

Paper

Council: 20 September 2017

title:	CSP Governance Review
status:	For decision
summary:	This paper builds on the earlier work of the Governance Review and previous Council decisions. It develops detailed arrangements to support Council's preferred governance model
action:	To consider and approve the recommendations of this paper.
author:	Alex Mackenzie, Chair, Governance Working Group (GWG)
date:	31 August 2017

Summary of items for approval

The GWG recommends that Council approve:

- a. Council reviews and agrees the committees' terms of reference attached at Annex B;**
- b. Council is asked to agree the CSP Delegation Scheme, attached at Annex C, subject to the decision on issues relating to industrial action;**
- c. Council is asked to discuss and agree the Council and Chair of Council role descriptions attached at Annex D;**
- d. Committee transition arrangements;**
- e. Plans for evaluating the process and outcomes of the governance review;**
- f. Byelaw changes; and**
- g. Transition arrangements for the Vice-President role.**

In addition to items for approval, this paper updates Council on matters that have been discussed at earlier meetings.

GWG
04.09.17

1. Introduction

Two years ago, at its September 2015 meeting, Council initiated a review to make sure its decision-making structures and processes supported the achievement of the CSP's vision. Since then Council, via the Governance Review, has developed a preferred model to ensure our strategic decision making makes best use of CSP people (Council members, committee members, the wider membership and staff) and resources (time and money).

Effective governance, with a strong Council and supporting committees, will help make the CSP the effective voice of physiotherapy, supporting members in transforming people's health and wellbeing. The Governance Review has focused on assessing and developing structures and processes to ensure they:

- promote the physiotherapy profession;
- enable appropriate member engagement;
- reflect up-to-date governance practice; and
- represent value for money.

Major changes to CSP governance require members' agreement at the Annual General Meeting. Council has developed a preferred governance model made up of a smaller Council of 12 members plus three committees to recommend to the 2017 AGM, held at PUK on 11 November in Birmingham. An overview of Council's preferred model is provided at *Annex A*.

This paper is focused on more detailed arrangements for Council to agree to underpin its preferred model. Over the summer, Council members have been encouraged to contribute to these developments via iCSP, the CSP's discussion forum. The GWG wishes to thank members for their contributions.

2. Committee terms of reference

In June, Council agreed a framework and draft terms of reference for the proposed new committees and these were developed over the summer using Council members' comments via iCSP. Items covered, any conclusions and further discussion points are listed below.

2.1 Committee names

There was consensus around removing the word 'issues' from committee titles, as this can have unhelpful negative connotations. Suggestions were made to add 'research' to the Professional Committee but the GWG thought that this aspect of professional work can be inferred from the existing title. An explicit reference to research has been added to the committee's terms of reference. Alternative suggestions for the title 'Employment Committee' and the 'Finance' Risk and Audit Committee' were considered, although the GWG concluded that existing titles best reflected the scope and breadth of the committees' work.

The committees' proposed names are reflected in the draft terms of reference for Council to approve:

Professional Committee;
Finance, Risk and Audit Committee; and
Employment Committee.

2.2 Directorate leads

Council members were supportive of the emphasis in the terms of reference for committees to maintain a strategic focus across the CSP and not be directorate specific. Some members wanted more information about how the committees will link to CSP staff. These operational considerations are the role of, and will be developed by, the CEO and Leadership Team.

2.3 Number of Council members serving on committees

The majority of contributions to iCSP supported the proposal that there would be two Council members on the Professional Committee and on the Employment Committee.

Ahead of finalising plans in the terms of reference, the GWG invites Council to reflect on the purpose of such a provision, which is similar to current arrangements. Do Council members need to sit on committees to link the two, ensuring committee work is fed back to Council and that committees follow Council's strategic steer? With good terms of reference and reporting mechanisms (including committee minutes coming to Council and the Chair of Council meeting with committee chairs) is this necessary? Are there other reasons for making this provision that it would be useful to make explicit? If Council members on committees have some additional responsibility or role, is there a danger that a two-tiered membership is created?

Having Council members on committees could be perceived as reducing the opportunity for other members to join committees, increasing diversity and bringing in additional skills, expertise and perspectives. It may also overload the commitment of Council members. This balance may be entirely appropriate and, if so, something that Council can explain to others.

Subject to Council's discussion at the meeting, the committees' draft terms of reference include a provision for two Council members for the Professional Committee and the Employment Committee for Council to approve.

2.4 Appointment of Committee Chairs

This issue is directly influenced by Council's considerations on Council member roles on committees (2.3 above). If Council concludes that its members have a special or distinct role on committees, could this best be framed by a formal role, either as committee chair or vice chair?

Feedback on iCSP to date has generally been in favour of committees electing their chairs from amongst their membership. Advantages of this arrangement include:

- Enables the committee to elect an individual based on the skills of the whole committee;
- Provides governance opportunities for other members outside a Council role; and
- Signals broader member engagement in CSP governance.

Some members favour the original proposal that a Council member serves as committee chair. Advantages of this arrangement include:

- Provides a clear link between Council and committees, emphasising Council's strategic leadership role; and
- Council members may have a higher profile than other committee members, having been elected by the CSP membership.

One discussion point was about the role and responsibilities of a committee chair. A role description is being developed and, for the purposes of this discussion, the GWG has assumed that the key focus of a chair will be the functioning and business of their committee, rather than any wider leadership role in the CSP.

Discussion point: Council needs to agree which approach it should opt for. The terms of reference currently include both options.

2.5 Terms of office for committee members and dealing with existing service

Council members support proposals for four-year terms of office. Initial terms of office will be staggered (2.5 years and 4.5 years) to provide a balance between continuity and fresh perspective and challenge.

There was general support for the proposal that current committee service would not count towards these maximum terms. This view reinforces the fact that the committees are entirely new constructs with new roles and remits rather than successors of existing committees.

The committees' terms of reference will reflect this position, and serving committee members advised accordingly.

2.6 Roles and responsibilities of committee members

The iCSP prompt asked Council members to comment on whether Council and committee members should all adopt the same 'leadership representation' approach. Discussion addressed this point and went into more detail about the make-up of committees and the possible skills and perspectives required on them.

There was support for a consistent approach across Council and its committees. Similar concerns raised when developing the Council model have also been raised via iCSP – how can committees reflect the diversity of membership, including members working in devolved HEI and funding models?

Appointing committee members based on the skills and expertise will help address some of these concerns, plus the commitment given by Council's principles to engage with members as and when required.

RECOMMENDATION: Council reviews and agrees the committees' terms of reference attached at Annex B.

3. Scheme of Delegation

The draft Scheme of Delegation (the "Scheme") identifies decision-making responsibilities, some of which are set out in the CSP Royal Charter and Bye-Laws (the "Statutes"). Setting out clearly where responsibility for making particular decisions lies is governance good practice and provides clarity for CSP members and staff.

In developing the Scheme, the GWG has learnt from other schemes and discussed it with the CEO and directors. It provides an overview of responsibilities identified in the Royal Charter and Bye-Laws. It does not repeat information set out elsewhere, for example in the committee terms of reference or the principles for engaging members.

Focusing on the Statutes means the Scheme does not provide a comprehensive guide to decision making at the CSP. This ambiguity is necessary as the new committee structure beds in and develops. Judgements about “matters reserved for Council” will be made on a case-by-case basis, deciding if an issue is sufficiently strategic and fits within the stated purpose of Council.

