



# THE SOUTH AFRICAN MEDICAL ASSOCIATION

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## General Practitioner Private Practice committee

### TERMS OF REFERENCE

#### Approval details:

First approval authority: \_\_\_\_\_ Committee (Name of Committee)

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## Glossary/interpretations

*Glossary for the General Private Practice Committee:*

Reference to **“the Committee”** or **“GPPPC”** shall mean the General Practitioner Private Practice Committee

Reference to **“the Board”** shall mean the SAMA Board of Directors.

**“SAMA”** means the South African Medical Association NPC.

**“MOI”** means the Memorandum of Incorporation of SAMA, the latest version of which was adopted on 12 April 2014.

**“Company Rules”** or **“Rules”** means the Rules of Procedure and Practice developed by the Company to provide for the practical implementation of the objectives set forth in the MOI which was adopted on 12 April 2014.

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**“GP”** refers to General Practitioner

**“GPPPC”** refers to the General Practitioners Private Practice Committee of SAMA.

**“PPC”** refers to the Private Practice Committees

**“PPD”** refers to the Private Practice Department of SAMA.

**“COID”** refers to the Commissioner of Injury on Duty

**“RAF”** refers to the Road Accident Fund

**“Insurance Industry”**, refers to the Life Insurance Industry

**“HPCSA”** refers to the Health Professions Council of South Africa

**“CMS”** refers to the Council of Medical Schemes

**“BHF”** refers to the Board of Health Funders

**“HASA”** refers to the Hospital Association of South Africa

**“DOH”** refers to the Department of Health

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## NAME OF COMMITTEE

### ***General Practitioner's Private Practice Committee (GPPPC)***

## PURPOSE

### **Purpose:**

The GPPPC must have regard for the strategic objectives adopted by the Board when carrying out its mandate to represent the GP's with authority and credibility, collectively and individually, in all matters, and to act as the principal co-ordinating and negotiating body for the GP, with all stakeholders related to Private GP-Practice such as COID, RAF, Insurance industry, HPCSA, CMS, BHF, HASA, DOH and other independent Medical Schemes, independent GP groups and Third Party Funders.

In general, the role of the GPPPC is to enhance the capability of SAMA to deliver value to its membership by taking charge of the planning and organising of its specific portfolio, that would be otherwise impossible to manage, given the volume of work required, and the limited capacity of the Board to carry this load.

## AUTHORITY

The GPPPC derives its authority from Section 7.6 of the Company's MOI which in turn refers to Section 72(1) of the Companies Act, encompassing the Board's authority to delegate to a Committee any of its authority without restriction. The GPPPC's authority is also mentioned in Rule 8 of the Company Rules, reading as follows:

### ***"8. TYPES AND FUNCTIONS OF COMMITTEES***

*The National Council may delegate any of its powers to the Board and/or one or more of the following Committees - Professional Affairs Standing Committees, Membership Representative Standing Committees, or Ad-Hoc Committees, or to any Full Member, provided that such delegation shall be revocable by the National Council or the Board and shall not detract from the powers of the Board to act on behalf of the National Council as expounded in the MOI and these Rules, and also as far as the matters of such other Committees are concerned. Such Committees are accordingly accountable to the National Council and the Board."*

The GPPPC shall provide recommendations to the Board in line with its responsibilities and objectives detailed below, which recommendations shall only be implemented once approved by the Board.

## OBJECTIVES

### **Responsibilities/objectives**

The objective of this Terms of Reference is to guide the GPPPC in carrying out its mandate.

In executing its mandate, the GPPPC must have regard for the strategic objectives adopted by the Board, namely to:

- represent the GP's with authority and credibility, collectively and individually, in all matters, and to act as the principal co-ordinating and negotiating body for the GP, with all stakeholders related to Private GP-Practice such as COID, RAF, Insurance industry, HPCSA, CMS, BHF, HASA, DOH, Independent Medical Schemes, Third Party Funders and other Independent GP groups;
- serve the needs of members of the Association to enable them to function optimally as professionals;
- promote health through the expertise and influence of the medical profession;
- deal with statutory tariff's and reference pricing, coding descriptors and relative value issues;
- influence and lobby SAMA policy with respect to issues pertaining to private health matters that have a bearing on private health care;
- determine and advise on the scope of practice of GP's and also provide leadership and direction with regards to the re-skilling of GP's and to design and organise continuing medical education for SAMA members;
- lobby on GP related issues;
- assist and guide in quality assurance
- take an active part in the promotion of healthcare programs for the benefit of the community;
- promote transformation in SAMA so that all levels of SAMA reflect the country's demographics;
- enthuse the spirit of unity within SAMA and in particular within the whole health profession;
- protect and uphold the rights of GPs, including such areas as dispensing and clinical independence;
- Protect the integrity of the profession against unethical practices, fraud and perverse practices.

