

Standing Orders for the Conduct of Business of the Council and Committees 2022

Introduction/Preamble

The Council is governed by the Dentists Act 1984. Schedule 1, paragraph 8A of the Act gives the Council the power to regulate its own procedures and the procedures of its Committees by Standing Orders subject to any provision of the Act or rules made under the Act. This means that the Standing Orders must comply with the Act and any rules.

Standing Orders are made by the Council and can be amended by the Council.

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Part 1

1. Application, commencement and interpretation

1.1. These Standing Orders contain the procedures by which the Council and its Committees conduct their business and functions and shall come into force on 24 June 2022.

1.2. In these Standing Orders:

“Act” means the Dentists Act 1984;

“Appointments Committee” means the committee established pursuant to rule 3 of the Constitution of Committees Rules 2009;

“Appointments Committee Chair” means the Chair of the Appointments Committee;

“Appointments Committee Member” means a member of the Appointments Committee;

“Chair” means the Chair of the Council, the Non-Statutory Committees or the Appointments Committee;

“Code of Conduct” means the Code of Conduct for Members and Associates, as amended from time to time and included in the Governance Manual;

“Committee” means all those committees of the Council other than Statutory Committees;

“Committee Chair” means the Chair of the Non-Statutory Committees or the Appointments Committee;

“Committee Meeting” means a meeting of a Committee;

“Constitution of Committees Rules 2009” means the General Dental Council (Constitution of Committees) Rules Order of Council 2009 (as amended);

“Constitution Order 2009” means the General Dental Council (Constitution) Order 2009 (as amended);

“Council Chair” means the Chair of the Council;

“Council Meeting” means a meeting of the Council;

“Council Member” means a member of the Council;

“Data Protection Legislation” means the Data Protection Act 2018, the General Data Protection Regulation ((EU) 2016/679) (the “EU GDPR”), the EU GDPR as it forms part of the law of England and Wales by virtue of section 3 of the European Union (Withdrawal) Act 2018 (“the UK GDPR”);

“Delegated Authority” means the authority to make decisions as defined by the Council;

“External Member” means a member of a Committee who is not a Council Member;

“Lead Director” means the Executive Director with primary operational responsibility for the matters overseen by the Committee;

“Live Streaming” means a live broadcast of an event via the internet;

“The Managing Interests Policy” means the Managing Interests Policy for Members and Associates, as amended from time to time and included in the Governance Manual;

“Member” means a member of the Council, the Non-Statutory Committees or the Appointments Committee;

“Non-Statutory Committees” means the committees listed at standing order 2.1;

“Non-Statutory Committee Chair” means the Chair of a Non-Statutory Committee;

“Non-Statutory Committee Member” means a member of the Non-Statutory Committees;

“Officer of the Council” means any member of GDC staff;

“Partner Director” means the Executive Director with secondary operational responsibility for the matters overseen by the Committee;

“Provided” means sent by post or by email or any other electronic means or published on an electronic device provided to Members by the General Dental Council;

“Registrar” means the Chief Executive and Registrar;

“Secretary” means the Registrar or Officer of the Council appointed by the Registrar to act as Secretary to the Council or a Committee;

“Signed” includes by electronic signature provided that the signature is verified by a method agreed by the Secretary in advance;

“Statutory Committees” means all those committees of the Council referred to in section 2 of the Act, namely the Investigating Committee, the Interim Orders Committee, the Professional Conduct Committee, the Health Committee, the Professional Performance Committee and the Registration Appeals Committee;

“Vote” means a formal expression of opinion or choice, either positive or negative, made by a Member when a question is put in accordance with these Standing Orders. It does not include abstentions. Voting is to be understood accordingly; and

“Written” means in writing including by email or any other electronic means. Write and writing are to be understood accordingly.

- 1.3. Unless otherwise stated, terms used in these Standing Orders have the same meaning as the Act.
- 1.4. Where a dispute as to the interpretation of these Standing Orders arises, the Council Chair, having consulted the Registrar and the Secretary, where different, and taking into account the Code of Conduct, may give a view as to the correct interpretation of these Standing Orders. The Council Chair’s view on this shall be final.
- 1.5. The Council may, for the purpose of any particular meeting, suspend any of these Standing Orders other than those which reflect legislative provision, by resolution carried by a Vote of no fewer than two thirds of the Council Members present and voting.

2. **Structures**

- 2.1. The Council shall continue to establish the following Non-Statutory Committees:
 - a. Audit and Risk Committee;
 - b. Finance and Performance Committee; and
 - c. Remuneration and Nomination Committee.
- 2.2. The Council shall continue to establish the Appointments Committee, which shall be known as the Statutory Panellists Assurance Committee.
- 2.3. The role and remit of the Committees shall be in line with the Terms of References in **Part 2**. Any proposed changes to the Terms of Reference of a Committee must be approved by the Council. The Chief Executive may consult a Committee for its advice on matters outwith its Terms of Reference on occasions that the Chief Executive deems it necessary. For the avoidance of doubt, a Committee cannot take decisions outwith its Terms of Reference as approved by the Council.
- 2.4. The Council may, from time to time, establish Working Groups.
 - a. Working Groups do not make decisions.
 - b. Proposals for the creation of Working Groups and their terms of reference must be approved in advance by the Council.
 - c. These Standing Orders shall apply to a Working Group as if a Committee.
- 2.5. All Committees are directly accountable to the Council.
- 2.6. No Committee is to carry out any activity requiring expenditure beyond that which has already been approved by the Council.
- 2.7. Each Committee shall report after each meeting outlining any decisions taken under Delegated Authority and any recommendations to the Council; this shall be a Written report if possible.
- 2.8. Each Committee shall report annually to the Council on its expenditure, its progress made against the work programme for that year and its planned work programme for the following year.
3. **Membership**
 - 3.1. The membership of the Council shall comprise of six registrants and six lay members, appointed in accordance with the Constitution Order 2009.
 - 3.2. The membership of Non-Statutory Committees shall be:
 - a. A Non-Statutory Committee Chair and at least two Council Members, of whom at least one must be a registrant Council Member and at least one must be a lay Council Member; and
 - b. If the Non-Statutory Committee so decides, and with the approval of the Council, an External Member appointed under standing order 12.10 who must have recent and relevant experience.
 - 3.3. The Appointments Committee Chair and the Appointments Committee Members shall be appointed by the Council pursuant to the Constitution of Committees Rules 2009.
 - 3.4. After considering the generic competencies for Non-Statutory Committee Chairs and Non-Statutory Committee Members, the Council Chair will make proposals at a public

