

**A meeting of the Wolverhampton Clinical Commissioning Group Governing Body
will take place on Tuesday 12 November 2019 commencing at 1.00 pm
at the Technology Centre, Wolverhampton Science Park in the Stephenson Room**

A G E N D A

	7	Clinical Commissioning Group Constitution	Mr P McKenzie	1 - 172
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NHS WOLVERHAMPTON CLINICAL COMMISSIONING GROUP CONSTITUTION

NHS Wolverhampton Clinical Commissioning Group Constitution

Version	Effective Date	Changes
V1	October 2019	First Draft using new NHSE issued Standard model

This model constitution has been prepared on behalf of NHS England by thiNKnow LTD with the support of Browne Jacobson LLP

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1 Introduction

1.1 Name

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

1.2 Statutory Framework

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

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

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

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

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

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

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

1.3 Status of this Constitution

- 1.3.1** This CCG was first authorised on 1 April 2013.
- 1.3.2** Changes to this constitution are effective from the date of approval by NHS England.
- 1.3.3** The constitution is published on the CCG website at www.wolverhamptonccg.nhs.uk.

1.4 Amendment and Variation of this Constitution

- 1.4.1** This constitution can only be varied in two circumstances.
- a) where the CCG applies to NHS England and that application is granted; and
 - b) where in the circumstances set out in legislation NHS England varies the constitution other than on application by the CCG.
- 1.4.2** The Accountable Officer may periodically propose amendments to the constitution which shall be considered and approved by the Governing Body unless:
- Changes are thought to have a material impact
 - Changes are proposed to the reserved powers of the members;
 - Two or more of the elected Governing Body Members formally request that the amendments be put before the membership for approval
- 1.4.3** The CCG's Governing Body will be responsible for making applications to NHS England for varying the constitution, including any consultation with member practices and other stakeholders as required.

1.5 Related documents

- 1.5.1** This Constitution is also informed by a number of documents which provide further details on how the CCG will operate. With the exception

of the Standing Orders and the Standing Financial Instructions, these documents do not form part of the Constitution for the purposes of 1.4 above. They are the CCG's:

- a) **Standing orders** – which set out the arrangements for meetings and the selection and appointment processes for the CCG's Committees, and the CCG Governing Body (including Committees).
- b) **The Scheme of Reservation and Delegation** – sets out those decisions that are reserved for the membership as a whole and those decisions that have been delegated by the CCG or the Governing Body
- c) **Prime financial policies** – which set out the arrangements for managing the CCG's financial affairs.
- d) **Standing Financial Instructions** – which set out the delegated limits for financial commitments on behalf of the CCG.
- e) **The CCG Governance Handbook** – which includes:
 - Committee terms of reference – including the terms of reference for the Joint Commissioning Committee with Dudley, Sandwell and West Birmingham and Walsall CCGs;
 - Declaring and Managing Interests Policy – Which sets out in detail how the CCG will manage any conflicts of Interest.
 - Prime Financial Policies
 - The Scheme of Reservation and Delegation
 - The Group's Detailed Scheme of Delegation
 - Roles and Responsibilities of Governing Body Members
 - Guidance on CCG reports

1.6 Accountability and transparency

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

- a) publish our constitution and other key documents including the CCG Governance Handbook;

- b) appoint independent lay members and non-GP clinicians to our Governing Body;
- c) manage actual or potential conflicts of interest in line with NHS England's statutory guidance *Managing Conflicts of Interest: Revised Statutory Guidance for CCGs 2017* and expected standards of good practice (see also part 6 of this constitution);
- d) hold Governing Body meetings in public (except where we believe that it would not be in the public interest);
- e) publish an annual commissioning strategy that takes account of priorities in the health and wellbeing strategy;
- f) procure services in a manner that is open, transparent, non-discriminatory and fair to all potential providers and publish a Procurement Strategy;
- g) involve the public, in accordance with its duties under section 14Z2 of the 2006 Act, and as set out in more detail in the CCG's Governance Handbook and Engagement Strategy.
- h) When discharging its duties under section 14Z2, the CCG will ensure that it delivers the following Statement of Principles and requires that its compliance with this Statement to be monitored by the Quality and Safety Committee
 - To work in partnership with patients and the local community to secure the best care for them by:-
 - commissioning high quality, patient-centred care;
 - improving patient care by focussing on quality, including outcomes;
 - adhering to evidenced based decision making;
 - treating patients, carers and their representatives with respect;
 - being open about what is possible, what cannot be changed and why;
 - involving local people in decision making;
 - responding to concerns and views and demonstrate how we have responded and what impact this has had;

- including those who are marginalised and considered 'hard to reach', by understanding our communities and stakeholders and valuing partnership working;
 - undertaking decision making in a fair way so that no group is significantly disadvantaged by the decisions we take; and
 - demonstrating a commitment to learning and development, exploring different ways of working and evaluating and implementing our learning for continual improvement.
 - To publish information about health services on our website and adopting engagement activities that meet the specific needs of our different patient groups and communities; and
 - To develop processes for potential or actual changes to commissioning arrangements that include consultation with or the provision of information to individuals who could or would be impacted by those changes.
- i) comply with local authority health overview and scrutiny requirements;
 - j) meet annually in public to present an annual report which is then published;
 - k) produce annual accounts which are externally audited;
 - l) publish a clear complaints process;
 - m) comply with the Freedom of Information Act 2000 and with the Information Commissioner Office requirements regarding the publication of information relating to the CCG;
 - n) provide information to NHS England as required; and
 - o) be an active member of the local Health and Wellbeing Board.

1.6.2 In addition to these statutory requirements, the CCG will demonstrate its accountability by:

- a) Publishing records of procurement decisions made by the CCG.
- b) Publishing registers of interest held by Member practices, Governing Body and Committee members and staff.
- c) Encouraging Members of the Public to ask questions at public meetings of the CCG Governing Body and Primary Care Committee

- d) Publishing details of how the CCG uses personal data in line with the Data Protection Act 2018.

1.7 Liability and Indemnity

- 1.7.1** The CCG is a body corporate established and existing under the 2006 Act. All financial or legal liability for decisions or actions of the CCG resides with the CCG as a public statutory body and not with its Member practices.
- 1.7.2** No Member or former Member, nor any person who is at any time a proprietor, officer or employee of any Member or former Member, shall be liable (whether as a Member or as an individual) for the debts, liabilities, acts or omissions, howsoever caused by the CCG in discharging its statutory functions.
- 1.7.3** No Member or former Member, nor any person who is at any time a proprietor, officer or employee of any Member or former Member, shall be liable on any winding-up or dissolution of the CCG to contribute to the assets of the CCG, whether for the payment of its debts and liabilities or the expenses of its winding-up or otherwise.
- 1.7.4** The CCG may indemnify any Member practice representative or other officer or individual exercising powers or duties on behalf of the CCG in respect of any civil liability incurred in the exercise of the CCGs' business, provided that the person indemnified shall not have acted recklessly or with gross negligence.

2 Area Covered by the CCG

- 2.1.1** The area covered by the CCG is the City of Wolverhampton.

3 Membership Matters

3.1 Membership of the Clinical Commissioning Group

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

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

Practice Name	Address
Alfred Squire Medical Practice	Alfred Squire Road, Wednesfield, WV11 1XU
Ashfield Road Surgery	39 Ashfield Road, Fordhouses WV10 6QX
Ashmore Park Health Centre	Griffiths Drive, Ashmore Park, WV11 2LH
Bilston Urban Village Medical Centre	Bankfield Road, Bilston, WV14 0EE
Cannock Road Surgery	60 Cannock Road, Wednesfield, WV10 8PJ
Castlecroft Medical Practice	Castlecroft Avenue, Castlecroft, WV38JN
Coalway Road Surgery	119 Coalway Road, Penn, WV3 7NA
Dr Bilas	75 Griffiths Drive, Wednesfield, WV11 2JN
Dr Fowler	470 Stafford Road, Oxley, WV10 6AR
Dr Mudigonda	Bilston Health Centre, Prouds Lane, Bilston WV14 6PW
Dr Whitehouse	The Surgery 199 Tettenhall Road, Wolverhampton, WV6 0DD
Duncan Street Primary Care Centre	Duncan Street, Blakenhall, WV2 3AN
East Park Medical Practice	Jonesfield Crescent, East Park, WV1 2LW
Ettingshall Medical Centre	Herbert Street, Ettingshall, WV14 0NF
Fordhouses Medical Centre	68 Marsh Lane, Fordhouses, WV10 6RU
Health and Beyond	Grove Medical Centre 175 Steelhouse Lane Wolverhampton, WV2 2AU
IH Medical Practice	Bilston Health Centre, Prouds Lane, Bilston WV14 6PW
Keats Grove Surgery	17 Keats Grove, The Scotlands, WV10 8LY
Lea Road Medical Practice	35 Lea Road, Pennfields, WV3 0LS

Practice Name	Address
Mayfield Medical Centre	272 Willenhall Road, Wolverhampton, WV1 2GZ
MGS Medical Practice	191 First Avenue, Low Hill, WV10 9SX
Parkfield Medical Centre	255 Parkfield Road, Parkfields, WV4 6EG
Penn Manor Medical Centre	Manor Road, Penn, WV4 5PY
Penn Surgery	2A Coalway Road, Penn, WV3 7LR
Pennfields Medical Centre	Upper Zoar Street, Wolverhampton, WV3 0JH
Poplars Medical Practice	122 Third Avenue, Low Hill, WV10 9PG
Prestbury Medical Practice	81 Prestwood Road West, Wednesfield, WV11 1HT
Primrose Lane Clinic	Primrose Lane, The Scotlands, WV10 8RN
Probert Road Surgery	Probert Road, Wolverhampton, WV10 6UF
Showell Park Health Centre	Fifth Avenue, Showell Park, Low Hill, WV10 9ST
Tettenhall Medical Practice	Lower Street, Tettenhall, WV6 9LL
The Bilston Family Practice	Prouds Lane, Bilston, WV14 6PW
The Newbridge Surgery	255 Tettenhall Road, Wolverhampton, WV6 0DE
The Surgery	Hill Street, Bradley, WV14 8SE
Thornley Street Surgery	40 Thornley Street, Wolverhampton, WV1 1JP
Tudor Medical Practice	1 Tudor Road, Heath Town, WV10 0LT
Warstones Health Centre	Pinfold Grove, Penn, WV4 4PS
West Park Surgery	Park Road West, Park Dale, WV1 4PW
Whitmore Reans Health Centre	Lowe Street, Whitmore Reans, WV6 0QL
Woden Road Surgery	Woden Road, Wolverhampton, WV10 0BD

3.2 Nature of Membership and Relationship with CCG

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

3.3 Members' Rights

3.3.1 All member practices have the right to participate in the decision making responsibilities of the CCG Membership, which are set out in the CCG's Scheme of Reservation and Delegation.

3.3.2 All Member practices also have the following general rights:-

- To participate in the Election of the CCG Chair and GP Governing Body Members;
- To Call, in line with the procedures in the CCG's Standing Orders, Extraordinary meetings of the CCG Membership;
- To feed their views to the Governing Body via the elected GP members;
- To participate in CCG decision making by attending and contributing to committees, programme boards and other relevant forums; and
- To suggest matters of interest for discussion at CCG members' meetings.

3.4 Members' Meetings

3.4.1 The Members of the CCG will meet on a quarterly basis. Where possible, dates of meetings will be planned well in advance but in any event at least two week's notice of the date of the meeting will be given.

3.4.2 All Member practices will be invited and entitled to attend and, in addition to carrying out any decision making required will discuss matters of interest set out on the agenda for the meeting.

3.4.3 Meetings of the Membership will be Chaired by the Governing Body Chair. Other details of the rules governing the conduct of the meetings will be set out in the CCG's standing orders.

3.5 Practice Representatives

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

- 3.6.2** The roles and responsibilities of the practice representatives and the arrangements the CCG has put in place to engage with them are set out in the Roles and Responsibilities section of the CCG's Governance handbook.

4 Arrangements for the Exercise of our Functions.

4.1 Good Governance

- 4.1.1** The CCG will, at all times, observe generally accepted principles of good governance. These include the highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds, the management of the organisation and the conduct of its business and the following specific mechanisms:

- Use of the governance toolkit for CCGs www.ccggovernance.org;
- Undertaking regular governance reviews;
- Adoption of standards and procedures that facilitate speaking out and the raising of concerns including appointing a freedom to speak up guardian;
- The Good Governance Standard for Public Services;
- The standards of behaviour published by the Committee on Standards in Public Life (1995) known as the 'Nolan Principles';
- the seven key principles of the NHS Constitution;
- Relevant legislation including such as the Equality Act 2010; and
- The standards set out in the Professional Standard Authority's guidance 'Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England'.

4.2 General

- 4.2.1** The CCG will:

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

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

4.3 Authority to Act: the CCG

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

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

4.4 Authority to Act: the Governing Body

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

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

5 Procedures for Making Decisions

5.1 Scheme of Reservation and Delegation

5.1.1 The CCG has agreed a scheme of reservation and delegation (SoRD) which is published in full on the CCG's website www.wolverhamptonccg.nhs.uk.

5.1.2 The CCG's SoRD sets out:

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

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

5.1.4 The accountable officer may periodically propose amendments to the Scheme of Reservation and Delegation, which shall be considered and approved by the Governing Body unless:

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

5.2 Standing Orders

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

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

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

5.3 Financial Policies and Delegated Authority

- 5.3.1** The CCG has agreed Prime Financial Policies, Detailed Financial Policies and a Detailed Scheme of Delegation which include the delegated limits of financial authority set out in the SoRD.
- 5.3.2** A copy of the Delegated Financial Limits is included at Appendix 4 and form part of this constitution.

5.4 The Governing Body: Its Role and Functions

- 5.4.1** The Governing Body has statutory responsibility for:
- a) ensuring that the CCG has appropriate arrangements in place to exercise its functions effectively, efficiently and economically and in accordance with the CCG's principles of good governance (its main function); and for
 - b) determining the remuneration, fees and other allowances payable to employees or other persons providing services to the CCG and the allowances payable under any pension scheme established.
- 5.4.2** The CCG has also delegated the following additional functions to the Governing Body which are also set out in the SoRD. Any delegated functions must be exercised within the procedural framework established by the CCG and primarily set out in the Standing Orders and Financial Policies:
- a) Delivery of the duty to promote a comprehensive health service;
 - b) Approval of the group's operating structure;
 - c) Approval of the group's detailed scheme of delegation, setting out the key operational decisions delegated to individual employees of the group;
 - d) Approval of the delegation of powers to the group's joint committee with Wolverhampton City Council;
 - e) Approval of the delegation of powers to representatives of the group under any joint or collaborative arrangements with other clinical commissioning groups;

- f) Approval of proposed changes to the Prime Financial Policies
- g) Approval of the group's commissioning strategy, plans and policies, together with any arrangements for consultation thereon, and its procurement strategy;
- h) Approval of the group's budgets and any variations thereto which are significant enough to impact on the group's ability to meet its statutory duties and/or agreed strategic aims;
- i) Approval to award any contract of a higher value than that specified in Standing Financial Instructions;
- j) Approval of the group's annual report and annual accounts;
- k) Approval of arrangements by the group to form or participate in forming a company and invest in and/or provide loans and guarantees and make other financial provision to the company;
- l) Approval of grants and loans to voluntary organisations;
- m) Approval of action plans to address risks to the achievement of strategic objectives or acceptance of the risk as currently assessed; and
- n) Determination of arrangements for external audit services.

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

5.5 Composition of the Governing Body

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

<https://wolverhamptonccg.nhs.uk/about-us/the-governing-body>.

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

- The Chair – who is a GP elected by all of the practices in the City;

- The Accountable Officer;
- The Chief Finance Officer;
- A Secondary Care Specialist;
- A registered nurse – who is the Group’s Director of Nursing and Quality;
- Two lay members:
 - one who has qualifications expertise or experience to enable them to lead on audit and governance matters; and another who
 - has knowledge about the CCG area enabling them to express an informed view about discharge of the CCG functions

5.5.3 The CCG has agreed the following additional members:

- a) A third lay member with experience of Financial matters who Chairs the Finance and Performance Committee and acts as Deputy Chair of the Primary Care Committee;
- b) 6 GPs elected by member practices to ensure that groupings of primary care in Wolverhampton are represented in proportion with the patient list of practices within each group at the point the election takes place.
- c) A Practice Manager, working at a member practice.
- d) The Group’s Deputy Accountable Officer and Director of Strategy and Transformation.
- e) The Group’s Director of Operations.

5.6 Additional Attendees at the Governing Body Meetings

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

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

- The City of Wolverhampton's Director of Public Health
- The City of Wolverhampton's Director of Adult Services
- A Representative of the Wolverhampton Local Medical Council
- A Representative of Healthwatch Wolverhampton

5.7 Appointments to the Governing Body

5.7.1 The process of appointing GPs to the Governing Body, the selection of the Chair, and the appointment procedures for other Governing Body Members are set out in the standing orders.

5.7.2 Also set out in standing orders are the details regarding the tenure of office for each role and the procedures for resignation and removal from office.

5.8 Committees and Sub-Committees

5.8.1 The CCG may establish Committees and Sub-Committees of the CCG.

5.8.2 The Governing Body may establish Committees and Sub-Committees.

5.8.3 Each Committee and Sub-Committee established by either the CCG or the Governing Body operates under terms of reference and membership agreed by the CCG or Governing Body as relevant. Appropriate reporting and assurance mechanisms must be developed as part of agreeing terms of reference for Committees and Sub-Committees.

5.8.4 With the exception of the Remuneration Committee, any Committee or Sub-Committee established in accordance with clause 5.8 may consist of or include persons other than Members or employees of the CCG.

5.8.5 All members of the Remuneration Committee will be members of the CCG Governing Body.

5.9 Committees of the Governing Body

5.9.1 The Governing Body will maintain the following statutory or mandated Committees:

- 5.9.2 Audit and Governance Committee:** This Committee is accountable to the Governing Body and provides the Governing Body with an independent and objective view of the CCG's compliance with its statutory responsibilities. The Committee is responsible for arranging appropriate internal and external audit.
- 5.9.3** The Audit and Governance Committee will be chaired by a Lay Member who has qualifications, expertise or experience to enable them to lead on finance and audit matters and members of the Audit and Governance Committee may include people who are not Governing Body members.
- 5.9.4 Remuneration Committee:** This Committee is accountable to the Governing Body and makes recommendations to the Governing Body about the remuneration, fees and other allowances (including pension schemes) for employees and other individuals who provide services to the CCG.
- 5.9.5** The Remuneration Committee will be chaired by a lay member other than the audit chair and only members of the Governing Body may be members of the Remuneration Committee.
- 5.9.6 Primary Care Committee:** This committee is required by the terms of the delegation from NHS England in relation to primary care commissioning functions. The Primary Care Committee reports to the Governing Body and to NHS England. Membership of the Committee is determined in accordance with the requirements of *Managing Conflicts of Interest: Revised statutory Guidance for CCGs 2017*. This includes the requirement for a lay member Chair and a lay Vice Chair.
- 5.9.7** None of the above Committees may operate on a joint committee basis with another CCG or CCGs.
- 5.9.8** The terms of reference for each of the above committees are included in Appendix 2 to this constitution and form part of the constitution.
- 5.9.9** The Governing Body has also established the following other Committees to assist it with the discharge of its functions.
- The **Commissioning Committee** – which supports the Governing and provides it with assurance in relation to the functions of the Group in relation to Commissioning Healthcare and managing healthcare contracts.

- The **Finance and Performance Committee** – which supports the Governing Body and provides it with assurance in relation to the finances and performance of the group.
- The **Quality and Safety Committee** – which supports the Governing Body and provides it with assurance in relation to the functions of the Group relating to monitoring and improving the quality of healthcare services and patient safety across Wolverhampton. The Committee is also responsible for providing assurance that the CCG is meeting its statutory duties in relation to safeguarding and commissioning services for Children and Young People with Special Educational Needs and Disabilities.

5.9.10 These Committees are set out in the SoRD and further information about these Committees, including terms of reference, are published in the CCG's Governance Handbook, which is available on the CCG's website www.wolverhamptonccg.nhs.uk.

5.10 Collaborative Commissioning Arrangements

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

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

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

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

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

collaboration, must:

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

5.11 Joint Commissioning Arrangements with Local Authority Partners

- 5.11.1** The CCG will work in partnership with its Local Authority partners to reduce health and social inequalities and to promote greater integration of health and social care.
- 5.11.2** Partnership working between the CCG and its Local Authority partners might include collaborative commissioning arrangements, including joint commissioning under section 75 of the 2006 Act, where permitted by law.

In this instance, and to the extent permitted by law, the CCG delegates to the Governing Body the ability to enter into arrangements with one or more relevant Local Authority in respect of:

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

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

- a) agree formal and legal arrangements to make payments to, or receive payments from, the Local Authority, or pool funds for the purpose of joint commissioning;
- b) make the services of its employees or any other resources available to the Local Authority; and
- c) receive the services of the employees or the resources from the Local Authority.
- d) where the Governing Body makes an agreement with one or more Local Authority as described above, the agreement will set out the arrangements for joint working, including details of:
 - how the parties will work together to carry out their commissioning functions;
 - the duties and responsibilities of the parties, and the legal basis for such arrangements;
 - how risk will be managed and apportioned between the parties;
 - financial arrangements, including payments towards a pooled fund and management of that fund;
 - contributions from each party, including details of any assets, employees and equipment to be used under the joint working arrangements; and

- the liability of the CCG to carry out its functions, notwithstanding any joint arrangements entered into.

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

5.11.5 The CCG has established Joint Commissioning arrangements with the City of Wolverhampton Council in line with national guidance for the Better Care Fund.

5.12 Joint Commissioning Arrangements – Other CCGs

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

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

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

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

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

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

- 5.12.5** Where the CCG makes arrangements which involve all the CCGs exercising any of their commissioning functions jointly, a joint committee may be established to exercise those functions.
- 5.12.6** For the purposes of the arrangements described above, the CCG may establish and maintain a pooled fund made up of contributions by all of the CCGs working together jointly pursuant to paragraph 5.12.3 above. Any such pooled fund may be used to make payments towards expenditure incurred in the discharge of any of the commissioning functions in respect of which the arrangements are made.
- 5.12.7** Where the CCG makes arrangements with another CCG as described at paragraph 5.12.3 above, the CCG shall develop and agree with that CCG an agreement setting out the arrangements for joint working including details of:
- a) how the parties will work together to carry out their commissioning functions;
 - b) the duties and responsibilities of the parties, and the legal basis for such arrangements;
 - c) how risk will be managed and apportioned between the parties;
 - d) financial arrangements, including payments towards a pooled fund and management of that fund;
 - e) contributions from the parties, including details around assets, employees and equipment to be used under the joint working arrangements.
- 5.12.8** The responsibility of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 0 above.
- 5.12.9** The liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.12.1 above.
- 5.12.10** Only arrangements that are safe and in the interests of patients registered with Member practices will be approved by the Governing Body.

- 5.12.11** The Governing Body shall require, in all joint commissioning arrangements, that the lead Governing Body Member for the joint arrangements:
- a) make a quarterly written report to the Governing Body;
 - b) hold at least one annual engagement event to review the aims, objectives, strategy and progress of the joint commissioning arrangements; and
 - c) publish an annual report on progress made against objectives.
- 5.12.12** Should a joint commissioning arrangement prove to be unsatisfactory the Governing Body of the CCG can decide to withdraw from the arrangement, but has to give six months' notice to partners to allow for credible alternative arrangements to be put in place, with new arrangements starting from the beginning of the next new financial year after the expiration of the six months' notice period.
- 5.12.13** The CCG has entered into the following joint commissioning arrangements:-
- a) The CCG has established a Joint Commissioning Committee with NHS Dudley, NHS Sandwell and West Birmingham and NHS Walsall CCGs. The functions delegated to the Joint Commissioning Committee are set out in the SoRD and the Committees Terms of Reference in the CCG's Governance Handbook.
 - b) The CCG has delegated responsibility for the commissioning of Emergency Ambulance services and NHS111 services to NHS Sandwell and West Birmingham CCG.
 - c) The CCG has agreed to exercise commissioning functions in relation to excess treatment costs associated with research on behalf of NHS Birmingham and Solihull, NHS Coventry and Rugby, NHS Dudley, NHS East Staffordshire, NHS Herefordshire, NHS North Staffordshire, NHS Redditch and Bromsgrove, NHS Sandwell and West Birmingham, NHS Shropshire, NHS South East Staffordshire and Seisdon Peninsula CCG, NHS South Warwickshire, NHS South Worcestershire, NHS Stafford and Surrounds, NHS Stoke On Trent, NHS Telford and Wrekin, NHS Walsall, NHS Warwickshire North and NHS Wyre Forest CCGs.

