
Standing orders of the:

- People and Resources Committee
 - Education and Training Committee
 - Audit and Risk Assurance Committee
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Executive Summary

Each of the Council's committees should review its standing orders regularly to ensure that these remain appropriate and dynamic in response to any changes within the organisation or to the environment in which the HCPC is operating. It is good practice for the standing orders to be reviewed in conjunction with the review of a committee's effectiveness so that any amendments as a result of the review can be reflected in the standing orders and recommended to the Council for approval.

The People and Resources Committee (PRC) reviewed its effectiveness and the standing orders at its meeting on 28 February 2024. The Education and Training Committee (ETC) reviewed its effectiveness and standing orders at its meeting on 6 March 2024. Reviews of the effectiveness of the Audit and Risk Assurance Committee (ARAC) took place in 2023 and 2024 and the standing orders were reviewed at the ARAC meeting on 13 March 2024.

Changes are proposed to the standing orders of each committee to reflect current practice in relation to approving and circulating the minutes of each meeting and reporting to the Council. These changes reflect that the minutes of each meeting are no longer signed by the chair of the committee. Minor typographical changes were made at the same time, principally for reasons of consistency.

In addition, the following specific changes are proposed in respect of each of the committees:

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| PRC | <ul style="list-style-type: none">– To remove the review of competency frameworks for partner roles from the PRC's terms of reference as this was felt to be more appropriately carried out by executive management. The PRC will continue to review and provide assurance more generally to the Council on the recruitment, retention, training, and performance of partners.– To include the HCPC's sustainability plans within the terms of reference, in addition to the estates strategy, following the approval of the sustainability statement by the Council in July 2023. |
| ETC | <ul style="list-style-type: none">– To reflect changes to the administration of Education and Training Panels agreed by the ETC in 2023 and clarify the matters on which the panels can make decisions. This resulted in the standing orders |
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| | <p>for Education and Training Panels being set out as a separate annex to the ETC's standing orders.</p> <ul style="list-style-type: none"> – To reduce the membership of the Education and Training Panels to two members, with a third member identified as a reserve to ensure quorum requirements can be met. |
| ARAC | <ul style="list-style-type: none"> – To specifically include the review of the effectiveness of internal and external audit periodically and terms of engagement in the ARAC's terms of reference, although these areas had been included in practice. – To specifically provide for meetings of the Committee with representatives of the external and internal auditors without management present, which had been taking place already. – To specifically refer to the review of assurance activity relating to the control framework for the management of risk, governance and compliance requirements undertaken by the ARAC through reporting in the Unified Assurance Framework. |
| Previous consideration | <p>The standing orders of the PRC were last reviewed and amended in February 2022.</p> <p>The standing orders of the ETC were last reviewed and amended by the Council in February 2023.</p> <p>The standing orders of the ARAC were last reviewed and amended by the Council in December 2020.</p> |
| Decision | <p>The Council is asked to approve the changes to each of the standing orders as recommended by the relevant committee followings a review of its standing orders.</p> |
| Next steps | <p>Subject to the Council's approval, the revised standing orders for each of the committees will be published on the HCPC's website as part of its Code of Corporate Governance.</p> |
| Strategic priority | <p>Build a resilient, healthy, capable and sustainable organisation.</p> |
| Financial and resource implications | <p>None identified.</p> |
| EDI impact and Welsh Language Standards | <p>None identified.</p> |
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People and Resources Committee

Standing Orders

1. Terms of Reference

The People and Resources Committee (the Committee) is to:

People

- 1.1 Provide assurance to the Council on the HCPC's performance as an employer, including the suitability and effectiveness of its HR policies, internal EDI practice and the health of the organisational culture.
- 1.2 Provide assurance to the Council on the recruitment, retention, training and performance of the HCPC's Partners.

Finance

- 1.3 Review the HCPC's ongoing financial and organisational sustainability to ensure the overall strategy set by the Council remains deliverable.
- 1.4 Review and recommend the annual budget and quarterly budget reforecast to the Council.
- 1.5 Review the major variances to budget and forecast to assure the Council of the rationale for the variances.

Investment

- 1.6 Consider and recommend to the Council policies on financial management, investment and reserves.
- 1.7 Consider and award, or, where the Committee considers significant policy issues are involved, recommend that the Council award, major contracts.
- 1.8 Provide the Executive with advice and support on the development and delivery of the Digital Transformation and Estates strategies and sustainability plans.

