



Comhairle na nDochtúirí Leighis
Medical Council

Medical Council

Corporate Governance Framework

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Approved by Council 05/11/14

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Chapter 1 - Legislative Environment - Medical Council

The Medical Council is established by the Medical Practitioners Act 1978 and continues in being under the provisions of section 4 of the Medical Practitioners Act 2007 as amended by the Health (Miscellaneous Provisions) Act 2007 ('the Act').

1. The Medical Practitioners Act 2007 (as amended) defines the purpose of the Medical Council as *“better protecting and informing the public in its dealings with medical practitioners and, for that purpose, to introduce measures, in addition to measures providing for the registration and control of medical practitioners, to better ensure the education, training and competence of medical practitioners, to investigate complaints against medical practitioners and to increase the public accountability of the Medical Council”*.
2. The functions of the Council are detailed in Section 7 of the Act which states that “The Council shall do all things necessary and reasonable to further its object, and perform its functions in the public interest.”
3. In accordance with the Code of Practice for the governance of State Bodies, the Council should meet regularly, provide strategic leadership, retain full and effective control over the organisation and monitor executive management and performance. The collective responsibility and authority of the Council should be asserted and maintained.
4. All Members of the Council (including those elected under section 17(8) of the Act) are appointed by the Minister for Health and are accountable to the Oireachtas through the Minister for the development and implementation of policy.
5. The Council shall approve the five-year statement of strategy and annual business plans in accordance with sections 13 to 15 of the Act and shall review performance against the strategy and plans through the annual reporting mechanism provided for under section 16 of the Act.
6. The Council may establish committees to perform any functions that may be better or more conveniently performed by a committee in accordance with section 20 of the Act.

Corporate Seal

7. The corporate seal is kept in the secure custody of the CEO, or another employee designated on his/her behalf.
8. Judicial notice shall be taken of the seal of the Council and, accordingly, every document—
 - a) purporting to be an instrument made by the Council, and
 - b) purporting to be sealed with the seal of the Council

shall be received in evidence and be deemed to be such instrument without further proof unless the contrary is proved.

Chapter 2 - The Functions and Role of the Medical Council

The Medical Council regulates medical doctors in the Republic of Ireland. The Council's purpose is to protect the public by promoting and better ensuring high standards of professional conduct and professional education, training and competence among doctors.

1. The Medical Council's aim is to protect the public in their interactions with registered medical practitioners. The following are its key responsibilities:
 - Establishing appropriate criteria for the registration of doctors and registering eligible medical practitioners in accordance with these criteria.
 - Ensuring the highest standards of medical training and education at under-graduate and post-graduate levels.
 - Promoting good medical practice and overseeing doctors' continuing professional development.
 - Investigating complaints against medical doctors and taking appropriate disciplinary action.
2. The Council has a membership of 25 including both elected and appointed members. The membership is comprised of both medical and non-medical members with the majority being non-medical.
3. There are over 18,000 doctors registered with the Medical Council. The Medical Council is funded by the annual payments of registered doctors – the Council receives no State funds.

The Role of the Medical Council includes:

- Ensuring that Council carries out its responsibilities as set out by statute;
- Providing leadership, vision and direction for the organisation;
- Demonstrating strategic leadership and decision-making, including setting the Medical Council's overall objectives, defining its mission and values, and shaping a positive organisational culture;
- Developing and monitoring key performance indicators, including a range of financial and non-financial targets.
- Ensuring that Council promotes and appreciates the principles of equality and diversity and considers these principles in the decision making process;
- Ensuring that Council has effective engagement with all stakeholders in order to promote confidence in its activities.

Reserved functions and delegated functions of Council (see appendix 1)

Council can delegate any of its functions to a committee or the Chief Executive Officer, subject to the restrictions described below.

Council can according to S. 20(1) of the Act can establish committees (in addition to statutory committees) and delegate functions to these committees:

‘Subject to subsections (2) to (13), the Council may establish committees of the Council to perform any functions that, in the opinion of Council, may be better or more conveniently performed by a committee and that are assigned by the Council to a committee.’

Council can also delegate functions to the CEO under S. 24(1) (b) which states that the Council shall appoint a Chief Executive Officer to:

‘(b) perform any other functions that may be delegated by the Council.’

Council will remain responsible for any decisions taken, including those relating to a function delegated to a committee or individual.

