



**CLINICAL AND CODING COMMITTEE
CHARTER**

VERSION CONTROL

Version Number	3
Date of Review by MC	
Relevant to	<ul style="list-style-type: none">▪ Management▪ Members of the Clinical and Coding Committee
Applicable Legislation	<ul style="list-style-type: none">▪ Medical Aid Funds Act, 1995 (Act No. 23 of 1995)▪ NamCode

Mr. Petre Theron

President: Management Committee

Mr. Stephen Tjuoro

Chief Executive Officer

Table of Contents

1. Definitions	3
2. Establishment and Status of the Committee	3
3. Composition of the Committee	3
4. Terms of Reference of the Committee	4
5. Scope and Powers of the Committee	4
6. Responsibilities of the Committee	5
7. Term of Office	6
8. Vacancies	7
9. Chairperson	7
10. Role of the Chairperson	7
11. Attendance of meetings	8
12. Frequency of meetings	8
13. Secretariat	9
14. Minutes	9
15. Quorum	9
16. Meeting Procedures	9 – 10
17. Decision-making	10
18. Conflict of Interest	10
19. Remuneration	10
20. Reporting	10
21. Performance Review	11
22. Confidentiality	11
23. Review of the Charter	11

1. Definitions

Unless the context indicates otherwise and for the purposes of this Charter, the following terms shall have the meanings listed below:

“Act” means the Medical Aid Funds Act, 1995 (Act No. 23 of 1995);

“ICD” means International Classification of Diseases and Related Health Problems;

“Namaf” means Namibia Association of Medical Aid Funds as contemplated in section 10 of the Medical Aid Funds Act, 1995;

“NamCode” means the corporate governance code for Namibia;

“NAPPI” means National Pharmaceutical Product Index;

“MC” means the Management Committee as contemplated in section 13 of the Medical Aid Funds Act, 1995;

“Committee” means the Clinical and Coding Committee as contemplated in section 15 of the Medical Aid Funds Act, 1995.

2. Establishment and Status

2.1 In terms of section 15 (1) of the Medical Aid Funds Act, 1995, the MC established the Clinical and Coding Committee as a Committee of the MC.

2.2 Notwithstanding the powers and functions delegated by the MC to the Committee through this Charter, the Committee is subject to the MC.

3. Composition

3.1. The Committee shall consist of at least five (5) members appointed by the Management Committee as follows:

3.1.1 At least (two) members of MC; and

3.1.2 Three (3) persons not being members of MC or employees of Namaf, who have a registerable clinical qualification and relevant experience in:

(a) Clinical coding systems.

(b) The functioning and management of medical aid funds; and

(c) Clinical risk management principles.

3.2. The MC shall appoint the members on the Committee in terms of a process established by it for this purpose.

4. Terms of Reference of the Committee

The Terms of Reference of the Committee shall be to

4.1 Consider matters related to the development and maintenance of clinical coding systems that are to be used by healthcare service providers and medical aid funds and their administrators to ensure standardised coding practices that are aligned with international standards.

4.2 Make recommendations to the MC in relation to the aforementioned matters.

5. Scope and Powers

5.1 Limitations

5.1.1 The Committee acts in terms of the delegated or assigned authority by the MC as recorded in this Charter.

5.1.2 The Committee shall have no executive powers or authority. It shall not perform any management function or assume any management responsibility.

5.1.3 The Committee shall have no final decision-making powers and may only make recommendations to MC.

5.2 The Committee is vested with the following powers:

5.2.1 To investigate any activity within the scope of its mandate;

5.2.2 To advice MC on clinical coding structures and all incidental matters as MC may refer to it.

5.2.3 To make recommendations to the MC in respect of any matter considered by it within its mandate;

5.2.4 To obtain independent professional advice when required subject to the approval by the MC and the availability of funds; and

5.2.5 To determine its own meeting procedures.

6. Responsibilities

6.1. The Committee shall perform all the functions as is necessary to fulfil its role and purpose and has the following specific responsibilities, namely to:

6.1.1 Recommend research, consider and interrogate factors influencing the clinical risk exposure of Medical Aid Funds and advising the MC on potential strategies and/or responses. Such factors would include but not be limited to:

6.1.1.1 Healthcare technology, including pharmaceutical technology, developments;

6.1.1.2 Clinical guidelines and protocols; and

6.1.1.3 Clinical risk management strategies, including risk sharing approaches, having regard for the fact that certain strategies may be fund specific and commercially sensitive.