Organisational Performance

- 1.9 Review the HCPC's ongoing work to improve the efficiency and effectiveness of the HCPC including monitoring performance indicators and providing assurance on improvement programmes where requested by the Council.

2. Membership and Quorum

- 2.1 The Committee comprises five members, appointed by the Chair of the Council, of which:
 - 2.1.1 at least one member must have recent, significant and relevant financial experience; and
 - 2.1.2 at least one member must not be a member of the Council.
- 2.2 No member of the Audit and Risk Assurance Committee can be a member of the People and Resources Committee.
- 2.3 The quorum at a meeting of the Committee is any three members. If, during a meeting of the Committee, a quorum ceases to exist, the meeting must be dissolved and all remaining business adjourned to the next meeting of the Committee.

3. Chair

- 3.1 The Chair, who is appointed by the Chair of the Council, is to preside at any Committee meeting.
- 3.2 If the Chair is absent from or unable to preside at a meeting, the members present must nominate another member to serve as chair at that meeting.
- 3.3 The Chair must provide a report on the work of the Committee to the Council following each meeting of the Committee.

4. Frequency and Notice of Meetings

- 4.1 As a minimum the Committee must meet four times in each year, on dates which coincide with key dates within the financial planning cycle.
- 4.2 The Secretary must give members at least seven days' notice of the time and place of a meeting. Failure to send notice of a meeting to a member does not invalidate the proceedings of that meeting.

5. Agenda

- 5.1 The Secretary must issue an agenda for each meeting. Except in cases of urgency or where circumstances make it impracticable to do so, the agenda for a meeting and any accompanying papers must be sent to members at least seven days before the meeting.

6. Transparency

- 6.1 All Committee meetings must be open to the public unless the business under consideration concerns:
 - a) information relating to a registrant, former registrant or applicant for registration;

- b) information relating to an employee or office holder, former employee office holder or an applicant for any post or office;
- c) the terms of, or expenditure under, a tender or contract for the purchase or supply of goods or services or the acquisition or disposal of property;
- d) negotiations or consultation concerning labour relations between the Council and its employees;
- e) any issue relating to legal proceedings which are being contemplated or instituted by or against the Council;
- f) action being taken to prevent or detect crime or to prosecute offenders;
- g) the source of information given to the Committee in confidence; or
- h) any other matter which, in the opinion of the Chair, is confidential or the public disclosure of which would prejudice the effective discharge of the Committee's or the Council's functions.

7. Minutes of meetings

- 7.1 The Secretary must keep minutes of each meeting, which must include a record of the members present at that meeting. Draft minutes will be circulated promptly to all members of the Committee and attendees following the meeting, who will be invited to review these for factual accuracy.
- 7.2 At each meeting, the minutes of the preceding meeting must be approved (or approved subject to amendments) as an accurate record of that meeting. The approved minutes of a meeting, unless the contrary is proved, are conclusive proof of the proceedings of that meeting.
- 7.3 The minutes of each meeting will be provided to the Council following each meeting. This may occur prior to the minutes being approved by the Committee.

8. Conduct of Meetings

- 8.1 The order of business at a meeting must follow that set out in the agenda unless it is varied by the Chair with the consent of the meeting.
- 8.2 A member may only initiate a debate or move a motion on a matter which is not on the agenda with the consent of the Chair. All motions must relate to matters that are within or related to the functions of the Committee.
- 8.3 A member must speak to the subject under discussion. The Chair may call attention to any irrelevance, repetition or other improper conduct on the part of a member and, where the member persists in that conduct, may direct that member to cease speaking.
- 8.4 A ruling by the Chair on any question of order, whether or not provided for by the Standing Orders, is final and not open to debate.

9. Voting

- 9.1 Except where these Standing Orders specify otherwise, any question at a meeting is to be decided by a majority of the members present voting by a show of hands. In the event of an equality of votes, the Chair is entitled to an additional casting vote.

10. Disorder

- 10.1 Members must comply with the Code of Conduct adopted by the Council.
- 10.2 If, in the Chair's opinion, a member has persistently disregarded the ruling of the Chair or behaved in a manner which is obstructing the business of the meeting, the Chair may order that member to withdraw from the whole or part of the remainder of the meeting.
- 10.3 If a person other than a member interrupts the proceedings at any meeting, the Chair may order that person to be removed from the meeting or may order the part of the room which is open to the public to be cleared.
- 10.4 In the event of a disturbance which, in the Chair's opinion, prevents the orderly conduct of business, the Chair may adjourn the meeting for a period that the Chair considers appropriate.