5.13 Joint Commissioning Arrangements with NHS England

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

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

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

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

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

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

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

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

5.13.13 NHS England has delegated responsibility for commissioning Primary Medical Services to the CCG. The specific functions delegated to the CCG are set out in the delegation agreement which is appended to the Terms of Reference for the Primary Care Committee in Appendix 2 of this Constitution.

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

6.1 Conflicts of Interest

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

6.2 Declaring and Registering Interests

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

6.3 Training in Relation to Conflicts of Interest

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

6.4 Standards of Business Conduct

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

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

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

Appendix 1: Definitions of Terms Used in This Constitution

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

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

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

	enable joint decision-making
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Appendix 2: Committee Terms of Reference

Audit Committee

1. Introduction

The Audit and Governance Committee (AGC) is established in accordance with paragraph 5.9.2 of NHS Wolverhampton Clinical Commissioning Group's constitution, standing orders and scheme of delegation. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the AGC and shall have effect as if incorporated into the constitution and standing orders.

The AGC will evaluate its own performance and terms of reference annually. Any resulting changes to the terms of reference and/or concerns in relation to performance evaluation will be received and considered for approval by the governing body before becoming part of an application for variation to be approved by the group and submitted to NHS England. The terms of reference will be published on the group's website (www.wolverhamptonccg.nhs.uk/about-us/our-members-constitution) and available by post or email, if requested.

2. Membership

The lay member of the governing body appointed by virtue of the qualifications, expertise or experience enabling that appointee to express informed views about financial management, audit matters, and to take a lead role in overseeing key elements of governance, will be the Chair of the AGC for as long as the appointee holds that position and remains a member of the governing body

In the event of the Chair of the AGC being unable to attend all or part of a meeting, the- Chair will nominate a replacement from within the membership to deputise for that meeting.

The other members of the AGC will be appointed by the group such that the AGC has at least three members, of whom at least two, are separately appointed lay members to support the Chair.

The chair of the governing body, the Accountable Officer, the Chief Finance Officer and any employees of the group (including the Executive Nurse) will not be eligible for membership of the AGC.

No individual who could not be a member of the group's governing body by virtue of Schedule 5 of the 2012 Regulations (SI 2012/1631) will be eligible to be a non-governing body member of the governing body's AGC.

Always provided that they remain eligible as described above, other members of the AGC will hold office for a term of three years and will only be eligible to serve two consecutive terms.

The AGC or any member(s) of it (subject to the agreement of the Chair of AGC) shall have unlimited access to AGC's professional advisors including internal and external audit, on a formal or informal basis, irrespective of whether this shall be in a scheduled meeting of AGC or between such meetings.

3. In Attendance

The Chief Finance Officer, appointed external auditor and head of internal audit will be invited to attend or be represented at all or part of each meeting of the AGC. At least once a year, AGC members should meet privately with the external and internal auditors.

The local counter fraud specialist should attend at least one meeting a year. Regardless of attendance, external audit, internal audit, local counter fraud, local security management and NHS Protect will have full and unrestricted rights of access to the AGC.

The Accountable Officer will be invited to at least one meeting a year to discuss the overall processes for assurance that support the governance statement, as well as the meeting at which the AGC considers the annual accounts.

Other employees of the group or persons providing services to it may be invited to attend when the AGC is discussing areas of risk or operation that are the responsibility of that person.

The chair of the governing body may also be invited to attend one meeting each year in order to have an understanding of the committee's business, as well as the meeting at which the AGC considers the annual accounts.

4. Secretary

A named individual (or his/her nominee) shall be responsible for supporting the Chair in the management of the AGC's business and for drawing members' attention to best practice, national guidance and other relevant documents as appropriate.

5. Quorum

A meeting of the AGC will be quorate provided that two members are present of whom at least one is a member of the governing body.

6. Voting

Should a vote need to be taken, only the members of AGC shall be allowed to vote. In the event of a tied vote, the Chair shall have a second and casting vote.

7. Frequency and notice of meetings

The AGC will meet at least four times per annum with meeting dates scheduled in advance for at least 12 months, save in an emergency when the Chair of AGC may call a meeting either of his/her own volition or at the request of a member(s) with the Chair's consent. No unscheduled or rescheduled meetings will take place without members usually having at least ten days' notice of the date and in an emergency, standing order 3.8 (Emergency Powers and Urgent Decisions shall apply).

The agenda and supporting papers will be circulated to all members at least five working days before the date the meeting will take place, unless a shorter time period for circulation of papers is necessary due to a meeting being re-scheduled at short notice.

The external auditors or head of internal audit can request a meeting in addition to those scheduled if they consider that one is necessary.

8. Remit, duties and responsibilities

The AGC is accountable to the group's governing body and its remit is to provide the governing body with an independent and objective view of the group's systems, information and compliance with laws, regulations and directions governing the group. It will deliver this remit in the context of the group's priorities, as they emerge and develop, and the risks associated with achieving them.

The AGC shall critically review the group's financial reporting and internal control principles and ensure that an appropriate relationship with both internal and external auditors is maintained.

The specific duties required of the AGC are:

- i) reviewing the group's adherence to the principles of good governance;

- ii) monitoring the group's performance in delivering:
 - (a) the duty to act effectively, efficiently and economically;
 - (b) its general financial duties as regards expenditure not exceeding allotments and use of resources, both total and specified types, not exceeding specified amounts;
- iii) monitoring the group's performance in delivering the duties relating to:
 - (a) acting consistently with the promotion of a comprehensive health service and the mandate issued for each financial year by the Secretary of State to NHS England;
 - (b) obtaining appropriate advice as part of processes for potential or actual changes to commissioning arrangements.
- iv) reviewing the reasonableness of any decision (under Standing Order 3.9) to suspend Standing Orders and considering reports on any suspension of Standing Orders at any meeting and any non-compliance with Prime Financial Policies, scrutinising any proposed changes thereto and determining any referring action or ratification;
- v) reviewing the group's arrangements to manage all risks and receive appropriate assurance thereon through an integrated governance framework;
- vi) satisfying itself that there is an effective internal audit service and adequate arrangements for countering fraud, reviewing the work and findings of the external auditors and approving any changes to the provision of delivery of assurance services to the group;
- vii) reviewing the annual report and financial statements before submission to the governing body and the group; and
- viii) scrutinising any proposed changes to Prime Financial Policies.

Integrated governance, risk management and internal control

The AGC will review and approve the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the group's activities that support the achievement of the group's objectives.

Its work will dovetail with that of the Quality and Safety Committee, which the group has established in order to seek assurance that robust clinical quality is in place.

In particular, the AGC will review the adequacy and effectiveness of:

- all risk and control related disclosure statements, (in particular the governance statement), together with any appropriate independent assurances, prior to endorsement by the group;
- underlying assurance processes, including the work of the other committees of the governing body, that indicate the degree of achievement of group

objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;

- policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self- certification;
- policies and procedures for all work related to fraud and corruption as set out in Secretary of State's directions and as required by NHS Protect.

In carrying out this work the AGC will primarily utilise the work of internal audit, external audit and other assurance functions but will not be limited to these sources.

It will also seek reports and assurances from those working for and providing services to the group 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 AGC's use of an effective assurance framework to guide its work and that of the audit and assurance functions that report to it.

Internal audit

The AGC will ensure that there is an effective internal audit function that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to AGC, the Accountable Officer and the group. This will be achieved through:

- consideration of the provision of the internal audit service, its cost and any questions of resignation and dismissal;
- review and approval of the internal audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework;
- considering the major findings of internal audit work (and management's response) and ensuring co-ordination between the internal and external auditors to optimise use of audit resources;
- ensuring that the internal audit function is adequately resourced and has appropriate standing within the group;
- an annual review of the effectiveness and the level of satisfaction with the services of internal audit;
- approval of the internal audit charter.

External audit

The AGC will review the work and findings of the external auditors and consider the implications of their reports and any management responses to their work.

This will be achieved by:

- consideration of the performance of the external auditors, as far as the rules governing the appointment permit;
- discussion and agreement with the external auditors, before the audit commences, on the nature and scope of the audit as set out in the annual plan, and ensuring co-ordination, as appropriate, with other external auditors in the local health economy;
- discussion with the external auditors of their local evaluation of audit risks and assessment of the group and associated impact on the audit fee;
- a review of all external audit reports including the report to those charged with governance, agreement of the annual audit letter before its submission to the group and work undertaken outside the annual audit plan, together with the appropriateness of management responses.

Other assurance functions

The AGC shall review the findings of other significant assurance functions, both internal and external, including regulators and inspectors, and consider the implications for the governance of the group. The AGC will approve any changes to the provision or delivery of assurance services to the group.

The AGC has full authority to commission any reports or surveys it deems necessary to help it fulfill its obligations, with the necessary funding to be agreed with the Chief Finance Officer by the AGC's Chair.

Counter fraud

The AGC shall satisfy itself that the group has adequate arrangements in place for countering fraud, including the need to work effectively with NHS Protect, approve the counter fraud work plan and review the outcomes of counter fraud work.

Management

The AGC shall, as appropriate, request and review reports giving positive assurances or identifying risks from senior managers and those responsible for providing services to the group on the overall arrangements for governance, risk management and internal control

Financial reporting

The AGC shall monitor the integrity of the financial statements of the group and any formal announcements relating to the group's financial performance.

The committee shall ensure that the systems for financial reporting to the group, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the group.

The AGC shall review the annual report and financial statements before submission to the governing body and the group, focusing particularly on:

- wording in the governance statement and other disclosures relevant to the terms of reference of the AGC;
- changes in, and compliance with, accounting policies, practices and estimation techniques;
- unadjusted mis-statements in the financial statements;
- significant judgements in preparing of the financial statements;
- significant adjustments resulting from the audit;
- agreement of the letter of representation before it is signed, on behalf of the governing body; and
- qualitative aspects of financial reporting.

9. Relationship with the governing body

For the next meeting of the governing body following each meeting of the AGC, the Chair of the committee will provide a written summary of the key matters covered by the meeting.

The minutes of each meeting of the AGC, as agreed at the subsequent meeting, will be presented to the next meeting of the governing body for information.

The Chair of the AGC will report by exception to the next meeting of the governing body any significant governance issues brought to the Chair's attention other than at a meeting of the Committee.

10. Policy and best practice

In seeking to apply best practice in the decision-making process, the AGC has full authority to commission any reports, surveys or other information that it deems necessary to assist it in fulfilling its obligations.

Remuneration Committee

1. Introduction

The Remuneration Committee (RC) is established in accordance with paragraph 5.9.4 of NHS Wolverhampton Clinical Commissioning Group's constitution, standing orders and scheme of delegation. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the RC and shall have effect as if incorporated into the constitution and standing orders.

The RC will evaluate its own performance and terms of reference annually. Any resulting changes to the terms of reference and/or concerns in relation to its performance evaluation will be received and considered for approval by the governing body, before becoming part of an application for change to be approved by the group and submitted to NHS England for approval (Paragraph 1.4 of the constitution). The terms of reference will be published on the group's website (www.wolverhamptonccg.nhs.uk) and available by post or email, if requested.

2. Membership

The lay member who chairs the Audit and Governance Committee shall also be the Chair of the RC for as long as they hold that position.

The number of members of the RC shall be at least four.

In the event of the Chair of the RC being unable to attend all or part of a meeting, the members of RC will nominate a replacement from within the membership to deputise for that meeting.

The other members of the RC will be appointed by the group and will consist of three other members of the governing body who are not employees of the group and which may include the Secondary Care Doctor, the GP Chair of the Commissioning Committee and/or the GP Chair of the Quality and Safety Committee, save that subject to the qualifying proviso below, members of RC need not be members of the governing body.

3. In attendance

Only members of the RC have the right to attend committee meetings but other individuals such as the Accountable Officer, Chief Finance Officer and any HR lead and external advisers may be invited to attend for all or part of any meeting as and when appropriate. No individual, including a member, shall be in attendance for discussions about their own remuneration and/or terms of service, and individuals

must declare any interest that they may have in relation to any matter to be discussed where a conflict exists or may potentially exist and the Chair, in his/her absolute discretion, will decide whether the individual shall be required to withdraw from the meeting for the duration of the matter giving rise to the conflict.

4. Secretary

A named individual (or his/her nominee) shall be responsible for supporting the Chair in the management of the RC's business and for drawing members' attention to best practice, national guidance and other relevant documents as appropriate.

5. Quorum

A meeting of the RC will be quorate provided that two of the members, which shall include either the Chair and/or Deputy Chair, are present.

6. Voting

Should a vote need to be taken, only the members of RC shall be allowed to vote. In the event of a tied vote, the Chair shall have a second and casting vote.

7. Frequency and notice of meetings

The RC will meet at least twice a year and no unscheduled or rescheduled meetings will take place save in an emergency when the Chair of RC may call a meeting either of his/her own volition or at the request of a member(s) with the Chair's consent, without members usually having at least ten days' notice of the date. In an emergency, standing order 3.8 (Emergency Powers and Urgent Decisions) shall apply. The agenda and supporting papers will be circulated to members at least five working days before the date the meeting will take place unless a shorter time period for circulation of papers is necessary due to a meeting being re-scheduled at short notice.

8. Remit and responsibilities of the committee

In Line with Section 14M of the National Health Service Act 2006 (as amended by the Health and Social Care Act 2012), the Remuneration Committee has the primary function of making recommendations to the Governing Body as to the discharge of the functions in Section 14L of the 2006 Act relating to paying its employees' remuneration, fees and allowances and any other terms and conditions of service of the group's employees;

The Governing Body has also delegated to the Committee function of making decisions in relation to the remuneration and travelling or other allowances of members of its governing body that are not employees of the group.

The specific duties required of the RC are:

- Making recommendations to the Governing Body in relation to the remuneration and conditions of service of the senior team;
- reviewing the performance of the Accountable Officer and other senior team members and making recommendations to the Governing Body in relation to annual salary awards, if appropriate.;
- considering and making recommendations to the Governing Body in relation to the severance payments of the Accountable Officer and other senior staff, seeking HM Treasury approval as appropriate in accordance with the guidance 'Managing Public Money';
- approving human resources policies.
- making recommendations to the Governing Body in relation to the group's terms and conditions and remuneration of employees and those providing services to the group.

In doing so the RC will:

- comply with current disclosure requirements for remuneration;
- seek independent advice about remuneration for individuals when appropriate to do so; and
- ensure that their decisions are based on clear and transparent criteria.

9. Relationship with the governing body and the group

For the next meeting of the governing body following each meeting of the RC, the Chair of the committee will provide a written summary of the key matters covered by the meeting, including any recommendations to the Governing Body in relation to their functions in respect of employee remuneration.

The Chair of the RC will report by exception to the next meeting of the governing body any significant issues brought to the Chair's attention other than at a meeting of the Committee.

10. Policy and best practice

In seeking to apply best practice in the decision- making process, the RC has full authority to commission any reports, surveys or other information that it deems necessary to assist it in fulfilling its obligations.

Primary Care Committee

1. Introduction

- 1.1 Simon Stevens, the Chief Executive of NHS England, announced on 1 May 2014 that NHS England was inviting Clinical Commissioning Groups (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 and CCGs 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 1 to these Terms of Reference to Wolverhampton CCG.
- 1.3 The CCG has established the Wolverhampton CCG Primary Care Committee ("the Committee"). The Committee will function as a corporate decision-making body for the management of the delegated functions and the exercise of these delegated powers for commissioning primary medical services for the people of Wolverhampton.
- 1.4 The committee will also support Wolverhampton CCG's Governing Body in developing and delivering the CCG's overall Primary Care Strategy. The committee will be responsible for monitoring delivery of the outcomes in the strategy, escalating matters of concern or importance and making recommendations to the Governing Body for action as appropriate.

2. Statutory Framework

- 2.1 NHS England has delegated authority to the CCG to exercise the commissioning functions set out in Schedule 1 in accordance with Section 13Z of The National Health Service Act 2006 (as amended) ("NHS Act").
- 2.2 Section 13Z of the NHS Act further provides that arrangements made under that section may be on such terms and conditions (including terms as to payment) as may be agreed between NHS England 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 functions 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 Governing Body of the CCG in accordance with Schedule 1A of the NHS Act.

2.6 The members 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 collective decisions on the review, planning and procurement of primary care services in Wolverhampton, under delegated authority from NHS England.

3.2 The functions of the Committee are undertaken in the context of a desire to promote increased co-commissioning to increase quality, efficiency, productivity and value for money and to remove administrative barriers.

3.3 The primary 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 except those relating to individual GP performance management, which have been reserved to NHS England. This includes the following activities:

- 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).

3.4 The Committee will also be responsible for managing the delivery and development of the CCG’s Primary Care Strategy on behalf of the Governing Body. It will also maintain an overview of the CCG’s other activities in relation to the delegated functions related to Primary Care and ensuring that they are aligned with the CCG’s Primary Care strategy. These activities include:-

- Planning for sustainable primary medical care services in Wolverhampton;
- Reviewing primary medical care services in Wolverhampton with the aim of further improving the care provided to patients
- Co-ordinating the approach to the commissioning of primary care services generally;
- Managing the budget for commissioning of primary medical care services in Wolverhampton.

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

3.6 The Committee will be responsible for ensuring that risks identified through the CCG’s risk management arrangements and allocated to the committee due to its relevance to its responsibilities are effectively managed through regular consideration of the committee’s risk profile. The committee will assure the Audit and Governance Committee and the Governing Body that these risks are being managed, escalating and de-escalating risks as it considers necessary.

4. Geographical coverage

- 4.1 The Committee will comprise the Wolverhampton CCG (The CCG). It will undertake the function of jointly commissioning primary medical services for Wolverhampton.

5. Membership

- 5.1 The Membership of the Committee shall consist of:-
- The Deputy Chair of the CCG's Governing Body
 - The CCG Governing Body Lay Member for Finance and Performance
 - Two Executive Members of the CCG's Governing Body (currently the Director of Strategy and Transformation and the Executive Director of Nursing and Quality)
 - Three elected GPs from the CCG's Governing Body (Non-Voting)
 - Two Patient Representatives
- 5.2 The Chair of the Committee shall be the Deputy Chair of the CCG's Governing Body
- 5.3 The Vice Chair of the Committee shall be the CCG Governing Body Lay Member for Finance and Performance.
- 5.4 Any member of the committee may nominate a substitute to attend a meeting on their behalf, provided that they notify the Chair 24 hours before the meeting.

6. Invited Attendees

- 6.1 Both a representative of Healthwatch Wolverhampton and a representative of the Wolverhampton Health and Wellbeing Board (who must represent Wolverhampton City Council on the Board) shall be invited to attend meetings of the Committee as a non-voting observer.
- 6.2 The observers shall be invited to provide assurance that the provisions for managing conflicts of interest are being correctly applied and shall be entitled to attend private sessions of the Committee.
- 6.3 The Committee may also call additional experts to attend meetings on an ad hoc basis to inform discussions.

7. Meetings and Voting

- 7.1 The Committee will operate in line with the CCG's Standing Orders and Policy for Declaring and Managing Interests. The agenda and supporting papers will be circulated to all members at least five working days before the date the meeting will take place unless a shorter time period for circulation of papers is necessary due to a meeting being re-scheduled at short notice.
- 7.2 Decisions of the Committee should be reached by consensus where possible. Where this is not possible, a vote will be taken with a simple majority of the votes cast being required to reach a decision with the Chair having a second and casting vote in the event of a tie.

N.B. In line with national statutory guidance, the GP representatives on the Committee shall not be entitled to vote.

- 7.3 Meetings of the Committee shall be held in public, unless the Committee resolves to exclude the public from either 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.
- 7.4 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.
- 7.5 Members of the Committee shall respect confidentiality requirements as set out in the Standing Orders referred to above unless separate confidentiality requirements are set out for the committee in which event these shall be observed.

8. Quorum

- 8.1 Meetings of the Committee shall be quorate when over 50% of its members, including the Chair or Vice Chair and at least one Executive Governing Body member is present and overall make up of those present is such that there is a majority of non-clinical members.

9. Frequency of Meetings

- 9.1 The Committee shall agree a regular programme of meetings each year. In addition, the Chair may call additional meetings if they are required in line with the

provisions for notice of meetings set out above.

10. Secretary

- 10.1 A named individual (or his/her nominee) shall be responsible for supporting the Chair in the management of the Committee's business and for drawing members' attention to best practice, national guidance and other relevant documents as appropriate.
- 10.2 The Secretary will circulate the minutes and action notes of the committee with 3 working days of the meeting to all members and present the minutes and action notes to NHS West Midlands and the governing body of the CCG.
- 10.3 The Secretary will also provide an executive summary report which will be presented to NHS West Midlands and the governing body of the CCG each month for information.

11. Accountability of the Committee

- 11.1 The Committee will be directly accountable for the commitment of the resources / budget delegated to the CCG by NHS England for the purpose of commissioning primary care medical services. This includes accountability for determining appropriate arrangements for the assessment and procurement of primary care medical services, and ensuring that the CCG's responsibilities for consulting with its GP members and the public are properly accounted for as part of the established commissioning arrangements.
- 11.2 For the avoidance of doubt, the CCG's Scheme of Reservation & Delegation, Standing Orders and Prime Financial Policies will prevail in the event of any conflict between these terms of reference and the aforementioned documents.
- 11.3 The Committee is accountable to the governing body to ensure that it is effectively discharging its functions.

12. Procurement of Agreed Services

- 12.1 The procurement arrangements will be set out in the delegation agreement (Schedule 1 and 2 to this Terms of Reference between NHS Wolverhampton CCG and NHS England).

13. Decisions

- 13.1 The Committee will make decisions within the bounds of its remit set out in paragraph 3 above. The decisions of the Committee shall be binding on NHS England and NHS Wolverhampton CCG and will be published by both parties.

14. Review of Terms of Reference

- 14.1 These terms of reference will be formally reviewed by the Committee in April of each year, following the year in which the committee is created and any recommendations for changes will be made to the Governing Body.

SCHEDULE 1 – DELEGATED FUNCTIONS

The functions delegated to NHS Wolverhampton CCG by NHS England under section 13Z of the National Health Service Act 2006 are as follows:-

- Decisions in relation to the commissioning, procurement and management of Primary Medical Services Contracts, including but not limited to the following activities:
 - Decisions in relation to Enhanced Services;
 - Decisions in relation to Local Incentive Schemes (including the design of such schemes);
 - Decisions in relation to the establishment of new GP practices (including branch surgeries) and closure of GP practices;
 - Decisions about 'discretionary' payments;
 - Decisions about commissioning urgent care (including home visits as required) for out of area registered patients;
- The approval of practice mergers;
- Planning primary medical care services in the Area, including carrying out needs assessments;
- Undertaking reviews of primary medical care services in the Area;
- Decisions in relation to the management of poorly performing GP practices and including, without limitation, decisions and liaison with the CQC where the CQC has reported non-compliance with standards (but excluding any decisions in relation to the performers list);
- Management of the Delegated Funds in the Area;
- Premises Costs Directions Functions;
- Co-ordinating a common approach to the commissioning of primary care services with other commissioners in the Area where appropriate; and
- Such other ancillary activities that are necessary in order to exercise the Delegated Functions.

Further detail on the exercise of these functions is detailed in the Delegation agreement between NHS England and NHS Wolverhampton CCG.

Appendix 3: Standing Orders

NHS WOLVERHAMPTON CLINICAL COMMISSIONING GROUP

STANDING ORDERS

Version: [9]

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1. STATUTORY FRAMEWORK AND STATUS

1.1. Introduction

1.1.1. These Standing Orders have been drawn up to regulate the proceedings of the NHS Wolverhampton Clinical Commissioning Group so that it can fulfil its obligations, as set out largely in the 2006 Act, as amended by the 2012 Act and related regulations. They are effective from the date the group is established and are deemed to be part of its constitution, as noted at paragraph 10.2 thereof.

1.1.2. The Standing Orders, together with the group's Scheme of Reservation and Delegation and the group's Prime Financial Policies, provide a procedural framework within which the group discharges its business. They set out:

- a) the arrangements for conducting the business of the group;
- b) the appointment of member practice representatives;
- c) the procedure to be followed at meetings of the group, the governing body and any committees or sub-committees of the group or the governing body;
- d) the process to delegate powers,
- e) the protocol for declaration of interests and standards of conduct.

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

1.1.3. Group members, employees, members of the governing body, members of the governing body's committees and sub-committees, members of the group's committees and sub-committees and persons working on behalf of the group should be aware that these three documents are part of the group's constitution and, where necessary, be familiar with their detailed provisions. Failure to comply with them may be regarded as a disciplinary matter that could result in dismissal.

