



## Standing Orders

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REVISED 2016

**ASSOCIATION OF MEDICAL RESEARCH CHARITIES**  
**STANDING ORDERS**

*Adopted by the Executive Council on 23 September 2008, revised on 11 December 2014  
and [8 December] 2016*

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## 1. Introduction

These Standing Orders were first adopted by the Executive Council at a meeting held on 23<sup>rd</sup> September 2008 in accordance with **Article 16** of the Articles of the Association.

## 2. Definitions

2.1 Expressions defined in the Articles have the same meaning as in these Standing Orders, unless the context otherwise requires.

2.2 All references to article provisions in these Standing Orders refer to the Articles of the Association.

2.3 In these Standing Orders the following terms shall have the following meanings:-

**“Category A Threshold”**

has the meaning given in **Regulation 9.3**;

**“Full Members”**

has the meaning given in **Regulation 6.2**;

**“Medical Research Expenditure”**

means the amount spent by an organisation on medical research in a financial year, which includes:-

- support for medical and health related research projects and programmes including work undertaken in complementary and alternative medicines, professions allied to medicine, and service related research etc. including salaries, equipment, travel and support costs;
- funding for units, centres, departments, research groups etc. involved in medical and health research;
- fellowships, bursaries, scholarships, competitions and other awards for individuals undertaking research in medicine and other health-related areas;
- grants for equipment for use in medical and health research;
- travel grants;
- expenditure on the dissemination of medical and health research; including publications, support or sponsorship, symposia, conferences and workshops; and
- administrative support costs related to medical and health research funding,

but excludes:-

- grants made for buildings and other major capital building projects; and
- funding for research outside the UK.

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“ <b>Membership Criteria</b> ”	means the criteria which determine whether or not an organisation is eligible to apply to become a Member as set out in <b>Regulation 3</b> ;
“ <b>Membership Standards</b> ”	means the minimum standards with which all Members must comply as set out in <b>Regulation 5</b> ;
“ <b>Minimum Subscription Level</b> ”	means the minimum level of subscription prescribed by the Executive Council from time to time (for Full Members, £365, as set out in <b>Regulation 7.4.1</b> and for Supporter Members, £375, as set out in <b>Regulation 7.8.1</b> and each as amended in accordance with <b>Regulation 7.11</b> );
“ <b>Nominating Members</b> ”	has the meaning given in accordance with <b>Regulation 9.3</b> ;
“ <b>Regulations</b> ”	means the regulations in these Standing Orders;
“ <b>Supporter Members</b> ”	has the meaning given in <b>Regulation 6.3</b> ; and
“ <b>Turnover</b> ”	has the meaning given in <b>Regulation 7.6</b> .

## 3. **Membership Criteria**

### 3.1 Membership is open to any Related Charity which:-

- 3.1.1 is registered as a charity in England and Wales, Scotland or Northern Ireland;
- 3.1.2 has as one of its charitable objects or principal objectives to fund medical and health research in the United Kingdom;
- 3.1.3 fulfils the Association’s peer review standards and has completed at least one grant round in accordance with those standards;
- 3.1.4 has a published research strategy;
- 3.1.5 has a formal written policy on conflicts of interest;
- 3.1.6 endorses the Association’s position statements on supporting research in universities and the use of animals in medical research; and
- 3.1.7 meets any other standards or criteria which may be prescribed by the Association from time to time.

### 3.2 Any Related Charity who meets the Membership Criteria set out in **Regulation 3.1** may apply to become a Member in accordance with **Regulation 4**.

