharmacy (Northern Ireland) Order 1976 states that

“the Council may on behalf, and for the benefit of the Society-

- (a) direct and manage the business and affairs of the Society, and exercise all such powers of the Society as are not by this Order required to be exercised by the Society in general meeting, in accordance with and subject to approved bye-laws made by the Council;
- (b) control and manage the property and funds of the Society and invest and apply the same in such manner as the Council may determine, subject to such general or special directions (if any) as may be contained in approved bye-laws made by the Council with respect to the control and management of such property and funds;
- (c) Regulate the functions of the secretary, treasurer, clerks and other subordinate officers and their terms and conditions of service;

- (d) Employ and pay such auditors, accountants and other advisers as the Council may think fit.”

Thereby the Council is responsible for the following functions. All individual Council members share collective responsibility for discharging these functions:

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

performance and personal behaviour.

### ***2.1.1 Responsibilities of Individual Council Members***

The powers and responsibilities of the Council are exercised jointly by its members, each of whom therefore has statutory and fiduciary duties in discharging the responsibilities listed above, and each of whom is required to pursue the best interests of the Society. Council members are jointly responsible for a decision even if they have voted against it; abstained from voting or were absent. It follows that all Council members are bound by a decision of the Council made in good faith (whether a unanimous or majority decision) and may not obstruct the execution of that decision.

Council members are asked to represent the Society on working parties and in ad hoc meetings, both within the Society and with government departments and other professional bodies.

The normal commitment of Council members will probably be in the region of an average of three to four days per month, but this can be expected to increase as they become more involved in more meetings additional to the Council and committee meetings. Time must also be spent in studying the background papers for meetings.

Council members undertake to make regular attendances at meetings of the Council and its Committees. A member, within normal circumstances, who fails to attend five meetings of the Council in any year shall, if the other members of the Council so agree, cease to be a member of Council.

### ***2.1.2 Council's accountability***

Individual members of Council are accountable to be good members of Council,

but the Council has a corporate responsibility for its operation. The Society is a legal entity and, as such, has powers and duties under the Pharmacy (Northern Ireland) Order 1976. These are exercised by the Society as a legal entity with the Council as governing body. These powers and duties are not exercised by the members of the Society collectively and the members are not accountable for the Council's actions. Accordingly, the Council is accountable for its policy decisions, for the overall performance of the organisation and for ensuring that the necessary organisational and management framework is in place. The Society has public responsibilities and is accountable to Parliament for the discharge of these, and therefore must always act in accordance with the public interest.

### ***2.1.3 Constitution of Council and Election of Officers***

It states in Schedule 2, Part 1, of the "The Pharmacy Order 1976," the constitution of the Council will be:

1. The Council shall consist of twenty-three members of whom –
  - a. Eighteen shall be members of the Society elected under paragraphs 2 and 9 as the representatives of pharmaceutical chemists
  - b. One shall be an associate to be so elected as the representative of the registered druggists (if any);
  - c. Two shall be nominated by the Queen's University of Belfast;
  - d. One shall be nominated by such body as may be recognised by the Head of the Department as representative of the medical profession in Northern Ireland ("the medical committee");
  - e. One shall be nominated by the Head of Department to represent the wholesale drug trade in Northern Ireland.
2. The President and the Vice President shall be elected by the Council from the persons specified in 1 (a) and (b).
3. The members of the Council to be elected under paragraph 1 (1) (a) and (b) shall be elected by the members and associates of the Society voting as one body

4. Subject to paragraph 1 (a) and (b), every member or associate of the Society shall be qualified to be elected, and when elected to act, as a member of the Council
5. The proceedings of the Council shall not be invalidated by any vacancy in the membership of the Council or by any defect in the election of any of its members

#### **2.1.4 Tenure of office and elections**

In Schedule 2, Part 2, of the “The Pharmacy Order 1976,” the tenure of office and elections will be:

1. The President and Vice President of the Council shall respectively hold office for one year, but shall be eligible for re-election
  - a. In the case of any vacancy in the office of President or Vice President caused by the holder of such office ceasing to be a member of the Council, or by his resignation of such office ceasing to be a member of Council, or by his resignation of such office or incapacity to hold it, such vacancy shall be filled by the election of some member of the Council elected from the persons specified in 2.1.2.1 (a) and (b) to hold such an office
2. a. The members of the Council who are representatives of the Queen’s University of Belfast, of the medical committee and of the wholesale drug trade in Northern Ireland shall hold office for three years from the date of their nomination.
  - b. On the expiration of the period of three years mentioned in sub-paragraph (1) and of each subsequent period of three years, the said University and committee shall respectively nominate, to represent them for a further period of three years, the same number of persons as is provided in Part 1, and the Head of Department shall nominate for such further period one person to represent the said wholesale drug trade.
  - c. The member of the Council who holds office as representative of the registered druggists shall cease to hold such office on the first Monday of October in every year; and the place of the members so retiring shall be

filled by election on that date.

3. Without prejudice to paragraphs 1 (1) and 4 (1), every member of the Council whose term of office has expired shall be eligible for re-nomination or, as the case may require, re-election.
4.
  - i. If any vacancy occurs in the Council (except in the case of a member to whom paragraph 2 (a) applies), the Council shall, on a day to be appointed by the President (not being later than the second ordinary meeting after the vacancy has been signified to the President) elect to fill the vacancy –
    - a. A member, if the vacancy occurs amongst those persons who as members were elected as representatives of pharmaceutical chemists; or
    - b. An associate, if the vacancy occurs in the office of druggists' representative; and every person so elected shall continue as a member of the Council until the time when the person in whose place he has chosen would regularly have gone out of the office, and he shall then go out of office, but shall be capable of immediate re-election
    - c. If any extraordinary vacancy occurs among the members of the Council to whom paragraph 1(1) applies, the said University or committee, or the Head of the Department, as the case may require, shall nominate another representative to fill the vacancy for the unexpired portion of the term of office of the member in whose place such representative is nominated
5. Elections of members of the Council and of the President and Vice-President shall be held, and the voting and other proceedings in the case of a contest shall be conducted, in accordance with approved bye-laws made by the Council.

The detailed role and duties of the Officers are attached as Appendix A.

(NB: any reference to 'he' or 'his' should be read as 'he/she' and 'his/her'.)

## **2.2 The role of Council committees**

The main Council committees concentrate on overseeing the implementation of

policy within the framework decided by the Council and on exercising delegated authority for some statutory and regulatory roles. The Committees are accountable to the Council, which monitors implementation through the receipt of agendas and minutes of their meetings and regular updates.

Once policy on an issue has been decided by the Council, it should be remitted to the relevant committee for implementation. It would be for the Council to decide how detailed the policy guidelines given to a committee should be. The committee would then work up policies in greater detail during the process of implementation.

The management of committee business should be the responsibility of the Chairman of the committee, and includes the preparation for meetings and monitoring the implementation of decisions. Implementation of committee decisions should normally be the responsibility of the Director and other relevant staff.

The Council has decided that committee chairmen should decide upon those matters which fall within the committee's responsibility for decision and action.

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

### ***2.2.1 The functions of the main committees***

The main policy implementation committees (Practice, Education, Ethics & Law) have the following functions:

- i) To take decisions within policies on behalf of the Council: taking account of

- parallel work and interests of other committees:
- ii) To generate ideas for work on new policies;
  - iii) To monitor the implementation of established policies;
  - iv) Such other functions as may be delegated by the Council.
- The other committees are the Finance and House Committee, General Purposes Committee and Governance Committee.

### ***2.2.2 The specific roles of the committees***

**Practice** - To deal with policy implementation relating to the practice of pharmacy in its various branches.

**Education** - To deal with all matters relating to pharmaceutical education delegated under the terms of the Pharmacy (NI) Order 1976 and to implement the Council's policies in the fields of education and training.

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

**Finance and House** – to maintain an overview of, and to manage the overall resources of the Society in the light of strategic goals, annual plan and the budget decided by the Council, bringing forward to Council options for next year's budget and also referring back to Council any major changes to the budget required during the year. Finance and House will also act as the remuneration committee, assuring Council that the Society has fair remuneration, recruitment, retention, rewards and incentives to enable it to attract the required calibre of staff.

**General Purposes** committee has three major functions: acting as a 'radar' and focal point for intelligence to identify current and forthcoming policy issues; providing advice and support to staff and Council on policy matters including the Society's responses to major external consultation exercises, and commissioning and managing policy work within or outside the organisation. General Purposes

committee will also advise the Council and develop policy proposals on emerging issues that will affect the governance of the Society.

## **2.3 The role of the Officers**

The Society's Officers act as a board of management and comprise the President, the Vice President and the Honorary Treasurer.

The collective duties of the Officers are:

- i) To meet prior to each Council Meeting:
- ii) To meet between Council meetings to deal with issues arising which require an urgent response or which concern new policy, and to take executive action for subsequent ratification by the Council:
- iii) To appoint the members of Council's committees and subcommittees. The President shall appoint the Chairmen of each Committee.

### **2.3.1 The role of the President**

The President provides effective leadership of the Council and promotes the Council's agreed strategy and policies for the profession in the public arena. The President also provides line management to the Director and annually appoints the Chairs of each Committee.

### **2.3.2 The role of the Vice President**

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

### **2.3.3 The role of the Honorary Treasurer**

The Treasurer advises the Council on resource matters and ensures that resources are allocated and managed in accordance with Council policy and that the Society's financial affairs are conducted with probity, accountability and transparency. Resources include finance, human resources, information management and technology, estates and benevolence.

## **2.4 *The role of committee chairs***

Together with the committee clerk, the chair is responsible for the preparation for meetings and for monitoring the implementation of decisions. However, the conduct of the meeting itself should be the sole responsibility of the chairman. See section 5.9 on conduct of committee meetings. Appendix B sets out the specific duties of the chairman.

## **2.5 *Generic Role Profiles***

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

# **3. Induction and development**

An induction programme for new Council members is held as soon as possible after the elections. The programme gives new members the chance to find out more about the organisation and their role within it and to meet with Council members and senior staff. It is strongly recommended that new Council members attend the session. The date is notified to new Council members following their election.

New Council members are given copies of:

1. Council bye-laws

2. Standing Orders
3. The 1976 Pharmacy Northern Ireland Order
4. The Council Governance Handbook

at the induction session.

An informal attachment to an experienced Council member for the first several months after election will be established for new Council members, for the purpose of developing their knowledge of the Council's procedures.

Chairs of Committees should brief new members on the work of the committee of the previous year.

It is advised that Chairs of Committees formally meet annually with their members to discuss the performance of the Committee. This should be documented and a record held in the Society's office.

The President and Vice President hold formal meetings annually with each of the Chairs to discuss performance. The meeting is documented and a record kept in the Society's office.

The aim of these meetings is to identify key development areas to feed into the Society's Business Plan for the following year and peer review performance.

It is not incumbent upon Council members to have a detailed knowledge of all aspects of the Society's affairs. However, they should have, or build up, such knowledge of the topics within the remit of the committees on which they serve, and on other subjects in which they take a special interest. The sources of that information are mainly Council documentation. These should be supplemented, where necessary, by discussions with the chairs of the relevant committees.

Within the constraints of their workload members of staff will be happy to meet with individual members of Council informally, to discuss aspects of the Society's

work.

## **4. Council meetings**

### **4.1 *Programme***

The Council meets eleven times a year, on the third Thursday of every month except August. Council meetings commence at 7.00p.m. normally lasting for a period of approximately 3 hours. However, there may be exceptional circumstances e.g. when there is a lengthy agenda, when the meeting may have to continue longer.

It may also be necessary to hold additional special meetings when a topic of importance develops that cannot be fitted into the Council Agenda.

At a meeting of the Council, the President, or in his absence the Vice-President, shall act as chairman, and, if both the president and Vice-President are absent, one of the members of the Council present shall be elected chairman by the majority present.

