

## Section 1: The Hearing Aid Council

The Hearing Aid Council was established by virtue of the Hearing Aid Council Act 1968 (as amended and herein referred to as the Act). The Council is required at all times to ensure it complies with the provisions of the Act.

The Act provides that the Council is required to regulate the sale of Hearing Aids. In undertaking this regulation, the Council is required to:

- to maintain a register of suitably qualified dispensers of hearing aids;
- to determine the eligibility of individuals for inclusion on the register;
- to publish a code of practice for Registered Hearing Aid Dispensers (RHADs) and to ensure that RHADs comply with the code;
- to ensure that RHAD meet a standard of competence as set by the Council; and
- to deal with any relevant complaint received in respect of RHADs and their employees

## Composition

The composition of the Council is set out in Schedule 1 of the Hearing Aid Council Act 1968 (the Act) as amended by the Hearing Aid Council (Amendment) Act 1989. The Act (as amended) provides that the Council shall consist of a Chairman and twelve other members who shall be appointed by the Secretary of State for Trade and Industry. A member of the Council may hold office for such period, not exceeding four years, as specified by the Secretary of State for Trade and Industry.

## Delegation of powers

Subject to the directions as given under statute, to directions that may be given by the Secretary of State, and to the restrictions set out in the Standing Financial Instruments of the Council, the Council may make arrangements for the exercise, on behalf of the Council, of any of its functions by another body or individual. In each case, the Council may make such delegation subject to such restrictions and conditions as the Council sees fit.

The delegation of powers by the Council to a suitable body or individual can be made at the annual meeting of Council or at an ordinary meeting as defined in sections 3.6 and 3.7. At least half of the members of the Council must be at the meeting.

Powers residing in the Council may be delegated to one of the following bodies or individuals:

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- a standing committee of the Council, constituted under section 3.35;
- an officer of the Council, appointed under section 2.25.

## Section 2: Members of the Council

### Part 1: General Provisions

- 2.1 A Member must observe the Council's code of conduct whenever he/she conducts the business of the Council or acts as a representative of the Council, and references to a Member's official capacity shall be construed accordingly.
- 2.2 This code of conduct shall not, apart from paragraphs below, have effect in relation to the activities of a Member undertaken other than in an official capacity.
- 2.3 Where a Member acts as a representative of the Council on any other body, he/she must, when acting for that other body, comply with the Council's code of conduct, except and insofar as it conflicts with any other lawful obligations to which that other body may be subject.
- 2.4 A Member must –
- promote equality by not discriminating unlawfully against any person;
  - treat others with respect;
  - not do anything which compromises or which is likely to compromise the impartiality of those who work for, or on behalf of, the Council; and
  - observe the seven principles of public life as defined by Nolan<sup>1</sup>.
- 2.5 A Member must not -
- disclose information given to him/her in confidence by anyone, or information acquired which he/she believes is of a confidential nature, without the consent of a person authorised to give it, or unless he/she is required by law to do so; nor
  - prevent another person from gaining access to information to which that person is entitled by law.
- 2.6 A Member must not in his/her official capacity, or any other circumstance, conduct himself/herself in a manner which could reasonably be regarded as bringing the Council into disrepute.

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<sup>1</sup> A list of seven principles of public life is provided in Appendix B

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- 2.7 A Member must not in his/her official capacity, or in any other circumstance, use his/her position as a Member improperly to confer on or secure for himself/herself or any other person, an advantage or disadvantage.
- 2.8 A Member must, when using or authorising the use by others of the resources of the Council-
- (i) act in accordance with the Council's corporate governance framework and standing financial instructions; and
  - (ii) ensure that such resources are not used for political purposes unless that use could reasonably be regarded as likely to facilitate or be conducive to, the discharge of the functions of the Council.
- 2.9 A Member must if he/she becomes aware of any conduct by another Member which he/she reasonably believes involves a failure to comply with the code of conduct or any other misconduct, have a duty to report to the Chair of Council as soon as it is practicable to do so. The Chair must attempt to resolve a complaint within 28 days of receiving notice of the complaint.
- 2.10 A Member may contact the Secretary of State in relation to complaints about the Chair of the Council only if he/she has tried to resolve the matter within the Council to an unsatisfactory conclusion.
- 2.11 A Member shall receive an annual appraisal from the Chair relating to objectives that will have been agreed by the Member and the Chair at the beginning of the year. The appraisal shall be used to base the Chair's report to the Secretary of State on the Member's reappointment.
- 2.12 A Member can be dismissed by the Secretary of State if:
- they are absent for three consecutive meetings without permission from the Council;
  - they are convicted of a criminal offence;
  - the Secretary of State is satisfied that the Member is unable, unfit or unwilling to discharge his or her functions as a Member (whether because of illness or otherwise); or
  - they are the subject of a bankruptcy restrictions order, a disqualification order under the Company Directors Disqualification Act 1986 or an order under section 429(2)(b) of the Insolvency Act 1986

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- 2.13 A Member of the Council may resign by sending written notice to the Chairman, which must be copied to the Council and the Secretary of State.

## Part 2: Interests

### Personal interests

2.14 A Member must regard himself/herself as having a personal interest in any matter in respect of which notification must be given under these governance arrangements, or if a decision upon it might reasonably be regarded as affecting to a greater extent than other registered hearing aid dispenser, those using a hearing aid or the public at large, the well-being or financial position of himself/herself, a relative or a friend or –

- any employment or business carried on by such persons;
- any person who employs or has appointed such persons, any firm in which they are a partner, or any company of which they are directors;
- any corporate body in which the Member has a beneficial interest in a class of securities of that body that exceeds the nominal value of £25,000 or one hundredth of the total issued share capital of that body;
- any body to which he has been appointed or nominated by the Council as its representative;
- any public Council or body exercising functions of a public nature;
- any company, industrial and provident society, charity, or body directed to charitable purposes; or
- any body whose principal purposes include the influence of public opinion or policy.

In this paragraph –

- (a) “relative” means those family members, or members of the same household, who may be expected to influence, or be influenced by, that person in their dealings with the reporting entity. This includes a: spouse, partner, parent, son, daughter, brother, sister, grandparent, and grandchild; and
- (b) “partner” in sub-paragraph x above means a Member of a couple who live together.

