



**WESSEX**

Local Medical Committees

Incorporating Wessex LEaD

Dated: April 2016

# Constitution Framework

**OF WESSEX LOCAL MEDICAL COMMITTEES LTD**

**(Secretariat)**

Wessex Local Medical Committees Limited

Churchill House, 122-124 Hursley Road, Chandler's Ford, Eastleigh, Hampshire, SO53 1JB





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## **Section 1**

# Secretariat Constitution

**OF WESSEX LOCAL MEDICAL COMMITTEES LTD**

## 1. General

For the purpose of this Constitution:

- 1.1 **“THE SECRETARIAT”** means the joint governing body constituted from the officers of the three respective LMCs so forming the Wessex Local Medical Committees Ltd Secretariat
- 1.2 **“LOCAL MEDICAL COMMITTEE”** means a body recognised by the Secretary of State under Section 44 of the National Health Service Act 1977 (as amended). For the purposes of this constitution the Local Medical Committees referred to will be those for the areas of Dorset, Hampshire & the Isle of Wight and Wiltshire
- 1.3 **“MEMBERS OF THE SECRETARIAT”**. The Chair and the Vice Chair/Vice Chairs of the three Committees and the Chief Executive of Wessex Local Medical Committees Ltd.
- 1.4 **“CHIEF EXECUTIVE”**. A person employed by the Secretariat to act as the Chief Executive of Wessex Local Medical Committees Ltd.
- 1.5 **NB:** For the avoidance of doubt, the use of “he” throughout this Constitution refers to all genders.

## 2. Management

- 2.1 The administration of the Secretariat is managed by the employed office staff of Wessex Local Medical Committees Ltd.
- 2.2 The Secretariat has the power to appoint a Chief Executive and such other employees as it may deem necessary on such terms and at such rates of remuneration as the Secretariat thinks fit with the power to vary rates and terms and to terminate any engagement at its discretion.
- 2.3 The Secretariat is empowered to enter into such contracts and arrangements as it deems appropriate for the performance of the functions of Wessex Local Medical Committees Ltd.
- 2.4 The Secretariat may from time to time make, repeal and amend any procedures (not conflicting with this Constitution) as it considers expedient for the benefit of or furtherance of the functions of Wessex Local Medical Committees Ltd.
- 2.5 The Secretariat has authority to delegate any of its powers, functions and duties to such person or persons as it may designate from time to time, and any such delegation may be recalled, altered or revoked by the Secretariat.

## 3. Membership of the Secretariat

- 3.1 The Membership of the Secretariat shall comprise the elected officers of each of the participating LMCs. This will be the Chair and the Vice Chair of Dorset and Wiltshire LMCs and the Chair and three Vice Chairs of the Hampshire & Isle of Wight LMC. In addition the Chief Executive of Wessex Local Medical Committee Ltd will be a member.

## 4. Officers

- 4.1.1 The Chief Executive of Wessex Local Medical Committees Ltd is not eligible to be voted in as Chair or Vice Chair of the Secretariat. The members of the Secretariat shall elect a Chair from amongst the membership. He shall hold office for two years following election (but will be eligible for re-election) unless:
- The Local Medical Committee he represents ceases to be a participating LMC; or
  - The Secretariat resolves he should cease to be an Officer; or
  - He ceases to be a Secretariat Member
- 4.1.2 The Chair, once elected, will have a casting vote in the event of no clear majority being established on a contested issue by the other Secretariat members. He is not bound by precedent to cast this vote to maintain the status quo.
- 4.2 The Secretariat shall elect a Vice Chair from amongst the remaining Members of the Secretariat. He shall hold office for two years following election (but will be eligible for re-election) unless:
- The Local Medical Committee he represents ceases to be a participating LMC; or
  - The Secretariat resolves he should cease to be an Officer; or
  - He ceases to be a Secretariat Member
- 4.3 If a vacancy occurs in the post of an Officer, the Secretariat shall appoint a replacement to serve until the next Annual General Meeting.

## 5. The Election Process for Chairs & Vice Chairs

- 5.1 Elections for Chair and Vice Chair(s) will be held every two years to follow the most recent county committee elections and to proceed the next meeting of the Secretariat. Those eligible to stand for the posts are the members of the Secretariat with the exception of the Chief Executive of Wessex Local Medical Committees Ltd.
- 5.2 The Returning Officer shall be an employee from the office of Wessex Local Medical Committees Ltd with the exception that this cannot be the Chief Executive of Wessex Local Medical Committees Ltd. Where it is stated that communications must be written or “in writing” this allows e-mail as well as hard copy.
- 5.3 The Returning Officer shall send written notice of the election to each member of the Secretariat and such notice shall be sent so as to be delivered to members not less than 28 clear days before the date of the election. Such notice shall:
- State the date of the election
  - State the date by which nominations for elections must be submitted to the Returning Officer
  - Set out the provisions with regard to nomination contained in Paragraph 5.4 hereof
  - Enclose a nomination form

- 5.4 Members wishing to be elected must be proposed and seconded in writing to the LMC Office and within the defined time scales. Members can be nominees for either or both offices and they must indicate in writing their willingness to stand. Nominees must submit a written summary of no more than 100 words on their suitability for office.
- 5.5 In the event of more than one nomination being received, the details of the candidates and their written summary will be distributed to members of the Secretariat in writing and to arrive no later than 14 days prior to the date of the election.
- 5.6 The Returning Officer shall examine the voting papers received on or before the date of the election and, after rejecting any that are invalid, shall count the votes recorded on the remaining papers for each of Chair and Vice Chair(s). In the event of an equal number of votes being cast for the top two candidates for Chair, then the outcome will be decided by lot. Where necessary taking into account the outcome of the election for Chair the same process will be followed for the election of the Vice Chair (s).
- 5.7 The number of votes cast for each candidate in each election will not be disclosed.

