



Wiltshire
Clinical Commissioning Group

NHS WILTSHIRE CLINICAL COMMISSIONING GROUP

CONSTITUTION

Wiltshire Clinical Commissioning Group Constitution

Version	Effective Date	Changes
1.0	April 2013	Constitution approved as part of CCG's Application for Authorisation
2.0	January 2015	Updates reflecting changes to the CCG since its creation and approved by NHSE in April 2015
3.0	October 2015	Incorporation of Joint Primary Care Commissioning Committee and approved by NHSE in September 2016
4.0	May 2017	Agreed by the Governing Body and subsequently NHSE approved amendments to facilitate Primary Care Fully Delegated Commissioning
5.0	July 2019	Developments for agreement to support BSW Commissioning Alliance, NHSE published New Model Constitution and CCG's revised model for Clinical Leadership.

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 Wiltshire 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 <http://www.wiltshireccg.nhs.uk/governance>

1.4 Amendment and Variation of this Constitution

1.4.1 This constitution can only be varied in two circumstances.

- a) where the CCG applies to NHS England and that application is granted; and
- b) where in the circumstances set out in legislation NHS England varies the constitution other than on application by the CCG.

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

- a) Changes are thought to have a material impact;
- b) Changes are proposed to the reserved powers of the members;
- c) At least half (50%) of all the Governing Body Members formally request that the amendments be put before the membership for approval.

1.4.3 The CCG Membership agreed criteria to identify constitutional changes with a material impact and therefore requiring Membership approval. This criteria and the Constitution are regularly confirmed by the Membership.

1.5 Related documents

1.5.1 This Constitution is also informed by a number of documents, detailed below, which provide further details on how the CCG will operate. These

are the Statutory Committee's Terms of Reference (Appendix 2), Standing Orders (Appendix 3) and the Standing Financial Instructions (Appendix 4). The Governance Handbook does not form part of the Constitution for the purposes of 1.4 above.

- a) **Statutory Committees' Terms of Reference** (Audit Committee, Remuneration Committee, Primary Care Commissioning Committee), Appendix 2.
- b) **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), Appendix 3.
- c) **Standing Financial Instructions** which set out the delegated limits for financial commitments on behalf of the CCG, Appendix 4.
- d) **[The CCG Governance Handbook](#)** which supports governance arrangements but is not part of the Constitution, and includes:
 - The Scheme of Reservation and Delegation (SoRD) which sets out those decisions that are reserved for the Membership as a whole and those decisions that have been delegated by the CCG or the Governing Body;
 - Prime financial policies which set out the arrangements for managing the CCG's financial affairs;
 - Standards of Business Conduct Policy – which includes the arrangements the CCG has made for the management of conflicts of interest;
 - Non-statutory committees' Terms of Reference;
 - Key governance and corporate roles and responsibilities;
 - Key corporate policies and procedures.
 - Terms of Reference for each of the three Groups – NEW, SARUM and West

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's Governance Handbook;
 - key corporate policies including Risk Management Strategy, Standards of Business Conduct, Equality and Diversity policies, Publications Scheme.
- 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 [Communications and Engagement Strategy](#);
- h) When discharging its duties under section 14Z2, the CCG will ensure that it has due regard of the principles of openness; early and active involvement; fairness and non-discrimination;
- 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 its principal commissioning and operational policies on the [CCG's website](#);

- b) holding public engagement events in such format and at such times and frequency as shall be determined by the CCG;
- c) identifying a named Lay Member with responsibility for public and patient engagement;
- d) ensuring that the Council of Members holds the Governing Body to account.

1.6.3 The Governing Body will have an ongoing role in keeping the CCG's governance arrangements under review, to ensure that the CCG continues to comply with statutory requirements, and to reflect the principles of good governance.

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:
That represented by the Wiltshire Council boundary, and
Two practices in Dorset.
- 2.1.2 The area of the CCG shall be divided into three Groups – NEW, Sarum and West Groups each of which has its own Terms of Reference.

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 A Member ceases to be a Member if they no longer meet the eligibility criteria for membership as set out in paragraph 3.1.2 above.
- 3.1.4 The CCG shall notify NHS England in the event that it becomes aware that any Member no longer meets the requirements of paragraph 3.1.2 above, or is proposing to merge with another Member or a member of another Clinical Commissioning Group.
- 3.1.5 Membership of the CCG is not transferable.
- 3.1.6 The CCG shall propose to NHSE, for approval, changes to the Membership as may arise from cessation of membership, merger or other, and shall propose to NHSE, for approval, related amendments to this Constitution.
- 3.1.7 The 78 practices which make up the membership of the CCG are listed below.

Practice Name	Practice Address
Avenue Surgery	14 The Avenue Warminster BA12 9AA
Temple Clinic - Branch Surgery	Temple Clinic 28 Station Road Warminster BA12 9BR

Avon Valley Practice	Fairfield Upavon Pewsey SN9 6DZ
Durrington - Branch Surgery	Durrington 77 Bulford Road Durrington SP4 8EU
Barcroft Medical Practice	Barcroft Medical Centre Amesbury SP4 7DL
Box Surgery	London Road Box Wiltshire SN13 8NA
Firs Surgery - Branch Surgery	Firs Surgery 3 Cleaves Avenue Colerne Wiltshire SN14 8BX
Bradford on Avon & Melksham Health Centre	Station Approach Bradford on Avon Wiltshire BA15 1DQ
Winsley Branch Surgery - Branch Surgery	Winsley Branch Surgery 73A Tynning Road Winsley Bradford on Avon Wiltshire BA15 2JW
St Margaret's Surgery - Branch Surgery	St Margaret's Surgery Bridge Street Bradford on Avon Wiltshire BA15 1BY
St Damian's Surgery - Branch Surgery	St Damian's Surgery Spa Road Melksham Wiltshire SN12 7AE
Burbage Surgery	9 The Sprays Burbage Marlborough Wiltshire SN8 3TA

Castle Practice	Central Street Ludgershall Andover Hampshire SP11 9RA
Castle Practice - Branch Surgery	Castle Practice Drummer Lane Tidworth Wiltshire SP9 7FH
Courtyard Surgery	39 High Street West Lavington Devizes Wiltshire SN10 4JB
Cricklade Surgery	113 High Street Cricklade Swindon SN6 6AE
The Surgery Ashton Keynes Village - Branch Surgery	The Surgery Ashton Keynes Village Swindon Wiltshire SN6 6NT Tel: 01793 750645 Fax: 01793 752331
Cross Plain Health Centre	84 Bulford Road Durrington Salisbury Wiltshire SP4 8DH
Cross Plain Surgery - Branch Surgery	Cross Plain Surgery High Street Shrewton Salisbury Wiltshire SP3 4DB
Bourne Valley Practice - Branch Surgery	Beacon House Station Road Tidworth Hampshire SP9 7NN

Bourne Valley Practice - Branch Surgery	Bourne Valley Practice 10-12 High Street Ludgershall Andover Hampshire SP11 9FZ
Downton Surgery	Moot Lane Downton Salisbury Wiltshire SP5 3JP
Giffords Primary Care Centre	Spa Road Melksham Wiltshire SN12 7EA
Harcourt Medical Centre	Crane Bridge Road Salisbury Wiltshire SP2 7TD
Hathaway Medical Centre	Middlefield Road Chippenham Wiltshire SN14 6GT
32 New Road - Branch Surgery	Branch Surgery 32 New Road Chippenham Wiltshire SN15 1HP
Hindon Surgery	The Surgery High Street Hindon Salisbury Wiltshire SP3 6DJ
Jubilee Field Surgery	Yatton Keynell Chippenham Wiltshire SN14 7EJ
Kennet & Avon Medical Partnership	George Lane Marlborough Wiltshire SN8 4BY

Pewsey Surgery - Branch Surgery	Branch Surgery - Pewsey Surgery High Street Pewsey Wiltshire SN9 5AQ
Lansdowne Surgery	Waiblingen Way Devizes Wiltshire SN10 2BU
Lodge Surgery	Lodge Road Chippenham Wiltshire SN15 3SY
Lovemead Group Practice	Roundstone Surgery Polebarn Road Trowbridge Wiltshire BA14 7EH
Malmesbury Medical Partnership	Priory Way Malmesbury Wiltshire SN16 0FB
Market Lavington Surgery	High Street Market Lavington Devizes Wiltshire SN10 4AQ
Urchfont Surgery - Branch Surgery	Urchfont Surgery Peppercombe Close Urchfont Devizes Wiltshire SN10 4QS
Mere Surgery	Dark Lane Mere Warminster Wiltshire BA12 6DT
MillStream Medical Centre	MillStream House Avon Approach Salisbury Wiltshire SP1 3SL

New Court Surgery	Borough Fields Royal Wootton Bassett Wiltshire SN4 7AX
Northlands Surgery	North Street Calne Wiltshire SN11 0HH
Old School House Surgery	Church Street Great Bedwyn Marlborough Wiltshire SN8 3PF
Orchard Partnership	The Old Orchard South Street Wilton Salisbury Wiltshire SP2 0JU
Till Orchard (Till Valley) - Branch Surgery	Till Orchard (Till Valley) High Street Shrewton Salisbury Wiltshire SP3 4BZ
Spring Orchard (Bechers Brook) - Branch Surgery	Spring Orchard (Bechers Brook) High Street Fovant Salisbury Wiltshire SP3 5JL
Cherry Orchard - Branch Surgery	Cherry Orchard Codford Warminster Wiltshire BA12 0PN
Patford House Surgery	8A Patford Street Calne Wiltshire SN11 0EF

Sutton Benger Surgery - Branch Surgery	Sutton Benger Surgery Chestnut Road Sutton Benger Chippenham Wiltshire SN15 4RP
Beversbrook Medical Centre	Harrier Close Calne SN11 9UT
Porch Surgery	Beechfield Road Corsham Wiltshire SN13 9DL
Purton Surgery	High Street Purton Swindon Wiltshire SN5 4BD
38a High Street - Branch Surgery	38a High Street Cricklade Swindon Wiltshire SN6 6AY
Ramsbury & Wanborough Surgery	Whittonditch Road Ramsbury Marlborough Wiltshire SN8 2QT
Wanborough Surgery - Branch Surgery	Wanborough Surgery 3-5 Ham Road Wanborough Wiltshire SN4 0DF
Rowden Medical Practice	Rowden Hill Chippenham Wiltshire SN15 2SB

Salisbury Medical Practice	Fisherton House Fountain Way Wilton Road Salisbury Wiltshire SP2 7FD
Bemerton Heath - Branch Surgery	Bemerton Heath Pembroke Road Salisbury Wiltshire SP2 9DJ
Bishopdown Surgery - Branch Surgery	Bishopdown Surgery 28 St Clements Way Bishopdown Salisbury Wiltshire SP1 3FF
Wilton Health Centre - Branch Surgery	Wilton Health Centre Market Square Wilton Salisbury Wiltshire SP2 0HT
Silton Surgery	The Surgery Gillingham Road Silton Gillington Wiltshire SP8 5DF
Southbroom Surgery	The Green 15 Estcourt Street Devizes Wiltshire SN10 1LQ
Spa Medical Centre	Snowberry Lane Melksham Wiltshire SN12 6UN
St James Surgery	Gains Lane Devizes Wiltshire SN10 1QU

St Melor House Surgery	Edwards Road Amesbury Salisbury Wiltshire SP4 7LT
Three Chequers	Endless Street Surgery 72 Endless Street Salisbury Wiltshire SP1 3UH
Porton Surgery - Branch Surgery	Porton Surgery 32 Winterslow Road Porton Salisbury Wiltshire SP4 0LR
The Surgery - Branch Surgery	The Surgery Middleton Road Winterslow Salisbury Wiltshire SP5 1PQ
St Ann Street Surgery - Branch Surgery	St Ann Street Surgery 82 St Ann Street Salisbury Wiltshire SP1 2PT
Three Swans Surgery - Branch Surgery	Three Swans Surgery Rolleston Street Salisbury Wiltshire SP1 1DX
Tinkers Lane Surgery	High Street Royal Wootton Bassett Swindon Wiltshire SN4 7AT

Tisbury Surgery

Park Road
Tisbury
Salisbury
Wiltshire
SP3 6LF

Trowbridge Health Centre (formally Adcroft Surgery)	Prospect Place Trowbridge BA14 8QA
72 Wingfield Road (Widbrook) - Branch Surgery	72 Wingfield Road (Widbrook) Trowbridge Wiltshire BA14 9EN
Tolsey Surgery	High Street Sherston Malmesbury Wiltshire SN16 0LQ
White Horse Health Centre	Mane Way Leigh Park Westbury Wiltshire BA13 3FQ
Bratton Surgery - Branch Surgery	Bratton Surgery The Tynings Bratton Westbury Wiltshire BA13 4RR
Whiteparish Surgery	Common Road Whiteparish Salisbury Wiltshire SP5 2SU
Sixpenny Handley	Dean Lane Sixpenny Handley Salisbury Wiltshire SP5 5PA
Broad Chalke Surgery - Branch Surgery	Broad Chalke Surgery Doves Meadow Broad Chalke Salisbury Wiltshire SP5 5EL

3.2 Nature of Membership and Relationship with CCG

3.2.1 The CCG is made up of the member practices listed above. These CCG 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 Members' rights and decision-making powers are set out in Standing Orders and the CCG's Scheme of Reservations and Delegations (SORD), respectively.

3.4 Members' Meetings

3.4.1 To ensure the effective participation by each of its Members, the CCG has constituted the Council of Members which comprises all Member Practice Representatives.

3.4.2 Meetings of the Council of Members take place regularly and in accordance with the procedure set out in the Standing Orders.

3.5 Practice Representatives

3.5.1 Each Member practice has a nominated lead healthcare professional who represents the practice (the Practice Representative) in the dealings with the CCG.

3.5.2 Standing Orders set out the role of the Practice Representatives and the ways in which this role is expected to be fulfilled.

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, and will promote good governance and proper stewardship of public resources in pursuance of its goals and in meeting its statutory duties.

4.1.2 In accordance with section 14L(2)(b) of the 2006 Act, the CCG will at all times observe generally accepted principles of good governance in the way it conducts its business. These principles include:

- a) 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;

- b) The Good Governance Standard for Public Services;
- c) the standards of behaviour published by the Committee on Standards in Public Life (1995) known as the 'Nolan Principles';
- d) the seven key principles of the NHS Constitution;
- e) the Equality Act 2010.

4.2 General

4.2.1 The CCG will:

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

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

4.3 Authority to Act: the CCG

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

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

4.3.2 The extent of the respective bodies' and individuals' authority to act and of the powers delegated to them by the CCG is expressed through:

- a) the CCG's Scheme of Reservation and Delegation; and
- b) Committees' Terms of Reference.

4.4 Authority to Act: the Governing Body

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

- a) any Member of the Governing Body;
- b) a Committee or Sub-Committee of the Governing Body;
- c) a Member of the CCG who is an individual (but not a Member of the Governing Body); and

- d) any other individual who may be from outside the organisation and who can provide assistance to the CCG in delivering its functions.

4.4.2 The extent of the respective bodies' and individuals' authority to act and of the powers delegated to them by the Governing Body is expressed through:

- a) the CCG's Scheme of Reservation and Delegation; and
b) Committees' Terms of Reference.

5 Procedures for Making Decisions

5.1 Scheme of Reservation and Delegation

5.1.1 The CCG has agreed the Scheme of Reservation and Delegation (SoRD) which is appended to the [Governance Handbook](#), but not forming part of, this Constitution.

5.1.2 The CCG's Scheme of Reservation and Delegation sets out:

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

5.1.3 The Accountable Officer may periodically propose amendments to the Scheme of Reservation and Delegation, which shall be considered and approved by the Governing Body unless:

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

5.1.4 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.