6.1.2 Recommend research, consider, and interrogate matters relating to the complete picture of health care event manifested by the following clinical coding, including but not limited to:

6.1.2.1 Diagnosis codes (ICDs);

6.1.2.2 Procedure codes (Tariff codes);

6.1.2.3 Codes for medicines and surgical products (ATC and NAPPI codes);

6.1.2.4 Medical devices classification systems; and

6.1.2.5 Coding grouping methodologies.

6.1.3 Make recommendations to the MC on annual coding changes.

6.1.4 Consider and advise the MC on clinical risk management matters that affect the private healthcare funding industry at large.

6.1.5 Consider and advise the MC on matters relating to the quality of care provided and clinical outcomes.

6.1.6 Research, engage and advise the MC on relevant new developments within healthcare.

6.1.7 Consider and advise the MC on the clinical aspects of alternative healthcare funding and reimbursement models, notably the associated clinical quality aspects thereof.

6.1.8 Any other related matter as may be delegated by the MC.

6.2 The Committee shall have access to all industry-level information it needs to fulfil its responsibilities.

7. Term of office

7.1. The term of office of the members of the Committee shall be three (3) years which shall coincide with the MC term of office.

7.2. A member whose term of office has expired shall be eligible for re-appointment to the Committee.

7.3. A person shall cease to be a member of the Committee when he/she:

7.3.1. Resigns;

7.3.2. Ceases to be a member of MC, if he/she is a member of the Committee by virtue of his/her membership of MC;

7.3.3. Is absent from three (3) consecutive meetings of the Committee without prior arrangement with the Chairperson or the Secretariat;

7.3.4. Becomes incapacitated to fulfil his/her duties as a member of the Committee; or

7.3.5. Is removed by the MC as provided for in this Charter.

7.4. The MC may subject to the rules of natural justice, remove a person as a member of the Committee if he/she brings Namaf or the private medical funding industry in disrepute.

8. Vacancies

- 8.1. The MC may fill any vacancies, which may arise on the Committee, as soon as reasonably possible.
- 8.2. A person so appointed shall serve the remaining period of the term of office of the member in whose place he/she is appointed.
- 8.3. In the event of a vacancy/vacancies arising on the Committee, the remaining members of the Committee shall form the Committee provided that there are at least three (3) members in office until such time as the MC has filled the vacancy/vacancies.

9. Chairperson

- 9.1. The MC shall elect the Chairperson of the Committee from one of the two members of MC who are members of the Committee.
- 9.2. The other member of MC shall be the Vice-chairperson of the Committee. If this member is also the Chairperson of MC, the other members of the Committee shall elect a Vice-Chairperson from the remainder of the Committee members.
- 9.3. If the Chairperson of the MC is a member of the Committee, he/she shall not be eligible to be appointed as chairperson or Vice-chairperson of the Committee.
- 9.4. In the absence of the Chairperson, the Vice-chairperson shall preside over the meetings of the Committee.
- 9.5. In the absence of both the Chairperson and the Vice-chairperson, the remaining members of the Committee present at the meeting shall elect one of their number to chair the meeting.

10. Role of the Chairperson

- 10.1 The Chairperson is responsible for the following:
 - 10.1.1 the leadership of the Committee;
 - 10.1.2 presiding over meetings of the Committee;
 - 10.1.3 advising the Chief Executive Officer on the preparation of the agenda;

- 10.1.4 ensuring order and conduct of meetings;
- 10.1.5 affording members a reasonable opportunity to speak;
- 10.1.6 ensuring that decisions are fairly made; and
- 10.1.7 is responsible for reporting to the MC on activities of the Committee.

11. Attendance at meetings

- 11.1. The Committee may invite any person to attend a meeting of the Committee based on that person's expertise or experience.
- 11.2. A person invited to attend Committee meetings based on expertise or experience shall have no voting rights.
- 11.3. If an expert invited to attend a meeting of the Committee must be remunerated, the MC shall approve his/her attendance of the Committee meeting(s) and remuneration.
- 11.4. Committee members must attend all scheduled meetings of the Committee, including meetings called on an *ad hoc* basis for special matters, unless prior apology has been submitted to the Chairperson or the secretariat.
- 11.5. Any member of MC who is not a member of the Committee may attend any meeting of the Committee, but such a person shall have no voting rights and shall not be remunerated.
- 11.6. The Chief Executive Officer may attend meetings of the Committee by invitation and partake in the deliberations, but he/she shall have no voting powers.
- 11.7. Other staff members, contractors and/or consultants of Namaf may attend meetings of the Committee by invitation and partake in the deliberations, but they shall have no voting powers.