## 6. Meetings

- 6.1 Decisions and resolutions of the Secretariat shall be made at either an Annual General Meeting, an Ordinary General Meeting or a Special General Meeting (“Meetings”).
- 6.2 Except in relation to Paragraph 11 (dissolution) decisions shall be made and resolutions shall be passed by a majority of the Secretariat Members. Voting is by a show of hands and if there is an equality of votes the person chairing the meeting will have a casting vote in addition to his own.
- 6.3 Decisions and resolutions validly made and passed by the Secretariat in meetings shall be binding on participating LMCs.
- 6.4 The Chair will preside over meetings or, in his absence, the Vice Chair or such other Secretariat Member as those present may decide.
- 6.5 Ordinary Meetings of the Secretariat shall be held at least twice each year.
- 6.6 There shall be an Annual General Meeting as soon as practicable after 31<sup>st</sup> March (usually the first meeting held after 1<sup>st</sup> April in each year) and in any event not later than 30<sup>th</sup> September in each year, for the following purposes:
- To receive a financial report (including a balance sheet and statement of accounts for the previous financial year of the Secretariat)
  - To appoint Accountants for the ensuing financial year
  - To decide upon any resolution which may be duly submitted to the meeting as hereinafter provided.
- 6.7 An Officer shall call a Special General Meeting forthwith upon the requisition in writing of any two Secretariat Members from different participating LMCs stating the purpose or purposes for which the meeting is required.



- 6.8 Save in the case of an alteration to this Constitution where the requirements of Paragraph 10 apply, at least 7 days before an Annual or Ordinary General Meeting and at least 21 days before a Special General Meeting written notice shall be sent to each Secretariat Member setting out the general nature of the business to be transacted together with, in the case of an Annual General Meeting, a copy of the financial report and accounts.
- 6.9 Save in the case of an alteration to this Constitution where the requirements of Paragraph 10 apply, any two Secretariat Members wishing to propose a resolution at an Annual General Meeting must give written notice of its terms to the Chief Executive not less than 14 days before the date of such meeting. A copy of the proposal shall be sent to each Secretariat Member at least 7 days before the date of the meeting.

## **7. Quorum**

- 7.1 Except as provided in the next sub-paragraph no business may be conducted at a meeting unless at least a majority of the Secretariat Members are present and there is a representative Secretariat Member from each of the participating LMCs.
- 7.2 In the event that a meeting is inquorate, the Chief Executive (or in his absence an Officer) will reconvene such Meeting not less than seven or more than twenty-one days after the date set for the inquorate meeting and then the quorum for the re-convened meeting shall be any majority of the Secretariat Members.

## **8. Finance**

- 8.1 Wessex Local Medical Committees Ltd will maintain an account or accounts with such bank(s) as the Secretariat may from time to time decide.
- 8.2 All cheques drawn on, and withdrawals from, any account of Wessex LMCs Ltd will be subject to signature by two people from a panel of signatories nominated from time to time by the Secretariat Members.
- 8.3 The financial year of Wessex LMCs shall end on the 31<sup>st</sup> day of March in each year. A profit and loss account and balance sheet for Wessex LMCs Ltd will be prepared by the Accountants as at the last day of each financial year.
- 8.4 The accountants to Wessex LMCs Ltd (“Accountants”) shall be such firm (being members of the Institute of Chartered Accountants in England and Wales) as may be appointed by the Secretariat from time to time.

## **9. Property**

- 9.1 The members of the Secretariat shall deal with the property of Wessex Local Medical Committees Ltd as directed by resolution of the Secretariat (of which an entry in the Minutes shall be conclusive evidence) and they shall be indemnified by resolution of each of the participating LMCs on behalf of the doctors they represent against all liabilities incurred in connection with the bona fide execution of their duties and powers.

## **10. Alteration of the Constitution**

- 10.1 Any addition to, repeal of, or amendment to any of this Constitution shall only be effected by a resolution passed at a duly convened meeting of which at least 14 days written notice has been sent to each Secretariat Member. At least 28 days prior notice of any proposed addition to, repeal of or amendment must be given to the Chief Executive.

## **11. Dissolution of the Secretariat**

- 11.1 Wessex Local Medical Committees Ltd shall not be dissolved without the unanimous agreement of the Secretariat and upon dissolution after discharging all liabilities of Wessex LMCs Ltd and making due provision for contingent liabilities the surplus funds held by the Secretariat shall be distributed amongst the participating LMCs as at the date of agreement for dissolution [pro rata to the proportion which the number of doctors represented by each participating LMC bears to the total number of doctors represented by all participating LMCs]. The rights and duties of the Secretariat Members and Officers shall continue until completion of the winding-up procedures.



## **Section 2**

# Articles of Association

**OF WESSEX LOCAL MEDICAL COMMITTEES LIMITED**

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**COMPANIES ACT 1985**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL**

## 1. Interpretation

In these Articles expressions have meanings as follows:

“Act”	: the Companies Act 1985 as amended by subsequent legislation
“Chief Executive”	: the person from time to time appointed by the directors as company secretary to the Secretariat
“the Directors:	: Directors of the company as listed at Companies House; normally Chairs and Vice Chairs of the Secretariat
“General Meeting”	: a meeting of the Secretariat, which all Members may attend, as specified in Rule 3
“Local Medical Committee”	: a body recognised by the Secretary of State for Health under Section 44 of the National Health Service Act 1977 (as amended)
“Member”	: a member of the Secretariat
“Membership”	: membership of the Secretariat
“Participating LMC”	: a Local Medical Committee which from time to time has entered into a subsisting Service Agreement, being an Agreement between the Secretariat and the relevant Local Medical Committee governing the provision of secretarial, administrative and other services by the Secretariat to and on behalf of the relevant Local Medical Committee
“the Secretariat”	: the company being Wessex Local Medical Committees Limited

1.2 Words denoting the singular include the plural and vice versa, and the masculine gender includes the feminine gender.

