

## Council of Members (CoM) Terms of Reference

PrescQIPP is a community interest company, established to operate on a not for profit basis for the benefit of NHS patients, commissioners and organisations. Within the vast NHS landscape our role is to serve the needs of the NHS organisations that commission us, with a specific focus on producing pragmatic deliverables that achieve the following aims:

- Helping NHS commissioners to improve patient outcomes and manage medicines budgets effectively.
- Reducing duplication and supporting collaboration across NHS commissioning areas.
- Highlight and spread of prescribing good practice, innovation and ideas.

As a private and non-statutory organisation we are not directly accountable to the Department of Health or the national NHS leadership (e.g. NHS England). However we believe that as an organisation designed and established to serve a public need, it is appropriate that PrescQIPP CIC is open to scrutiny and held to account.

### Purpose of the Council of Members

As a company limited by guarantee, appropriate scrutiny and organisational decision-making is served by establishing 'Members of the Company', who have equal votes on key decisions.

The objectives of the CoM are:

1. To help PrescQIPP CIC make key strategic decisions around who we are and what we do, including:
  - 1.1. Our identity and values - our mission, vision and values; how we tell our story; how we brand ourselves and our relationship with the NHS and patient; how we maintain our relevance within a constantly changing NHS
  - 1.2. Activities - i.e. types of work we deliver, who we partner with; who we consult and how we respond to feedback; using the expertise of the group to plan for future potential work/opportunities/respond to needs;
  - 1.3. Finances - i.e. are we spending our monies the right way?; agreeing new areas of investment and changes to funding structure/levels; financial robustness and security; where we should accept funding from;
  - 1.4. Director Performance - i.e. ensuring that both executive and non-executive directors are collectively and individually meeting agreed objectives; that roles and accountability are clear;
2. To hold the organisation to account on what we deliver in terms of timeliness, quality and robustness, market impact, inclusivity and diversity.
3. To represent and consider the wide spectrum of the PrescQIPP community that we serve, the varying needs of the teams, organisations and their populations.
4. To be consulted as part of the Strategic Peer Review, with the opportunity, but not necessarily requirement, to comment.
5. To be involved as 'community leaders' and invited to take part in other varied activities, such as judging awards, offering early stage feedback around new projects, prototypes and ideas.

Democratic decision-making is a much valued pillar of PrescQIPP, working to understand the many, rather than the few, gain consensus and allow everyone to have a say in what projects we deliver. Consequently, the purpose of this group will not be to select or configure projects, but instead to ratify, scrutinise and monitor PrescQIPP activities.

# Membership of the Council

The CoM is composed of three groups being Executive and Non-Executive Directors; Subscriber Representatives and Specialist Members.

## Subscriber Representatives

The predominant activity of PrescQIPP relates to the commissioning community subscription, and resulting outputs therefore the majority of members on the Council are, by design, subscriber members. These members apply via a democratic process open to senior representatives from subscribed commissioning organisations and will serve set tenures. There are twelve subscriber member positions, which form a reasonable majority on the Council.

To ensure the group maintains continuity, the initial tenure of continuing members (from the previous Strategic Oversight Group) will be two years, and new members will be three, allowing the retention of expertise and collective memory on the group to be maintained. At the end of each tenure members will be able to stand again. If for any reason Members leave, or are removed, new members tenure will then be two years.

## Board of Directors

The board of five directors (three executive directors and two non-executive directors), hold fixed positions on the group as long as they hold posts as directors. The directors are collectively responsible for supplying updates for consideration by the council, along with recommendations or positions that have been formed. Each individual director is a voting member in their own right and will be able to vote freely.