1.2. Schedule of matters reserved to the clinical commissioning group and the Scheme of Reservation and Delegation

- 1.2.1. The 2006 Act (as amended by the 2012 Act) provides the group with powers to delegate the group's functions and those of the governing body to certain bodies (such as committees) and certain persons. The group has decided that certain decisions may only be exercised by the group in formal session. These decisions and also those delegated are contained in the group's Scheme of Reservation and Delegation.

2. THE CLINICAL COMMISSIONING GROUP: COMPOSITION OF MEMBERSHIP, KEY ROLES AND APPOINTMENT PROCESSES

2.1. Composition of membership

- 2.1.1. Section 3 of the group's constitution provide details of the membership of the group.
- 2.1.2. Section 5 of the group's constitution provides details of the procedures used in the group's decision-making processes, including the role of its governing body, committees and joint arrangements with other CCGs, NHS England and local authorities.

2.2. Key Roles and Appointment Processes

- 2.2.1. The group's constitution includes details of the composition of the group's governing body (Paragraph 5.5) and member practice representatives (Paragraph 3.5). These Standing Orders set out how the group appoints individuals to these key positions using best practice and with reference to the national guidance on roles, attributes and skills.
- 2.2.2. The chair of the governing body, is subject to the following:
- a) **Nominations** – any eligible individual may put themselves forward for election and this must be done in the format, to the named individual(s) and by the date/time specified in the rules for that election.

- b) **Eligibility** – any GP working in any member practice(s) on the date specified by the rules for the election who can demonstrate that they fulfil the criteria set out in the Chair's role description, unless disqualified by virtue of regulations or (e) below, subject to paragraph 6.2.5 of the constitution.
- c) **Appointment process** – election by secret ballot, overseen by the Local Medical Committee, of all eligible GPs, as defined at (b) above;
- d) **Term of office** – three years
- e) **Eligibility for reappointment** – no individual will serve more than two consecutive terms of office;
- f) **Grounds for removal from office** – no longer being a member of the governing body or a failure to perform to the required standard;
- g) **Notice period** – three months to be served in writing to the Accountable Officer.
- h) **By-elections** – if the position of Chair becomes vacant, the Governing Body will, as soon as practical, hold a by-election to fill the vacancy. In the interim period, the deputy chair of the Governing Body will usual act as chair. If the Deputy Chair is unable to act as Chair, the Governing Body will appoint one of their number who is not an employee of the group to act as interim chair.

2.2.3. The deputy chair of the governing body, will be the lay member selected for their knowledge of Wolverhampton. The governing body's chair is to be an elected member and if, in addition the chair is a health professional, and Regulations (SI 2012/1631) require that the deputy chair's position to be held by a lay member.

2.2.4. The six other GP members of the governing body, will be subject to the following criteria and process :

- a) **Nominations** – any eligible GP can put themselves forward for election to the governing body and this must be done in the

format, to the named individual(s) and by the date/time specified in the rules for that election;

- b) **Eligibility** – any GP working in any member practice(s) on the date specified by the rules for the election, unless disqualified by virtue of regulations or (e) below, subject to paragraph 6.2.5 of the constitution;
- c) **Appointment process** – the six places will be proportionately allocated to groupings of practices operating in the city using their patient list size. The current allocation to groupings is as follows:-

• Unity (Medical Chambers)	3
• Primary Care Home 1	1
• Primary Care Home 2	1
• Vertical Integration	1

The places will be filled by elections by secret ballot, overseen by the Local Medical Committee of all eligible GPs, as defined at (b) above, from each of the groupings;

- d) **Term of office** – three years subject to 2.2.4 (g) (notice period) below ;
- e) **Eligibility for reappointment** – no individual will serve more than two consecutive terms of office;
- f) **Grounds for removal from office** – no longer being eligible as defined at (b) above, failure to perform to the required standard or any proven misconduct that would in the case of an employee of the group, result in their dismissal;
- g) **Notice period** – three months to be served in writing to the Chair;
- h) **By-elections** – if any of the six places fall vacant, the Governing Body will determine if there will be a by-election to fill the vacancy for the remainder of that term. The winner of any election will only be deemed to have served one term of office for the purposes of (e) above if their time in office is over eighteen months.

2.2.5. The practice representatives, are subject to the following:

- a) **Nominations** – any eligible GP or other primary care health professional can put themselves forward for selection as the practice representative;
- b) **Eligibility** – any GP or other primary care health professional working in the member practice;
- c) **Appointment process** – selection by the practice using a voting procedure including all of its eligible GPs and primary care health professionals and which has been documented and lodged with the group's Accountable Officer, who will then be notified in writing as to who each representative is;
- d) **Term of office** – three years subject to f) (removal from office) and g) (notice period);
- e) **Eligibility for reappointment** – no individual will serve more than three consecutive terms of office;
- f) **Grounds for removal from office** – no longer being eligible as defined at
(b) above or failure to perform to the required standard;
- g) **Notice period** – one month to be served in writing to the Accountable Officer.

2.2.6. The lay members (the two statutory lay member positions outlined in Paragraph 5.5.2 of the constitution and the third lay member set out in Paragraph 5.5.3), are subject to the following:

- a) **Nominations** – persons who meet the requirements of and are not disqualified by regulations, will be invited to apply for these positions;
- b) **Eligibility** – further qualifying criteria for each of the positions will be clearly set out and only applicants who meet those criteria will be considered, subject to paragraph 6.2.5 of the constitution;
- c) **Appointment process** – eligible applicants will be shortlisted

and selected by interview using further criteria designed to identify the candidate best suited to each position;

- d) **Term of office** – five years, with the first term starting on the effective date of the group's constitution;
- e) **Eligibility for reappointment** – At the end of an individual lay member's term of office, the Governing Body will determine whether to re-appoint them for a further term of office. No individual will serve more than two terms of office.
- f) **Grounds for removal from office** – no longer being eligible as defined at
(b) above, failure to perform to the required standard or any proven misconduct that would in the case of an employee of the group result in their dismissal;
- g) **Notice period** – one month to be served in writing to the chair.

2.2.7. The registered nurse, is subject to the following:

- a) **Nominations** – membership of the governing body will rest with the individual appointed as the group's Chief Nurse and Director of Quality and applications will be sought by advertising that position;
- b) **Eligibility** – a registered nurse who will not, once appointed, also be employed in general practice or by any organisation from which the group secures any significant volume of provision, is not otherwise disqualified by regulations and who meets the specific criteria identified for the position, subject to paragraph 6.2.5 of the constitution;
- c) **Appointment process** – eligible applicants will be shortlisted and selected by interview using further criteria designed to identify the candidate best suited to the position;
- d) Terms relating to tenure in post, including cessation provisions will be determined by the post-holder's contract of employment with the group.

2.2.8. The secondary care specialist doctor, is subject to the following:

- a) **Nominations** – applications will be sought by advertising the position;
- b) **Eligibility** – a doctor who is/has been a secondary care specialist with a high level of understanding of how care is delivered in a secondary care setting, who is not employed in a member practice or any organisation from which the group secures any significant volume of provision, is not otherwise disqualified by regulations and who meets the specific criteria identified for the position, subject to paragraph 6.2.5 of the constitution;
- c) **Appointment process** – eligible applicants will be shortlisted and selected by interview using further criteria designed to identify the candidate best suited to the position;
- d) **Term of office** – five years, with the first term starting on the effective date of the group's constitution;
- e) **Eligibility for reappointment** – At the end of the post holder's term of office, the Governing Body will determine whether to re-appoint them for a further term of office. No individual will serve more than two terms of office.
- f) **Grounds for removal from office** – no longer being eligible as defined at
(b) above, failure to perform to the required standard or any proven misconduct that would in the case of an employee of the group result in their dismissal;
- g) **Notice period** – one month to be served in writing to the Chair.

2.2.9. The Accountable Officer is subject to the following:

- a) **Nominations** – membership of the governing body will rest with the individual appointed as the group's Chief Officer and applications will be sought by advertising that position;
- b) **Eligibility** – the qualifying criteria for the position will be clearly set out and only applicants who meet those criteria and are not disqualified by regulations will be considered, subject to paragraph 6.2.5 of the constitution;

- c) **Appointment process** – eligible applicants will be shortlisted and selected by interview using further criteria designed to identify the candidate best suited to the position. The appointment will then be formally confirmed by the NHS Commissioning Board;
- d) Terms relating to tenure in post, including cessation provisions will be determined by the post-holder's contract of employment with the group.

2.2.10. The Chief Finance Officer is subject to the following:

- a) **Nominations** – applications for post as employee of the group;
- b) **Eligibility** – holder of recognised accountancy qualification with current membership of the relevant professional body who meets the other specified criteria identified for the position and is not disqualified by regulations, subject to paragraph 6.2.5 of the constitution;
- c) **Appointment process** – eligible applicants will be shortlisted and selected by interview using further criteria designed to identify the candidate best suited to the position;
- d) Terms relating to tenure in post, including cessation provisions will be determined by the post-holder's contract of employment with the group.
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2.2.11. The Group's Director of Strategy and Transformation and Director of Operations are subject to the following;

- a) **Nominations** – applications for post as employee of the group;
- b) **Eligibility** – the qualifying criteria for the position will be clearly set out and only applicants who meet those criteria and are not disqualified by regulations will be considered, subject to paragraph 8.3.6 of the constitution;
- c) **Appointment process** – eligible applicants will be shortlisted and selected by interview using further criteria designed to identify the candidate best suited to the position;

- d) Terms relating to tenure in post, including cessation provisions will be determined by the post-holder's contract of employment with the group.

2.2.12. The practice manager representative is subject to the following:

- a) **Nominations** – applications will be sought by advertising the position;
- b) **Eligibility** – anyone who is/has been a GP practice manager with a high level of understanding of that role, who meets the other specified criteria identified for the position and is not disqualified by regulations, subject to paragraph 6.2.5 of the constitution;
- c) **Appointment process** – eligible applicants will be shortlisted and selected by interview using further criteria designed to identify the candidate best suited to the position;
- d) **Term of office** – five years, with the first term starting on the effective date of the group's constitution;
- e) **Eligibility for reappointment** – At the end of the post holder's term of office, the Governing Body will determine whether to re-appoint them for a further term of office. No individual will serve more than two terms of office;
- f) **Grounds for removal from office** – no longer being eligible as defined at
(b) above, failure to perform to the required standard or any proven misconduct that would in the case of an employee of the group result in their dismissal;
- g) **Notice period** – one month's to be served in writing to the chair.

3. MEETINGS OF THE CLINICAL COMMISSIONING GROUP

3.1. Calling meetings

- 3.1.1. Ordinary meetings of the group will be held quarterly with at least one month's notice given to all members via an e-mail to their practice representative. The details of the date, time and venue of these meetings will be publicised on the group's website www.wolverhamptonccg.nhs.uk.
- 3.1.2. An extraordinary meeting of the group will be held if deemed necessary by the governing body or if requested in writing to the chair of the governing body by at least ten practice representatives. At least one week's notice will be given to all members via an e-mail to their practice representative. Unless otherwise determined by the governing body or the chair thereof, because of the nature of the business of the meeting, the details of the date, time and venue of such meetings will be publicised on the group's website www.wolverhamptonccg.nhs.uk.
- 3.1.3. The governing body will schedule its meetings in advance and hold at least six such meetings in each financial year. Details of meeting dates, times and venues will be published on the group's website www.wolverhamptonccg.nhs.uk and no meeting will be rescheduled without at least one week's notice of the re-arranged date.
- 3.1.4. Committees of the group or the governing body and any sub-committees thereof will hold meetings as specified in their terms of reference.

3.2. Agenda, supporting papers and business to be transacted

- 3.2.1. Items of business to be transacted for inclusion on the agenda of a meeting of the group or the governing body need to be notified to the chair of the governing body at least ten working days (excluding weekends and bank holidays) before the meeting takes place. Supporting papers for such items need to be submitted such that the agenda and supporting papers will be circulated to all members of a meeting at least five working days before the date the meeting will take place. Addition of further agenda items or acceptance by the meeting of supporting papers after these deadlines will be at the discretion of the chair of the governing body or other person chairing the meeting as appropriate.

- 3.2.2. Agendas and certain papers for meetings of the group and its governing body will be published on the group's website www.wolverhamptonccg.nhs.uk.

3.3. Petitions

- 3.3.1. Where a petition has been received by the group, the chair of the governing body shall determine whether to include the petition as an item for the agenda of the next meeting of the governing body.

3.4. Chair of a meeting

- 3.4.1. At any meeting of the group or its governing body, the chair of the governing body will preside. At any meeting of a committee or sub-committee, its chair as defined in its terms of reference will preside. If the designated chair is absent from any meeting, the designated deputy chair, if any and if present, shall preside. Otherwise a member of the forum will be chosen by the members present, or by a majority of them, and shall preside.

3.4.2. If the chair is absent temporarily on the grounds of a declared conflict of interest the deputy chair, if present, will preside for the relevant business of the meeting. If both the chair and deputy chair are absent or disqualified from participating, a member of the forum who is able to participate will be chosen by the members present, or by a majority of them, and will preside.

3.5. Chair's ruling

- 3.5.1. The decision of the chair of the meeting on questions of order, relevancy and regularity and their interpretation of the constitution, Standing Orders, Scheme of Reservation and Delegation and Prime Financial Policies at the meeting, shall be final.

3.6. Quorum

- 3.6.1. Meetings of the group will be quorate if more than 50% of the practices in the group are represented by their practice representative or any substitute notified in writing to the Accountable Officer at least 24 hours before the meeting was scheduled to start. If enough members are disqualified from taking part in a vote due to a declared interest

that the meeting ceases to be quorate for that item of business, no such vote will be taken and the item and/or the remainder of the meeting (if it cannot be quorate thereafter) shall be adjourned and the business remaining on the agenda dealt with on a date to be agreed.

3.6.2. Meetings of the governing body will be quorate if more than 50% of the members as defined in Paragraph 5.5 of the constitution, including at least half of the elected members, are present or represented by an individual as notified to the chair more than 24 hours before the meeting was scheduled to start. In exceptional circumstances at the discretion and with the prior agreement of the chair, attendees may be allowed to attend meetings 'virtually' or by telephone.

3.6.3. If a meeting of the Governing Body ceases to be quorate is due to conflicts of interest declared by the GP and Practice Manager representatives and a quorum could never be convened in line with the group's arrangements for managing conflicts of interest, the meeting will be deemed to be quorate provided that more than 50% of the other members of the Governing Body are present. The person presiding at the meeting will ensure the requirements of the CCG's Policy for Declaring and Managing Interests are met and, if required, will also consult with the CCG's Conflict of Interest Guardian on any alternative action to be taken, which may include inviting one of the following additional individuals to provide independent scrutiny and assurance that decisions are being taken in line with the CCG's statutory responsibilities:-

- A non-conflicted representative of a member practice;
- A member of a relevant Health and Wellbeing Board;
- A member of a governing body of another clinical commissioning group.

Any arrangements undertaken will be recorded and communicated in line with the requirements of the CCG's Policy for Declaring and Managing Interests.

3.6.4. For all other of the group's committees and sub-committees, including the governing body's committees and sub-committees, the details of the quorum for these meetings and status of representatives are set out in the appropriate terms of reference. If conflicts of interests mean that a quorum cannot be convened for an item of business, the chair of the meeting will consult with the CCG's Conflict of Interest Guardian on alternative action that could be taken, which could include referring the decision to the Governing Body, which can be deemed to be quorate in line with Standing Order 3.6.3 above.

3.7. Decision making

- 3.7.1. Section 5 of the group's constitution, together with the Scheme of Reservation and Delegation, sets out the governing structure for the exercise of the group's statutory functions. Generally, it is expected that at meetings of the group and the governing body, decisions will be reached by consensus. Should this not be possible then a vote of members will be required, the processes for which are set out below.
- 3.7.2. In the event of a vote being necessary at a meeting of the group:
- a) **Eligibility** – practice representatives, or any substitute notified in writing to the Accountable Officer at least 24 hours before the meeting was scheduled to start, will be able to cast one vote on behalf of their practice.
 - b) **Majority necessary to confirm a decision** - a simple majority of the members present and voting at the meeting;
 - c) **Casting vote** - the chair of the meeting will have a casting vote in the unlikely event of no overall majority being established.
- 3.7.3. In the event of a vote being necessary at a meeting of the governing body:
- a) **Eligibility** – members of the governing body as defined by paragraph 5.5 of the constitution will be able to cast one vote but others in attendance at the meeting will not. Any member who cannot attend the meeting and wishes their vote to be cast by a representative must have notified the Chair of the identity of that individual more than 24 hours before the meeting was scheduled to start;
 - b) **Majority necessary to confirm a decision** – a simple majority
 - c) **Casting vote** - the chair of the meeting will have a casting vote in the event of no overall majority being established.
- 3.7.4. If a vote is taken the outcome of the vote and any dissenting views must be recorded in the minutes of the meeting.

- 3.7.5. For all other of the group's committees and sub-committees, including the governing body's committees and sub-committees, any vote will be decided at a quorate meeting by a simple majority, as set out in the respective terms of reference, with the chair of the meeting having a casting vote if necessary.

3.8. Emergency powers and urgent decisions

- 3.8.1. Those powers that the group has reserved to itself may, in an emergency or unforeseen circumstances, be exercised by the Chair of the governing body and the Accountable Officer after consultation with at least two practice representatives and the Chief Finance Officer if the group will, or is likely to, incur any excessive or unnecessary expenditure as a result of them not utilising the emergency powers, suffer exposure to a risk outside the group's stated risk appetite (including but not limited to prospective reputational damage) or other matter which, in the opinion of the Chair, requires an urgent decision to be taken prior to the next meeting of the group. The exercise of such powers will be reported to all practice representatives and subsequently ratified (or not as the case may be) and recorded at the next meeting of the group.
- 3.8.2. Those powers that the group has delegated to the governing body may in an emergency or the need for an urgent decision be exercised by the Chair of the governing body and the Accountable Officer after consultation with at least two other elected members of the governing body and the Chief Finance Officer if the group will, or is likely to, incur any excessive or unnecessary expenditure as a result of them not utilising the emergency powers, suffer exposure to a risk outside the group's stated risk appetite (including but not limited to prospective reputational damage) or other matter which, in the opinion of the Chair, requires an urgent decision to be taken prior to the next meeting of the governing body. The exercise of such powers will be reported to all members of the governing body as defined by paragraph 6.9.2 of the constitution and subsequently ratified (or not as the case may be) and recorded at the next meeting of the governing body. An urgent decision is one that needs to be taken before the next meeting of the governing body in order to ensure that the group meets its statutory, regulatory, governance and contractual obligations.
- 3.8.3. The provisions of paragraphs 3.8.1 and 3.8.2 shall apply (suitably modified) to the any committees established by the group and the governing body.

3.9. Suspension of Standing Orders

- 3.9.1. Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health or NHS England, any part of these Standing Orders may be suspended at any meeting, provided a simple majority plus one of the voting members of that meeting are in agreement.
- 3.9.2. A decision to suspend Standing Orders together with the reasons for doing so shall be recorded in the minutes of the meeting.
- 3.9.3. A separate record of matters discussed during the suspension shall be kept.
These records shall be made available to the governing body's Audit and Governance Committee for review of the reasonableness of the decision to suspend Standing Orders.

3.10. Records of Attendance

- 3.10.1. The names of all voting members (or their representatives) present at any meeting of the group, its governing body and any committee/sub-committee must be recorded in the minutes of that meeting together with the names of any attendees at such meetings.

3.11. Minutes

- 3.11.1. It will be the responsibility of the person chairing any meeting to ensure that an individual has been identified to take and draft the minutes of that meeting. The- chair of that meeting will confirm the accuracy of those minutes before they are presented to the next meeting of that forum for formal approval and be signed off by the person chairing that subsequent meeting.
- 3.11.2. Minutes of meetings of the group and its governing body will be among the papers published on the group's website www.wolverhamptonccg.nhs.uk.

3.12. Those invited to attend and admission of public and the press

- 3.12.1. Employees of and providers of relevant services to the group and other representatives of any organisations with which it jointly commissions or from whom it commissions healthcare services will be invited to attend meetings of the governing body whenever the transaction of its business will be made more efficient and effective by their presence.
- 3.12.2. In addition, representatives of the following will be invited to attend and contribute from their perspective, to all meetings of the governing body as observers, declaring any interests as appropriate:
- the Local Medical Committee, as statutory representatives of the GP profession;
 - Wolverhampton City Council, as key commissioning partners and host of the local Public Health function;
 - Wolverhampton Health and Wellbeing Board, through which the group and the Council will develop joint strategic needs assessments and joint strategies;
 - local HealthWatch to represent patients/carers.
- 3.12.3. The public and representatives of the press may attend all meetings of the group's governing body unless the confidential nature of the business to be transacted means that publicity would be prejudicial to the public interest; or it is necessary to ask members of the public to withdraw from the meeting the interests of public order.
- 3.12.4. There will be an opportunity at meetings of the Governing Body for members of the public to ask questions related to the work of the Governing Body and the Group. Members of public will be invited to submit any questions (which should not relate to individual issues) in writing in advance of the meeting. Whilst, at the discretion of the Chair, questions not submitted in advance maybe taken at the meeting it may not be possible to provide a full response at the meeting.
- 3.12.5. Members and employees of the group who remain at a meeting whilst confidential business is discussed will treat the relevant papers, discussion and minutes as absolutely confidential and not to be disclosed outside of the group without express written permission to do so from the Chair or Deputy Chair of the governing body, the

Accountable Officer or the Chair of the Audit and Governance Committee.

- 3.12.6. No member of the public or representative of the press will record or transmit a meeting of the group or its governing body without express permission from the chair of the meeting.

4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

4.1. Appointment of committees and sub-committees

- 4.1.1. The group may appoint committees and sub-committees of the group, subject to any regulations made by the Secretary of State, and make provision for the appointment of committees and sub-committees of its governing body. Where such committees and sub-committees of the group or the governing body are appointed they are included in Section 5 of the group's constitution.
- 4.1.2. Other than where there are statutory requirements, such as in relation to the governing body's Audit and Governance and Remuneration committees, the Governing Body shall determine the membership and terms of reference of committees and sub-committees and shall, if it requires, receive and consider reports of such committees at the next appropriate meeting of the Governing Body.
- 4.1.3. The provisions of these Standing Orders shall apply where relevant to the operation of the governing body, the governing body's committees and sub-committees and all committees and sub-committees unless stated otherwise in the committee's or sub-committee's terms of reference.

4.2. Terms of Reference

- 4.2.1. Terms of reference shall be included in the CCG's Governance handbook and published at the following website
www.wolverhamptonccg.nhs.uk/about-us/our-members-constitution.

4.3. Delegation of Powers by Committees to Sub-committees

- 4.3.1. Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the group.

4.4. Approval of Appointments to Committees and Sub-Committees

- 4.4.1. The governing body shall approve the appointments to each of the committees and sub- committees which it has formally constituted including those of the governing body. The Remuneration Committee will agree such travelling or other allowances for the members of such forums, as it considers appropriate.

5. DUTY TO REPORT NON-COMPLIANCE WITH STANDING ORDERS

- 5.1. If for any reason these Standing Orders are not complied with, full details of the non-compliance, any justification for non-compliance and the circumstances around the non-compliance will be reported to the next formal meeting of the governing body for action or ratification. All members of the group and staff have a duty to disclose any non-compliance with these Standing Orders to the Accountable Officer as soon as possible.

6. USE OF SEAL AND AUTHORISATION OF DOCUMENTS

6.1. Clinical Commissioning Group's seal

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

- a) the Accountable Officer;
- b) the Chair of the governing body;
- c) the Chief Finance Officer;

- 6.1.2 A register of sealings will be maintained by the Corporate Operations Manager

6.2. Execution of a document by signature

- 6.2.1. Details of authority to take and execute financial decisions are set out in Appendix 4 of the constitution. Outside of these arrangements the following individuals are authorised to execute a document on behalf of the group by their signature.

- a) the Accountable Officer
- b) the Chair of the governing body
- c) the Chief Finance Officer

7. OVERLAP WITH OTHER CLINICAL COMMISSIONING GROUP POLICY STATEMENTS AND PROCEDURES

7.1. Policy statements: general principles

- 7.1.1. The group will from time to time agree and approve policy statements and procedures which will apply to all or specific groups of staff employed by NHS Wolverhampton Clinical Commissioning Group. The decisions to approve such policies and procedures will be recorded in an appropriate group or governing body minute, will be deemed where appropriate to be an integral part of the group's standing orders and will indicate as appropriate, those for which non-compliance may be regarded as a disciplinary matter that could result in dismissal.

Appendix 4: Delegated Financial Limits

The following table sets out the delegated financial limits for the CCG in line with the Prime Financial Policies, Detailed Financial Policies and the Detailed Scheme of Delegation. These documents can be found in the CCG's Governance Handbook.