1.3. The headings to these Articles are for convenience only and are not to be taken into account in their interpretation.

## 2. Membership

2.1 The first Members of the Secretariat are the signatories to the Memorandum of Association and these Articles.

2.2 The Members of the Secretariat shall be the people specified in Rule 2.1 above and such other people as may in the future be admitted as Members in accordance with these Articles.

2.3 Applications for Membership must be addressed in writing to the Secretariat.

2.4 Each application for Membership will be considered by the directors.

- 2.5 The directors at their sole discretion may accept or reject an application for Membership without giving any reason.
- 2.6. Any Member may resign his Membership by giving written notice to the Secretariat. Such a notice will (unless otherwise expressed) take effect on the date of receipt.
- 2.7. The directors may take any of the following actions in respect of a Member who (in the opinion of the directors) offends against these Articles or any regulation made under Rule 4.2 or whose conduct or continued Membership is (in the opinion of the directors) detrimental to the interests of the Secretariat or whose conduct is (in the opinion of the directors) objectionable in any respect or who is (in the opinion of the directors) unfit to remain a Member:
- 2.7.1 invite the resignation of the Member; or
  - 2.7.2 expel the Member from the Secretariat; or
  - 2.7.3 suspend the Member from the Secretariat for such period as the directors in their sole discretion may decide
- 2.8 If any Member is convicted of any criminal offence or is lawfully imprisoned, or being engaged in any profession is prohibited by the disciplinary body of that profession from continuing to practise that Member ipso facto ceases to be a Member of the Secretariat, but any person so ceasing to be a Member may be readmitted to Membership by the directors at their discretion.
- 2.9 On ceasing to be a Member a person forfeits all right to and claim upon the Secretariat, its assets and its funds.

### **3. General Meetings**

- 3.1 A General Meeting shall be either an Annual General Meeting or an Extraordinary General Meeting.
- 3.2 Notice of every General Meeting shall be given in accordance with the provisions of the Act but the accidental omission to give notice of a General Meeting to, or non-receipt of such notice by, any Member will not invalidate the proceedings at that meeting.
- 3.3 An Annual General Meeting of the Secretariat shall be held once a year, at such time (within six months of the end of the Secretariat's financial year and not more than fifteen months since the date of the last Annual General Meeting) and such place as nominated by the directors.
- 3.4 The business of the Annual General Meeting is:
- ~ to receive the directors' report;
  - ~ to receive the Secretariat's accounts for the preceding financial year;
  - ~ to elect the Chair, and Vice Chair;
  - ~ to decide on any proposition put in accordance with Rule 3.5;
  - ~ to transact any other business as specified in the agenda for the Meeting.
- 3.5 Any Member who wishes to propose a resolution at an Annual General Meeting must give written notice of the wording of the proposed resolution to the Chief Executive at least 30 days prior to the date of the Annual General Meeting. The Chief Executive must notify the directors accordingly and the directors will have the power to decide in their sole discretion whether or not the proposal will be put at the Annual General Meeting.

- 3.6 An Extraordinary General Meeting may be convened by the directors, at such time and place as the directors nominate.
- 3.7 The Chair or Vice Chair, may by written notice to the Secretariat, require the directors to convene an Extraordinary General Meeting.
- 3.8 An Extraordinary General Meeting may also be convened on a Members' requisition in accordance with the provisions of the Act.
- 3.9 General Meetings will be chaired by the Chair or (in the absence of the Chair) by the Vice-Chair but in the absence of both such officers the Members present shall appoint from amongst their number a person to chair the meeting.
- 3.10 Every Member is entitled to attend and vote (in person or by proxy) at General Meetings. Voting will be on a show of hands, unless either before or upon the declaration of the result of a show of hands, a poll of all Members is demanded by the person chairing the meeting, or by at least five of the Members or their proxies. Except when a poll is validly demanded, the declaration by the person chairing the General Meeting that a resolution has been carried or rejected and an entry to that effect in the minutes of the Meeting will be conclusive.
- 3.11 A poll will be taken in such a manner as the person chairing the meeting may direct, and the result of the poll will be deemed to be the resolution of the Secretariat in General Meeting. In a poll, every Member is entitled to one vote on each motion.
- 3.12 Unless otherwise required in law, resolutions shall be passed by a majority of Members present in person or by proxy and voting at a General Meeting. If there is equality of votes at a General Meeting or in a poll, for the avoidance of doubt the person chairing the meeting will not have a casting vote.
- 3.13 The appointment of a proxy shall be executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

*"..... Limited ....."*

*I ..... of ..... being a member of the above-named company, hereby appoint ..... of ..... as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the company to be held on ..... 20.....*

*Signed on..... 20....."*

## **4. Directors' Powers**

- 4.1 The management and administration of the Secretariat is vested in the directors who may exercise all the powers of the Secretariat. A meeting of the directors at which a quorum is present may exercise all powers vested in the directors.
- 4.2 The directors may from time to time make, repeal and amend any regulations (not conflicting with these Articles or the Memorandum of Association or any resolution of the Secretariat in General Meeting) as they consider expedient for the benefit of the Secretariat or the furtherance of its functions. All such regulations will be binding on Members until repealed by the directors or by the Secretariat in General Meeting.

