

**NHS HEREFORDSHIRE AND
WORCESTERSHIRE
CLINICAL COMMISSIONING GROUP**

CONSTITUTION

NHS Herefordshire and Worcestershire Clinical Commissioning Group Constitution

Version	Effective Date	Changes
V1	Aug 2018	Standard model
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1 Introduction

1.1 Name

The name of this clinical commissioning group is NHS Herefordshire and Worcestershire CCG 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 1st April 2020.

1.3.2 This constitution takes effect from 1st April 2020. Changes to this constitution are effective from the date of approval by NHS England on xx

1.3.3 The constitution is published on the CCG website

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 shall be considered and approved by the Governing Body unless:

- a) Changes are thought to have a material impact
- b) Proposed changes are reserved for the members' decision;
- c) At least half (50%) of elected Governing Body GPs 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 Committees).
- b) **The Scheme of Reservation and Delegation** – 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

- c) **Prime financial policies** – which set out the arrangements for managing the CCG’s financial affairs.
- d) **Standing Financial Instructions** – which set out the delegated limits for financial commitments on behalf of the CCG.
- e) **The CCG Governance Handbook**– This includes:
 - Non-Statutory Committee Terms of Reference;
 - Scheme of Reservation and Delegation (SoRD)
 - Prime Financial Policies
 - Suite of corporate policies to include key areas such as Conflicts of Interest, Standards of Business Conduct and Risk Management Strategy.

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
 - Documents stated in section 1.5.1
- 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 Communication and Engagement Strategy

- h) When discharging its duties under section 14Z2, the CCG will ensure that it delegates responsibilities to the Governing Body and all formal committees to ensure that appropriate advice and membership is secured to support decision making, with reporting to the Governing Body as applicable, to enable fulfilment of this function. The CCG will also:
 - i) Work in partnership with patients and the local community to secure the best care for them;
 - ii) Adapt engagement activities to meet the specific needs of the different patient groups and communities
 - iii) Publish information about health services on the CCG's website and through other media
 - iv) Encourage and act on feedback
- 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.

1.6.2 In addition to these statutory requirements, the CCG will demonstrate its accountability by publishing useful documents and information on the Herefordshire and Worcestershire CCG website:

- a) The CCG's Policies and Procedures;
- b) Annual Reports and Governance Statements;
- c) Minutes of Public Meetings of the Governing Body;

- d) Relevant Equality and Diversity documents and information and comply with the Public Sector Equality Duty;
- e) Relevant business resilience and emergency planning documents and information;
- f) Patient information documents, including notices of any public engagement events;
- g) Details of the CCG's key strategic priorities and plans;
- h) Register of Interests;
- i) Register of Conflicts Declared During Meetings;
- j) Gifts and Hospitality Register
- k) Register of Procurements decision

1.6.3 The Governing Body of the CCG will throughout the year have an on- going role in reviewing the CCG's governance arrangements, to ensure that the CCG continues to reflect the principles of good governance

1.6.4 The CCG may use other means of communication, including circulating information by post, electronic methods or making information available in venues or services accessible to the public.

1.6.5. The Statement of Principles of Herefordshire and Worcestershire CCG in respect of public involvement are

- a) We will work in partnership and involve local people, partners and staff at all stages in planning, shaping, designing and delivering services, and in setting priorities for Herefordshire and Worcestershire.
- b) We will make the involvement of people central to everything we do and we aim to make it as easy as we can for people to be involved and to actively include them in ways that are meaningful and give real opportunities to influence.
- c) We will also tell people how their involvement has influenced decisions. Prioritising local health needs may mean that on occasions we are not able to do what people want, if that happens we will explain why and be held to account for our decisions.
- d) We aim to involve and engage local people through ongoing engagement and project engagement, including through the following mechanisms:
 - Work in partnership with Healthwatch - The CCG will develop close working relationships with Healthwatch Herefordshire and Healthwatch Worcestershire
 - Communications and engagement involvement network – A map and contacts database for the CCG across Herefordshire and Worcestershire that link to patients and the public to ensure

a mechanism for two-way communication between the CCG and patient groups

- There will be a Governing Body Lead for Patient and Public Involvement and arrangements for local representation for Patient and Public Involvement to ensure a focus on engagement with local communities. These roles will provide strategic leadership across the CCG for engagement and involvement.
 - Patient Participation Groups (PPGs) – Set up for each practice, drawing in patients from the local practice population.
- e) Additionally, the CCG recognises the role of the Local Medical Committee (LMC) in representing the professional interests of GPs across the CCG. The LMC and CCG share a common membership. The CCG shall aim to build and maintain a strong, open and collaborative relationship with the LMC.
- f) In discharging its functions, the CCG shall, through its Governing Body, committees and sub-committees, engage the Local Medical Committee on proposals and decisions that impact on member practices in the delivery of primary care services and individual GPs in their professional roles.

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.

No Member or former Member, nor any person who is at any time a proprietor, officer or employee of any Member or former Member, shall be liable (whether as a Member or as an individual) for the debts, liabilities, acts or omissions, howsoever caused by the CCG in discharging its statutory functions.

No Member or former Member, nor any person who is at any time a proprietor, officer or employee of any Member or former Member, shall be liable on any winding-up or dissolution of the CCG to contribute to the assets of the CCG, whether for the payment of its debts and liabilities or the expenses of its winding-up or otherwise.

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 CCGs' business, provided that the person indemnified shall not have acted recklessly or with gross negligence.

2 Area Covered by the CCG

- 2.1** The area covered by the CCG is 3,921 km and is fully coterminous with Worcestershire County Council and Herefordshire Council

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.

Herefordshire Locality	
<i>Practice name</i>	<i>Address</i>
Alton Street Surgery	Alton Street, Ross-on-Wye, HR9 5AB
Belmont Medical Centre	Eastholme Avenue, Belmont, Hereford, HR2 7XT
Cantilupe Surgery	51 St.Owen Street, Hereford, HR1 2JB
Colwall Surgery	Stone Drive, Colwall, Worcester, WR13 6QJ
Cradley Surgery	Cradley, Malvern, Worcester, WR13 5LT
Fownhope Medical Centre	Lower Island Orchard, Commonhill Lane, Fownhorpe Hereford, HR1 4PZ
Golden Valley Practice	The Surgery, Ewyas Harold, HR2 0EU
Hereford Medical Group	Moorfield House,35 Edgar Street, Hereford. HR4 9JP
Kingstone Surgery	Kingstone, Hereford, HR2 9HN
Ledbury Market Surgery	Market Street, Ledbury, HR8 2AQ
Much Birch Surgery	Much Birch, HR2 8HT
Westfield Surgery	Westfield Walk, Leominster, HR6 8HD
The Marches Surgery	Westfield Walk, Leominster, HR6 8HD
The Kington Medical Centre	Eardisley Road, Kington, HR5 3EA
The Mortimer Medical Practice	Kingsland, Leominster, HR6 9QL
Weobley Surgery	Gadbridge Road, Weobley, HR4 8SN
Nunwell Surgery	10 Pump Street, Bromyard, HR7 4BZ
Pendeen Surgery	Kent Avenue, Ross-on-Wye, HR9 5AH
St Katherines Surgery	Market Street, Ledbury, HR8 2AQ
Wargrave House	23 St Owen Street, Hereford, HR1 2JB
Redditch and Bromsgrove Locality	
Barnt Green Surgery	82 Hewell Surgery, Barnt Green, Birmingham, B45 8NF
The Bridge Surgery	8 Evesham Road, Redditch, B97 4LA
Catshill Village Surgery	36 Woodrow Lane, Catshill, Bromsgrove, B61 0PU
Churchfields Surgery	BHI Parkside, Stourbridge Road, Bromsgrove, B61 0AZ
Crabbs Cross Medical Centre	39 Kenilworth Close, Crabbs Cross, Redditch, B97 5JX
Crabbs Cross Surgery	38 Kenilworth Close, Crabbs Cross, Redditch B97 5JX
Davenal House Surgery	28 Birmingham Road, Bromsgrove, Worcestershire, B61 0DD
The Dow Surgery	William Street, Redditch, B97 4AJ

Elgar House Surgery	Church Road, Redditch, B97 4AB
The Glebeland Surgery	The Glebe, Belbroughton, Stourbridge, DY9 9TH
Hillview Medical Centre	60 Bromsgrove Road, Redditch, B97 4RN
Hollyoaks Medical Centre	229 Station Road, Wythall, Birmingham, B47 6ET
Hollywood Medical Practice	Beaudesert Road, Hollywood, Birmingham, B47 5DP
New Road Surgery (Rubery)	104-106 New Road, Rubery, Birmingham, B45 9HY
St Johns Surgery	BHI Parkside, Stourbridge Road, Bromsgrove, B61 0AZ
St Stephens Surgery	Adelaide Street, Redditch, B97 4AL
Winyates Health Centre	Winyates Centre, Redditch, B98 0NR
Cornhill Surgery	65 New Road, Rubery, Birmingham, B45 9JT
Maple View Medical Practice	Maple View Medical Practice, Tanhouse Lane, Church Hill, Redditch, Worcestershire, B98 9AB
Ridgeway Surgery	Ridgeway Surgery, 6/8 Feckenham Road, Astwood Bank, Redditch, Worcestershire, B96 6DS
New Road Surgery (Bromsgrove)	New Road Surgery, 46 New Road, Bromsgrove, Worcestershire, B60 2JS
South Worcestershire Locality	
Spa Medical Practice	The Spa Medical Practice, Droitwich Health Centre, Ombersley Street, Droitwich Spa, WR9 8RD
The Corbett Medical Practice	Corbett Medical Practice, 36 Corbett Avenue, Droitwich Spa, Worcestershire, WR9 7BE
Salters Medical Practice	Salters Medical Practice, Droitwich Medical Centre, Worcestershire, WR9 8RD
Ombersley Medical Practice	Ombersley Medical Centre, Main Road, Ombersley, WR9 0EL
De Montfort Medical Centre	De Montfort Medical Centre, Burford Road, Evesham Worcestershire, WR11 3HD
Abbey Medical Practice	Abbey Medical Practice, Abbey Lane, Evesham, WR11 4BS
Riverside Surgery	Riverside Surgery, Waterside, Evesham, Worcestershire, WR11 1JP
Merstow Green Medical Practice	Merstow Green Medical Practice, Abbey Lane, Evesham, WR11 4BS
Barn Close Surgery	Barn Close Surgery, 38-40 High Street, Broadway, Worcestershire, WR12 7DT
Bredon Hill Surgery	Bredon Hill Surgery, Main Road, Bredon, Tewkesbury GL20 7AA
Grey Gable Surgery	High Street, Inkberrow, Worcestershire, WR7 4BW
Abbotswood Medical Centre	Abbotswood Medical Centre, Defford Road, Pershore, WR10 1HZ
Pershore Medical Practice	Pershore Medical Practice, Queen Elizabeth House, Queen Elizabeth Drive, Pershore, WR10 1PX
St Saviours Surgery	St. Saviours Surgery, Merwick Road, Malvern Link, WR14 1DD
Whiteacres Medical Centre	Whiteacres Medical Centre, Maple Road, Malvern, Worcester, WR14 1GQ
Elbury Moor Medical Centre	Elbury Moor Medical Centre, Fairfield Close, Worcester WR4 9TX
Barbourne Health Centre	44 Droitwich Road, Worcester, WR3 7LH

Albany House Surgery	Albany House Surgery, Albany Terrace, Worcester, WR1 3DU
Spring Gardens Medical Practice	Spring Gardens Health Centre, Spring Gardens, Worcester, WR1 2BS
Farrier House	Farrier House, Farrier Street, Worcester, WR1 3BH
Thorneloe Lodge Surgery	Thorneloe Lodge Surgery, 29 Barbourne Road, Worcester, WR1 1RU
Upton Surgery	DR S M A Everitt and Partners, Upton Surgery, Tunnel Hill, Upton on Severn, Worcester, WR8 0QL
Tenbury Wells Surgery	Tenbury Wells Surgery, 34 Teme St, Tenbury Wells Worcester, WR15 8AA
New Court Surgery	New Court Surgery, Prospect View, 300 Pickersleigh Road, WR14 2GP
Malvern Health Centre	Prospect View, 300 Pickersleigh Road, WR14 2GP
Great Witley Surgery	Great Witley Surgery, Worcester Road, Great Witley, Worcester, Worcestershire , WR6 6HR
St Johns House Surgery	St Johns House Surgery, 299 Bromyard Road, Worcester, Worcestershire, WR2 5FB
Severn Valley Medical Practice	Severn Valley Medical Practice, Henwick Halt Medical Centre, 1 Ingles Drive, Worcester, Worcestershire, WR2 5HL
Haresfield Surgery	Haresfield Surgery, Turnpike House Medical Centre, 37 Newtown Road, Worcester, Worcestershire, WR5 1HG
St. Martins Gate Surgery	St Martins Gate Surgery, Turnpike House Medical Centre, 37 Newtown Road, Worcester, Worcestershire, WR5 1EZ
Knightwick Surgery	Knightwick Surgery, Bromyard Road, Knightwick, Worcester, WR6 5PH
Wyre Forest Locality	
Bewdley Medical Centre	Dog Lane, Bewdley, Worcestershire, DY12 2EF
Chaddesley Surgery	The Surgery, Hemming Way, Chaddesley Corbett, DY10 4SF
Church Street Surgery	David Corbett House, Callows Lane, Kidderminster, DY10 2JG
Aylmer Lodge Cookley Partnership	Aylmer Lodge Cookley Partnership, Hume Street Medical Centre, Hume Street, Kidderminster, Worcestershire , DY11 6SF
Hagley Surgery	1 Victoria Passage, Hagley, Stourbridge, West Midlands, DY9 0NH
Kidderminster Medical Centre	Waterloo Street, Kidderminster, Worcestershire, DY10 2BG
Northumberland House Surgery	Hume Street, Kidderminster, Worcestershire, DY11 6SF
Stanmore House Surgery	Linden Avenue, Kidderminster, Worcestershire, DY10 3AA
Stourport Health Centre	The Health Centre, Worcester Street, Stourport-on-Severn, DY13 8EH
Wolverley Surgery	The Surgery, Wolverley, Kidderminster, DY11 5TH
York House Medical Centre	20-21 York Street, Stourport-on-Severn, DY13 9EH

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 Speaking, Writing or Acting in the Name of the CCG

3.3.1 Members are not restricted from giving personal views on any matter. However, Members should make it clear that personal views are not necessarily the view of the CCG.