Council may decide, from time to time, that the function defined in section 2(a) “*establish and maintain the register*”, may be delegated to the Chief Executive Officer but only in accordance with procedures and criteria established “for registration including the issue of certificates of registration and renewal of registration”.

The following functions **cannot** be delegated:

- The election or removal of the President or Vice-President (Schedule 2);
- A request to the Minister to terminate the appointment of a Member (Schedule 2);
- The appointment of the Chief Executive Officer (Section 19);
- The establishment of committees and delegation of functions (sections 20 & 24);
- The making of Rules under section 7 of the Act (section 7);

Council can still perform functions it has delegated. This enables the Medical Council to take decisions on matters that are discussed at meetings on functions that have been delegated.

Any individual or committee to whom a decision has been delegated shall report to Council in respect of any action or decision made.

Chapter 3 – Schedule of Authority

1. The object of the Council is to protect the public by promoting and better ensuring high standards of professional conduct and professional education, training and competence among registered medical practitioners (Section 6 of the Act).
2. The Medical Council is established by the Medical Practitioners Act 1978 and continues in being under the provisions of section 4 of the Medical Practitioners Act 2007 as amended by the Health (Miscellaneous Provisions) Act 2007 ('the Act').
3. Section 5 of the Act provides for the seal of the Medical Council.
4. Council undertakes *inter alia* to fully engage with the principle of openness and transparency, adhering to and honouring the provisions of Act in spirit as well as in fact.

Chapter 4 - Role of the President

1. The Medical Practitioners Act, 2007 provides that subject to section 17(3) the Council shall, from time to time, elect one of its members eligible under that section to be so elected, to be President of the Council and another of its members to be Vice President of the Council.
2. The President and Vice-President of the Council shall each hold office as such for such term as may be specified by the Council at the time of their respective appointments.
3. The President, as Chair of the Council, reports to the Council and is the guardian of the Council's decision-making process. He/she is not responsible for the day-to-day operational matters regarding the Medical Council's business. The President has responsibilities additional to those of other Council Members, particularly in relation to leadership, the conduct of Council meetings and reporting to the stakeholders. These include, but are not be limited to:

Leadership

4. The President's role is to:
 - a. Provide strong non-executive leadership;
 - b. Ensure that Council's strategic direction is agreed and set;
 - c. Encourage openness, transparency and accountability in everything the Council does;
 - d. Ensure that Council works collectively, and that each member puts the interests of the Medical Council above other outside interests;
 - e. Ensure that Council members understand their role and responsibilities;
 - f. Chair Council meetings effectively, ensuring that required decisions are taken, and ensuring that the agenda is appropriate to the business of Council and supports the achievement of the strategic and business plan objectives;
 - g. Ensure that the Council carries out its functions efficiently and effectively so that:
 - o all planned business is dealt with and each item of business has reached a conclusion in so far as is practicable or possible;
 - o the Council delegates sufficient authority to its committees and the Executive to enable the business of Council to be carried on effectively between meetings;
 - h. Communicate effectively with Council members between meetings to ensure that business is taken forward, and effective contributions made by members;

- i. Provide feedback and guidance to Council members as appropriate;
- j. Establish and maintain a close working relationship with the Chief Executive Officer (CEO) and through the CEO communicate with the senior members of the Executive as appropriate.

Governance

5. The President's role is to:

- a. Ensure that Council monitors its performance in line with legal and regulatory compliance requirements;
- b. Ensure that Council focuses on governance rather than management;
- c. Ensure that the Medical Council's Code of Conduct and relevant policies are adhered to by all Council members;
- d. Ensure that any complaints or concerns about members who may be in breach of the Medical Council's Code of Conduct are handled in line with agreed procedures as laid out in the Medical Council's Management of Complaints Procedure.
- e. Assess the Council's performance relative to its strategy, stated vision, mission and annual business plans.
- f. Chair the Nominations and Development Committee (see Appendix T).

External relationships

6. The President's role is to:

- a. Promote and uphold the public interest in all aspects of the Council's operations;
- b. Represent the Medical Council as appropriate at various stakeholder engagements including meetings with the Minister for Health, other healthcare professional regulatory bodies, patient representative organisations etc.;
- c. Account for Council's performance, when called upon to do so, at meetings with the Minister and Oireachtas Committees when required;
- d. Engage with the media on Council's behalf as appropriate and in accordance the Medical Council's Media Policies (see appendix xxx);
- e. Develop partnership working with the Chairs of other healthcare professional regulatory bodies including regulatory authorities in other countries.