## 4. **Procedure for approval of a new Member**

### 4.1 Any application for membership of the Association shall be signed in writing by a duly authorised trustee or officer on behalf of the applicant organisation and confirm that the applicant:-

- 4.1.1 meets the Membership Criteria and, where required, provides evidence of its eligibility;
- 4.1.2 agrees to be bound by the terms of the Articles and the Standing Orders from time to time in force;

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- 4.1.3 agrees that it will, at all times, comply with the Membership Standards; and
- 4.1.4 will not do anything which is likely to be inimical to the reputation of the Association.
- 4.2 The Executive Council may from time to time prescribe a form of application for membership to be completed by an applicant organisation.
- 4.3 The chief executive shall consider any duly completed applications for membership of the Association and may request any further information which may reasonably be required from the applicant organisation.
- 4.4 The Executive Council shall review the completed application (and any further information provided) and decide (in its absolute discretion) whether or not to admit the organisation as a Member.
- 4.5 The Executive Council may decide to admit an organisation as a Member subject to conditions, for example, that the applicant will take certain steps to comply with certain Membership Standards within a prescribed period. In such circumstances, if the conditions are not met by the applicant organisation within the required period, the Executive Council may resolve to renegotiate the terms of membership for the organisation.
- 4.6 Having reached its decision as to whether or not to admit an applicant organisation as a Member, the Executive Council shall notify its decision (and any conditions) to the applicant within 7 days.
- 5. **Membership Standards**
- 5.1 Members are required at all times to comply with the following standards:-
  - 5.1.1 to appoint and notify to the Association the name and contact details of its authorised representative;
  - 5.1.2 to provide in a prompt manner, true, complete and accurate information for subscription purposes;
  - 5.1.3 to provide annual details of grants awarded and to complete the peer review audit questionnaire and return it to the Association in a timely fashion;
  - 5.1.4 to ensure payment of its subscription in a timely fashion;
  - 5.1.5 to use its best endeavours to respond to any relevant requests for information from the Association.
  - 5.1.6 to update the Association on any changes to its peer review process in a prompt manner including in particular any changes which may result in the Member no longer complying with the Association's standards on peer review;
  - 5.1.7 to update the Association on any changes to the Member's circumstances which may affect its membership status; and
  - 5.1.8 to keep its contact details for the Member up to date, including all principal contacts at the Member.
- 5.2 The Executive Council will consult with the Members before making any amendments to the Membership Standards set out in **Regulation 5.1**.

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## 6. Membership types

6.1 The Association has two membership types: full members and supporter members.

### *Full Members*

6.2 Full members are registered charities that fund medical and health research in the UK as one of their principal activities, meet the Association's Membership Criteria of publishing a research strategy, using peer review in awarding research funding and supporting the Association's policy and position statements on supporting research in universities and the use of animals in medical research ("**Full Members**").

### *Supporter Members*

6.3 Supporter members are organisations operating in the medical and health research sector with an interest in the activities of the Association and its Members ("**Supporter Members**").

## 7. Membership subscriptions

### *Authority to set the subscriptions*

7.1 The membership subscriptions or payments prescribed by the Executive Council in accordance with **Article 9.7**, shall be as set out in this **Regulation 7**.

### *Provision of information*

7.2 Upon admittance as a Member and thereafter on an annual basis in response to a formal notice from the Association, each Member shall notify to the Executive Council the aggregate sum of its Medical Research Expenditure in the preceding financial year, together with such supporting evidence as the Executive Council may reasonably require.

7.3 If any Member fails to supply the information referred to in **Regulation 7.2**, the Executive Council may (in its discretion) determine the amount of the relevant subscription (which need not be based on the estimated Medical Research Expenditure for such Member).

### *Subscription levels for Full Members*

7.4 The subscription levels for every Full Member for each financial year of the Association shall be the greater of:-

7.4.1 £365; and

7.4.2 such sum as equal to a specified percentage of the Member's Medical Research Expenditure in the preceding financial year, such percentage to be determined by the Executive Council in respect of that financial year and notified to the Members, but

the individual subscription for any Full Member in any financial year of the Association is capped at £115,000 (plus an inflation adjustment for that financial year decided by the Executive Council).

7.5 For example, in the financial year 2016-17 of the Association, the subscription levels for each Full Member shall be the greater of:-

7.5.1 £365; and

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7.5.2 such sum as equal to 0.15238% of the Member's Medical Research Expenditure in the preceding financial year, but

the individual subscription for any Full Member in any financial year of the Association is capped at £115,000 (plus an inflation adjustment for that financial year decided by the Executive Council).