12. Frequency of meetings

- 12.1. Meetings of the Committee shall be held at least four (4) times a year.
- 12.2. Meetings should be organised so that attendance is maximised.
- 12.3. The Chairperson of the Committee may convene meetings in addition to the scheduled meetings at any time should that be required in the circumstances, but with due consideration of budgetary constraints.
- 12.4. If the budget of the Committee has been depleted, MC must approve

additional meetings to be held by the Committee.

13. Secretariat

13.1. The Chief Executive Officer shall designate or assign Staff responsible for the provision of secretarial services to the Committee.

13.2. The Secretariat is responsible for:

13.2.1 the preparation of the agenda in consultation with the Chairperson of the Committee;

13.2.2 preparation and distribution of meeting packs;

13.2.3 The minute taking of the proceedings of the Committee; and

13.2.4 Keep records of signed minutes of the Committee.

14. Minutes

14.1. Minutes of Committee meetings shall be circulated to the Chairperson within ten (10) business days after the meeting and, once approved by the Chairperson, to all members of the Committee.

14.2. The minutes of the meeting shall be formally approved at the next scheduled meeting of the Committee and entered into the minute book.

14.3. The report of the Committee arising the minutes of the Committee must be prepared for every meeting of the MC.

15. Quorum

15.1. A quorum for the transaction of business by the Committee shall be 50% plus one of the members of the Committee.

15.2. Persons in attendance at Committee meetings by invitation may participate in discussions, but do not form part of the quorum for the Committee meetings.

16. Meeting Procedures

16.1. The notice of each meeting of the Committee, confirming the venue, time and date, and enclosing the agenda to be discussed with accompanying documentation and sufficient information to enable members to prepare for the meetings, shall other than under exceptional circumstances be sent by the

Secretariat to each member of the Committee not less than seven (7) business days prior to the date of the meeting.

16.2 Matters that of urgent nature which cannot be kept pending till the next scheduled meeting may be transacted by circulation among all members of the Committee and any recommendation so made is as effective and binding as it was passed at a dully convened meeting of the Committee provided: that any business so transacted must be reported at the next meeting of the Committee and constitutes a report of the Chairperson to the MC.

16.3 The Committee may determine its own meeting procedures and processes subject to any requirement included in this Charter, including whether to conduct a meeting in person or by electronic means.

17. Decision-making

17.1. All members of the Committee have voting rights.

17.2. In case of equality of votes, the person presiding at the meeting of the Committee has a casting vote in addition to his/her deliberative vote.

17.3. A majority decision of the quorum of each meeting shall pass as a decision of the Committee.

17.4. The Committee may, subject to the participation of sufficient members to form a quorum, discuss and resolve matters by telephone, electronic conferencing means or round robin and may adopt decisions by majority vote.

17.5. Persons in attendance at Committee meetings by invitation have no voting rights.

18. Conflict of interest

18.1. Members of the Committee shall be independent of the Secretariat and free from any business or other relationship, which could interfere with the exercise of their independent judgment.

18.2. The Conflict-of-Interest Policy of MC applies to members of the Committee and any person invited to attend a Committee meeting.

19. Remuneration

The MC shall determine the remuneration of the members of the Committee and

any other experts invited to attend Committee meetings, from time to time.

20. Reporting

20.1. The Committee shall under the signature of the Chairperson submit formal written reports on its activities to MC, including relevant findings and recommendations as the Committee deems appropriate.

20.2. The Chairperson of the Committee or in his/her absence any other member of the Committee to whom the responsibility is delegated shall also verbally report and respond to any questions relating to the work of the Committee at MC meetings.

21. Performance review

21.1. The Committee shall undertake a self-evaluation of its own performance and effectiveness, at least annually, to make improvements or enhancements to its operations, where necessary.

21.2. The evaluation shall be structured and supervised by the Chairperson of the Committee and its results discussed with the relevant Committee and reported to MC.

22. Confidentiality

All information obtained by virtue of a person's membership of the Committee or attendance of Committee meetings and all discussions at Committee meetings shall be confidential subject to the provisions of this Charter and the requirements of the law.

23. Review of the Charter

The Committee shall annually review the adequacy of this Charter as it may consider necessary or as it may be proposed by the Chief Executive Officer and recommend changes to the MC for approval.