



Dorset
Clinical Commissioning Group

**NHS DORSET
CLINICAL COMMISSIONING GROUP**

CONSTITUTION

NHS Dorset Clinical Commissioning Group Constitution

Version	Effective Date	Changes
V1	TBC	Adoption of new Constitution, incorporating the new model published by NHS England in September 2018

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1 Introduction

1.1 Name

The name of this clinical commissioning group is NHS Dorset Clinical Commissioning Group (“the CCG”).

1.2 Statutory Framework

1.2.1 CCGs are established under the NHS Act 2006 (“the 2006 Act”), as amended by the Health and Social Care Act 2012. The CCG is a statutory body with the function of commissioning health services in England and is treated as an NHS body for the purposes of the 2006 Act. The powers and duties of the CCG to commission certain health services are set out in sections 3 and 3A of the 2006 Act. These provisions are supplemented by other statutory powers and duties that apply to CCGs, as well as by regulations and directions (including, but not limited to, those issued under the 2006 Act).

1.2.2 When exercising its commissioning role, the CCG must act in a way that is consistent with its statutory functions. Many of these statutory functions are set out in the 2006 Act but there are also other specific pieces of legislation that apply to CCGs, including the Equality Act 2010 and the Children Acts. Some of the statutory functions that apply to CCGs take the form of statutory duties, which the CCG must comply with when exercising its functions. These duties include things like:

- a) Acting in a way that promotes the NHS Constitution (section 14P of the 2006 Act);
- b) Exercising its functions effectively, efficiently and economically (section 14Q of the 2006 Act);
- c) Financial duties (under sections 223G-K of the 2006 Act);
- d) Child safeguarding (under the Children Acts 2004, 1989);
- e) Equality, including the public-sector equality duty (under the Equality Act 2010); and
- f) Information law, (for instance under data protection laws, such as the EU General Data Protection Regulation 2016/679, and the Freedom of Information Act 2000).

1.2.3 Our status as a CCG is determined by NHS England. All CCGs are required to have a constitution and to publish it.

1.2.4 The CCG is subject to an annual assessment of its performance by NHS England which has powers to provide support or to intervene where it is

satisfied that a CCG is failing, or has failed, to discharge any of our functions or that there is a significant risk that it will fail to do so.

- 1.2.5** CCGs are clinically-led membership organisations made up of general practices. The Members of the CCG are responsible for determining the governing arrangements for the CCG, including arrangements for clinical leadership, which are set out in this Constitution.

1.3 Status of this Constitution

- 1.3.1** This CCG was first authorised on 1 April 2013.
- 1.3.2** Changes to this constitution are effective from the date of approval by NHS England.
- 1.3.3** The constitution will be published on the CCG website at [XXX – tbc]

1.4 Amendment and Variation of this Constitution

- 1.4.1** This constitution can only be varied in two circumstances.
- a) where the CCG applies to NHS England and that application is granted; and
 - b) where in the circumstances set out in legislation NHS England varies the constitution other than on application by the CCG.
- 1.4.2** The Accountable Officer may periodically propose amendments to the constitution which may be considered and approved by the Governing Body unless:
- a) the changes proposed are material;
 - b) changes are proposed to the reserved powers of the members;
 - c) at least half (50%) of all the Governing Body Members formally request that the amendments be put before the membership for approval.

1.5 Related documents

- 1.5.1** This Constitution is also informed by a number of documents which provide further details on how the CCG will operate. With the exception of the Standing Orders and the Standing Financial Instructions, these documents do not form part of the Constitution for the purposes of 1.4 above. They are the CCG's:
- a) **Standing orders** – which set out the arrangements for meetings and the selection and appointment processes for the CCG's Committees,

and the CCG Governing Body (including any Committees of the Governing Body).

b) Standing Financial Instructions – which set out the delegated limits for financial commitments on behalf of the CCG.

c) The CCG Governance Handbook –which includes:

- The Scheme of Reservation and Delegation – which sets out those decisions that are reserved for the membership as a whole and those decisions that have been delegated by the CCG or the Governing Body;
- Standards of Business Conduct Policy – which includes the arrangements the CCG has made for the management of conflicts of interest;
- Committee terms of reference;
- Prime financial policies - which set out the arrangements for managing the CCG's financial affairs.

1.6 Accountability and transparency

1.6.1 The CCG will demonstrate its accountability to its members, local people, stakeholders and NHS England in a number of ways, including by being transparent. We will meet our statutory requirements to:

- a) publish our constitution and other key documents, including the CCG Governance Handbook;
- b) appoint independent lay members and non-GP clinicians to our Governing Body;
- c) manage actual or potential conflicts of interest in line with NHS England's statutory guidance *Managing Conflicts of Interest: Revised Statutory Guidance for CCGs 2017* and expected standards of good practice (see also part 6 of this constitution);
- d) hold Governing Body meetings in public (except where we believe that it would not be in the public interest);
- e) publish an annual commissioning strategy that takes account of priorities in the health and wellbeing strategy;
- f) procure services in a manner that is open, transparent, non-discriminatory and fair to all potential providers and publish a Procurement Strategy;

- g) involve the public, in accordance with its duties under section 14Z2 of the 2006 Act, and as set out in more detail in the CCG's engagement and communications framework. Please [follow this link](#) for further information.
- h) When discharging its duties under section 14Z2, the CCG will ensure that it follows the key principles of openness; early and active involvement and fairness; ;
- i) comply with local authority health overview and scrutiny requirements;
- j) meet annually in public to present an annual report which is then published;
- k) produce annual accounts which are externally audited;
- l) publish a clear complaints process;
- m) comply with the Freedom of Information Act 2000 and with the Information Commissioner Office requirements regarding the publication of information relating to the CCG;
- n) provide information to NHS England as required; and
- o) be an active member of the local Health and Wellbeing Board.

1.7 Liability and Indemnity

1.7.1 The CCG is a body corporate established and existing under the 2006 Act. All financial or legal liability for decisions or actions of the CCG resides with the CCG as a public statutory body and not with its member practices.

1.7.2 The CCG may indemnify any Member practice representative or other officer or individual exercising powers or duties on behalf of the CCG in respect of any civil liability incurred in the exercise of the CCG's business, provided that the person indemnified shall not have acted recklessly or with gross negligence.

2 Area Covered by the CCG

2.1.1 The area covered by the CCG is the geographical County of Dorset.

3 Membership Matters

3.1 Membership of the Clinical Commissioning Group

3.1.1 The CCG is a membership organisation.

3.1.2 All practices who provide primary medical services to a registered list of patients under a General Medical Services, Personal Medical Services or Alternative Provider Medical Services contract in our area are eligible for membership of this CCG.

3.1.3 The practices which make up the membership of the CCG are listed below.

Practice Name	Address
Abbotsbury Road Surgery	24 Abbotsbury Road, Weymouth
Banks & Bearwood Medical Practice	Knights Road, Bearwood, Bournemouth
Barton House Surgery	Beaminster
Beaufort Road Surgery	21, Beaufort Road, Bournemouth
Bere Regis Surgery	Manor Farm Rd, Bere Regis, Wareham
Blackmore Vale	Old Market Hill, Sturminster Newton
Bridport Medical Centre	West Allington, Bridport
Bute House Surgery	Grove Medical centre, Wootton Grove, Sherborne
Canford Heath Group Practice	Mitchell Road Surgery, 9 Mitchell Road, Canford Heath, Poole
Carlisle House Surgery	53, Lagland Street, Poole
Cerne Abbas Surgery	51, Long Street, Cerne Abbas, Dorchester,
Christchurch Medical Practice	1 Purewell Cross Road, Christchurch
Corfe Castle Surgery	Tom's Mead, West St, Corfe Castle, Wareham
Cross Road Surgery	Cross Road, Rodwell, Weymouth
Denmark Road Medical Centre	37 Denmark Road, Bournemouth
Dorchester Road Surgery	179 Dorchester Road, Weymouth
Eagle House Surgery	White Cliff Mill St, Blandford Forum

Evergreen Oak Surgery	43 Commercial Rd, Poole
Family Medical Services (Dr Newman's Surgery)	36 Parkstone Road, Poole
Fordington Surgery	91 High Street, Fordington, Dorchester
Gillingham Medical Practice	The Barn Surgery, Newbury, Gillingham
Heatherview Medical Centre	2 Alder Rd, Poole
Highcliffe Medical Centre	Heila House, 248 Lymington Road, Highcliffe, Christchurch
James Fisher Medical Centre	4 Tolpuddle Gardens, Bournemouth
Kinson Road Medical Centre	440, Kinson Road, Bournemouth
Leybourne Surgery	1, Leybourne Avenue, Bournemouth
Lilliput Surgery	Elms Avenue, Parkstone, Poole
Littledown Surgery	Harewood, Bournemouth
Longfleet House Surgery	56 Longfleet Road, Poole
Lyme Bay Medical Practice	Kent House Health Centre, Silver Street, Lyme Regis
Lyme Regis Medical Centre (Virgin HC)	Uplyme Road, Lyme Regis
Marine & Oakridge Partnership	29 Belle Vue Road, Southbourne, Bournemouth
Milton Abbas Surgery	Catherines Well, Milton Abbas, Blandford Forum
Moordown Medical Centre	2a Redhill Crescent, Bournemouth
Newland Surgery	Grove Medical Centre, Wooton Grove, Sherborne
Old Dispensary	32 East Borough, Wimborne
Orchid House Surgery	St Marys Road, Ferndown
Panton Practice (Gervis Road Practice)	14 Gervis Rd, Bournemouth
Parkstone Tower Practice	Mansfield Road, Parkstone, Poole
Penny's Hill Practice	St Marys Road, Ferndown

Poole Road Medical Centre	7 Poole Rd, Bournemouth
Poole Town Surgery	36 Parkstone Rd, Poole
Portesham Surgery (Malthouse Meadows Surgery)	Malthouse Meadows, Portesham
Poundbury Doctors Surgery (Cornwall Road)	3, Frederick Treves House, St John's Way, Dorchester
Prince of Wales Surgery	2, Frederick Treves House, St John's Way, Dorchester
Providence Surgery	12 Walpole Road, Bournemouth
Puddletown Surgery	Athelhampton Road, Puddletown, Dorchester
Queens Avenue Surgery	14, Queens Avenue, Dorchester
Rosemary Medical Centre	2 Rosemary Gardens, Poole
Royal Crescent and Preston Road Surgery	25 Crescent Street, Weymouth
Royal Manor Health Care	Park Estate Road, Easton, Portland
Sandford Surgery	6A Tyneham Close, Sandford, Wareham
Shelley Manor and Holdenhurst Medical Centre	Beechwood Avenue, Bournemouth
Southbourne Surgery	17 Beaufort Road, Bournemouth
St Albans Medical Centre	26-28 St Alban's Crescent, Bournemouth
Stour Surgery	1 Purewell Cross Road, Christchurch
Swanage Medical Centre	Station Rd, Swanage
Talbot Medical Centre	63 Kinson Road, Bournemouth
The Adam Practice	Hamworthy Surgery, 306 Blandford Road, Hamworthy, Poole
The Alma Partnership	31 Alma Road, Bournemouth
The Apples Medical Centre	East Mill Lane, Sherborne
The Atrium Health Centre	7 Weymouth Avenue, Dorchester
The Barcellos Family Practice (Formerly Corbin Avenue Surgery)	Tricketts Cross Health Centre, Corbin Avenue, Ferndown