5.2 Standing Orders

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

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

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

5.3 Standing Financial Instructions (SFIs)

5.3.1 The CCG has agreed a set of SFIs which include the delegated limits of financial authority set out in the Scheme of Reservation and Delegation. A copy of the SFIs is included at Appendix 4 and forms 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 In order to discharge its statutory responsibility, the Governing Body exercises the following key functions which are also set out in the Scheme of Reservation and Delegation. Any delegated functions must be exercised within the procedural framework established by the CCG and primarily set out in the Standing Orders and SFIs.

- a) Leading the development of vision and strategy for the CCG;
- b) Overseeing and monitoring quality improvement;
- c) Approving the CCG's Commissioning Plans and its consultation arrangements;
- d) Stimulating innovation and modernisation;
- e) Overseeing and monitoring performance;
- f) Overseeing risk assessment and securing assurance actions to mitigate identified strategic risks;
- g) Promoting a culture of strong engagement with patients, their carers, Members, the public and other stakeholders about the activity and progress of the CCG;
- h) Ensuring good governance and leading a culture of good governance throughout the CCG

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 Pursuant of the requirements of the National Health Service (Clinical Commissioning Groups) Regulations 2012, and ensuring a clinical majority, the CCG's Governing Body comprises:

- a) The Chair (a GP or lay member of the Board);
- b) The Vice Chair
- c) The Accountable Officer /Chief Operating Officer;
- d) The Chief Finance Officer;
- e) A Secondary Care Specialist;
- f) A registered nurse;
- g) Three lay members:
 - one who has qualifications, expertise or experience to enable them to lead on finance and audit matters, and take a lead role in overseeing key elements of governance;
 - one who has knowledge about the CCG area enabling them to express an informed view about discharge of the CCG functions (and who is the chair or vice chair of the Primary Care Commissioning Committee).
 - one who leads on patient and public participation matters;

5.5.2 The CCG has agreed the following additional members:

- Six representatives who are GPs or healthcare professionals employed within primary care in Wiltshire..
- Medical Advisor

5.6 Additional Attendees at the Governing Body Meetings

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

5.7 Appointments to the Governing Body

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

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, including joint committees and committees in common.

- 5.8.2** The Governing Body may establish Committees and Sub-Committees, including joint committees and committees in common.
- 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 are developed and agreed as part of 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. All members of the Remuneration Committee will be members of the CCG Governing Body.
- 5.8.5** In discharging functions of the CCG that have been delegated to them, the CCG's Governing Body, any committees (joint, in common, or sub-committees), and any individuals must:
- a) act within the remit of their respective terms of reference;
 - b) comply with the CCG's principles of good governance
 - c) operate in accordance with the CCG's Scheme of Reservation and Delegation;
 - d) comply with the CCG's Standing Orders;
 - e) comply with the CCG's arrangements for discharging its statutory duties;
 - f) ensure that Member practices have had the opportunity to contribute to the Group's decision making process, as appropriate.

5.9 Committees of the Governing Body

- 5.9.1** The Governing Body will maintain the following statutory or mandated Committees:
- 5.9.2** **Audit Committee:** This Committee is accountable to the Governing Body and provides the Governing Body with an independent and objective view of the CCG's compliance with its statutory responsibilities. The Committee is responsible for arranging appropriate internal and external audit.
- 5.9.3** The Audit Committee will be chaired by a Lay Member who has qualifications, expertise or experience to enable them to lead on finance and audit matters, and members of the Audit Committee may include people who are not Governing Body members.
- 5.9.4** **Remuneration Committee:** This Committee is accountable to the Governing Body and makes recommendations to the Governing Body about the remuneration, fees and other allowances (including pension

schemes) for employees and other individuals who provide services to the CCG.

- 5.9.5** The Remuneration Committee will be chaired by a lay member of the CCG Governing Body other than the audit chair. All members of the Remuneration Committee will be members of the CCG Governing Body. .
- 5.9.6** **Primary Care Commissioning Committee:** NHS England has delegated primary care commissioning functions to the CCG. As is required by the terms of the delegation from NHS England in relation to primary care commissioning functions, the CCG has established a Primary Care Commissioning Committee, which reports to the Governing Body and to NHS England. Membership of the Committee is determined in accordance with the requirements of *Managing Conflicts of Interest: Revised statutory Guidance for CCGs 2017*. This includes the requirement for a lay member Chair and a lay Vice Chair.
- 5.9.7** None of the above Committees may operate on a joint committee basis with another CCG(s). However, the Governing Body may determine that any of the above committees meet as Committees in Common with other CCGs if this is deemed to facilitate and support collaborative or joint commissioning arrangements.
- 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** To facilitate and further collaborative and joint commissioning arrangements with its Local Authority partners, the Governing Body has established the Joint Commissioning Board as well as The Wiltshire Integration Board and its sub-committees: the Wiltshire Commissioning Group and the Wiltshire Delivery Group. The CCG is a member of the Wiltshire Health and Wellbeing Board.
- 5.9.10** The Governing Body has established a number of other Committees to assist it with the discharge of its functions.
- 5.9.11** Delegations to the Governing Body's non-statutory Committees as set out in 5.9.9 and 5.9.10 above are set out in the Scheme of Reservation and Delegation, as appropriate. Further information about these Committees, including terms of reference, is published in the CCG's [Governance Handbook](#).

5.10 Collaborative Commissioning Arrangements

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

- 5.10.2** In addition to the formal joint working mechanisms envisaged below, the Governing Body may enter into strategic or other transformation discussions with its partner organisations, on behalf of the CCG.
- 5.10.3** The Governing Body must ensure that appropriate reporting and assurance mechanisms are developed as part of any partnership or other collaborative arrangements. This will include:
- a) reporting arrangements to the Governing Body, at appropriate intervals;
 - b) engagement events or other review sessions to consider the aims, objectives, strategy and progress of the arrangements; and
 - c) progress reporting against identified objectives.
- 5.10.4** When delegated responsibilities are being discharged collaboratively, the collaborative arrangements, whether formal joint working or informal collaboration, must:
- a) identify the roles and responsibilities of those CCGs or other partner organisations that have agreed to work together and, if formal joint working is being used, the legal basis for such arrangements;
 - b) specify how performance will be monitored and assurance provided to the Governing Body on the discharge of responsibilities, so as to enable the Governing Body to have appropriate oversight as to how system integration and strategic intentions are being implemented;
 - c) set out any financial arrangements that have been agreed in relation to the collaborative arrangements, including identifying any pooled budgets and how these will be managed and reported in annual accounts;
 - d) specify under which of the CCG's supporting policies the collaborative working arrangements will operate;
 - e) specify how the risks associated with the collaborative working arrangement will be managed and apportioned between the respective parties;
 - f) set out how contributions from the parties, including details around assets, employees and equipment to be used, will be agreed and managed;
 - g) identify how disputes will be resolved and the steps required to safely terminate the working arrangements;

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

5.11 Joint Commissioning Arrangements with Local Authority Partners

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

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

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

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

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

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

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

5.12 Joint Commissioning Arrangements – Other CCGs

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

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

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

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

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

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

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

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

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

5.13 Joint Commissioning Arrangements with NHS England

5.13.1 The CCG may work together with NHS England. This can take the form of joint working in relation to the CCG's functions or in relation to NHS England's functions.

5.13.2 The CCG delegates its powers and duties under 5.13 to the Governing Body and all references in this part to the CCG should be read as the Governing Body, except to the extent that they relate to the continuing liability of the CCG under any joint arrangements

5.13.3 In terms of either the CCG's functions or NHS England's functions, the CCG and NHS England may make arrangements to exercise any of their specified commissioning functions jointly.

5.13.4 The arrangements referred to in paragraph 5.13.3 above may include other CCGs, a combined authority or a local authority.

5.13.5 Where joint commissioning arrangements pursuant to 5.13.3 above are entered into, the parties may establish a Joint Committee to exercise the commissioning functions in question. For the avoidance of doubt, this provision does not apply to any functions fully delegated to the CCG by NHS England, including but not limited to those relating to primary care commissioning.

5.13.6 Arrangements made pursuant to 5.13.3 above may be on such terms and conditions (including terms as to payment) as may be agreed between NHS England and the CCG.

5.13.7 Where the CCG makes arrangements with NHS England (and another CCG if relevant) as described at paragraph 5.13.3 above, the CCG shall develop and agree with NHS England a framework setting out the arrangements for joint working, including details of:

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

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

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

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

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

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

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

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

6.1 Conflicts of Interest

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

6.2 Declaring and Registering Interests

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

6.2.2 The CCG will, as a minimum, publish the registers of conflicts of interest and gifts and hospitality of decision making staff at least annually on the CCG website and make them available at our headquarters upon request.

6.2.3 All relevant persons for the purposes of NHS England's statutory guidance *Managing Conflicts of Interest: Revised Statutory Guidance for CCGs 2017* must declare any interests. Declarations should be made as soon as reasonably practicable and by law within 28 days after the interest arises. This could include interests an individual is pursuing. Interests will also be declared on appointment and during relevant discussion in meetings.

6.2.4 The CCG will ensure that, as a matter of course, declarations of interest are made and confirmed, or updated at least annually. All persons required to, must declare any interests as soon as reasonable practicable and by law within 28 days after the interest arises.

6.2.5 Interests (including gifts and hospitality) of decision making staff will remain on the public register for a minimum of six months. In addition, the CCG will retain a record of historic interests and offers/receipt of gifts and hospitality for a minimum of six years after the date on which it expired. The CCG's published register of interests states that historic interests are retained by the CCG for the specified timeframe and details of whom to contact to submit a request for this information.

6.2.6 Activities funded in whole or in part by third parties who may have an interest in CCG business such as sponsored events, posts and research will be managed in accordance with the CCG policy to ensure transparency and that any potential for conflicts of interest are well-managed.

6.3 Training in Relation to Conflicts of Interest

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

6.4 Standards of Business Conduct

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

- a) act in good faith and in the interests of the CCG;

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

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

Appendix 1: Definitions of Terms Used in This Constitution

2006 Act	National Health Service Act 2006
2012 Act	Health and Social Care Act 2012 (this Act amends the 2006 Act)
Accountable Officer (AO)	<p>an individual, as defined under paragraph 12 of Schedule 1A of the 2006 Act, appointed by NHS England, with responsibility for ensuring the group:</p> <ul style="list-style-type: none"> • complies with its obligations under: <ul style="list-style-type: none"> ○ sections 14Q and 14R of the 2006 Act, ○ sections 223H to 223J of the 2006 Act, ○ paragraphs 17 to 19 of Schedule 1A of the NHS Act 2006, and ○ any other provision of the 2006 Act specified in a document published by the Board for that purpose; • exercises its functions in a way which provides good value for money.
Area	The geographical area that the CCG has responsibility for, as defined in part 2 of this constitution
Business Day	A day (other than a Saturday or Sunday) on which clearing banks in the City of London are open for the transaction of normal sterling banking business
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 Financial Officer (CFO)	A qualified accountant employed by the CCG with responsibility for financial strategy, financial management and financial governance and who is a member of the Governing Body.
Clinical Commissioning Group (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.
Committee in	Committees of two or more CCGs that meet at the same

Common (CIC)	time, in the same place.
Council of Members	The body of all Practice Representatives.
Financial Year	Runs from 1 April to 31 March, unless under paragraph 17 of Schedule 1A of the 2006 Act and for the purposes of audit and accounts it is agreed that it run from when the Group is established until the following 31 March
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
GP	A medical practitioner whose name is included in the General Practice Register kept by the General Medical Council who is either a registered Medical Practitioner, a partner, or a salaried GP of one of the member practices of the CCG.
Group	An area, within the geographical Area as set out in section 2 of this Constitution, comprising Member practices and enabling a particular focus on the health and care needs within the Group.
Group Chair	A GP elected to the CCG's Governing Body by the Members, with responsibility to represent a Group's interests.
Healthcare Professional	A Member of a profession that is regulated by one of the following bodies: <ul style="list-style-type: none"> • the General Medical Council (GMC) • the General Dental Council (GDC) • the General Optical Council; • the General Osteopathic Council • the General Chiropractic Council • the General Pharmaceutical Council

	<ul style="list-style-type: none"> • the Pharmaceutical Society of Northern Ireland • the Nursing and Midwifery Council • the Health and Care Professions Council • any other regulatory body established by an Order in Council under Section 60 of the Health Act 1999
Independent Member	A Member of the CCG Governing Body, appointed by the CCG. An independent member is an individual who is independent of the Members of the CCG, and may be a lay member or a healthcare professional.
Joint Committee	Committees from two or more organisations that work together with delegated authority from both organisations to enable joint decision-making
Lay Member	A 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).
Medical Advisor	An individual, normally a GP, employed by the CCG and a member of the CCG's Governing Body, who has responsibility for promoting and supporting excellent clinical engagement; for developing, through strategic education, Members and their teams in order to ensure high quality of care for patients.
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.
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	An independent body accountable to the UK Parliament

Standards Authority	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
Registers of interests	Registers a group is required to maintain and make publicly available under section 140 of the 2006 Act and the statutory guidance issues by NHS England, of the interests of: <ul style="list-style-type: none"> • the Members of the group; • the Members of its CCG Governing Body; • the Members of its Committees or Sub-Committees and Committees or Sub-Committees of its CCG Governing Body; and • the CCG’s 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”.
Sub-Committee	A Committee created by and reporting to a Committee.
Vice Clinical Chair	Deputises for the Chair including attending meetings where requested to do so on his or her behalf and otherwise providing a clinical voice for the CCG, as and when required

Appendix 2: Committee Terms of Reference

This appendix provides the Terms of Reference for the statutory committees of the CCG's Governing Body and for committees required under NHS England delegation of primary commissioning:

- a) Audit Committee
- b) Remuneration Committee
- c) Primary Care Commissioning Committee

The Terms of Reference for the CCG's non-statutory committees are provided in the CCG Governance Handbook.

Appendix 2a: Audit Committee Terms of Reference

Audit Committee

Terms of Reference

Date Approved by Audit Committee: 9 July 2019

Date Presented to the Governing Body: 23 July 2019

1. Purpose

- 1.1 The Governing Body has established the Audit Committee as a standing sub-committee of the NHS Wiltshire CCG.
- 1.2 The Committee's primary role is to conclude upon the adequacy and effective operation of the internal control systems that underpin the delivery of the organisation's objectives.

2. Membership

- 2.1 The Committee shall be appointed from amongst the non-executive directors of the CCG and shall consist of not less than three members. At least one Clinical GP Executive will attend, ensuring clinical engagement. The Chair of the CCG should not be a member of the Audit Committee, although he/she may be invited to attend meetings. One of the members will be appointed Chair of the Committee by the Governing Body and a non-executive director as Vice Chair will be nominated by the members.
- 2.2 As a minimum, one member of the Committee must have recent relevant financial experience.
- 2.3 The Accountable Officer should be invited to attend at least annually to report on identification of risk within the organisation.
- 2.4 The Chair has been given authority to implement Chair's action under the CCG's Standing Orders – "Emergency Powers and Urgent Decisions". This allows for an emergency or an urgent decision to be exercised by the Chair after having consulted at least one other member. The exercise of such powers by the Chair will be reported to the next formal meeting of the Governing Body in public session for formal ratification.

- 2.5 The core membership of the Committee will consist of the following or their nominated deputies:

VOTING MEMBERS
Lay Member for Audit and Governance (Chair)
Lay Member for Public and Patient Involvement (Vice Chair)
Lay Member
Secondary Care Doctor
At least one Clinical GP Executive on an annual rotational basis
ATTENDEES
Chief Financial Officer
Chief Operating Officer
Head of Corporate Governance and Planning
Governance and Risk Manager
Representative from Internal Audit
Representative from External Audit
Representative from Counter Fraud
Representative from Security
Deputy Chief Financial Officer
The Chair of the Governing Body, Accountable Officer, or other Executive Directors and Senior Officers may be invited to attend meetings of the Audit Committee as appropriate.