3.1 Matters reserved to Council

Matters reserved to Council should be high-level, strategic, high-risk, or fundamental to Council’s purpose. The list at paragraph 7 of the Scheme is taken largely from the Bye-Laws.

Paragraph 10 of the Scheme explains how Council will identify matters it considers outside those listed in the Statutes. This aims to make it clear that Council’s remit is wide and covers all matters relating to its leadership of the profession and governance of the CSP. It will provide Council with the flexibility to make judgements on a case-by-case basis as new issues arise.

3.2 Matters delegated to the Chair of Council

The GWG would like Council to consider the following point relating to paragraph 11d of the scheme:

Issue	In line with good practice, in other organisations (e.g. the General Osteopathic Council) the Chair conducts performance and development reviews of Council members. This provision is included in the draft Scheme. Reviews provide an opportunity for Council members to reflect on their performance, identify successes and achievements and set development targets. It also enables the Chair to develop a sense of shared purpose across Council, with a consistent culture and approach.
Pros	<ul style="list-style-type: none">• This is an effective way of enabling new Council members to develop, for example, by identifying objectives that will enable them to make an impact for CSP members.• It enables Council members to demonstrate clearly their continuing professional development, and as a result, to demonstrate the value of their participation in the CSP to their employers.• It enables the Chair and Council to identify areas for development in individuals and in Council as a group.• It provides assurance to members that their Council members are accountable.
Cons	<ul style="list-style-type: none">• CSP members interested in standing for election to Council may be discouraged by this proposal.• Performance reviews and less formal regular contact with Council members would lead to a greater time commitment from the Chair and Vice-Chair.

Recommendation:

That Council agrees to include development reviews for members under matters delegated to the Chair of Council.

3.3 Matters reserved to committees

Council should consider the following:

- Bye-Law 29 sets out Council's responsibility for: **recognising institutions providing physiotherapy education; accrediting courses provided by recognised institutions; appointing reps to report on recognising institutions and accrediting courses; and withdrawing recognition and/or accreditation.**

Council or a Committee would not be expected to carry out detailed work in this area. They would receive a report and recommendations from experts made up of members, staff and others as appropriate.

The GWG's view is that delegating these issues to a committee would enable Council to focus on high-level, strategic issues relating to physiotherapy education. As a result, the GWG proposes that this decision should be delegated to the Professional Committee.

Council will discuss separately proposed changes to the Quality Assurance and Enhancement (QAE) process.

3.6 Decisions around industrial action

Issue	<p>There are two key decisions relating to the CSP's trade union function:</p> <ul style="list-style-type: none"> • to authorise holding a ballot of members on industrial action; and • to call upon members to take industrial action in the event of a ballot in favour. <p>These decisions are central to the CSP's trade union role and, by extension, Council's role as the governing body of the CSP and leader of the physiotherapy profession. They are major strategic decisions, and are both high profile and high risk. Legal advice received in April 2016 informs the discussion below.</p> <p>The GWG acknowledged the difference between 'national' and 'local' industrial action.</p> <p>National action:</p> <ul style="list-style-type: none"> • is strategic, high risk and high profile; • relates to more than one employer; • could relate to one or more of the four countries or to the UK as a whole. <p>Local action:</p>
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	<ul style="list-style-type: none"> • involves decisions that are operational without the same level of reputational risk; • relates to one employer. <p>The current IR Committee terms of reference include power to make these decisions.</p> <p>Whilst it is acceptable for a committee to make decisions on both national and local action, it may be preferable that important, high-risk, decisions on national action are taken by the CSP's elected governing body. This reinforces the Council's twin responsibilities as both the governing body of the CSP as a trade union as well as a professional body. This follows practice in other unions, where this power is held by their Executive Committee (its 'Council') or General Secretary.</p> <p>Decisions on local action could also be delegated to the Chief Executive, for action by the Director of ERUS. Currently, the Director of ERUS, in consultation with members as appropriate, leads on these decisions. This enables decisions to be made quickly, in line with local members' needs.</p> <p>The Employment Committee would be informed of local action to enable them to identify trends or patterns. Any instances where there is a disagreement about action, or any other complex issues, would go to the Committee for a decision.</p> <p>Council has agreed principles for engaging with members. Given the significance of these decisions, Council will consult with, and take advice from, relevant members and groups (e.g. Employment Committee and NGRS) in line with these principles. This will ensure that their decision is informed by experts, and is robust.</p>
Recommendation:	<p><i>Council reserves to itself the decisions to authorise a ballot of members on national industrial action and to call upon members to take industrial action in the event of a ballot in favour.</i></p> <p><i>Council delegates to the Chief Executive (who may in turn delegate to her staff) the decisions to authorise a ballot of members on local industrial action and call upon members to take industrial action in the event of a ballot in favour. Any such delegated decisions would be reported to the Employment Committee.</i></p>
Pros	<ul style="list-style-type: none"> • Decisions on national industrial action are important, high-risk decisions that are fundamental to Council's role and purpose. • Decisions on national industrial action relate to strategic issues. • Decisions on local industrial action are operational and do not involve a high level of reputational risk. • Council is the elected governing body of the CSP. • Best practice – many unions retain this power to their Executive Committee or General Secretary. • This will enable all Council members feeling to engage with trade union issues in line with the principle of leadership representation. • This will enable the Employment Committee to deal with issues relating to local industrial action quickly and robustly.

Cons	<ul style="list-style-type: none"> • Trade union legislation enables these decisions to be either matters reserved for Council or matters that can be delegated to others. • Conflicts of interest will need careful handling, particularly if Council is perceived to have vested interests or removed from the employment issue under consideration
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RECOMMENDATION: Council is asked to agree the CSP Delegation Scheme, attached at Annex C, subject to the decision on issues relating to industrial action.

4. Council role descriptions

4.1 Council members

The GWG has developed a role description for Council members so that CSP members have an understanding of the new Council model and the roles and responsibilities of the new Council members. It is aimed to encourage all applications from diverse sections of the membership, wherever they live and work.

4.2 Chair of Council

The GWG has developed a role description to outline the role and responsibilities of the Chair of Council as the most senior physiotherapist of the profession. A person specification and time remit will accompany this role when nominations are sought. Once the Chair role has been agreed, a role for Vice-Chair will be developed

RECOMMENDATION: Council is asked to discuss and agree the Council role descriptions attached at Annex D.

5. Committee transition – Practicalities

Council agreed at its March meeting to defer committee elections until after the AGM. It agreed that the current committees would continue until the transition to a new governance structure in April 2018. All current committee members who do not reach the end of their term as a Council or committee member at the AGM will be asked to continue serving until spring 2018.

The following committees will have enough members remaining after the AGM to be quorate during the transition period:

Associates
Education
Finance and Resources
Practice and Development
Professional Practice and Service Delivery
Student Executive

The following committees will not have enough members remaining after the AGM to be quorate during the transition period:

Communications and Marketing
Industrial Relations
Research and Development
Professional Awards*
Quality Assurance and Enhancement*

Member-led proposals for modernising professional awards and QAE processes have been discussed and agreed by the relevant committees. These processes could be put in place in time for the transition period, meaning that the options below need not apply to the *Professional Awards Committee and *Quality Assurance and Enhancement Group.

Committees need to be quorate to make decisions on behalf of Council. If committees don't have enough members, they may still operate to make recommendations to Council or their parent committee.

There are options Council can choose from to deal with this: either agreeing principles for all committees; or agreeing arrangements for committee committees individually based on their particular needs.

The GWG's recommended approach is for Council to **consider separately the individual committees** without enough members to be quorate. Arrangements could be put in place for each based on their circumstances.