Council Meeting for the appointment of Council Members as Non-Statutory Committee Chairs and as Non-Statutory Committee Members.

- 3.5. The Council Chair shall not be a member of the Remuneration and Nomination Committee, the Audit and Risk Committee or the Appointments Committee and may only attend Committee Meetings at the invitation of the Committee Chair.
- 3.6. Council Members may, with the agreement of the relevant Chair, attend meetings of Committees of which they are not members but may not take part in Committee discussions except with the permission of the Committee Chair and may not take decisions or Vote.
- 3.7. The relevant Chair may invite individuals from outside the Council to attend the relevant Council Meetings or Committee Meetings. Such individuals will have the right to receive relevant papers. They may take part in the discussion, including giving advice, but may not make decisions or Vote.

4. **Arrangements for meetings**

- 4.1. The Council shall hold meetings no fewer than four times in each calendar year and at such other times as the Council Chair shall decide.
- 4.2. Meetings will only be held when the relevant Chair is satisfied that the amount of business or the urgency of business justifies calling a meeting.
- 4.3. At the discretion of the relevant Chair, with respect to their relevant meeting, the meeting may take place by audiovisual and/or telephone conference. If the relevant Chair decides that all or some Members may attend the meeting by audiovisual or telephone conference, they shall instruct the Secretary to put in place such arrangements as the relevant Chair considers appropriate to allow participation by those Members.
- 4.4. Except in cases of an emergency or where circumstances make it impractical to do so, a notice of a meeting, including the time, date and location, along with any accompanying papers, shall be provided to Members a minimum of 5 working days' before the meeting. Failure to provide notice of a meeting to a single Member shall not, of itself, invalidate that meeting.
- 4.5. A special or emergency Council Meeting may be convened by the Secretary under the following circumstances:
 - a. By decision of the Council at a Council Meeting or upon Written request Signed by the Council Chair or by any four Council Members. A Written request for a special Council Meeting to be held shall include details of the business to be transacted at that meeting. A special Council Meeting shall take place as soon as reasonably practicable after receipt by the Secretary of the Written request for the Council Meeting to be held.
 - b. Where a decision must be made by the Council before its next Council Meeting because the Council will be unable to discharge its statutory functions or will be exposed to a significant level of risk if urgent action is not taken.
 - c. Upon Written request Signed by the Council Chair, the Chair of the Audit and Risk Committee or by any four Council Members. A Written request for an emergency Council Meeting to be held shall include details of the business to be transacted at that meeting. An emergency Council Meeting shall take place as soon as possible after receipt by the Secretary of the Written request for the Council Meeting to be held.

- 4.6. Following discussion with the Lead Director, Partner Director and the relevant Chair, the Secretary shall, by agreement, determine the content of the agenda, taking account of competing priorities.
- 4.7. No decision may be taken at a meeting on an item of business which does not appear on the agenda for that meeting, however the relevant Chair may agree to the discussion of business which is not on the agenda.
- 4.8. A Council Member may propose a motion for discussion at a Council Meeting by providing Written notice to the Registrar, Signed by at least two other Council Members, no later than 10 working days in advance of the Council Meeting in question. The Secretary shall notify Council Members of the terms of the motion by providing a copy of the motion as soon as possible after receipt.
- 4.9. The relevant Chair may with respect to their respective meetings and with the agreement of the Council or Committee, adjourn any item on the agenda to the next Council Meeting or Committee Meeting.
- 4.10. Where there is insufficient business to convene a Council Meeting or Committee Meeting, the relevant Chair may, with the agreement of the Registrar, cancel the Council Meeting or Committee Meeting. All matters due to have been considered at that meeting will be referred to the next.

5. **Public accessibility of Council meetings**

- 5.1. For the avoidance of doubt, this standing order 5 shall only apply to Council Meetings.
- 5.2. Subject to the remaining provisions of this standing order 5, all Council Meetings shall be accessible to the public by permitting the public to attend in person and/or by Live Streaming.
- 5.3. The Secretary shall publish the notice of all Council Meetings, including the agenda and accompanying papers on the Council's website in advance of each Council Meeting (unless such papers or parts of papers are not to be made public pursuant to standing order 5.8, standing order 10.2 or not to be made public until after the Council Meeting). The notice will state how the public may gain access to the Council Meeting, for example by inviting attendance at a specific location or by providing the link to the Live Streaming.
- 5.4. Failure of Live Streaming for technical reasons shall not, of itself, invalidate that meeting.
- 5.5. If there is an invitation to attend the Council Meeting under standing order 5.3, members of the public may attend the meeting of the Council Meeting but may not participate. Attendance is subject to the terms and conditions set out in the notice, published under standing order 5.3 and to these Standing Orders.
- 5.6. The Council Chair may decide that an agenda item be considered in private session, where to do otherwise would lead to the inappropriate disclosure of:
 - a. personal data or special category data (within the meanings given to them in Data Protection Legislation);
 - b. information relating to an employee or office holder, former employee, or applicant for any post or office;
 - c. 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;