11. Members' interests

- 11.1 Members must make a declaration of their personal interests in the form required by the Council (which must be published in the Council's Register of Members' Interests) and must ensure that their interests as set out in that Register are accurate and up to date.
- 11.2 The agenda for every meeting must include as an item of business the declaration of interests.
- 11.3 A member who has a personal interest in any matter under consideration at that meeting, whether or not declared in the Register of Members' Interests, must promptly disclose that interest to the meeting. If the interest is a prejudicial interest, the member must withdraw from the meeting during the Committee's consideration of that matter.

12. Approval of resolutions without meeting

- 12.1 A resolution which, with the Chair's consent, is circulated to, and approved in writing or electronic form by at least four of the members entitled to receive notice of and attend a Committee meeting is as valid as if it had been passed at such a meeting.

13. Virtual meetings

- 13.1 Meetings of the Committee may be held by electronic means, without any number of the members participating in the meeting being together at the same place.

- 13.2 Where a meeting is to be conducted by electronic means, the notice under Standing Order 4.2 must include the arrangements for members to access the meeting.
- 13.3 At a meeting held by electronic means, members must be able:
- a) to hear and be heard by (and, where practicable, to see and be seen by) the other participating members and any person invited to participate in the meeting; and
 - b) to be heard by (and, where practicable, seen by) any members of the public or the press attending the meeting.
- 13.4 At a meeting held by electronic means, the Chair is to determine the method by which votes are to be cast and Standing Order 9.1 does not apply.
- 13.5 Where practicable, the Committee must make arrangements (such as by telephone or video conference or live webcast or streaming) for the public and press to be able to attend remotely a meeting held by electronic means.

14. The Secretary

- 14.1 The Secretary to the Council, or any other person that the Secretary to the Council may appoint, is to be the Secretary to the Committee (the Secretary).

15. Effectiveness

- 15.1 The Committee should periodically review its own effectiveness and report to the Council on this assessment.

16. Adoption

- 16.1 These Standing Orders were adopted by the Council on 20 March 2024 and supersede all previous versions. They apply to any Committee meeting held after that date.

Education and Training Committee

Standing Orders

1. Terms of Reference

- 1.1 The Education and Training Committee (the Committee) is to perform:
 - a) the functions conferred on it by or under the Health Professions Order 2001 (the Order); and
 - b) and other functions that the Council may require it to undertake.
- 1.2 The Education and Training Committee has established a panel of the Committee (an Education and Training Panel or a Panel) to conduct one or more of the items of business of the Committee specified in rule 6(3) of The Health and Care Professions Council (Education and Training Committee) (Constitution) Rules 2023. The standing orders for the Education and Training Panel are set out in an annex to these Standing Orders.

2. Membership and Quorum

- 2.1 The composition of the Education and Training Committee is determined by the Council in The Health and Care Professions Council (Education and Training Committee) (Constitution) Rules 2023.
- 2.2 The quorum at a meeting of the Committee is any three members. If, during a meeting, a quorum ceases to exist, the meeting must be dissolved and all remaining business adjourned to the next meeting of the Committee.

3. Chair

- 3.1 The Chair, who is appointed by the Chair of the Council, is to preside at any Committee meeting.
- 3.2 If the Chair is absent from or unable to preside at a meeting, the members present must nominate another member to serve as chair at that meeting.
- 3.3 The Chair must provide a report on the work of the Committee to the Council following each meeting of the Committee.

4. Frequency and Notice of Meetings

- 4.1 The Committee will meet as required, which will usually be four times in each year.
- 4.2 Where a Committee meeting is held the Secretary must give members at least seven days' notice of the time and place of a meeting. Failure to send notice of a meeting to a member does not invalidate the proceedings of that meeting.

