

# **The General Dental Council Standing Orders and Resolution for the Non-statutory Committees of Council 2020**

## **Preamble**

The Council is governed by the Dentists Act 1984. Schedule 1 Part 1 Section 8A gives the Council the power to regulate its own procedure by Standing Orders subject to any provision of the Act or rules made under the Act. This means that the Standing Orders must comply with the Act and any rules.

Standing Orders are made by the Council and can be amended by the Council.

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## **PART 1 – GENERAL APPLICATION**

### **1 Application, Commencement and Interpretation**

1.1 These Standing Orders contain the procedures by which the Committees of Council carry out their functions and shall come into force on 30 July 2020.

1.2 The Resolution of the Council annexed to the Standing Orders sets out the constitution, election process, terms of reference and quorum for the non-statutory Committees of the Council and shall come into force on 30 July 2020.

1.3 In these Standing Orders and Resolution:

“Act” means the Dentists Act 1984;

“Appointments Committee” means the committee established pursuant to Rule 3 of the Constitution of Committees Order 2009<sup>1</sup>;

“Committee” means all those Committees of the Council other than the Statutory Committees;

“Council resolution” means the resolution passed by the Council on 30 July 2020 and annexed hereto;

“Delegated authority” means the authority to make decisions as defined by the Council;

“External Member” means a member of a Committee who is not a member of the Council;

“Lead Director” means the Executive Director with primary operational responsibility for the matters overseen by the Committee

“Member” means a Council member on the Committee;

“Partner Director” means the Executive Director with secondary operational responsibility for the matters overseen by the Committee

“Registrar” means the Chief Executive and Registrar;

“Secretary” means the Registrar or a member of staff appointed by the Registrar to act as Secretary to a Committee;

“Statutory Committees” means all those Committees of the Council mentioned in section 2 of the Act, namely the Investigating Committee, the Interim Orders Committee, the Professional Conduct Committee, the Health Committee, the Professional Performance Committee and the Registration Appeals Committee;

“Vote” means a formal expression of opinion or choice, either positive or negative, made by a member of a Committee when a question is put in accordance with these Standing Orders. It does not include abstentions. Voting is to be understood accordingly.

1.4 In the Terms of Reference at Appendices 2 – 5 to the Resolution:

“Assist” means informing the Council of any matters it should take into account in making its decision, and assurance to the Council as to the consultations and considerations that have taken place in the formulation of the proposals;

“Delegated Powers” does not mean delegated functions which are set out in separate Rules of the Council.

“Member” means an appointed Member of the Council.

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<sup>1</sup> [General Dental Council \(Constitution of Committees\) Rules Order of Council 2009](#)

- 1.5 Unless otherwise stated, terms used in the Standing Orders and Resolution have the same meaning as in the Act.
- 1.6 The Chair of the Committee, having consulted the Secretary, may give a view as to the interpretation of these Standing Orders and Resolution. The Chair's view on this shall be final.

## **2 Committee Chairs and Members**

- 2.1 After considering the generic competencies for Committee Chairs and members in Appendix 1 to the Resolution, the Chair of Council will make proposals at a public Council meeting for the appointment of Council members as Committee Chairs and as members of committees.

## **3 Secretary**

- 3.1 Subject to SO 3.2, the Registrar is the Secretary to all Committees save the Audit and Risk Committee.
- 3.2 The Registrar may appoint a member of staff to act as their delegate Secretary to a committee. Where practicable the Committee Chair will be notified of the appointment.
- 3.3 The Registrar shall appoint a member of staff to act as the Secretary to the Audit and Risk Committee.

## **4 Attendees**

- 4.1 Committee Chairs may invite individuals from outside the Council to attend Committee meetings. Such individuals will have the right to receive relevant Committee papers. They may take part in the discussion, including giving advice, but may not make decisions or vote.
- 4.2 Council members may, with the agreement of the relevant Committee Chair, attend meetings of Committees of which they are not members but may not take part in Committee discussions except with the permission of the Committee Chair and may not take decisions or vote.
- 4.3 The Chair of the Council may be a member of any committee except the Audit and Risk Committee or the Remuneration and Nomination Committee.