At all meetings of the Council, the questions considered shall be decided by a majority, and, in the case of an equal division, the chairman shall, in the event of a split decision, have a casting vote.

The quorum for a meeting of the Council shall be seven.

### **4.2 *Committees of the Council***

The office bearers, following the election of the President, appoint the committees of the Council, in October. As cited in bye-law 21, the President shall appoint annually the Chairman of each Committee. A preference sheet is circulated to all

members prior to the October meeting and members should rank the committees on which they wish to serve in order of preference. Council members are also asked to indicate the committees for which they would wish to be chairperson. The procedures for this process is attached at Appendix D.

The committees meet up to twelve times a year depending on their work schedule. These are held in the evening at the convenience of the members and the secretariat.

### **4.3 Meetings of the Society's Office bearers**

The Office bearers i.e. President, Vice President and Honorary Treasurer will normally meet every month before meetings of the Council to:

- consider the agenda for the work of the Council;
- consider and take decisions on matters delegated to the Office bearers by the Council;
- consider highly sensitive matters including those relating to staff when appropriate;
- have oversight of the Business Plan and to give preliminary consideration to proposals for policy work and to advise on priorities.

The relevant Society staff may be asked to attend meetings if the Office bearers require their expertise. When appropriate, the President may request that other staff members attend the meetings to advise. This is an infrequent occurrence. Additional meetings of Office bearers may, exceptionally, be called to deal with urgent business. This is rare, but consultation does, of course, take place regularly by telephone and email with the President and, where appropriate, with other Office bearers.

## **5. Conduct of Council and committee meetings**

## **5.1 Organisational Objective and Processes**

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

To foster and promote the practice of pharmacy which is in the public interest, and to that end, to lead, develop and regulate the pharmacy profession by:

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

## **5.2 Strategic Planning**

A process of strategic planning has been agreed by Council and is to be implemented in due course. To facilitate strategic planning within the organisation a concisely stated 3 year rolling plan will be brought to the attention of the Council, with a report on developments related to the plan during the previous 12 months and a concise action plan for the following 12 months. A Strategic Review Day should be held for the General Purposes committee within 28 days of the October Council meeting each year in order to review objectives and progress and to analyse the barriers to achieving objectives prior to the formal setting of policy &

financial priorities.

Plans for the overall work of the organisation, and for each of the Society's committees, should be clearly linked to the Council's strategic objectives, and financial resources should be apportioned to meet these identified objectives. To support this, the committees of the Council will decide on a one-year action plan and three-year rolling plan for each committee. The budget for the following financial year is normally agreed by the Council at the September meetings in the preceding year.

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

Chairmen and clerks of committees will jointly prepare a report reviewing the previous year's activities against the results achieved as well as against budget, to be presented for approval to the first committee meeting on or after 31st October. Each committee should set aside time towards the end of the Council year to evaluate its performance.

### **5.3 *Preparation of policy papers***

An impetus for policy development may arise from a range of sources within and beyond the Society. The Director acts as a focal point within the organisation to collect information relevant to policy development and to put proposals for policy work to the Council, with recommendations regarding relative priorities. The general purposes committee has three major functions: acting as a 'radar' and focal point for intelligence to identify current and forthcoming policy issues; advising staff and Council on policy matters including the Society's responses to major external consultation exercises, and commissioning and managing policy work within or outside the organisation.

Information relevant to policy development identified by committees or groups will be absorbed into on-going work where appropriate or be considered when new policy work can be taken on. This would also apply to any information relevant to policy development put forward by members and others.

#### **5.4 Arrangements for agendas, papers & minutes**

The agendas and minutes of Council and the main committees will be sent to Council members about one week before meetings to allow their proper consideration. For committee meetings, supporting papers will be made available on request for members of Council not on the committee.

Council members may raise issues arising from committee minutes with the Committee Chair prior to Council meeting.

Material for information only will be circulated to Council/committee members regularly but not included on agendas.

#### **5.5 Preparation for committee meetings**

Most of the work associated with collating items that might be included on agendas and preparing background documentation is the responsibility of the committee chair (the Director/Business Manager in the case of Council).

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

Unless it is not feasible on a particular occasion, the draft agenda will then be sent to the chairman (by fax or email if possible), for his/her comments by return fax or

email or by telephone. If time permits, the chairman should also be given the opportunity to comment on any background documents, while they are still in draft form.

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

## **5.6 Confidentiality of papers and discussions**

### **5.6.1 Designation of items as confidential**

Committee and subcommittee secretaries, in consultation with the chairman, where necessary, will mark agenda and minute items “C” and supporting papers as “Confidential” when:

- i) they are “position papers” to be used in negotiations or in making submissions to outside bodies;
- ii) they are part of a continuing discussion and the outcome could be jeopardised by disclosure;
- iii) they are reports of Society activities upon which decisions will be made and all or part of the report content will not be released or published;
- iv) they contain information that has been sent to the Society in confidence;
- v) they refer to individuals or organisations who could be prejudiced by disclosure;
- vi) their disclosure could be prejudicial to the commercial activities of the Society, or another organisation or an individual;
- vii) the fact that a specific topic is under consideration is, of itself, confidential;

viii) the matter is confidential for some other identifiable reason.

Any item marked “C” or paper marked “Confidential” should be treated as such and should not be discussed with anyone other than Council members, relevant members of the Society’s staff and elected or co-opted members of the committee which has the paper for consideration.

Members should also exercise discretion over items which are not marked “C” or papers that are not marked “Confidential”. However, such items might well be appropriate for discussion privately with interested and informed colleagues. Some of these items, or parts of them, might be appropriate for dissemination where members consider that this would be of value to recipients.

Some papers containing information which is highly sensitive, either commercially or for some other reason, will be marked “Restricted” and will normally be circulated only to Council members and other individual members of staff directly involved. Obviously such papers must be treated as confidential to the recipient. In exceptional cases members of the Council may be required to return “Restricted” papers after the relevant decisions have been taken.

### **5.6.2 Discussions at meetings**

Verbatim reports of discussions at meetings of Council, committees and subcommittees should not be given to others by members. Individual contributions should always be regarded as confidential. The general thrust of a discussion can, however, be recounted if the item is not marked “C” on the agenda or minutes.

## **5.7 *Standing Orders***

The Council is governed by standing orders, attached as Appendix E.

## **5.8 Declaration of interests at meetings**

The Council considers that it should be aware of any interest, pecuniary or otherwise, that one of its number might have in any subject which is under discussion by the Council, or by a committee of the Council on which that member serves, if the member concerned intends to take part in the discussion or the vote. In such circumstances a Council member will be expected to declare that interest at the commencement of the discussion. Having done so, the member of Council concerned would then normally be free to take part in the discussion and, if there is one, in the vote. In exceptional circumstances the member concerned may be asked by the President or the Chairman of the relevant committee to leave the meeting for all or part of the discussion and the vote.

As an alternative to declaring an interest at the meeting of the Council or committee, the member of Council concerned may inform the President or the chairman of the committee, as the case may be, in advance, of their intention not to attend the meeting or to attend but take no part in the discussion or, if there is one, the vote. Again, in exceptional circumstances, the President or Chairman may request that the member leaves the meeting for the item concerned.

A member of the Council, who is generally known to hold a senior post in a major company or other enterprise or to hold office in another pharmaceutical organisation, will not be expected to declare that interest at each Council or committee meeting.

## **5.9 Conduct of the meeting**

The conduct of the meeting is the sole responsibility of the chairman. It is recognised that many will have had previous experience of chairmanship and that techniques might vary depending upon the personality of a particular chairman.

However, the following guidelines are commended to all who occupy this office.

- a) It is the role of the chairman to ensure that the committee deals expeditiously with the items on the agenda. The target should be to complete the agenda within the time of the meeting, but this should not be done by curtailing discussion on important matters merely to ensure completion of the agenda items.

The expected time for a particular item will have been discussed with the secretary prior to the meeting, but the chairman must be prepared to make a judgement based on the way that particular debate is proceeding and, if the circumstances so require, must decide whether to defer completion of the debate until a future meeting or complete the debate at the expense of some other items on the agenda. Such a decision will be based on the importance of the topic and on whether or not an immediate decision is essential.

- b) Although there is no formal requirement within committee business that members should only speak once on a particular subject, it is a good principle to adopt as a general rule. The chairman should make every effort to ensure that all committee members who wish to speak are given an opportunity to do so at least once. Depending upon the subject and the expertise of the contributor, it may be sensible to allow one or more committee members to speak more frequently in a particular debate. However, the chairman should insist that this should only be on aspects of the topic which have not been covered in previous contributions. The overall aim is to prevent duplication of debating points, particularly by the same committee member.
- c) As a general rule, the chairman should act as a co-ordinator of the debate and, on the basis of the discussion, should direct the committee towards the decisions that are required. The chairman should not normally participate in

the debate itself, unless he or she has a particular expertise related to the topic in question and views relevant to the discussion based on that expertise have not been offered by other members of the committee.

The prime objective of the chairman is to ensure that the committee is provided with all relevant information on the different aspects of a particular subject and then to obtain a consensus or majority view in relation to the decisions that need to be made. This responsibility should take precedence over any inclination of the chairman to become an active participant in favour of one side of the debate. A good chairman can function efficiently without any expert knowledge of the topic in hand.

Additionally, a good chairman should not use his position to promote his or her own views unduly.

- d) The chairman should conduct the meeting with firmness and good humour. Committee members will respond well to this approach. They are likely to become frustrated if the chairman is not firm or is over-officious. Without firmness a meeting can deteriorate into a series of prolonged and unnecessary discussions or even into a series of separate informal meetings. A degree of formality is essential and the chairman should insist that all comments be made through the chair. On the other hand, the active co-operation of committee members is essential for the good conduct of a meeting, and this can be achieved when the chairman exercises an element of good humour within a firm approach to the conduct of business.
- e) The relationship between the chairman and secretary during the meeting is another important factor. The chairman should look to the secretary when necessary for advice on procedure and, where appropriate, on past policy. This can be given quietly to the chairman or, with the chairman's permission, and depending on the circumstances, be explained to the meeting as a whole.

### **5.10 Non members of committees**

Council members are not expected to attend meetings of committees of which they are not members but they may attend if they wish to contribute to a particular item or items on the agenda.

### **5.10 Attendance at Council meetings**

“Open”, “Closed”, “Confidential” and “Private” Business

The parts of the Council meeting taken in “open” business are open to any member of the Society or to the public press. In practice, members are not encouraged to attend because of accommodation difficulties and because they would have to leave the room whenever the Council went into “Closed” business during “Open” business, i.e. whenever the “flag” was raised with the consent of the Council.

### **5.11 The reporting of Council proceedings**

The current convention is that discretion is given to the Secretary & Registrar to decide which parts of the Council meeting should be reported. This applies to all the proceedings, including discussions which take place “under the flag” and discussions during “closed” business.

Thus, any member of the Council who contributes to a debate at any part of the Council meeting under the present arrangements, should assume that he may be reported unless that member of Council indicates that his or her remarks, either in total or in part, are not for reporting.

In “Open” business a member of the Council who wishes to ensure that he is not reported, should first of all seek the “flag” and if that is agreed by the Council should then indicate that his contribution is not to be reported.

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

In general, however, the approach adopted is that, other than in special circumstances, members should be as fully informed as possible about debates at meetings of the Council to facilitate transparency. This policy is recognised by the Council as being in the best interests of the Society and individual members of the Council and thus as much information as practicable will be given to the pharmaceutical press in reporting of the Council meeting.

### ***5.12 Implementing committee decisions***

Virtually without exception, the implementation of committee decisions should be left to the secretary and other relevant members of the Society's staff. However, if the implementation involves the drafting of documents or important letters, it is sometimes helpful to consult the chairman at draft stage. The need for such consultation should be relatively infrequent because the staff have the necessary expertise to implement clear decisions of a committee.