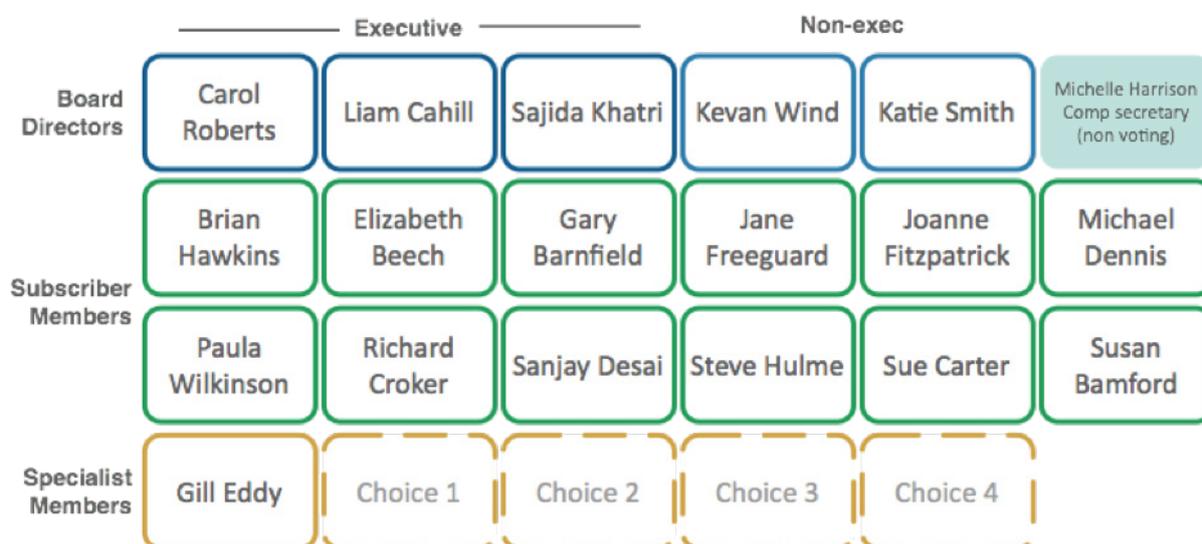
## Specialist Members

The aim of this group is to add diversity of skills and experience to the Council, based on the needs of PrescQIPP as an organisation. It is recommended that the number of Specialist Members does not exceed five to ensure the intended subscriber-first balance is maintained. One position has been assigned to NICE representation, with four more to be decided in 2017.

## Group Roles

Carol Roberts, as CEO of PrescQIPP, will act as chair for the Council for a tenure of two years, with Richard Croker acting as Deputy Chair. For any items where there is a perceived conflict for the Chair, such as Director pay, director performance or other exec scrutiny, these will be chaired by the Deputy Chair. PrescQIPP CIC's Company Secretary will be involved as group secretariat in a non-voting capacity.

Based on the above, at the time of writing the agreed named CoM is as follows:



## Commitment

To support the strategic role in supporting PrescQIPP, Members agree to partake in at least two Strategic Peer Reviews per year, and not to be absent in presence or alternate for more than two successive groups.

## Accountability

As defined in the section covering Purpose, the role of the group is not to replace the democratic processes that are already successfully performed with all subscribers, with the continued aim to devolve decisions to the wider community. Furthermore, within the objectives it states that Members will represent and consider the wide spectrum of the PrescQIPP community that we serve, the varying needs of the teams, organisations and their populations.

In light of the above, whilst Subscriber Members are geographically spread, their role will not be as 'regional representatives' required to report back. There may be circumstances where Subscriber Members may seek value in consulting other local commissioners, or to feed in comments and feedback on PrescQIPP. However, this will not be a set requirement. Providing confidentially is considered, regional engagement will be at the discretion of individual Members.

Considering the wide links and frequent communications directly from PrescQIPP, where appropriate and deemed of interest to subscribers / wider community, the Executive will seek to openly share and update on key discussions and decisions (resolutions) by the group.

As the Members responsible for the day-to-day delivery and decision-making of PrescQIPP, and execution of any mandates and resolutions, the Directors will be accountable and open to appropriate scrutiny by the CoM. In most cases this will be collectively as the Board of Directors. However the role and individual accountability of each director will be made available.

## Review

The PrescQIPP CoM is committed to reviewing the effectiveness of its role and purpose. However, as a new group a full review has been scheduled for October 2017, with detail to be included following that meeting.

## Meetings/ways of working

Due to the wide geography of member coverage the Council will largely meet in a virtual capacity, building upon the success of online meetings to maximise participation, reduce costs and increase efficiency. In all instances the directors will seek to provide concise, specific information and requests in advance of any CoM meetings. The Company Secretary will log actions, motions and votes, and ensure that the group is functioning within the conditions outlined within the Articles of Association and ratified Terms of Reference.