## **5 Arrangements for Committee meetings**

- 5.1 Meetings will only be held when the Chair of the Committee is satisfied that the amount of business or the urgency of business justifies a meeting, and, where the Committee Chair so determines, a meeting shall be called.
- 5.2 The Secretary shall, except where circumstances make it impracticable to do so, notify the members of the relevant Committee, in writing, of the time, date and place of a meeting at least 5 working days in advance of the date of the meeting.
- 5.3 The Secretary shall, except where circumstances make it impracticable to do so, send an agenda and papers setting out the business to be discussed at a meeting to the members at least 5 working days in advance of the meeting.
- 5.4 Following discussion with the Lead Director, Partner Director and the Committee Chair the Secretary of the Committee shall, by agreement, determine the content of the agenda, taking account of competing priorities.

- 5.5 The Committee may meet and take decisions under delegated authority by telephone or audiovisual conference with the agreement of the Committee Chair. (For decisions in an emergency see paragraph 7 below)

## **6 Declarations of interest by Committee members**

- 6.1 A Member who has an interest in any matter under consideration at a Committee meeting, whether or not declared in the Register of Members' Interests, shall promptly disclose that interest to the meeting.
- 6.2 A declaration of interest relevant to items on the agenda should be made at the start of the discussion of the item to which it relates and should be recorded in the minutes. In the event of a Member not appreciating at the beginning of a discussion that an interest exists, the Member should declare such an interest as soon as he or she becomes aware of it.
- 6.3 In any case of doubt the Member should openly declare the possibility of an interest and the Chair of the Committee will decide whether it is a prejudicial interest, in accordance with SO 6.5 below.
- 6.4 If a Member believes that another Member present has an interest in an item for discussion and that interest has not been declared, he or she should inform the Committee Chair. The Committee Chair will establish whether or not there is an interest which should have been declared and will if necessary make a ruling in accordance with SO 6.6 below.
- 6.5 For the purposes of this Standing Order a Member has a prejudicial interest where the interest is one which a member of the public with knowledge of the relevant facts would reasonably regard as so significant that it is likely to prejudice the Member's judgement of the public interest.
- 6.6 If the Committee Chair decides that a Member's interest in a matter is a prejudicial interest and that he or she needs to withdraw (and the Committee Chair's ruling on this shall be final), the Member shall leave the room for the duration of the discussion on that matter.
- 6.7 Members who have a prejudicial interest in relation to a particular item of business shall not count towards the quorum for the meeting whilst that item is under consideration.
- 6.8 Where the Chair of the Committee has declared an interest under SO6.1 or is believed to have an interest as defined in SO6.5, the Members shall decide whether that interest is prejudicial. If the Members decide that the interest is prejudicial and that the Chair needs to withdraw the Chair shall leave the room for the duration of the discussion of that matter and a different Chair shall be appointed under SO10.1 for the purposes of that discussion.

## **7 Urgent actions or decisions between Committee meetings**

### **Chair's Action**

- 7.1 In the event that a decision or action is required urgently on a matter that would normally be considered at a meeting, and it is not practical to convene an emergency meeting, the Chair may take a decision or action on behalf of the Committee between meetings.
- 7.2 In such circumstances, the Chair having first consulted the Chief Executive and Registrar, should use best endeavours to obtain the support of a majority of Committee members by email. Where the Chief Executive and Registrar has a conflict of interest

the Chair should consult the Chair of Council. If the Chair of the Council also has a conflict of interest the Chair should consult the Chair of the Audit and Risk Committee.

- 7.3 Where urgent decisions or action needs to be taken between meetings the Governance team will assist the Chair and Chief Executive and Registrar by keeping a record of all emails in order to establish an audit trail. Any such decisions or actions will be notified to members by email and reported at the next Committee meeting.

### **Decisions via correspondence**

- 7.4 The Chair of a Committee may decide as an alternative to holding an additional meeting or taking a Chair's Action, to seek a decision by correspondence. When deciding whether to use this procedure, the Chair will consult with the Chief Executive and Registrar or their nominated deputy.
- 7.5 A decision via correspondence shall be supported by a paper on the matter, prepared and approved in the usual way.
- 7.5 In order for a decision to be taken under this procedure, a decision via correspondence must be considered and consented to by a simple majority of Committee members as if it had been proposed at a meeting duly convened and held for that purpose.
- 7.6 For a decision to be validly taken under this procedure, a quorate number of Committee members must indicate whether they consent to the proposed recommendation, object to it, or wish to abstain. They must convey their decision to the Head of Governance, or their nominated deputy, by email.
- 7.7 Decisions taken using this procedure will be reported to the next Committee meeting and will be recorded in the minutes of that meeting.