- d. legally privileged information and any issue or papers relating to legal proceedings which are being contemplated or instituted by or against the Council;
 - e. action being taken to prevent or detect crime or to prosecute offenders;
 - f. information given to the Council in confidence; and/or
 - g. any other matter, the public disclosure of which would or would be likely to prejudice the effective discharge of the Council's functions.
- 5.7. Where the Council Chair is considering whether an item should be considered in private, they should consult with the Registrar.
- 5.8. Items to be discussed in private session will not be disclosed to the public or the media, and papers, documents and information relating to them will not be posted on the Council website, and may, at the Council Chair's discretion, remain confidential after the meeting has taken place. Where the Council Chair so decides, there may be an abbreviated public minute of items considered in private session indicating, where appropriate the broad nature of the subject and the decision reached.
- 5.9. The paper supporting the item of business considered in private session will set out the rationale for the item being considered in private and, if possible and appropriate, state a date when the information will be released to the public.
- 5.10. Members of the public shall be excluded from that Council Meeting or part of a Council Meeting during which an item of business is to be dealt with in private session.
- 5.11. If, during the discussion of a particular item of business it becomes apparent that there are grounds for the item to be discussed in private session, the Council Chair may decide to do so, or a motion to do so may be moved.
- 5.12. If a member of the public interrupts the proceedings at any Council Meeting, including by use of any method of recording the Council Meeting, the Council Chair may order that person to be removed from the Council Meeting or may order the part of the room which is open to the public to be cleared.
- 6. Quorum**
- 6.1. In accordance with the Constitution Order 2009, the quorum of the Council shall be seven Council Members.
- 6.2. The quorum of a Non-Statutory Committee shall be two Council Members.
- 6.3. The quorum of the Appointments Committee shall be three Appointments Committee Members.
- 6.4. If a quorum is not present within 1 hour of the time appointed for a meeting to commence, all business which should have been transacted at that meeting shall be held over until the next meeting.
- 6.5. If a meeting becomes inquorate the relevant Chair may suspend business, postpone the consideration of an item of business or adjourn the meeting. If the meeting is adjourned, all remaining business will be adjourned to the next meeting.
- 7. Declarations of interest**
- 7.1. Members shall be under a duty to declare their interests in the Register of Members' Interests in accordance with the Managing Interests Policy and to ensure that the details of their interests set out in it are accurate and up to date.

- 7.2. A Member who has an interest in any matter under consideration at a Council Meeting or Committee Meeting, whether or not declared in the Register of Members' Interests, shall promptly disclose that interest to the meeting.
- 7.3. A declaration of interest relevant to an item on the agenda, if not already declared to the meeting, should be made at the start of the discussion of the item to which it relates and should be recorded in the minutes. In the event of a Member not appreciating at the beginning of a discussion that an interest exists, the Member should declare such an interest as soon as they become aware of it.
- 7.4. Subject to standing order 7.8, in any case of doubt the Member should openly declare the possibility of an interest and the relevant Chair will decide whether it is a prejudicial interest, in accordance with standing order 7.6 below.
- 7.5. Subject to standing order 7.8, if a Member believes that another Member present has an interest in an item for discussion and that interest has not been declared, they should inform the relevant Chair. The relevant Chair will establish whether or not there is an interest which should have been declared, and will if necessary make a ruling in accordance with standing order 7.7 below.
- 7.6. For the purposes of this standing order a Member has a prejudicial interest where the interest is one which a member of the public with knowledge of the relevant facts would reasonably regard as so significant that it is likely to prejudice the Member's judgement of the public interest.
- 7.7. If the relevant Chair decides that a Member's interest in a matter is a prejudicial interest and that they need to withdraw (the relevant Chair's ruling on this shall be final), the Member shall leave the room for the duration of the discussion on that matter.
- 7.8. Where the relevant Chair has declared an interest under standing order 7.3 or is believed to have an interest pursuant to standing order 7.5, the Members shall decide whether that interest is prejudicial. If the Members decides that the interest is prejudicial and that the relevant Chair needs to withdraw (and the Members' ruling on this shall be final) the relevant Chair shall leave the room for the duration of the discussion of that matter and a different Chair shall be appointed under standing order 12.4 for the purposes of that discussion.
- 7.9. Members who have a prejudicial interest in relation to a particular item of business shall not count towards the quorum for the meeting whilst that item is under consideration and shall not, even if not required to withdraw under standing order 7.7, Vote on the particular item.

8. Rules of debate and decision making

- 8.1. A Vote at a meeting shall be decided by a simple majority of the Members present (including the relevant Chair) and voting subject to where otherwise provided in these Standing Orders.
- 8.2. Decisions will be reached by Vote on the following occasions:
 - a. when the relevant Chair determines that no clear consensus has emerged;
 - b. when a Member present at the meeting requests a Vote to be taken and this is supported by at least one other Member;
 - c. when a Member has a prejudicial interest in the matter under discussion; the Member with the prejudicial interest shall not Vote on the matter; and/or