Nothing in or referred to in this constitution (including in relation to the issue of any press release or other public statement or disclosure) will prevent or inhibit the making of any protected disclosure (as defined in the Employment Rights Act 1996, as amended by the Public Interest Disclosure Act 1998) by any member of the CCG, any member of its Governing Body, any member of any of its Committees or Sub-Committees or the Committees or Subcommittees of its Governing Body, or any employee of the CCG or of any of its members, nor will it affect the rights of any worker (as defined in that Act) under that Act.

3.4 Members' Meetings

3.4.1 The Clinical Commissioning Group Practice Forum will be established as a membership group of the Herefordshire and Worcestershire Clinical Commissioning Group. The Practice Forum may meet as a single group or as separate counties or localities either face to face or virtually using digital technology. The forum will meet on an ad-hoc basis when decisions reserved for the membership are required.

3.5 Practice Representatives

3.5.1 Each Member practice has a nominated lead healthcare professional who represents the practice in the dealings with the CCG. The role of each practice representative is to:

- a) Represent their practice's views and act on behalf of the practice in matters relating to the CCG
- b) To participate in the Practice Forum meetings, when these are called
- c) To attend the Clinical Commissioning Group annual general meeting and extraordinary meetings if called;
- d) To act as a communication conduit between the member practice and the Clinical Commissioning Group Governing Body

- e) Individually and collectively to provide a forum for consultation with the Group's membership by the Clinical Commissioning Group Governing Body
- f) To consult with colleagues, including GPs, nurses and other practice staff to enable them to feed the practice's views into clinical commissioning decisions;
- g) To proactively engage with the Clinical Commissioning Group on issues of service redesign, commissioning decisions and other operational issues
- h) To comment on the strategic commissioning plan and monitor delivery against the CCG plan through the Practice Forum;
- i) To participate in the established practice engagement visits with other members of the practice

4 Arrangements for the Exercise of our Functions.

4.1 Good Governance

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

- a) Use of the governance toolkit for CCGs www.ccggovernance.org;
- b) Undertaking regular governance reviews;
- c) Adoption of standards and procedures that facilitate speaking out and the raising of concerns including a freedom to speak up guardian if one is appointed;
- 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 seven key principles of the NHS Constitution;
- h) Relevant legislation including such as the Equality Act 2010; and
- i) The standards set out in the Professional Standard Authority's guidance 'Standards for Members of NHS Boards and Clinical Commissioning Group Governing 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 within 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 Scheme of Reservation and Delegation, 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 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 at Appendix 4 and form part of this constitution.

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 Clinical Commissioning Group Practice Forum delegates all decision making to the Clinical Commissioning Group Governing Body with these exceptions:-

- a) Agreement to make material changes to the CCG's constitution, in line with section 1.4.2. Examples of material changes may include, but is not limited to: dissolution, mergers, changes to the exercise of joint/delegated commissioning functions.
- b) Approve the vision, values and overall strategic direction of the CCG
- c) Approval of applications to be a member of the CCG, subject to NHSE approval process
- d) Ratify the appointment of elected members of the Clinical Commissioning Group Governing Body
- e) Approve the removal of elected members of the Clinical Commissioning Group Governing Body

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

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 – Where the chair is a GP, they will assume the role of Clinical Leader

- b) The Deputy Chair – To be drawn from Lay Members detailed within paragraph g and section 5.5.3 below
- c) The Accountable Officer
- d) The Chief Finance Officer
- e) A Secondary Care Specialist;
- f) A registered nurse who will also fulfil the role of Chief Nursing Officer and Director of Quality
- g) 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) Lay Member for Finance – The focus of this role will be to ensure that the CCG has processes and controls in place to fulfil their financial strategies and plans and that they aim to secure value for money in all aspects of their business.
- b) Lay Member for Primary Care - The focus of this role is to provide a sound understanding of the challenges and opportunities which face primary care. This individual will also chair the Primary Care Commissioning Committee
- c) Four Elected Governing Body GP Leads drawn from member practices, with a representative from each of the 4 CCG localities – Their roles will be to represent the views of member practices within their locality, whilst demonstrating commitment to clinical commissioning, the CCG and to the wider interests of the health services. One of the Elected Governing Body GP Leads will assume the role of Deputy Clinical Leader. Where the Chair is not a GP, one of the Elected Governing Body GP Leads will assume the role of Clinical Leader.
- d) Medical Directors x 2: Transformation and Clinical Strategy and Quality and Assurance - To lead the development and implementation of the CCG's Commissioning Priorities and to drive the delivery of the CCG's Clinical Commissioning Strategy

- e) Managing Directors x 2 -The purpose of this role is to ensure that arrangements are put in place so that the CCG successfully delivers its strategic business objectives and continuous improvement in the services provided to the CCG population

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.

5.6.2 The CCG Governing Body may regularly invite the following individuals to attend any or all of its meetings as attendees:

- a) Associate Director of Corporate Services
- b) Director of Primary Care
- c) Director of Digital, Strategy and Infrastructure
- d) Director of ICS
- e) Director of Performance
- f) Director of Strategic Commissioning and Transformation

5.6.3 The following members of the Governing Body must provide to the Governance Lead/Board Secretary details of a nominated deputy with formal acting up status who will attend in their absence:

- a) Accountable Officer
- b) Chief Nursing Officer & Director of Quality
- c) Chief Finance Officer

5.6.3.1 These nominated deputies will count towards the quorum for the meeting

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.

5.9 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 (Remuneration and Appointments 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. In addition, the Governing Body has delegated to the committee all functions related to the appointment and removal of Governing Body Members, with the exception of Lay Members.
- 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 Governance Handbook. This specifically includes the Lay Member Remuneration and Appointments Panel which has delegated responsibility for all functions relating to lay member remuneration, fees, allowances, appointments and removals.

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 5.12.1 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 reasonably 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> <ul style="list-style-type: none"> • Complies with its obligations under: • Sections 14Q and 14R of the 2006 Act, • Sections 223H to 223J of the 2006 Act, • Paragraphs 17 to 19 of Schedule 1A of the NHS Act 2006, and • Any other provision of the 2006 Act specified in a document published by the Board for that purpose; • Exercises its functions in a way which provides good value for money.
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	<p>A Member of a profession that is regulated by one of the following bodies:</p> <ul style="list-style-type: none"> • 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 law.
Lay Member for Audit and Governance	A Lay Member of the CCG Governing Body who must have qualifications, expertise and experience such as to enable the person to express informed views about audit and governance matters.
Lay Member for PPI and Quality	A Lay Member of the CCG Governing Body who must have knowledge about the area such as to enable them to express informed views about the discharge of the CCG's functions, with consideration of the quality implications of all CCG decisions
Lay Member for Finance	A Lay Member of the CCG Governing Body whose role is to ensure that the CCG has processes and controls in place to fulfil their financial strategies and plans and that they aim to secure value for money in all aspects of their business.

Lay Member for Primary Care	A Lay Member of the CCG Governing Body whose role is to provide a sound understanding of the challenges and opportunities which face primary care. This individual will also chair the Primary Care Commissioning Committee
Supporting Independent Lay Person	A Lay Person who is not a member of the CCG Governing Body, but an individual appointed to perform an independent lay role through membership of relevant committees/subcommittees as defined within relevant terms of reference. This individual will not be a member of the CCG or a healthcare professional
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: <ul style="list-style-type: none"> • The Members of the group; • The Members of its CCG Governing Body;

	<ul style="list-style-type: none"> 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

Audit Committee

Terms of Reference

Chair:	Lay Member for Audit and Governance
Vice Chair	Lay Member for Finance
Administrator	Executive Assistant
CCG Executive Lead	Chief Finance Officer
Frequency of Meetings	Bi-monthly Agendas and papers will be distributed at least five working days in advance of the meeting, unless there are exceptional circumstances for individual papers Minutes to be distributed within ten working days after the meeting
Quorum	Two members The Audit Committee chair and the further Committee members shall be appointed by the main Governing Body.
Membership	
Members	<ul style="list-style-type: none"> • Lay Member for Audit and Governance (Chair) • Lay Member for Finance (Vice Chair) • Lay Member for Primary Care
In Attendance	<ul style="list-style-type: none"> • Chief Finance Officer • Associate Director of Corporate Services • Corporate Governance Manager • External and Internal Audit Representatives • Local Counter Fraud Specialist • Other individuals will be requested to attend the committee as required, dependent on the items of business
Appendices	Appendix 1: Scheme of Reservation and Delegation Extract

1. INTRODUCTION AND STATUTORY FRAMEWORK

- 1.1 The Audit Committee is established in accordance with the Herefordshire and Worcestershire CCG Constitution, Standing Orders, Standing Financial Instructions and Scheme of Reservation and Delegation.
- 1.2 These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Audit Committee and shall have effect as if incorporated into the constitution.
- 1.3 The Audit Committee is an assurance Committee of the Governing Body and has the ability to execute any powers assigned to it by the Governing Body and those specifically delegated in these terms of reference and/or through the CCGs Constitutional Scheme of Reservation and Delegation.
- 1.4 The Local Audit and Accountability Act 2014 (the Act) requires every 'relevant authority' to appoint an 'Auditor Panel' to exercise functions set out in the Act (part 3, section 9). The Governing Body has resolved to nominate its Audit Committee to act as its Auditor Panel in line with schedule 4, Paragraph 1 of the 2014 Act and details of the Auditor Panel responsibilities and purpose are encompassed within the Audit Committee's terms of reference in line with the Act.

2 PURPOSE

- 2.1 The purpose of the Audit Committee is to assist the CCG in delivering its responsibilities for the conduct of public business, and the stewardship of funds under its control.
- 2.2 The Committee shall critically review the CCGs' financial reporting and internal control principles and ensure an appropriate relationship with both internal and external auditors is maintained. The duties of the Committee are driven by the priorities identified by the CCGs and the associated risks.

3. REMIT AND RESPONSIBILITIES

The key duties of the Audit Committee are as follows:

3.1 Integrated Governance, Risk Management and Internal Control

The Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the clinical commissioning group's activities that support the achievement of the clinical commissioning group's objectives. Its work will dovetail with that of any quality Committee, which the clinical commissioning group could establish to seek assurance that robust clinical quality is in place. In particular, the committee will review the adequacy and effectiveness of:

- Annual review of the CCG's standing orders, and any decisions made to suspend standing orders, standing financial instructions and scheme of delegation and the Committee will monitor compliance with these
- Review of the CCG's Constitution for compatibility with statute

- All risk and control related disclosure statements (in particular the governance statement), together with any appropriate independent assurances, prior to endorsement by the clinical commissioning group.
- The underlying assurance processes that indicate the degree of achievement of clinical commissioning group objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification.
- The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by the NHS Protect.

In carrying out this work the Committee will primarily utilise the work of internal audit, external audit and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from officers as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness. This will be evidenced through the Committee's use of an effective assurance framework to guide its work and that of the audit and assurance functions that report to it.

3.2 Internal Audit

The Committee shall ensure that there is an effective internal audit function that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Accountable Officer and Clinical Commissioning Group. This will be achieved by:

- Consideration of the provision of the internal audit service, the cost of the audit and any questions of resignation and dismissal
- Review and approval of the internal audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation, as identified in the assurance framework.
- Considering the major findings of internal audit work (and management's response) and ensuring co-ordination between the internal and external auditors to optimise audit resources.
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the Clinical Commissioning Group.
- An annual review of the effectiveness of internal audit.

3.3 External Audit

The Committee shall review the work and findings of the external auditors and consider the implications and management's responses to their work. This will be achieved by:

- Consideration of the performance of the external auditors, as far as the rules governing the appointment permit.
- Discussion and agreement with the external auditors, before the audit commences, on the nature and scope of the audit as set out in the annual plan, and ensuring co-ordination, as appropriate, with other external auditors in the local health economy.
- Discussion with the external auditors of their local evaluation of audit risks and assessment of the Clinical Commissioning Group and associated impact on the audit fee.
- Review of all external audit reports, including the report to those charged with governance, agreement of the annual audit letter before submission to the Clinical Commissioning Group Governing Body and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

3.4 **Other Assurance Functions**

The Audit Committee shall ensure that appropriate arrangements within the CCG are in place to review the findings of other significant assurance functions, both internal and external and consider the implications for the governance of the Clinical Commissioning Group.

3.5 **Counter Fraud**

The Committee shall satisfy itself that the Clinical Commissioning Group has adequate arrangements in place for countering fraud and shall review the outcomes of counter fraud work. It shall also approve the counter fraud work programme, Annual Report and suite of policies

3.6 **Management**

The Committee shall request and review reports and positive assurances from officers on the overall arrangements for governance, risk management and internal control. The Committee may also request specific reports from individual functions within the Clinical Commissioning Group as they may be appropriate to the overall arrangements.

3.7 **Financial Reporting**

The Audit Committee shall monitor the integrity of the financial statements of the Clinical Commissioning Group and any formal announcements relating to the Clinical Commissioning Group's financial performance. The Committee shall ensure that the systems for financial reporting to the Clinical Commissioning Group, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Clinical Commissioning Group.

The Audit Committee has delegated authority from the governing body to approve the financial statements, focusing particularly on:

- The wording in the governance statement and other disclosures relevant to the terms of reference of the Audit Committee;

- Changes in, and compliance with, accounting policies, practices and estimation techniques;
- Unadjusted mis-statements in the financial statements;
- Significant judgements in preparing the financial statements;
- Significant adjustments resulting from the audit;
- Letter of representation; and
- The Audit Committee shall also review the annual report and quality accounts before submission to the governing body and the Clinical Commissioning Group.

