

## PCN Decision making guidance - Example 1

---

WARNING: These clauses are provided for indicative purposes only. They are provided to assist in informing discussions between members of a Primary Care Network (PCN) when it comes to completing certain variable elements of Schedule 1 of the Network Agreement. No warranty is therefore given as to their suitability for use by any particular PCN and you should seek your own professional advice.

These indicative provisions should be considered in circumstances where the Network consist of Core Network Practices only (i.e. practices that have opted to take the PCN DES). These indicative provisions will need to be updated should additional members join the Network.

You will see that the indicative clauses start at clause 7. This is because the provisions governing decision making in the Network Agreement start at clause 7 of Schedule 1.



## 7. MEETINGS OF THE CORE NETWORK PRACTICES.

- 7.1 Each Core Network Practice shall nominate an individual to act as their representative [who shall be [PRE CONDITIONS FOR APPOINTMENT– e.g. registered medical practitioner/ owner, partner or practice manager of the practice] to attend and vote at meetings on their behalf (the “Practice Representatives”).
- 7.2 To facilitate an orderly running of the Network, the Practice Representatives, together with the person who is from time to time nominated as the Clinical Director, shall have responsibility for the running and operations of the Network. Together they shall be called the “Executive Team”.
- 7.3 Given the independent role of the Clinical Director, no person from time to time nominated as the Clinical Director may also be nominated as a Practice Representative.
- 7.4 In order to ensure that all owners and staff of the Core Network Practices are made aware of the actions and proposed actions of the Executive Team and the development, operations and opportunities of or for the Network as whole, the Executive Team shall provide updates to the Core Network Practices at such reasonable intervals and in a reasonable format as the Clinical Director shall reasonably decide.
- 7.5 A Core Network Practice may, by written notice to the Clinical Director, nominate a replacement representative to act as their Practice Representative.
- 7.6 In respect of the Practice Representatives:
- (a) [Subject to clause 7.12,] each Core Network Practice warrants that the Practice Representative they, from time to time, nominate has sufficient authority to bind them;
  - (b) The Clinical Director shall or shall procure that a list of the Practice Representatives is maintained;
  - (c) A person shall cease to be a Practice Representative if, at any time:
    - (i) He ceases to [IDENTIFY ANY PRE CONDITIONS FOR APPOINTMENT];
    - (ii) He resigns by giving notice to the Clinical Director;
    - (iii) [OTHER]
  - (d) A person wishing to resign as a Practice Representative must give no less than [NUMBER] months’ notice to the Clinical Director;
  - (e) Where a person ceases to be a Practice Representative the Core Network Practice they represented shall appoint an alternate and identify such alternative to the Clinical Director.
- 7.7 Meetings of the Executive Team shall be held once every [month] on the [date of the month] or such other date as the Executive Team may decide (the “Regular Network Meetings”).

- 7.8 Each Core Network Practice shall procure that, save in cases of illness or incapacity, that their Practice Representative [in person or by proxy] attends meetings of the Executive Team.
- 7.9 Meetings of the Executive Team shall be governed by the following provisions:
- (a) whilst the members of the Executive Team shall use all reasonable endeavours to attend meetings in person, attendance may also be by telephone or video conference;
  - (b) a meeting outside of the Regular Network Meetings may be called by any Practice Representative;
  - (c) the Regular Network Meetings shall be held at such location as is specified in the minutes of the previous meeting whilst a meeting outside of the Regular Network Meetings may be held at such reasonable time and place as the Practice Representative(s) calling the meeting thinks fit;
  - (d) a set agenda will be established for the Regular Network Meetings albeit any Practice Representative shall be able to add an item to the agenda of any particular meeting up to [NUMBER] days before the relevant meeting takes place;
  - (e) a copy of the relevant agenda for any given meeting shall be provided to all Practice Representatives along with copies of any papers to be discussed at the such meeting;
  - (f) matters not on the agenda, or business conducted in relation to those matters, may not be raised at a meeting unless all the Practice Representatives are in attendance [(in person or by proxy)];
  - (g) a notice of a meeting of the Executive Team which is outside of the Regular Network Meetings shall be served on all Practice Representatives specifying the place, day and time of the meeting and containing a statement of the matters to be discussed at the meeting;
  - (h) except in the case of an emergency not less than [NUMBER] weeks' notice of a meeting outside of the Regular Network Meetings shall be given to all Practice Representatives, provided that shorter notice shall be valid if all the Practice Representatives attend the meeting or if it is ratified by the Practice Representatives at a subsequent meeting;
  - (i) [only one individual from each Core Network Practice shall be able to attend meetings and to this regard that individual shall be the Practice Representatives [or their proxy]];
  - (j) [the Practice Representatives in attendance at any meeting shall, by a majority vote of those in attendance, appoint a chairman of meetings [but such chairman shall not have a casting vote] OR [and such chairman will have a casting vote] OR [the Clinical Director shall be appointed the chairman of meetings [but shall not have a casting vote] OR [and shall have a casting vote]. In the event that the Clinical Director is unable to attend the Practice Representatives in attendance at the relevant meeting shall, by a majority vote of those in attendance, appoint a chairman [but such chairman shall not have a casting vote] OR [and such chairman will have a casting vote]]];

