

PHARMACEUTICAL SERVICES NEGOTIATING COMMITTEE

CONSTITUTION

1. Definition & Interpretation

- 1.1 “Pharmaceutical Services Negotiating Committee” and “PSNC” is the body referred to in section 165 (1) (a) of the National Health Service Act 2006, which the Secretary of State recognises as the representative of NHS community pharmacy contractors or owners in England. It is known as “Community Pharmacy England” and is referred to as such in this Constitution and the Rules.
- 1.2 The terms “Pharmacy contractor(s)” and “pharmacy owner(s)” are used interchangeably and both mean “NHS pharmacist(s)” and in this constitution include “LPS pharmacist(s)”.
 - 1.2.1 “Independent pharmacy owner” means a pharmacy contractor that operates retail pharmacy businesses from no more than 9 premises in England from which NHS pharmaceutical services are provided and is not a member of the Association of Independent Multiples.
 - 1.2.2 “Multiple pharmacy owner” means a pharmacy contractor, other than a member company of the Company Chemists’ Association, that operates retail pharmacy businesses from more than 9 premises in England from which NHS pharmaceutical services are provided or is a member of the Association of Independent Multiples.
- 1.3 “NHS pharmacist” means a registered pharmacist or a person lawfully conducting a retail pharmacy business in accordance with section 69 of the Medicines Act 1968 in England and Wales, which has been included in a pharmaceutical list maintained by NHS England, to provide National Health Service pharmaceutical services, not including appliance contractors.
- 1.4 “LPS pharmacist” means a registered pharmacist or a person lawfully conducting a retail pharmacy business in accordance with section 69 of the Medicines Act 1968 in England and Wales, who provides local pharmaceutical services, not including appliance contractors.

- 1.5 “Registered pharmacist” means a person registered in the register of pharmacists maintained under Article 10 of the Pharmacists and Pharmacy Technicians Order 2007.
- 1.6 “Committee” is Community Pharmacy England’s governing body, with membership in accordance with paragraph 5.
- 1.7 “Chief Executive Officer” is the senior member of the Executive Leadership Team appointed by the Committee to whom it delegates the day-to-day management of Community Pharmacy England within the framework it agrees.
- 1.8 “Rules” means the Rules established by the Community Pharmacy England Committee as amended from time to time in accordance with paragraph 17.
9. “Local Pharmaceutical Committee” and “LPC” means a local representative committee having a constitution that has been recognised and accepted under the provisions of the NHS Act 2006 by NHS England and Community Pharmacy England. The LPCs are also collectively known as “Community Pharmacy Local” (“CPL”).

2. Title

The Organisation’s formal name is the Pharmaceutical Services Negotiating Committee. It is known as “Community Pharmacy England”.

3. Purpose and Functions

Community Pharmacy England is the voice of community pharmacy in England, representing and negotiating on behalf of community pharmacy owners to promote their value to society and secure their success for the benefit of patients and the public. Subject to paragraph 19.4 the functions of Community Pharmacy England are:

- 3.1 To secure for pharmacy owners the best possible contractual terms and remuneration in respect of National Health Service pharmaceutical services and Directed services provided by them.
- 3.2 To represent, protect and serve the interests of all pharmacy owners and to develop community pharmacy services to the benefit of pharmacy owners.
- 3.3 To negotiate, as representative of the general body of pharmacy owners, with the Department of Health and Social Care and NHS England, the conditions of service and the remuneration for the dispensing of National Health Service prescriptions and the provision



of the pharmaceutical services and Directed services under the National Health Service (Pharmaceutical and Local Pharmaceutical Services) Regulations and any Directions issued by the Secretary of State.