- d. in any other circumstance where the relevant Chair concludes that a Vote should be taken.
- 8.3. If an equality of Votes occurs there will be further debate and a second Vote shall be taken. If, following a second Vote, there remains an equality of Votes, the relevant Chair shall have a final, casting Vote.
- 8.4. The minutes of the meeting shall record the results of voting.
- 8.5. A ruling by the relevant Chair on any question of order, whether or not provided for by these Standing Orders, shall be final unless the ruling concerns the relevant Chair in which case the Council or the Committee shall make the ruling by a majority of Votes.
- 8.6. If, in the opinion of the relevant Chair, a Member has persistently disregarded a ruling or has behaved in a manner which is obstructing the business of the meeting, the relevant Chair may order that Member to withdraw from the whole or part of the remainder of the meeting.
- 8.7. In the event of a disturbance which, in the opinion of the relevant Chair, prevents the orderly conduct of business, the relevant Chair may adjourn the meeting for such period as they consider appropriate.
9. **Urgent actions or decisions between meetings**
- Chair's Action**
- 9.1. In the event that a decision or action is required urgently on a matter that would normally be considered at a meeting, and it is not practical to convene an emergency meeting, the relevant Chair may take a decision or action on behalf of the Council or Committee between meetings.
- 9.2. In such circumstances, the relevant Chair having first consulted the Registrar or their nominated deputy, should use best endeavours to obtain the support of a majority of Members by email. Where the Registrar has a conflict of interest, the Chair should consult the Chair of the Audit and Risk Committee.
- 9.3. Where urgent decisions or action needs to be taken between meetings the Governance team will assist the relevant Chair and Registrar by keeping a record of all emails in order to establish an audit trail. Any such decisions or actions will be notified to Members by email and reported at the next Council Meeting or Committee Meeting.
- 9.4. This procedure may not be used for any matter reserved to the Council, or to revoke or vary these Standing Orders.
- Decisions via correspondence**
- 9.5. The relevant Chair may decide, as an alternative to holding an additional meeting or taking a Chair's Action, to seek a decision by correspondence. When deciding whether to use this procedure, the relevant Chair will consult with the Registrar or their nominated deputy.
- 9.6. A decision via correspondence shall be supported by a paper on the matter, prepared and approved in the usual way.
- 9.7. In order for a decision to be taken under this procedure, a decision via correspondence must be considered and consented to by a simple majority of Members as if it had been proposed at a meeting duly convened and held for that purpose.

- 9.8. For a decision to be validly taken under this procedure, a quorate number of Members must indicate whether they consent to the proposed recommendation, object to it, or wish to abstain. They must convey their decision to the Head of Governance, or their nominated deputy, by email or through the board portal mechanism.
- 9.9. The decisions via correspondence procedure may not be used to revoke or vary these Standing Orders.
- 9.10. Decisions taken using this procedure will be reported to the next Council Meeting or Committee Meeting and will be recorded in the minutes of that meeting.
- 9.11. The Council or Committee may note or receive papers for information in between meetings through the board portal mechanism. Any items that are required to be noted will be reported to the next Council Meeting or Committee Meeting and recorded in the minutes of that meeting.

10. **Publication of agendas and papers**

- 10.1. Subject to the remaining provisions of this standing order 10, all Council and Committee agendas and accompanying papers shall be published on the electronic device provided to Members by the General Dental Council in advance of each meeting.
- 10.2. The relevant Chair, having consulted the Secretary and also the Registrar if so advised, may decide that all or any part of the agenda and/or accompanying papers shall not be disclosed to the public where publication would lead to the inappropriate disclosure of:
- a. personal data or special category data (within the meanings given to them in Data Protection Legislation);
 - b. information relating to an employee or office holder, former employee, or applicant for any post or office;
 - c. 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;
 - d. legally privileged information or any issue or papers relating to legal proceedings which are being contemplated or instituted by or against the Council;
 - e. action being taken to prevent or detect crime or to prosecute offenders;
 - f. information given to the Council in confidence; and/or
 - g. any other matter, the public disclosure of which would or would be likely to prejudice the effective discharge of the Council's functions.

11. **Minutes**

- 11.1. The Secretary shall be responsible for the production of a minute which shall include a record of the Members and any invitees present at that meeting. When read in conjunction with the papers presented to the meeting, the minute shall provide an accurate and authoritative record of the meeting and shall be sufficiently detailed to provide an audit trail of issues discussed by the Council or the Committee, and the decisions taken.
- 11.2. At the next Council Meeting or Committee Meeting after the minutes have been Provided to Members, the relevant Chair shall move that those minutes be approved as a correct record. No discussion shall take place except upon the accuracy of the record. When the minutes have been approved, they shall be marked as confirmed by the Secretary.

- 11.3. Unless in accordance with standing order 5.8, minutes of Council Meetings shall be published on the website.
- 11.4. Minutes of Committee Meetings will not be published on the website, but will be tabled for noting at the next Council Meeting following the Committee Meeting.

12. **Roles**

Role of the Chair

- 12.1. The Chair, when chairing a meeting, shall:
- a. at the end of each item of business, state the decision that has been made;
 - b. preserve order and ensure that Members have sufficient opportunity to express their views on all matters under discussion;
 - c. determine in which order Members and officers should speak;
 - d. determine if the existence of a prejudicial interest requires a Member to withdraw from the room during discussion of an agenda item; and
 - e. seek the advice of the Registrar or other Officers of the Council where necessary.
- 12.2. The Council Chair may resign the office of chair at any time by giving notice in writing addressed to the other Council Members.
- 12.3. Committee Chairs shall be responsible for providing an assurance report at Council Meetings on the items received by their relevant Committee since the last Council Meeting.

Temporary and deputy chair

- 12.4. Without prejudice to standing order 12.5, if the Council Chair is absent from some or all of a Council Meeting, by reason of standing order 7.8 or otherwise, the Council Members present shall nominate one of their number to serve as a temporary chair during his or her absence at that meeting.
- 12.5. If, for any reason –
- a. the Council is on notice that the Council Chair is likely
 - i. to be absent for more than one Council Meeting, or
 - ii. to be unavailable to perform the duties of a chair for more than one month,
or
 - b. the office of chair of Council is vacant,

the Council may nominate a deputy chair, in accordance with article 10 of the Constitution Order 2009, to serve as chair during the absence or unavailability of the Council Chair or the vacancy.
- 12.6. The process under this standing order 12 for nominating and electing a temporary chair or a deputy chair of the Council shall be:
- a. the Registrar shall act as chair at the beginning of the meeting or in the Council Chair's absence and invite nominations;
 - b. a Council Member may nominate themselves or any other Council Member present;
 - c. if no more than one Council Member is nominated, that Council Member shall be elected chair for the period of the Council Chair's absence;