- 4.3 The directors are empowered to appoint a Chief Executive and such other employees as they may deem necessary on such terms and at such rates of remuneration as the directors think fit with power to vary rates and terms, and to terminate any engagement and fill a vacancy at their discretion.
- 4.4 The directors are empowered to enter into such contracts and arrangements (including the borrowing of money) as they deem appropriate for the performance of the functions of the Secretariat and/or the furtherance of the interests of the Secretariat. The Chair or the Vice Chair and at least one other director shall be authorised signatories for any contract entered into by the Secretariat.
- 4.5 The directors have authority to delegate any of their powers, functions and duties to such person or persons as they may designate from time to time, and any such delegation may be recalled, altered or revoked by the directors with immediate effect. No reason need be given as to why any delegation has been recalled, altered or revoked.

## **5. Directors' Remuneration and Expenses**

- 5.1 The directors, or any of them, shall be entitled to such remuneration as the Secretariat may by Ordinary Resolution determine from time to time.
- 5.2 Directors may be paid all travelling and other out of pocket expenses properly incurred by them in connection with their attendance at directors' meetings or General Meetings or otherwise in connection with the discharge of their duties.

## **6. Directors' Interests**

Provided that he has disclosed to the other directors the nature and extent of any material interest of his, a director may be a party to or otherwise interested in any transaction or arrangement with the Secretariat.

## **7. Directors**

- 7.1 The directors shall be the Chair and Vice Chair from the Dorset Local Medical Committee, the Chair and Vice Chair from the BANES, Swindon and Wiltshire Local Medical Committee and the Chair and 3 Vice Chairmen from the Hampshire and Isle of Wight Local Medical Committee.
- 7.2 Each director shall be a Member
- 7.3 The directors may, at their sole discretion, co-opt any Member as a director.
- 7.4 Any director may appoint as an alternate director any other person who is both approved by the directors and approved by the Participating LMC which he represents. Any such appointment shall be in writing and delivered to the Secretariat but for the avoidance of doubt nothing in this Article shall permit a director to appoint an additional director without the approval of the directors.

7.5 A person will cease to be a director if:

- ~ he sends a written resignation to the Secretariat;
- ~ he ceases to be a Member of the Secretariat;
- ~ he is removed by resolution passed at a General Meeting of the Secretariat
- ~ the directors resolve he should cease to be a director
- ~ the Local Medical Committee he represents ceases to be a Participating LMC

7.6 A person who ceases to be a director shall also cease to be a Member.

## 8. Chair and Vice Chair

8.1 The first Chair of the Secretariat is the person who currently holds office as Chair of the unincorporated body known as The Secretariat for the Wessex Local Medical Committees. The person who holds the office of Chair must retire from office at the Annual General Meeting following his appointment/election. He shall be eligible for re-election at an Annual General Meeting as Chair unless:

- ~ the Local Medical Committee he represents ceases to be a Participating LMC
- ~ the directors resolve he should cease to be Chair
- ~ he ceases to be a director

8.2 A Chair shall cease to be Chair if:

- ~ the Local Medical Committee he represents ceases to be a Participating LMC
- ~ the directors resolve he should cease to be Chair
- ~ he ceases to be a director

8.3 The first Vice-Chair of the Secretariat is the person who currently holds office as Vice-Chair of the unincorporated body known as The Secretariat for the Wessex Local Medical Committees. The person who holds the office of Vice Chair must retire from office at the Annual General Meeting following his appointment/election. He shall be eligible for re-election as Vice Chair unless:

- ~ the Local Medical Committee he represents ceases to be a Participating LMC
- ~ the directors resolve he should cease to be Vice Chair
- ~ he ceases to be director

8.4 A Vice Chair shall cease to be Vice Chair if:

- ~ the Local Medical Committee he represents ceases to be a Participating LMC
- ~ the directors resolve he should cease to be Vice Chair
- ~ he ceases to be a director

8.5 If a Chair or Vice Chair dies, retires or otherwise ceases to hold office, the directors are empowered to appoint another Member to fill the vacancy as Chair Designate or Vice Chair Designate until the next Annual General Meeting during which period the appointee will have all the rights, powers and duties of the vacant office to which he is appointed.

8.6 The Chair / Vice Chair(s) may be removed from office by a resolution to that effect, carried by 2/3 of the elected members of the Committee at a special meeting of the Committee summoned for that purpose.



## 9. Directors' Meetings

- 9.1 The directors will meet not less than twice in each year and when considered necessary by not less than one Member representing each different Participating LMCs or when called by the Chair or Vice Chair.
- 9.2 So far as practicably reasonable, prior written notice of the date and venue of each directors' meeting will be given to each director, such notice containing an agenda of business to be transacted.
- 9.3 The Chair will preside at every meeting of the directors or, in his absence, the Vice Chair or such other directors as those present may decide.
- 9.4 Decisions shall be made and resolutions may be passed by a majority of the directors and/or the alternate directors present at a meeting voting by show of hands and if there is an equality of votes at any directors' meeting, for the avoidance of doubt the person chairing the meeting will not have a casting vote.
- 9.5 The only people entitled to attend directors' meetings shall be directors, alternate directors, the Chief Executive and such others (whether or not Members) as the directors may invite.
- 9.6 Decisions and resolutions validly made and passed by the directors shall be binding on Participating LMCs

## 10. Quora

- 10.1 The quorum at any directors' or General Meeting is one director or alternate director from each Participating LMC.
- 10.2 No business may be transacted at a meeting and no resolution may be validly passed unless the appropriate quorum is present.
- 10.3 If, within half an hour from the time appointed for a General Meeting, a quorum is not present, the meeting must stand adjourned to such time and place as the person chairing the meeting directs, and if at such an adjourned meeting a quorum is not present, those Members who are present shall be a quorum and may transact the business for which the meeting was called.