## Disclosure of personal interests

- 2.15 A Member with a personal interest in a matter who attends a meeting of the Council at which the matter is considered, must disclose to that meeting the existence and nature of that interest at the commencement of that consideration, or when the interest becomes apparent and not withstanding that the interest may have been declared in accordance with section 2.20 below.

## Prejudicial interests

- 2.16 A Member with a personal interest in a matter also has a prejudicial interest in that matter if the interest is one that a reasonable person would regard as so significant that it is likely to prejudice the Member's judgement of the public interest.

## Participation in relation to disclosed interests

- 2.17 A Member with a prejudicial interest in any matter must:
- declare that interest at meeting of the Council if it relates specifically to a particular issue under consideration and not withstanding that the interest may have been declared in accordance with section 2.20 below;
  - follow the decision of the majority vote of the Council Members present at the meeting and accordingly either withdraw from the room where a meeting is being held, not participate in the discussion or determination of matters in which they have an interest, or partake fully; and
  - not seek improperly to influence a decision about that matter.
- 2.18 When voting on the annual budget, the budget must be voted for by a majority of those present, with at least half the Council members voting in favour and with at least half the Council members who vote being neither officer nor employed by a person who is registered by, or employed by someone registered by, the Hearing Aid Council.
- 2.19 For the purpose of this Part, "meeting" means any meeting of -
- (a) the Council; or
  - (b) any of the Council's duly constituted committees, panels, working groups or any other constituted bodies.

## Part 3: The register of Member's interests

### Registration of financial and other interests

2.20 Within 28 days of the provisions of the Council's code of conduct being adopted or within 28 days of his/her appointment to office (if that is later), a Member must register his/her financial interests in the Council's register maintained by the Chief Executive by providing written notification to the Chief Executive of –

- (a) the name of the person who employs or has appointed him/her, the name of any firm in which he/she is a partner, and the name of any company for which he/she is a remunerated director;
- (b) the name of any corporate body in which the Member has a beneficial interest in a class of securities of that body that exceeds the nominal value of £25,000 or one hundredth of the total issued share capital of that body;
- (c) a description of a contract for goods, services or works made between the Hearing Aid Council and himself/herself or a firm in which he/she is a partner, a company of which he/she is a remunerated director, or a body of the description specified in sub-paragraph (b) above;
- (d) the name of any person, other than the Hearing Aid Council, who has made a payment to him/her in respect of any expenses incurred by him in carrying out his duties;

2.21 A Member must within 28 days of becoming aware of any change to their interests specified above, provide written notification to the Chief Executive of that change.

2.22 A register of interests shall be kept up-to-date by the Chief Executive and shall be open to the public.

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## Registration of gifts and hospitality

- 2.23 A Member must within 28 days of receiving any gift or hospitality over the value of £50, provide written notification to the Chief Executive of the existence and nature of that gift or hospitality.

## Personal liability of Members

- 2.24 A Member may be personally liable if he or she makes a fraudulent or negligent statement which results in a loss to a third party. However, individual Members who have acted honestly, reasonably, in good faith and without negligence will not have to meet out of their own personal resources any personal civil liability that is incurred in execution of their Council functions.

## Officers of the Council

- 2.25 The Council shall have the power to appoint such officers and servants the Council may determine to facilitate the proper discharge of its functions. In particular, the Council will consider the appointment of the officers and servants as set out in the following sections.

### The Chair

- 2.26 The Council shall have a Chair, appointed by the Secretary of State in accordance with the provisions of the Act and other relevant legislation.
- 2.27 The Chair will chair all meetings of the Council, if he/she is present. In the absence of the Chair, meetings will be chaired by the deputy Chair (if appointed) or by another member chosen by a simple majority of Members present.
- 2.28 If a deputy Chair is presiding at the meeting in the absence of the Chair, he or she may exercise any power or duty of the Chair of the Council.
- 2.29 The Chair should ensure that the Council meets at appropriate intervals, and that the minutes of meetings and any reports to the Secretary of State accurately record the decisions.
- 2.30 The Chair is responsible for representing the views of the Council to the public.
- 2.31 The Chair should ensure that new Council members are briefed on appointment (and their training needs considered), and provide an assessment of their performance, on request, when members are considered for re-appointment to the Council.
- 2.32 In the event of disruptive or abusive behaviour, the Chair may require any person or persons to leave a meeting of the Council.

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2.33 The Chair may adjourn a meeting at any time.

#### **The Registrar**

2.34 The Council is required under the Act to appoint a Registrar.

2.35 The Registrar shall establish and maintain:

- a register of dispensers of hearing aids; and
- a register of persons employing such dispensers.

2.36 The Council may delegate additional responsibilities to the Registrar as it sees fit and in accordance with section 1.5 of these arrangements.

2.37 The Council shall ensure that appropriate mechanisms for the remuneration and management of the performance of the Registrar are established and maintained.

#### **The Chief Executive**

2.38 The Council may appoint a Chief Executive as an officer of the Council.

2.39 Where appointed, the Chief Executive will act as:

- the accounting officer of the Council, which means he/she shall be accountable to the Council for funds entrusted to the Council and shall be responsible for the proper stewardship of public funds and assets;
- the Head of Paid Staff of the Council; and
- the clerk to the meetings of the Council.

2.40 The Council may delegate additional responsibilities to the Chief Executive as it sees fit and in accordance with section 1.5 of these arrangements.

2.41 The Council shall ensure that appropriate mechanisms for the remuneration and management of the performance of the Chief Executive are established and maintained.

2.42 Where a Chief Executive has not been appointed, or the position is vacant or the Chief Executive is unable to carry out his/her duties, the Council may appoint another officer of the Council to undertake the duties outlined above.

## Section 3: Procedural standing orders

### General principles

Standing orders will be important as a day to day guide on the proper conduct of business by Members of the Council. Standing orders can form a strong foundation for member training so that new members can be inducted and become effective in the shortest amount of time. Standing orders can be used to audit compliance with any relevant legislation.

