



# **Corporate Governance Framework**

**Version 3**

**7<sup>th</sup> of December 2017**



## Table of Contents

1. Introduction .....	6
1.1 Purpose and Scope of the document.....	6
2. Overview of the PSI.....	8
2.1 Governing Legislation.....	8
2.2 Functions of the PSI .....	8
2.3 Mission, Vision and Values.....	9
3. Strategic Direction and Business Planning.....	9
3.1 Corporate Strategy.....	9
3.2 Business Planning.....	10
3.3 Annual Report .....	10
4. External Stakeholders .....	11
4.1 Customer Charter.....	11
4.2 Transparency and public consultation .....	11
5. Structure of the PSI .....	11
5.1 PSI Council.....	11
5.2 Committees of the Council .....	15
5.3 Organisational Structure .....	15
6. Council.....	19
6.1 Council's accountability .....	19
6.2 Collective and Individual Responsibilities of Council Members .....	20
6.3 Effectiveness of Council .....	21
6.4 Functions of the Council and their delegation.....	22
6.5 Failure of Council to perform a function.....	22
6.6 Role of the President.....	22
6.7 Role of the Vice-President .....	23
7. Advisory Committees of the Council.....	24
7.1 Procedure for appointment of Advisory Committees of Council .....	24

7.2 Period of Appointment to Advisory Committees and Rotation.....	24
7.3 Effectiveness of Advisory Committees of Council .....	24
7.5 Responsibilities of Advisory Committee Members.....	25
8. Key Roles and Functions of the Registrar (Chief Officer), senior management team and employees of the PSI.....	26
8.1 Appointment of the Registrar .....	26
8.2 Appointment of an Acting Registrar .....	26
8.3 Temporary vacancy in the Office of Registrar.....	26
8.4 Specific functions, powers and obligations of the Registrar.....	26
8.5 Role of the Senior Management Team .....	29
8.6 Role of PSI employees.....	29
9. Codes of Conduct, Ethics in Public Office, Disclosure of Interests and Protected Disclosures.....	29
9.1 Code of Conduct for Council and Advisory Committee Members of the PSI .....	29
9.2 Breaches of Conduct identified by Council or Advisory Committee Members .....	30
9.3 Code of Conduct for Employees of the PSI .....	30
9.4 Breaches of conduct identified by employees of the PSI .....	30
9.5 Disclosure of certain interests .....	30
9.6 Gifts and Hospitality.....	32
9.7 Ethics in Public Office Act, 1995 and 2001.....	32
9.8 Protected Disclosure Act 2014.....	33
9.9 Non-compliance with statutory obligations .....	33
9.10 Conflict Resolution .....	33
10. Meetings and Procedures of the PSI Council .....	33
10.1 Standing Orders of Council .....	33
10.2 Chairing of meetings .....	34
10.3 Public Access to Meetings of Council.....	35
10.4 Designation of items as confidential.....	35
10.5 Prohibition of unauthorised disclosure of confidential information .....	36

10.6 Publishing of Council proceedings .....	36
10.7 Induction for new Council Members .....	36
10.8 Relationship between Council and Employees of the PSI.....	37
10.9 Access to information by Council Members .....	37
10.10 Professional Advice .....	39
10.11 Reimbursement and Expenses.....	39
11. Assurance, Audit and Compliance Arrangements .....	39
11.1 Business and Financial Reporting.....	39
11.2 Assurance Framework.....	40
11.3 Internal Audit .....	44
11.4 Independent Audit Committee .....	44
11.5 Risk Management .....	45
11.6 Procurement .....	46
11.7 Reporting on Compliance with Governance Standards.....	46
12. Review and Approval of the Corporate Governance Framework.....	46
Appendix A: Standing Orders of the Council of the Pharmaceutical Society of Ireland .....	48
Appendix B: Standing Orders of the Advisory Committees of the Pharmaceutical Society of Ireland ...	54
Appendix C: Matters reserved for Council.....	57
Appendix D: Terms of reference of the Council.....	59
Appendix E: Code of Conduct for Council and Advisory Committee Members of the Pharmaceutical Society of Ireland .....	62
Appendix F: Code of Conduct for Employees of the Pharmaceutical Society of Ireland.....	73
Appendix G: Principles of Quality Customer Service for Customers and Clients of the Public Service...	76

## 1. Introduction

As the regulator of pharmacists and pharmacies, the Pharmaceutical Society of Ireland (PSI) must at all times act to protect and promote, the health, safety and wellbeing of patients and the public by ensuring that pharmacy services are delivered in a competent, professional and ethical manner and in an appropriate environment to the highest standards of quality, care and best practice.

The term 'corporate governance' is generally understood to encompass how an organisation is managed, its corporate structure, its culture, its policies and strategies, and the ways in which it deals with its various stakeholders.

Good corporate governance is a key element in improving efficiency and accountability as well as enhancing openness and transparency. A significant element of the Government's programme for health service reform is the strengthening of governance and accountability arrangements across the health system. Governance is the processes, structures and procedures in place to ensure that persons and organisation charged with responsibilities by Government, shareholders, stakeholders or members, carry out those responsibilities to the highest standards. Governance obligations are reflected in legislation and in codes of practice, guidance and guidelines.

### **Good governance means:**

- I. Focussing on the organisation's purpose and on outcomes for citizens and service users.
- II. Performing effectively in clearly defined functions and roles.
- III. Promoting values for the whole organisation and demonstrating the values of good governance through behaviour.
- IV. Taking informed, transparent decisions and managing risk.
- V. Developing the capacity and capability of the governing body to be effective.
- VI. Engaging stakeholders and making accountability real.

### **Benefits of good governance:**

- I. Improved transparency and accountability. The PSI performs its functions and duties in the public interest and is therefore accountable to the public. The PSI is also accountable to the Oireachtas for the exercise of its regulatory functions.
- II. Taking informed, transparent decisions and managing risk.
- III. Improved communication with stakeholders.
- IV. Good governance leads to good management, good performance, good stewardship of public money, good public engagement and, ultimately, good outcomes.

### 1.1 Purpose and Scope of the document

In accordance with the Pharmacy Act 2007 (the Act) the Council shall from time to time adopt and publish a governance framework. The Council of the PSI adopted its first Corporate Governance Framework in 2009.

This document is intended as a guide to everyone in the PSI, and to the people we serve, on how we do our work and why we do it in the way we do. It also sets out our standards of conduct, our values and the governance systems, particular to the public sector, by which we operate. Therefore, its purpose is to draw together what we should do and what we must do in conducting our business and also equip us to get continually better at directing the PSI's resources in pursuit of its objectives in an appropriate manner. All staff, Council and Committee members have a role to play in assuring good governance, adherence to the Code of Practice for the Governance of State Bodies in the performance of their duties, as well as to PSI policies, procedures and circulars from Government departments.

In preparing this document, the relevant provisions from the Pharmacy Act 2007 and the Rules made under it were taken into account. Specifically, Part 3 "The Council of the Society" and Schedule 1 "The Council and its members and the PSI's employees" provide the legal direction and the background to this document. The Council of the PSI will formally review the operation of the Corporate Governance Framework annually.

**The objective for this Corporate Governance Framework is to ensure that:**

- The PSI's systems of accountability and responsibility, are effective, robust, transparent, and identifiable; and
- It evolves so that the PSI can better adapt to social, political, environmental and economic changes.

The models of best practice that were consulted and used in the development and updating of this Corporate Governance Framework were:

- Department of Public Expenditure and Reform "Code of Practice for the Governance of State Bodies (2016)"
- Department of Public Expenditure and Reform "A Corporate Governance Standard for the Civil Service" (2015)"
- Department of Public Expenditure and Reform Governance Framework (2016)
- Department of Public Expenditure and Reform Risk Management Guidance for Government Departments and Offices 2016
- "The Good Governance Standard for Public Services" issued by the Independent Commission on Good Governance in Public Services
- Financial Reporting Council (2014) The UK Corporate Governance Code (London, FRC).
- IFAC/CIPFA (2014) Independent Framework: Good Governance in the Public Sector.
- (New York/London, IFAC/CIPFA)
- Independent Commission on Good Governance in Public Services, The (2004) The
- Good Governance Standard for Public Services (London, OPM/CIPFA).
- National Standards Authority of Ireland (2010) Code of Practice for Corporate
- Governance Assessment in Ireland (Dublin, NSAI).
- OECD Principles of Corporate Governance
- Ethics in Public Office Acts 1995-2001
- Data Protection Acts 1988 and 2003
- Freedom of Information Act 2014
- Companies Act 2014
- The Ombudsman Act 1980 and the Ombudsman (Amendment) Act 2012
- Protected Disclosure Act 2014

## 2. Overview of the PSI

### 2.1 Governing Legislation

The key functions and powers of the PSI are set out in Sections 7, 8 and 9 of the Pharmacy Act 2007 and the Statutory Rules, which underpin it. The general governance responsibilities of the PSI are outlined in Schedule 1 to the Act and the Registrar is responsible for ensuring compliance with these, subject to the direction of the Council. In addition, the Council also has powers conferred on it under Misuse of Drugs legislation, Medicinal Products legislation, Poisons legislation, Animal Remedies legislation, Irish Medicines Board Act and European legislation.

Where any conflict appears to arise between this document and the legislation and the statutory instruments made under it, then the legislation takes precedence. The Pharmacy Act 2007 and the Statutory Rules are available to download from the PSI's website at [www.psi.ie](http://www.psi.ie).

### 2.2 Functions of the PSI

In conducting its business, the Council, Committees, Registrar and employees of the PSI should take cognisance of the PSI's broad organisational objectives and processes, which are as follows:

To regulate the profession of pharmacy in the State, having regard to the need to protect, maintain and promote the health and safety of the public by:

- a) defining, developing and ensuring high professional standards;
- b) defining, developing and promoting professional best practice;
- c) assuring the quality of, and developing and promoting, pharmacy education and training;
- d) fostering and promoting the practice of pharmacy;
- e) ensuring the application of advances in pharmaceutical science knowledge to professional standards, professional best practice, and pharmacy education and training; and
- f) generating and managing resources.

Under the Pharmacy Act 2007 the regulator's principal functions are to:

- Regulate the profession of pharmacy in the State having regard to the need to protect, maintain and promote the health and safety of the public;
- Promote and ensure high standards of education and training for persons seeking to become pharmacists, including continuing professional development and the acquisition of specialisation;
- Ensure that those persons and pharmacists obtain appropriate experience;
- Maintain registers of pharmacists and pharmacies and determine and apply the criteria for registration;
- Inspect pharmacy practices and enforce pharmacy legislation;
- Draw up codes of conduct for pharmacists and oversee the quality assurance and application of best practice across the sector;
- Conduct inquiries to determine "fitness to practise" and "fitness to operate";
- Process complaints relating to pharmacy practice and the operation of a pharmacy;



- Act as the registration authority for pharmacists wishing to practise in Ireland who have obtained their qualification outside of Ireland and the European Union (EU);
- Act as the competent authority for mutual recognition of qualifications obtained in or recognised by Member States and for the purposes of the Professional Qualifications Directive;
- Give the Minister such information and advice about such matters relating to its functions as the Minister may call for;
- Take suitable action to improve the profession of pharmacy; and,
- Supervise compliance with the Pharmacy Act 2007 and the instruments made under it.

## 2.3 Mission, Vision and Values

### Our Vision

That the public has access to trusted pharmacy services and that the PSI makes a clear and demonstrable contribution to the availability and quality of those services.

### Our Mission

We protect and promote the health, safety and wellbeing of patients and the public by taking timely and effective action to ensure that pharmacists in Ireland are competent and that pharmacies are operating to a high standards of safety and reliability.

### Our Values

Our values underpin how we deliver on our mission. They guide our behaviour, the expectations we set ourselves, and the experience of others who engage with us. They provide evidence as to our commitment to equality and human rights in how we fulfil our role.



## 3. Strategic Direction and Business Planning

### 3.1 Corporate Strategy

In accordance with the Public Service Management Act 1997 and the PSI Council Rules 2008, as amended the PSI is required to prepare and submit a strategy statement to the Minister for Health. The Pharmacy

Act 2007 and the rules made under it provide that the Registrar of the PSI is responsible for the preparation of a Corporate Strategy for adoption by the Council, publication and submission to the Minister for Health. The Statement of Strategy should cover a period of 3-5 years ahead and should set out appropriate objectives and goals and identify relevant indicators and targets against which performance can be clearly measured. The Statement of Strategy should contain a mission statement, high level objectives and target outputs and outcomes in the key strategic areas of the PSI activity as well as a statement on the resources to be deployed to meet the targets. The Statement of Strategy should also be aligned to specific objectives in the parent Departments Strategy and consistent with any Government policies for the reform and modernisation of the public service.

### **Process for setting strategy**

The PSI's Statement of Strategy is prepared based on wide consultation, both within the PSI and externally with our stakeholders. A copy of the draft strategic plan is submitted to the Minister for Health at least 12 weeks in advance of finalisation and adoption by the Council to ensure that Council can consider the views of the Minister. Once approved by the PSI Council, the Statement of Strategy is submitted to the Minister for Health.

The Statement of Strategy is reviewed on a yearly basis to ensure that the objectives identified are being met, to reflect on achievements and to identify any obstacles or risks to achieving the remaining objectives.

## **3.2 Business Planning**

The development of an annual business plan is set down in Schedule 1, para. 22 of the Act. The strategic plan sets out the high-level objectives and targets of the PSI over 3-5 years whereas the annual business plan explains how the PSI will carry out specific actions, which will deliver the objectives set out in the strategic plan. The preparation and implementation of an annual business plan is central to guiding and monitoring progress at an organisational and individual level. The Council of the PSI approves the annual business plan and budget, and monitors performance by reference to the plan and budget on a quarterly basis.

The PSI links its strategic and annual goals to the work of each staff member through the PSI's performance management and development process. This allows employees to see exactly how their individual work contributes to the corporate goals of the PSI.

## **3.3 Annual Report**

The development of an Annual Report and Financial Statements is set down in Schedule 1 of the Act. The Annual Report outlines the main achievements and developments during the year to advance the PSI's objectives, as set out in its Statement of Strategy. The Annual Report and Financial Statements provide the information necessary for an assessment of the PSI's financial performance, financial position, business model and strategy. Material for the Annual Report is provided by each Department of the PSI. Once approved by the Council of the PSI, the Annual Report is submitted to the Minister for Health, by

31<sup>st</sup> of March each year, for approval and laying before the Houses of the Oireachtas. It is translated into Irish and published in both Irish and English on the PSI's website [www.psi.ie](http://www.psi.ie).

## 4. External Stakeholders

### 4.1 Customer Charter

The PSI is committed to providing a professional, efficient, courteous and high quality service to all our customers, in accordance with the 12 Principles of Quality Customer Service (Appendix G). We are committed to maintaining and improving the delivery of a high standard of service to our customers in the current challenging environment. We will treat all our customers equally and make every effort to ensure that the services we provide reflect their needs and expectations. The PSI has developed a Customer Charter to demonstrate our commitment to high quality customer service, which is available on the PSI's website.

### 4.2 Transparency and public consultation

The PSI is committed to openness and transparency in all aspects of its work. The PSI's Publication Scheme under the Freedom of Information Act 2014 sets out detailed information on what the PSI is responsible for. Details of public consultations are also available at [www.psi.ie](http://www.psi.ie).

## 5. Structure of the PSI

### 5.1 PSI Council

The PSI is governed by a Council which consists of 21 persons appointed by the Minister of Health (Figure 1). The membership requirements of the Council are detailed in Part 3 of the Act. Of those 21:

- One must be a representative nominated by the Health Products Regulatory Authority (HPRA) as representative of the management of the regulation of medicinal products;
- One must be a representative nominated by the Health Services Executive (HSE) as representative of the management of the public health sector;
- Nine must be representatives nominated by the Minister for Health and of those nine, one should represent the provision of continuing professional development (CPD) and three should have qualifications, expertise or experience to make a substantial contribution to the PSI's functions;
- Nine must be representatives selected by members of the PSI and should be registered pharmacists; and,
- One shall be a representative selected by the Schools of Pharmacy and must be a registered pharmacist. The structure of the PSI Council is illustrated in figure 1.

The procedure for the election of pharmacist members to the Council is detailed in the Pharmaceutical Society of Ireland (Council) Rules 2008 and 2015.

### **Removal of a Council Member from office**

A Council member may be removed from office as provided under Schedule 1, para. 3 of the Act, by the Minister for Health if:

- a) in the Minister's opinion, the member has become incapable through ill health, of performing his or her functions;
- b) the member has committed stated misbehaviour; or
- c) the removal of the member appears to the Minister to be necessary for the Council to perform its functions effectively.

### **Resignation of a Council member**

In the event that a Council member wishes to resign from the Council, they should write to the Minister for Health informing him/her of their resignation and send a copy of the letter to the President. The President should notify the Council of the resignation.

The governance framework of the PSI illustrated in figure 2 shows the reporting mechanisms in existence in the PSI. The Act allows for the establishment of Advisory Committees and statutory Disciplinary Committees.

