

**NHS Tees Valley Clinical Commissioning Group
Council of Members
Terms of Reference**

1. Introduction

NHS Tees Valley Clinical Commissioning Group (CCG) or 'the Group' is a member organisation. The Council of Members is comprised of individuals selected by each member practice. Member practice representatives will represent their practice colleagues' views and act on behalf of the patient population and practices in matters relating to the CCG.

These terms of reference set out the membership, remit responsibilities and reporting arrangements and shall have effect as if incorporated into the Group's Constitution and Standing Orders.

2. Principal Function

The Council of Members is the mechanism through which the individual Member Practice Clinical Representatives come together for collective decision making and discussion as a Member organisation, ensuring active participation by each Member Practice in the functions of the group.

It will hold to account the Governing Body through two way communication about the overall performance of the group and will enable the Membership to influence the strategic direction and priorities of the group.

Participation of members in meetings is crucial to the success of the Council of Members and the CCG is committed to exploring ways of improving engagement and participation.

The remit of the Council of Members is to:

- Determine how it operates, including the selection of the Council of Members' Chair and Vice- Chair
- Approve material changes to the Constitution
- Elect the Member Practice healthcare professional roles of the Governing Body (if election required)
- Elect the Governing Body Chair (if election is required)
- Remove the Chair (or other elected members) of the Governing Body
- Hold the Governing Body to account.

3. Membership

The Council of Members shall comprise of Practice representatives, which will be one senior healthcare professional per Practice, as identified by the Practice.

The representative will be nominated by each Member Practice to act on its behalf in dealings with the CCG.

The Council of Members will select from its membership the Chair and Vice Chair of the Council of Members.

The role of each practice representative is to:

- attend Council of Members meetings
- engage with, listen to and represent the best interests of the CCG's patient population; sharing outcomes with the CCG
- engage with, listen to and represent member practice colleagues sharing outcomes with the CCG
- facilitate the operation of the remit as described at 2 above
- communicate key messages from the CCG throughout their Practices, including the sharing of documentation as required
- encourage their practice to participate in any clinical commissioning engagement scheme that may be in place from time to time
- identify and declare actual and/or perceived conflicts of interest.

Attendees

The Council of Members will consider and determine who else will join the Council of Members as an attendee, for example, Practice Managers.

Members of the Governing Body, the Executive or CCG employees may be invited to attend all or part of meetings to provide advice or support. Invitations may also be extended to individuals such as the Director of Public Health or individuals from other organisations as required.

Those invited to attend will not be entitled to vote.

4. Secretarial support

The Corporate Secretary will ensure that a minute of the meeting is taken and provide appropriate support to the Chair and members.

The names of all members of the meeting present at the meeting shall be recorded in the minutes of the meeting.

5. Frequency of meetings

Meetings of the full Council of Members will be held a minimum of two times per year, with a minimum of an additional two meetings being held for more local geographies as considered as appropriate by the Membership.

Members will be expected to attend each meeting.

Members of the Council of Members or others invited to attend may participate in meetings by telephone, by the use of video conferencing facilities and/or webcam where such facilities are available. Participation in a meeting in any of these manners shall be deemed to constitute presence in person at the meeting.

6. Extra-ordinary meeting

- a. The Executive **or** the Governing Body **or** at least 10% of the members may call a general meeting of the Council of Members by giving all members at least 21 days notice.
- b. It is a reserved right of the membership to remove elected members from the Governing Body (ie. the elected Governing Body Chair and the 5 elected Healthcare Professionals). This would be done through a vote of no confidence. To call a vote of no confidence at least 55% of member practices must agree there is a need to convene an extraordinary meeting of the Council of Members to consider a vote of no-confidence. A 70% majority of all member practices must be in agreement for a vote of no-confidence to be carried in order than an elected member is removed from office.

7. Agendas and papers

The Council of Members shall regulate its proceedings in accordance with the Standing Orders.

The agenda for meetings will be set by the Chair with relevant contribution from officers.

The agenda and papers for the meeting will be distributed one week in advance of the meeting. Items for the agenda should be notified to the CCG four weeks in advance of each meeting, in order to provide sufficient time for agreement of the agenda by the Chair, preparation of papers and circulation to member practices one week prior to the meeting. Inclusion of items requested outside of these timescales will be considered on an individual basis.

The setting of agendas for, and minutes of, each meeting should identify where discussion should rightly be recorded as being of a confidential or commercially sensitive nature.

Approved minutes will be ratified at the following Council Meeting.

8. Quoracy

Meetings of the Council of Members will be quorate when there is a minimum of half of all Members present, with the exception of the provisions for a vote of no confidence outlined in 6b above (and 2.3 of the Constitution).

9. Decision Making

- Decisions required as part of a meeting will be determined by simple majority vote.
- Each Practice will have one vote
- At the discretion of the Chair all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chair directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.
- All potential and actual conflicts of interest must be disclosed and managed according to the Standards of Business Conduct and Conflicts of Interest Policy.
- Individuals may not take part in a vote relating to the remuneration or appointment process of their own role
- Where there is not a majority then the Chair will have the second and casting vote
- Should a vote be taken the outcome of the vote, and any abstentions and dissenting views, must be recorded in the minutes of the meeting.

10. Resolutions in Writing

A resolution in writing signed or approved by Members shall be as valid and effectual as if it had been passed at a meeting, so long as this meets the quoracy requirements as described elsewhere in these Terms of Reference.

11. Reporting arrangements

The Council of Members will be accountable to the Member Practices and will make its approved minutes available to all Member Practices.

The minutes of all formal meetings will be a matter of public record unless agreed specifically to the contrary.

12. Policy and best practice

The Council of Members will apply best practice in its decision making, and in particular it will:

- comply with requirements relating to declarations of interest
- ensure that decisions are based on clear and transparent criteria

It will have full authority to commission any reports or surveys it deems necessary to help it fulfil its obligations.

It will establish such sub-groups to assist with the delivery of its responsibilities and progress its work as it sees fit.

13. Conduct of the Council of Members

All members of the Council of Members and participants in its meetings will comply with the Standards of Business Conduct and Declarations of Interest Policy, the NHS Code of Conduct, the Nolan Principles and regulatory body's professional standards.

14. Review

The Terms of Reference will be reviewed at least once per financial year.

Approved by Council of Members – 17 September 2020
Effective from 17 September 2020
Review - annually