## MEMBERSHIP

### 1. Election of members

The GPPPC is recognised as one of SAMA's Membership Representative Committees in accordance with Rule 10.1.2 of the Company Rules, and members of the GPPPC are elected in accordance with Rule 10.3.2 and rule 2.3 of the Company Rules, before an elective National Council meeting.

### 2. Co-option of members

In terms of Rule 10.3.4 of the Company Rules the GPPPC shall have the authority to co-opt a maximum of 2 (two) additional members to the existing 14 (fourteen) members of the GPPPC, but may only exercise this discretion subject to the consent of the Board. Such co-opted members shall be regarded as full members of the GPPPC and shall be entitled to all benefits and responsibilities accruing to Membership Representative Committee Members. Members so co-opted must be existing SAMA members. In the event that they are not existing SAMA members they can be invited to committee meetings at the discretion of the Committee, but shall be invited as observers only (see 3 below). Co-opted members cannot become National Councillors of SAMA or Committee Chairs by virtue of their co-option.

### 3. Observers

In terms of Rule 10.3.8 of the Company Rules the GPPPC shall have the authority to invite observers to GPPPC meetings. Such observers shall have no voting rights and may not participate in any deliberations and decisions of the GPPPC. The observers shall participate on a voluntary basis and shall not be entitled to any reimbursement for travel or other expenses related to their attendance of meetings, nor shall they be entitled to any payment from SAMA whatsoever.

### 4. Absences and Vacancies

**4.1** If a member is absent for 2 (two) consecutive meetings without notice or justifiable reason, or is frequently absent without a reason satisfactory to the remaining members of the GPPPC, the GPPPC will review his/her membership. By majority vote of the remaining members, the position can be declared vacant and the GPPPC shall be entitled to replace that member in accordance with the vacancy clause below (4.2).

**4.2** In the event that a member position on the GPPPC becomes vacant, either by reason of resignation or in terms of 4.1 above or for any other reason, the GPPPC shall, without delay and as soon as is reasonably possible, approach the next candidate on the election list of the election process as per rule 2.3 and 10.3.4 by which the GPPPC members were elected, and request such candidate to fill the vacancy. If that candidate is not available, the next candidate on the list will be approached, until the list is exhausted. A member so appointed from the list can assume his/her duties as GPPPC member immediately and the Board can ratify such an appointment at its next board meeting. In the event that the list is exhausted without finding a replacement candidate, the GPPPC will, by majority vote, decide on a name for a replacement member, which replacement will in this instance have to be approved by the Board prior to such member assuming any GPPPC duties.

- 4.3** The GPPPC shall at all times have at least 14 (fourteen) GPPPC members.
- 4.4** If the position of Chair of the GPPPC becomes vacant for any of the reasons mentioned in paragraph 4, the Vice-Chair will automatically become Chair of the GPPPC. The vacant position in the GPPPC so occurring as a result of the ensuing vacancy will be filled as set out in paragraph 4.2. Once the vacant position has been filled, the GPPPC will elect a new Vice-Chair from amongst the 13 (thirteen) members available for this position.

**5. Membership and eligibility to vote**

**5.1** The only members of the GPPPC eligible to vote at meetings will at all times be the 14 (fourteen) members of the GPPPC who were elected in accordance with Rule 10.3.2 and rule 2.3 of the Company Rules or members who were replaced in terms of the vacancy provisions set out in paragraph 4 above. And if applicable, the additional co-opted members to a maximum of 2 (two) as explained in paragraph 2 above.

**5.2** The duties of the Chairperson are more fully described in 23 below. The Chairperson of the GPPPC shall preside at all meetings. However, in the event of his/her absence, the Vice-Chairperson of the GPPPC will take over as Chair. In the absence of both the Chairperson and the Vice-Chairperson the Committee members present shall nominate a member to preside at that meeting.

**6. Duration of Committee membership**

Save for absences and vacancies described in paragraph 4 above, and save for the annual term of office of the President of SAMA, being an *ex-officio* member of the GPPPC, the term of GPPPC members terminate as soon as the succeeding members of the GPPPC have been appointment at the first elective National Council meeting following their appointment, which would follow approximately 3 (three) years after such appointment.

## MEETINGS

**7. Frequency of meetings**

The GPPPC shall meet at least three times a year in a non-elective year. In a year when an elective National Council meeting takes place, the GPPPC will meet four times, the last meeting being after the elective National Council meeting, i.e. with new GPPPC members. Additional GPPPC meetings may be called to address urgent matters.

