



Community Pharmacy Scotland
Community Pharmacy Scotland Board

MODEL CONSTITUTION OF
COMMUNITY PHARMACY (HEALTH BOARD) COMMITTEES IN SCOTLAND
(as amended by resolution of the Council on 9 November 2022)

GENERAL INTERPRETATION PROVISIONS

1. In the following Constitution, unless the context otherwise requires:

'Associate Members' means those persons who are associate members of Community Pharmacy Scotland in accordance with the articles of association of Community Pharmacy Scotland.

'The Committee' means the Community Pharmacy (Health Board) Committee for the NHS Board Area and 'NHS Board' means the NHS Board for that area constituted under Section 2 of the National Health Service (Scotland) Act 1978.

'Contractor' or 'Pharmacy Contractor' means a person, firm or body corporate, lawfully conducting a community pharmacy business in accordance with section 69 of the Medicines Act 1968 (as amended from time to time) whose name appears in that part of the pharmaceutical list relating to persons, firms or bodies corporate entitled to provide pharmaceutical services.

'Contributing Contractor' means a Contractor who pays membership dues or other fees to Community Pharmacy Scotland.

'Council' / 'Community Pharmacy Scotland' means Community Pharmacy Scotland, a company limited by guarantee and registered in Scotland (company number SC401969), as elected or nominated from the Community Pharmacy (Health Board) Committees as defined under this Constitution.

'Community Pharmacy Scotland Board' means the board of directors of Community Pharmacy Scotland, as elected in accordance with the articles of association of Community Pharmacy Scotland.

'Local negotiation' means negotiation between Community Pharmacy (Health Board) Committees and NHS Boards, Health and Social Care Partnerships, for the provision of those pharmaceutical services for which devolved authority has been given under the National Health Service (Scotland) Acts and Regulations, Pharmaceutical Care Services as defined within Part 3 (Pharmaceutical Care Services) of the Smoking Health and Social Care (Scotland) Act 2005, or otherwise.

'elected pharmacy contractor' means a Pharmacy Contractor who is not a member of the Company Chemists' Association and who is elected to the Committee under paragraph 4 (a)(i). The elected pharmacy contractors collectively make up the elected pharmacy contractor group.

'Pharmaceutical Care Services' means the dispensing of medicines, the supply of appliances, and the provision of other services under the National Health Service (Scotland) Acts, the Regulations, as amended, and Part 3 Pharmaceutical Care

Services, as defined within the Smoking, Health and Social Care (Scotland) Act 2005, by Pharmacy Contractors.

'Pharmaceutical List' has the meaning assigned to it by Regulation 5 of The National Health Service (Pharmaceutical Services) (Scotland) Regulations 2009, being the list of Contractors operating from individual premises within an NHS Board area.

'Pharmacy' means community pharmacy premises for which entries appear in that part of the pharmaceutical list relating to persons, firms or bodies corporate entitled to provide pharmaceutical services.

'Pharmacist' has the meaning assigned to it in relation to Great Britain by Section 132(1) of the Medicines Act 1968 (as amended from time to time).

Where, in calculating numbers equating to one-sixth or one-third or one-half of the number of pharmacies in an area, decimal fractions arise, the result of the calculation shall in each case be rounded up to the nearest whole number.

TITLE

2. The Committee formed under this Constitution shall be known as the Community Pharmacy (Health Board) Committee.

DUTIES OF THE COMMITTEE

3. The duties of the Committee shall comprise the following:
 - (i) to negotiate, through Community Pharmacy Scotland, the organisation recognised by The Scottish Government as being representative of the general body of community Pharmacy Contractors in Scotland:
 - (a) the terms, remuneration and conditions of service of Pharmacy Contractors in general; and
 - (b) the securing of prompt and accurate payment of Pharmacy Contractors' accounts;
 - (ii) to negotiate, at the request of and under the direction of Community Pharmacy Scotland, the terms, remuneration and conditions of service of Pharmacy Contractors for the provision of those services which have, by Regulation or otherwise, been devolved to local negotiation;
 - (iii) to establish effective liaison with other local bodies engaged in the National Health Service;
 - (iv) to elect representatives to Community Pharmacy Scotland;
 - (v) to ensure that information about the work of the Committee is regularly circulated to Pharmacy Contractors in the area of the NHS Board, and to Community Pharmacy Scotland; and
 - (vi) to ensure effective succession planning and facilitate the development of individual members.

