



A charity registered in England and Wales (1150137)

Standing Orders of the General Optical Council

Status of document:	FINAL
Version:	One
Approved by:	Council
Date of approval:	11 July 2018
Effective from:	01 September 2018
Owner:	Nicola Ebdon, Head of Governance
Author:	Lisa Harmshaw, Governance Manager
Relevant legislation and rules:	<ul style="list-style-type: none">• Opticians Act 1989• Part one: the General Optical Council• Schedule one: the constitution etc. of Council• Committee Constitution Rules 2005• The General Optical Council (Constitution) Order 2009¹• The Charities Act 2011
Other linked GOC policies/guidance:	<ul style="list-style-type: none">• Code of Conduct• Member Appointments process²• Management of Interests policy
Impact Assessment:	N/A
Impact Assessment completion:	N/A
Impact Assessment review:	N/A
Next full review due:	June 2021

¹ Includes arrangements for the appointment of the Chair, deputising arrangements for the Chair and the suspension and removal of members.

² Includes arrangements for the suspension and removal of members.

To assist you in using this document it is interactive. **Blue hyperlinks** lead to additional information which can be found on the internet; **purple hyperlinks** explain what is meant by the terms used as set out in the glossary at the back of this document; and **orange italic hyperlinks** will connect you to a specific section within this document.

Part 1: Introduction	2
Part 2: Meetings	2
Frequency and notice of ordinary meetings	2
Frequency and notice of special meetings	2
Other meetings of Council	2
Agenda planning and provision of papers	2
Transparency of proceedings and publication of papers	3
Attendance at meetings	3
Observers	4
Record of proceedings	4
Part 3: Decision making by Council	4
Quorum	4
Participation and debate	5
Conflicts of interest	6
Decision making and voting	6
Decisions via email (inc. process for ratification)	7
Delegating authority	8
Disapplication or suspension of Standing Orders and the discretion of the Chair	8
Part 4: Committees	8
Part 5: Working groups	9
Part 6: Insurance provision	9
Glossary	10

PART 1: Introduction

- 1.1 The General Optical Council (GOC) is a statutory body corporate set up under 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 **Trustees**.
- 1.2 The Act gives **Council** the power to regulate its own procedures by Standing Orders (SO's) subject to compliance with the Act or [Rules](#) made under the Act. These SO's are made by the Council and contain the procedures by which Council conducts its business. These SO's come into force as of 01 September 2018 following which all previous SO's of the GOC will be revoked.

PART 2: Meetings

Frequency and notice of ordinary meetings

- 2.1 **Ordinary meetings** take place at least four times a **year** on dates agreed by the **Chair** and **Chief Executive and Registrar**.
- 2.2 Ordinary meetings are scheduled in advance. Dates are shared with Council members and are published on the GOC website.

Frequency and notice of special meetings

- 2.3 **Special meetings** will only be called 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 ordinary meeting.
- 2.4 Special meetings can be requested by:
 - 2.4.1. Council at a **quorate meeting**; or
 - 2.4.2. the **Chair**, the [Senior Council Member](#) or the **Chief Executive and Registrar**.
- 2.5 Special meetings will be held as soon as is reasonably practicable. Where it is not possible to convene a quorate special meeting, provisions for making [decisions via email](#) are provided for in these SO's.

Other meetings of Council

- 2.6 Council also meets during the year to consider the performance of the GOC, of Council, for strategic planning and for development. Additionally, Council will meet annually with the Senior Council member at a **strictly confidential meeting** without the Chair present to consider the Chair's performance. All Council members are expected to attend (in person) and contribute to these meetings.
- 2.7 Any meeting undertaken for the purposes outlined in **SO2.6** does not require a **quorum**, is not minuted and cannot be used for decision-making purposes.

Agenda planning and provision of papers

- 2.8 A forward plan of agenda items for ordinary meetings, linked to the GOC's [business and strategic plans](#) is presented to Council at each public meeting and published on the GOC website as part of the Council papers.