3.8 Conflicts of Interest

The Audit Committee shall be responsible for the approval and review of procedures for declarations of Conflict of Interests and Gifts and Hospitality. This includes approval of the relevant suite of policies. The chair of the Audit Committee also assumes the Conflicts of Interest Guardian role.

3.9 Information Governance

The Audit Committee shall be responsible for the approval and review of the arrangements for ensuring appropriate safekeeping and confidentiality of records and for the storage, management and transfer of information and data. This includes approval of the relevant suite of policies.

3.10 Freedom of Information

The Audit Committee shall be responsible for the approval and review of the arrangements for handling Freedom of Information Requests. This includes approval of the relevant suite of policies.

3.11 Quotation, Tendering and Contract Procedures

The Audit Committee shall receive information relating to tender waiver decisions in line with the Detailed Scheme of Reservation and Delegation

3.12 Governing Body and Committee Effectiveness

The Audit Committee shall be responsible for approving arrangements and processes for evaluating the effectiveness of the Governing Body and its committees on regular basis

4 MEMBERSHIP

- 4.1 The Committee shall be appointed by the Governing Body as set out in the CCG constitution and may include individuals who are not on the Governing Body.
- 4.2 A lay member from the CCG Governing Body, with the lead role in overseeing audit and governance, will be the chair of the Committee, supported by the Lay Member for Finance as Vice Chair.
- 4.3 The Chair of the CCG Governing Body will not be a member of the Committee.
- 4.4 The Committee shall consist of three members, the membership comprising of:
- Lay Member for Audit and Governance (chair)
 - Lay Member for Finance (Vice Chair)
 - Lay Member for Primary Care
- 4.5 A quorum shall be two members, with one member being the Chair or Vice Chair. The Audit Committee chair and the further Committee members shall be appointed by the main Governing Body.

5. ATTENDANCE AT MEETINGS

- 5.1 The Chief Finance Officer, or nominated deputy, appropriate Internal and External Audit representatives and Local Counter Fraud Specialist shall normally attend meetings. The Associate Director of Corporate Services will also be in attendance.
- 5.2 However, at least once a year the Chair of the Committee should meet privately with the External and Internal Auditors.
- 5.3 The Accountable Officer or Managing Directors will be invited to attend and discuss, at least annually with the Committee, the process for assurance that supports the governance statement. The Accountable Officer or Managing Directors will normally attend when the Committee considers the draft internal audit plan and the annual accounts.
- 5.4 Other officers may be invited to attend, particularly when the Committee is discussing areas of risk or operation that are the responsibility of that officer.
- 5.5 The Chair of the Governing Body will also be invited to attend one meeting each year in order to form a view on, and understanding of, the Committee's operations.
- 5.6 Regardless of attendance, external audit, internal audit, local counter fraud and security management (NHS Protect) providers will have full and unrestricted rights of access to the Audit Committee.

6. DECLARATIONS OF CONFLICTS OF INTEREST

- 6.1 The provisions of Managing Conflicts of Interest: Revised Statutory Guidance for CCGs or any successor document will apply at all times.
- 6.2 The chair and governance lead will have an extract of Committee members' conflicts of interest declarations available for reference. Where a member of the Committee is aware of an interest, conflict or potential conflict of interest in relation to the scheduled or likely business of the meeting, they will bring this to the attention of the Chair of the meeting as soon as possible, and before the meeting where possible.
- 6.3 Conflicts of Interest will be included as a standing agenda item at the beginning of each meeting, where the chair will invite any members to declare any interests in connection to the business of the meeting
- 6.3 The Chair of the meeting will determine how this should be managed and inform the member of their decision. The Chair may require the individual to withdraw from the meeting or part of it. Where the Chair is aware that they themselves have such an interest, conflict or potential conflict of interests they will bring it to the attention of the Committee, and the Vice Chair will act as Chair for the relevant part of the meeting.
- 6.4 Any declarations of interests, conflicts and potential conflicts, and arrangements to manage those agreed in any meeting of the Committee, will be recorded in the minutes. This will be subsequently recorded within the "Conflicts of Interest Declared During a Meeting" register
- 6.5 Failure to disclose an interest, whether intentional or otherwise, will be treated in line with the Managing Conflicts of Interest: Revised Statutory Guidance and may result in suspension from the Committee
- 6.6 All members of the Committee shall comply with, and are bound by, the requirements in the Herefordshire and Worcestershire CCG's Constitution, Standards of Business Conduct and Conflicts of Interest Policy, the Standards of Business Conduct for NHS staff (where applicable) and NHS Code of Conduct.

7. MEETINGS AND VOTING

- 7.1 The Committee will operate in accordance with the CCG's Standing Orders. The Executive Assistant supporting 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 five working 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 they shall specify.
- 7.2 Each member of the Committee will have one vote. The Committee will 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.
- 7.3 If a decision is needed which cannot wait for the next scheduled meeting or it is not considered necessary to call a full meeting, the Committee may choose to convene a

telephone conference or conduct its business on a 'virtual' basis through electronic means. Minutes will be recorded and tabled at the following meeting for review.

8. BOARD SECRETARY

- 8.1 The Associate Director of Corporate Services, in their role of Board Secretary, or a member of the corporate governance team, will support the Committee Chair in supporting their duties and responsibilities and in management of the Committee's business. They will draw the Chair's and Committee's attention to best practice, national guidance and other relevant documents as appropriate. They will manage the Committee's business planner and share this at each meeting of the Committee

9. COMMITTEE OPERATION AND ADMINISTRATION

- 9.1 The Committee will be supported by an Executive Assistant. They will work closely with the Board Secretary with the overarching aim of ensuring that the Committee receives relevant and timely information and that key documents such as the Committee's business planner and action log are effectively maintained

10. FREQUENCY

- 10.1 A minimum of fourteen days' notice for calling a meeting shall be given unless the meeting is being called due to urgent circumstances as per section 7.1 above. The Committee recognises the potential need for ad hoc meetings in addition to the quarterly meetings
- 10.2 The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary.

11. AUTHORITY

- 11.1 The Committee is authorised by the CCG 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 co-operate with any requests made by the Committee. The Committee is authorised by the Governing Body to obtain external legal or other independent professional advice and to secure the attendance of external individuals/bodies with relevant experience and expertise if it considers this necessary.

12. REPORTING

- 12.1 The Committee will report to the full Governing Body via a chair's summary report. The minutes of the Committee meeting shall also be submitted to the Governing Body.
- 12.2 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 embeddedness of risk management in the organisation, the integration of governance arrangements and the appropriateness of the self-assessment against external regulators' standards.

12.3 The Committee will ensure appropriate officers are informed of reports which affect their portfolio.

13. CONDUCT OF THE COMMITTEE

13.1 The Committee shall conduct its business in accordance with any national guidance. The seven Nolan principles of public life shall underpin the Committee and its members.

13.2 Annually the Committee shall review its own performance, membership and terms of reference. Any resulting changes to the terms of reference or membership will be reviewed and endorsed by the CCG Governing Body.

14. REVIEW OF TERMS OF REFERENCE

14.1 The CCG's Governing Body will review and endorse the Committee's terms of reference annually.

Decision/Duties	Reserved to the Membership	Reserved or delegated to Governing Body	Accountable Officer	Chief Finance Officer	Other (Stated)
Regulation and Control					
Approval of the CCG's operational scheme of reservation and delegation that underpins the Group's overarching scheme of reservation and delegation as set out in its Constitution					Audit Committee
Approve amendments to the Standing Orders		Y			
Review any decisions made to suspend Standing Orders					Audit Committee
Approve Detailed Financial Policies					Audit Committee
Approve amendments to prime financial policies					Audit Committee
Approve any changes to the provision or delivery of assurance services to the CCG					Audit Committee
Review and approval of the internal audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation, as identified in the assurance framework					Audit Committee
Review the work and findings of the external auditor					Audit Committee
Review the Clinical Commissioning Groups' Constitution for compatibility with statute and best practice					Audit Committee
Annual review of the CCG's standing orders, standing financial instructions and scheme of delegation					Audit Committee
Review of all risk and control related disclosure statements (in particular the governance statement), together with any appropriate independent					Audit Committee

assurances, prior to endorsement by the clinical commissioning group.					
Approve procedures for declarations of Conflict of Interests and Gifts and Hospitality					Audit Committee
Annual Reports and Accounts					
Review and endorse the CCG's annual report for approval by the Governing Body					Audit Committee
Financial Planning and Management					
Review and approve schedules of non-NHS losses and compensations					Audit Committee
Approval of banking arrangements					Audit Committee
Operational and Risk Management					
Approve the CCG's policies and procedures for the management of risk					Audit Committee
Approval of the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the whole of the group's activities (both clinical and non-clinical) that supports the achievement of the group's objectives					Audit Committee
Approve the group's counter fraud and security management arrangements					Audit Committee
Approve the group's arrangements for managing potential conflict of interest.					Audit Committee
Provide assurance to Governing body that appropriate plans, systems and processes are in place to deliver NHS Constitution commitments and plans are in place to identify and manage risk and underperformance					Audit Committee

Information Governance					
Approval of the arrangements for ensuring appropriate safekeeping and confidentiality of records and for the storage, management and transfer of information and data					Audit Committee
Commissioning and Contracting of Clinical Services					
Approve arrangements for contracting where there is or may be a conflict of interest with CCG members as potential providers					Audit Committee
Communications					
Approving arrangements for handling Freedom of Information Requests					Audit Committee

Remuneration and Appointments Committee

Remuneration and Appointments Committee

Terms of Reference

Chair:	Lay Member for Finance
Vice Chair	Lay Member for Patient, Public Involvement and Quality
Administrator	Executive Assistant
CCG Executive Lead	Accountable Officer
Frequency of Meetings	As required but at least annually
Quorum	<p>Agendas and papers will be distributed at least five working days in advance of the meeting, unless there are exceptional circumstances for individual papers</p> <p>Minutes to be distributed within ten working days after the meeting</p> <p>Three members</p> <p>The Committee Chair and the further Committee members shall be appointed by the main Governing Body.</p>
Membership	
<i>Members</i>	<ul style="list-style-type: none"> • Lay Member for Finance (Chair) • Lay Member for Patient, Public Involvement and Quality (Vice-Chair) • Lay Member for Primary Care • Secondary Care Specialist Doctor
<i>Attendees by Invitation</i>	<ul style="list-style-type: none"> • Accountable Officer • Associate Director of Corporate Services • Head of Human Resources
<i>Appendices</i>	<ul style="list-style-type: none"> • Appendix 1: Scheme of Reservation and Delegation Extract

1. INTRODUCTION AND STATUTORY FRAMEWORK

- 1.1 The Remuneration and Appointments Committee is established by Herefordshire and Worcestershire CCG in accordance with section 14M and 14L(3) of the NHS Act.
- 1.2 It is established in accordance with the Herefordshire and Worcestershire CCG Constitution, Standing Orders, Standing Financial Instructions and Scheme of Reservation and Delegation.
- 1.3 These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committee and shall have effect as if incorporated into the constitution.
- 1.4 The Committee shall adhere to all relevant laws, regulations and policies in all aspects of its including (but not limited to) determining levels of remuneration that are sufficient to attract, retain and motivate executive directors and senior staff whilst remaining cost effective.
- 1.5 The Committee must be chaired by a Lay Member. Therefore, in order to effectively manage any potential Conflicts of Interest, all remuneration and appointment considerations pertaining to Lay Members will be managed by a separate Lay Member Remuneration and Appointments Panel as per section 5 below.
- 1.6 No individual should be involved in making decisions about their own pay.
- 1.7 The committee will adhere to the latest NHSE guidance on remuneration at all times.

2. PURPOSE

- 2.1 The statutory role of the Remuneration and Appointments Committee is to make recommendations to the Governing Body on determinations about the remuneration, fees and other allowances for all employees and for people who provide services to the group; and on determinations about allowances under any pension scheme that the group may establish as an alternative to the NHS pension scheme.
- 2.2 In addition, the Governing Body has delegated to the Committee all functions related to the appointment and removal of Governing Body Members, with the exception of Lay Members.

3. REMIT AND RESPONSIBILITIES

3.1 Remuneration

As noted above, the Committee does not have a decision-making responsibility in relation to determinations about remuneration arrangements. It makes recommendations to the Governing Body on the following:

- Terms and conditions of employment for all employees of the CCG and other individuals providing services to it, including pensions, remuneration, fees, and travelling or other allowances payable to employees and to other persons providing services to the CCG. This does not include Lay Members.

- Performance review framework and pay strategy for staff on VSM contracts;
- Salaries and, if appropriate, performance related awards for the Accountable Officer and other staff on VSM contracts in line with the agreed pay strategy and performance review framework;
- Financial arrangements for termination of employment, including the terms of any compensation packages and other contractual terms excluding ill health and normal retirement for all employees;
- Considerations of the severance payments of the Accountable Officer and other staff on VSM contracts, and approve these seeking HM Treasury approval as appropriate in accordance with the guidance “Managing Public Money” (HM Treasury.gov.uk);

3.2 Appointments

The Committee shall have delegated authority from the Governing body to:

- Make decisions about appointments to and, when necessary, removal of individuals from the Governing Body;
- Where applicable, determine terms of office of Governing Body Members;
- Regularly evaluate the balance of skills, experience, independence, diversity and knowledge of the CCG Governing Body and make recommendations to the Governing Body with regard to any changes;
- Give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the CCG, the diversity of the Governing Body and the skills and expertise needed on the Governing Body in the future;
- Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to deliver its stated aims;
- As and when vacancies arise on the Governing Body, evaluate the balance of skills knowledge, experience and diversity on the Governing Body, and, in the light of this evaluation advise on the role and capabilities required for particular appointments;
- Approve local role description and person specifications for elected and appointed Governing Body Members in line with the CCG’s Standing Orders;
- In respect of Governing Body members (apart from Lay Members) and other senior executives, the Committee shall ensure that appropriate recruitment processes are agreed and adhered to which comply with the relevant legislation and best practice;

None of the points above apply to the appointment or performance evaluation of Lay Member roles.