The Birchwood Medical Centre	Northmead Drive, Creekmoor, Poole
The Bridges Medical Practice	26, Commerical Road, Weymouth
The Charmouth Medical Practice	Littlehurst Surgery, The Street, Charmouth
The Cranborne Practice	Penny's Lane, Cranborne, Wimborne
The Farmhouse Surgery	1 Purewell Cross Road, Christchurch
The Grove Surgery	Fairmile Road, Fairmile, Christchurch
The Hadleigh Practice	Hadleigh House, 20 Kirkway, Broadstone
The Harvey Practice	18 Kirkway, Broadstone
The Quarter Jack Surgery	Rodways Corner, Wimborne
The Tollerford Practice	Pound Piece, Maiden Newton, Dorchester
Verwood Surgery	15 Station Road, Verwood, Dorset
Village Surgery	Gillett Road, Talbot Village, Poole
Walford Mill Surgery	Knobcrook Road, Wimborne
Wareham Surgery	Streche Rd, Wareham
Wellbridge Practice	Meadow Ln, Wool, Wareham
Wessex Road Surgery	Wessex Rd, Poole
West Moors Group Practice	175, Station Road, West Moors, Ferndown
Westbourne Medical Centre	Milburn Rd, Bournemouth
Whitecliff Group Practice (Dr Evans and Partners)	Whitecliff Mill Street, Blandford Forum
Woodlea House Surgery	1 Crantock Grove, Bournemouth
Wyke Regis and Lanehouse Medical Practice	Portland Road, Wyke Regis, Weymouth
Yetminster Health Centre	Church Street, Yetminster, Sherbourne

3.2 Nature of Membership and Relationship with CCG

3.2.1 The CCG's Members are integral to the functioning of the CCG. Those exercising delegated functions on behalf of the Membership, including the Governing Body, remain accountable to the Membership.

3.3 Members' Rights

3.3.1 The CCG's Members have the following rights:-

- (a) the opportunity to be engaged and involved in the working of the CCG;
- (b) representation of their interests via member Practice Representatives on the Governing Body;
- (c) calling and attending a general meeting of the members;
- (d) submitting a proposal for material amendment of the Constitution'
- (e) electing the Chair of the Governing Body.

3.4 Practice Representatives

3.4.1 Each Member practice has a nominated lead healthcare professional who represents the practice in the dealings with the CCG.

3.4.2 Further information about the members is set out in the CCG Governance Handbook.

4 Arrangements for the Exercise of our Functions

4.1 Good Governance

4.1.2 The CCG will, at all times, observe generally accepted principles of good governance. These include:

- a) using the governance toolkit for CCGs www.ccggovernance.org;
- b) undertaking regular governance reviews;
- c) adopting standards and procedures that facilitate speaking out and the raising of concerns, including appointing a freedom to speak up guardian;
- d) adopting CCG values that include standards of propriety in relation to the stewardship of public funds, impartiality, integrity and objectivity;
- e) the Good Governance Standard for Public Services;
- f) the standards of behaviour published by the Committee on Standards in Public Life (1995), known as the 'Nolan Principles'
- g) the principles set out in the NHS Constitution; and
- h) the standards set out in the Professional Standard Authority's guidance 'Standards for Members of NHS Boards and Clinical Commissioning Group Bodies in England'.

4.2 General

4.2.1 The CCG will:

- (a) comply with all relevant laws, including regulations;
- (b) comply with directions issued by the Secretary of State for Health or NHS England;
- (c) have regard to statutory guidance including that issued by NHS England; and
- (d) take account, as appropriate, of other documents, advice and guidance.

4.2.2 The CCG will develop and implement the necessary systems and processes to comply with (a)-(d) above, documenting them as necessary in this constitution, its scheme of reservation and delegation and other relevant policies and procedures as appropriate.

4.3 Authority to Act: the CCG

4.3.1 The CCG is accountable for exercising its statutory functions. It may grant authority to act on its behalf to:

- (a) any of its members or employees;
- (b) its Governing Body;
- (c) a Committee or Sub-Committee of the CCG.

4.4 Authority to Act: the Governing Body

4.4.1 The Governing Body may grant authority to act on its behalf to:

- (a) any Member of the Governing Body;
- (b) a Committee or Sub-Committee of the Governing Body;
- (c) a Member of the CCG who is an individual (but not a Member of the Governing Body); and
- (d) any other individual who may be from outside the organisation and who can provide assistance to the CCG in delivering its functions.

5 Procedures for Making Decisions

5.1 Scheme of Reservation and Delegation

5.1.1 The CCG has agreed a scheme of reservation and delegation (SoRD) which is published in full in the CCG Governance Handbook.

5.1.2 The CCG's SoRD sets out:

- (a) those decisions that are reserved for the membership as a whole;
- (b) those decisions that have been delegated by the CCG, the Governing Body or other individuals.

5.1.3 The CCG remains accountable for all of its functions, including those that it has delegated. All those with delegated authority, including the Governing Body, are accountable to the Members for the exercise of their delegated functions.

5.1.4 The Accountable Officer may periodically propose amendments to the SoRD, which shall be considered and approved by the Governing Body, unless:

- (a) Changes are proposed to the reserved powers; or
- (b) At least half (50%) of all the Governing Body member practice representatives (including the Chair) formally request that the amendments be put before the membership for approval.

5.2 Standing Orders

5.2.1 The CCG has agreed a set of standing orders which describe the processes that are employed to undertake its business. They include procedures for:

- conducting the business of the CCG;
- the appointments to key roles including Governing Body members;
- the procedures to be followed during meetings; and
- the process to delegate powers.

5.2.2 A full copy of the standing orders is included in Appendix 3. The standing orders form part of this Constitution.

5.3 Standing Financial Instructions (SFIs)

5.3.1 The CCG has agreed a set of SFIs which include the delegated limits of financial authority set out in the SoRD.

5.3.2 A copy of the SFIs is included in the Governance Handbook.

5.4 The Governing Body: Its Role and Functions

5.4.1 The Governing Body has statutory responsibility for:

- a) ensuring that the CCG has appropriate arrangements in place to exercise its functions effectively, efficiently and economically and in accordance with the CCG's principles of good governance (its main function); and for
- b) determining the remuneration, fees and other allowances payable to employees or other persons providing services to the CCG and the allowances payable under any pension scheme established.

5.4.2 The CCG has also delegated the following additional functions to the Governing Body which are also set out in the SoRD. Any delegated functions must be exercised within the procedural framework established by the CCG and primarily set out in the Standing Orders and SFIs:

- a) ensuring that the CCG's registers of interest are reviewed, regulated and updated as necessary;
- b) leading the setting of vision and strategy;
- c) approving commissioning plans and associated consultation arrangements;
- d) overseeing and monitoring performance, including financial performance, against plans;
- e) overseeing risk assessment and providing assurance of strategic risk management and mitigation;
- f) agreeing a timetable for the production of the CCG's annual accounts and ensuring that the accounts are prepared according to this approved timetable;
- g) overseeing and monitoring quality improvement;
- h) stimulating innovation and modernisation;
- i) promoting a culture of strong engagement with patients, their carers, Members, the public and other stakeholders;
- j) ensuring good governance and leading a culture of good governance throughout the CCG; and
- k) performing such other functions as may be conferred or delegated to the Governing Body from time to time and as set out in the CCG's SoRD.

The detailed procedures for the Governing Body, including voting arrangements, are set out in the standing orders.

5.5 Composition of the Governing Body

5.5.1 This part of the constitution describes the make-up of the Governing Body roles. Further information about the individuals who fulfil these roles can be found on our website

<https://www.dorsetccg.nhs.uk/ccg/members/#governing>

5.5.2 The National Health Service (Clinical Commissioning Groups) Regulations 2012 set out a minimum membership requirement of the Governing Body of:

- (a) The Chair
- (b) The Accountable Officer
- (c) The Chief Finance Officer
- (d) A Secondary Care Specialist;
- (e) A registered nurse
- (f) Two lay members:
 - one who has qualifications expertise or experience to enable them to lead on finance and audit matters; and another who
 - has knowledge about the CCG area enabling them to express an informed view about discharge of the CCG functions

5.5.3 The CCG has agreed the following additional members:

- a) A third lay member who is the Chair or Vice Chair of the Primary Care Commissioning Committee;
- b) Up to thirteen (13) Member Practice Representatives, each of whom must be a GP, representing member practices.

5.6 Additional Attendees at the Governing Body Meetings

5.6.1 The CCG Governing Body may invite other person(s) to attend all or any of its meetings, or part(s) of a meeting, in order to assist it in its decision-making and in its discharge of its functions as it sees fit. Any such person may be invited by the chair to speak and participate in debate, but may not vote.

5.7 Appointments to the Governing Body

- 5.7.1** The process of appointing GPs to the Governing Body, the selection of the Chair, and the appointment procedures for other Governing Body Members are set out in the standing orders.
- 5.7.2** Also set out in standing orders are the details regarding the tenure of office for each role and the procedures for resignation and removal from office.

5.8 Committees and Sub-Committees

- 5.8.1** The CCG may establish Committees and Sub-Committees of the CCG.
- 5.8.2** The Governing Body may establish Committees and Sub-Committees.
- 5.8.3** Each Committee and Sub-Committee established by either the CCG or the Governing Body operates under terms of reference and membership agreed by the CCG or Governing Body as relevant. Appropriate reporting and assurance mechanisms must be developed as part of agreeing terms of reference for Committees and Sub-Committees.
- 5.8.4** With the exception of the Remuneration Committee, any Committee or Sub-Committee established in accordance with clause 5.8 may consist of or include persons other than Members or employees of the CCG.
- 5.8.5** All members of the Remuneration Committee will be members of the CCG Governing Body.
- 5.8.6** The CCG has established a locality structure to assist with ensuring appropriate member involvement and representation. The details of this structure are set out in the CCG's Governance Handbook.