- 2.9 Where a Council member requires an item to be discussed at a **meeting**, they should make their request in **writing** to the Chair not less than ten **working days** before the meeting. Inclusion of the item on the agenda is at the discretion of the Chair.
- 2.10 The agenda and papers will usually be **sent** to Council members not less than five working days before an ordinary meeting and three working days before a special meeting.
- 2.11 The non-receipt of the agenda and/or supporting papers for a meeting by any member will not invalidate the meeting or any business transacted at the meeting.

Transparency of proceedings and publication of papers

- 2.12 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:
- 2.12.1. any personal matter concerning a present or former registrant or application for registration, employee, Council member, **committee member**, **education visitor or advisor**;
 - 2.12.2. 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;
 - 2.12.3. any information given to the GOC in confidence;
 - 2.12.4. risk of a financial or political nature (either to the GOC or others) where discussion in public would exacerbate the risk; and
 - 2.12.5. any other matter which is deemed by the Chair and Chief Executive and Registrar to require discussion in a strictly confidential meeting.
- 2.13 The agenda and papers for a public meeting will usually be [published on the GOC website](#) four **working days** before the meeting. Failure to publish the agenda and/or papers of a public meeting will not invalidate the proceedings of the meeting.
- 2.14 The agenda, papers and minutes from **strictly confidential meetings** will not be published on the GOC website, unless agreed by the Chair.
- 2.15 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** may exclude observers from a meeting either in whole or in part.

Attendance at meetings

- 2.16 All Council members have a duty to attend **ordinary meetings** in person and contribute effectively until the Chair closes the meeting. Only in exceptional circumstances (with the agreement of the Chair) will a Council member be permitted to participate in an ordinary meeting via **electronic means**.
- 2.17 Attendance at **special meetings** of Council are permitted via **electronic means** without the agreement of the Chair.

- 2.18 Council members unable to attend a **meeting** must notify the Chair and Governance Manager as early as possible, providing an explanation for non-attendance which will be recorded for reporting purposes. Amongst other things, Members' reappointment is conditional upon satisfactory attendance levels.
- 2.19 The following employees are permitted to attend and speak at all meetings unless there is a direct or perceived conflict of interest:
- 2.19.1. Chief Executive and Registrar;
 - 2.19.2. **Directors**; and
 - 2.19.3. Head of Governance (or another member of the Governance Team in their absence).
- 2.20 Other employees, **committee members**, **advisors and contractors** may be invited, at the discretion of the Chair to attend, speak and/or present on specific items.

Observers

- 2.21 **Observers** can attend **public meetings**, but are not allowed to participate in discussion, unless requested to do so by the Chair.
- 2.22 The Chair 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 they are frustrating the business of the meeting or are in contravention of **S03.7**.

Record of proceedings

- 2.23 The Governance Team is responsible for taking the minutes of meetings which will usually be provided to the Chair, within 15 **working days** of the meeting.
- 2.24 Once approved by the Chair, the draft minutes will be circulated to Council members for comment. Proposed amendments should be brought to the attention of the Governance Team as soon as possible and no later than the meeting at which the minutes are approved.
- 2.25 Once approved by Council, the minutes will be signed by the Chair of the meeting. Approved minutes of any public meeting of Council will be published on the GOC website.

PART 3: Decision making by Council

Quorum

- 3.1 In accordance with paragraph 11 of the **Constitution Order**, the **quorum** for a Council meeting is seven Council members.
- 3.2 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.

- 3.3 If a meeting becomes inquorate the Chair will adjourn any decisions not made to the next meeting. Decisions made before a meeting becomes inquorate will not be invalidated by the later lack of a quorum.
- 3.4 Where a decision cannot wait for the next meeting provisions are included for special meetings and decisions via email.

