

# Terms of Reference and Rules of Procedure **Performance Review Committee**

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## **1 ESTABLISHMENT**

- 1.1 The committee is established by the Health Products Regulatory Authority (HPRA).

## **2 MANDATE**

- 2.1 The committee reviews the performance of the Chief Executive and if applicable determines his/her remuneration.

## **3 COMPOSITION**

- 3.1 The committee is composed of the Chairperson and two members of the Authority, appointed for a period not exceeding the duration of the term of office of the Authority.

## **4 CHAIRPERSON**

- 4.1 The Chairperson is responsible for the efficient conduct of the business of the committee, in particular by:
- planning the work of the committee monitoring, that the rules of procedure are respected,
  - ensuring that at the beginning of each meeting, any potential conflict of interest is declared regarding any particular item to be discussed by the committee,
  - aiming to achieve consensus on issues discussed by the subcommittee, and
  - reporting on the activities of the subcommittee as appropriate.

## **5 MEETINGS**

- 5.1 Meetings are held twice a year: one meeting to set objectives and the second meeting to review performance against the objectives. Additional meetings may be held if considered necessary.
- 5.2 Members may participate in meetings by telephone, teleconference or videoconference. Members so participating are considered to be present at the meeting.
- 5.3 The quorum is two.
- 5.4 The agenda is established by the Chairperson

- 5.5 Each member of the committee present has one vote. Decisions are made by consensus.
- 5.6 Any employee of the HPRA or other person may be invited to attend for particular items at the discretion of the Chairperson but they are not entitled to vote.

## **6 MINUTES OF MEETINGS**

- 6.1 An overview of each meeting is provided to the Secretary to the Authority who documents the minutes.
- 6.2 The minutes indicate the names of attendees, and in respect of each item on the agenda:
- the documents submitted to the subcommittee,
  - a summary record of the proceedings,
  - the decisions taken or the conclusions reached by the committee.
- 6.3 Draft minutes are sent to the members and adopted by the members of the committee at the next Authority meeting and are signed by the Chairperson.

## **7 WRITTEN PROCEDURE**

- 7.1 The Chairperson may initiate a written procedure for decisions.
- 7.2 Draft written decisions are sent to the members who are requested to respond with their agreement or comments within a specified period of time, usually 10 days.
- 7.3 The quorum must be reached for any decision taken by written procedure.
- 7.4 A full report on the outcome of the procedure and the decision taken is presented at the next general meeting of the committee.

## **8 REPORTING**

- 8.1 The committee formally reports to the Authority as required, subject to a minimum requirement to report annually.

## **9 GUARANTEES OF INDEPENDENCE AND CODE OF CONDUCT**

- 9.1 The names of the committee members and their professional qualifications are made public.
- 9.2 Members of the committee will make an annual declaration of financial or other beneficiary interest in any industry regulated by the HPRA.
- 9.3 At each meeting, the members will declare any financial or other beneficiary interest in any agenda item. When a member is unable to participate in a meeting due to a conflict of interest, he or she must inform the Secretary to the Authority in advance of the meeting in writing. The member will withdraw from the meeting while the item is considered and will not vote or act as a member in relation to it.
- 9.4 Members of the committee will abide by the HPRA Code of Conduct.
- 9.5 Members of the committee are required not to disclose information received by them while performing their duties, even after their duties have ceased.

## **10 LEGAL ISSUES**

- 10.1 The committee may avail of legal advice from the HPRA solicitor on any issues which may arise.

## **11 GENERAL PROVISIONS**

- 11.1 These terms of reference and rules of procedure are approved by the Authority and the committee, and are made public.