- 3.4 To represent pharmacy owners in discussions and negotiations with other Government Departments and other bodies.
- 3.5 To consider, support or oppose legislation, proposed or otherwise, affecting pharmacy owners in connection with the National Health Service Pharmaceutical Services and Directed services.
- 3.6 To check and use all reasonable endeavours to agree each month with the Department of Health and Social Care the prices to be used by the NHS Business Services Authority for pricing National Health Service prescriptions.
- 3.7 To carry out as the agent of Local Pharmaceutical Committees in England, Pricing Audit to check on a sampling basis on behalf of pharmacy owners the pricing and accounting of National Health Service prescriptions and to carry out such other functions as the Committee may direct.
- 3.8 To advise and support pharmacy owners on matters relating to the National Health Service.
- 3.9 To advise and support Local Pharmaceutical Committees in negotiations with local authorities and other commissioners.
- 3.10 Generally to do all other things necessary to preserve, protect and further the interests of pharmacy owners in connection with the provision of the National Health Service Pharmaceutical Services and Directed services.
- 3.11 To carry out such administrative activities as are necessary to perform the functions described in this paragraph.

4. Committee

- 4.1 The Committee is Community Pharmacy England's governing body, responsible for providing leadership to ensure the effective management of Community Pharmacy England, including its affairs, activity and property.

5. Membership of the Committee



5.1 The Committee comprises:

- 5.1.1 A Chair appointed by the Community Pharmacy England Committee who may be, but need not be, a registered pharmacist.
- 5.1.2 TEN Independent pharmacy owners elected as regional representatives in accordance with the Rules.
- 5.1.3 TWO Independent pharmacy owners appointed by the Board of Management of the National Pharmacy Association.
- 5.1.4 NINE registered pharmacists appointed by the Company Chemists' Association.
- 5.1.5 THREE Multiple pharmacy owners elected as multiple pharmacy owner representatives in accordance with the Rules.

5.2 No person shall be eligible to be a member of the Committee unless they agree to be bound by the Code of Conduct adopted from time to time by the Committee and meet the requirements of the Fit and Proper Persons test.

5.3 Appointments under paragraphs 5.1.3 and 5.1.4 shall be made by giving not less than 21 days' notice of the appointment to Community Pharmacy England's Chief Executive Officer. The notice shall be signed on behalf of the appointing body, confirming that the person is eligible for appointment under this Constitution.

4. Where a vacancy exists as a result of no candidates being eligible for election as regional representative, the Committee may, in accordance with the Rules, co-opt a pharmacist as regional representative for the region in which the vacancy exists.

5.4.1 The pharmacist so co-opted shall remain a member of the Committee until 31 March in the year in which the regional representative elections are to be held.

5.4.2 The pharmacist so co-opted shall be regarded in this Constitution as if elected as a regional representative.

5. The Committee may appoint one of its members as Vice-Chair.

6. Term of Office for Committee members

6.1 The term of office for elected members of the Committee shall be four years commencing on 1st April in the year of the election._

- 6.2 The term of office for the Chair shall be three years and they shall be eligible to be reappointed for one further term only.
- 6.3 The maximum period of office for elected and appointed members shall be 12 years, generally three terms of four years for elected members, commencing on or after 1 April 2023.

7. Delegations

- 7.1 The Committee may agree to delegate any of its powers or functions subject to a record of any such delegations and their limits or conditions being recorded in the formal minutes. The Scheme of Delegation approved by the Committee should reflect these delegations.
- 7.2 The Committee appoints a Chief Executive Officer to whom it delegates day to day management of Community Pharmacy England within the framework it has agreed. The Chief Executive Officer and their Executive Leadership Team (or equivalent) provide the Committee with recommendations, advice and information to support the Committee's effective oversight and decision-making.
- 7.3 The Committee may revoke or alter a delegation.

