

CCG Board

Date of meeting		28 March 2019	
Agenda Item	17	Paper No	WHCCG19/032

CCG Corporate Governance : Update (March 2019)

Key issues	<p>This month's update on corporate governance matters relates to the following:</p> <ul style="list-style-type: none"> • The policies and documentation that have been reviewed, amended and approved by the committees of the CCG Board. • The activity of the Policy Sub Group, including updates on the review of policies and documentation in relation to the General Data Protection Regulation which came into effect on 25 May 2018. • The CCG Constitution and the review of the Terms of Reference of the Committees of the Board • The financial year-end arrangements 2018/19, including the process for the approval of the Annual Report and Statutory Accounts
Actions requested / Recommendation	<p>The West Hampshire Clinical Commissioning Group Board is asked to:</p> <ul style="list-style-type: none"> • Note the policies and documentation that have been reviewed, amended and approved by the committees of the CCG Board, as detailed in the paper. • Note the activity of the Policy Sub Group, including updates on the review of policies and documentation in relation to the General Data Protection Regulation which came into effect on 25 May 2018. • Note the update regarding the CCG Constitution and the review of the Terms of Reference of the Committees of the Board. • To approve the updated Terms of Reference for the Audit Committee, the Clinical Cabinet, the Clinical Governance Committee, the Finance Committee, the Primary Care Commissioning Committee and the Remuneration Committee. • Note the financial year-end arrangements 2018/19, including the process for the approval of the Annual Report and Statutory Accounts.

Principal risk(s) relating to this paper	There are no risks relating to this paper.
Other committees / groups where evidence supporting this paper has been considered	Policy Sub Group Audit Committee Clinical Cabinet Clinical Governance Committee Finance Committee Primary Care Commissioning Committee Remuneration Committee
Financial and resource implications / impact	There are no financial or resource implications arising from this paper.
Legal implications / impact	There are no legal implications arising from this paper.
Public involvement – activity taken or planned	Not applicable
Equality and Diversity – implications / impact	All approved policies have been assessed for equality impact.
Report Author	Jackie Zabiela, Governance Manager Ian Corless, Board Secretary/Head of Business Services
Sponsoring Directors	Mike Fulford, Chief Finance Officer and Deputy Chief Officer
Date of paper	21 March 2019

CCG CORPORATE GOVERNANCE: UPDATE (MARCH 2019)

1. INTRODUCTION

1.1 This month's update on corporate governance matters relates to:

- The policies and documentation that have been reviewed, amended and approved by the committees of the CCG Board.
- The activity of the Policy Sub Group, including updates on the review of policies and documentation in relation to the General Data Protection Regulation which came into effect on 25 May 2018.
- The CCG Constitution and the review of the Terms of Reference of the Committees of the Board, which are submitted for approval.
- The financial year-end arrangements 2018/19, including the process for the approval of the Annual Report and Statutory Accounts

2. POLICIES / GUIDELINES / PROCEDURES

2.1 The Policy Sub Group has delegated responsibility for the review and recommendation for approval of non-clinical and Health & Safety policies, guidelines and procedures and reports directly to the Board. Work is ongoing through this group on the policy review programme for the CCG. Clinical / service user facing policies are reviewed by the Clinical Governance Committee.

2.2 The following is a summary of the numbers and status of the documents currently listed on the policy / document schedule.

Status	Number
Individual policies approved (not under review)	48
Existing policies currently under review process	16
New policies in draft / in development	1
Other documents / procedures / guidelines approved (not under review)	18
Other existing documents currently under review process	2
Other documents to be developed	
Total	85

2.3 As reported to previous meetings of the Board, the CCG's Information Governance (IG) and IT Information Security policies and documentation needed to be reviewed and amended in light of the General Data Protection Regulation (GDPR) and the Data Protection Act (DPA) 2018 which came into effect on 25 May 2018. Whilst all IG policies have been reviewed and approved, there remains one IT Information Security policy outstanding from South, Central & West Commissioning Support Unit (SCW CSU) who provide IT networks, equipment and support to the CCG:

- **Remote Working & Portable Devices Policy COR/049/V2.01:** The purpose of this policy is to protect information that is processed remotely or is stored on portable devices. This policy is being completely re-written and will need to proceed through the SCW CSU governance / approval process, currently scheduled for May 2019, before coming to the CCG.

2.4 The Board is asked to note that the following documentation has been reviewed and where necessary amended in accordance with policy / document review processes and recommended for approval by the Policy Sub Group:

- **GP Sessional Working Policy COR/031/V2.01.** This policy sets out the process for GP sessional working and how payment will be made. It has been reviewed in accordance with policy review arrangements and has been amended to cross reference with the Agency & Interim Use Policy, clarify IR35 tax rules regarding people working in the public sector through a personal service company or other intermediary such as a GP practice and the CCG decision that these individuals must be placed on the CCG payroll for employment tax purposes, to amend the off payroll threshold and to update the equality impact assessment statement.
- **Agency and Interim Use Policy HR/041/V1.01.** This policy has been developed to strengthen and bring together existing protocols and guidance on the use of agency and interim workers. It has been reviewed in accordance with policy review arrangements and has been updated to amend the threshold where the CCG must seek assurance from contractors with off payroll arrangements, to reflect the current reporting structure and to update the equality impact assessment statement and appendix.
- **Guidelines for the Use of Petty Cash (Version 2).** These guidelines specify the types of expenditure where petty cash may be used. They have been reviewed in accordance with policy review arrangements, however no amendments were required.
- **System Level Security Policy COR/048/V2.07.** The purpose of this policy is to provide guidance on the development, implementation and management of system level security procedures. It has been reviewed by the SCW CSU Cyber Security Manager and the CCG Governance Manager, with the key amendments to content being to bring it in line with the latest Data Protection Legislation and cyber security guidelines and to re-format in accordance with the CCG policy template, including updating the EIA statement.
- **Registration Authority Policy COR/045/V2.01.** The SCW CSU Registration Authority (RA) is responsible for verifying the identity of health care professionals and workers who wish to register to use National NHS services including GP clinical systems, pharmacy systems, Choose and Book, the electronic Prescription (EPOS), Secondary Use Service (SUS), Map of Medicine (MoM), Summary Care Record (SCR). This policy details the roles and responsibilities of the RA in issuing and monitoring the use of Smartcards to access these systems. The policy has been reviewed by the SCW CSU Cyber Security Manager, the Registration Authority and the CCG Business and Governance Managers, with key amendments to content being addition of definitions and updates to training and monitoring arrangements.

Clinical Governance Committee

2.5 The Board is asked to note that the following policy has also been reviewed and approved by the Clinical Governance Committee:

- **Policy for the Management of Complaints COR/007/V3.00.** This policy describes the controls in place to effectively manage, investigate and resolve complaints. It has been reviewed in accordance with policy review arrangements and has been updated in light of latest legislation including GDPR, the findings of the reviewed equality impact assessment, to strengthen policy monitoring arrangements and to frame the decision making process regarding escalation. This policy is an interim policy which will be brought back to the Committee in July as the Patient Experience & Complaints Team are in the process of changing a number of ways of working to better meet the needs of the population. This includes moving away from a standard 25 day response time to a timeframe that is negotiated with the complainant that takes account of the complexity of the complaint (in line with national guidance) and to also review the complaints pathway as the aim is to improve local resolution of a concern before it becomes a complaint.

2.6 Approved policies / documents are available on the CCG [website](#):

3. CCG CONSTITUTION AND COMMITTEES OF THE BOARD

3.1 As reported previously, NHS England published an updated and fit-for-purpose [new model CCG constitution and supporting notes](#). This is considerably shorter than the original version published in 2012 and identifies the minimum requirements to be included. The model sets out the rules and procedures that the CCGs should use to ensure probity and accountability and to ensure that decisions are taken in an open and transparent way.

3.2 The new model provides the CCG with a further opportunity to review arrangements, particularly in the light of system reform. The Terms of Reference for all Board Committees, including membership, have been reviewed in the final quarter of 2018/19, so that a consistent and up to date set are in place for the commencement of the 2019/20 financial year. In turn, once approved by the Board this will enable the detailed work to be completed on the refresh of the CCG Constitution, to be presented to the Board for sign-off by May 2019 at the latest.

3.3 The Terms of Reference for the following Committees of the Board are attached for approval:

- Audit Committee (statutory Committee of the Board)
- Clinical Cabinet
- Clinical Governance Committee
- Finance Committee
- Primary Care Commissioning Committee (statutory Committee of the Board)
- Remuneration Committee (statutory Committee of the Board)

3.4 Where there have been significant amendments, particularly to the role and membership of Committees, these have been submitted with tracked changes. It is advised that no further changes are made until such time that the revised Constitution has been submitted.

4. 2018/19 FINANCIAL YEAR END PLANNING

4.1 The Audit Committee, at its meeting on 18 March, reviewed the action plan and timetable for the Financial Year-End Arrangements 2018/19, including the Approval of Annual Report and Statutory Accounts. The key milestones in the process are as follows:

- The CCG is required to submit its draft annual report to NHS England by 5.00pm on Thursday 18 April 2019. Draft accounts are to be submitted to NHS England by 9.00am on Wednesday 24 April 2019, and make the same information available to its appointed external auditors (Grant Thornton).
- The audit is likely to commence during the week commencing 29 April 2019. The auditors are required to report on the CCG's annual accounts to NHS England by 12.00 noon on Tuesday 28 May 2019.
- As delegated by the Board, West Hampshire CCG's Audit Committee will meet on Wednesday 22 May 2019 to review and approve the final version of the Annual Report and Accounts of the CCG, for submission to NHS England by noon on Tuesday 28 May 2019.
- The Audit Committee will be briefed at specific points as the audit progresses and all Board members are invited to attend meeting(s) once these are arranged (end-April and/or mid-May). Early sight of the draft Annual Report will be provided, for comment.