### Council business and meetings

#### Meetings to be held

- 3.1 The Council shall hold an Annual Meeting in public each year between September and December. The agenda for the annual meeting shall include the determination of which committees the Council shall appoint for the coming year, the terms of reference for those committees and their membership.
- 3.2 In addition to the annual meeting of the Council, ordinary meetings for the transaction of general business shall be held on such days as may be determined by the Council. The Council must give reasonable notice of its intention to hold annual or ordinary meetings. The Council should meet in ordinary session at least four times a year. Ordinary meetings of the Council shall normally be held in private session, unless agreed by the Council and reasonable notice given that members of the public may attend. In private session, only members and officers of the Council and representatives of the sponsoring department may attend. No other member of the public may attend a private meeting of the Council.
- 3.3 An extraordinary meeting of the Council may be called at any time by the Chair. Members may request a meeting in writing to the Chair who shall not unreasonably refuse additional meetings. No business may be discussed other than the business that led to the need for an extraordinary meeting. Extraordinary meetings of the Council shall be held in private session.

#### Membership and Members' rights

- 3.4 All Members are entitled to attend full meetings of Council and to speak and vote unless they have been suspended from office. Any Member may request to attend any meeting of a committee, whether or not he or she is a Member and may not unreasonably be refused. If they are not a Member they must speak with the permission of the Chair, but not vote.

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3.5 Any Member has the right of access to ministers on any matter which he or she believes raises important issues relating to his or her duties as a Council Member. In such cases, the agreement of the rest of the Council should normally be sought and the Chair should be used as the intermediate stage for consultation with ministers. Members should endeavour to resolve all matters internally.

### Business at meetings

3.6 The agenda for each annual meeting of the Council shall be as follows:

- minutes of the last meeting, in accordance with sections 3.19 to 3.25;
- declarations of interest, in accordance with section 3.48;
- establishment of standing committees and other committees and panels, in accordance with sections 3.35 and 3.36;
- appointment of members to Committees, in accordance with section 3.37;
- amendments to corporate governance framework; in accordance with section 3.54;
- appointment of officers, in accordance with section 2.25;
- delegation of powers to committees and officers, in accordance with sections 1.4, 1.5 and 1.6;
- approval of annual budget for following year; and
- report of the accounting officer on the annual report for the previous year;
- close of meeting.

3.7 The agenda for each ordinary meeting of the Council shall be as follows:

- minutes of the last meeting, in accordance with sections 3.19 to 3.25;
- declarations of interest, in accordance with section 3.48;
- questions to the Chair, in accordance with 3.10;
- appointment to vacancies on committees, in accordance with section 3.39;
- amendments to corporate governance arrangements, in accordance with section 3.54;
- reports from Chairman and Chief Executive, in accordance with section 3.12;
- reports from committees, in accordance with section 3.12; and
- close of meeting.

3.8 The agenda shall be prepared by the Chief Executive in consultation with the Chair of the Council. The Chief Executive and the Chair shall consult with the Registrar as appropriate and agree the submission of such reports to the Council as requested by the Registrar, Chief Executive or Chair.

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- 3.9 Members may ask questions of the Chair of the Council. The Chief Executive needs to receive questions regarding items not on the agenda, in writing, ten working days before the Council meeting and the Chief Executive shall be able to decide that a question should not be accepted. The Member asking the question may ask one supplementary question relating to the original question. One other supplementary question may be asked by another member. The Chair may accept questions from Members at shorter notice than ten working days at his/her discretion.
- 3.10 Members of the public may ask questions of the Chair which are relevant to Council business, functions or responsibilities. The Chief Executive must receive the question ten working days before the meeting. The Chief Executive in discussion with the Chair can refuse a question – in which case a written explanation shall be given. No more than 30 minutes shall be allowed for public questions and answers.
- 3.11 All Members have the right to inspect reports that are to be submitted to the Council or its committees or panels.
- 3.12 All reports should follow a standard format, which shall be approved by the Council.
- 3.13 The Council shall publish via its website all reports as approved by Council and its committees and minutes of each meeting within seven days of close of the relevant meeting, except those considered confidential in line with sections 3.28 to 3.31 of this framework.

### Conduct of meetings

- 3.14 The quorum for annual and ordinary meetings of the Council shall be seven Council Members. A quorum must exist throughout the meeting.
- 3.15 The quorum for any suitable committee or working panel of the Council shall be two members of which at least one must be a council member.
- 3.16 At any stage during the meeting, a member may move a procedural motion that a quorum count be taken. If, following such a count, the chair determines that there is not a quorum present, the meeting shall stand adjourned until the date and time fixed for the next general meeting.

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## Procedural motions

3.17 At any time during the meeting, a member may move a procedural motion. Procedural motions will not involve any debate. The motion should be seconded and the Chair must put the motion to a vote of members present. The following procedural motions are permitted:

- (1) that the meeting be adjourned;
- (2) that a member named is out of order;
- (3) that the question be now put;
- (4) that standing orders be suspended; and
- (5) that a quorum count be taken.

## Minutes

3.18 The minutes of the proceedings of a suitable meeting of the Council shall be considered and signed at the next suitable meeting of the Council.

3.19 Minutes should include the names of those present at meetings and all decisions taken. Signed minutes must be kept available for inspection by Members and the public for six years after date of meeting.

3.20 Following the approval of the minutes at each meeting of the Council, and as the next item on the agenda the Chief Executive or Registrar as appropriate shall report to the Council on the progress made in respect of decisions taken by the Council at previous meetings. Items shall remain on the agenda for reporting at each subsequent meeting until the Council have determined that the item need not be further considered, or shall only be further considered after an extended period. The Council shall, on consideration of matters previously agreed, have the right to vary or change its previous decision and to require such further reports or further action in respect of the item as the Council considers appropriate.

3.21 Every proposition shall be determined by show of hands or, at the discretion of the Chair, by secret ballot or by polling.

3.22 Names and votes of Members shall not normally be recorded in minutes, but Members can request that abstention or dissent is recorded.

3.23 The Chairman will not have the right to vote at a meeting of the Council except in the event of a of an equality of votes on any question when the Chairman shall have a single casting vote.

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3.24 The number of meetings of the Council and of its main committees should be stated in the Annual Report, together with the attendance of individual Members.

### Confidential information

3.25 Any officer reporting to the Council shall clearly identify any report or agenda item that he believes contains confidential information at the time that the report is despatched to the Chief Executive.

3.26 The Council may pass a resolution to exclude the press and public from all or part of a meeting if:

- (a) publicity would be prejudicial to the public interest because the business being transacted is confidential or commercially sensitive; or
- (b) the conduct of the press or the public is disorderly and is inhibiting the holding of the meeting, or is likely to be disorderly and to inhibit the holding of the meeting.