Figure 1: Structure of the PSI Council

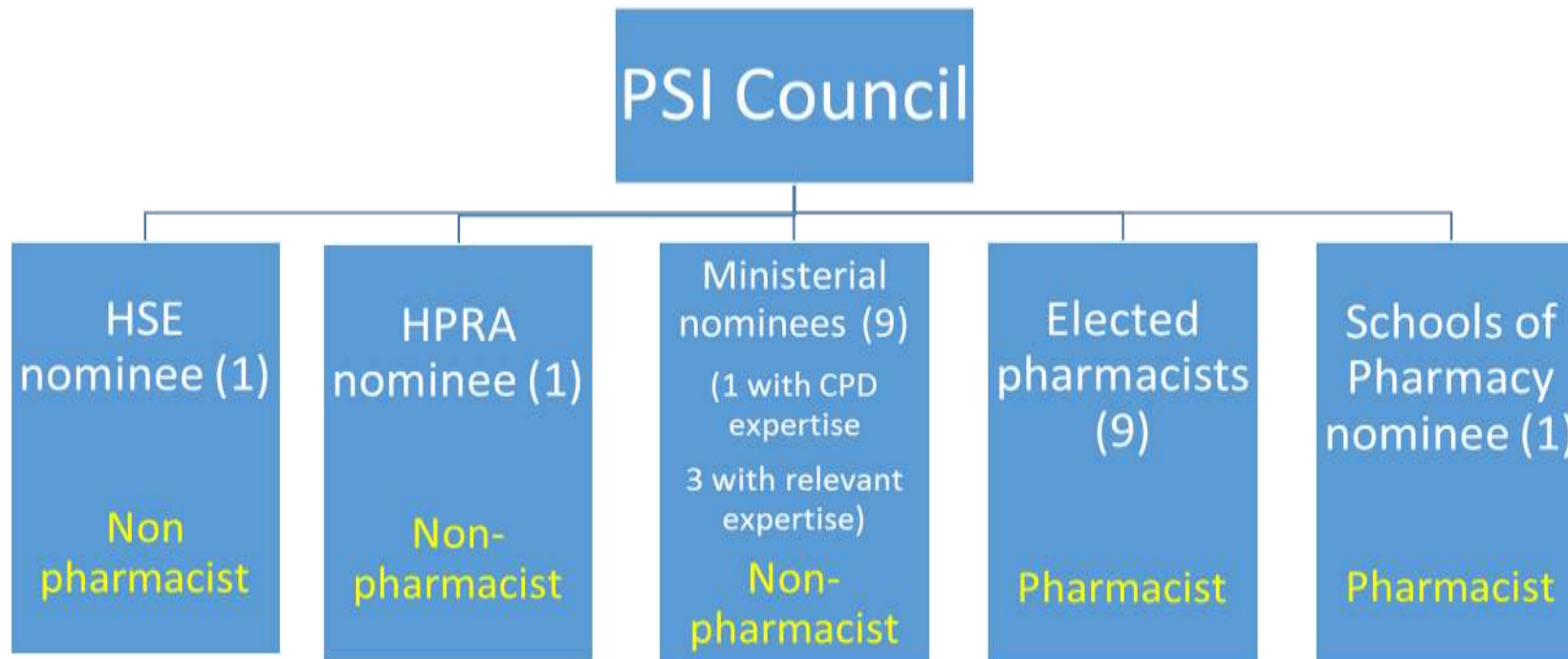
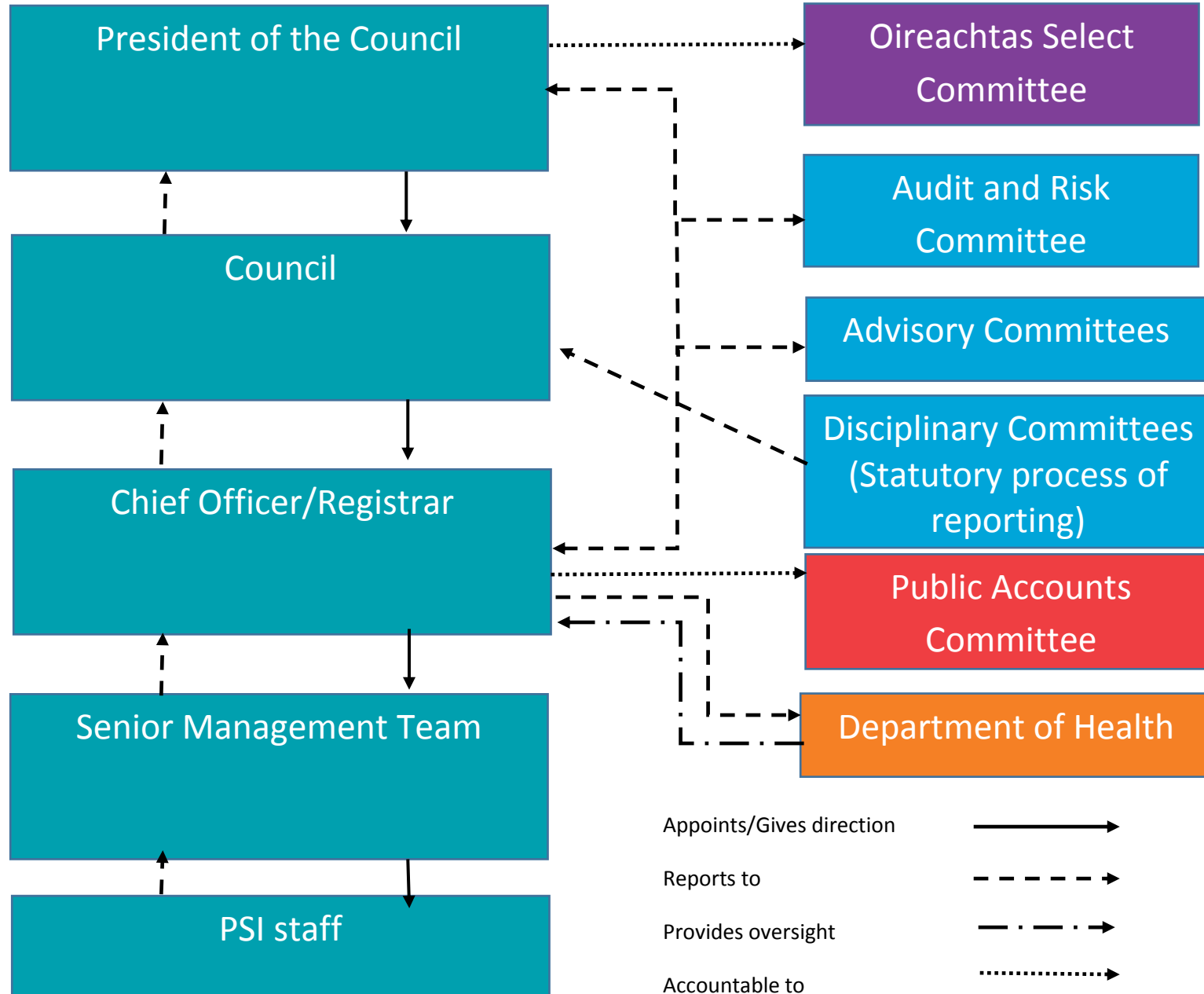


Figure 2. Governance Framework of the PSI



## 5.2 Committees of the Council

### **Disciplinary Committees**

A number of statutory Disciplinary Committees of the PSI are established under Part 6 of the Act. These are the Preliminary Proceedings Committee, Professional Conduct Committee and the Health Committee. These Committees and their operation are governed strictly by Part 6 of the Act and their business cannot be modified or compromised other than by statute. The Council is responsible for appointing individuals to serve on Disciplinary Committees. Any resignation of Disciplinary Committee members should be notified to the Chair of the Committee and the Council.

### **Advisory Committees**

In addition to the Disciplinary Committees, which the Council must set up under Part 6, Section 34 of the Pharmacy Act 2007, it may establish Advisory Committees to advise it in relation to the performance of its functions and may determine their terms of reference and record the terms of reference in the minutes of the Council. Advisory Committees of Council are bound by all the obligations of Council. The period of membership of an Advisory Committee shall be fixed upon appointment to the Advisory Committee and shall not exceed 2 years. Any resignation of Advisory Committee members should be notified to the Chair of the Advisory Committee and the Council. Currently the PSI has six Advisory Committees as outlined below:

1. Administration and Finance Committee
2. Inspection and Enforcement Committee
3. Professional Development and Learning Committee
4. Registration and Qualification Recognition Committee
5. Pharmacy Practice Development Committee
6. \*Audit and Risk Committee

The Council has also established a Chairpersons forum, which consists of the Chairs of the Advisory Committee, the Vice President and the President. The terms of reference of these Committees can be found on the PSI website at [www.psi.ie](http://www.psi.ie).

\*The Audit and Risk Committee has a dual role. As well as being an Advisory Committee to Council, it also examines the adequacy of the nature, extent and effectiveness of accounting and internal control systems within the PSI, to undertake the specific duties as outlined in its terms of reference and to support adherence to the principles of good governance throughout the PSI.

## 5.3 Organisational Structure

The PSI is broken down into five Departments, Operations, Regulation, Education and Registration Pharmacy Practice Development and Corporate Governance and Public Affairs. The Heads of each of the Departments and the Registrar form the Senior Management Team, as illustrated in figure 3.

## **Corporate Governance and Public Affairs Department**

- **Corporate Governance**

The Corporate Governance and Public Affairs Department is responsible for implementing strategic management practices to enable the organisation's effectiveness and efficiency through robust annual business planning and reporting processes. The Department supports the Council and the organisation in the achievement of strategic and operational objectives and is also responsible for advising on and ensuring organisational compliance with legislative and corporate governance requirements, including Internal Audit, Risk Management, Freedom of Information and Data Protection. The Department also provides secretarial support to meetings of the PSI Council, Chairpersons' Forum, Audit and Risk Committee and the Nominations Sub-Group.

- **Communications and Public Affairs**

The Department is also responsible for the implementation of the Communications Strategy. This includes proactive engagement with the public, profession and other stakeholders, key influencers and decision makers, managing media relations on behalf of the Registrar and President, and advising on the development of material for internal and external communication. The Department also has responsibility for co-ordinating and managing corporate publications such as the Service Plan, Annual Report and Corporate Strategy and overseeing the management and response to parliamentary questions and public consultations.

## **Education and Registration Department**

- **Professional Development and Learning**

The Professional Development and Learning Unit has responsibility for ensuring that pharmacy education and training is in line with best practice and the highest international standards. This includes producing rules, standards and arranging for the accreditation of educational programmes for the pharmacy profession at different levels, ensuring high standards of education and training, implementing a system of continuing professional development through the Irish Institute of Pharmacy, and overseeing remedial education activities as directed by Council following fitness to practise proceedings.

- **Registration and Qualification Recognition**

The Registration and Qualification Recognition Unit has responsibility for ensuring that both Registers of Pharmacists and Pharmaceutical Assistants are robust and information contained therein is up to date. Its functions include the processing of applications through national, EU and Third Country routes of registration; the processing of certificates of professional status for registrants accessing registration in another jurisdiction; the management of adherence to conditions placed on the registration of individual registrants and assisting with registration related queries, as well as supporting the Registration and Qualification Recognition Committee.

## **Pharmacy Practice Development Department**

The Pharmacy Practice Development Department is responsible for the promotion of best practice standards and the improvement of pharmacy practice through the development of guidance and in the



provision of a query management service to pharmacists. The Department also engages with stakeholders to help optimise the role of pharmacists, and thereby achieve improvements in quality of care to patients.

### **Regulation Department**

- **Inspection and Enforcement**

The Inspection and Enforcement Unit is responsible for the inspection of pharmacies and investigations of breaches of pharmacy or medicines legislation. It also oversees responsibility for the registration of retail pharmacy businesses and a newer function requiring establishment of an Internet Supply List under the Falsified Medicines Directive.

- **Fitness to Practise and Legal Affairs**

The Fitness to Practise and Legal Affairs Unit is responsible for processing all complaints and expressions of concern from the public in a timely and efficient manner and supporting the organisation in relation to any legal matters.

### **Operations Department**

- **Administration and Finance**

The Administration and Finance Unit is responsible for the management of the finances of the PSI in a prudent and efficient manner, ensuring that the Council fulfils its legislative requirements and applies best practice to the governance of its financial affairs. The Unit is also responsible for the management of the procurement function and facilities management in PSI House.

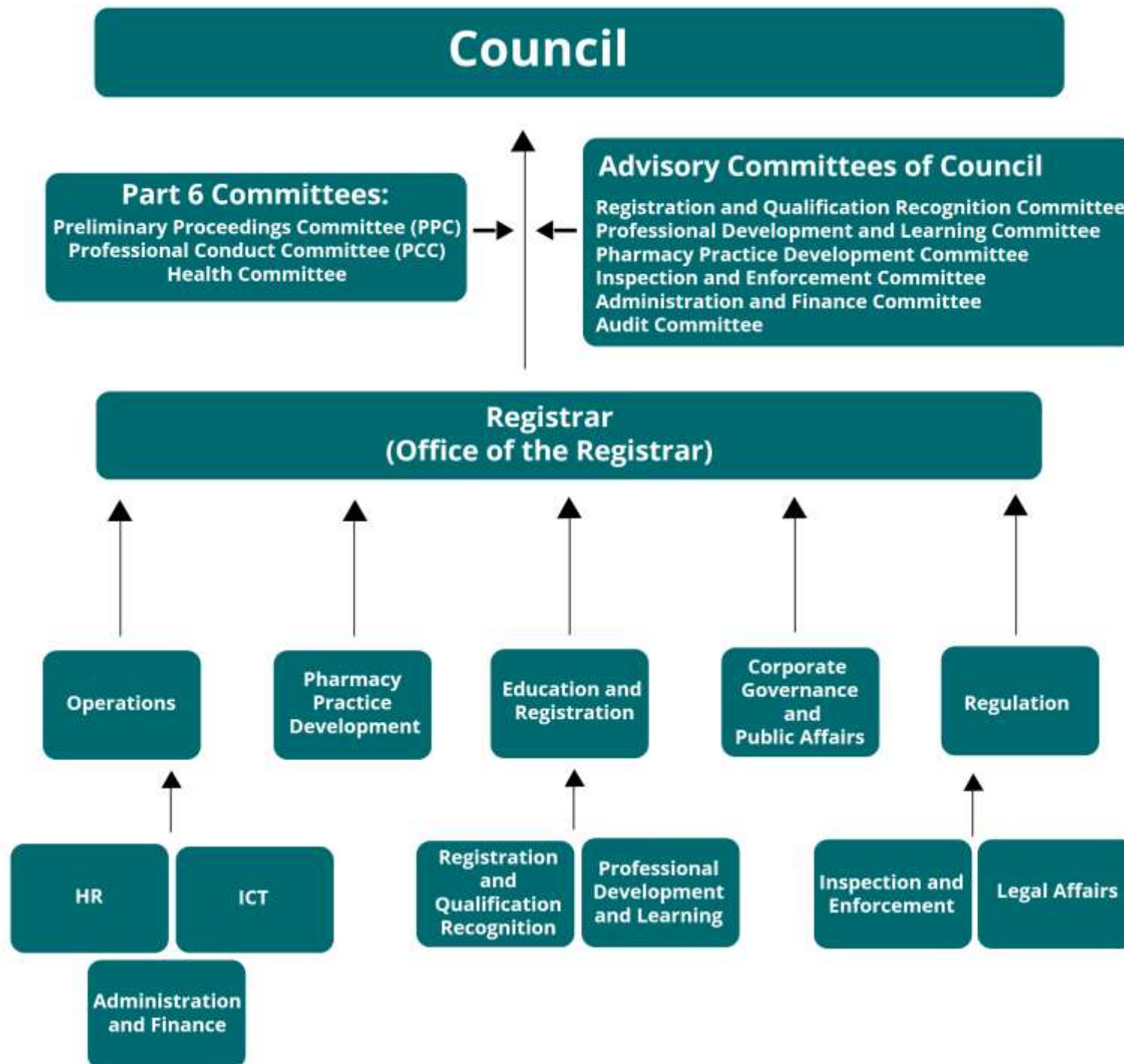
- **ICT**

The ICT Unit is responsible for continuously monitoring and reviewing internal systems and processes in order to implement appropriate information and communications technologies to support expanding operations of the PSI. It does this through the delivery of technology, operations and services. The Unit is also responsible for disaster recovery and business continuity.

- **Human Resources**

The Human Resource (HR) Office is responsible for the provision of all HR services, systems, policies and procedures required to assist the PSI in maintaining a positive working environment for all employees that supports equality and diversity and encourages innovation and continuous improvement.

Figure 3. Organisational Structure of the PSI



## 6. Council

### 6.1 Council's accountability

The PSI is a legal entity and, as such, has powers and duties under the Pharmacy Act 2007. These are exercised by the PSI as the legal entity, with the Council as governing body. The powers and responsibilities of the Council are exercised jointly by its members, each of whom therefore has statutory and fiduciary duties (i.e. the duty to act in good faith and in the best interests of the PSI) in discharging them.

The Council is accountable for its policy decisions, for the overall performance of the organisation, for ensuring that the necessary organisational and management framework is in place and has a fiduciary duty in relation to the PSI, Councils affairs and finances. The PSI has public responsibilities and is ultimately accountable to the Minister for Health and the Oireachtas for the discharge of these, and therefore must always act within the context of the public benefit.

The Council provides strategic guidance to the PSI, and monitors the activities and effectiveness of management. The Council is responsible for developing the capacity and leadership of PSI staff and is responsible for holding the Registrar and senior management to account for effective performance of their responsibilities.

The preparation and adoption of a strategic plan is a primary responsibility of the PSI's Council. The Council should agree the PSI's strategic aims with the Minister and Department of Health, to the extent relevant, and ensure optimal use of resources to meet its objectives. The Council should develop the capacity and leadership of PSI staff

The Council has a key role in setting the ethical tone of the PSI, not only by its own actions but also in overseeing senior management and staff. Council members should act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the PSI, subject to the objectives set by Government. The Council should lead by example and ensure that good standards of governance and ethical behaviours permeate all levels of the organisation.

All Council members are required to support the integrity and probity of any proceeding taken under Part 6 of the Pharmacy Act 2007 (complaints, inquiries and discipline) and to maintain public and professional confidence in these proceedings. Council members should not become involved personally in specific cases and should not act as character witnesses in any such proceedings at any time. In addition, they should not generally give support to any application for restoration to the PSI's register after removal as a result of such proceedings.

Council members may receive correspondence from individual pharmacists, or members of the public. In responding to any matters raised by stakeholders, care must be taken to reflect the Council's policies accurately, particularly when dealing with sensitive and personal issues and therefore Council members should forward any correspondence received by him or her to the Registrar's Office who will deal with such correspondence.