5. Decision Making

- 5.1 The Committee and Panel shall make decisions based on a tier system set out as follows:
 - a) Tier 1 - Papers-based
 - b) Tier 2 - Panel meeting
 - c) Tier 3 - Committee meeting
- 5.2 The operation of each Tier is as follows:
 - a) Tier 1 – where only the visitors' view is presented to the Panel, and the executive considers there is no information which suggests that the Panel will make a decision other than the one recommended by the visitors, papers shall be shared with all Panel members, who will be Committee members, who have a set period of time to confirm their approval or rejection of the visitors' recommendations. The decision cannot relate to the non-approval or withdrawal of approval of a programme and can only relate to the items of business specified in rule 6(3) of The Health and Care Professions Council (Education and Training Committee) (Constitution) Rules 2023 as set out in Standing Order 1.2 and the standing orders of the Panel;
 - b) Tier 2 – Panel meetings shall be arranged in advance where the executive considers that discussion is likely to be required to make a decision, but the decision does not relate to the non-approval or withdrawal of approval of a programme and can only relate to the items of business specified in rule 6(3) of The Health and Care Professions Council (Education and Training Committee) (Constitution) Rules 2023 as set out in Standing Order 1.2 and the standing orders of the Panel;
 - c) Tier 3 – Items shall be added to existing Committee meetings or one item meetings or a resolution of the Committee without a meeting as permitted in Standing Order 13 shall be arranged where an urgent decision is required. Decisions in relation to the non-approval or withdrawal of approval of a programme or that are not items of business for a Panel as specified in rule 6(3) of The Health and Care Professions Council (Education and Training Committee) (Constitution) Rules 2023 and the standing orders of the Panel may be made by the Committee.

6. Agenda

- 6.1 The Secretary must issue an agenda for each meeting. Except in cases of urgency or where circumstances make it impracticable to do so, the agenda for a meeting and any accompanying papers must be sent to members at least seven days before the meeting.

7. Transparency

- 7.1 All Committee meetings must be open to the public unless the business under consideration concerns:
- a) information relating to a registrant, former registrant or applicant for registration;
 - b) information relating to an employee or office holder, former employee office holder or an applicant for any post or office;
 - c) the terms of, or expenditure under, a tender or contract for the purchase or supply of goods or services or the acquisition or disposal of property;
 - d) negotiations or consultation concerning labour relations between the Council and its employees;
 - e) any issue relating to legal proceedings which are being contemplated or instituted by or against the Council;
 - f) action being taken to prevent or detect crime or to prosecute offenders;
 - g) the source of information given to the Committee in confidence; or
 - h) any other matter which, in the opinion of the Chair, is confidential or the public disclosure of which would prejudice the effective discharge of the Committee's or the Council's functions.

8. Minutes of meetings

- 8.1 The Secretary must keep minutes of each meeting, which must include a record of the members present at that meeting. Draft minutes will be circulated promptly to all members of the Committee and attendees following the meeting, who will be invited to review these for factual accuracy.
- 8.2 At each meeting, the minutes of the preceding meeting must be approved (or approved subject to amendments) as an accurate record of that meeting. The approved minutes of a meeting, unless the contrary is proved, are conclusive proof of the proceedings of that meeting.
- 8.3 The minutes of each meeting of the Committee will be provided to the Council following each meeting. This may occur prior to the minutes being approved by the Committee.

9. Conduct of Meetings

- 9.1 The order of business at a meeting must follow that set out in the agenda unless it is varied by the Chair with the consent of the meeting.

- 9.2 A member may only initiate a debate or move a motion on a matter which is not on the agenda with the consent of the Chair. All motions must relate to matters that are within or related to the functions of the Committee.
- 9.3 A member must speak to the subject under discussion. The Chair may call attention to any irrelevance, repetition or other improper conduct on the part of a member and, where the member persists in that conduct, may direct that member to cease speaking.
- 9.4 A ruling by the Chair on any question of order, whether or not provided for by the Standing Orders, is final and not open to debate.

10. Voting

- 10.1 Except where the Order or these Standing Orders specify otherwise, any question at a meeting is to be decided by a majority of the members present voting by a show of hands.
- 10.2 In the event of an equality of votes, the Chair is entitled to an additional casting vote.

11. Disorder

- 11.1 Members must comply with the Code of Conduct adopted by the Council.
- 11.2 If, in the Chair's opinion, a member has persistently disregarded the ruling of the Chair or behaved in a manner which is obstructing the business of the meeting, the Chair may order that member to withdraw from the whole or part of the remainder of the meeting.
- 11.3 If a person other than a member interrupts the proceedings at any meeting, the Chair may order that person to be removed from the meeting or may order the part of the room which is open to the public to be cleared.
- 11.4 In the event of a disturbance which, in the Chair's opinion, prevents the orderly conduct of business, the Chair may adjourn the meeting for a period that the Chair considers appropriate.