AUTHORITIES/DUTIES	FINANCIAL LIMIT	DELEGATED TO
Awarding of (or variation in) non-NHS legally enforceable contracts (after DFP compliant procurement process). <i>Note The relevant amount is the total value of the contract for its entire duration including irrecoverable VAT and relates to both revenue and Capital</i>	Up to £30,000	Budget Manager
	£30,001 - £100,000	Director responsible for budget area
	£100,001 - £250,000	Chief Finance Officer or Director of Finance
	£250,001 - £500,000	Accountable Officer & Chief Finance Officer
	£500,001 and above	Governing Body
Awarding of (or variation in) NHS contracts. <i>Note The relevant amount is the total value of the contract for its entire duration including irrecoverable VAT</i>	Up to £250,000	Director of Strategy & Transformation
	£250,001 – £500,000	Director of Strategy & Transformation and Accountable Officer, Chief Finance Officer or Director of Finance
	£500,001 - £1,000,000	Accountable Officer & Chief Finance Officer
	£1,000,001 and above	Governing Body
Authorisation to transfer money to local authorities and voluntary organisations under sections 256 and 257 of the NHS Act 2006.	Up to £250,000	Director of Strategy & Transformation
	£250,001 – £500,000	Director of Strategy & Transformation and Accountable Officer or Chief Finance Officer
	£500,001 - £1,000,000	Accountable Officer & Chief Finance Officer or Director of Finance
	£1,000,001 and above	Governing Body
Approve business cases relating to new investments, new service developments or service increases within the overall operating plan or budgetary financial limit.	Up to £150,000	Accountable Officer or Director responsible for budget area
	£150,001 - £500,000	Accountable Officer & Chief Finance Officer
	£500,001 and above	Commissioning Committee
Virement within approved revenue budgets (no virement is allowed between recurring & non- recurring budgets)	Up to £50,000	Budget Manager
	£50,001 - £100,000	Director responsible for budget area
	£100,001 and above	Chief Finance Officer or Director of Finance
Authorise regular payments made or invoices raised against formal service level agreements and contracts. The CCG will continue to make monthly (or	25% of contract value or 100% for local authority payments	Director of Strategy & Transformation
	No Limit	Accountable Officer or Chief Finance Officer

AUTHORITIES/DUTIES	FINANCIAL LIMIT	DELEGATED TO
<p>quarterly if applicable) payments against contract mandates that have been authorised in accordance with the DFPs.</p> <p>NOTE – in exceptional circumstances (e.g. at year end to meet cash limit targets or to meet contractual commitments), any payments or invoices can be approved by the Chief Finance Officer.</p>		
Authorisation of requisitions (or certification of invoices when no requisition/order was raised) for commercial procurements.	Up to £30,000	Budget Manager
	£30,001 - £100,000	Budget Holder
	£100,001 – £250,000	Accountable Officer, Chief Finance Officer or Director of Finance
	£250,000 and above	2 of Chief Finance Officer, Accountable Officer or Director of Finance
Signing of cheques or other orders up to limits specified in the written conditions issued by the CFOO under DFP 4.2.	(per bank mandates)	Persons specified in Bank Mandates
<p>Authority to waive tenders or quotations, or to accept a tender or quotation which is not the lowest.</p> <p>Note – The relevant Executive Director for the budget must sign any waiver</p>	Up to £30,000	Chief Finance Officer, Director of Finance or Deputy Chief Finance Officer
	£30,000 - £250,000	Chief Finance Officer or Director of Finance
	£250,001 - £500,000	Chief Finance Officer and Accountable Officer
	£500,001 and above	Governing Body

Governance Handbook



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NHS Wolverhampton Clinical Commissioning Group

Governing Body's Commissioning Committee Terms of Reference

1. Introduction

The Commissioning Committee (CC) has been established in accordance with paragraph 5.9.9 of NHS Wolverhampton Clinical Commissioning Group's constitution, including standing orders and the scheme of delegation. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the CC and will have effect as if incorporated into the constitution and standing orders.

The CC will evaluate its own performance and terms of reference annually. Any resulting changes to the terms of reference and/or concerns in relation to performance evaluation will be received and considered for approval by the governing body. The terms of reference will be published in the group's Governance Handbook and available by post or email, if requested.

2. Membership

The Chair of the CC will be an elected member of the governing body and elected by a ballot of the group members.

The number of members of the CC shall be at least 5.

In the event of the Chair of the CC being unable to attend all or part of a meeting, the members of CC will nominate a replacement from within the membership to deputise for that meeting.

The other members of the CC will be appointed by the group to include other members of the governing body, employees of the group including the Director of Strategy and Transformation, Executive Nurse and a representative of the finance function, a representative of organisations with which it carries out significant joint commissioning, individuals who reflect the wider local multi-professional clinical and social care community and a patient/carer representative, save that, subject to the qualifying proviso below, members of CC need not be members of the governing body.

No individual who could not be a member of the group's governing body by virtue of sections (4) to (10) of Schedule 5 of the 2012 Regulations (SI 2012/1631) will be eligible to be a non-governing body member of CC.

3. In attendance

Employees of and providers of relevant services to the group and other representatives of any organisations with which it jointly commissions or from whom it commissions healthcare services may be invited to attend when the CC is discussing areas that are the responsibility of that person.

4. Secretary

A named individual (or his/her nominee) shall be responsible for supporting the Chair in the management of the CC's business and for drawing members' attention to best practice, national guidance and other relevant documents as appropriate.

5. Quorum

A meeting of the CC will be quorate provided that three members are present of whom at least one is a GP and at least one is a member of the governing body.

6. Voting

Should a vote need to be taken, only the members of CC shall be allowed to vote. In the event of a tied vote, the Chair shall have a second and casting vote.

7. Frequency and notice of meetings

The CC will meet at least eight times per annum with meeting dates scheduled in advance for at least 12 months, save in an emergency when the Chair of CC may call a meeting either of his/her own volition or at the request of a member(s) with the Chair's consent. No unscheduled or rescheduled meetings will take place without members usually having at least ten days' notice of the date and in an emergency, standing order 3.8 (Emergency Powers and Urgent Decisions) shall apply. The agenda and supporting papers will be circulated to all members at least five working

days before the date the meeting will take place unless a shorter time period for circulation of papers is necessary due to a meeting being re-scheduled at short notice.

8. Remit and responsibilities of the committee

The CC is accountable to the governing body and its remit is to provide the governing body, Director of Strategy and Solutions and Executive Nurse, amongst others, with support in meeting the duties and responsibilities of the group as a commissioner of healthcare services, specifically:

acting consistently with the promotion of a comprehensive health service and the mandate issued for each financial year by the Secretary of State to NHS England , for which the CC has developed a Commissioning Policy;

- securing continuous improvement in the quality of services;
- co-ordinating the work of the group as appropriate with NHS England , other clinical commissioning groups, local providers of services, local authorities, patients and their carers, the voluntary sector and others to develop robust commissioning plans.

It delivers these duties by developing and delivering annual work programmes giving appropriate focus to the following:

- develop the commissioning strategy, commissioning plans and annual commissioning intentions, anticipating and adapting as required for national and international policy, the group's safeguarding and other statutory responsibilities, local and national requirements and patient expectations;
- oversee the annual contracting processes and any other programmes of healthcare service procurement;
- review of commissioning policies;
- develop service specifications for the commissioning of healthcare services;
- consider service and system reviews and develop appropriate strategies across the health and social care economy to address any identified issues;
- review progress against commissioning strategies and plans to ensure achievement of objectives within agreed timescales;
- make recommendations as necessary to the governing body on the remedial actions to be taken with regard to key risks and issues associated with the commissioning portfolio.

The Committee will be responsible for ensuring that risks identified through the CCG's risk management arrangements and allocated to the committee due to its relevance to its responsibilities are effectively managed through regular consideration of the committee's risk profile. The committee will assure the Audit and Governance Committee and the Governing Body that these risks are being managed, escalating and de-escalating risks as it considers necessary.

9. Relationship with the governing body

For the next meeting of the governing body following each meeting of the CC, the Chair of the committee will provide a written summary of the key matters covered by the meeting.

The minutes of each meeting of the CC, as agreed at the subsequent meeting, will be presented to the next meeting of the governing body for information.

The Chair of the CC will report by exception to the next meeting of the governing body any significant issues brought to the Chair's attention other than at a meeting of the Committee.

10. Policy and best practice

In seeking to apply best practice in the decision- making process, the CC has full authority to commission any reports, surveys or other information that it deems necessary to assist it in fulfilling its obligations.

NHS Wolverhampton Clinical Commissioning Group

Governing Body's Finance and Performance Committee Terms of Reference

1. Introduction

The Finance and Performance Committee (FPC) is established in accordance with paragraph 5.9.9 of NHS Wolverhampton City Clinical Commissioning Group's constitution, Standing Orders and Scheme of Reservation and Delegation. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the FPC and shall have effect as if incorporated into the constitution and standing orders.

The FPC will evaluate its own performance and terms of reference annually. Any resulting changes to the terms of reference and/or concerns in relation to the performance evaluation will be received and considered for approval by the governing body. The terms of reference will be published in the group's Governance Handbook and available by post or email, if requested.

2. Membership

The Chair of the FPC will be the lay member of the governing body for finance and performance.

The number of members of FPC shall be at least 5.

In the event of the Chair of the FPC being unable to attend all or part of a meeting, the members of FPC will nominate a replacement from within the membership to deputise for that meeting.

The other members of the FPC will be appointed by the group to include other members of the governing body including the Chief Finance Officer and employees of the group including at least one representative of the Commissioning function save that, subject to the qualifying proviso below, members of FPC need not be members of the governing body

No individual who could not be a member of the group's governing body by virtue of sections (4) to (10) of Schedule 5 of the 2012 Regulations (SI 2012/1631) will be eligible to be a non-governing body member of the group's FPC

3. In attendance

Employees of and providers of relevant services to the group and representatives of any organisations with which it jointly commissions or from whom it commissions healthcare services may be invited to attend when the FPC is discussing areas that are the responsibility of that person.

4. Secretary

A named individual (or his/her nominee) shall be responsible for supporting the Chair in the management of the FPC's business and for drawing members' attention to best practice, national guidance and other relevant documents as appropriate.

5. Quorum

A meeting of the FPC will be quorate provided that three members are present of whom at least one is a member of the governing body (the Chief Finance Officer not being counted as a member of the governing body for this purpose), the Chief Finance Officer or his/her authorised deputy and one other FPC member.

6. Voting

Should a vote need to be taken, only the members of FPC shall be allowed to vote. In the event of a tied vote, the Chair shall have a second and casting vote.

7. Frequency and notice of meetings

The FPC will meet at least eight times per annum with meeting dates scheduled in advance for at least 12 months, save in an emergency when the Chair of FPC may call a meeting of his/her volition or at the request of a member(s) with the Chair's consent.. No unscheduled or rescheduled meetings will take place without members usually having at least ten days of the date and in an emergency, standing order 3.8 (Emergency Powers and Urgent Decisions) shall apply. The agenda and supporting papers will be circulated to all members at least five working days before the date the meeting will take place unless a shorter time period for circulation of papers is necessary due to a meeting being re-scheduled at short notice..

8. Remit and responsibilities of the committee

The FPC is accountable to the governing body and its remit is to provide the governing body with assurance on issues related to the finances, including financial health, of the group and the achievement of performance objectives and targets. It will deliver this remit in the context of the group's priorities, as they emerge and develop, and the risks associated with achieving them.

The Committee will be responsible for ensuring that risks identified through the CCG's risk management arrangements and allocated to the committee due to its relevance to its responsibilities are effectively managed through regular consideration of the committee's risk profile. The committee will assure the Audit and Governance Committee and the Governing Body that these risks are being managed, escalating and de-escalating risks as it considers necessary.

The specific duties delegated to or conferred on the FPC by the group of its governing body are:

- to support the Chief Finance Officer in the delivery of the general financial duties;
- to report to the governing body on areas of concern regarding financial and performance issues;
- to receive reports from the group's representative on the Wolverhampton Health and Wellbeing Board with regard to development of the joint assessments and strategies and delivery of the latter;
- to monitor the group's delivery of the duty to act effectively, efficiently and economically;

- to monitor the group's delivery of the duty to have regard to the need to reduce inequalities;
- review the Chief Finance Officer's proposals for any changes to the Prime Financial Policies prior to scrutiny of them by the Audit and Governance Committee;
- approval of detailed financial policies;
- to consider reports from the Chief Finance Officer regarding significant variances from budgeted performance and approve any changes to budgets not significant enough to require approval by the governing body;
- to consider reports from management regarding significant variances from non-financial performance targets;
- agree the Chief Finance Officer's timetable for producing the annual accounts and report;
- approve the group's overall banking arrangements; and
- receive reports detailing actual and forecast expenditure and activity for all healthcare contracts.

It will deliver these duties by developing and delivering annual work programmes giving appropriate focus to the following:

- receive and consider detailed monthly monitoring reports and year-end forecast of performance against financial and performance targets;
- review plans for and delivery of initiatives under QIPP and any subsequent programme of that nature;
- to make recommendations as necessary to the governing body on the remedial actions to be taken with regard to finance and performance issues and risks, including in-year changes to budgets; and
- to report annually to the governing body in relation to how FPC has discharged its duties.

9. Relationship with the governing body

For the next meeting of the governing body following each meeting of the FPC, the Chair of the committee will provide a written summary of the key matters covered by the meeting.

The minutes of each meeting of the FPC, as agreed at the subsequent meeting, will be presented to the next meeting of the governing body for information.

The Chair of the FPC will report by exception to the next meeting of the governing body any significant financial or performance issues brought to the Chair's attention other than at a meeting of the Committee.

10. Policy and best practice

In seeking to apply best practice in the decision- making process, the QSC has full authority to commission any reports, surveys or other information that it deems necessary to assist it in fulfilling its obligations.

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NHS Wolverhampton Clinical Commissioning Group

Governing Body's Quality and Safety Committee Terms of Reference

1. Introduction

The Quality and Safety Committee (QSC) is established in accordance with paragraph 5.9.9 of NHS Wolverhampton Clinical Commissioning Group's constitution, standing orders and scheme of delegation. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the QSC and shall have effect as if incorporated into the constitution and standing orders.

The QSC will evaluate its own performance and terms of reference annually. Any resulting changes to the terms of reference, and/or concerns in relation to performance evaluation will be received and considered for approval by the governing body. The terms of reference will be published in the group's Governance Handbook and available by post or email, if requested.

2. Membership

The Chair of the QSC will be an elected member of the governing body

The number of members of the QSC shall be at least 5.

In the event of the Chair of the QSC being unable to attend all or part of a meeting, the members of QSC will nominate a replacement from within the membership to deputise for that meeting.

The other members of the QSC will be appointed by the group to include other members of the governing body including the Executive Nurse and the secondary care specialist doctor, other representatives of constituent practices, employees of the group, individuals who reflect the wider local multi-professional clinical and social care community and a patient /carer representative, save that subject to the qualifying proviso below, members of QSC need not be members of the governing body.

No individual who could not be a member of the group's governing body by virtue of sections (4) to (10) of Schedule 5 of the 2012 Regulations (SI

2012/1631) will be eligible to be a non-governing body member of the group's QSC.

3. In attendance

Employees of and providers of relevant services to the group and representatives of any organisation with which it jointly commissions or from whom it commissions healthcare services may be invited to attend when the QSC is discussing areas that are the responsibility of that person.

4. Secretary

A named individual (or his/her nominee) shall be responsible for supporting the Chair in the management of the QSC's business and for drawing members' attention to best practice, national guidance and other relevant documents as appropriate.

5. Quorum

A meeting of the QSC will be quorate provided that three members are present of whom at least one is a Clinical member of the governing body.

6. Voting

Should a vote need to be taken, only the members of QSC shall be allowed to vote. In the event of a tied vote, the Chair shall have a second and casting vote.

7. Frequency and notice of meetings

The QSC will meet at least eight times per annum with meeting dates scheduled in advance for at least 12 months, save in an emergency when the Chair of QSC may call a meeting either of his/her own volition or at the request of a member(s) with the Chair's consent. No unscheduled or rescheduled meetings will take place without members usually having at least ten days of the date and in an emergency, standing order 3.8 (Emergency Powers and Urgent Decisions) shall apply. The agenda and supporting papers will be circulated to all members at least five working days before the date the meeting will take place unless a shorter time period for circulation of papers is necessary due to a meeting being re-scheduled at short notice.

8. Remit and responsibilities of the committee

The QSC is accountable to the governing body and its remit is to provide the governing body with assurance on the quality of services commissioned and promote a culture of continuous improvement and innovation with respect to safety of services, clinical effectiveness and patient experience. It will deliver this remit in the context of the group's priorities, as they emerge and develop, and the risks associated with achieving them.

The Committee will be responsible for ensuring that risks identified through the CCG's risk management arrangements and allocated to the committee due to its relevance to its responsibilities are effectively managed through regular consideration of the committee's risk profile. The committee will assure the Audit and Governance Committee and the Governing Body that these risks are being managed, escalating and de-escalating risks as it considers necessary.

The duties of the QSC are driven by the priorities for the group and any associated risks or areas of quality improvement and operates a programme of business, agreed by the governing body, that is flexible to new and emerging priorities and risks.

The specific duties required of the QSC are:

- to monitor the group's delivery of the public sector equality duty;
- to receive reports from the group's representative on the Wolverhampton Health and Wellbeing Board with regard to development of the joint assessments and strategies and delivery of the latter;
- to monitor the group's compliance with its Statement of Principles relating to the duty secure public involvement;
- to monitor the group's delivery of the duty to promote awareness of and have regard to the NHS Constitution;
- to monitor the group's delivery of the duty to secure continuous improvement to the quality of services;
- to monitor the group's delivery of the duty to support NHS England with regard to improving the quality of primary medical services;
- to monitor the group's delivery of the duties to promote the involvement of patients, their carers and representatives and enable patients to make choices;
- approval of policies for information governance, business continuity, emergency planning, security and complaints handling;
- to ensure that the group makes effective use of NHS Digital's Data Security and Protection and any other relevant Toolkit(s) to assess its performance;

- endorsing action plans to address high scoring risks in the group's Risk Register.

It delivers these duties by developing and delivering annual work programmes giving appropriate focus to the following:

- seek assurance that the commissioning strategy for the clinical commissioning group fully reflects all elements of quality (patient experience, effectiveness and patient safety), keeping in mind that the strategy and response may need to adapt and change;
- provide assurance that commissioned services are being delivered in a high quality and safe manner, ensuring that quality sits at the heart of everything that the group does. This will include jointly commissioned services and supporting NHS England as regards the quality and safety of the secondary healthcare services that it commissions for the group's patients;
- provide assurance that the group is meeting its safeguarding responsibilities under Children's Act 2004, Vulnerable Groups Act 2006 and any subsequent relevant legislation;
- provide assurance that the group is meeting its Special Educational Needs & Disability (SEND) under the Children and Families Act 2014.
- oversee and provide assurance that effective management of risk is in place to manage and address clinical governance issues including arrangements to proactively identify early warnings of failing systems;
- have oversight of the process and compliance issues concerning serious incidents requiring investigation (SIRI); be informed of all Never Events; inform the governing body of any escalation or sensitive issues in good time; ensure that the group and its healthcare providers are learning from SIRI and Never Events;
- ensure that there is a clear line of accountability for patient safety issues, including the reporting required by statute, regulations or locally agreed best practice;
- seek assurance on the performance of NHS organisations in terms of their interaction and/or regulation by the Care Quality Commission, Monitor and any other relevant regulatory bodies;
- receive and scrutinise independent investigation reports relating to patient safety issues and agree publication plans;
- ensure that a clear escalation process, including appropriate trigger points, is in place to enable appropriate engagement of external bodies on areas of concern;
- make recommendations as necessary, to the governing body on the remedial actions to be taken with regard to actual and evolving quality and safety issues and risks.

8 Relationship with the governing body

For the next meeting of the governing body following each meeting of the QSC, the Chair of the committee will provide a written summary of the key matters covered by the meeting.

The minutes of each meeting of the QSC, as agreed at the subsequent meeting, will be presented to the next meeting of the governing body for information.

The Chair of the QSC will report by exception to the next meeting of the governing body any significant issues brought to the Chair's attention other than at a meeting of the Committee.

9 Policy and best practice

In seeking to apply best practice in the decision-making process, the QSC has full authority to commission any reports, surveys or other information that it deems necessary to assist it in fulfilling its obligations.

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INSERT LOGO FOR EACH CCG

Black Country & West Birmingham Joint Commissioning Committee (Joint Commissioning Committee)

Terms of Reference – Version D7.0

AMENDMENT HISTORY

VERSION	DATE	AMENDMENT HISTORY
D1.0	31 March 2017	Emma Smith proposed TOR template
D1.0	3 April 2017	Peter McKenzie & Sara Saville submitted amends
D2.0	4 April 2017	Presented back to T&FG for comment
D2.0	4 April 2017	Michelle Carolan provided comments
D3.0	5 April 2017	Amended following Task and Finish Group meeting
D4.0	20 April 2017	Amended following BCWBJC
D5.0	12 July 2017	Amended following feedback from CCG GB
D6.0	1 Aug 2017	Amended following feedback from JCC and project manager comments
D7.0	19 Sept 2017	Amended for consistent use of Joint Commissioning Committee

REVIEWERS

This document has been reviewed by:

NAME	DATE	TITLE/RESPONSIBILITY	VERSION
Emma Smith	31 March 2017	Governance Support Manager	D1.0
Sara Saville	31 March 2017	Head of Corporate Governance	D1.0
Peter McKenzie	3 April 2017	Corporate Operations Manager	D1.0
Michelle Carolan	4 April 2017		D2.0
BCWBJC	20 April 2017	AOs of the Black Country and West Birmingham CCGs	D4.0
Four CCG GB	12 July 2017	GB members	D5.0

APPROVALS

This document has been approved by:

VERSION	BOARD/COMMITTEE	DATE

Black Country & West Birmingham Joint Commissioning Committee – Terms of Reference

1. Introduction & Purpose

- 1.1 The Black County & West Birmingham Joint Commissioning Committee (the 'Joint Commissioning Committee') is established in accordance with paragraph 6.4.4 of NHS Dudley Clinical Commissioning Group's (CCG) constitution, paragraph 6.5.4 of NHS Wolverhampton CCG constitution, paragraph 6.6.4 of NHS Sandwell & West Birmingham CCG constitution and paragraph 5.10.4 of NHS Walsall CCG constitution.
- 1.2 The purpose of the Joint Commissioning Committee is to establish a single commissioning view in line with the Sustainable Transformation Plan (STP) arrangements for key services across the Black Country and West Birmingham through the creation of a Joint Commissioning Committee of the four CCGs.
- 1.3 Individual CCGs will remain accountable for meeting their statutory duties. Each CCG has nominated its representative members and the Joint Commissioning Committee will have delegated authority from each CCG to make binding decisions on behalf of each CCG.
- 1.4 Currently the STP has no formal authority or governance and the Joint Commissioning Committee will provide a basis for coordinated collective action to commission the arrangements in the plan.
- 1.5 It is a committee comprising representatives of the following organisations:
 - Wolverhampton CCG,
 - Sandwell & West Birmingham CCG,
 - Dudley CCG and
 - Walsall CCG
- 1.6 These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Joint Commissioning Committee and will have effect as if incorporated into the constitution.

2. Membership

- 2.1 Each member of the Committee as defined in Paragraph 2.2 shall have one vote. There will be one vote, per role, per organisation. The Committee shall reach decisions by a simple majority of members present, but with the Chair having a second and deciding vote, if necessary.
- 2.2 Each of the four CCGs shall nominate four members of the Joint Commissioning Committee from their Governing Body, which will be their Chair, and Accountable Officer, one Chief Finance Officer and one lay member. Each of the four CCGs will nominate one lay member from their Governing Body as their fourth member.
- 2.3 NHS England lead for commissioning specialised services will be a co-opted member to support the committee's work on developing proposals for the commissioning specialised services – using the 'seat at the table' model.
- 2.4 The Joint Commissioning Committee will be clinically led, with the Chair being taken by one of the CCG Chair members and will rotate amongst them every six months in line with a schedule determined by the committee.
- 2.5 The Vice Chair of the Joint Commissioning Committee will be elected from amongst the Chairs who will deputise for the Chair of the Joint Commissioning Committee as required.
- 2.6 Other representation that will normally be in attendance (members but non-voting) will

include:

- Programme Manager
- Communications Lead
- Administration support

- 2.6 Governing Body elected GPs, Clinical Executives, Executive Nurses, Other NHS England representation, other GP members or employees of the CCG (not already listed in the membership) may be asked to attend the committee for the purposes of specific agenda items. This will be in an advisory and non-voting capacity. NHS England's National Statutory Guidance on "Managing Conflicts of Interest" will be observed and complied with at all times.