## 6.2 Collective and Individual Responsibilities of Council Members

The Council is collectively responsible for promoting the success of the PSI by leading and directing the PSI's activities. All Council members should be afforded the opportunity to fully contribute to Council deliberations, and where necessary to provide constructive challenge, while excessive influence on Council decision-making by one or more individual members should be guarded against. Matters which are reserved for Council are outlined in Appendix C.

Council members are collectively responsible for a decision even if they have voted against it, abstained from voting, or were absent. It follows that all Council members are bound by a decision of the Council made in good faith (whether a unanimous or majority decision) and may not obstruct or interfere with the promotion or execution of that decision. When they have done so, collective responsibility requires them to acknowledge the decision of the Council and uphold it whether or not they personally agree with it.

### **Collective Responsibility of Council Members**

1. Hold a stewardship role in relation to monitoring, implementation, corporate performance, planning, audit, service plan approval and implementation and due process for all the purposes of the Pharmacy Act 2007;
2. Ensure compliance with all statutory obligations applicable to the PSI that may be set out in legislation governing the establishment of the PSI or in other relevant legislation;
3. Ensure the integrity of PSI's accounting and financial reporting systems;
4. Ensure that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, compliance with the law and relevant standards, and confirm annually to the Minister for Health in the PSI's Annual Report that these are in place;
5. Fully engage in impartial and balanced consideration of all issues;
6. Exercise the prescribed regulatory and law enforcement duties;
7. Develop strategy and policy in the interests of the public, putting forward ideas and constructively building on them;
8. Monitor the implementation of policies and activities of Advisory Committees at a high level and assess the effectiveness of the agreed strategy;
9. Share corporate responsibility for all Council decisions; and be objective in their work on behalf of the Council;
10. Ensure that Council's relationship with the Registrar, employees of the PSI and external advisors operates effectively; and
11. Review the operation of Council and seek to identify ways of improving its effectiveness.

Individual responsibility requires Council members to ensure they understand the matters that are put before them, to have the courage to challenge and be challenged and to give voice to their issues and concerns. When they have done so, collective responsibility requires them to acknowledge the decision of the Council and uphold it whether or not they personally agree with it.

## Individual Responsibility of Council Members

1. Share corporate responsibility for all Council decisions;
2. Be objective in their work on behalf of Council;
3. On appointment to the Council, furnish to the Registrar details relating to their employment and all other business interests including shareholdings, professional relationships, etc., which could involve a conflict of interest or could materially influence the member in relation to the performance of their functions as a member of the Council;
4. Inform the Registrar, of any new appointments they accept which may impinge on, or conflict with, their duties as a member of the Council of the PSI;
5. Work effectively with fellow Council members so as to ensure that the PSI performs its functions as set down in the Pharmacy Act 2007, by monitoring the implementation of the Service Plan;
6. Support the Council's policies and views in a positive way to external audiences;
7. Take responsibility for addressing the items that appear on the agenda of Council meetings by:
  - a. Reading the papers beforehand;
  - b. Being disciplined enough not to deviate from the agenda item;
  - c. Contribute to discussions with no personal objectives in mind;
8. Not to disclose, without the consent of the Council, save in accordance with law, any information obtained by him or her while performing duties as a member of the Council and after their term of office expires;
9. Treat papers marked for non-disclosure as confidential to themselves, not discuss them with others outside the Council of the PSI, not leave them unattended and where others may obtain access to them, and dispose of them appropriately;
10. Not to misuse information gained in the course of their service for personal or political gain;
11. Comply with all aspects of the Corporate Governance Framework, including the Code of Conduct (Appendix E) which includes their disclosure of all relevant interests; and
12. Act in good faith and in the best interests of the Council of the PSI.

## 6.3 Effectiveness of Council

Good governance suggests that all governing bodies should undertake periodically an evaluation of board effectiveness. This is so as to ensure the organisation and the Council remains “fit for purpose” and an effective vehicle to implement the legal, regulatory and governance obligations of the organisation. The Council is committed to evaluating its performance and embracing initiatives which will assist in improving its overall effectiveness and leadership role within the PSI at the end of each year.

The Council should constantly review its own operation and seek to identify ways of improving its effectiveness including the identification of competency gaps and consideration of ways to address these gaps. Where the Chairperson believes specific competency or skills are required, he/she should advise the Minister for Health sufficiently in advance of a time when a vacancy is due to arise.

The Chairpersons Forum has a role in advising the President and the Registrar on how best to enhance the effectiveness of the Council in the transaction of its business, and should bring to Council on an annual basis, or more often if necessary recommendations that would improve the effectiveness of Council business.

## 6.4 Functions of the Council and their delegation

Subject to the Pharmacy Act 2007, the functions of the PSI shall be performed on its behalf by the Council. The Council holds and retains overall responsibility for the discharge of the key functions specified in the Pharmacy Act 2007. It must comply with all statutory regulations and legal obligations which apply to the PSI.

The Council is accountable to the Minister for Health and the public for the proper discharge of the functions of the Council. The Council may delegate any of its functions to any of its Advisory Committees or to the Registrar or to any other employee of the PSI and, where it delegates a function to a Committee, the Committee's remit under this Act shall be extended accordingly. Where the Council delegates a function, the Council still remain the accountable body.

The Registrar is accountable to the Council for the implementation of the Council's policies. The Registrar in turn delegates or sub-delegates functions to the Senior Management Team (which consists of the Heads of each Department as outlined in Section 8.5).

The day-to-day performance of all of the tasks associated with the work of the PSI is undertaken by the Registrar, management and employees of the PSI but subject to the policy, strategy and corporate authority of the Council and its Advisory Committees.

## 6.5 Failure of Council to perform a function

If the Council fails to perform any of its functions, the Minister for Health may direct it in writing to perform the function within a specified timeframe. If the Council does not comply with the direction, the Minister may, by order, remove from office any or all of its members and perform the function him or herself.

## 6.6 Role of the President

The Office of President is specified in the Pharmacy Act 2007 and must be filled by a pharmacist member of Council. The President of the Council is expected to observe the duties and responsibilities of the Council members but also has particular responsibility:

1. To chair the meetings of Council and ensure that the minutes of the meeting accurately record the decisions taken;
2. To agree, in consultation with the Registrar the agenda for Council meetings,
3. To ensure that all meetings of the Council are conducted in accordance with the Pharmacy Act 2007, PSI (Council) Rules 2008 (S.I. No. 492 of 2008, as amended) and the standing orders of the Council (Appendix A);
4. To ensure that Council members understand their respective roles and responsibilities and that Council works effectively and efficiently;
5. To ensure the Council receives accurate, timely and clear information.
6. To ensure, in conjunction with the Secretary to Council, that there is good information flows within the Council and its Committees and between the Executive and Council;
7. To chair meetings of the Chairpersons Forum;

8. To advise the Minister of any competency deficits on Council, to ensure that candidates with specific skills requirements can be identified through the State Boards appointments process;
9. To furnish a comprehensive report on the PSI to the Minister for Health in conjunction with the Annual report and Financial Statements;
10. To submit a report to the Minister as part of the Annual report on the Statement of Internal Control, which should be reviewed by the External Auditors to confirm that it reflects the PSI's compliance with paragraph 1.9 (iv) of the Code of Practice for the Governance of State Bodies (2016) and is consistent with the information of which they are aware from their audit of the financial statements;
11. When called upon, and following consultation with the Registrar, to communicate the Council's strategy and policies to the wider sector;
12. To promote the work of the Council in the public arena;
13. To represent and further, following consultation with the Registrar, the views of the Council at meetings with Ministers, Oireachtas Committees, leaders of other professions, and other pharmaceutical bodies; and
14. When requested to do so, to represent the PSI at meetings with groups such as Pharmaceutical Society of Northern Ireland (PSNI), International Pharmaceutical Federation (FIP), EU Commission, General Pharmaceutical Council (GPhC), other agencies and Government Ministers.

The President may come into possession of or be privy to certain information which is highly confidential and which has been entrusted to him or her by virtue of his/her office. Such highly confidential may come into his/her possession prior to possession coming into that of the Council. The President shall ensure that such highly confidential information is only disclosed in accordance with due process and shall respect such highly confidential information when they leave office.

## 6.7 Role of the Vice-President

The Office of Vice-President must be filled by a pharmacist member of the 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. In so far as the Vice-President is deputising or carrying out the work of the President, he or she is obliged to reflect the same views as the President and the policy of the PSI Council.

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

1. To participate in and support the Chairpersons Forum;
2. 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;
3. When requested to do so, to represent the PSI at meetings with groups such as Pharmaceutical Society of Northern Ireland (PSNI), International Pharmaceutical Federation (FIP), EU Commission, General Pharmaceutical Council (GPhC), other agencies and Government Ministers.
4. To support the President and Council in ensuring adequate representation of the PSI Council when deemed necessary by the President and/or Council;
5. When requested, to represent PSI on Committees of other regulators or statutory organisations.

6. When requested, to support the strategic policy implementation process in areas such as pharmacy practice development, continuing professional development, undergraduate and post-graduate education with relevant chairs;
7. When requested, to liaise with the Registrar, in relation to any other matters which the Council feels are appropriate in the absence of the President; and
8. To chair certain of the Council Advisory Committees/Working Groups as may be appropriate when nominated by the President and appointed by the Council to do so.

The Vice-President may come into possession of or be privy to certain information which is highly confidential and which has been entrusted to him or her by virtue of his/her office. Such highly confidential information may come into his/her possession prior to possession coming into that of the Council. The Vice-President shall ensure that such highly confidential information is only disclosed in accordance with proper process and shall respect such highly confidential information when they vacate the office of Vice-President.

## 7. Advisory Committees of the Council

### 7.1 Procedure for appointment of Advisory Committees of Council

Advisory Committees of Council can be made up of both Council and non-Council members who are co-opted onto the Committee. All appointments to Advisory Committees are made by the Council. Each Committee should develop a competency framework in which the Committee can identify the mix of skills, expertise, knowledge, experience, perspective and qualities that it considers are necessary, relevant or desirable to its business and functions. The Committee should then identify areas of competence, or qualities which may be supplementary to the Committee's functioning. Issues of diversity, such as mix of gender, background etc. may be relevant. In addition, the contribution, perspective or participation of sectors of the public, pharmacy profession, health service providers, or other stakeholders may be relevant and desirable.

The Council has appointed a Nominations Sub-group to oversee the appointments process and make recommendations to Council.

### 7.2 Period of Appointment to Advisory Committees and Rotation

Individuals appointed to Advisory Committees should serve a term of two years from the date of their appointment, with the eligibility to be appointed for a further term of two years on that Committee. The Council considers it desirable that such members rotate between Committees also, where appropriate.

### 7.3 Effectiveness of Advisory Committees of Council

The effectiveness of Advisory Committees and of individual Committee members will be reviewed on an annual basis. Attendance at Advisory Committee meetings will be reported on in the Annual Report.

### 7.4 Function of the Committee Chairperson



1. Liaises with the Secretary to the Advisory Committee (generally the Head of Department) on developing the work programme and forward planning of agendas;
2. Submits any items for the agenda to the Secretary to the Committee not less than two weeks before the meeting and should be consulted on the draft agenda, in advance of circulation to the wider Committee, whenever possible;
3. Manages the business of the Committee jointly with the Secretary to the Committee;
4. Chairs meetings of the Committee;
5. Manages time, ensuring adequate, but controlled, consideration of issues without jeopardising the completion of the agenda;
6. Ensures that clear and unambiguous decisions are taken by the Committee moving it towards resolution of its stated aims and objectives and not towards the personal objectives of individual members;
7. Encourages members of the Committee to take collective responsibility for what has been agreed;
8. Regularly liaises with the Secretary to the Committee and builds up a good working relationship with appropriate staff;
9. Ensures full participation of all Committee members including co-opted members and of the Executive;
10. Notifies the Secretary to the Committee if unable to chair a meeting;
11. Approves the draft minutes of meetings before their circulation;
12. Monitors implementation of Committee decisions;
13. Decides in conjunction with the Secretary to the Committee those matters which fall within the Committee's responsibility;
14. Deals with issues which arise between Committee meetings which require an urgent response in liaison with the Secretary;
15. Participates in the Chairpersons Forum;
16. Presents and support the Committee's recommendations;
17. Contributes to general forward planning of agenda items;
18. Assists the Committee to review and assess its performance; and,
19. Gives an update on Committee activities to Council at every Council meeting and if they are not present at the Council meeting, nominates an individual from the Committee to give the update.

## 7.5 Responsibilities of Advisory Committee Members

1. Supports policies and strategy agreed at Council and works positively and constructively to progress them;
2. Takes responsibility for addressing the items that appear on the agenda by:
  - a) Reading the papers beforehand;
  - b) Being disciplined enough not to deviate from the agenda item;
  - c) Contributing to discussions with no personal objectives in mind;
3. Participates fully in the discussions concerning the implementation of policy agreed by Council generating new ideas and building on those of others;
4. Clarifies the issues to be tackled and works with the Chairperson and Committee members to resolve them;
5. Ensures clear and collective decisions have been reached and action points are attributable to individuals;
6. Monitors, with others, implementation of established policies; and,
7. Works constructively as part of a team.

## 8. Key Roles and Functions of the Registrar (Chief Officer), senior management team and employees of the PSI

### 8.1 Appointment of the Registrar

The Council appoints a Chief Officer of the PSI, to be known as the Registrar of the PSI. The Registrar is paid by the PSI such remuneration and allowances as the Council, with the approval of the Minister for Health and the consent of the Department of Public Expenditure and Reform, determines from time to time. The Registrar is employed on such other terms and conditions as the Council, with the approval of the Minister for Health and the consent of the Department of Public Expenditure and reform. The Registrar fulfils the role of Secretary to the Council.

### 8.2 Appointment of an Acting Registrar

The Registrar may in his or her absence appoint a member of the Senior Management Team as Acting Registrar for a specified period of time.

### 8.3 Temporary vacancy in the Office of Registrar

If a temporary vacancy arises in the office of Registrar the President of the Council must inform the Minister for Health immediately. The Council should then appoint, a suitable person to undertake the role, following an internal recruitment process, pending the outcome of a full competition process and inform the Minister for Health. A permanent appointment should be made as soon as possible following a competition under the auspices of the Public Appointments Service. The Council of the PSI should appoint a Registrar following a recommendation from the Public Appointments Service subject to the Terms and Conditions as the Minister for Health and the Department of Public Expenditure and Reform determines.

### 8.4 Specific functions, powers and obligations of the Registrar

#### **Functions of the Registrar**

1. The Registrar ensures that the Council meets not less than four times a year;
2. The Registrar shall keep the registers, manage and control the administration and business of the PSI and the Council, and perform such other functions as may be determined by the Council;
3. The Registrar is responsible for supporting the Council and the Advisory Committees;
4. The Registrar is responsible for appointments including recruitments, direction and management of employees. The operation of the Council resides with the management and employees of the PSI, effected through the Registrar;
5. Designated PSI employees are individually accountable for assigned areas of delivery and control and are directly responsible to the Registrar. Designated employees may be required to report periodically to the Council thereon at the Registrars request.
6. The Registrar ensures that an objective procedure for a review of the performance of the Council and of the Advisory Committees is in place and effected regularly;

7. The Registrar is also responsible for arranging Council meetings in accordance with the Standing Orders of the Council and ensuring the Council procedures are followed and applicable rules and regulations are complied with;
8. All members of the Council have access to the Registrar for advice and guidance;
9. The Registrar also has an obligation to ensure that Council and Advisory Committee members are informed as to their legal responsibilities and that they are familiar with the requirements of the Pharmacy Act 2007 and such other statutory provisions which have relevance for them in the exercise of their functions; and
10. The Registrar shall assure induction, training and maintenance of corporate governance material and information for Council members.

### **Report on Accounts**

1. The Registrar shall prepare the Annual Report referred to in paragraph 17 of Schedule 1 to the Act which shall be submitted to the Council for adoption with a view to submission to the Minister. In line with the Department of Public Expenditure and Reform's Code of Practice for the Governance of State Bodies 2016, the Chairperson (usually the President) should affirm their compliance with the relevant policies and guidelines in the Annual Report, and provide a comprehensive report to the Minister as outlined in paragraph 1.9 of the Business and Financial Reporting Requirements section of the "Code of Practice for the Governance of State Bodies"; and,
2. The Registrar, in so far as it is not inconsistent with paragraph 16 of Schedule 1 to the Act, is responsible for the probity, integrity, efficiency and cost-effectiveness of the general and financial management of the affairs of the PSI and shall be accountable to the Council in respect thereof.

### **Corporate Governance**

1. The Registrar must comply with all aspects of the Corporate Governance Framework, which includes his or her declaration of all relevant interests and he/she must make a declaration to the President of the PSI.
2. The Registrar must use his/her best endeavours to ensure the PSI complies with all aspects of the Corporate Governance Framework.
3. The Registrar shall ensure that the governance responsibilities conferred upon the PSI by Schedule 1 to the Act are complied with;
4. The Registrar is responsible for maintaining a register of Council and Advisory Committee members' interests which should be updated on an annual basis. The register of interests for Council members is published on the PSI website, as agreed by Council.
5. To confirm to the Minister for Health that the PSI has put in place and complied with a code of conduct for Council members, Advisory Committee members and employees of the PSI.
6. The Registrar is expected to ensure that the Council has sufficient information on risk identification, measurement and mitigation strategies.
7. Where the Registrar becomes aware of any event, circumstance or conduct which might constitute a breach of the Pharmacy Act 2007 or any regulation or code of conduct made thereunder or of this Corporate Governance Framework they are required to bring this to the attention of the President. Failure to do so may itself constitute a breach of good governance.

### **Seal of the PSI**

1. The official seal of the PSI is authenticated by the signature of two members of Council or the signature of a member of the Council and an employee of the PSI authorised by the Council to sign for that purpose. The

Registrar is authorised by the Council to authenticate the seal and is responsible for the safe custody of the official seal.