## **8 Reporting and Expenditure of Committee**

- 8.1 All Committees are directly accountable to the Council.
- 8.2 No Committee is to carry out any activity requiring expenditure beyond that which has already been approved by the Council.
- 8.3 Each Committee shall report after each meeting outlining any decisions taken under delegated authority and any recommendations to the Council; this shall be a written report if possible.
- 8.4 Each Committee shall report annually to the Council on its expenditure, its progress made against the work programme for that year and its planned work programme for the following year.

## **9 Publication of Committee agendas and papers**

- 9.1 Subject to the remaining provisions of this Standing Order, all Committee agendas and accompanying papers shall be published on the electronic device provided to Members by the GDC in advance of each meeting.
- 9.2 The Chair of each Committee, having consulted the Secretary and also the Registrar if so advised, may decide that all or any part of the agenda and/or accompanying papers shall not be disclosed to the public where publication would lead to the inappropriate disclosure of:

- a) personal data or sensitive personal data (within the meanings of the Data Protection Act 1998);
- b) information relating to an employee or office holder, former employee, or 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) legally privileged information or any issue or papers relating to legal proceedings which are being contemplated or instituted by or against the Council;
- e) action being taken to prevent or detect crime or to prosecute offenders;
- f) information given to the Council in confidence; and/or
- g) any other matter, the public disclosure of which would or would be likely to prejudice the effective discharge of the Council's functions.

## **10 Absence of the Committee Chair**

- 10.1 If the Chair of the Committee is absent from, or otherwise unable to preside at all or part of a meeting, including as a result of a prejudicial interest, the Members present shall choose one of their number to serve as chair at that meeting.

## **11 Committee decisions**

- 11.1 Decisions will be reached by vote on the following occasions:
- a) when the Chair of the Committee determines that no clear consensus has emerged;
  - b) when a Member requests a vote to be taken and this is supported by at least one other Member; or
  - c) in any other circumstance where the Chair of the Committee concludes that a vote should be taken.
- 11.2 Voting will be by simple majority of Members present and voting and will be conducted by a show of hands. If an equality of votes occurs the Chair of the Committee shall have a second, casting vote.
- 11.3 The minutes of the meeting will record the results of voting and show the numbers for and against the proposal and the number of abstentions, if any.

## **12 Minutes of Committee meetings**

- 12.1 The Committee Secretary shall be responsible for the preparation of minutes of each meeting which, when read in conjunction with the papers presented to the meeting, provide an accurate and authoritative record of the meeting and be sufficiently detailed to provide an audit trail of issues, and of any decisions taken.
- 12.2 The minutes shall record the attendance of members.
- 12.3 At each meeting the Committee shall approve the minutes of the preceding meeting as a correct record. When the minutes have been approved they shall be marked as confirmed by the Secretary.

## **PART 2 – WORKING GROUPS**

### **13 Remit and purpose of Working Groups**

- 13.1 Working Groups comprised of Council members may be established from time to time.
- 13.2 Working Groups do not make decisions.
- 13.3 Proposals for the creation of Working Groups and their terms of reference must be approved in advance by the Council.

### **14 Arrangements for Working Groups**

- 14.1 These Standing Orders shall apply to a Working Group as if a Committee.

## **15 Revocation**

- 15.1 The General Dental Council Standing Orders and Resolution for the Non-statutory Committees of Council 2018 and previous iterations are hereby revoked.



## **RESOLUTION REGARDING THE NON-STATUTORY COMMITTEES OF THE COUNCIL: CONSTITUTION, TERMS OF REFERENCE AND QUORUM**

### **1. Finance & Performance Committee**

- 1.1 There shall continue to be a Committee of the Council called the Finance & Performance Committee.
- 1.2 The Finance & Performance Committee shall consist of:
  - a) A chair and at least two members of the Council, of whom at least one must be a registrant member of the Council and at least one must be a lay member of the Council; and
  - b) If the Finance & Performance Committee so decides, and with the approval of Council, an External Member appointed under paragraph 7 below who must have recent and relevant experience.
- 1.3 The Terms of Reference of the Finance & Performance Committee are at Appendix 2.

