

Standing Orders

Made by the Council under Article 12, Schedule 1 of the Nursing and Midwifery Order 2001

NMC Standing Orders

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Standing Orders

1 Application

- 1.1 The Nursing and Midwifery Council (“NMC”) is the professional regulator for nurses and midwives in the UK and nursing associates in England. Its core purpose is to protect people who use services and the public through effective and proportionate regulation of nurses, midwives and nursing associates. The NMC is established by the Nursing and Midwifery Order 2001 (the “Order”).
- 1.2 These Standing Orders are made by the Council under Article 12, Schedule 1 of the Order and have effect from 25 March 2015 unless and until revoked or amended by resolution of the Council. Together with the provisions of the Order, and any subsidiary regulations, they establish the fundamental procedures by which the Council and its committees conduct their business.
- 1.3 With the exception of Standing Orders 4.1 and 6.1, these Standing Orders do not apply to the Practice Committees.
- 1.4 The Council may by resolution suspend any Standing Order, other than one prescribed by the Order or any other legislation.

2 Interpretation

- 2.1 Unless otherwise indicated, in these Standing Orders,

- 2.1.1 the terms used have the same meaning as in the Order;

- 2.1.2 the following definitions apply:

| | |
|-------------------------------|--|
| Associate | An associate is a person appointed by the Council to an Associate role under the scheme set up by the Council under paragraph 15(1) of Schedule 1 of the Nursing and Midwifery Order 2001. |
| Chair | As the context requires, the Chair of the Council, the Chair of a committee, or any other person presiding at a meeting of the Council or of a committee. |
| Chief Executive and Registrar | The person appointed by the Council under Standing Order 6.3. |
| Constitution Order | The Nursing and Midwifery Council (Constitution) Order 2008 (as amended). |
| Days | Any reference to days is a reference to calendar days. |

| | |
|---|--|
| Discretionary Committee | A committee established by the Council under Article 3 (12) of the Order. |
| Executive Director | A person appointed by the Chief Executive and Registrar under Standing Order 6.4. |
| Panel Member | A person, who is not disqualified under Standing Order 4.1.4, appointed as a member or Chair of a Practice Committee in accordance with the Statutory Committees Constitution Rules. |
| Partner Member | A person, who is not a member of the Council, appointed to a Discretionary Committee of the Council in accordance with these Standing Orders. |
| Statutory Committees Constitution Rules | The Nursing and Midwifery Council (Midwifery and Practice Committees) (Constitution) Rules 2008 (as amended). |
| Secretary | The person appointed by the Chief Executive and Registrar under Standing Order 6.5, or their nominee. |

2.1.3 references to any statute or statutory provision include a reference to that statute or statutory provision as from time to time amended, modified, or re-enacted;

2.1.4 words in the singular include the plural and words in the plural include the singular;

2.1.5 words importing the masculine gender include the feminine and words importing the feminine gender include the masculine.

2.2 The Chair of the Council is the final authority on the interpretation of the Standing Orders (on which she / he shall be advised by the Secretary).

3 The Council

3.1 Objectives and Powers of the Council and scheme of delegation

3.1.1 The objectives and powers of the Council are set out in the Order.

3.1.2 The matters reserved to the Council, and the responsibilities delegated to the Chair and to the Chief Executive and Registrar, are set out in the scheme of delegation adopted by the Council from time to time (Appendix 1). The responsibilities delegated to committees are set out in the terms of reference (Appendix 2) adopted by the Council from time to time.

3.2 The Chair and members of the Council

3.2.1 In accordance with the Order and the Constitution Order,

- (a) the Council consists of six registrant and six lay members. The Council must include at least one member from each of England, Northern Ireland, Scotland, and Wales who lives or works wholly or mainly in that country;
- (b) the Chair and members of the Council are appointed, and their terms of office determined, by the Privy Council.

3.2.2 Subject to 3.2.1, in setting any selection criteria for new Council members, the Council will seek to ensure that at any given time:

- (i) the membership of the Council reflects a mix of background, knowledge and skills;
- (ii) the membership of the Council reflects the diversity of the public that it serves; and
- (iii) registrant membership of the Council includes both persons a) with nursing expertise and b) with midwifery expertise.

3.3 Nomination of a Deputy Chair

3.3.1 If the Chair is absent for one meeting, Standing Order 5.4 applies. If, in accordance with Article 9 (2) of the Constitution Order,

- (a) the Council is on notice that the Chair of the Council is likely
 - (i) to be absent for more than one meeting of the Council, or
 - (ii) to be unavailable to perform the duties of a Chair for more than one month; or
- (b) the office of Chair is vacant

the Council will meet as soon as possible to nominate a member (“Deputy Chair”) to serve as Chair during the absence of or unavailability of the chair or the vacancy.

3.3.2 The nomination will be determined by election as follows:

- (a) the members present will nominate one of their number who does not intend to seek nomination as Deputy Chair to preside at the meeting until the nomination is determined;
- (b) any member of the Council may nominate her / himself;
- (c) if no more than one member is nominated, that person will serve as Deputy Chair;

- (d) if more than one member is nominated, the members present will elect by vote one of the nominees to serve as Deputy Chair.

3.3.3 A Deputy Chair nominated in accordance with Standing Order 3.3 will cease to hold office in accordance with Article 9 (3) of the Constitution Order.

3.4 Conduct

3.4.1 Members of the Council are required to observe the Code of Conduct adopted by the Council from time to time.

3.4.2 Members of the Council are expected to demonstrate the values and behaviours adopted by the Council.

3.5 Education and training

3.5.1 Members of the Council are required to observe the policies governing the induction, development and appraisal of members adopted by the Council from time to time.

3.6 Provisional suspension of members of the Council

3.6.1 Article 7 of the Constitution Order sets out the circumstances in which the Privy Council may suspend or remove a member from office.

3.6.2 The Council may by resolution provisionally suspend a member of the Council from office until the Privy Council has reached a decision on whether or not to suspend or remove the member under the Constitution Order.