2. The Registrar shall keep and maintain a permanent record of all occasions when the PSI executes a document under its seal. Examples of documents on which the official seal will go on include deeds, leases, warrants for Authorised Officers and decisions of Council for prosecutions. The Seal will be affixed in accordance with Section 6 of the Act.

### **General Compliance**

1. The Registrar shall present the Council with strategic and operational plans for its review and approval.
2. The Registrar is expected to put in place procedures and processes and provide appropriate advice and documentation to Council to allow it to fulfil its statutory ability to meet its accountability to Government and the Oireachtas.
3. The Registrar is expected to ensure systems, procedures and practices of the organisation are in place for evaluating the effectiveness of its operations. This includes the establishment of a performance management system which will assess the effectiveness/outcomes of major items of expenditure to ensure that they are focussed on clearly defined objectives and outcomes and provide reports to the Council.
4. It is the responsibility of the Registrar and designated personnel to ensure that the Council is supplied with accurate and timely information, which enables it and the Chairperson to fulfil their responsibilities under the Act, their legal obligations and responsibilities to the Minister and other stakeholders. The Registrar reports to Council and is accountable to Council. All PSI employees report to and through the Registrar to Council and the Registrar is responsible for all staffing matters.
5. The Registrar shall not misuse any information gained in the course of his or her employment as Registrar for personal gain or political purpose.

### **Reporting Requirements**

1. The Registrar is responsible for the development and implementation of an annual service plan (containing proposals and financial and budgetary estimates for the delivery of the service plan) and a corporate strategy for adoption by Council, for publication and for submission to the Minister for Health. A copy of the corporate strategy should be sent to the Minister for Health, twelve weeks in advance of finalisation and adoption by the Council, for comment;
2. The Registrar shall, whenever reasonably called upon so to do by the Council, provide to the Council such information in relation to any aspect of PSI's business as the Council may reasonably require; and,
3. The Registrar is expected to appear before the Committees of the Oireachtas when duly requested and should inform the Secretary General of the Department of Health of such requests when received.

### **Communications**

1. The Registrar is obliged to put in place effective internal and external communications to ensure policies and statutory responsibilities of Council are disseminated as appropriate;
2. The Registrar is responsible for all media inquiries, correspondence, parliamentary questions and questions from the Oireachtas Committee and other Statutory Bodies;
3. The Registrar is responsible for maintaining an effective working relationship with the Minister for Health, the Secretary General and relevant officers of the Department of Health;
4. The Registrar shall represent the PSI at international fora and events; and,
5. The Registrar's office will be the principal point of contact for all communications intended for the PSI.

## 8.5 Role of the Senior Management Team

The Registrar should assemble a Senior Management Team, which he should direct and instruct. The Senior Management Team should consist of the Head of each of the Departments identified in Figure 3, Regulation, Education and Registration, Pharmacy Practice Development, Operations, and Corporate Governance and Public Affairs. Regular meetings are held between the Registrar and the Senior Management Team to discuss any matters arising in each Department and any matters that have been identified by the Advisory Committees or Council.

## 8.6 Role of PSI employees

Employees of the PSI are informed of the standards of behaviour required generally of public servants and of the particular standards that apply to the work of PSI. Regular briefing sessions are held to remind staff of the key requirements as regards values, behaviours, conduct and compliance requirements etc. This Governance Framework will be widely publicised within the PSI and used as a basis to ensure an appropriate culture is in place across all employees within the PSI to ensure that all employees understand the governance system and their responsibilities for contributing to a sound and effective governance culture which is grounded in public service values.

# 9. Codes of Conduct, Ethics in Public Office, Disclosure of Interests and Protected Disclosures

## 9.1 Code of Conduct for Council and Advisory Committee Members of the PSI

For the PSI to command the confidence of the public and the sector, it is necessary that the Council, as its governing body, should adopt and comply with appropriate standards of conduct. The Code of Conduct for Council and Advisory Committee members is set out in Appendix E.

In the exercise of these powers, in discussions at meetings of the Council and its Advisory Committees, in decision-making and in communications, Council and Committee members are expected to observe the highest standards of impartiality, integrity and objectivity. Council members should faithfully reflect Council policy.

The Code of Conduct sets out in general terms the duties of each member of the Council and the Advisory Committees, but the Council expects members to adopt high standards of conduct in all aspects of their activities as members of the Council and Advisory Committees. So long as they continue to serve on the Council, members of Council cannot, by their actions or behaviour, divest themselves of their role in such capacity in matters concerning the sector. If a Council member becomes aware of matters regarding another Council member that might be of concern or might affect their ability to perform their duties as a Council member, they should seek the advice of the President.

Council members and Advisory Committee members on assuming office will be asked to sign an acknowledgement that they have received and read the Code of Conduct and that they agree to abide by the

principles set out therein. On an annual basis, Council members will be required to re-confirm their commitment to the principles set down in the Code of Conduct.

## 9.2 Breaches of Conduct identified by Council or Advisory Committee Members

Where individual Council or Advisory Committee members become aware of any event, circumstance or conduct which might constitute a breach of the code of conduct made thereunder or of this Corporate Governance Framework, they are required to bring this to the attention of the President or Chairperson of the relevant Advisory Committee. Failure to do so may itself constitute a breach of good governance.

## 9.3 Code of Conduct for Employees of the PSI

Each employee, upon appointment, will be given a copy of the Corporate Governance Framework and must agree to honour what is outlined in it in relation to the functions and duties of the PSI and ensure that in doing their job they are acting at all times in the public interest. Employees will also be provided with the Code of Conduct for Employees of the PSI and asked to sign an acknowledgement that they understand and agree to be bound by the principles set out therein (Appendix F).

## 9.4 Breaches of conduct identified by employees of the PSI

Where an employee becomes aware of any event, circumstance or conduct which might constitute a breach of the Act or any regulation or code of conduct made there under or of this Corporate Governance Framework they are required to bring this to the attention of the Registrar. Failure to do so may itself constitute a breach of good governance.

## 9.5 Disclosure of certain interests

### **Council and Advisory Committees**

To avoid conflicts of interest and the possibility of unjust enrichments, each Council or Advisory Committee member furnishes to the Registrar details of his or her employment and all other business interests including shareholdings which could involve a conflict of interest or could materially influence his or her functions as a member of the Council or Advisory Committee of the PSI. Interests of family and other connected persons are also declared. Connected person is taken to have the same meaning as “connected relative” as laid down in Schedule 1 paragraph 9 of the Act.

Each Council and Advisory Committee member of the PSI is responsible for ensuring that any amendment to the register of interests is notified to the Registrar. The purpose of this register is to enable Council or Advisory Committee members to make a clear declaration of any interests (their own or of close family members), gifts or hospitality that could, or could be thought to, affect the performance of their duties. Declaration of an interest does not necessarily prevent a member of Council or Advisory Committee member from speaking on a subject related to that interest, but it helps to avoid any perception that a member of Council or Advisory Committee member may be seeking improperly to influence Council decisions for personal benefit.

The aim of declaring interests is not to satisfy curiosity but to support transparency and probity. The guiding principle when declaring interests is that matters should be declared which in the perception of others might be seen to give material or other advantage to the individual concerned or her/his close family members, either directly or indirectly (for example to a business or another organisation). For clarity, if you have nothing to register for any section it is necessary to make a nil declaration by writing “Nothing to declare” or “None” under each relevant heading. If a Council or Advisory Committee member has a doubt regarding the disclosure of an interest of his/her own or of a connected person, that member should consult the Chairperson.

The standing orders of Council and of the Advisory Committees of Council provide that members should declare an interest in a particular agenda item at the beginning of the discussion. The member must then absent himself or herself from the meeting or that part of the meeting during which the matter is being discussed. In the event of a member not appreciating at the beginning of a discussion that an interest exists, the member shall declare such an interest as soon as he or she becomes aware of it. In any case of doubt the member should openly declare the possibility of interest. If a Council or Advisory Committee member, the Registrar or employees of the PSI believe that another member present has a direct or indirect interest in an item for discussion and that interest has not been declared, he or she should inform the chairperson. If a member of the Council or Advisory Committee is asked to leave the discussion, then they will not be counted for the purpose of determining a quorum for the meeting and the disclosure should be recorded in the minutes.

Declarations of interest will be noted in the minutes. If the Chairperson discloses an interest, then the Deputy Chairperson should chair the meeting or in his or her absence, the meeting shall choose another member to chair it for the purposes of the determination.

Council and Committee members should, in cases where they receive documents relating to their interests or of those connected them, return the documents to the Registrar at the earliest opportunity.

The register of interests for Council and Committee members is updated on an annual basis. The register of interest for Council members is published on the PSI website.

### **Employees of the PSI**

To avoid conflicts of interest and the possibility of unjust enrichments, each PSI employee furnishes to the Human Resources Unit, details of his or her employment and all other business interests including shareholdings which could involve a conflict of interest or could materially influence his or her functions as an employee of the PSI. Interests of family and other connected persons are also declared. Connected person is taken to have the same meaning as “connected relative” as laid down in Schedule 1 paragraph 9 of the Act.

Each employee of the PSI is responsible for ensuring that any amendment to the register of interests is notified to the Human Resources Unit. A copy of the form all employees are required to complete is circulated as Appendix C. The Head of the Corporate Governance and Public Affairs Department is responsible for keeping the register. The purpose of this register is to enable employees of the PSI to make a clear declaration of any interests (their own or of close family members), gifts or hospitality that could, or could be thought to, affect their performance of their duties.

For clarity, if you have nothing to register for any section it is necessary to make a nil declaration by writing “Nothing to declare” or “None” under each relevant heading.

The register of interests for employees is updated on an annual basis.

## 9.6 Gifts and Hospitality

The Registrar keeps the register of gifts. The purpose of this register is to enable members of Council and Committees, and employees to make a clear declaration of any gifts or hospitality that could, or could be thought to, affect their performance of their duties.

Hospitality provided by a commercial, representative or other organisation may be, or may be construed as, an attempt by the organisation to gain influence or favours, and all members of Council should avoid any conduct which could give rise to suspicions of this kind. Members of Council are advised to seek guidance on offers of hospitality other than a normal business lunch or evening reception to which representatives of bodies similar to or linked with the PSI’s activities are invited. Council, Committee members and employees of the PSI are required to comply with the Gifts and Hospitality policy of the PSI.

## 9.7 Ethics in Public Office Act, 1995 and 2001

### **Council**

In addition to their obligations under Schedule 1 paragraph 9 of the Pharmacy Act 2007 to declare their interests to the Council, Council members are also bound by the Ethics in Public Office Acts. The Minister for Finance signed into law the Ethics in Public Office (prescribed Public Bodies, Designated Directorships of and Positions in Public Bodies) Amendment Regulations 2008 (S. I. No. 146 of 2008). As of the 25<sup>th</sup> April 2008 the PSI falls under the Ethics in Public Office Acts and therefore each member of Council is required to comply with their obligations to prepare and furnish an annual statement of disclosure. In January of each year Council members will be sent a reminder regarding their duty to disclose interests for the previous year. Council members should forward their annual statement to the Registrar and to the Standards Commission. If the Registrar becomes aware of any conflict of interest which has not been disclosed, he or she should formally seek the advice of the Standards Commission.

### **Employees of the PSI**

In addition to their obligations under Schedule 1 paragraph 10 of the Pharmacy Act 2007 to declare their interests to the Council, some senior employees are also bound by the Ethics in Public Office Acts. Each person holding a designated senior position, as defined in the legislation, is required to comply with their obligations to prepare and furnish an annual statement of disclosure. In January of each year, employees will be sent a reminder regarding their duty to disclose interests. Designated senior employees should forward their annual statement to the President of the Council.



## 9.8 Protected Disclosure Act 2014

The Protected Disclosures Act 2014 enables workers to raise a concern regarding potential wrongdoing in the workplace by ensuring that safeguards exist should reprisals be taken against them. The Protected Disclosures Act 2014 requires every public body to establish and maintain procedures for dealing with protected disclosures and to provide written information relating to these procedures to workers. The Act provides a number of distinct channels (internal, regulatory and external) through which a disclosure can be made. The PSI is committed to fostering an environment for addressing concerns relating to potential wrongdoing in the workplace and to provide the necessary support for staff that raise genuine concerns. The PSI has developed a whistleblowing policy which has been circulated to all staff and publishes a report annually in accordance with section 22 of the Protected Disclosures Act 2014.

## 9.9 Non-compliance with statutory obligations

If a Council member finds evidence that there is non-compliance with any statutory obligations that apply to the PSI, he/she should immediately bring this to the attention of the President with a view to having the matter rectified. In line with the Code of Practice for the Governance of State Bodies the matter should also be brought to the attention of the Minister for Health by the chairperson indicating (i) the consequence of such non-compliance and (ii) the steps that have been or will be taken to rectify the position. It is the responsibility of Council members to ensure that matters are addressed and the concerns of Council members that cannot be resolved should be formally recorded in the minutes of the Council meeting.

## 9.10 Conflict Resolution

The Council of the PSI is committed to reaching a prompt and fair resolution in any disputes, conflicts or disagreements that may arise from time to time and has developed a conflict resolution procedure for Council and Advisory Committee Members.

# 10. Meetings and Procedures of the PSI Council

## 10.1 Standing Orders of Council

Schedule 1 of the Pharmacy Act 2007 – Miscellaneous provisions relating to Council sets out provisions relating to meetings of Council as well as the PSI (Council) Rules 2008, S.I. 492 of 2008, as amended. The Standing Orders of the Council are attached in Appendix A. In exceptional circumstances a decision of Council may be required between Council meetings. In this instance the views of Council members may be sought by email or phone.

### **Agenda**

The agenda of a Council meeting shall be prepared by the Registrar in consultation with the President or where the office of President is vacant, the Vice-President. Policy matters arising from Advisory Committee meetings are presented to Council for discussion and decision. The agenda also contains an item called “Council Members Time”. If any Council members would like to discuss any items that are not on the agenda under the section

designated “Council Member’s Time”, they must advise the administrative support to the Council in advance of the meeting, or the President on the morning of the meeting of their intention to speak during this agenda item. No decision of the Council can be taken on any substantive issue which is raised during “Council Members Time”. This part of the agenda should not be used for personal platforms or to discuss personal issues.

### **Agenda Items for decision**

Agenda items are generally kept as brief as possible with the detail in the paper for discussion.

Each substantive paper should be set out under the following headings:

- a) Purpose (what decision is being sought);
- b) Recommendations or options for action; and,
- c) Background information.

Substantive papers will also include the legal and other implications of proposals where relevant. Once a final paper is before Council it should be for decision only and the decision taken should be reflected in the minutes. Where an action is agreed the minutes should conclude with a bold note of the action agreed and who is responsible for the action.

## **10.2 Chairing of meetings**

At a meeting of Council, the President or in his or her absence the Vice-President, or in both their absences (this includes reference to a vacancy in that office) a member chosen by the members present shall chair the meeting. In the absence of the appointed chairperson the nominated chairperson will work with the Registrar, management and employees of the PSI to ensure consistency and continuity in the business of Council.

It is the role of the chairperson to encourage participation by all Council members and to ensure that the Council deals expeditiously with the items on the agenda. The target should be to complete the agenda within the time of the meeting, but this should not be done by curtailing discussion on important matters merely to ensure completion of the agenda items. As a general rule, the chairperson should act as a co-ordinator of the debate and, on the basis of the discussion, should direct the Council towards the decisions that are required. The chairperson should not normally participate in the debate itself.

The chairperson should conduct the meeting with firmness, fairness and a degree of formality and the chairperson should insist that all comments be made through the chair. On the other hand, the active co-operation of Council members is essential for the good conduct of a meeting, and this can be achieved when the chairperson exercises a firm approach to the conduct of business. The relationship between the chairperson and Registrar during the meeting is another important factor. The chairperson should look to the Registrar when necessary for advice on procedure and, where appropriate, on policy matters. This can be given quietly to the chairperson or, with the chairperson’s permission, and depending on the circumstances, be explained to the meeting as a whole. The Registrar must be facilitated to advise the Council as appropriate on the matters before Council.

### 10.3 Public Access to Meetings of Council

**Meetings of Council shall be open to the public unless the business under consideration concerns;**

1. Information relating to a registrant, former registrant, or applicant for registration;
2. Information relating to an employee or office holder, former employee or applicant for any post or office;
3. The terms of, or expenditure under, a tender or contract for the purchase or supply of goods or services or the acquisition or disposal of property;
4. Negotiations or consultation concerning labour relations between the Council and its employees;
5. Any issue relating to legal proceedings;
6. Action being taken to prevent or detect crime or to prosecute offenders;
7. Position Papers to be used in negotiations or in making submissions to outside bodies;
8. Information given to Council in confidence; and,
9. Any other matter which, in the opinion of the Chairperson, is confidential or the public disclosure of which would prejudice the effective discharge of Council's functions.

The public attend meetings of Council only as observers and attend only at the public part of the Council meeting. Private business of Council is conducted in private. Each Council meeting will have a public and private session denoted by a public and private agenda. The public agenda will be available to view on the PSI's website [www.psi.ie](http://www.psi.ie). The private agenda will remain confidential. The Council also has closed sessions which are meetings of the Council which are only attended by members of the Council. The holding of a closed session during the Council meeting provides an opportunity for informal discussions between Council members, without members of the PSI Executive, advisors or other persons present. The purpose of the closed session is to facilitate Council members to reflect on meeting arrangements and processes, to develop their knowledge and understanding of their role and thereby assist them in the performance of their role, to enhance relationships and communications among Council members, to increase meeting efficiency, to consider working relationships, and to provide a forum for Council to manage its own performance and conduct. Closed sessions are governed by a closed session's policy, approved by Council.