### **2. Remuneration and Nomination Committee**

- 2.1 There shall be a Committee of the Council called the Remuneration and Nomination Committee.
- 2.2 The Remuneration and Nomination Committee shall consist of:
  - a) A chair and at least two members of the Council, of whom at least one must be a registrant member of the Council and at least one must be a lay member of the Council; and
  - b) An External Member appointed under paragraph 7 below with the approval of Council, who must have recent and relevant experience.
- 2.3 The Chair of the Council shall not be a member of the Remuneration and Nomination Committee and may attend meetings of the Committee only at the invitation of the Chair of the Remuneration and Nomination Committee.
- 2.4 The Remuneration and Nomination Committee Terms of Reference are at Appendix 3.

### **3. Audit and Risk Committee**

- 3.1 There shall continue to be a Committee of the Council called the Audit and Risk Committee.
- 3.2 The Audit and Risk Committee shall consist of:
  - a) A chair and at least two members of the Council, of whom at least one must be a registrant member of the Council and at least one must be a lay member of the Council;
  - b) An External Member appointed under paragraph 7 below with the approval of Council, who must be a qualified accountant, with recent and relevant experience in the financial and accounting field.
- 3.3 The Chair of the Council shall not be a member of the Audit and Risk Committee and may attend meetings of the Committee only at the invitation of the Chair of the Audit and Risk Committee.

- 3.4 The Audit and Risk Committee will meet at least four times a year. The Chair of the Audit and Risk Committee may convene additional meetings, as necessary.
- 3.5 The Terms of Reference of the Audit and Risk Committee are at Appendix 4.

#### **4. Policy and Research Board**

- 4.1 The Committee of the Council called the Policy and Research Board shall be stood down.

#### **5. Quorum**

- 5.1 The quorum of a Committee shall be two Members.

#### **6. Change to Terms of Reference of Committees**

- 6.1 Any proposed changes to the terms of reference of a Committee must be approved by the Council.

#### **7. External Members**

- 7.1 If a Committee wishes to appoint an External Member, it must seek the prior approval of the Council. External Members must be appointed in accordance with the 'Process for appointing non-Council members to Committees of the Council'<sup>2</sup>.
- 7.2 An External Member:
- (a) May take part in discussions; and
  - (b) May vote on matters under consideration by the committee to which they are appointed;
  - (c) Will not be counted in the quorum of the committee to which they are appointed.

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<sup>2</sup> Process for appointing non- Council members to Committees and Boards of the Council (approved by the Council in October 2013)

## **Appendix 1 to the Resolution**

### **Chair: Generic Competences**

A broad understanding of the functions and duties of the committee with sufficient knowledge of its key purposes, function and duties in order that the committee may report back to the Council with appropriate recommendations and advice.

#### Desirable:

- Previous chair experience and skills

#### Essential:

- Leadership and achievement in a committee/board/Council/ environment
- Effective influencing and communication skills
- Ability to liaise between other committee chairs and the Council
- Ability to provide sufficient time to the work of the committee (this is estimated as 3 times the required number of days for a member of that committee)
- Ability to take an active role in the selection, induction, training and appraisal of committee members

### **Member: Generic Competences**

An in depth understanding and/or an interest in some or all of the functions and duties of the Council committee in order to contribute significantly to the work of the committee and its ultimate reporting back to the Council.

#### Essential:

- Able to attend relevant committee meetings
- Able to contribute expertise and advice to assist the work of the Committee
- Able to take part in induction, training and appraisal

## Appendix 2 to the Resolution

Terms of Reference: **Finance and Performance Committee**

### Key purpose

F1. To provide assurance to the Council by carrying out the following functions on its behalf:

1. Challenging and monitoring the Executive on financial and other performance.
2. Working with the Executive to develop an appropriate and proportionate data set to enable the Council to carry out its functions.
3. Providing scrutiny and challenge to the Executive on major operational matters with a material financial impact for the organisation.
4. Working with the Executive in developing the GDC's financial strategy. This will include scrutinising the development and delivery of the three-year rolling Costed Corporate Plan, scrutiny of the annual budget setting process and of the organisation's delivery against budget, and providing to the Council the assurance it needs to approve the budget and Costed Corporate Plan.