3. Administrative Support

- 3.1 The Chair of the Joint Commissioning Committee will be responsible for arranging administrative support for meetings of the Committee. This will include circulating the agenda and papers for the meeting five clear working days in advance of the meeting, taking minutes and actions of the meeting.
- 3.2 The Programme Manager shall be responsible for supporting the Chair in the management of the Committee's business and for drawing members' attention to best practice, national guidance and other relevant documents as appropriate.

4. Quorum

- 4.1 A meeting of the Joint Commissioning Committee will be quorate provided that at least five members comprising of the following are present:
- Chair or Vice Chair
 - One member from each CCG
 - One Accountable Officer
 - One Chief Finance Officer
 - One lay member

5. Frequency of meetings

- 5.1 The Joint Commissioning Committee will formally meet on a monthly basis. There may be a need for the Committee to meet informally from time to time. Any informal meetings will support the work of the Committee and will have no delegated decision-making authority.
- 5.2 Meetings of the Joint Commissioning Committee shall ordinarily be held in public and the agenda and supporting papers will be made available for public inspection. The Joint Commissioning 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 be 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.
- 5.3 The Joint Commissioning Committee will also meet in 'shadow form' whilst its terms of reference are considered by the constituent CCGs and until it has delegated decision making authority for specified commissioning services. Meetings during this period will be held in private session.

6. Remit Duties and Responsibilities

- 6.1 The Joint Commissioning Committee's specific responsibilities will be delegated to it by each

of the four constituent CCGs and will, where appropriate, be reflected in each CCG's Scheme of Reservation and Delegation. The committee will provide the mechanism for any regulatory requirements for shared CCG reporting, assurance or decision making.

6.2 The responsibilities of the Joint Commissioning Committee will be reviewed regularly as the single commissioning view for the Black Country and West Birmingham develops. The Joint Commissioning Committee's initial responsibilities will be:-

- To make binding decisions on those matters delegated to the Joint Commissioning Committee on behalf of the CCG
- To make recommendations to the four CCGs on the scope of services that should be commissioned at a Black Country and West Birmingham system level;
- To organise, on behalf of the four CCGs, the joint commissioning of Specialised Services across the Black Country and West Birmingham with NHSE;
- To have oversight of the commissioning of acute and mental health services that have been established as being within the scope of services commissioned at system level, which will include:-
 - Mapping financial risks across the system;
 - Identifying Clinical priorities for transformation;
- To establish and manage a transformation programme to support the development of a single commissioning view for the Black Country and West Birmingham;
- To develop an Organisational Development plan across the four CCGs to recommend to the four CCGs that identifies the immediate benefits from shared working and supports the implementation of the transformation plan; and
- To make recommendations for the deployment of resources to support the implementation of the Transformation Programme.

6.3 The Joint Commissioning Committee will be supported in its work by a Clinical Leadership Group to advise on clinical strategy. The Joint Commissioning Committee will determine the Clinical Leadership Groups ToR. The Clinical Leadership Group will comprise of lead clinicians from across the STP area. The Clinical Leadership Group has no delegated authority, but will, by virtue of the clinical knowledge and expertise of the membership have a voice of authority to make recommendations and support the clinical leadership of the Joint Commissioning Committee.

6.4 The Joint Commissioning Committee will have the power to establish any task and finish group and determine the ToR for this so long as it is in line with the responsibilities given to the Joint Commissioning Committee.

7. Managing Conflicts of Interest

7.1 Conflicts of interest are a common and sometimes unavoidable part of the delivery of healthcare. The Joint Commissioning Committee is required to manage any conflicts of interest through a transparent and robust system. A lay member will act as a conduit and safe point of contact for anyone with concerns relating to conflicts of interest and provide advice and judgement in the management of conflicts. In the event that the Chair and Vice Chair are conflicted the lay member will Chair the meeting or part of. Members of the Joint Commissioning Committee are encouraged to be open and honest in identifying any potential conflicts during the meeting. The Chair of the Committee will be provided with the latest Declaration of Interest register at each meeting and will be required to recognise any potential conflicts that may arise from themselves or a member of the meeting.

7.2 It is imperative that members of relevant CCGs ensure complete transparency in any decision-making processes through robust record-keeping. Wherever a conflict of interest may be perceived, the matter must always be resolved in favour of the public interest rather than the individual member. If any conflicts of interest are declared or otherwise arise in a meeting, the chair must ensure the following information is recorded in the minutes; who has the interest,

the nature of the interest and why it give rise to a conflict; the items on the agenda to which the interest relates; how the conflict was agreed to be managed and evidence that the conflict was managed as intended.

8. Relationship with CCG Governing Body

- 8.1 The Joint Commissioning Committee is accountable to the each retrospective governing body to ensure that it has effectively discharging its functions.
- 8.2 All CCG governing body meetings will receive a copy of the Joint Commissioning Committee meetings minutes. The Joint Commissioning Committee will also make any recommendations or decisions reserved for the governing body directly.
- 8.3 Establish Task and Finish Groups as required which will report directly to the Joint Commissioning Committee.

9. Review of Joint Committee Effectiveness

- 9.1 The Joint Commissioning Committee will annually self-assess and report to the respective governing bodies and on its performance in the delivery of its objectives.
- 9.2 The Joint Commissioning Committee's terms of reference and duties will be reviewed regularly, including at the point of Chair rotation and in line with any defined milestones in the Joint Commissioning Committee's transformation plan. This will ensure that the Joint Commissioning Committee reflects any changes as the STP develops.
- 9.3 Any changes to the terms of reference will be approved by the respective governing bodies.

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Declaring and Managing Interests

Including Managing Conflicts of Interest



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1.1	November 2014	First Revision
1.2	December 2014	Revised following comments by Jim Oatridge
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2.0	January 2015	Reviewed following comments from the Audit and Governance Committee
2.1	October 2015	Revision by Peter McKenzie
2.2	July 2016	Revision Following changes to NHS England Statutory Guidance
3.0	July 2016	Approved Version by Governing Body & Audit and Governance Committee
3.1	July 2017	Reviewed following amended Guidance from NHS England
4.0	October 2017	Revised Version (statutory changes) approved by Audit and Governance Committee and Senior Management Team

REVIEWERS

This document has been reviewed by:

NAME	TITLE/RESPONSIBILITY	DATE	VERSION
Peter McKenzie	Corporate Operations Manager	November 2014	1.1
Jim Oatridge	Lay Member for Audit and Governance	December 2014	1.1
Peter McKenzie	Corporate Operations Manager	October 2015	2.1
Peter McKenzie	Corporate Operations Manager	July 2016	3.1
Peter McKenzie	Corporate Operations Manager	July 2017	3.2

APPROVALS

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GROUP/COMMITTEE	DATE	VERSION
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	12 July 2016	3.0
Audit and Governance Committee	20 January 2015	2.0
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	19 July 2016	3.0
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1. Introduction and Purpose

- 1.1. This policy is a key element of the Group's Business Conduct Policies¹ and is available on the group's website at www.wolverhamptonccg.nhs.uk. It sets out how NHS Wolverhampton Clinical Commissioning Group (CCG) will manage conflicts of interest arising from the business of the organisation and should be read alongside the constitution (including the standing orders in Appendix E) and the Codes of conduct for staff and Governing Body Members and clinical leads.
- 1.2. The policy has been drafted in accordance with relevant legislation and guidance including:-
- NHS England Code of Conduct: "Managing conflicts of interest where GP practices are potential providers of CCG-commissioned services" (October 2012)
 - NHS England: "Managing conflicts of interest: Statutory Guidance for CCGs" (June 2016)
 - The National Health Service (Procurement, Patient Choice and Competition) Regulations 2013, SI 2013/257
 - Royal College of General Practitioners' ethical commissioning guidance (October 2011)
 - The four principles set out in the NHS England Towards Establishment: Creating responsive and accountable CCGs, Technical appendix 1:-
 - Doing business properly
 - Being proactive not reactive
 - Assuming that individuals will seek to act ethically and professionally, but may not always be sensitive to all conflicts of interest
 - Being balanced and proportionate
- 1.3. The CCG is responsible for the stewardship of vast public resources and the commissioning of healthcare services for the community. It is therefore determined to inspire confidence and trust by demonstrating integrity by acting in accordance with the principles of Good Governance set out in paragraph 4.5 of the constitution. These include nationally recognised standards such as the Nolan Principles governing standards of behaviour in public life, the Good Governance Standard for Public Services², the seven key principles of the NHS Constitution and the Equality Act 2010. Locally, the development of this policy is based on these principles and helps to ensure all of the group's decisions are taken and demonstrably seen to be taken for the right reasons and in line with the following principles:-
- The interests of patients remain paramount at all times;
 - The Group's business is conducted in an impartial and honest manner;
 - Public funds are used to the best advantage of the service, always ensuring value for money;
 - No employees or appointees abuse their position for personal gain or to the benefit of their family or friends;
 - No employees or appointees seek to advantage or further private or other interests in the course of their duties.

¹ Paragraph 8.1.2 of the group's constitution

² The Good Governance Standard for Public Services, The Independent Commission on Good Governance in Public Services, Office of Public Management (OPM) and The Chartered Institute of Public Finance & Accountability (CIPFA), 2004

- 1.4. This ethos underpins this policy, by setting out steps to avoid any potential or real situations where there could be suggestions of undue bias or influence in the decision making of the CCG throughout the 'Commissioning Cycle'. This means that efforts will be made to ensure that:-
- Service design and specification is informed by appropriate patient and public engagement and the views of relevant providers and expert clinicians;
 - Procurement decisions (and other decisions with financial consequences) are in line with the the CCG's responsibilities under The National Health Service (Procurement, Patient Choice and Competition) Regulations 2013³, which stipulate that the Group:
 - when procuring health care services, must treat providers equally and not treat a provider or type of provider more favourably, in particular on the basis of ownership - Regulation 3(2)(b);
 - must not award a contract for the provision of health care services where conflicts or potential conflicts between commissioning and providing the services affect or appear to affect the integrity of that contract award – Regulation 6(1);
 - must maintain a record of how it managed any such conflicts of interest in relation to each such contract that it has entered into – Regulation 6(2);
 - must provide Monitor with any specified information in its possession for the purposes of an investigation into any complaint received by Monitor regarding the Group's failure to comply with the above – Regulation 13(4).

2. Scope of Policy

- 2.1. This policy applies to:-
- CCG Member practices;
 - Governing Body Members and members of the Group's committees;
 - Employees of the group; and
 - Any individuals contracted to work on the group's behalf or otherwise provide services or facilities to it.
- 2.2. In addition, anyone engaging with the Group in relation to the actual or potential provision of services or facilities to it will be required to comply with this policy as regards the declaration of any relevant actual or potential conflict of interest.
- 2.3. A conflict of interest is defined as a situation in which:-
- There is a real possibility that any interest will lead an individual to act in a way that is not impartial and independent in carrying out their duties on behalf of the group;
 - There is a real possibility that any interest held by somebody with whom an individual has a close association (such as a close relative, friend or business associate) will lead an individual to act in a way that is not impartial and independent in carrying out their duties on behalf of the group;
 - A fair minded and informed observer would conclude that one of the above interests exists and that there was a real possibility that the interest could lead

³ [SI 2013/257](#)

the individual to act in a way that is not impartial or independent in carrying out their duties on behalf of the group.

- 2.4. As highlighted above, when considering conflicts of interest, there may be circumstances when it is not necessary for an actual conflict to exist. It may be sufficient that there is a perceived conflict, where there is a reasonable perception that the individual is influenced or could be open to influence.
- 2.5. The definition of a close relative includes spouses, civil partners, partners, parents, children (adult and minor) and siblings. It also includes other people living in the same household as the individual. For the avoidance of doubt, GPs on the Governing Body, other GPs in their practice will be considered to be business associates for the purpose of this policy.
- 2.6. Further details on the interests that must be registered is given in Section 3 of this policy, but in general potential conflicts of interest may arise from:-
- **Financial Interests** – where an individual or somebody with whom they have a close association may financially benefit from the consequences of group decision (for example, a decision to commission a provider of services);
 - **Non-Financial Professional Interests** – where an individual or somebody with whom they have a close association may obtain a non-financial professional benefit from the consequences of a group decision, such as increasing their professional reputation or status or promoting their professional career;
 - **Non-Financial Personal Interests** – where an individual or somebody with whom they have a close association may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit (for example, a reconfiguration of hospital services which might result in the closure of a busy clinic next door to an individual's house);
- 2.7. Failure to comply with this policy is taken very seriously by the group and may have significant consequences. Details are given in Section 9 of this policy on how breaches of the policy will be managed but could include investigations under the disciplinary policy for employees or as a breach of the code of conduct for governing body members. Failure to comply with this policy by member practices will be treated as a dispute in line with paragraph 7.10 of the Constitution.

3. Key Roles and Responsibilities

- 3.1. The Accountable Officer has overall responsibility for how the CCG manages conflicts of interest and every individual to whom this policy applies is responsible for acting in accordance with its requirements. Beyond this, there are specific roles for ensuring that this policy operates effectively.
- 3.2. **Conflicts of Interest Guardian**
The Governing Body Lay Member for Audit and Governance is designated as the CCG's Conflict of Interest Guardian. The CCG's constitution sets out their role in ensuring arrangements are in place to manage conflicts of interests⁴ and to have an

⁴ Paragraphs 8.4.2 to 8.4.4, Sections 4 and 5 are approved by the Lay Member as the Group's arrangements under these paragraphs

oversight of how effectively they are operating (in conjunction with the Audit and Governance Committee).

In line with the 2016 Statutory Guidance, their role also includes:-

- Acting as a conduit for GP practice staff, members of the public and healthcare professionals who have any concerns with regards to conflicts of interest;
- Being a safe point of contact for employees or workers of the CCG to raise any concerns in relation to this policy;
- Supporting the rigorous application of conflict of interest principles and policies
- Providing independent advice and judgment where there is any doubt about how to apply conflict of interest policies and principles in an individual situation; and
- Providing advice on minimising the risks of conflicts of interest.

3.3. **Corporate Operations Manager**

In recognition that the role of Conflict of Interest Guardian is strategic, the Corporate Operations Manager has day to day responsibility for managing conflict of interest matters and queries. This includes:-

- Maintaining the CCG's registers of Interests and Gifts and Hospitality;
- Supporting the Conflict of Interest Guardian to enable them to fulfil their role effectively;
- Providing advice, support and guidance on how conflicts of interest should be managed;
- Ensuring that appropriate administrative processes and training are put in place.

3.4. **Governing Body and Committee Chairs**

The nature of the CCG's decision making arrangements mean that conflicts of interest may well occur during formal meetings. The Chairs of such decision making forums will have responsibility for ensuring that the requirements of this policy are met at meetings. This will include (with appropriate advice) determining whether a conflict of interest exists, the action to be taken in response and that the outcome is clearly recorded in the record of the meeting.

4. **Registration of Interests**

4.1. It is the responsibility of all individuals to whom this policy applies to ensure that they are not placed in a position which creates a potential conflict between their private interests and their CCG duties. The CCG needs to be aware of all situations where individuals' interests may have the potential to cause a conflict so all persons covered by the policy are required to declare any relevant interest held by themselves or any person defined by paragraph 2.5 above using the Declaration of Interest Form (Appendix A).

4.2. For the purposes of paragraph 3.1, the individuals from Member practices to whom this policy applies are defined as:-

- GP Partners (or where the practice is a company, each director); and
- Any individual directly involved with the business or decision-making of the CCG.

4.3. Individuals should consider their personal circumstances very carefully when completing the declaration form. Whilst not intended to be a comprehensive list,

relevant interests that may impact on the work of CCG that should be declared may include:-

Financial Interests

- Roles and responsibilities held within member practices
- Directorships, including non-executive directorships held in private companies or public limited companies (with the exception of those of dormant companies) which may seek to do business with the CCG (or, where relevant, its providers)
- Ownership or part ownership of companies, businesses or consultancies which may seek to do business with the CCG (or, where relevant, its providers)
- Significant share holdings (a controlling interest or more than £25,000/1% of the nominal share capital whichever is the larger) in organisations which may seek to do business with the CCG (or, where relevant, its providers)
- Employment with (or provision of consultancy services to) an organisation which currently does or may seek to do business with the CCG (or, where relevant, its providers)
- Receipt of research funding/ grants from the CCG (or, where relevant, its providers)
- Interests in pooled funds that are under separate management (any relevant company included in this fund that has a potential relationship with the CCG must be declared)
- Current contracts with the CCG in which the individual has a beneficial interest
- Any payments (e.g. honoraria, one off payments, day allowances or travel or subsistence) from an organisation which currently does or may seek to business with the CCG
- The receipt of individual Gifts and Hospitality worth over £25 or several gifts worth over £100 in a 12 month period from a single source (see Section 6 for more details)

Non-Financial Professional Interests

- Roles acting as an advocate for a particular group of patients
- Clinical areas of special interest for GPs
- Membership of particular specialist professional body
- Advisory roles or non-executive directorships with organisations such as the Care Quality Commission or National Institute for Health and Care Excellence

Non-Financial Personal Interests

- Roles acting as a voluntary sector champion for a provider
- Voluntary roles within organisations which currently or may seek to do business with the CCG
- Membership of or a position of trust in a charity or voluntary organisation in the field of health and social care
- Suffering from a particular condition that requires individually funded treatment
- Formal interest with a position of influence in a political party or organisation
- A member of a lobby or pressure group with an interest in health.

- 4.4. As outlined in the constitution, the arrangements for appointing members to the Governing Body will include a requirement to declare any potential conflicts of interest. The Accountable Officer (in consultation with the statutory Lay Members of the Governing Body) will then assess whether any identified conflicts would prevent the individual concerned making a full and proper contribution to the governing body.

If such significant conflicts do exist, the individual concerned will be excluded from the appointment process.

4.5. Induction arrangements for staff, Governing Body Members and committee members will include training on the arrangements for managing conflicts of interest. In addition, advice on the registration of interests is available to all individuals covered by this policy from the Corporate Operations Manager. This will include any clarification of the categories listed above and advice on whether situations not covered by the above categories should be registered.

4.6. The Group will use these declarations to maintain and publish on its internet site Registers of Interests for:

- the members of the Group;
- the members of its Governing Body;
- other members of any committees or sub-committees;
- other employees and anyone else required to declare interest under a contract for their services.

The registers will include details, where appropriate, of how any specifically identified conflicts of interest will be managed. All individuals will be made aware that information included in the register will be published and open to public inspection.

4.7. If an individual feels that information relating to an interest that must be registered is sensitive they can request that the information not be included the public register. Such requests must be made in writing to the Conflicts of Interest Guardian, who will determine whether the request is valid and maintain a separate register of any information not included on the public version.

4.8. For the purposes of paragraph 3.6, information is considered to be sensitive if making it open to public inspection is prohibited by law or could lead to the individual or a close personal relation suffering harm or distress.

4.9. On at least a six monthly basis, all those persons covered by this policy will be formally reminded of the need to declare interests and to confirm the accuracy of the interests already registered against their name. The Registers will also be reviewed quarterly by the Corporate Operations Manager to ensure that they accurately reflect all of the declarations of interest submitted or withdrawn since the previous such review.

4.10. Any person covered by this policy who becomes aware that they have a relevant interest because:

- their personal circumstances change;
- they become aware, either in the course of any transaction (including conversations between two or more individuals, e-mails, correspondence and other communications) on behalf of the Group or when they find out about a decision to be made by the Group that they have a relevant interest that they had not previously recognised and declared;

must inform the Corporate Operations Manager of the change in their interests, as soon as practicable after they become aware of it to ensure that this interest is registered within 28 days.

5. General Principles for Managing Potential and Actual Conflicts of Interest

- 5.1. As highlighted above, the CCG's constitution sets out the responsibility of the Conflict of Interest Guardian to ensure arrangements are in place to manage conflicts of interests⁵. All individuals covered by this policy must comply with the arrangements outlined below and any instructions given to them under those arrangements.
- 5.2. When an actual or potential conflict of interest is identified, the individual with the conflict of interest will normally be instructed to withdraw from any activity, transactions or meetings relating to the conflict on a permanent basis. Where the conflict only becomes apparent in the course of activity, transactions or meetings, the individual must withdraw at the point the conflict is identified and their interest communicated to all relevant parties.
- 5.3. As a consequence of paragraph 5.2, individuals with a conflict of interest should also not be party to any information relating to the matter in which they have a conflict other than information that is publicly available. This means that, if they are a member of a committee or governing body, they should not receive copies of any private papers relating to the matter in which they have a conflict of interest.
- 5.4. For decisions that affect all of the practices in the Group, any individual with a resulting conflict of interest can be involved in developing relevant proposals and their discussion at Committees and Governing Body level. They will not be able to vote on the decision and another non-conflicted party must be involved in formally putting recommendations to any Committee or the Governing Body.
- 5.5. In addition, in regard to conflicts as regards any decision required of the Group with regard to services actually or potentially provided by the members of the group the Group will follow the NHS England Code of Conduct and use the template in Appendix B for all relevant commissioning decisions. In particular the Group will:
- arrange for access to robust, independent advice and support with regard to procurement and contract management;
 - publish the details of all contracts, including their value, on the Group's website as soon as they are agreed;
 - publish on the Group's website the types of services being commissioned through Any Qualified Provider and the agreed price for each service;
 - liaise with NHS England when commissioning any service from a primary care provider that is related to the services that some or all GP practices provide under the GP contract
- 5.6. A register of all procurement decisions made by the Group will be maintained and published on the Group's website and made available for inspection at the Group's offices. This register will include the details of the decision, who was involved in making the decision (including whether this involved the Governing Body or a Committee) and a summary of any conflict of interests that were declared and how they were managed.

⁵ Paragraphs 8.4.2 to 8.4.4, Sections 4 and 5 are approved by the Lay Member as the Group's arrangements under these paragraphs

- 5.7. Where, due to the specific nature of the interests involved, a different approach is required, the Conflict of Interest Guardian (or their nominee) will communicate the arrangements for managing the actual or potential conflict of interest to all relevant parties within 7 days of a conflict being identified⁶.
- 5.8. As outlined in the constitution, alternative arrangements may include the following actions:
- referring the matter to the group's governing body to progress;
 - inviting one or more of the following, who do not have the conflict of interest, to attend the relevant meeting to provide additional scrutiny to the matter and advice to those who can participate:
 - A practice representative;
 - A member of a relevant Health and Wellbeing Board;
 - A member of a governing body of another clinical commissioning group.
- This list is not exhaustive, and any arrangements will be recorded and communicated in line with the requirements of paragraph 5.7 above and paragraph 8.4.10 of the Constitution.

6. Declarations of Interests at Meetings

- 6.1. The agenda for meetings of the Group, the Governing Body and their Committees and Locality Boards will contain a standing item at the commencement of each meeting, requiring the chair, members and other invited attendees to declare any interests relating specifically to the agenda items being considered.
- 6.2. Participants must be specific when declaring interests. They should state which agenda item their interest relates to, the nature of the interest and whether or not their interest creates a potential conflict of interest.
- 6.3. If a member or other invited attendee becomes aware of an interest during the course of the discussion on a particular item they must declare it as soon as they become aware of it and, if it has not previously been included in the register of interests, take the steps outlined in paragraph 3.9 to ensure the interest is registered.
- 6.4. Where the interest declared constitutes an actual or potential conflict of interest, the participant in question will leave the room prior to the item being discussed and not take part in the discussion or any vote that takes place⁷.
- 6.5. If there is any doubt as to whether an interest that has been declared constitutes a conflict of interest advice should be sought from the Corporate Operations Manager. In general terms, it is often safest to assume that a conflict does exist and act accordingly, particularly where the interest relates to a decision to be made at the meeting.

⁶ This may include circumstances covered by paragraphs 8.4.9 and 8.4.10 of the constitution when a quorum of the Governing Body or a Committee cannot be reached due to the existence of conflicts of interest.