PrescQIPP will hold quarterly PrescQIPP CoM meetings in July, October (AGM), January and April. The October meeting and Annual General Meeting will be held the afternoon before our Annual Event, with accommodation and dinner funded and provided by PrescQIPP.

### CoM schedule of fixed events

- October - Annual General Meeting  
Physical meeting in central England and attendance at evening team dinner.
- January - virtual quarterly CoM meeting\*
- March - virtual quarterly CoM meeting\*
- July - virtual quarterly CoM meeting\*

Three virtual, quarterly CoM web-meeting/conference call, lasting between two to three hours. Members will be expected to allocate some time before the meeting to read papers, or to hold discussions with a designated proxy around any comments or votes if attendance is not possible.

## Additional events/involvement

- Possibility for exceptional, additional virtual CoM meetings in critical circumstances, and/or if called for as outlined within the PrescQIPP CIC Articles of Association.
- Option to be virtually involved in other activities such as award judging or discussions around key issues.
  - » PrescQIPP has the ability to use the CoM to comment on confidential information, offers, previews and communications from external parties. Most involvement will be elective and via e-mail/call.
- E-mail based Strategic Peer Review communications around PrescQIPP bulletins (commentary not mandatory but commitment to feed into the Quality Assurance process is encouraged).

## Meeting topics/advance information and papers

- Topics for the CoM meetings will predominantly be generated by the Directors of PrescQIPP. Papers will be circulated by e-mail at least ten days before each meeting.
- All Members will have the ability to request or table appropriate and relevant topics for discussion. Twenty days advance notice will be provided to the directors, or more if the directors are required to produce any materials.
- During each meeting there will be room for AOB, providing the group agrees by majority that the item can be tabled without advance preparation.
- All papers will clearly require a short abstract and purpose to ensure that the CoM can quickly ascertain the content of each item.

The PrescQIPP CIC Articles of Association specifically define in detail the framework for how meetings should be held and managed, including quorum, voting, required timescales and thresholds. Adhering to this framework will be the responsibility of the Chair, supported by the secretariat.

## Sharing of information, Declarations of Interest and resources (incl. confidential materials)

Declarations of interest will be logged in accordance with PrescQIPP's conflict of interest policy. The annual, six monthly and ad hoc declarations will include reference to gift and hospitality requirements. This policy requires members to:

- Complete an annual declaration of interests, to be recorded and stored by PrescQIPP as part of its annual conflict of interests audit.
- Confirm that they have completed adequate conflict of interest training within their professional role and if not, commit to carry out this training in order to remain on the CoM.
- Declare any conflicts of interest relating to any agenda items at the beginning of every CoM session when prompted by the Chair. These will be recorded in the meetings minutes.
- Report any new conflicts of interest or confirm the existing declaration remains unchanged six months from the annual declaration. PrescQIPP will circulate individual member's files for amendment or confirmation.
- Appoint a conflict of interest guardian from within the CoM (agreed as Sue Carter). Any concerns that Members may have can be flagged with the guardian who will take the necessary action.

## Confidential materials

A number of materials will be shared in confidence with Members, with documents clearly marked as such at the top of each page. Materials will be shared by e-mail to allow access for most users using secure NHS systems. All conflict of interest and meeting documentation will be stored by the Company Secretary on the PrescQIPP project management system. Personal information will be held in accordance with data protection laws. Members will be able to request any past documents from the Company Secretary.

## Scheduled activities (unless required by exception)

### Regular

- Conflicts of interest relating to agenda items
- Review and progress against minutes and actions in previous meeting
- Reporting around risks and finances
- AOB.

### April

- Review and ratify any key spend or investment changes resulting from increased or reduced income.

### July

- No specific regular activities
- Annual review of Board of Director performance.

### October AGM

- Review and ratify Terms of Reference
- Annual review of Council of Members performance.

### January

- Review and ratify fees for following NHS financial year
- Review and ratify work plan for following NHS financial year.

## Document history

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