5.9 Committees of the Governing Body

- 5.9.1** The Governing Body will maintain the following statutory or mandated Committees:
- 5.9.2** **Audit Committee:** This Committee is accountable to the Governing Body and provides the Governing Body with an independent and objective view of the CCG's compliance with its statutory responsibilities. The Committee is responsible for arranging appropriate internal and external audit.
- 5.9.3** The Audit Committee will be chaired by a Lay Member who has qualifications, expertise or experience to enable them to lead on finance and audit matters and members of the Audit Committee may include

people who are not Governing Body members.

5.9.4 Remuneration Committee: This Committee is accountable to the Governing Body and makes recommendations to the Governing Body about the remuneration, fees and other allowances (including pension schemes) for employees and other individuals who provide services to the CCG.

5.9.5 The Remuneration Committee will be chaired by a lay member other than the audit chair and only members of the Governing Body may be members of the Remuneration Committee.

5.9.6 Primary Care Commissioning Committee: This committee is required by the terms of the delegation from NHS England in relation to primary care commissioning functions. The Primary Care Commissioning Committee reports to the Governing Body and to NHS England. Membership of the Committee is determined in accordance with the requirements of *Managing Conflicts of Interest: Revised statutory Guidance for CCGs 2017*. This includes the requirement for a lay member Chair and a lay Vice Chair.

5.9.7 None of the above Committees may operate on a joint committee basis with another CCG(s).

5.9.8 The terms of reference for each of the above committees are included in Appendix 2 to this constitution and form part of the constitution.

5.9.9 The Governing Body has also established a number of other Committees to assist it with the discharge of its functions. These Committees are set out in the SoRD and further information about these Committees, including terms of reference, are published in the CCG's Governance Handbook.

5.10 Collaborative Commissioning Arrangements

5.10.1 The CCG wishes to work collaboratively with its partner organisations in order to assist it with meeting its statutory duties, particularly those relating to integration. The following provisions set out the framework that will apply to such arrangements.

5.10.2 In addition to the formal joint working mechanisms envisaged below, the Governing Body may enter into strategic or other transformation discussions with its partner organisations, on behalf of the CCG.

5.10.3 The Governing Body must ensure that appropriate reporting and assurance mechanisms are developed as part of any partnership or other collaborative arrangements. This will include:

- a) reporting arrangements to the Governing Body, at appropriate intervals;
- b) engagement events or other review sessions to consider the aims, objectives, strategy and progress of the arrangements; and
- c) progress reporting against identified objectives.

5.10.4 When delegated responsibilities are being discharged collaboratively, the collaborative arrangements, whether formal joint working or informal collaboration, must:

- a) identify the roles and responsibilities of those CCGs or other partner organisations that have agreed to work together and, if formal joint working is being used, the legal basis for such arrangements;
- b) specify how performance will be monitored and assurance provided to the Governing Body on the discharge of responsibilities, so as to enable the Governing Body to have appropriate oversight as to how system integration and strategic intentions are being implemented;
- c) set out any financial arrangements that have been agreed in relation to the collaborative arrangements, including identifying any pooled budgets and how these will be managed and reported in annual accounts;
- d) specify under which of the CCG's supporting policies the collaborative working arrangements will operate;
- e) specify how the risks associated with the collaborative working arrangement will be managed and apportioned between the respective parties;
- f) set out how contributions from the parties, including details around assets, employees and equipment to be used, will be agreed and managed;
- g) identify how disputes will be resolved and the steps required to safely terminate the working arrangements;

h) specify how decisions are communicated to the collaborative partners.

5.11 Joint Commissioning Arrangements with Local Authority Partners

5.11.1 The CCG will work in partnership with its Local Authority partners to reduce health and social inequalities and to promote greater integration of health and social care.

5.11.2 Partnership working between the CCG and its Local Authority partners might include collaborative commissioning arrangements, including joint commissioning under section 75 of the 2006 Act, where permitted by law. In this instance, and to the extent permitted by law, the CCG delegates to the Governing Body the ability to enter into arrangements with one or more relevant Local Authority in respect of:

- a) Delegating specified commissioning functions to the Local Authority;
- b) Exercising specified commissioning functions jointly with the Local Authority;
- c) Exercising any specified health -related functions on behalf of the Local Authority.

5.11.3 For purposes of the arrangements described in 5.11.2, the Governing Body may:

- a) agree formal and legal arrangements to make payments to, or receive payments from, the Local Authority, or pool funds for the purpose of joint commissioning;
- b) make the services of its employees or any other resources available to the Local Authority; and
- c) receive the services of the employees or the resources from the Local Authority.
- d) where the Governing Body makes an agreement with one or more Local Authority as described above, the agreement will set out the arrangements for joint working, including details of:
 - how the parties will work together to carry out their commissioning functions;

- the duties and responsibilities of the parties, and the legal basis for such arrangements;
- how risk will be managed and apportioned between the parties;
- financial arrangements, including payments towards a pooled fund and management of that fund;
- contributions from each party, including details of any assets, employees and equipment to be used under the joint working arrangements; and
- the liability of the CCG to carry out its functions, notwithstanding any joint arrangements entered into.

5.11.4 The liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.11.2 above.

5.12 Joint Commissioning Arrangements – Other CCGs

5.12.1 The CCG may work together with other CCGs in the exercise of its Commissioning Functions.

5.12.2 The CCG delegates its powers and duties under 5.12 to the Governing Body and all references in this part to the CCG should be read as the Governing Body, except to the extent that they relate to the continuing liability of the CCG under any joint arrangements.

5.12.3 The CCG may make arrangements with one or more other CCGs in respect of:

- a) delegating any of the CCG's commissioning functions to another CCG;
- b) exercising any of the Commissioning Functions of another CCG; or
- c) exercising jointly the Commissioning Functions of the CCG and another CCG.

5.12.4 For the purposes of the arrangements described at 5.12.3, the CCG may:

- a) make payments to another CCG;
- b) receive payments from another CCG; or

- c) make the services of its employees or any other resources available to another CCG; or
- d) receive the services of the employees or the resources available to another CCG.

5.12.5 Where the CCG makes arrangements which involve all the CCGs exercising any of their commissioning functions jointly, a joint committee may be established to exercise those functions.

5.12.6 For the purposes of the arrangements described above, the CCG may establish and maintain a pooled fund made up of contributions by all of the CCGs working together jointly pursuant to paragraph 5.12.3 above. Any such pooled fund may be used to make payments towards expenditure incurred in the discharge of any of the commissioning functions in respect of which the arrangements are made.

5.12.7 Where the CCG makes arrangements with another CCG as described at paragraph 5.12.3 above, the CCG shall develop and agree with that CCG an agreement setting out the arrangements for joint working including details of:

- a) how the parties will work together to carry out their commissioning functions;
- b) the duties and responsibilities of the parties, and the legal basis for such arrangements;
- c) how risk will be managed and apportioned between the parties;
- d) financial arrangements, including payments towards a pooled fund and management of that fund;
- e) contributions from the parties, including details around assets, employees and equipment to be used under the joint working arrangements.

5.12.8 The responsibility of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 0 above.

5.12.9 The liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.12.1 above.

5.12.10 Only arrangements that are safe and in the interests of patients registered with Member practices will be approved by the Governing Body.

5.12.11 The Governing Body shall require, in all joint commissioning arrangements, that the lead Governing Body Member for the joint arrangements:

- a) make a quarterly written report to the Governing Body;
- b) hold at least one annual engagement event to review the aims, objectives, strategy and progress of the joint commissioning arrangements; and
- c) publish an annual report on progress made against objectives.

5.12.12 Should a joint commissioning arrangement prove to be unsatisfactory the Governing Body of the CCG can decide to withdraw from the arrangement, but has to give six months' notice to partners to allow for credible alternative arrangements to be put in place, with new arrangements starting from the beginning of the next new financial year after the expiration of the six months' notice period.

5.13 Joint Commissioning Arrangements with NHS England

- 5.13.1** The CCG may work together with NHS England. This can take the form of joint working in relation to the CCG's functions or in relation to NHS England's functions.
- 5.13.2** The CCG delegates its powers and duties under 5.13 to the Governing Body and all references in this part to the CCG should be read as the Governing Body, except to the extent that they relate to the continuing liability of the CCG under any joint arrangements.
- 5.13.3** In terms of either the CCG's functions or NHS England's functions, the CCG and NHS England may make arrangements to exercise any of their specified commissioning functions jointly.
- 5.13.4** The arrangements referred to in paragraph 5.13.3 above may include other CCGs, a combined authority or a local authority.
- 5.13.5** Where joint commissioning arrangements pursuant to 5.13.3 above are entered into, the parties may establish a Joint Committee to exercise the commissioning functions in question. For the avoidance of doubt, this provision does not apply to any functions fully delegated to the CCG by NHS England, including but not limited to those relating to primary care commissioning.
- 5.13.6** Arrangements made pursuant to 5.13.3 above may be on such terms and conditions (including terms as to payment) as may be agreed between NHS England and the CCG.
- 5.13.7** Where the CCG makes arrangements with NHS England (and another CCG if relevant) as described at paragraph 5.13.3 above, the CCG shall develop and agree with NHS England a framework setting out the arrangements for joint working, including details of:
- a) how the parties will work together to carry out their commissioning functions;
 - b) the duties and responsibilities of the parties, and the legal basis for such arrangements;
 - c) how risk will be managed and apportioned between the parties;
 - d) financial arrangements, including, if applicable, payments towards a pooled fund and management of that fund;

- e) contributions from the parties, including details around assets, employees and equipment to be used under the joint working arrangements.

5.13.8 Where any joint arrangements entered into relate to the CCG's functions, the liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.13.3 above. Similarly, where the arrangements relate to NHS England's functions, the liability of NHS England to carry out its functions will not be affected where it and the CCG enter into joint arrangements pursuant to 5.13.

5.13.9 The CCG will act in accordance with any further guidance issued by NHS England on co-commissioning.

5.13.10 Only arrangements that are safe and in the interests of patients registered with member practices will be approved by the Governing Body.

5.13.11 The Governing Body of the CCG shall require, in all joint commissioning arrangements that the lead Governing Body Member for the joint arrangements make;

- a) make a quarterly written report to the Governing Body;
- b) hold at least one annual engagement event to review the aims, objectives, strategy and progress of the joint commissioning arrangements; and
- c) publish an annual report on progress made against objectives.