4.2 The Directors Statements of Responsibilities and the Annual Governance Statement together with a letter of representation will be signed following the Audit Committee meeting. The Chief Officer will also sign and date the Statement of Financial Position (Balance Sheet). The auditors will present an ISA 260 (Annual Governance) report at the Audit Committee meeting before the accounts are adopted, which will report all errors to those charged with governance, including those which do not result in a change to the accounts. The accounts cannot be published until the auditors have issued an opinion on them.

4.3 Clinical commissioning groups should publish their Annual Report and Accounts in full on their public website, in line with the NHS England submission, and a public meeting must then be held prior to 30 September 2019 at which the Annual Report and Audited Accounts are presented. The date for this meeting will be confirmed shortly.

4.4 Board members are asked to state that as far as he/she is aware there is no relevant audit information of which the CCG's auditors are unaware. In addition, that he/she has taken all the steps that he/she ought to have taken as a member of the Board in order to make him/herself aware of any relevant audit information and to establish that the CCG's auditors are aware of that information

5. ACTION

5.1 The West Hampshire Clinical Commissioning Group Board is asked to:

- **Note the policies and documentation that have been reviewed, amended and approved by the committees of the CCG Board, as detailed in the paper.**
- **Note the activity of the Policy Sub Group, including updates on the review of policies and documentation in relation to the General Data Protection Regulation which came into effect on 25 May 2018.**
- **Note the update regarding the CCG Constitution and the review of the Terms of Reference of the Committees of the Board.**
- **To approve the updated Terms of Reference for the Audit Committee, the Clinical Cabinet, the Clinical Governance Committee, the Finance Committee, the Primary Care Commissioning Committee and the Remuneration Committee.**
- **Note the financial year-end arrangements 2018/19, including the process for the approval of the Annual Report and Statutory Accounts.**

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AUDIT COMMITTEE

TERMS OF REFERENCE

1 Constitution

- 1.1 The Audit Committee (the Committee) is a Committee of the Clinical Commissioning Group (CCG) Board and has those executive powers specifically delegated to it by the CCG Board within the Scheme of Delegation and in these Terms of Reference.
- 1.2 In line with the requirements and guidelines of the NHS Audit Committee Handbook, NHS Code of Conduct and Accountability, the Audit Committee is established to provide the CCG with an independent, critical and objective view of its systems and processes and compliance with laws that regulate and govern the NHS.
- 1.3 The Committee is accountable to the CCG Board.
- 1.4 These Terms of Reference will be reviewed annually by the Committee and submitted to the CCG Board for approval.

2 Purpose

- 2.1 The Committee's primary purpose is to support the CCG Board to discharge its functions relating to CCG financial duties and its main function of overseeing efficiency, effectiveness, economy and governance.
- 2.2 It will work to deliver and support an integrated governance, assurance and scrutiny process covering all the objectives of the CCG and any risks to them being achieved, including corporate and clinical governance, information governance, financial control and internal control.
- 2.3 The Committee will, for those aspects of corporate, clinical and information governance associated, particularly, with internal control procedures:
 - support the CCG Board in its governance and oversight role
 - provide assurance and scrutiny on objectives and risks
 - review the effectiveness of systems and controls
 - review the Assurance Framework
 - oversee external audit, internal audit, local counter fraud services and other external assurance functions
 - review and approve the CCG's Annual Accounts on behalf of the CCG Board
 - review the register of gifts and hospitality
 - review the register of interests
 - accountable for ensuring the effective management, accountability, resources, improvements and compliance in all aspects of information governance (IG)

3 Responsibilities

3.1 The Committee's ~~has a number of principal duties and responsibilities: the key aims are to~~ can be categorised as follows:

- ~~• ensure effective governance~~
- ~~• risk management, and~~
- ~~• internal controls.~~

3.2 Integrated Governance, Risk Management and Internal Control

3.32 ~~Whilst not losing the focus on financial control and risk, t~~The Committee shall ~~monitor and, where necessary,~~ review the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the whole of the CCGs' activities that support the achievement of its objectives. In particular, the Committee will review the adequacy of:

3.3 ~~In particular, the Committee will review the adequacy of:~~

- ~~• financial planning, reporting and controls established within the CCG~~
- ~~• integrated governance systems and processes within the CCG~~

- all risk and control related disclosure statements, in particular the Annual Governance Statements, together with any accompanying Head of Internal Audit statement, and declarations of compliance with External Audit Opinion and any other appropriate independent assurances, and approve them on behalf of the CCG Board
- the underlying assurance processes that indicate the degree of the achievement of corporate 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
- the policies and procedures for all work related to counter fraud, bribery and corruption as set out in Secretary of State Directions and as required by the NHS ~~Protect~~Counter Fraud Authority, and

- ~~• the compliance in all aspects of information governance.~~

3.4 In carrying out this work the Committee will primarily utilise the work of external audit, internal audit, the local counter fraud specialist, CSU Information Governance Lead and other assurance functions but will not be limited to these audit functions. It will also seek reports and assurances from CCG employees as appropriate, concentrating on the over-arching 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. As part its integrated approach the Committee will have effective relationships with other key Committees (for example the Clinical Governance Committee, the Finance Committee and the Primary Care Commissioning Committee, so that it understands processes and linkages. However, these other Committees must not usurp the Committee's role.

3.5 External Audit

3.5.1 The Committee shall review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process. In particular, tThe Committee shall review the work and findings of its external auditor and consider the implications and the management's responses to their work. This will be achieved by:

- consideration of the performance of the external auditor as far as the rules governing the appointment permit (and make recommendations to the Board when appropriate).
- discussion and agreement with the external auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure coordination, 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 CCG and associated impact on the audit fee
- review of all external audit reports, including agreement of the Annual Audit Letter before submission to the CCG Board and any work carried outside the Annual Audit Plan, together with the appropriateness of management responses
- ensuring that there is in place a clear policy in place for the engagement of external auditors to supply non-audit services
- discussing any problems and reservations arising from the external auditor's work and any other matters the external auditor may wish to discuss (in the absence of CCG officers, as necessary).

3.5.2 In addition, there are certain required communications between the External Auditors and Audit Committee and these include

Fraud

- Enquiries to determine whether the Audit Committee has knowledge of any actual, suspected or alleged fraud affecting the CCG
- Disclosure of any fraud the Audit Committee has identified or information it has obtained that indicates a fraud may exist
- A discussion of any other matters related to fraud

Going concern

- Events or conditions identified that may cast significant doubt on the CCG's ability to continue as a going concern, including:
 - Whether the events or conditions constitute a material uncertainty
 - Whether the use of the going concern assumption is appropriate in the preparation and presentation of the financial statements
- The adequacy of related disclosures in the financial statements

3.6 Internal Audit

3.6.1 The Committee shall ensure that there is an effective internal audit function established by the CCG which meets mandatory NHS internal audit standards and provides appropriate independent assurance to the Committee, Chief

Officer and the CCG Board. 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 medium term Strategic Plan and Annual Audit 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
- consideration of the major findings of internal audit work (and management's response), and ensure 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 organisation; and
- undertaking an annual review of the effectiveness of internal audit.

3.6.2 The Committee shall receive a report from the Head of Internal Audit on any internal audit reports completed and the management response to these. It shall also review an Annual Report from the Head of Internal Audit.

3.7 Other Assurance Functions

3.7.1 The Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications to the governance of the organisation.

3.7.2 These will include, but will not be limited to, any reviews by Department of Health and Social Care arm's length bodies or regulators/inspectors, for example, the Care Quality Commission, NHS ~~Litigation Authority~~Resolution, and professional bodies with responsibility for the performance of staff or functions such as the Royal Colleges, or other accreditation bodies.

3.7.3 In addition, the Committee will review the work, function and terms of reference of other committees within the CCG, whose work can provide relevant assurance to the Audit Committee's own scope of work. In particular, this will include any clinical governance, risk management or quality committees that are established.

3.7.4 In reviewing the work of a clinical governance committee, and issues around clinical risk management, the audit committee will wish to satisfy itself on the assurance that can be gained from the clinical audit function.

3.7.54 The Committee shall also be informed by the work and reports of other internal and external scrutiny, review and enquiry bodies.

3.8 Counter Fraud

3.87.15 The Committee shall satisfy itself that the CCG has adequate arrangements in place for counter~~ing~~ fraud, bribery and corruption that meet the NHS Counter Fraud Authority's (NHSCFA) standards and ~~will~~ review the outcomes of ~~counter fraud~~ work in these areas on an annual basis. It will also approve the annual counter fraud work programme.

3.8.2 In accordance with 3.2 of the NHSCFA's Fraud Commissioner Standards, the

Audit Committee has 'stated its commitment to ensuring commissioners achieve these standard and therefore requires assurance that they are being met via NHSCFA's quality assurance programme'.

3.8.3 The Committee will refer any suspicions of fraud, bribery and corruption to the NHSCFA.

3.98 Financial Reporting

3.9 The Committee shall monitor the integrity of the financial statements of the CCG and any formal announcements relating to its financial performance.

3.98.24 The Committee shall review and approve the Annual Accounts and, where possible, the Annual Report on behalf of the Board, focusing particularly on:

- the wording in the Annual Governance Statement and other disclosures relevant to the Terms of Reference of the Committee
- changes in, and compliance with, accounting policies and practices and estimation techniques
- unadjusted mis-statements in the financial statements
- significant judgmental areas in the preparing of the financial statements
- significant adjustments resulting from the audit
- letters of representation
- explanations for significant variances
- quantitative aspects of financial reporting.