### ***5.14 Composition of, and quorum for, Council committees***

Each Council member serves on at least one but not more than two of the four main policy implementation committees. The President and Vice President are ex officio members of all the committees.

### ***5:15 Attendance at committee/group meetings***

Where a Council member has been appointed to a committee or membership group and without reasonable cause, fails to attend two consecutive meetings,

the General Purposes Committee may review their appointment.

## **6. Monitoring by Council**

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

### **6.1 *Agendas, policy papers and minutes***

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

6.1.1 The decision taken is reflected in the minute in terms of the decision sought (purpose) on the paper. The minute should be as brief as possible, but with sufficient detail to give a flavour of the discussion. Where action is agreed each minute should conclude with a bold action note with the name of the person responsible for taking the matter forward.

6.1.2 As regards procedure, clearly adequate briefing of the chairman prior to the meeting and summarising decisions taken at the meeting are useful and facilitate clearer minutes. Also members of Council and committees should specify when a formal recommendation is being made, particularly when this is done in Council under standing orders.

## **6.2 Policy implementation - Monitoring of agreed actions**

Policy implementation is monitored by Council through the receipt of the minutes of its standing committees.

Recognising that a simple reference source would be useful in keeping Council informed of progress Council has agreed that in addition to the circulation of minutes for information, Council and its standing committees should each receive a table, which would provide an on-going update of progress on policy implementation.

## **6.3 Monitoring role of the Vice President**

The Vice President has the role of monitoring the activities of the main committees and the overall effectiveness of the organisation. However, a report to the Council is only made by exception when it is considered that changes may be necessary to the committee structure or processes. Where a report is made it should be towards the end of the Council year.

## **6.4 Audit**

The annual audit exercise and the Finance and House Committee assure Council that the Society has adequate financial control systems in place. The Director is accountable for ensuring that adequate non-financial control systems are in place.

## **7. Relationships with staff**

Every opportunity is taken to facilitate communication between the Council and the staff to engender a common or shared ownership and understanding of the

Society's heritage, strategies, procedures and activities. *Good* relationships between members of the Council and the staff are essential and should be fostered.

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

### **7.1 Access to information by Council members**

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

## **8. Concerns about probity**

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

adopted.

Defining 'probity' – There should be an absolute standard of honesty in dealing with the assets of the Pharmaceutical Society of Northern Ireland: integrity should be the hallmark of all personal conduct in decisions affecting members, staff and outside agencies/departments and in the use of information acquired in the course of any Council business.

In the context of the Council, probity is any situation where an individual has the opportunity for personal gain either for themselves, their business, family, colleagues or associates. Personal gain is wider than simple financial benefit and would include opportunities for increased status, recognition or influence.

- i) Council members who have concerns about probity should provide a note of these concerns, with their evidence, to the chairman of the Governance Committee on a confidential basis. The chairman will then get Governance Committee agreement to the action to be taken. In certain circumstances this discussion could be limited to the actual members of the Governance Committee excluding non-members who normally attend.
- ii) Staff who have concerns about probity should provide a note of these concerns, with their evidence, to their line manager or, if the circumstances require, someone more senior, even the Director or the President, on a confidential basis. Management should then decide whether to refer the matter to the chairman of the General Purposes Committee for action as at (i) above. If this procedure has been followed without meeting the staff member's concerns, they may approach the chairman of the General Purposes Committee direct. Staff should not approach other Council members on issues of probity. If they do so the Council member should tell them to activate the proper procedure.
- iii) The Council or staff member bringing the concerns and all those involved in

subsequent action e.g. senior managers, the General Purposes Committee and the internal auditors, should observe confidentiality until the investigation is complete. This ensures that the Council or staff member will not risk being sued for defamation should the concerns prove unfounded.

- iv) If the concern is proved unfounded, no allegation should be made publicly on this matter, either specifically or in general terms. If the concern is proved true remedial action will be taken and both the concerns and the action reported to Council. In this way the Society's reputation will be safeguarded because allegations of the lack of probity will only become public if true, in which case remedial action will be in hand.

Council members should not expect to have personal access to the files of the organisation to investigate probity issues. Access to information must always be given to enable Council members to discharge their accountability. In the context of probity, this requires them, acting corporately, to ensure that systems are in place to sort matters out if things go wrong, and to activate those systems when necessary, in accordance with item 7 of the code of conduct. They do not have managerial responsibility for actual investigations.

## **9. Conduct of members of Council**

For the Society to command the confidence of the profession and the public, it is necessary that the Council, as its governing body, should adopt and comply with appropriate standards of conduct.

The Council adopted this Code of Conduct at its meeting in (to be added).

### **9.1 Code of conduct**

### 9.1.1 Preface

The powers of the Council are set out in the Pharmacy (Northern Ireland) Order 1976. In particular Part II Article 4 (3) provides that:

‘the Council may on behalf, and for the benefit of the Society-

- a) direct and manage the business and affairs of the Society, and exercise all such powers of the Society as are not by this Order required to be exercised by the Society in general meeting, in accordance with and subject to approved bye-laws made by the Council’.

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

The powers and responsibilities of the Council are exercised jointly by its members, each of whom therefore has statutory and fiduciary duties and is required to pursue the best interests of the Society. Council members are jointly responsible for a decision even if they have voted against it; abstained from voting or were absent. It follows that all members are bound by a decision of the Council made in good faith (whether a unanimous or majority decision) and may not obstruct the execution of that decision.

The Council operates within the context of the seven Nolan principles of public life, which are attached at Appendix I, and each Council member is required to subscribe to these. The Code of Conduct sets out in general terms the duties of each member of the Council, but the Council expects its members to adopt high standards of conduct in all aspects of their activities as members of the Council. So long as they continue to serve on the Council, members of Council cannot, by their actions or behaviour, divest themselves of their role in such capacity in matters concerning the profession.

Council members take office from the date of announcement of the election results, normally at the AGM in the year in which they are elected and are bound by corporate responsibility from that date.

Every member of the Council is bound by the Code of Conduct. Council members will be asked each year to sign a statement that they have received and read the Code of Conduct. (copy of declaration attached at Appendix G).

### **9.1.2 The Code**

1. Members of Council must at all times while acting in that capacity ensure that their activities are directed toward the fulfilment of the Society's Objectives and responsibilities specified in legislation, and the interests of the public.
2. Members of Council must respect the confidentiality of information identified as confidential, acquired by them solely by virtue of their position as such.
3. Members of Council must not make use of information acquired solely by virtue of their position as such for personal gain, whether financial or non-financial.
4. Members of Council must not use their position as such to seek to influence the conduct of any aspect of the Council's business for the benefit of any individual, body corporate or other association rather than for the benefit of the profession as a whole.
5. Members of Council must not use their position as such to promote their personal, professional or business interests
6. Members of Council must ensure, when speaking in their capacity as such

at any meetings of the Council, its committees or outside, that they declare any personal or business interests relevant to the matter in hand.

7. Members of Council must avoid any conduct that impairs the ability of the council to perform its functions or to enjoy the confidence of the public, the profession or government.
8. Members of Council should support in public the policies of Council. Where a member of Council feels compelled publicly to oppose a Council policy, the Council should be informed in advance. The member of Council may then express his or her personal views on the matter but, in so doing, must first explain the Council policy and the reasons for the Council's decision. Members must in any case avoid any action that would undermine confidence in the competence of the Council and its members or in the Council's decision-making process. \*
9. Members of Council must ensure that the funds of the Society are properly applied to the furtherance of the Objectives of the Society.
10. Members of Council must ensure that entries relating to them in the Registers of Interests and of Gifts and Hospitality are accurate, complete and up-to-date.
11. Members of Council must ensure that prompt and effective action is taken through appropriate channels to investigate any allegation of maladministration within the Society reported to them
12. Any member of Council who wishes to engage in litigation against the Society, the Council or any member thereof, or any officer or employee of the Society in their capacity as such, must resign from the Council before taking such action.

13. Members of Council must comply with the Society's Equal Opportunities Policy and Statement on Harassment and Bullying. (Attached at Appendices J and K respectively).

\* Any Council member wishing publicly to oppose a Council policy should state their dissent and their intention to oppose the particular policy at the time the Council decision is made. If a Council Member is not present when the decision is taken, then s/he must state their intention at the next following Council meeting. The statement of dissent will be minuted.

In the event that a Council member is unable to be present at a Council meeting when a policy issue is being debated and s/he wishes to register their dissent to the decision of the Council, s/he should write to the President as soon as possible following the meeting to register their dissent. This will then be notified to all Council members and formally recorded at the next meeting of the Council. The capacity of a Council member to speak against a Council decision under Article 8 of the Code of Conduct shall not apply until notification of the dissent being registered with the President has been sent to all Council members.

## **9.2 *Conduct procedure and Conduct Panel***

If a complaint is made that a member of Council has breached the Code of Conduct, the matter shall be referred to the Conduct Panel.

### **9.2.1 Complaints**

- a) A complaint must be made in writing, and signed. The complaint must specify the conduct complained of in sufficient detail to enable it to be understood and answered. It should identify the provision(s) of the Code alleged to have been breached and include, where relevant, any supporting evidence.

- b) A complaint may be made against a former member of Council where the complaint relates to his/her conduct whilst a member of Council, and references in this section to a member of Council include a former member.
- c) The complaint should be addressed to the Chairman of the Conduct Panel, c/o the Director, PSNI, in an envelope marked Private and Confidential.
- d) Complaints should normally be considered within three months of receipt by the Chairman of the Panel but the Chairman may extend this period in exceptional circumstances.

## **9.2.2 Composition and quorum**

The panel shall consist of at least 5 and not more than 7 persons, appointed by the Council and should include a pharmacist, lay representation and representatives from other regulatory bodies for health and social care. The Chairman for the Conduct Panel should have appropriate legal experience.

## **9.2.3 Quorum**

The Quorum shall consist of three Panel members including the Chairman.

## **9.2.4 Procedure**

- a) The Chairman shall send copies of the complaint to the Panel and to the member(s) of Council to whom the complaint relates (respondent(s)). The chairman shall request a written response, and supporting evidence, if any, from each respondent, within a reasonable time.
- b) Meetings of the Panel shall be held in private, unless otherwise determined by the Chairman.

- c) The Panel may seek such advice, including legal advice, or secretariat support as it sees fit, in accordance with guidance provided to the Panel. The Panel shall not be advised by lawyers instructed by the Society or the Council, neither shall legal advice or secretariat support be provided to the Panel by the Society's employees.
- d) The Panel shall consider any response, and shall initiate any further enquiries of both the complainant and the respondent(s) required to enable it to consider the complaint. The Panel may hear oral evidence, and the respondent shall have a right to an oral hearing within a reasonable time. Where an oral hearing is held, another person may accompany the respondent and complainant. Any such person is not entitled to address the Panel at the hearing. If a respondent does not request an oral hearing the matter may be considered on the papers alone.
- e) All decisions of the Panel will be by a simple majority of votes. In any case of equality of votes, the Chairman will have an additional, casting vote.
- f) On conclusion of its enquiries the Panel shall determine whether the complaint is upheld and if so, what action or sanction is recommended.
- g) The Chairman shall prepare for the Council a report of the complaint, the Panel's findings and its recommendation(s).
- h) If the Panel determines that the complaint is unfounded or is not supported by sufficient evidence, the complaint must be dismissed.

### **9.2.5 Sanctions**

If the Panel concludes that there has been a breach of the Code, it may recommend to the Council one or more of the following:

- a) that the respondent(s) be censured by the Council, such censure to be recorded in the relevant minutes
- b) that the respondent(s) be suspended from membership of the Council for a specified period not exceeding six months in total
- c) that the respondent(s) be removed from the Council and/or from any office held as a Council member (including chairmanship or membership of one or more committees)
- d) that a complaint be made against the respondent(s) to the Statutory Committee (or equivalent)
- e) that a report be made to the police or other authority.