5.13.12 Should a joint commissioning arrangement prove to be unsatisfactory the Governing Body of the CCG can decide to withdraw from the arrangement but has to give six months' notice to partners to allow for credible alternative arrangements to be put in place, with new arrangements starting from the beginning of the next new financial year after the expiration of the six months' notice period.

6 Provisions for Conflict of Interest Management and Standards of Business Conduct

6.1 Conflicts of Interest

- 6.1.1** As required by section 14O of the 2006 Act, the CCG has made arrangements to manage conflicts and potential conflicts of interest to ensure that decisions made by the CCG will be taken and seen to be taken without being unduly influenced by external or private interest.
- 6.1.2** The CCG has agreed policies and procedures for the identification and management of conflicts of interest.
- 6.1.3** Employees, Members, Committee and Sub-Committee members of the CCG and members of the Governing Body (and its Committees, Sub-Committees, Joint Committees) will comply with the CCG policy on conflicts of interest. Where an individual, including any individual directly involved with the business or decision-making of the CCG and not otherwise covered by one of the categories above, has an interest, or becomes aware of an interest which could lead to a conflict of interests in the event of the CCG considering an action or decision in relation to that interest, that must be considered as a potential conflict, and is subject to the provisions of this constitution and the Standards of Business Conduct Policy.
- 6.1.4** The CCG has appointed the Audit Chair to be the Conflicts of Interest Guardian. In collaboration with the CCG's governance lead, their role is to:
- a) Act as a conduit for GP practice staff, members of the public and healthcare professionals who have any concerns with regards to conflicts of interest;
 - b) Be a safe point of contact for employees or workers of the CCG to raise any concerns in relation to conflicts of interest;
 - c) Support the rigorous application of conflict of interest principles and policies;
 - d) Provide independent advice and judgment to staff and members where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation
 - e) Provide advice on minimising the risks of conflicts of interest.

6.2 Declaring and Registering Interests

- 6.2.1** The CCG will maintain registers of the interests of those individuals listed in the CCG's policy.

- 6.2.2** The CCG will, as a minimum, publish the registers of conflicts of interest and gifts and hospitality of decision making staff at least annually on the CCG website and make them available at our headquarters upon request.
- 6.2.3** All relevant persons for the purposes of NHS England's statutory guidance *Managing Conflicts of Interest: Revised Statutory Guidance for CCGs 2017* must declare any interests. Declarations should be made as soon as reasonably practicable and by law within 28 days after the interest arises. This could include interests an individual is pursuing. Interests will also be declared on appointment and during relevant discussion in meetings.
- 6.2.4** The CCG will ensure that, as a matter of course, declarations of interest are made and confirmed, or updated at least annually. All persons required to, must declare any interests as soon as reasonable practicable and by law within 28 days after the interest arises.
- 6.2.5** Interests (including gifts and hospitality) of decision making staff will remain on the public register for a minimum of six months. In addition, the CCG will retain a record of historic interests and offers/receipt of gifts and hospitality for a minimum of six years after the date on which it expired. The CCG's published register of interests states that historic interests are retained by the CCG for the specified timeframe and details of whom to contact to submit a request for this information.
- 6.2.6** Activities funded in whole or in part by 3rd parties who may have an interest in CCG business such as sponsored events, posts and research will be managed in accordance with the CCG policy to ensure transparency and that any potential for conflicts of interest are well-managed.

6.3 Training in Relation to Conflicts of Interest

- 6.3.1** The CCG ensures that relevant staff and all Governing Body members receive training on the identification and management of conflicts of interest and that relevant staff undertake the NHS England Mandatory training.

6.4 Standards of Business Conduct

- 6.4.1** Employees, Members, Committee and Sub-Committee members of the CCG and members of the Governing Body (and its Committees, Sub-Committees, Joint Committees) will at all times comply with this Constitution and be aware of their responsibilities as outlined in it. They should:

- a) act in good faith and in the interests of the CCG;
- b) follow the Seven Principles of Public Life; set out by the Committee on Standards in Public Life (the Nolan Principles);
- c) comply with the standards set out in the Professional Standards Authority guidance - *Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England*; and
- d) comply with the CCG's Standards of Business Conduct, including the requirements set out in the policy for managing conflicts of interest which is available on the CCG's website and will be made available on request.

6.4.2 Individuals contracted to work on behalf of the CCG or otherwise providing services or facilities to the CCG will be made aware of their obligation with regard to declaring conflicts or potential conflicts of interest. This requirement will be written into their contract for services and is also outlined in the CCG's Standards of Business Conduct policy.

Appendix 1: Definitions of Terms Used in This Constitution

2006 Act	National Health Service Act 2006
Accountable Officer (AO)	<p>an individual, as defined under paragraph 12 of Schedule 1A of the 2006 Act, appointed by NHS England, with responsibility for ensuring the group:</p> <p>complies with its obligations under:</p> <p>sections 14Q and 14R of the 2006 Act,</p> <p>sections 223H to 223J of the 2006 Act,</p> <p>paragraphs 17 to 19 of Schedule 1A of the NHS Act 2006, and</p> <p>any other provision of the 2006 Act specified in a document published by the Board for that purpose;</p> <p>exercises its functions in a way which provides good value for money.</p>
Area	The geographical area that the CCG has responsibility for, as defined in part 2 of this constitution
Chair of the CCG Governing Body	The individual appointed by the CCG to act as chair of the Governing Body and who is usually either a GP member or a lay member of the Governing Body.
Chief Finance Officer (CFO)	A qualified accountant employed by the group with responsibility for financial strategy, financial management and financial governance and who is a member of the Governing Body.
Clinical Commissioning Groups (CCG)	A body corporate established by NHS England in accordance with Chapter A2 of Part 2 of the 2006 Act.
Committee	A Committee created and appointed by the membership of the CCG or the Governing Body.
Sub-Committee	A Committee created by and reporting to a Committee.

Governing Body	The body appointed under section 14L of the NHS Act 2006, with the main function of ensuring that a Clinical Commissioning Group has made appropriate arrangements for ensuring that it complies with its obligations under section 14Q under the NHS Act 2006, and such generally accepted principles of good governance as are relevant to it.
Governing Body Member	Any individual appointed to the Governing Body of the CCG
Healthcare Professional	A Member of a profession that is regulated by one of the following bodies: the General Medical Council (GMC) the General Dental Council (GDC) the General Optical Council; the General Osteopathic Council the General Chiropractic Council the General Pharmaceutical Council the Pharmaceutical Society of Northern Ireland the Nursing and Midwifery Council the Health and Care Professions Council any other regulatory body established by an Order in Council under Section 60 of the Health Act 1999
Lay Member	A lay Member of the CCG Governing Body, appointed by the CCG. A lay Member is an individual who is not a Member of the CCG or a healthcare professional (as defined above) or as otherwise defined in the 2006 Act or Regulations made under either that Act or the Health and Social Care Act 2012.
Primary Care Commissioning Committee	A Committee required by the terms of the delegation from NHS England in relation to primary care commissioning functions. The Primary Care Commissioning Committee reports to NHS England and the Governing Body
Professional Standards Authority	An independent body accountable to the UK Parliament which help Parliament monitor and improve the protection of

	the public. Published <i>Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England</i> in 2013
Member/ Member Practice	A provider of primary medical services to a registered patient list, who is a Member of this CCG.
Member Practice Representative	Member practices appoint a healthcare professional to act as their practice representative in dealings between it and the CCG, under regulations made under section 89 or 94 of the 2006 Act or directions under section 98A of the 2006 Act.
NHS England	The operational name for the National Health Service Commissioning Board.
Registers of interests	Registers a group is required to maintain and make publicly available under section 14O of the 2006 Act and the statutory guidance issues by NHS England, of the interests of: the Members of the group; the Members of its CCG Governing Body; the Members of its Committees or Sub-Committees and Committees or Sub-Committees of its CCG Governing Body; and Its employees.
STP	Sustainability and Transformation Partnerships – the framework within which the NHS and local authorities have come together to plan to improve health and social care over the next few years. STP can also refer to the formal proposals agreed between the NHS and local councils – a “Sustainability and Transformation Plan”.
Joint Committee	Committees from two or more organisations that work together with delegated authority from both organisations to enable joint decision-making

Appendix 2: Committee Terms of Reference

AUDIT COMMITTEE

TERMS OF REFERENCE

1. CONSTITUTION

- 1.1 The Audit (the Committee) is constituted as a standing committee of the Governing Body, the terms of reference of which are set out below. The Committee is a non-executive committee of the Governing Body and has no executive powers, other than those specifically delegated in these Terms of Reference.
- 1.2 The terms of reference shall be reviewed by the Governing Body, and any resulting changes to the terms of reference of membership of the Committee shall be approved by the Governing Body.

2. MEMBERSHIP

- 2.1 Members of the Committee shall be appointed by the Governing Body and may include individuals who are not members of the Governing Body.
- 2.2 The Lay member on the Governing Body with a lead role in overseeing key elements of governance shall chair the Committee. In addition to the Chair, the Committee will comprise of one other Governing Body Lay Member, a GP from the Governing Body, the Governing Body nurse and at least two further suitably qualified individuals who are not members of, or associated with, the Governing Body. The Committee may appoint a vice Chair.
- 2.3 The CCG Chair and the CFO shall not be a member of the Committee.
- 2.4 Members shall be appointed for a period of up to three years. Members shall be eligible for reappointment but may not serve more than three consecutive terms or nine years, whichever is the lesser.

3. ATTENDANCE

- 3.1 The Committee can require the attendance of any officer of the CCG as required.
- 3.2 The Secretary and General Counsel shall service the Committee.
- 3.3 A quorum shall be one third of the total number of members and the Chair, and shall include at least one Lay Member or person who is not a member of the Governing Body.

4. FREQUENCY

- 4.1 The Committee shall meet as necessary, normally every quarter and not less than four times per year. Members are expected to attend every meeting, but must attend at least two meetings each year.
- 4.2 The External Auditor or Head of Internal Audit may request a meeting at any time.

5. AUTHORITY

- 5.1 The Committee is authorised by the Governing Body to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee. The Committee is authorised by the Governing Body to obtain legal or other independent professional advice and to secure the attendance of anyone with relevant experience and expertise if it considers this necessary.
- 5.2 Meetings shall not be held in public.