### *Subscription levels for Supporter Members*

7.6 The subscription levels for every Supporter Member depends on the Supporter Member's annual turnover ("**Turnover**") in the preceding financial year, such amount to be determined by the Executive Council following the receipt of each Supporting Member's Turnover in the preceding financial year, together with such supporting evidence as the Executive Council may reasonably require, such as but not limited to the Supporting Member's preceding annual accounts.

7.7 The Executive Council can decide on a case by case basis what a Supporting Member's Turnover is for the preceding year for the purpose of **Regulation 7.6**.

7.8 The subscription levels for Supporter Members as of 2016-17 is as follows:-

7.8.1 £375, where the Member is either a sole trader or its Turnover is less than £500,000;

7.8.2 £1,085, where the Member's Turnover is equal or greater than £500,000 but no greater than £1 million;

7.8.3 £3,215, where the Member's Turnover is greater than £1 million but no greater than £10 million; and

7.8.4 £4,495, where the Member's Turnover is greater than £10 million.

7.9 The subscription levels for Supporter Members will increase annually by a specified percentage, such percentage to be determined by the Executive Council in respect of that financial year and notified to the Members.

7.10 The Association will publish annually the updated subscription fees for both Full Members and Supporter Members on its website.

### *Review of subscription levels*

7.11 At least once in each financial year the Executive Council will review the subscription levels and minimum / maximum subscription levels. With regards to Full Membership, the Executive Council may increase the subscription levels in each financial year with reference to the All Items Retail Price Index. Any increase which exceeds the level of the All Items Retail Price Index must be approved by the Members in a General Meeting. Any decisions taken in relation to subscription levels shall be recorded in the minutes of the meeting of the Executive Council and published to Members in accordance with **Regulation 7.10**.

7.12 The Executive Council shall not alter **Regulation 7.11** without obtaining the prior consent of the Members.

## 8. Termination of membership

### *By the Member*

8.1 A Member may terminate its membership of the Association in accordance with **Article 9.4.1** by serving a valid Resignation Notice on the Association.

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- 8.2 A Resignation Notice, to be valid, must:-
- 8.2.1 be in writing;
  - 8.2.2 be sent to the registered office of the Association marked for the attention of the chief executive;
  - 8.2.3 be signed and dated by a duly authorised person on behalf of the Member; and
  - 8.2.4 provide the minimum notice period of such Member's resignation as prescribed in **Regulation 8.3**.
- 8.3 The minimum notice period required to be provided by a Member (in order for a Resignation Notice to be valid) shall be proportionate to the size of the Member and the amount of its contributions it makes to the Association and is as follows:-
- 8.3.1 in the case of a Member who is required to pay the Minimum Subscription Level in respect of the financial year in which the Resignation Notice is served, one calendar month's notice; or
  - 8.3.2 in the case of a Member who is required to pay more than the Minimum Subscription Level in respect of the financial year in which the Resignation Notice is served, at least six months' notice ending on the last day of the Association's financial year.
- By the Association*
- 8.4 The Executive Council may remove a Member in accordance with **Article 9.4.5** where:-
- 8.4.1 it admitted an organisation as a Member subject to certain conditions and such conditions have not been met; or
  - 8.4.2 having complied with the remainder of this **Regulation 8** the Executive Council determines that the Member's continued membership is not in the best interests of the Association.
- 8.5 The Executive Council may consider any behaviour, conduct or circumstances of the Member alleged to justify the removal of the Member including non-compliance with the Membership Standards.
- 8.6 Prior to any meeting of the Executive Council at which a resolution is to be proposed to remove a Member, the Executive Council shall:-
- 8.6.1 give at least 14 clear days' notice to the Member of the meeting of the Executive Council specifying the conduct or circumstances, alleged to justify the termination of the membership;
  - 8.6.2 invite the Member to make written submissions prior to the date of the meeting of the Executive Council; and
  - 8.6.3 circulate and consider any written submissions received from the Member prior to the meeting.
- 8.7 The Executive Council shall consider carefully any resolution to remove a Member and any submission provided by the Member in question. Any decision of the Executive Council to remove a Member shall be notified to the Member in writing within seven days of the meeting at which such resolution is passed.
- 8.8 Removal of a Member in accordance with **Article 9.4.5** shall not release the Member from any obligation to pay its membership subscriptions up to the time of its removal.