⁷ Unless alternative arrangements have been put in place by the Lay Member for Audit and Governance under paragraphs 8.4.3 or the Chair under Paragraphs 8.4.9 and 8.4.10 of the Constitution

- 6.6. The Chair will follow the checklist set out at Appendix C for ensuring that the arrangements outlined this policy are rigorously applied at meetings. If the Chair has to make a ruling on any potential or actual conflicts during the meeting, including determining the action to be taken, their ruling will be final.
- 6.7. If the application of paragraph 5.4 above means that a meeting cannot be quorate for any decision, that matter will be deferred until the meeting is quorate or dealt with under paragraphs 8.4.9 to 8.4.10 of the constitution as necessary.
- 6.8. Paragraphs 8.4.9 and 8.4.10 of the constitution cover situations where a quorum could never be reached due to actual or perceived conflicts of interest. It sets out the responsibility of the chair of the meeting to consult with the Lay Member for Audit and Governance on alternative actions that could be taken.
- 6.9. If a part of a meeting of the Governing Body cannot be quorate due to conflicts of interest, standing order 3.6.2 will apply and the relevant parts of such meetings will be chaired by the Deputy Chair or, in their absence, another non-conflicted member selected from among and by the non-conflicted members present. Those members allowed to vote will do so having ensured that they have received independent advice⁸, either before or at the relevant meeting.
- 6.10. All declarations of interest, any subsequent action taken and any other relevant information – including any advice given will be recorded in the minutes of the meeting.

7. NHS England Delegated Functions

- 7.1. In general, the arrangements set out above in sections 5 and 6 will apply when the CCG is discharging functions delegated to it by NHS England. This includes the commissioning of Out of Hours services and Primary Medical Services.
- 7.2. Specific arrangements have been made in the NHS England guidance for co-commissioning of Primary Medical services, including ensuring that:-
- The Deputy Chair of the CCG Governing Body Chairs the committee responsible for commissioning Primary Medical Services;
 - A Lay Member of the Governing Body acts as the deputy chair of the committee responsible for commissioning Primary Medical Services;
 - The committee responsible for commissioning Primary Medical Services will have a Lay and Executive majority;
 - NHS England representatives on the committee responsible for commissioning Primary Medical Services will be required to comply with the CCG's arrangements for managing conflicts of interest; and
 - A representative of Local Healthwatch and a Local Authority representative from the Health and Wellbeing Board are invited to observe meetings of the Committee responsible for commissioning Primary Medical Services to provide assurance that conflicts of interest are adequately managed.

⁸ In line with paragraph 8.4.10(b) of the constitution

8. Gifts and Hospitality

- 8.1. In general terms, in order to support the broad aims of this policy, offers of gifts and hospitality beyond those defined in paragraph 6.4 should be politely but firmly declined as accepting such offers could lead to similar claims of undue influence as with other conflicts of interest. It is an offence under the Bribery Act 2010 for anyone to request, agree to receive or receive any financial or other advantage as an inducement to or reward for improper behaviour by them or anyone else.
- 8.2. For the purposes of this policy, the offer of a discount that would not normally be available to the individual is to be considered the offer of a gift.
- 8.3. All relevant offers of gifts or hospitality should be declared to the Corporate Operations Manager, who will maintain a register of gifts and hospitality both received and declined and who will advise individuals when the receipt of gifts or hospitality becomes a relevant interest as defined in paragraph 4.3 above. The register of gifts and hospitality will be published on the CCG's website.
- 8.4. Any personal gift of cash or cash equivalents (e.g. vouchers, tokens, offers of remuneration to attend meetings whilst in a capacity working for or representing the CCG) must always be declined, regardless of value. The offer which has been declined must be reported to the Corporate Operations Manager.
- 8.5. Gifts, from suppliers or contractor doing business or likely to do business with the CCG other than low cost, branded promotional aids under the value of a common industry standard of £6 should be declined, whatever their value. Such promotional gifts need not be declared but the offer of any other gifts should be declared to the Corporate Operations Manager.
- 8.6. Modest Gifts of low intrinsic value (less than £50) from other sources, including patients or their families, may be accepted but must be declared. Any gifts over £50 should be treated with caution and only be accepted on behalf of the Group, not by a member of staff in a personal capacity. Any such offers must be declared.
- 8.7. A common sense approach to the valuing of gifts will be taken, using an actual amount where possible or an estimate made by a reasonable person. The Corporate Operations Manager will be responsible for making the estimation in conjunction with the individual offered the gift.
- 8.8. Hospitality such as meals and refreshments provided to individuals in connection with events, meetings or working visits at another organisation is acceptable without being declared, provided it is under the value of £25. Meals and refreshments of a value between £25 and £75 may be accepted but must be declared. Individuals covered by this policy must consider whether or not accepting such offers of hospitality would affect or be seen to affect their judgement. Particular caution should be exercised when hospitality is offered by actual or potential suppliers or contractors. Individuals should seek advice and, where appropriate, senior approval before accepting and declaring such offers.

- 8.9. Where the Group receives or solicits offers of sponsorship for meetings, training events or publications this Policy requires that:-
- the sponsor's involvement must be made public without giving their advertising or promotional material undue significance;
 - nothing said or issued during a meeting or training event or written in the publication must give any explicit or implicit suggestion that the Group is endorsing the products or services of the sponsor;
 - receipt of the sponsorship must be declared and recorded in the gifts and hospitality register;
 - sponsorship should not be sought from and should be declined if offered by any organisation if it is known or considered likely that they will be submitting a competitive bid to the Group within three months either side of the sponsored event or publication.
- 8.10. Employees of the group should only accept sponsorship to fund their attendance at relevant conferences, courses or work-related visits with the prior approval of their line manager, who needs to ensure there can be no perception of a conflict of interest in relation to the motives of the organisation making the offer. All such offers, whether accepted or not, should be declared and recorded in the gifts and hospitality register.
- 8.11. The Group might wish to sponsor (i.e. contribute part of the funding for) local events or publications in which they have no other involvement but which contribute to the aim of the Group. This must be done such that the Group is not seen to be endorsing everything said at the event or in the publication and with due regard to the timing of the event/publication and any actual or potential commercial relationship between the Group and the organisation being sponsored.
- 8.12. If an employee or representative of the Group is asked to contribute on behalf of the Group to a conference or other event arranged by another organisation, the invitation is accepted as part of the individual's job or role with the Group and the contribution delivered during time for which they are already being paid, it is not appropriate for them to be paid for doing so. The Group may wish to reimburse any related expenses, particularly any overnight accommodation and related meals, if they are not funded by the organisers of the event. Anyone accepting such an invitation needs to ensure that doing so does not create any potential conflict with any other relationship between the Group and the event organisers. Expenses and hospitality directly associated with contributing to an event in this way need not be declared, provided that the event takes place in the UK.
- 8.13. Such an offer can also be accepted by an individual in their own right, to be carried out in their own time and with any views expressed to be explicitly those of the individual, not necessarily the Group. It is then acceptable for them to be paid for their contribution provided that this does not create any conflict of interest with their role within the Group or any potential relationship with the other organisation. All related expenses must be met by the individual or the event organisers; if the latter, any such expenses, except reimbursement of travel expenses within the UK, should be declared and recorded in the gifts and hospitality register.

- 8.14. The Group and its members must follow the toolkit issued by the Department of Health and Association of the British Pharmaceutical Industry (ABPI)⁹ whenever any joint working is undertaken with pharmaceutical companies. This defines the difference between sponsorship (where pharmaceutical companies simply provide funds for a specific event or work programme) and joint working, where goals are agreed jointly by the NHS organisation and company, in the interest of patients, and shared throughout the project. Whenever the group engages in any joint work with a pharmaceutical company a working agreement must be drawn up and management arrangements conducted with participation from both parties in an open and transparent manner.

9. Training

- 9.1. The Corporate Operations Manager will be responsible for providing training to all individuals covered by this policy. The training will cover (but not be restricted to) the following key areas:-
- What is a conflict of interest?
 - Why is conflict of interest management important;
 - What are the responsibilities of the organisation you work for in relation to conflict of interests?
 - What should you do if you have a conflict of interest relating to your role, the work you do or the organisation your work for? (who to tell, where it should be recorded, what actions to take and the implications for your role);
 - How conflicts of interest can be managed;
 - What to do if you have concerns that a conflict of interest is not being declared or managed appropriately;
 - What are the potential implications of the CCG's rules and policies for Managing conflicts of interest.
- 9.2. In addition to this training, all CCG staff will be required to complete online training provided by NHS England by **31 January** of each year. This training will support raising of awareness of the risks associated with conflicts of interest and support staff in managing conflicts of interest in practice. Compliance rates will be recorded as part of the annual conflict of interest audit.

10. Raising Concerns and breaches

- 10.1. If any person within the scope of this policy has concerns about its administration or the management of conflicts of interests within the CCG, including any non-compliance they must report it. Such reports can be made to:-
- The Conflict of Interest Guardian;
 - The Accountable Officer;
 - The Chief Finance and Operating Officer;

⁹ [Moving Beyond Sponsorship](#), 2010, underpinned by important pieces of Guidance. "Best Practice Guidance for Joint Working between the NHS and the Pharmaceutical Industry" was issued by the Department of Health in February 2008. "The ABPI Code of Practice for the Pharmaceutical Industry" and "Guidance Notes on Joint Working between Pharmaceutical Companies, the NHS and Others for the Benefit of Patients"

- The Governing Body Chair;
- The Corporate Operations Manager
- Line Manager

10.2. If an employee makes a report under this policy, they will be afforded the same legal protections as those defined under the CCG's Whistleblowing Policy. All other reports from other parties will be managed in accordance with the principles underpinning the Whistleblowing policy.

10.3. When a report is made that constitutes an allegation of a breach of this policy, the following procedure will apply:-

- i. The person to whom the report has been made will notify the Corporate Operations Manager of the details of the alleged breach.
- ii. The Corporate Operations Manager will investigate the alleged breach. The investigation will focus on determining whether a breach has occurred and whether the breach is serious to merit any further action either under CCG policies (such as the disciplinary policy for employees or the CCG's Counterfraud arrangements) or criminal or regulatory investigation.
- iii. The Corporate Operations Manager will report the outcome of their investigation and recommendation for next steps to the appropriate person. Dependent on the nature of the breach this could include:-
 - An employee's line manager;
 - The relevant Director;
 - The Accountable Officer;
 - The Chair of the Governing Body.
- iv. If either the person to whom the Corporate Operations Manager has made a recommendation or the individual (or individuals) involved in the alleged breach have concerns about the investigation they can refer the matter to the Conflict of Interest Guardian for further investigation and recommendation.
- v. When the investigation has concluded and any action has been taken, the Corporate Operations Manager will record the details of the breach, a summary of the investigation, the outcome and any comments from the Conflict of Interest Guardian (if relevant) in the register of breaches.
- vi. Summaries of breaches (with any personal identifiable information removed) will be published on the CCG website.

10.4. The Corporate Operations Manager will report any breaches or ongoing investigations to the Audit and Governance Committee on a quarterly basis. Any significant breaches (i.e. those that would have a material impact on the CCG's finances or place a significant risk to the achievement of the CCG's objectives or its reputation) will be reported contemporaneously to the Audit and Governance Committee and the Locality Director of NHS England.

11. Review of Policy

11.1. The Audit and Governance Committee will keep the effectiveness of this policy under review and the lay Member for Audit and Governance will ensure that the arrangements outlined remain fit for purpose in line with the requirements in paragraph 8.4.2 of the Group's Constitution.

- 11.2. The review process will include consideration of any lessons to be learned from any non-compliance with the policy during the year. This may include the committee undertaking an incident review in addition to any disciplinary or conduct procedures undertaken with the individual(s) concerned.
- 11.3. In addition, the CCG will conduct an annual audit of conflict of interest management in line with the terms of reference issued by NHS England. The results of this audit will be reported to the Audit and Governance Committee and will be reported in the Annual Governance Statement.

DECLARATION OF INTERESTS FORM

Name:	
Position within CCG:	

As Highlighted in Section 4 of the Declaring and Managing Interests policy, the CCG needs to be aware of relevant interests that may impact on the work of the CCG. The descriptions of interests in the boxes below are intended to be examples of the kind of interests that should be recorded and are not intended to be comprehensive. If you have any queries about whether an interest needs to be included this form, please contact Peter McKenzie, Corporate Operations Manager for more information.

Type of Interest	Details	Whose interest? (Self or other ¹⁰)	Action to be taken to mitigate risk
Financial Interests <ul style="list-style-type: none"> • Roles and responsibilities held within member practices • Directorships, including non-executive directorships held in private companies or public limited companies (with the exception of those of dormant companies) which may seek to do business with the CCG (or, where relevant, its providers) • Ownership or part ownership of companies, businesses or consultancies which may seek to do business with the CCG (or, where relevant, its providers) • Significant share holdings (more than £25,000 or 1% of the nominal share capital) in organisations 			

¹⁰ See Paragraph 2.5

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Type of Interest	Details	Whose interest? (Self or other ¹⁰)	Action to be taken to mitigate risk
<p>which may seek to do business with the CCG (or, where relevant, its providers)</p> <ul style="list-style-type: none"> • Employment with (or provision of consultancy services to) an organisation which currently does or may seek to do business with the CCG (or, where relevant, its providers) • Receipt of research funding/ grants from the CCG (or, where relevant, its providers) • Interests in pooled funds that are under separate management (any relevant company included in this fund that has a potential relationship with the CCG must be declared) • Current contracts with the CCG in which the individual has a beneficial interest • Any payments (e.g. honoraria, one off payments, day allowances or travel or subsistence) from an organisation which currently does or may seek to do business with the CCG <p>The receipt of individual Gifts and Hospitality worth over £25 or several gifts worth over £100 in a 12 month period from a single source (see Section 6 for more details)</p>			
<p>Non-Financial Professional Interests</p> <ul style="list-style-type: none"> • Roles acting as an advocate for a particular group of patients • Clinical areas of special interest for GPs • Membership of particular specialist professional body • Advisory roles with organisations such as the Care Quality Commission or National Institute for Health and Care Excellence 			

Type of Interest	Details	Whose interest? (Self or other ¹⁰)	Action to be taken to mitigate risk
Non-Financial Personal Interests <ul style="list-style-type: none"> • Roles acting as a voluntary sector champion for a provider • Voluntary roles within organisations which currently or may seek to do business with the CCG • Membership of or a position of trust in a charity or voluntary organisation in the field of health and social care • Suffering from a particular condition that requires individually funded treatment • Formal interest with a position of influence in a political party or organisation • A member of a lobby or pressure group with an interest in health. 			
Any other information you wish to declare			

In accordance with the requirements of the requirements of Paragraph 8.4 of the Constitution and Section 4 of the Managing Conflicts of Interest Policy I declare that I hold the above interest and confirm that:-

- To the best of my knowledge and belief, the above information is complete and correct and that a failure to comply with the requirements of the Conflict of Interest Policy will be treated seriously and civil, criminal or internal disciplinary action may result.
- I will review and update this information as necessary in accordance with the requirements of Section 4 of the Managing Conflicts of Interest Policy at least annually and within 28 days of my becoming aware of a change of circumstances.
- I understand that the information may be held in both manual and electronic form in accordance with the Data Protection Act 1998.
- I understand that the information contained in this form will be published in the Register of Interests published on the Group's Website and may be disclosed to third parties in accordance with the Freedom of Information Act 2000.

Signed _____

Date: _____

Appendix B

NHS Wolverhampton Clinical Commissioning Group NHS England Challenge Template

To be used when commissioning services from GP practices, including provider consortia, or organisations in which GPs have a financial interest

Service:	
Question	Comment/Evidence
Questions for all three procurement routes	
How does the proposal deliver good or improved outcomes and value for money – what are the estimated costs and the estimated benefits? How does it reflect the CCG's proposed commissioning priorities?	
How have you involved the public in the decision to commission this service?	
What range of health professionals have been involved in designing the proposed service?	
What range of potential providers have been involved in considering the proposals?	
How have you involved your Health and Wellbeing Board(s)? How does the proposal support the priorities in the relevant joint health and wellbeing strategy (or strategies)?	
What are the proposals for monitoring the quality of the service?	
What systems will there be to monitor and publish data on referral patterns?	
Have all conflicts and potential conflicts of interests been appropriately declared and entered in registers which are publicly available?	

Why have you chosen this procurement route? ¹¹	
What additional external involvement will there be in scrutinising the proposed decisions?	
How will the CCG make its final commissioning decision in ways that preserve the integrity of the decision-making process?	

Additional question for AQP or single tender (for services where national tariffs do not apply)

How have you determined a fair price for the service?	
-------------------------------------------------------	--

Additional questions for AQP only (where GP practices are likely to be qualified providers)

How will you ensure that patients are aware of the full range of qualified providers from whom they can choose?	
-----------------------------------------------------------------------------------------------------------------	--

Additional questions for single tenders from GP providers

What steps have been taken to demonstrate that there are no other providers that could deliver this service?	
In what ways does the proposed service go above and beyond what GP practices should be expected to provide under the GP contract?	
What assurances will there be that a GP practice is providing high-quality services under the GP contract before it has the opportunity to provide any new services?	

¹¹ Taking into account S75 regulations and NHS Commissioning Board guidance that will be published in due course, Monitor guidance, and existing procurement rules.

APPENDIX C

CHECKLIST FOR CHAIRS

Timing	Checklist for Chairs	Responsibility
In advance of the meeting	<ol style="list-style-type: none"> 1. The agenda to include a standing item on declaration of interests to enable individuals to raise any issues and/or make a declaration at the meeting. 2. A definition of conflicts of interest should also be accompanied with each agenda to provide clarity for all recipients. 3. Agenda to be circulated to enable attendees (including visitors) to identify any interests relating specifically to the agenda items being considered. 4. Members should contact the Chair as soon as an actual or potential conflict is identified. 5. A copy of the members' declared interests is checked to establish any actual or potential conflicts of interest that may occur during the meeting. 	<p>Meeting Chair and Admin Officer</p> <p>Meeting Chair and Admin Officer</p> <p>Meeting Chair and Admin Officer</p> <p>Meeting members</p> <p>Meeting Chair and Admin Officer</p>
During the meeting	<ol style="list-style-type: none"> 6. Check and declare the meeting is quorate and ensure that this is noted in the minutes of the meeting. Chair requests members to declare any interests in agenda items- which have not already been declared, including the nature of the conflict. 8. Chair makes a decision as to how to manage each interest which has been declared, including whether / to what extent the individual member should continue to participate in the meeting, on a case by case basis, and this decision is recorded. 	<p>Meeting Chair</p> <p>Meeting Chair</p> <p>Meeting Chair and Admin Officer</p>

Timing	Checklist for Chairs	Responsibility
	<p>9. As minimum requirement, the following should be recorded in the minutes of the meeting:</p> <ul style="list-style-type: none"> • Individual declaring the interest; • At what point the interest was declared; • The nature of the interest; • The Chair's decision and resulting action taken; • The point during the meeting at which any individuals retired from and returned to the meeting - even if an interest has not been declared; 	Admin Officer
Following the meeting	<p>10. All new interests declared at the meeting should be promptly updated onto the declaration of interest form;</p> <p>11. All new completed declarations of interest should be transferred onto the register of interests.</p>	<p>Individual(s) declaring interest(s)</p> <p>Corporate Operations Manager</p>

NHS WOLVERHAMPTON CLINICAL COMMISSIONING GROUP

PRIME FINANCIAL POLICIES

Version: [6]

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1. INTRODUCTION

1.1. General

- 1.1.1. These Prime Financial Policies shall have effect as if incorporated into the group's constitution as noted at paragraph 10.2 thereof.
- 1.1.2. The Prime Financial Policies are part of the group's control environment for managing the organisation's financial affairs. They contribute to good corporate governance, internal control and management of risks. They enable sound administration; lessen the risk of irregularities and support commissioning and delivery of effective, efficient and economical services. They also help the Accountable Officer and Chief Finance Officer to effectively perform their duties and responsibilities and identify the financial responsibilities applying to everyone working for the group and its constituent organisations. They are used in conjunction with the Standing Orders and Scheme of Reservation and Delegation.
- 1.1.3. In support of these Prime Financial Policies, the group has prepared detailed financial policies that provide day-to-day procedural guidance. These are not part of the constitution and any changes to them will be approved by the Finance and Performance Committee. A list of the group's detailed financial policies is published and maintained on the group's website at www.wolverhamptonccg.nhs.uk. The group refers to these prime and detailed financial policies together as the group's financial policies.
- 1.1.4. These prime financial policies identify the financial responsibilities which apply to everyone working for the group and its constituent organisations. They do not provide detailed procedural advice and should be read in conjunction with the detailed financial policies. The Finance and Performance Committee is responsible for approving all detailed financial policies. Should any difficulties arise regarding the interpretation or application of any of these policies then the advice of the Chief Finance Officer must be sought before acting. The user of these prime financial policies should also be familiar with and comply with the provisions of the group's constitution, standing orders and scheme of reservation and delegation. Failure to comply with them may be regarded as a disciplinary matter that could result in dismissal.

1.2. Overriding Prime Financial Policies

- 1.2.1. If for any reason these prime financial policies are not complied with, full details of the non-compliance, any justification for and the circumstances around it will be reported to the next formal meeting of the Audit and Governance Committee for referring action or ratification. All of the group's members and employees have a duty to disclose any such non-compliance to the Chief Finance Officer as soon as possible.

1.3. Responsibilities and delegation

- 1.3.1. The roles and responsibilities of the group's members, employees, members of the governing body, members of the governing body's committees or sub-committees, members of the group's committees and sub-committees (if any) and persons working on behalf of the group are set out in chapters 6 and 7 of the constitution.
- 1.3.2. The financial decisions delegated by members of the group are set out in the group's Scheme of Reservation and Delegation or the detailed scheme of delegation as appropriate.

1.4. Contractors and their employees

- 1.4.1. Any contractor or employee of a contractor who is empowered by the group to commit the group to expenditure or who is authorised to obtain income will be covered by these instructions. It is the responsibility of the Chief Finance Officer to ensure that such persons are made aware of this and that contractual terms ensure the contractor and their employees comply with the same standards of governance and financial probity as would apply to any employee.

1.5. Amendment of Prime Financial Policies

- 1.5.1. To ensure that these Policies remain up-to-date and relevant, the Chief Finance Officer will review them at least annually. Following consultation with the Accountable Officer, review by the Finance and Performance Committee and scrutiny by the Audit and Governance Committee on behalf of the governing body, the Chief Finance Officer will recommend appropriate amendments to the governing body for approval. As an integral part of the constitution, any such amendment will not come into force until the group applies to the NHS England and that application is granted.

2. INTERNAL CONTROL

- 2.1. The Accountable Officer has overall responsibility for ensuring that the group has a suitable control environment and effective internal controls that provide reasonable assurance of effective and efficient operations, financial stewardship, probity and compliance with laws and policies.
- 2.2. The governing body has established an Audit and Governance Committee with terms of reference agreed by the governing body (see paragraph 6.9.5(a) of the constitution for further information).
- 2.3. The Chief Finance Officer will ensure that:
 - a) financial policies are considered for review and update annually;

- b) a system is in place for proper checking and reporting of all breaches of financial policies; and
- c) a proper procedure is in place for regular checking of the adequacy and effectiveness of the control environment.

3. AUDIT

- 3.1. The group will ensure that it has an effective and independent internal audit function and fully complies with Public Sector Internal Audit Standards and any other statutory reviews.
- 3.2. The Head of Internal Audit and the group's external auditor will have direct and unrestricted access to members of the Audit and Governance Committee, the Chair of the governing body, Accountable Officer and Chief Finance Officer for any significant issues arising from audit work that management cannot resolve, and for all cases of fraud or serious irregularity.
- 3.3. All members of the Audit and Governance Committee, the Chair of the governing body, the Accountable Officer and the Chief Finance Officer will have direct and unrestricted access to the Head of Internal Audit and external auditors.
- 3.4. The Chief Finance Officer will ensure that the Audit and Governance Committee approves any changes to the provision or delivery of assurance services to the group.
- 3.5. In line with the requirements of the Local Audit and Accountability Act 2014, the Group will appoint an Auditor Panel. In line with the requirement of the Act and subsequent regulations, the Panel will oversee and advise on the maintenance of an independent relationship between the group and its external auditor, and on the auditor's selection and appointment.

4. COUNTERING FRAUD AND CORRUPTION

- 4.1. The group has a zero tolerance approach to any lack of honesty, integrity or probity by employees or anyone with whom it does business in order to safeguard the public resources that they are responsible for. The group will not tolerate any fraud perpetrated against it and will actively chase any loss suffered. Any suspected fraud will be investigated professionally with commensurate sanctions applied if fraud is proven. The group will seek to recover any financial loss suffered provided that it is cost effective to do so.
- 4.2. The Audit and Governance Committee will satisfy itself that the group has adequate arrangements in place for countering fraud, approve the counter fraud work plan and review the outcomes of counter fraud work.
- 4.3. The Audit and Governance Committee will ensure that the group has suitable arrangements in place to work effectively with NHS Protect.

