



THE COLLEGE OF OPTOMETRISTS

Explanatory note relating to proposed amendments to the Royal Charter and the Bye-laws

The College was initially granted a Royal Charter on 28 June 1995. The Charter and Bye-laws have been amended by several Orders of the Privy Council, most recently on 9 May 2016.

The College's Governance Group has recommended that the power to remunerate trustees for providing non-trustee role related services to the College is updated to ensure that it better reflects the range of professional and optometric expertise required by the College now and in the future.

Article 5.7 of the Charter allows for the *"reasonable and proper remuneration to any Trustee for acting as an examiner at any of its examinations, for acting as a lecturer or for acting as a visitor checking the standards of optometric practices but a Trustee may not vote on any resolution for his appointment as examiner, lecturer or visitor nor may any Trustee who is for the time being an examiner, lecturer or visitor vote on any resolution fixing the remuneration for examiners, lecturers or visitors."*

The Governance Group considers that this no longer accurately reflects the range of activities undertaken by the College. The College regularly engages experts in optometry to provide services to the College which would include:

- acting as examiners, lecturers or assessors of trainees
- facilitating workshops and peer discussions
- carrying out research or acting as editorial board members and editors for one or more of the College's three journals.

Many of these roles fall outside of those permitted by the current Article 5.7, but still draw on an individual's optometry expertise.

The Governance Group felt that it was important that the College should be able to ensure that it had access to the right expertise. They did not want to exclude the Trustees from the pool of talent upon which the College can draw nor require Trustees to provide valuable and important services to the College (over and above their role as a Trustee) on a voluntary basis when others are being remunerated.

The College is of course committed to the principle of voluntary trusteeship and the Governance Group was keen to ensure that any enabling power permitting the payment of Trustees for the provision of services connected to optometry to the College is drafted in such a way as to ensure that conflicts of interest are properly identified, notified and managed.

It is proposed that this be addressed by providing that any Trustee in receipt of remuneration under Article 5.7 would be excluded from participating in a decision to approve payment to another Trustee for the provision of services connected to optometry. In addition, the quorum for decisions of the Trustees as set out in Bye-law 43 would be amended to provide explicitly for this situation.

Further, Lay Trustees are excluded from being remunerated under the proposed Article 5.7, along with the President and the Chair of the Board. This will ensure that there is always a minimum of three Trustees who are not receiving remuneration under Article 5.7 and are therefore capable of taking an unconflicted decision in the best interest of the College (required as a matter of charity law). The proposed new definition of 'unremunerated Trustee' provides greater clarity.