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### 9. Composition of the Executive Council

9.1 **Article 14.3** provides that the Executive Council shall establish guidelines in the Standing Orders to ensure that the composition of the Executive Council properly reflects the membership of the Association from time to time. In order to ensure that the Executive Council contains proper and effective representation from amongst the Members, the Members shall be divided into the following categories:-

Category	Medical Research Expenditure (as at [8 December] 2016)
A	Nominating Members
B	greater than or equal to £15 million but less than the Category A Threshold (as defined below)
C	greater than or equal to £1 million but less than £15 million
D	greater than or equal to £0.5 million but less than £1 million
E	less than £0.5 million.

9.2 The Executive Council, as prescribed in **Article 14.2**, comprises:-

9.2.1 up to three Nominated Trustees;

9.2.2 up to six Elected Trustees; and

9.2.3 up to six Co-opted Trustees.

#### Nominated Trustees

9.3 A nominating Member ("**Nominating Member**") means a Member whose Medical Research Expenditure exceeds a specified amount. The specified amount is £75 million or such lower figure as the Executive Council may from time to time decide, but no lower than £65 million, or such greater amount, but no greater than £90m. For these purposes the Executive Council can successively increase the figures of £75 million and £65 million by such measure of inflation as it decides from time to time. The amount which from time to time is specified in this **Regulation 9.3** is referred to as the "**Category A Threshold**".

9.4 The Nominating Members at the date of these Standing Orders are:-

9.4.1 Wellcome Trust (Charity no. 210183);

9.4.2 Cancer Research UK (Charity no. 1089464); and

9.4.3 British Heart Foundation (Charity no. 225971),

who each have a right to appoint a Nominated Trustee in accordance with **Article 9**. Any such Nominated Trustee will only take office upon the approval by the Executive Council of his or her appointment. The appointment of such Nominated Trustee must then also be confirmed by the Members at the next following Annual General Meeting.

9.5 The Elected Trustees shall be elected from amongst the categories of Members (set out in **Regulation 9.1**) as follows:-

## Elected Trustees

Category	Number of Elected Trustees
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B	One Elected Trustee
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C	Three Elected Trustees
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D	One Elected Trustee
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E	One Elected Trustee
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9.6 Prior to each Annual General Meeting, the Executive Council shall determine how many vacancies will arise amongst the Elected Trustees and from which categories of Members. The Executive Council shall then invite nominations from the Members of suitable candidates from the relevant category of Members.

9.7 If nominations are not forthcoming from the relevant category of Members or the nominations received are from unsuitable candidates the Executive Council may (in its discretion) seek additional nominations from the other categories of Members.

9.8 The Executive Council's determination of which category of Members any Elected Trustee should be drawn from shall be final. Nominations and elections shall be valid notwithstanding that it is later discovered that a Member at the time of the Annual General Meeting did not fall within the relevant category of Members.

9.9 The Elected Trustees shall be elected by the Members at or prior to each Annual General Meeting in accordance with the procedures set out in **Regulation 10**.

## Co-opted Trustees

9.10 The Executive Council may co-opt Trustees in accordance with **Article 14.13**.

9.11 In appointing Co-opted Trustees, the Executive Council shall have regard to any particular skills or expertise which may be required by the Executive Council.

## 10. Election Procedures

10.1 At least eight weeks before each Annual General Meeting the chief executive will decide:-

10.1.1 how many Elected Trustees will retire at the next Annual General Meeting; and

10.1.2 which category of Members the retiring Elected Trustees represent.