3.98.32 The Committee should also ensure that the systems for financial reporting to the CCG Board, including those of budgetary control, are subject to review - as to completeness and accuracy of the information provided to ~~the CCG Board.~~

3.109 Information Governance

3.109.1 Ensuring the effective management, accountability, resources, improvements and compliance in all aspects of information governance including:

- developing, providing direction and maintaining an Information Governance (IG) management framework strategy and supporting corporate/directorate policies.
- ensuring Board awareness and support for IG resourcing and implementation of improvements.
- establishing coordinated working groups for the information asset owners and information asset custodians.
- ensuring annual assessments and audits and policy reviews are undertaken where required.
- ensuring the annual assessment and associated improvement plans are prepared for approved on behalf of the Board prior to 31 March each year.
- ensuring that the CCG is in line with the requirement in respect to the training of its staff as stated within the Information Governance Toolkit.

- receiving outcomes of investigations into IG Serious Incidents Requiring Investigation (SIRIs).
- receiving quarterly updates on progress with IG audits, training and toolkit evidence requirements, together with updates on any incidents that may have occurred.
- identifying and allocate resource implications incurred by the implementation of the Information Governance framework, policy and improvement plan.
- determining arrangements for handling Freedom of Information requests, and receiving an annual assurance review of requests received and processed.

3.1~~10~~ Conflicts of Interest

3.1~~10~~.1 The chair of the Audit Committee has a lead role in ensuring that the CCG Board and the wider CCG behaves with the utmost probity at all times. The Chair of Audit Committee oversees key elements of governance including the appropriate management of conflicts of interest. This includes ensuring that:

- The Standards of Business Conduct and conflicts of interest policy is regularly reviewed, and meets statutory guidance.
- The regular CCG self-assessments (annual and quarterly) are completed and submitted to NHS England, in line with assurance requirements, including the publication of the register of declared interest, the register of procurement decisions and the register of gifts and hospitality.

3.1~~10~~.2 The Chair of the Audit Committee will act as the Conflicts of Interest Guardian. The conflicts of interest guardian should in collaboration with the Board Secretary:

- 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
- Be a safe point of contact for employees or workers of the CCG to raise any concerns in relation to this policy
- Support the rigorous application of conflict of interest principles and policies
- Provide independent advice and judgment where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation
- Provide advice on minimising the risks of conflicts of interest.

3.12 Whistleblowing

3.12.1 The Committee shall review the effectiveness of arrangements in place for allowing staff to raise (in confidence) concerns about possible improprieties in financial, clinical or safety matters and ensure that any such concerns are investigated proportionately and independently.

4 Scope of authority and decision-making

4.1 The Committee is required to work in accordance with these Terms of Reference and the CCG's Standing Orders, Standing Financial Instructions

and Scheme of Reservation and Delegation.

- 4.2 The Committee will work to the professional and legal standards required of its members.
- 4.3 The Committee will ensure that it reports to the CCG Board on any matters which properly fall within the Board's 'Schedule of Matters Reserved to the CCG Board'.
- 4.4 The Committee is authorised by the CCG Board to investigate any activity within its terms of reference.
- 4.5 It is authorised to seek any information it requires from any employee of the CCG and all employees are required to co-operate with any request made by the Committee.
- 4.6 Matters for consideration by the Committee may be nominated by any member of the CCG Board or the Accountable Officer, or the Chief Finance Officer of the CCG.
- 4.7 The Committee is authorised by the CCG Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- 4.8 The following actions can be undertaken on behalf of the CCG Board:
 - receive the External Audit Plan with the external auditor before the Audit commences and agree the extent of reliance to be placed upon the Annual Internal Audit Report
 - review the external audit Annual Audit Letter and management response
 - agree, on an annual basis, the programme of internal audit review for the coming year and endorse any subsequent variation in this programme
 - review the Annual Governance Statement which should reflect the findings of relevant self assessments or inspections for example, Care Quality Commission reports, internal audit reports and the Assurance Framework
 - review the work plan and periodic reports of the local counter fraud service and consider actions necessary by the CCG to combat fraud and corruption
 - consider any other issues relating to internal control, such as variations to Standing Orders and Standing Financial Instructions, schedules of losses ~~and~~ compensations, and receive details pertaining to the use of CCG's official Seal
 - a review of every decision to suspend Standing Orders, as required by Standing Orders.

5 **Membership, ~~and attendance~~ and access**

- 5.1 The Committee will comprise all Lay members of the Board.

- 5.2 The Committee will be Chaired by the Lay member for Governance.
- 5.3 The ~~Accountable Officer~~, Chief Finance Officer and appropriate external and internal auditors ~~and local counter fraud service representatives~~ shall normally attend meetings. The counter fraud specialist will attend a minimum of two committee meetings. However, at
- 5.4 At least once a year the Committee should meet privately with the external and internal auditors. The Head of Internal Audit and a representative of external audit have a right of direct access to the Chair of the Committee.
- 5.5 The Accountable Officer shall attend meetings, as required by the Committee Chair, and should discuss annually with the Committee the process for assurance that supports the governance statement. The Accountable Officer should also attend when the Committee considers the draft annual governance statement and the annual report and accounts.
- 5.64 The Committee has the power to invite others to attend (including other CCG employees) when it believes this would provide it with relevant and necessary expertise and experience that otherwise would not be available to it. For example, other executive directors and managers when the Committee is discussing areas of risk or operation that are the responsibility of that director.
- 5.75 The meeting will be quorate when there are two Lay members of the CCG Board present.
- 5.86 The Chair of the CCG Board will not be a member of the Committee, but may attend meetings of the Committee by invitation from the Committee Chair only.

6 Frequency

- 6.1 Meetings shall be held a minimum of four times a year, and normally five times a year.
- 6.2 The external auditor, internal audit or local counter fraud service may request a meeting if they consider that one is necessary.
- 6.3 Additional meetings may be called by the Committee Chair if required.

7 Management

- 7.1 Decisions will generally be made on the basis of consensus.
- 7.2 In the case of an equality of votes, the chair shall have a second vote which will be the casting vote.
- ~~7.3 The Committee Chair will provide reports on the work of the Committee to Part I or Part II of the CCG Board meeting according to the nature of the business to be reported.~~
- 7.4 The agenda and any papers shall normally be circulated to members five working days before the date of the meeting.

- 7.5 The Committee will be permitted to meet, for the whole or part of any meeting, without any officers being present. The Chair of the Committee will raise any issues with the CCG Board and this could mean excluding anyone normally present from that meeting.
- 7.6 The Committee shall request and review reports and positive assurances from the Accountable Officer and Chief Finance Officer on the overall arrangements for governance, risk management and internal control. They may also request specific reports from individual functions within the organisation.

8 Reporting and administrative support

8.1 The Committee shall report to the Board on how it discharges its responsibilities

8.2 The minutes of Committee meetings shall be formally recorded and be submitted to the CCG Board.

8.2 The Chair of the Committee shall draw to the attention of the CCG Board any issues that require disclosure to the full Board or require executive action.

8.3 The Committee Chair will submit an Audit Committee Annual Report to the CCG Board covering the principal areas of responsibilities and any other matters that of note. This shall include its work in support of the Annual 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 evidence that shows the organisation is fulfilling regulatory requirements relating to its existence as a functioning business.

8.4 The Annual Report shall also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee has considered in relation to the financial statements.

~~8.3 The Committee will ensure that it monitors the adequacy and effectiveness of its work in support of the Annual Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the organization and the integration of governance arrangements.~~

~~8.4 The Committee Chair will submit an Audit Committee Annual Report to the CCG Board covering the principal areas of responsibilities and any other matters that of note.~~

8.5 The Committee will be supported administratively by the CCG's Governance Team to include agreement of agendas, meeting dates, meeting venues, listing of attendees, collation of papers, minute taking, action tracking and advising the Committee on pertinent areas for inclusion into agendas or meetings.

8.6 The Chair of the Committee shall liaise with lay members and the Chief Finance Officer, to ensure Committee members received the development and training they need.

Date Last Approved: ~~30-22~~ March 20187

Date for Review: March 20198

Reviewed: ~~12 March 2018~~

Date Revision confirmed by Board: ~~22 March 2018~~

WEST HAMPSHIRE CLINICAL COMMISSIONING GROUP: CLINICAL CABINET

TERMS OF REFERENCE (~~May 2018~~ March 2019)

1. Constitution and Accountability

- 1.1. The West Hampshire Clinical Commissioning Group (WHCCG) Clinical Cabinet (the “Cabinet”) is a sub-committee of the WHCCG Board.
- 1.2. The Cabinet is responsible for exercising those executive powers specifically delegated to it by the WHCCG Board in accordance with the Scheme of Delegation and as set out in these Terms of Reference, which will be reviewed annually by the WHCCG Board.

2. Purpose

- 2.1. The purpose of the Committee is to bring together all locality and specialty clinical leads and senior management (Board directors) to:
 - approve –
 - common commissioning strategies and approaches and provider proposals
 - clinical specifications relating to outline and full business cases
 - clinical policies and priority statements
 - locality constitutions
 - agree –
 - clinical priorities for the CCG
 - priorities for CCG commissioning and operating plans
 - QIPP proposals
 - promote –
 - clinical and wider ~~patient and public stakeholder~~ engagement in commissioning
 - good practice in clinical commissioning
 - equity of access in commissioning services
 - innovation
 - maintain –
 - an overview of all commissioning by the CCG, including activities undertaken by localities and the implementation of new models of care
 - align –
 - portfolios of the clinical directors and localities and support the development and operation of the locality commissioning structure.
 - engage –
 - with the wider clinical community – within CCG membership and other commissioners and providers

3. Responsibilities

3.1. The responsibilities of the Clinical Cabinet are to:

- approve clinical strategy and policy as delegated by the Board
- make recommendations to the Board across all the business of the CCG
- provide an opportunity for collective working and sharing of intelligence and learning;
- develop a common approach to commissioning strategies
- maintain an overview of all commissioning, including activities undertaken by localities and the implementation of new models of care
- facilitate engagement with the wider clinical body
- provide timely clinical commissioning consideration of key work programmes
- maximise clinical engagement in commissioning and QIPP and Reform plans
- provide a forum for decisions relating to clinical networks
- **consider as part of its work programme annual priorities and objectives.**

4. Scope of authority and decision-making

4.1 The Cabinet will recommend matters for consideration by the WHCCG Board and ensure that it works in accordance with the terms of the CCG's Standing Orders, Standing Financial Instructions and Scheme of Delegation and reports to the Board on any matters which properly fall within the 'Schedule of Matters Reserved to the Clinical Commissioning Group'.