## 11. Minutes

- 11.1 The Chief Executive will procure that there is recorded the business transacted at all directors' meetings and General Meetings.
- 11.2 The minutes of any meeting will either be read out at the next meeting or circulated prior to or at the next meeting and, if approved, confirmed at that next meeting.
- 11.3 Minutes of General Meetings will be available for inspection by Members at reasonable times and on reasonable notice. Minutes of directors' meetings will not be open to inspection by Members other than directors, unless the directors otherwise resolve.

## **12. Banking and Accounts**

- 12.1 The Secretariat will maintain an account or accounts with such bank or banks as the directors may decide from time to time.
- 12.2 All cheques drawn on and withdrawals from any account of the Secretariat will be signed by two people from a panel of signatories nominated from time to time by the directors
- 12.3 The Secretariat's financial year ends on such date in each year as the directors may from time to time determine
- 12.4 The annual accounts and balance sheet will be presented to the Members at the Annual General Meeting.
- 12.5 The Secretariat's accountants will be such firm (being a member of the Institute of Chartered Accountants in England and Wales) as the directors may from time to time decide.

## **13. Notices and Communications**

- 13.1 Any notice to a Member will be validly served by delivering it to the Member personally or by sending it by pre-paid post addressed to such Member at his address recorded in the Secretariat's list of Members.
- 13.2 Any notice to the Secretariat will be validly served only if delivered personally to or sent by pre-paid post to its Registered Office.
- 13.3 Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. A notice from the Secretariat shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted.

## **14. Indemnity**

Every director shall be indemnified out of the assets of the Secretariat against any liability incurred by him in the proper execution of the powers duties and functions of that office.

## **15. Winding Up**

The Secretariat shall not be dissolved without the agreement of not less than one director or alternate director from each Participating LMC. Upon dissolution, after discharge of all liabilities of the Secretariat and making due provision for contingent liabilities, the surplus funds held by the Secretariat shall be distributed amongst those Participating LMCs as at the date of dissolution pro rata to the proportion which the number of doctors represented by each Participating LMC bears to the total number of doctors represented by all Participating LMCs. The rights and duties of the directors shall continue until completion of the winding up procedures.

**These Articles have been signed by the following subscribers to the Memorandum of Association of the Company:**

<b>W I T N E S S</b>	Signature:	.....
	Name:	.....
	Address:	.....
	Occupation:	.....

<b>W I T N E S S</b>	Signature:	.....
	Name:	.....
	Address:	.....
	Occupation:	.....

**In the presence of:**

<b>W I T N E S S</b>	Signature:	.....
	Name:	.....
	Address:	.....
	Occupation:	.....

<b>W I T N E S S</b>	Signature:	.....
	Name:	.....
	Address:	.....
	Occupation:	.....

<b>W I T N E S S</b>	Signature:	.....
	Name:	.....
	Address:	.....
	Occupation:	.....

<b>W I T N E S S</b>	Signature:	.....
	Name:	.....
	Address:	.....
	Occupation:	.....

<b>W I T N E S S</b>	Signature:	.....
	Name:	.....
	Address:	.....
	Occupation:	.....

<b>W I T N E S S</b>	Signature:	.....
	Name:	.....
	Address:	.....
	Occupation:	.....

<b>W I T N E S S</b>	Signature:	.....
	Name:	.....
	Address:	.....
	Occupation:	.....



## **Section 3**

# Governance

**OF WESSEX LOCAL MEDICAL COMMITTEES LIMITED**

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## **Code of Conduct and Accountability**

## **Introduction: Code of Conduct and Accountability**

The LMC Constitution sets out how the committee shall be constituted but does not explicitly state that the LMC must conduct its affairs in accordance with principles of good governance arrangements. The function of the LMC is to represent the interests of all GPs whatever their contractual status and to help and advise them on all NHS matters. Its primary aim is to accurately reflect and put forward the professional views and aspirations of all GPs providing NHS primary medical services in the areas that the LMCs represent, and to improve the health of the local population in accordance with local and national health strategy.

The LMC is involved in local negotiations for services over and above the basic contracted services. The Secretariat Officers and the Committee Members will actively pursue any issue that affects or is likely to impact on local primary medical services or the work of GPs. The work and agenda of the committee will always be directed to protect and enhance the interests of GPs and the patients they serve.

This document sets out the standards of conduct, accountability and openness expected of the Secretariat, staff and members of the Committee. Its aim is to ensure that everyone understands the way they are expected to work. All committee members, co-opted members and employees of the Wessex Local Medical Committees Limited will be asked to sign a declaration confirming that they have read this code, understand it and agree to abide by it.

*(Please refer to additional Governance documents: Appendices A and D)*

### **1. Conduct**

In 1995 the Committee on Standards in Public Life formulated the Seven Principles of Public Life, which it recommended should be incorporated in the Codes of Conduct of all public bodies. The Principles (known as the Nolan Principles) are set out below.