5. EXPENDITURE CONTROL

- 5.1. The group is required by statutory provisions¹ to ensure that its expenditure does not exceed the aggregate of allotments from NHS England and any other sums it has received and is legally allowed to spend.
- 5.2. The Accountable Officer has overall executive responsibility for ensuring that the group complies with certain of its statutory obligations, including its financial and accounting obligations and that it exercises its functions effectively, efficiently and economically.
- 5.3. The Chief Finance Officer will:
- a) provide reports in the form required by NHS England ;
 - b) ensure money drawn from NHS England is required for approved expenditure only and is drawn down only at the time of need and follows best practice;
 - c) be responsible for ensuring that an adequate system of monitoring financial performance is in place to enable the group to fulfil its statutory responsibility not to exceed its expenditure limits, as set by direction of NHS England.

6. ALLOTMENTS²

- 6.1. The Chief Finance Officer will:
- a) periodically review the basis and assumptions used by NHS England for distributing allotments and ensure that these are reasonable and realistic and secure the group's entitlement to funds;
 - b) prior to the start of each financial year submit to the governing body for approval a report showing the total allotments received and their proposed distribution including any sums to be held in reserve; and
 - c) regularly update the governing body on changes to the initial allotment and the uses of such funds.

7. COMMISSIONING STRATEGY, BUDGETS, BUDGETARY CONTROL AND MONITORING

- 7.1. The Accountable Officer will annually compile and submit to the governing body for approval a commissioning plan that explains how it proposes to discharge its financial duties and which takes into account financial targets, forecast limits of available resources and the results of consultation carried out in accordance with

¹ See section 223H of the 2006 Act, inserted by section 27 of the 2012 Act

² See section 223(G) of the 2006 Act, inserted by section 27 of the 2012 Act.

the arrangements approved by the governing body³. The governing body will support this with comprehensive medium term plans and annual budget.

- 7.2. Prior to the start of each financial year the Chief Finance Officer will, on behalf of the Accountable Officer, prepare and submit budgets for approval by the governing body.
- 7.3. The Chief Finance Officer will monitor financial performance against the budgets and commissioning plan, periodically review them and prepare reports explaining significant variances based on any significant departures from agreed financial plans or budgets, for the Finance and Performance Committee and the governing body as required.
- 7.4. The approval of the governing body will be required for any changes to budgets significant enough to impact on the group's ability to meet its statutory duties and/or agreed strategic aims. Other changes will be approved by the Finance and Performance Committee.
- 7.5. The Accountable Officer has overall responsibility for ensuring that information relating to the group's accounts, its income or expenditure or its use of resources is provided to NHS England as requested.

8. ANNUAL ACCOUNTS AND REPORTS

- 8.1. The group will produce and submit to NHS England accounts and reports in accordance with all statutory obligations, relevant accounting standards and accounting best practice in the form and content and at the time required by NHS England.
- 8.2. The Chief Finance Officer will ensure that the group:
 - a) prepares a timetable for producing the annual report and accounts and agrees it with external auditors and the Finance and Performance Committee;
 - b) adheres to that timetable in preparing accounts in accordance with all statutory obligations⁴, relevant accounting standards and accounting best practice in the form and content at the time required by NHS England;
 - c) complies with statutory requirements and relevant directions for the publication of an annual report;
 - d) considers the external auditor's management letter and fully addresses all issues within agreed timescales; and

³ See section 14Z13 of the 2006 Act, inserted by section 26 of the 2012 Act

⁴ See paragraph 17 of Schedule 1A of the 2006 Act, as inserted by Schedule 2 of the 2012 Act.

publishes the external auditor's management letter on the group's website at [www. www.wolverhamptonccg.nhs.uk](http://www.wolverhamptonccg.nhs.uk). Alternatively, on request, a copy will be posted or sent by email to any enquirer who may wish to receive this.

9. INFORMATION TECHNOLOGY

- 9.1. The group will ensure the accuracy and security of its computerised financial data.
- 9.2. The Chief Finance Officer is responsible for the accuracy and security of the group's computerised financial data and will:
 - a) devise and implement any necessary procedures to ensure adequate (reasonable) protection of the group's data, programs and computer hardware from accidental or intentional disclosure to unauthorised persons, deletion or modification, theft or damage, having due regard for the Data Protection Act 1998 (as amended);
 - b) ensure that adequate (reasonable) controls exist over data entry, processing, storage, transmission and output to ensure security, privacy, accuracy, completeness, and timeliness of the data, as well as the efficient and effective operation of the system;
 - c) ensure that adequate controls exist such that the computer operation is separated from development, maintenance and amendment;
 - d) ensure that an adequate management (audit) trail exists through the computerised system and that such computer audit reviews, as the Chief Finance Officer may consider necessary, are being carried out.
- 9.3. In addition, the Chief Finance Officer will ensure that new financial systems and amendments to current financial systems are developed in a controlled manner and thoroughly tested prior to implementation. Where this is undertaken by another organisation, assurances of adequacy must be obtained from them prior to implementation.

10. ACCOUNTING SYSTEMS

- 10.1. The Chief Finance Officer will ensure:
 - a) the group has suitable financial and other software to enable it to comply with these policies and any consolidation requirements of NHS England;
 - b) that contracts for computer services for accounting applications with another health organisation or any other agency clearly define the responsibility of all parties for the security, privacy, accuracy, completeness, and timeliness of data during processing, transmission and storage as well as ensuring the rights of access for audit purposes.

- 10.2. Where another health organisation or any other agency provides any accounting service to the group, the Chief Finance Officer will periodically seek assurances that adequate controls are in operation in line with the relevant auditing standards.

11. BANK ACCOUNTS

- 11.1. The Chief Finance Officer will:
- a) review the banking arrangements of the group at regular intervals to ensure they are in accordance with Secretary of State directions⁵, best practice and represent best value for money;
 - b) manage the group's banking arrangements and advise the group on the provision of banking services and operation of accounts;
 - c) prepare detailed instructions on the operation of bank accounts such that the group maintains sufficient liquidity to meet its current commitments .
- 11.2. The Finance and Performance Committee will approve the overall banking arrangements.

12. INCOME, CHARGES, SECURITY, GRANTS, LOANS AND INVESTMENTS

- 12.1. The Chief Financial Officer is responsible for:
- a) designing, maintaining and ensuring compliance with systems for the proper recording, invoicing, collection and coding of all monies due;
 - b) ensuring that the group maximises its potential to raise additional income but only to the extent that this does not interfere with the performance of the group or its functions⁶;
 - c) approving and regularly reviewing the level of all fees and charges other than those determined by NHS England or by statute with independent professional advice on matters of valuation taken as necessary;
 - d) establishing and maintaining systems and procedures for the secure handling of cash or other negotiable instruments and ensuring the safe receipt of funds by electronic transfer;
 - e) developing effective arrangements for exercising the group's powers to:

⁵ See section 223H(3) of the NHS Act 2006, inserted by section 27 of the 2012 Act

⁶ See section 14Z5 of the 2006 Act, inserted by section 26 of the 2012 Act.

- i) make grants and loans to voluntary organisations which provide or arrange for the provision of similar services to those in respect of which CCGs have functions⁷ with any such payments to be approved by the governing body;
- ii) form or participate in forming a company and invest in and/or provide loans and guarantees and make other financial provision to the company, but only for the purpose of improving the physical and mental health of, and the prevention, diagnosis and treatment of illness in, the people for whom the CCG has responsibility. Any such arrangements will require the approval of the governing body.

13. TENDERING AND CONTRACTING

- 13.1. The group will ensure that competitive tenders, or quotes as appropriate, are invited for the supply of all goods and services or disposals of group assets when the nature of the expenditure/income and the likely value are such that competition is required by the group's detailed financial policies.
- 13.2. The Chief Finance Officer will ensure that any businesses/individuals invited to tender (or quote) and to whom any contract is awarded have been subject to the checking and vetting procedures defined by the group's detailed financial policies.
- 13.3. The award of any contract will be approved as determined by the group's detailed financial policies and detailed scheme of delegation and documents will be signed on behalf of the group in accordance with Standing Order 6.
- 13.4. The group may only enter into contracts within the statutory framework set up by the 2006 Act, as amended by the 2012 & 2015 Acts. Such contracts will:
 - a) be consistent with the group's Standing Orders;
 - b) comply with the Public Contracts Regulation 2006, any successor legislation and any other applicable law; and
 - c) take into account as appropriate any applicable NHS England the Independent Regulator of NHS Foundation Trusts (Monitor) guidance that does not conflict with (b) above.
- 13.5. In all contracts entered into, the group will endeavour to obtain best value for money. The Accountable Officer has nominated the Chief Finance Officer to oversee and manage each contract on behalf of the group.

⁷ See section 14Z6 of the 2006 Act, inserted by section 26 of the 2012 Act.

14. COMMISSIONING

- 14.1. The group will coordinate its work as appropriate with NHS England , other clinical commissioning groups, local providers of services, local authority(ies), including through Health & Wellbeing Boards, patients and their carers, the voluntary sector and others to develop robust commissioning plans.
- 14.2. The group will enter into healthcare contracts in order to deliver its commissioning plans. This contracting activity will be subject to Prime Financial Policy 13 above, including the aspects relating to competition when the group chooses or is required to adopt a competitive approach to selecting its healthcare providers.
- 14.3. The group will maintain a register of procurement decisions that have been taken that will specify the decision, who was involved in making the decision and how any conflicts of interest that arose were dealt with.
- 14.4. The Accountable Officer will establish arrangements to ensure that regular reports are provided to the Finance and Performance Committee and governing body detailing actual and forecast expenditure and activity for each healthcare contract above the value specified in detailed Financial Policies, with similar reports presented to the Finance and Performance Committee for all healthcare contracts below that value.
- 14.5. The Chief Finance Officer will maintain a system of financial monitoring to ensure the effective accounting of expenditure under healthcare contracts. This will provide a suitable audit trail for all payments made under these contracts whilst maintaining patient confidentiality.

15. RISK MANAGEMENT, ASSURANCE AND INSURANCE

- 15.1. The group has arrangements in place such that the identification, analysis, evaluation and treatment of its risks are carried out in a systematic and consistent manner.
- 15.2. The group recognises that some level of risk is unavoidable in everything it seeks to do. The risk management policy approved by the Quality and Safety Committee describes its risk management philosophy, risk appetite and assigns the relevant responsibilities.
- 15.3. Any risk to the achievement of the group's strategic objectives are recorded and quantified in the group's Assurance Framework, for which the governing body is be responsible. The Framework describes the controls in place to manage these risks and the sources of assurance provided to the governing body that those controls are in place and effective. Action plans to address any risks or the decision to accept risks as assessed, are scrutinised by the Audit and Governance Committee which reports to the governing body.

- 15.4. Other risks are recorded and quantified in the group's Risk Register, for which the Quality and Safety Committee is responsible. The Register is populated by reference to incidents, complaints and contract non-compliances as well as management assessments of inherent risk. Action plans to address high-scoring risks, as required by the risk management policy, are endorsed by the Quality and Safety Committee so that the necessary actions can be approved in line with the relevant part of the group's constitution.
- 15.5. The Governing Body receives regular integrated assurance reports from both the Audit and Governance and Quality and Safety Committees on their work, which provide assurance on risk management arrangements and an opportunity to escalate any issues that arise. In addition, the Governing Body considers the Board Assurance Framework on a Quarterly basis to highlight and address any issues with the effectiveness of internal controls and the Risk Management arrangements and Assurance framework are subject to annual review and evaluation by Internal Audit.
- 15.6. The Chief Finance Officer shall decide if the CCG will insure through the risk pooling schemes administered by the NHS Litigation Authority or self insure for some or all of the risks covered by the risk pooling schemes. If the Chief Finance Officer decides not to use the risk pooling schemes for any of the risk areas (clinical, property and employers / third party liability) covered by the scheme this decision shall be reviewed annually by the Governing Body.

16. PAYROLL

- 16.1. The Chief Finance Officer will ensure that the payroll service selected:
- a) is supported by appropriate contractual terms and conditions;
 - b) has adequate internal controls and audit review processes, as required by Prime Financial Policy 10;
 - c) has suitable arrangements for the collection of payroll deductions and payment of these to appropriate bodies.
- 16.2. In addition the Chief Finance Officer will set out comprehensive procedures for the group's effective submission of payroll data to the service provider and the receipt and use of output from them.

17. NON-PAY EXPENDITURE

- 17.1. The governing body will approve the level of non-pay expenditure on an annual basis (Prime Financial Policy 7.2) and the Accountable Officer will determine the level of delegation to budget managers through the detailed scheme of delegation.
- 17.2. The Chief Finance Officer will set out procurement procedures consistent with Prime Financial Policy 13 and covering the seeking of professional advice regarding the supply of goods and services.
- 17.3. The Chief Finance Officer will:
- a) be responsible for the prompt payment of all properly authorised accounts and claims;
 - b) be responsible for a system of verification, recording and payment of all amounts payable;
 - c) ensure compliance with Prime Financial Policies 10 and 13 as relevant.

18. CAPITAL INVESTMENT, FIXED ASSET REGISTERS AND SECURITY OF ASSETS

- 18.1. The Accountable Officer will
- a) ensure that there is an adequate appraisal and approval process in place for determining capital expenditure priorities and the effect of each proposal upon plans;
 - b) be responsible for the management of all stages of capital schemes and for ensuring that schemes are delivered on time and to cost;
 - c) ensure that the capital investment is not undertaken without confirmation of the purchaser(s) support and the availability of resources to finance all revenue consequences, including capital charges;
 - d) be responsible for the maintenance of registers of assets, taking account of the advice of the Chief Finance Officer concerning the form of any register and the method of updating and arranging for a physical check of assets against the asset register to be conducted once a year.
- 18.2. The Chief Finance Officer will prepare detailed procedures consistent with Prime Financial Policy 13 for disposals of the group's assets.

19. INFORMATION GOVERNANCE AND RETENTION OF RECORDS

- 19.1. The Accountable Officer will act as the group's Caldicott Guardian and:
- a) be responsible for ensuring that the group retains or destroys all records in accordance with NHS Code of Practice: Records Management 2006 and other relevant notified guidance;
 - b) publish and maintain a Freedom of Information Publication Scheme and ensure that arrangements are in place for effective responses to Freedom of Information requests as required by the relevant legislation;
 - c) be responsible for ensuring that the group maintains compliance with all other relevant legislation including the Data Protection Act 1998 (as amended).
- 19.2 The Chief Finance Officer will act as the group's Senior Information Risk Owner.
- 19.3 Information governance policies to facilitate the above will be approved by the Quality and Safety Committee and the group will use the NHS Information Governance Toolkit in order to assess its performance in this area.

20. TRUST FUNDS

- 20.1. The Chief Finance Officer will ensure that the group does not hold any funds on trust, charitable or otherwise.

**NHS WOLVERHAMPTON
CLINICAL COMMISSIONING GROUP**

SCHEME OF RESERVATION AND DELEGATION

Version [5]

1. SCHEDULE OF MATTERS RESERVED TO THE CLINICAL COMMISSIONING GROUP AND SCHEME OF DELEGATION

- 1.1. The decision-making arrangements made by the group as set out in this Scheme of Reservation and Delegation of decisions shall have effect as if incorporated in the group's constitution.
- 1.2. The clinical commissioning group remains accountable for all of its functions, including those that it has delegated.
- 1.3. The table below indicates which decisions have been reserved to the group membership and these decisions can only be taken at a quorate meeting of the group itself, as described in the constitution and Standing Orders, or under 3.8.1 of Standing Orders in emergency or unforeseen circumstances.
- 1.4. Other decisions have been delegated to the governing body and these must be taken at a quorate meeting of that body, as described in the constitution and Standing Orders, or under 3.8.2 of Standing Orders in emergency or unforeseen circumstances.
- 1.5. Decisions delegated to the Accountable Officer or the Chief Finance Officer must be taken by the relevant individual or someone with express, written authority to do so on their behalf.
- 1.6. Decisions delegated to committees or sub-committees must be taken at a quorate meeting of that body, as described in the constitution, Standing Orders and the relevant terms of reference

Policy Area	Decision	Reserved to the Membership	Reserved or delegated to Governing Body	Accountable Officer	Other Officer	Committee
REGULATION AND CONTROL	Delivery of the duty to act effectively, efficiently and economically		✓			
	Exercise or delegation of those functions of the group which have not been retained as reserved by the group, delegated to a committee or sub-committee or to one of its members or employees.		✓			
	Approval of applications to NHS England on any matter concerning substantive changes to the group's constitution	✓				
	Approval of the group's overarching scheme of reservation and delegation		✓			
	Approval of the group's detailed scheme of delegation, setting out the key operational decisions delegated to individual employees of the group (and not deemed to be part of the constitution)		✓			
	Approval of proposed changes to the Prime Financial Policies		✓			
	Approval of the group's detailed financial policies (not deemed to be part of the constitution) and overall banking arrangements					Finance and Performance
	Determination of detailed arrangements, consistent with its prime and detailed financial policies, under which the group will meet its general financial duties including: <ul style="list-style-type: none"> Ensuring expenditure does not exceed the aggregate of its allotments for the financial year; Ensuring its use of resources does not exceed the amount specified by NHS 				Chief Finance	

Policy Area	Decision	Reserved to the Membership	Reserved or delegated to Governing Body	Accountable Officer	Other Officer	Committee
	England for the financial year; <ul style="list-style-type: none"> Taking account of directions issued by NHS England in respect of resource use; Publishing an explanation of how the group spent any payment in respect of quality made to it by NHS England 					
	Approval of arrangements by the group to form or participate in forming a company and invest in and/or provide loans and guarantees and make other financial provision to the company In addition, the governing body will consider recommendations to vary the Prime Financial Policies made to it by the AGC		✓			
	Approval of arrangements for managing exceptional funding requests		✓			
	Approval of grants and loans to voluntary organisations		✓			
MEMBERSHIP ARRANGEMENTS	Approve the appointment of non-elected Governing Body Members, the process recruiting and removing non-elected members of the Governing Body (subject to any regulatory requirements) and succession planning					Remuneration
	Approve arrangements for identifying the group's proposed Accountable Officer		✓			
	Determine whether or not to fill a vacancy for any elected position on the Governing Body via a by-election.		✓			

Policy Area	Decision	Reserved to the Membership	Reserved or delegated to Governing Body	Accountable Officer	Other Officer	Committee
STRATEGY AND PLANNING	Approval of the group's operating structure		✓			
	Approval of the group's commissioning strategy, plans and policies, together with any arrangements for consultation thereon, and its procurement strategy		✓			
	Approval of the group's budgets and any variations thereto which are significant enough to impact on the group's ability to meet its statutory duties and/or agreed strategic aims		✓			
	Approval of budget variations not significant enough to impact on the group's ability to meet its statutory duties and/or agreed strategic aims					Finance and Performance
ANNUAL REPORT	Approval of the group's annual report and annual accounts		✓			
HUMAN RESOURCES	Approval of terms and conditions, remuneration, fees and allowances for governing body members who are not employees of the group, including any pensions					Remuneration
	Making recommendations on terms and conditions, remuneration, fees, allowances and pensions payable to all employees and others providing services					Remuneration

Policy Area	Decision	Reserved to the Membership	Reserved or delegated to Governing Body	Accountable Officer	Other Officer	Committee
QUALITY AND SAFETY	Approval of terms and conditions, remuneration, fees, allowances and pensions payable to all employees and others providing services		✓			
	Approval of human resources policies for employees and others working on behalf of the group, through which the group will discharge its statutory duties as an employer					Remuneration
	Determination of arrangements for securing continuous improvement to the quality of commissioned services				Executive Nurse	
	Determination of arrangements for supporting NHS England as regards improving the quality of primary medical services including quality and safety				Executive Nurse	
OPERATIONAL AND RISK MANAGEMENT	Approve the Group's Risk Management arrangements					Audit and Governance
	Approval of action plans to address risks to the achievement of strategic objectives or acceptance of the risk as currently assessed		✓			

Policy Area	Decision	Reserved to the Membership	Reserved or delegated to Governing Body	Accountable Officer	Other Officer	Committee
	Determination of arrangements for internal audit and counter fraud services				Chief Finance	
	Approval of internal audit and counter fraud plans and other arrangement for/sources of assurance through an integrated governance framework					Audit and Governance
	Determination of arrangements for external audit services		✓			
	Approve proposals for action on litigation against or on behalf of the group		✓			
	Approval of policies for information governance, business continuity, emergency planning, security and complaints handling					Quality and Safety
COMMISSIONING AND CONTRACTING	Approval to award any contract of a higher value than that specified in Prime Financial Policy 13.3		✓			
	Approve the group's contracts for any commissioning support		✓			
	Delivery of the duty to promote a comprehensive health service		✓			

Policy Area	Decision	Reserved to the Membership	Reserved or delegated to Governing Body	Accountable Officer	Other Officer	Committee
	Determination of arrangements for working in partnership with the group's local authority to develop joint strategic needs assessment and joint health and wellbeing strategy				Director of Strategy & Transformation	
	Determination of arrangements for ensuring that the group meets the public sector equality duty and reduces inequalities in both access and outcomes			✓		
	Determination of arrangements for promoting innovation, research, education and training				Executive Nurse	
	Approval of business cases relating to new investments, new service developments or service increases within the overall operating plan or budgetary financial limit					Commissioning
	Exercising the functions delegated to the group by NHS England relating to the commissioning of primary medical services under Section 86 of the NHS Act 2006					Primary Care Commissioning
PARTNERSHIP WORKING & PUBLIC INVOLVEMENT	Approval of the delegation of powers to the group's joint committee with Wolverhampton City Council	✓				
	Approval of the delegation of powers to representatives of the group under any joint or collaborative arrangements with other clinical commissioning groups		✓			
	Determination of arrangements for securing public involvement, promoting both awareness and use of the NHS Constitution, obtaining appropriate advice and promoting integration of services			✓		

Policy Area	Decision	Reserved to the Membership	Reserved or delegated to Governing Body	Accountable Officer	Other Officer	Committee
	Determination of arrangements for enabling patients to make choices				Executive Nurse	
	Determination of arrangements for promoting the involvement of patients, their carers and representatives in decisions about their healthcare				Executive Nurse	

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DETAILED SCHEME OF DELEGATION

DFP REF	AUTHORITIES/DUTIES DELEGATED	DELEGATED TO	FINANCIAL LIMIT
4.2	Signing of cheques or other orders up to limits specified in the written conditions issued by the CFOO under DFP 4.2.	Persons specified in Bank Mandates	(per bank mandates)
7.16	A member of the governing body will be required to be one of the two approved persons present for the opening of tenders that are expected to be above the specified financial limit.	Governing Body Member	£500,000 and above
7.11	Authority to waive tenders or quotations, or to accept a tender or quotation which is not the lowest. Note – The relevant Executive Director for the budget must sign any waiver	CFO, DOF or DCFO CFO or DOF CFO and AO Governing Body	Up to £30,000 £30,000 - £250,000 £250,001 - £500,000 £500,001 and above

DFP REF	AUTHORITIES/DUTIES DELEGATED	DELEGATED TO	FINANCIAL LIMIT	
7.20	Awarding of (or variation in) non-NHS legally enforceable contracts (after DFP compliant procurement process).	Budget Holder Director responsible for budget area CFO or DOF AO & CFOO Governing Body	<u>Revenue</u> Up to £30,000 £30,001 - £100,000 £100,001 - £250,000 £250,001 - £500,000 £500,001 and above	<u>Capital</u> Up to £30,000 £30,001 - £100,000 £100,001 - £250,000 £250,001 - £500,000 £500,001 and above The relevant amount is the total value of the contract for its entire duration including irrecoverable VAT.
7.20	Awarding of (or variation in) NHS contracts.	DoST DoST & CFO, DOF or AO CFO & AO Governing Body	Up to £250,000 £250,001 – £500,000 £500,001 - £1,000,000 £1,000,001 and above The relevant amount is the total value of the agreement for its entire duration.	
7.21	Authorisation of requisitions (or certification of invoices when no requisition/order was raised) for commercial procurements.	Budget Manager Budget Holder Director responsible for budget area CFO, DOF or AO 2 of CFO, AO and DOF	Up to £5,000 £5,001 – £30,000 £30,001 - £100,000 £100,001 – £250,000 £250,000 and above All amounts include VAT unless this is known to be recoverable.	