5. Membership and attendance

5.1 Membership of the Cabinet shall consist of the following voting members:

- CCG Medical Director
- Locality Clinical Directors
- ~~CCG Clinical Chairman~~
- Clinical Directors (clinical specialty leads)
- Director of Commissioning (South West)
- Director of Commissioning (Mid Hampshire)
- Director of Quality and Nursing
- Director of Strategy and Service Development

5.2 Deputies may attend on behalf of members but only where they have the full authority of the members, (i.e. they are present in an "acting" capacity)

5.3 The following will also be invited to the meeting on a standing basis in a non-voting capacity:

- **CCG Clinical Chairman**
- Chief Officer
- Chief Finance Officer and Deputy Chief Officer
- Director of Performance and Delivery
- Communications Team representative
- Public Health representative
- Board Secretary or nominated Governance Manager

- 5.4 Members are reminded of the importance of ensuring that they review all agenda items, consider the implications for any conflicts of interest and to make these are known to the Chair, either before the meeting or the item under consideration.
- 5.5 The Medical Director shall be Chair of the Clinical Cabinet and the Deputy Chair of the Clinical Cabinet shall be a clinician employed by the CCG, appointed and approved by the Board. The Directors of Commissioning will support the Chair and Deputy Chair in planning the programme of meetings
- 5.6 The Cabinet must be quorate when any formal decisions are made or votes taken, with clinical members being in the majority. A quorum shall comprise the attendance of members from the following groups:
- 3 x Locality Clinical Directors
 - 2 x Clinical Directors (specialties)
 - 3 x Board Executive Directors (one of the Medical Director and Director of Quality and Nursing, and one of the Directors of Commissioning must be present)
- 5.7 Others may be invited to attend for specific items with the prior agreement of the Chair, Deputy Chair and/or Chief Officer. Deputy Directors can attend in order to report back to their Directorate, but cannot have delegated decision making powers.
- 5.8 There will be provision within the Cabinet meeting timetable for briefings and workshop discussions on pre-agreed topics. Invitations to these discussions may extend to CCG staff outside the membership of the Committee set out in section 5.1. :

6. Frequency of Meetings

- 6.1 The Cabinet will normally meet on a monthly basis, with at least 10 meetings a year.
- 6.2 The Chair and Deputy Chair of the Cabinet may convene special meetings, in line with the Standing Orders of the CCG
- 6.3 Meetings will normally be programmed to last one half-day – to cover both formal business and informal briefings/workshops

7. Management and Decision Making

- 7.1 The Cabinet Chairman will work to establish consensus as the basis of decisions. If exceptionally, the Cabinet cannot reach a decision, the Cabinet Chairman will put the matter to a vote, usually by a show of hands.
- 7.2 The Cabinet Chairman in conjunction with Directors of Commissioning will provide reports on the work of the Cabinet to Part I or Part II of the West Hampshire CCG Board meeting according to the nature of the business to be reported
- 7.3 The Governance Team will be responsible for the organisation of the Clinical Cabinet meetings.
- 7.4 The agenda and any papers shall normally be circulated to members five working days before the date of the meeting.

8. Reporting arrangements

8.1 The Cabinet will report to the CCG Board. The approved Minutes of the Cabinet will be submitted to the CCG Board.

9. Review

9.1 The Clinical Cabinet will undertake an annual review of its effectiveness in order to evaluate the achievement of its duties, priorities and objectives.

9.2 The Terms of Reference shall be reviewed as a minimum annually and at any time at the discretion of the Chair associated with necessary changes in CCG Governance arrangements.

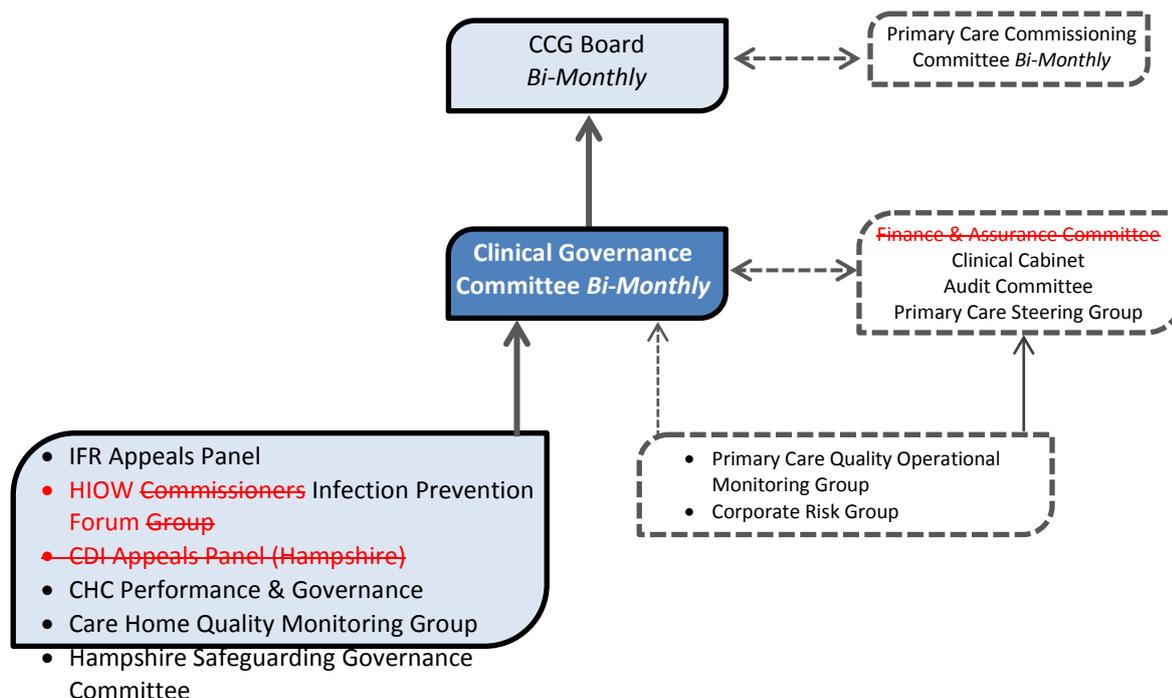
Date Board Approved: May 2018

Date for Review: March 2019

Reviewed: February 2019

Date Revision Approved: March 2019

CLINICAL GOVERNANCE COMMITTEE
TERMS OF REFERENCE



- Individual Funding Request Appeals Panel
- ~~H~~IOW Commissioners~~ Infection Prevention Forum Group (CIPG)~~
- ~~Clostridium Difficile Infection (CDI) Appeals Panel~~
- Continuing Healthcare Performance & Governance Group
- Care Home Quality Monitoring Group
- ~~Hampshire Safeguarding Governance Committee~~

The following groups will also feed into the Clinical Governance Committee:

- Quality Monitoring Group: Primary Care (sub-committee of Primary Care Steering Group)
- Corporate Risks Group (~~sub-committee of Finance & Performance Committee~~)

CLINICAL GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1. CONSTITUTION

- 1.1 The West Hampshire Clinical Commissioning Group (CCG) Clinical Governance Committee is a sub-committee of the CCG Board. The Clinical Governance Committee is established in accordance with West Hampshire CCG's Constitution, Standing Orders and Scheme of Delegation. 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 CCG's Constitution and Standing Orders.

2. PURPOSE

- 2.1 The CCG Clinical Governance Committee will seek assurance that the population of West Hampshire receives safe and high quality care and that services deliver health benefits, positive clinical outcomes and patient experience.
- 2.2 To provide the CCG Board with an assurance and scrutiny function in relation to quality of commissioned services relating specifically to patient safety, patient experience and clinical effectiveness, and to ensure appropriate action is taken where such assurance is lacking.
- 2.3 The Committee will also drive improvements in healthcare assurances within the providers from whom the CCG commissions care so that providers demonstrate year on year improvements, identifying and managing risk and underperformance.
- 2.4 To enable West Hampshire CCG as the host¹ for safeguarding to have oversight and scrutiny of governance mechanisms in place around safeguarding children within Hampshire in order to provide assurance to the five Hampshire CCGs (West Hampshire CCG, North Hampshire CCG, North East Hampshire & Farnham CCG, Fareham & Gosport CCG and South East Hampshire CCG).
- 2.5 To enable West Hampshire CCG as the host for safeguarding to have oversight and scrutiny of governance mechanisms in place around safeguarding adults within Hampshire in order to provide assurance to the three Hampshire CCGs (West Hampshire CCG, North Hampshire CCG and North East Hampshire & Farnham CCG).

3. RESPONSIBILITIES

- 3.1 The responsibility of the Committee is to provide an assurance to the CCG Board on all matters concerning duties, obligations and responsibilities relating to patient safety, patient experience and clinical effectiveness.
- 3.2 To provide assurance to the CCG Board that the process and compliance issues concerning Serious Incidents (SIs) and Never Events is robust.
- 3.3 Receive and scrutinise independent investigation reports relating to patient safety issues and agree publication plans.
- 3.4 To ensure that all sub-optimal professional and organisational clinical performance within commissioned services is effectively identified and performance managed via contract mechanisms and that the wider implications and trends are addressed.

¹ Whilst the CCG hosts the Safeguarding and Continuing Healthcare & Funded Nursing Care teams / services on behalf of the Hampshire CCGs identified above, accountability sits with each of the CCGs.