- d. if more than one Council Member is nominated, the Registrar shall ask the Council Members present at the Council meeting, if electing a temporary chair, or all Council Members if electing a deputy chair, to elect by Vote one of the Council Members nominated;
 - e. in the event of an equal number of Votes being cast there shall be a further Vote or Votes if necessary until a Council Member is elected as chair with a simple majority;
 - f. an election may be suspended at any stage if the Council Members nominated can, between themselves, reach agreement on which one of them shall act as chair;
 - g. if the Registrar knows, before the date of the meeting that the Council Chair will not be attending or will be absent for some part of the meeting, the Registrar may, in advance of the meeting, invite nominations to chair.
- 12.7. Where a temporary chair or deputy chair chairs some or all of a Council Meeting, all references to the Council Chair in these Standing Orders shall apply to that Council Member as if they were the Council Chair.

Senior Independent Council Member

- 12.8. The Council may choose to appoint one of the Council Members as the Senior Independent Council Member.
- 12.9. The Senior Independent Council Member shall:
- a. be a conduit between Council Members and the Council Chair to communicate any major concerns Council Members have to the Council Chair;
 - b. lead the process of appraising the performance of the Council Chair and take advice from the Council and the Remuneration and Nomination Committee around whether to seek the views of external stakeholders (including Government);
 - c. investigate any complaints (from Council Members, Officers of the Council or any other parties) about the Council Chair's conduct; and
 - d. occasionally deputise for the Council Chair at external events or internal meetings.

External Members

- 12.10. If a Committee wishes to appoint an External Member, it must seek the prior approval of the Council. External Members must be appointed in accordance with the 'Process for appointing non-Council members to Committees of the Council'.
- 12.11. An External Member:
- a. may take part in discussions;
 - b. may vote on matters under consideration by the Committee to which they are appointed; and
 - c. will not be counted in the quorum of the Committee to which they are appointed.

The Registrar

- 12.12. The Registrar shall be the Accounting Officer of the Council.
- 12.13. The Registrar shall hold office for the period determined by the Council.

- 12.14. The Registrar may delegate to staff members the power to perform such of the Registrar's functions as the Registrar may from time to time think fit.
- 12.15. Reference in these Standing Orders to the Registrar shall, where powers or duties have been delegated to another staff member to act in their absence, be deemed to be a reference to that staff member.
- 12.16. The Registrar shall be entitled to attend and speak at all meetings of the Council unless they have a prejudicial interest in a matter under consideration, in which case standing order 7 shall apply as if the Registrar were a Member.

Secretary and advisors

- 12.17. The Registrar is the Secretary to the Council and Committees save the Audit and Risk Committee and the Appointments Committee.
- 12.18. The Registrar may appoint the Head of Governance, or, in the Head of Governance's absence another Officer of the Council, as appropriate, to act as Secretary to the Council and Committees.
- 12.19. The Registrar shall appoint any Officer of the Council to act as the Secretary to the Audit and Risk Committee and the Appointments Committee.
- 12.20. The relevant Chair may invite any person to speak at their respective meeting, to give advice and to answer questions through the relevant Chair.

13. Member attendance, education and training

- 13.1. The Council Chair may refer a Council Member to the Privy Council for consideration under article 6 of the Constitution Order 2009 (removal of members from office) if they attend less than 65% of meetings in a one-year period.
- 13.2. The Council Chair may refer a member of the Appointments Committee to the Council for consideration if they attend less 65% of meeting in a one-year period.
- 13.3. For the purposes of standing order 13.1, "meeting" does not include Council Workshops and additional meetings of Council Members though this figure may include, at the Council Chair's discretion, other meetings which the member is obliged to attend (e.g. Committee Meetings).
- 13.4. The Council shall direct that the Secretary arrange for Members to undergo training to assist them in the performance of their duties.
- 13.5. The Council shall establish standards of performance of Members, including a system of regular performance appraisal.
- 13.6. Members shall comply with the standards of attendance and performance and attend the training established by the Council under this standing order 13.

14. Conduct

- 14.1. Members shall comply with the policies and procedures provided to them governing their conduct which are approved by the Council from time to time.
- 14.2. The relevant Chair's ruling on any question of conduct raised at a meeting shall be final unless the ruling concerns the Chair, in which case the Council or relevant Committee shall make the ruling. Rulings shall be made in accordance with the provisions of the Constitution Order 2009, these Standing Orders and the policies and procedures Provided to Members governing their conduct.

15. Provisional suspension of members

- 15.1. The Constitution Order 2009 sets out the mechanisms for appointment, removal and suspension of Council Members and the Council Chair.
- 15.2. The Council may resolve that a Council Member be provisionally suspended from office until such time as the Privy Council has reached a decision on whether to suspend or remove the Council Member under the Constitution Order 2009.
- 15.3. If a Council Member has been provisionally suspended, the Council Chair shall notify the Privy Council in writing of the provisional suspension as soon as is reasonably practicable.
- 15.4. Where the Privy Council decides not to suspend a Council Member or not to remove a Council Member from office, the Council must terminate the provisional suspension as soon as reasonably practicable.
- 15.5. A Council Member who is provisionally suspended shall not be entitled to attend or otherwise participate in meetings of the Council or to exercise any other function of a Member.
- 15.6. The Council may resolve to recommend to the Privy Council, with reasons, that a Council Member's suspension is lifted.
- 15.7. The decision on whether a suspension is to be lifted can only be taken by the Privy Council and any suspended Council Member shall not attend or otherwise participate in Council Meetings or to exercise any other function of a Council Member until confirmation has been received from the Privy Council.
16. **Common Seal**
- 16.1. The Common Seal of the Council shall be kept in safe custody by the Registrar or a person appointed by the Registrar.
- 16.2. Where the Common Seal is affixed to a document, that document shall also be signed by the Chair and by the Registrar or a person appointed by the Registrar or by the Chair.
- 16.3. A report on the use of the Common Seal will be presented on an annual basis to the Council.
17. **Revocation**
- 17.1. The General Dental Council Standing Orders for the Conduct of Business 2020, the General Dental Council Standing Orders and Resolution for the Non-Statutory Committees of Council 2020 and the General Dental Council Standing Orders for Appointments Committee 2020 are hereby revoked.