MEMBERSHIP

4. (a) The Committee shall normally consist of: (1) up to six pharmacists, or that number representing three percent of the total number of contracts in that NHS Board Area,

whichever is the greater, elected or nominated under paragraphs 4 (a)(i) and (a)(ii); and (2) in addition, those Associate Members appointed under paragraph 4 (d). Where decimal fractions arise, the result of the calculation shall in each case be rounded up to the nearest whole number. The Committee shall be comprised as follows:

- (i) where the number of Pharmacy Contractors in the area of the NHS Board permits, a maximum of six pharmacists, or that number representing three percent of the total number of contracts in that NHS Board Area, whichever is the greater, who are persons or who are directors of, or partners, or superintendent pharmacists in a firm or body corporate engaged in the provision of pharmaceutical care services as a Pharmacy Contractor in the said area of the relevant NHS Board and who are willing to be and are not disqualified hereunder from being members shall be elected by Pharmacy Contractors (not nominating Committee members under the provisions of subparagraph 4(a)(ii)) in the NHS Board area using a procedure approved by Community Pharmacy Scotland. The maximum number of six pharmacists to be elected under the provisions of this subparagraph shall be reduced by one on account of each pharmacist nominated under the provisions of subparagraphs 4 (a)(ii)(b), 4 (a)(ii)(c), and 4 (a)(ii)(d).
- (ii) provided that there are Pharmacy Contractors who are members of the Company Chemists Association engaged in the provision of pharmaceutical services in the area of the NHS Board:
 - (a) if the number of pharmacies represented by the Company Chemists Association in the area of the NHS Board is less than one sixth of the number of all the pharmacies in the area of the NHS Board, the Company Chemists Association shall be entitled to nominate one pharmacist or a sixth of the total places on the Committee, whichever is the greater, as a candidate for election to the Committee under the provisions of paragraph 4(a)(i);
 - (b) if the number of pharmacies represented by the Company Chemists Association in the area of the NHS Board is equal to or greater than one sixth, but is less than one third, of the number of all the pharmacies in the area of the NHS Board, one pharmacist or a sixth of the total places on the Committee, whichever is the greater, may be nominated by the Company Chemists Association as a member of the Committee;
 - (c) if the number of pharmacies represented by the Company Chemists Association in the area of the NHS Board is equal to or greater than one third, but is less than one half, of the number of all the pharmacies in the area of the NHS Board, two pharmacists or a third of the total places on the Committee, whichever is the greater, may be nominated by the Company Chemists Association as members of the Committee; and
 - (d) if the number of pharmacies represented by the Company Chemists Association in the area of the NHS Board is equal to or greater than half of the number of all the pharmacies in the area of the NHS Board, three pharmacists or half of the total places on the Committee, whichever is the greater, may be nominated by the Company Chemists Association as members of the Committee.

And any pharmacist nominated under the provisions of this subparagraph (ii) must be an employee of a member of the Company Chemists Association and be normally engaged in or directly responsible for the provision of pharmaceutical services in the area of the NHS Board.

(b) The Committee shall, as far as practicable, ensure by co-option of additional Pharmacy Contractors, or pharmacists who would otherwise be eligible to represent (as set out in subparagraph 4(a)(i) above) Pharmacy Contractors, in the NHS Board area, that all geographical areas within the area of the NHS Board are adequately represented on the Committee. Any co-option pursuant to this paragraph 4(b) requires prior approval of the Community Pharmacy Scotland Board. For the avoidance of

doubt, any Committee member appointed pursuant to this paragraph shall be in addition to any members appointed pursuant to paragraph 4(a).

