

HEALTH PROFESSIONS COUNCIL

AUDIT COMMITTEE

TERMS OF REFERENCE

The Audit Committee is a Sub-Committee of the Finance and Resources Committee of the Health Professions Council.

These terms of Reference should be read in conjunction with the Standing Orders of the Audit Committee.

1 External Auditors

1.1 The Committee shall meet with the External Auditors at least twice a year and on other occasions as deemed necessary to consider

At the first (planning) meeting

- (i) The Audit Plan
- (ii) Key Financial Risk Identification
- (iii) The Audit Timetable

At the second (review) meeting

- (iv) Results of the External Audit Work
- (v) Issues Arising
- (vi) Adjustments made
- (vii) Unadjusted immaterial items
- (viii) Management Letter points prior to its submission to the Finance & Resources Committee

2 Internal Audit

2.1 The Committee shall meet with the Internal Auditors at least twice a year and on other occasions as deemed necessary to consider

At the first (planning) meeting

- (ix) Matters to be addressed following external audit work
- (x) Other Areas requiring Internal Audit examination

(xi) Programme of Work and timetable

At the second (review) meeting

(xii) Results of the Internal Audit Work

(xiii) Adjustments to procedures to be made

3 Reporting Structure

3.1. The meetings described above should be held within the formal meetings of the Audit Committee, Minutes of which should be laid before the Finance and Resources Committee.

PAUL BAKER
Secretary to the Audit Committee
March 2003

HEALTH PROFESSIONS COUNCIL

AUDIT COMMITTEE

STANDING ORDERS

The Audit Committee is a Sub-Committee of the Finance and Resources Committee of the Health Professions Council.

Meetings

1. The Committee shall meet in ordinary session (Ordinary Meeting) not less than twice each year and at such other times as the Committee shall decide.
2. In addition to Ordinary Meetings, a special session of the Committee (Special Meeting) may be convened by the Secretary upon the written request of the Chairman or any two members of the Committee.
3. A written request for a Special Meeting to be held shall include details of the business to be transacted at that meeting.
4. A Special meeting shall take place within 15 clear working days of the Secretary receiving the request for the meeting to be held.

Notice of Meetings

5. The Secretary shall give members not less than five clear working days written notice of a meeting and the notice shall set out the time and place of, and agenda for, that meeting.
6. Failure to send notice of a meeting to a member shall not invalidate the proceedings of that meeting.

The Chairman

7. The Chairman shall preside at any meeting of the Committee.
8. The Committee may appoint a member to be Vice-Chairman of the Committee and the Vice-Chairman shall preside at any meeting of the Committee at which the Chairman is absent.
9. If the Chairman and Vice-Chairman are absent from, or otherwise unable or unwilling to preside at, a meeting the members present shall, as the first business of the meeting, elect one of their number to preside at that meeting.
10. In these Standing Orders references to the "Chairman" include the Vice-Chairman or any other member presiding at a meeting in place of the Chairman.

Quorum

11. The quorum at any meeting of the Committee shall not be less than half the members of the Committee for the time being.

12. If a quorum is not present within 15 minutes of the time appointed for a meeting to commence, all business which would have been transacted at that meeting shall stand over until the next Ordinary Meeting and shall take precedence over the business of that Ordinary Meeting, unless a Special Meeting is called in the meantime for the transaction of that business.

Minutes

13. The Secretary shall keep minutes of each meeting, which shall include a record of the members in attendance at that meeting.
14. At each meeting the minutes of the preceding meeting shall be confirmed (or confirmed as amended) and be signed by the Chairman as a true record of that meeting.
15. The signed minutes of the meeting shall, unless the contrary is proved, be conclusive proof of the proceedings at that meeting.

The Secretary

16. The Registrar shall be the secretary of the Committee.
17. The Registrar, with the consent of the Committee, may appoint another officer or employee of the Council to act as Secretary to the Committee.
18. In these Standing Orders references to the "Secretary" mean the Registrar or, where a person has been appointed in accordance with standing Order 17, that person.

Conduct of meetings

19. The order of business at a meeting shall be decided by a majority of the members present and voting by a show of hands.
20. A member may only initiate a debate or move a motion on a matter, which is not on the agenda with the consent of the Committee.
21. Subject to Standing Order 12 meetings shall start at the time set out in the notice of meeting and shall normally continue until all the business on the agenda has been disposed of but the duration of the meeting may only exceed three hours with the consent of the Committee.
22. The Chairman may, with the consent of the Committee, adjourn a meeting but no business shall be transacted at the adjourned meeting other than the business which had not been disposed of when the adjournment took place.
23. If a meeting is adjourned for more than seven days (but not otherwise) notice of the adjourned meeting shall be given as if it was an Ordinary Meeting.

Voting

24. Any question at a meeting shall be decided by a majority of the members present and voting by a show of hands.
25. In the event of any equality of votes, the Chairman shall be entitled to an additional casting vote.

Rules of Debate

26. A member must speak to the subject under discussion. The Chairman may call attention to any irrelevance, repetition, unbecoming language or breach of order on the part of a member and, where the member persists in that conduct, may direct that member to cease speaking.
27. A ruling by the Chairman on any question of order, whether or not provided for by the Standing Orders, shall be final and shall not be open to debate.

Disorderly conduct

28. The Chairman may order a member to withdraw from a meeting if, in the opinion of the Chairman, that member has persistently disregarded the ruling of the Chairman or is behaving improperly, offensively or in a manner which is obstructing the business of the meeting.
29. In the event of a general disturbance, which in the opinion of the Chairman prevents the orderly conduct of business, the Chairman may adjourn the meeting for such period as the Chairman considers appropriate.
30. If a member of the public interrupts the proceedings at the meeting the Chairman may order that person to be removed from the meeting or may order that part of the room which is open to the public to be cleared.

Codes of conduct

31. Members shall comply with the Code of Conduct adopted by the Council and with the seven principles of public life established by the Council on Standards in Public Life (the Nolan Principles).

Attendance and Other Allowances

32. Claims for payments, attendance allowances or expenses shall be made by members strictly in accordance with the Members' Payments Scheme approved by the Council.

The Registrar, officers and advisors

33. The Registrar shall be entitled to attend and speak at meetings of the Committee.
34. The Secretary or any other person advising on the business before a meeting of the Committee (including advising the Chairman on issues of order) may attend and, with the consent of the Chairman, speak at that meeting.

Suspension of Standing Orders

35. Any Standing Order may be suspended with the consent of the Committee.

Public access to meetings

36. Meetings of the Committee and its sub-committees shall be open to the public unless the business under consideration concerns:
 - (1) information relating to a registrant, former registrant or applicant for registration;
 - (2) information relating to an employee or office holder, former employee or applicant for any post or office;

- (3) the terms of, or expenditure under, a tender or contract for the purchase or supply of goods or services or the acquisition or disposal of property;
- (4) negotiations or consultation concerning labour relations between the Council and its employees;
- (5) any issue relating to legal proceedings which are contemplated or instituted by or against the Council;
- (6) action being taken to prevent or detect crime or to prosecute offenders;
- (7) the source of information given to the Committee in confidence; or
- (8) any other matter which, in the opinion of the Chairman, is confidential or the public disclosure of which would prejudice the effective discharge of the Committee's functions.

The Seven Principles of Public Life

Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interest relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.