### Composition and Quorum

F2. The Committee shall consist of a Chair and at least two members of the Council (of whom at least one must be a registrant member of the Council and at least one must be a lay member of the Council). If the Committee so decides, and with the approval of Council, an external member may be appointed in line with the requirements of the GDC Standing Orders.<sup>3</sup>

F3. The quorum of the Committee shall be two Council members.<sup>4</sup>

### Delegated Powers

- F4. Approval of assumptions and objectives to be used in the planning cycle.
- F5. Approval of the budgeting approach and annual targets for efficiency in accordance with the Council's strategy.
- F6. Approval of the GDC's banking procedures and arrangements.

### Functions and Duties

#### *Financial Strategy*

To scrutinise and report on the levels of assurance or concerns in the following key areas:

- F7. The development of the three-year Costed Corporate Plan and annual budget to ensure that they are robust and aligned to delivery of the Corporate Strategy.

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<sup>3</sup> GDC Standing Orders and Resolution regarding the Non-Statutory Committees of the Council 2018, r1.2.

<sup>4</sup> GDC Standing Orders and Resolution regarding the Non-Statutory Committees of the Council 2018, r.5.1

- F8. The impact of the three-year Costed Corporate Plan and annual budget on the setting of the Annual Retention Fees, registration application fees, fees for the Overseas Registration Exam and the reserves policy.
- F9. The financial reporting data used to ensure that the organisation is delivering against budget. This scrutiny should include:
- the challenge of the Executive in relation to the organisation's financial performance.
  - any amendments to the current year budget
  - any virements (transfers of budget allocation) between directorates that exceed agreed limits
  - any calls on reserves
  - any necessary borrowing or
  - other material financial matters about which the Council ought to be made aware.
- F10. The coherence and rigour of the financial modelling underlying the fees strategy of the organisation, with a view to enabling the Council to approve any changes to the Annual Retention Fees, any other relevant fees and the reserves policy of the organisation.
- F11. The adherence to and robustness of the treasury, investment and financial procedures policies of the organisation.
- F12. The adequacy of the insurance arrangements of the Council.
- F13. The actuarial assumptions, financial viability, performance, and other relevant implications of the GDC Pension Schemes. The Committee will communicate:
- Advice received, to facilitate decision making in this area, to the Council and
  - Any material risk that arises in this area to the Audit and Risk Committee.

### *Organisational Performance*

To scrutinise and report on the levels of assurance or concerns in the following key areas:

- F14. The operational delivery against the Costed Corporate Plan and the reliability and appropriateness of a suite of performance indicators around organisational performance.
- F15. The annual and exception reports on procurement activities.

## Appendix 3 to the Resolution

### Remuneration and Nomination Committee Terms of Reference

#### Key purpose

**R1.** To provide assurance to the Council by carrying out the following functions on its behalf:

1. Scrutinising the proposed **reward** approach for the Chief Executive and Registrar, Executive Directors, Council Members (including the Chair), Independent Members of non-statutory Committees of Council ('Independent Governance Associates'), and specified Associate postholders.<sup>5</sup>
2. Scrutinising the process for the **appointment** for the Chief Executive and Registrar, Council Members (including the Chair) and Independent Governance Associates.
3. Scrutinising the proposed **appraisal** approach for the Chief Executive and Registrar, Council Members (including the Chair) and Independent Governance Associates.
4. Scrutinising the arrangements for **succession planning** for the Chief Executive and Registrar providing assurance in relation to the Chief Executive's succession plan for the Executive team.

#### Composition and Quorum

**R2.** The Committee shall consist of a Chair and at least two members of the Council (of whom at least one must be a registrant member of the Council and at least one must be a lay member of the Council). Additionally, the Committee will have an external member, who must be appointed in line with the requirements of the GDC Standing Orders.<sup>6</sup> The Chair of the Council shall not be a member of the Committee and may only attend at the invitation of the Committee Chair.

**R3.** The quorum of the Committee shall be two Council members.<sup>7</sup>

#### Delegated Powers

*The Council formally delegates its decision-making powers in relation to the following areas:*

**R4.** Approving the appointment process for the Chief Executive.

**R5.** Approving the reward terms of the Chief Executive and Registrar, including in relation to any severance agreement. All decisions taken as part of this delegation must be within the Executive pay policy as approved by Council.

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<sup>5</sup> Registration and Fitness to Practise panellists, ORE associates, clinical and legal advisers at hearings, and education associates.