5.1 Communications and Marketing Committee (CMC)

Issues and options	<p>CMC will have no members after the AGM. The quorum is three, including one Council member. Members are nominated by Council or other committees for a two-year period at the start of each committee cycle. Both Council committee members will leave Council at the AGM.</p> <p>CMC has not discussed whether there is likely be any ongoing work or a need for decisions during the transition period (it did not meet in summer 2017). Feedback from staff suggests that there is not likely to be any business that would require it to meet.</p> <p>Staff value being able to use CMC as a 'sounding board' for ideas. This does not require a formal committee; a working group or informal meeting of members may be better formats for this.</p> <p>One option would be to co-opt four members to continue serving on the CMC. On the other hand, any decisions or oversight responsibilities could be taken by Council. Member contributions to CSP work could be sought through working groups and networks where necessary. In this case the committee would not need to meet.</p>
<p><i>Recommendation: That CMC does not continue during the transition period. Any essential decisions would be referred to Council, or to a co-opted working group.</i></p>	

5.2 Industrial Relations Committee (IRC)

Issues and options	<p>IRC will have six members (including one Council member) after the AGM, two below the quorum.</p> <p>IRC has discussed whether there is likely be any ongoing work or a need for decisions during the transition period. IRC could potentially need to make essential decisions on issues such as industrial action and pay and employment conditions negotiations.</p> <p>Given the nature of the potential decisions the committee may need to take, continuity of knowledge and experience will be important during the transition period.</p>
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	<p>IRC could make recommendations to Council on some issues; however, these decisions could be operational rather than strategic.</p> <p>Another option would be to co-opt enough members for the committee to be quorate (ideally one more than the quorum). They could be drawn from the committee's current membership to ensure continuity of knowledge and experience.</p> <p><i>Recommendation: that the IRC co-opts three current members to continue serving on the committee during the transition period.</i></p>
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5.3 Research and Development Committee (RDC)

Issues and options	<p>RDC will have three members after the AGM. The quorum is six members, including one Council member.</p> <p>It is unlikely that there will be essential decisions for the RDC to take during the transition period. RDC has a governance role overseeing the Council for Allied Health Professions Research. RDC did not identify other areas of ongoing work at their meeting in May 2017; feedback from staff suggests that there may be a need for member input into discussions around work on the CSP research strategy and possible consultation responses.</p> <p>One option would be to co-opt four members to continue serving on the RDC. However, any decisions or oversight responsibilities could be taken by Practice and Development Committee, RDC's parent committee. Member contributions to consultation responses could be sought through working groups and networks where necessary. In this case the committee would not need to meet.</p>
<p><i>Recommendation: that the RDC does not continue during the transition period. Any essential decisions would be referred to the Practice and Development Committee, or to a co-opted working group. Two of the remaining RDC members will be invited to join Practice and Development Committee meeting.</i></p>	

RECOMMENDATION: The Governance Working Group asks Council to consider recommendations for each committee specified above.

6. Outcomes and evaluation of the Governance Review

The GWG is working with the CSP Impact and Evaluation Manager to ensure that the Review is properly assessed. This is in line with good practice, as well as responding to member requests for this degree of accountability and transparency. This work uses the logic model approach and will be made up of two elements:

- Assessing the way the governance review has been conducted; and
- The value and impact of the new Governance structure.

The first element will take place regardless of the outcome of the AGM vote, whilst the second will be subject to it. More information will be shared with Council for approval at the December meeting.

7. Byelaw changes – for second approval

At its meeting in June 2017, Council agreed changes to the Bye-Laws required to implement Council's preferred governance model. The proposed amendments were set out in an Annex with explanatory comments, which Council approved subject to any further amendments deemed necessary to implement the recommendations of the Governance Working Group and/or to comply with any suggestions made or requirements imposed by the Privy Council Office.

The Privy Council Office has not yet made any recommendations related to the Governance Review but the revised Bye-Laws remain subject to any requirements it may impose, either before or after the AGM.

Council decided to amend the proposed quorum for Council meetings in Bye-Law 25(4) from four to six (i.e. one half of Council members) and this is the only change made to the revised Bye-Laws attached at *Annex D*.

RECOMMENDATION: That Council:

- **approves the revised Bye-Laws below for a second time;**
- **authorises the Governance Team to agree such further amendments as are deemed necessary to;**
- **implement the recommendations of the Governance Working Group and/or the Membership Review Working Group; and/or**
- **comply with any suggestions made or requirements imposed by the Privy Council Office.**

8. Vice-Presidents – transition arrangements

At the June meeting, Council agreed that, in its preferred model, it would appoint one Vice-President and that the post holder would normally be the immediate past Chair of Council. The issue for today's meeting is the interim arrangements for Vice-Presidents prior to the new Council in April 2018, assuming members vote in favour of change at the AGM.

The current Vice-Presidents' terms of office conclude at the December Council meeting. In line with interim arrangements for Council members, the GWG recommend that these terms of office are followed. This excludes the office of Sarah Bazin as Council has already agreed that she will remain a Vice-President until she retires as the Chair of the ER-WCPT in 2018.

For the period between December 2017 and April 2018, when the new Council commences, the GWG suggests that the current immediate past Chair, Sue Rees, remains a Vice-President. The Chair of Council has raised this with Sue Rees in principle and she has indicated she is willing to serve in this capacity.

RECOMMENDATION:

That the term of office of the immediate past Chair, Sue Rees, as Vice-President is extended until the new Council has been appointed in spring 2018.

ISSUES FOR INFORMATION

9. Appointment of committee members

At the June meeting, the proposals below were put to the Council about how committee members are appointed in the future. Currently the majority of committee members are elected and concerns were raised that moving to an appointment basis would discourage members from applying. The majority of these committee elections are uncontested, with the same number or fewer candidates standing as there are vacancies to fill.

Taking a new approach to recruiting committee members will need to be supported by measures to encourage members' interest and confidence. These could include:

- Existing Council members working with or mentoring members who may be interested in committee work;
- Developing links to encourage interest from particular groups or types of members to explain how committee membership is relevant to them and their skills, e.g. Associates and Students;
- Making processes clear and transparent; and
- Providing a sound induction and training opportunities for new committee members to develop relevant skills.

Council members are asked to consider other ways that members can be encouraged and supported in relation to committee appointments.

Committee Members appointed by Council	<p>The process will run along formal recruitment lines:</p> <ul style="list-style-type: none"> - Members will respond to an advert and explain how their skills and experience match a stated role profile. - Applications will be sifted against agreed criteria and shortlisted candidates will be interviewed (including phone and videoconference options). - Successful candidates will be recommended to Council for formal appointment. - An appointment panel will be made up of three members (Chair and Vice-Chair of Council and another Council member for the spring 2018 round of appointments).
Members appointed by the committee	<p>Enabling the committee to address any skills gaps or diversity issues. This shouldn't be confused with committee members 'representing' particular interests or areas as they will work in the best interests of the profession as a whole.</p>

10. Preparing for the Annual General Meeting

The Governance Team is working with the GWG to prepare for the formal paperwork for the AGM. An online booklet will explain the purpose and format of the meeting and how members can vote, including via proxy. Formal resolutions will be included to ask members to vote in favour of Council's preferred governance model. A resolution will be included to confirm the status and authority of the interim (November 2017 – April 2018) Council.

11. Regulations and Standing Orders

Material dealing with internal procedures, e.g. how Council meetings are conducted, will be presented to the December Council for approval.

