



Governance and People Subcommittee

Terms of Reference

1. Purpose

The Governance and People Subcommittee is a formal subcommittee of the Community Pharmacy England Committee which supports and advises the Committee on governance and people matters including nominations and remuneration, and the complaints process.

The Subcommittee supports the Committee in these matters by either:

- Providing pre-scrutiny of information and proposals to provide advice and recommendations to the Committee;
- Making decisions on behalf of the Committee in respect of those matters for which it has delegated authority;
- Working with the Chief Executive Officer (CEO) and Executive Leadership Team (ELT) to ensure that Community Pharmacy England has appropriate arrangements in place to ensure effective operation and to meet all legal and other requirements.

2. Membership

2.1 Members

The Subcommittee shall normally consist of seven members, of whom:

1. Five shall be full voting members drawn from the Community Pharmacy England Committee with a range of skills and experience relevant to the Subcommittee's work, comprising:
 - Independent Chair of Community Pharmacy England
 - Vice-Chair of Community Pharmacy England
 - 3 other Committee members, such that of the four pharmacist Committee members, two represent independent pharmacy owners and two represent multiples

2. Two shall be non-voting members drawn from LPC Committees (who are not on the Community Pharmacy England Committee) with one representing independent pharmacy owners and one representing multiples. These non-voting members shall attend and participate in full except for any items deemed confidential and private by the Chair of the Subcommittee.

The Committee may at its discretion appoint other non-Committee members to the Subcommittee as non-voting members to bring additional expertise or insight to support the Subcommittee's work where needed, subject to the total number of non-Committee members (including the LPC members) remaining a minority.

2.2 Appointment

Subcommittee members are appointed by the Committee for an initial term of up to two years, which may be extended for up to two additional two-year periods subject to the Committee's approval.

2.3 Chair of Subcommittee

The Community Pharmacy England Vice-Chair shall be Chair of the Subcommittee. In their absence, the meeting will be chaired by another full-voting member of the Subcommittee (usually the Community Pharmacy England Chair).

3. Other Attendees

The Subcommittee Chair may invite the following to attend all or part of any meeting where relevant to the agenda: Community Pharmacy England CEO, another member(s) of the ELT, a member of an LPC, or other advisers.

Attendance by other Community Pharmacy England Committee members is at the Subcommittee Chair's discretion on a case-by-case basis, save any Committee members whom the Committee has agreed should shadow the work of the Subcommittee.

Participation of the above attendees is at the discretion of the Subcommittee Chair and none has voting rights.

4. Duties and responsibilities

The Governance and People Subcommittee shall carry out the duties set out below:

4.1 Governance

- a. Overseeing the Governance Framework for Community Pharmacy England and Community Pharmacy Local, ensuring that this is working effectively and recommending any changes or action to the Community Pharmacy England Committee.
- b. Regularly reviewing Community Pharmacy England's governance arrangements and documentation to ensure that it remains appropriate and best supports the work of Community Pharmacy England, recommending any changes or action to the Committee.
- c. Overseeing processes for the election/appointment of Community Pharmacy England Committee members, including undertaking a review of data on sector composition one year ahead of the election cycle to and making a recommendation in respect of any changes to Committee composition to the Community Pharmacy England Committee for its consideration.
- d. Making recommendations to the Committee on the membership of Community Pharmacy England subcommittees and the Negotiating Team, informed by an assessment of members' relevant skills, experience and interest and with a view to promoting diversity and inclusion and supporting effective succession and transition.
- e. Making a recommendation to the Committee on arrangements for the regular review of the performance of individual Community Pharmacy England Committee members (collectively and individually).
- f. Ensuring that arrangements are in place to support the learning and development of Committee members (collectively and individually), and for the onboarding of new Community Pharmacy England Committee members.
- g. Supporting activity to reach out and develop the talent pool for future Committee members of Community Pharmacy England and LPCs.
- h. Annually reviewing and making a recommendation to the Committee on member compensation rates and arrangements.