3. Quorum

- 3.1 Nominated deputies may attend the meeting but business will only be conducted if the meeting is quorate. The Committee will be quorate with a minimum of three Voting Members.
- 3.2 When the Chair is unavailable, the Vice Chair will deputise.

a. Expectation of Attendance

- i. Members are required to attend at least four meetings per year. An attendance record will be maintained.

4. Frequency of Meetings

- 4.1 Meetings will be held not less than five times a year. The Committee Chair, however, reserves the right to convene additional committee meetings as required to discharge the responsibilities of the committee.
- 4.2 The External or Internal Auditors may request a meeting, if they consider that one is necessary, and restrict attendance to non-executive members.

a. Meeting Arrangements

- i. A work programme and standing agenda will be agreed to guide the work of the Committee, but will allow for flexibility.
- ii. At every meeting, the Committee should meet privately with the External and Internal Auditors without any CCG Executive Members present.
- iii. The servicing, administrative and appropriate support to the Chair and committee members of the Audit Committee will be undertaken by the Secretary to the Committee, the Board Administrator, who will record formal minutes of the meeting.
- iv. The Committee may operate under committees in common arrangements with the Audit Committees of BaNES and Swindon CCGs, as per the BSW Joint Governance Framework.

5. Accountable To

- 5.1 The Committee is accountable to the CCG Governing Body.

6. Responsibilities / Authority / Scheme of Delegation

- 6.1 The Committee is authorised by the Governing Body to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Governing Body to obtain legal or other independent professional advice and to secure the attendance of other appropriate persons with relevant experience and expertise if it considers this necessary.

6.2 The Governing Body will retain responsibility for all aspects of internal control, supported by the Audit Committee, satisfying itself that appropriate processes are in place to provide the required assurance.

6.3 The Governing Body delegates the following to the Committee:

Delegations by the Governing Body to the Audit Committee	
Body /individual	Delegation
AUDIT COMMITTEE	<ul style="list-style-type: none"> a) Ensuring there is an effective internal audit function established by management, that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Accountable Officer and Governing Body; b) Reviewing the work and findings of the external auditor and considering the implications of and management's responses to their work; c) Reviewing the findings of other significant assurance functions, both internal and external to the organisation, and considering the implications for the governance of the organisation; d) Ensuring that the systems for financial reporting to the Governing Body, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Governing Body; e) Reviewing financial and information systems and monitoring the integrity of the financial statements and reviewing significant financial reporting judgements; f) Reviewing the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (both clinical and non-clinical), that supports the achievement of the organisation's objectives; g) Monitoring compliance with Standing Orders and Standing Financial Instructions; h) Reviewing schedules of losses and compensations and

	<p>that could have a significant impact on the CCG's published financial accounts or reputation;</p> <ul style="list-style-type: none"> n) Reviewing any objectives and effectiveness of the internal audit services including its working relationship with external auditors; o) Reviewing major findings from internal and external audit reports and ensure appropriate action is taken; p) Reviewing 'value for money' audits reporting on the effectiveness and efficiency of the selected departments or activities; q) Reviewing the mechanisms and levels of authority (e.g. Standing Orders, Standing Financial Instructions, Delegated limits) and make recommendations to the CCG; r) Reviewing the scope of both internal and external audit including the agreement on the number of audits per year and approving audit plans; s) Investigating any matter within its terms of reference, having the right of access to any information relating to the particular matter under investigation; t) Reviewing waivers to Standing Orders; u) Reviewing hospitality and sponsorship registers; v) Reviewing the information prepared to support the controls assurance statements prepared on behalf of the Governing Body and advising the Governing Body accordingly. w) Undertaking the procurement of the external audit contract through the establishment of an auditor panel, and then advising the Governing Body on the contract award. x) Approval of procedures, policies and strategies relevant to the committee's terms of reference. y) Approve counter fraud and security management arrangements.
	<p>Where the Audit Committee considers there is evidence of ultra vires transactions, evidence of improper acts, or if there are other important matters that the Committee wishes to raise, the Chair of the Audit Committee should raise the matter at a full meeting of the Governing Body. Exceptionally, the matter may need to be referred to the Department of Health.</p>

The Committee will be responsible for:

6.4 Governance, Internal Control and Risk Management

The Committee shall review the establishment and maintenance of an effective system of integrated governance, internal control and risk management across the whole of the organisation's activities (financial, non-financial, clinical, non-clinical and information) that supports the achievements of the organisation's objectives. It will review the CCG risk register at every meeting.

The Committee will primarily utilise the work of Internal and External audit and other assurance functions but will not be limited to these functions. It will also seek reports and assurances from Directors and managers 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 by the Committee's use of an effective CCG Assurance Framework to guide its work and that of the audit and assurance functions that report to it.

In particular, the Committee will review the adequacy of:

- All risk and control-related disclosure statements (including the Annual Governance Statement) together with any accompanying Head of Internal Audit Opinion Statement, External Audit opinion or other appropriate independent assurances prior to endorsement by the Governing Body;
- The underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks, and the appropriateness of the above disclosure statements;
- The policies for ensuring compliance with relevant statutory, regulatory, legal and code of conduct requirements, and the operational effectiveness of policies and procedures which are brought to the attention of the Audit Committee by Internal and External Auditors;
- The policies and procedures for review and performance management of all work related to fraud, bribery and corruption are set out in the NHS Standard Contract and the Standards for Commissioners: Fraud, Bribery and Corruption.

6.5 Internal Audit

The Committee shall ensure there is an effective internal audit control function which provides appropriate independent assurance to the Audit Committee, Accountable Officer and Governing Body. The Committee's function is to:

- Consider the appointment and provision of the internal audit service, the audit fee, review of audit appointments and tenders and any questions of resignation or dismissal;
- Oversee the effective operation of Internal Audit and ensure that Internal Audit is appropriately resourced and has appropriate standing within the CCG;
- Review, contribute to, and approve the Internal Audit strategy and plans and more detailed programme of work ensuring that they are consistent with the audit needs of the organisation as identified in the CCG Assurance Framework, and with the requirement for External Audit to place reliance on Internal Audit work;
- Consider major findings of Internal Audit reports, management and Director responses, follow-up reports and CCG summary reports and subsequent action;
- Evaluate the extent to which the Internal Audit service complies with the mandatory audit standards and the guidelines set out in the Public Sector Internal Audit Standards;
- Ensure there is an annual review of the effectiveness of internal audit.

6.6 External Audit

The Committee shall review the work and the findings of the External Auditor appointed by the CCG and consider the implications and management's response to their work. This will be achieved by:

- Consideration of the appointment and performance of the External Auditor in relation to the CCG contract;
- Discussion and agreement with the External Auditor of the nature and scope of the external audit programme of work as set out in the annual plan prior to commencement and ensure co-ordination, as appropriate, with other External Auditors within the local health economy;
- Discussion with auditors of their local evaluation of audit risks and assessment of the CCG;
- Review of all external audit reports before submission to the Governing Body, and any work carried out outside the annual audit plan, together with the follow-up reports and responses from management and Directors;
- Discussion of any issues and reservations arising from the work of the External Auditor and any matters the External Auditor may wish

to raise (in the absence of Executive Directors and other management of the CCG, where necessary).

The Audit Committee will seek to enhance and receive assurance that effective and co-ordinated relationships exist between Internal and External audit, and with the Local Counter Fraud Officer, to optimise audit resources.

6.7 Counter Fraud

- To appoint the Counter Fraud Management service, the fee and terms and conditions of engagement;
- Oversee the effective operation of Counter Fraud and to ensure that the Counter Fraud Service is appropriately resourced and has appropriate standing within the CCG;
- Review the Counter Fraud Policies, Strategies/Plans and to consider major findings of Counter Fraud reports, management's response and subsequent action;
- Ensure compliance with the NHS Counter Fraud Authority Standards for Commissioners: fraud, bribery and corruption.

6.8 Security Management Service

- To appoint the Security Management service, the fee and terms and conditions of engagement;
- Oversee the effective operation of Security Management and to ensure that the Security Management Service is appropriately resourced and has appropriate standing within the CCG;
- Review the Security Management Policies, Strategies/Plans and to consider major findings of Security Management reports, management's response and subsequent action;
- Ensure compliance with the NHS Counter Fraud Authority Standards for Commissioners: security management.

6.9 Financial Reporting and Control

- a) The Audit Committee will recommend approval of the Annual Governance Statement, Annual Accounts, Financial Statements, and Annual Report before submission to the Governing Body for adoption. Particular focus is to be made on:
- The wording in the Annual Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
 - Changes in, and compliance with, accounting policies, standards and practices;
 - Unadjusted misstatements in the financial statements;
 - Major judgmental areas;
 - Significant adjustments resulting from the audit.

- b) The Committee should also ensure that the systems for financial reporting to the Governing Body, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Governing Body. In addition it should review financial and information systems, monitor the integrity of financial statements, and review significant financial reporting judgements.

6.10 Other Assurance Functions

- a) The Audit Committee will review the findings of other significant assurance functions, both internal and external, and consider the governance of the organisation. These will include, but will not be limited to, any reviews by the Department of Health bodies' regulators/inspectors (e.g. Healthcare Commission, NHS Litigation Authority); staff surveys; professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc.).
- b) In addition, the Committee will oversee and review the work of other committees within the organisation which can provide relevant assurance on the implementation of integrated governance arrangements. The Committee shall request and review reports and positive assurances from Directors and Managers on the overall arrangements for governance, risk management and internal control. They may also request specific reports from individual functions within the organisation.
- c) Any material objections to the Internal Audit plans and associated assignments that cannot be resolved through negotiations will be notified to the Chief Financial Officer immediately.
- d) If matters cannot be resolved to the satisfaction of the Head of Internal Audit he/she has a right of access to all Audit Committee members, the Chair and Accountable Officer of the CCG. This process is in line with the CCG Constitution and Standing Financial Instructions.

7. Accountable For

- 7.1 The Committee is authorised to create such working groups as are necessary to fulfil its responsibilities within its Terms of Reference. The Committee may not delegate executive powers (unless expressly authorised by the Governing Body) and remains accountable for the work of any such group.

7.2 The Information Governance Group reports to the Committee.

8. Duties

8.1 In addition to the list of delegations shown in 6.3, the Committee will:

- Advise the Governing Body on internal and external audit services;
- Review the establishment, maintenance and adequacy of an effective system of integrated governance, internal controls and risk management, across the whole of the organisation's activities (financial, non-financial, clinical, non-clinical, and information), that supports the achievement of the organisation's objectives;
- Establish and maintain effective systems to consider risks, complaints, patient feedback and untoward incidents;
- Review of National Reports and Guidance;
- Monitor compliance with and waiver of the financial policies and scheme of delegation;
- Review every decision to suspend the Scheme of Reservation and Scheme of Delegation;
- Review the schedule of losses and compensations and make recommendations to the CCG;
- Review the annual financial statements prior to submission to the Governing Body.

9. Reporting

9.1 The Committee will establish an annual work programme which:

- Reflects its accountabilities and responsibilities;
- Reflects strategic risks arising from the Assurance Framework.

9.2 The minutes of the Audit Committee shall be formally recorded by the secretary and the final and approved minutes submitted to the subsequent Governing Body. The Chair of the Committee shall draw to the attention of the Governing Body any issues that require disclosure to the full Governing Body, or require executive action. Any items of specific concern or which require Governing Body approval will be the subject of a separate report.

9.3 The Committee will report to the Governing Body annually on its work in support of the Annual Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the extent to which risk management has been embedded in the organisation and the integration of governance arrangements. The Audit Committee will produce an annual report, in line with best practice, which sets out how the Committee has met its Terms of Reference during the preceding year.

10. Monitoring

- 10.1 The Audit Committee will review its Terms of Reference and work programme, through the annual assessment of performance in line with the Audit Committee Handbook and checklist, on an annual basis as a minimum. Any changes to the Terms of Reference must be approved by the CCG Governing Body.

Appendix 2b: Remuneration Committee Terms of Reference

Remuneration Committee

Terms of Reference

Date Approved by Remuneration Committee: 14 June 2019

Date Approved by Governing Body: 25 June 2019

In accordance with requirements of the NHS Codes of Conduct and Accountability, Standing Orders (S4) and Standing Financial Instructions (S20.1), the CCG Governing Body shall establish a Remuneration Committee, with clearly defined terms of reference, specifying which posts fall within its area of responsibility, its composition, and the arrangements for reporting.

1. Purpose

- 1.1 The Remuneration Committee will provide a strategic overview of remuneration packages and advise the CCG Governing Body about appropriate remuneration, the appointment, termination and terms and conditions of the Accountable Officer, Executive Directors, Clinical Leads and other senior managers with locally determined contracts described by the NHS Very Senior Managers Pay Framework.
- 1.2 The Committee may operate under committees in common arrangements with the Remuneration Committees of Swindon and Wiltshire CCGs, as per the BSW Joint Governance Framework.

2. Membership

- 2.1 The Committee will comprise:

VOTING MEMBERS
Lay Member (Chair)
Lay Member for Audit and Governance
Lay Member for Public and Patient Involvement (Vice Chair)
Secondary Care Doctor
1 x GP representative from a CCG Group Chair on an annual rotational basis
ATTENDEES
A representative from Human Resources

(A senior HR representative, the CCG Chair, and the CCG's Chief Accountable Officer shall normally attend Committee meetings or part thereof, as appropriate and as necessary in furtherance of the Committee's business)

- 2.2 Should any matter be put to a vote, all voting committee members present shall have a single vote to cast. In the event that for and against are equal, the Chair of the meeting shall have a second or casting vote.

3. Quorum

- a. Business will only be conducted if the meeting is quorate. A quorum shall be the Chair (or in exceptional circumstances, Vice Chair) and any 2 Non-Executive Members.
- b. When the Chair is unavailable, the Vice Chair will deputise.

a. Expectation of Attendance

- i. Members are expected to attend at least two meetings per year.
- ii. Human Resources to attend all Committee meetings

4. Frequency of Meetings

- 4.1 The Committee will be convened as and when required by the Chair and the Accountable Officer.
- 4.2 It is anticipated that there will be three Committee meetings per annum, with a minimum of two.

a. Meeting Arrangements

- i. The Chair and the Accountable Officer shall be responsible for agreeing the agenda.
- ii. The agenda and any related papers will be circulated to members at least a week in advance of the meeting. Committee members who are unable to attend should provide their comments to the Chair prior to any meeting.
- iii. The Chair shall be responsible for ensuring appropriate and timely proposals are submitted for consideration, and for ensuring Committee recommendations are enacted.

- iv. Formal and confidential minutes will be recorded from each meeting of the Committee, which state the issues considered, recommendations and resolutions made and the rationale for these decisions. These shall be maintained by the Board Administrator.
- v. No senior manager will be present for discussions about their own remuneration.

5. Accountable To

- 5.1 The Committee is accountable to the CCG Governing Body. The Chair will liaise closely with the Accountable Officer and shall only report to the CCG Governing Body such details of Committee recommendation as are necessary for the Accountable Officer and CCG Governing Body to exercise proper stewardship of management costs and associated financial risks.