12. Election and campaign guidance and material

This is under development and will be published in line with the election timetable to be publicised to CSP members after the AGM. Similarly, plans for the induction and development of Council members are scheduled for development in the autumn.

13. Council members' role promoting proposals in run up to AGM and during PUK

The proposed new Council and committee structure has been referred to as 'Council's preferred governance model' throughout the Review. It is the result of considerable Council work, careful, thoughtful and, at times, challenging debate.

The GWG oversees a communications plan to raise understanding and support for Council's proposals coming to the AGM. In addition, it aims to generate interest in members standing for Council and applying for committee roles.

Council members have a key role in sharing and promoting these messages. Within the communications plan there are definite plans to do this, e.g. via the Chair's blog and webinars. In addition, Council members are expected to use their existing networks and contacts to promote the proposals and their benefits. There is a real opportunity for Council to demonstrate leadership in this context, especially where some of the proposals might be challenged or initially seem unwelcome. Following on from the September Council meeting, a 'key messages' document and some speaking slides and notes will be available for Council members to use.

GWG
04.09.17

COUNCIL'S PREFERRED GOVERNANCE MODEL

Small Council (12 members)

3 permanent committees dealing with ongoing Council business

Short-life working groups to deal with time-limited issue as required.

Drawing expertise to inform decision-making as required (ERNs, Country Boards, professional networks, other networks, panels & TU groups)

Professional Committee

Finance, Risk & Audit Committee

Employment Committee

PROFESSIONAL COMMITTEE
What members do
TERMS OF REFERENCE

1. Purpose

- 1.1 To provide expertise and insight on significant physiotherapy practice, learning and development issues.
- 1.2 To carry out work delegated by the CSP Council and provide strategic advice to Council and the CSP.

2. Remit

- 2.1 Matters for the Committee include:

- (i) Scope of practice;
- (ii) Education standards;
- (iii) Professional standards; and
- (iv) Promoting the development and use of evidence practice, including research, to inform professional practice.

3. Scheme of Delegation

- 3.1 The Committee acts in accordance with principles outlined in Council's Scheme of Delegation.

4. Accountability

- 4.1 The Committee is directly accountable to, reports to and makes recommendations to Council.
- 4.2 The Committee may set up and have accountability for any short-life or time-limited working groups.

5. Committee membership

- 5.1 The Committee shall consist of 12 members, comprising:
 - (i) two members of the CSP Council, nominated by Council, one of whom shall be Chair; and
 - (ii) 10 members of the CSP, appointed by Council
- 5.2 The Committee may invite CSP members or non-members to attend all or part of its meetings to inform and support decisions or discussions on specific issues. Such attendees shall not have the power to vote.

6. Term of office

- 6.1 The term of office for members of the Committee is up to four years.
- 6.2 Committee members may serve two consecutive terms up to a maximum of eight years, and thereafter shall be eligible for reappointment after a period of four years.

7. Chair and Vice-Chair

- 7.1 *The Chair of the Committee shall be a CSP Council member, appointed by Council/ The Chair of the Committee shall be elected by the committee from amongst its membership at its first meeting [delete as appropriate]*
- 7.2 The Vice-Chair of the Committee shall be elected by the Committee.
- 7.3 The maximum period of time that any individual can serve as Chair or Vice-Chair of the Committee is eight years.

8. Quorum

- 8.1 The quorum for the transaction of business is half of Committee members, including one Council member.

9. Frequency of meetings

- 9.1 The Committee meets at least twice a year, in line with the requirements of Council.

10. Committee vacancies

- 10.1 Council may fill any vacancies arising. Any Committee member appointed in this way shall complete the remaining term of office of the Committee member they replace.

11. Termination of Membership

- 11.1 Committee members may be removed from office in the following circumstances:
- (i) ceasing to be Council members;
 - (ii) removal from the HCPC register;
 - (iii) missing two consecutive meetings without notification;
 - (iv) bankruptcy or similar;
 - (v) circumstances that prevent the member fulfilling their role as a committee member’;
 - (vi) on the request of two-thirds of the Committee; or
 - (vii) resignation.

12. Review and amendment

- 12.1 The Committee’s terms of reference will be reviewed at least every four years to ensure that they continue to be fit for purpose.
- 12.2 Council has the power to amend the terms of reference.

FINANCE, RISK & AUDIT COMMITTEE
Making sure the CSP is well run on behalf of members
TERMS OF REFERENCE

1. Purpose

- 1.1 To support and advise Council on financial, organisational risk and audit issues affecting the CSP.
- 1.2 To carry out work delegated to it by the CSP Council and provide strategic advice to Council and the CSP.

2. Remit

- 2.1 Matters within the Committee's remit include:
 - (i) Oversight of corporate risks and risk register, including PLI;
 - (ii) Budget planning, in-year changes and management account reporting;
 - (iii) Approving and monitoring significant cost or high-profile projects outside the usual budget;
 - (iv) Reviewing the statutory accounts, and making recommendations regarding the appointment and engagement of the auditors and investment managers; and
 - (v) Recommend changes to members' subscriptions

3. Scheme of Delegation

- 3.1 The Committee acts in accordance with principles outlined in Council's Scheme of Delegation.

4. Accountability

- 4.1 The Committee is directly accountable to, reports to and makes recommendations to Council.
- 4.2 The Committee may set up and have accountability for any short-life or time-limited working groups.

5. Committee membership

- 5.1 The Committee shall consist of eight members, comprising:
 - (i) the Chair of Council;
 - (ii) the Vice-Chair of Council;
 - (iii) up to four other members appointed by Council who are members of the CSP; and
 - (iv) up to two members appointed by Council, who are not members of the CSP, with relevant expertise.
- 5.2 The Committee may invite CSP members or non-members to attend all or part of its meetings to inform and support decisions or discussions on specific issues. Such attendees shall not have the power to vote.

6. Term of office

- 6.1 The term of office for members of the Committee is up to four years.
- 6.2 Committee members may serve two consecutive terms up to a maximum of eight years, and thereafter shall be eligible for reappointment after a period of four years.

7. Chair and Vice-Chair

- 7.1 The Chair of the Committee shall be the Chair of Council.
- 7.2 The Vice-Chair of the Committee shall be elected by the Committee.
- 7.3 The maximum period of time that any individual can serve as Chair or Vice-Chair of the Committee is eight years.

8. Quorum

- 8.1 The quorum for the transaction of business is half of Committee members, including one Council member.

9. Frequency of meetings

- 9.1 The Committee shall meet at least twice a year, in line with the requirements of Council and any statutory reporting requirements.

10. Committee vacancies

- 10.1 Council may fill any vacancies arising. Any Committee member appointed in this way shall complete the remaining term of office of the Committee member they replace.

11. Termination of Membership

- 11.1 Committee members may be removed from office in the following circumstances:
 - (i) ceasing to be Council members;
 - (ii) removal from the HCPC register;
 - (iii) missing two consecutive meetings without notification;
 - (iv) bankruptcy or similar;
 - (v) circumstances that prevent the member fulfilling their role as a committee member;
 - (vi) on the request of two-thirds of the Committee; or
 - (vii) resignation.

12. Review and amendment

- 12.1 The Committee's terms of reference will be reviewed at least every four years to ensure that they continue to be fit for purpose.
- 12.2 Council has the power to amend the terms of reference.