Part 2

Audit and Risk Committee Terms of Reference

Key purpose

A1. To provide assurance to the Council by carrying out the following functions on its behalf:

1. Scrutinising the organisation's Annual Report and Accounts.
2. Scrutinising the risk management systems and internal control framework of the organisation.
3. Scrutinising the assurances provided by the internal and external audit functions.
4. Scrutinising the arrangements in place in the organisation for raising concerns in relation to fraud, whistleblowing and special investigations.

Composition and Quorum

A2. The Committee shall consist of a Chair and at least two members of the Council (of whom at least one must be a registrant member of the Council and at least one must be a lay member of the Council). Additionally, the Committee will have an external member, who must be appointed in line with the requirements of the GDC Standing Orders.¹ The Chair of the Council shall not be a member of the Committee and may only attend at the invitation of the Committee Chair.

A3. The quorum of the Committee shall be two Council members.²

Delegated Powers

- A4. Investigate any activity within its terms of reference. Any investigation will normally be initiated in consultation with the Chief Executive and Registrar.
- A5. Seek any information it may require from any member, employee or office-holder. All members, employees or office-holders are directed to co-operate with the Committee.
- A6. Obtain external legal or other professional advice and to secure the attendance at committee meetings of anyone it considers has relevant experience, expertise or knowledge.
- A7. Review the statements in the annual report and accounts relating to internal control and risk management (the Governance Statement).
- A8. Appoint and remove the internal auditors and approve their fee and terms of engagement and the internal audit strategy and plan.
- A9. Approve the fee and terms of engagement of the external auditor and the external audit strategy and plan.

Functions and Duties

Financial reporting

¹ GDC Standing Orders for the Conduct of Business of the Council and Committees 2022, 12.10

² GDC Standing Orders for the Conduct of Business of the Council and Committees 2022, 6.2

A10. Scrutinise the Annual Report and Accounts for the organisation and advise the Council in relation to its decision making. The Committee will pay particular attention to the following areas:

- a. The Governance Statement
- b. changes in, and compliance with, accounting policies and practices
- c. unadjusted misstatements in the financial statements
- d. major judgmental areas
- e. significant adjustments resulting from the audit
- f. the letter of representation from the external auditor and
- g. the letters of representation to the external auditors from the EMT.

A11. Scrutinise and provide assurance to the Council that the internal systems for financial reporting to the Council, including those of budgetary control, meet the requirements of the of the National Audit Office and appropriately adhere to the Government Financial Reporting Manual (IFREM).

Governance, Risk Management and Internal Control

A12. Review the delegated authorities and governance structure periodically, or at least every two years, and report to the Council on whether they are adequate and make any recommendations to the Council.

A13. Scrutinise the integrity of the organisation's internal controls, with reference to internal audit reports, and oversee the compliance of the organisation with relevant legislation, reporting to the Council where appropriate.

A14. Assess the scope and effectiveness of the systems established by management to identify, assess, manage and monitor significant risks.

A15. Review the comprehensiveness, reliability and integrity of the assurances provided in relation to internal control and risk management.

A16. Scrutinise and report on the level of assurance to the Council on the adequacy and effectiveness of the risk management processes. This involves reviewing the Strategic Risk Register, obtaining assurance on risk management arrangements from internal auditors, and reviewing the status and trends of all risk in the strategic risk register.

Internal Audit

A17. Review the internal audit programme and ensure that the function is adequately resourced and has appropriate standing within the organisation [see above delegated authority A6].

A18. Consider and monitor management's responses to any major internal audit recommendations.

A19. Meet with the internal auditors at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out.³ The internal auditors should be given the right of direct access to the Chair of the Council and the Committee.

³ The Chair shall decide whether the Secretariat members should withdraw also; if so, the Chair should ensure that an adequate note of proceedings is kept to support the Committee's conclusion, rationale and actions. In order for completeness of records the note should be deposited with the Secretariat.

A20. Monitor and review the effectiveness and quality of the internal audit function to ensure it provides appropriate independent assurance to the Council and value for money.

External Audit

A21. Scrutinise the process and proposals in relation to the appointment, reappointment and removal of the external auditors and make appropriate recommendations to the Council in relation to its decision making in this area.

A22. Review the findings of the audit with the external auditor considering any material issues which arose during the audit, any accounting and audit judgements and levels of errors identified during the audit.

A23. Meet with the external auditors at least once year, without the management being present, to discuss their remit and any issues arising from the audit.⁴

A24. Monitor and review the effectiveness and quality of the audit, assessing annually their independence and the relationship with the auditor as a whole, including the provision of any non-audit services, and value for money.

Whistleblowing, fraud and investigations:

A25. Scrutinise and report on the level of assurance to the Council in relation to arrangements in place for raising concerns with or about the organisation on topics such as fraud and whistleblowing.

A26. Scrutinise and provide assurance to the Council in relation to arrangements in place for external parties to raise concerns with or about the organisation on topics such as whistleblowing, including in relation to the GDC's role as a prescribed person.

A27. Review the anti-fraud and bribery policies and arrangements for special investigations.

⁴ Same process to be followed as in the footnote above.