- 3.5 In conjunction with the Audit Committee, to ensure there are effective early warning systems which draw on a range of quality indicators and other sources of information to identify gaps in assurance about providers. This includes the Continuing Healthcare and Funded Nursing Care service hosted by West Hampshire CCG on behalf of the five Hampshire CCGs.
- 3.6 Respond to specific clinical governance and healthcare assurance issues identified by the Clinical Executive, Audit Committee, Clinical Cabinet, ~~the Finance and Performance Committee~~, Primary Care Commissioning Committee, other Clinical Commissioning Groups or external regulatory bodies
- 3.7 To ensure that decisions made by the Individual Funding Request (IFR) Panel for both adults and children on behalf of the CCG are appropriate and that, where an individual appeals the decision of the IFR Panel, that an IFR appeals panel is established.
- 3.8 To approve the CCG's arrangements for handling complaints.
- 3.9 To approve arrangements to minimise clinical risk, maximise patient safety and to secure continuous improvement in quality and patient outcomes.
- 3.10 To support the CCG and NHS England in discharging its responsibilities in relation to securing continuous improvement in quality of general medical services.
- 3.11 To review new / updated national guidance relating to quality and safety, together with any implications for the CCG.
- 3.12 To seek assurance on the performance of NHS organisations in terms of the Care Quality Commission, NHS Improvement and any other relevant regulatory bodies.

On behalf of Hampshire CCG's

- 3.13 To provide assurance to each of the five Hampshire CCGs' Quality / Governance Committees on all matters concerning duties, obligations and responsibilities relating to the service being provided by the Continuing Healthcare (CHC) and Funded Nursing Care Team. This will be undertaken in conjunction with the Audit Committee and by ensuring that the CHC Performance & Governance Group is applying appropriate oversight and scrutiny.
- 3.14 To provide assurance to each of the five Hampshire CCGs' Quality / Governance Committees on all matters concerning duties, obligations and responsibilities relating to safeguarding children and looked after children.
- 3.15 To provide assurance to North Hampshire and North East Hampshire CCGs' Quality / Governance Committees on all matters concerning duties, obligations and responsibilities relating to safeguarding adults.
- 3.16 To receive assurance that safeguarding adults and children processes for NHS commissioned services are robust and work in collaboration with other statutory partners. This will include the progress of providers against the respective quality assurance frameworks.
- 3.17 To ensure there are annual work plans for safeguarding adults, safeguarding children and children in care.
- 3.18 To review CCG policies for safeguarding children and adults and make recommendations to the Hampshire CCGs on their approval.

- 3.19 To receive assurance on the quality of health checks, including subsequent health outcomes for looked after children.
- 3.20 To receive the minutes of the Hampshire Local Safeguarding Children Board (HSCB), HSCB Health Sub Group, Hampshire Care Matters Board, Hampshire Safeguarding Adults Board (HSAB), HSAB Health Sub Group and review each annual action plan and the CCGs' role within it.

4. MEMBERSHIP, QUORUM AND ATTENDANCE

- 4.1 The following post-holders or nominated deputies are voting members of the Committee:
- 2 x Lay Members (one of which is the Chair)
 - Director of Quality and Nursing (Board Nurse)
 - Deputy Director of Quality & Nursing (Deputy Board Nurse)
 - Medical Director
 - CCG Chairman
 - 2 x CCG Locality Clinical Directors or another GP/clinical director to deputise
 - Chief Officer
 - Director of Strategy & Service Development
 - ~~Director of Performance & Delivery~~
 - Director of Commissioning: Mid Hampshire
 - Director of Commissioning: South West
 - Public Health / Local Authority Representative
- 4.2 All Locality Clinical Directors (Board GPs) are invited to attend the Clinical Governance Committee by virtue of their role and responsibility within the CCG but the expectation is that only two are required to be core, voting members.
- 4.3 The Directors of Commissioning for Mid Hampshire and South West will alternate attendance; whichever is not in attendance will ensure that a fully briefed deputy is present.
- 4.4 It is essential that there is always representation from both the Commissioning Directorates as well as the Strategy & Service Development Directorate. It is the responsibility of directorate representatives to provide feedback to their respective teams.
- 4.5 In addition to the above core membership, there will also be Patient Representatives in attendance at each Committee.
- 4.6 The following non-voting members will also be in attendance at the Committee to provide regular reports as detailed within the Committee Annual Work Plan:
- Senior Quality Manager: South & West
 - Senior Quality Manager: Mid Hampshire
 - Infection Prevention & Control Specialist
 - ~~Quality Manager: South~~
 - ~~Quality Manager: West~~
 - Designated Nurse: Safeguarding Children
 - Designated Nurse: Looked After Children / Children in Care
 - Consultant Nurse: Safeguarding Adults
 - Associate Director: Medicines Management
 - ~~Named GP Safeguarding Children~~
- 4.7 The CCG Clinical Governance Committee will identify a Chairman and Deputy Chairman for the Committee.

- 4.8 Only members of the Committee are entitled to be present at its meetings. Others may be invited to attend for specific items with the prior agreement of the Chair or Deputy Chair of the Committee.
- 4.9 For the avoidance of doubt CCG representatives who serve as members of the Committee do not do so to specifically represent or advocate for their own General Practice or service area but to act in the interests of the CCG as a whole as part of the overarching Governance structure.

Quoracy

- 4.10 The meetings will be quorate when there are at least five of the members appointed present, of whom there should be a Board lay representative, at least two General Practitioners and either the Director of Quality & Nursing (Board Nurse) or the Medical Director.
- 4.11 The Committee must be quorate when any recommendations are made or votes taken.

Deputies

- 4.12 With the exception of the Commissioning Directors who alternate attendance, all core members of the Committee are expected to attend all of the meetings and by exception nominate a fully briefed deputy to be 'in attendance' on their behalf. All deputies are present in an 'acting' capacity.

Voting

- 4.13 The Committee Chair shall determine whether any matter should be put to the vote for a decision. Voting will normally be effected by a show of hands and the outcome of the vote recorded in the minutes of the meeting. The vote will transfer to deputies in line with their acting responsibilities.
- 4.14 In the absence of a majority vote, the Chair (or Deputy Chair) may wish to exercise a casting vote.

5. FREQUENCY

- 5.1 Meetings will normally be held every two months.
- 5.2 Additional meetings of the Committee may be held on an exceptional basis at the request of the Chair, deputy Chair or any three members of the Committee.

6. MANAGEMENT

- 6.1 Decisions will generally be made on the basis of consensus. In certain circumstances it may be necessary for all members to vote, normally by a show of hands.
- 6.2 In the case of an equality of votes, the chair shall have a second vote which will be the casting vote.
- 6.3 The majority of the Committee's business shall be conducted in an open and transparent way. Matters of a particularly confidential nature will be reserved to a confidential part two of the meeting.
- 6.4 Members of the Committee who have any direct or indirect financial or personal interest in a specific agenda item, or if the practitioner is interested in providing a service in relation to that agenda item, they should declare such an interest to the Chair. The individual or individuals must abstain from the discussion and take no part in, or influence, the decision. It

will be at the discretion of the Chair to decide whether exclusion from the discussion/decision or from the meeting would be appropriate. The minutes will record all declarations of interest and actions taken in mitigation.

- 6.5 The Committee shall determine an annual work plan and schedule of regular reports for the Committee.
- 6.6 The Committee shall identify regular secretarial support for the Committee to ensure consistency of format of Committee records.
- 6.7 The agenda and any papers shall normally be circulated to members a minimum of 5 working days before the date of the meeting.

7. REPORTING ARRANGEMENTS

- 7.1 The CCG Clinical Governance Committee will report to the Board.
- 7.2 The minutes of the Committee will also be received by the CCG Board and Audit Committee.
- 7.3 The Business Services Manager will ensure that an accurate record of meetings is published on the website: www.westhampshireccg.nhs.uk.

8. SUB-COMMITTEES

- 8.1 The CCG Clinical Governance Committee may at times create sub-committees to deal with agenda items needing more detailed attention and that these sub-committees will be constituted by, dissolved when necessary and report to the Clinical Governance Committee.
- 8.2 The following sub-committee will report to the Clinical Governance Committee:
 - Individual Funding Request Appeals Panel
 - ~~HIOW Commissioners~~ Infection Prevention Forum Group (CIPG)
 - ~~Clostridium Difficile Infection (CDI) Appeals Panel~~
 - Continuing Healthcare Performance & Governance Group
 - Care Home Monitoring Group
 - Hampshire Safeguarding Governance Committee
- 8.3 The following groups will also feed into the Clinical Governance Committee:
 - Quality Monitoring Group: Primary Care (sub-committee of Primary Care Steering Group)
 - Corporate Risk Group (~~sub-committee of Finance & Performance Committee~~)

9. KEY RELATIONSHIPS

- 9.1 The Committee will establish and maintain relationships with the following key stakeholders:
 - NHS South, Central & West Commissioning Support Unit (CSU)
 - NHS England: Wessex Area Team
 - Quality and Surveillance Group
 - Care Quality Commission
 - NHS Improvement
 - Other Clinical Commissioning Groups
 - Constituent General Practitioners
 - Other independent Contractors
 - Provider Clinical Quality Review Groups

- Local Authorities
- Local Safeguarding Children Board
- Local Safeguarding Adults Board
- Health Overview Scrutiny Committees
- Health and Wellbeing Boards
- Healthwatch
- Local Medical Committee
- Voluntary Services

10. REVIEW

10.1 The Committee will undertake an annual review of its performance in order to evaluate the achievement of its duties.

10.2 The Terms of Reference shall be reviewed as a minimum annually and at any time at the discretion of the Chair associated with necessary changes in CCG Governance arrangements such as those relating to full formal authorisation.

Date Reviewed by Committee: x

Date for Next Review: One year from date of approval or as and when determined to be appropriate by the Chair of the Committee.