3.6.3 Any motion proposing the provisional suspension of a member of the Council must be circulated to all members by the Secretary, acting on the instruction of the Chair, and decided in accordance with the Standing Orders.

3.6.4 On receipt of a written request from at least four members of the Council, the Secretary will circulate to all members any motion proposing the provisional suspension of the Chair of the Council. The motion will be decided in accordance with the Standing Orders.

3.6.5 Any decision of the Council to suspend provisionally a member will have effect immediately. Any member who is provisionally suspended is not entitled to attend meetings of the Council or its committees, exercise any of the functions of a member, or otherwise participate in Council business.

3.6.6 If a member has been provisionally suspended, the Council is required by the Constitution Order to notify the Privy Council in writing of the provisional suspension as soon as is reasonably practicable.

3.6.7 If the Privy Council decides not to suspend or remove the member from office, the Constitution Order requires the Council to terminate the provisional suspension.

3.7 Associates

3.7.1 Under paragraph 15(1) of Schedule 1 of the Nursing and Midwifery Order 2001, the Council may appoint Associates under the Council's Associate scheme as necessary to support the work of the Council, either as a developmental opportunity or to bring specific expertise or experience to the Council's work, as determined by the Chair. The Council may revise the Associate scheme from time to time or decide to suspend or end the scheme.

3.7.2 Associates will be selected by a Selection Panel appointed by the Chair of the Council and which may include the Chair of the Council.

3.7.3 The duration of the term of office of each Associate is determined by the Chair of the Council but may not exceed two years from the date of appointment.

3.7.4 An Associate may be suspended or removed from office by the Chair of the Council on the same conditions as a member of a Statutory Committee may be suspended or removed under the Statutory Committees Constitution Rules.

3.7.5 The Council (or a person or body authorised by the Council) may issue from time to time:

- (a) a code of conduct for Associates;
- (b) policies governing the recruitment and selection, induction and development, and performance management of Associates;
- (c) policies for the reimbursement of expenses and the payment of allowances to Associates or their employers in the same manner as for Committee members under Schedule 1, paragraph 15(2)(e) of the Order.

4 Committees of the Council

4.1 Practice Committees

4.1.1 The appointment, removal, and suspension of Panel Members are regulated by the Statutory Committees Constitution Rules.

4.1.2 The proceedings of the Practice Committees are regulated by the Nursing and Midwifery Council (Fitness to Practise) Rules 2004 (as amended).

4.1.3 The Council (or a person or body authorised by the Council) may issue from time to time:

- (a) standard directions for Practice Committees;
- (b) a code of conduct for Panel Members;
- (c) policies governing the recruitment and selection, induction and development, appraisal, and performance management of Panel Members;
- (d) policies for the reimbursement of expenses and the payment of allowances to Panel Members.

4.1.4 A person is disqualified from appointment as a Panel Member if that person has served at any time in the previous five years as a member of the Council or of a Discretionary Committee of the Council or, prior to 31 March 2017, as a Partner Member of the Midwifery Committee, as previously established.

4.2 Discretionary Committees

- 4.2.1 Under Article 3 (12) of the Order, the Council may establish Discretionary Committees in connection with the discharge of its functions and delegate any of its functions to them, other than the power to make rules.
- 4.2.2 The responsibilities of the Discretionary Committees are set out in terms of reference issued by the Council from time to time [Appendix 2].
- 4.2.3 Except as provided for in Standing Order 5.7.8, a Discretionary Committee may not delegate any of its functions without the prior authorisation of the Council.
- 4.2.4 The Chair and the members of Discretionary Committees are appointed by the Chair of the Council from amongst the members of the Council.
- 4.2.5 Any decision to supplement the membership of a Discretionary Committee by appointing a Partner Member is a matter for the Council on the advice of that committee.
- 4.2.6 Partner Members will be selected on the basis of relevant skills and experience by a selection panel appointed by the Chair of the Council and which may include the Chair of the Council.
- 4.2.7 The duration of the term of office of each Chair and member of a committee is determined by the Chair of the Council and,
 - (a) in the case of a member of the Council, may not exceed the period from the date of appointment as a member of the committee to the date on which that person's current term of office on the Council is due to expire;
 - (b) in the case of a Partner Member, may not exceed three years from the date of appointment, renewable once.

- 4.2.8 A Partner Member may be suspended or removed from office by the Chair of the Council on the same conditions as a member of a Statutory Committee may be suspended or removed under the Statutory Committees Constitution Rules.

5 Meetings and proceedings of the Council and committees

5.1 Meetings

- 5.1.1 The Council will ordinarily meet no less than six times a year, in accordance with a schedule drawn up by the Secretary and approved by the Council.
- 5.1.2 The Secretary will call a special meeting of the Council as soon as practicable following receipt of a written request, specifying the nature of the business to be transacted, from:
- (a) the Chair of the Council;
 - (b) seven or more members of the Council; or
 - (c) the Chief Executive and Registrar.
- 5.1.3 Subject to any general direction from the Council regarding the frequency of meetings, committees will ordinarily meet at such intervals as the members may determine. The Secretary will draw up a schedule of meetings for the approval of each committee.
- 5.1.4 The Secretary will call a special meeting of a committee as soon as practicable following receipt of a written request, specifying the nature of the business to be transacted, from the Chair of the committee.

5.2 Public access to meetings

- 5.2.1 The Council is committed to open and transparent governance and operates on the presumption that its business should be conducted in public, unless there is an overriding reason for it to be conducted in private.
- 5.2.2 Members of the public are permitted to attend public meetings of the Council. The agenda and supporting papers for public meetings will be published online before the meeting.
- 5.2.3 The Chair may, at her or his discretion, allow time during public meetings for statements or questions to be made by members of the public. Members of the public are not otherwise permitted to participate in meetings.
- 5.2.4 The Chair may, at her or his discretion, instruct members of the public to withdraw from a public meeting, or part of a public meeting, if:
- (a) a confidential matter arises in discussion; or

- (b) it otherwise appears to the Chair to be necessary to do so in the interest of good conduct of the meeting.

