

COUNCIL OF REPRESENTATIVES

TERMS OF REFERENCE

1. Principle Purpose

The Council of Representatives will play a crucial role in ensuring engagement of all members in the development and operation of the CCG including a key role in holding the Governing Body and its Clinical Board to account.

2. Authority

The Council of Representations has the authority, as set out in the CCG constitution to:

- i. Agree the vision, values and overall strategic direction of the CCG
- ii. Consider and approve of applications to NHS England on any matter concerning changes to the group's constitution, including:
 - terms of reference for the group's governing body (as set out in this constitution)
 - the overarching scheme of reservation and delegated powers,
 - arrangements for taking urgent decisions,
 - standing orders
 - prime financial policies
- iii. Consider and approve of terms of reference for 'committees of the CCG' (these include the clinical board and any joint committees with other CCGs).
- iv. Approve arrangements for identifying the group's proposed accountable officer
- v. Approve the appointment of governing body members (aside from the elected members) and receive assurance that the process for recruitment was fair
- vi. Remove non-employee members of the clinical board or governing body via a 75% majority vote of no confidence of those present at the Council of Representatives meeting where the resolution is passed.

- vii. Refer concerns about employee members of the clinical board or governing body to the clinical chair for management via the CCG's HR policies and procedures, following a 75% majority vote of those present at the Council of Representatives meeting where the resolution is passed.
- viii. Approve frameworks for collaborative decision-making and delegation to individual members or employees of the group participating in joint arrangements on behalf of the group [via approval of the terms of reference of any joint committees]
- ix. Receive the group's annual report and annual accounts

3. Duties

- i. To ensure Bradford Districts Clinical Commissioning Group (BD CCG) fulfils its responsibilities set out in the constitution
- ii. To hold the Governing Body and the Clinical Board to account
- iii. To work effectively with GPs, including sessional and locum GPs, with other practice staff, to feed the practice's views into commissioning decisions.
- iv. To maintain responsive relationships with Clinical Board members and member practices
- v. To give voice to member practices by ensuring members are engaged, informed and empowered to participate in the development of the strategic direction of the CCG.
- vi. To seek advice and views of practice members of Bradford Districts CCG
- vii. To represent their practice's views and act on behalf of the practice in order to influence the strategic direction and commissioning intentions of the CCG
- viii. To facilitate effective two-way communication between members and the CCG Governing Body and Clinical Board.
- ix. To shape the culture of Bradford Districts CCG

- x. To ensure continuous improvements in services for patients, carers, communities

4. Membership and Chair

- Chair of the Council of Representatives
- One GP representative from each of the CCG's member practices

A Clinical Board member will not also act as a practice representative at the Council of Representatives.

Nominated GP practice representatives may send a proxy to attend Council of Representatives on their behalf. The proxy must be a clinician.

The Chair of the Council of Representatives must be a practicing GP within one of the CCG's member practices and will be elected (for a 4 year term of office) on behalf of the membership by the member practice representatives of the Council of Members.

5. Engagement

Every practice nominates a GP to represent their practice members to the Council of Representatives.

The representative will need to be able to work effectively with GPs, and with other practice staff, to feed the practice's views into commissioning decisions (for more details, please see Appendix A: Role and Responsibilities of Practice Representatives).

5. Voting

Every nominated representative (or their proxy) shall have one vote

In case of an equality of votes, the chair of the meeting shall be entitled to a casting vote.

Where a vote occurs, the outcomes of the vote, how each member practice voted and any dissenting views will be recorded in the minutes of the meeting.

6. Quorum

A majority of Nominated Member Practice Representatives (or a proxy for a Nominated Practice Representative) entitled to vote upon the business to be transacted, shall be a quorum.

7. Frequency and type of meetings

At least 4 meetings per year, including the CCG Annual General Meeting with the Clinical Board and the Governing Body

- Extraordinary general meetings if required

8. Urgent matters arising between meetings

The Chair of the Council of Representatives, in consultation with the Chief Officer or the CCG Executive Directors, may act on urgent matters arising between meetings.

Where an urgent decision has been taken, this will be notified to Council of Representatives by email. A formal report will then be taken to the next meeting of the Council of Representatives, where the Chair will explain the reason for the action taken.

9. Accountability

Accountable to Bradford Districts CCG member practices

10. Reviews and reports

Outcomes of meetings will be communicated to Bradford Districts CCG Clinical Board and all member practices.

The Council of Representatives will review its own effectiveness, its compliance with its terms of reference and the terms of reference document itself at least annually and report of the outcomes of this review will be produced and reported.

11. Conduct

The Council of Representatives will have due regard to, and operate within, the constitution, standing orders, scheme of delegation and reservation, prime financial policies and other policies and procedures of the CCG.

The Council of Representatives will adhere to the CCGs Conflicts of Interest and Business Conduct Policy.

Except where an interest is acknowledged at the meeting by the Chair as generic to all CCG practices, any member who has an actual or potential conflict of interest in any matter on the agenda and who is present at the meeting at which the matter is under discussion, will declare that interest:

- At the start of the meeting
- Again at the relevant agenda item

All declarations will be recorded in the minutes of the meeting and the Chair of the meeting will determine how the interest will be managed in accordance with the CCG Conflicts of Interest and Business Conduct Policy.