3.27 Confidential information is defined as follows:

- any information containing personal details of identifiable individuals;
- any information of a commercially sensitive nature relating to financial contracts;
- any information which, by statute or court order, may not be published;
- information relating to any consultation or negotiations, or contemplated consultations or negotiations, in connection with any matter of staff relations, terms of employment, or conditions of services arising between the Council and any employee or contracted staff of the Council; and
- any other categories of information which the Chair and the Chief Executive consider would be in the interests of the Council to keep confidential.

3.28 The Council must explain why keeping information confidential from the public outweighs the public interest in disclosure. In resolving to exclude material from publication in accordance with these Standing Orders (SO), the Council shall specify and publicly minute the reasons for its decision by listing the type of confidential information as outlined above. A written record must be kept of prescribed decisions made at meetings held in private, the individuals that made them and the reasons for the decision.

## Disagreements on the status of confidential documents

- 3.29 The Council may decide that notwithstanding the views of the Chief Executive, it wishes to deal with such a report in public session, or to make it available to the public. However, it shall not do so without giving the author an opportunity to address the Council in confidential session to explain why he considers that the information should be kept confidential.

## Committees and meeting arrangements

- 3.30 The Standing Orders shall apply to all meetings of committees and working parties.

## Establishment of committees

- 3.31 The Council, at its annual general meeting, shall establish a number of standing committees to discharge the statutory duties of the Council and required to meet the vision and strategic objectives of the Council. The Council may also establish committees as it considers appropriate for the efficient and effective discharge of the Council's functions, including any committees or approved duties required under statute. The terms of reference of each committee shall be set out in the appendix to these corporate governance arrangements and will be set out in accordance with section 3.36 below.

- 3.32 The Council, when establishing a committee or working panel, will:

- agree the general remit of the committee or working panel;
- agree the terms of reference for the committee or working panel;
- agree the number of members to be appointed to the committee or working panel; and
- agree the delegated powers of the Council, pursuant to sections 1.4, 1.5 and 1.6 of this framework.

- 3.33 The Council, when establishing a committee or working panel, will appointment members to serve on the committee or working panel. The term of such service shall be until the next Annual General Meeting, and members may serve more than one term on any committee or working panel. Nominations shall be made to the Chairman. Where the number of nominations is higher than the number of places available on the committee or working panel, the Chair shall take a vote by a simple show of hands (or by secret ballot or polling) and the members with the highest number of votes shall be appointed.

- 3.34 No committee or panel may take decisions on behalf of the Council unless the Council has expressly granted that power under that body's terms of reference.

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- 3.35 Notwithstanding the quorum of committees, casual vacancies arising in the membership of a committee may be filled and substitute committee Members may be appointed by the Chair.
- 3.36 Committees and panels may appoint their own Chair who shall be a standing Member of that committee. The Council Chair may chair any committee or panel with the exception of the audit committee.
- 3.37 No committee of the Council shall appoint co-opted members without the explicit authority of Council. Co-opted members of the committees shall be subject to the provisions of this governance framework, except in so far that they will not be entitled to vote on any matter, or move procedural motions in accordance with section 3.18, or enjoy the rights of members in accordance with sections 3.4 and 3.5.

### Meetings to be held

- 3.38 Committee and panel meetings shall be held on such days and at such times decided by the Council or by the committee or panel, or by the committee Chair. The minimum number of meetings expected of each committee in any Council year shall be stated in the terms of reference of each committee.
- 3.39 Additional meetings of the committee may be convened by the Chair at any time.

### Business at meetings

- 3.40 The agenda for an ordinary meeting of a committee or panel shall include the following:
- apologies for absence;
  - minutes of the last meeting, in accordance with sections 3.19 to 3.25;
  - progress on action points arising from the minutes, in accordance with section 3.21;
  - declarations of interest, in accordance with section 3.21;
  - reports, in accordance with section 3.12; and
  - close of meeting.
- 3.41 Agenda papers shall be prepared by the relevant officer in consultation with the Chair of the committee or panel.

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#### Disclosure of interests by Members and staff

- 3.42 Notwithstanding the requirements under section 2.20 above, where a Member of the Council is a representative of an organisation with an inherent pecuniary and non-pecuniary interest, an interest will be deemed to exist and the Member shall not need to declare it and can participate and vote. Where the matter is of direct relevance, such as the organisation is mentioned by name or the organisation can be inferred, then the Council Member/staff shall need to declare their interest to the meeting and it shall be up to the meeting to determine a) whether they can participate and b) whether they can vote.
- 3.43 All declarations of interest will be minuted.

#### Canvassing for employment positions within, or contractual appointments by, the Council

- 3.44 Canvassing of Members of the Council directly or indirectly for any appointment is not permitted and may, at the discretion of the Council, disqualify the candidate or organisation concerned for that appointment.
- 3.45 A Member of the Council shall not solicit for any person nor any appointment under the Council, but this shall not preclude a Member from giving a written testimonial of a candidate's ability, experience, or character for submission with an application for appointment.
- 3.46 A candidate for any appointment under the Council who knows that he/she is related to any Member or senior officer of the Council, shall when making application disclose that relationship to the officer to whom the candidate is required to deliver his/her application. A candidate who fails to disclose such a relationship shall be disqualified for the appointment and if appointed shall be liable to dismissal without notice. This Standing Order shall be brought to the notice of all candidates for appointments.

#### Suspension of Standing Orders

- 3.47 A resolution may be passed to suspend Standing Orders in specific instances where it is deemed to be in the interest of the Council. The resolution must be agreed by two thirds of the members attending a suitable meeting.

#### Variation and revocation of Standing Orders

- 3.48 Any changes to these Standing Orders may be agreed at the Annual Meeting, or at any ordinary meeting of the Council, at which at least half the Members are present. The resolution must be agreed by two thirds of the members attending a suitable meeting.

## Interpretation of Standing Orders

- 3.49 The ruling of the Chair as to the interpretation or application of these Standing Orders shall be final.