Finance and Performance Committee Terms of Reference

Key purpose

F1. To provide assurance to the Council by carrying out the following functions on its behalf:

1. Challenging and monitoring the Executive on financial and other performance.
2. Working with the Executive to develop an appropriate and proportionate data set in relation to the organisational finances and performance to enable the Council to carry out its functions.
3. Providing scrutiny and challenge to the Executive on major operational matters with a material financial impact for the organisation.
4. Working with the Executive in developing the GDC's financial strategy. This will include scrutinising the development and delivery of the three-year rolling Costed Corporate Plan, scrutiny of the annual budget setting process and of the organisation's delivery against budget, and providing to the Council the assurance it needs to approve the budget and Costed Corporate Plan.

Composition and Quorum

F2. The Committee shall consist of a Chair and at least two members of the Council (of whom at least one must be a registrant member of the Council and at least one must be a lay member of the Council). If the Committee so decides, and with the approval of Council, an external member may be appointed in line with the requirements of the GDC Standing Orders.¹

F3. The quorum of the Committee shall be two Council members.²

Delegated Powers

- F4. Approval of assumptions and objectives to be used in the business planning cycle.
- F5. Approval of the budgeting approach and annual targets for efficiency in accordance with the Council's strategy.
- F6. Approval of the GDC's financial and banking policies, procedures and arrangements.
- F7. Approval of the reinstatement of corporate projects prioritized as 'Could do' within the Costed Corporate Plan, at the request of the Executive Management Team, in the event that capacity and funding is available.

Functions and Duties

Financial Strategy

To scrutinise and report on the levels of assurance or concerns in the following key areas:

- F8. The development of the three-year Costed Corporate Plan and annual budget to ensure that they are robust and aligned to delivery of the Corporate Strategy.

¹ GDC Standing Orders for the Conduct of Business of the Council and Committees 2022, 1.1

² GDC Standing Orders for the Conduct of Business of the Council and Committees 2022, 6.2

- F9. The impact of the three-year Costed Corporate Plan and annual budget on the setting of the Annual Retention Fees, registration application fees, fees for the Overseas Registration Exam and the reserves policy.
- F10. The financial reporting data used to ensure that the organisation is delivering against budget. This scrutiny should include:
- the challenge of the Executive in relation to the organisation's financial performance.
 - any amendments to the current year budget
 - any virements (transfers of budget allocation) between directorates that exceed agreed limits
 - any calls on reserves
 - any necessary borrowing or
 - other material financial matters about which the Council ought to be made aware.
- F11. The coherence and rigour of the financial modelling underlying the fees strategy of the organisation, with a view to enabling the Council to approve any changes to the Annual Retention Fees, any other relevant fees and the reserves policy of the organisation.
- F12. The adherence to and robustness of the treasury, investment and financial procedures policies of the organisation.
- F13. The adequacy of the insurance arrangements of the Council.
- F14. The actuarial assumptions, financial viability, performance, and other relevant implications of the GDC Pension Schemes. The Committee will communicate:
- Advice received, to facilitate decision making in this area, to the Council and
 - Any material risk that arises in this area to the Audit and Risk Committee.

Organisational Performance

To scrutinise and report on the levels of assurance or concerns in the following key areas:

- F15. The operational delivery against the Costed Corporate Plan and the reliability and appropriateness of a suite of performance indicators around organisational performance.
- F16. The annual and exception reports on procurement activities.

Remuneration and Nomination Committee Terms of Reference

Key purpose

R1. To provide assurance to the Council by carrying out the following functions on its behalf:

1. Scrutinising and approving the proposed **reward** approach for the Chief Executive and Registrar, Executive Directors, Council Members (including the Chair), Independent Members of non-statutory Committees of Council ('Independent Governance Associates'), and specified Associate postholders.¹
2. Scrutinising and approving the process for the **appointment** for the Chief Executive and Registrar, Council Members (including the Chair) and Independent Governance Associates.
3. Scrutinising and approving the proposed **appraisal** approach for the Chief Executive and Registrar, Council Members (including the Chair) and Independent Governance Associates.
4. Scrutinising the arrangements for **succession planning** for the Chief Executive and Registrar, providing assurance in relation to the Chief Executive's succession plan for the Executive team.

Composition and Quorum

R2. The Committee shall consist of a Chair and at least two members of the Council (of whom at least one must be a registrant member of the Council and at least one must be a lay member of the Council). Additionally, the Committee will have an external member, who must be appointed in line with the requirements of the GDC Standing Orders.² The Chair of the Council shall not be a member of the Committee and may only attend at the invitation of the Committee Chair.

R3. The quorum of the Committee shall be two Council members.³

Delegated Powers

The Council formally delegates its decision-making powers in relation to the following areas:

R4. Approving the appointment process for the Chief Executive.

R5. Approving the reward terms of the Chief Executive and Registrar, including in relation to any severance agreement. All decisions taken as part of this delegation must be within the Executive pay policy.

R6. Approving the policy for authorising claims for expenses from the Chief Executive and Registrar and the Chair of the Council.

R7. Where necessary, the Committee is authorised by the Council to obtain external legal or other professional advice, but only within budgetary limits.

¹ Registration and Fitness to Practise panellists, ORE associates, clinical and legal advisers at hearings, and education associates.

² GDC Standing Orders for the Conduct of Business of the Council and Committees 2022, 12.10

³ GDC Standing Orders for the Conduct of Business of the Council and Committees 2022, 6.2

Functions and Duties

Nominations and evaluation

R8. To scrutinise and approve, in order provide assurance to the Council:

1. The processes for recruiting the Chief Executive and Registrar, and on the process around their annual appraisal.
2. The process of appointment and reappointment in relation to both Council Members and Independent Governance Associates.
3. The approach to appraisal for Council Members (including the Chair of Council) and Independent Governance Associates.
4. The process for setting the objectives of the Chair of Council and Chief Executive and Registrar

R9. Scrutinise, in order to provide assurance to Council, the arrangements for succession planning for the Chief Executive and Registrar and provide assurance to the Council that plans are in place in respect of the rest of the Executive Management Team.