5.2.5 The Chair will determine which business is to be transacted in private. Items of business that will usually be considered in private include, without limitation:

- (a) information constituting or comprising personal data;
- (b) information provided to the NMC in confidence;
- (c) preparation of documents with future publication dates (unless it is in the public interest for draft documents to be discussed in public);
- (d) matters relating to relations between the NMC and its employees;
- (e) 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;
- (f) any matter relating to legal proceedings that are being contemplated or instituted by or against the NMC;
- (g) any matter which, if publicly disclosed, would, or would be likely to, prejudice the effective conduct of the NMC's affairs.

5.2.6 Members of the public are not permitted to photograph, transmit, audio-record, or video-record proceedings of the Council without the prior authorisation of the Chair. Any breach of this Standing Order may result in action by the Chair under Standing Order 5.2.4.

5.2.7 Meetings of committees are not normally open to the public.

5.3 Agenda and supporting papers

5.3.1 Any member wishing an item of business to be added to the agenda for a meeting should notify the Chair at least fourteen days before the meeting.

5.3.2 Each item of business will normally be accompanied by a supporting paper.

5.3.3 The agenda and supporting papers for ordinary meetings will normally be sent to members not less than seven days before the meeting.

5.3.4 The agenda and supporting papers for special meetings will normally be sent to members not less than three days before the meeting.

5.3.5 Papers may only be tabled at a meeting with the permission of the Chair.

5.3.6 The non-receipt of the agenda and / or supporting papers for a meeting by any member will not invalidate the meeting or any business transacted at the meeting.

5.4 Chairing of meetings

- 5.4.1 Subject to Standing Orders 5.4.2 and 5.4.3, the Chair will, if present, preside at all meetings.
- 5.4.2 If the Chair is absent from a meeting, the members present will nominate one of their number to preside at that meeting.
- 5.4.3 If the Chair is unable to preside because she or he has a material conflict of interest in an item of business under discussion, the other members present will nominate one of their number to preside for the duration of the discussion of that item of business.

5.5 Quorum

- 5.5.1 As defined in the Constitution Order, the quorum of the Council is seven members.
- 5.5.2 The quorum of a Discretionary Committee is a majority of the members of that committee.
- 5.5.3 Business transacted before a meeting becomes inquorate will not be invalidated by the later lack of a quorum.
- 5.5.4 If a meeting
 - (a) is not quorate within half an hour of the time appointed for the meeting, or
 - (b) becomes inquorate during the course of the meeting,the Chair will declare the meeting closed and the remaining business will be carried over to the next meeting.

5.6 Attendance at meetings

- 5.6.1 At the discretion of the Chair, a meeting may be conducted wholly or partly by teleconference or videoconference. All participating members will be deemed to be present and counted in the quorum.
- 5.6.2 If a member
 - (a) participates in less than 75% of the meetings which they are expected to attend in any financial year; or
 - (b) is regarded as having made an insufficient contribution to the work of the Council,this will be taken into account as part of the appraisal process and may constitute grounds for removal from office.

5.6.3 In exceptional circumstances, the Chair of the Council may grant a leave of absence to a member for a defined period.

5.6.4 Subject to Standing Order 5.8,

- (a) the Chief Executive and Registrar is entitled to attend and to speak at any meeting;
- (b) each Executive Director is entitled to attend and, with the consent of the Chair, to speak at any meeting of the Council and at any meeting of a committee whose business relates to that Executive Director's executive remit;
- (c) the Secretary is entitled to attend and, with the consent of the Chair, to speak at any meeting;
- (d) any Associate is entitled with the consent of the Chair to attend and speak at any meeting of the Council.

5.6.5 The Chair may invite any person to attend a meeting in whole or in part to speak or to present a report.

5.7 Procedure at meetings

5.7.1 The order of business at meetings will follow the agenda, unless otherwise directed by the Chair, at whose discretion the order may be altered at any stage.

5.7.2 No business other than that which has been included in the agenda will be discussed at a meeting, with the exception of urgent business, which may be discussed at the discretion of the Chair.

5.7.3 The Chair will:

- (a) maintain order and ensure that all members have sufficient opportunity to express their views on the matters under discussion;
- (b) determine all matters of order, procedure, and relevancy;
- (c) determine in which order those present should speak;
- (d) determine whether or not a vote is required and how it is to be carried out.

5.7.4 Items of business for information only will normally be taken without discussion, unless otherwise directed by the Chair. Such items will be clearly marked on the agenda. Any member who wishes an item for information to be open for discussion should notify the Chair or the Secretary not less than two days before the meeting.

- 5.7.5 Decisions will normally be reached by consensus rather than by a vote. Decisions will be reached by means of a vote if:
- (a) the Chair feels that no clear consensus has been reached and that there is significant disagreement with, or reservations about, a proposal;
 - (b) a member requests that a vote be taken;
 - (c) the Chair concludes, for any other reason, that a vote should be taken.
- 5.7.6 Any proposal put to a vote will be decided by a simple majority of the members present and voting. The Chair will declare whether or not a resolution has been carried. In the event of a tie, the Chair will have an additional casting vote.
- 5.7.7 The minutes of the meeting will normally record only the numerical results of a vote, showing the numbers for and against the proposal and any abstentions. Any member may require that their particular vote be recorded in the minutes provided they ask the Secretary immediately after the result of the vote is declared.
- 5.7.8 The Council or a committee may resolve to delegate decisions on agenda items to the Chair. Any such resolution will be recorded in the minutes.
- 5.7.9 The Council or a committee may resolve to defer a decision on an agenda item. Any resolution to defer a decision, together with the reasons for doing so, will be recorded in the minutes.