3.3 Other

- Determine appropriate disciplinary arrangements for employees, including the Accountable Officer, (where they are an employee and/or member of the Clinical Commissioning Group, and for other persons working on behalf of the Group)

4. MEMBERSHIP

4.1 The Committee shall be appointed by the Governing Body from amongst its Governing Body members. It is not permissible for anyone outside of the Governing Body to be a member of the Committee.

4.2 The membership of the Committee is as follows:

- Lay Member for Finance (Chair)
- Lay Member for Patient, Public Involvement and Quality (Vice-Chair)
- Lay Member for Primary Care
- Secondary Care Specialist Doctor

4.3 The Chair of the Remuneration and Appointments Committee may not be also the Chair of the Audit Committee.

4.4 Quorum shall be three members

5. LAY MEMBER REMUNERATION AND APPOINTMENTS PANEL

5.1 When Lay Member remuneration and appointment is discussed, a separate Lay Member Remuneration and Appointments Panel will be convened which will be chaired by the Secondary Care Specialist Doctor. The Panel will be advised by the Associate Director of Corporate Services and Head of HR from a governance and HR perspective. Recommendations from the Panel are considered by the Governing Body using the same process as those from the Remuneration and Appointments Committee.

5.2 Full details of the remit of the Panel are contained within its separate terms of reference, which is published within the CCG Governance Handbook.

6. ATTENDANCE AT MEETINGS

6.1 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Accountable Officer, Associate Director of Corporate Services (in their role as Board Secretary), HR lead and external advisers may be invited to attend for all or part of any meeting as and when appropriate.

7. DECLARATIONS OF CONFLICTS OF INTEREST

7.1 No individuals will be in attendance for or be party to any discussions about their own remuneration and terms of service and the agenda will be structured in a way that supports this principle.

- 7.2 The provisions of Managing Conflicts of Interest: Revised Statutory Guidance for CCGs or any successor document will apply at all times.
- 7.3 The chair and governance lead will have an extract of Committee members' conflicts of interest declarations available for reference. Where a member of the Committee is aware of an interest, conflict or potential conflict of interest in relation to the scheduled or likely business of the meeting, they will bring this to the attention of the Chair of the meeting as soon as possible, and before the meeting where possible.
- 7.4 Conflicts of Interest will be included as a standing agenda item at the beginning of each meeting, where the chair will invite any members to declare any interests in connection to the business of the meeting
- 7.5 The Chair of the meeting will determine how this should be managed and inform the member of their decision. The Chair may require the individual to withdraw from the meeting or part of it. Where the Chair is aware that they themselves have such an interest, conflict or potential conflict of interests they will bring it to the attention of the Committee, and the Vice Chair will act as Chair for the relevant part of the meeting.
- 7.6 Any declarations of interests, conflicts and potential conflicts, and arrangements to manage those agreed in any meeting of the Committee, will be recorded in the minutes. This will be subsequently recorded within the "Conflicts of Interest Declared During a Meeting" register
- 7.7 Failure to disclose an interest, whether intentional or otherwise, will be treated in line with the Managing Conflicts of Interest: Revised Statutory Guidance and may result in suspension from the Committee
- 7.8 All members of the Committee shall comply with, and are bound by, the requirements in the Herefordshire and Worcestershire CCG's Constitution, Standards of Business Conduct and Conflicts of Interest Policy, the Standards of Business Conduct for NHS staff (where applicable) and NHS Code of Conduct.

8 MEETINGS AND VOTING

- 8.1 The Committee will operate in accordance with the CCG's Standing Orders. Executive Assistant supporting 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 five 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 they shall specify.
- 8.2 Each member of the Committee will have one vote. The Committee will 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.
- 8.3 If a decision is needed which cannot wait for the next scheduled meeting or it is not considered necessary to call a full meeting, the Committee may choose to convene a telephone conference or conduct its business on a 'virtual' basis through electronic means. Minutes will be recorded and tabled at the following meeting for review.

9. BOARD SECRETARY

- 9.1 The Associate Director of Corporate Services, in their role of Board Secretary, or a member of the corporate governance team, will support the Committee Chair in supporting their duties and responsibilities and in management of the Committee's business. They will draw the Chair's and Committee's attention to best practice, national guidance and other relevant documents as appropriate. They will manage the Committee's business planner and share this at each meeting of the Committee

10. COMMITTEE OPERATION AND ADMINISTRATION

- 10.1 The Committee will be supported by an Executive Assistant. They will work closely with the Board Secretary with the overarching aim of ensuring that the Committee receives relevant and timely information and that key documents such as the Committee's business planner and action log are effectively maintained

11. FREQUENCY

- 11.1 Meetings will be called by the Chair as required but at least annually and with a minimum notice period of two weeks. Meetings may also be conducted virtually when an urgent or a simple decision is required.

12. AUTHORITY

- 12.1 The Committee is authorised by the CCG 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 co-operate with any requests made by the Committee. The Committee is authorised by the Governing Body to obtain external legal or other independent professional advice and to secure the attendance of external individuals/bodies with relevant experience and expertise if it considers this necessary.

13. REPORTING

- 13.1 The Remuneration and Appointments Committee will report on its decisions and submit recommendations to the Governing Body by the means of a report. The associated business arising from this may be conducted virtually using digital technology. Where, due to conflicts of interest, it is not possible to make quorate Governing Body decisions, the Chair will formally suspend Standing Orders.
- 13.2 Once the Committee's recommendations have been approved virtually, a summary report will then be presented to the next Governing Body's public or private session as appropriate.

14. CONDUCT OF THE COMMITTEE

- 14.1 The Committee will apply best practice in the decision-making processes, for example, when considering individual remuneration, the Committee will:
- Comply with current disclosure requirements for remuneration;
 - On occasion seek independent advice about remuneration for individuals;

- Ensure that decisions are based on clear and transparent criteria;
 - Ensure that conflicts of interest are appropriately managed at all times; in line with the CCG's Conflicts of Interest Policy
 - Comply with all relevant national policies and guidance.
- 14.2 The Committee will conduct its business in accordance with any national guidance and relevant codes of conduct / good governance practice, for example, Nolan's seven principles of public life.
- 14.3 The Committee will review its own performance, membership and terms of reference on an annual basis. Any resulting changes to the terms of reference will be approved by the Governing Body.

15. REVIEW OF TERMS OF REFERENCE

- 15.1 The CCG's Governing Body will review and endorse the Committee's terms of reference annually.

Scheme of Reservation and Delegation Extract

Decision/Duties	Reserved to the Membership	Reserved or delegated to Governing Body	Accountable Officer	Chief Finance Officer	Other (Stated)
Appointments of Practice Member Representatives and Members of Governing Body					
Approval of the appointment of Governing Body Members & the process for recruiting and removing non-elected members to the Governing Body (subject to any regulatory requirements) and succession planning					Remuneration and Appointments Committee
Approval of the arrangements for identifying the CCG's proposed Accountable Officer					Remuneration and Appointments Committee
Human Resources					
Make recommendations to the Governing Body about the terms and conditions, remuneration, and travelling or other allowances for Governing Body and Executive members, including pensions and gratuities, with the exception of Lay Members					Remuneration and Appointments Committee
Ratify decisions about the terms and conditions, remuneration, and travelling or other allowances for Governing Body and Executive members, including pensions and gratuities, with the exception of Lay Members		Y			Remuneration and Appointments Committee

Make recommendations to the Governing Body about terms and conditions of employment for all employees of the CCG including pensions, remuneration, fees, and travelling or other allowances payable to employees and to other persons providing services to the CCG, with the exception of Lay Members					Remuneration and Appointments Committee
Ratify decisions about terms and conditions of employment for all employees of the CCG including pensions, remuneration, fees, and travelling or other allowances payable to employees and to other persons providing services to the CCGs, with the exception of Lay Members		Y			Remuneration and Appointments Committee
Determine appropriate disciplinary arrangements for employees, including the Accountable Officer, (where they are an employee and/or member of the Clinical Commissioning Group, and for other persons working on behalf of the Group)					Remuneration and Appointments Committee
Consider the severance payments of the Accountable Officer and other senior staff, and recommend seeking HM Treasury approval as appropriate in accordance with the guidance "Managing Public Money" (HM Treasury.gov.uk)					Remuneration and Appointments Committee
Agree any significant changes to the number of sessions of Governing Body Members.					Remuneration and Appointments Committee
Approval of the arrangements for the discharging the CCG's statutory duties as an employer					Remuneration and Appointments Committee/ Lay Member Remuneration and Appointments Panel

Primary Care Commissioning Committee

Primary Care Commissioning Committee

Terms of Reference

Chair:	Lay Member for Primary Care
Vice Chair	Lay Member for Patient, Public Involvement and Quality
Administrator and Secretary	Senior Business Support Officer
CCG Executive Lead	Director of Primary Care
Frequency of Meetings	<p>Bi-monthly in public</p> <p>Agendas and papers will be distributed at least five working days in advance of the meeting, unless there are exceptional circumstances for individual papers</p> <p>Minutes to be distributed within ten working days after the meeting</p>
Quorum	Three members including at least one lay member
Membership	
Members	<ul style="list-style-type: none"> • Lay Member for Primary Care (Chair) • Lay Member for PPI and Quality (Vice Chair) • Director of Primary Care (Or Associate Director of Primary Care as a deputy) • Accountable Officer (Or Managing Director as a deputy) • Chief Finance Officer (Or Director of Finance as a deputy) • Medical Director for Quality and Assurance (or another clinician who is not a practicing GP)
In Attendance	<ul style="list-style-type: none"> • At least 2 Elected Governing Body GP Leads • Practice Manager Representative • Independent Medical Advisor • Member of Health Watch • NHSE Representative • LMC Representative • Associate Director of Corporate Services <p>Other individuals will be requested to attend the committee as required, dependent on the items of business</p>

1. INTRODUCTION AND STATUTORY FRAMEWORK

- 1.1 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 1 to these Terms of Reference to NHS Herefordshire and Worcestershire CCG (the CCG). The delegation is set out in Schedule 1 Definitions and Interpretation of the Delegated Agreement.
- 1.2 The CCG has established 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.
- 1.3 Arrangements made under section 13Z may be on such terms and conditions (including terms as to payment) as may be agreed between the Governing Body and the CCG.
- 1.4 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:
- Management of conflicts of interest (section 14O);
 - Duty to promote the NHS Constitution (section 14P);
 - Duty to exercise its functions effectively, efficiently and economically (section 14Q);
 - Duty as to improvement in quality of services (section 14R);
 - Duty in relation to quality of primary medical services (section 14S);
 - Duties as to reducing inequalities (section 14T);
 - Duty to promote the involvement of each patient (section 14U);
 - Duty as to patient choice (section 14V);
 - Duty as to promoting integration (section 14Z1);
 - Public involvement and consultation (section 14Z2).
- 1.5 The CCG will 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. The Committee is established as a Committee of the Governing Body of the CCG in accordance with Schedule 1A of the “NHS Act”. The members acknowledge that the Committee is subject to any directions made by NHS England or by the Secretary of State.

2. PURPOSE

- 2.1 The Committee has been established in accordance with the statutory provisions (listed in section 1 of this document) to enable the members to make collective decisions on the review, planning and procurement of primary care services in the CCG area under delegated authority from NHS England
- 2.2 In performing its role the Committee will exercise its management of the functions in accordance with the agreement entered into between NHS England and the CCG, which will sit alongside the delegation and terms of reference.
- 2.3 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.

3. REMIT AND RESPONSIBILITIES

- 3.1 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.
- 3.2 This includes the following:
 - Decisions in relation to the commissioning, procurement and management of Primary Medical Services Contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing breach/remedial notices, and removing a contract);
 - Decisions in relation to Newly designed enhanced services (“Local Enhanced Services” and “Directed Enhanced Services”);
 - Decisions in relation to the design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
 - To plan, including needs assessment, primary medical care services in the CCG’s geographical area
 - To manage the budget for commissioning of primary medical care services in the CCG’s geographical area
 - Decision making on whether to establish new GP practices in an area and closure of GP practices
 - Undertake reviews of primary medical care services in the CCG’s area
 - Decisions about “discretionary payments”
 - Make decisions in respect of PMS premium re-investment
 - Oversee implementation of General Practice forward view

- Decisions about commissioning urgent primary care for out of area registered patients
- Approving practice mergers

3.3 The CCG will also carry out the following activities:

- To make decisions that will facilitate the co-ordination of a common approach to the commissioning of primary care services generally
- Work with other partners to develop new models of care in line with the CCG primary care strategy to enable proactive out of hospital care closer to home;
- Develop a strategy for premises to support new models of care;
- The Committee will take a pro-active role in ensuring that objectives for which it is accountable are achieved and strategic and operational risks are managed and mitigated.

4 MEMBERSHIP

4.1 The membership comprises of:

- Lay Member for Primary Care (Chair)
- Lay Member for PPI and Quality (Vice Chair)
- Director of Primary Care (Or Associate Director of Primary Care as a deputy)
- Accountable Officer (Or Managing Director as a deputy)
- Chief Finance Officer (Or Director of Finance as a deputy)
- Medical Director for Quality and Assurance (or another clinician who is not a practicing GP)

4.2 Quorum shall be three members including at least one lay member or supporting lay member.

5. ATTENDANCE AT MEETINGS

5.1 The following individuals will be invited attend on regular basis.

- At least 2 Elected Governing Body Locality Lead GPs
- Practice Manager Representative
- Member of Local Health Watch
- Independent Medical Advisor
- NHSE Representative
- LMC Representative
- Associate Director of Corporate Services

Other individuals will be requested to attend the Committee as required, dependent on the items of business. Members of the public are also permitted to attend.