Internal relationships

7. The President's role is to:

- a. Act as an internal ambassador for Council, to staff and to other stakeholders;
- b. Work closely with the CEO and other senior members of the Executive in identifying and discussing emerging issues and other matters that may impact on Council;
- c. Manage the performance of the CEO by setting and assessing annual performance targets in consultation with the Audit Strategy & Risk Committee.

Deputising arrangements for the Chair

The President will normally chair all Council meetings. In his or her absence, the Vice-President should assume the chair. In the absence of either of these members, the Council shall nominate a member of Council to chair the meeting from amongst them.

Chapter 5 - Role of the Vice President

The role of Vice-President must be filled by a medical member of Council. The Vice-President deputises for the President in his or her absence when requested to do so by the President. In the absence of the President, the Vice-President will chair meetings of the Council. The Vice-President should generally support the President.

The Vice-President of Council is expected to fulfil the duties and responsibilities of a Council Member but following the agreement of the President and the approval of Council, he or she would discharge the following additional responsibilities:

1. To deputise for the President as may be required by the President and/or Council and on such other occasions as may be determined by the President and/or Council;
2. To represent Council at important stakeholder events , to ensure adequate representation of Council when deemed necessary by the President and/or Council;
3. When requested, to liaise with the CEO, in relation to any other matters which Council feels are appropriate in the absence of the President.

Chapter 6 - Role of the CEO

1. The CEO takes forward the operational work of the organisation in line with the legislative requirements, and according to the strategic objectives, annual business plan, policies and procedures.
2. The CEO ensures that all decisions and policies of Council, or those delegated to Committees or Working Groups, are implemented.
3. The CEO leads the Executive Team that comprises the Directors and Senior Managers who are accountable to the CEO.
4. The CEO is responsible for the operational management of the organisation, including the performance of the Executive and is accountable to Council for it, making regular reports to Council.
5. The CEO is in regular contact with the President, working in partnership with him/her to ensure the effective conduct of business.
6. The CEO will alert the President and/or Council of any forthcoming complex, contentious or sensitive issues arising of which Council may not otherwise be aware.
7. The CEO represents the Council at various stakeholder engagements including meetings with the Department of Health, Oireachtas Committee meetings and meetings with other regulatory bodies. The CEO engages with the media on Council's behalf as appropriate and in accordance the Medical Council's Media Policies.
8. The CEO is responsible for overall operations, organisation and management, for the budgeting and management of the financial resources, and for ensuring that an appropriate organisational structure is in place and is adequately resourced.
9. The CEO develops the strategic plan for Council approval and ensures that systems are in place for evaluating the effectiveness of its operations through the Annual Business Plans and associated Key Performance Indicators and metrics.
10. The CEO is also responsible for ensuring that policy development and implementation are properly carried out by the executive, with clear, impartial and well-founded advice and recommendations being offered to Council as required.
11. The CEO will ensure that appropriate learning and development opportunities, including those identified by the NDC, are provided for Council members.
12. The CEO will ensure that a comprehensive risk management framework is in place to facilitate the identification, measurement and mitigation of risks to the Medical Council.
13. The CEO is also responsible for specific statutory responsibilities set out in the Act including, for example, presentation of evidence at the Fitness to Practise Committee.
14. Approving, in consultation with the President, decisions to respond to cases brought to the courts under the MPA 2007

Chapter 7 - Role of Council Members

1. Council members must be committed to operating in the public interest and in line with the Medical Council's statutory purpose.
2. The role of Council members is to:
 - a. provide strategic direction for the Medical Council by agreeing the framework for policy and operational performance, including agreeing the Statement of Strategy and overall ambition of the organisation;
 - b. ensure that in developing policy there is widespread and effective engagement with stakeholders, with a focus on initiating and taking high level policy decisions which support the strategic plan, and ensuring that policy development is aligned with the Council's strategic direction;
 - c. ensure and review the effectiveness of the Council in fulfilling its statutory purpose by:
 - i. promoting the work of the Council externally, promoting public and professional confidence and support for the Medical Council and its work;
 - ii. evaluating the effectiveness of the Council in fulfilling its statutory purpose;
 - d. exercise oversight of activities, ensuring that they are aligned with the strategic direction by holding the Executive to account for the management of day-to-day operations, ensuring that resources are used properly;
3. In order to do this effectively Council members should:
 - a. be true to the mission, vision and values of the Medical Council as laid out in its Statement of Strategy.
 - b. subscribe to the Seven Standards of Public Life (Nolan principles) of selflessness, integrity, objectivity, accountability, openness, honesty and leadership; and adhere to the Medical Council's Code of Conduct (see Appendix E);
 - c. subscribe to and uphold the principles of corporate responsibility and majority decision-making;
 - d. have a sound understanding of the Medical Council's functions and its statutory framework;
 - e. have knowledge and understanding of who the key stakeholders are and what their priorities are;
 - f. understand the nature and objectives of independent professional regulation;
 - g. make themselves available for the required amount of time;
 - h. ensure they provide adequate time for preparation in advance of Council and other meetings