5.8 Conflicts of interest

- 5.8.1 Any member who has a personal, financial, or other interest in any item of business in the agenda must declare fully to the meeting the nature and extent of the interest.
- 5.8.2 If a member declares an interest in accordance with Standing Order 5.8.1, the Chair will determine whether there is a material conflict of interest and, if so, whether and to what extent (if at all) that person should participate in discussion and decision of the matter.
- 5.8.3 If the Chair declares an interest in accordance with paragraph 5.8.1, the remaining members will determine whether there is a material conflict of interest and, if so, whether and to what extent (if at all) the Chair should participate in discussion and decision of the matter.
- 5.8.4 Notwithstanding the provisions of Standing Order 5.5.4, where there is no longer a quorum as a result of a decision under Standing Order 5.8.2 or 5.8.3, discussion of that item of business will be adjourned and the meeting will proceed to the next item for which a quorum exists.

5.8.5 Any NMC employee who is in attendance at a meeting must declare any interests in the same way as members. The Chair will determine whether there is a material conflict of interest and, if so, whether and to what extent (if at all) that person should participate in discussion of the matter. An employee will normally be required to withdraw from a meeting where her or his position is under discussion.

5.9 Minutes of meetings

5.9.1 The Secretary will record the minutes of every meeting.

5.9.2 The minutes will record:

- (a) the names of:
 - (i) the members present;
 - (ii) the officers in attendance;
 - (iii) any members whose apologies have been received.
- (b) any declarations of interest;
- (c) the withdrawal of any member from the meeting on account of a material conflict of interest.

5.9.3 The minutes will record the key points of discussion and decisions in the order in which business was transacted at the meeting. The minutes will not attribute comments to particular members unless specifically requested by the member concerned or by the Chair.

5.9.4 The draft minutes, once reviewed by the Chair, will be circulated to all members and included in the agenda for the next meeting for confirmation as a correct record.

5.9.5 Once confirmed as a correct record, the minutes will be signed by the Chair and retained by the Secretary in the NMC's electronic record management system.

5.9.6 The confirmed minutes of public meetings of the Council will be published on the NMC website.

5.9.7 Each committee will report to the Council fully and promptly following every meeting. The full minutes of committee meetings are ordinarily available to any Council member on request to the Secretary.

5.10 Decisions by correspondence

- 5.10.1 Any matter capable of being decided at a meeting may instead be decided by correspondence by a simple majority of the members entitled to vote upon it.
- 5.10.2 Where, in the opinion of the Chair, a significant matter requires a decision between meetings, and it is not practical to convene a special meeting, a document explaining the matter, together with instructions for responding, will be circulated by the Secretary for decision by correspondence.
- 5.10.3 The Secretary will notify all members of the outcome of any decision by correspondence and will record it in the NMC's electronic record management system.

5.11 Action by Chairs of committees

- 5.11.1 The Chair of a committee has the power to authorise action on minor, non-contentious, or urgent matters falling within the committee's responsibilities which arise between meetings. The Chair will take reasonable steps to consult with other committee members before doing so. The Secretary will be consulted in advance and will keep a record of any decisions for report to the next meeting.

6 General provisions

6.1 Register of interests

- 6.1.1 'Interests' in this context means all interests, whether of a financial or non-financial nature, which might influence, or might be perceived as influencing, the person concerned in their conduct of NMC business. If the person is in doubt as to whether an interest is sufficiently relevant to be declared, the interest should be declared.
- 6.1.2 The following are required to enter their interests annually in the register of interests and to maintain the accuracy of their entry in the register by notifying the Secretary or a person nominated by the Secretary of changes in a timely manner:
- (a) members of the Council;
 - (b) Panel Members;
 - (c) Associates;
 - (d) Partner Members;
 - (e) the Chief Executive and Registrar;
 - (f) the Executive Directors and assistant directors;

- (g) any inspectors, reviewers, and assessors acting on behalf of the NMC.

6.1.3 Entries in the register of interests will be published as required by the Order.

6.2 Allowances and expenses

6.2.1 The Council will determine the arrangements for the reimbursement of expenses and the payment of allowance to Council members; Associates and partner members.

6.3 Chief Executive and Registrar

6.3.1 The Council will appoint a Chief Executive and Registrar to direct the affairs and manage the resources of the Nursing and Midwifery Council.

6.3.2 The Council (or a body authorised by the Council) is responsible for determining the remuneration of the Chief Executive and Registrar.

6.3.3 In order to carry out her / his responsibilities effectively, the Chief Executive and Registrar may delegate such matters as she / he thinks appropriate.

6.4 Executive Directors

6.4.1 The Chief Executive may appoint Executive Directors to carry out such responsibilities as she / he may specify.

6.4.2 The Council (or a body authorised by the Council) is responsible for determining the remuneration of the Executive Directors.

6.5 Secretary

6.5.1 The Chief Executive and Registrar will appoint a member of staff to act as Secretary to the Council and its committees.

6.6 Deputy and Assistant Registrars

6.6.1 The Council may, upon the nomination of the Registrar, appoint a member of staff as a Deputy or Assistant Registrar.

6.6.2 The Registrar may authorise in writing any person appointed by the Council under Standing Order 6.6.1 to act on her / his behalf in any matter.

6.6.3 In determining whether to authorise a person under Standing Order 6.6.2, the Registrar shall ensure that (a) appropriate training, guidance, and procedures are available to enable the proper discharge of the delegated functions; (b) due consideration is given to (i) the segregation of duties, where appropriate; (ii) potential conflicts of interest.

6.7 Common Seal

6.7.1 The Chief Executive and Registrar (or a member of staff appointed by the Chief Executive and Registrar) is responsible for the safe custody of the Common Seal.

6.7.2 The affixing of the Common Seal will be attested,

- (a) in the case of statements under seal, and any other classes of documents specified by the Council, by the signatures of the Chief Executive and another member of staff with due authorisation;
- (b) in the case of all other documents required to be executed under seal, by the signatures of a member of the Council and the Chief Executive and Registrar (or another member of staff authorised specially or generally by the Chief Executive and Registrar).