4.2 Community Pharmacy England People

- a. Leading the process to determine requirements for the role of Chair of the Community Pharmacy England Committee and arrangements for their recruitment and appointment and making a recommendation to the Committee for its approval.
- b. Receiving a report on the Community Pharmacy England Chair's performance review from the Vice Chair, satisfying itself that the review was undertaken in accordance with a fair, transparent and consultative process, and making a recommendation to the Committee in respect of the Committee Chair's reappointment for a second term.
- c. Annually reviewing the Committee Chair's remuneration informed by relevant market data and making a recommendation to the Committee.
- d. Receiving a report on the Vice Chair's performance review from the Committee Chair, satisfying itself that the review was undertaken in accordance with a fair, transparent and consultative process and making a recommendation to the Committee in respect of the Vice-Chair's reappointment for a further term.
- e. Leading the process to determine the role description for Vice Chair and recommending a process for their selection to the Committee for its consideration and approval.
- f. Recommending to the Committee a process for the recruitment and appointment of a new CEO when needed.
- g. Annually reviewing the CEO's remuneration, informed by the Committee Chair's review of the CEO's performance, and making a recommendation to the Committee.
- h. Succession planning for the CEO and ensuring that there are arrangements in place in the event of their long-term absence.
- i. Ensuring that Community Pharmacy England has appropriate human resources related policies and procedures in place, and that these are operating effectively.
- j. Ensuring that the Community Pharmacy England CEO has appropriate pay and benefits arrangements in place for ELT and staff to enable Community Pharmacy England to attract and retain the people it needs, including making a recommendation annually to the Committee on the proposed pay envelope within the Budget.

- k. Ensuring that the CEO has succession plans for the ELT and contingency arrangements in the event of long-term absence of a member of the ELT.

3. Complaints:

- a. Determining processes for the hearing/investigating of Community Pharmacy England complaints, including breaches of the Code of Conduct, and recommending these to the Committee for approval.
- b. Hearing and determining Community Pharmacy England complaints, commissioning investigations where necessary and applying sanctions, or for the most serious cases, recommending sanctions to the Committee for its consideration and approval in line with the Code of Conduct.
- c. Ensuring that Community Pharmacy England offers support and advice to LPCs in its handling of complaints, including facilitating the sharing of knowledge and experience.

4. Other:

- a. The Subcommittee will review its own performance annually and recommend any changes to its terms of reference for the Committee's consideration.
- b. Any other duties determined by the Community Pharmacy England Committee.

5. Meetings

The Subcommittee usually meets three times per year with the timing of meetings to be determined by the needs of Community Pharmacy England business.

Meetings may be held in person or by any means, or combination of means, that enables the Subcommittee's members to communicate with each other. Subcommittee members unable to attend a meeting may provide comments to the Subcommittee Chair in advance but are not entitled to appoint a replacement to attend in their absence.

In addition to formal meetings, the Subcommittee may transact business between meetings by email if required.

6. Quorum and Decisions



The quorum necessary for the transaction of business at any meeting shall be three full voting-members. Subcommittee members will be considered in attendance and count towards the quorum if they are able to participate fully in the meeting.

The Subcommittee takes decisions collectively. In the event of a formal vote, a simple majority of the full voting members is required, with the Subcommittee Chair having a casting vote.

Any Subcommittee member or other attendee who faces a potential conflict of interest is required to declare such an interest and to recuse themselves from the discussion, decision or meeting, as determined by the Subcommittee Chair. No Subcommittee member or other attendee should participate in discussions regarding their own appointment, remuneration or performance.

7. Meeting Administration and Minutes

The Subcommittee shall receive at least seven days clear notice of any meeting.

The Subcommittee Chair determines the agenda for any meeting in consultation with the CEO or other member of the ELT with the aim of ensuring that the subcommittee best supports the work and decision-making of Community Pharmacy England. The agenda and any papers will be issued in advance of a meeting.

A member of Community Pharmacy England staff shall attend and prepare minutes of Subcommittee meetings which shall be circulated promptly to Subcommittee members and will be formally approved by the Subcommittee at the next meeting. The minutes or a summary of the meeting, redacted as necessary for confidentiality reasons, will be published on the Community Pharmacy England website.

8. Authority

The Subcommittee receives its authority from the Community Pharmacy England Committee and has delegated authority in accordance with these terms of reference.

9. Reporting

The Subcommittee Chair shall report to the Committee after each meeting on the nature and content of its discussion, recommendations, and action to be taken.