#### **9.2.6 Council Procedure**

- a) The report of the Panel and its recommendation(s) will be considered, in open business at the next meeting of the Council, except where the Panel has dismissed the complaint, in which case the report will be taken in Confidential business. In the case where the Panel has recommended that the police be informed of the matter no report shall be made public until the conclusion of any action by the police or prosecuting authorities.
- b) The Council shall
  - resolve to impose the recommended sanction(s) by a two-thirds majority vote of those present (excluding respondent and complainant where applicable). Those voting in favour must constitute an absolute majority of members of Council excluding the respondent(s) or complainants where applicable;
  - or
  - resolve to impose by similar resolution one or more of the other

available sanctions.

- c) The Council should not purport to re-hear a complaint or substitute its own judgement for that of the Panel on whether a complaint should be upheld. Only in exceptional circumstances may Council remit a case for further consideration by the Panel, for example where a respondent claims that crucial new evidence is available which could not reasonably have been produced before the Panel.

### Appeal Mechanism

Any appeal panel will be constituted independently of Council.

#### Notes:

- i) Currently, in the event of an established breach of the Code, the Council could impose any of the sanctions listed in 9.2.5 except removal or suspension from membership of the Council, for which powers have not yet been taken. However, the Council has decided that, in future, the Council should be able to remove or suspend a member of Council for such reasons and according to such procedure as shall be specified in regulations.
- ii) Guidance will be prepared for the Panel as to how and where they might obtain advice, secretariat support, meeting facilities etc. Other health professional regulators have stated that they would be willing to provide meeting facilities and secretariat support to the Panel, on the understanding that the Society would reciprocate if required.

## **10. The Society's relationship with commercial organisations**

Members of Council may have contact with representatives of commercial organisations in the course of their duties. This can give rise to misunderstandings and misrepresentations of the relationship between the

Society and the organisation. This note aims to set a general framework for these contacts, pending the completion of detailed guidelines on commercial sponsorship.

- 10.1 Contacts with commercial organisations relating to professional matters. Care must be taken to ensure that attendance at meetings; correspondence or informal discussions cannot be represented as involvement or endorsement by the Society of any of the commercial activities of an organisation. Only with the approval of the Council would it be appropriate for the Society to have any partnership with a commercial organisation, as distinct from collaboration with professional, educational or public bodies. Advice should always be sought from the Honorary Treasurer/Secretary before any discussions are progressed unless it is certain that an organisation is within these categories.

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

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

## ***10.2 Sponsorship of meetings, publications or prizes***

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

All sponsorship should adhere to the following principles:

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

Appropriate acknowledgement of the sponsorship should be given on promotional and other material. Any sponsorship arrangements must ensure that complete editorial freedom for any Society publication is retained e.g. report etc.

### ***10.3 Gifts and Hospitality***

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

### ***10.4 Register of Interests, Gifts and Hospitality***

A copy of the form all Council members are required to complete is circulated as Appendix F. The form is circulated to Council members periodically and the onus is on each individual member of Council to ensure that their entries are updated. The "Register" is available for Council members to view at anytime and can be inspected by other members of the profession on written request.

## **11. Council member expenses**

Members of Council are entitled to reimbursement for expenditure on travel and expenses incurred on Society business and for costs of accommodation and subsistence.

In addition, if Council meetings are held during the day (as was the case for a trial period of 3 months from September 2005-November 2005) Council members are entitled to an attendance fee of £75.

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

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

Appendix L sets out the procedure for claiming expenses.

## **12. Attendance at national and overseas meetings**

The following criteria and general principles apply universally to all national and overseas travel.

### **12.1 Criteria**

Each meeting/visit

Must be in the interests of pharmacy in Northern Ireland;

- Must be within budget:
- Must follow the agreed procedure.

## **12.2 Principles**

The budget for Council should be held by the Finance and House Committee, who should authorise attendance at national and overseas meetings, within agreed guidelines and subject to the final approval of the Council.

- a) All requests for travel by members of Council to be funded by the Society should be directed to the Finance and House Committee stating:
  - The title/purpose of the meeting
  - The frequency if on-going
  - The rationale for attendance
  - Estimated cost/budget allocation
  - Arrangements for itinerary
  
- b) Where official funds are used there must be an official briefing prior to the visit and a report on return.
  
- c) All arrangements should be made through the office where possible. Exceptionally where the arrangements are not made through the office, these should be confirmed with the Director prior to departure.
  
- d) Spouses/partners should not attend at the Society's expense, although there may be certain instances where a special case could be made e.g. due to diplomatic considerations. Spouses/partners may, however, attend at their own expense.

## **13. Nomination to international organisations**

The policy for nomination of Council members to international organisations is

attached as Appendix H.

## **14. Communications from the Society**

### ***14.1 External organisations***

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

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

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

### ***14.2 Consultation documents***

The Society has a central system of dealing with external consultation documents. All documents received are logged on a central database. Where a response is deemed necessary, on the recommendation of the Council, a lead member of staff and possibly other contributors are designated. The log is then

updated to reflect the lead member of staff/committee and contributors to the response. The “signing off” procedure requires a draft response to be considered by Council where new policy or substantial revision to policy is entailed: responses within existing policy which are led by secretaries to committees or their staff may be signed off by the relevant committee or their chairmen. Otherwise, responses within policy may be signed off by the Officers or the Director - for instance to meet a short timescale.

Non-confidential responses (occasionally, the consultation document originator may ask for the document and the Society’s response to be kept confidential) are also made available on the Society’s website.

### ***14.3 Media Training***

A number of Council members will receive media training. The office will keep a list of those trained who may be called upon if required. If the number of trained members falls below 3, a new training course will be set up with as many of Council and appropriate staff members who can attend.

## **15. Members meetings**

The Society’s Byelaws make provision for the holding of annual and special general meetings. The Annual General Meeting is held on the Thursday preceding the first Monday in October, or on any other date within fifteen days at such time and in such place as the Council may determine.

Special general meetings of the Society shall be held on such dates, at such times and places and for such purposes as the Council may determine. Upon the requisition in writing are held at the request of not less than twenty members requiring the Council to convene a special general meeting for the purpose specified in the requisition such meeting shall accordingly be convened within

such reasonable time as the Council think fit. Notice of such meetings shall be sent to each member not less than ten days prior to the meeting.

Although Council members are not obliged to attend these meetings (except for the Officers) they are encouraged to do so where possible.

## **Appendix A: The role of the President, Vice-President and Honorary Treasurer**

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

### ***The Office of President***

The Office of President is specified in the Pharmacy (NI) Order 1976 and must be filled by a pharmacist member of Council.

The President is elected annually by the Council at the first meeting following the Annual General Meeting and is designated an Officer of the Society.

### ***Remit of the President***

- i. To chair all meetings of the Council;
- ii. To lead the communication of the Council's strategy and policies to the membership;
- iii. To preside at all general meetings of the members including the Annual General Meeting and any special general meeting convened by the Council;
- iv. To represent and further the views of the Society at meetings with Ministers, leaders of other professions, and other pharmaceutical bodies;
- v. To represent and further the Society's interests in the public arena;
- vi. To represent the Society at appropriate meetings, including overseas;
- vii. To line manage the Director and to annually conduct a performance appraisal of the Director.

- viii. To attest the affixing of the common seal of the Society;
- ix. To undertake the duties of an Officer of the Society and to chair the meetings of the Officers.

### ***Eligibility for Office***

The President must be a member of Council and a pharmacist.

### ***Term of Office***

The President is elected annually and the term of office runs from the first Council meeting held after the Annual General Meeting.

The President of the Council shall hold office for one year, but shall be eligible for re-election. The normal tenure of the office is 2 years. The President shall hold office so long as he/she is a member of Council and elected to the position.

An honorarium of £5,000 per annum is payable to the President in recognition of the personal time commitment required to carry out the role effectively.

### ***The role of the Vice President***

The Vice President has a particular focus on monitoring the overall effectiveness of the organisation and in particular its committees and will deputise for the President when he is absent.

### ***The Office of Vice President***

The Office of Vice President must be filled by a pharmacist member of the Council. The terms of office are determined by the Byelaws.

The Vice President is elected annually by the Council at the first meeting following

the Annual General Meeting and is designated an Officer of the Society.

### ***Remit of the Vice President***

- i. In the absence of the President, to chair meetings of the Council;
- ii. To communicate the Council's strategy and policy to the membership;
- iii. To preside at general meetings of the members including the annual general meeting and any special general meeting convened by the Council in the absence of the President;
- iv. On behalf of the President, to monitor the activities of committees and their chairmen and take the lead in assessing their effectiveness and the overall effectiveness of the organisation;
- v. To deputise for the President on such other occasions as may be required;
- vi. To attest the fixing of the Common Seal of the Society;
- vii. To be an ex officio member of the main committees of Council.
- viii. To undertake the duties of an Officer of the Society.

### ***Eligibility for Office***

The Vice President must be a member of Council and a pharmacist.

### ***Term of Office***

The Vice President is elected annually and the term of office runs from the first Council meeting held after the Annual General Meeting.

The Vice President of the Council shall hold office for one year, but shall be eligible for re-election. The normal tenure of office is 2 years. The Vice President shall hold office so long as he/she is a member of Council and elected to the position.

An honorarium of £2,000 per annum is payable to the Vice President in recognition of the personal time commitment required to carry out the role effectively.

### ***The role of the Honorary Treasurer***

The Honorary Treasurer advises Council on resource matters and ensures that resources are allocated and managed in accordance with Council policy and that the Society's financial affairs are conducted with probity, accountability and transparency.

### ***The Office of Honorary Treasurer***

The Office of Treasurer must be filled by a pharmacist member of the Council.

### ***Remit of the Treasurer***

- i. to advise the Council on resource policies including finance, investment, human resources, information management and technology, estates and benevolence;
- ii. to oversee implementation of Council policies;
- iii. to oversee budgetary monitoring by the Resource Management Committee, and the approval of changes, ensuring major changes are submitted to the Council for consideration;
- iv. to present annual budgetary proposals and options to the Council for consideration;
- v. to ensure that the accounts are prepared and approved according to agreed procedures;
- vi. to ensure proper procedures and internal controls are in place and implemented;
- vii. to chair meetings of the Finance and House Committee;
- viii. to undertake the duties of an Officer of the Society.

### ***Eligibility for Office***

The Treasurer must be a member of Council and a pharmacist.

### ***Term of Office***

The Treasurer is elected annually and the term of office runs from the first Council meeting held after the Annual General meeting.

The Treasurer should normally be expected to hold office for more than one year, subject to annual re-election.

The Treasurer shall hold office so long as he is a member of Council and elected to the position.

An honorarium of £2,000 per annum is payable to the Honorary Treasurer in recognition of the personal time commitment required to carry out the role effectively.

### Specific duties of the committee chairman

- i. To liaise with the Director and committee clerks on developing the work programme and forward planning of agendas;
- iii. To submit any items for the agenda to the Clerk not less than two weeks before the meeting and be consulted on the draft agenda whenever possible;
- iv. To manage the business of the Committee jointly with the Clerk;
- v. To chair meetings of the Committee;
- vi. To notify the Clerk if unable to chair a meeting;
- vii. To approve the draft minutes of meetings before their circulation;
- viii. To monitor implementation of Committee decisions;
- ix. To decide in conjunction with the Clerk those matters which fall within the Committee's responsibility;
- x. To deal with issues which arise between Committee meetings which require an urgent response in liaison with the Clerk;
- xi. To liaise with chairmen of other committees;
- xii. To participate in the Finance and House Committee as necessary (chairmen of the main committees only), accepting corporate responsibility for its decisions.

An honorarium of £2,000 per annum is payable to the main committee chairmen in recognition of the personal time commitment required to carry out the role effectively.



