

Standing Orders of the General Optical Council

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1. Purpose

- 1.1 The General Optical Council (GOC) is a statutory body corporate governed by the Opticians Act 1989 (“the Act”). It is also a charity, registered with the Charity Commission in England and Wales. As a result, Council members are also charitable trustees and expected to discharge their duties in respect to the relevant legislation and guidance.
- 1.2 The Act¹ gives Council the power to regulate its own procedures by Standing Orders (SOs), subject to compliance with the Act or rules, regulations and other statutory instrument made under the Act. These SOs are made by the Council and contain the procedures by which Council conducts its business. These SOs come into force as of 17 September following which all previous SOs of the GOC will be revoked.

2. Membership, Chair, Secretary and Quorum

Membership

- 2.1 The membership of the Council is set out in The General Optical Council (Constitution) Order 2009 (“the Constitution Order”)

Chair

- 2.2 The authority to appoint the Chair of Council is described in the Constitution order. This responsibility rests with the Privy Council.
- 2.3 The Constitution Order² sets out arrangements for deputising in the event that the Chair of Council is unable to attend one or more meetings of Council.
- 2.4 The Council will appoint a Senior Council Member, who will fulfil the role of deputy chair as described within the Constitution Order in the event the Chair of Council is not in attendance.
- 2.5 In the event that neither the Chair of Council nor the Senior Council Member are present, Council will elect a temporary chair for the purpose of holding a meeting. This appointment will be made by a simple majority. Any nomination must be proposed by a Council member and seconded. The Council member who was appointed as temporary chair will cease to act as temporary chair at the close of the meeting. In the unlikely event that both the Chair of Council and Senior Council Member are not present for more than one meeting consecutively, Council may nominate another Council member to fulfil the role of deputy chair as described within the Constitution Order.

Secretary

- 2.6 The Chief of Staff will be responsible for making appropriate arrangements for the administration of Council. While the Chief of Staff may delegate specific operational duties, they will be considered the Secretary of Council for the purpose of these standing orders.

Quorum

¹ Section 12 of the Act.

² Article 10 of the Constitution Order.

- 2.7 In accordance with Article 11 of the Constitution Order, the quorum for a Council meeting is seven Council members.
- 2.8 If a quorum is not present within 30 minutes of the scheduled start time of the meeting, all business for consideration at the meeting shall be carried forward to the next meeting.
- 2.9 If a meeting becomes inquorate, the Chair of Council will adjourn it, and any decisions not made will be deferred to the next meeting. Decisions made before a meeting becomes inquorate will not be invalidated by the later lack of a quorum.
- 2.10 Where a decision cannot wait for the next meeting, provisions are included below for special meetings and decisions via email.

3.Frequency and Notice of Meetings

Ordinary meetings

- 3.1 Ordinary meetings take place at least four times a year in public. The dates of the meetings are agreed by the Chair of Council and the Chief Executive and Registrar.
- 3.2 Ordinary meetings are scheduled in advance, with a minimum of 14 days notice. Dates are shared with Council members and are published on the GOC website.

Strictly Confidential meetings

- 3.3 Strictly Confidential meetings are organised proximate to ordinary meetings, as required, to allow for discussion of confidential items.

Special meetings

- 3.4 Special meetings will only be called if an item of business would expose the GOC to:
 - 3.4.1 an unacceptable level of risk; or
 - 3.4.2 an inability to discharge its statutory functions in a timely manner if a decision is not taken until the next ordinary meeting.
- 3.5 Special meetings can be requested by:
 - 3.5.1 Council at a quorate meeting;
 - 3.5.2 a majority of Council members (including at least one lay and one registrant Council member) via email; or
 - 3.5.3 the Chair, the Senior Council Member, the Chief of Staff or the Chief Executive and Registrar.
- 3.6 Special meetings will be held as soon as is reasonably practicable, and no later than 30 working days after the request has been received. Where it is not possible to convene a quorate special meeting within that timeframe, provisions for making decisions via email are provided for in these SOs.

Other meetings of Council

- 3.7 Council also meets during the year for the purposes of strategic planning and to meet its own development needs. Additionally, Council will meet annually with the Senior Council Member at a strictly confidential meeting without the Chair or executive present to discuss

the Chair of Council's performance. All Council members are expected to attend and contribute to these meetings.