6. Responsibilities / Authority / Scheme of Delegation

- 6.1 The Committee is authorised by the CCG Governing Body to undertake activity within its Terms of Reference.
- 6.2 At all times the Committee will:
 - a) observe the highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds and the management of the bodies concerned;
 - b) maximise value for money through ensuring that services are delivered in the most efficient and economical way, within available resources, and with independent validation of performance achieved wherever practicable;
 - c) be accountable to Parliament, to users of services, to individual citizens, and to staff for the activities of the bodies concerned, for their stewardship of public funds and the extent to which key performance targets and objectives have been met;
 - d) comply fully with the principles of the *Citizen's Charter* and the *Code of Practice on Access to Government Information*, in accordance with Government policy on openness; and
 - e) bear in mind the necessity of keeping comprehensive written records of their dealings, in line with general good practice in corporate governance.
- 6.3 The Committee may:
 - a) Seek advice from whatever source it deems appropriate;
 - b) Incur reasonable expenditure in the furtherance of its work;
 - c) Authorise the Accountable Officer and Chief Financial Officer to implement remuneration packages approved by the Committee.

6.4 The Governing Body delegates the following to the Committee:

Delegations by the Governing Body to the Remuneration Committee	
Body/individual	Delegation
REMUNERATION COMMITTEE	<ul style="list-style-type: none"> a) Advising the Governing Body on all aspects of salary (including performance related pay elements, bonuses and allowances), provision for other benefits including pensions and lease cars (where applicable) not covered by Agenda for Change. b) Advising the Governing Body on arrangements for termination of employment (including compulsory and voluntary redundancy payments and mutually agreed severance payments) and other contractual terms and conditions. c) Advising the Governing Body on the remuneration, allowances and terms of service of senior managers covered by the Very Senior Managers pay framework ensuring that the terms and conditions of service, remuneration and pay awards are in line with nationally agreed guidance. d) Monitoring and evaluating the performance of individual Executive Members. e) Advising and overseeing appropriate contractual arrangements for such staff including the proper calculation and scrutiny of termination payments taking into account such national guidance as appropriate. f) Advising the Governing Body on the remuneration, allowances and terms of service for the Chairs and Members of the CCG. g) Reporting to the Governing Body that it has met and performed its function, within recognised national guidelines. h) Establishing Sub-Committees to assist in discharging delegated responsibilities of the Committee as set out in its Terms of Reference as agreed by the Governing Body (as required). i) Making relevant policy decisions within the functions of the Committee as set out in its Terms of Reference as agreed by the Governing Body.

7. Accountable For

There are no formal sub-committees which report directly to the Remuneration Committee.

8. Duties

8.1 In addition to the list of delegations shown in 6.4, the Committee will:

- Advise the Governing Body about appropriate remuneration, allowances and terms of service for the Accountable Officer, Clinical Leaders and those Senior Managers with locally determined contracts, described within the Pay Framework for Very Senior Managers:
 - a. All aspects of salary;
 - b. Contractual arrangements for such staff including the proper calculation and scrutiny of termination of employment payments, taking account of national guidance as appropriate.
- Make such recommendations to the Governing Body on the remuneration, allowances and terms of service and employment of Officer members of the Governing Body and other senior employees to ensure that they are fairly rewarded for their individual contribution to the CCG (whilst having proper regard for the CCG's circumstances and performance, and to the provisions of any national arrangements for such members and staff where appropriate).
- Annually monitor and evaluate, with the Accountable Officer and the Chair, the performance of the Clinical Leaders, Executive Directors, and those Senior Managers with locally determined contracts, described within the Pay Framework for Very Senior Managers.
- With the Chair of the CCG, annually monitor, evaluate and confirm the satisfactory performance of the Chair and Accountable Officer.
- In keeping with NHS guidance, decisions concerning pay and contractual matters shall take into account all aspects of salary, non-pay benefits, length of notice period and termination payments, other contract provisions, the scale and complexity of employment challenge, the performance of individuals and the circumstances of the organisation.
- Pay and contractual advice to inform Committee recommendation shall be secured from informed, impartial sources. Where a matter concerns the Accountable Officer, the Committee shall commission and receive the advice directly. The Remuneration Committee will take advice on any matters it believes to be outside its area of knowledge.
- Remuneration of Lay Members is not decided by the Remuneration Committee, but is decided by the Chair, Accountable Officer and Chief Financial Officer locally, as guided appropriately by wider national guidance, where it exists.

9. Reporting

- 9.1 The Chair of Committee will approve the minutes. Once approved, the minutes will be shared with Committee Members and Human Resources where appropriate. Should the minutes relate to a member of the Committee, sharing of minutes will be restricted. The minutes will not be available to those out of the Committee Membership, with the exception of the External Auditors and any legal requirement upon request.
- 9.2 Any items which require Governing Body approval will be the subject of a separate report.
- 9.3 In line with the Pay Framework for Very Senior Managers, it may be necessary to obtain NHS England ratification, which will be after the Remuneration Committee has approved any proposals.

10. Monitoring

- 10.1 The Committee will review its Terms of Reference on an annual basis as a minimum. Any changes to the Terms of Reference must be approved by the Governing Body.

Appendix 2c: Primary Care Commissioning Committee Terms of Reference

Primary Care Commissioning Committee Terms of Reference

Date Approved by Primary Care Commissioning Committee: 25 June 2019

Date Presented to the Governing Body: 23 July 2019

Introduction

1. NHS England (NHSE) has delegated authority to the Wiltshire Clinical Commissioning Group (CCG) for the commissioning of primary care in accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended). NHS England has delegated the exercise of the functions specified in Schedule 2 to these Terms of Reference to Wiltshire CCG. The delegation is set out in Schedule 1.
2. The CCG has established the Wiltshire CCG Primary Care Commissioning Committee (“Committee”) as a Committee of the Wiltshire CCG Governing Body. The Committee will function as a corporate decision-making body for the management of the delegated functions and the exercise of the delegated powers.
3. It is a committee comprising representatives of the following organisations:
 - Lay Chair
 - Lay member
 - Wiltshire CCG
 - Healthwatch
 - Wessex Local Medical Committee (LMC)
 - Public Health
 - Health and Wellbeing Board/Wiltshire Council

Statutory Framework

4. NHS England has delegated to the CCG authority to exercise the primary care commissioning functions set out in Schedule 2 in accordance with section 13Z of the NHS Act.

5. Arrangements made under section 13Z may be on such terms and conditions (including terms as to payment) as may be agreed between the Board and the CCG.
6. 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).
7. Wiltshire CCG will also need to specifically, in respect of the delegated functions from NHS England, exercise those in accordance with the relevant provisions of section 13 of the NHS Act
 - To assist and support NHSE in discharging its duty under Section 13E of the NHS Act 2006 (as amended by the Health and Social Care Act 2012) so far as relating to securing continuous improvement in the quality of primary medical services
8. The Committee is established as a committee of the Wiltshire CCG Governing Body in accordance with Schedule 1A of the “NHS Act”.
9. The members acknowledge that the Committee is subject to any directions made by NHS England or by the Secretary of State.

Role of the Committee

10. 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 Wiltshire CCG, under delegated authority from NHS England.

11. In performing its role the Committee will exercise its management of the functions in accordance with the agreement entered into between NHS England and Wiltshire CCG, which will sit alongside the delegation and terms of reference.
12. 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.
13. The role of the Committee shall be to carry out the functions relating to the commissioning of primary medical services under section 83 of the NHS Act.
14. This includes the following:
 - GMS, PMS and APMS contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing branch/remedial notices, and removing a contract);
 - Newly designed enhanced services (“Local Enhanced Services” and “Directed Enhanced Services”);
 - Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
 - Decision making on whether to establish new GP practices in an area;
 - Approving practice mergers; and
 - Making decisions on ‘discretionary’ payment (e.g., returner/retainer schemes).
15. Wiltshire CCG will also carry out the following activities:
 - a) To plan, including needs assessment, primary medical care services in Wiltshire CCG;
 - b) To undertake reviews of primary medical care services in Wiltshire;
 - c) To co-ordinate a common approach to the commissioning of primary care services generally
 - d) To manage the budget for commissioning of primary medical care services in Wiltshire.
 - e) To undertake and deliver a primary medical care strategy for Wiltshire CCG
 - f) To undertake and deliver an estates strategy across Wiltshire CCG
 - g) To manage and continuously review the Wiltshire CCG ‘Primary Care Offer’

Geographical Coverage

16. The Committee will comprise of Wiltshire CCG with a standing invitation to Healthwatch and a Health and Wellbeing representative. It will undertake the function of commissioning primary medical services for Wiltshire CCG

Membership

17. The Committee shall consist of the following list of members as included within Schedule 3

VOTING MEMBERS
The Chair of the Committee shall be Lay member, Wiltshire CCG
The Vice Chair of the Committee shall be Lay member, Wiltshire CCG
Clinical Chair of Wiltshire CCG
Accountable Officer, Wiltshire CCG
Chief Finance Officer, Wiltshire CCG
Director of Primary and Urgent Care, Wiltshire CCG
Director of Nursing and Quality / Registered Nurse, Wiltshire CCG
Governing Body GP, Wiltshire CCG
Governing Body GP, Wiltshire CCG
Governing Body GP, Wiltshire CCG ¹
ATTENDEES
Secondary Care Doctor
Local Medical Committee representative
Standing invitation Healthwatch representative
Standing invitation Health and Wellbeing representative
Standing invitation Public Health representative
Standing invitation Director of Commissioning, NHS England South Central
Standing invitation Head of Primary Care, NHS England South Central

The Committee may invite any person to attend meetings to provide advice and/or expertise as required.

¹ GP's hold voting rights on the committee unless in the instance of decisions on procurement issues and the deliberations leading up to the decision and, where the potential provider for services is a GP. Wiltshire CCG, 'Standards of Business Conduct Policy, 2016; NHS England, 'Managing Conflicts of Interest: Revised Statutory Guidance for CCG's', 2016

Meetings and Voting

18. The Committee will operate in accordance with the CCG's Standing Orders. The Secretary to the Committee will be responsible for giving notice of meetings. This will be accompanied by an agenda and supporting papers and sent to each member representative no later than five days before the date of the meeting. When the Chair of the Committee deems it necessary in light of the urgent circumstances to call a meeting at short notice, the notice period shall be such as s/he shall specify.
19. Each voting member of the Committee shall have one vote. The Committee shall reach decisions by a simple majority of members present, but with the Chair having a second and deciding vote, if necessary. However, the aim of the Committee will be to achieve consensus decision-making wherever possible.
20. The Committee may operate under committees in common arrangements with the Primary Care Commissioning Committees of BaNES and Swindon CCGs, as per the BSW Joint Governance Framework.

Quorum

21. Four members of the Committee must be present for the meeting to be quorate:
 - at least one lay member; and
 - at least two CCG members including the Accountable Officer or the Chief Finance Officer (or their nominated representatives); and
 - at least one Governing Body GP

Frequency of meetings

22. Meetings will take place on a quarterly basis and at such other times as required through invoking the approved decision making framework.
23. Meetings of the Committee shall:
 - a) be held in public, subject to the application of 23(b);
 - b) the Committee may resolve to exclude the public from a meeting that is open to the public (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public

Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.

24. 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.
25. The Committee may delegate tasks to such individuals, sub-committees or individual members as it shall see fit, provided that any such delegations are consistent with the parties' relevant governance arrangements, are recorded in a scheme of delegation, are governed by terms of reference as appropriate and reflect appropriate arrangements for the management of conflicts of interest..
26. The Committee may call additional experts to attend meetings on an ad hoc basis to inform discussions.
27. Members of the Committee shall respect confidentiality requirements as set out in the CCG's Constitution.
28. The Committee will present its minutes to South Central Area Team of NHS England and the governing body of Wiltshire CCG each quarter for information, including the minutes of any sub-committees to which responsibilities are delegated under paragraph 24 above.
29. The CCG will also comply with any reporting requirements set out in its constitution.
30. The Terms of Reference will be reviewed at least annually with final approval being sought from Wiltshire CCG. Amendments will be made, where appropriate, to reflect any updated national model terms of reference and local need.

Accountability of the Committee

31. The Committee to have delegated authority from Wiltshire CCG Governing Body:
 - To carry out the functions relating to the commissioning of primary medical services under section 83 of the NHS Act
 - To assist and support NHS England in discharging its duty under section 13E of the NHS Act 2006 (as amended by the Health and Social Care Act 2012) so far as relating to securing continuous improvement in the quality of primary medical services.

- To work with NHS England to agree rules for areas such as the collection of data for national data sets, equivalent of what is collected under QOF, and IT intra-operability.
- To comply with public procurement regulations and with statutory guidance on conflicts of interest
- To consult with Local Medical Committee and demonstrate improved outcomes reduced inequalities and value for money when developing a local QOF scheme or DES.
- To approve the arrangements for discharging the group's statutory duties associated with its GP practice commissioning functions, including but not limited to promoting the involvement of each patient, patient choice, reducing inequalities, improvement in the quality of services, obtaining appropriate advice and public engagement and consultation.

Procurement of Agreed Services

The below is taken from the Next Steps in primary care co-commissioning document for further guidance on this please see link below.

<https://www.england.nhs.uk/commissioning/wp-content/uploads/sites/12/2014/11/nxt-steps-pc-cocomms.pdf>

32. The Committee must comply with public procurement regulations and with statutory guidance on conflicts of interest. The committee may vary or renew existing contracts for primary care provision or award new ones, depending on local circumstances. If the committee fails to secure an adequate supply of high quality primary medical care, NHS England may direct the CCG to act.
33. If the Committee are found to have breached public procurement regulations and/or statutory guidance on conflicts of interest, NHS Improvement may direct the CCG or NHSE to act. NHS England may, ultimately, revoke the CCG's delegation. Any proposed new incentive schemes should be subject to consultation with the Local Medical Committee and be able to demonstrate improved outcomes, reduced inequalities and value for money.

Consistent with the NHS Five Year Forward View and working with CCGs, NHS England reserves the right to establish new national approaches and rules on expanding primary care provision – for example to tackle health inequalities.

Decisions

34. The Committee will make decisions within the bounds of its remit.
35. The decisions of the Committee shall be binding on NHS England and Wiltshire CCG.
36. The Committee will produce an executive summary report which will be presented to South Central Area Team of NHS England and the governing body of Wiltshire CCG each year for information.

Appendix 3: Standing Orders

Standing Orders

1. STATUTORY FRAMEWORK AND STATUS

1.1. Introduction

1.1.1. These standing orders have been drawn up to regulate the proceedings of the NHS Wiltshire CCG so that CCG can fulfil its obligations, as set out largely in the 2006 Act (as amended by the 2012 Act) and related regulations.

1.1.2. The standing orders, together with the CCG's scheme of reservation and delegation and the CCG's Standing Financial Instructions, provide a procedural framework within which the CCG discharges its business. They set out:

- a) The arrangements for conducting the business of the CCG;
- b) The appointment of Governing Body Members and member practice representatives;
- c) The procedure to be followed at meetings of the CCG, the Governing Body and any committees or sub-committees of the CCG or the Governing Body;
- d) The process by which powers are delegated;

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 appropriate² of any relevant guidance.

1.1.3. The standing orders, scheme of reservation and delegation and Standing Financial Instructions have effect as if incorporated into the CCG's constitution. CCG members, employees, members of the Governing Body, members of the Governing Body's committees and sub-committees, members of the CCG's committees and sub-committees and persons working on behalf of the CCG should be aware of the existence of these documents and, where necessary, be familiar with their detailed provisions. Failure to comply with the standing orders, scheme of reservation and delegation and Standing Financial Instructions may be regarded as a disciplinary matter that could result in dismissal or breach of contract.

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

² Under some legislative provisions the CCG is obliged to have regard to particular guidance but under other circumstances guidance is issued as best practice guidance.

- 1.2.1. The 2006 Act (as amended by the 2012 Act) provides the CCG with powers to delegate the CCG's functions and those of the Governing Body to certain bodies (such as committees) and certain persons. The CCG has decided that certain decisions may only be exercised by the CCG in formal session. These decisions and also those delegated are contained in the CCG's scheme of reservation and delegation

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

2.1. Composition of membership

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

- 2.1.2. Chapter 5 of the CCG's constitution provides details of the governing structure used in the CCG's decision-making processes, and outlines certain key roles and responsibilities within the CCG and its Governing Body. The role of practice representatives is discussed in section 2.3 of these Standing Orders.