### Generic role profile for Council members

#### Responsibilities

- Ensures that the Society upholds and pursues the Objectives as set out in the Pharmacy (NI) Order 1976 (and on Page 1 of this Handbook)
- Exercises regulatory and law enforcement duties
- Develops strategy and policy in the interests of the profession as a whole and the public, putting forward ideas and constructively building on those of others
- Takes decisions about the prioritising of strategy according to the importance of the issue to the Society and profession and the availability of resources
- Monitors implementation of policies and activities of committees at a high level and assesses the effectiveness of the agreed strategy
- Represents the Council's policies and views in a positive way to external Audiences
- Communicates with the membership, representing the views and policies of the Council and bringing issues back thus acting as a radar for how the membership thinks
- Sets the framework for resource strategy

#### Skills & knowledge

- Knowledge and understanding of the objectives and range of activities of the Society, the role of Council and the key internal and external stakeholders
- Ability to think at a strategic level, understanding both the process of development and implementation of policy and the implications of strategic and policy decisions on the Society's resources
- Analytical understanding and a logical approach to problem solving
- Ability to see the external environment as others see it
- Ability to promote the Society internally and externally in a positive and constructive way
- Leadership ability, influencing others and taking decisions as necessary

- Understanding of team member role, listens/works constructively with others
- Specific skills to enhance professionalism including presentation (technical and practical), oral communication, interpersonal skills, precisising, summarizing

### **Personal qualities**

- Accepts the need for collective responsibility for decisions taken
- Works to achieve results and is willing to compromise in the name of progress
- Respects 'expert' role of staff and others in advising committees/Council and consults as appropriate
- Networker, builds relationships and develops high level of interactive skills
- Is open to new ideas, willing to learn and able to admit errors
- Demonstrates a statesmanlike approach
- Exercises diplomacy

# Generic role profile for Council Members as Committee Chair

## Responsibilities

- Clarifies the aims/objectives of the committee and how they will be achieved
- Manages time, ensuring adequate, but controlled, consideration of issues without jeopardising the completion of the agenda
- Ensures that clear and unambiguous decisions are taken by the Committee moving it towards resolution of its stated aims and objectives and not towards the personal objectives of individual members
- Encourages members of the committee to take collective responsibility for what has been agreed
- Regularly liaises with the Committee Secretary and builds up a good working relationship with appropriate staff
- Ensures full participation of all Committee members including co-opted members and of the secretariat or staff members
- Oversees the implementation of policy
- Develops the Committee as an effective team resolving conflict/disagreement
- Assumes responsibility for the development of new Committee members
- Contributes to general forward planning of agenda items
- Assists the committee to review and assess its performance.

## Skills & knowledge

- Good understanding of and interest in the role of the
- Committee/knowledge of its subject area
- Chairmanship skills including managing the agenda – preparation, control of time, focus on key issues, building consensus, taking decisions, summarizing directing impartially to facilitate an outcome re-appraising progress on implementation of past decisions
- Understanding the committee team, interacting sensitively with, and listening to, its members building on individual strengths
- Motivating and enthusing the staff involved in implementing the findings of the committee
- Influencing as necessary
- Analytical understanding and a logical approach to problem solving

## **Personal qualities**

- Awareness of when issues are inappropriate for Committee discussion
- Confident to ask for support to learn, and come up to speed, on new issues
- Team-worker, puts team before self
- Networker, builds relationships and develops high level of interactive skills
- Demonstrates effective leadership
- Exercises diplomacy

# Generic role profile for Council Members as committee Members

## Responsibilities

- Supports policies and strategy agreed at Council and works positively and constructively to progress them
- Takes responsibility for addressing the items that appear on the agenda by:
  - reading the papers beforehand
  - being disciplined enough not to deviate from the agenda item
  - contributing to discussions with Society not personal objectives in mind
  - Participates fully in the discussions concerning the implementation of policy agreed by Council generating new ideas and building on those of others
  - Clarifies the issues to be tackled and works with the Chairman and committee members to resolve them
  - Ensures clear and collective decisions have been reached and action points are attributable to individuals
  - Monitors, with others, implementation of established policies
  - Works constructively as part of a team
  - Acts as unofficial 'mentor' to settle new committee members in quickly and effectively

## Skills & knowledge

- Full understanding of the role of the Committee/knowledge of its subject area
- Understanding of meeting etiquette
- Time management skills
- Listening skills

## Personal Qualities

- Respects and listens to others, building on their ideas
- Is open to new ideas, willing to learn and able to admit errors
- Willing to compromise in order to reach a decision
- Accepts collective responsibility for decisions made
- Questions conclusions that are unclear

- Co-operates with others in a positive and constructive way to foster effective team-working

# Generic role profile for Council Members as Officers

## Responsibilities

- Sets the parameters for the work of Council and committees thus facilitating progress
- Considers and takes decisions on matters referred to the Officers by the Council
- Considers highly sensitive matters relating to staff
- Considers policy development work

## Skills & knowledge

- Understands the objectives of the Society and identifies the key topical issues
- Understands the range of the Society's activities and the role of directorates and staff
- Understands the wider implications of the issues discussed
- Thinks strategically and logically
- Able to prioritise
- Communicates ideas and views effectively to others that need to know

## Personal qualities

- Exercises diplomacy and maintains confidentiality
- Negotiates and reaches agreement with others
- Understands that the status of an Officer has implications owing to the particular regard given to the statements and actions of the Officers, who may be seen as the public voice of the Society



### Procedure for appointment of Council committees

Prior to the October Council meeting, a letter will be sent to members of Council asking them to state which committees they wish to serve on during the year. Preferences for the main committees should be ranked. In addition, members of Council should indicate the committees on which they wish/would be willing to serve as chairmen.

1. On a date preceding the November committee meetings, a panel comprising the Officers shall meet, with the Director in attendance, and shall appoint all committees for the ensuing year. The selection process should:
  - achieve the best outcomes for the Society internally and externally;
  - provide the requisite skills and experience for the committee to discharge its function;
  - provide training and development roles for Council members;
  - be objective in assessment of the potential contribution of individual Council members;
  - be transparent and demonstrate equity and fairness;
  - meet the wishes of individual members of Council as far as possible.
2. The President shall also, at the same meeting, appoint chairmen of Council committees for the ensuing year. Council committees shall be chaired by Council members; and there should be a balance within the committee chairmen of continuity and experience on the one hand, and the provision of experience in chairmanship on the other.
3. The term of office for the chairman of a Council committee will normally be two or three years. If, as an exceptional circumstance, the Officers recommend an

extension of the term of office of a chairman of a committee beyond three consecutive years, the reason for this decision will be explained to the Council.

4. The decision of the panel shall be reported to Council members before the November committee meetings, and shall be effective at the meetings from November onwards.
5. Normally, the immediate Past President shall not be appointed to chair any Council committee, until at least one year has elapsed since being President.
6. The Honorary Treasurer will automatically be the chairman of the Finance and House Committee.

## Standing Orders of Council

## Appendix E

- (1) All notices of motion for submission to the council shall be given in writing to the secretary so that they are in his hands at least six clear days before the ordinary meeting of the council. An amendment to any such motion may be moved without notice.
- (2) No motion to rescind any resolution which has been passed by the council within the preceding three months nor any motion to the same effect as any motion which has been negatived within the preceding three months shall be in order unless notice of motion thereof shall have been given and specified in the summons.
- (3) The preceding paragraph shall not apply to motions which are moved by the chairman or other member of a committee acting on his behalf on the presentation of the minutes of that committee.
- (4) Motions of which notice shall have been given shall have precedence over other motions.
- (5) The secretary shall insert in the summonses of any meeting of the council, in addition to such matters as may be ordered by the president, all subjects for which notice of motion shall have been received six clear days before the council meeting.
- (6) On the minutes of a committee being presented to the council, a copy being before each member, the course to be adopted shall be as follows.
  - a] The chairman of the committee (or if he is absent or refrain from doing so, some other member) shall move "that the minutes be received".
  - b] The chairman shall present the minutes page by page and shall move any recommendation of the committee on policy matters, on prosecutions or reference to the statutory committee, and relating to submissions to be sent to other bodies. If the council agree with such recommendation the same shall forthwith become a resolution of the council.

Any member may move an amendment to any such recommendation when the paragraph is called. c] The chairman of the committee or other member presenting minutes may withdraw or correct any paragraph with the consent of the council.

- (7) The above procedure, so far as it may be applicable, shall be followed in the presentation of the minutes verbally by a chairman.
- (8) Whenever amendments are made upon original motions, no second amendment shall be taken into consideration until the first amendment be disposed of.
- (9) If a first amendment be carried, it displaces the original question and becomes itself the question, whereupon any further amendment may be moved.
- (10) If the first amendment be negatived, then a second may be moved to the original question under consideration; but only one amendment shall be submitted to the council for discussion at one time.
- (11) The mover of every original motion, but not of any amendment, shall have a right to reply, immediately after which the question shall be put from the chair; but no other member shall be allowed to speak more than once on the same question, unless permission be given to
- 12) Any standing order may be suspended on case of urgency by resolution of the council carried by a majority of two-thirds of the members present and voting.
- (13) If during a debate upon a motion it is moved -"that the question be now put" that the chairman shall decide whether the debate has proceeded long enough to justify his accepting the motion. If the motion is accepted and seconded it takes precedence over all other business and must be put to the meeting immediately without discussion. If the motion is carried the motion under debate shall be put to the meeting immediately without further discussion, subject to the mover being permitted to reply to the debate. If the motion under debate is an amendment and it is defeated the main question is not affected by the above procedure and the debate upon it may continue.

(14) The president, as chairman (or his deputy) shall have a second or casting vote in any case of an equality of votes.

## Register of Interests, Gifts and Hospitality

The purpose of this register is to enable members of Council to make a clear declaration of any interests, gifts or hospitality that could, or could be thought to, affect their performance of their Council duties. Declaration of an interest does not necessarily prevent a member of Council from speaking on a subject related to that interest, but it ensures that there can be no perception that the member of Council may be seeking improperly to influence Council decisions for personal benefit. Each member of Council is responsible for ensuring that any amendment to the Register is made.

The Register is available for inspection by members of Council at any time. In December 2003 Council agreed the publication scheme for the Society as required by the Freedom of Information Act 2000. The scheme indicates what information will be made available to the public. Accordingly, members of the public will be able to request to see the register of interests, gifts and hospitality for Council members from 1 January 2005.

For clarity, if you have nothing to register for any section it is necessary to make a nil declaration by writing "Nothing to declare" or "None" under each relevant heading.

## PART A

### Register of Interests

**Name:**

**1. EMPLOYMENT:** Please list full and part time employment, giving details of employer and nature of duties, including Paid directorships of companies (public or private) Full time paid employment, including self-employment Part time paid employment, including self-employment

**2. OFFICES HELD FOR WHICH YOU ARE PAID:** Please list offices held for which you are paid. . Where this includes membership of organisations associated with health or healthcare, science or pharmaceutical education, or other public service offices please indicate the nature of such membership and any office held.

**3. OTHER PAID ACTIVITY:** Please include consultancies, self employed work (contract work),

and contributions to professional and scientific publications for which you are paid.

**4. SPONSORSHIP:** Please include any awards, sponsorship, bursaries, grants for research, etc.

**5. UNPAID OFFICES HELD:** Please list offices held. Where this includes membership of organisations associated with health or healthcare, science or pharmaceutical education, or other public service offices, please indicate the nature of such membership and any office held.

**6. UNPAID MEMBERSHIPS:** Please include membership of organisations, committees etc not listed above, including branches/regions of the Society.

**7. FAMILY INTERESTS:** Please list any financial interests of yourself or close family members that might be considered relevant to your position as a member of Council.

**8. BENEFICIAL INTERESTS IN SHAREHOLDINGS:** Please list the names of companies or other bodies in which you have, either on your own behalf or on behalf of a spouse or infant children, a beneficial interest in shareholding of a nominal value greater than one-hundredth of the issued share capital.