## Section 4: Standing Financial Instructions

- 4.1 These Standing Financial Instructions detail the financial responsibilities, policies and procedures adopted by the Hearing Aid Council. They are designed to ensure that the Council's financial transactions are carried out in accordance with the law, accounting best practice and Government policy in order to achieve probity, accuracy, economy, efficiency and effectiveness. They should be used in conjunction with the Scheme of Delegation adopted by the Council at its Annual general Meeting in pursuant to its powers under sections xxx of this corporate governance framework.
- 4.2 The Standing Financial Instructions identify the financial responsibilities which apply to everyone working for the Council and its constituent organisations including contracted organisations and trading units. They do not provide detailed procedural advice and should not be considered as standing accounting practices.
- 4.3 Should any difficulties arise regarding the interpretation or application of any of the Standing Financial Instruments then the advice of the Accounting Officer (the Chief Executive if one is appointed or another officer as determined by the Council) shall be sought before any action is taken.
- 4.4 If for any reason these Standing Financial Instructions are not complied with in full, details of the non-compliance and the circumstances around the non-compliance shall be reported to the next formal meeting of the Audit Committee for referring action or ratification.

## Strategic risk management

### General principles

- 4.5 The role of the Hearing Aid Council is to ensure that it practices effective risk reduction strategies by:
- having procedures in place to enable effective risk reduction;
  - using such procedures on an ongoing basis; and
  - monitoring its effectiveness in terms of risk reduction.
- 4.6 The Hearing Aid Council will therefore require regular reports from the Registrar in respect of his/her progress in implementing best practice guidance in this field.
- 4.7 A risk management framework will be developed by the Hearing Aid Council as described in the strategic risk management cycle as defined by HM Treasury guidance<sup>2</sup>.

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<sup>2</sup> Detailed explanation of the risk management cycle can be found in Appendix D.

## Managing the risk of fraud

4.8 The Council will develop a fraud policy statement to communicate their approach to fraud. Such a statement may include the following areas:

- allocation of responsibilities for the overall management of fraud;
- the procedures which Members/staff should follow if fraud is discovered;
- guidance on training for the prevention and detection of fraud; and
- reference to response plans that should have been devised to deal with and minimise the damage caused by any fraudulent attack.

4.9 The processes for managing the risk of fraud will follow the same risk management cycle for other operational risks.

## Responsibilities for risk management

4.10 The Council will have responsibility for deciding how much risk can be tolerated and for managing the Hearing Aid Council's risks, in particular for:

- conveying their attitude towards risk management to the Registrar;
- making decisions which affect the Hearing Aid Council's risk profile of exposure;
- ensuring the risk strategy is proportional to the impact of risk; and
- reviewing at least annually the Hearing Aid Council's approach to risk management and the risk register.

4.11 The Accounting Officer will delegate to the Registrar the day-to-day responsibility for managing risk within the Hearing Aid Council. Therefore the Registrar is responsible for assessing and reporting risk to the Council and the Audit Committee.

4.12 The Council shall appoint a committee with delegated responsibility for overseeing the Council's risk management strategy. This committee shall review whether the risk management procedures within the Hearing Aid Council are appropriate and operating effectively, consider any risk progress reports and report to the Council. The committee in designing the internal audit programme may wish to require the internal auditor to:

- conduct audits in accordance with the Hearing Aid Council's risk priorities;
- provide an annual report to the Council on the adequacy and effectiveness of the system of internal control; and
- examine and report annually on the Council's risk management and corporate governance arrangements.

## Processes to manage risk

The Council will ensure that appropriate systems are in place to manage risk and will

- require all reports to meetings of the Council to detail any risk implications;
- a committee which meets regularly to consider the plans and strategic direction of the Hearing Aid Council;
- receive reports from the appropriate committee to the Council concerning internal control;
- receive regular reports by the Chief Executive on the steps he/she is taking to manage risks in his/her area of responsibility including progress on key projects;
- complete a regular programme of facilitated workshops to identify and keep up to date the record of risks facing the Hearing Aid Council;
- undertake a programme of risk awareness training;
- implement a prioritisation methodology based on risk ranking and cost-benefit analysis; and
- maintain an organisation-wide risk register.

## Resource limit control

The Hearing Aid Council is required as a public body not to exceed its resource limit or budget. The Accounting Officer has overall executive responsibility for the Council's activities and is responsible to the Council for ensuring it stays within its agreed resource limits.

## Budgetary delegation

- 5 The Council may delegate responsibility for budget areas to a standing committee of the Council.
- 6 The Council may delegate its management of the budget to the Accounting Officer to permit the performance of a defined range of duties.
- 7 The Accounting Officer may delegate the management of specific budgets to officers and servants of the Council. This delegation must be in writing and be accompanied by a clear definition of:
  - the amount of the budget;
  - the purpose of each budget heading;
  - individual and group responsibilities;
  - authority to exercise virement;
  - achievement of planned levels of service; and
  - the provision of regular reports.
- 8 The Accounting Officer and the delegated budget holders must not exceed the budgetary total or virement limits set by the Council.
- 9 Any budgeted funds not required for their designated purposes revert to the immediate control of the Accounting Officer, subject to any authorised use of virement.
- 10 Non-recurring budgets should not be used to finance recurring expenditure within the authority of the Accounting Officer.
- 11 Each budget holder is responsible for ensuring that:
  - any likely overspending or reduction of income which cannot be met by virement is not incurred without the prior consent of the Council;
  - the amount provided in the approved budget is not used in whole or in part for any purpose other than that specifically authorised subject to the rules of virement; and

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### Corporate Governance Framework

- no permanent employees are appointed without the approval of the Accounting Officer.

### Schedule of delegated authority

12 Expenditure of Council funds may be delegated, within budgets approved by Council, as follows:

- Office Manager – £1,000 (£nil for payments to the post holder or to any businesses in which they have an interest)
- Registrar and Director of Policy - £5,000 (£nil for payments to the post holder or to any businesses in which they have an interest)
- Managing Director and Director of Resources – £5,000 (£nil for payments to the post holder or to any businesses in which they have an interest)
- Director of Legal Services - £5,000 (£nil for payments to the post holder or to any businesses in which they have an interest)
- Chief Executive and Accounting Officer – within Council funds (£nil for payments to the post holder or to any businesses in which they have an interest)

## Procurement

Procurement is the process of promoting best-value in purchasing by improving quality of services against delivery on price. It is necessary for the Hearing Aid Council to ensure best practice in the letting of all contracts for the supply of goods, services and works in order to remain compliant with EU legislation. Even when competition is not required under EU rules, for example because the estimated value of a project falls below the relevant threshold, EC Treaty-based principles (non discrimination, equal treatment, transparency, mutual recognition and proportionality) should still apply in order to achieve good corporate governance.

This protocol has been guided by the Office of Government Commerce Procurement Policy Guidelines, EU guidance for procurement, and the Freedom of Information Act.