- i. take an active part in Council and other meetings; and work effectively with the executive;
- j. participate in induction, learning and development, and appraisal procedures.

Chapter 8 - Role of Committees and Working Groups

The role of Council committees is to carry out such statutory function as prescribed in the MPA 2007 and such other functions the Council chooses to delegate through the establishment of various committees and other groups.

The Council shall establish a Preliminary Proceedings Committee (PPC) and a Fitness to Practise Committee (FtPC) to carry out certain specified functions described in Parts 7, 8 and 9 of the MPA 2007. Council members cannot hold membership on both of these committees. At least one third of membership of these committees including the chair must be Council members.

The Fitness to Practise Committee, chaired by a non-medical member of Council, inquires into complaints. Inquiries are heard by a Fitness to Practise "Panel" which is made up of three members of the Fitness to Practise Committee, two non-medical people and one doctor. The Chairperson of the Inquiry Panel is a member of the Medical Council and is responsible for making sure that the inquiry is conducted in accordance with fair procedures.

The Council may establish other committees or groups to which the Council has assigned certain functions.

The decisions of all committees and groups (apart from PPC and FtPC) are subject to confirmation by Council. The general rule in relation to the PPC and FtPC is that their acts are not subject to confirmation by Council, notable exceptions to this general rule are S. 61 (NPF decisions by PPC) and S. 70 (recommendation as to sanction by FtPC).

Committees established under the Act may regulate their own procedures. The Council may, subject to the provisions of this Act, regulate the procedures of committees established under that section. Each Committee and Working Group will have their own Terms of Reference which will be approved by Council.

The quorum for Committee meetings is one third of the membership with a minimum of three members. If a Committee establishes any advisory or working groups, then the quorum shall be determined by the Committee. Individual committees and other groups established by the Council are subject to the Standing Orders set out for Council meetings, unless specified to the contrary.

Chapter 9 - Role of Committee and Working Group Chairs

1. The core role of the Chair of a Committee or Working Group is to ensure that the Committee or group remains focused on its business, acts within its terms of reference, and properly accounts for the conduct of its business in line with its agreed purpose and duties.
2. The Chair ensures that the Committee or group fulfils the purpose set for it, is responsive to direction from Council and ensures that the Committee works collectively.
3. The Chair establishes and maintains an effective working relationship with the members of the Executive supporting the committee or group. He/she takes forward business as required between meetings and liaises as required with other members to ensure this.
4. The Chair will manage meetings effectively, ensuring that required decisions are taken
5. The Chair will approve draft minutes for circulation to the members and will also approve draft reports for presentation to Council or Committees as appropriate.
6. Jointly with the Executive the Chair will develop an annual work programme for the Committee or Working Group, including formal meetings as appropriate.
7. The Chair will ensure that the work and activities of the Committee are regularly reported to Council as required or in the case of a Working Group reported to their Committee.

Chapter 10 - Role of the Secretary to Council

In consultation with the President and CEO, the role of Secretary to Council shall include:

- Ensuring the smooth running of the Council's activities by assisting the President, Vice-President and CEO to set agendas, preparing and circulating Council documentation, advising on Council procedures and advising that Council follows said procedures.
- Keeping under close review all legislative, regulatory and corporate governance developments that might affect the Council's operations, and ensuring that corporate governance principles and requirements are embedded in the relevant Council documentation.
- Acting as a confidential point of contact for the President and Council Members on any matters that require information or clarification relating to Council and its activities. Acting as the co-ordinator for responses from the Executive to any such queries. Identifying and developing training opportunities for Members both for induction and continuous professional development.
- Ensuring, where applicable, that relevant corporate governance standards and/or disclosures are observed in line with the specific governance requirements in the Council's governing legislation.
- Managing relations with key stakeholders with regard to corporate governance issues and the Council's practices in relation to corporate governance.
- Ensuring compliance with filing statutory returns and any other filings required to be made.