DFP REF	AUTHORITIES/DUTIES DELEGATED	DELEGATED TO	FINANCIAL LIMIT
7.26	Authorisation to transfer money to local authorities and voluntary organisations under sections 256 and 257 of the NHS Act 2006.	DoST DoST & CFO, DOF or AO CFO or DOF & AO Governing Body	Up to £250,000 £250,001 – £500,000 £500,001 - £1,000,000 £1,000,001 and above
7.26	<p>Authorise regular payments made or invoices raised against formal service level agreements and contracts. The CCG will continue to make monthly (or quarterly if applicable) payments against contract mandates that have been authorised in accordance with the DFPs.</p> <p>NOTE – in exceptional circumstances (e.g. at year end to meet cash limit targets or to meet contractual commitments), any payments or invoices can be approved by the CFOO.</p>	DoST CFO, DOF or AO	25% of contract value or 100% for local authority payments No limit
3.4.2	Virement within approved revenue budgets (no virement is allowed between recurring & non-recurring budgets)	Budget Holder Director responsible for budget area CFO or DOF	Up to £50,000 £50,001 - £100,000 £100,001 and above

DFP REF	AUTHORITIES/DUTIES DELEGATED	DELEGATED TO	FINANCIAL LIMIT
n/a	Approve business cases relating to new investments, new service developments or service increases within the overall operating plan or budgetary financial limit.	AO or Director responsible for budget area AO and CFO or DOF Commissioning Committee	Up to £150,000 £150,001 - £500,000 £500,001 and above

Abbreviations

<i>DFP</i>	<i>Detailed Financial Policies</i>
<i>CFO</i>	<i>Chief Finance Officer</i>
<i>AO</i>	<i>Accountable Officer</i>
<i>DoST</i>	<i>Director of Strategy & Transformation</i>
<i>DOF</i>	<i>Director of Finance</i>
<i>DCFO</i>	<i>Deputy Chief Finance Officer</i>

Core Roles and Responsibilities– for all governing body members

As a member of the CCG's governing body each individual will share responsibility as part of the team to ensure that the CCG exercises its functions effectively, efficiently, economically, with good governance and in accordance with the terms of the CCG constitution as agreed by its members. Each individual is there to bring their unique perspective, informed by their expertise and experience. This will support decisions made by the governing body as a whole and will help ensure that:

- a new culture is developed that ensures the voice of the member practices is heard and the interests of patients and the community remain at the heart of discussions and decisions;
- the governing body and the wider CCG act in the best interests of the health of the local population at all times;
- the CCG commissions the highest quality services with a view to securing the best possible outcomes for their patients within their resource allocation and maintains a consistent focus on quality, integration and innovation;
- decisions are taken with regard to securing the best use of public money;
- the CCG, when exercising its functions, acts with a view to securing that health services are provided in a way which promotes the NHS Constitution, that it is there to improve our health and wellbeing, supporting us to keep mentally and physically well, to get better when we are ill and when we cannot fully recover, to stay as well as we can to the end of our lives;
- the CCG is responsive to the views of local people and promotes self-care and shared decision-making in all aspects of its business; and
- good governance remains central at all times.

Core attributes and competencies

Each individual needs to:

- demonstrate commitment to continuously improving outcomes, tackling health inequalities and delivering the best value for money for the taxpayer;
- embrace effective governance, accountability and stewardship of public money and demonstrate an understanding of the principles of good scrutiny;
- demonstrate commitment to clinical commissioning, the CCG and to the wider interests of the health services;
- be committed to ensuring that the governing body remains—in tune with the member practices;
- bring a sound understanding of, and a commitment to upholding, the NHS principles and values as set out in the NHS Constitution;
- demonstrate a commitment to upholding The Nolan Principles of Public Life along with an ability to reflect them in his/her leadership role and the culture of the CCG;
- be committed to upholding the proposed *Standards for members of NHS Boards and Governing Bodies in England* developed by the Council for Healthcare Regulatory Excellence;
- be committed to ensuring that the organisation values diversity and promotes equality and inclusivity in all aspects of its business;
- consider social care principles and promote health and social care integration where

- this is in the patients' best interest; and
- bring to the governing body, the following leadership qualities:
 - **creating the vision** - effective leadership involves contributing to the creation of a compelling vision for the future and communicating this within and across organisations;
 - **working with others** - effective leadership requires individuals to work with others in teams and networks to commission continually improving services;
 - **being close to patients** - this is about truly engaging and involving patients and communities;
 - **intellectual capacity and application** - able to think conceptually in order to plan flexibly for the longer term and being continually alert to finding ways to improve;
 - **demonstrating personal qualities** - effective leadership requires individuals to draw upon their values, strengths and abilities to commission high standards of service; and
 - **leadership essence** - can best be described as someone who demonstrates presence and engages people by the way they communicate, behave and interact with others.

Core understanding and skills

Each individual will have:

- a general understanding of good governance and of the difference between governance and management;
- a general understanding of health and an appreciation of the broad social, political and economic trends influencing it;
- capability to understand and analyse complex issues, drawing on the breadth of data that needs to inform CCG deliberations and decision-making, and the wisdom to ensure that it is used ethically to balance competing priorities and make difficult decisions;
- the confidence to question information and explanations supplied by others, who may be experts in their field;
- the ability to influence and persuade others articulating a balanced, not personal, view and to engage in constructive debate without being adversarial or losing respect and goodwill;
- the ability to take an objective view, seeing issues from all perspectives, especially external and user perspectives;
- the ability to recognise key influencers and the skills in engaging and involving them;
- the ability to communicate effectively, listening to others and actively sharing information; and
- the ability to demonstrate how your skills and abilities can actively contribute to the work of the governing body and how this will enable you to participate effectively as a team member.

Core personal experience

- previous experience of working in a collective decision-making group such as a board or committee, or high-level awareness of 'board-level' working; and
- a track record in securing or supporting improvements for patients or the wider public.

Chair of the governing body – specific skills and responsibilities

As well as sharing responsibility with the other members for all aspects of the CCG governing body business, the Chair of the governing body will have specific responsibility for:

- leading the governing body, ensuring it remains continuously able to discharge its duties and responsibilities as set out in the CCG's constitution;
- building and developing the CCG's governing body and its individual members;
- ensuring that the CCG has proper constitutional and governance arrangements in place;
- ensuring that, through the appropriate support, information and evidence, the governing body is able to discharge its duties;
- supporting the accountable officer in discharging the responsibilities of the organisation;
- contributing to the building of a shared vision of the aims, values and culture of the organisation; and
- leading and influencing clinical and organisational change to enable the CCG to deliver commissioning responsibilities.

The Chair will also have a key role in overseeing governance and particularly ensuring that the governing body and the wider CCG behaves with the utmost transparency and responsiveness at all times. They will ensure that:

- public and patients' views are heard and their expectations understood and, where appropriate, met;
- that the organisation is able to account to its local patients, stakeholders and the NHS Commissioning Board; and
- the CCG builds and maintains effective relationships, particularly with the individuals involved in overview and scrutiny from the relevant local authority/ies.

Specific attributes and competencies

- able to engage visibly and effectively, commanding respect from a wide range of stakeholders including clinicians, patients and the public and in particular, ensuring effective two-way communication with the member practices;
- a level of political astuteness, with highly developed skills in engaging, influencing and securing shared ownership to enable commissioning intentions to be delivered;
- ability to communicate complex and challenging issues clearly and effectively in public meetings;
- have the skills and experience to plan and chair large meetings with multi-professional and/or multiple stakeholder involvement;
- able to facilitate and encourage active engagement and appropriate challenge across their governing body;
- enable the governing body to continually review established thinking to ensure long-

term value and sustainability;

- able to give an unbiased view on possible internal conflicts of interest;
- able to provide leadership to the CCG, ensuring its effectiveness on all aspects of its corporate responsibility and setting its agenda;
- able to oversee all governance matters to ensure they are conducted in accordance with best practice and ensure that there is a clear structure for, and effective running of, the CCG and, where relevant, its committees;
- have the skills, knowledge and experience to assess and confirm that appropriate systems of internal control are in place for all aspects of governance, including financial and risk management;
- have an understanding of the resource allocations devolved to NHS bodies, and a general knowledge of the accounting regime within which a CCG will operate; and
- have the ability to develop and maintain an understanding of the legal environment in which the CCG operates.

Accountable Officer

As well as sharing responsibility with the other members for all aspects of the CCG governing body business, the accountable officer is charged with ensuring that the CCG:

- complies with its:
 - duty to exercise its functions effectively, efficiently and economically;
 - duty to exercise its functions with a view to securing continuous improvement in the quality of services provided to individuals for, or in connection with, the prevention, diagnosis or treatment of illness;
 - financial obligations, including information requests;
 - obligations relating to accounting and auditing; and
 - duty to provide information to the NHS Commissioning Board, following requests from Secretary of State;
 - obligations under any other provision of the NHS Act 2006 Act specified by the Board for these purposes.
- performs its functions in a way which provides good value for money.

The accountable officer is responsible for ensuring that the CCG fulfils its duties to exercise its functions effectively, efficiently and economically thus ensuring improvement in the quality of services and the health of the local population whilst maintaining value for money.

The accountable officer will, at all times, ensure that the regularity and propriety of expenditure is discharged, and that arrangements are put in place to ensure that good practice (as identified through such agencies as the Audit Commission and the National Audit Office) is embodied and that safeguarding of funds is ensured through effective financial and management systems.

The accountable officer, working closely with the Chair of the governing body, will ensure that proper constitutional, governance and development arrangements are put in place to assure the members (through the governing body) of the organisation's ongoing capability and capacity to meet its duties and responsibilities. This will include arrangements for the ongoing development of its members and staff.

Specific attributes and competencies

- demonstrable ability to exercise sound judgement;
- the ability to understand the limits of his or her management competencies and the wisdom to seek advice when these are reached;
- an understanding of corporate governance as a key element of integrated governance and of the responsibilities that the accountable officer role needs to ensure these are discharged to a high standard;
- the capability to secure the full range of management expertise, through their senior team, to ensure that the day-to-day management of all aspects of the CCG's business can be discharged.
- an understanding of the role of the accountable officer in setting and developing the culture of the organisation and leading the wider organisational development in the context of engagement with key stakeholders;
- the ability to oversee the development of an organisational vision and values for the

organisation;

- a working knowledge of general employment law good employment practices;
- a basic understanding of current legal requirements and good practice in equality and discrimination;
- financially literate with the ability to review critically, challenge and effectively utilise financial information, including financial statements for decision-making;
- an understanding of the principles of value for money and an ability to challenge performance on this basis;
- an understanding of the requirements of effective financial governance and probity; a broad understanding of the NHS financial regime and an ability to develop capability within the CCG to enable interpretation of relevant legislation and accountability frameworks;
- an ability to understand the CCG's risk environment including knowledge and understanding of the strategies that have been adopted by the CCG and the risks inherent in any transformation strategies;
- good understanding of the role of effective communications and engagement with patients, public, workforce and stakeholders in achieving/delivering CCG objectives and maintaining the reputation of the NHS and CCG;
- ability to develop a clear and compelling organisational narrative that describes the future strategy of the CCG, and to communicate this narrative and progress to a wide range of audiences; and
- ability to communicate complex clinical issues in laypersons language at public meetings and through media interviews.

Specific further leadership quality

Setting direction - effective leadership requires individuals to contribute to the strategy and aspirations of the organisation and act in a manner consistent with its values.

Specific understanding and skills

- sound understanding of good governance;
- in-depth understanding of health and care, and an appreciation of the broad social, political and economic trends influencing them;
- capability to understand and analyse complex issues, drawing on the breadth of data that needs to inform CCG deliberations and decision-making; and the wisdom to ensure that it is used ethically to balance competing priorities and make difficult decisions;
- has the confidence to question information and explanations supplied by others, who may be experts in their field;
- has the ability to influence and persuade others articulating a balanced, not personal, view and to engage in constructive debate without being adversarial or losing respect and goodwill;
- has the ability to take an objective view, seeing issues from all perspectives and especially external and user perspectives;
- strong skills in recognising key influencers and the capability to engage them effectively in the CCG's business;
- excellent interpersonal and communication skills, and experience in engaging GPs and

other health and care professionals, alongside patients in commissioning that improves quality and secures value for money; and

- sufficient understanding of NHS finance and other key organisational issues, such as HR and risk management, to discharge the overall responsibilities of accountable officer.

Chief Finance Officer

As well as sharing responsibility with the other members for all aspects of the CCG governing body business, the Chief Finance Officer is responsible for being the governing body's professional expert on finance and ensuring that, through robust systems and processes the regularity and propriety of expenditure is fully discharged. They are required to:-

- make appropriate arrangements to support, monitor and report on the CCG's finances;
- oversee robust audit and governance arrangements leading to propriety in the use of CCG resources;
- be able to advise the governing body on the effective, efficient and economic use of its allocation to remain within that allocation and deliver required financial targets and duties; and
- produce the financial statements for audit and publication in accordance with statutory requirements to demonstrate effective stewardship of public money and accountability to tax payers.

Specific attributes and competencies

- the skills, knowledge and experience to assess and confirm that appropriate systems of internal control and assurance are in place for all aspects of governance, including financial and risk management;
- an understanding of the role of audit in wider accountability frameworks;
- an understanding of the resource allocations devolved to NHS bodies and a general knowledge of the accounting regime within which a CCG will operate;
- the ability to chair meetings effectively;
- be able to give an independent view on possible internal conflicts of interest; and recent and relevant financial and audit experience is essential – sufficient to enable them to competently engage with financial management and reporting in the organisation and associated assurances.

Clinical Lead Responsibilities

As well as sharing responsibility with the other members for all aspects of the CCG governing body business, members of the Governing Body will have their own specific responsibility as a clinical lead for individual area. In particular, clinical leads will be required for each of the Governing Body committees to ensure that they meet their core duties. The current committees and core duties are:-

Commissioning

- Supporting the Governing Body in meeting the duties and responsibilities of the group as a commissioner of healthcare services, in particular the duties to:
 - Promote a comprehensive health service and the mandate issued for each financial year by the Secretary of State to NHS England; and
 - Secure continuous improvement in the quality of services.
- Co-ordinating the work of the group as appropriate with NHS England, other clinical commissioning groups, local providers of services, local authorities, patients and their carers, the voluntary sector and others to develop robust commissioning plans.
- Developing the commissioning strategy, commissioning plans and annual commissioning intentions, anticipating and adapting as required for national and international policy, the group's safeguarding and other statutory responsibilities, local and national requirements and patient expectations;
- Overseeing the annual contracting processes and any other programmes of healthcare service procurement;
- Reviewing commissioning policies;
- Developing service specifications for the commissioning of healthcare services;
- Considering service and system reviews and develop appropriate strategies across the health and social care economy to address any identified issues;
- Reviewing progress against commissioning strategies and plans to ensure achievement of objectives within agreed timescales;
- Making recommendations as necessary to the governing body on the remedial actions to be taken with regard to key risks and issues associated with the commissioning portfolio.

Finance and Performance

- Assuring the Governing Body that there is effective Governance, accountability and stewardship of public money
- Effectively monitoring the group's delivery of the duty to act effectively, efficiently and economically;
- Effectively monitoring the group's delivery of the duty to have regard to the need to reduce inequalities;
- Reviewing and agreeing changes to relevant financial policies
- Considering and reviewing details of non-financial performance issues on an on-going basis

Quality and Safety

- Assuring the governing body on the quality of services commissioned;
- Promoting a culture of continuous improvement and innovation with respect to safety of services, clinical effectiveness and patient experience;
- Ensuring that the commissioning strategy for the clinical commissioning group fully

- reflects all elements of quality (patient experience, effectiveness and patient safety);
- Providing assurance that the group is meeting its safeguarding responsibilities under Children's Act 2004, Vulnerable Groups Act 2006 and any subsequent relevant legislation;
- Overseeing and providing assurance that effective management of risk is in place to manage and address clinical governance issues including arrangements to proactively identify early warnings of failing systems;
- Overseeing the process and compliance issues concerning serious incidents requiring investigation (SIRI) including Never Events and ensuring that the group and its healthcare providers are learning from SIRI and Never Events;
- Ensuring that there is a clear line of accountability for patient safety issues, including the reporting required by statute, regulations or locally agreed best practice;
- Ensuring that a clear escalation process, including appropriate trigger points, is in place to enable appropriate engagement of external bodies on areas of concern;
- Monitoring and assuring the Governing Body that the CCG is meeting its statutory responsibilities in relation to equality, information governance, public involvement and promotion of the NHS Constitution.

Lay Member with responsibility for Audit and Governance

As well as sharing responsibility with the other members for all aspects of the CCG governing body business, the role of this lay member will be to bring specific expertise and experience to the work of the governing body. Their focus will be strategic and impartial, providing an external view of the work of the CCG that is removed from the day-to-day running of the organisation. Their role will be to oversee key elements of governance including audit, remuneration and managing conflicts of interest. They will need to be able to chair the audit committee.

This person will have a lead role in ensuring that the governing body and the wider CCG behaves with the utmost probity at all times.

Good practice would also suggest that this person would also have a specific role in ensuring that appropriate and effective whistle blowing and anti-fraud systems are in place.

The National Health Service (Clinical Commissioning Groups) Regulations 2012 require that the appointed individual must have qualifications, expertise or experience such as to enable the person to express informed views about financial management and audit matters.

Specific attributes and competencies

- the skills, knowledge and experience to assess and confirm that appropriate systems of internal control and assurance are in place for all aspects of governance, including financial and risk management;
- an understanding of the role of audit in wider accountability frameworks;
- an understanding of the resource allocations devolved to NHS bodies and a general knowledge of the accounting regime within which a CCG will operate;
- the ability to chair meetings effectively;
- be able to give an independent view on possible internal conflicts of interest; and recent and relevant financial and audit experience is essential – sufficient to enable them to competently engage with financial management and reporting in the organisation and associated assurances.

Lay Member with responsibility for Patient and Public Involvement

As well as sharing responsibility with the other members for all aspects of the CCG governing body business, the role of this lay member will bring specific expertise and experience, as well as their knowledge as a member of the local community, to the work of the governing body. Their focus will be strategic and impartial, providing an independent view of the work of the CCG that is external to the day-to-day running of the organisation. As one of the lay members, they may be asked to fulfil the role of Deputy Chair or Chair of the governing body, if appropriate.

This person will help to ensure that, in all aspects of the CCG's business, the public voice of the local population is heard and that opportunities are created and protected for patient and public empowerment in the work of the CCG. In particular, they will ensure that:

- public and patients' views are heard and their expectations understood and met as appropriate;
- the CCG builds and maintains an effective relationship with Local Healthwatch and draws on existing patient and public engagement and involvement expertise; and
- the CCG has appropriate arrangements in place to secure public and patient involvement and responds in an effective and timely way to feedback and recommendations from patients, carers and the public.

It is not intended that this role should have executive oversight of patient and public engagement, rather that the individual ensures, through the appropriate governance processes, that this function is being discharged effectively.

The National Health Service (Clinical Commissioning Groups) Regulations 2012 require that the appointed individual must have knowledge of the area specified in the CCG's constitution such as to enable them to express informed views about the discharge of the CCG's functions.

Specific attributes and competencies

- ability to give an independent view on possible internal conflicts of interest; demonstrable understanding of the local arrangements for listening and responding to the voices of patients, carers and patient organisations;
- a track record of successfully involving patients carers and the public in the work of a public sector organisation;
- have an understanding of effective involvement and engagement techniques, and how these can be applied in practice;
- live within the local community or be able to demonstrate how they are otherwise able to have sufficient knowledge of the area specified in the CCG's constitution such as to enable them to express informed views about the discharge of the CCG's functions so that they are able to act as a champion for patient and public involvement; and
- be competent to chair meetings.

Secondary Care Consultant

As well as sharing responsibility with the other members for all aspects of the CCG governing body business, the role of this clinical member will bring a broader view, on health and care issues to underpin the work of the CCG. In particular, they will bring to the governing body an understanding of patient care in the secondary care setting.

Specific attributes and competencies

- must be a consultant – either currently employed, or in employment at some time in the period of 10 years ending with the date of the individual's appointment to the governing body;
- has a high level of understanding of how care is delivered in a secondary care setting;
- be competent, confident and willing to give an independent strategic clinical view on all aspects of CCG business;
- be highly regarded as a clinical leader, preferably with experience working as a leader across more than one clinical discipline and/or specialty with a track record of collaborative working;
- be able to take a balanced view of the clinical and management agenda, and draw on their in depth understanding of secondary care to add value;
- be able to contribute a generic view from the perspective of a secondary care doctor whilst putting aside specific issues relating to their own clinical practice or their employing organisation's circumstances; and
- be able to provide an understanding of how secondary care providers work within the health system to bring appropriate insight to discussions regarding service re-design, clinical pathways and system reform.

Whilst the individual may well no longer practise medicine, they will need to demonstrate that they still have a relevant understanding of care in the secondary setting.

The secondary care specialist cannot be an employee or member (including shareholder) of, or a partner in, a provider of primary medical services, or a provider with whom the CCG has made commissioning arrangements. The exceptions are where the CCG has made an arrangement with a provider, subsequent to a patient exercising choice, and where the CCG has made an arrangement with a provider in special circumstances to meet the specific needs of a patient (for example, where there is a very limited choice of provider for a highly specialised service).

Registered Nurse

As well as sharing responsibility with the other members for all aspects of the CCG governing body business, this person will bring a broader view, from their perspective as a registered nurse, on health and care issues to underpin the work of the CCG especially the contribution of nursing to patient care.

Specific attributes and competencies

- be a registered nurse who has developed a high level of professional expertise and knowledge;
- be competent, confident and willing to give an independent strategic clinical view on all aspects of CCG business;
- be highly regarded as a clinical leader, probably across more than one clinical discipline and/or specialty – demonstrably able to think beyond their own professional viewpoint;
- be able to take a balanced view of the clinical and management agenda and draw on their specialist skills to add value;
- be able to contribute a generic view from the perspective of a registered nurse whilst putting aside specific issues relating to their own clinical practice or employing organisation's circumstances; and
- be able to bring detailed insights from nursing and perspectives into discussions regarding service re-design, clinical pathways and system reform.

Guidance Note

Public and Private Meetings

This guidance has been produced to assist in determining whether or not reports to CCG committees should be considered in public or private. It is designed to provide general advice rather than provide definitive answers in every situation. Advice on specific reports can be obtained from the Corporate Operations Manager and the Administrator responsible for supporting the meeting.

Key Legislation

Access to the reports and minutes from the CCGs meetings is governed in general terms by two key pieces of legislation:-

- **The Public Bodies (Admission to Meetings) Act 1960**
In line with NHS England advice, meetings of the Governing Body and the Primary Care Committees are held under the terms of this act. This states that meetings should be open to the public to attend and requires advance notice of the meeting to be given to the public and to make copies of the agenda available on request. The act includes provisions to exclude the public from the meeting (and from the papers relating to them being published) when it would not be in the public interest for specific items of business to be discussed openly.
- **The Freedom of Information Act 2000**
Other meetings of the CCG (including the other Governing Body Committee meetings and Programme Boards etc.) are not public meetings, but papers from them may be accessible through a Freedom of Information Act requests. There are exemptions to the act for information which identifies individuals, commercially confidential information or information which if released would prejudice the effective conduct of public affairs.

In practice this means that the default position for meetings will be as follows:-

- **Governing Body and Primary Care Commissioning Committee** – Unless marked otherwise, reports will be published on the CCG's website (via Modern.gov) and available for public inspection. Members of the public may attend the meeting unless the meeting moves into a private section.
- **Other Committees** – Meetings will not be publicised and Members of the public will not be able to attend. Papers will not be published on the CCG website but would be available (on request) under the Freedom of Information Act unless an exemption applies to them. The minutes of the meeting will be reported to the Governing Body and published on the CCG website.
- **Other Meetings (Programme Boards etc.)** - Meetings will not be publicised and Members of the public will not be able to attend. Papers will not be published on the CCG website but would be available (on request) under the Freedom of Information Act unless an exemption applies to them.

Private papers

In line with the CCG's commitment to conducting its business in an open and transparent manner, papers should only be marked as private if there is a strong and justifiable reason for doing so. Some of the reasons that might justify withholding papers from publication would be as follows:-

- **Reports including information about individuals** – for example, papers to the Remuneration Committee that relate to individual employment terms
- **Reports relating to Procurement decisions** – for example award reports that include commercially sensitive information
- **Reports that contain information that will be used in negotiations** – for example reports that set out the CCG's position in relation to contracts
- **Reports that contain information subject to a duty of confidence** – for example reports that include privileged legal information or information that a body such as NHS England have instructed to keep confidential

This is not intended as a definitive list – if there are any queries advice can be sought from the committee administrator or the Corporate Operations Manager. In determining whether or not reports should be private, it is worth considering that, under the Freedom of Information Act, a 'public interest test' needs to be undertaken to determine whether the public interest in maintaining its confidentiality outweighs the public interest in releasing the information, which is a presumed right.

Procedure for dealing with Private Reports

For the public meetings (Governing Body and Primary Care Commissioning Committee) the meeting will need to move into private session with the public excluded in order to consider private reports. For the other committees, as they are not public meetings, there is no need to exclude the public therefore there is not necessarily a requirement to move into private session. As their minutes are reported publicly to the Governing Body, if the matters discussed should not be disclosed in the minutes (i.e. the minutes cannot be written without referring to confidential matters) the meeting should move into private session so that a private report to the Governing Body can be made.