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WEST HAMPSHIRE CLINICAL COMMISSIONING GROUP

FINANCE ~~AND PERFORMANCE~~ COMMITTEE

TERMS OF REFERENCE (MARCH 201~~9~~7)

1. Constitution

- 1.1 The Finance ~~and Performance~~ Committee (Committee) has powers limited to those specifically delegated to it in the Board's Scheme of Delegation and in these Terms of Reference.
- 1.2 Due to the developing nature of the CCG and the role of the Committee, its terms of reference need to be kept under review to reflect the on-going requirements to progress the development of the CCG.

2. Purpose

2.1 The Committee is responsible for:

- a) Establishing a performance framework which enables the CCG to proactively manage its Financial, ~~Performance~~ Planning and Quality Innovation, Productivity and Prevention agenda
- b) Providing the Board with assurance that the risks to the CCG's financials ~~and operational~~ performance are being appropriately managed.
- c) Oversight of the CCG's Procurement and Contracting Strategy
- d) ~~Oversight of Information Management and Technology (IM&T) and Estate planning and delivery~~
- e) ~~Reporting key issues and concerns to the Board for information or further consideration.~~
- f) Supporting the objectives of the CCG and its Governing Body, and the provision of assurance to the Governing Body and the Audit Committee.
- ~~g) Hold to account the Management Team of the Clinical Commissioning Group for delivery in their areas of responsibility.~~

2.2 ~~The Committee will consider as part of its work programme annual priorities and objectives.~~

3. Authority

- 3.1 The Committee is authorised by the WHCCG Board to undertake the activities described in these terms of reference.
- 3.2 The Committee will ensure that it works in accordance with the terms of the CCG's Standing Orders, Standing Financial Instructions and Scheme of Delegation.

3.3 The Committee has delegated powers from the WHCCG Board to investigate any matter 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 request made. The Committee must have due regard for the use of personal health information and the CCG's duty of care to its employees when exercising its authority.

3.4 Whilst individual Directors will be responsible for regular reporting relevant matters to the Committee, the Committee may establish such sub-committees and task groups as it feels necessary in order to undertake its role.

4 **Membership and Meeting Arrangements**

4.1 **Members**

The following post-holders or nominated deputies are voting members of the Committee:

- Chief Officer
- ~~Chief Finance Officer~~
- Deputy Chief Finance Officer
- Director of Commissioning Mid Hampshire
- Director of Commissioning South West
- ~~Director of Commissioning West~~
- Director of Strategy and Service Development
- Medical Director
- One Locality Clinical Director (Board GP)
- ~~Director of Performance and Delivery~~
- ~~Clinical Executive Director : Clinical Chairman~~
- ~~Clinical Executive Director : Vice Clinical Chairman~~
- ~~Clinical Executive Director x3~~
- Lay Members x 4
- ~~Secondary Care Consultant~~

~~The following post-holders or nominated deputies are non-voting members of the Committee:~~

- ~~Associate Director of Communication and Development or Head of Communication and Engagement~~

The Chair of the Committee is a nominated Lay Member of the Board (not the Lay Member, Governance). Another Lay Member shall agree to deputise for the Chair, in their absence.

4.2 **Attendance**

The Chair of the Committee may also extend invitations to other managers or advisers with relevant skills, experience or expertise as necessary to deal with the business on the agenda.

An attendance record will be recorded for each meeting which will be published within the Annual Report Accounts.

4.3 **Frequency of Meetings**

The Committee shall meet at such intervals as the Chair shall judge necessary to discharge its delegated responsibilities but shall normally meet on a bi-monthly basis, with at least ~~five~~ten meetings a year.

The Chair of the Committee may convene special meetings in accordance with the Standing Orders of the CCG.

4.4 Quorum

A meeting of the Committee shall be quorate where there are a minimum of ~~six~~five members present to include

- Two Lay Members, including Chair or Deputy Chair
- Chief Finance Officer or Deputy Chief Finance Officer
- Two Other Executive Directors
- ~~One Lay Member (excluding Chair or Deputy Chair)~~
- One Clinician (Medical Director or Locality Clinical Director)
- ~~Clinical Chair or Vice Chair~~
- ~~One Clinical Executive Director~~

4.5 Deputies

Deputies may attend on behalf of members, ~~but only where they have full authority of the members, (i.e. they are present in an “acting” capacity).~~

4.6 Voting

The Committee Chair shall determine whether any matter should be put to the vote for a decision. Voting will normally be effected by a show of hands and the outcome of the vote recorded in the minutes of the meeting. The vote will transfer to deputies in line with their acting responsibilities.

In the absence of a majority vote, the Chair (or Deputy Chair) may wish to exercise a casting vote.

4.7 Reporting

The confidential and main business minutes of the Committee will be submitted to the West Hampshire CCG Board after each meeting. The Chair of the Committee will liaise with the Chief Finance Officer to provide a summary of ~~hot~~key topics/issues arising from meetings of this Committee within the Chief Finance Officer's Report to the Board and draw to the attention of the Board and/or Audit Committee any issues that require disclosure or require executive action. The Chair is required to inform the Board and Audit Committee on any exceptions to the annual work plan or strategy. The Chief Finance Officer will report any specific financial or service quality issues relating to the Risk Register to the Audit Committee Chair for onward reporting to the Audit Committee.

Where necessary, part of the meeting will be reserved for the discussion of items of a confidential or commercial in confidence nature. The Committee will resolve to meet in closed session with members present, plus any others required by the nature of the business to be considered. The Minutes will be reported to the next available private meeting of the Board.

4.8 Relationships With Other Committees

The Committee receives information and assurances from the CCG's internal financial performance review processes and meetings, such as the Directorate Financial Recovery Plan meetings and the Performance Issues and Risks Group.

4.9 Sub-Committees

This Committee may at times create sub-committees or task and finish groups to deal with agenda items needing more detailed attention and that these sub-committees will be constituted by, dissolved when necessary and report to the Finance and Performance Committee.

~~The following sub-committee will report to the Committee ensuring that the Committee is focused on a forward look/strategic overview of procurement schemes and market management issues:~~

- ~~● Procurement Group~~
- ~~● Performance Issues and Risks Group~~

5. Duties

5.1 The Committee will provide assurance and raise concerns and make recommendations as required to the West Hampshire CCG Board ~~or~~, Audit Committee ~~or Clinical Governance Committee~~ in respect of the systems and processes for budgeting, financial and performance stewardship, planning and performance, contracting and commissioning governance, Financial Recovery Programme, QIPP plans, clinical business cases and procurement.

5.2 The Committees roles and responsibilities are:

1. Financial Matters

- a) Review and approve the annual budget setting guidance and associated financial policies.
- b) Oversee the development of the Finance Plan and estimates.
- c) Undertake detailed scrutiny of monthly, quarterly and year to date financial information, including performance against the cost improvement programme.
- d) Undertake detailed scrutiny of the financial forward projections.
- e) Scrutinize the Finance and Recovery Programme.

2. Performance Management Quality, Innovation, Productivity and Prevention Plans

- a) Oversee the development, and implementation and delivery of the Quality, Innovation, Productivity and Prevention Plans (QIPP)
- ~~b) Oversee the development and implementation of the Commissioning for Quality and Innovation Plans and receive updates on both the financial and activity performance of each scheme~~
- ~~e)b)~~ Test investments, programmes and projects against agreed prioritisation frameworks, and recommend prioritisation to the WHCCG Board with regard to agreed business case processes
- ~~d)c)~~ Review the Financial components of the Integrated Performance Report
- ~~e)d)~~ Support the CCG Quarterly Assurance process and the development of an action plan to respond to issues, as required.

3. Contract Negotiation

- a) Agree the CCG Contracting Strategy.
- b) Oversee the negotiation of contracts with local providers.
- c) Receive regular contract updates.

4. Corporate Risk Register and Business Assurance Framework

- a) Highlight to the Audit Committee and the Risk Review Group any risks and issues for review, escalation or inclusion on the Corporate Risk Register.

5. Procurement Planning

- a) Scrutinise on a monthly basis the forward view of Procurement Schemes including understanding and engagement with the supplier market
- b) Review and sign off initial Project Initiation Documents prior to moving forward to the next stage of the process.
- c) Ensuring a consistent approach to the procurement and contracting of clinical services;
- d) Developing procurement and contracting frameworks for all clinical services;
- e) Determining the procurement and contracting route for all clinical schemes requiring procurement;
- f) Ensuring a consistent approach to providing best value for money, quality and outcomes for patients and the population;
- g) Encourage innovation, protecting the reputation of the NHS.
- h) Agreeing what is to be disclosed in terms of a financial envelope within the early stages of a procurement exercise and provide advice should the need arise later in the procurement process.
- i) To formally receive and note the tender evaluation criteria for each tender process.
- j) Ensuring as a result of Delegated Commissioning arrangements a consistent approach to primary care procurement issues.

The Committee will take account of Procurement, Patient Choice and Competition (PPC&C) regulations and the principles detailed within Monitor Guidance on the PPC&C Regulations, Public Contract regulations 2015 and the specific requirements that the WHCCG as Commissioners should follow include:

- a) To secure the needs of patients who use services and to improve the quality and efficiency of these services, including through providing them in an integrated way;
- b) To act transparently and proportionately, and to treat providers in a non-discriminatory way;
- c) To procure services from providers that are the most capable of delivering the overall objective and that provide best value for money; and
- d) To consider ways of improving services (including through services being provided in a more integrated way, enabling providers to compete and allowing patients to choose their provider.