- 3.8 Other meetings of Council are scheduled in advance. The dates of the meetings are agreed by the Chair of Council and the Chief Executive and Registrar.
- 3.9 Any meeting undertaken for the purposes outlined in SO3.7 does not require a quorum, is not minuted and will not be used for decision-making purposes. The Standing Orders for provision of papers will not apply though an agenda will be prepared and distributed where the Chief of Staff deems it appropriate for the purpose of the meeting. The requirement for the secretary of Council to be present (as stipulated in SO3.13) will not apply

Agenda planning and provision of papers

- 3.10 A forward plan of agenda items for ordinary and strictly confidential meetings, linked to the GOC's [business and strategic plans](#) will be presented to Council at each public meeting. It is published on the GOC website as part of the Council papers.
- 3.11 Where a Council member requires an item to be discussed at a meeting, they should make their request in writing to the Chair of Council and the Chief of Staff not less than ten working days before the meeting. Inclusion of the item on the agenda is at the discretion of the Chair of Council.
- 3.12 Meetings will be held electronically (online via MS Teams or similar) unless otherwise notified. A notice of the meeting confirming the venue, time and date will be issued to all Council members and participants electronically. This will be accompanied by the agenda and supporting papers. This will be issued no later than five working days before the date of the meeting, unless otherwise agreed by the Chair of Council.
- 3.13 Meetings of the Council shall be called by the secretary according to the annual calendar. For a meeting to proceed, the Secretary of Council, or a nominated deputy, must be present. If it is necessary for the Secretary of the Council to leave the meeting, for example due to confidential matters, their nominated representative will act as Secretary of Council. The Chair of Council or Senior Council Member can choose to hold a confidential session without the Secretary of Council or executive present, if the business under consideration requires it. This would include one or more of the following:
 - 3.13.1 the external auditor or internal auditor wishing to meet Council without the executive present;
 - 3.13.2 the purpose of the meeting is to discuss the performance of the Chair of Council or
 - 3.13.3 any other matter which is deemed by the Chair of Council and the Senior Council Member to require discussion without the executive present.
- 3.14 The non-receipt of the agenda or supporting papers for a meeting by any individual Council member or other participant, will not invalidate the meeting or any business transacted at the meeting. Conversely, Council is under no obligation to transact any business where it feels that the information is insufficient or has not been received with adequate notice for it to reach an informed collective decision.

Transparency of proceedings and publication of papers

- 3.15 Council is committed to open and transparent governance. All Council business will be conducted in a public meeting unless one or more of the following applies:
- 3.15.1 any personal matter concerning an employee, registrant, applicant for registration, Council member, panel or committee member, education visitor or advisor;
 - 3.15.2 any matter which is deemed commercially sensitive, subject to legal professional privilege or relevant to the prevention or detection of crime and the prosecution of offenders;
 - 3.15.3 any information given to the GOC in confidence;
 - 3.15.4 any matter that includes a significant risk or issue where discussion in public impair the GOC's ability to protect the public; and
 - 3.15.5 any other matter which is deemed by the Chair of Council, the Chief of Staff and Chief Executive and Registrar to require discussion in a strictly confidential meeting.
- 3.16 The agenda and papers for a public meeting will usually be [published on the GOC website](#) at least four working days before the meeting. Failure to publish the agenda and papers of a public meeting will not invalidate the proceedings of the meeting.
- 3.17 The agenda, papers and minutes from strictly confidential meetings will not be published on the GOC website, unless agreed by the Chair of Council.
- 3.18 Although highly unlikely, if a situation occurred during a public meeting where the attendance of observers would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted, or for any other specified reason, the Chair of Council may exclude observers from a meeting either in whole or in part.

Attendance at meetings

- 3.19 All Council members have a duty to attend meetings and contribute effectively until the Chair of Council closes the meeting.
- 3.20 Council members unable to attend a meeting must notify the Chair of Council and the secretary of Council as early as possible, providing an explanation for non-attendance which will be recorded for reporting purposes. Amongst other things, Council members' reappointments are conditional upon satisfactory attendance levels.
- 3.21 The following employees are permitted to attend and speak at all meetings unless there is a direct or perceived conflict of interest:
- 3.21.1 Chief Executive and Registrar;
 - 3.21.2 Directors;
 - 3.21.3 Chief of Staff (or another member of the Governance Team in their absence); and
 - 3.21.4 Chief Financial Officer and Chief Legal Officer.
- 3.22 Other employees, committee members, advisors and contractors may be invited at the discretion of the Chair of Council to participate and speak and/or present on specific items.