12. Members' interests

- 12.1 Members must make a declaration of their personal interests in the form required by the Council (which must be published in the Council's Register of Members' Interests) and must ensure that their interests as set out in that Register are accurate and up to date.
- 12.2 The agenda for every meeting must include as an item of business the declaration of interests.
- 12.3 A member who has a personal interest in any matter under consideration at that meeting, whether or not declared in the Register of Members' Interests, must promptly disclose that interest to the meeting. If the interest

is a prejudicial interest, the member must withdraw from the meeting during the Committee's consideration of that matter.

13. Virtual meetings

- 13.1 Meetings of the Committee should be held by electronic means where possible, without any number of the members participating in the meeting being required to be together at the same place.
- 13.2 Where a meeting is to be conducted by electronic means, the notice under Standing Order 4.2 must include the arrangements for members to access the meeting.
- 13.3 At a meeting held by electronic means, members must be able:
 - a) to hear and be heard by (and, where practicable, to see and be seen by) the other participating members and any person invited to participate in the meeting; and
 - b) to be heard by (and, where practicable, seen by) any members of the public or the press attending the meeting.
- 13.4 At a meeting held by electronic means, the Chair is to determine the method by which votes are to be cast and Standing Order 10.1 does not apply.
- 13.5 Where practicable, the Committee must make arrangements (such as by telephone or video conference or live webcast or streaming) for the public and press to be able to attend remotely a meeting held by electronic means.

14. Approval of resolutions without meeting

- 14.1 A resolution which, with the Chair's consent, is circulated to, and approved in writing or electronic form by at least three quarters of the members entitled to receive notice of and attend a Committee meeting is as valid as if it had been passed at such a meeting.

15. The Secretary

- 15.1 The Secretary to the Council, or any other person that the Secretary to the Council may appoint, is to be the Secretary to the Committee (the Secretary).

16. Effectiveness

- 16.1 The Committee should periodically review its own effectiveness and report to the Council on this assessment.

17. Adoption

- 17.1 These Standing Orders were adopted by the Council on 20 March 2024 and supersede all previous versions. They apply to any Committee meeting held after that date.

Education and Training Panel

Standing Orders

1. Terms of Reference

- 1.1 The Education and Training Panel is to conduct one or more of the items of business of the Committee specified in rule 6(3) of The Health and Care Professions Council (Education and Training Committee) (Constitution) Rules 2023. These items of business are:
- a) considering visitors' reports and, if thought fit, approving the course of education or training, qualification or institution to which a report and observations (if any) relate;
 - b) considering and, if thought fit, approving a recommendation for a focussed review arising from the monitoring of an approved programme; and
 - c) considering focused review reports, and if thought fit, providing a continue to approve recommendation.
- 1.2 No other business can be conducted by the Education and Training Panel (the Panel), including the non-approval or withdrawal of approval from an approved programme. Any other business will be undertaken by the Education and Training Committee.

2. Membership and Quorum

- 2.1 The composition of the Panel is any two Committee members.
- 2.2 The quorum for a Panel is two members. Where a Panel decision is papers-based, this requires the approval of any two members.
- 2.3 If, during a meeting, a quorum ceases to exist, the meeting must be dissolved and all remaining business adjourned to the next meeting of a Panel.

3. Chair

- 3.1 The members of a Panel must nominate one of their number to act as Chair of a meeting or where a decision is papers-based.
- 3.2 The Chair will sign any decision notices of the Panel following a meeting or a papers-based decision.

4. Frequency and Notice of Meetings

- 4.1 The Panel will be convened as required, which will usually be monthly.

- 4.2 Panel meetings are only required for decisions that require discussion as set out in Standing Order 5.2.
- 4.3 A papers-based approval route for a Panel will be used for all other pre-defined decisions as set out in Standing Order 5.2, with Panel members confirming or rejecting such decisions through correspondence.
- 4.4 Where a Panel meeting is held the Secretary must give members at least seven days' notice of the time and place of a meeting. Failure to send notice of a meeting to a member does not invalidate the proceedings of that meeting.