**Signed** \_\_\_\_\_

**Dated** \_\_\_\_\_

**Revised on** \_\_\_\_\_

## **PART B**

### **Register of Gifts and Hospitality**

Members of Council should make a Register entry to disclose any substantial gift or hospitality received. It is not necessary to record gifts with a value of less than £10, or hospitality such as a light sandwich lunch, or a simple reception, nor

events to which all members of the Council are invited. A separate Register entry should be made every time the benefit provided is substantial and could therefore be perceived as having an actual or potential influence on the conduct of a member of Council.

**Name:** \_\_\_\_\_

**Date of Acceptance:** \_\_\_\_\_

**Received from:** \_\_\_\_\_

**Gift/ Hospitality received:** \_\_\_\_\_

**Date recorded:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

## Appendix G

### Code of Conduct for Council Members: Declaration

1. Members of Council must at all times while acting in that capacity ensure that their activities are directed toward the fulfilment of the Society's Objectives, the Society's responsibilities specified in legislation, and the interests of the public.
2. Members of Council must respect the confidentiality of information identified as confidential, acquired by them solely by virtue of their position as such.
3. Members of Council must not make use of information acquired solely by virtue of their position as such for personal gain, whether financial or non-financial.
4. Members of Council must not use their position as such to seek to influence the conduct of any aspect of the Council's business for the benefit of any individual, body corporate or other association rather than for the benefit of the profession as a whole.
5. Members of Council must not use their position as such to promote their personal, professional or business interests.
6. Members of Council must ensure, when speaking in their capacity as such at any meetings of the Council, its committees or outside, that they declare any personal or business interests relevant to the matter in hand.
7. Members of Council must avoid any conduct that impairs the ability of the Council to perform its functions or to enjoy the confidence of the public, the profession or government.
8. Members of Council should support in public the policies of Council. Where a member of Council feels compelled publicly to oppose a Council policy, the Council should be informed in advance. The member of Council may then express his or her personal views on the matter but, in so doing, must first explain the Council policy and the reasons for the Council's decision. Members must in any case avoid any action that would undermine confidence in the competence of the Council and its members or in the Council's decision-making process.
9. Members of Council must ensure that the funds of the Society are properly applied to the furtherance of the Objectives of the Society.

10. Members of Council must ensure that entries relating to them in the Registers of Interests and of Gifts and Hospitality are accurate, complete and up-to-date.
11. Members of Council must ensure that prompt and effective action is taken through appropriate channels to investigate any allegation of maladministration within the Society reported to them.
12. Members of Council must comply with the Society's Equal Opportunities Policy and Statement on Harassment and Bullying.

**I hereby declare that I have received the above copy of the Code of Conduct for Council members and have read it.**

Name \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_

## **Appendix H**

### **Nomination to international organisations**

1. The office shall on receipt of a request for a nomination to an international organisation, invite expressions of interest from Council members and nominations of other members including non-Council members. Non-Council members where appropriate, may include staff.
2. An explicit framework for each post, including working relationships (such as with other UK pharmacy bodies) and budgets, to be included in the request for nomination.
3. A panel comprising the Officers together with the Director shall consider the nominations in the light of all expressions of interest.
4. The selection process should aim to:
  - Achieve the best outcomes for the Society internally and externally;
  - Ensure the requisite skills and experience of the Society's nominee to facilitate the organisation in the discharge of its functions;

- Be objective in assessment of the potential contribution of the nominated individual;
- Be transparent and demonstrate equity and fairness.

5. Where a member of the panel has expressed an interest in being nominated to a particular organisation they shall not be present for the part of the meeting during which the nomination is considered.

6. The term of office for the nominee shall be as determined by the organisation to which they are nominated. However, in the case of Council member nominees, Council may wish to review the position where the nominee ceases to be a member of Council and in exceptional circumstances the nomination may be withdrawn.

7. The Finance and House Committee can request to review the budgetary implications for the nomination.

8. Attendance at meetings of the body shall be in accordance with the agreed principles for attendance at overseas meetings.

9. The organisations to which this procedure currently refers are:

- International Pharmaceutical Federation Congress (FIP)
- Pharmacy Group of the European Union General Assembly (PGEU)
- Commonwealth Pharmaceutical Association (CPA)
- AURE

10. This will apply to any other international organisation that shall seek nomination from the Society.

## Appendix I

### The Nolan Committee Principles of Public Life

#### 1. Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

#### 2. Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

#### 3. Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

#### 4. Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

#### 5. Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

#### 6. Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

#### 7. Leadership

Holders of public office should promote and support these principles by leadership and

example.

These principles apply to all aspects of public life. The Committee has set them out here for the benefit of all who serve the public in any way.

[Excerpt from the Nolan Committee's First Report on Standards in Public Life, 1995]

## Appendix J

### Equal Opportunities Policy

#### 1. Policy Statement

The Society believes that all decisions about people at work should be based on the individual's abilities, skills, performance and behaviour, and the Society's business requirements. Questions of an individual's race\*, ethnic origin, colour, gender, marital status, age, religion, membership or non-membership of a trade union or sexual orientation are never relevant to its business. Issues of disability should only be considered against the particular requirements of the job.

The Society's equal opportunities policy applies to decisions about recruitment, selection, promotion, training and development, pay, employment benefits, discretionary or otherwise, conditions of employment and the allocation of work to employees in all parts of the Society and at all levels.

The Society's equal opportunities practices and policies must be strictly adhered to by all employees. Discrimination, abuse, or failure to observe Society policy and practice may result in disciplinary action being taken, including summary dismissal in serious cases.

#### 2. Harassment

The Society wants to provide an environment which respects the dignity of individuals at work. Harassment, victimisation or bullying of individuals based on any of the issues listed in the Equal Opportunities Policy statement above is neither permitted nor condoned by the Society.

Harassment may involve unwanted/unnecessary physical contact, words, writing or pictures; or isolation or non co-operation, coercion or intrusion by pestering or spying. Any of these behaviours will always be viewed extremely seriously, and a single serious incident can result in summary dismissal for gross misconduct.

#### 3. Responsibility for the Equal Opportunities Policy

All employees are expected to act in accordance with this policy. They must be aware of the implications of equal opportunities legislation when carrying out their duties. Employees contravening this policy may face disciplinary action, and may also find themselves required to pay compensation as a result of legal action taken against them by aggrieved individuals.

#### **4. Complaints of discrimination**

If employees believe that the Equal Opportunities Policy is not being followed and informal attempts to resolve the issue have failed or are inappropriate in the circumstances, the matter should be raised through the Grievance Procedure. (see Staff Handbook Section?).

Employees may always contact their manager or, formally or informally, and in confidence if they wish, to discuss their situation. It is helpful to raise these problems at an early stage.

These internal procedures do not replace or detract from the right of the employees to pursue complaints under the Sex Discrimination (Northern Ireland) Order 1976, the Disability Discrimination Act 1995, the Race Relations (Northern Ireland) Order 1997 and the Employment Equality (Sexual Orientation) Regulations (Northern Ireland) 2003 to an industrial tribunal or, under the Fair Employment and Treatment (Northern Ireland) Order 1998, to a Fair Employment Tribunal

#### **5. People with Disabilities**

The criteria, which the Society applies to prospective employees who are disabled, are that they should be capable of filling the post to a satisfactory standard and without endangering themselves or other people. The Society will attempt to make reasonable adjustments to promote job opportunities and remove barriers for people with disabilities or for employees who become disabled.

#### **6. Equal opportunities monitoring**

In order to measure the success of the policy, equality monitoring is undertaken for all Society employees and prospective employees. The statistics produced are published annually.

#### **7. Equal Opportunities Training**

All employees should gain an understanding of the Society's Equal Opportunities Policy and the Society will endeavour to cover this area as part of each new employee's induction programme.

\* Irish Travellers are recognised by the Race Relations (Northern Ireland) Order 1997 as being members of a racial group.

### **Equality and Diversity Policy**

The Pharmaceutical Society of Northern Ireland is firmly committed to eliminating discrimination and promoting diversity in all areas of our work. We believe that we have much to learn and profit from diverse cultures, experiences and perspectives, and that diversity will make our organisation more effective in meeting the needs of all our stakeholders.

The Equality and Diversity Policy underpins all our other policies and procedures. All organisation policies, remuneration opportunities, hours of work, performance review schemes, disciplinary or other procedures, and benefits are designed to promote equal opportunity and protection for all staff, contractors and volunteers.

We believe that diversity is a means to achieve our ambitions. Diversity is about outreach, inclusion and service delivery as well as the people we employ and involve in our work.

Whilst the Pharmaceutical Society of Northern Ireland is not a public authority, and therefore not subject to Section 75 of the Northern Ireland Act 1998, the organisations seeks to maintain high standards in the application of equality and diversity to all its functions.

### **Principles of the Equality and Diversity Policy**

The Equality and Diversity Policy is based on the following fundamental principles:

- All staff members, Council members, registrants and members of the public are entitled to be treated fairly, regardless of gender, sexual orientation, age, parental or marital status, disability, religion, colour, race, ethnic or national origins, or socio/economic background

- All registrants and members of the public should be afforded equal opportunity to access the services of the Pharmaceutical Society of Northern Ireland
- It is the responsibility of everyone in the organisation to ensure that no form of discrimination is tolerated
- No individual (and/or their family) who raises a concern in good faith should be treated unfairly as a result of raising the concern

## **Aims of the Equality and Diversity Policy**

The overall aim of the Society's Equality and Diversity policy is to:

- Eliminate unlawful discrimination
- Ensure that we treat all individuals fairly, with dignity and respect
- Promote equality of opportunity
- Promote equality of access
- Provide a safe, supportive and welcoming environment - for staff, contractors, Council Members, registrants, visitors and the public at large.
- Integrate our values into our work

This policy applies to every employee, prospective employee, Council Member or person connected with the Pharmaceutical Society of Northern Ireland, and to the services we provide to registrants and the public.

## **Equality and Diversity Policy in the workplace**

The Pharmaceutical Society of Northern Ireland is committed to providing equal opportunities in employment and demonstrating that we value the diversity of our workforce. In order to ensure that equality underpins all aspects of our employment policies, procedures and practices, we will:

- Not unfairly discriminate against any job applicant or employee and, when recruiting, only consider factors which are relevant to someone's ability to perform the job well

- Treat all employees and job applicants fairly in relation to all our employment policies and procedures and meet any reasonable and appropriate additional needs they may have
- Value and respect the identities and cultures of our staff
- Maintain a workplace that is free from discrimination, bullying and harassment and act promptly on any complaints of discrimination, bullying, harassment or victimisation
- Provide a safe working environment, in which individual differences and contributions of all our staff are recognised and valued
- Make the workplace, and information about work, as accessible as we can for all our employees
- Give our employees clear information about job selection and training and encourage all employees to reach their full potential
- Make sure that we work according to the relevant employment legislation and statutory codes of practice
- Continue to develop good practice employment policies and procedures over and above those required by legislation
- Apply this Equality and Diversity Policy through the organisation's recruitment and selection process; training programmes; grievance procedures and all other employment policies
- Apply this Equality and Diversity Policy through the organisation's registration, education and fitness to practise procedures
- Do all we can to give employees and job applicants, registrants and the public, Council members and prospective Council Members, access to complaint procedures if they feel unfairly treated

## **Equality and Diversity policy for registrants and the public**

Service users and potential service users can expect the Pharmaceutical Society of Northern Ireland to:

- Design and deliver appropriate, accessible and effective services to all members of the community
- Work in partnership with others to promote equality and diversity
- Make sure that we provide services that comply with relevant legislation and statutory codes of practice
- Continue developing good practice policies and procedures over and above that required by legislation
- Act promptly if we receive any complaints about the way we provide services

## **Status of the Equality and Diversity policy**

This policy forms part of the formal contract of employment for staff and part of the formal declaration of conduct of Council members upon taking up office. All members of the organisation must abide by this policy - albeit that those in senior or managerial positions or with specific responsibilities for recruitment, selection, training, appraisal and promotion should be especially mindful of the policy. Any failure to comply could result in disciplinary proceedings.