Participation and debate

- 3.5 The Chair will follow the agenda order but may, at their discretion, alter the order of items at any stage either before or during the meeting.
- 3.6 Throughout the meeting, attendees should:
- 3.6.1 indicate their desire to contribute by raising their hand to the Chair and wait to be asked, to avoid interrupting others. All comments and discussion should be directed through the Chair who will determine in which order attendees should speak;
 - 3.6.2 respect the role of the Chair in encouraging debate, summarising discussion, clarifying decisions made and further actions to be taken;
 - 3.6.3 be constructive and professional in the way they impart an opinion or information. Listen attentively and respectfully to others;
 - 3.6.4 maintain body language that demonstrates participation and engagement in the meeting;
 - 3.6.5 treat others fairly and consistently, even when there is disagreement and accept the diversity of opinions and views presented;
 - 3.6.6 not attempt to dominate the meeting for their own purpose or the purpose of a group, committee or organisation they are associated with;
 - 3.6.7 regard and welcome challenge as a test of the robustness of papers and arguments presented;
 - 3.6.8 not cause offence or take offence and avoid using heated, emotional and value loaded language and behaviour;
 - 3.6.9 stay focused on agenda items and refrain from private conversations with others (whether spoken or written) and the passing of notes;
 - 3.6.10 avoid reference to confidential debate during public meetings;
 - 3.6.11 seek professional guidance/clarification from the Chair or the Governance Team wherever there may be any concern about a particular course of action;
 - 3.6.12 keep mobile communications devices turned off (unless used for reading meeting papers); and
 - 3.6.13 not attend the meeting if under the influence of any drink or drugs that will impair performance and contribution.
- 3.7 It is not permitted to photograph, transmit, audio-record, or video-record proceedings any Council meetings without prior authorisation of the Chair. Any breach of this Standing Order may result in action taken by the Chair under **SO2.22**.

- 3.8 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 and notification has been given to the committee Chair and to the Chair in advance of the meeting to which the recommendation or decision is being reported.
- 3.9 The Chair will preserve the order of the meeting and ensure that all Council members have sufficient opportunity to express their views on matters under discussion. If in the opinion of the Chair, an attendee disregards any aspects of **SO3.6**, the Chair will issue an oral warning. Persistent disregard of such a warning or further behaviour which in the opinion of the Chair is frustrating the meeting, may result in the Chair ordering the affected attendee to withdraw from the meeting or adjourning the meeting for such time as the Chair considers appropriate.

Conflicts of interest

- 3.10 Council members have a legal duty to act only in the best interests of the GOC and 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.
- 3.11 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, and advise the Governance Team of any potential conflicts which have not already been identified, to enable a decision to be made on how the interest will be managed.
- 3.12 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 immediately in order for a decision to be made as to whether the attendee needs to withdraw from the discussion and/or decision.
- 3.13 Where an actual or perceived conflict of interest arises either before or during a meeting, the Chair will determine (in accordance with the [Management of Interests policy](#)) whether the attendee needs to withdraw from the discussion and/or decision.

Decision making and voting

- 3.14 Council members cannot participate in decision-making if they are not present at the meeting at which the decision is made.
- 3.15 No other member nor employee, advisor or contractor can participate in decision making at a Council meeting.
- 3.16 The intention of discussion is to reach agreement by **consensus**. If a general consensus emerges, the Chair may restrict discussion and seek agreement of the recommendation(s). All consensus decisions will be confirmed orally by the Chair and minuted.
- 3.17 Before moving on to the next item, the Chair will summarise the discussion, confirm

the decision which has been made and state any additional actions that are required to be undertaken.

- 3.18 Council members have a duty to support all Council decisions made on the basis of **collective responsibility**.
- 3.19 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 as being a valid reason for abstention.
- 3.20 A vote can be ordered by the Chair:
- 3.20.1 when the Chair determines that no clear consensus has emerged;
 - 3.20.2 when a Council member is present and requests a vote to be taken which is supported by at least one other Council member; or
 - 3.20.3 in any other circumstance where the Chair considers that a vote should be taken.
- 3.21 Voting will be by show of hands. Each Council member has one vote (including the Chair). 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.
- 3.22 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)