<sup>6</sup> GDC Standing Orders and Resolution regarding the Non-Statutory Committees of the Council 2018, r2.2.

<sup>7</sup> GDC Standing Orders and Resolution regarding the Non-Statutory Committees of the Council 2018, r.5.1

**R6.** Approving the policy for authorising claims for expenses from the Chief Executive and Registrar and the Chair of the Council.

**R7.** Where necessary, the Committee is authorised by the Council to obtain external legal or other professional advice, but only within budgetary limits.

## **Functions and Duties**

### **Nominations and evaluation**

**R8.** Scrutinise and provide assurance to the Council on the processes for recruiting the Chief Executive and Registrar, and on the process around their annual appraisal.

**R9.** Scrutinise and provide assurance to Council on the arrangements for succession planning for the Chief Executive and Registrar and provide assurance to the Council that plans are in place in respect of the rest of the Executive Management Team.

**R10.** Scrutinise and provide assurance, in order to recommend to the Council, the process of appointment and reappointment in relation to both Council Members and Independent Governance Associates.

**R11.** Scrutinise and provide assurance, in order to recommend to the Council, the approach to appraisal for Council Members (including the Chair of Council) and Independent Governance Associates.

**R12.** Scrutinise and provide assurance to Council on the process for setting the objectives of the Chair of Council and Chief Executive and Registrar.

### **Remuneration and Reward**

#### *Chief Executive and Registrar and the Executive Management Team*

**R13.** Scrutinise and recommend to the Council an appropriate reward policy for the Chief Executive and Registrar, and the Executive Management team. This will be:

- consistent with organisational objectives,
- within the overall budget agreed by the Council and
- any approval of the overall reward, benefits package and terms of service for the Chief Executive and Registrar by the Committee, under its delegated power above, must be within the terms of the agreed policy.

**R14.** On behalf of Council, propose amendments to the reward of the Chief Executive, within the agreed policy, including in relation to the terms of any special severance arrangements applying in the event of any required and unplanned early termination of employment of the Chief Executive, having regard to relevant guidance, best practice and contracts of employment. Any proposed changes that would fall outside of the agreed policy should be escalated to the Council.

**R15.** Scrutinise and provide assurance to Council that changes made by the Chief Executive to Executive reward, including in relation to any special severance arrangements, are within the agreed policy. Any proposed changes to Executive reward that would fall outside of the agreed policy should be escalated to the Council.

*Council Members, specified Associates and Others*

**R16.** Scrutinise and recommend to the Council an appropriate reward and expenses policy for:

- Council Members (including the Chair of Council)
- Independent Governance Associates
- Decision making panellists (in relation to Fitness to Practise and Registration)
- ORE Associates
- Clinical and legal advisors at Hearings and
- Education Associates.

**R17.** Scrutinise and provide assurance to Council that there is a reward framework in place for GDC staff, that policies are reviewed at regular intervals and benchmarked against the market, if and when, appropriate.



## **Appendix 4 to the Resolution**

Terms of Reference: **Audit and Risk Committee**

### **Key purpose**

A1. To provide assurance to the Council by carrying out the following functions on its behalf:

1. Scrutinising the organisation's Annual Report and Accounts.
2. Scrutinising the risk management systems and internal control framework of the organisation.
3. Scrutinising the assurances provided by the internal and external audit functions.
4. Scrutinising the arrangements in place in the organisation for raising concerns in relation to fraud, whistleblowing and special investigations.

### **Composition and Quorum**

A2. The Committee shall consist of a Chair and at least two members of the Council (of whom at least one must be a registrant member of the Council and at least one must be a lay member of the Council). Additionally, the Committee will have an external member, who must be appointed in line with the requirements of the GDC Standing Orders.<sup>8</sup> The Chair of the Council shall not be a member of the Committee and may only attend at the invitation of the Committee Chair.

A3. The quorum of the Committee shall be two Council members.<sup>9</sup>

### **Delegated Powers**

- A4. Investigate any activity within its terms of reference. Any investigation will normally be initiated in consultation with the Chief Executive and Registrar.
- A5. Seek any information it may require from any member, employee or office-holder. All members, employees or office-holders are directed to co-operate with the Committee.
- A6. Obtain external legal or other professional advice and to secure the attendance at committee meetings of anyone it considers has relevant experience, expertise or knowledge.
- A7. Review the statements in the annual report and accounts relating to internal control and risk management (the Governance Statement).
- A8. Appoint and remove the internal auditors and approve their fee and terms of engagement and the internal audit strategy and plan.
- A9. Approve the fee and terms of engagement of the external auditor and the external audit strategy and plan.