EMPLOYMENT COMMITTEE
How members work
TERMS OF REFERENCE

1. Purpose

- 1.1 To support and advise Council on strategic employment matters affecting employed CSP members at work.
- 1.2 To carry out work delegated to it by the CSP Council and provide strategic advice to Council and the CSP.

2. Remit

- 2.1 Matters for the Committee include:

- (i) Pay, pensions and terms and conditions;
- (ii) the work environment;
- (iii) rights at work and industrial action; and
- (iv) wider trade union relationships.

3. Scheme of Delegation

- 3.1 The Committee acts in accordance with principles outlined in Council's Scheme of Delegation.

4. Accountability

- 4.1 The Committee is directly accountable to, reports to and makes recommendations to Council.
- 4.2 The Committee may set up and have accountability for any short-life or time-limited working groups.

5. Committee membership

- 5.1 The Committee consists of 12 members, comprising:
 - (i) two members of the CSP Council, nominated by Council;
 - (ii) six members of the CSP, nominated by the National Group of Regional Stewards; and
 - (iii) four members of the CSP appointed by Council.
- 5.2 The Committee may invite CSP members or non-members to attend all or part of its meetings to inform and support decisions or discussions on specific issues. Such attendees shall not have power to vote.

6. Term of office

- 6.1 The term of office for members of the Committee is up to four years.
- 6.2 Committee members may serve consecutive terms up to a maximum of eight years, and thereafter shall be eligible for reappointment after a period of four years.

7. Chair and Vice-Chair

- 7.1 *The Chair of the Committee shall be a CSP Council member, appointed by Council/ The Chair of the Committee shall be elected by the committee from amongst its membership at its first meeting [delete as appropriate]*
- 7.2 The Vice-Chair of the Committee shall be elected by the Committee.
- 7.3 The maximum period of time that any individual can serve as Chair or Vice-Chair of the Committee is eight years.

8. Quorum

- 8.1 The quorum for the transaction of business is half of Committee members, including one Council member.

9. Frequency of meetings

- 9.1 The Committee meets at least twice a year, in line with the requirements of Council.

10. Committee vacancies

- 10.1 Council may fill any vacancies arising. Any Committee member appointed in this way shall complete the remaining term of office of the Committee member they replace.

11. Termination of Membership

- 11.1 Committee members may be removed from office in the following circumstances:
- (i) ceasing to be Council members;
 - (ii) removal from the HCPC register;
 - (iii) missing two consecutive meetings without notification;
 - (iv) bankruptcy or similar;
 - (v) circumstances that prevent the member fulfilling their role as a committee member;
 - (vi) on the request of two-thirds of the Committee; or
 - (vii) resignation.

12. Review and amendment

- 12.1 The Committee's terms of reference will be reviewed regularly to ensure that they continue to be fit for purpose.

- 12.2 Council has the power to amend the terms of reference.

DRAFT CSP SCHEME OF DELEGATION

1. The Scheme of Delegation (the “Scheme”) details the CSP’s responsibilities under its Royal Charter, Bye-Laws and legislation. It specifies where responsibility lies for key decisions at the CSP. Council may choose to delegate some matters to the Chief Executive, to a committee, or to an ad hoc working group. The Scheme also sets out the authority delegated to committees by Council.
2. As the CSP’s governing body, Council retains overall responsibility for ensuring that the CSP fulfils its Objects, as set out in the Royal Charter (paragraphs 2a-m), and acts in accordance with any applicable legislation.
3. The Scheme sets out:
 - a. Matters reserved to Council;
 - b. Matters delegated to the Chair of Council;
 - c. Matters reserved to committees;
 - d. Matters delegated to ad hoc working groups; and
 - e. Matters delegated to the Chief Executive which may also be carried out by persons nominated by the Chief Executive

Withdrawal of delegated power

4. The Scheme remains in force unless it is amended or revoked by Council.

Exercise of delegated power

5. Where power is delegated under this Scheme, the power must be exercised in a manner consistent with the CSP’s Charter and Bye-Laws, relevant legislation, and the current CSP Strategy and corporate plan.

Matters reserved to Council

6. Council’s purpose is to provide leadership of the physiotherapy profession and governance of the CSP, as a professional body and trade union. Specific powers and responsibilities of Council are set out in the CSP Bye-Laws. Unless otherwise specified, Council retains these powers and responsibilities. The ‘Role of Council and Council members’ document sets out Council’s strategic role and responsibilities and Council members’ individual responsibilities.
7. Matters reserved for Council include:
 - a. Ensuring compliance with the CSP’s Royal Charter and Bye-Laws and relevant legislation.
 - b. Awarding or withdrawing the title of Honorary Fellow.
 - c. Guardianship of membership of the CSP, safeguarding the reputation of the profession and its Chartered status.
 - d. Prescribing and publishing the subscriptions for members.

- e. Appointing the time and venue of Annual or Special General Meetings.
 - f. Appointing a President and Vice-President of the CSP.
 - g. Appointing a Chair and Vice-Chair from among Council members.
 - h. Appointing the CSP's Chief Executive.
 - i. The financial management of the CSP, ensuring that accounts are prepared, audited and presented to the AGM.
 - j. Negotiating and agreeing terms with lenders for borrowing on behalf of the CSP.
 - k. Making, ensuring compliance with and periodic review of Rules and regulations governing Council and committee arrangements and business.
 - l. Establishing and overseeing the regulations of the CSP's Annual Representative Conference.
 - m. Appointing members to Employment, Finance, Risk and Audit and Professional Committees as set out in committee terms of reference.
 - n. *Authorising ballots for national industrial action and calling for national industrial action in the event of a ballot in favour.*
8. The CSP's Standing Financial Instructions set out the delegated authority for specific financial matters. Council has agreed separately the delegated authority for decisions on income generation.
9. Council will appoint Pension Trustees.
10. For matters not described in paragraph 7 above it is for Council, usually via the Chair and Chief Executive, to determine what issues it should consider itself and what issues others can consider on its behalf. Issues directly considered by Council will be strategic, including issues which:
- (i) are considered high profile, sensitive or outside existing CSP strategy; and/or
 - (ii) have significant risks (in terms of either reputation to the CSP or the profession or financial risk).

Matters delegated to the Chair of Council

11. The role description for the Chair of Council sets out their responsibilities in full. The Chair will:
- a. Authorise action on minor, non-contentious matters falling within the responsibilities of Council.
 - b. Have authority for urgent decisions where it is necessary to take a decision outside a Council meeting (known as 'Chair's Action'). In such cases, the Chair will consult with the Chief Executive and, where relevant, the chair of the committee, or other groups concerned with the issue.
 - c. Conduct on behalf of Council the annual performance review of the Chief Executive.

- d. *Have responsibility for conducting regular development reviews of Council members.*

Matters reserved to committees

- 12. Matters delegated to committees by Council are set out in their individual terms of reference.
- 13. Council has delegated to committees decision-making powers on the following specific issue:
 - a. *Recognising institutions providing physiotherapy education; accrediting courses provided by recognised institutions; appointing representatives to report on recognising institutions and accrediting courses; and withdrawing recognition and/or accreditation (Bye-Law 29) is delegated to the Professional Committee.*
- 14. Where any matter is to be delegated to a short-life working group, it will be set out in the terms of reference of that working group.
- 15. All committees and working groups will act in accordance with the following principles:
 - a. Horizon scanning to spot external threats and opportunities to the profession and the CSP at an early stage and planning business appropriately;
 - b. Ensuring equality and diversity issues are considered in all matters;
 - c. Making sure that decision making includes consideration of any national or regional issues as appropriate;
 - d. Carrying out work delegated to it by Council, meeting deadlines and reporting requirements, making recommendations or decisions as required;
 - e. Ensuring that an appropriate range of members' expertise and views inform Council's consideration of significant issues affecting or outside its current strategic priorities;
 - f. Informing Council's planning to shape the CSP's vision and strategy;
 - g. Informing and advising CSP staff and providing insight and expertise on appropriate issues;
 - h. Considering and respecting the remits of other CSP committees, groups and networks; and
 - i. Liaising with CSP staff to consider the impact of implementing committee decisions on CSP resources including, finance and staff implications, planning and communications.