**8. Type of meetings**

Meetings can be conducted face-to-face or alternatively via telephone-conferences, webinars (Web-ex), and Skype. Urgent decisions may also be e-mailed to members for approval. Decisions taken by the GPPPC meetings convened in any of the ways mentioned shall be binding provided that adequate notice had been given and that quorum requisites were adhered to.

**9. Attendance**

Only members of the GPPPC (see paragraphs 5.1 and 5.2 above) have the right to attend GPPPC meetings. However, other individuals and external advisors may be invited to attend for all or part of the meetings, as and when appropriate.

**10. Proxies**

There shall be no proxies for any officially elected GPPPC members, except for *ex-officio* (non-voting) members, who may send proxies to attend GPPPC meetings in their stead.

**11. Secretary**

The Secretary of the SAMA PPD or his/her nominee will act as Secretary of the GPPPC.

**12. Quorum**

Where there is an even number of voting members, the quorum is one half of the voting members. Where there is an odd number of voting members, the quorum is one half plus 1 member. For instance, when the committee has 7 voting members, the quorum would be 4. Vacancies and absences at a GPPPC meeting are excluded when counting the voting members in order to establish the quorum and the Chair of the GPPPC is counted as a voting member. A duly called meeting which starts with a quorum present shall be deemed to have a continuing quorum, notwithstanding the departure of voting members, unless the quorum is challenged by a voting member. In the event of a challenge the remaining members may choose to (a) adjourn the meeting, or (b) to continue the meeting, in which case the minutes shall record that it was acting on all further business without a quorum being present – ratification will then be considered at the next meeting.

**13. Voting**

In all duly-called meetings of the GPPPC at which a quorum is present, motions been put at the meeting shall be adopted on a simple majority of votes cast by the GPPPC voting members (excluding the Chairperson). An abstention is not considered to be a vote cast. The Chairperson votes only in the instance of a tie. When there is a tie vote, the motion is lost if the Chairperson abstains. The motion is adopted if the Chairperson votes in the affirmative and is defeated if the Chairperson votes in the negative.

**14. E-mail voting (Round Robin process)**

When urgent matters need to be voted on before the next scheduled meeting, an e-mail vote may be held.

**15. Notice of meetings**

Unless otherwise agreed, notice of each meeting, confirming the venue, time and date, together with a draft agenda of items to be discussed, shall be forwarded to all the members of the GPPPC and other invitees by the Secretary prior to the date of the meeting.



**16. Agendas and minutes**

Agendas will be compiled by the Secretary in consultation with the Chair. The Secretary shall minute the proceedings of all meetings of the GPPPC, including recording the names of those present. An action list compiled from the minutes will be circulated to all the GPPPC members within 2 weeks of the meeting, followed by the minutes, signed off by the Chair, within 4 weeks of the meeting

**REPORTING**

**17. Reporting responsibilities**

The GPPPC Chairperson shall write a formal report to the Board on the GPPPC's proceedings after each meeting.

**18. Recommendations to Board**

The GPPPC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

**19. Annual report**

The GPPPC shall produce an annual report on its activities to be included in the Company's annual report.

**20. National Council meetings**

At its meetings the National Council shall receive and consider reports on matters dealt with by the GPPPC in the manner as determined by the Board.

**21. Annual General Meetings**

The Chair of the GPPPC shall attend the Annual General Meetings of SAMA and be prepared to respond to any member questions on the GPPPC's activities.

## ROLES AND RESPONSIBILITIES OF MEMBERS

### 22. Role and responsibilities of the Committee Chairperson

The role of the Chair of the GPPPC is to provide leadership to ensure the GPPPC performs the duties assigned to it by the GP membership, Board of Directors and the National Council. The duties of the Chair are:

#### 22.1 Committee operations

- (a) Compile GPPPC agendas with the input of members considering the GPPPC's annual work plan and recommendations by its members, the Board and/or National Council.
- (b) Chair effective meetings, including: encouraging participation and the free flow of discussion; ensuring appropriate material is distributed in advance; ensuring meetings are conducted in a timely and orderly fashion; and promoting a spirit of collegiality when difficult issues are discussed
- (c) Ensure the mandate and duties of the GPPPC are completely executed.
- (d) Review draft minutes and action lists for distribution to committee members within 2 weeks after the meetings.
- (e) Prepare a report from the GPPPC to the Board for each Board meeting following GPPPC meetings.
- (f) Be prepared to present and speak on items recommended by the GPPPC for review and approval by the Board.