2.2. Key Roles

2.2.1. GPs or healthcare professionals

Six GPs or Healthcare professionals will be on the Governing Body as indicated in section 5.5 of the Group's Constitution. The GP representatives and Healthcare Professionals on the CCG Governing Body will be nominated by their Groups in accordance with the relevant Terms of Reference: and subject to the following appointment process:

- a) **Nominations:** see Group TORs;
- b) **Eligibility:** the GPs or healthcare professionals must:
 - i) meet the defined criteria indicated in Appendix 1: Definitions of Terms Used in the Constitution
 - ii) not at the same time of holding this office be the Chair, Accountable Officer, the Chief Financial Officer; the registered nurse, the secondary care specialist doctor or a Lay Member
 - iii) not be an individual of the description set out in paragraph 2.2.14 below;
- c) **Appointment process:** see Group TORs;
- d) **Term of Office:** see Group TORs;
- e) **Eligibility for re-appointment:** see Group TORs;
- f) **Grounds for removal from office:** GPs or Healthcare professionals shall cease to hold office if:
 - i) they cease to meet the eligibility criteria set out in sub-paragraph 2.2.1(b) (Eligibility) above; and/or
 - ii) if any of the grounds set out in paragraph 2.2.14 below apply;

- g) **Notice Period:** the GPs or healthcare professionals shall give three (3) months' notice in writing to the Governing Body of his/her resignation from office at any time during his/her terms of office.

2.2.2. Paragraph 5.5 of the CCG's constitution sets out the composition of the CCG's Governing Body and identifies certain key roles and responsibilities within the CCG and its Governing Body. These standing orders set out how the CCG appoints individuals to these key roles.

2.2.3. The members of the CCG Governing Body, of the CCG's constitution, are subject to the appointment process below.

2.2.4. Arrangements for appointment and selection of GP representatives are set out in the relevant Group Terms of Reference subject to the criteria stated above in section 2.2.1.

2.2.5. **Chair of CCG**

The Chair of the Group's Constitution, is subject to the following appointment process:

- a) **Nominations:** interested candidates may apply for the role, demonstrating how they meet the essential requirements of the person specification and how they would undertake the role. The LMC will support any election process;
- b) **Eligibility:** the Chair must:
 - i) not be the Accountable Officer, the Chief Finance Officer; the registered nurse, the secondary care specialist doctor or a Lay Member who leads on audit, remuneration and conflict of interest matters;
 - ii) have passed any nationally mandated assessment process for Clinical Commissioning Group chairs;
 - iii) normally be a GP. In the event that no GP stands then the governing body would invite a lay member to take on the role of Chair until such time as a GP Chair can be appointed;
 - iv) not be an individual of the description set out in paragraph 2.2.14 below;
- c) **Appointment process:** election process for all short listed candidates will be overseen by the LMC where there are sufficient numbers to warrant a process;
- d) **Term of Office:** unless specified otherwise in paragraph 2.2.5(e), the Chair may hold office for a period of up to four (4) years;
- e) **Eligibility for re-appointment:** the Chair shall be eligible for re-appointment at the end of his/her term but may not serve more than two (2) consecutive terms or eight (8) years whichever is the lesser;
- f) **Grounds for removal from office:** the Chair shall cease to hold office if:
 - i. he/she ceases to meet the eligibility criteria set out in sub-paragraph 2.2.5(b) (Eligibility) above; and/or

- ii. if any of the grounds set out in paragraph 2.2.14 below apply;
- g) **Notice Period:** the Chair shall give three (3) months' notice in writing to the Governing Body of his/her resignation from office at any time during his/her terms of office.

2.2.6. Lay Members

The Lay Members as listed in paragraph 5.5 of the Constitution are subject to the following appointment process:

- a) **Nominations:** not applicable;
- b) **Eligibility:**
 - i) a Lay Member must be an individual who is not:
 - a member of the Group;
 - a Healthcare Professional;
 - an individual of the description set out in Schedule 4 to the Regulations;
 - an individual of the description set out in paragraph 2.2.14 below;
 - ii) the Lay Member who is to lead on audit, remuneration and conflict of interest matters must have qualifications, expertise or experience such as to enable the person to express informed views about financial management and audit matters; and
 - iii) the Lay Member who is to lead on patient and public participation matters must be a person who has knowledge about the area such as to enable the person to express informed views about the discharge of the Group's functions;
- c) **Appointment process:** open advert. Selection against competencies based on current national guidance on the NHS England's website by the Governing Body;
- d) **Term of Office:** a Lay Member may hold office for a period of up to four (4) years;
- e) **Eligibility for re-appointment:** a Lay Member shall be eligible for re-appointment at the end of his term but may not serve more than two (2) consecutive terms or eight (8) years whichever is the lesser;
- f) **Grounds for removal from office:** a Lay Member shall cease to hold office if:
 - i) he/she ceases to meet the eligibility criteria set out in sub-paragraph 2.2.6(b) (Eligibility) above; and/or
 - ii) if any of the grounds set out in paragraph 2.2.14 below apply;
- g) **Notice Period:** a Lay Member shall give three (3) months' notice in writing to the Governing Body of his/her resignation from office at any time during his/her term of office.

2.2.7. Registered Nurse

The registered nurse as listed in paragraph 5.5 of the Group's Constitution is subject to the following appointment process:

- a) **Nominations:** not applicable;
- b) **Eligibility:** the registered nurse must:
 - i) be a current registered nurse, other than one who is an employee or member (including shareholder) of, or a partner in, any of the following:
 - a person who is a provider of primary medical services for the purposes of Chapter A2 of the 2006 Act;
 - a body which provides any relevant service to a person for whom the Group has responsibility as provided for in the subsection (1A), and regulations made under subsections (1B) and (1D) of section 3 of the 2006 Act;
 - ii) not be an individual of the description set out in paragraph 2.2.14 below; and
 - iii) have no conflicts of interest as defined by national guidance on the NHS England website;
- c) **Appointment process:** open advert. Selection against competencies based on current national guidance on the NHS England website by the Governing Body;
- d) **Term of Office:** notwithstanding any concurrent appointment as an employee of the Group, the registered nurse as listed in paragraph 5.5 of the Group's Constitution may (unless the Governing Body determines otherwise from time to time) hold office only for a period which is the shorter of (i) the duration of his/her contract of employment with the Group and (ii) up to four (4) years (or as otherwise provided pursuant to paragraph 2.2.7(e) below);
- e) **Eligibility for re-appointment:** a registered nurse shall be eligible for re-appointment at the end of his/her term but may not serve more than two (2) consecutive terms or eight (8) years whichever is the lesser;
- f) **Grounds for removal from office:** a registered nurse shall cease to hold office if:
 - i) he/she ceases to meet the eligibility criteria set out in sub-paragraph 2.2.7(b) (Eligibility) above; and/or
 - ii) if any of the grounds set out in paragraph 2.2.14 below apply; and/or
 - iii) where he/she was also appointed as an employee of the Group, he/she is no longer an employee of the Group (unless the Governing Body determines otherwise from time to time);

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

2.2.8. **Secondary Care Specialist**

The secondary care specialist doctor as listed in paragraph 5.5 of the Group's Constitution is subject to the following appointment process:

- a) **Nominations:** not applicable;
- b) **Eligibility:** the secondary care specialist doctor must:
- i) be a registered medical practitioner who is, or has been at any time in the period of ten (10) years ending with the date of the individual's appointment to the Governing Body, an individual who fulfils (or fulfilled) all the following conditions:
 - the individual's name is included in the Specialist Register kept by the General Medical Council under section 34D of the Medical Act 1983, or the individual is eligible to be included in that Register by virtue of the scheme referred to in subsection (2)(b) of that section;
 - the individual holds a post as an NHS consultant (as defined in section 55(1) of the Medical Act 1983) or in a medical speciality in the armed forces (meaning the naval, military, or air forces of the Crown, and includes the reserve forces within the meaning of section 1(2) of the Reserve Forces Act 1996 (power to maintain reserve forces));
 - the individual's name is not included in the General Practitioner Register kept by the General Medical Council under section 34C of the Medical Act 1983;
 - ii) Not be an employee or member (including shareholder) of, or a partner in, any of the following:
 - a person who is a provider of primary medical services for the purposes of Chapter A2 of the 2006 Act;
 - a body which provides any Relevant Service to a person for whom the Group has responsibility as provided for in the subsection (1A), and regulations made under subsections (1B) and (1D) of section 3 of the 2006 Act;
 - iii) not be an individual of the description set out in paragraph 2.2.14 below; and
 - iv) have no conflicts of interest as defined by national guidance on the NHS England website;
- c) **Appointment process:** open advert. Selection against competencies based on current national guidance from the NHS England by the Governing Body;

- d) **Term of Office:** a secondary care specialist doctor may hold office for a period of up to four (4) years;
- e) **Eligibility for re-appointment:** a secondary care specialist doctor shall be eligible for re-appointment at the end of his term but may not serve more than two (2) consecutive terms or eight (8) years whichever is the lesser;
- f) **Grounds for removal from office:** a secondary care specialist doctor shall cease to hold office if:
 - i) he/she ceases to meet the eligibility criteria set out in sub-paragraph 2.2.8(b) (Eligibility) above; and/or
 - ii) if any of the grounds set out in paragraph 2.2.14 below apply;
- g) **Notice Period:** a secondary care specialist doctor shall give three (3) months' notice in writing to the Governing Body of his/her resignation from office at any time during his/her term of office.

2.2.9. **Accountable Officer**

The Accountable Officer as listed in paragraph 5.5 of the Group's Constitution, is subject to the following appointment process:

- a) **Nominations:** not applicable. Interested candidates may apply for the role, demonstrating how they meet the essential requirements of the person specification and how they would undertake the role and a recruitment process will follow;
- b) **Eligibility:** The Accountable Officer must:
 - i) not be an individual of the description set out in paragraph 2.2.14 below, and;
 - ii) have passed any nationally mandated assessment process;
- c) **Appointment process:** the Accountable Officer shall be appointed by the CCG with due regard form NHS England involvement and approval;
- d) **Term of office:** this is a substantive appointment;
- e) **Eligibility for re-appointment:** not applicable;
- f) **Grounds for removal from office:** in accordance with his/her contract of employment terms;
- g) **Notice period:** In accordance with his/her contract of employment terms.

2.2.10. **Chief Finance Officer**

The Chief Finance Officer as listed in paragraph 5.5 of the Group's Constitution is subject to the following appointment process:

- a) **Nominations:** not applicable;
- b) **Eligibility:** the Chief Financial Officer must:
 - i) not be the Group's Accountable Officer;
 - ii) hold a qualification of one of the individual CCAB bodies or CIMA;

- iii) not be an individual of the description set out in paragraph 2.2.14 below; and
- iv) have passed any nationally mandated assessment process;
- c) **Appointment process:** appointments shall be via open advert and selection against competencies based on current national guidance by the NHS England. Appointments will be approved by a senior member of the NHS England Finance Team;
- d) **Term of Office:** substantive appointment;
- e) **Eligibility for reappointment:** not applicable;
- f) **Grounds for removal from office:** in accordance with his/her contract of employment terms;
- g) **Notice Period:** in accordance with his/her contract of employment terms.

2.2.11. The Vice Chair

The Vice Chair, as listed in paragraph 5.5 of the Constitution, is subject to the following appointment process:

- a) **Nominations:** not applicable;
- b) **Eligibility:** the Vice Chair must:
 - i) be a Lay Member or one of the three Group Chairs.
 - ii) ideally not be the Lay member Chairing the Audit Committee
 - iii) not be an individual of the description set out in paragraph 2.2.14 below;
- c) **Appointment process:** selection based on eligibility and against competencies based on current national guidance from the NHS England by the Governing Body;
- d) **Term of Office:** the Vice Chair may hold office for a period of up to four (4) years;
- e) **Eligibility for re-appointment:** the Vice Chair shall be eligible for re-appointment at the end of his/her term but may not serve more than two (2) consecutive terms or eight (8) whichever is the lesser;
- f) **Grounds for removal from office:** the Vice Chair shall cease to hold office if:
 - i) he/she ceases to meet the eligibility criteria set out in sub-paragraph 2.2.11(b) (Eligibility) above; and/or
 - ii) if any of the grounds set out in paragraph 2.2.14 below apply;
- g) **Notice Period:** the Vice Chair shall give three (3) months' notice in writing to the Governing Body of his/her resignation from office at any time during his/her terms of office.

2.2.12. **Vice Clinical Chair**

A healthcare professional on the Governing Body shall be the Vice Clinical Chair. The Vice Clinical Chair will support the Chair in the clinical matters relating to the Group and its business. The Vice Clinical Chair is subject to the following appointment process:

- a) **Nominations:** interested candidates may apply for the role, demonstrating how they meet the essential requirements of the person specification and how they would undertake the role. The LMC will support any election process;
- b) **Eligibility:** the Vice Clinical Chair must:
 - i) be a GP from within the member practices of the Group;
 - ii) not at the same time of holding this office be the Chair, Accountable Officer, the registered nurse, the secondary care specialist doctor or a Lay Member
 - iii) not be an individual of the description set out in paragraph 2.2.14 below;
 - iv) must not be disqualified from serving on a Governing Body.
- c) **Appointment process:** election process for all short listed candidates will be overseen by the LMC where there are sufficient numbers to warrant a process;
- d) **Term of Office:** the Vice Clinical Chair may hold office for a period of up to four (4) years;
- e) **Eligibility for re-appointment:** the Vice Clinical Chair shall be eligible for re-appointment at the end of his/her term but may not serve more than two (2) consecutive terms or eight (8) whichever is the lesser;
- f) **Grounds for removal from office:** the Vice Clinical Chair shall cease to hold office if:
 - i) he/she ceases to meet the eligibility criteria set out in sub-paragraph 2.2.12(b) (Eligibility) above; and/or
 - ii) if any of the grounds set out in paragraph 2.2.14 below apply;
- g) **Notice Period:** the Vice Clinical Chair shall give three (3) months' notice in writing to the Governing Body of his/her resignation from office at any time during his/her terms of office.

2.2.13. **Medical Advisor**

One of the healthcare professionals on the Governing Body shall be the Medical Advisor. The Medical Advisor will provide the clinical voice for the Group with other clinical colleagues, as and when required and will have a focus on Safeguarding. The Medical Advisor is subject to the following appointment process:

- a) **Nominations:** not applicable;

- b) **Eligibility:** the Medical Advisor must:
 - i) be a GP;
 - ii) not at the same time of holding this office be the Chair, Accountable Officer, the Chief Financial Officer; the registered nurse, the secondary care specialist doctor or a Lay Member;
 - iii) not be an individual of the description set out in paragraph 2.2.14 below;
 - iv) must not be disqualified from serving on a Governing Body;
- c) **Appointment process:** selection based on eligibility and against competencies based on current national guidance from the NHS England by the Governing Body;
- d) **Term of Office:** the Medical Advisor may hold office for a period of up to four (4) years;
- e) **Eligibility for re-appointment:** the Medical Advisor shall be eligible for re-appointment at the end of his/her term but may not serve more than two (2) consecutive terms or eight (8) whichever is the lesser;
- f) **Grounds for removal from office:** the Medical Advisor shall cease to hold office if:
 - i) he/she ceases to meet the eligibility criteria set out in sub-paragraph 2.2.13(b) (Eligibility) above; and/or
 - ii) if any of the grounds set out in paragraph 2.2.14 below apply;
- g) **Notice Period:** the Medical Advisor shall give three (3) months' notice in writing to the Governing Body of his/her resignation from office at any time during his/her terms of office.