6.8 Electronic communication

6.8.1 Any notice or document required to be made in writing and/or sent under these Standing Orders may be recorded and/or sent by electronic means.

Appendix 1: Scheme of Delegation

The Council

- 1 The NMC is the professional regulator for nurses and midwives in the UK and nursing associates in England. Its core purpose is to protect people who use services and the public through effective and proportionate regulation of nurses, midwives and nursing associates. The NMC is established by, and governed in accordance with, the Nursing and Midwifery Order 2001 (“Order”) which sets out the Council’s statutory objectives and duties.
- 2 The Council is the governing body of the NMC and its members are the charity trustees. The remit of the Council is to (a) set the NMC’s strategic direction and corporate objectives, in line with its core purpose; (b) ensure effective systems are in place for managing performance and risk; (c) maintain probity in, and public accountability for, the exercise of the NMC’s functions and the use of funds.
- 3 In order to discharge its remit effectively, the Council may delegate such matters as it considers appropriate. If it determines that it is necessary to do so, the Council may exercise any function that is normally delegated. The following matters are reserved to the Council:

Regulatory functions

- 3.1 Approving the NMC’s regulatory legislation, and any changes to it, subject to the Privy Council’s consent.

Strategy, planning, and performance

- 3.2 Approving strategy.
- 3.3 Approving regulatory policy.
- 3.4 Approving the financial strategy, reserves policy and investment strategy.
- 3.5 Approving the annual corporate plan and budget.
- 3.6 Reviewing the corporate performance of the NMC and holding the Chief Executive and Registrar to account.
- 3.7 Taking the final decision on any matter of fundamental strategic significance to the NMC, or which poses a substantial risk to the organisation.

Internal control, assurance, and accountability

- 3.8 Agreeing the top level system of internal control, including the Financial Regulations and authorisation to commit expenditure. Authority for financial commitment is set out at Appendix 3.
- 3.9 Approving any bank and overdraft facility.

- 3.10 Approving any acquisition, transfer or sale of any lease of land or building.
- 3.11 Approving the risk management framework and setting the risk appetite.
- 3.12 Appointing the external auditors.
- 3.13 Approving the annual report and accounts, the annual fitness to practise report, and any other report to be laid before Parliament.

Governance

- 3.14 Deciding all matters relating to the Council's governance framework, including delegating powers, making Standing Orders, and constituting committees.
- 3.15 Appointing the Chief Executive and Registrar.

The Chair

- 4 The remit of the Chair is (a) to chair meetings of the Council and (b) to manage the affairs of the Council as the governing body of the NMC, within the governance framework established by the Council. In exercising her / his remit, the Chair has delegated authority for:
 - 4.1 Determining the general nature and timing of the Council's business.
 - 4.2 Appointing any Vice-Chair(s) and the members and Chairs of the committees of the Council.
 - 4.3 Conducting the annual appraisal of Council members.
 - 4.4 Conducting the process for the appointment of the Chief Executive and Registrar.
 - 4.5 Conducting the process for the setting of objectives for and performance appraisal of the Chief Executive and Registrar.
 - 4.6 Taking decisions on minor, non-contentious, or urgent matters falling within the remit of the Council, on reference from the Chief Executive and Registrar.
- 5 The Chair is accountable to the Council for her / his decisions and must report to the Council (or the appropriate committee) on each occasion when she / he has exercised delegated authority.

The Chief Executive and Registrar

- 6 The remit of the Chief Executive and Registrar is to direct the affairs and manage the resources of the NMC within the strategic framework established by the Council. In exercising her / his remit, the Chief Executive and Registrar has delegated authority to act in any matter that is not expressly reserved to the Council and does not properly fall within the remit of the Chair.

- 7 The Chief Executive and Registrar is accountable to the Council for her / his decisions and must provide such reports as the Council may require in order to carry out its role effectively.
- 8 The Chief Executive and Registrar has a responsibility to inform the Council at the earliest opportunity of any matters which may represent a significant regulatory, strategic, legal, or financial risk or any matter that risks undermining trust and confidence in the Council.
- 9 In addition, the responsibilities of the Chief Executive and Registrar include:

Regulatory functions

- 9.1 Ensuring the NMC's regulatory functions are discharged in accordance with the legislation and the core purpose to protect people who use services and the public.
- 9.2 Making proposals to Council regarding the development of, or changes to, regulatory legislation, and seeking the Privy Council's consent to the Council's decisions.
- 9.3 As Registrar, in accordance with the regulatory legislation, (i) admitting, removing, and restoring registrants; (ii) maintaining the integrity of the register; (iii) publishing the register; (iv) ensuring that allegations concerning the fitness to practise of registrants are fairly, effectively, and efficiently investigated and adjudicated.

Strategy, planning, and performance

- 9.4 Formulating and making proposals to the Council regarding strategy and regulatory policy, and implementing the Council's decisions.
- 9.5 Formulating and making proposals to the Council regarding financial strategy, reserves policy, investment strategy, and implementing the Council's decisions.
- 9.6 Formulating and making proposals to the Council regarding the annual corporate plan and budget, and implementing the Council's decisions.
- 9.7 Approving the annual directorate business plans and allocating the budget required for delivery, and holding Executive Directors to account for their implementation.
- 9.8 Implementing an effective system for the management, monitoring, and reporting of performance.
- 9.9 Deciding all matters relating to organisational structure and the management of staff, within the framework and budget agreed by the Council.

Internal control, assurance, and accountability

- 9.10 Implementing an effective system of internal control, within the framework agreed by the Council, and ensuring that significant matters are reported to the Council.
- 9.11 Implementing the risk management framework agreed by the Council, ensuring that risks are identified and evaluated, that appropriate measures are put in place to mitigate risks, and that progress is monitored and reported.
- 9.12 Securing the effective, efficient, and economic use of resources, ensuring financial propriety, keeping proper records of account, and fulfilling the role of Accounting Officer for the NMC (as appointed by the Privy Council).
- 10 In order to carry out her / his responsibilities effectively, the Chief Executive and Registrar may delegate such matters as she / he considers appropriate.
- 11 The Chief Executive and Registrar will constitute one or more boards, as appropriate, to assist her / him in the performance of her / his duties through (a) developing and implementing strategies, policies, business plans, and budgets; (b) monitoring operating and financial performance; (c) evaluating and managing risk; (d) prioritising and allocating resources.