Chapter 11 - Medical Council Working Arrangements

Meetings

1. Council meets as necessary for the transaction of its business, according to a schedule agreed by Council, but also as may be required as set out in Schedule 2 of the Medical Practitioners Act, 2007, i.e. at least 4 meetings in every year.
2. The Council shall decide the election process for the President and the Vice-President and the process must be agreed by the members present at a scheduled Council meeting. A Council Member, other than a Member nominated for the office in question, shall chair the meeting for the item to elect the President. The President shall chair the meeting for the item to elect the Vice-President and any other position subject to an election process except in circumstances as outlined in article 18 of Schedule 2 of the Act which deals with the absence of the President and Vice-President.
3. The President, or in his or her absence, the Vice-President of the Council may convene a meeting of the Council on his or her own initiative or when requested to do so by a requisition signed by not less than six members of the Council. Any requests for meetings must issue in writing at least 3 clear days before the meeting. The Schedule also allows for other circumstances in which a meeting of the Council may be convened.
4. Meetings for the calendar year (other than those called in exceptional circumstances) should be scheduled at the beginning of each year, and may be rotated from Monday through to Friday as practicable.
5. Between meetings, it may be necessary for Council to take urgent decisions for the proper functioning of the Council, e.g. applications under Section 60 of the Act. In such cases an extraordinary meeting of Council will be called.
6. Schedule 2 of the Act also provides that Council may hold such other meetings as may be necessary for the performance of its functions by video link or by the circulation of papers. In each case, all reasonable efforts will be made to contact Members to attend.
7. A full report of the outcome of the urgent business and the decisions taken will be presented at the next Council meeting.

Principles relating to the conduct of Council business

8. The following principles apply to the conduct of Council business:
 - a. the default assumption should be that all Council business is conducted in private;
 - b. Before each meeting, members may wish to hold a private session prior to the Council meeting without members of the executive present;

- c. Minutes are taken for all Council meetings. Where matters are discussed in a private session, however, the minutes will not record an account of the substance of the discussion.

Quorum and attendance

9. The quorum for any Council meeting is defined in the Medical Practitioners Act 2007, and is 7 members, however where a sanction is imposed under Part 9 of the Act on a registered medical practitioner, then the quorum shall be 10.
10. The quorum for Committee meetings is one third of the membership with a minimum of three members. If a Committee establishes any advisory or working groups, then the quorum shall be determined by the Committee.
11. In the event of there not being a quorum, the meeting may proceed and notes kept of the proceedings. Any 'decision' discussed and confirmed must be included in the note of the meeting and brought before the next quorate meeting of Council for ratification of the decision. The Secretary to Council should notify the Chair if any meeting becomes inquorate during the course of the meeting.
12. Members' commitment to the work of Council is demonstrated in a variety of ways not restricted to attendance at formal meetings. However, the Act sets out that a member of Council who does not, for a consecutive period of 6 months, attend a meeting of Council ceases at the end of that period to hold office unless the member demonstrates to the Minister's satisfaction that the failure to attend was due to illness.
13. Council members have a duty to attend meetings of Council and of any other Committee or group to which they have been appointed.
14. In the event that any member is unable to attend a Council meeting they have a duty to notify the Council Secretariat, and confirm the reason for their non-attendance.
15. The President may invite any person to attend the whole or part of a Council meeting to present a report or to give advice.

Agendas

16. The President, Vice-President in consultation with the CEO, agree the agenda prepared by the Secretary to Council, for each Council meeting.
17. A member wishing to propose a matter or matters for inclusion on the agenda shall send a notice to the Secretary to Council to arrive not less than ten working days before the meeting at which the matters are to be discussed. The Secretary to Council shall inform the President and Vice-President who will then discuss the request with the CEO. Provided that the matter falls within, or is relevant to, the statutory functions of the Council, the President and Vice-President may agree its inclusion on the agenda of the Council as appropriate.