### **2. Representativeness (Selflessness), Integrity, Objectivity, Accountability, Openness, Honesty and Leadership**

The success of the Committee depends on some extent on the adoption of these values so that they influence the behaviour of those who are involved in the organisation. The Committee works closely with the NHS; as a consequence of this its own values must reflect those of the public service values that are at the heart of the NHS. Acceptance of the values should inform and govern the decisions and conduct of all committee members and staff.

### **3. Accountability**

The LMC is accountable to the local GP community. The LMC members have a responsibility to set the strategic direction of the LMC, define its annual and longer term objectives and agree plans to achieve them. The work of the committee and individual members must be able to stand the test of public scrutiny, judgments on propriety and professional codes of conduct. If any contractor has concerns about governance, especially confidentiality and conflicts of interest, these can be raised with the Chair.

The Secretariat shall consist of the Chair and Vice-Chair(s) of each of the three Local Medical Committees plus the Chief Executive. The Chair and Vice-Chair of the Secretariat will be appointed from within the Secretariat.

The LMCs' Secretariat employs the Chief Executive, Medical Directors, Directors of Primary Care, Assistant Director of Primary Care, Business Manager, Secretariat Administrator, Finance Officer, Administrative Assistant, LEaD Manager and LEaD Co-ordinator, all under employment contracts.

The Chief Executive is directly accountable to the Secretariat for ensuring that the decisions of the constituent LMCs are implemented, that the organisation works effectively and for the maintenance of proper financial stewardship. The Chief Executive has executive powers conferred by the Committees to ensure that matters are dealt with in a timely manner. The Secretariat is required to meet bi-annually and is responsible for monitoring the executive management of the organisation.

#### **4. Delegation of Powers**

From time to time the LMC may delegate certain tasks to sub-groups or teams. Under these circumstances the nature and limits of such delegation will be minuted at a full LMC meeting.

#### **5. The Role of the LMC Chair**

- 5.1 To provide leadership to the Committee and to represent the Committee in meetings with Area Teams, Clinical Commissioning Groups, Local Authorities, Commissioning Support Agencies and other organisations, as appropriate.
- 5.2 To enable all Committee members to make a full contribution to the Committee's affairs and ensure that the Committee acts as a team.
- 5.3 To ensure that new Committee members are fully briefed on the terms of their membership and their rights and responsibilities including this Code.
- 5.4 To ensure that key and appropriate issues are discussed by the Committee in a timely manner.
- 5.5 To ensure that all Committee members declare relevant interests and, if requested, withdraw from any relevant discussions.
- 5.6 Working with the Secretariat to ensure that the Committee has adequate support and is provided efficiently with all the necessary data on which to base informed decisions.
- 5.7 To lead or chair sub groups as appropriate.
- 5.8 To ensure that the Committee conducts its affairs in accordance with accepted principles of good governance, and that high standards of personal behaviour are maintained in the conduct of the business of the LMC.
- 5.9 In consultation with the LMC Secretariat to appoint/nominate representatives to any committee or subcommittee on which medical representation is required.
- 5.10 To ensure transparency and equality of information and opportunity for all contractors in matters relating to the local purchasing of medical services.
- 5.11 To respond to any request for an inquiry by a contractor who believes that the LMC or an officer of the LMC has acted unconstitutionally by holding a meeting of the LMC to deal with the matter and to report to all contractors represented by the LMC.

- 5.12 From time to time, the Chair may be called upon to provide additional support to the LMC Office in dealing with local issues.
- 5.13 The Chair will be responsible for the approval of the committee meeting minutes.
- 5.14 A complementary relationship between the Chair and the Secretariat is paramount. The Chief Executive should be allowed full scope within clearly defined delegated powers for action in fulfilling the decisions of the Committee and to ensure that there is effective dialogue between the LMC and the local health and social care community.

## **6. The Role of the LMC Vice Chair(s)**

- 6.1 The Vice Chair(s) of each Wessex LMC is/are a member(s) of the Secretariat and it is expected that the Vice Chair(s) of each respective LMC shall attend all Committee / Secretariat meetings where possible.
- 6.2 It would be expected that the Vice Chair(s) and Chair will liaise to ensure that one or another is present at each Committee and/or Secretariat meeting in order that the meeting is quorate.
- 6.3 The Vice Chair(s) will deputise for the Chair in his absence covering the Chairs roles and responsibilities. The Chair may also delegate tasks to the Vice Chair, where appropriate.

## **7. The Role of the Secretariat**

- 7.1 To support the Chair and Vice Chair in the discharge of their responsibilities.
- 7.2 To ensure that the Committee has adequate support and is provided efficiently with all the necessary data on which to base informed decisions.
- 7.3 To appoint/nominate representatives to any committee or subcommittee on which medical representation is required.
- 7.4 To ensure the LMC executive and management team is supported to discharge their responsibilities efficiently and effectively.

## **8. The Role of the Chief Executive**

- 8.1 To ensure systems are in place for effective management and organisation of the Secretariat arrangements.
- 8.2 To be responsible for the prudent and economical administration; for the avoidance of waste and extravagance and for the efficient and effective use of all the LMC resources.
- 8.3 Ensure that the LMC has in place effective management systems that safeguard contractor' funds.
- 8.4 Ensure that Wessex LMCs Ltd. achieves value for money from the resources available and appropriate advice is tendered to the LMC Committee Members.
- 8.5 To ensure that the Committee Members have access to the information, training and expert advice they need to exercise their responsibilities effectively.