2.2.14. A member of the Governing Body shall not be eligible to become or continue in office as a member of the Governing Body if he/she:

- a) is a Member of Parliament, Member of the European Parliament or member of the London Assembly;
- b) is a member of a local authority in England and Wales or of an equivalent body in Scotland or Northern Ireland;
- c) is an individual who, by arrangement with the Group, provides it with any service or facility in order to support the Group in discharging its commissioning functions of the Group in arranging for the provision of services as part of the health service, or an employee or member (including shareholder) of, or a partner in, a body which does so save that services and facilities do not include services commissioned by the Group in the exercise of its commissioning functions;
- d) is a person who, within the period of five (5) years immediately preceding the date of the proposed appointment, has been convicted-
 - i) in the United Kingdom of any offence, or

- ii) outside the United Kingdom of an offence which, if committed in any part of the United Kingdom, would constitute a criminal offence in that part;

and, in either case, the final outcome of the proceedings was a sentence of imprisonment (whether suspended or not) for a period of not less than three (3) months without the option of a fine;

- e) is a person who is subject to a bankruptcy restrictions order or an interim bankruptcy restrictions order under Schedule 4A to the Insolvency Act 1986, sections 56A to 56K of the Bankruptcy (Scotland) Act 1985 or Schedule 2A to the Insolvency (Northern Ireland) Order 1989 (which relate to bankruptcy restrictions orders and undertakings);
- f) is a person who has been dismissed within the period of five (5) years immediately preceding the date of the proposed appointment, otherwise than because of redundancy, from paid employment by any of the bodies referred to in Regulation 6(1) of Schedule 5 to the Regulations. For the purposes of this paragraph (f), a person is not to be treated as having been in paid employment if any of the criteria in Regulation 6(2) of Schedule 5 to the Regulations apply;
- g) is a GP or other Healthcare Professional or other professional person who has at any time been subject to an investigation or proceedings, by anybody which regulates or licenses the profession concerned (the "regulatory body"), in connection with the person's fitness to practise or alleged fraud, the final outcome of which was:
 - i) the person's suspension from a register held by the regulatory body, where that suspension has not been terminated;
 - ii) the person's erasure from such a register, where the person has not been restored to the register;
 - iii) a decision by the regulatory body which had the effect of preventing the person from practising the profession in question, where that decision has not been superseded; or
 - iv) a decision by the regulatory body which had the effect of imposing conditions on the person's practice of the profession in question, where those conditions have not been lifted;
- h) is subject to:
 - i) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002;
 - ii) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of administration order against an individual);
- i) has at any time been removed from the office of charity trustee for a charity or trustee for a charity by an order made by the Charity Commissioners for England and Wales, the Charity Commission, the Charity Commission for Northern Ireland or the High Court, on the grounds of misconduct or mismanagement in the administration of the charity for which the person

was responsible, to which the person was privy, or which the person by their conduct contributed to or facilitated;

- j) has at any time been removed, or is suspended, from the management or control of anybody under:
 - i) Section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 (powers of the Court of Session to deal with management of charities);
 - ii) Section 34(5) (e) or (ea) of the Charities and Trustee Investment (Scotland) Act 2005 (powers of Court of Session to deal with the management of charities);
- k) is not eligible to work in the British Islands;
- l) has for a period of five (5) consecutive meetings of the Governing Body been absent and a simple majority of the Governing Body requires that he/she be vacated from his/her office;
- m) in the reasonable opinion of the Governing Body (having taken appropriate professional advice in cases where it is deemed necessary) becomes or is deemed to have developed mental or physical illness which prohibits or inhibits his/her ability to undertake his/her role; or
- n) shall have behaved in a manner or exhibited conduct which in the opinion of the Governing Body has or is likely to be detrimental to the honour and interest of the Governing Body or the Group and is likely to bring the Governing Body and/or the Group into disrepute. This includes but is not limited to dishonesty, misrepresentation (either knowingly or fraudulently), defamation of any member of the Governing Body (being slander or libel), abuse of position, non-declaration of a known conflict of interest, seeking to lead or manipulate a decision of the Governing Body in a manner that would ultimately be in favour of that member whether financially or otherwise.

2.2.15. Without in any way delegating its responsibilities in respect of the same, the CCG shall be entitled, from time to time, to request that the Local Medical Committee observe and oversee its election processes in respect of those members of the Governing Body that are appointed by such election processes.

2.3 **Role of the practice representative**

The role of the practice representative is to:

- a) represent the practice at CCG meetings;
- b) with respect to consent, privacy and confidentiality, while enabling sharing, identify and represent the needs of the practice's patient population;
- c) promote equality and human rights;
- d) Actively engage with the CCG to help improve services within the area seeking excellence in clinical care, patient safety, patient experience and the accessibility of services

- e) be fair transparent, measured and thorough in decision-making and management of public money;
- f) make sound decisions individually and collectively, seeking long-term financial stability and best value for the benefits of patients, service users and the community;
- g) work collaboratively and constructively and uphold decisions of the Governing Body through implementation and delivery;
- h) look for the impact of decisions and demonstrate leadership in the reporting of concerns;
- i) gather and share the views and experiences of patients and carers;
- j) seek assurance that frameworks are sound and that the CCG is fit to serve its patients and service users, and the community;
- k) be ready to be held publicly to account for the CCG decisions and the use of public money
- l) uphold the law and be fair and honest in all dealings.

2.3.1 Additionally, where the practice representative is nominated as the Locality Group Chair or Vice Chair:

- a) Be responsible to the Locality Group member practices;
- b) Contribute to the shared CCG vision;
- c) Champion patient and public involvement;
- d) Promote Health & Social Care integration;
- e) Lead and influence, addressing internal conflicts;
- f) Lead the Governing Body and support the CCG Accountable Officer;
- g) Demonstrate the Nolan principles.

3. MEETINGS OF THE CCG Governing Body and its Committees

3.1. Calling meetings

3.1.1. Ordinary meetings of the CCG Governing Body shall be held at regular intervals at such times and places the CCG shall determine. Meetings must be called a minimum of 6 times a year.

3.1.2. Meetings of the Governing Body must be open to the public unless the Governing Body resolves that the public be excluded from the meeting, whether for the whole or part of the proceedings on the grounds that publicity would be prejudicial to the public interest or the interests of the Group by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of the business to be transacted or the proceedings.

3.1.3. The Secretary (on receiving a request from five (5) members of the Governing Body to call a meeting of the Governing Body or, if no Secretary has been appointed, any member of the Governing Body receiving such a request, shall call a meeting of the Governing Body by issuing a notice within five (5) Business Days of being requested to do so.

3.2. **Notice**

Notice of any Governing Body meeting must indicate:

- its proposed date and time, which must be at least fourteen (14) days after the date of the notice, except where a meeting to discuss an urgent issue is required (in which case as much notice as reasonably practicable in the circumstances should be given);
- where it is to take place;

Notice of a Governing Body meeting must be given to each member of the Governing Body in written communication.

Failure to effectively serve notice on all members of the Governing Body does not affect the validity of the meeting, or of any business conducted at it.

The Chair can determine items that need to be discussed in private in line with statute and national guidance for example matters of staff discipline, or where patient or commercial confidentiality is likely to be breached.

3.3. **Agenda, supporting papers and business to be transacted**

3.3.1. Items of business to be transacted for inclusion on the agenda of a meeting need to be notified to and agreed by the Chair at least 10 working days (i.e. excluding weekends and bank holidays) before the meeting takes place. Supporting papers for such items need to be submitted at least 10 working days before the meeting takes place. The agenda and supporting papers will normally be circulated to all members of a meeting at least 5 working days before the date the meeting will take place.

3.3.2. Agendas and certain papers for the CCG's Governing Body – including details about meeting dates, times and venues - will be published on the CCG's website at www.wiltshireccg.nhs.uk

3.4. **Petitions**

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

3.5. Chair of a meeting

3.5.1. At any meeting of the CCG or its Governing Body or of a committee or sub-committee, the Chair of the CCG, Governing Body, committee or sub-committee, if any and if present, shall preside. If the Chair is absent from the meeting, the Vice Chair, if any and if present, shall preside.

3.5.2. If the Chair is absent temporarily on the grounds of a declared conflict of interest the Vice Chair, if present, shall preside. If both the Chair and Vice Chair are absent, or are disqualified from participating, or there is neither a Chair or Vice Chair, then a member of the CCG Governing Body shall be chosen by the members present, or by a majority of them, and shall preside.

3.6. Chair's ruling

3.6.1. The decision of the Chair of the Governing Body on questions of order, relevancy and regularity and their interpretation of the constitution, standing orders, scheme of reservation and delegation and Standing Financial Instructions at the meeting, shall be final.

3.7. Quorum

3.7.1. A meeting of the Wiltshire CCG Governing Body will be quorate only when a minimum of 5 voting members are present and are not conflicted. These 5 people must include at least 3 clinicians;

3.7.2. In exceptional circumstances and where agreed with the Chair, members of Wiltshire CCG Governing Body may participate in meetings by telephone, by the use of video conferencing facilities and/or webcam where such facilities are available. Participation in a meeting in any of these manners shall be deemed to constitute present in person at the meeting;

3.7.3. For all other of the CCG'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.

3.8. Decision making

Chapter 5 of the CCG's constitution, together with the scheme of reservation and delegation, sets out the governing structure for the exercise of the CCG's statutory functions. Generally it is expected that at the CCG's / Governing Body's meetings decisions will be reached by consensus. Should this not be possible then a vote of members will be required. Each voting member of the CCG Governing Body will have one vote, and decisions will be made on simple majority voting. Only voting members of the CCG will be entitled to vote. In case of equal voting, the Chair shall have an additional casting vote.

- 3.8.1. Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.
- 3.8.2. For all other of the CCG's committees and sub-committees, including the Governing Body's committees and sub-committee, the details of the process for holding a vote are set out in the appropriate terms of reference.
- 3.9. **Emergency powers and urgent decisions**
- 3.9.1. The powers which the Governing Body has reserved to itself within these Standing Orders may in an emergency or for an urgent decision be exercised by the Accountable Officer and the Chair after having consulted at least two non-officer members. The exercise of such powers by the Accountable Officer and Chair shall be reported to the next formal meeting of the Governing Body in public session for formal ratification.
- 3.10. **Suspension of Standing Orders**
- 3.10.1. Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health or the NHS England, any part of these standing orders may be suspended at any meeting, provided three quarters of the CCG members are in agreement.
- 3.10.2. A decision to suspend standing orders together with the reasons for doing so shall be recorded in the minutes of the meeting.
- 3.10.3. A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Governing Body's Audit Committee for review of the reasonableness of the decision to suspend standing orders.
- 3.11. **Record of Attendance**
- 3.11.1. The names of all members of the meeting present at the meeting shall be recorded in the minutes of the CCG's meetings. The names of all members of the Governing Body present shall be recorded in the minutes of the Governing Body meetings. The names of all members of the Governing Body's committees / sub-committees present shall be recorded in the minutes of the respective Governing Body committee / sub-committee meetings.
- 3.12. **Minutes**
- 3.12.1. The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they shall be signed by the person presiding at it.
- 3.12.2. No discussion shall take place upon the minutes except upon accuracy or where the Chair considers discussion appropriate.

3.12.3. Minutes shall be circulated in accordance with members' wishes. Where providing a record of a public meeting the minutes shall be made available to the public as required by Code of Practice on Openness in the NHS and the Freedom of Information Act

3.13. **Admission of public and the press**

3.13.1. Admission and exclusion on grounds of confidentiality of business to be transacted.

The public and representatives of the press may attend all meetings of the Governing Body but shall be required to withdraw upon the Governing Body resolving as follows:

'That representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest', Section 1 (2), Public Bodies (Admission to Meetings) Act 1960

Guidance should be sought from the CCGs Freedom of Information Lead to ensure correct procedure is followed on matters to be included in the exclusion.

General disturbances - The Chair (or Vice-Chair if one has been appointed) or the person presiding over the meeting shall give such directions as he/she thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the CCG's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Governing Body resolving as follows:

That in the interests of public order, the meeting adjourn for (the period to be specified) to enable the Governing Body to complete its business without the presence of the public'. Section 1(8) Public Bodies (Admissions to Meetings) Act 1960.

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

Matters to be dealt with by the Governing Body following the exclusion of representatives of the press, and other members of the public, as provided in (i) and (ii) above, shall be confidential to the members of the Governing Body.

Members and Officers or any employee of the CCG in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the CCG, without the express permission of the CCG. This prohibition shall apply equally to the content of

any discussion during the Governing Body meeting which may take place on such reports or papers.

3.13.3. **Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings**

'Nothing in these Standing Orders shall be construed as permitting the introduction by the public, or press representatives, of recording, transmitting, video or similar apparatus into meetings of the Governing Body or Committee thereof. Such permission shall be granted only upon resolution of the CCG.'

3.14. **Indemnity**

Members of the Governing Body who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their Governing Body functions, save where they have acted recklessly.

4. **DELEGATION OF POWERS - APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES**

4.1. **Appointment of committees and sub-committees**

4.1.1. The CCG may appoint committees and sub-committees of the CCG, subject to any regulations made by the Secretary of State³, and make provision for the appointment of committees of its Governing Body. Committees may also appoint sub-committees of its Governing Body. Where such committees of the CCG, or committees of its Governing Body, are appointed they are included in the CCG's Constitution or its Governance Handbook.

4.1.2. Other than where there are statutory or delegated requirements, such as in relation to the Governing Body's Audit Committee or remuneration committee, and the Primary Care Commissioning Committee the CCG shall determine the membership and terms of reference of committees and sub-committees and shall, if it requires, receive and consider reports of such committees at the next appropriate meeting of the CCG.

4.1.3. The provisions of these standing orders shall apply where relevant to the operation of the Governing Body, the Governing Body's committees and sub-committee and all committees and sub-committees unless stated otherwise in the committee or sub-committee's terms of reference.

³

See section 14N of the 2006 Act, inserted by section 25 of the 2012 Act

4.2. **Terms of Reference**

- 4.2.1. Terms of reference of committees (as amended from time to time) shall have effect as if incorporated into the constitution and shall be added to this document as an appendix or referenced in the Governance Handbook.

4.3. **Delegation of Powers by Committees to Sub-committees**

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

4.4. **Approval of Appointments to Committees**

- 4.4.1. The Governing Body shall approve the appointments to each of the committees which it has formally constituted including those to the Governing Body. The Remuneration Committee shall agree such travelling or other allowances as it considers appropriate.

5. **DUTY TO REPORT NON-COMPLIANCE WITH STANDING ORDERS AND STANDING FINANCIAL INSTRUCTIONS**

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

6. **USE OF SEAL AND AUTHORISATION OF DOCUMENTS**

6.1. **CCG's seal**

- 6.1.1. The CCG has 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.

6.2. **Execution of a document by signature**

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

- a) the Accountable Officer;
- b) the Chair of the Governing Body;

- c) the Chief Finance Officer.

7. OVERLAP WITH OTHER CCG POLICY STATEMENTS / PROCEDURES AND REGULATIONS

7.1. Policy statements: general principles

- 7.1.1. The CCG will from time to time agree and approve policy statements / procedures which will apply to all or specific staff employed by NHS Wiltshire CCG. The decisions to approve such policies and procedures will be recorded in an appropriate CCG minute and will be deemed where appropriate to be an integral part of the CCG's standing orders.

8. MANAGEMENT OF DISPUTES BETWEEN NHS WILTSHIRE CCG AND ITS GROUPS

8.1. Introduction

- 8.1.1. This procedure has been drawn up in order to set out the process that will be followed by the NHS Wiltshire CCG and its Groups in seeking to resolve any disputes that may arise between them promptly, efficiently and in line with the relevant regulatory frameworks. For the avoidance of any doubt, as long as a dispute remains unresolved, the parties shall continue to carry out their respective obligations.