Committees

Statutory Committees

The Practice Committees

- 12 The NMC is required to have practice committees.
- 13 The functions of the practice committees are stipulated in the Order and are not subject to this scheme of delegation.

Discretionary Committees

- 14 Under Article 3 (12) of the Order, the Council may establish such other committees as it considers appropriate in connection with the discharge of its functions and delegate any of its functions to them, other than the power to make rules.
- 15 The Council has established committees with the following remits. The responsibilities of each committee are detailed in terms of reference approved by the Council.

The Audit Committee

- 15.1 The remit of the Audit Committee is to support the Council and management by reviewing the comprehensiveness and reliability of assurances on governance, risk management, the control environment and the integrity of financial statements and the annual report.

The Remuneration Committee

- 15.2 The remit of the Remuneration Committee is to ensure that there are appropriate systems in place for remuneration and succession planning at the NMC.

The Appointments Board

- 15.3 The remit of the Appointments Board is to assist the Council in connection with the exercise of any function or process relating to the appointment of Panel Members and Legal Assessors to the Practice Committees (the Investigating Committee and the Fitness to Practise Committee) and the appointment of Registration Appeal Panel Members to the Registration Appeals Panel

The Accommodation Committee

- 15.4 The remit of the Accommodation Committee is to oversee implementation of the Accommodation Strategy, including any proposed refurbishment of 23 Portland Place, within the financial and other parameters set by the Council.

The Investment Committee

- 15.5 The remit of the Investment Committee is to oversee implementation of the Council's investment strategy; determine the allocation and movement of funds in accordance with the investment strategy; and monitor the Council's investment portfolio. Decision-making and implementation of the investment strategy is delegated to the Investment Committee.

The scheme of delegation was adopted by the Council on 18 July 2013 (amended 8 October 2015; 25 November 2015, 24 May 2017, 26 September 2018, 8 January 2019 and 20 May 2020).

Appendix 2a: Terms of reference of the Audit Committee

- 1 The Audit Committee is established by the Council under Article 3 (12) of the Nursing and Midwifery Order 2001.

Remit

- 2 The remit of the Audit Committee is to support the Council and management by reviewing the comprehensiveness and reliability of assurances on governance, risk management, the control environment and the integrity of financial statements and the annual report.

Responsibilities

Integrity of financial statements

- 3 Review the annual report and accounts before they are submitted to the Council for approval, focussing in particular on:
 - 3.1 Consistency of, and compliance with, accounting policies.
 - 3.2 Compliance with appropriate accounting standards.
 - 3.3 Significant adjustments arising from audit and any unadjusted mis-statements.
 - 3.4 Major accounting judgements.
 - 3.5 Clarity of the annual governance statement and other disclosures in the annual report relating to internal control, risk management, audit, and other matters falling within the Committee's remit.
- 4 Ensure that the systems for financial reporting to the Council are reviewed to ensure clarity, completeness, and accuracy.

Internal controls and risk management

- 5 Review the adequacy of internal controls and monitor sources of assurance relating to them.
- 6 Review the risk management system, including the scope and effectiveness of the processes employed by management to identify, evaluate, manage, and monitor significant risks.
- 7 Review the financial regulations, including the scheme of financial delegations and the anti-fraud, anti-bribery and corruption policy.
- 8 Review the NMC's public interest disclosure (whistleblowing) procedure and the serious event review policy.

Internal audit

- 9 Advise the Chief Executive on the appointment of the internal auditors.
- 10 Consider and approve the internal audit charter, ensuring that the internal auditors have sufficient standing in the NMC, have appropriate access to information, and are free from management or other restrictions, in order to allow them to perform their function effectively and in accordance with the relevant standards.
- 11 Consider and approve the high level annual internal audit programme.
- 12 Receive reports on the internal audit programme, reviewing and monitoring management's responsiveness to the findings and recommendations of the internal auditors.
- 13 Meet with the internal auditors at least once a year, without NMC management being present, to discuss their remit and any issues arising from the internal audits carried out.

External audit

- 14 Consider and make recommendations to the Council regarding the appointment, re-appointment and removal of the external auditors.
- 15 Oversee the relationship with the external auditors, including:
 - 15.1 Approving their remuneration, terms of engagement, and the audit scope.
 - 15.2 Assessing their independence and objectivity in accordance with relevant audit standards.
 - 15.3 Agreeing proposals for them to undertake non-audit services.
- 16 Consider and approve the annual external audit plan.
- 17 Review the letter of representation requested by the external auditor before it is signed by the Trustees.
- 18 Review the findings of external audit work, including:
 - 18.1 Reviewing the external audit management letter and the management responses.
 - 18.2 Discussing any significant issues that arose during the audit.
 - 18.3 Any accounting and audit judgements.
 - 18.4 Levels of errors identified during the audit.

National Audit Office (NAO)

- 19 Oversee the relationship with the NAO.
- 20 Consider and approve the annual NAO audit plan.
- 21 Review the letter of representation requested by the National Audit Office before it is signed by the Trustees.
- 22 Review the findings of the NAO's work, including:
 - 22.1 Reviewing the NAO audit completion report and the management responses.
 - 22.2 Discussing any significant issues that arose during the audit.
 - 22.3 Any accounting and audit judgements.
 - 22.4 Levels of errors identified during the audit.

The terms of reference of the Audit Committee were adopted by the Council on 18 July 2013 (amended 24 May 2017).

Appendix 2b: Terms of reference of the Remuneration Committee

- 1 The Remuneration Committee is established by the Council under Article 3 (12) of the Nursing and Midwifery Order 2001.