10.2 The chief executive must give notice to the Members at least eight weeks before the date set for the Annual General Meeting and will:-

10.2.1 advise the Members of how many vacancies will arise amongst the Elected Trustees;

10.2.2 invite nominations for Elected Trustees from the relevant category of Members (any Member may make such nomination);

10.2.3 set out any eligibility guidelines; and

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- 10.2.4 set out the closing date for nominations which should be no more than four weeks before the Annual General Meeting.
- 10.3 Any nominations received after the closing date set out in the notice referred to in **Regulation 10.2** will not be valid.
- 10.4 Following the closing date for nominations, the chief executive will review all the nominations and determine whether the nominees are eligible for the positions and will seek written confirmation from the nominees of their willingness to stand for election. The chief executive will also seek the Executive Council's approval of the nominated candidates.
- 10.5 If any post is contested, then the chief executive will organise a ballot of the Members before the Annual General Meeting.
- 10.6 No less than 14 clear days before the Annual General Meeting, if a post of Elected Trustee is contested, the chief executive will send out ballot papers to the Members which contain:-
- 10.6.1 details of the number of posts that are contested;
  - 10.6.2 the name of each candidate, the Member they represent and the name(s) of those putting forward the nomination;
  - 10.6.3 short biographical details (no more than 100 words) of each candidate for election for each post;
  - 10.6.4 instructions on how to vote;
  - 10.6.5 details of how the ballot paper must be signed or delivered electronically on behalf of the Member;
  - 10.6.6 the closing date for receipt of completed ballot papers or communications (which shall not be less than 48 hours before the time and date set for the Annual General Meeting); and
  - 10.6.7 details of how to return the ballot paper.
- 10.7 Once the closing date for receipt of ballot papers or communications has passed, the chief executive shall open all ballot papers (in the presence of another employee of the Association) and shall count the votes cast for each candidate. Every Member shall be entitled to cast one vote. The chief executive shall record the result and shall keep the ballot papers in a safe place.
- 10.8 At the Annual General Meeting the chairman shall announce the results of the ballot and the Members shall be asked to confirm that the candidates who received the most votes (or were uncontested) are duly elected as Elected Trustees. The number of votes shall not be revealed to the General Meeting.
- 10.9 Any complaints about the manner in which the ballot was held or the eligibility of any candidates must be raised with the Executive Council prior to the relevant Annual General Meeting.
- 10.10 The chief executive may establish rules and procedures for a ballot to be concluded by electronic means.
- 10.11 The chief executive may set different dates from any of those specified in this Regulation and/or apply the procedures in this Regulation differently, all in the manner as the chief executive considers sensible and necessary to apply flexibly.

### 11. **Chairman and other officers**

Under **Article 16** the Executive Council can appoint a Chairman, Deputy Chairman, Treasurer and other honorary officers from among their number, meaning the person must first be appointed as a Trustee. For example, the Chairman or Treasurer could be chosen from among the existing Elected, Nominated or Co-opted Trustees. But, if the Chairman is not an existing Trustee he or she must first be appointed as a Trustee (for example as a Co-opted Trustee).

## Appendix 1 Executive Council: Code of Conduct

The purpose of this document is to provide Council members with clear guidelines as to their standard of behaviour, responsibilities, and best practice in fulfilling their obligations to the Association.

The document should be read in conjunction with the job description and the Association's *Conflicts of interest policy* prior to completing the Association's register of interests.