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<sup>8</sup> GDC Standing Orders and Resolution regarding the Non-Statutory Committees of the Council 2018, r3.2.

<sup>9</sup> GDC Standing Orders and Resolution regarding the Non-Statutory Committees of the Council 2018, r.5.1

## **Functions and Duties**

### *Financial reporting*

- A10. Scrutinise the Annual Report and Accounts for the organisation and advise the Council in relation to its decision making. The Committee will pay particular attention to the following areas:
- a. The Governance Statement
  - b. changes in, and compliance with, accounting policies and practices
  - c. unadjusted misstatements in the financial statements
  - d. major judgemental areas
  - e. significant adjustments resulting from the audit
  - f. the letter of representation from the external auditor and
  - g. the letters of representation to the external auditors from the EMT.
- A11. Scrutinise and provide assurance to the Council that the internal systems for financial reporting to the Council, including those of budgetary control, meet the requirements of the of the National Audit Office and appropriately adhere to the Government Financial Reporting Manual (IFREM).

### *Governance, Risk Management and Internal Control*

- A12. Review the delegated authorities and governance structure periodically, or at least every two years, and report to the Council on whether they are adequate and make any recommendations to the Council.
- A13. Scrutinise the integrity of the organisation's internal controls, with reference to internal audit reports, and oversee the compliance of the organisation with relevant legislation, reporting to the Council where appropriate.
- A14. Assess the scope and effectiveness of the systems established by management to identify, assess, manage and monitor significant risks.
- A15. Review the comprehensiveness, reliability and integrity of the assurances provided in relation to internal control and risk management.
- A16. Scrutinise and report on the level of assurance to the Council on the adequacy and effectiveness of the risk management processes. This involves reviewing the Strategic Risk Register, obtaining assurance on risk management arrangements from internal auditors, and reviewing the status and trends of all risk in the strategic risk register.

### *Internal Audit*

- A17. Review the internal audit programme and ensure that the function is adequately resourced and has appropriate standing within the organisation [see above delegated authority A6].
- A18. Consider and monitor management's responses to any major internal audit recommendations.
- A19. Meet with the internal auditors at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried

out.<sup>10</sup> The internal auditors should be given the right of direct access to the Chair of the Council and the Committee.

- A20. Monitor and review the effectiveness and quality of the internal audit function to ensure it provides appropriate independent assurance to the Council and value for money.

#### *External Audit*

- A21. Scrutinise the process and proposals in relation to the appointment, reappointment and removal of the external auditors and make appropriate recommendations to the Council in relation to its decision making in this area.
- A22. Review the findings of the audit with the external auditor considering any material issues which arose during the audit, any accounting and audit judgements and levels of errors identified during the audit.
- A23. Meet with the external auditors at least once year, without the management being present, to discuss their remit and any issues arising from the audit.<sup>11</sup>
- A24. Monitor and review the effectiveness and quality of the audit, assessing annually their independence and the relationship with the auditor as a whole, including the provision of any non-audit services, and value for money.

#### *Whistleblowing, fraud and investigations:*

- A25. Scrutinise and report on the level of assurance to the Council in relation to arrangements in place for raising concerns with or about the organisation on topics such as fraud and whistleblowing.
- A26. Scrutinise and provide assurance to the Council in relation to arrangements in place for external parties to raise concerns with or about the organisation on topics such as whistleblowing, including in relation to the GDC's role as a prescribed person.
- A27. Review the anti-fraud and bribery policies and arrangements for special investigations.

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<sup>10</sup> The Chair shall decide whether the Secretariat members should withdraw also; if so, the Chair should ensure that an adequate note of proceedings is kept to support the Committee's conclusion, rationale and actions. In order for completeness of records the note should be deposited with the Secretariat.

<sup>11</sup> Same process to be followed as in the footnote above.

*These Standing Orders and Resolution were passed by the Council on 30 July 2020 and came into effect from this date.*

Given under the official seal of the General Dental Council on [insert date].

*William Moyes  
Chair*

*Ian Brack  
Chief Executive and Registrar*