Matters delegated to the Chief Executive

16. The Chief Executive is responsible for implementing the strategic objectives set by Council and the day-to-day operation of the CSP. The Chief Executive may delegate functions to other staff but will be held accountable to Council for the discharge of all functions delegated under the Scheme.
17. Council has delegated to the Chief Executive decision-making powers on the following specific issue:
 - (i) *Authorising holding a ballot of members for local industrial action, and calling upon members to take local industrial action in the event of a ballot in favour, is delegated to the Chief Executive (local industrial action is defined as involving one employer only). Any such decision will be reported to the Employment Committee.*

CHARTERED SOCIETY OF PHYSIOTHERAPY

ROLE OF COUNCIL & COUNCIL MEMBERS

[The CSP is committed to equality of opportunity and actively guards against unfair discrimination on any grounds (including sexual orientation, religion or beliefs, race, sex, age or disability). We encourage applicants from all countries and crown dependencies of the UK.]

1. Council's Purpose

As the highest decision-making body of the CSP, our Council's purpose is to provide leadership of the profession and governance of the CSP.

2. Council's strategic role and responsibilities

Council is made up of 12 elected members to lead and represent CSP members wherever they live and work. Council members are collectively responsible:

- a. for setting strategy and policy and to ensure that they are delivered;
- b. providing a collective voice for the profession and acting in the best interests of the profession as a whole;
- c. for listening to and connecting with members to understand frontline issues;
- d. for understanding how the CSP works;
- e. for following and upholding the provisions of the Royal Charter;
- f. for ensuring that CSP finance and resources are well used and accounted for to ensure the Society's long-term sustainability;
- g. for working with Council's committees, projects, boards, networks and other groups;
- h. for appointing the Chief Executive and holding them to account;
- i. for representing Council's views and policies to different audiences;
- j. for approving the appointment of the Chair of the Pensions Trustees;
- k. for approving appointments to Council committees;
- l. for ensuring that the work of its committees is strategic, co-ordinated and productive;
- m. for maintaining high standards of governance and the Society's reputation;
- n. to the CSP membership for Council decisions and actions, being held to account at the Annual General Meeting and to be accountable to members at the Annual Representative Conference; and
- o. for other activities as agreed by Council.

3. Council Members' individual responsibilities

As individuals, all Council members have a duty to:

- a. observe the highest standards of integrity, confidentiality and objectivity;
- b. respect the trust and confidence of our voting members by working hard for and making a personal contribution to all aspects of Council's business;
- c. actively participate, ask questions and be constructively challenging in Council debates;
- d. attend Council meetings, the Annual Representative Conference (ARC), the Physiotherapy UK conference and other key CSP and professional events;
- e. serve on committees, project boards and working groups;
- f. take responsibility to own Council decisions collectively, irrespective of their own viewpoint;
- g. connect and engage with our members including the Country Boards, regional networks, professional networks, stewards and special interest groups;
- h. to promote the CSP and to inform members of Council's decision-making;
- i. keep up to date with the work of the CSP as a membership organisation, trade union and professional body;
- j. keep up to date with key professional and political issues affecting our members;
- k. participate in an annual development review with the Chair and to take responsibility for ongoing induction and development as a Council member;
- l. avoid conflicts of interest where possible and declare any conflicts or perceived conflicts of interest;
- m. avoid using their position on Council to promote private interests or for personal benefit; and
- n. engage in any other duties, activities or projects agreed by Council.

4. Supporting Documents

Charter

Bye-Laws

Council Code of Conduct

Election Pack

Regulations/Standing Orders?

Scheme of Delegation?

CHARTERED SOCIETY OF PHYSIOTHERAPY

CHAIR OF COUNCIL

ROLE & RESPONSIBILITIES

[The CSP is committed to equality of opportunity and actively guards against unfair discrimination on any grounds (including sexual orientation, religion or beliefs, race, sex, age or disability). We encourage applications from all countries and crown dependencies of the UK.]

A. SUMMARY

To lead the physiotherapy profession and, through Council, ensure robust governance of the Chartered Society of Physiotherapy.

B. DUTIES AND RESPONSIBILITIES

1. Leadership

- To act as a role model for members and to inspire the profession.
- To attend national and local member meetings to brief members on Council's activities and to listen to members' concerns and professional activities in order to be informed on major initiatives, and regional and workforce issues.
- To distil and communicate membership views to and from all sections of the Society.
- To work behind the scenes to anticipate problems and identify opportunities.
- To provide leadership and direction to Council to enable Council Members to function effectively and fulfil their responsibilities for the strategic direction and governance of the profession and the Society.
- To be responsible to Council and the CSP membership for the work of the Society, and to maximise the performance of the Chief Executive in implementing and delivering the Society's strategies and objectives as agreed by Council.
- To define goals and, with Council set targets for the Society and evaluate performance against agreed targets.
- To ensure that Council decisions are aligned with the strategy, purpose and values of the Society.
- To undertake the Performance Review of the Chief Executive, ensuring that the annual business plan and budget are delivered.
- To promote an active response within the Society to current and changing health care in the UK and abroad.
- To be proactive in professional, educational and trade union issues.
- To act as a spokesperson for the CSP, with appropriate briefing from staff.

- To act as the CSP's ceremonial figurehead [in conjunction with the President of the Society].

2. Management of Council

- To invest time getting to know and develop all Council Members in order to create the environment for a high-performing Council.
- To set an agenda for Council which is focused on strategic matters, forward looking; and evaluates and oversees current business.
- To facilitate Council meetings to promote stimulating, well-rounded and carefully considered strategic decision-making.
- To encourage all Council members to contribute to debate so that all perspectives are heard and to make difficult decisions for the right reasons.
- To collaborate with the vice-chair to build and maintain trust to work productively with Council members
- To create the conditions for overall Council and individual Council member effectiveness.
- To work with the vice-chair to lead the Council and to delegate assignments to Council members as appropriate.
- To work closely with the Chief Executive to ensure the effective working of Council.
- To ensure that Council's decisions are implemented.
- To steer and guide the Council to make key governance and strategic decisions
- To carry out such other tasks as requested by Council.

3. Governance and Accountability

- To lead Council meetings to allow sufficient time for discussion of complex or contentious issues and to encourage and value all members' contributions.
- To ensure the accountability of the Chief Executive and the Leadership Team, for the effective and efficient delivery of the Society's business.
- To ensure that Council leads on strategic matters reserved to the Council.
- To promote and oversee the highest standards of corporate governance within the Council and the Society.
- To lead Council in discussions on all proposals put forward by the executive team.
- To ensure that the Society acts in accordance with its Charter and Bye-Laws and any other legal and regulatory requirements.
- To address any conflict or potential conflict within the Council to maintain credibility and transparency.