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### Responsibilities

- Council members should familiarise themselves with the “Nolan Principles”, and act in accordance with them.
- Council members must have a good understanding of and be sympathetic about the aim and objects of the Association and act in accordance with the governing document at all times.
- Council members must act and make decisions in the best interests of the charity, present and future beneficiaries.
- Where professional assistance is required for Council members to be able to make the most appropriate decision affecting the Association, that assistance should be sought and considered carefully.
- Council members must not receive any financial or non-financial benefit that is not explicitly authorised by the M&A or the Charity Commission. Council members should not exert any influence to garner any preferential treatment for themselves or their family (refer to the Association's conflicts of interest policy).
- Council members are jointly and severally liable for their decisions therefore decisions should be taken together and communicated to staff, stakeholders and funders in a unified manner.
- Council members are accountable to stakeholders for their actions, and as such decision making and governance issues should be as transparent as possible, except for when confidentiality is required.
- Council members should be prepared to spend an appropriate amount of time reading papers and preparing for Executive Council meetings. A minimum attendance of 75% of all meetings is required of Council members to ensure that best practice in governance is reached and maintained.
- Should a Council member feel that they require further guidance or training in their role, they have a duty to inform the Association secretary and actively develop aspects for new training on an individual or group basis.
- Any information of a confidential nature must remain so outside the confines of Executive Council meetings.

## **The Nolan Principles -The Seven Principles of Public Life**

### **Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

### **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

### **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

### **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

### **Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and withhold or restrict information only when the wider public interest clearly demands.

### **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

### **Leadership**

Holders of public office should promote and support these principles by leadership and example.

## Appendix 2 Conflicts of interest policy

The purpose of this document is to provide Council members with clear guidelines as to their standard of behaviour, responsibilities, and best practice in fulfilling their obligations to the Association. The document should be read in conjunction with *Job Description: Member of Executive Council* and the Association's Code of Conduct prior to completing the Association's register of interests. This policy applies to Trustees.

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Trustees have a legal obligation to act in the best interests of the Association of Medical Research Charities (the "**Association**"), and in accordance with its governing document, and to avoid situations where there may be a potential conflict of interest. Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of the Association.

Such conflicts may create problems; they can:-

- inhibit free discussion;
- result in decisions or actions that are not in the interests of the Association;
- risk the impression that the Association has acted improperly.

The aim of this policy is to protect both the organisation and the individuals involved from any appearance of impropriety.

### The declaration of interests

Accordingly, we are asking trustees to declare their interests, and any gifts or hospitality received in connection with their role in the Association. A register of interests form is provided for this purpose, listing the types of interest you should declare. To be effective, the register of interests needs to be updated at least annually and also when any changes occur. If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the chief executive for confidential guidance. This register of interests shall also be used to record all gifts of a value over £1,000 received by the trustees and staff. Interests and gifts will be recorded on the charity's register of interests, which will be maintained by the chief executive. The register will be accessible by trustees on request.

### Data protection

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998. Data will be processed only to ensure that trustees act in the best interests of the Association. The information provided will not be used for any other purpose.

### What to do if you face a conflict of interest

If you are involved in any way with a Member or applying charity you should declare your conflict of interest at the earliest opportunity and withdraw from any subsequent discussion regarding their status as Members. The same applies if you face a conflict for any other reason. You may, however, participate in discussions from which you may indirectly benefit, for example where the benefits are universal to all Members, or where your benefit is minimal. If you fail to declare an interest that is known to the chief executive and/or the chair of Executive Council they will declare that interest.

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## **Decisions taken where a trustee or member of staff has an interest**

In the event of the board having to decide upon a question in which a trustee or member of staff has an interest, all decisions will be made by vote, with a simple majority required. A quorum must be present for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate. Interested board members may not vote on matters affecting their own interests.

All decisions under a conflict of interest will be recorded by the chief executive and reported in the minutes of the meeting. The report will record:-

- the nature and extent of the conflict;
- an outline of the discussion;
- the actions taken to manage the conflict.

Where a trustee benefits from the decision, this will be reported in the annual report and accounts in accordance with the current Charities SORP. All payments or benefits in kind to trustees will be reported in the charity's accounts and annual report, with amounts for each trustee listed for the year in question. Where a member of the Association's staff is connected to a party involved in the supply of a service or product to the charity, this information will also be fully disclosed in the annual report and accounts.

Independent external moderation will be used where conflicts cannot be resolved through the usual procedures.

## **Managing contracts**

If you have a conflict of interest, you must not be involved in managing or monitoring a contract in which you have an interest. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.