Remuneration and Reward

Chief Executive and Registrar and the Executive Management Team

R10. Scrutinise and approve, in order to provide assurance to the Council, an appropriate reward policy for the Chief Executive and Registrar, and the Executive Management team.

This will be:

- consistent with organisational objectives,
- within the overall budget agreed by the Council and
- any approval of the overall reward, benefits package and terms of service for the Chief Executive and Registrar by the Committee, under its delegated power above, must be within the terms of the agreed policy.

R11. On behalf of Council, propose amendments to the reward of the Chief Executive, within the agreed policy, including in relation to the terms of any special severance arrangements applying in the event of any required and unplanned early termination of employment of the Chief Executive, having regard to relevant guidance, best practice and contracts of employment.

R12. Scrutinise and provide assurance to Council that changes made by the Chief Executive to Executive reward, including in relation to any special severance arrangements, are within the agreed policy.

Council Members, specified Associates and Others

R13. Scrutinise and recommend to the Council an appropriate reward and expenses policy for:

- Council Members (including the Chair of Council)
- Independent Governance Associates
- Decision making panellists (in relation to Fitness to Practise and Registration)
- ORE Associates
- Clinical and legal advisors at Hearings and
- Education Associates.

R14. Scrutinise and provide assurance to Council that there is a reward framework in place for GDC staff, that policies are reviewed at regular intervals and benchmarked against the market, if and when, appropriate.

Appointments Committee (Statutory Panellists Assurance Committee) ('SPC') Terms of Reference

Key purpose

Ap1. To **provide assurance** to the Council by carrying out the following functions on its behalf:

1. Scrutinising the process for the appointment of Statutory Committee members¹ and of the legal, medical and professional advisers to the Statutory Committees. This will include the processes used for recruitment and selection.
2. Scrutinising the process for the oversight of performance of Statutory Committee members and providing advice on the oversight of performance of the legal, medical and professional advisers to the Statutory Committees. This will include their appraisal and discipline processes and the oversight of the delivery of their training.

Ap2. To **provide advice** to the Executive in respect of the following areas:

1. The design parameters of an independent tribunal function.
2. The relevant performance metrics of a high performing panel, including behaviours of panel members.
3. Best practice in hearings case management.

Composition and Quorum

Ap3. The Committee shall be appointed by the Council and shall consist of not more than eight persons (including a Chair) and shall include both registrants and lay persons. Persons appointed to the Committee shall be neither Council Members nor employees of the Council.²

Ap4. The quorum of the Committee shall be three members.

Delegated Powers

Ap5. Obtain external legal or other professional advice via the Executive, as necessary and in line with the Terms of Reference of the Committee.

The Council formally delegates its decision-making powers in relation to the following areas:

Appointments

¹ Defined in Section 2 of the General Dental Council (Constitution of Committees) Rules 2009 ('the 2009 Rules') as including both lay and registrant members of the following Committees: the Investigating Committee, the Interim Orders Committee, the Professional Conduct Committee, the Health Committee, the Professional Performance Committee and the Registration Appeals Committee. This definition also includes the Chairs of those Committees.

² Section 3(2)-(4) of the 2009 Rules.

- Ap6.** To appoint, or re-appoint, persons to serve as members of the Statutory Committees and appoint, or re-appoint, the legal, medical and professional advisers to those members.
- Ap7.** To determine the duration of the term of office of Statutory Committee members on their appointment or re-appointment.³
- Ap8.** To appoint, from amongst the Statutory Committee members, persons to act as Chairs of the Statutory Committees ('panel Chairs').⁴

Oversight of Performance

- Ap9.** To scrutinise and approve an appraisal process for Statutory Committee Members and provide assurance to the Council as to its implementation.
- Ap10.** To administer the disciplinary policy and procedure in respect of conduct and performance issues of Statutory Committee members, including in respect of the dismissal of panellists and of the termination of panel chair appointments.⁵
- Ap 11.** To suspend or remove Statutory Committee members from office in line with the appropriate processes.⁶
- Ap12.** To scrutinise and approve a training plan for Statutory Committee members, informed by reports on the quality of Statutory Committee decision-making, and provide assurance as to its implementation.

Functions and Duties

In carrying out its functions, the Committee will:

Appointments

- Ap13.** Scrutinise and provide assurance to the Council on the process for appointing Statutory Committee Members.

Oversight of Performance

- Ap14.** Scrutinise and provide assurance to the Council on the process for conducting performance appraisals for Statutory Committee members and their legal, medical and professional advisers.
- Ap15.** Scrutinise and provide assurance to Council in respect of the process for the discipline of Statutory Committee members.
- Ap16.** Monitor and provide assurance to Council on the handling of disciplinary and performance issues in respect legal, medical and professional advisers.

³ 3 Section 4(4) of the 2009 Rules.

⁴ Section 5(1) of the 2009 Rules.

⁵ Section 5(3) of the 2009 Rules

⁶ Sections 6-8 of the 2009 Rules

Ap17. Provide assurance as to the implementation of training programmes for Statutory Committee members and advice on the oversight of the performance of their legal, medical and professional advisers.

Guidance and Advice

Ap18. At the request of the Executive, the Committee may provide advice in respect of key strategic areas of focus, including:

- best practice in hearings case management,
- the design parameters of an independent tribunal function, and
- the relevant performance metrics of a high performing panel, including behaviours of panel members.

These Standing Orders were passed by the Council on 24 June 2022 and came into effect from this date.

Given under the official seal of the General Dental Council on 4 July 2022.

Lord Toby Harris
Chair

Ian Brack
Chief Executive and Registrar