8. Meetings

- 8.1 Meetings of the Committee shall normally be held at least quarterly each year. Members of the Committee shall, wherever possible, be given not less than seven days clear notice by the Chief Executive Officer (or their representative) of such meetings.
- 8.2 A member who is unable to attend a meeting of the Committee may appoint another member of the Committee as their proxy to vote on their behalf provided that the proxy is declared at the commencement of the meeting.
- 8.3 Meetings may be conducted by members who are not at the same premises.
- 8.4 Meetings are usually chaired by the Committee Chair, or in their absence by the Vice-Chair.
- 8.5 Minutes of the proceedings of Committee meetings should be made and retained by a representative of the Chief Executive Officer and include the names of members present and decisions made.

9. Quorum

The number of members of the Committee who shall form a quorum shall be thirteen.

10. Observers

The Committee at its discretion shall have the right to make observer arrangements, for example with other pharmaceutical bodies.

11. Decision making

11.1 The Committee seeks to reach decisions by consensus.

11.2 In the case of a vote, a simple majority is required subject to paragraphs 16 and 17, with all elected and appointed members having a single vote. The Committee Chair shall have a vote which may be exercised only as a casting vote in the event of a tie.

11.3 The Committee may consider and reach decision on urgent matters by written resolution or by email in accordance with 11.2 subject to a formal record of the decision being made and retained.

12. Disqualification or Resignation of Members

12.1 Where an elected member of the Committee ceases to be eligible their seat on the Committee shall be vacated and a vacancy shall be deemed to have occurred.

12.2 An elected Independent pharmacy owner shall become ineligible if that member:

12.2.1 ceases to be registered as a pharmacist;

12.2.2 is no longer a pharmacy owner either individually or in partnership, or a director and substantial shareholder (either personally, or through shares owned by members of their immediate family, i.e. parents, spouse or children) of a body corporate which is a pharmacy owner in the region in which they were elected;

12.2.3 has substantial ownership (either personally, in partnership or through shares owned by members of their immediate family, i.e. parents, spouse or children) in more than nine pharmacies;

12.2.4 is a member or officer of a local pharmaceutical committee from which the levy due under paragraph 19.3 has not been received by Community Pharmacy England within 6 months of the due date;

- 12.3 An elected Multiple pharmacy owner shall become ineligible if that member:
- 12.3.1 ceases to be registered as a pharmacist;
 - 12.3.2 is no longer a Multiple pharmacy owner either individually or in partnership, or a director and substantial shareholder (either personally, or through shares owned by members of their immediate family, i.e. parents, spouse or children) of a body corporate which is a Multiple pharmacy owner or is no longer employed by a Multiple pharmacy owner.
- 12.4 Any Committee member shall become ineligible if that member no longer meets the Fit and Proper Persons Test.
- 12.5 Where a member of the Committee has been absent from three consecutive ordinary meetings, the Committee shall declare the seat has been vacated and a vacancy shall be deemed to have occurred unless satisfied that the absence was unavoidable due to illness or some other cause. A Committee member who vacates their seat under this subparagraph shall not be eligible for re-election or re-appointment during the period of office of the Committee from which the seat was.
- 12.6 A Committee member may resign by notice in writing signed by that member and delivered to the Chief Executive Officer, thereupon their seat shall be vacated, and a vacancy shall be deemed to have occurred.
- 12.7 Where the Committee considers, under paragraph 12 that a member is ineligible or, that their seat has been vacated, Community Pharmacy England shall issue a notice and the member's seat shall be vacated from the date of such notice.
- 12.8 A member appointed under paragraphs 5.1.3 and 5.1.4 may also be removed from membership at any time by the body which appointed the member.

13. Method of Filling Vacancies

1. Where by reason of the death of an elected member, or under the provisions of paragraph 12 a vacancy in the elected membership occurs, Community Pharmacy England may within a reasonable period after its occurrence, hold an election to fill the vacancy for the remainder of the term.

2. Where by reason of the death of an appointed member, or under the provisions of paragraph 12 a vacancy in the appointed membership occurs, the appointing body will be invited to appoint another member to fill the vacancy for the remainder of the term.
3. A pharmacist elected to fill a vacancy shall remain a member of the Committee until 31 March in the year in which the representative elections are to be held.
4. The proceedings of the Committee shall not be invalid by reason of any vacancy.

