

## Council of Members (CoM) Terms of Reference

PrescQIPP is a community interest company (C.I.C) that operates on a not-for-profit basis for the benefit of NHS patients, commissioners and organisations. PrescQIPP aims to support NHS organisations by:

- Helping NHS systems to improve patient outcomes and manage medicines budgets effectively.
- Reducing duplication and supporting collaboration across NHS systems.
- Sharing prescribing good practice and innovation.

As a independent and non-statutory organisation PrescQIPP is not directly accountable to the Department of Health or national NHS leadership (e.g. NHS England).

### Purpose of the Council of Members

The role of the subscriber representatives and specialist members is to exercise a decisive influence over both strategic objectives and significant decisions of PrescQIPP and ensure that PrescQIPP does not pursue any interests that are contrary to the subscribers interests.

As a company limited by guarantee, appropriate scrutiny and decision-making is essential. The council serves this purpose, with each member holding an equal vote.

The objectives of the CoM are to:

#### 1. Support strategic decision-making and risk assessment across:

- PrescQIPP identity and values
  - » The mission, vision and values, and how PrescQIPP presents itself.
  - » The relationship with the NHS and patients - how to maintain relevance within a constantly changing NHS.
- PrescQIPP activities
  - » The types of work delivered.
  - » Who to partner and consult with, how to respond to feedback.
  - » Planning for potential new work and opportunities, and how to respond to needs.
- PrescQIPP finances
  - » Scrutiny of budgets and financial reports to ensure the financial robustness and security of PrescQIPP.
  - » Agreeing to new areas of investment and changes to community funding structure.
  - » Transparency of new business activities to consider the impact and benefits on core activity.

#### 2. Hold the organisation to account on timeliness, quality and robustness of outputs, market impact, inclusivity and diversity.

#### 3. Represent and consider the wider PrescQIPP community, including the varying needs of the teams, organisations and populations.

#### 4. Contribute to the strategic peer review on the annual work plan by completing at least two reviews per year.

#### 5. Be involved as 'community leaders', with opportunities to take part in activities such as judging awards, offering early stage feedback around new projects and ideas.

Democratic decision-making is a key principle of PrescQIPP and it allows everyone to have a say in what projects are delivered. The purpose of this group is not to select or configure projects but to ratify, scrutinise and monitor PrescQIPP activities.

## Membership of the CoM

The CoM is composed of three groups:

- The board: six executive and non-executive directors
- 14 senior subscriber representatives
- Up to six specialist members.

### Board of directors

The board hold fixed positions in the council 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.

### Subscriber representatives

There are 14 subscriber member positions, which form a majority on the council. Each member should hold a senior role and be a decision maker in their organisation, e.g. Director of Pharmacy, Chief Pharmacist or Head of Medicines Management and will serve for two years, with the ability to stand again at the end of their tenure.

Positions will be advertised across the relevant regional subscriber base and senior representatives from subscriber organisations, alongside existing members coming to the end of their tenure, can apply. Applications will be discussed at the board and taken to the council for approval. The same process applies if a Council Member stands down before the end of their tenure.

### Specialist members

The aim of this group is to add diversity of skills and experience to the CoM, based on the needs of PrescQIPP as an organisation.

It is recommended that no more than six specialist members are appointed to ensure subscriber focus is maintained.

### Chair

The CEO of PrescQIPP, will act as Chair for the council. For any items where there is a perceived conflict for the Chair, such as director performance or other executive scrutiny, a council-nominated member will act as Chair for that item.

## Accountability

Council Members are not required to report back as 'regional representatives'; subscriber and specialist members represent the whole subscriber base. There may be circumstances where subscriber representatives find value in consulting other local commissioners, or to gather comments and feedback on PrescQIPP but this is not a requirement. CoM meeting papers are for the sight of Council Members only and should not be shared outside of the CoM.

All 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.

## Meetings

Council meetings will take place every quarter and will last two to three hours. Three of the meetings will be virtual webinars to maximise participation and reduce costs. The AGM will be held the afternoon

before the Annual Event, with accommodation and dinner funded by PrescQIPP.

Members will be expected to allocate 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.

### Meeting topics/advance information and papers

- Topics for the CoM meetings will predominantly be generated by the directors.
- Papers will be circulated by e-mail at least ten working days before each meeting.
- Members can request or table appropriate and relevant topics for discussion at CoM meetings. Twenty working days advance notice is required for production of papers. A reminder email will be sent.
- 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 require a short summary to ensure that the CoM can quickly ascertain the content of each item.

The PrescQIPP C.I.C. Articles of Association define the framework for arranging and managing meetings, including quorum, voting, required timescales and thresholds. Adhering to this framework will be the responsibility of the Chair, supported by the Company Secretary.

### Additional events/involvement

- There is a possibility for exceptional, additional virtual CoM meetings in critical circumstances, and/or as per required by the PrescQIPP CIC Articles of Association.
- 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.

### Sharing of information, declarations of interest and resources

Declarations of interest will be logged in accordance with PrescQIPP's conflict of interest policy. This policy requires members to:

- Complete an annual declaration of interests (<https://coi.prescqipp.info/>), to be recorded and stored by PrescQIPP as part of its annual conflict of interests audit. Conflicts will be reviewed by the Chair and Secretary who will take any necessary action.
- 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 minutes.
- Report any new conflicts of interest or confirm the existing declaration remains unchanged six months from the annual declaration. An automatic reminder will be sent from members' Col account.
- Appoint a conflict of interest guardian from within the CoM. Any concerns that members may have can be flagged with the guardian who will take the necessary action.

### Confidential materials

All materials shared with the CoM are confidential and will be sent via email to secure NHS (or organisational) email addresses. All conflicts 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.