#### 22.2 Committee effectiveness

- (a) Ensure the GPPPC's responsibilities are understood by the GPPPC members.
- (b) Provide orientation to new GPPPC members.
- (c) Ensure the GPPPC mandate is updated annually along with the schedule of activities.
- (d) Ensure clarity on the GPPPC's authorities and the resources allocated to the GPPPC.
- (e) Ensure the GPPPC receives timely and complete information to support decision-making.
- (f) Be available to individual GPPPC members for questions, counsel and discussions relating to the mandate and operations of the GPPPC.
- (g) Be available to staff members who are designated as a resource to the GPPPC to discuss items for GPPPC meetings and the workings of the GPPPC.
- (h) Be available to outside advisors to the GPPPC.
- (i) Arrange for information sessions for the GPPPC when needed.

#### 22.3 Committee evaluation

- (a) Ensure there is a performance evaluation of the GPPPC conducted on an annual basis.
- (b) Share results of the GPPPC performance evaluation with the GPPPC.

The Chairperson must motivate members toward active participation and involvement in GPPPC activities. With overall objectives in mind, he/she must channel the interests and talents of individual GPPPC members into productive efforts and ensure the necessary follow-up action.

### **23. Roles and responsibilities of GPPPC members in general**

**23.1** SAMA members elected to committees should demonstrate an active interest in the industry and the Association. This entails willingness to serve SAMA's members, (commitment), the ability to serve (time), to contribute (value, knowledge and skill), be professional (ethical and cooperative), and reliability (will assume the necessary responsibilities) and have leadership and communication skills.

**23.2** The GPPPC acknowledges that the success of the GPPPC depends on the contributions made by each of its members. In general, their responsibilities and duties include:

- Attendance of all meetings.
- Becoming familiar with the history, current matters and the other members of the GPPPC.
- Reviewing the agenda and accompanying materials *prior* to attending the meeting, and seeking clarification of matters of uncertainty.
- Following the agenda during the meeting.
- Determining what the exact purpose of the meeting is and deciding in advance how and what to contribute.
- Keeping replies short and to the point.
- Participating actively in discussions.
- Keeping in mind that the GPPPC functions as a unit and not through individual authority. Assisting with and sharing the work of the GPPPC in fulfilling its mandate.

**23.4** When significant other commitments or conflicts of interests arise GPPPC Members must disclose these to the GPPPC. In the event that such other commitments or conflicts of interests arise in respect of the Chairperson of the GPPPC, they must also be reported to the Board. Members are expected to divest themselves of personal and parochial interests and to act in what they consider to be the best interests foremost of the GP membership and secondary of SAMA as a whole.

**23.5** Members are expected to be knowledgeable and fully informed about strategic issues and commercial and industry changes affecting the Company and the market in which it operates.

## RESOURCES AND BUDGET

### 24. Access to resources

- 24.1** The GPPPC shall have access to sufficient resources in order to carry out its duties, including access to the PPD Secretariat for assistance as required.
- 24.2** The GPPPC shall be provided with appropriate and timely training when applicable, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 24.3** The GPPPC is authorised to seek any information it requires from any employee of the Company in order to perform its duties and all employees are directed to cooperate with any such request made by the GPPPC, provided that the communication policies of the Company in this regard be followed when seeking such information.
- 24.4** The GPPPC is allowed to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference, provided that due regard is had to overall budget constraints and provided that further, the Board's *prior* approval regarding any suggested outside advice is obtained, and that the procurement and other policies of the Company are followed in this regard.

### 25. Budget/funds available to the GPPPC

The GPPPC will have insight into the preparation of its budget, having due regard to the budget restraints and methods applying to the entire Company, and will operate within the limits of such budget, as approved by Board.

It must be noted that membership participation (and therefore membership fee contribution) will depend directly on the degree by which the GPPPC, as a membership committee, actively represents the GPs of SAMA. Therefore an adequate budget is extremely important for it to fulfil its duty to the membership.

## RELATIONSHIP TO OTHER COMMITTEES AND STAKEHOLDERS

### 26. Referral to other Committees

In the event that specific matters under the authority of the GPPPC warrant delegation and/or referral to other relevant SAMA standing committees, the GPPPC would recommend such referrals or delegations to the Board, where after the Board will authorise the referrals or delegations at its discretion.

### 27. Communication with stakeholders/SAMA members

Any communication by the GPPPC directed at SAMA members and/or other stakeholders will be carried out in terms of the SAMA Communications Policy.

## REVIEW

The GPPPC's Terms of Reference will be reviewed at least every three years, i.e. after the commencement of a new term of office of newly elected GPPPC Members.

The next date of review will be: \_\_\_\_\_