### 10.4 Designation of items as confidential

The Registrar, following consultation with the President of the Council, may determine that an item for discussion is confidential. Confidential agendas, minutes and papers for the Council and for Advisory Committees of Council containing confidential information which is highly sensitive, either commercially or for some other reason, will be marked "Confidential" and will normally be circulated only to Council members, Advisory Committee members, Heads of Function and other individual employees assigned by the Registrar who are directly involved. Obviously such papers must be treated as confidential to the recipient and should not be discussed with anyone other than Council members at the relevant Council meeting (for Council confidential business), other members of the relevant Advisory Committee at the appropriate Committee meeting (for Committee confidential business) and relevant PSI employees.

Members of Council and Advisory Committees will be required to return "Confidential" papers after the relevant decisions have been taken. On occasion, when dealing with particularly sensitive issues, Council and Advisory Committee members and employees of the PSI will be required to sign an undertaking of confidentiality and

make a declaration that they have not discussed, copied or forwarded the documentation by electronic or other means to a third party.

Such items will appear on a separate, confidential agenda, which will be taken at the end of the public business. Guests, observers and PSI employees not involved in the confidential matter under discussion will be required to leave the meeting.

Inclusion on a confidential agenda does not necessarily mean that the paper or minute is protected from disclosure under the Freedom of Information Act 2014 or within due legal process.

Members of Council and Advisory Committees should bear in mind that they do not have absolute privilege during the course of Council and Committee meetings and discussions during meetings should be kept to the business of Council and Committees.

### 10.5 Prohibition of unauthorised disclosure of confidential information

A person who discloses confidential information obtained as a member of Council or one of its Advisory Committees, an advisor or consultant to the PSI or to the Council or one of its Committees, an employee of the PSI may be guilty of a criminal offence. Confidential information includes information declared by the Council on the advice of the Registrar to be confidential and proposals of a commercial nature or tenders submitted to the Council.

Council and Committee members should not retain documentation obtained during their terms of office and should return such documentation to the Registrar or otherwise indicate to the Registrar that all such documentation in their possession has been disposed of in an appropriate manner.

#### **Discussions at meetings**

Discussion of confidential business of Council and at meetings of Advisory Committees (as opposed to decisions) should not be minuted unless a decision to that effect is specifically taken by the Council or the Committee.

### 10.6 Publishing of Council proceedings

In keeping with current best practice, the Council has adopted the principle of openness in regard to access to its agenda and minutes for its public business. These are published on the PSI's website [www.psi.ie](http://www.psi.ie).

### 10.7 Induction for new Council Members

The Council shall undergo orientation through a planned induction programme to ensure they understand their responsibilities and duties, and the PSI's functions and roles, including the requirement to keep information obtained as a result of their role on Council confidential and to avoid undue external influence.

The Registrar shall supply new Council members with the following induction material:

1. A copy of the Corporate Governance Framework for the PSI's Council which includes;

- a) The Standing Orders for Council and its Advisory Committees;
  - b) The Code of Conduct for Council and Advisory Committee members of the PSI;
  - c) The Principles of Quality Customer Service;
  - d) Details of Council and Advisory Committee members' specific roles and responsibilities;
2. A copy of the Code of Practice for the Governance of State Bodies
  3. A schedule of Advisory Committees appointed by the Council, their terms of reference and membership;
  4. A copy of the most recent Annual Report;
  5. A copy of the most recent Service Plan;
  6. A copy of the most recent Corporate Strategy;
  7. A copy of the Pharmacy Act 2007
  8. A copy of the Statutory Rules, which underpin the Pharmacy Act 2007:
  9. Any other Statutory obligations or legislation, applicable to the PSI, which includes
    - a) Ethics in Public Office (Prescribed Public Bodies, Designated Directorships of and Positions in Public Bodies) Regulations 2005 SI No. 672 of 2005
    - b) Ethics in Public Office Act, 1995
    - c) Standards in Public Office Act, 2001
    - d) Freedom of Information Act 2014
    - e) Data Protection Act, 1988
    - f) Data Protection (Amendment) Act, 2003; and,
  10. A copy of the delegations already approved by Council
  11. A copy of the Code of Conduct for Pharmacists
  12. A disclosure of interest form which must be signed and returned to the office within a specified time period.

All new Council and Advisory Committee members, shall formally acknowledge, that they have read the Corporate Governance Framework, that they understand their responsibilities as Council and Committee members, and that they will comply with the document in full.

## 10.8 Relationship between Council and Employees of the PSI

Every opportunity is taken to facilitate communication between the Council and PSI employees to engender a common or shared ownership and understanding of the PSI's strategies, procedures and activities. Good relationships between members of the Council and PSI employees are essential and should be fostered.

Council members are strongly advised **not** to take initiatives that are likely to encourage employees to raise matters with them that should normally be dealt with through the management channels including, where necessary, the grievance procedures as outlined in the staff handbook.

Council members must recognise that employees are part of a line management structure responsible to the Registrar for the implementation of the Act, and are not employees of Council members. Council members must not place employees in any position where this principle might be compromised.

## 10.9 Access to information by Council Members

In carrying out the functions and duties of the PSI, the Council requires information relevant to such functions and duties and the implementation thereof. The management and employees of the PSI are responsible for all executive matters and implementation of Council policy under the direction of the Registrar. In general Council members should avoid getting into the executive running of the organisation and informational matters pertaining thereto.

## 10.10 Professional Advice

Council members in the furtherance of their duties may take independent professional advice, if necessary at the reasonable expense of the State Body where they judge it necessary to discharge their responsibilities as Council members. The Council has set down formal procedures for this process.

The Council has also approved a conflict resolution policy for recording the concerns of Council members that cannot be resolved.

## 10.11 Reimbursement and Expenses

Members of Council and Advisory Committees are entitled to reimbursement for expenditure on travel and expenses incurred on PSI business and for costs of accommodation and subsistence within rates determined by the Department of Public Expenditure and Reform.

Terms of conditions relating to expenses and allowances will be determined by the Minister for Health with the consent of the Minister for Public Expenditure and Reform. The PSI adheres to the guidelines covering payment of fees to the Chairpersons and Directors of State Bodies. The Annual Report of the PSI includes a schedule of the fees and aggregate expenses paid to Council Members. Council and Committee members should ensure a culture of claiming expenses only appropriate to business needs in accordance with good practice in the public sector generally.

# 11. Assurance, Audit and Compliance Arrangements

The Council, in accepting ultimate responsibility for overseeing the PSI functions requires a structure for the systematic monitoring of the organisation to ensure its policy directions are being met. Council and its Committees approve programmes of action, prioritise, set deadlines, review priorities in the light of further demands and are informed regularly of progress. It is the responsibility of the Registrar to decide the extent of the internal control system based on current best practice which is appropriate to the organisation and the responsibility of the Council to ensure that an effective internal control system is in place. Internal control systems should include a number of subsystems, including internal financial, operational and compliance controls, internal audit, Audit and Risk Committee and risk management strategies. The Council should review the effectiveness of these systems annually. The following are ways in which Council monitors progress:

## 11.1 Business and Financial Reporting

The PSI prepares a Corporate Strategy and on an annual basis a Service Plan which sets down the policy objectives for the PSI for the coming year. Policy implementation is monitored by Council through the receipt of updates from the Chairs of the Advisory Committees at Council meetings and from the Registrar. For their meetings, Council members may request supporting documents from Advisory Committees, except in cases where the information is considered confidential.

At each Council meeting, the Registrar tracks progress on decisions of the Council and on the objectives in the Service Plan. The Registrar and the Executive play a large role in ensuring the implementation of actions decided by Council.

The PSI has a performance measurement system in place to ensure that major items of expenditure are aligned to medium and long term strategies and to assess the effectiveness/outcome of such expenditure. This should be reported to the Council. This activity is currently undertaken by the Administration and Finance Committee. The Council is responsible for the preparation of the Annual Report and Financial Statements in accordance with relevant accounting standards. The financial statements are subject to external audit by External Auditors who are appointed by the Council. The Annual Report and Financial Statements, taken as a whole, should be fair, balanced and understandable and provide the information necessary for an assessment of the PSI's financial position, financial performance, business model and strategy.

At every Council meeting the Administration and Finance Committee present the management accounts, which include a report on expenditure against budget.

## 11.2 Assurance Framework

An assurance framework is a structured means of identifying and mapping the main sources of assurance in an organisation so as to assist in co-ordinating these sources efficiently and effectively. The assurance framework aims to draw together all the various sources of assurance so that the PSI and in particular the governing body, the Council, and its Advisory Committees, can be assured in relation to the work undertaken and specifically that the PSI meets all its obligations.

Benefits of an effective assurance framework include:

1. raising awareness of risk and control obligations at the strategic/governance level and at the operational level;
2. the provision of information on how the corporate risk areas are being addressed;
3. the provision of clarity on how significant risk and control issues can be escalated;
4. clarity on roles and responsibilities in relation to risk and control matters.

These demonstrate the existence of an important pillar of good governance in the organisation as well as supporting the public audit and accountability obligations as reflected in the annual financial statements and other reports.

A key part of the assurance framework within the PSI (Figure 4) relates to what are known as the lines of defence: first, second, third and fourth line (Table 1).

The first line refers to business operations responsible for ensuring the risk and controls are managed as part of day-to-day activities. This in effect encapsulates the work of the various Departments /Units within the PSI and in particular the duties and responsibilities of individual staff members within each of these.

The second line of defence refers to functions which are separate from the first line in monitoring and providing oversight of activities, risk management and controls. In the case of PSI, this will involve arrangements including management, oversight and supervision by Heads of Department and other responsible managers. This line may also be supported by external professional firms who may undertake reviews in conjunction with the Unit managers, give related advice and possibly carry out independent reviews on behalf of the management of the various Departments/ Units.



The third line of defence refers to functions which are independent of the first and second line and this line would give independent assurance. Internal Audit activities are normally seen as part of the third line.

The fourth line of defence refers to external audit providers and those with a specific legal or professional obligation to independently review the activities of an organisation.

**Table 1. Four Lines of Defence  
Key Components within the PSI**

First Line Business Operations (Day to Day)	Second Line Risk and Compliance (Management and Supervision)	Third Line Independent Audit (Assurance Process)	Fourth Line External Audit (Assurance Process)
Strategy / Service Planning	Oversight and Management Roles (risk, finance, registration, inspection, education, other activity)	Internal Audit and Assurance Systems	External Audit Systems
IT Computer Systems (Finance / HR / Registration)	Quality Control / Exception Reporting	Review undertaken by external bodies, reviews commissioned by PSI	Independent review
Protocols, Policies, Procedures	Authorisation and Approval Arrangements	External Accreditation Bodies / Peer Reviews	
Job Descriptions /Roles and Responsibilities	Performance Management Systems		
Appropriate Knowledge / Skills / Competency / Experience	Committee, Council and SMT Reporting		
Team based / Unit Working	Monitoring / Review of Service Plan Deliverables		

# Figure 4. Pharmaceutical Society of Ireland Assurance Framework



### 11.3 Internal Audit

The internal audit activity is established by the Council of the PSI. The internal audit activity's responsibilities are defined by the Council as part of their oversight role. The mission of internal audit is to ensure that the PSI's operations are conducted according to the highest standards by providing an independent, objective assurance function and by advising best practice.

The scope of internal auditing encompasses, but is not limited to, the examination and evaluation of the adequacy and effectiveness of the PSI's governance, risk management, and internal controls as well as the quality of performance in carrying out assigned responsibilities to achieve the PSI's stated goals and objectives. This includes:

- Evaluating risk exposure relating to achievement of the PSI's strategic objectives.
- Evaluating the reliability and integrity of information and the means used to identify, measure, classify, and report such information.
- Evaluating the systems established to ensure compliance with those policies, plans, procedures, laws, and regulations which could have a significant impact on the PSI.
- Evaluating the means of safeguarding assets and, as appropriate, verifying the existence of such assets.
- Evaluating the effectiveness and efficiency with which resources are employed.
- Evaluating operations or programmes to ascertain whether results are consistent with established objectives and goals and whether the operations or programmes are being carried out as planned.
- Monitoring and evaluating governance processes.
- Monitoring and evaluating the effectiveness of the PSI's risk management processes.
- Performing consulting and advisory services related to governance, risk management and control as appropriate for the PSI.
- Reporting significant risk exposures and control issues, including fraud risks, governance issues, and other matters needed or requested by the Council, Audit and Risk Committee or management.
- Evaluating specific operations at the request of the Council, Audit and Risk Committee or management, as appropriate.
- In planning, executing and reporting its work, the Internal Auditors should ensure that value-for-money auditing receives adequate attention
- Ensuring confidentiality of all information and records accessed in the course of its work.

### 11.4 Independent Audit and Risk Committee

The independent Audit and Risk Committee assures Council that the PSI has adequate financial and non-financial control systems in place. The role of the independent Audit Committee includes:

1. Monitoring the integrity of the financial statements;
2. Considering the effectiveness of the risk management and internal control system;
3. Reviewing the adequacy and effectiveness of the organisation's process to identify, assess and control operational and financial risk;

4. Report to the Council on matters relating to the organisation's process for risk management and management action to mitigate risk;
5. Obtaining and reviewing internal audit reports, significant findings and recommendations together with management responses;
6. Monitoring and reviewing the effectiveness of the organisations internal audit function and ensuring that value-for-money auditing receives adequate attention;
7. Monitoring management's implementation of audit recommendations;
8. Reviewing the Internal Audit working relationship and liaising with the external auditor to ensure co-operation, avoidance of duplication and potential gaps in audit coverage; and
9. Providing regular reports to the Registrar and the Council.

The Audit and Risk Committee should meet at least four times a year and have explicit authority to investigate any matters within its terms of reference. Where the independent Audit and Risk Committee's monitoring and review activities reveal cause for concern or scope for improvement, it should make recommendations to the Council on action needed to address the issue or to make improvements. The Council should review annually the terms of reference and effectiveness of the Audit and Risk Committee. The Council through its independent Audit and Risk Committee should have a discussion with the external auditors at least once a year supported by staff members and external advisors that may be appropriate to ensure that there are no unresolved issues of concern.

All of the procedures and policies of the PSI shall be subject to internal and external audit as required by the Council from time-to-time. The PSI's financial year is the period of twelve months ending on December 31<sup>st</sup>. The Audit and Risk Committee should prepare an annual report to the Council to present its opinion on the adequacy of risk management and internal control systems, and the adequacy of sources of assurance to the Council.

The PSI recognises that within the organisation, functions and powers are held and exercised respectively by the following constituent parts: the Council, the Advisory Committees, the Registrar and the employees of the PSI. It shall be the duty of each of these constituent parts to prepare and file a written report to the PSI's independent Audit and Risk Committee in the event that any of the constituent parts apprehend that any of the other constituent parts are exceeding their authority, behaving in a manner that is irresponsible or otherwise engaging in conduct which is likely to be damaging to the affairs of PSI or its reputation.

## 11.5 Risk Management

In undertaking its public service role, the PSI is exposed to a range of possible events that if they were to happen would affect the likelihood of it delivering its strategy and business plans. The management of these risk events involves identifying them, evaluating their potential likelihood and impact on the PSI's objectives, and mitigating them, by either reducing their likelihood, or impact. Effective risk management makes the PSI more responsive. The PSI's risk management policy and guidelines provide a structure to managers and their teams to formally consider how they are managing risks and to draw the attention of the Audit and Risk Committee and Council to significant risk events and the strategies to mitigate them.

Risk Management is an integral part of the PSI's business planning process. The PSI has appointed a Chief Risk Officer who reports on a regular basis to the Audit and Risk Committee and the Council. Every quarter, PSI functional area risk registers are updated and risks are discussed by the Senior Management Team, a report prepared and submitted to the Audit and Risk Committee. The Audit and Risk Committee continuously assesses the effectiveness of the risk management system established by the PSI by reviewing the unit risk registers and quarterly risk report. High level risks are brought to the Council's attention through the Corporate Risk Register. Units give consideration to the high level risks when preparing their annual business plans.

The PSI demonstrates its commitment to risk by publishing its principal risks and uncertainties including risk mitigation measures and strategies in the Annual Report.

An external review of the effectiveness of the risk management framework in the PSI was undertaken in 2015 by the Institute of Public Administration.

## 11.6 Procurement

The PSI is governed by public procurement guidelines in the purchase of supplies and services, including how we award contracts for work and so that we secure best value for money. When awarding contracts, the PSI is governed by the following principles:

- **Equal Treatment:** All suppliers will be treated equally and with the utmost fairness at every stage of a contract award procedure.
- **Transparency:** Any information and rules regarding forthcoming contracts and the rules to be applied should be readily available to all interested candidates.
- **Proportionality:** Any demands placed upon suppliers should be both relevant and directly related to the contract being awarded.
- **Mutual Recognition:** Standards, specifications and qualifications in use throughout the EU should receive equal recognition, on condition that the products or services are suitable for their intended purpose.

Irish Government Contract Regulations apply to all of the above principles and require that competitive tendering should be used. European Procurement Directives apply for contracts above the EU thresholds.

## 11.7 Reporting on Compliance with Governance Standards

The PSI's code of governance maintains the philosophy "comply or explain". The PSI reports to the Minister for Health on an annual basis on how it has complied with the Code of Practice for the Governance of State Bodies 2016 or explains the reasons why standards have not been implemented. The PSI has regular governance meetings with the Department of Health to update them on the PSI's compliance with the Code of Practice for the Governance of State Bodies.

## 12. Review and Approval of the Corporate Governance Framework

This Corporate Governance Framework provides a framework for the application of best practice in corporate governance in the PSI. Council and Advisory Committee members, the Registrar and employees of the PSI should be guided by the principles set out in the document to ensure that all of their activities, whether covered specifically or otherwise in the document, meet the highest standards of corporate governance.

The provisions of the Corporate Governance Framework do not override existing statutory requirements and other obligations imposed by the Companies Acts, Ethics legislation, Standards in Public Office legislation, the Pharmacy Act 2007 and the statutory rules made there under or any other relevant legislation.

The Corporate Governance Framework was approved by the Council of the PSI at their meeting on the 8<sup>th</sup> of December 2016. The Council has agreed to keep this document under continuous review and to update it as necessary in accordance with PSI developments and any additional public sector requirements. The Council commits to reviewing the Corporate Governance Framework on an annual basis.