5.2 The Committee may resolve to exclude 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.

6. DECLARATIONS OF CONFLICTS OF INTEREST

- 6.1 The provisions of Managing Conflicts of Interest: Revised Statutory Guidance for CCGs or any successor document will apply at all times.
- 6.2 The chair and governance lead will have an extract of Committee members' conflicts of interest declarations available for reference. Where a member of the Committee is aware of an interest, conflict or potential conflict of interest in relation to the scheduled or likely business of the meeting, they will bring this to the attention of the Chair of the meeting as soon as possible, and before the meeting where possible.
- 6.3 Conflicts of Interest will be included as a standing agenda item at the beginning of each meeting, where the chair will invite any members to declare any interests in connection to the business of the meeting
- 6.3 The Chair of the meeting will determine how this should be managed and inform the member of their decision. The Chair may require the individual to withdraw from the meeting or part of it. Where the Chair is aware that they themselves have such an interest, conflict or potential conflict of interests they will bring it to the attention of the Committee, and the Vice Chair will act as Chair for the relevant part of the meeting.
- 6.4 Any declarations of interests, conflicts and potential conflicts, and arrangements to manage those agreed in any meeting of the Committee, will be recorded in the minutes. This will be subsequently recorded within the "Conflicts of Interest Declared During a Meeting" register
- 6.5 Failure to disclose an interest, whether intentional or otherwise, will be treated in line with the Managing Conflicts of Interest: Revised Statutory Guidance and may result in suspension from the Committee
- 6.6 All members of the Committee shall comply with, and are bound by, the requirements in the Herefordshire and Worcestershire CCG's Constitution, Standards of Business Conduct and Conflicts of Interest Policy, the Standards of Business Conduct for NHS staff (where applicable) and NHS Code of Conduct.

7 MEETINGS AND VOTING

- 7.1 The Committee will operate in accordance with the CCG's Standing Orders. The Executive Assistant supporting 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 five 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 they shall specify.

- 7.2 Each member of the Committee will have one vote. The Committee will 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.
- 7.3 If a decision is needed which cannot wait for the next scheduled meeting or it is not considered necessary to call a full meeting, the Committee may choose to convene a telephone conference or conduct its business on a 'virtual' basis through electronic means. Minutes will be recorded and tabled at the following meeting for review.

8. SUB-COMMITTEES

- 8.1 The Committee will determine the appropriate structure and membership of its Sub-Committees in order to effectively discharge its delegated authority.
- 8.2 Any functions delegated to the Committee by NHSE may not be further delegated. Subcommittees do not have delegated decision-making authority and all recommendations will be submitted to the Committee for approval
- 8.3 The chair or vice chair of each Sub-Committee must be a member of the Committee.
- 8.4 Minutes or reports of each Sub-committee meeting will be submitted to the Committee's meeting.
- 8.5 The Committee will also receive bi-annual summary reports from the Primary Care Quality and Risk Subcommittee, which will be reviewed during the confidential section of the meeting.

9. BOARD SECRETARY

- 9.1 The Associate Director of Corporate Services, in their role of Board Secretary, or a member of the corporate governance team, will support the Committee Chair in supporting their duties and responsibilities and in management of the Committee's business. They will draw the Chair's and Committee's attention to best practice, national guidance and other relevant documents as appropriate. They will manage the committee's business planner and share this at each meeting of the Committee

10. COMMITTEE OPERATION AND ADMINISTRATION

- 10.1 The Committee will be supported by an Executive Assistant. They will work closely with the Board Secretary with the overarching aim of ensuring that the Committee receives relevant and timely information and that key documents such as the Committee's business planner and action log are effectively maintained

11. FREQUENCY

- 11.1 A minimum of fourteen days' notice for calling a meeting shall be given unless the meeting is being called due to urgent circumstances as per section 7.1 above. The Committee recognises the potential need for ad hoc meetings in addition to the bi-monthly meetings

12. AUTHORITY

- 12.1 The Committee will make decisions within the bounds of its remit. The decisions of the Committee shall be binding on NHS England and the CCG
- 12.2 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.

13. REPORTING

- 13.1 The committee makes binding decisions within the remit delegated to it by NHSE, with the minutes relating to these decisions submitted to the CCG's Governing Body for information. It reports to the CCG's Governing Body on all other decisions.
- 13.2 The Committee will also present its minutes to NHS England West Midlands on bi-monthly basis.

14. PROCUREMENT OF AGREED SERVICES

- 14.1 The CCG will make procurement decisions as relevant to the exercise of its delegated authority and in accordance with the detailed arrangements regarding procurement set out in the delegation agreement. In doing so the CCG will comply with public procurement regulations and with statutory guidance on conflicts of interest.
- 14.2 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 or Standing Financial Instructions of any of the members, the Delegation will prevail.

15. CONDUCT OF THE COMMITTEE

- 15.1 The Committee shall conduct its business in accordance with any national guidance. The seven Nolan principles of public life shall underpin the Committee and its members.
- 15.2 Annually the Committee shall review its own performance, membership and terms of reference. Any resulting changes to the terms of reference or membership will be reviewed and endorsed by the CCG Governing Body.

16. REVIEW OF TERMS OF REFERENCE

- 16.1 The CCG's Governing Body will review and endorse the committee's terms of reference annually.

Scheme of Reservation and Delegation Extract

Decision/Duties	Reserved to the Membership	Reserved or delegated to Governing Body	Accountable Officer	Chief Finance Officer	Other (Stated)
Primary Care					
Developing and approving clinical priorities and strategy relating to Primary care					Primary Care Commissioning Committee
Monitoring and managing primary care outcomes as more specifically set out in the terms of reference of the Primary Care Commissioning Committee					Primary Care Commissioning Committee
Approve arrangements in relation to the commissioning of primary medical services under section 83 of the NHS Act					Primary Care Commissioning Committee
Undertake reviews of primary medical care services in the CCG area					Primary Care Commissioning Committee
Manage the budget for commissioning of primary medical care services in the CCG area					Primary Care Commissioning Committee
To make decisions that will facilitate the co-ordination of a common approach to the commissioning of primary care services generally					Primary Care Commissioning Committee
Work with other partners to develop new models of care in line with the CCG primary care strategy to enable proactive out of hospital care closer to home					Primary Care Commissioning Committee
Develop a strategy for premises to support new models of care					Primary Care Commissioning Committee
Quality & Patient Safety					
Assist and support NHS England in relation to improving the quality of primary medical services					Primary Care Commissioning Committee

Tendering and Contracting					
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Approval of procurements relating to primary care					
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					Primary Care Commissioning Committee
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Delegation by NHS England

*1 April 2020 (To be included here once developed
and agreed)*

Appendix 3: Standing Orders

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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 NHS Herefordshire and Worcestershire Clinical Commissioning Group (the CCG) so that the CCG can fulfil its obligations, as set out largely in the 2006 Act, as amended by the 2012 Act and related regulations. They are effective from the date the CCG is established on 1st April 2020.

1.1.2. The Standing Orders, together with the CCG's Constitution, Scheme of Reservation and Delegation and Prime Financial Policies, provide a procedural framework within which the CCG discharges its business. They should be read alongside the Constitution of which they form a part and the CCG Governance Handbook which contains the CCG's Scheme of Reservation and Delegation (SoRD) and Terms of Reference for non-statutory committees (alongside other governance documentation).

1.1.3. They set out:

- a) The arrangements for conducting the business of the CCG;
- b) The election and appointment of Governing Body members;
- 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; and
- e) The Declaration of Interests and Standards of Conduct.

These arrangements must comply, and be consistent where applicable, with requirements set out in the 2006 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 CCG and its Governing Body have the ability to delegate functions to certain persons. These delegated functions are set out in chapter 3 of the CCG's Constitution. Functions that have been delegated, as well as any reserved powers, are set out 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 and responsibilities within the CCG and its Governing Body.

2.2. Key Roles and Appointment Process

- 2.2.1. Paragraphs 5.5 and 5.6 of the CCG's Constitution set out the composition of the Governing Body. These Standing Orders set out how the CCG appoints individuals to these key roles.

2.2.2. CCG Chair

a) Eligibility Criteria

To be eligible to fill the role the individual, who may be a clinician or non-clinician, must be able to show clear evidence of a local connection and knowledge of the local population. Furthermore, the individual must also:

- i. Have relevant experience and expertise as detailed in the relevant role specification, see paragraph iii
- ii. Demonstrate commitment to the NHS and personal development so as to contribute to the effective working of the Governing Body;
- iii. Meet the criteria set out within the CCG's locally developed role description and person specification, which is determined by the

CCG's Remuneration and Appointments Committee. This will be issued at the time of advertising the role;

- iv. Not be excluded by the provisions set out within schedules 4 and 5 of the National Health Service (Clinical Commissioning Groups) Regulations 2012, as appropriate;
- v. Have not served as a chair of the Governing Body for more than 9 years in total.

b) Appointment Process

- i. At the end of the term of office of the postholder, or when the position becomes vacant through other circumstances, an external recruitment process will be launched.
- ii. The appointment process will be locally developed and overseen by the CCG's Remuneration and Appointments Committee.
- iii. The Remuneration and Appointments Committee will formally approve the appointment.
- iv. Applicants will be formally assessed against a set of required attributes and competencies using a standard recruitment process

c) Arrangements if no appointment is made

- i. If no appointment is made either because no eligible candidates or no suitable candidates have been identified, the Remuneration and Appointments Committee can appoint an interim Chair for a maximum period of 6 months, providing that the selected individual is not excluded by the provisions set out within schedules 4 and 5 of the National Health Service (Clinical Commissioning Groups) Regulations 2012, as appropriate.
- ii. Another appointment process must be completed within 6 months of the interim appointment being made.

d) Term of office

- i. The Term of Office will be determined the CCG's Remuneration and Appointments Committee prior to the start of the recruitment process. After that period a new appointment process will be launched.
- ii. The post holder may not serve more than 9 years in total.

e) Grounds for removal from office

- i. Any of the following conditions set out below may qualify as grounds for removal from office, in line with local policies and procedures and any contractual terms:
 - No longer meeting the eligibility criteria for appointment, as detailed above;
 - Gross misconduct, to be determined by the Remuneration and Appointments Committee, is identified;
 - Persistent failure to act within the requirements of the Constitution;
 - Continuation in the role is not in the interest of the public and/or the CCG.
 - Failure to disclose a relevant interest; or
 - The Elected Governing Body GP Leads submit a vote of no confidence. To initiate a vote, the reasons must be set out in writing to the Deputy Chair and be supported by at least 2 out of the 4 Elected Governing Body GP Leads. The vote of no confidence will be enacted through a direct vote with a simple majority. This will subsequently trigger a review process to be managed and final decision reached by the Remuneration and Appointments Committee.
- f) **Notice Period**
 - i. Three months.
- g) **Eligibility for re-appointment**
 - i. Candidates are eligible for re-appointment provided that they can continue to demonstrate eligibility criteria and successfully follow the appointment process set out above.

2.2.3 Elected Governing Body GP Leads

- a) **Eligibility Criteria**
 - i. Is a registered Medical Practitioner who is a partner or salaried GP at a practice in the specified CCG Locality (Herefordshire/Redditch and Bromsgrove/South Worcestershire/Wyre Forest);
 - ii. Meets the criteria set out within the CCG's locally developed role description and person specification, which is determined by the CCG's Remuneration and Appointments Committee. This will be issued at the time of advertising the role;

- iii. Not excluded by the provisions set out within schedules 5 of the National Health Service (Clinical Commissioning Groups) Regulations 2012, as appropriate; and
- iv. Has evidence of their practice's support of the nomination. The nomination form will include a section for the practice representative to sign to indicate their support.

b) **Nominations Process**

- i. At least 8 weeks before the end of the term of office of the Elected Governing Body GP Leads or when any of these positions become vacant through other circumstances, formal notice of the commencement of the nomination process will be given, via email, to all member practice GPs within the relevant locality via established communication methods.
- ii. No specific restrictions apply to the number of GP nominations associated with the same member practice.
- iii. All nominations must be received by the Governance Lead/ Board Secretary via email by 5pm on the date specified; which will be no less than 7 days after the issue of the formal notification.
- iv. Each nomination received will be reviewed by the Governance Lead/ Board Secretary to confirm the candidate meets the requirements of eligibility before the nomination is included in the ballot. The applicants will be advised individually of the outcome of this review prior to the issue of the candidate list to the electorate.
- v. All nominees meeting the criteria for the role will go forward as candidates for selection through the electoral process as detailed below.

c) **Elections Process**

- i. If only one eligible application is received, this will be managed as a direct slot-in.
- ii. All candidates will be invited to submit a Personal Statement to be distributed with the Ballot paper, indicating their reasons for seeking election.
- iii. The election will be managed by the Governance Lead/Board Secretary and overseen by the Local Medical Committee who will have the right to arbitrate and declare the election valid or invalid, dependent on whether all relevant criteria have been satisfied.

- iv. Separate ballots will be held for each Elected Governing Body GP Lead.
 - v. The electorate for the positions will be formed by all GP Practices within the relevant CCG Locality (Herefordshire/Redditch and Bromsgrove/South Worcestershire/Wyre Forest).
 - vi. Each practice within the respective locality will have one vote and each vote will be weighted in relation to the population registered list size.
 - vii. Details of the election/ballot will be sent via electronic communication means to all relevant Member Practice Representatives along with Practice/ Business Managers and will include the ballot paper/s, personal statements and confirmation of the date by which the ballot papers must be received by the Governance Lead/Board Secretary.
 - viii. All completed ballot papers must be received electronically by the Governance Lead/ Board Secretary via email by 5pm on the date specified, which will be no less than 7 days after the issue of the formal notification.
 - ix. The result will be ratified by the LMC.
 - x. If any election is declared invalid, another will be held within six weeks of this declaration.
- d) **Arrangements if no appointment is made**
- i. If no eligible nominations are received for the vacant place, Member Practice Representatives for that particular locality can elect or appoint an interim member for a maximum period of 6 months, providing that the selected individual is not excluded by the provisions set out within schedules 5 of the National Health Service (Clinical Commissioning Groups) Regulations 2012, as appropriate.
 - ii. Where an interim appointment is made, a further ballot must be held within six months of such appointment.
 - iii. If any ballot/election is declared invalid, another ballot will be held within six weeks of the ballot being declared invalid.
- e) **Term of Office**
- i. The Term of Office will be determined by the CCG's Remuneration and Appointments Committee, prior to the start of the recruitment process. After that period, a new election process will be launched.

f) **Grounds for removal from office**

- i. Any of the following conditions set out below may qualify as grounds for removal from office, in line with local policies and procedures and any contractual terms:
- No longer meeting the eligibility criteria for appointment, as detailed above;
 - Gross misconduct, to be determined by the Remuneration and Appointments Committee, is identified;
 - Persistent failure to act within the requirements of the Constitution.
 - Continuation in the role is not in the interest of the public and/or the CCG.
 - Failure to disclose a relevant interest; or
 - Is recalled by a resolution passed through a simple majority (51% and above), with at least 70% of practices voting. To initiate a vote the reasons must be set out in writing to the Chair of the CCG and be supported by at least 20% of Locality practices.

g) **Notice Period**

- i. Three months.

h) **Eligibility for re-election**

- i. Not subject to a maximum number of terms. Candidates are eligible for re-election provided that they can continue to demonstrate eligibility criteria and successfully follow the election process set out above.