Remit

- 2 The remit of the Remuneration Committee is to ensure that there are appropriate systems in place for remuneration and succession planning at the NMC.

Responsibilities

Chief Executive and Registrar, Executive Directors, and other employees

- 3 Approve and oversee the process for the recruitment and selection of the Chief Executive and Registrar.
- 4 Consider and recommend to the Council an appropriate reward strategy for the Chief Executive and Registrar and the Executive Directors.
- 5 Approve annually the reward package, including any performance related element, of the Chief Executive and Registrar and the Executive Directors in line with the reward strategy set by the Council.
- 6 Approve the process for the setting of objectives for, and performance appraisal of, the Chief Executive and Registrar.
- 7 Review reports from the Chief Executive and Registrar regarding the setting of objectives for, and performance appraisal, of the Executive Directors.
- 8 Approve the arrangements for succession planning for the Chief Executive and Registrar and review those for the Executive Directors.
- 9 Decide and, if approved, report to the Council any request by the Chief Executive, as Accounting Officer, to make a non-contractual payment to Executive Directors or other employees or, in the case of the Chief Executive and Registrar, any request made by the Chair of the Council. Review any non-contractual payments authorised by the Chief Executive and Registrar as delegated by the Committee.
- 10 Review, as necessary, any significant changes to the People Strategy, the employee pay and grading structure, or the pension schemes.

The Chair and the Council

- 11 Recommend to the Council any changes to the remuneration and terms of service of the Chair, Council members, Associates and Partner members seeking independent advice as appropriate.
- 12 Approve the expenses policy for the Chair, Council, Associates and Partner members.
- 13 Recommend to the Council the arrangements for the induction, appraisal and development of the Chair, Council members, Associates and Partner members.

- 14 Approve and oversee the process for the recruitment or reappointment of the Chair and Council members, in accordance with Professional Standards Authority (PSA) guidance and the requirements of the Privy Council and the processes for recruitment of Associates and recruitment and reappointment of Partner members.

Approved by the Council 18 July 2013 (amended 25 November 2015, 24 May 2017, 28 March 2018, 20 May 2020 and 2 July 2020).

Appendix 2c: Terms of reference for the Appointments Board

1. The Appointments Board is established by the Council under Article 3 (12) of the Nursing and Midwifery Order 2001.

Remit

2. The remit of the Appointments Board is to assist the Council in connection with the exercise of any function or process relating to the appointment of Panel Members and Legal Assessors to the Practice Committees (the Investigating Committee and the Fitness to Practise Committee) and the appointment of Registration Appeal Panel Members to the Registration Appeals Panel.¹

Responsibilities

3. Approve the code of conduct for Panel Members and Registration Appeal Panel Members.
4. Approve policies governing the selection, and appointment, induction and development, appraisal, performance management, remuneration and contractual arrangements of Panel Members, Registration Appeal Panel Members and Legal Assessors.
5. Approve policies for travel arrangements, reimbursement of expenses and the payment of allowances to Panel Members, Registration Appeal Panel Members and Legal Assessors.
6. Scrutinise and review forward plans to ensure that timely and sufficient appointments and reappointments can be made to meet the NMC's caseload.
7. Scrutinise and review the implementation of selection and appointment arrangements and make recommendations to the Council regarding the appointment of Panel Members, Registration Appeal Panel Members and Legal Assessors.
8. Scrutinise and review the implementation of induction, training and development, appraisal and performance management arrangements, (including but not restricted to participation rates, sitting arrangements, feedback from Panel Members, Registration Appeal Panel Members and Legal Assessors) and criteria for reappointments, and make recommendations to the Council regarding a) the reappointment of Panel Members, Registration Appeal Panel Members and Legal Assessors and b) the early termination of appointment of Panel Members, Registration Appeal Panel Members and Legal Assessors where appropriate.

¹ Panel members and legal assessors are independent contractors and are not employees of the NMC

9. While retaining its independent remit and focussed brief, ensure that the Appointments Board is connected to and informed about the strategic direction and activities of the NMC Council and Committees to ensure that the Appointments Board's own direction, decisions and activities are in alignment with and supportive of the Council's wider strategic objectives, values and behaviours.
10. Report annually to the Council on the Appointments Board's activities, including an assessment of compliance with, and effectiveness of the policies in place.
11. Undertake any other responsibilities requested by the Council consistent with the remit of the Appointments Board.

Membership

12. The Appointments Board will consist of up to five Partner Members, one of whom will be the Chair of the Board, selected and appointed in accordance with the Standing Orders.

The terms of reference of the Appointments Board were adopted by the Council on 26 March 2014 (amended 24 May 2017 and 20 May 2020).

Appendix 2d: Terms of reference of the Accommodation Committee

1. The Accommodation Committee is established by the Council under Article 3 (12) of the Nursing and Midwifery Order 2001, as agreed by the Council on 26 November 2019 (NMC/19/81c).

Remit

2. The Committee has delegated authority from the Council to oversee implementation of the Accommodation Strategy, within the financial and other parameters set by the Council.

Responsibilities

3. The Committee's responsibilities include:
 - 3.1. Reviewing the business cases for the future of the Edinburgh office, 23 Portland Place and 2 Stratford Place prior to submission to the Council for decision;
 - 3.2. Reviewing proposed heads of terms of any new leases, or any proposed variation or surrender of the lease of 23 Portland Place, or any lease required for the temporary relocation of staff and due diligence outcomes;
 - 3.3. Reviewing, and recommending to the Council, final agreement of any new leases or any proposed variation or surrender of the lease of 23 Portland Place or any lease required for the temporary relocation of staff;
 - 3.4. Reviewing, and recommending to the Council, the final overall budget for fit out of leased premises;
 - 3.5. Reviewing and recommending to the Council any plans for refurbishment of 23 Portland Place, including giving assurance on how the wellbeing of employees is being addressed;
 - 3.6. Reviewing and, within the budget and other parameters set by the Council, awarding any contracts for fit out of leased premises; and
 - 3.7. Reviewing proposals for implementation of other aspects of the Accommodation Strategy for consideration by the Council.
4. The Committee will refer any financial or other matters within its remit, which may have significant implications or risks for the organisation, to the Council as required.