Revision	Date	Description	Approved by
1	29/09/09	Corporate Governance Framework, Version 1	Council
2	08/12/16	Updated Corporate Governance Framework reviewed by Council, Version 2	Council
3	07/12/17	Updated Corporate Governance Framework, Version 3	Council

The Corporate Governance Framework should be read in conjunction with other PSI policies such as:

1. Media Policy
2. Terms of Reference of Advisory Committees
3. Internal Audit Charter
4. Resolution procedure for possible breaches of the Code of Conduct for Council and Advisory Committee members
5. Conflict resolution procedure for Council and Advisory Committee members
6. Procedure for Council Members Seeking Independent Professional Advice
7. Closed Session Policy
8. Whistleblowing Policy
9. Gifts and Hospitality policy
10. Procurement policy
11. Travel and Subsistence Policy
12. Risk Management policy and guidelines
13. Investment Management Policy
14. Customer Charter
15. Data Protection Policy
16. Appointments procedure to PSI Committees
17. ICT Usage Policy
18. Staff Handbook

## Appendix A: Standing Orders of the Council of the Pharmaceutical Society of Ireland

### **1. The Regulations**

1. The meetings of the Council are held in accordance with and regulated by the Pharmacy Act 2007 and the provisions made under it.

### **2. Frequency of Meetings**

1. The Council shall meet not less than four times in each calendar year at a time, date and place approved by Council. The date, times and location of Council meetings shall be published on the PSI's website.

### **3. Notice of meetings**

1. The Registrar shall notify members of the Council in writing of the time, date and place of a meeting of the Council at least 7 days in advance of the meeting. In an emergency this notice period may be shortened to such period as is the opinion of the Registrar reasonably practical.
2. The draft agenda for a proposed meeting shall be issued to the members of the Council, and all other persons entitled to receive it, not later than 7 days in advance of the date of the proposed meeting.
3. The Registrar shall publish details of the meetings and the agenda of the public business part of the meetings on the PSI's website not later than 5 days in advance of the date of the proposed meeting.

### **4. Business of the Meeting**

1. The business of the meeting shall be divided into public business, which shall be conducted in public, and confidential business, which shall be conducted in private.
2. At the discretion of the President, meetings of the Council may be held in the form of a teleconference or using other remote conference facilities which allow all Council members participating to hear and address one another. Such meetings will be deemed to take place at the location of the Chairperson.

### **5. Quorum**

1. No business shall be transacted at the meeting unless at least eleven members are present in accordance with section 6 of Schedule 1 of the Pharmacy Act 2007.
2. If within half an hour of the time appointed for the meeting to commence, a quorum is not present, the meeting shall be dissolved.
3. If at any time during the meeting a quorum is not present, the meeting shall be suspended for up to half an hour pending the re-establishment of a quorum. If this does not occur, the meeting will be adjourned and outstanding business will be conducted at the next meeting.

### **6. Declarations of interest**

1. Declarations of interest relevant to items on the agenda shall be made at the start of the discussion of the item to which it relates.
2. In the event of a member not appreciating at the beginning of a discussion that an interest exists, the member shall declare such an interest as soon as he or she becomes aware of it.
3. In any case of doubt, the member should openly declare the possibility of interest. The President will determine the question.
4. After a member declares an interest, they shall absent themselves from any discussions on the matter.



5. If a member of Council believes that another member present has a direct or indirect interest in an item for discussion and that interest has not been declared, he or she should inform the Chairperson. The Chairperson will establish whether or not there is an interest which should have been declared.
6. Declarations of interest will be noted in the minutes. If the Chairperson discloses an interest, then the Deputy Chairperson should chair the meeting or in his or her absence the Council members present shall choose another Member to chair it for the purposes of the determination.
7. If a member of the Council is asked to leave the discussion, then they will not be counted for the purpose of determining a quorum for the meeting and the disclosure should be recorded in the minutes.

#### **7. Minutes of Council meetings**

1. The Registrar shall be responsible for the production of draft minutes, which when adopted and read in conjunction with the papers presented to the meeting, shall be deemed to constitute a correct and authoritative record at the meeting. They shall also be sufficiently detailed to provide an audit trail of issues discussed by the Council and the decisions taken.
2. The draft minutes of the previous Council meeting shall be circulated to members with the agenda. If there has been an additional meeting(s) between ordinary meetings, the draft minutes of the additional meeting(s) shall be circulated with the agenda for the next ordinary meeting.
3. Minutes of each Council meeting shall be approved by the Council at its subsequent meeting and, as evidence of such approval, shall be signed and dated by the President or chair at that meeting.
4. Minutes of all Council meetings shall be retained by the Registrar and securely stored.
5. No motion or discussion shall be allowed on the minutes except in regard to their accuracy.
6. Any inaccuracies in the draft minutes of Council being presented for agreement should be drawn to the attention of the Registrar in writing before the meeting at which these are proposed for adoption. If on occasion time does not permit, then the item should be drawn to the attention of the Registrar or the Chairperson verbally before the next meeting.
7. The minutes of the public business of the Council shall be published on the PSI's website once adopted by the Council.
8. If there are matters arising from the minutes presented for agreement these should be brought to the attention of the Registrar in writing before the next meeting. Exceptionally, where time does not permit, the Chief Officer and Registrar or the Chairperson should be informed of the matter(s) to be raised verbally before the meeting.
9. Questions relating to matters arising shall be allowed for the purposes of information only, and no debate on the policy outlined in the minutes shall take place.

#### **8. Conduct of Meetings**

1. The Chair takes leadership to ensure that Council meetings are conducted in accordance with the Pharmacy Act 2007, and that minutes taken represent an accurate record of decisions made.
2. The President shall preside as the Chairperson of any meeting of the Council.
3. In the absence of the President, the Vice-President shall chair the meeting.
4. If the President and Vice-President are absent from, or otherwise unable or unwilling to preside at a meeting, the members present shall, as the first business of the meeting, elect one of their number to preside at that meeting. Such election shall be by show of hands in accordance with section 11.
5. The Chairperson's ruling on any question of order or conduct raised at a meeting will be final. Rulings by the Chairperson will be made in accordance with the provision of these standing orders and the Code of Conduct for Council and Advisory Committee members.

6. In discussion of agenda items the intention is to reach agreement by consensus. The Chairperson 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 there are a number of contributions supporting one viewpoint, the Chairperson shall make an opportunity for those of differing views to contribute. There is no automatic right for all members wishing to speak to an item to be heard. If a general consensus emerges, then the Chairperson may curtail discussion and seek agreement to the proposal. Where a consensus decision is reached the Chairperson shall ask the Council to confirm this verbally.

### **9. Agenda of Council Meetings**

1. The agenda for the meeting should be prepared by the Registrar in consultation with the President or where the office of President is vacant, the Vice President.
2. The draft agenda for a proposed meeting shall be issued to the members of the Council, and all other persons entitled to receive it, not later than 7 days in advance of the date of the proposed meeting and shall include at least the following items:
  - i. disclosure of interests in respect of any matter appearing on the agenda;
  - ii. the draft minutes of the previous meeting of the Council for adoption;
  - iii. reports from the Advisory Committees of the Council and from the Registrar;
  - iv. matters for decision (highlighted in red on the agenda) by the Council including any matters by way of motions;
  - v. matters for discussion (highlighted in green on the agenda); and,
  - vi. matters for information (highlighted in blue on the agenda) by the Council.

### **10. Motions of Council**

1. The President, following consultation with the Registrar, shall decide whether a matter is of such significance and importance that it necessitates being dealt with by way of motion.
2. All notices of motions for submission to the Council, duly signed, shall be given in writing and lodged with the Registrar not later than 14 days in advance of the Council meeting at which it is intended that the motion be moved.
3. All motions shall require a seconder, and this person shall be named at the time of submission of the motion and be present at the meeting at which the motion is put.
4. The determination of whether a motion will be included on an agenda will be made by the President following consultation with the Registrar and if necessary the legal advisor. The President must have regard to the relevance of the motion to the Council functions as specified in the Pharmacy Act 2007.
5. No motion shall be accepted if the issue addressed by the motion is already included in the agenda for the meeting.
6. No motion to rescind any motion which has been passed by the Council within the preceding twelve months nor any motion to the same effect as any motion which has been negatived within the preceding four months shall be in order.
7. Exceptionally, where a matter of urgency and importance has arisen after the deadline for submission of motions, consideration will be given to accepting an emergency motion. The President, following consultation with the Registrar, will decide if such a motion is in order.
8. Motions of which notice shall have been given shall take precedence over other motions.
9. The Registrar shall insert in the agenda of any meeting of the Council all motions for which notice shall have been received in accordance with 10.2 above.

10. Once a motion is proposed to the meeting an amendment may be moved without notice.
11. When an amendment is moved no other amendment may be taken until the previous one has been dealt with. If carried, an amendment becomes substantive and is put as a new motion upon which a further amendment may be moved. If the amendment is not carried, a second amendment may be moved but only one amendment shall be submitted to the Council for discussion at one time.
12. The mover of every original motion, but not of any amendment, shall have a right of reply, immediately after which the question shall be put from the chair for a decision by the Council.
13. No member, unless expressly mentioned in these Standing Orders, may normally speak more than once on the same motion unless permission is given by the Chairperson to give information or if the attention of the Chairperson is drawn to a point of order.
14. If, during a debate upon a motion, it is moved "That the question be now put", the Chairperson shall decide whether the debate has proceeded long enough to justify accepting that motion. If that motion is accepted and seconded, it takes precedence over all other business and must be put to the meeting immediately without discussion. If that motion is carried the motion under debate shall be put to the meeting immediately without further discussion, subject to the mover being permitted to reply to the debate. If the motion under debate is an amendment and it is defeated, the main question is not affected by the above procedure and the debate upon it may continue.

#### **11. Voting and Recording of Votes**

1. Should a consensus not be reached or if in the Chairperson's view it is expedient to do so, a vote shall be taken on any proposals before the meeting.
2. When a vote is taken it shall be determined by a simple majority of votes cast unless expressly mentioned otherwise in these Standing Orders.
3. On the motion of a member of the Council, duly seconded, names of members of the Council voting for and against a recommendation or resolution and those abstaining from voting will be recorded in the minutes of the meeting provided the call for the names be recorded in the minute is seconded by another member of the Council.
4. In circumstances where one or more members of the Council dissent from a vote the said member or members shall be entitled to call on the Registrar to record that dissent in the minutes of the meeting.
5. The Chairperson shall have a substantive vote and a second or casting vote in any case of an equality of votes.
6. The Standing Orders relating to voting shall also apply to motions brought under section 10 above.

#### **12. Conduct of Council Members**

1. The Chairperson may order a Council member to withdraw from a meeting if, in the opinion of the Chairperson, that member has persistently disregarded the ruling of the Chairperson or is behaving improperly, offensively or in a manner which is obstructing the business of the meeting. The member may be readmitted having made a suitable apology.
2. In the event of a general disturbance which, in the opinion of the Chairperson, prevents the orderly conduct of business, the Chairperson may adjourn the meeting for such a period as he or she considers appropriate.

#### **13. Dealing with Confidential Matters**

1. The President may, following the advice of the Registrar, from time to time designate a particular agenda item as confidential, in which event the President shall have regard to the effective performance

of the functions of the Council under the Pharmacy Act 2007 and the provisions of Section 11 of the first schedule to the Pharmacy Act 2007 and be in compliance with its obligations under the Freedom of Information Acts 2014. In these circumstances the President should place this item on a confidential agenda which should be taken after the public agenda.

2. The Council may, following the advice of the Registrar, decide that decisions reached in confidential business should be put into the public domain.
3. Members of Council and Advisory Committees should bear in mind that they do not have absolute privilege during the course of Council and Committee meetings and discussions during meetings should be kept to the business of Council and Committees.

#### **14. Suspension of Standing Orders**

1. Any Standing Order may be suspended in case of urgency and importance by resolution of the Council carried by a majority of two-thirds of the members present and voting.
2. In proposing the suspension of one or more of the Standing Orders, the member making the proposal must state the number(s) of the Standing Order(s).
3. If such a motion is agreed the suspension shall be for the duration of the item under discussion.

#### **15. Public Access to Meetings**

1. Members of the public or the media may attend meetings of the Council but may not participate in them. The public or the media may be excluded from a meeting or part of a meeting during any item of business designated as confidential.
2. Electronic recording or filming of Council meetings is prohibited.
3. The Council may resolve that any member of the public be required to withdraw from a meeting if the person's conduct is such that it seriously disrupts the Council's consideration of the business of the meeting.

#### **16. Attendance at Meetings**

1. The Registrar may be accompanied at Council meetings by employees of the PSI or the PSI's legal advisors as he or she sees fit.
2. Employees of the PSI or the legal advisor may be required to answer any queries or give advice to Council as may be necessary on the instruction of the Registrar.
3. The Registrar or the duly nominated Deputy Registrar will be in attendance at all meetings of the Council except where the Registrar or Deputy Registrar is absent following a declaration of interest.
4. The Council should clarify an expectation of 100% attendance at all Council meetings and as part of the assignment of a new Council member evaluate attendance when the member is due to be re-appointed. A record shall be kept of the members of the Council present at each meeting.
5. The Annual Report will contain a section detailing the attendance levels at Council and Advisory Committee meetings.

#### **17. Teleconference**

1. Participants must specify their attendance formally when they join the telephone call and will be deemed to be present for the complete duration of the teleconference unless they indicate their withdrawal through the President. No withdrawal will be noted unless and until the participant terminates the call. The minutes of the meeting shall record the time members indicate they are joining a meeting by teleconference and when a member indicates they are leaving the teleconference.



## Appendix B: Standing Orders of the Advisory Committees of the Pharmaceutical Society of Ireland

### **1. General**

1. The meetings of the Advisory Committees of Council are regulated in accordance with these Standing Orders which Council shall agree from time to time. Amendments to these Standing Orders may be made only by the Council.

### **2. Frequency of Meetings**

1. The Advisory Committees of the Council shall meet at least four times a year, as appropriate to the workload. Advisory Committee meetings are held in private.

### **3. Notice of meetings**

1. The Secretary of the Advisory Committee shall notify members in writing of the time, date and place of a meeting at least 7 days in advance of the meeting.

### **4. Quorum**

1. The quorum for each Advisory Committee of Council shall be 3 persons or the number of persons which is 1 greater than half of the number of members of the Committee, whichever is the greater.
2. No business shall be transacted at a meeting of an Advisory Committee of the Council unless the specified number of members comprising a quorum is present.
3. If within half an hour of the time appointed for the meeting to commence, a quorum is not present, the meeting shall be dissolved.

### **5. Declarations of interest**

1. All members of the Advisory Committees shall complete, and keep up to date, a register of interests, gifts and hospitality.
2. Declarations of interest relevant to items on the agenda shall be made at the start of the discussion of the item to which it relates.
3. In the event of an Advisory Committee member not appreciating at the beginning of a discussion that an interest exists, the member should declare such an interest as soon as she/he becomes aware of it.
4. In any case of doubt the member should openly declare the possibility of interest.
5. After a member declares an interest they shall absent themselves from any discussions on the matter.
6. If a member of an Advisory Committee believes that another member present has a direct or indirect interest in an item for discussion and that interest has not been declared, s/he should inform the Chairman.
7. The Chairperson will establish whether or not there is an interest that should have been declared.

### **6. Chairperson and membership**

1. The Chairperson, Deputy Chairperson, Council members, co-opted members and observers shall be appointed by Council.

### **7. Secretary**

1. The Advisory Committee Secretary shall be appointed by the Registrar and shall normally be an employee of the PSI.

#### **8. Powers and accountability**

1. The Advisory Committees of the Council are accountable to the Council.
2. The terms of reference of the Advisory Committees of the Council are determined by the Council and recorded in the minutes of the Council.
3. When establishing working groups, the Advisory Committees of Council should use the standard remit as required for Council working groups.
4. No Advisory Committee will carry out any activity outside the PSI's agreed or approved strategic objectives without the prior approval of Council and following notification to the Registrar.
5. No Advisory Committee will carry out any activity requiring expenditure beyond that which has already been approved in the annual service plan approved by the Council.

#### **9. Minutes of Committee meetings**

1. The Secretary of the Advisory Committee shall be responsible for the production of minutes which, when read in conjunction with the papers presented to the Advisory Committee meeting, shall provide a correct and authoritative record of the meeting and shall be sufficiently detailed to provide an audit trail of issues discussed by the Advisory Committee and the decisions taken.
2. The minutes of the previous meeting of an Advisory Committee shall be agreed at the next following scheduled meeting and, as evidence of such approval, shall be signed and dated by the Chair at that meeting.
2. Any inaccuracies in the minutes of the previous meeting should be drawn to the attention of the Secretary before the next meeting.
3. If there are matters arising from the minutes of the previous meeting these should be brought to the attention of the Secretary at least 48 hours before the next meeting in order that the Chairperson can be briefed appropriately.
4. Questions relating to matters arising shall be allowed for the purposes of information only, and no debate on the policy outlined in the minutes shall take place.
5. The chairperson of an Advisory Committee shall provide to the Registrar copies of all agendas and minutes of its meetings.
6. Minutes of all meetings of Advisory Committees shall be retained by the Registrar and securely stored.

#### **10. Business of the Meeting**

1. The Chairperson of the Advisory Committee shall preside at any meeting of the Committee.
2. In the absence of the Chairperson, the Deputy Chairperson shall chair the meeting.
3. If the Chairperson and the Deputy Chairperson are absent from, or otherwise unable or unwilling to preside at a meeting, the members present shall, as the first business of the meeting, elect one of their number to preside at that meeting.
4. The Chairperson's ruling on any question of order or conduct raised at a meeting will be final. Rulings by the Chairperson will be made in accordance with the provision of these standing orders and the Code of Conduct for Council and Advisory Committee members.
5. In discussion of agenda items the intention is to reach agreement by consensus. The Chairperson will conduct the meeting in such a way as to ensure that all members have the opportunity to contribute and that no member or members dominate the discussion. If there are a number of contributions

supporting one viewpoint, the Chairperson shall make an opportunity for those of differing views to contribute. There is no automatic right for all members wishing to speak to an item to be heard. If a general consensus emerges, then the Chairperson may curtail discussion and seek agreement to the proposal. Where a consensus decision is reached the Chairperson shall ask the Committee to confirm this verbally.