### General principles

All procurement of works, equipment, goods and services should be based on value for money, including quality (in terms of fitness for purpose) and delivery against price. Where appropriate, a full option appraisal will be carried out before procurement decisions are taken.

Contracts will normally be placed on a competitive basis and tenders accepted from suppliers who provide best value for money overall. The Council shall maintain a record detailing all call-off framework panel assignments, who they are assigned to and the reason why an allocation is made. This record will be made available to the Department of Trade and Industry on request and a summary report provided annually.

The Council shall send to the department, as soon as possible after the end of the financial year, an exception report for that year explaining any contracts above £50,000 in which competitive tendering was not employed.

The Council shall take all reasonable steps to appraise the financial standing of any firm or body with which it intends to enter into a contract.

All thresholds for contracts subject to EU legislation are provided in Euros, with sterling exchange rates as correct in January 2004. All financial limits and thresholds cited in these regulations are exclusive of VAT.

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## Hearing Aid Council procurement regulations

The procurement regulations listed below shall apply to all orders and contracts for: the supply of goods and materials, the provision of services (including professional advice from consultants) and the execution of building or engineering works.

### Definitions

HAC procurement panel	An ad hoc panel of officers/staff of HAC established to provide direction and oversight of all procurement matters including the Chief Executive and the Chairman of Council.
Contractor	any contractor or supplier.
Nominated Officer	a person nominated to monitor the performance of a particular contract.
Requester	the person who is requesting that a contract be let.
EU Legislation	the EC Treaty, all directives and regulations of the European Union (EU), in particular the Supplies Directive, the Services Directive and the Works Directive.
OJEU	the Official Journal of the European Union.

### Quotations/Tenders

Listed below are minimum numbers of tenders that must be sought for contracts of various values. It should be noted that the numbers of tenders specified are the minimum and that best practice would advise, if possible, always seeking five tenders. This will ensure that goods and services are acquired by competition. The Accounting Officer is responsible for determining the circumstances in which contracts may be awarded without competition.

12 Prior to seeking quotations or tenders, the officer commissioning goods or services must ensure that funds will be made available for the estimated value of the contract, except in the case where the quotations are being obtained for market testing purposes only and obtain authorisation to commence competitive tendering. Authorisation to commence competitive tendering shall be given by the Accounting Officer in the case of a contract estimated to be not more than £100,000 and from the Council in any other case.

13 Contracts with an estimated value of up to £5,000. A written or faxed or e-mailed quotation should be requested from at least two contractors. If it is not practicable to seek two quotations, a written record that explains the reason and demonstrates that appropriate steps were taken to obtain value for money shall be kept on the project file.

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- 14 Contracts with an estimated value of over £5,000 and up to £25,000. A written or faxed or e-mailed quotation should be requested from a minimum of two contractors.
- 15 Contracts with an estimated value of over £25,000 and up to £50,000. A written or faxed or e-mailed quotation should be requested from a minimum of three contractors.
- 16 Contracts with an estimated value of over £50,000 and up to £99,695 (SDR 130,000; €154,014). A formal written Invitation to Tender shall be submitted to a minimum of three contractors.
- 17 Works contracts with an estimated value of over £99,695 and up to £3,834,411 (SDR 5,000,000; €5,923,624). A formal written Invitation to Tender shall be submitted to a minimum of four contractors.
- 18 Supplies and services contracts over £99,695 (€154,014). These contracts are subject to EU legislation. Contract notices should be placed in the OJEU. If notices are placed under the restricted procedure, the Council should ensure that the minimum number of candidates they intend to invite to tender is not fewer than five whether or not that is the lower limit of a range. If fewer than five are available the underlying requirement is to invite a sufficient number to ensure genuine competition.
- 19 Works contracts over £3,834,411 (€5,923,624). These contracts are subject to EU legislation. Contract notices should be placed in the OJEU. If notices are placed under the restricted procedure<sup>3</sup>, the Council should ensure that the minimum number of candidates they intend to invite to tender is not fewer than five whether or not that is the lower limit of a range. If fewer than five are available the underlying requirement is to invite a sufficient number to ensure genuine competition.
- 20 Extension to tender return date. Should a tenderer request an extension to the tender return date, and this is considered to be a reasonable request, then such extension shall be granted and all tenderers shall be notified of such extension at the same time.
- 21 Receipt of tenders. Any tenders received prior to the tender return date shall be date stamped and kept unopened in a safe place until the opening date.
- 22 Opening of tenders. Tenders shall be opened at one time and reasonably soon after the time specified for them being received. Tenders shall only be opened in the presence of at least one authorised tender witness and one other officer or member of the Council. The tender witnesses shall sign the completed Form of Tender of each copy of each tender.
- 23 A record of all tenders received shall be entered in the tender return register. This record shall also be signed by the tender witness.

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<sup>3</sup> Only suppliers invited by the contract Council may submit tenders.

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### **Corporate Governance Framework**

- 24 Evaluation of tenders. Contracts should be awarded on the basis of value for money which will involve other factors such as whole-life cost, quality and delivery against price. A weighted matrix shall be compiled for each tender received. The Council should weight tenders to ensure, as far as possible, that the process of evaluation neither discriminates in favour of, nor against any tenderer. The weighting of each element of the matrix shall be agreed by the relevant parties prior to the tender return date. This matrix shall be completed and evaluated for each tender response. Recommendations based on the evaluation shall be forwarded to the deciding officer, which must have the relevant level of financial authority, for approval.
- 25 Unsuccessful suppliers requesting information for their non-acceptance must be provided that information by the Council.

#### **Single source contracts**

- 26 Where there is only one source of supply then a written quotation must be obtained. This must provide price, delivery, full specification and terms and conditions for providing the goods/services. A written record shall be kept to demonstrate that appropriate steps were taken to obtain value for money and to justify the steps taken to determine it was a single source. The Accounting Officer must approve any decision to let a contract under such circumstances, prior to a contractual relationship being entered into.
- 27 Urgent requirements. Where there is an unforeseen requirement which is needed as a matter of urgency, ie time is of the essence, then the goods/services shall be treated as a single source of supply. A written record justifying the use of this procedure shall be kept. The Accounting Officer must approve any decision to let a contract under such circumstances, prior to a contractual relationship being entered into. If a contract for an urgent requirement is to be renewed then the Council should go through the standard procurement processes in renewing the contract.