- 3.23 In the event that a decision is required outside of a meeting and it has not been possible to convene a special meeting, decisions can be made via email.
- 3.24 In such circumstances:
- 3.24.1 agreement to take a decision via email must first be obtained in **writing** from the Chair;
 - 3.24.2 should be led by the Governance Team to ensure appropriate processes are followed;
 - 3.24.3 all members must be sent sufficient information to make an informed decision;
 - 3.24.4 all members able to participate in the decision (i.e. not conflicted) must respond in writing to signal agreement with the decision;
 - 3.24.5 a decision is only made when all members able to participate in the decision have agreed;
 - 3.24.6 where any member does not agree to the decision, it will be discussed at the next meeting; and
 - 3.24.7 an audit trail of the information sent, recommendation, the member responses and agreed decision will be maintained by the Governance team.
- 3.25 All email decisions must be ratified at the next meeting and recorded in the minutes.

Delegating authority

- 3.26 Council may delegate authority to the Chief Executive and Registrar, any Council, 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.
- 3.27 Council may not delegate authority for any **matters reserved solely for Council as specified in the Act**.

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

- 3.28 Except where this would contravene any statutory provision, a Standing Order may be disappplied or suspended by a decision of Council members at a meeting by at least two thirds of those present and voting. A Standing Order may not be disappplied or suspended as a result of a **decision taken via email**. Any disapplication or suspension of a Standing Order will be recorded in the Council minutes, along with the time frame that the disapplication and suspension will last for and the reasons. This must be reported to the next meeting of the [Audit and Risk Assurance Committee \(ARC\)](#).
- 3.29 Except as provided for by these Standing Orders, procedure for the conduct of business shall be within the discretion of the Chair.

PART 4: Committees

- 4.1 Council must ensure that any committees (**statutory** and **non-statutory**) are properly constituted in accordance with the [Rules](#) or other relevant legislation.
- 4.2 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.
- 4.3 All **committee members** have a duty to attend meetings in person and contribute effectively until the Chair closes the meeting. Only in exceptional circumstances (with the agreement of the committee Chair) will a committee member be permitted to participate in a committee meeting via **electronic means**. This SO does not apply to the Fitness to Practise committee.
- 4.4 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.
- 4.5 In such circumstances **SO3.24** will be followed.
- 4.6 All email decisions must be ratified at the next meeting and recorded in the minutes.

- 4.7 The Chair may attend and participate in discussion at any meeting of a committee (with the exception of the Fitness to Practise committee). The Chair is not permitted to participate in decision making and will not form part of the quorum (unless they are a member of the committee).

PART 5: Working Groups

- 5.1 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** or will delegate authority to the Chief Executive and Registrar or a Director.
- 5.2 Alternatively, Council acknowledges that its committees (statutory and non-statutory), the Chief Executive and Registrar or Directors may wish to establish Working Groups. Council delegates authority to the Chief Executive and Registrar or lead 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.
- 5.3 All members of Working Groups will also be subject to [confidentiality and management of interest requirements](#).
- 5.4 Working Groups (whether established by Council or not) have no decision-making authority.
- 5.5 The Chair of Council may attend and participate in discussion at any meeting of a Working Group.

PART 6: Insurance provision

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

Glossary

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

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) chair, frequency of meetings, role/purpose, minuting/record keeping, quorum, membership etc.
Chair	the Chair of Council (unless otherwise specified).
Chief Executive	See 'Registrar' entry below
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.
Directors	the senior members of the Executive, namely the Director of Strategy, the Director of Fitness to Practise and the Director of Resources.
Electronic means	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 or special.
Non-statutory committee	A committee not established under the Act, for example the Audit and Risk Assurance committee or the Remuneration committee
Observers	members of the general public (inc. 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.
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.
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	A 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	A trustee (or collectively, trustees) are the people who share ultimate responsibility for governing a charity and directing how it is managed and run. They may be called trustees, the board, the management committee, governors, directors or something else. At the GOC they are called 'Council 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. Does not include public holidays or weekends.
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).