65. ~~Clinical Service Procurement~~ Business Case Decisions and Review

- ~~a) Oversee the development processes for producing and delivering commissioning intentions in line with the CCG's Strategic/Operating Plans.~~
- ~~b) a) Ensure that Clinical engagement is harnessed within the business case development process and strengthen responsibilities around decision making for the commitment/re-commitment of resources.~~
- ~~c) b) To consider and approve clinical business case proposals, which are included in the Board-approved CCG Operating Plan and which request an investment of up to £300k for the life time costs of the contract.~~
- ~~d) c) To consider and approve all new clinical business case proposals developed in year (and are not included in the Board-approved CCG Operating Plan) up to a maximum of £2,000,000 for onward ratification by the Board.~~
- ~~e) d) To consider and recommend business case proposals (which are either included in the Board-approved CCG Operating Plan or are new and have been developed in year) and which request an investment exceeding £2,000,000, for onward approval by the Board.~~
- ~~f) e) Scrutinize on a quarterly-bi-annual basis the schedule of approved business cases to ensure delivery against key milestones and schemes are being~~

delivered within financial limits

~~g) Evaluate and approve the Transformation Fund proposals.~~

~~h)f) Approve Tender Ratification documents within delegated limits and approve Tender Ratification documents for onward transmission to WHCCG Board.~~

~~i)g)~~

7. Information Management and Technology (IM&T) and Estate

a) To main an oversight of Information Management and Technology (IM&T) and Estate planning and delivery

6. Conflicts of Interest and Register of Procurement Decisions

6.1 In accordance with the CCG's Constitution, the CCG's Standards of Business Conduct and Conflicts of Interest policy and section 14O of 'The National Health Service Act 2006, the NHS (Procurement, Patient Choice and Competition) regulations 2013 and the Substantive Guidance on the Procurement, Patient Choice and Competition Regulations', and revised statutory guidance on managing conflicts of interest for clinical commissioning groups (CCGs), Board members and sub-Committee members are required to declare interests which are relevant and material to the Board or Committee, including sub-committees of which they are a member. Individuals must declare any interest which may lead to a conflict with the interests of the CCG and/or NHS England and the public for whom they commission services in relation to a decision to be made by the CCG and/or NHS England or which may affect or appear to affect the integrity of the award of any contract by the CCG and/or NHS England.

6.2 The Finance Committee will need to be aware of areas where a conflict could arise/be associated with when the CCG commissions, or continues to commission by contract extension, healthcare services, including GP services, in which a member of the CCG has a financial or other interest. In particular in the context of co-commissioning of primary care, particularly with regard to delegated or joint arrangements, but will also need to be considered in respect of any commissioning issue where GPs are current or possible providers. For example for a commissioner, a conflict may therefore arise when their judgement as a commissioner could be or perceived to be influenced and impaired by their own concerns and obligations as a provider. In the case of a GP involved in commissioning, an obvious example is the award of a new contract to a provider in which the individual GP has a financial stake. However, the same considerations, and the approaches set out in this Policy and NHS Statutory Guidance, apply when deciding to extend a contract.

6.3 West Hampshire CCG maintains a register of procurement decisions taken which will include:

- a. The details of the decision reached
- b. Who was involved in making the decision (for example governing body or committee members and others with decision-making responsibility) and
- c. A summary of any conflicts of interest in relation to the decision and how this was managed by the CCG.

In the interests of transparency, the register of interests and register of decisions is publicly available and easily accessible to patients and the public, updated on the CCG website on a quarterly basis.

5.4 For the avoidance of doubt, NHS England's Managing Conflicts of Interest: Revised Statutory Guidance for CCGs should be consulted.

Code of Conduct

~~The Committee shall conduct its business in accordance with national guidance, relevant codes of practices including the Nolan Principles and The Conflict of Interest Policy~~

7. Process for Monitoring the Effectiveness of the Committee

Annually, the Committee will review its performance against the requirements of the Terms of Reference and assess its effectiveness.

8. Administration

8.1 The Governance Team will be responsible for the organisation of the Finance ~~and Performance Committee~~ meetings.

8.2 Meetings of the Committee shall be set by the start of the financial year.

8.3 The agenda and papers shall normally be circulated to members five calendar days before the date of the meeting. Timing is subject to the regular monthly reporting schedule, and so a level of flexibility of one to two days may be required in some months, subject to agreement with the Chair of the meeting.

9. Approval and Review

9.1 The Terms of Reference shall be reviewed at the first meeting of the Finance ~~and Performance~~ Committee and reviewed annually or earlier if indicated by the Chair. The initial Terms of Reference and any subsequent changes are to be approved by the West Hampshire CCG Board.

9.2 The Committee will undertake an annual review of its effectiveness in order to evaluate the achievement of its duties, priorities and objectives.

Approved ~~at Finance and Performance Committee:~~

Date CCG Board Approved: ~~March 2017~~

Date for Review: ~~March 2018~~

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WEST HAMPSHIRE CCG PRIMARY CARE COMMISSIONING COMMITTEE

TERMS OF REFERENCE

1. INTRODUCTION

- 1.1 Simon Stevens, the Chief Executive of NHS England, announced on 1 May 2014 that NHS England was inviting CCGs to expand their role in primary care commissioning and to submit expressions of interest setting out the CCG's preference for how it would like to exercise expanded primary medical care commissioning functions. One option available was that NHS England would delegate the exercise of certain specified primary care commissioning functions to a CCG.
- 1.2 In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended), NHS England has delegated the exercise of the functions specified in Schedule 2 to these Terms of Reference to West Hampshire CCG. The delegation is set out in Schedule 1.
- 1.3 The CCG has established the West Hampshire CCG Primary Care Commissioning Committee ("Committee"). The Committee will function as a corporate decision-making body for the management of the delegated functions and the exercise of the delegated powers.
- 1.4 It is a committee comprising representatives of the following organisations:
 - West Hampshire CCG – Lay, Executive and Clinical Members of the Board, including the Secondary Care Consultant member.
 - Hampshire County Council – local authority representative from the Hampshire Health and Well-being Board (non-voting)
 - Healthwatch Hampshire (non-voting)

2. STATUTORY FRAMEWORK

- 2.1 NHS England has delegated to the CCG authority to exercise the primary care commissioning functions set out in Schedule 2 in accordance with section 13Z of the NHS Act.
- 2.2 Arrangements made under section 13Z may be on such terms and conditions (including terms as to payment) as may be agreed between the Board and the CCG.
- 2.3 Arrangements made under section 13Z do not affect the liability of NHS England for the exercise of any of its functions. However, the CCG acknowledges that in exercising its functions (including those delegated to it), it must comply with the statutory duties set out in Chapter A2 of the NHS Act and including:

- a) Management of conflicts of interest (section 14O);
- b) Duty to promote the NHS Constitution (section 14P);
- c) Duty to exercise its functions effectively, efficiently and economically (section 14Q);
- d) Duty as to improvement in quality of services (section 14R);
- e) Duty in relation to quality of primary medical services (section 14S);
- f) Duties as to reducing inequalities (section 14T);
- g) Duty to promote the involvement of each patient (section 14U);
- h) Duty as to patient choice (section 14V);
- i) Duty as to promoting integration (section 14Z1);
- j) Public involvement and consultation (section 14Z2).

2.4 The CCG will also need to specifically, in respect of the delegated functions from NHS England, exercise those set out below:

- Duty to have regard to impact on services in certain areas (section 13O);
- Duty as respects variation in provision of health services (section 13P).

2.5 The Committee is established as a committee of the Board of West Hampshire CCG in accordance with Schedule 1A of the “NHS Act”.

2.6 The members of the CCG and its Board acknowledge that the Committee is subject to any directions made by NHS England or by the Secretary of State.

3. ROLE OF THE COMMITTEE

3.1 The Committee has been established in accordance with the above statutory provisions to enable the members to make decisions on the review, planning, commissioning and procurement of primary care services in West Hampshire, under delegated authority from NHS England. Decisions will be made within the context of the overall commissioning strategy of West Hampshire CCG.

3.2 In performing its role the Committee will exercise its management of the functions in accordance with the agreement entered into between NHS England and West Hampshire CCG, which will sit alongside the delegation and terms of reference.

3.3 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.

3.4 This includes the following:

- GMS, PMS and APMS contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing branch/remedial notices, and removing a contract);
- Newly designed enhanced services (“Local Enhanced Services” and “Directed Enhanced Services”);
- Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
- Decision making on whether to establish new GP practices in an area;
- Approving practice mergers; and
- Making decisions on ‘discretionary’ payment (e.g., returner/retainer schemes).

3.5 The CCG will also carry out the following activities:

- To undertake strategic planning, (including local needs assessment) of primary medical care services in West Hampshire and the identification of key objectives for delivery;
- To ensure meaningful engagement of patients and the public in decision making;
- To undertake reviews of primary medical care services in West Hampshire;
- To co-ordinate a common approach to the commissioning of primary care services;
- The development and investment in primary care services as a core CCG responsibility, affording primary care equal weighting with other sectors and supporting the sustainability of general practice in West Hampshire
- To ensure access to consistently high quality care, with improved health outcomes, equity of access and reduced health inequalities; and
- To manage the budget for commissioning of primary medical care services in West Hampshire.
- **To maintain an overview of and agree an annual work plan ensuring that the Committee delivers against the identified key actions and outcomes.**

4. GEOGRAPHICAL COVERAGE

4.1 The Committee will comprise the area of West Hampshire CCG, as defined in the CCG's Constitution.

5. MEMBERSHIP

5.1 The Committee shall consist of:

- The Lay Members from the CCG Board
- Chief (Accountable) Officer
- Chief Finance Officer and Deputy Chief Officer
- Director of Quality and Safety (Board Nurse)
- Secondary Care Specialist
- Director of Commissioning (Mid Hampshire Directorate)
- Director of Commissioning (South West Hampshire Directorate)
- Director of Strategy and Service Development
- Medical Director

5.2 The Chair of the Committee shall be a Lay Member from the CCG Board (but not the Lay Member for Governance).

5.3 The Vice Chair of the Committee shall be a Lay Member from the CCG Board.

5.4 The following are invited to meetings of the Committee as non-voting attendee:

- Clinical Chairman of the CCG
- Local Authority representative from the Hampshire Health and Wellbeing Board (Director of Public Health)
- Healthwatch representative
- Clinical Director, Primary Care
- Board Secretary/Head of Business Services ('Secretary to the Committee')
- NHS England Wessex representative
- Local Medical Committee (Wessex)

6. MEETINGS AND VOTING

- 6.1 The Committee will operate in accordance with the CCG's Standing Orders. The Secretary to the Committee will be responsible for giving notice of meetings. This will be accompanied by an agenda and supporting papers and sent to each member representative no later than 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 s/he shall specify.
- 6.2 Each member of the Committee shall have one vote. The Committee shall reach decisions by a simple majority of members present, but with the Chair having a second and deciding vote, if necessary. However, the aim of the Committee will be to achieve consensus decision-making wherever possible.