#### **EU legislation**

The Council is subject to various Directives of the EU that were introduced to open up public sector procurement to all countries within the EU and to assist in the development of the Internal Market. These Directives require the Council to place follow specific rules in relation to the procurement process for contracts of specified values. The legislation sets out minimum timescales for the various processes, which must be borne in mind when considering letting a contract.

Note: the thresholds for EU legislation are for contract value not estimated value; therefore, for any contract which has an estimated value below the thresholds, but the actual value of the contract is over the thresholds, the whole process will have to be started again following the procedures for EU legislation. It is advised that if the estimated contract is slightly below the EU legislation threshold then the Council should

## Hearing Aid Council

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consider proceeding with EU legislation anyway to protect against having to start the process again if the actual value of the contract goes over EU legislation.

Whilst contracts under sections 39 and 40 above are subject to strict rules on procedures to be followed, it should be remembered that all contracts, irrespective of value, are subject to the EC Treaty and the rules relating to transparency and non-discrimination apply; therefore an auditable record of all transactions must be kept.

#### **Letting of contracts**

28 When the relevant approvals have been given the contract shall be let to the successful contractor. All contracts, irrespective of value, shall be in writing and shall be signed by the Chief Executive (or his nominated representative).

29 All contracts shall include the following information as a minimum:

- 29.1 the specification for the goods/services/works;
- 29.2 the price to be paid;
- 29.3 service triggers for payment;
- 29.4 delivery date, programme and duration of contract;
- 29.5 unique reference number; and
- 29.6 terms and conditions of contract (in accordance with such standard terms as shall be stipulated by the accounting officer from time to time).

30 In certain circumstances it may be appropriate to extend existing contracts for a fixed period or for additional works related to the original contract; and such extension must comply with EU legislation. The relevant approvals, as outlined above, must be obtained prior to an extension being agreed with the contractor. The approval required shall be for the total value of the contract, ie the sum of the original contract value and the value of the contract extension.

31 In line with the Freedom of Information Act (2000), the publication of procurement and supplier policies should be considered as should the details of contracts awarded. Additional information that could be provided includes information on decision criteria, contract performance standards, results of regular performance reviews, and results achieved where appropriate.

## Appendix: standing committees – remit and terms of reference

The Council shall appoint the following standing committees, with specific and delegated responsibility to discharge the statutory functions of the Council:

- a Strategy Executive Committee;
- an Investigating Committee;
- an Audit Committee;
- an Education and Training and Examining Body Committee
- a Disciplinary Committee;
- a Remuneration Committee.

The terms of reference of each of the above committees shall be as follows:

### **Strategy Executive Committee**

#### **Remit**

The Strategy Executive Committee has overall responsibility for implementing the Council's vision and strategic objectives.

#### **Composition**

The Committee will consist of five members of the Council, of whom one should be the Chair of Council.

The Committee may co-opt three additional members, representing the views of consumers, providers and professional bodies. The co-opted members will act in an observer capacity and will not have the right to vote.

#### **Terms of reference**

The Committee shall exercise all the powers of Council as set out in statute and in the adopted corporate government framework, with the exception of:

- powers to alter or amend the corporate governance framework;
- powers to appoint officers of the Council; and
- powers to alter or amend the committee structure of the Council

## **Hearing Aid Council**

### **Corporate Governance Framework**

The Committee is responsible for:

- the development of a corporate plan 2005-8 and annual plans for 2005, 2006, 2007 and 2008 for approval by the Council, to enable the Council to implement its agreed Vision and Strategic Objectives;
- ensuring that officers of the Council put in place appropriate plans to implement the corporate plan 2005-8 and each annual plan, and receive reports on progress and performance; and
- taking other strategic action necessary to meet the Council's vision and strategic objectives

In undertaking these responsibilities, the Committee may:

- instruct the Chief Executive or his/her nominated representative to deliver reports and take appropriate action; and
- put in place arrangements for the involvement of, and consultation with, key stakeholders including hearing impaired people, those who use or need hearing aids, Registered Hearing Aid Dispensers (RHADs), employers of RHADs, other healthcare providers, other regulatory bodies, Government departments and any other relevant stakeholders.

### **Investigating Committee**

#### **Remit**

The Committee is constituted under statute and is responsible for managing complaints made about the conduct and standing of Registered Hearing Aid Dispensers.

#### **Composition**

The Committee will consist of three members of the Council, of whom at least two shall have a sufficient technical competency to make determinations about the professional conduct of Registered Hearing Aid Dispensers.

#### **Terms of reference**

## **Hearing Aid Council**

### **Corporate Governance Framework**

The committee shall discharge its duties in accordance with the provisions of the Hearing Aid Council Act (1968) (as amended) and subject to the approval of the Lord Chancellor.

The committee shall establish and maintain:

- adequate complaints procedure that are consistent with good practice; and
- appropriate mechanisms for managing complaints received by the Council.

The committee shall investigate complaints made to the Council to determine whether:

- the Councils established processes and procedures have been complied with; and
- complaints should be referred to the Disciplinary Committee.

In undertaking its responsibilities, the committee may:

- make reasonable and appropriate requests for further information (including oral deposition) from those involved in a complaint; and
- take appropriate legal advice

### **Audit Committee**

#### **Remit**

The Council has established an Audit Committee as a Committee of the Council to support them in their responsibilities of risk control and governance by reviewing the comprehensiveness of assurances in meeting the Council and Accounting Officer's assurance needs and reviewing the reliability and integrity of these assurances.

#### **Membership**

1. Membership of the Audit Committee will consist of a minimum of two Council members, none of whom may be the Chair of the Council.
2. The Chair of the Committee is appointed by the Council on the recommendation of the Chair of the Council.
3. Other members of the Committee are appointed by the Council on the recommendation of the Chair of Council.

## **Hearing Aid Council**

### **Corporate Governance Framework**

#### **Reporting**

4. The Audit Committee will formally report in writing to the Council after each meeting through provision of the approved minutes.
5. Each Council meeting agenda will include an opportunity for the Audit Committee Chair to raise any necessary matters with the Council.
6. The Audit Committee will provide Council with an Annual Report, summarising the main areas of work undertaken by the Committee during the previous year, timed to support finalisation of the accounts and the Statement on Internal Control.