- 8.6 Be clear what decisions and information are appropriate to the Secretariat.
- 8.7 Ensure that financial and other information is organized and presented succinctly and efficiently to ensure the Secretariat can fully undertake its responsibilities.
- 8.8 To take accountability to the Secretariat for the transparency of LMC operations and communicating them to GPs.
- 8.9 Ensure an effective communications strategy is in place for both communication with Members and the GPs.
- 8.10 To work with the Chair to ensure that meetings are managed in an appropriate way.
- 8.11 To check the minutes of LMC meetings and associated meetings and to ensure that all GPs are provided with relevant and timely information.
- 8.12 Ensure that the LMC has a risk management process to ensure all significant risks and potential liabilities are addressed.
- 8.13 Establish effective liaison and relationships with other organisations concerned with health and social care.
- 8.14 Collaborate with the GPC on all matters for the provision of medical services in terms of local and/or national issues.
- 8.15 Develop the role of the Secretariat in acting as a clearing house for information, as a collating point and as a network for members to minimize their individual isolation.
- 8.16 Line-manage the Staff of the Secretariat and carry out, or delegate, relevant annual appraisals of the roles.
- 8.17 To manage the financial affairs of the Management Committee.

## **9. The Role of the Directors**

To assist the Chief Executive in the above roles.

## **10. The Role of the LMC Committee Members**

- 10.1 To support the work of the LMC Secretariat.
- 10.2 To commit to working together effectively as a team in order to get things right first time, saving time and effort.
- 10.3 Take on tasks for the LMC where these tasks are allocated in ways which build on the interests and expertise of individual members in order to maximise expert input on key issues and report back when requested.
- 10.4 To respond to consultation documents in a timely manner
- 10.5 To recognise and adhere to reporting procedures put in place by the LMC and the Management Executive and to submit activity reports in a timely way.

10.6 To prepare for meetings by familiarising themselves with the Agenda papers.

## 11. Declaration of Interests

It is a requirement that all Committee Members, officers and staff declare any conflict of interest that arises in the course of conducting Committee business. Members will be asked to declare their interests on appointment (*Appendix B*) and to inform the Committee of any changes to their register entries as and when they occur.

## 12. Conflict of Interest

A conflict of interest may be defined as ‘a set of conditions in which professional judgement concerning a primary interest tends to be unduly influenced by a secondary interest’ or a situation in which ‘one’s ability to exercise judgement in one role is impaired by one’s obligation in another’.

A conflict of interest for the LMC may arise where the judgement of an individual acting on behalf of the organisation, or the organisation itself, is perceived to be influenced or impaired. It is essential, therefore, that the LMC’s involvement in the local healthcare system does not involve a vested interest. As the face of general practice changes and the LMC’s representative role extends to include new bodies (most obviously GP provider organisations), conflicts of interests may be more likely to centre on conflicts of loyalty but could also include financial interests (direct or indirect) and/or personal interests.

Whilst it will be impossible to eliminate conflicts of interests entirely (and there are clear advantages to the LMC having an interest or knowledge in a particular area in order to have an understanding and offer meaningful advice), these must be managed appropriately. Conflicts must be identified, declared and recorded. Measures must also be taken to address those conflicts, which may result in the LMC (or particular individuals) withdrawing from certain situations or continuing only with the consent of all parties. The LMC, its officers and members must undertake to be transparent, balanced and proportionate at all times.

LMC Members, officers and staff are required to act in the best interests of the GP community they serve and not for personal gain. If conflicts of interest are not managed effectively, the consequences would be serious and could be damaging to the LMC, undermining the confidence that general practice and other agencies have in the organisation’s professionalism and integrity.

It is also expected that LMC Members, when attending external meetings, should not offer opinions that may be regarded as those of the LMC (see paragraphs re representation) but should direct queries and inquiries for LMC opinion to the office.

Officers of the LMC cannot sit on the Board of a CCG although LMC members can, subject to the above paragraph. Officers of the LMC and LMC members can be members of a provider organisation, subject to the above paragraph.

## 13. Openness

There should be sufficient transparency about the Committee activities to promote confidence between the LMC, the GP community they represent, its staff, patients, and the public, health and social care organisations it deals with. Reports from meetings will ensure that the reasons and results of discussions held are reported in an open way, although the content of the discussions will remain confidential to the committee members.

The Chief Executive will ensure that:

- There will be an annual general meeting of the Secretariat for which the agenda papers and accounts will be made available to members at least seven days in advance of the meeting.
- Audited annual accounts will be available.

## **14. Confidentiality**

LMC members at times may be privy to information that should be treated in the strictest confidence and not discussed outside of meetings. Members will be asked to sign Confidentiality Agreements on appointment (*Appendix C*).

The staff of the Secretariat will also sign confidentiality agreements on appointment.

## **15. Employee Relations**

The Secretariat must comply with employment legislation and guidance, respect agreements entered into by themselves or on their behalf and establish terms and conditions of service that are fair to the staff and represent good value for money.

## Section 3 - Appendix A

The Secretariat of the Wessex LMCs Ltd. accepted in [date] the following guiding principles (Nolan Principles) for members of the Committee and this was accepted by the constituent LMCs at their meetings in [date]:

**Representativeness (Selflessness):** Members must reflect the interests of the contractors who elected or appointed them to the LMC, and must make decisions in the interests of the general body of contractors; they must not make decisions in order to gain financial or other material benefits for themselves, family or friends.

**Integrity:** Members must not put themselves under any obligation that might influence their performance on the LMC or their ability to reflect the interests of the contractors who elected or appointed them or make decisions in the interests of the general body of contractors.

**Objectivity:** In making decisions and in carrying out the business of the LMC members should act within the constitution and make decisions only on merit.

**Accountability:** members of the LMC are accountable for their decisions and actions to contractors and the public and therefore submit to scrutiny.