8.2. Principles

- 8.2.1. In resolving the dispute, all parties will undertake to adopt the principles of:
 - a) Transparency: including clear communication, engagement of relevant stakeholders, enforcing declarations of interest;
 - b) Objectivity: including analysis and decision making on objective information and criteria and the maintenance of an audit trail;
 - c) Proportionality: only using the formal disputes process on matters of material importance and only using resources proportionate to the significance of the dispute;
 - d) Non-discriminatory: adopting a fair and respectful approach throughout.

Before considering referring to the disputes escalation procedure, the officers of the CCG and the Groups involved therewith should make every reasonable effort to communicate and co-operate with each other to resolve any disputes.

8.3. Disputes Escalation Procedure

8.3.1. Step 1: Accountable Officer

The disputed issue is clearly identified and formally raised between the appropriate senior officer of the NHS Wiltshire CCG and the Group. Every effort is made to resolve the issue.

Timescale for resolution: 5 working days

8.3.2. Step 2: Accountable Officer / Group Chair

If the issue is not resolved at stage 1, a joint statement of the disputed issue and the precise matter(s) of dispute should be prepared and signed by both officers and sent jointly to Accountable Officer of the NHS Wiltshire CCG and the Group Chair within 5 working days. If these officers are able to find a way to resolve the dispute then their decision will be communicated to the officers and implemented.

Timescale for resolution: 5 working days

8.3.3. Step 3: Chair involvement

If the issue remains unresolved at stage 2, the Chair of the CCG Governing Body will become involved to ensure resolution of the issue. At this stage, the CCG Chair will decide the best process to follow to bring the dispute to a resolution. *[In the first instance the formal CCG Disputes Resolution Process (to be developed) will be referred to and a similar approach to the one set out in that policy will usually be adopted.]* This may include convening a panel and/or requesting further information from the parties.

Timescale for resolution: This stage of the process – from the Chair being informed to a decision being made – should take no longer than 10 working days.

Where in the unlikely event the Chair is not able to make a decision, he can refer the case for further investigation/mediation from an independent organisation.

8.3.4. Step 4: The final decision

The decision of the NHS Wiltshire CCG Chair will be final. The Chair will write to the parties notifying them of the decision, explaining the rationale and setting out the requirements for both sides for resolving the dispute. This decision will then be implemented by all parties. The Governing Body of the NHS Wiltshire CCG should be informed of any dispute requiring the involvement of the Chair of the NHS Wiltshire CCG.

8.4. Conclusion

- 8.4.1. A summary report outlining the nature of the dispute, the steps followed to reach resolution and the final outcome should be prepared and reported to the next meeting of the CCG Governing Body and of the respective Locality Group Committee. Any key learning points should be identified in this report.

9. MANAGEMENT OF DISPUTES BETWEEN GROUPS OF THE CCG

9.1. Introduction

9.1.1. This procedure has been drawn up in order to set out the process that will be followed by the Groups of the NHS Wiltshire CCG in seeking to resolve any disputes that may arise between them promptly, efficiently and in line with the relevant regulatory frameworks. For the avoidance of any doubt, as long as a dispute remains unresolved, the parties shall continue to carry out their respective obligations.

9.2. Principles

9.2.1. In resolving the dispute, all parties will undertake to adopt the principles of:

- a) **Transparency:** including clear communication, engagement of relevant stakeholders, enforcing declarations of interest;
- b) **Objectivity:** including analysis and decision making on objective information and criteria and the maintenance of an audit trail;
- c) **Proportionality:** only using the formal disputes process on matters of material importance and only using resources proportionate to the significance of the dispute;
- d) **Non-discriminatory:** adopting a fair and respectful approach throughout.

Before considering referring to the disputes escalation procedure, the officers of the respective CCG Groups involved therewith should make every reasonable effort to communicate and co-operate with each other to resolve any disputes.

9.3. Disputes Escalation Procedure.

9.3.1. Step 1: Officer Level

The disputed issue is clearly identified and formally raised between the appropriate senior officer of each of the Groups involved. Every effort is made to resolve the issue.

Timescale for resolution: 5 working days

9.3.2. Step 2: Accountable Officer and Group Chairs

If the issue is not resolved at stage 1, a joint statement of the disputed issue and the precise matter(s) of dispute should be prepared and signed by both officers and sent jointly to the Accountable Officer of the NHS Wiltshire CCG within 5 working days. If the Accountable Officer and Group Directors are able to find a way to resolve the dispute then their decision will be communicated to the Group Directors and implemented.

Timescale for resolution: 5 working days

9.3.3. **Step 3: Chair involvement**

If the issue remains unresolved at stage 2, the Chair of the CCG Governing Body will become involved to ensure resolution of the issue. At this stage, the Group Chair will decide the best process to follow to bring the dispute to a resolution. *[In the first instance the formal NHS Wiltshire CCG Disputes Resolution Process will be referred to and a similar approach to the one set out in that policy will usually be adopted.]* This may include convening a panel and/or requesting further information from the parties.

Timescale for resolution: This stage of the process – from the Chair being informed to a decision being made – should take no longer than 10 working days.

Where in the unlikely event the Chair is not able to make a decision, he can refer the case for further investigation/mediation from an independent organisation.

9.3.4. **Step 4: The final decision**

The decision of the CCG Chair will be final. The Chair will write to the parties notifying them of the decision, explaining the rationale and setting out the requirements for both sides for resolving the dispute. This decision will then be implemented by all parties. The CCG Governing Body should be informed of any dispute requiring the involvement of the Chair.

9.4. **Conclusion**

- 9.4.1. A summary report outlining the nature of the dispute, the steps followed to reach resolution and the final outcome should be prepared and reported to the next meeting of the Governing Body of the NHS Wiltshire CCG. Any key learning points should be identified in this report.

10. **MEETINGS OF THE COUNCIL OF MEMBERS**

10.1 **Calling Council of Members' Meetings**

- 10.1.1 Ordinary meetings of the Council of Members shall be held at regular intervals at such times and places as the Group may determine but not less than twice each year.
- 10.1.2 The Chair or one third of the total number of Members can call a special meeting of the Council of Members' Meeting by giving all Members at least twenty-one (21) days' notice.
- 10.1.3 Planned ordinary meeting dates of the Council of Members' Meetings will be notified to Members at least annually.

10.2 Agenda, supporting papers and business to be transacted

10.2.1 Items of business to be transacted for inclusion on the agenda of a meeting need to be notified to the Chair at least fifteen (15) Business Days before the meeting takes place. Supporting papers for such items need to be submitted at least seven (7) Business Days before the meeting takes place. The agenda and supporting papers will be circulated to all members of a meeting at least five (5) Business Days before the date the meeting will take place.

10.3 Chair of a meeting

10.3.1 The Chair, if present, shall chair Council of Members' Meetings. If the Chair is absent from the meeting, the Vice Chair, if any and if present, shall preside.

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

10.4 Chair's ruling

10.4.1 The decision of the Chair on questions of order, relevancy and regularity and their interpretation of the Constitution, Standing Orders, Scheme of Reservation and Delegation and Standing Financial Instructions at the meeting, shall be final.

10.5 Quorum

10.5.1 One third of persons entitled to vote upon the business to be transacted, each being a Practice Representative, shall be a quorum for the Council of Members' Meeting.

10.5.2 Proxies for Practice Representatives validly appointed in accordance with paragraph 10.7 below will count towards the quorum.

10.5.3 If any Practice Representative is disqualified from participating in discussions or decision-making on any matter due to their having declared a conflict of interest, they shall not count towards the quorum for that specific matter. If the quorum as set out in paragraph 10.5.1 is not then met for the specific matter, no further discussion or decision-making may take place on that matter.

10.5.4 If any member is disqualified from participating in discussion or decision-making on any matter due to their having declared a conflict of interest, they shall not count towards the quorum for that specific matter. If the quorum as set out in 10.5.1 is not then met for the specific matter, no further discussion or decision-making may take place on that matter.

10.6 Decision making

- 10.6.1 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 the Council of Members' Meetings decisions will be reached by consensus. Should this not be possible then a vote of members will be required.
- 10.6.2 The mechanism by which such votes shall be collected shall be determined by the chair, having regard to the nature of the issue and any confidentiality or other issues that, in his reasonable opinion, would militate against a simple show of hands.
- 10.6.3 At Council of Members' Meetings resolutions shall be put to the vote by the chair of the meeting and there shall be no requirement for the resolution to be proposed or seconded by any person.
- 10.6.4 A declaration by the chair at a Council of Members' Meeting that a resolution has been carried or lost and an entry into the minutes of the meeting shall be conclusive evidence of the fact.
- 10.6.5 Every Member present in person shall have one vote.
- 10.6.6 Every question which is not the subject of a formal resolution but is nevertheless to be put to the vote at a Council of Members' Meeting shall be determined by a majority of the votes of those Practice Representatives present and voting on the question. In the case of an equal vote, the chair of the meeting shall have an additional and casting vote.
- 10.6.7 Should a vote be taken the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

10.7 Proxy Notices

- 10.7.1 Proxies for Practice Representatives may only validly be appointed by a notice in writing (a "proxy notice") which
- a) states the name and address of the Practice Representatives appointing the proxy;
 - b) identifies the person appointed to be that Practice Representative's proxy and the Council of Members' Meeting in relation to which that person is appointed;
 - c) is signed by or on behalf of the Practice Representative appointing the proxy, or is authenticated by the relevant Member; and
 - d) is delivered to the Council of Members' Meeting in accordance with this Constitution and any instructions contained in the notice of the Council of Members' Meeting to which they relate.

- 10.7.2 The Chair may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 10.7.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 10.7.4 Unless a proxy notice indicates otherwise, it must be treated as:
- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - b) appointing that person as a proxy in relation to any adjournment of the Council of Members' Meeting to which it relates as well as the meeting itself.
- 10.7.5 An appointment under a proxy notice may be revoked by delivering to the Chair a notice in writing given by or on behalf of the Practice Representative by whom or on whose behalf the proxy notice was given.
- 10.7.6 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 10.7.7 If a proxy notice is not executed by the Practice Representative appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the relevant Member's behalf.

10.8 Resolutions in writing

- 10.8.1 A resolution in writing signed or approved by a sufficient number of Practice Representatives that would have been required to pass a resolution had it been voted on at a Council of Members' Meeting shall be as valid and effective as if it had been passed at a Council of Members' Meeting duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

10.9 Emergency powers and urgent decisions

- 10.9.1 Emergency meetings may be called by the Chair on provision of at least three (3) Business Days' notice to Members.
- 10.9.2 The powers which are reserved to the Governing Body may in an emergency or for an urgent decision be exercised by the Chair and the Accountable Officer, after consultation with at least one (1) Lay Member and one other member of the Governing Body. This shall be reported to the next meeting of the Governing Body for ratification.

10.10 Suspension of Standing Orders

- 10.10.1 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 Council of Members' Meeting.

10.10.2 A decision to suspend Standing Orders together with the reasons for doing so shall be recorded in the minutes of the meeting.

10.10.3 A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Governing Body's Audit Committee for review of the reasonableness of the decision to suspend Standing Orders.

10.11 Record of Attendance

10.11.1 The names of all members of the meeting present at the Council of Members' Meeting shall be recorded in the minutes of the Council of Members' Meetings.

10.12 Minutes

10.12.1 The Chair will identify a suitable individual to record the minutes of each Council of Members' Meeting.

10.12.2 The minutes of each Council of Members' Meeting shall record the names of those in attendance. Where an attendee is present as a representative of a Member or Cluster this shall also be recorded.

10.12.3 The draft minutes of a Council of Members' Meeting shall be submitted at the next meeting for review as to accuracy. Acceptance of the minutes, with any amendments, shall be recorded in the minutes of the Council of Members' Meeting at which they are presented for review.

10.12.4 Draft minutes will be made available to members no later than five (5) Business Days after the Council of Members' Meeting to which they relate.

10.12.5 Where appropriate, approved minutes will be made available to the public by publishing them with the agenda and papers of the meeting to which they relate. Minutes or sections of minutes which are of a confidential nature which would not be disclosed under the Freedom of Information Act will not be made available on the Group's website.

10.13 Admission of public and the press

10.13.1 All Council of Members' Meetings can be public unless the Chair resolve that the public be excluded from the meeting, whether for the whole or part of the proceedings on the grounds that publicity would be prejudicial to the public interest or the interests of the Group by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of the business to be transacted or the proceedings.

10.13.2 Discussions and decision-making following exclusion of the public and representatives of the press shall be minuted in accordance with section 3.13, except that such minutes shall be treated in accordance with the confidential nature of the business.

10.13.3 Where the public and representatives of the press are excluded, members, employees and other persons remaining present at the Council of Members' Meeting are required not to disclose confidential information from papers, minutes or discussions outside of the Group, without the express permission of the Governing Body.

Appendix 4: Standing Financial Instructions

Standing Financial Instructions

1. INTRODUCTION

1.1. General

- 1.1.1. These prime financial policies and supporting detailed financial policies shall have effect as if incorporated into the CCG's constitution.
- 1.1.2. The prime financial policies are part of the CCG's control environment for managing the organisation's financial affairs. They contribute to good corporate governance, internal control and managing 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 responsibilities. They should be used in conjunction with the scheme of reservation and delegation found at Appendix E.
- 1.1.3. In support of these prime financial policies, the CCG has prepared more detailed policies, approved by the Accountable Officer known as *detailed financial policies*. The CCG refers to these prime and detailed financial policies together as the clinical commissioning group's financial policies.
- 1.1.4. These prime financial policies identify the financial responsibilities which apply to everyone working for the CCG. They do not provide detailed procedural advice and should be read in conjunction with the detailed financial policies. The Chief Finance Officer is responsible for approving all detailed financial policies.
- 1.1.5. A list of the CCG's detailed financial policies will be published and maintained on the CCG's website at www.wiltshireccg.nhs.uk.
- 1.1.6. Should any difficulties arise regarding the interpretation or application of any of the prime financial policies then the advice of the Accountable Officer and 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 CCG's constitution, standing orders and scheme of reservation and delegation.

1.1.7. Failure to comply with prime financial policies and standing orders can in certain circumstances be regarded as a disciplinary matter that could result in dismissal.

1.1.8. The changing NHS environment means that there will be other agencies, such as the CSU, involved in the financial and IT management arrangements. The CCG is, however, ultimately responsible.

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 and any justification for non-compliance and the circumstances around the non-compliance shall be reported to the next formal meeting of the Governing Body's Audit Committee for referring action or ratification. All of the CCG's members and employees have a duty to disclose any non-compliance with these prime financial policies to the Chief Finance Officer as soon as possible.

1.3. Responsibilities and delegation

1.3.1. The roles and responsibilities of the CCG's members, employees, members of the Governing Body, members of the Governing Body's committees and sub-committees, members of the Groups' committees and sub-committees and persons working on behalf of the CCG are set out in chapters 6 and 7 of the CCG Constitution.

1.3.2. The financial decisions delegated by members of the CCG are set out in the CCG's scheme of reservation and delegation (see Appendix E).

1.4. Contractors and their employees

1.4.1. Any contractor or employee of a contractor who is empowered by the CCG to commit the CCG to expenditure or who is authorised to obtain income shall be covered by these instructions. It is the responsibility of the Accountable Officer to ensure that such persons are made aware of this.

1.5. Amendment of Prime Financial Policies

1.5.1. To ensure that these prime financial policies remain up-to-date and relevant, the Chief Finance Officer will review them at least annually. Following consultation with the Accountable Officer and scrutiny by the Governing Body's Audit Committee, the Chief Finance Officer will recommend amendments, as fitting, to the

Governing Body for approval. As these prime financial policies are an integral part of the CCG's constitution, any amendment will not come into force until the CCG applies to the NHS England and that application is granted.