18. If, within ten working days of the meeting, a member wishes to propose an item for the agenda and it is considered to be urgent, it should be sent to the President, Vice-President and CEO as soon as possible, and in any event before the meeting commences. The President or, in the absence of the President, the member chairing the meeting shall bring it to the attention of the Council at the commencement of the meeting and it shall be included in the agenda if it is agreed by the majority of members present.
19. The agenda and supporting papers for Council meetings are sent to members not less than seven days before the meeting. Papers are circulated within seven days before the meeting only if they:
 - a. relate to a special meeting;
 - b. relate to urgent business;
 - c. contain information that was not reasonably available at the time of first circulation.

Rules of debate

20. Any member wishing to speak indicates this to the President and waits to be called by the President. A member must allow all those other members who wish to speak, to do so, prior to speaking further on the matter. All contributions are directed to the President. Members give way to the President on request.

Decision making and voting

21. Once a decision has been reached by Council whether by consensus or majority vote, all members have a duty to support the decision.
22. In discussion of agenda items the intention is to reach agreement by consensus. The President will conduct the meeting in such a way as to ensure that all Council members have the opportunity to contribute and that no member or members dominate the discussion. If a general consensus emerges, then the President may curtail discussion and seek agreement to the proposal. Where a consensus decision is reached the President asks Council to confirm this verbally and this is recorded in the minutes.
23. A proposal for closure of a debate or to postpone consideration of a matter may be made at any time by the President or other member, and if the Council agrees, shall be adopted. If such a proposal, when made, is opposed, the proposal shall be put to a vote.
24. When consensual agreement cannot be reached the matter shall be put to a vote. Voting shall also take place for decisions taken in relation to the imposition of sanctions on a doctor's registration.
25. Voting at Council meetings can be by show of hands or via the electronic voting system. Schedule 2 of the Act sets out that a decision of Council may be decided by a majority of Council members as are present and a vote in relation to the matter. On the proposal of a member of Council, duly seconded, the vote will be taken. The number of members voting for, against and those abstaining from voting will be recorded in the minutes of the meeting.
26. In the case of a counter proposal by a member of Council, duly seconded, the vote in relation to the counter proposal will be taken before the vote on the original proposal.

27. When a vote is taken a decision will be by simple majority except in the case of a proposal to suspend Standing Orders, where a two-thirds majority is necessary. While not usually recorded in the minutes a member may request to have their dissent noted with the agreement of the Chair.
28. In the case of an equality of votes on any matter arising at a council meeting (other than the election of the President or Vice President) the Chair of the meeting will have the casting vote.

Points of order

29. The decision of the President on any point of order or question of procedure is conclusive for all purposes.

General etiquette

30. Council members should keep suit jackets on where doctors or other parties to fitness to practise matters are present at Council meetings. The Chair of the meeting may remind Council members of this requirement if necessary.
31. All mobile phones are to be switched to silent mode and members should leave the room to answer phone calls. No mobile phone calls should be taken during the consideration of matters under Part V of the Medical Practitioners Act, 2007.
32. Members who leave the room before the deliberation of a matter under Part V of the Act should not return until that matter is concluded. Members arriving at a meeting during the consideration of such a matter should not enter the Council room until the matter is concluded.
33. A personal attack on any Council member or criticism of any staff member of the Medical Council at Medical Council meetings or in the public domain is unacceptable. Any comments that a member may wish to make about any Council member must be directed to the President and about any staff member to the CEO.
34. If a member is deemed by the Chair to be out of order he/she must be called to order. If the member persists with inappropriate behaviour the Chair can request them to leave the meeting. If the member refuses to leave the meeting room the Chair will adjourn the meeting. The meeting will only be resumed when the member either agrees to leave the meeting or accept ruling of the Chair.

Declarations of Interest and/or Conflicts

35. A Council member should absent him or herself when the Council is deliberating or deciding on matters in which that member (other than in his or her capacity as a member of the Council) or a person or body connected with the member has an interest. The Council member should clearly indicate when doing so, for the record.
36. The minutes should record any individual members who absent themselves for specific agenda items.

General Provisions

37. Council members may be paid travelling and subsistence allowances in accordance with Section 21 of the Act and in line with the 'Travel Policy for the Medical Council' approved by Council.
38. Members may also be entitled to the payment of an allowance in accordance with Section 22 of the Act as determined by the Minister for Health and with the consent of the Minister for Finance. All Council members will be subject to the OPOS Rule – One Person One Salary.