5. Decision Making

- 5.1 The Committee and Panel shall make decisions based on a tier system set out as follows:
 - a) Tier 1 - Papers-based
 - b) Tier 2 - Panel meeting
 - c) Tier 3 - Committee meeting
- 5.2 The operation of each Tier is as follows:
 - a) Tier 1 – where only the visitors' view is presented to the Panel, and the executive considers there is no information which suggests that the Panel will make a decision other than the one recommended by the visitors, papers shall be shared with all Panel members, who have a set period of time to confirm their approval or rejection of the visitors' recommendations. The decision cannot relate to the non-approval or withdrawal of approval of a programme and can only relate to the items of business specified in these standing orders;
 - b) Tier 2 – Panel meetings shall be arranged in advance where the executive considers that discussion is likely to be required to make a decision. The decision cannot relate to the non-approval or withdrawal of approval of a programme and can only relate to the items of business specified in these standing orders;
 - c) Tier 3 – Items shall be added to existing Committee meetings or one item meetings or a resolution of the Committee without a meeting as permitted in Standing Order 12 shall be arranged where an urgent decision is required. Decisions in relation to the non-approval or withdrawal of approval of a programme or that are not items of business for a Panel as specified in these standing orders may be made by the Committee.

6. Agenda

- 6.1 The Secretary must issue an agenda for each meeting. Except in cases of urgency or where circumstances make it impracticable to do so, the agenda for a meeting and any accompanying papers must be sent to members at least seven days before the meeting.

7. Minutes of meetings

- 7.1 The Secretary must keep minutes of each meeting, which must include a record of the members present at that meeting. Draft minutes will be circulated promptly to all members of the Panel and attendees following the meeting, who will be invited to review these for factual accuracy.
- 7.2 The minutes of the meeting of any Panel will be approved (or approved subject to amendments) as an accurate record of that meeting by the Education and Training Committee at its next meeting. The approved minutes of a meeting, unless the contrary is proved, are conclusive proof of the proceedings of that meeting.

8. Conduct of Meetings

- 8.1 The order of business at a meeting must follow that set out in the agenda unless it is varied by the Chair with the consent of the meeting.
- 8.2 A member may only initiate a debate or move a motion on a matter which is not on the agenda with the consent of the Chair. All motions must relate to matters that are within or related to the functions of the Panel.
- 8.3 A member must speak to the subject under discussion. The Chair may call attention to any irrelevance, repetition or other improper conduct on the part of a member and, where the member persists in that conduct, may direct that member to cease speaking.
- 8.4 A ruling by the Chair on any question of order, whether or not provided for by the Standing Orders, is final and not open to debate.

9. Voting

- 9.1 Except where these Standing Orders specify otherwise, any question at a meeting is to be decided by a majority of the members present voting by a show of hands.
- 9.2 In the event of an equality of votes, the Chair is entitled to an additional casting vote.

10. Disorder

- 10.1 Members must comply with the Code of Conduct adopted by the Council.
- 10.2 If, in the Chair's opinion, a member has persistently disregarded the ruling of the Chair or behaved in a manner which is obstructing the business of the meeting, the Chair may order that member to withdraw from the whole or part of the remainder of the meeting.
- 10.3 If a person other than a member interrupts the proceedings at any meeting, the Chair may order that person to be removed from the meeting or may order the part of the room which is open to the public to be cleared.

- 10.4 In the event of a disturbance which, in the Chair's opinion, prevents the orderly conduct of business, the Chair may adjourn the meeting for a period that the Chair considers appropriate.

11. Members' interests

- 11.1 Members must make a declaration of their personal interests in the form required by the Council (which must be published in the Council's Register of Members' Interests) and must ensure that their interests as set out in that Register are accurate and up to date.
- 11.2 The agenda for every meeting must include as an item of business the declaration of interests.
- 11.3 A member who has a personal interest in any matter under consideration at that meeting, whether or not declared in the Register of Members' Interests, must promptly disclose that interest to the meeting. If the interest is a prejudicial interest, the member must withdraw from the meeting during the Panel's consideration of that matter.

12. Virtual meetings

- 12.1 Meetings of a Panel should be held by electronic means where possible, without any number of the members participating in the meeting being required to be together at the same place.
- 12.2 Where a meeting is to be conducted by electronic means, the notice under Standing Order 4.4 must include the arrangements for members to access the meeting.
- 12.3 At a meeting held by electronic means, members must be able:
- a) to hear and be heard by (and, where practicable, to see and be seen by) the other participating members and any person invited to participate in the meeting; and
 - b) to be heard by (and, where practicable, seen by) any members of the public or the press attending the meeting.
- 12.4 At a meeting held by electronic means, the Chair is to determine the method by which votes are to be cast and Standing Order 9.1 does not apply.
- 12.5 Where practicable, the Panel must make arrangements (such as by telephone or video conference or live webcast or streaming) for the public and press to be able to attend remotely a meeting held by electronic means.