## **Implementing the Equality and Diversity policy**

The Pharmaceutical Society of Northern will make its Equality and Diversity Policy fully effective by:

- Actively promoting it
- Regularly monitoring and reviewing all job selection procedures and criteria and amending them if they result in unfair discrimination
- Making sure that all employees and job applicants, Council Members and prospective Council Members know about this policy
- Taking appropriate action, using agreed procedures, if any employee or Council Member breaches this policy

## **Means of Assessing Equality and Diversity Impacts**

The Society will promote equality of opportunity between:-

- persons of different religious belief, political opinion, racial group, age, marital status and sexual orientation;
- between men and women generally;
- persons with a disability and persons without; and
- persons with dependants and persons without

When reviewing policy, procedures and services for their impact on equality, it is with these categories in mind that the Society will produce an assessment.

More information on the definition of these equality categories can be found in the “examples of equality categories” section of this policy.

## **Managerial Responsibility for implementing the policy**

The Society Director has lead responsibility for implementing and monitoring this policy, but all employees and Council Members have a responsibility to adhere to it in all areas of their work, individually and collectively.

Managers must ensure that their staff are aware of the Society Equality and Diversity policy.

Managers within the Society who deal with breaches to this policy must do so seriously, speedily, sensitively and confidentially

## **Individual Responsibility for implementing the policy**

All employees and Council Members have responsibility for implementing, monitoring and promoting this policy.

All employees and Council Members should:

- Ensure that they understand the Society's Equality and Diversity policy and are clear about its implications i.e. that any breach of the policy will be treated seriously and may lead to disciplinary action not excluding the sanction of dismissal;
- Ensure that they do not discriminate in any matter of employment, decision-making, or service provision by treating all individuals or groups fairly and respectfully;
- Not discriminate against, harass, abuse, intimidate or victimise other employees or service users;
- Not induce or attempt to induce other employees to discriminate against, harass, intimidate or victimise other employees or service users;
- Take appropriate action if there are apparent breaches of the Equality and Diversity Policy

If an employee does not follow these and other requirements of the Equality and Diversity Policy it will be dealt with under the Disciplinary Procedure.

## **Monitoring the Policy**

The Director will review the Equality and Diversity Policy at least annually, to ensure it is appropriate and responsive to relevant legislation. Amendments to the Policy will be made, where appropriate, in the light of experience or changes in guidance and/or legislation.

## **Legislative Guidance**

The Equality and Diversity Policy has been developed within the framework of existing equality and diversity legislation. The above commitment to continual evaluation of the Society's equality and diversity policy will ensure that all new or anticipated legislation will be reviewed and incorporated within the policy as appropriate.

Existing legislation within which the policy has been developed include:

- The Equal pay Act 1970
- The Rehabilitation of Offenders Act 1974
- The Sex Discrimination Act 1975 (&1986)
- The Race Relations Act 1976 (Amendments 2000 & 2003)
- The Employment Protection (Consolidation) Act 1978
- The Trade Union and Labour Relations (Consolidation) Act 1992
- The Disability Discrimination Act 1995 (Amendments 2004)
- The Employment Rights Act 1996
- The Protection from Harassment Act 1997
- The Human Rights Act 1998
- The Children Act 1998
- The Northern Ireland Act 1998
- The Fair Employment and Treatment (Northern Ireland) Order 1998
- The Employment Relations Act 1999
- The Employment Act 2002
- Employment Equality (Religion or Belief) Regulations 2003
- Employment Equality (Sexual Orientation) Regulations 2003
- The Gender Recognition Act 2004
- The Civil Partnership Act 2004
- Employment Equality (Age) Regulations 2006

## Examples of Equality Categories Used in Equality Impact Assessments

Below are examples of groups included within the equality categories that will be referred to in any equality impact assessment conducted by the Society. It is to be stressed that this is presented by way of illustration and is not intended to be exhaustive or definitive. The examples are largely cited from guidance from the Equality Commission for Northern Ireland for bodies conducting equality assessments in Northern Ireland and the particular circumstances that exist therein.

Category	Examples of Groups
<b>Age</b>	<p>For most purposes, the main categories are:</p> <ul style="list-style-type: none"> <li>• Those under 18;</li> <li>• people aged between 18 and 65; and</li> <li>• people over 65.</li> </ul> <p>However, the definition of agegroups will need to be sensitive to the policy under consideration. For example, (i) in relation to employment policies the middle aged are often a vulnerable group, pensionable age is different for men and women and legal ages for working and voting vary; (ii) in relation to policies concerning young people narrower age bands are likely to be more appropriate.</p>
<b>Marital status</b>	Married people; unmarried people; divorced or separated people; widowed people.
<b>Men and women generally</b>	Men (including boys); women (including girls); transgender people; transsexual people.
<b>Persons with a disability</b>	Persons with a disability as defined in Sections 1 and 2 and Schedules 1 and 2 of the Disability Discrimination Act 1995.
<b>Persons with dependants</b>	Persons with primary responsibility for the care of a child; persons with personal responsibility for the

	care of a person with a disability; persons with primary responsibility for the care of a dependant elderly person.
<b>Political opinion</b>	Unionists generally; Nationalists generally; members/supporters of any political party; other.
<b>Racial group</b>	Chinese; Irish Traveller; Indian; Pakistani; Bangladeshi; Black African; Black Caribbean; White; mixed ethnic group; any other ethnic group; nationality.
<b>Religious belief</b>	Protestant; Catholic; Hindu; Jewish; Islam / Muslim; Sikh; Buddhist; other religion; people of no religious belief.
<b>Sexual orientation</b>	Gay; lesbian; bisexual; heterosexual.

# Harassment and Bullying Statement

## 1. Introduction

The Society considers that all staff, Council Members and Committee members have the right to be treated with dignity and respect at work and will seek to ensure that the working environment is sympathetic and conducive to effective job performance.

This statement sets out what is defined as being harassment, bullying and victimisation. It also describes the personal conduct expected of all Society Council Members, Committee members, members of the Society engaged on Society business, staff, contractors, and visitors when interacting with others. The Society is committed to providing a working environment that enables people of all backgrounds and interests to work together and to achieve their potential. To ensure that this can happen the Society does not tolerate any form of harassment, bullying or victimisation. All allegations of such behaviour will be investigated fairly and promptly. All complaints will be handled under the Code of Conduct for Council Members or the Disciplinary procedures for staff members. Everybody needs to be responsible for challenging all forms of harassment and for respecting the dignity of all individuals.

## 2. The legal position

Employers have a duty of care for all their employees. If the mutual trust and confidence between employer and employee is broken, which can occur when bullying or harassment take place, then the employee can resign and claim 'constructive dismissal' on the grounds of breach of contract.

## 3. What is harassment?

Harassment is unwanted conduct affecting the dignity and well-being of women and men at work and can take many forms. It may be related to age, sex, race, disability, religion, nationality or any personal characteristic of the individual and may be persistent or an isolated incident. It includes a range of unsolicited behaviours which, whether intentional or not, create feelings of unease, humiliation, intimidation or discomfort; or cause offence, exclusion or withdrawal, or threaten or appear to threaten, job security or ability to continue in office. The key is that the actions or comments are viewed as demeaning and unacceptable by the recipient. It is not just

an individual whose behaviour may be perceived as harassment groups of people may pick on, harass or bully someone.

#### **4. What is bullying?**

Bullying may be characterised as offensive, intimidating, malicious or insulting behaviour, or an abuse or misuse of power, which undermines, humiliates, denigrates or injures the recipient. It can manifest itself in a variety of ways.

A person in authority can bully a subordinate, a colleague can bully a peer or a group can bully an individual. Bullying is insidious and undermines the ability and confidence of the person who is suffering from it.

Bullying is **not** legitimate, constructive, justifiable and fair criticism of an employee's performance or behaviour at work through the appropriate line management channels with appropriate guidance on proper standards and how to achieve them.

In practice it is sometimes difficult to distinguish between bullying and harassment. Both are about the abuse of power – whether by use of physical strength, behaviour and attitude, or position of authority. If issues of gender, race, disability, sexual orientation, religion or belief are involved, then this would be a form of direct discrimination and therefore unlawful.

#### **5. Responsibility**

Everyone has the responsibility to respect the dignity of others by ensuring that:

- our own behaviour does not constitute harassment in any of its forms we do not condone, either actively or passively, the unacceptable behaviour of others
- when we see unacceptable behaviour taking place we take action to stop it and inform the appropriate authority.

#### **6. Relationships between Council members and staff**

Further guidance on the relationship between Council members and staff is provided in Sections 7 and 8 of the Council Governance Handbook and in the Code of Conduct for employees.

#### **7. Responsibilities of managers**

Managers within the Society have a responsibility to ensure bullying and harassment do not

occur in areas under their control. If managers believe that this might be the case, they should take immediate action as it is helpful to tackle these issues at an early stage. The Society will provide training to managers on dealing with this sensitive issue.

### **8. Complaints of bullying or harassment**

Any individual's complaint of bullying or harassment will be investigated promptly and objectively and the complaint will be taken seriously. The incident will be handled fairly, confidentially and sensitively. The Society will protect any individual who brings a complaint in good faith from victimisation or retaliation.

### **9. Procedures**

Any complaint against a Council member will be handled under the Code of Conduct for Council Members. The procedure is set out in Section 9 of the Council Governance Handbook, Conduct of Council Members. Complaints against employees will be handled through the Society's grievance procedure as set out in the Staff Handbook, Section?

# PROCEDURES FOR CLAIMING EXPENSES

## IMPORTANT GUIDELINES

- All claims must be submitted within 3 months of incurring the expense or the claim may be forfeited.
- All claims must be supported by original receipts.
- All claimants are reminded that the most cost-effective means of travel must be adopted wherever possible.

## REIMBURSABLE EXPENSES

Members of Council shall be entitled to be reimbursed for expenditure on travel incurred while on business of the Society and for costs for accommodation and subsistence **up to limits** stated below, determined by resolution of the Council.

## TRAVEL

**Rail/air** Individuals should adopt the most cost effective methods for travelling by air and rail while on Society business – taking into account their individual circumstances, requirements and the appropriate use of members funds. Please note – all UK and European flights are to be made using standard economy class unless prior approval to upgrade is given by the Finance and House Committee. (Note – Corporate Governance Handbook, Section 12.2)

**Bus/Coach/Taxi** Actual cost may be charged as receipted

**Car** To be used in exceptional circumstances when other modes of transport are not feasible, less economical, excessively time consuming or render the journey inconvenient. Mileage will be reimbursed at a rate of 40p per mile.

## ACCOMMODATION

An overnight subsistence reimbursement of up to £120.00 per night for bed and breakfast may be charged for overnight accommodation while attending meetings in London. Otherwise a rate of up to £90.00 will apply. Where the limits for bed and breakfast are insufficient in particular instances, staff will require the prior approval of the Honorary Treasurer.

## MEAL or SUBSISTENCE ALLOWANCE

Where a main meal or incidental subsistence is required while on business of the Society reasonable costs will be reimbursable on production of original receipts.

### **LOCUM FEES**

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

### **ATTENDANCE FEES**

In the event of attendance fees being Council members will be paid via the Society's payroll. Claims must be received by the Finance Assistant no later than the 10th day of each month for prompt settlement. Any claim for attendance older than three months will only be settled at the discretion of the Hon.Treasurer and or Director. All attendance claims will be paid by 26th day of each month. (Rates: £150 per day, £75 per day, £37.50 per quarter day)

### **DECLARATION**

All expense claims require a declaration that the expenses claimed have been incurred wholly, exclusively, and necessarily in the performance of my duties as a Council Member of the PSNI and confirm that all claims are correct and bona fide.