2.2.5 **Deputy Chair of the Governing Body**

a) **Eligibility Criteria**

- i. Meets the eligibility criteria to be a Lay Member of the Governing Body, as set out within section 2.2.7 of the Standing Orders.
- ii. Meets the criteria set out within the CCG's locally developed role description and person specification, which is approved by the

CCG's Lay Member Remuneration and Appointments Panel. This will be issued at the time of advertising the role.

- iii. The Chair of the Audit Committee will not be eligible for this role.
- iv. Has not served as a Lay Member on the Governing Body for more than 9 years in total.

b) Appointment process

- i. Expressions of interest will be sought from all eligible CCG Lay Members.
- ii. The postholder will be selected through a recruitment and selection process overseen by the Lay Member Remuneration and Appointments Panel.
- iii. The Lay Member Remuneration and Appointments Panel will formally approve the appointment.

c) Term of office

- i. The Term of Office will be determined the CCG's Lay Member Remuneration and Appointments Panel. After that period a new appointment process will be launched.
- ii. The post holder may not serve more than 9 years in total.

d) Eligibility for reappointment

- i. The postholder will be eligible for reappointment, subject to eligibility criteria being met.

e) Grounds for removal from office

- i. Any of the following conditions set out below will qualify as grounds for removal from office:
 - No longer meeting the eligibility criteria for appointment, as detailed above;
 - Gross misconduct, to be determined by the Lay Member Remuneration and Appointments Panel, is identified;

- Failure to undertake the role in accordance with the agreement on appointment as reviewed by CCG Chair via annual performance review;
- Persistent failure to act within the requirements of the Constitution;
- Failure to disclose a relevant interest; or
- Continuation in the role is not in the interest of the public and/or the CCG.

f) **Notice period**

- i. As for the Lay Member who is appointed into this role.

2.2.6 **Clinical Leader and Deputy Clinical Leader**

a) **Eligibility Criteria**

- i. Where the CCG Chair is a GP, they will by virtue of this position assume the role of Clinical Leader. The Deputy Clinical Leader will be one of the Elected Governing Body GP Leads, selected in line with the appointment process set out below.
- ii. Where the CCG Chair is not a GP, both the Clinical Leader and Deputy Clinical Leader will be appointed from the group of Elected Governing Body GP Leads, in line with the appointment process set out below.
- iii. Meets the criteria set out within the CCG's locally developed role description and person specification, determined by the CCG's Remuneration and Appointments Committee.

b) **Appointment Process**

- i. The appointment process will be locally developed and overseen by the CCG's Remuneration and Appointments Committee.
- ii. The Remuneration and Appointment Committee will formally approve the appointment.

c) **Term of Office**

- i. As per the term of office of the post holder.

d) **Eligibility for Reappointment**

- i. The postholder will be eligible for reappointment, subject to eligibility criteria being met.

e) **Grounds for Removal from Office**

- i. No longer meeting the eligibility criteria set out above.

2.2.7 **Lay Members**

a) **Eligibility Criteria**

- i. Meets the criteria set out within the CCG's locally developed role description and person specification, which is approved by the CCG's Lay Member Remuneration and Appointments Panel. This will be issued at the time of advertising the role.
- ii. Is not excluded by the provisions set out within schedules 4 and 5 of the National Health Service (Clinical Commissioning Groups) Regulations 2012, as appropriate.
- iii. The Lay Member for Audit and Governance and the Lay Member for Finance must have qualifications, expertise and experience such as to enable the person to express informed views about financial management and audit matters.
- iv. The Lay Member for Patient, Public Involvement and Quality must be a person who has knowledge about the area such as to enable them to express informed views about the discharge of the CCG's functions.
- v. Has not served as a Lay Member on the Governing Body for more than 9 years in total.

b) **Appointment process**

- i. The appointment process will be locally developed and overseen by the CCG's Lay Member Remuneration and Appointments Panel.
- ii. The Lay Member Remuneration and Appointments Panel will formally approve the appointment.

- iii. All Lay Members must be subject to a formal external recruitment process after 6 years as a minimum.
- c) **Term of office**
- i. The Term of Office will be determined by the CCG's Lay Member Remuneration and Appointments Panel. After that period, a new appointment process will be launched.
- d) **Grounds for removal from office**
- i. Any of the following conditions set out below may qualify as grounds for removal from office, in line with local policies and procedures and any contractual terms:
 - No longer meeting the eligibility criteria for appointment, as detailed above;
 - Gross misconduct, to be determined by the Lay Member Remuneration and Appointments Panel, is identified;
 - Failure to undertake the role in accordance with the agreement on appointment as reviewed by CCG Chair and Deputy Chair via annual performance review;
 - Persistent failure to act within the requirements of the Constitution;
 - Failure to disclose a relevant interest; or
 - Continuation in the role is not in the interest of the public and/or the CCG.
- e) **Notice period**
- i. Three months.
- f) **Eligibility for re-appointment**
- i. The postholder is eligible for reappointment subject to the following criteria being satisfied:
 - Satisfactory performance in the role as assessed by the Chair and Deputy Chair;
 - Continues to meet the eligibility criteria set out above;

2.2.8 Secondary Care Specialist Doctor

a) Eligibility Criteria

- i. Meets the criteria set out within the CCG's locally developed role description and person specification, which is determined by the CCG's Remuneration and Appointments Committee. This will be issued at the time of advertising the role.
- ii. A Secondary Care Specialist Doctor who must meet the requirements set out in paragraph (6) of the National Health Service (Clinical Commissioning Groups) Regulations 2012 and does not fall within Regulation 12(1) of the above Regulations. Additionally, the individual should not be excluded by the provisions set out within schedule 5 of the National Health Service (Clinical Commissioning Groups) Regulations 2012, as appropriate
- iii. Has not served more than 9 years in total.

b) Appointment process

- i. By application, in response to advertisement of the post and following an assessment process led by the Chair.
- ii. The Remuneration and Appointments Committee will formally approve the appointment.

c) Term of office

- i. The Term of Office will be determined by the CCG's Remuneration and Appointments Committee. After that period, a new appointment process will be launched.

d) Grounds for removal from office

- i. Any of the following conditions set out below will qualify as grounds for removal from office:
 - No longer meeting the eligibility criteria for appointment, as detailed above;
 - Gross misconduct, to be determined by the Remuneration and Appointments Committee, is identified;
 - Failure to undertake the role in accordance with the agreement on appointment as reviewed by CCG Chair and Deputy Chair via annual performance review;

- Persistent failure to act within the requirements of the Constitution;
 - Failure to disclose a relevant interest; or
 - Continuation in the role is not in the interest of the public and/or the CCG.
- e) **Notice period**
- i. Three months.
- f) **Eligibility for re-appointment**
- i. The postholder is eligible for reappointment, subject to the following criteria being satisfied:
 - Satisfactory performance in the role as assessed by the Chair and Deputy Chair;
 - Continues to meet the eligibility criteria set out above.

2.2.9 **Executive Members of the Governing Body**

Executive Members of the Governing Body become members by virtue of their employment into a management role in the CCG.

These roles are:

- Accountable Officer
- Chief Finance Officer
- Registered Nurse who will also fulfil the role of Chief Nursing Officer and Director of Quality
- Managing Directors
- Medical Directors

a) **Eligibility Criteria**

- i. Each role will be required to meet the criteria set out within the CCG's locally developed role description and person specification.
- ii. Is not excluded by the provisions set out within schedule 5 of the National Health Service (Clinical Commissioning Groups) Regulations 2012, as appropriate.
- iii. The Registered Nurse shall be currently registered with the Nursing and Midwifery Council who does not fall within Regulation 12(1) of

the National Health Service (Clinical Commissioning Groups) Regulations.

- iv. The Chief Finance Officer shall have a professional qualification in accountancy in line with Regulation 11 (3)a

b) **Appointment Process**

- i. Clause 12(2) of Schedule 1A part 2 of the NHS Act provides that the Accountable Officer is to be appointed by NHS England. This means the appointment is made by the Chief Executive of NHS England, as the Accounting Officer for the NHS commissioning system. The CCG is however responsible for ensuring that the Accountable Officer it nominates meets all the requirements of the role as set out and is a fit and proper candidate. It is the responsibility of the CCG to thoroughly assess the candidates, in line with the role description and person specification agreed by the CCG's Remuneration and Appointments Committee.
- ii. All other roles will be appointed in line with the CCG's Recruitment and Selection Process.
- iii. The Remuneration and Appointments Committee will formally approve all Governing Body Executive appointments.

c) **Term of Office**

- i. For as long as period of employment. Membership of the Governing Body is terminated when an individual's contract of employment is terminated.

d) **Eligibility for Reappointment**

- i. N/A

e) **Grounds for Removal from Office**

- i. On leaving post or no longer meeting the requirements of eligibility.

f) **Notice Period**

- i. As per the terms of the contracts of employment.

3 MEETINGS OF THE CLINICAL COMMISSIONING GROUP AND THE GOVERNING BODY

3.1 Member Practice Representatives

Member Practice Representatives are subject to the following appointment process:

- a) As set out in section 3.5 of the Constitution, each member shall nominate one representative, who must be a healthcare professional. The name of that Member Practice Representative (MPR) must be submitted to the Governing Body via the CCG's Governance Lead/ Board Secretary and signed by all practice partners.
- b) Each member may permanently remove and replace MPR at any time, by giving notice in writing to the Governance Lead/ Board Secretary.
- c) For the avoidance of doubt, the Governing Body shall be entitled to treat any MPR as having continuing authority given to them until it is notified in writing of the removal of that MPR in accordance with these Standing Orders. Any provision of this Constitution that requires delivery or notification to a member shall be deemed successful, if delivery or notification is made to or served on the relevant MPR.

3.2 Meetings of the Clinical Commissioning Group

3.2.1 When the members of the CCG meet to conduct business as the Group, through attendance of the MPRs, this will be known as the Clinical Commissioning Group Practice Forum.

The Clinical Commissioning Group Practice Forum will be established as a membership group of the Herefordshire and Worcestershire Clinical Commissioning Group. The Practice Forum may meet as a single group or as separate counties or localities either face to face or virtually using digital technology.

3.2.2 All decisions reserved for the Practice Forum will be taken across the full Herefordshire and Worcestershire CCG footprint.

3.2.3 Quorum of the Practice Forum will require 70% of members to be in attendance to cast their vote, with any decisions being passed through a simple majority (51% and above).

3.3 Meetings of the CCG Governing Body

Calling meetings

3.3.1 Ordinary meetings of the Governing Body shall be held at regular intervals at such times and places as the CCG may determine. A minimum of four meetings will be held in public each year.

3.3.2 The arrangements which will apply to Governing Body's committees are detailed in their Terms of Reference (see Annex 2 for Terms of Reference of the CCG's statutory committees).

Agenda, supporting papers and business to be transacted

3.3.3 Items of business to be transacted for inclusion on the agenda of a meeting need to be notified to the Chair of the meeting and copied to the Executive Administrator of the Governing Body at least 10 working days (i.e. excluding weekends and bank holidays) before the meeting takes place. Supporting papers for such items need to be submitted at least 8 working days before the meeting takes place. The agenda and supporting papers will be circulated to all members of a meeting at least 5 working days before the date the meeting will take place. No papers will be circulated after this time without the agreement of the Chair and Governance Lead/Board Secretary and will only cover matters of urgent business.

3.3.4 Agendas and papers for the CCG's Governing Body – including details about meeting dates, times and venues - will be published on the CCG's website. Hard copy of the papers can be requested directly from the CCG Headquarters.

Petitions

3.3.5 Where a petition has been received by the CCG, the Chair of the Governing Body shall include the petition as an item for the agenda of the next meeting of the Governing Body.

Chair of a meeting

3.3.6 At any meeting of the Governing Body, the Chair shall preside. If the Chair is absent from the meeting, the Deputy Chair shall preside.

3.3.7 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 member of the Governing Body shall be chosen by the members present, or by a majority of them, and shall preside.

Chair's ruling

- 3.3.8 The decision of the Chair of the Governing Body on questions of order, relevancy and regularity and their interpretation of the Constitution, Standing Orders, Scheme of Reservation and Delegation and Prime Financial Policies at the meeting, shall be final.

Quorum

- 3.3.9 A minimum of seven members; as detailed below:

- a) Four clinicians, of which two must be Elected Governing Body GP Leads;
- b) Two Lay Members;
- c) One other Executive Officer; which may be one of the following roles:
 - Accountable Officer
 - Chief Finance Officer
 - Registered Nurse who will also fulfil the role of Chief Nursing Officer and Director of Quality
 - Managing Directors
 - Medical Directors
- d) For approval of any Remuneration and Appointments Committee and Lay Member Remuneration and Appointments Panel recommendations, a minimum of seven members would need to cast a vote in order to achieve quorum, but clinical majority will not be required.

- 3.3.10 The Governing Body may invite 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 the discharge of its functions as it sees fit. Any such person may speak and participate in debate but may not vote.

- 3.3.11 If the quorum is lost due to a member or members being disqualified from taking part in a vote or discussion due to a declared interest, then that matter may not be discussed further or voted upon in that meeting, unless emergency decision making provisions apply (see sections 3.3.22 to 3.3.26 below). Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next item of business.