13. The Secretary

- 13.1 The Secretary to the Council, or any other person that the Secretary to the Council may appoint, is to be the Secretary to the Panel (the Secretary).

Audit and Risk Assurance Committee

Standing Orders

1. Terms of Reference

The Audit and Risk Assurance Committee (the Committee) is to:

- 1.1 Advise the Council and the Registrar (as Accounting Officer) on the appointment of internal and external auditors.
- 1.2 Approve internal and external audit programmes and fees and any other terms of engagement.
- 1.3 Review the external auditors' management letters and any other relevant reports and the adequacy of management's response, reporting on these to the Council as appropriate.
- 1.4 Receive reports on the internal audit work plan and the adequacy of management's response and consider appropriate action arising from them.
- 1.5 Review the effectiveness of internal and external audit periodically, including resourcing and access and quality assurance processes.
- 1.6 Review the annual report and accounts, including; the governance statement, the process for review of the accounts prior to submission to auditors, the level of error identified and management's letters of representation to the external auditors, making recommendations to the Council and the Registrar (as Accounting Officer) as appropriate.
- 1.7 Review any changes to the risk appetite, Strategic Risk Register and advise the Council and Accounting Officer on the adequacy of processes and controls to monitor and manage strategic and operational risk.
- 1.8 Review assurance activity relating to the control framework for the management of risk, governance and compliance requirements for the HCPC.
- 1.9 At the Council's request, advise it on matters of corporate governance (but without limiting the Committee's power to make recommendations to the Council on corporate governance issues arising from the work of the internal and external auditors).
- 1.10 Review and approve the HCPC's internal whistleblowing, anti-fraud and anti-bribery policies and monitor their operation, escalating to Council as required.

- 1.11 Consider and make recommendations to the Council and the Registrar (as Accounting Officer) as appropriate on the Council's accounting policies.
- 1.12 The Committee may procure specialist advice at the expense of the HCPC taking into account the HCPC's financial regulations.

2. Membership and Quorum

- 2.1 The Audit and Risk Assurance Committee comprises four members, appointed by the Chair, of which:
 - 2.1.1 at least one member must have recent, significant and relevant financial experience;
 - 2.1.2 at least two members must be members of the Council; and
 - 2.1.3 at least one member must not be a member of the Council.
- 2.2 No member of the Audit and Risk Assurance Committee can be a member of the People and Resources Committee or Remuneration Committee.
- 2.3 The quorum at a meeting of the Committee is any three members. If, during a meeting of the Committee, a quorum ceases to exist, the meeting must be dissolved and all remaining business adjourned to the next meeting of the Committee.

3. Chair

- 3.1 The Chair, who is appointed by the Chair of the Council, is to preside at any Committee meeting.
- 3.2 If the Chair is absent from or unable to preside at a meeting, the members present must nominate another member to serve as chair at that meeting.
- 3.3 The Chair must provide a report on the work of the Committee to the Council following each meeting of the Committee.

4. Frequency and Notice of Meetings

- 4.1 As a minimum the Audit and Risk Assurance Committee must meet three times in each year, on dates which coincide with key dates within the financial reporting and audit cycles.
- 4.2 The Secretary must give members at least seven days' notice of the time and place of a meeting. Failure to send notice of a meeting to a member does not invalidate the proceedings of that meeting.
- 4.3 At least once each financial year the Committee will meet with representatives of the external and internal auditors without management being present to discuss their remit and any issues arising from their audits.

5. Agenda

- 5.1 The Secretary must issue an agenda for each meeting. Except in cases of urgency or where circumstances make it impracticable to do so, the agenda for a meeting and any accompanying papers must be sent to members at least seven days before the meeting.

6. Transparency

- 6.1 All Committee meetings must be open to the public unless the business under consideration concerns:
- a) information relating to a registrant, former registrant or applicant for registration;
 - b) information relating to an employee or office holder, former employee office holder or an applicant for any post or office;
 - c) the terms of, or expenditure under, a tender or contract for the purchase or supply of goods or services or the acquisition or disposal of property;
 - d) negotiations or consultation concerning labour relations between the Council and its employees;
 - e) any issue relating to legal proceedings which are being contemplated or instituted by or against the Council;
 - f) action being taken to prevent or detect crime or to prosecute offenders;
 - g) the source of information given to the Committee in confidence; or
 - h) any other matter which, in the opinion of the Chair, is confidential or the public disclosure of which would prejudice the effective discharge of the Committee's or the Council's functions.