Observers

- 3.23 Observers can attend public meetings, but are not allowed to participate in discussion, unless invited to do so by the Chair of Council.
- 3.24 The Chair of Council reserves the right to remove an observer from a meeting (or any part thereof) or adjourn the meeting for such time as the Chair considers appropriate if in their opinion that the observer is disrupting the business of the meeting or are in contravention of SO4.3.

Record of proceedings

- 3.25 The Secretary of Council is responsible for taking the minutes of meetings. A draft of these minutes will usually be provided to the Chair of Council within 10 working days of the meeting.
- 3.26 Once approved by the Chair of Council, the draft minutes will be taken to the next relevant meeting and formally approved by Council.
- 3.27 Once approved, minutes of any public meeting of Council will be published on the GOC website.

4. Decision making by Council

Participation and debate

- 4.1 The Chair of Council will usually follow the agenda order but may, at their discretion, alter the order of items before or during the meeting.
- 4.2 Throughout the meeting, participants should:
- 4.2.1 Observe any protocols for physical or remote meetings indicated by the Chair of Council.
 - 4.2.2 Give their full attention, including turning off devices unrelated to the meeting.
 - 4.2.3 Exhibit professional behaviour at all times, in keeping with GOC values and the Code of Conduct.
- 4.3 It is not permitted to photograph, transmit, audio-record, or video-record proceedings any Council meetings without prior authorisation of the Chair of Council.
- 4.4 Where a Council member disagrees with a recommendation or decision of a committee on which they serve, they may present their views, provided any disagreement has been raised at the relevant committee meeting. Notification must be given to the committee chair and to the Chair of Council in advance of the meeting to which the recommendation or decision is being reported.
- 4.5 The Chair of Council will ensure that all Council members have sufficient opportunity to express their views on matters under discussion.

- 4.6 The Chair of Council will ensure that the meeting is not disrupted and that order is preserved. The Chair of Council may ask one or more participants to withdraw from the meeting or adjourn the meeting for such time as they consider appropriate.

Conflicts of interest

- 4.7 Council members have a legal duty to act only in the best interests of the GOC. They must not put themselves in any position where their duties as a Council member conflict (or may be perceived to conflict) with any personal or financial interests. However, there are occasions where a conflict will arise because Council has a specific statutory power or duty, for example:
- 4.7.1 with decisions associated with member fees, where Council has the power to determine its remuneration and expenses;
 - 4.7.2 with decisions associated with matters of policy relating to the regulation of registrants, where the decision will impact registrant Council members; or
 - 4.7.3 with decisions associated with registrant fees, where decisions will impact registrant Council members.
- 4.8 In such cases Council will comply with its legal obligations in governing document (the Opticians Act 1989 and association legislation) and act in the best interests of the GOC. The Chief Legal Officer or Chief of Staff will confirm at the meeting that an appropriate authority is in place before any decision conferring trustee benefit (or disbenefit) is made, and this confirmation will be recorded in the minutes.
- 4.9 Council members have a personal responsibility to review business, operational and forward plans to identify any situations in which their interests may conflict with their duties. They must advise the secretary of Council of any potential conflicts which have not already been identified.
- 4.10 All Council members will be invited to declare any interests they may have at the beginning of each meeting. If Council members believe that they have a conflict as discussion progresses they should indicate this to the Chair of Council immediately.
- 4.11 Where an actual or perceived conflict of interest arises either before or during a meeting, the Chair of Council will determine (in accordance with the [Management of Interests policy](#) and following advice from the Chief of Staff) whether the Council member needs to withdraw from the discussion and/or decision.

Decision making and voting

- 4.12 Council members cannot participate in decision-making if they are not present (physically or electronically) at the meeting at which the decision is made.
- 4.13 Nobody else (other than Council members present at the meeting), including a GOC employee, advisor, contractor or other attendee, can participate in decision making at a Council meeting. However, Council Associates may, at the invitation of the Chair of Council, participate in the discussion prior to a decision being made.