6. REMIT AND FUNCTION OF THE COMMITTEE

- 6.1 The role of the Committee is to provide the Governing Body with an independent and objective view of the CCG's compliance with its statutory responsibilities. It is also responsible for arranging appropriate internal and external audit. In order to discharge this role, the Committee will:
 - 6.1.1 Review the establishment and maintenance of, and adherence to, an effective system of integrated governance, risk management and internal control;
 - 6.1.2 Reviewing the adequacy and effectiveness of the policies and procedures for all work related to fraud and corruption;
 - 6.1.3 Review and advise the Governing Body on proposed changes to Standing Orders and Standing Financial Instructions;
 - 6.1.4 Monitor compliance with the Standing Orders;
 - 6.1.5 Monitor and Review financial statements and performance information;
 - 6.1.6 Review the Internal Audit Strategy and Plans, ensuring co-ordination between the Internal and External Auditors, and ensuring that the Internal Audit function is adequately resourced.
 - 6.1.7 Review the findings from the Internal Audit Programme and ensure appropriate management action has been taken.

- 6.1.8 Review any schedules of Losses and Compensation payments.
- 6.1.9 Review External Audit reports and ensure that appropriate management action has been taken.
- 6.1.10 Monitor the implementation of policy on standards of business conduct for members and staff.
- 6.1.11 Consider issues related to value for money and specifically to examine efficiency, and effectiveness of support services provided to the CCG.
- 6.1.12 Provide assurance to the Governing Body that appropriate Governance and Risk Management arrangements are in place to enable the annual Governance Statement to be signed.
- 6.1.13 Keep the Governing Body fully informed of all significant risks which may impact on the CCG's strategic direction and business planning process and to report to the Governing Body on the management of significant risks.
- 6.1.14 Review annually and ensure the development of the CCG's Assurance Frameworks.
- 6.1.15 Review the systems for financial reporting to the Governing Body, including those of budgetary control to ensure that they are subject to review as to the completeness and accuracy of the information provided to the Governing Body.
- 6.1.16 Monitor compliance with Whistle-blowing and related Speaking-Out procedures and disclosures.
- 6.1.17 Monitor compliance with Anti-Money Laundering procedures.
- 6.1.18 Review Declarations of Interest made by staff, GPs and Member Practices with particular reference to the resolution of conflicts within the Primary Care Commissioning Committee.
- 6.1.19 Consider other matters as referred by the Governing Body from time to time.

7. REPORTING

- 7.1 Minutes of each meeting will be recorded and there shall be a presumption that they shall be submitted to the public session of the Governing Body at its next meeting after those minutes have been formally approved by the Chair of the meeting unless otherwise decided by the Committee, in which case they shall go to the confidential session.

7.2 The Committee will report to the Governing Body annually on its work in support of the Governance Statement, specifically commenting on the fitness for purpose of the assurance framework, the completeness and extent to which risk management is embedded in the organisations, the integration of governance arrangements, and the Committee's own report on compliance with its Terms of Reference.

8. SUB-COMMITTEES

8.1 The Audit and Quality Committee may establish sub-committees for specific areas of work.

8.2 Where it does so it will keep sub-committee arrangements under regular review to ensure relevance and effectiveness.

8.3 Minutes of any sub-committees will be presented to the Committee as soon as they have been approved by the relevant sub-committee.

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. CONSTITUTION

- 1.1 The Remuneration Committee (the Committee) is constituted as a standing committee of the Governing Body, the terms of reference of which are set out below. The Committee is a non-executive committee of the Governing Body and has no executive powers other than those specifically delegated in these Terms of Reference.
- 1.2 The terms of reference shall be reviewed by the Governing Body, and any resulting changes to the terms of reference or membership of the Committee shall be approved by the Governing Body.

2. MEMBERSHIP

- 2.1 The Committee shall be appointed by the Governing Body and may only include individuals who are members of the Governing Body. The Remuneration Committee shall comprise of the Chair, the Deputy Chair, the Assistant Clinical Chair, the Chair of the Audit Committee, the Chair of the Primary Care Commissioning Committee and two other individuals who are members of the Governing Body. The Governing Body shall appoint the Chair of the Remuneration Committee. The Chair of the CCG shall not Chair the Remuneration Committee and members of the Governing Body other than Lay Members are disqualified from being Chair of the Remuneration Committee.
- 2.2 The Director of Workforce will advise the Committee on HR issues.
- 2.3 The Secretary and General Counsel will service the Committee.
- 2.4 A quorum shall be one third of the total numbers of members and Chair.

3. ATTENDANCE

- 3.1 The Committee can require the attendance and assistance of any employee of the CCG. However, no member of staff should be present for discussion about their own remuneration and/or terms of service.

4. FREQUENCY

- 4.1 The Committee will normally meet four times a year but can meet on other occasions as necessary.

5. AUTHORITY

- 5.1 The Committee is authorised to act within its terms of reference in recommending to the Governing Body the remuneration and other terms of service for the Chief Officer, directors and other members of the senior team.

6. REMIT AND FUNCTION

- 6.1 The Committee shall:

6.1.1 Review the appraisal of the performance of the Chief Officer, directors and other appropriate members of the senior team.

6.1.2 Recommend to the Governing Body the remuneration and terms of service of the Chief Officer, directors and other appropriate members of the senior team and annual salary awards.

6.1.3 Recommend to the Governing Body special severance payments of the Chief Officer, directors and all other staff, subject to receiving HM Treasury (if necessary) approval in accordance with any current guidance.

6.1.4 Consider and make recommendations to the Governing Body regarding any significant structural changes, Director and Directorate structures, and the wider system implications of any internal changes.

6.1.5 Determine a matter where the Governing Body is unable to determine the matter because of an inability to form a quorum and has specifically delegated to the Committee a matter or matters to be determined by the Committee on behalf of the Governing Body.

6.1.6 Determine any matter delegated to it by the Governing Body.

7. REPORTING

- 7.1 Minutes of each meeting will be recorded and submitted to the non-officer members of the Governing Body at the next meeting after those minutes have been approved by the Committee.

- 7.2 The Chair may report recommendations and determinations to the Governing Body at any time.

8. SUB-COMMITTEE

- 8.1 The Committee may establish sub-committees for specific areas of work.

- 8.2 Where it does so it will keep the sub-committee arrangements under regular review to ensure relevance and effectiveness.

- 8.3 Minutes for any sub-committees will be presented to the Committee as soon as they have been approved by the relevant sub-committee.
- 8.4 The Committee shall conduct its business in accordance with the Nolan principles of public life.
- 8.5 The Committee will, annually, review its own performance, membership and terms of reference.

PRIMARY CARE COMMISSIONING COMMITTEE

TERMS OF REFERENCE

Introduction

1. Simon Stevens, the Chief Executive of NHS England, announced on 1 May 2014 that NHS England was inviting CCGs to expand their role in primary care commissioning and to submit expressions of interest setting out the CCG's preference for how it would like to exercise expanded primary **medical** care commissioning functions. One option available was that NHS England would delegate the exercise of certain specified primary care commissioning functions to a CCG.
2. In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended), NHS England has delegated the exercise of the functions specified in Schedule 2 to these Terms of Reference to NHS Dorset CCG (the CCG). The delegation is set out in Schedule 1.
3. The CCG has established the NHS Dorset CCG Primary Care Commissioning Committee ("Committee"). The Committee will function as a corporate decision-making body for the management of the delegated functions and the exercise of the delegated powers.
4. It is a committee comprising representatives of the following organisations:
 - NHS Dorset CCG

Statutory Framework

5. NHS England has delegated to the CCG authority to exercise the primary care commissioning functions set out in Schedule 2 in accordance with section 13Z of the NHS Act.
6. Arrangements made under section 13Z may be on such terms and conditions (including terms as to payment) as may be agreed between the Board and the CCG.
7. Arrangements made under section 13Z do not affect the liability of NHS England for the exercise of any of its functions. However, the CCG acknowledges that in exercising its functions (including those delegated to it), it must comply with the statutory duties set out in Chapter A2 of the NHS Act and including:
 - a) Management of conflicts of interest (section 14O);
 - b) Duty to promote the NHS Constitution (section 14P);
 - c) Duty to exercise its functions effectively, efficiently and economically (section 14Q);

- d) Duty as to improvement in quality of services (section 14R);
 - e) Duty in relation to quality of primary medical services (section 14S);
 - f) Duties as to reducing inequalities (section 14T);
 - g) Duty to promote the involvement of each patient (section 14U);
 - h) Duty as to patient choice (section 14V);
 - i) Duty as to promoting integration (section 14Z1);
 - j) Public involvement and consultation (section 14Z2).
8. The CCG will also need to specifically, in respect of the delegated functions from NHS England, exercise those in accordance with the relevant provisions of section 13 of the NHS Act
 9. The Committee is established as a committee of the Governing Body of NHS Dorset CCG in accordance with Schedule 1A of the "NHS Act".
 10. The members acknowledge that the Committee is subject to any directions made by NHS England or by the Secretary of State.

Role of the Committee

11. The Committee has been established in accordance with the above statutory provisions to enable the members to make collective decisions on the review, planning and procurement of primary care services in Dorset, under delegated authority from NHS England.
12. In performing its role the Committee will exercise its management of the functions in accordance with the agreement entered into between NHS England and NHS Dorset CCG, which will sit alongside the delegation and terms of reference.
13. The functions of the Committee are undertaken in the context of a desire to promote increased co-commissioning to increase quality, efficiency, productivity and value for money and to remove administrative barriers.
14. The role of the Committee shall be to carry out the functions relating to the commissioning of primary medical services under section 83 of the NHS Act.
15. This includes the following:
 - GMS, PMS and APMS contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing branch/remedial notices, and removing a contract);
 - Newly designed enhanced services ("Local Enhanced Services" and "Directed Enhanced Services");

- Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
- Decision making on whether to establish new GP practices in an area;
- Approving practice mergers; and
- Making decisions on 'discretionary' payment (e.g., returner/retainer schemes).

16. The CCG will also carry out the following activities:

- (a) To plan, including needs assessment, primary medical care services in Dorset
- (b) To develop and oversee the implementation of a Primary Care Strategy;
- (c) To secure the provision of comprehensive and high quality primary medical services in Dorset
- (d) To co-ordinate a common approach to the commissioning of primary care services generally;
- (e) To make decisions on investment on the infrastructure of Primary Medical Services, to ensure adequate and high-quality provision as well as value for money for the public.
- (f) To undertake reviews of primary medical care services in Dorset;
- (g) To manage the budget for commissioning of primary medical care services in Dorset.

Geographical Coverage

17. The Committee will cover the NHS Dorset CCG area.

Membership

18. The Committee shall consist of:

- (a) 2 Primary care lead GPs and one further GP Member of the Governing Body;
- (b) Two Lay Members;
- (c) The Accountable Officer;
- (d) The Chief Finance Officer;
- (e) Acting Director of Primary and Community Care (or such other name as the substantive post may be given);
- (f) the Director of Nursing and Quality;

19. The Committee shall at all times have a lay and executive majority.

20. The membership will meet the requirements of the Group's Constitution.

21. The Chair and vice Chair of the Committee shall be Lay Members of the Group. In the absence of the Chair and vice Chair any executive member may be appointed by members to chair a meeting.