6. No proposal to rescind any decision which has been agreed by a Committee within the preceding four months shall be in order.

#### **11. Dealing with Confidential Matters**

1. The Chairperson may, following the advice of the Secretary, from time to time designate a particular agenda item as confidential, in which event the Chairperson shall have regard to the effective performance of the Advisory Committee under the Pharmacy Act 2007 and the provisions of Section 11 of the first schedule to the Pharmacy Act 2007 and be in compliance with its obligations under the Freedom of Information Act 2014. In these circumstances the Chairperson should mark this item as confidential on the agenda.
2. The Advisory Committee may, following the advice of the Registrar, decide that decisions reached in confidential business should be put into the public domain.

#### **12. Suspension of Standing Orders**

1. Any Standing Order may be suspended in case of urgency by resolution of the Advisory Committee carried by a majority of two-thirds of the members present and voting. In proposing the suspension of one or more of the Standing Orders, the member making the proposal must state the number of the Standing Order(s) and the length of the proposed suspension, e.g. until the conclusion of the item or 30 minutes.

#### **13. Voting and Recording of Votes**

1. Whenever possible agreement should be reached by consensus.
2. If a vote is necessary to resolve a debate it shall be determined by a simple majority of votes cast.
3. The Chairperson shall have a substantive vote and a second or casting vote in any case of an equality of votes.

#### **14. Conduct of Advisory Committee members**

1. All members of the Advisory Committees shall be made aware of the Code of Conduct for Council and Advisory Committee members and shall conduct themselves in accordance with the provisions of the Code.

#### **15. Teleconference**

2. All Advisory Committee members may participate in meetings by teleconference. Participants must specify their attendance formally when they join the telephone call and will be deemed to be present for the complete duration of the teleconference unless they indicate their withdrawal through the Chairperson. No withdrawal will be noted unless and until the participant terminates the call. The Secretary to the Committee shall record the time members indicate they are joining a meeting by teleconference and when a member indicates they are leaving the teleconference.



## Appendix C: Matters reserved for Council

1. Significant acquisitions, disposals and retirement of assets of the PSI. The Councils exercise of the PSI's power to borrow shall be subject to any conditions that may be imposed by, or in accordance with any directions given by, the Minister for Health with the consent of the Minister for Finance (Sch. 1, para. 18);
2. Delegated authority levels {PT. 3, S. 11(8)};
3. Compliance with statutory and administrative requirements in relation to the appointment of a chief officer of the PSI and the appointment of staff (Sch. 1, paras. 13 and 14 of the Pharmacy Act 2007);
4. Approval of annual budgets, service plans and corporate strategy (Sch. 1, para.22 of the Pharmacy Act 2007). Decision on major items of expenditure should be aligned with medium to long-term strategies so as to ensure that such expenditure is focused on clearly defined objectives and outcomes. A performance measurement system should be put in place to assess the effectiveness/outcome of such expenditure and this should be reported to the Council.
5. Production of annual reports and accounts. (Sch. 1, para. 16 and para. 17 of the Pharmacy Act 2007). Not later than 3 months after the end of the financial year to which the accounts relate, the Council must submit copies of the accounts and the auditors' certificate and report to the Minister and a report on its activities in that year;
6. Ensure compliance with all statutory obligations applicable to the PSI that may be set out in legislation governing the establishment of the PSI or in other relevant legislation;
7. Ensure the integrity of the organisation's accounting and financial reporting systems and ensure that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards and to confirm annually to the Minister for Health in its annual report that these are in place;
8. The Council should agree the intervals within which Terms of Reference of the Advisory Committees are reviewed by the Council and review and approve as appropriate;
9. Establish Disciplinary Committees and Advisory Committees (PT. 6, S. 34 and Sch. 1, para. 7);
10. Annual Report of the Audit and Risk Committee;
11. All requests for tender i.e. contracts for works, services or supplies, must be approved by Council through the Service Plan and Budget. Any requests which were not incorporated as part of the Budget and Service Plan must seek separate approval from Council.
12. Develop strategy and policy in the interests of the public and the sector as a whole, putting forward ideas and constructively building on them;
13. Monitor implementation of policies and activities of Advisory Committees at a high level and assess the effectiveness of the agreed strategy;
14. Ensure that Council's relationships with the Registrar, employees of the PSI and external advisors operates effectively;
15. Review the operation of Council and seek to identify ways of improving its effectiveness;
16. Exercise the prescribed regulatory and law enforcement duties;
17. Election of the President and Vice President (Sch. 1, para. 4); and
18. The Council should ensure that all reporting requirements as required by the Code of Practice for the Governance of State Bodies (2016) are adhered to including:

- The Chairperson (usually the President) must furnish to the Minister for Health in conjunction with the annual report and accounts a comprehensive report:
  - I. outlining all commercially significant developments affecting the State body in the preceding year, including the establishment of subsidiaries or joint ventures and share acquisitions, and major issues likely to arise in the short to medium term;
  - II. providing summary details of all off-balance sheet financial transactions of the State body that are not disclosed in the annual report and financial statements of the State body, including information on the nature, purpose and financial impact of the off-balance sheet financial transactions. The contents and format of this section of the report should be agreed in advance with the relevant Minister/designated Departmental officials;
  - III. affirming that all appropriate procedures for financial reporting, internal audit, travel, procurement and asset disposals are being carried out;
  - IV. including a statement on the system of internal control and including, in cases where a breach of this system has been identified, an outline of the steps that will be taken to guard against such a breach occurring in future;
  - V. affirming that Codes of Conduct for the Board and employees have been put in place and adhered to;
  - VI. affirming that Government policy on the pay of CEOs and all State body employees is being complied with;
  - VII. affirming that Government guidelines on the payment of Board members' fees are being complied with;
  - VIII. explaining failure to comply with any of the above and stating any corrective action taken or contemplated;
  - IX. outlining significant post balance sheet events;
  - X. confirming that the appropriate requirements of the Department of Public Expenditure and Reform Public Spending Code are being complied with;
  - XI. confirming that procedures are in place for the making of protected disclosures in accordance with section 21(1) of the Protected Disclosures Act 2014 and confirmation that the annual report required under section 22(1) of the Act has been published;
  - XII. confirming that Government travel policy requirements are being complied with in all respects;
  - XIII. confirming that the State body has complied with its obligations under tax law;
  - XIV. providing details of/information on legal disputes involving other State bodies;
  - XV. confirming that this Code has been adopted and the extent to which the State body is in compliance with the Code; and
  - XVI. stating that any subsidiary of the State body (or subsidiary thereof) continues to operate solely for the purpose of which it was established, remains and continues to remain in full compliance with the terms and conditions of the consent under which it was established.
- The Chairpersons of each Advisory Committee should formally report to the Council in a similar manner as the President reports to the relevant Minister.

19. Major investments and capital projects;

20. Appointment and assessment of the performance of, and succession planning for the Registrar;

21. Significant amendments to the pension benefits of the Registrar and staff.

## Appendix D: Terms of reference of the Council

The PSI Council was established under the Pharmacy Act 2007 (the Act) with effect from 22<sup>nd</sup> of May 2007. The PSI Council has adopted a corporate governance regime in accordance with best practice. The purpose of this document is to set out the terms of reference of the Council of the PSI. These terms of reference approved by the Council on the 8<sup>th</sup> of December 2016 are effective from the 8<sup>th</sup> of December 2016.

### **1. Membership**

1. Members of the Council shall be appointed by the Minister for Health in accordance with Section 10 of the Act. The Council shall be made up of 21 members, of which 10 shall be pharmacist members and 11 non-pharmacist members.
2. Only members of the Council have the right to attend Council meetings. However, other individuals such as the Registrar/Chief Officer, Heads of Department, members of the Executive and external advisers may be invited to attend for all or part of any meeting, as and when appropriate as necessary. Members of the public may be in attendance at public Council meetings, to observe the meeting
3. Appointments to the Board shall be for a period of up to 4 years, which may be extended for one further four year period.
4. The President is responsible for chairing the meeting and in his/her absence the Vice-President. In the absence of the President and Vice-President the remaining members present shall elect one of their number to chair the meeting.

### **2. Secretary of the Board**

1. The Secretary of the Council will ensure that the Council receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
2. The Secretary of the Council is also responsible for the formal induction of new members of the Council and organising mentoring for Council members, where required.
3. The Secretary of the Council should report to the Chairperson on all Council governance matters and should assist the Chairperson in ensuring relevant information is made available to the Council and its Committees.

### **3. Quorum**

1. The quorum necessary for the transaction of business shall be 11 members. A duly convened meeting of the Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Council.

### **4. Frequency of Meetings**

1. The Board shall meet at least 4 times a year, and as otherwise required.

### **5. Notice of Meetings**

1. Meetings of the Council shall be summoned by the Secretary of the Council at the request of the President of the Council.
2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Council and

any other person required to attend no later than one week before the date of the meeting. Supporting papers shall be sent to Council members and to other attendees as appropriate, at the same time.

## **6. Minutes of Meetings**

1. A person appointed by the Secretary of the Council shall minute the proceedings and resolutions of all meetings of the Council, including recording the names of those present and in attendance.
2. Minutes of Council meetings shall be circulated to all members of the Council.

## **7. Duties**

1. The Council shall delegate operational responsibility for the day-to-day running of the PSI to the Registrar/Chief Officer and the PSI's senior management team.
2. Monitoring of performance – the Council shall receive regular reports from the PSI's senior management team and Council's Advisory Committees.
3. The Council shall advise and support the Chairperson, Registrar/Chief Officer and senior management team.
4. The Council shall satisfy themselves that the system of internal control, including financial controls and systems of risk management are robust and defensible.
5. The Council shall keep itself up to date and fully informed about strategic issues and changes affecting the PSI and the environment in which it operates.
6. The Council may, from time to time, establish such Committees of the Council as are necessary to assist it in the performance of its duties. They may include members who are not members of the Council if specialist skills are required. Where a Committee is put in place, the terms of reference shall be specified in writing and approved by the Council and reviewed annually;
7. The Council is responsible for the appointment of members to Advisory Committees members;
8. The Council shall receive regular reports from its Advisory Committees;
9. The Council shall review the results of the Council performance evaluation process that relate to the composition of the Council and corporate governance generally.
10. The Council shall keep under review corporate governance developments (including ethics-related matters) that might affect the PSI, with the aim of ensuring that the PSI's corporate governance policies and practices continue to be in line with best practice.
11. The Council shall ensure that the principles and provisions set out in the Code of Practice for the Governance of State Bodies (and any other corporate governance codes that apply to the PSI) are adhered to.

## **8. Reporting Responsibilities**

1. The Council shall keep the Minister for Health informed of matters arising within the PSI.

## **2. Other**

1. The Council shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and implement any changes it considers necessary.

## **10. Authority**

1. The Council is authorised to seek the information it requires from the PSI in order to perform its duties.
2. The Council is authorised to obtain, at the PSI's expense, outside legal or other professional advice where they judge it necessary to discharge their responsibilities as Council members, in line with the procedure approved by Council.

## Appendix E: Code of Conduct for Council and Advisory Committee Members of the Pharmaceutical Society of Ireland

This Code has been established to set out the standards of conduct to which PSI Council members have agreed to adhere to in the performance of their duties. The Council requires that this Code of Conduct should also bind members of the Advisory Committees.

Each Council Member has an obligation to know and understand not only the policies contained in the Code, but also the values upon which they are based. In addition, Council members have an obligation to comply with the letter and spirit of the Code and help others do the same.

### A. Introduction

1. The Pharmaceutical Society of Ireland (PSI) was established to regulate the profession and practice of pharmacy in the public interest. The policy of the PSI defined by the Council in the interests of public health and welfare and serving members of Council and Advisory Committees must at all times be directed by the public interest in the discharge of their duties.
2. Members of Council and Advisory Committees of the PSI must at all times while acting in that capacity ensure that their activities are directed toward the fulfilment of the PSI's functions and the PSI's responsibilities specified in legislation, and the interests of the public.
3. Members of Council and Advisory Committees of the PSI must not use their position as such to seek to influence the conduct of any aspect of the Council's and Committee's business for the benefit of any individual, body corporate or other association rather than for the benefit of patients and the public.
4. The democratic changes of personnel which take place on Council and on its Advisory Committees make it desirable that there be available to all members a Code of Conduct that clarifies and guides the manner in which any Council or Advisory Committee member, of the PSI must discharge his or her duties and responsibilities in the public interest.
5. The manner in which members of Council and Advisory Committees of the PSI conduct themselves is largely a matter of personal integrity and self-discipline.
6. Council members should avoid the use of PSI's resources or time for personal gain, for the benefit of persons/organisations unconnected with the PSI or its activities or for the benefit of competitors.
7. It is not feasible to have a Code of Conduct that will specifically provide for all situations that may arise. As a result, all members of the Council and Advisory Committees of the PSI have a responsibility to ensure that all of their activities, whether covered by this Code or not, are governed by the usual prevailing considerations inherent in acceptable moral and ethical conduct.

8. It must be anticipated that with the passage of time and on the basis of new problems and new solutions, that this Code may be added to or amended. The PSI commits to reviewing this Code of Conduct on an annual basis.

### **B. On adoption of Code and upon Election, Re-election, Appointment or Co-option**

A Council or Advisory Committee member, following his/her election, re-election, appointment onto the Council or co-option onto an Advisory Committee of Council, shall be expected to read this Code of Conduct. They shall also be expected to sign an acknowledgement verifying that they understand and agree to adhere to the code of conduct and to act at all times in accordance with its terms, as they relate to both his/her term of office as a member of Council or Advisory Committee member and beyond.

### **C. Attending to the Business of Council**

1. It is vital that sufficient time be devoted by members to the business of the PSI to facilitate its effective and efficient operation.
2. Consequentially, it is expected that a member shall normally:
  - a. Read and familiarise him/her self with all paperwork submitted to him/her in advance of any meeting of Council.
  - b. Attend Council meetings and meetings of any Advisory Committees of which he/she is a member as convened.
  - c. Punctually attend meetings and normally remain present until their conclusion.
  - d. Contribute actively to the business of the meeting and any debates taking place.
  - e. Abide by any Standing Orders for the conduct of meetings or the rulings of the President or the acting Chairperson.
  - f. In the interests of ensuring a broad representation of the Council on its individual Committees, be prepared to sit on at least one Advisory Committee of the Council to which appointment shall be by agreement, and discharge the business thereof with the same diligence as is required to undertake the business of the Council itself.
  - g. Behave with courtesy and respect towards fellow Council and Advisory Committee members, Chairpersons of meetings, the Registrar and employees of the PSI.
  - h. Not engage employees of the PSI to undertake any business or work on behalf of the Council or Committee member personally but to engage them, having first consulted with the Registrar, only in or about the business of the PSI.
  - i. Not employ the property, assets, goodwill or reputation of the PSI other than for the good of the PSI and the purpose for which it was established.
  - j. Not engage in conduct, which in the reasonable opinion of the Council would bring the PSI or the profession into disrepute with members of the public.
  - k. Comply with relevant policy and guidelines issued by the Government and relevant statutory provisions.
3. Council and Advisory Committee members should avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions or to influence that Council or Advisory Committee member in the discharge of his/her office.

#### **D. Collective Responsibility of Council and Committee Members**

1. In the interests of organisational integrity, clarity and accountability, it is important that decisions of the Council as a body and Advisory Committees are properly represented outside of the PSI by individual members.
2. The Council accepts that individual members may have opinions on particular matters that differ from the collective opinion of the Council and Advisory Committees and that these Members are entitled to have their contrary opinions recorded.
3. Notwithstanding this, and on the basis that there operates in relation to the business of the Council and Committees the principle of “Collective Responsibility”, all members are expected to abide by **the decisions of** Council and Advisory Committees and not to publicly (in relation to the affairs of the PSI) adopt, promote or engage in a position, a view or a course of conduct which in the reasonable opinion of the Council or Committee does not reflect the position, view or approach of the Council or Committee as articulated in such decisions.

Engagement with the media on Council’s behalf will be in accordance the PSI’s Media Policies.

#### **E. Conflict of Interest**

1. In the interests of proper standards of conduct, it is imperative that the activities of the Council and Advisory Committees always be conducted in an objective manner and be seen to be so conducted.
2. It is a fundamental principle of natural law that one cannot act as a judge in one’s court i.e. one cannot be involved in the adjudication of any matter of which one is the subject. Accordingly, in circumstances where a Council or Advisory Committee member or employee of the PSI, has a personal association or beneficial interest in a matter to be considered by the Council or its Committees or by the Registrar and office of the PSI, then it shall be expected that, that interest or association and its nature be disclosed in advance.
3. Following election, re-election, appointment to the Council or co-option to an Advisory Committee of Council, each member shall be expected to furnish to the Registrar of the PSI, in the form of a Declaration of Interests and Associations, details relating to his/her employment and all other relevant Interests/Associations, which could involve a conflict of interest or could materially influence the member in relation to his/her performance of his/her functions as a member of the Council or of a Committee. Those members holding office at the time of the Code’s adoption by the Council, shall be expected to furnish such a declaration following its adoption. Guidance for members of Council or Committees as to what needs to be declared for this purpose is given in Appendix C.
4. Any Interests/Associations of a Council or Advisory Committee member’s family of which he/she could be expected to be reasonably aware, or a person or body connected with the member which could involve a conflict of interest or could materially influence the member in the performance of his/her duties, should also be disclosed.