- 4.14 The intention of discussion is to reach agreement by consensus. If a general consensus emerges, the Chair of Council may restrict discussion and seek agreement of the recommendation(s). All consensus decisions will be confirmed orally by the Chair of Council and recorded in the minutes.
- 4.15 Before moving on to the next item, the Chair of Council will summarise the discussion, confirm the decision which has been made and state any additional actions that are required to be undertaken.
- 4.16 Council members have a duty to support all Council decisions made on the basis of collective responsibility.
- 4.17 In the rare cases that consensus cannot be reached, a vote may be taken. A Council member can abstain from participating in a vote due to a conflict of interest or other significant concern which is agreed by the Chair of Council as being a valid reason for abstention.
- 4.18 A vote can be ordered by the Chair of Council:
- 4.18.1 when the Chair of Council determines that no clear consensus has emerged;
 - 4.18.2 when a Council member is present and requests a vote to be taken which is supported by at least one other Council member; or
 - 4.18.3 in any other circumstance where the Chair of Council considers that a vote should be taken.
- 4.20 Voting will be by show of hands. Each Council member has one vote (including the Chair of Council). If an equality of votes occurs then there shall be further debate and a second vote taken. If an equality of votes remains after the second vote, the Chair shall have a second and casting vote.
- 4.21 The minutes of the meeting will record the numerical outcome of the vote identifying the numbers for and against the decision and any abstentions. Any Council member may request their vote be recorded in the minutes.

Decisions via email (inc. process for ratification)

- 4.22 In the event that a decision is required outside of a meeting and it is not considered by the Chair of Council to be necessary or has not been possible to convene a special meeting, decisions can be made via email.
- 4.23 In such circumstances:
- 4.23.1 agreement to take a decision via email must first be obtained from the Chair of Council (or Senior Council Member in the event the Chair of Council is unavailable);
 - 4.23.2 the process should be led by the Council secretary to ensure appropriate processes are followed;
 - 4.23.3 all members must be sent sufficient information to make an informed decision;
 - 4.23.4 all members able to participate in the decision (i.e. not conflicted) must respond in writing to signal agreement with the decision;

- 4.23.5 a decision is only made when all members able to participate in the decision have agreed;
- 4.23.6 where any member does not agree to the decision, it will be discussed at the next meeting; and
- 4.23.7 an audit trail of the information sent, recommendations, the member responses and agreed decision will be maintained by the Secretary of Council.

4.24 All email decisions must be ratified at the next meeting and recorded in the minutes. The Secretary of Council will determine whether this decision is referred to the next strictly confidential or public meeting of Council, in consultation with the Chair of Council.

Delegating authority

- 4.25 Council may delegate authority to the Chief Executive and Registrar, any Council member, committee member or employee or named committee to make a decision or take further action as directed by Council. The limits of the delegation will be recorded in the Council minutes.
- 4.26 Council may not delegate authority for any matters reserved solely for Council, committees or the Chief Executive and Registrar as specified in the Act.

Disapplication or suspension of Standing Orders and the discretion of the Chair

- 4.27 Except where this would contravene any statutory provision, an SO may be disappplied or suspended by a decision of Council members at a meeting by at least two thirds of those present and voting. An SO may not be disappplied or suspended as a result of a decision taken via email. Any disapplication or suspension of an SO will be recorded in the Council minutes, along with the timeframe that the disapplication and suspension will last for and the reasons.
- 4.28 Except as provided for by these SOs, procedure for the conduct of business shall be within the discretion of the Chair of Council.

5. Committees

- 5.1 Council must ensure that any committees (statutory and non-statutory) are properly constituted in accordance with the [Rules](#) or other relevant legislation.
- 5.2 Council may establish additional committees to which it can delegate duties as permissible in the Act. Council will agree appropriate governance arrangements via terms of reference for all committees. Unless specified otherwise in the committee terms of reference, all meetings of committees will follow the decision-making procedures as set out in section 3 above (substituting 'Chair of Council' to 'Chair of the Committee' and 'Council member' for 'committee member' where it is appropriate to do so).
- 5.3 All committee members have a duty to attend meetings and contribute effectively until the chair of the committee closes the meeting.
- 5.4 In the event a committee needs to make a decision outside of a meeting, attempts should be made to convene a quorate additional committee meeting. Where this is not possible

decisions can be made via email only if an item of business would expose the GOC to an unacceptable level of risk or an inability to discharge its statutory functions in a timely manner if a decision is not taken until the next scheduled committee meeting. This SO does not apply to the Fitness to Practise committee.

- 5.5 In such circumstances SO3.23 will be followed.
- 5.6 All email decisions must be ratified at the next meeting and recorded in the minutes.
- 5.7 The Chair of Council may attend and participate in discussion at any meeting of an advisory committee or a non-statutory committee established by Council.

6. Council Associates

- 6.1 Council can opt to make arrangements for Council Associates. The Council Associate scheme is intended to support professional learning and development and give individuals first-hand experience of sitting on a board or committee.
- 6.2 Council Associates are not formal members of Council and do not count towards the quorum or decision-making. Council Associates can participate in the discussion at the invitation of the Chair of Council. Council Associates can also attend and participate in other committee meetings at the discretion of the chair of the committee.
- 6.3 Determining the role profile, process for appointment and appointment of Council Associates is delegated to Nominations Committee.