22. The current Chair and vice Chair of the Joint Primary Care Commissioning Committee of the CCG shall be the first Chair and vice Chair of the Committee
23. The appointment process for future Chair and Vice Chair will be determined by the Governing Body at the time of any future appointment or reappointment.
24. The Committee shall extend to the following individuals a standing invitation to join the Committee as non-voting attendees:
 - a) A Local HealthWatch representative; and
 - b) A representative from the relevant Health and Wellbeing Board
 - c) A representative from NHS England.
 - d) An LMC representative
 - e) A representative of the Public Health function of any relevant Local Authority
25. The Committee can require the attendance at any of its meetings of any officer of the Group as required.
26. The Committee may request the attendance at any of its meetings of one or more of its Members' practice managers and practice nurses or any other Locality Lead who is not a member of the Committee.

Meetings and Voting

27. The Committee will operate in accordance with the CCG's Standing Orders. The Secretary to the Committee will be responsible for giving notice of meetings. This will be accompanied by an agenda and supporting papers and sent to each member representative no later than 7 days before the date of the meeting. When the Chair of the Committee deems it necessary in light of the urgent circumstances to call a meeting at short notice, the notice period shall be such as s/he shall specify.
28. The Committee shall adopt the Standing Orders of the Group insofar as they relate to the:
 - a) Notice of meetings;
 - b) Handling of meetings;
 - c) Agendas;
 - d) Circulation of papers; and
 - e) Conflicts of interest.
29. Each member of the Committee shall have one vote. The Committee shall reach decisions by a simple majority of members present, but with the Chair having a second and deciding vote, if necessary. However, the aim of the Committee will be to achieve consensus decision-making wherever possible.

Quorum

30. The quorum shall be one third of the total number of members and the Chair.

Frequency of meetings

31. The Committee shall meet no less than four times per year. Meetings of the Committee:

32. Shall, subject to the application of paragraph 18.2, be held in public.

33. The Committee may resolve to exclude the public from a meeting that is open to the public (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.

34. Members of the Committee have a collective responsibility for the operation of the Committee. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view.

35. The Committee may delegate tasks to such individuals, sub-committees or individual members as it shall see fit, provided that any such delegations are consistent with the parties' relevant governance arrangements, are recorded in a scheme of delegation, are governed by terms of reference as appropriate and reflect appropriate arrangements for the management of conflicts of interest.

36. Members of the Committee shall respect confidentiality requirements as set out in the Standing Orders referred to above unless separate confidentiality requirements are set out for the Committee in which event these shall be observed.

37. The Secretary and the General Counsel ("Secretariat") of the Group shall service the Committee.

38. The Secretariat to the Committee will:

38.1 Circulate the action notes of the Committee with 3 working days of approval of draft minutes by the Chair to all members.

38.2 Present the minutes and action notes to the Wessex Area Team of NHS England and the Governing Body of the Group.

39. Members of the Committee have a collective responsibility for the operation of the Committee. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view.
40. The Committee may call additional experts to attend meetings on an ad hoc basis to inform discussions.
41. Members of the Committee shall respect confidentiality requirements as set out in the CCG's Constitution.
42. The Committee will present its minutes to Wessex Area Team of NHS England and the Governing Body of NHS Dorset CCG following each meeting for information, including the minutes of any sub-committees to which responsibilities are delegated under paragraph 27 above.
43. The CCG will also comply with any reporting requirements set out in its constitution.
44. It is envisaged that these Terms of Reference will be reviewed from time to time, reflecting experience of the Committee in fulfilling its functions. NHS England may also issue revised model terms of reference from time to time.

Accountability of the Committee

The Committee is authorised to determine matters within its remit where those matters involve expenditure up to the limit delegated to the Accountable Officer under the Scheme of Delegation, relating to expenditure within the NHS. Where the expenditure involved exceeds these sums the Committee is authorised to make representations to the Governing Body in respect of those matters.

For the avoidance of doubt, in the event of any conflict between the terms of the Delegation and Terms of Reference and the Standing Orders of Standing Financial Instructions of any of the members, the Delegation will prevail.

[Allowance for consultation with members of CCGs / public]

Procurement of Agreed Services

[The detailed arrangements regarding procurement will be set out in the delegation agreement. Please refer to the *Next Steps in primary care co-commissioning document* for further guidance on this.]

Decisions

45. The Committee will make decisions within the bounds of its remit.
46. The decisions of the Committee shall be binding on NHS Dorset CCG.

47. The Committee will produce an executive summary report which will be presented to the Wessex Area Team of NHS England and the Governing Body of NHS Dorset the CCG periodically for information.

Schedule 1 – Delegation

Draft Delegation Agreement – to be completed by NHS England.

Appendix 3: Standing Orders

1. STATUTORY FRAMEWORK AND STATUS

1.1 Introduction

1.1.1 These standing orders have been drawn up to regulate the proceedings of the NHS Dorset Clinical Commissioning Group (“the CCG”) so that the CCG can fulfil its statutory obligations. They are effective from the date the Group is established.

1.1.2 The standing orders provide a procedural framework within which the CCG discharges its business. They should be read alongside the Constitution (of which they form part) and the CCG Handbook, which contains the CCG’s scheme of reservation and delegation, prime financial policies and terms of reference for non-statutory committees (among other things). Defined terms used within these Standing Orders are as per the Definitions set out in Appendix 1 to the Constitution.

1.1.3 These Standing Orders set out:

- a) the arrangements for conducting the business of the CCG;
- b) the appointment of Member Practice Representatives and other members of the Governing Body;
- c) the procedure to be followed at meetings of the CCG, the Governing Body and any committees or sub-committees of the CCG or the Governing Body. Where appropriate these standing orders will also apply to joint committees and other collaborative groups;
- d) the process to delegate powers;
- e) the declaration of interests and standards of conduct.

These arrangements must comply with the requirements set out in the NHS 2006 Act (as amended by the 2012 Act) and related regulations and take account as appropriate of any relevant guidance.

1.1.4 CCG members, employees, members of the Governing Body, members of the Governing Body’s committees and sub-committees, members of the CCG’s committees and sub-committees and persons working on behalf of the CCG should be aware of the existence of these documents and, where necessary, be familiar with their detailed provisions. Failure to operate within this framework may be regarded as a disciplinary matter that could result in dismissal.

1.2 Schedule of matters reserved to the CCG and the scheme of reservation and delegation

1.2.1 The 2006 Act provides the CCG and the Governing Body with the ability to delegate their CCG's functions to certain bodies (such as committees) and certain persons. Further provision for this is made in Parts 4 and 5 of the CCG's Constitution. The CCG has decided that certain decisions may only be exercised by the CCG in formal session. These decisions and also those delegated are contained in the CCG's scheme of reservation and delegation.

2. THE CCG: COMPOSITION OF MEMBERSHIP, KEY ROLES AND APPOINTMENT PROCESS

2.1 Composition of membership

2.1.1 Chapter 3 of the CCG's Constitution provides details of the membership of the CCG.

2.1.2 Chapter 5 of the CCG's Constitution provides details of the governing structure used in the CCG's decision-making processes and an outline of certain key roles within the CCG and its Governing Body.

2.2 Key Roles

2.2.1 These standing orders set out how the CCG appoints individuals to its key roles on the Governing Body, as set out below:

Chair

2.2.2 The Chair is subject to the following appointment process:

- a) **Appointment process** – Adverts for the role of Chair will be posted on the CCG's website, specifying the role requirements and timeframe within which applications must be submitted. Interested candidates may apply for the role, demonstrating how they meet the essential requirements of the person specification and how they would undertake the role. The Governing Body may assess the candidates' suitability for the role of Chair by holding screening interviews and produce a shortlist of suitable candidates for the role. There shall be an election process for all short-listed candidates, with election by simple majority of all the Members (whether present or by proxy) at the meeting at which the vote takes place. Electronic voting methods may be used. Where there is only one candidate, a vote will still be held.

- b) **Eligibility** – The Chair must:
- i) not be the Accountable Officer, the Chief Finance Officer, the registered nurse, the secondary care specialist doctor or the Lay Member who leads on audit, remuneration and conflict of interest matters; or
 - ii) not be an individual of the description set out in paragraph 2.2.13 below;
- c) **Term of Office** – The Chair may hold office for a period of up to three (3) years;
- d) **Eligibility for reappointment** –The Chair shall be eligible for re-appointment at the end of his/her term but may not serve more than three (3) consecutive terms or nine (9) years whichever is the lesser. Any incumbent Chair wishing to re-apply must follow the appointment process set out above;
- e) **Grounds for removal from office** – The Chair shall cease to hold office if:
- i) he/she ceases to meet the eligibility criteria set out in sub-paragraph 2.2.2(b) (Eligibility) above; and/or
 - ii) if any of the exclusions set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012/1631 (a copy of which is available on request from the Secretariat) apply;
 - iii) gross misconduct, to be determined by the Governing Body on the advice of the Remuneration Committee, is identified;
 - iv) he/she does not have, or loses, clinical registration (where relevant);
 - v) he/she fails to disclose a relevant interest;
 - vi) continuation in the role is not in the interests of the public and/or the CCG.
- f) **Notice Period** - The Chair shall give six (6) months' notice in writing to the Governing Body of his/her resignation from office at any time during his/her term of office.

Accountable Officer

2.2.3 The Accountable Officer is subject to the following appointment process:

- a) **Nominations** – n/a
- b) **Eligibility** – The Accountable Officer must:
 - i) Either be:
 - an individual who is a Member of the CCG or of any body that is a member of the CCG or, in the case of a joint appointment, an individual who is a member of any of the CCGs in question or of any body that is a member of any of those CCGs; or
 - an employee of the CCG or of any Member of the CCG or, in the case of a joint appointment, an employee of any of the CCGs in question or of any member of those CCGs.
 - ii) not be excluded from eligibility by any of the exclusions set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012/1631 (a copy of which is available on request from the Secretariat);
- c) **Appointment process** –appointments will be made via open advert, following which the Governing Body shall nominate the selected Accountable Officer for appointment by NHS England.
- d) The Accountable Officer shall be subject to the terms of his/her contract of employment.

Locality Leads

2.2.4 Locality Leads are elected by the Members in each Locality, following the process set out in the CCG Governance Handbook and are subject to the provisions set out in Handbook.