(c) The Committee shall have power to co-opt, subject to the agreement of the Community Pharmacy Scotland Board, additional Pharmacy Contractors, or pharmacists who would otherwise be eligible to represent (as set out in subparagraph 4(a)(i) above) a Pharmacy Contractor in the NHS Board area, whose experience, in the Committee's opinion, would assist in the work of the Committee. The Committee shall advise the Community Pharmacy Scotland Board of the relevant experience and expertise of any additional Pharmacy Contractors or pharmacists who in its opinion would support the work of the Committee, in order to assist the Community Pharmacy Scotland Board in making an informed decision to approve or reject such co-option under this sub-paragraph 4(c).

(d) In addition, up to two pharmacists who are Associate Members may be appointed to the Committee. Associate Members in the NHS Board area where they are employed, having first secured the permission of their employer, who must be a Contributing Contractor, to do so would be invited to put their names forward for consideration. The newly elected Committee would consider the list of names received and appoint up to two members from the list. The decision would be notified to Community Pharmacy Scotland. In respect of the Associate Members appointed to the Committee pursuant to this subparagraph 4(d):

- i. if at any time an Associate Member's employer chooses to withdraw their permission, eligibility of the relevant Associate Member to be a member of the Committee would cease and their seat would be automatically vacated; and
- ii. if the ownership of a pharmacy changes, the relevant Associate Members' continued membership of the Committee would have to be ratified by the new owner.
- iii. if the employment of the Associate Member changes, that Associate Member must secure permission from their new employer (who must also be a Contributing Contractor) to remain eligible for membership.

For the avoidance of doubt, an Associate Member may only apply to, and participate as an appointed member of, one Committee, irrespective of the Associate Member's eligibility to become an appointed member of another Committee. Any member who is eligible to become an elected pharmacy contractor member may not be appointed as an Associate Member.

(e) If there are more nominations for 'elected pharmacy contractors' from the elected pharmacy contractor group, than the number of allocated places on the Committee for 'elected pharmacy contractors' from that elected pharmacist contractor group, then an election shall take place using a procedure approved by Community Pharmacy Scotland. Each 'elected pharmacy contractor' shall, in any such election, be entitled to have one vote for every pharmacy held in an NHS Board area e.g. if an elected pharmacy contractor holds 5 pharmacies in an NHS Board area then that elected pharmacy contractor shall have 5 votes.

FORMATION AND FIRST MEETING OF THE COMMITTEE

5. The Chief Executive Officer of Community Pharmacy Scotland shall arrange the place, date and time at which the members elected or nominated as above shall hold the first meeting of the Committee and he shall notify them accordingly by giving not less than seven days' notice. At this meeting, those present shall:
 - (i) elect from the members of the Committee (other than those members co-opted under paragraph 4 (b) and paragraph 4 (c) above) a Chairman and a Vice Chairman to the Committee;
 - (ii) formally adopt this Constitution;

- (iii) make arrangements to co-opt additional members if so required by this Constitution;
- (iv) elect, only from those members of the Committee elected or nominated under paragraphs 4 (a)(i) and (a)(ii), representatives to Community Pharmacy Scotland who shall be elected in proportion to the number of members of the Committee elected or nominated under paragraphs 4 (a)(i) and (a)(ii); and
- (v) appoint the Associate Member representatives under paragraph 4(d) above.

DUTIES OF THE VICE CHAIRMAND

- 6. After appointment, the Vice Chairmand shall forthwith notify his appointment to Community Pharmacy Scotland. The Vice Chairmand shall attend meetings of the Committee and any sub-committees, arrange for the Minutes to be written, ensure that Minutes of meetings and details of local negotiations are sent to Community Pharmacy Scotland, and do such other work as may be required by the Committee.

INFORMATION TO BE SENT TO COMMUNITY PHARMACY SCOTLAND

- 7. The Vice Chairmand to the Committee shall, as soon as may be practicable after his election, inform Community Pharmacy Scotland of the names and addresses of the Chairman and other members of the Committee and all members elected to represent the Committee on the said Council under the articles of association of the Council. The Vice Chairmand shall also from time to time inform Community Pharmacy Scotland of any changes in the Chairmanship, Vice Chairmandship and membership of the Committee and the names and addresses of any persons co-opted to the Committee.

