

techUK Health and Social Care Council

Terms of Reference

General Terms and Definitions:

These Terms of Reference are in linked with techUK's Articles of Association

Definitions unless defined below shall be as in the Articles of Association.

Health and Social Care additional Definitions:

Representative: - A person who currently works for an eligible Full Member or Other Member and who has been duly elected to the Council in accordance with these Terms of Reference

1. Purpose

techUK's Health and Social Care Council's purpose is to act as the Management Committee of the techUK Health and Social Care Group ("The Group"), whose purpose is to promote the interests of techUK members operating in the Health and Social Care Technology Industry.

The Council will:

- Develop, co-ordinate and promote techUK's health and social care policy
- Represent the interests of the Group to other relevant bodies in markets in which members may operate, including but not limited to:
 - Governments (via both politicians and officials)
 - Healthcare purchasers and providers
 - National and international non-governmental organisations
 - Trade and professional associations
 - Patients and the public

Such activity to include liaison at the highest possible level with such entities, the formulation of techUK's response to initiatives or consultations including the provision of a confidential industry view and such other activities as the Council may consider appropriate.

- Formulate, develop & manage campaigns
- Consult and liaise with the wider Health and Social Care Group membership
- Liaise with techUK at a corporate level and with other techUK special interest groups
- Feed issues/information to other groups and members and provide content for appropriate techUK publications.
- Such other activities consistent with the purposes above and the rules and constitution of techUK as the Council may see fit.

2. Membership and Representatives

The Council will normally consist of 18 member companies each of which will nominate a Representative to sit on the Council.

The member companies on the Council must be a member of techUK and will cease to be a member of the Council forthwith:

1. after serving three years on the Council;
2. they withdraw as a Council member;
3. they cease to be a member of techUK or are suspended from membership of techUK;
4. if a representative fails to attend three consecutive meetings (enforceable at the Chair's discretion); or
5. they are expelled from the Council by a vote of at least 10 Council members.

The Chair and Vice Chairs are elected annually by the Group to serve respectively as the Chair and Vice Chairs of the Council and the Group. The elections will normally be held in December each year.

Representatives from member companies will be elected from the membership of the Group to serve for three years as described in Section 3. Initially these Representatives and their retirement dates will be as listed in Schedule 1.

Representatives must serve to represent the interests of the Group, not their employing body. Members may replace a Representative to serve the rest of the member's term, but may not use deputies if a Representative cannot attend a meeting.

Members may only replace Representatives for the remainder of the Term in the following circumstances:-

- Where the elected Representatives leaves the Member company for whatever reason or the job role has changed.

2. Appointment of General Members

If a vacancy or vacancies arise on the Council before the end of the three year term, nominations will be sought from the list of top five qualified Representatives that were runners-up in the previous year's elections. An exception to this is if the vacancy/vacancies arise(s) less than six months before the term of the member is due to end. In this case the Secretariat and Council will wait until the end of the term before following normal election procedures.

Where a new member is appointed to replace a member who has left the Council at the end of their term the new member will serve for three years. Where a new member has been appointed to replace a member who has not served their full term they will be appointed for the remainder of the term of that member.

The Chair and Vice Chairs of the Council, supported by advice from the Council and the techUK Secretariat, will select new Representatives from those persons nominated such that the

membership of the Council is representative, as far as practically possible, of the Group as a whole, both in terms of company size and interest area.

Members leaving the Council for whatever reason may nominate themselves for re-appointment. However, in making appointments, the Chair and Vice Chairs will seek to ensure that, all other matters being equal, those who have not served within the previous three years are given priority.

Meetings

Meetings will be held at least four times each year.

Meetings will normally be chaired by the Chair of the Council or in their absence by one of the Vice Chairs as agreed by those present.

The Quorum for a meeting will be 8 members, which must include at least one of the Chair or Vice Chairs.

Each member of the Council will be entitled to one vote. In the case of a hung vote, the Chairman of the meeting may exercise an additional casting vote.

The techUK Secretariat will normally attend all meetings of the Council.

Council meetings will operate under The Chatham House Rule, which states:

"When a meeting, or part thereof, is held under the Chatham House rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed".

Except that:

Membership of the Council and details of attendance at meeting will be a matter of public record.

The chairman of a Council meeting may declare matters to be confidential where circumstances reasonably require this.

Subject to the above, proceedings of meetings will be minuted and such minutes will be made available to members of the Group or more widely should the Council so decide.

Special Interest Groups (Formerly "Sub Groups")

The Council may establish and disestablish Special Interest Groups, in consultation and agreement with the techUK Secretariat, as it thinks fit, with membership drawn from the Council and Group. All Special Interest Groups are required to hold Group meetings that are open to the whole Group membership. The Council will appoint a Chair to any Special Interest Group formed in consultation with those members who have shown "Special Interest", who may be any Group member. The Chair of the Special Interest Group is responsible for reporting back to the Council, and will be expected to attend Council meetings. The Council will review Special Interest Groups annually.

Working Groups

The Council may establish Working Groups, in consultation and agreement with the techUK Secretariat as it thinks fit, with membership drawn from the Council and Group and a person whom

the Council thinks appropriate. Such working groups will have a specific deliverable outcome after which the Working Group will cease to exist. Any Working Group will contain at least one Council member and will be chaired by a member of the Council who will be responsible to the Council for the proper conduct of the Working Group.

Liaison with techUK Main Board

The Council develops and executes techUK's Health and Social Care policy through the Secretariat, the membership and liaison with other bodies. In order that this is co-ordinated with other techUK groups and executed optimally, effective liaison with the techUK Board is a key factor, not least through the 3-year planning process.

The Chair will represent the Health and Social Care Group at techUK Main Board meetings when requested.