7. Minutes of meetings

- 7.1 The Secretary must keep minutes of each meeting, which must include a record of the members present at that meeting. Draft minutes will be circulated promptly to all members of the Committee and attendees following the meeting, who will be invited to review these for factual accuracy.
- 7.2 At each meeting, the minutes of the preceding meeting must be approved (or approved subject to amendments) as an accurate record of that meeting. The approved minutes of a meeting, unless the contrary is proved, are conclusive proof of the proceedings of that meeting.
- 7.3 The minutes of each meeting of the Committee will be provided to the Council following each meeting. This may occur prior to the minutes being approved by the Committee.

8. Conduct of Meetings

- 8.1 The order of business at a meeting must follow that set out in the agenda unless it is varied by the Chair with the consent of the meeting.

- 8.2 A member may only initiate a debate or move a motion on a matter which is not on the agenda with the consent of the Chair. All motions must relate to matters that are within or related to the functions of the Committee.
- 8.3 A member must speak to the subject under discussion. The Chair may call attention to any irrelevance, repetition or other improper conduct on the part of a member and, where the member persists in that conduct, may direct that member to cease speaking.
- 8.4 A ruling by the Chair on any question of order, whether or not provided for by the Standing Orders, is final and not open to debate.

9. Voting

- 9.1 Except where the Order specifies otherwise, any question at a meeting is to be decided by a majority of the members present voting by a show of hands. In the event of an equality of votes, the Chair is entitled to an additional casting vote.

10. Disorder

- 10.1 Members must comply with the Code of Conduct adopted by the Council.
- 10.2 If, in the Chair's opinion, a member has persistently disregarded the ruling of the Chair or behaved in a manner which is obstructing the business of the meeting, the Chair may order that member to withdraw from the whole or part of the remainder of the meeting.
- 10.3 If a person other than a member interrupts the proceedings at any meeting, the Chair may order that person to be removed from the meeting or may order the part of the room which is open to the public to be cleared.
- 10.4 In the event of a disturbance which, in the Chair's opinion, prevents the orderly conduct of business, the Chair may adjourn the meeting for a period that the Chair considers appropriate.

11. Members' interests

- 11.1 Members must make a declaration of their personal interests in the form required by the Council (which must be published in the Council's Register of Members' Interests) and must ensure that their interests as set out in that Register are accurate and up to date.
- 11.2 The agenda for every meeting must include as an item of business the declaration of interests.
- 11.3 A member who has a personal interest in any matter under consideration at that meeting, whether or not declared in the Register of Members' Interests, must promptly disclose that interest to the meeting. If the interest is a prejudicial interest, the member must withdraw from the meeting during the Committee's consideration of that matter.

12. Virtual meetings

- 12.1 Meetings of the Committee may be held by electronic means, without any number of the members participating in the meeting being together at the same place.
- 12.2 Where a meeting is to be conducted by electronic means, the notice under Standing Order 4.2 must include the arrangements for members to access the meeting.
- 12.3 At a meeting held by electronic means, members must be able:
- a) to hear and be heard by (and, where practicable, to see and be seen by) the other participating members and any person invited to participate in the meeting; and
 - b) to be heard by (and, where practicable, seen by) any members of the public or the press attending the meeting.
- 12.4 At a meeting held by electronic means, the Chair is to determine the method by which votes are to be cast and Standing Order 9.1 does not apply.
- 12.5 Where practicable, the Committee must make arrangements (such as by telephone or video conference or live webcast or streaming) for the public and press to be able to attend remotely a meeting held by electronic means.

13. Approval of resolutions without meeting

- 13.1 A resolution which, with the Chair's consent, is circulated to, and approved in writing or electronic form by at least three quarters of the members entitled to receive notice of and attend a Committee meeting is as valid as if it had been passed at such a meeting.

14. The Secretary

- 14.1 The Secretary to the Council, or any other person that the Secretary to the Council may appoint, is to be the Secretary to the Committee (the Secretary).

15. Effectiveness

- 15.1 The Committee should periodically review its own effectiveness and report to the Council on this assessment.

16. Adoption

- 16.1 These Standing Orders were adopted by the Council on 20 March 2024 and supersede all previous versions. They apply to any Committee meeting held after that date.