Lay Members

2.2.5 The Lay Members are subject to the following appointment process:

- a) **Nominations** – The Lay Members shall be nominated by a member of the Governing Body.

b) **Eligibility –**

- i) a Lay Member must be an individual who is not:
 - a member of the CCG; or
 - a Healthcare Professional;
 - an individual excluded from performing the Lay Member role under the provisions of the National Health Service (Clinical Commissioning Groups) Regulations 2012/1631 (a copy of which is available on request from the Secretariat);
 - ii) the Lay Member who is to lead on audit, remuneration and conflict of interest matters must have qualifications, expertise or experience such as to enable the person to express informed views about financial management and audit matters; and
 - iii) the Lay Member who is to lead on patient and public participation matters must be a person who has knowledge about the Area such as to enable the person to express informed views about the discharge of the CCG's functions;
- c) **Appointment process** – Open advert. Selection is made by the Governing Body against competencies based on any current national guidance issued by NHS England or other relevant body;
- d) **Term of Office** – A Lay Member may hold office for a period of up to three (3) years;
- e) **Eligibility for reappointment** – A Lay Member shall be eligible for re-appointment at the end of his or her term but may not serve more than three (3) consecutive terms or nine (9) years, whichever is the lesser;
- f) **Grounds for removal from office** – A Lay Member shall cease to hold office if:
- i) he/she ceases to meet the eligibility criteria set out in sub-paragraph 2.2.5(b) (Eligibility) above;
 - ii) gross misconduct, to be determined by the Governing Body on the advice of the Remuneration Committee, is identified;
 - iii) he/she fails to disclose a relevant interest;
 - iv) continuation in the role is not in the interests of the public and/or the CCG.

- g) **Notice Period** – A Lay Member shall give three (3) months' notice in writing to the Governing Body of his/her resignation from office at any time during his/her term of office.

Registered Nurse

2.2.6 The registered nurse is subject to the following appointment process:

- a) **Nominations** – n/a
- b) **Eligibility** – the registered nurse must:
- i) be a current registered nurse; and
 - ii) meet the role requirements set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012/1631 (a copy of which is available on request from the Secretariat);
 - iii) not be otherwise excluded from appointment by any of the exclusions set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012/1631 (a copy of which is available on request from the Secretariat).
- c) **Appointment process** – Open advert. Selection is made by the Governing Body against competencies based on any current national guidance issued by NHS England or other relevant body;
- d) **Term of Office** – A registered nurse may hold office for a period of up to three (3) years;
- e) **Eligibility for reappointment** – A registered nurse shall be eligible for re-appointment at the end of his/her term but may not serve more than three (3) consecutive terms or nine (9) years, whichever is the lesser;
- f) **Grounds for removal from office** – A registered nurse shall cease to hold office if:
- i) he/she ceases to meet the eligibility criteria set out in subparagraph 2.2.6(b) (Eligibility) above;
 - ii) gross misconduct, to be determined by the Governing Body on the advice of the Remuneration Committee, is identified;
 - iii) he/she does not have, or loses, clinical registration;
 - iv) he/she fails to disclose a relevant interest;
 - v) continuation in the role is not in the interests of the public and/or the CCG.
- g) **Notice Period** – A registered nurse shall give three (3) months' notice in writing to the Governing Body of his/her resignation from office at any time during his/her term of office.

Secondary Care Specialist

2.2.7 The secondary care specialist is subject to the following appointment process:

- a) **Nominations** – n/a
- b) **Eligibility** – the secondary care specialist must:
 - i) meet the role requirements set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012/1631 (a copy of which is available on request from the Secretariat)
 - ii) not be excluded by any of the exclusions set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012/1631 (a copy of which is available on request from the Secretariat).
- c) **Appointment process** – Open advert. Selection is made by the Governing Body against competencies based on any current national guidance issued by NHS England or other relevant body.
- d) **Term of Office** – the secondary care specialist doctor may hold office for a period of up to three (3) years;
- e) **Eligibility for reappointment** – the secondary care specialist shall be eligible for re-appointment at the end of his/her term but may not serve more than three (3) consecutive terms or nine (9) years, whichever is the lesser;
- f) **Grounds for removal from office** – the secondary care specialist shall cease to hold office if:
 - i) he/she ceases to meet the eligibility criteria set out in sub-paragraph 2.2.7(b) (Eligibility) above;
 - ii) gross misconduct, to be determined by the Governing Body on the advice of the Remuneration Committee, is identified;
 - iii) he/she does not have, or loses, clinical registration;
 - iv) he/she fails to disclose a relevant interest;
 - v) continuation in the role is not in the interests of the public and/or the CCG.
- g) **Notice Period** – the secondary care specialist shall give three (3) months' notice in writing to the Governing Body of his/her resignation from office at any time during his/her term of office.

Chief Finance Officer

2.2.8 The Chief Finance Officer is subject to the following appointment process:

- a) **Appointment process** – The Chief Finance Officer shall be appointed by the Governing Body via open advert;
- b) **Eligibility** – The Chief Finance Officer must:
 - i) not be the Group's Accountable Officer;
 - ii) hold professional qualifications in accountancy and have the expertise or experience to lead the financial management of the CCG;
 - iii) not be an individual excluded from performing the role by any of the exclusions set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012/1631 (a copy of which is available on request from the Secretariat).
- c) The Chief Finance Officer shall be subject to the terms of his/her contract of employment.

Deputy chair

2.2.9 The deputy chair of the Governing Body is subject to the following appointment process:

- a) **Nominations** – n/a;
- b) **Eligibility** – the deputy chair must:
 - i) be a Lay Member if the Chair is a GP or other Healthcare Professional;
 - ii) not be excluded from performing the role by any of the exclusions set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012/1631 (a copy of which is available on request from the Secretariat).
- c) **Appointment process** – Selection is made by the Governing Body against competencies based on any current national guidance issued by NHS England or other relevant body.
- d) **Term of Office** – The deputy chair may hold office for a period of up to three (3) years;

- e) **Eligibility for reappointment** – The deputy Chair shall be eligible for re-appointment at the end of his/her term but may not serve more than three (3) consecutive terms or nine (9) years, whichever is the lesser;
- f) **Grounds for removal from office** – The deputy Chair shall cease to hold office if:
 - i) he/she ceases to meet the eligibility criteria set out in sub-paragraph 2.2.9(b) (Eligibility) above;
 - ii) gross misconduct, to be determined by the Governing Body on the advice of the Remuneration Committee, is identified;
 - iii) he/she does not have, or loses, clinical registration (where relevant);
 - iv) he/she fails to disclose a relevant interest;
 - v) continuation in the role is not in the interests of the public and/or the CCG.
- g) **Notice Period** - The deputy chair shall give three (3) months' notice in writing to the Governing Body of his/her resignation from office at any time during his/her term of office.

Assistant Clinical Chair

2.2.10 The Assistant Clinical Chair of the Governing Body is subject to the following appointment process:

- a) **Nominations** – n/a;
- b) **Eligibility** –The Assistant Clinical Chair shall be a GP.
- c) **Appointment process** – The Governing Body may select any one of the Locality Lead members of the Governing Body to be the Assistant Clinical Chair.
- d) **Term of Office** – The Assistant Clinical Chair may hold office for a period of up to three (3) years;
- e) **Eligibility for reappointment** – The Assistant Clinical Chair shall be eligible for re-appointment at the end of his/her term but may not serve more than three (3) consecutive terms or nine (9) years, whichever is the lesser;
- f) **Grounds for removal from office** – The Assistant Clinical Chair shall cease to hold office if:
 - i) He/she ceases to meet the eligibility criteria set out in sub-paragraph 2.2.10(b) (Eligibility) above; and/or

- ii) if any of the exclusions set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012/1631 apply (a copy of which is available on request from the Secretariat);
 - iii) gross misconduct, to be determined by the Governing Body on the advice of the Remuneration Committee, is identified;
 - iv) he/she does not have, or loses, clinical registration;
 - v) he/she fails to disclose a relevant interest;
 - vi) continuation in the role is not in the interests of the public and/or the CCG.
- g) **Notice Period** - The Assistant Clinical Chair shall give three (3) months' notice in writing to the Governing Body of his/her resignation from office at any time during his/her term of office.

Practice Representatives

2.2.11 Practice Representatives are subject to the following appointment process:

- a) as set out in the Constitution, each Member shall nominate one (1) Practice Representative who is either a GP (salaried or partner) or a GP who has had an active workload within thirty-six (36) months of nomination of the practice that appoints it. The name of the Practice Representative must be submitted to the Governing Body;
- b) each Member may permanently remove and replace their Practice Representative at any time, by notice in writing to the Governing Body;
- c) for the avoidance of doubt, the Governing Body shall be entitled to treat any Practice Representative as having continuing authority given to him until it is notified in writing of the removal of that Practice Representative in accordance with these standing orders. Any provision of this Constitution that requires delivery or notification to a Member shall be deemed to have been satisfied if delivery or notification is made to or served on the relevant Practice Representative.

2.2.12 A member of the Governing Body shall not be eligible to become or continue in office if any of the exclusions set out in the National Health Service (Clinical Commissioning Groups) Regulations 2012/1631 apply (a copy of which is available on request from the Secretariat).

3. MEETINGS OF THE CCG

3.1 Calling Plenary Meetings

3.1.1 Ordinary Plenary Meetings of the CCG shall be held:

- a) at least once a year provided that not more than fifteen (15) months shall elapse between the date of one ordinary meeting and that of the next;

b) on a Business Day; and

c) at such time and place as the Governing Body shall determine.

3.1.2 Planned ordinary meeting dates of the Plenary Meetings will be notified to Members at least annually. Planned meeting dates will be published at the offices of the CCG and on the CCG's website.

3.1.3 The Chair or at least sixty-seven percent (67%) of the total number of Members can call an extra-ordinary Plenary Meeting by giving all Members at least fourteen (14) days' notice.

3.1.4 Unless specified to the contrary minutes of all Plenary Meetings will be a matter of public record.

3.1.5 Plenary Meetings may be held virtually, using teleconference or videoconferencing facilities.

3.2 Notice of Plenary Meetings

3.2.1 Every notice calling a Plenary Meeting must:

- a) specify the place, day and time of the meeting, and the general nature of the business to be transacted;
- b) set out in full any resolution to be passed;
- c) be published at least fourteen (14) days prior to the meeting, except in cases of emergency where seven (7) days' notice may be given;
- d) be given to all Practice Representatives in writing; and
- e) be published at the offices of the CCG and on the CCG's website.

3.2.2 The following local bodies shall also be notified directly of any Plenary Meeting via an appropriate mechanism:

- a) Local Health Watch; and
- b) the relevant Health and Wellbeing Board.