The terms of reference of the Accommodation Committee were adopted by the Council on 20 May 2020.

Appendix 2e: Terms of reference of the Investment Committee

1. The Investment Committee is established by the Council under Article 3 (12) of the Nursing and Midwifery Order 2001.

Remit

2. The Council is responsible for determining the investment strategy, risk appetite and target returns on the advice of the Committee.
3. The remit of the Committee is to oversee implementation of the Council's investment strategy; determine the allocation and movement of funds in accordance with the investment strategy; and monitor the Council's investment portfolio. Decision-making and implementation of the investment strategy is delegated to the Investment Committee.

Responsibilities

4. Keep the investment strategy under review, taking into consideration factors such as legislative, financial and economic changes, and ethical considerations; and make recommendations to the Council for changes, as necessary.
5. Oversee implementation of the investment strategy and monitor risks.
6. Appoint external investment fund managers, including deciding the number of fund managers to be used, the proportion of assets managed by each manager, their mandates and associated fees.
7. In order to discharge its remit effectively, the Committee may delegate discretion in managing funds to investment managers.
8. Set asset allocation parameters, based on advice from fund managers and/or external advisers, and monitor the actual asset allocations chosen by the fund manager, to ensure consistency with the policy. Where more than one fund manager is appointed, the Committee will also monitor the aggregate asset allocation to ensure it provides sufficient diversification to reduce the risk of capital and/or revenue loss.
9. Meet regularly with investment fund managers and monitor the performance of each against agreed objectives by means of regular review of the investment results and other information, including corporate governance activities, policies and exercising of voting rights of the investment fund managers.
10. Appoint independent investment advisers, as necessary, and approve associated fees.

11. Report to the Council on the Committee's work, escalating issues or risks as required. Provide an annual report to the Council which includes investment performance in comparison to relevant benchmarks (either directly or via investment experts); and risks within the investment strategy and the appropriateness of mitigations put in place to address those risks. A summary of investment performance will be reported to the Council as part of the normal reporting of financial performance by the Executive Director of Resources and Technology Services.

Membership and operation

12. The Committee will operate in accordance with the Standing Orders (made by the Council under Article 12 Schedule 1 of the Nursing and Midwifery Order 2001), except where the operations below are different.
13. The Chair of the Council will determine the membership of the Committee. Membership will comprise at least three Council members and include at least one lay and one registrant member. The Chair of the Council will appoint a Chair of the Committee from amongst the Council members. The membership will be reviewed from time to time.
14. The Committee, with the consent of the Chair of the Council, may co-opt or appoint suitably qualified independent members with extensive investment expertise. Independent members will be expected to act as full members of the Committee, whilst recognising that that they are not Council members or trustees and that in the event of a vote, only Council members of the Committee would be entitled to vote.
15. The Committee shall meet at least twice a year, or when directed by the Council, or determined by the Committee Chair.

The terms of reference of the Investment Committee were adopted by the Council on 26 September 2018 (amended 8 January 2019).

Appendix 3: Authority for financial commitment

| Item | Council | Chief Executive and Registrar |
|---|--|---|
| <p>Contract or commitment, where the proposed contract, variation or extension, or commitment has been notified to Council as part of the annual budget setting process:</p> <ul style="list-style-type: none"> • contract award recommendation • contract variation or extension • form of agreement that would bind the NMC to a financial commitment | <p>Lifetime value inc VAT ≥£2 million</p> | <p>Lifetime value inc VAT <£2 million</p> |
| <p>Contract or commitment, where the proposed contract, variation or extension, or commitment has not been notified to Council as part of the annual budget setting process:</p> <ul style="list-style-type: none"> • contract award recommendation • contract variation or extension • form of agreement that would bind the NMC to a financial commitment | <p>Lifetime value inc VAT ≥£500k</p> | <p>Lifetime value inc VAT <£500k</p> |
| <p>Full business case for a major project or programme</p> | <p>Lifetime gross cost inc VAT ≥£5 million; or Substantial impact on registrants or the public</p> | <p>Lifetime gross cost inc VAT <£5 million No substantial impact</p> |
| <p>Outline business case for a major project or programme</p> | <p>Lifetime gross cost inc</p> | <p>Lifetime gross cost inc</p> |

| Item | Council | Chief Executive and Registrar |
|---|--|--|
| Council, having reviewed the outline business case, may also ask for the full business case to be presented | VAT ≥£2 million Or Significant impact on registrants or the public | VAT <£2 million No significant impact |

As part of the annual budget setting process, the Executive will prepare a schedule of new or renewed contracts, contract variations or extensions, or financial commitments with an expected lifetime value greater than £500k including VAT that are expected to be entered during the coming financial year. The schedule will be included in the budget paper presented to Council for approval.

In relation to items included on that schedule, the Council must give prior approval for any commitment of sums of an aggregate value over £2 million at a meeting. Exceptionally, approval of expenditure of sums of an aggregate value over £2 million but less than £5 million may be given by the Chief Executive and Registrar together with two Council members, one of whom must be the Chair. Any such commitments must be reported to the next meeting of the Council.

In relation to items that were **not** included on that schedule, the Council must give prior approval for any commitment of sums of an aggregate value over £500k at a meeting. In relation to items that were not included on that schedule, exceptionally, approval of expenditure of sums of an aggregate value over £500k may be given by the Chief Executive and Registrar together with two Council members, one of whom must be the Chair. Any such commitments must be reported to the next meeting of the Council.

Where an urgent decision is required, approval can be provided by correspondence as provided for in the Council's Standing Orders.

Items requiring Council approval should be approved by the full Council, or exceptionally by the Chair on behalf of the Council.