**Openness:** members should be as open as possible about all decisions and actions they take. They should give reasons for their decisions, and restrict information only for short term tactical reasons, or when the wider public interest clearly demands.

**Honesty:** Members have a clear duty to declare any private interest relating to their LMC duties, and take steps to resolve any conflicts arising.

**Leadership:** Members should promote and support the above principles by leadership and example.

**Note:**

The effect of the principles of representativeness and integrity is that the nominating bodies can mandate the Member to express a view, but cannot bind them in how they vote or decide on a particular issue. This means members can hear and participate in debate, and are free to amend their views in the light of the debate. They will no doubt then reflect back to the relevant body why they made the decision he did, recognising the lines of accountability.

## **Section 3 - Appendix B**

### **CODE OF CONDUCT - DECLARATION OF INTERESTS**

1. Remunerated Directorship of company(s) (public or private) and businesses owned personally or in partnership.
2. Remunerated employment or offices.
3. Remunerated Consultancy(s).
4. Remunerated work performed under contract.
5. Names of companies or other bodies in which I have an interest, either on my own account, my spouse or infant children, for a beneficial interest in share holdings greater than the 10% of the share capital.
6. Remunerated contributions to professional and scientific publications.
7. Other sources of income or pecuniary support relevant to my membership of the LMC.
8. Membership of other medical bodies.
9. Membership of commissioning bodies.
10. [ANY OTHERS]

## **Section 3 - Appendix C**

### **CONFIDENTIALITY AGREEMENT - FOR LMC MEMBERS AND PRACTICE MANAGER INVITEES**

I understand that as an LMC member/Practice Manager Invitee I may have sight of or acquire information that will be commercially sensitive or may for other reasons be information that the LMC or the GP(s) to whom the information relates would not wish to be communicated to third parties.

I acknowledge my obligation to ensure that I do not make use of any such information for purposes other than those of the LMC. I further acknowledge that all information received from or about contractors that relates to their business and financial affairs may not be disclosed to anyone without the express consent of the contractor to whom it relates, in which case the disclosure will be through the LMC Chief Executive.

I will make full disclosure to the LMC of all appointments or offices held by me and I will consult the Chief Executive prior to accepting any appointment or office that may reasonably be thought to be relevant to my membership of the LMC.

## Section 3 - Appendix D

### LMC Governance Checklist

#### Committee Procedures:

- LMC Governance Principles agreed and adopted at an LMC meeting, minuted and document annotated with date of agreement.
- LMC Governance Principles accompany all LMC meeting papers.
- LMC Governance Principles posted on the LMC website.
- Check decisions or actions are within the powers of the LMC provided in the constitution.
- Have Declarations of Interests available for inspection at all LMC meetings.
- Keep contractors informed of committee business through newsletters, contractor meetings etc.
- Consult contractors when appropriate before significant decisions.
- If delegating responsibility set remits and conditions.
- Minute LMC meetings clearly and fully.
- Provide an induction procedure for new LMC members to include LMC governance (a New Members Induction Pack is available).
- Hold an AGM each year in accordance with the constitution.
- Prepare an Annual report to contractors.
- Appoint a Management Committee to monitor governance.
- Chair to rule on dealing with conflicts of interest.
- Chair to conduct meeting in accordance with standard meeting procedures.

#### LMC Members:

- Read this Governance guide.
- Be aware of and conform to duties of the LMC set out in the LMC constitution.
- New members read this Governance guide and sign to accept the LMC Governance Principles.
- Complete and keep updated Declaration of Interest form.
- Sign confidentiality agreement.
- Declare any conflicts of interest at LMC meetings as appropriate.
- Adhere to corporate responsibility.
- Ensure members have relevant training to discharge their role.

#### Finance:

- Separate the role of secretary and treasurer.
- Prepare annual accounts with sufficient detail of income and expenditure.
- Accounts audited by professional with practising certificate.
- Ensure levy is used for administrative purposes only.
- Members scrutinise budgets and annual and regular management accounts as part of their duty to ensure contractors funds are being managed properly.





## Signed Declaration of Acceptance

**LMC Office Copy – please sign and return**

Signed by the Chief Executive for and on behalf of the Secretariat:



Signed: .....  
**Dr Nigel Watson, Chief Executive**

Date: **1 April 2016**  
.....

I hereby confirm that I have Read and Accepted the Constitution Framework of a Committee Member (be it elected, co-opted or invited) as detailed in this document:

Name: .....

Signed: .....

Date: .....

**NB:** *For the avoidance of doubt, acceptance of the Constitution Framework includes the 'Code of Conduct & Accountability Declarations' as detailed in Section 3 (Appendices A-D).*

✂ Cut along the dotted line and return signed copy to the LMC Office ✂



## Signed Declaration of Acceptance

**Signed copy for retention by the Committee Member**

Signed by the Chief Executive for and on behalf of the Secretariat:



Signed: .....  
**Dr Nigel Watson, Chief Executive**

Date: **1 April 2016**  
.....

I hereby confirm that I have Read and Accepted the Constitution Framework of a Committee Member (be it elected, co-opted or invited) as detailed in this document:

Name: .....

Signed: .....

Date: .....

*NB: For the avoidance of doubt, acceptance of the Constitution Framework includes the 'Code of Conduct & Accountability Declarations' as detailed in Section 3 (Appendices A-D).*



**WESSEX**

Local Medical Committees  
Incorporating Wessex LEaD

Wessex Local Medical Committees Limited

Churchill House, 122-124 Hursley Road, Chandler's Ford, Eastleigh, Hampshire, SO53 1JB