5. It shall be expected that each Council or Advisory Committee member furnish to the Registrar, changes in the Interests/Associations notified, and details of relevant business Interests/Associations, immediately upon becoming aware of them.
6. The Council may exercise discretion regarding the disclosure by members of minor shareholdings. However, shareholdings valued at more than €15,000 or comprising more than 5% of the issued capital of a company should be disclosed.
7. If a Council or Advisory Committee member has a doubt as to whether this Code requires the disclosure of an Interest/Association of his/her own, or of a connected person, that member should consult the President of the PSI. Where a Council member is in doubt as to whether he or she has an obligation under the Ethics in Public Office Acts 1995 and 2001, he or she should seek advice from the Standards in Public Office Commission under section 25 of the Ethics in Public Office Act 1995.
8. The Registrar shall be responsible to maintain and keep updated a Register of members Interests/Associations. This register is updated on an annual basis and published on the PSI website. Access to the register of Advisory Committee members will be restricted to the Council President, Registrar, Head of Corporate Governance and Public Affairs, Chair of the relevant Committee and other members of the PSI on a strict need to know basis.
9. A Council or Advisory Committee member may authorise the Registrar to disclose his/her declared Interests/Associations to a third party, nominated by the member. Such information will be retained for a period of six years following the date the member leaves Council, leaves a Committee or leaves the PSI and does not re-join it. On expiration of said period, the Registrar will arrange for the relevant declaration to be destroyed in a confidential manner.
10. Should the Registrar consider that a matter relating to the Interests/Associations of a Council or Advisory Committee member arises, he/she may bring the matter to the attention of the President of the PSI, having first given notice of his/her intention to the member in question.
11. Should a matter relating to the Interests/Associations of a Chairperson arise, he/she shall be expected to depute the Deputy Chairperson or another member of Council or Committee to chair the meeting and should absent him/herself when the meeting is deliberating or deciding on a matter in which the Chairperson, or a person or body connected with the Chairperson, has an Interest/Association.
12. Documentation in any case which relates to any dealings with the above Interests/Associations shall not be made available to the member concerned prior to a decision of an Advisory Committee of the Council or of the Council itself being taken. (Such documents shall be taken to include those relating to cases involving competitors to the above Interests/Associations). Decisions once taken shall be notified to the member.
13. As it is recognised that the Interests/Associations of a Council or Advisory Committee member and persons connected with him/her can change at short notice, a member is expected, in cases where he/she receives documents relating to his/her Interests/Associations or of those concerned with

him/her, not to read more of them than may have been inadvertently read, and to return the documents to the Registrar at the earliest opportunity.

14. A member shall be expected to absent him/herself when the Council or one of its Advisory Committees is deliberating or deciding on matters in which that member or a person or body connected with the member has a particular Interest/Association, where the involvement of the member could be held to constitute a conflict of interest or breach of the provisions of this Code.
15. Where a question arises as to whether or not an Interest/Association of a member of Council, Advisory Committee member or a person or body connected with that Member constitutes a conflict of interest for or breach of the Code by that member, the President of the PSI shall in the absence of agreement, determine the question. Where the member wishes to appeal their determination or the President fails to determine the matter, it shall be referred to the Council for determination. The matter shall generally be considered by the Council with anonymity for the member in question, unless either the member or the President request disclosure of identity.
16. It is expected that no Council or Advisory Committee Member shall employ any information or knowledge gained in his capacity as such and otherwise unavailable to the profession or public at large, in the pursuit of any activity to which he/she has an Association or Interest in.
17. Council and Advisory Committee members must ensure that entries relating to them in the Registers of Interests and of Gifts and Hospitality are accurate, complete and up-to-date.
18. It is recommended that the acceptance of further employment where the potential for conflict of interest arises should be avoided during a reasonable period of time after the exercise of a function in the PSI has ceased.
19. As of the 25<sup>th</sup> of April 2008, the PSI falls under the Ethics in Public Office Acts 1995 and 2001 (the Ethics Acts) Disclosure Provision/ Statements of Interests. Each Council member must ensure his/her compliance with relevant provisions of this legislation. Compliance with the Ethics Acts is deemed to be a condition of appointment. Council members are required to fill in a Statement of Interest form **or** Statement of 'Nil' Interest on an annual basis.

## **F. Confidentiality**

1. The Council and Advisory Committees by the nature of their work, which they undertake, are privy to considerable information, which may be unproven, sensitive, controversial and of commercial value or interest. It is expected that Council and Advisory Committee members shall not disclose to a third party having no direct association with the Council or Advisory Committee any information or material obtained by him/her while performing or as a result of having performed any activities for or on behalf of the Council or Advisory Committee. This prohibition does not apply to information, which is demonstrably already in the public domain or in the possession of the member before his/her election, re-election, appointment onto the Council or co-option onto a Committee of Council.
2. The non-disclosure of privileged or confidential information does not cease when Council and Advisory Committee members have ended their term of office. It is recommended that the acceptance of further employment where the potential for conflict of interest arises should be avoided during a reasonable period of time after the exercise of a function in the PSI has ceased. Former Council members should also treat commercial information received while acting in the capacity of Council member as confidential.
3. Meetings of the Council are considered to be public, unless the matters under consideration have been designated as private. Persons other than members of the Council and employees of the PSI are invited to attend the public sections of the meetings. Minutes of the public section of meetings are published on the PSI website.
4. It is expected that no member will report separately and independently on the detail of proceedings of any meeting of the Council or of its Advisory Committees to any third party or in the public domain.
5. The provisions of Section F (4) shall not apply to collective decisions of the Council publicly reported, unless the Council specifically and for good reason should decide that a decision should be designated privileged information, deferred or otherwise withheld from release into the public domain.
6. A member of the Council, at the time of the adoption of this Code by the Council or one who is elected, re-elected, appointed onto Council or an individual who is co-opted onto an Advisory Committee of Council subsequent to the Code's adoption by the Council, shall be expected to abide by the terms relating to confidentiality set out in Appendix 1.
7. Former members of Council and Advisory Committee members shall be expected to treat all information received while acting in their capacity as members of Council or Committees as confidential unless otherwise designated or known to be in the public domain by official means.
8. The Council shall in any circumstances of doubt or dispute be the final arbiter in relation to the confidentiality of a matter and whether it can or should be disclosed and in particular whether it has been improperly disclosed.

## **G. Criminal Prosecutions for Breaches of Pharmacy Law**

1. The PSI has been afforded the privilege by the Oireachtas of being permitted to bring prosecutions against persons who offend the various Statutes, which have been promulgated for the better control and administration of Pharmacy in Ireland.
2. The operation of this system of prosecution has evolved over many years. A member of the Council of the PSI shall not be entitled to attend or be present during that part of any meeting of the Council of the PSI or any meeting of any of the Disciplinary Committees of the said Council or any meeting of any other sub-Committees of the said Council or of the said Statutory Committees at which it is proposed to discuss or during which discussions shall take place concerning the bringing by the PSI, in discharge of its statutory functions, of criminal proceedings against that member or any member of his or her family or against any company or group of companies of which the member or any member of his or her family is an officer or controlling shareholder or against any firm of which that member or any member of his or her family is a member or partner.
3. A member of the Council, at the time of the adoption of this Code by the Council or one who is elected, re-elected or appointed onto the Council subsequent to the Code's adoption by the Council shall be expected to abide by the terms of section G2 above, in particular the spirit thereof.
4. Should a prosecution be brought and a case proven against a member of the Council, it shall be expected that that member would very carefully consider, given his/her proven failure in this regard, the appropriateness from the public's perspective of his/her continued service on the Council to represent and protect their interests. Adherence to the principles of this code would expect that he/she resign from the Council in such circumstances.

#### **H. Incapacity**

A Council or Advisory Committee member who during the course of his/her term of office becomes by reason of any mental or physical infirmity incapable of carrying out his duties shall be expected to resign.

#### **I. Conduct contrary to the Code**

A member of Council or Advisory Committee member who shall be convicted of a criminal offence considered to be in conflict with his/her role as protector of the public interest, or who, in the opinion of the Council is considered to have brought the regulator into disrepute, or in the opinion of the Council is persistently incompetent and in disregard of his duties, or who in the opinion of the Council remains in serious breach of the terms of this Code of Conduct shall normally be expected to resign.

**J. Breaches of the Code**

If a Council or Advisory Committee member breaches the Code of Conduct, the Resolution Procedure for a Possible Breach of the Code of Conduct for Council and Advisory Committee members will be initiated and followed. If a Council or Advisory Committee member is concerned that another Council or Advisory Committee member may be in breach of this Code of Conduct, they should raise their concerns with the President or Chair of the Advisory Committee. Failure to do so may itself constitute a breach of this Code of Conduct.

**K. Travel**

Council and Committee members should ensure a culture of claiming expenses only appropriate to business needs in accordance with good practice in the public sector generally.

**L. Internal Audit**

Council and Committee members are required to cooperate with internal audit in the internal audit process.

## **Appendix 1 (to the Code of Conduct)**

Mindful of the duties owed by a member to the Council or to an Advisory Committee of Council, the member is expected to respectively do and / or where appropriate to refrain from doing the following: -

- a) Not to disclose to others or use any information acquired in his/her capacity as a Council or Committee member unless and until and then only to the extent that such information may become available to the profession.
  - b) Not to make any copy, abstract, summary or précis of the whole or any part of any document belonging to the Council or Committees except where expressly authorised so to do in the proper performance of the members' duties.
  - c) Not to make contact with or communicate with any member of the press or media or any one so connected on behalf of the Council or a Committee unless the member has obtained prior agreement of the President and Registrar of the PSI.
  - d) Not to publish any letters, articles, notes or memoranda either in written or electronic form purporting to represent the Council or a Committee unless the member has obtained the prior written permission of the Council.
1. If called upon so to do, destroy or deliver up to the Registrar of the PSI at any time any paperwork of a sensitive or confidential nature.
  2. At the end of the term of office, immediately to deliver up to the Registrar all keys and any other property properly belonging to the Council or to the PSI and to sign an acknowledgement that all such property has been duly returned.
  3. In accordance with the policy of the Council, at the end of the term of office immediately to destroy all papers and documents pertaining to the business of the PSI or to return same to the office of the PSI for destruction.
  4. As used in this Appendix the term information shall include: -
    - a) Information marked or designated by the Council, Advisory Committee or by the Registrar of the PSI as confidential.
    - b) All verbal or written information which is known to the member as being confidential, whether or not it is designated as confidential, this to include all paperwork received by him/her in respect of any Advisory Committee or Council meetings.
    - c) Information provided to the member in his or her capacity as a member of the Council or an Advisory Committee by third parties which the member is obliged to keep confidential.
    - d) Any proprietary information belonging to the Council or the PSI.
  5. The expectations set down in this Appendix will continue beyond the term of this Agreement so long as the member possesses information pertaining to his/her time as a member of Council or Advisory Committee member.

6. The Member is expected to use his or her best endeavours to ensure that his/her servants, agents or employees abide by the provisions set down herein in relation to any such Information.

## Appendix 2 (to the Code of Conduct)

---

### Acknowledgement:

I have received and read the Code of Conduct for Council and Advisory Committee members of the Pharmaceutical Society of Ireland. I understand and agree to be bound by the principles set out therein.

Signed: \_\_\_\_\_

Dated: \_\_\_\_\_

Signed acknowledgements should be returned to the Head of Corporate Governance and Public Affairs.



## Appendix F: Code of Conduct for Employees of the Pharmaceutical Society of Ireland

### A. Integrity

1. Employees should not engage in outside employment/business interests in conflict or in potential conflict with the functions and duties of the PSI unless specifically provided for in his or her contract of employment. It is recommended that the acceptance of further employment where the potential for conflict arises should be avoided during a reasonable period of time after employment with the PSI has ceased.
2. Employees should not engage in matters unconnected with his or her duties during working hours, unless so provided in his or her contract of employment.
3. Employees should avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions.
4. Employees should conduct themselves in an ethical and honest manner.
5. Employees should provide the Registrar with details of his or her employment and all other business interests including shareholdings which could involve a conflict of interest or could materially influence his or her functions as an employee of the PSI.
6. Employees should avoid the use of the PSI's resources or time for personal gain, for the benefit of persons/ organisations unconnected with the PSI or its activities or for the benefit of competitors.
7. Employees should claim expenses only appropriate to business needs and in accordance with good practice in the public sector generally.

### B. Confidentiality

1. Employees should respect the confidentiality of sensitive information held by the PSI including commercially sensitive information, personal information and information received in confidence by the public body. Obligations in relation to the disclosure of confidential information do not cease when employment has ended.
2. Schedule 1 paragraph 11 of the Pharmacy Act 2007 provides for the prohibition of unauthorised disclosure of confidential information as an employee of the PSI. A person who discloses confidential information shall be guilty of an offence.
3. Employees should also comply with relevant statutory provisions (e.g. data protection legislation, the Freedom of Information Acts).

### C. Conflicts of Interest

1. Schedule 1 paragraph 10 of the Pharmacy Act 2007 provides that if an employee or a connected relative has a material interest in a matter they must disclose this to the Council. Where an employee fails to make a disclosure in accordance with paragraph 10 the Council shall decide the appropriate action (which may include termination of his or her contract) to be taken. A Register of employee interests is kept on file by the HR Unit.

#### **D. Obligations**

1. Employees should fulfil all regulatory and statutory obligations imposed on the PSI.
2. Employees should comply at all times with the law of the country in relation to official duties and never act in a manner which is known to be, or suspected to be illegal, improper or unethical or for which we have no legal authority.
3. Employees should ensure all actions comply with any/all contractual obligations previously entered into and at all times operate in a professional, transparent and accountable manner.
4. Employees should introduce controls to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel.
5. Employees are required to cooperate with internal audit in the internal audit process.
6. Employees should comply with tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure.

#### **E. Loyalty**

1. Employees should be loyal to the PSI and fully committed in all its regulatory functions and duties.
2. Employees should acknowledge the duty of all to conform to highest standards of public service ethics.
3. Employees should not undermine, through action or omission, the functions and duties of the PSI, its employees and management. Specifically, all grievances and concerns will be progressed through agreed internal channels prior to any action which might affect public confidence or the good name of the PSI.

#### **F. Fairness**

1. Employees should be compliant with employment equality and equal status legislation.
2. Employees should demonstrate commitment to fairness in all business dealings.
3. Employees should value all members of the public and treat them equally.

#### **G. Work/External Environment**

1. Employees should promote a culture of 'speaking up' whereby workers can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal.
2. Employees should place a high priority on promoting and preserving the health and safety of fellow employees.
3. Employees should minimise any detrimental impact of the operations of the PSI on the environment.

#### **H. Media**

1. The giving of interviews, statements or any other information connected with the PSI should not be undertaken without the prior approval of the Registrar. This is to ensure that only authorised information is put into the public domain. All employees must comply with the PSI's media policy.

**I. Dress Code**

1. All employees are expected to maintain acceptable standards of neat and appropriate dress and footwear.

**J. Review**

1. The Code of Conduct should be reviewed on an annual basis.

**K. Breaches of the Code**

1. Where any employee becomes aware of any event, circumstance or conduct which might constitute a breach of this Code of Conduct they are required to bring this to the attention of the Registrar. Failure to do so may itself constitute a breach of this Code of Conduct.

**Acknowledgement:**

**I have received and read the Code of Conduct for Employees of the Pharmaceutical Society of Ireland. I understand and agree to be bound by the principles set out therein.**

**Signed:** \_\_\_\_\_

**Dated:** \_\_\_\_\_

**Signed acknowledgements will be retained by the Human Resources Unit.**

## Appendix G: Principles of Quality Customer Service for Customers and Clients of the Public Service

In their dealings with the public, Civil Service Departments and Public Service offices will:

### **Quality Service Standards**

Publish a statement that outlines the nature and quality of service which customers can expect and display it prominently at the point of service delivery.

### **Equality/Diversity**

Ensure the rights to equal treatment, established by equality legislation, and accommodate diversity, so as to contribute to equality for the groups covered by the equality legislation (under the grounds of gender, marital status, family status, sexual orientation, religious belief, age, disability, race and membership of the Traveller Community).

Identify and work to eliminate barriers to access to services for people experiencing poverty and social exclusion, and for those facing geographic barriers to services.

### **Physical Access**

Provide clean, accessible public offices that ensure privacy, comply with occupational and safety standards and, as part of this, facilitate access for people with disabilities and others with specific needs.

### **Information**

Take a proactive approach in providing information that is clear, timely and accurate, is available at all points of contact and meets the requirements of people with specific needs. Ensure that the potential offered by Information Technology is fully availed of and that the information available on Public Service web sites follows the guidelines on web publication.

Continue the drive for simplification of rules, regulations, forms, information leaflets and procedures.

### **Timeliness and Courtesy**

Deliver quality services with courtesy, sensitivity and the minimum delay, fostering a climate of mutual respect between provider and customer.

Give contact names in all communications to ensure ease of ongoing transactions.

### **Complaints**

Maintain a well-publicised, accessible, transparent and simple-to-use system of dealing with complaints about the quality of service provided.

### **Appeals**

Similarly, maintain a formalised, well-publicised, accessible, transparent and simple-to-use system of appeal/review for customers who are dissatisfied with decisions in relation to services.

**Consultation and Evaluation**

Provide a structured approach to meaningful consultation with, and participation by, the customer in relation to the development, delivery and review of services.

Ensure meaningful evaluation of service delivery.

**Choice**

Provide choice, where feasible, in service delivery including payment methods, location of contact points, opening hours and delivery times. Use available and emerging technologies to ensure maximum access and choice and quality of delivery.

**Official Languages Equality**

Provide quality services through Irish and/or bilingually and inform customers of their right to choose to be dealt with through one or other of the official languages.

**Better Co-ordination**

Foster a more co-ordinated and integrated approach to delivery of public services.

**Internal Customer**

Ensure employees are recognised as internal customers and that they are properly supported and consulted with regard to service delivery issues.