#### **Responsibilities**

7. The Audit Committee will advise the Council and the Accounting Officer on:
  - the strategic processes for risk, control and governance and the Statement on Internal Control;
  - the accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit as well as levels of error identified;
  - the planned activity and results of both internal and external audit;
  - adequacy of management response to issues identified by audit activity, including external audit's management letter;
  - assurances relating to the corporate governance requirements for the organisation;
  - any proposals for tendering for Internal Audit services or for purchase of non-audit services from contractors who provide audit services;
  - anti-fraud policies, whistle-blowing processes, and arrangements for special investigations;
  - the Audit Committee will also periodically review its own effectiveness and report the results of that review to the Council.

#### **Rights**

## **Hearing Aid Council**

### **Corporate Governance Framework**

The Audit Committee may:

8. co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience;
9. procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by Council;

#### **Access**

10. The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the Audit Committee.

#### **Meetings**

11. The Audit Committee will meet at least four times a year.
12. Audit Committee meetings will normally be attended by the appropriate HAC staff as required by the Committee, together with the Head of Internal Audit and a representative from external audit.
13. The Audit Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.
14. The Accounting Officer may ask the Audit Committee to convene further meetings to discuss particular issues on which they may want the Committee's advice.
15. The Audit Committee may ask any or all of those attending, but who are not members of the Committee, to withdraw to facilitate open and frank discussion of particular matters.
16. The Chair will identify a member of the Committee to act as Vice-Chair as necessary.

#### **Quorum**

17. The quorum for any meeting will be two members of which two must be Council members.

#### **Information Requirements**

## Hearing Aid Council

### Corporate Governance Framework

18. *For each meeting* the Audit Committee will be provided with:

- a report summarising any significant changes to the organisation's Risk Register, including information on the top risks with detailed analysis of each;

As and when appropriate the Committee will also be provided with:

- a progress report from the Head of Internal Audit summarising:
  - work performed (and a comparison with work planned);
  - key issues emerging from Internal Audit work;
  - management response to audit recommendations;
  - changes to the Internal Audit plan;
  - any resourcing issues affecting the delivery of Internal Audit objectives;
- a progress report from the External Audit representative summarising work done and emerging findings;
- proposals for Terms of Reference of Internal Audit;
- the Internal Audit Strategy;
- the Head of Internal Audit's Annual Opinion and Report;
- quality Assurance reports on the Internal Audit function;
- the draft accounts of the organisation;
- the draft Statement on Internal Control and other required narratives;
- a report on any changes to accounting policies;
- a report outlining any and all action taken in response to anyone raising serious concerns (whistle-blowing);
- the External Audit Strategy;
- the External Audit's management letter/s, and any other reports;

## **Hearing Aid Council**

### **Corporate Governance Framework**

- a report on any proposals to tender for audit functions;
- a report on co-operation between Internal and External Audit.

### **Training**

19. Members of the Audit Committee will be expected to undergo training to meet their responsibilities, as required.

### **Education and Training and Examining Body Committee**

#### **Remit**

The committee shall establish and maintain standards and procedures of entry to, and continuing practise as, Registered Hearing Aid Dispensers.

#### **Composition**

The Committee shall consist of six members of the Council, of whom at least two shall have a sufficient technical competency to make determinations about the professional standards required to practise as a Registered Hearing Aid Dispensers.

#### **Terms of reference**

The committee is responsible for:

- Taking appropriate action to ensure that the highest professional standards are established, complied with, maintained and understood.
- Establishing requirements for entry on the register as a Registered Hearing Aid Dispenser.
- Defining appropriate scope of practice for Registered Hearing Aid Dispensers.
- Defining appropriate code of practice for Registered Hearing Aid Dispensers.
- Establishing an examining body in accordance with the Council's adopted code of practice for entry on the register as a Registered Hearing Aid Dispenser.
- Establishment of standards for continuing professional development.

## **Hearing Aid Council**

### **Corporate Governance Framework**

- Ensuring standards for continuing professional development are adhered to prior to the re-registration of Registered Hearing Aid Dispensers.

In undertaking its responsibilities, the committee may:

- work with other public bodies with experience in setting and managing professional examination processes; and
- work with professional bodies.

### **Disciplinary Committee**

#### **Remit**

The Committee is constituted under statute and is responsible for considering and determining disciplinary cases referred to the committee by the Investigations Committee.

#### **Composition**

The Committee will consist of five members of the Council, of whom at least two shall have a sufficient technical competency to make determinations about the professional conduct of Registered Hearing Aid Dispensers. When sitting as a panel, the committee shall consist of three members, of whom at least one shall have a sufficient technical competency to make determinations about the professional conduct of Registered Hearing Aid Dispensers.

#### **Terms of reference**

The committee shall discharge its duties in accordance with the provisions of the Hearing Aid Council Act (1968) (as amended) and subject to the approval of the Lord Chancellor.

The committee shall:

- consider and determine cases referred to it by the Investigations Committee;
- consider and determine any appeals by individuals removed from the register

## **Hearing Aid Council**

### **Corporate Governance Framework**

In undertaking its responsibilities, the committee may:

- make reasonable and appropriate requests for further information (including oral deposition) from those involved in a complaint; and
- take appropriate legal advice

### **Remuneration Committee**

#### **Remit**

The Remuneration Committee has oversight over all matters relating to the remuneration of the Chief Executive and Registrar, and the three directors (together called “the executive team”). It oversees and decides upon issues relating to pension arrangements established by the Council for all staff. It is a committee of the Council and is chaired by the Chairman of Council.

#### **Composition**

The committee shall consist of five members, of whom one should be the Chairman of Council.

#### **Terms of reference**

The duties of the committee shall be:

To decide and review terms and conditions of service, including remuneration, pensions, allowances, early retirement and redundancy, of the executive team.

To oversee the process for determining the terms and conditions of employment, including remuneration of all members of the executive team

To oversee and decide upon issues relating to the pension arrangements established by the Council for all its staff, including approval of Schedules of Contributions.

#### **Authority**

Decisions of the Remuneration Committee in respect of the terms and conditions of service of the Chief Executive are subject to the consent of the Council.

## **Hearing Aid Council**

### **Corporate Governance Framework**

The committee's decisions must at all times comply with the Standing Financial Instructions of the Council and be contained within the budget levels agreed by Council.

The Committee is authorised to seek such information as it requires and may employ legal or other professional advisers to inform its activities within its remit.