- To oversee the recruitment process, performance and remuneration of the Chief Executive Officer.
- To ensure that the Society's financial dealings and management of identified risks are prudently and systematically accounted for and audited.
- To act as an authorised finance signatory and to approve all expenses relating to the Chief Executive.
- To ensure the financial stability of the Society and that members' subscriptions are well spent.
- To review the audited annual accounts and sign them on behalf of Council.
- To ensure the long-term sustainability of the Society by understanding and keeping up to date with financial and management accounts.
- To oversee the appointment process to CSP committees and groups.
- To oversee the Member complaints process.

4. Annual Representative Conference (ARC) and Annual Physiotherapy UK (PUK) Conference

- To chair the Annual Representative Conference (ARC) Agenda Committee and the ARC Conference itself.
- To officiate at the Annual Physiotherapy UK (PUK) Conference, including accountability at the Annual General Meeting for Council's performance and activities and other CSP events.

5. External Relations

- To be a CSP delegate at the World Confederation of Physical Therapy (WCPT) conferences and European meetings and to represent the Society at national and international events.
- To represent the Society in multi-professional meetings (including the AHPF).
- To work to raise the profile of the CSP and represent it to external organisations.
- To liaise with Government Ministers and officials as required.
- To promote the Society to a wider audience to contribute to the future development of the profession and the organisation.
- To safeguard the reputation and values of the Society.

6. Developmental

- To promote an appropriate induction programme for Council members, creating the opportunity for maintenance of the relevant skills and knowledge required to fulfil the members' roles on Council and its committees.
- To ensure that the Council undertakes an annual evaluation of its own performance, that of its committees and that of individual Council members, including the Chair.

- To take the lead in identifying and meeting the development needs of individual Council members and to address the development needs of the Council as a whole with a view to enhancing its overall effectiveness as a team.
- To attend to one's own development in the service of the role and the CSP including performance reviews

7. Additional information

- The Vice-Chair acts for the Chair when the Chair is not available and undertakes assignments at the request of the Chair.
- The above list is indicative only and not exhaustive. The Chair will be expected to perform all such additional duties as are reasonably commensurate with the role.

*Governance Working Group
31 August 2017*

GOVERNANCE REVIEW – BYE-LAW AMENDMENTS

Council members approved these Bye-Law amendments at their meeting in June 2017, subject to amendment the quorum in Bye-Law 25(4) from four to six. Council members are now requested to approve the Bye-Laws for a second time.

The revised Bye-Laws will then require approval by members at the AGM. If they are approved by Members, they will then require official approval from the Privy Council before final implementation.

1. Governance Review Amendments

Existing Bye-Law	Amendment	Comment
Bye-Law 18, Voting Entitlement (1) A member of Council who is not a member of the Society shall be entitled to receive notice of and to attend and speak at General Meetings, but not to vote thereat. (2) The instrument appointing a proxy shall be in writing under the hand of the principal	Deleted. The instrument appointing a proxy shall be <u>in writing under the hand of the principal</u> <u>signed/completed on behalf of the member in accordance with instructions determined by Council.</u>	Only CSP members will be able to stand for election to the new Council. Allows for submission of online proxy forms at future AGMs.
Bye-Law 21, The Council Composition of Council, regional, NHS, independent, student, co-opted members etc.	The Council shall consist of <u>twelve Members</u> <u>12 persons elected by and from among Fellows, Members, Associates and Student Members</u> in accordance with the election provisions below.	Removes all segmentation and representation and allows for election of a leadership Council of Members by Members, acting in the best interests of the profession as a whole.
Bye-Law 22, Election of Council Members Provisions relating to Student members; co-opted members; regional representatives and alternates. Elections to be held by postal ballot prior to the AGM.	The following provisions shall apply to the election of <u>ed</u> members to <u>of the</u> Council. (1) <u>Members elected other than as students, shall retire at the Annual General Meeting held in the fourth year following their election.</u> (2) <u>Student members shall retire at the Annual General Meeting held in the year following their election</u>	Amended to reflect the new Leadership governance model. References to student Members deleted.

Item 12

Existing Bye-Law	Amendment	Comment
Bye-Law 22, Election of Council Members cont/...	<p>(1) Prior to the Annual General Meeting in each year at which vacancies are to arise, a postal ballot shall be held for the purpose of such election from those nominated in accordance with the next following provision, unless such a ballot shall be unnecessary by the reason of the fact that there are no more candidates than vacancies, in which case no ballot will be necessary and nominated candidates will be deemed to be elected. In the constituency concerned.</p> <p>(2) Candidates Fellows, Members, Associates and Student Members wishing to stand for election other than under Bye-Law 22(3) shall each have been nominated by not less fewer than twelve 12 Fellows, or Members, Associates and/or Student Members eligible to vote in the election of members of Council Members, in that category. A candidate for election under Bye-Law 22(3) shall have been nominated by two other persons entered on that List. A Fellow or Member may stand for election both as a Beard Representative and as a nationally elected member.</p> <p>(4) If there are insufficient candidates nominated to fill the available Council places for a four-year term or if a vacancy should arise, the Council may organise a bye-election should to take place when reasonably practicable twelve months after the date of the original Council elections or the date on which the vacancy arose, as appropriate. Any Fellow, Member, or Associate or Student Member</p>	<p>Confirmation of election via postal ballot, as required by trade union law, and reference to constituency deleted.</p> <p>Confirmation of which members can stand for Council. Candidates will still need to be nominated by 12 members but not restricted to constituencies or types of members.</p> <p>Confirmation of how vacancies will be filled other than in the normal two-yearly Council elections.</p>

Item 12

Existing Bye-Law	Amendment	Comment
	<p>filling a vacancy under this Bye-Law shall hold office for the remainder of the four-year term <ins>for of which</ins> the original <ins>Council</ins> vacancy <ins>was first advertised</ins>.</p>	Subsections (7) – (11) are deleted as they refer to representatives, co-opted members and alternates.
<p>Bye-Law 23, Retirement Election of Council Members Provision relating to timing of retirement and taking up office without reference to maximum term of office.</p> <p>Bye-Law 23, Retirement Election of Council Members cont/....</p>	<p>Renamed Terms of Office</p> <p>(1) All retiring members of the Council shall hold office until the close of the Annual General Meeting at which they are due to retire but they shall notwithstanding have been eligible for re-election to continue in office thereafter. The new members of the Council shall comment in office immediately after the close of the Annual General Meeting at which they assume office.</p> <p>(1) <ins>Council Members may serve up to a maximum of eight consecutive years in office and thereafter shall not be eligible for re-election until a period of four years has elapsed.</ins></p> <p>(2) <ins>A Council Member is elected for a term of office of up to four years.</ins></p> <p>(3) <ins>In this Bye-Law 23, a “year” means the period between one Annual General Meeting and the next.</ins></p> <p>(4) <ins>Notwithstanding Bye-Laws 23(2) and 23(3), in relation to Council Members elected at the first election following the 2017 Annual General Meeting:</ins></p> <p class="list-item-l1">(a) <ins>For the purposes of calculating length of service and terms of office served:</ins></p> <p class="list-item-l2">(i) <ins>Council Members elected at that election shall be deemed to have</ins></p>	<p>Deleted and replaced by provisions stipulating the maximum term of office.</p> <p>Confirms the new eight-year maximum term of office and that Council members are only eligible to stand for re-election after four years.</p> <p>To allow for different timings of AGMs from year to year.</p> <p>For transitional purposes, the period between the 2017 and 2018 AGMs is discounted to allow for continuity of service without breaching the new maximum.</p>