3.3 Chair of Plenary Meetings (Ordinary and Extra-ordinary)

Plenary Meetings

3.3.1 The Chair, if present, shall chair ordinary Plenary Meetings. If the Chair is absent from the ordinary Plenary Meeting, the Assistant Clinical Chair shall chair the ordinary Plenary Meeting if present.

3.3.2 If the Chair is absent temporarily on the grounds of a declared conflict of interest the deputy chair, if present, shall preside. If both the Chair and deputy chair are absent, or are disqualified from participating, or there is neither a Chair or deputy chair, a Practice Representative present at the ordinary Plenary Meeting shall be chosen by a simple majority of the Members present, and shall preside.

3.4 Chair's ruling at Plenary Meetings

3.4.1 The decision of the chair of the Plenary Meeting on questions of order, relevancy and regularity and their interpretation of the Constitution, standing orders, scheme of reservation and delegation, prime financial policies at the meeting, shall be final.

3.5 Quorum for Plenary Meetings

3.5.1 Practice Representatives representing at least one tenth of all CCG Members shall be a quorum for a Plenary Meeting.

3.5.2 Proxies for Practice Representatives validly appointed in accordance with paragraph 3.8 below will count towards the quorum.

3.5.3 No business other than the appointment of the chair of the meeting is to be transacted at a Plenary Meeting if the persons attending do not constitute a quorum.

3.5.4 For all other of the CCG's committees and sub-committees, including the Governing Body's committees, sub-committees and any joint arrangements entered into, the details of the quorum for these meetings and status of representatives are set out in the appropriate terms of reference.

3.6 Decision making at Plenary Meetings

3.6.1 Decisions should be reached by consensus wherever possible. Should this not be possible then a vote of Members will be required.

3.6.2 At any Plenary Meeting where a vote is required, the provisions on voting that apply for the Governing Body, set out below, shall apply, with each Practice Representative having one vote for each Member they represent.

3.7 Proxy Notices at Plenary Meetings

3.7.1 Proxies for a Practice Representative may only validly be appointed by a notice in writing (a "proxy notice") which:

- a) states the name and address of the Practice Representative appointing the proxy;

- b) identifies the person appointed to be that Practice Representative's proxy and the Plenary Meeting in relation to which that person is appointed;
- c) is signed by or on behalf of the Practice Representative appointing the proxy, or is authenticated by the relevant Member; and
- d) is delivered to the Plenary Meeting in accordance with this Constitution and any instructions contained in the notice of the Plenary Meeting to which they relate.

3.7.2 The Governing Body may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

3.7.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

3.7.4 Unless a proxy notice indicates otherwise, it must be treated as:

- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- b) appointing that person as a proxy in relation to any adjournment of the Plenary Meeting to which it relates as well as the meeting itself.

3.7.5 An appointment under a proxy notice may be revoked by delivering to the Governing Body a notice in writing given by or on behalf of the Practice Representative by whom or on whose behalf the proxy notice was given.

3.7.6 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

3.7.7 If a proxy notice is not executed by the Practice Representative appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the relevant Member's behalf.

3.8 Adjournment of Plenary Meeting

3.8.1 If the persons attending a Plenary Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.

- 3.8.2 The chair of the meeting may adjourn a Plenary Meeting at which a quorum is present if:
- a) the meeting consents to an adjournment; or
 - b) it appears to the chair of the meeting that an adjournment is necessary to ensure that the business of the meeting is conducted in an orderly manner.
- 3.8.3 The chair of an ordinary Plenary Meeting must adjourn an ordinary Plenary Meeting if directed to do so by a simple majority of the Practice Representatives present at the meeting.
- 3.8.4 The chair of an extra-ordinary Plenary Meeting must adjourn the meeting if directed to do so by a simple majority of the Practice Representatives present at the meeting.
- 3.8.5 When adjourning a Plenary Meeting the chair of the meeting must:
- a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Governing Body; and
 - b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 3.8.6 If the continuation of an adjourned meeting is to take place more than fourteen (14) days after it was adjourned, the Governing Body must give at least fourteen (14) clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which notice is given):
- a) to the same persons to whom notice of Plenary Meetings is required to be given); and
 - b) containing the same information which such notice is required to contain.
- 3.8.7 At any adjourned Plenary Meeting only that business that formed the business to be transacted at the original meeting can be transacted.

4. MEETINGS OF THE GOVERNING BODY

- 4.1 The Governing Body shall meet on a regular basis at least four (4) times per year and no more than three (3) months apart.
- 4.2 The Secretary, on receiving a request from fifty per cent (50%) of the members of the Governing Body to call a meeting of the Governing Body or, if no Secretary has been appointed, any member of the Governing Body receiving such a request, shall call a meeting of the Governing Body by issuing a notice within ten (10) Business Days of being requested to do so.

Notice and papers

- 4.3 Notice of any Governing Body meeting must indicate:
- 4.3.1 its proposed date and time, which must be at least seven (7) days after the date of the notice, except where a meeting to discuss an urgent issue is required (in which case as much notice as reasonably practicable in the circumstances should be given);
 - 4.3.2 where it is to take place;
 - 4.3.3 an agenda of the items to be discussed at the meeting and where possible any supporting papers; and
 - 4.3.4 if it is anticipated that members of the Governing Body participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 4.4 The agenda will be agreed between the Accountable Officer and the Chair.
- 4.5 The date, time, venue, agenda and all papers related to the agenda of all Governing Body meetings will, where possible, be made public with at least seven (7) days' notice on the CCG's website.
- 4.6 Notice of a Governing Body meeting must be given to each member of the Governing Body in writing.
- 4.7 Failure to effectively serve notice on all members of the Governing Body does not affect the validity of the meeting, or of any business conducted at it.

Quorum

- 4.8 The quorum of the meeting of the Governing Body shall be five (5) of the total Governing Body members.
- 4.9 If the total number of members of the Governing Body for the time being is less than the quorum required, the Governing Body must not take any decision.

Chair

- 4.10 If the Chair is not participating in a Governing Body meeting within ten (10) minutes of the time at which it was to start, the Assistant Clinical Chair shall chair that meeting or, if the Assistant Clinical Chair is not participating, the participating members of the Governing Body must appoint one of the present members of the Governing Body to chair that meeting.

Attendees

- 4.11 The Governing Body may co-opt such other person(s) to attend all or any of its meetings, or part(s) of a meeting, in order to assist in its decision making and in its discharge of its functions as it sees fit. Any such person may speak and participate in debate but may not vote.

Decision-making and voting

- 4.12 The expectation is that consensus decisions will be reached on matters being considered by the Governing Body. However, at any meeting of the Governing Body where voting is required, the following provisions will apply.
- 4.13 Every member of the Governing Body (present or by proxy) shall have one vote, by show of hands. Motions will be carried by simple majority. If the numbers of votes for and against a proposal are equal, the Chair or other person chairing the meeting has a casting vote.
- 4.14 At Governing Body meetings resolutions shall be put to the vote by the Chair of the meeting and there shall be no requirement for the resolution to be proposed or seconded by any person.
- 4.15 A declaration by the Chair of the meeting that a resolution has on a show of hands been carried or lost and an entry into the minutes of the meeting shall be conclusive evidence of the fact.
- 4.16 Should a vote be taken the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

Written resolutions

- 4.17 A resolution in writing signed or approved by the requisite simple majority of members of the Governing Body entitled to receive notice of a meeting of the Governing Body or all the members of any committee or sub-committee of the Governing Body entitled to vote on the resolution shall be as valid and effective as if it had been passed at a meeting of the Governing Body or (as the case may be) a committee or sub-committee of the Governing Body duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

5. Emergency powers and urgent decisions

- 5.1. The powers which the Governing Body has reserved to itself within these Standing Orders may in emergency or for an urgent decision be exercised by the Accountable Officer and the Chair after having consulted at least two

members of the Governing Body. The exercise of such powers by the Accountable Officer and Chair shall be reported to the next formal meeting of the Governing Body in public session for noting.

6. RECORD KEEPING

6.1 The Governing Body must keep:

6.1.1 minutes of all:

- a) Plenary Meetings (or, where no minutes are taken, an attendance register);
- b) meetings of the Governing Body and any committee or sub-committee carrying out functions or powers on its behalf, including:
 - i) the names of persons present at the meeting;
 - ii) the decisions made at the meeting; and
 - iii) where appropriate the reasons for the decision;

6.1.2 registers of interest, as per the CCG's statutory obligations;

6.2 Any minutes of Governing Body meetings agreed at the subsequent meeting shall be sufficient evidence without further proof of the facts stated in such minutes.

7. TRANSPARENCY

7.1 Meetings of the CCG and of the Governing Body will be in public, unless it is resolved that the public be excluded from the meeting, whether for the whole or part of the proceedings on the grounds that publicity would be prejudicial to the public interest or the interests of the CCG by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of the business to be transacted or the proceedings. At any meeting, the Chair shall have the final say on matters of transparency.

7.2 The names of all members of the meeting present at any meeting of the CCG, its Governing Body or any committees, sub-committees or joint committees, shall be recorded in the relevant minutes or attendance register of the meeting.

7.3 All minutes of public parts of Governing Body meetings shall be made publicly available on the CCG's website.

8. MEETINGS OF COMMITTEES AND SUB-COMMITTEES

- 8.1 The provisions of these Standing Orders shall apply where relevant to the operation of any CCG committees or sub-committees and any committees or sub-committees of the Governing Body, unless stated otherwise in the committee or sub-committee's terms of reference. Where provided for in the terms of reference or otherwise, they shall also apply to any joint arrangements established.

9. DELEGATION OF POWERS BY COMMITTEES TO SUB-COMMITTEES

- 9.1 Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the CCG or the Governing Body.

10. DUTY TO REPORT NON-COMPLIANCE WITH STANDING ORDERS AND PRIME FINANCIAL POLICIES

- 10.1 If for any reason these standing orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Governing Body for action or ratification. All members of the CCG and staff have a duty to disclose any non-compliance with these standing orders to the Accountable Officer as soon as possible.

11. USE OF SEAL AND AUTHORISATION DOCUMENTS

11.1 CCG's seal

- 11.1.1 The CCG may have a seal for executing documents where necessary. The following individuals or officers are authorised to authenticate its use by their signature:

- a) the Accountable Officer;
- b) the Chair of the Governing Body;
- c) the Chief Finance Officer;
- d) the Secretary

11.2 Execution of a document by signature

- 11.2.1 The following individuals are authorised to execute a document on behalf of the Group by their signature:

- a) the Accountable Officer
- b) the Chair of the Governing Body
- c) the Chief Finance Officer
- d) the Secretary