- (k) [each Practice Representative present in person [or proxy] at a meeting of the Executive Team shall be entitled to one vote] OR
- [votes of the Practice Representatives present in person [or proxy] at any meeting of the Executive Team shall be weighted by reference to [the registered patient list of the Core Network Practice they represent (and for the purpose of determining their registered patient list, the list as at [DATE – e.g. the 1<sup>st</sup> January preceding the relevant meeting ] shall be assumed] OR
- [OTHER];
- (l) [in addition to the votes cast by the Practice Representatives, the Clinical Director shall be entitled to one vote OR [OTHER];]
- (m) the quorum for a meeting of the Executive Team is [the Clinical Director alongside] [NUMBER%] or more of the Practices Representatives OR a number of Practice Representatives who collectively hold [NUMBER]% or more of the voting rights at meetings of the Executive Team] who are present in person [or by proxy];
- (n) where the appropriate quorum is not present within 15 minutes of the start time stated in the notice of the meeting, the meeting may commence but no resolution passed at the inquorate meeting shall be deemed to be passed unless it is ratified later by the required majority in attendance at a duly convened quorate meeting; and
- (o) minutes shall be prepared of all meetings and shall be approved by the chairman of the meeting as evidence of the proceedings.
- 7.10 [A Practice Representative [and the Clinical Director] may appoint a proxy to attend and vote on his behalf at any meeting of the Executive Team.] OR [No Practice Representative OR Neither the Clinical Director nor a Practice Representative may appoint a proxy to attend and vote on his/her behalf at any meeting of the Executive Team].
- 7.11 Where a matter (other than one referred to in clause 11 of this Schedule 1) requires the decision of the Core Network Practices under this agreement, such matters shall be determined by the Executive Team by simple majority vote at a duly convened meeting of the Executive Team.
- 7.12 [A Practice Representative shall only vote in favour of any matter referred to in clause 11 of this Schedule 1 where they have discussed with, and obtained the necessary authority from, the partners, shareholders or owners of the Core Network Practice that they represent pursuant to the terms of any agreement governing how decisions can be taken.]
- 7.13 A written resolution signed by all the Practice Representatives shall be valid as if it had been passed at a meeting of the Executive Team.
- 7.14 [Where a Core Network Practice has been suspended from the Network, their Practice Representative will not be entitled to receive notice of or attend and vote in person or by proxy at a meeting of the Core Network Practices].

7.15 [Where the Clinical Director has been suspended from the Network, he will not be entitled to receive notice of or attend and vote in person or by proxy at a meeting of the Executive Practice Committee.]

7.16 A Core Network Practice, their Practice Representative or proxy, shall not be entitled to vote on any resolution if it affects them to the exclusion of the other Core Network Practices.

**8. MEETINGS OF ALL MEMBERS.**

8.1 As there are no additional members beyond the Core Network Practices, no further provisions concerning the meetings and decision making of all members is required.

**9. DELEGATED AUTHORITY**

9.1 [Beyond the delegated authority provided to the Practice Representatives and Clinical Director pursuant to clause 7 of this Schedule1 no further delegation shall occur].OR

[OTHER]

**10. CONFLICTS OF INTEREST**

10.1 The Clinical Director shall or shall procure that a register of any interests is maintained, and shall adopt a conflicts policy to determine whether any Core Network Practice, Practice Representative or any other member of the Executive Team (including the Clinical Director) with a relevant interest can participate in meetings concerning and/or vote on that matter.

**11. CATEGORIES OF DECISIONS**

11.1 The following matters require the following level of approval of the Practice Representatives (on behalf of the Core Network Practices they represent). [For the avoidance of doubt, the Clinical Director shall [not] have a vote on these matters.]

Type of decision	Level of approval required	Decisions
Decisions reserved for the Core Network Practices	<p>Those decisions requiring approval of [NUMBER]% or more of [the Practice Representatives [and Clinical Director].</p> <p>OR a number of Practice Representatives who [alongside the Clinical Director] collectively hold [NUMBER]% or more of the</p>	

	voting rights at meetings of the Executive Team.	
	Those decisions requiring the unanimous approval of the Practice Representatives [and the Clinical Director].	

**Examples of the possible types of decisions (note this is not an exhaustive list)**

- The appointment of a new core network practice and/or member and the terms applicable to such appointment.
- The expulsion of a core network practice and/or member (including a decision to expel for non-fault grounds).
- The decision to serve notice to wind up the network.
- (In circumstances where, on the departure of a core network practice / member, the continuing members are to have an option to continue the network (as opposed to an obligation)), the decision to invoke the option.
- Any decision to delegate authority to an individual, subcommittee and/or to appoint an executive committee.
- The ratification of any terms of reference (and limits on authority) in connection with any approved delegation.
- (where applicable) A decision to vary the constitution of the executive committee so as to allow third parties to be appointed, the maximum number of people that can sit on the committee to be increased etc.
- The financial limits on any spend that may be made by the Network before it needs approval.
- The employment of staff by the network beyond those funded by the DES.
- Any decision to enter into or bid for contracts or other arrangements with third parties (including further NHS contracts or, as a possible example, contracts with digital providers).
- The removal or replacement of the Clinical Director.
- (where applicable) The removal or replacement of any member of the executive committee.
- Any purchase of a capital item by or on behalf of the Network costing in excess of a set amount.
- Any borrowing or lending by or on behalf of the Network or the giving of any guarantee or undertaking of the Network in respect of sums exceeding asset amount in aggregate.

- Any decision to change the name, the operating model, service delivery split, work force and finance arrangements.
- 

END.