Nominated deputies

3.3.12 The following members of the Governing Body must provide to the Governance Lead/Board Secretary details of a nominated deputy with formal acting up status who will attend in their absence:

- a) Accountable Officer
- b) Chief Nursing Officer & Director of Quality
- c) Chief Finance Officer

3.3.13 These nominated deputies will count towards the quorum for the meeting.

3.3.14 Procedures for managing the situation where the Governing Body is not quorate through the withdrawal of members because of potential conflicts of interest or conflicts of interest declarations are included in the CCG's Conflicts of Interest policy.

3.3.15 For all other of the Group's committees and sub-committees, including the Governing Body's committees and sub-committees, the details of the quorum for these meetings and status of representatives are set out in the appropriate Terms of Reference.

Decision making

3.3.16 Chapter 5 of the CCG's Constitution, together with the Scheme of Reservation and Delegation, sets out the governing structure for the exercise of the CCG's statutory functions.

3.3.17 All recommendations made by the CCG's Remuneration and Appointments Committee and Lay Member Remuneration and Appointments Panel will be considered in a virtual meeting of the Governing Body using digital technology. Summary of decisions will then be presented at a public meeting of the Governing Body.

3.3.18 As a general principle, all CCG committees have the ability to conduct their business virtually using digital technology, should the chair decide to do so.

3.3.19 Generally, it is expected that at the Governing Body's meetings' decisions will be reached by consensus. Should this not be possible, then a vote of members will be required, the process for which is set out below:

a) Eligibility

- i. Only Governing Body Members listed in the composition of the Governing Body as detailed in the Constitution in section 5.5 or their nominated deputies (as detailed in section 3.3.12 above and

in the constitution in section 5.6.3) are eligible to vote.

b) Majority necessary to confirm a decision

- i. Simple majority of quorate membership.

c) Casting vote

- i. In the situation where there is no majority the Chair will have the casting vote.

d) Dissenting views

- i. In a situation where a member/s has taken a dissenting view and loses the vote their dissent will be recorded in the minutes.

3.3.20 Should a vote be taken, the outcome of the vote and any dissenting views must be recorded in the minutes of the meeting.

3.3.21 For all other of the CCG's committees and sub-committees, including the Governing Body's committees and sub-committee, the details of the process for holding a vote are set out in the appropriate Terms of Reference.

Emergency Powers and Urgent Decisions

3.3.22 The powers which the CCG have delegated to the Governing Body within these Standing Orders may in an emergency or for an urgent decision be exercised virtually. If there are sufficient grounds, as confirmed by the Chair, for making an urgent decision and where calling an extraordinary face to face meeting would not be practicable, a quorate decision may be sought virtually. This would normally apply to urgent approvals or decisions which would be normally held as part of a private session.

3.3.23 In addition, the powers described in section 3.3.22 above may in an emergency or for an urgent decision be exercised by the Chair of the CCG Governing Body, Accountable Officer and the Chief Finance Officer, after having consulted at least one other member of the CCG Governing Body, where there is not sufficient time to hold a meeting of the CCG Governing Body which will be quorate. This would normally apply to urgent decisions where unexpected and urgent decisions are needed, but where face to face discussion is required.

3.3.24 An extraordinary meeting of the Governing Body can be called by the Chair, Accountable Officer or Chief Finance Officer after consultation with at least one other member of the Governing Body.

3.3.25 At least three working days' notice of such a meeting must be given, with details being circulated by email to all members of the Governing Body.

- 3.3.26 The exercise of such powers by the Chair, Accountable Officer and the Chief Finance Officer shall be reported to the next formal meeting of the CCG Governing Body in public session for formal ratification. Or, if necessary, at an emergency meeting of the Governing Body and recorded within the minutes of that meeting.

Powers to hold Meetings with other CCGs

- 3.3.27 The CCG may hold its meetings 'in common' with those of other CCGs. In these instances, the role of Chair for the meeting will rotate between each CCG Chair. At no time will a meeting take place if the Governing Body quoracy arrangements are not met. The holding of a 'meeting in common' with another CCG does not affect the application of these standing orders and the individual terms of the CCGs' Governing Bodies as set out in their Constitution and the decisions of Herefordshire and Worcestershire CCG Governing Body will be made and recorded appropriately.
- 3.3.28 Where items are pertinent to all CCGs, items will be discussed and reflected in the minutes accordingly with all decisions reached being recorded respectively for each CCG.
- 3.3.29 Where items are pertinent to one CCG only, the respective CCG Chair or Deputy Chair will take that item, lead the discussion and ensure that the decision making is reached and recorded by those Governing Body members who have a voting right on that CCG.

Suspension of Standing Orders

- 3.3.30 Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health or NHS England, any part of these Standing Orders may be suspended at any meeting, provided that the majority of the Governing Body members are in agreement.
- 3.3.31 A decision to suspend Standing Orders together with the reasons for doing so shall be recorded in the minutes of the meeting.
- 3.3.32 A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Governing Body's Audit Committee for review of the reasonableness of the decision to suspend Standing Orders.

Minutes

- 3.3.33 All minutes will record the names and roles of the individuals in attendance.
- 3.3.34 Minutes will record the name of the individual responsible for taking and drafting minutes.

- 3.3.35 The minutes will be reviewed by the Chair of the meeting, or a nominated individual, in advance of circulation and confirmed as a true record of the meeting at the meeting following with any agreed amendments recorded. The Chair of the meeting will formally sign them off.
- 3.3.36 Copies of the draft minutes, once approved by the Chair, will be circulated to members in advance of the following meeting.
- 3.3.37 The minutes of all meetings held in public will be made available to the public at the same time as the papers for the next meeting are published. The minutes will also be published on the website.

Admission of public and the press

- 3.3.38 Some meetings of the CCG (including but not necessarily limited to the Governing Body and Primary Care Commissioning Committee) are held in public and as such members of the public and representatives of the press may attend to observe meetings.
- 3.3.39 No-one other than the members of the relevant committee may address the committee or attendees unless specifically invited by the chair to do so.
- 3.3.40 All persons other than those that are members (as specified in the constitution or relevant terms of reference) will be excluded from any meeting or part of a meeting where it is deemed that it is not in the public interest. Such circumstances will be limited to discussions relating to a matter of a confidential nature regarding an individual, or small group of individuals, where their identity could be revealed or to a matter which may be commercially sensitive. In such circumstances the Governing Body will resolve that:
- a) 'Representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest', Section 1(2), Public Bodies (Admission to Meetings) Act 1960.
- 3.3.41 In respect of the use of mechanical or electrical equipment for recording or transmission of meetings:
- a) Nothing in these Standing Orders shall be construed as permitting the introduction by the public, or press representatives, of recording, transmitting, video or similar apparatus into meetings of the CCG, CCG Governing Body or committees or sub-committees thereof. Such permission shall be granted only upon resolution of the CCG Governing Body.

Business proposed to be transacted when the press and public have been excluded from a meeting

- 3.3.42 Matters to be dealt with by the CCG Governing Body following the exclusion of representatives of the press, and other members of the public, as provided in 3.3.40 above, shall be confidential to the members of the CCG Governing Body and if appropriate, any invited attendees. The Chair will decide who may be present during a discussion of confidential items.
- 3.3.43 Members, employees, committee members, observers in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' (or other means of indicating the papers/minutes are to be treated as confidential) outside of the CCG, without the express permission of the CCG. This prohibition shall apply equally to the content of any discussion during the CCG Governing Body's meetings or committee or sub-committee meetings, which may take place on such reports or papers.

4 APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

4.1 Appointment of committees and sub-committees

- 4.1.1 The CCG may appoint committees and sub-committees of the CCG, subject to any regulations made by the Secretary of State¹, and make provision for the appointment of committees and sub-committees of its Governing Body. Where such committees and sub-committees of the CCG, or committees and sub-committees of its Governing Body, are appointed they are included in the CCG Governance Handbook
- 4.1.2 Other than where there are statutory requirements, such as in relation to the Governing Body's Audit Committee or Remuneration and Appointments Committee, the CCG shall determine the membership and Terms of Reference of committees and sub-committees and shall, if it requires, receive and consider reports of such committees at the next appropriate meeting of the CCG.
- 4.1.3 The provisions of these Standing Orders shall apply where relevant to the operation of the Governing Body, the Governing Body's committees and sub-committee and all committees and sub-committees unless stated otherwise in the committee or sub-committee's Terms of Reference.

4.2 Terms of Reference

4.2.1 Terms of Reference of statutory committees which comprise of; Audit Committee, Remuneration and Appointments Committee and Primary Care Commissioning Committee shall have effect as if incorporated into the Constitution and shall be added to the constitution at appendix 2. All other terms of reference will be available via the CCG website.

4.3 Delegation of Powers by Committees to Sub-Committees

4.3.1 Where committees are authorised to establish sub-committees, they may not delegate executive powers to the sub-committee unless expressly authorised by the CCG's Governing Body.

4.4 Approval of Appointments to Committees and Sub-Committees

4.4.1 The CCG shall approve the appointments to each of the committees and sub-committees which it has formally constituted. Equally, the Governing Body shall approve the appointments to each of the committees and sub-committees which it has formally constituted.

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

5.1 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, the CCG's Governing Body and staff have a duty to disclose any non-compliance with these Standing Orders to the Accountable Officer as soon as possible.

6 USE OF SEAL AND AUTHORISATION OF DOCUMENTS

6.1 Clinical Commissioning Group's seal

6.1.1 The Group 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) other individuals as authorised by the Governing Body.

6.2 Execution of a document by signature

6.2.1 The following individuals are authorised to execute a document on behalf of the CCG by their signature.

- a) the Accountable Officer;
- b) the Chair of the Governing Body;
- c) the Chief Finance Officer;
- d) other individuals as authorised by the Governing Body.

7 OVERLAP WITH OTHER CLINICAL COMMISSIONING GROUP POLICY STATEMENTS / PROCEDURES AND REGULATIONS

7.1 Policy statements: general principles

7.1.1 The CCG will from time to time agree and approve policy statements/ procedures which will apply to all or specific groups of staff employed by NHS Herefordshire and Worcestershire Clinical Commissioning Group. The decisions to approve such policies and procedures will be recorded in the appropriate minutes and will be deemed where appropriate to be an integral part of the Group's Standing Orders.

Appendix 4: Standing Financial Instructions

#	Area of Responsibility	Authority Delegated to
Management of Budgets		
1	Responsibility of keeping expenditure within budgets	
	a) At individual budget level (Pay and Non-Pay)	Budget Holder
	b) For the totality of services covered by the CCG	Accountable Officer or Chief Finance Officer or Managing Directors
	c) Approving expenditure up to a maximum of £50k	Accountable Officer or Chief Finance Officer or Managing Directors
	Budget Virements - Resulting from an authorised contract variation	
2	a) Greater than £100,000	Accountable Officer or Chief Finance Officer or Managing Directors
	b) Greater than £500 up to £24,999	Budget Holder
	c) £500 and below	Budget Manager
	d) For other virements greater than £10,000	Clinical Commissioning and Executive Committee
	e) For other virements below £10,000	Budget Holder

Business Cases		
3	a) Approval of Business Cases - Cases cost neutral (Recurrent or Non-Recurrent)	
	i) Exceeding £1m	Governing Body
	ii) £250,000 - £999,999	Clinical Commissioning and Executive Committee
	iii) Below £249,999	Accountable Officer or Chief Finance Officer
	b) Business Cases – Variation over original budget	
	i) Greater than 20%	Governing Body
	ii) 10%-19%	Clinical Commissioning and Executive Committee
	iii) Less than 10%	Accountable Officer or Chief Finance Officer
	Maintenance/Operation of Bank Accounts	
4	a) Maintenance and operation in accordance with mandate approved by Governing Body	Chief Finance Officer
	b) Cash Requisitions/ Draw Down	CCG finance staff in accordance with the cash limit & cash flow reports
	c) Payment Requests - outside of normal payment process/routines	CCG finance staff within available cash limit

	d) Urgent - CHAPS	CCG finance staff subject to the normal invoice approval limits
	e) RFT/BACS	CCG finance staff within available cash limit
	f) Cash Advances to Commissioning Providers	Chief Finance Officer or Directors of Finance
	Non-Pay Revenue and Capital Expenditure/Requisitioning/Ordering/Payment for Goods and Services outside the NHS Limits quoted are per annum when ordering services to be provided over a period of time. Fragmentation of orders in order to remain within delegated limits is not acceptable.	
	a) Approval of expenditure/requisitioning/ordering	
	i) Above £50,001	Accountable Officer or Managing Directors or Chief Finance Officer or delegated deputies
	ii) Above £10,001 and up to £50,000	Executives or delegated deputies (Only staff AfC 8b and above)
	iii) Up to and including £10,000	Directors/Associate Directors or delegated deputies (Only staff AfC 8b and above)
5	iv) Approval of CHC/FNC invoices up to £5,000	CHC/FNC Administrators
	v) Approval of Corporate Services invoices up to £1,000	Corporate Business Manager
	vi) Raising of invoices up to £100,0000	CCG Staff Band 7-8b
	iv) Credit Notes	Directors/Associate Directors or delegated deputies (Only staff AfC 8b and above)
	b) In relation to Continuing Healthcare Packages:	