In making this decision the Chair will need to consider the following points:

- the nature and materiality of the decision
- the nature and materiality of the declared interest(s)
- the availability of relevant expertise
- as a general rule (and subject to the judgement of the Chair), if an interest involves a pecuniary interest or a significant non-pecuniary interest, the individual should be asked to leave the meeting for the whole item

The minutes must specify how the Chair decided to manage the declared interest, i.e. did the individual(s) concerned:

- Take part in the discussion but not in the decision-making
- Did not take part in either the discussion or decision-making
- Take part in the discussion and left the meeting for the decision or
- Left the meeting for the whole of the item

Date TOR approved: 28 March 2018

Date TOR due for review: March 2020

APPENDIX A: Role and Responsibilities of Practice Representatives

APPENDIX B: Dispute Resolution Procedure

APPENDIX A: Role and Responsibilities of Practice Representatives

Extract from Section 7.1 of the CCG Constitution

Practice Representatives

Practice representatives represent their practice's views and act on behalf of the practice in matters relating to the group. The role of each practice representative is to:

- a) represent their appointing practice on the council of representatives.
- b) work with the clinical board and governing body to support the discharge of their functions
- c) be responsible for advising the CCG of the views of their practices clinicians and patients and provide local intelligence to inform commissioning decisions
- d) participate in pathway and service redesign, transformational change and the delivery of QIPP, working in partnership with the relevant clinical and managerial leads
- e) monitor and review the effectiveness of the clinical board and governing body
- f) communicate CCG developments and decisions to all member of their appointing practice

All member practices are required to nominate a clinician to represent the practice at the council of representatives. Member practices can remove and replace nominated representatives at any time, by notice in writing to the chair of the council of representatives. In the event that the nominated representatives are unable to attend, the practice should nominate a deputy and notify the chair of the council of representatives.

Each member practice authorises its nominated practice representatives to:

- a) receive notice of, attend, and vote at any meeting of the council of representatives whether on a show of hands or on a poll, or sign any written resolution on behalf of that member practice
- b) receive distributions on behalf of the member practice

- c) deal with and give directions as to any monies, securities, benefits, documents, notices or other communications (in whatever form) arising by right of or received in connection with the member practices membership of the CCG

For the avoidance of doubt, the council of representatives shall be entitled to treat any nominated representative as having the continuing authority given to him / her under clause 7.1.3 until it is notified or the removal of that nominated representative in accordance with clause 7.1.2. Any provision of this constitution that requires delivery or notification to a practice shall be deemed to have been satisfied if delivery or notification is made to or served on the nominated representative.

A dispute resolution procedure will be agreed which will set out the process to be followed in case of:

- a) a dispute between the council of representatives and the clinical board or governing body
- b) a dispute relating to practice engagement with the CCG

APPENDIX B: Dispute Resolution Procedure

- 1.0 For disputes between the Council of Representatives (CoR) and the Clinical Board and / or the non-conflicted Governing Body.
- 1.1 Where there are concerns that the Clinical Board and / or the non-conflicted Governing Body has either acted unreasonably, or taken a decision with which Member Practices disagree, concerns can be raised by a majority vote of the CoR Members in support of challenge.
- 1.2 The first stage to address any concern is for the Clinical Board and / or the Governing Body to be asked to suspend further action and for the proposal to be taken to the CoR for consideration and agreement. Practice Representatives will be called to a Special General Meeting with a minimum of 10 working days' notice. All Practice Representatives will be provided with background information relating to the discussion to be held in advance of the meeting, which outlines the reasons why it is considered that the Clinical Board and / or the Governing Body has acted inappropriately to enable them to consider the matter in question.
- 1.3 If it is considered by the CoR that the Clinical Board and / or the Governing Body continues to act inappropriately the CoR, a 66% majority vote of those present at the Special General Meeting is required in order to censure any decision or action, inform the Clinical Board and / or Governing Body it has done so and request a meeting with the Clinical Board and / or the Governing Body. Such a meeting will at a minimum include the Clinical Chair of the Governing Body and the Chief Officer, who will be invited to attend the meeting to answer questions relating to Clinical Board and / or Governing Body actions. A minimum of 10 working days' notice of the meeting will be given and background information provided to the Clinical Board and / or the Governing Body regarding the CoR's concerns.
- 1.4 If a resolution is not achieved at such a meeting, independent arbitration will be sought to work together with representatives of the Clinical Board and / or the Governing Body and the CoR in an attempt to resolve the dispute.
- 1.5 Should the Clinical Board and / or the Governing Body continue in its actions, and the CoR remains unhappy despite arbitration, then the CoR can take action as follows: In the event that the Member Practices express a loss of confidence in a member/s of the Clinical Board and / or the Governing Body, then in line with the CCG constitution (Standing Orders, Section 2) an Extraordinary General Meeting may be called by at least a 60% majority vote by the CoR. A motion of no confidence can be passed by at least a 75% majority vote of those present at the Extraordinary General Meeting in order to:
 - (a) Remove non-employee members of the Clinical Board Refer concerns about employee members of the Clinical Board and / or Governing Body to the Clinical Chair for resolution under the CCG's HR policies and procedures, or;
 - (b) Refer concerns about the actions and / or decisions of the Clinical Board and / or Governing Body to NHS England.