7. QUORUM

- 7.1 The quorum for a meeting of the Committee shall be five members, and must include at least one Lay Member (the Chair and/or Vice Chair of the Committee).

8. FREQUENCY OF MEETINGS

- 8.1 Meetings will normally be held every two months.
- 8.2 Additional meetings of the Committee may be held on an exceptional basis at the request of the Chair, supported by any three members of the Committee.
- 8.3 Meetings of the Committee shall:
- a) be held in public, subject to the application of 8.2(b);
 - b) the Committee may resolve to exclude the public from a meeting that is open to the public (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.
- 8.4 Members of the Committee have a collective responsibility for the operation of the Committee. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view.
- 8.5 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.
- 8.6 The Committee may call additional experts to attend meetings on an ad hoc basis to inform discussions.

- 8.7 Members of the Committee shall respect confidentiality requirements as set out in the CCG's Constitution and Standing Orders.
- 8.8 The Committee will present its minutes to the Wessex Area Team of NHS England and the Board of West Hampshire CCG at each meeting for information, including the minutes of any sub-committees to which responsibilities are delegated under paragraph 8.5 above.
- 8.9 The CCG will also comply with any reporting requirements set out in its constitution.
- 8.10 It is envisaged that these Terms of Reference will be reviewed from time to time, reflecting experience of the Committee in fulfilling its functions – initially six months and then on an annual basis. NHS England may also issue revised model terms of reference from time to time.
- 8.11 **The Committee will undertake an annual review of its effectiveness in order to evaluate the achievement of its duties, priorities and objectives.**

9. ACCOUNTABILITY OF THE COMMITTEE

- 9.1 The Primary Care Commissioning Committee is a delegated committee of the Clinical Commissioning Group Board, and its powers are set out in the CCG's Constitution, including revised Standing Financial Instructions and Standing Orders.
- 9.2 For the avoidance of doubt, in the event of any conflict between the terms of this Scheme of Delegation (Terms of Reference) and the CCG's Standing Orders or Standing Financial Instructions, the latter will prevail.

10. PROCUREMENT OF AGREED SERVICES

- 10.1 The detailed arrangements for procurement of agreed services will follow the Standing Financial Instructions and Standing Orders of the Clinical Commissioning Group. These reflect the arrangements within the CCG's constitution and the delegation agreement with NHS England. The Committee will adhere to these arrangements.

11. DECISIONS

- 11.1 The Committee will make decisions within the bounds of its remit.
- 11.2 The decisions of the Committee shall be binding on NHS England and West Hampshire CCG.
- 11.3 The Committee will produce an executive summary report which will be presented to the Wessex Area Team of NHS England and the Board of West Hampshire CCG at each meeting for information.
- 11.4 The CCG will publish a register of procurement decisions on its website

Version 6

30 June 2018

Date Reviewed by Committee: 30 June 2018

Date Approved: 30 June 2018

Approved by: CCG Board

Date for Next Review: Twelve months from date of approval or as and when determined to be appropriate by the Chair of the Committee.

Schedule 1: Scheme of Delegation

Available on request.

Schedule 2: Delegated Commissioning Functions

Delegated commissioning functions are as follows:

- GMS, PMS and APMS contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing branch/remedial notices, and removing a contract);
- Newly designed enhanced services (“Local Enhanced Services” and “Directed Enhanced Services”);
- Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
- Decision making on whether to establish new GP practices in an area;
- Approving practice mergers; and
- Making decisions on ‘discretionary’ payment (e.g., returner/retainer schemes).

Delegated commissioning arrangements exclude individual GP performance management (medical performers’ list for GPs, appraisal and revalidation). NHS England to retain responsibility for the administration of payments and list management

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REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. Constitution

- 1.1 The Remuneration Committee (the Committee) is a Committee of the CCG Board and has those executive powers specifically delegated to it by the CCG Board within the Scheme of Reservation and Delegation and in these Terms of Reference, which will be reviewed annually by the CCG Board.

2. Purpose

- 2.1 The Remuneration Committee, which is accountable to the CCG's Board, makes recommendations to the Board on determinations about the;
- allowances under any pension scheme the group might establish as an alternative to the NHS Pension Scheme
 - remuneration fees and other allowances for CCG employees
 - remuneration fees and other allowances for people who provide services to the group.

3. Responsibilities

- 3.1 The responsibilities of the Committee are to:

- review and ~~recommend to the Board~~approve pay arrangements for employees of the CCG
- review and ~~approve~~recommend to the Board remuneration for Board members
- consider national guidance and requirements in relation to pay and remuneration
- scrutinise any termination payments, taking account of advice and guidance as appropriate and seek advice from ~~the National Commissioning Board~~ NHS England on any significant proposed termination payments.
- review and recommend to the Board alternative pension scheme arrangements the group might establish
- as required assist the CCG Chairman evaluate the performance of the Accountable Officer and, through the Accountable Officer, the Chief Finance Officer, and ~~advise on and oversee~~gain assurance on

appropriate contractual arrangements for such staff, including assurance on succession planning

- consider as part of its work programme the Committee's annual priorities and objectives.

4. Scope of authority and decision-making

4.1 The Committee is required to work in accordance with these Terms of Reference and the CCG's Standing Orders, Standing Financial Instructions and Scheme of Reservation and Delegation.

4.2 The Committee will work to the professional and legal standards required of its members.

4.3 The Committee will ensure that it reports to the CCG Board on any matters which properly fall within the CCG Board's 'Schedule of Matters Reserved to the Board'.

4.4 In order to facilitate the achievement of good governance the Committee is authorised by the CCG Board to help the CCG Board discharge its functions relating to CCG financial duties and its main function of overseeing efficiency, effectiveness, economy and governance 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 request made by the Committee.

4.5 Matters for consideration by the Committee may be nominated by any member of the Committee or the Chair of the CCG Board.

4.6 The Committee is authorised by the CCG Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

5. Membership and attendance

5.1 The Committee will consist of

- Four lay members of the CCG Board.
- Two elected GP members, one of which will be the CCG Chairman.

5.2 The Committee will be chaired by a Lay Member other than the Lay Member for Governance (Audit Committee Chairman).

5.3 The meeting will have a quorum of three ~~four~~ members present, except when lay members' remuneration is discussed (at least two lay members and one GP member). In the event of lay member remuneration, the two elected GP members in conjunction with the Chief Officer shall meet and make recommendations for any changes to terms and conditions and/or remuneration to the CCG Board for approval, ~~if necessary~~.

5.4 The Committee must be quorate when any decisions are made or votes

taken.

- 5.4 No member of the Committee should be present to discuss their own Remuneration or Terms of Services and Conditions.
- 5.5 The Accountable Officer will normally be in attendance – but no executive officer will be present for discussions about their own remuneration and terms of service.
- 5.6 Other attendees may be invited to attend for specific items with the prior agreement of the Chair.

6. Frequency

- 6.1 Meetings shall normally be held twice a year. Additional meetings may be called by the Chair if deemed necessary, including telephone conferences and virtual decision-making where urgent decisions are required.

7. Management

- 7.1 The Committee shall operate in line with the requirements of the NHS Codes of Conduct and Accountability, the NHS Constitution and the CCG Constitution, reflecting the Nolan Principles.
- 7.2 Decisions will generally be made on the basis of consensus. In certain circumstances it may be necessary for all members to vote, normally by a show of hands.
- 7.3 In the case of an equality of votes, the chair shall have a second vote, which will be the casting vote.
- 7.4 The Committee will report in writing to the CCG Board the basis for any recommendations, which require Board decision. The CCG Board will use that report as the basis for their decisions but will remain accountable for taking decisions on the remuneration, allowances and terms of service of the Accountable Officer and the Chief Finance Officer.
- 7.5 Minutes of the CCG Board's meetings should record such decisions. Where reports to the CCG Board contain confidential information about individuals, these should be considered in Part 2 of the CCG Board meeting.
- 7.6 The Committee shall receive support services from the Governance team.
- 7.7 The agenda and any papers shall normally be circulated to members five working days before the date of the meeting.
- 7.8 The Committee will receive expert HR advice via [South Central and West Commissioning Support Unit](#) ~~South~~ or an alternative HR Specialist.

8. Reporting

- 8.1 The Committee will report [and make recommendations](#) to the CCG Board.

The approved minutes of the Committee shall be formally recorded and made available to the Board.

- 8.2 The Committee Chair may provide reports on the work of the Committee to Part I or Part II of the CCG Board meeting according to the nature of the business to be reported.
- 8.3 The Committee Chair shall draw to the attention of the CCG Board any issues which require full disclosure to the CCG Board.
- 8.4 The Committee's annual report forms the Remuneration Report section contained in the CCG's Annual Report and Accounts.

9. Review

9.1 The Committee will undertake an annual review of its effectiveness in order to evaluate the achievement of its duties, priorities and objectives.

9.2 The Terms of Reference shall be reviewed as a minimum annually and at any time at the discretion of the Chair associated with necessary changes in CCG Governance arrangements.

Date Last Approved by Board: September 2017

Date of Last Review by Committee: March 2018 – no changes made

Date of Next Review: March 20198

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