	Anything over these values to be formally reviewed and agreed through the CCG Quality, Resources and Performance Committee	Quality, Performance and Resources Committee
	i) Up to £2,000 per week for all packages and up to £200,000 for annual packages	Associate Director of Quality or Chief Nurse and Director of Quality or delegated deputies
	ii) Up to £1,500 per week for end of life packages	Head of CHC/CHC Clinical Lead or Associate Director of Quality or Chief Nurse and Director of Quality or delegated deputies
	iii) Up to £1,000 per week for normal packages	CHC Team Leaders or Associate Director of Quality or Chief Nurse and Director of Quality or delegated deputies
	c) Purchase Orders exceeding 12 month period.	Accountable Officer or Chief Finance Officer or Managing Directors
	d) Contracts and other approvals of expenditure with other NHS organisations and contractors such as General Practitioners:	Accountable Officer or Chief Finance Officer or Managing Directors
	e) GP Payments for AQP/Local Enhanced Services - In accordance with service specifications and Price	Primary Care Commissioning Committee
	Capital Schemes	
6	a) Selection of architects, quantity surveyors, consultant engineer and other professional advisors within EU regulations.	Accountable Officer or Chief Finance Officer or Managing Directors
	b) Financial monitoring and reporting on all capital scheme expenditure	Chief Finance Officer
	c) Granting and termination of leases	Accountable Officer or Chief Finance Officer or Managing Directors
	Procurement and contract awards for healthcare services (excluding Primary Care)	
7	a) Overall contractual value exceeding £10m	Governing Body

	b) Overall contractual value between £1.01m and £9.99m	Clinical Commissioning and Executive Committee
	c) Overall contractual value below £1m	Accountable Officer or Chief Finance Officer
All procurement and contract awards for Primary Care GP services		
	c) All contracts relating to the award of primary care GP services	Primary Care Commissioning Committees
Quotation, Tendering and Contract Procedures		
	a) Goods/services from £181,001 to £1,000,000.	Accountable Officer or Chief Finance Officer or Managing Directors and nominated deputies Inviting a minimum of three written competitive tenders
	b) Goods/services from £100,001 to £181,000.	Accountable Officer or Chief Finance Officer or Managing Directors and nominated deputies Inviting a minimum of three written quotations
	c) Goods/services from £25,001 to £100,000	Accountable Officer or Chief Finance Officer or Managing Directors and nominated deputies Inviting a minimum of two written quotations
8	d) Less than £25,000	Directors/Heads of Service – Secure Value for Money
	e) Waiving of quotations and tenders.	Accountable Officer or Chief Finance Officer or Managing Directors and reported to Audit Committee
	i) Over £180,001	Accountable Officer or Chief Finance Officer or Managing Directors
	ii) From £75,000 to £180,000	N/A - competitive tender not required at this level of expenditure
	f) Opening quotations for goods/services above £181,001	Accountable Officer or Chief Finance Officer or Managing Directors and nominated deputies

	g) Opening all tenders	Accountable Officer or Chief Finance Officer or Managing Directors and nominated deputies
	Setting of Fees and Charges	
9	a) Price of all NHS contracts, be they block, cost per case, cost and volume, spare capacity	Chief Finance Officer or nominated Deputy.
	b) Professional fees for architects, engineers, surveyors and related professions	Managing Directors
	c) All other fees and charges. Private patients, overseas visitors, income generation and all other patient related services	Chief Finance Officer or nominated Deputy
	Management of Staff not on the Establishment (HCCG - Sec 2 - Management Consultancy)	
	a) Non-medical staff and medical staff:	
10	i) Where aggregate commitment in any one year or total commitment exceeds plan, but is affordable within devolved Non pay budgets	Accountable Officer or Chief Finance Officer or Managing Directors
	ii) Where consultancy input required and not affordable within Non-Pay Budgets	Accountable Officer or Chief Finance Officer or Managing Directors
	b) Engagement of CCG's solicitors	Accountable Officer or Chief Finance Officer or Managing Directors or Associate Director of Corporate Services
	c) Booking of bank or agency staff subject to aggregate commitment above: Medical Locums, Nursing, Admin and Clerical Consultancy staff	Accountable Officer and Chief Finance Officer
11	Agreements/Licences	

	a) Extensions to existing leases	Accountable Officer or Managing Directors
	b) Letting of premises to outside organisations	Accountable Officer or Managing Directors
	c) Approval of rent based on professional assessment	Accountable Officer or Managing Directors
	Condemning and Disposal	
	a) Items obsolete, obsolescent, redundant, irreparable or cannot be repaired cost effectively:	
12	i) With current purchase new price > £250	Member of Executive Management Team and Chief Finance Officer
	ii) With current estimated purchase price <£250	Member of Executive Leadership Team
	iii) Disposal of mechanical and engineering plant (subject to estimated income exceeding £1,000 per sale)	Chief Finance Officer
	iv) Disposal of mechanical and engineering plant (subject to estimated income of less than £1,000 per sale)	Chief Finance Officer
	Losses, Write-off and Compensation	
13	a) Losses and cash due to theft, fraud, overpayment and others > £999, <£5,000 per incident or connected group of incidents	Chief Finance Officer and reported to Audit Committee.
	i) Loss of Cash (Theft/Fraud/Overpayment of salaries) < £999	Chief Finance Officer and reported to Audit Committee.
	ii) Fruitless payments (including abandoned Capital Schemes) – up to £25,000 each	Chief Finance Officer and reported to Audit Committee.

	iii) Bad debts and claims abandoned, private patients, overseas visitors and other > £999, < £5,000 each	Chief Finance Officer and reported to Audit Committee.
	b) Bad debts and claims abandoned, private patients, overseas visitors and other – up to £999 each	Chief Finance Officer and reported to Audit Committee.
	c) Damage to buildings, fittings, furniture and equipment and loss of equipment and property in stores and in use due to culpable causes (e.g. fraud, theft, arson) or other – up to £5,000 per claim	Chief Finance Officer and reported to Audit Committee.
	d) Compensation payments made under legal obligation	Accountable Officer or Chief Finance Officer or Managing Directors and reported to Audit Committee.
	e) Extra contractual payments to contractors – up to £5,000 each	Accountable Officer or Chief Finance Officer or Managing Directors and reported to Audit Committee.
	f) Ex-gratia payments	Accountable Officer
	g) Extra statutory or extra regulatory payments	Accountable Officer
13a	Novel, contentious or repercussive cases ie Severance payments	Accountable Officer or Chief Finance Officer, with reporting via NHSE/Local Area Team as required
	Reporting of Incidents to the Police	Member of Executive Leadership Team
14	a) Where a criminal offence is suspected	Advice to be sought from a member of Executive Leadership Team, Chief Finance Officer and Local Counter Fraud Specialist
	b) Where a fraud is involved	Chief Finance Officer and Local Counter Fraud Specialist
15	Petty Cash Disbursements (not applicable to central Cashier's Office)	
	a) Petty cash float replenishments up to value agreed when float originated	Chief Finance Officer or Director of Finance and Petty Cash Budget Holder

	i) Petty Cash disbursements up to > £40.00 - £100.00 EXCEPTIONAL CIRCUMSTANCES ONLY	Chief Finance Officer or Director of Finance
	b) Expenditure up to £50 per item	Petty Cash Holder on receipt of authorisation from member of Executive Management Team.
	c) Opening of new Petty cash Facilities/ increasing agreed Float	Chief Finance Officer or Director of Finance
	Receiving Hospitality	
16	a) Acceptance of gifts and hospitality above £6	Associate Director of Corporate Services
	b) Acceptance of Travel and accommodation which extends beyond direct costs incurred	Associate Director of Corporate Services
	c) Acceptance of commercial sponsorship	Associate Director of Corporate Services and CCGs Conflict of Interests Guardian
17	Implementation of Internal and External Audit Recommendations	CCG Lead with oversight by Associate Director of Corporate Services
	Personnel and Pay	
18	a) Authority to fill funded post on the establishment with permanent staff in accordance with Human Resources recruitment/selection procedure	Accountable Officer and Chief Finance Officer
	b) Authority to appoint staff to post not on the formal establishment	Accountable Officer and Chief Finance Officer
	c) Additional increments: The granting of additional increments to staff within budget	Accountable Officer and Chief Finance Officer upon the advice of Human Resources
	d) Upgrading and re-grading:	Accountable Officer and Chief Finance Officer, in accordance with Human Resources procedures

e) Appointment of posts - where Market payment required outside normal A4C conditions (VSM/GP etc)	Remuneration and Appointments Committee & Governing Body
f) Establishments	
i) Additional staff to the agreed establishment with specifically allocated finance	Accountable Officer and Chief Finance Officer
ii) Additional staff to the agreed establishment without specifically allocated finance	Accountable Officer and Chief Finance Officer
g) Pay	
i) Authority to authorise change forms effecting pay, new starters, variations and leavers	Accountable Officer and Chief Finance Officer
ii) Completion and authorisation of transactional HR documentation such as new starter forms, change forms and termination forms	Accountable Officer and Chief Finance Officer
iii) Authority to authorise overtime	Member of the Executive Leadership Team
iv) Authority to authorise travel and subsistence expenses	Line Manager
v) Approval of Agenda for Change incremental progression	Line Manager
vii) Authorise volunteer expenses	Budget Holder
viii) Discretionary payment outside Travel and Subsistence policy	Executive Leadership Committee or Remuneration and Appointments Committee
ix) Salary Advances	Accountable Officer or Chief Finance Officer or Managing Directors

x) Nominal Role	Accountable Officer or Chief Finance Officer or Managing Directors
xi) Training Approval Forms	Accountable Officer or Chief Finance Officer or Managing Directors
h) Leave	
i) Approval of annual leave	In line with Annual Leave Policy
ii) Annual leave – approval of carry forward (up to maximum of five days)	Line Manager
iii) Annual leave – Approval of carry forward (over 5 days)	Member of the Executive Leadership Team
iv) Compassionate leave	In line with Other Leave Policy
v) Special leave arrangements	In line with Other Leave Policy
vi) Leave without pay	In line with Other Leave Policy
vii) Time off in lieu	In line with Other Leave Policy
viii) Maternity Leave – paid and unpaid	In Line with Maternity, Adoption, Paternity and Parental Leave Policy
i) Sick Leave	In line with Management of Sickness Absence Policy
i) Extensions to A4C Sick leave pay arrangements i.e. Full pay on phased return etc	Accountable Officer or Chief Finance Officer or Managing Directors

ii) Extensions to Sick leave pay arrangements i.e. Full pay on phased return etc (GP/VSM)	Remuneration and Appointments Committee
j) Study Leave	In line with Training and Development Policy
k) Removal Expenses, Excess Rent and House Purchases	
l) Authorisation of payment of removal expenses incurred by officers taking up new appointments (providing consideration was promised at interview).	
i) Over £15,000 and above	Remuneration and Appointments Committee
ii) Over £7,500 to £15,000	Accountable Officer or Chief Finance Officer
iii) Up to £7,500.	Accountable Officer or Chief Finance Officer
m) Grievance Procedure	In line with Grievance Policy
All grievance cases must be dealt with strictly in accordance with the Grievance Procedure and the advice of a Human Resources Officer must be sought as appropriate	
n) Authorised Car and Mobile Phone Users	Member of Executive Leadership Team
i) Requests for new posts to be authorised as car users	Member of Executive Leadership Team
ii) Requests for new posts to be authorised as mobile telephone users	Member of Executive Leadership Team
o) Renewal of Fixed Term Contract	Accountable Officer or Chief Finance Officer

	p) Authorisation of extensions of contract beyond normal retirement age in exceptional circumstances	Accountable Officer or Chief Finance Officer
	q) Redundancy	Accountable Officer and Remuneration and Appointments Committee
	r) Decision to pursue retirement on the grounds of ill-health	Accountable Officer or Chief Finance Officer
	s) Dismissal	In line with Disciplinary Policy
	t) Clinical Support Payments e.g. GP/Executive Board payments outside of payroll	Accountable Officer or Chief Finance Officer or Managing Directors
	Authorisation of New Drugs	
19		Area Prescribing Committee and Clinical Commissioning and Executive Committee
	a) Procedure for the Adoption of New Medicinal Products applies.	Associate Director of Medicines Commissioning (in discussion with APC) for cost neutral or cost saving products
		Clinical Commissioning and Executive Committee for decisions involving additional financial spend
	Authorisation of Sponsorship Deals	
20	a) Agreements relating to CCG receiving/giving sponsorship	Clinical Commissioning and Executive Committee and reported to Audit Committee
21	Authorisation of Research Projects	Clinical Commissioning and Executive Committee

22	Authorisation of Clinical Trials	Clinical Commissioning and Executive Committee
23	Approval of Insurance Policies and sign off of Local Security Management Strategy	Accountable Officer or Chief Finance Officer or Managing Directors
Patients' and Relatives' Complaints		
24	a) Overall responsibility for ensuring that all complaints are dealt with effectively	Accountable Officer
	b) Responsibility for ensuring complaints relating to a directorate is investigated thoroughly	Directors/Associate Directors
	c) Co-ordination of the management of medico-legal complaints	Accountable Officer
Relationships with Press		
25	a) Non-Emergency General Enquiries	In accordance with the CCG's policy on media relations
	i) Within hours	
	ii) Outside hours	
	b) Emergency	
	i) Within hours	
	ii) Outside hours	

26	Infectious Diseases and Notifiable Outbreaks	Chief Nursing Officer and Director of Quality
27	Facilities for staff not employed by the CCG to gain practical experience	Upon the advice of Human Resources.
28	Review of fire precautions	Accountable Officer or Managing Directors or Associate Director of Corporate Services
29	Review of all statutory compliance legislation and Health and Safety requirements including control of Substances Hazardous to Health Regulations.	Managing Directors
30	Review of Medicines Inspectorate Regulations	Head of Medicines Management.
31	Review of compliance with environmental regulations, for example those relating to clean air and waste disposal	Managing Directors
32	Review of CCG's compliance with the Data Protection Act	Associate Director of Corporate Services
33	Monitor proposals for contractual arrangements between the CCG and outside non-NHS bodies	Chief Finance Officer or Associate Director of Corporate Services
34	Review the CCG's compliance with the Access to Records Act	Associate Director of Corporate Services
35	Review of the CCG's compliance code of practice for handling confidential information in the contracting environment and the compliance with "safe haven" per EL 92/60	Associate Director of Corporate Services
36	The keeping of a Declaration of Interests Register	Associate Director of Corporate Services
37	Attestation of sealings in accordance with Standing Orders	Associate Director of Corporate Services
38	The keeping of a register of sealings	Associate Director of Corporate Services

39	The keeping of the Gifts and Hospitality Register	Associate Director of Corporate Services
40	Retention of Records (in accordance with HSC)	Associate Director of Corporate Services
41	Clinical Audit of commissioned services	Chief Nursing Officer and Director of Quality