14. Subcommittees

1. The Committee may establish subcommittees to support it in carrying out its work. The Committee must agree the function, powers and membership of such subcommittees and approve Terms of Reference detailing these.
2. The Committee may appoint a minority of non-Committee members to a subcommittee to bring additional expertise or insight to support its work and will determine whether such members have voting rights.
3. A report on the proceedings of subcommittee meetings and any delegated decisions must be promptly reported to the Committee.

15. Chief Executive Officer

- 15.1 The Committee appoints the Chief Executive Officer (CEO) who is responsible for the day-to-day management of Community Pharmacy England within the framework the Committee agrees.
- 15.2 The Chair is responsible for the oversight and performance management of the Chief Executive. Any decision to terminate the CEO's appointment is reserved for the Committee.
- 15.3 The CEO is responsible for appointing an Executive Leadership Team (or equivalent) and other staff to ensure the effective operation of Community Pharmacy England, including providing the Committee with the information and support it needs to carry out its role. The CEO may establish working groups or other bodies to support its work.

16. Amendment of Constitution

The written Constitution of Community Pharmacy England shall not be altered except by a two thirds majority vote of those present and voting at a meeting called with at least seven days' notice of an intention to propose a change to the Constitution or by Statute.

17. Rules

The Committee may make such Rules as it considers necessary for the proper conduct of Community Pharmacy England. Such Rules shall not be altered except by a two thirds majority vote of those present and voting at a properly convened meeting of the Committee or by Statute.

18. Conference of Representatives of Local Pharmaceutical Committees

A Conference of Local Pharmaceutical Committees shall be called by Community Pharmacy England normally at least once in each calendar year, in accordance with the Rules.

19. Finance

19.1 The income and property of Community Pharmacy England shall be applied solely towards the promotion of the functions set out in paragraph 3, and any surplus in any one year shall be carried forward into subsequent years.

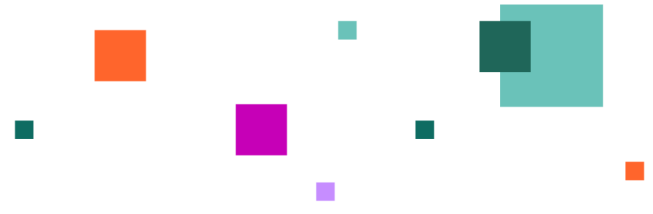
19.2 Community Pharmacy England is funded by pharmacy owners.

19.3 The funds are collected through Local Pharmaceutical Committees.

19.4 Community Pharmacy England shall not be obliged to provide services to, or represent the interests of, any local pharmaceutical committee or pharmacy owner unless the levy due under paragraph 19.3 is paid by the due date.

19.5 The amount due shall be invoiced to each Local Pharmaceutical Committee at the commencement of the financial year, with provision to pay this amount either by quarterly direct debit in advance, or for payment methods other than direct debit, in two instalments, the second instalment to be due at the commencement of the seventh month of the financial year. The Local Pharmaceutical Committee levy shall be remitted by their committees within 28 days of demand or of due date whichever shall be the later.

19.6 Community Pharmacy England shall have the power to borrow or otherwise raise any monies which in their absolute discretion may be required for any fundings of Community Pharmacy England and, in particular, but not by way of limitation, for the purpose of acquisition of any



freehold or leasehold property and to have power to charge the same to secure the payment of monies so borrowed or raised.

19.7 The financial year shall be from 1st April to 31st March of the following year inclusive.

20. Annual Report

The Committee will approve and publish an Annual Report providing a review of Community Pharmacy England's performance over the year and audited financial statement within six months of year-end.

21. Winding up or Dissolution of Community Pharmacy England

If upon the winding up or dissolution of Community Pharmacy England there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Committee, but shall be returned to pharmacy owners under arrangements determined by Community Pharmacy England.