QUORUM

- 8. The number of Committee members who shall form a quorum shall be the greater of: (i) four; or (ii) half of those elected, nominated or appointed under paragraph 4(a) of this Constitution. If at any meeting of the Committee, the Chairman is not present, those members of the Committee present and holding office under paragraph 4(a) shall choose one of their number to be Chairman of such a meeting.

All matters to be approved or decided by the Committee shall be approved or decided by a majority vote of the members holding office under paragraph 4(a) and attending the meeting of the Committee, and for this purpose each such member shall have one vote and in the case of an equality of votes the Chairman of the Committee shall have a casting vote.

For the avoidance of doubt, those members co-opted under paragraphs 4(b), 4 (c) and 4(d) of this Constitution shall be entitled to attend and speak, but are not entitled to vote, at meetings of the Committee.

TERMS OF OFFICE

- 9. Subject to paragraph 10, the members of the Committee appointed as at, or who are appointed on or following, the date this Constitution is formally adopted under paragraph 5 shall hold office until 31 March 2022 and thereafter, tenure of office shall be for a period of three years but, in order to maintain continuity of office, these terms may be extended until the first meeting of the newly elected Committee held after the end of the term. The proceedings of the Committee shall not be invalid by reason of any vacancy.

DISQUALIFICATION OR RETIREMENT

- 10. (a) Where a member of the Committee ceases to be a Pharmacy Contractor engaged in the provision of pharmaceutical services in the NHS Board area or ceases to be eligible for membership of the Committee under the relevant provision of paragraph

4 by which he was elected, nominated, appointed or co-opted, that member's seat on the Committee shall be thereupon vacated.

- (b) Where a member of the Committee has been absent from three consecutive ordinary meetings of the Committee to which that member has been summoned, the Committee shall declare that member's seat to be vacated unless satisfied that that member's absence was due to illness or other reasonable cause.
- (c) A member of the Committee may at any time, by notice in writing signed by that member and delivered to the Vice Chairmand to the Committee, resign that member's office.
- (d) The Company Chemists Association may, at any time, replace any of its nominees to the Committee with other nominees who qualify for membership under paragraph 4(a)(ii).

METHOD OF FILLING CASUAL VACANCIES

- 11. Where by reason of the resignation, death or disqualification of a member of the Committee, a casual vacancy in the membership of the Committee occurs, the Committee shall appoint or (if applicable) seek nomination of, subject to the provisions of paragraph 4, a pharmacist to fill the vacancy and the person so appointed or nominated (as the case may be) shall hold Office for the remainder of the period for which the member whose vacancy he has filled would have been entitled to hold office. The Committee shall fill such casual vacancies with a member having similar qualifications for Committee membership as those of the member being replaced.

MEETINGS

- 12. (a) Meetings of the Committee shall be held from time to time and not less than four times in each calendar year at quarterly intervals.
- (b) The Vice Chairmand shall call a meeting of all the Pharmacy Contractors of the relevant NHS Board Area once in each calendar year to receive a report on the work of the Committee.

FINANCE

- 13. The expenses of the Committee shall be met by Community Pharmacy Scotland as laid down in its articles of association.

NOMINATION OF MEMBERS TO COMMUNITY PHARMACY SCOTLAND

- 14. It shall be the duty of each Community Pharmacy (Health Board) Committee to elect to the Council the appropriate number of members to represent that Community Pharmacy (Health Board) Committee pursuant to paragraphs 6.1.1 and 7.4 of Community Pharmacy Scotland's articles of association. The members of each Community Pharmacy (Health Board) Committee to be elected to the Council shall be those elected under paragraph 4 (a)(i) or nominated under paragraph 4 (a)(ii) of the relevant committee's constitution, and they shall be elected in such proportion as would be consistent with the proportions of elected pharmacy contractors or nominated Company Chemists' Association representatives on each such relevant committee, such proportion to be advised by the Chief Executive Officer of Community Pharmacy Scotland

AMENDMENT OF CONSTITUTION

- 15. This Constitution may be amended only by a resolution of the Committee approved by Community Pharmacy Scotland.

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