

COMPANIES COMMITTEE TERMS OF REFERENCE

1. Purpose

- 1.1. The purpose of the Companies Committee (“the Committee”) is to advise and give assistance to the Council (whether or not in response to a request from them) on matters relating to business registrants, other than matters required by the Opticians Act 1989 (as amended) to be considered by the Investigation Committee, the Registration Appeals Committee or the Fitness to Practise Committee.
- 1.2. The Committee should provide advice to Council on:
 - 1.2.1. proposed changes to GOC standards and accompanying guidance insofar as such changes impact upon the GOC’s business registration/regulation policies and procedures; and
 - 1.2.2. policy developments and/or sector developments, including legislative change, that relate to the GOC’s business registration/regulation function.
- 1.3. The Committee will review its effectiveness, every three years, including how it is performing against its terms of reference and report the results to Council.

2. Membership, Chair, Secretary and Quorum

- 2.1. The Committee shall comprise of eleven members but may operate with fewer than eleven members while a vacancy exists provided the quorum is maintained.
- 2.2. The Committee will include at least:
 - 2.2.1. one registered optometrist;
 - 2.2.2. one registered dispensing optician;
 - 2.2.3. one lay person;
 - 2.2.4. one registered medical practitioner; and
 - 2.2.5. seven members selected from persons who are not members of the Council who represent the interests of business registrants (these members can be members of business corporates such as non-registrants, e.g. practice managers or directors).
- 2.3. Council shall appoint a Chair for the Committee from amongst the members of the Committee for a period of two years.
- 2.4. Appointments for the Committee will expire on 31 December each year and as per the requirements of the General Optical Council (Committee Constitution) Rules 2005, all (non-Council) members of the Committee are subject to formal reappointment annually.
- 2.5. Annual reappointment is subject to evidence of satisfactory performance. Appointments and reappointments will be made by the Nominations Committee, in consultation with the Companies Committee Chair. Repeated reappointments

are permitted to promote continuity and develop committee member understanding, and the expiration of reappointments, where possible, will be staggered to assist with this.

- 2.6. The Committee will be supported by the Director of Regulatory Strategy and other GOC staff as appropriate. Other members of the Executive may be invited to attend for all or part of any meeting by the Committee Chair. For the purposes of clarification, GOC staff (including the executive) do not form part of the membership of the Committee or count towards the quorum.
- 2.7. In the absence of the Committee Chair, the remaining members present shall elect one of their number to chair the meeting.
- 2.8. The quorum necessary for the transaction of business shall be four members and shall include at least two members appointed under paragraph 2.2.5.
- 2.9. Members' attendance via electronic means is permissible.
- 2.10. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in as outlined in section 1 of these terms of reference, or exercisable, by the Committee.
- 2.11. The Chair of the Committee will have a casting vote in the event of a tied decision. In instances where the casting vote is used for something which is being recommended for approval by Council, the use of the Chair's casting vote will be reported to Council in the relevant covering paper.
- 2.12. Where the Chair of the Committee considers it appropriate, decisions may be taken by email. An audit trail of decisions taken by email will be maintained by the Governance team.

3. Frequency and Notice of Meetings

- 3.1. The Committee shall meet at least twice per year. The Committee may meet with the other Council committees in a plenary session as an "Advisory Panel" and separately as a Committee during the same time period.
- 3.2. Meetings of the Committee shall be called by the secretary of the Committee, who is normally a member of the Governance team, according to the annual calendar. Additional meetings can be organised at the request of the Committee Chair, Chair of Council, Chief Executive and Registrar or Director of Regulatory Strategy. For a meeting to proceed the secretary of the Committee must be present. A Chair may be elected by the members of the committee in advance of the meeting in the event the Chair has given their apologies.

- 3.3. Meetings will be held electronically (online via MS Teams or similar) unless otherwise notified. Notice of each meeting confirming the login details, venue (if not online), time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded by electronic means to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting

4. Minutes of Meetings

- 4.1. A member of the Governance team shall minute the discussion, decisions and actions of all meetings of the Committee, and Advisory Panel, including recording the names of those present and in attendance.
- 4.2. Draft minutes of Committee meetings will be circulated to all members of the Committee once they have been agreed by the Committee Chair. Draft minutes will be considered and approved by the Committee at its next meeting. In the event of a dispute, the Chair will have casting vote.
- 4.3. Draft minutes of Committee meetings shall form part of the Advisory Panel minutes.
- 4.4. As described above, the Committee may meet with the other Council committees in a plenary session called the “Advisory Panel” and separately as a committee during the same time period.
- 4.5. The approved minutes of the Advisory Panel and any sessions of the Council committee meetings will be circulated to the next public Council meeting, along with a report from the Advisory Panel Chair highlighting any issues for Council’s discussion or consideration. In the event of a dispute, the Chair will have casting vote.

5. Terms of Reference

- 5.1. The terms of reference will be reviewed and any changes recommended to Council every three years.

6. Authority

- 6.1. The Committee is authorised by Council to consider and provide advice on any activity within its terms of reference and in accordance with the GOC’s Scheme of Delegation.

Approved:	June 2022
Review:	June 2025