**PHARMACEUTICAL SOCIETY OF NORTHERN IRELAND**

**73 UNIVERSITY STREET, BELFAST, BT7 1HL**

**BYELAWS**

1. The Council shall meet on the third Thursday of each month except August, or on such other day as the Council may from time to time decide. Such further meetings of the Council shall be held as may be notified by the Secretary upon direction of the President or any seven members of the Council under his or their hands.
2. The Secretary shall send by post notice of each meeting to every member of the Council at least four days before the time of meeting. Every such notice shall contain an agenda on which the last item shall be Questions. This item shall be dealt with after all other business has been transacted.
3. If an amendment or amendments is or are proposed to any resolution, such amendment or amendments shall first be put to the vote in the order in which they are proposed, if more than one, and if an amendment is carried it shall then be put as a substantive resolution. If the amendment or amendments is or are negative the original resolution shall be put to the vote.
4. All resolutions passed at meetings of the Council shall take effect on such date or dates as the Council shall decide. No resolution relating to the making, altering or abrogating of any regulation or byelaw shall be discussed by the Council until the expiration of one month or after such notice of motion shall have been given.
5. When a division has taken place the Secretary shall, on the request of any member, enter on the minutes the names and numbers of the majority and minority and of those declining to vote.
6. The minutes of each meeting of the Council shall be entered in a book kept by the Secretary for that purpose and, if correct, be confirmed by the signature of the Chairman.
7. The minutes of meetings shall contain such motions and amendments as have been proposed and adopted or negatived with the names of proposers and seconders, but without any comments or protests annexed.

8. The election of officers shall be by voting.
9. Members and associates of the Society may, when permitted by the Council, be present at its meetings, but shall not take part in the proceedings.
10. If, in the intervals between the meetings of the Council, a member of the Council sends a notice of motion, in writing, to the Secretary, such notice shall not appear upon the Agenda without the sanction of the President, or in his absence, of the Vice-President, and unless the notice shall have been received seven clear days before the time of meeting.
11. The seal of the Society shall consist of a hand in a circle divided into six parts elaborated, and with the legend, "The Seal of the Pharmaceutical Society of Northern Ireland, MCMXXV".
12. The seal shall be kept in a box which shall be locked with two different locks. The key of one lock shall be in the custody of the President or Vice-President and the key of the other in the custody of the Secretary. The box shall be kept in a safe on the premises of the Society.
13. The seal shall not be impressed on any deed, instrument or certificate, unless in pursuance of a resolution of the Council entered in the minute.
14. The Secretary shall attend at the office of the Society at such times as may be appointed by the Council. He shall attend, and take a record of the proceedings, at all meetings of the Council and Committees, and at the Annual Meetings of the Society and shall make a report of all matters that may come under his notice for the information of the Council and Committees. He shall be responsible for the safe custody of all the books, documents and other property of the Society. He shall consult, and act upon the instructions of, the President or Vice-President, on any business requiring attention between the various meetings. He shall have authority over the clerks and all servants of the Society, whose wages he shall pay. He shall receive such a sum in advance, as the Council may consider sufficient to pay the current expenses of his office. In the unavoidable absence of the Secretary the Council shall nominate a person to act on his behalf.
15. The Treasurer shall be elected from among the members of the Council.
16. It shall be the duty of the Treasurer to maintain an account in a Northern Ireland bank and to ensure that all monies are lodged as soon as possible after their receipt. He shall see that an account is kept of all monies received and pay all accounts as ordered by the Council. All cheques shall be signed by the

President or Vice-President, the Treasurer and the Secretary.

17. The Treasurer shall submit his financial statement to the Council at its meeting in September in each year and also at the Annual Meeting of the Society.
18. The accounts shall be audited before the Annual Meeting by the official auditors of the Society who shall affix their signatures to the financial statement.
19. The financial year shall commence on 1st June and shall terminate on 31st May in the following year.
20. No sum of money exceeding fifty pounds shall be voted or ordered for payment (except for recurring charges) before notice is given in the Agenda of a meeting of the Council.
21. The Council may, from time to time, in its discretion appoint from amongst its members or otherwise such Committees as shall be deemed necessary. The President shall appoint annually the Chairman of each Committee; in his absence from a meeting an acting chairman shall be chosen by the members present.
22. The Annual Meeting of the Society shall be held on the Thursday preceding the first Monday in October, or on any other date within fifteen days at such time and in such place as the Council shall determine.
23. A member may at the Annual Meeting raise any matter or move any motion of which he has given the Secretary notice in writing not later than twenty-eight clear days before the said meeting is to be held.
24. Special general meetings of the Society shall be held on such dates, at such times and places and for such purposes as the Council may determine. Upon the requisition in writing of not less than twenty members requiring the Council to convene a special general meeting for the purpose specified in the requisition such meeting shall accordingly be convened within such reasonable time as the Council think fit. Notice of such meetings shall be sent by the Secretary to each member not less than ten days prior to the meeting.
25. In the event of the President and the Vice-President being unable to act as Chairman at a meeting of the Society the members present shall appoint a member of Council so to act. In the case of an equality of votes the Chairman shall have a casting vote.

26. The Secretary, shall on or before the 1st July of each year, send to every member and Associate of the Society a list of names of those members of Council who retire by rotation on the first Monday in October following. The notice shall specify the facilities provided by the office staff for candidates offering themselves for election or re-election. No member or Associates of the Society shall be qualified to stand for a seat on the Council unless he shall have paid his retention fee for the current year. Any candidature which does not fulfil the above conditions shall be null and void.
27. A new candidate for a seat on the Council shall be proposed and seconded by a member or associate of the Society; the nomination paper, together with a written undertaking by such candidate that he will act if elected, shall be lodged with the Secretary by noon at least twenty-eight clear days before the first Monday in October.
28. A retiring member of the Council who desires to stand for re-election need not be proposed and seconded by a member or associate of the Society but shall notify the Secretary in writing by 12 o'clock noon at least twenty-eight clear days before the first Monday in October of his intention to stand for re-election. The retiring members of the Council shall be ascertained by the Council at the monthly meeting in June each year and the names shall be recorded in the minutes of that meeting.
29. If the number of members nominated and willing to accept office is equal to the number of vacancies to be filled the chairman at the Annual Meeting shall declare those nominated to be elected. If the number of members nominated and willing to accept office is less than the number of vacancies, the Council shall nominate as many as may be required to form a complete list of members willing to fill all the vacancies in the Council. The members named in the list so formed shall at the Annual Meeting be declared by the Chairman to have been elected.
30. Except in the circumstances for which provision is made in the last preceding Byelaw the Secretary shall send, not less than ten days prior to the Annual Meeting, a voting paper to every member and associate of the Society together with a list of the attendances of the retiring members of the Council and Committees since last elected or appointed. The voting papers shall be as nearly as may be in the form set out in the first Schedule to these Byelaws.
31. The completed voting papers shall be transmitted in the envelope provided to the independent body responsible for the counting of the votes so as to be received by them not later than 12 o'clock noon on the day of the Annual Meeting. The independent body shall ascertain the number of votes given for each candidate and shall make to the Secretary a return signed by them of the names of the

candidates and the number of votes given to each candidate.

32. The Secretary shall, as soon as may be possible, send to each member and associate of the Society a copy of the return received by him from the independent body. He shall declare to have been elected the members who, according to the independent body's return have the majority and in the case of an equality of votes the President, or if the office is vacant the Vice-President, shall have a second or casting vote.

**FIRST SCHEDULE**  
**FORM OF VOTING PAPER**  
**THE PHARMACEUTICAL SOCIETY OF**  
**NORTHERN IRELAND**  
**73 UNIVERSITY STREET, BELFAST, BT7 1HL**

For the election of Pharmaceutical Chemist representatives of the Council

- |          |           |
|----------|-----------|
| 1. _____ | 6. _____  |
| 2. _____ | 7. _____  |
| 3. _____ | 8. _____  |
| 4. _____ | 9. _____  |
| 5. _____ | 10. _____ |

**INSTRUCTIONS FOR VOTING**

Every member and associate voting must place an X in the square next to the name of each member for whom he intends to vote. A member or associate may vote for any number of pharmaceutical chemist representatives not exceeding six. If more than six squares in the case of the pharmaceutical chemist representatives be marked the voting paper will be void. The voting paper must be transmitted, in the envelope provided, by the member to the independent body responsible for the counting of the votes so as to be received by them not later than 12 o'clock noon on the day of the Annual Meeting. The member transmitting his voting paper under cover must put his name and address and sign his name on the outside of the envelope provided, or the voting paper will be void.

The following are the members who remain on the Council:-

Form of address, etc. on cover

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_
4. \_\_\_\_\_
5. \_\_\_\_\_
6. \_\_\_\_\_
7. \_\_\_\_\_
8. \_\_\_\_\_
9. \_\_\_\_\_
10. \_\_\_\_\_
11. \_\_\_\_\_
12. \_\_\_\_\_

## VOTING PAPER

Member's Name: \_\_\_\_\_

Member's Address: \_\_\_\_\_

Member's Signature: \_\_\_\_\_

The voting paper must be returned to the independent body responsible for counting of the votes not later than twelve o'clock noon on the day of the Annual Meeting.

- 33.** The election of honorary members of the Society shall be subject to the following provisions:-
- (a) No person, save a member of the Council, shall be entitled to propose or second a person for honorary membership.
  - (b) The Council shall not proceed to the election of an honorary member unless notice of motion shall have been given at a meeting of the Council prior to that on which the election takes place.
- 34.** The Council may designate as fellows of the Society such members of the Society of not less than ten years' standing as in the opinion of the Council have made outstanding contributions to the advancement of pharmaceutical knowledge or attained distinction in the science, practice, profession or history of pharmacy.
- 35.** Designation under the preceding byelaw shall take place only at the June or December meeting of the Council in any year. Members designated as fellows of the Society shall be so designated only so long as they remain members.
- 36.** No direction for the erasure of a name from the Register shall be made by the Council unless a notice of the intention to have such a direction made shall have appeared on the agenda.
- 37.** The Secretary shall send to every member, associate or student who has not paid his retention fee before the 1st day of June in each year in respect of which fee is payable, a notice that payment is due, addressed to his address on the Register.

38. The Council may by resolution enter into a reciprocal agreement with a pharmaceutical authority empowered to grant certificates of qualification to practise pharmacy in any place outside the United Kingdom, for registration as a pharmaceutical chemist under the Pharmacy and Poisons Act (Northern Ireland) 1925 to 1955, with or without examination, or any person who satisfies the following conditions, that is to say:-
- (a) is resident in Northern Ireland.
  - (b) produces evidence to the satisfaction of the Council of identity;
  - (c) that he has passed a qualifying examination specified in a reciprocal agreement;
  - (d) that he is registered as a pharmacist in the place in which he has passed his examination,
  - (e) produced a declaration made in accordance with the Statutory Declarations Act 1835, that he is the person referred to in the documents produced by him and that they are his property.
39. Subject and without prejudice to the powers for the time being vested in the General Meeting of the Society by Statute or by these Byelaws, the Council shall have the sole and entire management of the Society, and of the income, property and funds thereof, for the uses, purposes and benefit of the Society, and the property and funds of the Society may, subject to any special trust affecting particular funds, be invested from time to time by the Council in any manner for the time being authorised by law for the investment of trust funds or in any manner authorised by sub-section (2) of Section 8 of the Pharmacy and Poisons Act (Northern Ireland) 1955.
40. The property and funds of the Society, other than monies from time to time in the hands of the Secretary and required to meet the usual accruing liabilities of the Society, shall not be disposed of, or otherwise dealt with, except in pursuance of a resolution of the Council.
41. The Council may from time to time make such grants as they may think proper from the general funds of the Society to the Northern Ireland Chemists' Benevolent Fund.
42. No member shall be co-opted to the Council unless he has signed a written undertaking to make regular attendances at meetings of the Council and its Committees. A member who fails to attend five meetings of the Council in any year shall, if the other members of the Council so agree, cease to be a member of Council.