Item 12

Existing Bye-Law	Amendment	Comment
	<p style="color: red;"><u>taken office at the 2018 Annual General Meeting; and</u></p> <p style="color: red;"><u>(ii) the period between the 2017 and 2018 Annual General Meetings shall be disregarded.</u></p> <p style="color: red;"><u>(b) At the second Annual General Meeting following the 2018 Annual General Meeting, six Council Members shall retire at the conclusion of the Annual General Meeting in the following order:</u></p> <p style="color: red;"><u>(i) by volunteering; and/or</u></p> <p style="color: red;"><u>(ii) or by drawing lots.</u></p>	Transitional provisions to allow staggering of the first Council so that six Council Members will retire after two years, but may stand for re-election if they have not served the eight-year maximum.
Bye-Law 24, Cessation of Membership of the Council	<p style="color: red;">(1) A member of the Council<ins>Council Member</ins> shall <i>ipso facto</i> cease to be a member thereof:</p> <ul style="list-style-type: none"> (a) on resignation or removal in accordance with Bye-Law 2 or 6; (b) if his or her privileges of membership are suspended under Bye-Law 89; (c) on resigning from office by notice in writing to the Chief Executive; (d) on becoming bankrupt or suspending payment or <u>making any arrangement or composition</u>und with creditors; <u>(e) if absent without permission for three consecutive meetings and the Council resolves that they should cease to hold office;</u> <u>(e)(f) on being detained in a hospital, or received into guardianship under the Mental Health Act 1983 (or equivalent)</u> 	Confirms circumstances when Council membership is terminated and updating the provision regarding ill-health, whether physical or mental.
Bye-Law 24, Cessation of Membership of the Council cont/....		Allows Council to remove Council Members who are unable to commit time to Council.

Item 12

Existing Bye-Law	Amendment	Comment
	<p><u>legislation)if a registered medical practitioner treating that Council member gives a written opinion to the Society stating that he or she has become physically or mentally incapable of acting as a Council Member;</u></p> <p><u>(f)(g)</u> on being requested to resign by resolution of the Council passed by a majority of at least two-thirds of all the <u>Council mMembers of the Council.</u></p>	
Bye-Law 25, Proceedings of Council	<p>(1) The Council may appoint a Chair <u>and</u>, Vice-Chair <u>and Treasurer</u> from amongst its number, restricted to elected and voting members of the Council. They shall hold office at the will of the Council.</p> <p>(2) The Chair, or, if absent or unwilling to act, the Vice-Chair, shall take the Chair at meetings of the Council.</p> <p>If both the Chair and the Vice-Chair are absent or unwilling to act the members of the Council present may choose one of their number to be Chair at the meeting.</p> <p>(3) The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.</p> <p>(4) Questions arising at a meeting shall be decided by a majority of votes and in case of equality the Chair of the meeting will have a second or casting vote. The quorum necessary for the transaction of business may be fixed by the Council and until so fixed shall</p>	Removes provision relating to the Treasurer and sets the quorum for the new Council.
Bye-Law 25, Proceedings of Council cont/....		Best practice and current provision is equal to one third of Council members but Council agreed to amend this figure to six (<i>ie one half of the new Council of 12</i>)

Item 12

Existing Bye-Law	Amendment	Comment
	<p>be nine, of which no less than six shall be members of the Society shall be six.</p> <p>(7) The Council may delegate any of its powers to Committees consisting of <u>Council m</u>Members of the Council and such other persons, <u>if any,</u> as the Council shall think fit provided that more than one half of the members of any such Committee shall be members of the Society. Any such Committee shall in the exercise of the powers delegated to them conform to any regulations or directions which the Council may from time to time make or give. The proceedings of any such Committee shall be governed by the regulations from time to time made by the Council.</p>	<p>Composition and membership of committees will be set out in the Regulations for flexibility. Any changes to Committee Terms of Reference need to be approved by Council, once by two-thirds majority and once by a simple majority.</p>

Item 12

2. Other Amendments for consistency, modernisation, clarity or best practice

Existing Bye-Law	Amendment	Comment
<p>1. Definitions</p> <p>1.1 In these Bye-Laws (where not repugnant to unless the context <ins>otherwise requires</ins>):</p> <p>"Member" means a <ins>person admitted to M</ins>embership of the Society in accordance with Article Clause 4 of the Charter <ins>and includes Student Members and in any of the grades of Members elected to be, Fellows or Student member</ins>, but <ins>does not include an Honorary Fellows, AssociateS, or Affiliated members</ins>;</p> <p>"<ins>A</ins>ssociate" or "<ins>A</ins>ssociate member" means a <ins>person admitted to</ins> Associate mMembership of the Society <ins>pursuant to Clause 8 of the Charter and in accordance with these Bye-Laws, as defined in regulations determined by Council from time to time</ins>;</p> <p>"<ins>a</ins>Affiliate" or "<ins>a</ins>Affiliated member" means a <ins>person admitted to</ins> Affiliated membership of the Society <ins>in accordance with these Bye-Laws</ins>;</p> <p>"Condition of Practice Order" means an order made under the Health & Social Work Professions Order 2001 by the Statutory Regulator imposing conditions with which the person concerned must comply for a specified period.</p> <p>"the Council" means the body of persons constituted and elected in accordance with Bye-Laws 21 and 22, respectively, to oversee the affairs of the Society and to be the Governing Body of the Society pursuant to clause 13 of the Charter;</p> <p>"Council Member" means a person elected to the Council in accordance with Bye-Law 22;</p> <p>"the Regulations" means regulations made by resolution of the Council and "the Regulations" means all Regulations for the time being in force;</p> <p>1.7 References in the Bye-Laws to <ins>members and</ins> different <ins>categories grades and classes of the</ins> membership shall be construed to include <ins>members Members, Associate members and Affiliated members and any other grades or classes of members that may from time to time be created pursuant to the Charter and in accordance with these Bye-Laws</ins>where appropriate.</p>	<p>For clarity and consistency with the rest of the Bye-Laws and/or the Charter.</p> <p>This provision clarifies the definition of Member and Membership as provided in the Charter.</p> <p>Associates are specifically excluded from Membership in the Charter but the Bye-Laws have been amended to clarify their membership privileges as approved by the Membership Review.</p> <p>New definitions to clarify terms used in the Bye-Laws</p> <p>To be consistent with amendments in the Membership Review</p>	

Item 12

15. General Meetings – Quorum (1) 50 Fellows, Members, Associate <u>s</u> or Student m Members personally present <u>(which, for the avoidance of doubt, includes presence by proxy)</u> and entitled to vote shall be a quorum for a General Meeting, and no business shall be transacted at any General Meeting unless the requisite quorum be present throughout the business.	To clarify that the quorum for general meetings includes those votes registered by proxy.
33. Accounts & Audit (4) The <u>Council's Society's Management Group-Finance & Resources Committee or any successor body</u> appointed by the CSP Council and acting in accordance with its delegated authority from Council under Bye-Law 265(7), may negotiate and agree terms (including the granting of security) with banks or other lenders for any overdrafts, loans, mortgages or other forms of borrowing on behalf of the <u>Chartered Society of Physiotherapy</u> .	Updates Management Group to Finance & Resources Committee or any successor body, to allow for any committee changes.

RECOMMENDATION:

Council members are requested to approve the revised Bye-Laws below for a second time; and

to authorise the Governance Team to agree such further amendments as are deemed necessary to:

implement the recommendations of the Governance Working Group and/or the Membership Review Working Group; and/or comply with any suggestions made or requirements imposed by the Privy Council Office.