7. Working Groups

- 7.1 From time to time, it may be necessary to establish Working Groups (for example to give advice on specific issues). Where Council chooses to establish Working Groups, Council will determine the appropriate governance arrangements.
- 7.2 Alternatively, Council acknowledges that its committees (statutory and non-statutory), may wish to establish Working Groups. Council delegates authority to the Chief Executive and Registrar, the Chief of Staff or the appropriate Director to determine appropriate governance arrangements and ensure that the composition adequately reflects the necessary skills and experience required. Any establishment or dissolution of such Working Groups should be notified to Council for information.
- 7.3 All members of Working Groups will be subject to confidentiality and management of interest requirements.
- 7.4 Working Groups (whether established by Council or not) have no decision-making authority.
- 7.5 The Chair of Council may attend and participate in discussion at any meeting of a Working Group.

8. Insurance provision

- 8.1 Council will ensure that it has in place sufficient insurance arrangements which mitigates against relevant risks.

Annex 1: Glossary

In these Standing Orders, except where the context provides to the contrary:

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| Act (the) | the Opticians Act 1989. |
| Advisor and/or contractor | any person appointed to advise Council, Committee or a working group, who is not already appointed as a Council or committee member or employed by the GOC. Advisors and/or contractors are permitted to participate in discussion, provide advice and make recommendations but are not able to make decisions. |
| Appropriate governance arrangements | To include (but not limited to) chairing, frequency of meetings, role/purpose, minuting/record keeping, quorum, membership etc. |
| Chief Executive and Registrar | the Registrar of the Council appointed under section 1 of the Act and paragraph 10 of Schedule 1 to the Act. Also incorporates the role of Chief Executive. |
| Chief of Staff | Individual responsible for the administration of Council and committee meetings. This person is appointed by the Chief Executive and Registrar. |
| Collective responsibility | Council members must publicly support all decisions made by Council, even if they do not privately agree with them. |
| Committee member | a person appointed to a committee. Committee members are entitled to participate in discussion and vote on any decision under consideration during a meeting of their appointed committee. |
| Constitution Order | the General Optical Council (Constitution Order) 2009. |
| Consensus | the majority of those present are in general agreement |
| Council | the members of the General Optical Council acting collectively as a body. |
| Council member | a person appointed to the Council in accordance with Schedule 1 to the Act. Also holds the role of a Trustee of the GOC. |
| Secretary of Council | The Chief of Staff, unless delegated. |
| Directors | members of the Senior Management Team (SMT) . |
| Electronic means | Communicating or attending a meeting other than in person, for example via video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation, or via telephone conferencing. |
| Matters reserved solely for Council | Council cannot delegate the power to make Rules and any functions expressly conferred by the Act on some other committee |
| Meeting | refers collectively to a meeting of Council e.g. ordinary, strictly confidential or special. |
| Non-statutory Committee | A committee not established under the Act, for example the Audit, Finance and Risk Committee or the Remuneration Committee. |

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| Observers | members of the general public (including the press) and GOC employees who attend a public meeting but cannot participate in discussion or decision making. |
| Ordinary meeting | a scheduled meeting of Council (which takes place at least four times per year). |
| Public meeting | a meeting of Council held with public access. |
| Quorum | The minimum number of members present and able to take decisions/vote for a decision to be passed. |
| Sent | provision of information (such as agendas and papers for meetings) or other documents required to be made in writing and/or sent under these Standing Orders which may be recorded and/or sent by electronic means such as via email, the GOC website or other communications device. |
| Special meeting | a meeting of Council arranged outside of the ordinary meeting schedule. |
| Statutory committee | committee established under the Act, for example the Education Committee or Standards Committee. |
| Strictly confidential Meeting | a meeting of Council with no public access. |
| Trustee | someone (collectively, trustees) who shares ultimate responsibility for governing a charity and directing how it is managed and run. members'. |
| Vote | a formal expression of opinion or choice, either positive or negative made by a Council member. It does not include abstentions. |
| Working days | Monday to Friday other than a designated public holiday in England . |
| Working Group | a group set up to consider and provide advice on a specific issue. |
| Written | in writing, including by email or any other electronic means. |
| Year | The GOC financial year (e.g. 1 April to 31 March). |