Minutes

39. Minutes of Council meetings are taken and are retained as a record of members' attendance, key points made, decisions taken and any declared conflicts of interest. While not usually recorded in the minutes, a member may request to have their dissent noted with the agreement of the Chair. At the next meeting of the Council, the President shall ask those present to ratify the minutes. No motion or discussion shall take place from the Minutes, except upon their accuracy. If no such question is raised, or, if it is raised, then as soon as it has been disposed of, the President shall declare that the Minutes are approved and sign them.
40. Recordings or transcripts made by third parties are not permitted at Council meetings unless specifically authorised by Council.
41. The Medical Council is a public body for the purposes of the Freedom of Information Acts 1997 & 2003. This provides a general right of access to information, subject to specified exemptions.

Confidentiality

42. All Council members are bound by the Medical Council's Code of Conduct and Media Policies in relation to confidentiality. The Council's current policies are listed in Appendix xx.
43. Council briefs should be downloaded to Council Members' iPads from the Extranet and held securely. All iPads should be password protected. All documents and information should be held in accordance with the Medical Council's ICT Policy, a copy of which is available on the Extranet. In line with good practice all Council documentation should as a matter of course be deleted from the iPad following each Council meeting. Should any member wish to access documentation previously circulated they can request a copy from the Secretary to Council.

Governance Appraisal

44. Council will review its own performance normally at yearly intervals and that of its Committees from time to time.

Governance handbook and working arrangements

45. Any part of this Governance handbook may be amended or revoked by Council at any time. The working arrangements for Council may be suspended if required for the effective conduct of business. Such suspension should be proposed and seconded, and approved by at least two-thirds of those members present at the meeting.

46. Individual Committees and other groups established by Council are subject to this framework unless specified to the contrary. Please note that where appropriate the references to President and Council members apply to Committee and Working Group chairs and members respectively.
47. As a matter of best practice, the Council should review its Governance Framework from time to time as necessary, but at least once during the term of the Council.

Appendix 1 – Reserved Functions of Council

Strategy and management

1. Approval of the Council's long-term objectives and strategy.
2. Approval of the annual operating and capital expenditure budgets and any material changes to them.
3. Oversight of the Council's operations ensuring:
 - a. competent and prudent management;
 - b. sound planning;
 - c. an adequate system of internal control;
 - d. adequate accounting and other records;
 - e. compliance with statutory and regulatory obligations.
4. Extension of the Council's activities into relevant new areas consistent with its statutory functions.
5. Any decision to make material changes to the Council's business.

Structure and capital

1. Major changes to the Council's corporate structure or legal status.
2. Changes to the Council's management and control structure.
3. Financial reporting and controls.
4. Approval of the annual report and accounts. Approval of any significant treasury policies.

Internal controls

1. Ensuring maintenance of a sound system of internal control and risk management including:
 - a. receiving reports on, and reviewing the effectiveness of, the Council's risk and control processes to support its strategy and objectives;
 - b. undertaking an annual assessment of these processes;
 - c. approving an appropriate statement for inclusion in the annual report.

Contracts

1. Capital projects over €0.5 million.
2. Contracts which are material strategically or by reason of size, entered into by the Council in the ordinary course of business, for example bank borrowings [above €0.5 million] and acquisitions or disposals of fixed assets [above €0.5million].
3. Contracts of the Medical Council not in the ordinary course of business, for example loans and repayments [above €0.5 million]; acquisitions or disposals [above €0.5 million].
4. Investments [above €0.5 million].

Communication

Engagement with the media on Council's behalf will be in accordance the Medical Council's Media Policies (see Appendices B and C);

Council membership and other appointments

1. Election of the President.
2. Appointment of a Chief Executive Officer.
3. Membership and chairmanship of Council committees.

4. Changes where appropriate to the structure, size and composition of the Council's committees and Working Groups, following recommendations from the Nominations & Development Committee.

Remuneration

Determining the remuneration policy for the Council and Committee members within the confines of departmental sanction.

Corporate governance matters

1. Undertaking a formal review annually of its own performance. Reviewing the Council's overall corporate governance arrangements as appropriate.

Policies

1. Approval of all relevant policies, including:
 - a. Code of Conduct;
 - b. Health and Safety policy;
 - c. Communications policy;
 - d. Protected Disclosures Policy
 - e. Travel Policy.

Legal

1. Prosecution, defence or settlement of litigation [involving above €1 million or being otherwise material to the interests of the Council].