2. INTERNAL CONTROL

POLICY – the CCG will put in place 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

- 2.1. The Governing Body is required to establish an Audit Committee with terms of reference agreed by the Governing Body (see paragraph 6.4.4.1 of the CCG constitution for further information).
- 2.2. The Accountable Officer has overall responsibility for the CCG's systems of internal control.
- 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

POLICY – the CCG will keep an effective and independent internal audit function and fully comply with the requirements of external audit and other statutory reviews

- 3.1. In line with Wiltshire CCG's Terms of reference for the Audit Committee, the person appointed by the CCG to be responsible for internal audit and the Audit Commission appointed external auditor will have direct and unrestricted access to Audit Committee members and 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.
- 3.2. The person appointed by the Group to be responsible for internal audit and the external auditor will have access to the Audite Committee and the Accountable Officer to review audit issues as

appropriate. All Audit Committee members, the Chair of the Governing Body and the Accountable Officer will have direct and unrestricted access to the head of internal audit and external auditors.

The Chief Finance Officer will ensure that:

- a) the CCG has a professional and technically competent internal audit function; and
- b) the Audit Committee approves any changes to the provision or delivery of assurance services to the CCG.

4. FRAUD AND CORRUPTION

POLICY – the CCG requires all staff to always act honestly and with integrity to safeguard the public resources they are responsible for. The CCG will not tolerate any fraud perpetrated against it and will actively chase any loss suffered

- 4.1. The Governing Body's Audit Committee will satisfy itself that the CCG has adequate arrangements in place for countering fraud and shall review the outcomes of counter fraud work. It shall also approve the counter fraud work programme.
- 4.2. The Governing Body's Audit Committee will ensure that the CCG has arrangements in place to work effectively with NHS Protect.

5. LOCAL SECURITY MANAGEMENT

POLICY – the CCG will contract appropriate security management support to carry out the relevant duties detailed in the Health & Social Care Act 2012 and protect the safety of Group staff and assets.

- 5.1. The Governing Body's Audit Committee will satisfy itself that the CCG has adequate arrangements in place for local security management and shall review the outcomes of the local security management specialist's work. It shall also approve the local security management work programme.
- 5.2. The Governing Body's Audit Committee will ensure that the CCG has arrangements in place to work effectively with NHS Protect.

6. EXPENDITURE CONTROL

- 6.1.** The CCG is required by statutory provisions⁴ 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.
- 6.2.** The Accountable Officer has overall executive responsibility for ensuring that the CCG complies with its statutory obligations, including its financial and accounting obligations, and that it exercises its functions effectively, efficiently and economically and in a way which provides good value for money.
- 6.3.** The Chief Finance Officer will:
- a) provide reports in the form required by the NHS England;
 - b) ensure money drawn from the NHS England is required for approved expenditure only, 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 CCG to fulfil its statutory responsibility not to exceed its expenditure limits, as set by direction of the NHS England. This will be carried out by the Finance Committee.

7. ALLOTMENTS⁵

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

⁴ See section 223H of the 2006 Act, inserted by section 27 of the 2012 Act

⁵ See section 223(G) of the 2006 Act, inserted by section 27 of the 2012 Act.

8. COMMISSIONING STRATEGY, BUDGETS, BUDGETARY CONTROL AND MONITORING

POLICY – the CCG will produce and publish an annual commissioning plan⁶ following consultation, which explains how it proposes to discharge its financial duties. The CCG will support this with comprehensive medium term financial plans and annual budgets

- 8.1. The Accountable Officer will compile and submit to the Governing Body an Annual Operating Plan and Commissioning Strategy which takes into account financial targets and forecast limits of available resources.
- 8.2. Prior to the start of the financial year the Chief Finance Officer will, on behalf of the Accountable Officer, prepare and submit budgets for approval by the Finance Committee. These will be reported onward to the Governing Body.
- 8.3. The Chief Financial Officer shall monitor financial performance against budget and plan, periodically review them, and report to the Finance Committee and the Governing Body. This report should include explanations for variances. These variances must be based on any significant departures from agreed financial plans or budgets.
- 8.4. The Accountable Officer is responsible for ensuring that information relating to the CCG's accounts or to its income or expenditure, or its use of resources is provided to the NHS England as requested.
- 8.5. The Finance Committee will approve consultation arrangements for the CCG's commissioning plan⁷.

9. ANNUAL ACCOUNTS AND REPORTS

POLICY – the CCG will produce and submit to NHS England accounts and reports in accordance with all statutory obligations⁸, relevant accounting standards and accounting best practice in the form and content and at the time required by NHS England

⁶ See section 14Z11 of the 2006 Act, inserted by section 26 of the 2012 Act.

⁷ See section 14Z13 of the 2006 Act, inserted by section 26 of the 2012 Act

⁸ See paragraph 17 of Schedule 1A of the 2006 Act, as inserted by Schedule 2 of the 2012 Act.

- 9.1.** The Chief Finance Officer will ensure the CCG:
- a) prepares a timetable for producing the annual report and accounts and agrees it with external auditors and the Audit Committee;
 - b) prepares the accounts according to the timetable approved by the Audit Committee;
 - c) complies with statutory requirements and relevant directions for the publication of annual report;
 - d) considers the external auditor's management letter and fully addresses all issues within agreed timescales; and
 - e) publishes the external auditor's management letter on the CCG's website at www.wiltshireccg.nhs.uk .

9.2. Annual Reporting Requirements

NHS Wiltshire CCG will be responsible for producing its own Consolidated Annual Accounts.

9.3. Monthly Reporting Requirements

NHS Wiltshire CCG meets its statutory financial reporting responsibilities to NHS England by having in place a robust monthly reporting process to the Governing Body.

The monthly integrated performance report sets out the financial position of the organisation and its associated risks and actions.

The CCG will, on a monthly basis, report on its income and expenditure position, cash position and its performance against the Better Payment Practice Code targets. It will also report on its balance sheet position and any movements in reserves and allocation. This report will be published on the CCG website.

NHS Wiltshire CCG will provide monthly financial performance information to NHS England either directly via the Integrated Single Financial Environment (ISFE) ledger system or through additional returns.

- 9.4.** NHS Wiltshire CCG will keep its own record of accounts.

10. INFORMATION TECHNOLOGY

POLICY – the CCG will ensure the accuracy and security of the CCG's computerised financial data

- 10.1.** The Chief Finance Officer is responsible for the accuracy and security of the CCG's computerised financial data and shall:

- a) devise and implement any necessary procedures to ensure adequate (reasonable) protection of the CCG'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;
- 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.

10.2. In addition the Chief Finance Officer shall 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.

11. ACCOUNTING SYSTEMS

POLICY – the CCG will run an accounting system that creates management and financial accounts

11.1. The Chief Finance Officer will ensure:

- a) the CCG has suitable financial and other software to enable it to comply with these policies and any consolidation requirements of the NHS England;
- b) that contracts for computer services for financial applications with another health organisation or any other agency shall clearly define the responsibility of all parties for the security, privacy, accuracy, completeness, and timeliness of data during processing, transmission and storage. The contract should also ensure rights of access for audit purposes.

11.2. Where another health organisation or any other agency provides a computer service for financial applications, the Chief Finance Officer

shall periodically seek assurances that adequate controls are in operation.

11.3. The authority to waive the Standing Orders will remain in line with the CCG's Scheme of Delegation.

11.4. The CCG will operate in partnership with NHS England an Integrated Single Financial Environment (ISFE) which will involve a national chart of accounts and an automated system for monthly consolidated financial reporting. This will provide a common and consistent approach across all CCG's.

12. BANK ACCOUNTS

POLICY – the CCG will keep enough liquidity to meet its current commitments

12.1. The Chief Finance Officer will:

- a) review the banking arrangements of the CCG at regular intervals to ensure they are in accordance with Secretary of State directions⁹, best practice and represent best value for money;
- b) manage the CCG's banking arrangements and advise the CCG on the provision of banking services and operation of accounts;
- c) prepare detailed instructions on the operation of bank accounts.

12.2. The Finance Committee shall approve the banking arrangements.

13. INCOME, FEES AND CHARGES, AND SECURITY OF CASH, CHEQUES AND OTHER NEGOTIABLE INSTRUMENTS

POLICY – the CCG will

- operate a sound system for prompt recording, invoicing and collection of all monies due
- seek to maximise its potential to raise additional income only to the extent that it does not interfere with the performance of the CCG or its functions¹⁰
- ensure its power to make grants and loans is used to discharge its functions effectively¹¹

⁹ See section 223H(3) of the NHS Act 2006, inserted by section 27 of the 2012 Act

¹⁰ See section 14Z5 of the 2006 Act, inserted by section 26 of the 2012 Act.

13.1. The Chief Financial Officer is responsible for:

- a) designing, maintaining and ensuring compliance with systems for the proper recording, invoicing, and collection and coding of all monies due;
- b) establishing and maintaining systems and procedures for the secure handling of cash and other negotiable instruments;
- c) approving and regularly reviewing the level of all fees and charges other than those determined by the NHS England or by statute. Independent professional advice on matters of valuation shall be taken as necessary;
- d) for developing effective arrangements for making grants or loans;

14. TENDERING AND CONTRACTING PROCEDURE

POLICY – the CCG:

- will ensure proper competition that is legally compliant within all purchasing to ensure we incur only budgeted, approved and necessary spending
- will seek value for money for all goods and services
- shall ensure that competitive tenders are invited for
 - the supply of goods, materials and manufactured articles;
 - the rendering of services including all forms of management consultancy services (other than specialised services sought from or provided by the Department of Health); and
 - for the design, construction and maintenance of building and engineering works (including construction and maintenance of grounds and gardens) for disposals

14.1. The CCG shall ensure that the firms / individuals invited to tender (and where appropriate, quote) are among those on approved lists or where necessary a framework agreement. Where in the opinion of the Chief Finance Officer it is desirable to seek tenders from firms not on the approved lists, the reason shall be recorded in writing to the Accountable Officer or the CCG's Finance Committee. This also needs reporting to the Audit Committee as a waiver of Standing Orders.

14.2. The Finance Committee may only negotiate contracts on behalf of the CCG, and the CCG may only enter into contracts, within the statutory framework set up by the 2006 Act, as amended by the 2012 Act. Such contracts shall comply with:

- a) designing, maintaining and ensuring compliance with systems for the proper recording, invoicing, and collection and coding of all monies due;
- b) the CCG's standing orders;
- c) the Public Contracts Regulation 2006, any successor legislation and any other applicable law; and
- d) take into account as appropriate any applicable NHS England or the Independent Regulator of NHS Foundation Trusts (Monitor) guidance that does not conflict with (b) above.

14.3. In all contracts entered into, the Group shall endeavour to obtain best value for money. The Accountable Officer shall nominate an individual who shall oversee and manage each contract on behalf of the CCG.

15. COMMISSIONING

POLICY – working in partnership with relevant national and local stakeholders, the CCG will commission certain health services to meet the reasonable requirements of the persons for whom it has responsibility

- 15.1.** The CCG will coordinate its work with the NHS England, other clinical commissioning groups, local providers of services, local authority(ies), including through Health & Wellbeing Boards, patients and their carers and the voluntary sector and others as appropriate to develop robust commissioning plans.
- 15.2.** CCG will work with NHS England to jointly commission primary care services. NHS Wiltshire CCG has responsibility for contractual GP performance management, budget management and the design and implementation of local incentive schemes. These are discharged under joint decision making processes through a Joint Committee of NHS England and the CCG. Accountability, and the associated income and expenditure related to primary care, remains with NHS England.
- 15.3.** The Accountable Officer will establish arrangements to ensure that regular reports are provided to the Finance Committee detailing actual and forecast expenditure and activity for each contract.
- 15.4.** The Chief Finance Officer will maintain a system of financial monitoring to ensure the effective accounting of expenditure under contracts. This should provide a suitable audit trail for all payments made under the contracts whilst maintaining patient confidentiality.

16. RISK MANAGEMENT AND INSURANCE

POLICY – the CCG will put arrangements in place for evaluation and management of its risks

- 16.1. The CCG will have Risk Management policies, systems and processes in place which are reflected in its approach in the development of the operational level risk registers and the Board Assurance Framework for the Governing Body.
- 16.2. The Risk Management Strategy, Policy and the Board Assurance Framework for the Governing Body will be managed by the Audit Committee.
- 16.3. NHS Wiltshire CCG is a member of the NHS Litigation Authority Risk Pooling Schemes to provide adequate insurance for its operations.

17. PAYROLL

POLICY – the CCG will put arrangements in place for an effective payroll service

- 17.1. The Chief Finance Officer will ensure that the payroll service selected:
 - a) is supported by appropriate (i.e. contracted) terms and conditions;
 - b) has adequate internal controls and audit review processes;
 - c) has suitable arrangements for the collection of payroll deductions and payment of these to appropriate bodies;
 - d) the Payroll process is contracted from Central Southern Commissioning Support Service.
- 17.2. In addition the Chief Finance Officer shall set out comprehensive procedures for the effective processing of payroll.

18. NON-PAY EXPENDITURE

POLICY – the CCG will seek to obtain the best value for money goods and services received

- 18.1. The CCG will approve the level of non-pay expenditure on an annual basis and the Accountable Officer will determine the level of delegation to budget managers.

18.2. The Accountable Officer shall set out procedures on the seeking of professional advice regarding the supply of goods and services.

18.3. The Chief Finance Officer will:

- a) advise the Accountable Officer on the setting of thresholds above which quotations (competitive or otherwise) or formal tenders must be obtained; and, once approved, the thresholds should be incorporated in the scheme of reservation and delegation;
- b) be responsible for the prompt payment of all properly authorised accounts and claims;
- c) be responsible for designing and maintaining a system of verification, recording and payment of all amounts payable.

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

POLICY – the CCG will put arrangements in place to manage capital investment, maintain an asset register recording fixed assets and put in place policies to secure the safe storage of the CCG's fixed assets

19.1. As a CCG, we will not own any fixed assets. Assets will be owned by either providers or a national NHS property organisation.

20. RETENTION OF RECORDS

POLICY – the CCG will put arrangements in place to retain all records in accordance with NHS Code of Practice Records Management 2006 and other relevant notified guidance

20.1. The Accountable Officer shall:

- a) be responsible for maintaining all records required to be retained in accordance with NHS Code of Practice Records Management 2006 and other relevant notified guidance;
- b) ensure that arrangements are in place for effective responses to Freedom of Information requests;
- c) publish and maintain a Freedom of Information Publication Scheme.

21. TRUST FUNDS AND TRUSTEES

POLICY – the CCG will put arrangements in place to provide for the appointment of trustees if the CCG holds property on trust

- 21.1.** The CCG does not hold any Charitable Funds and has no facility in which to administer a fund.

Detailed Scheme of Delegation

Purpose and Scope

The Scheme of Delegation is a key document which defines the delegated responsibilities across the organisation. It supports the delivery of the CCG's Prime Financial Policies, which are contained within the Constitution.

The CCG is governed by the Governing Body and is supported by the CCG's Management Team and a number of Committees. Certain powers and responsibilities are delegated by the Governing Body to Committees (which are detailed in their Terms of Reference) and to individual employees of the CCG (these are outlined in this Scheme of Delegation). The CCG's Scheme of Reservation shows the responsibilities retained by the Governing Body and Committees.

Only the following committees can make decisions for the CCG, in line with their Terms of Reference, the Scheme of Reservation and the Scheme of Delegation:

1. Governing Body
2. Audit Committee
3. Primary Care Commissioning Committee
4. Exceptions and Prior Approvals Committee
5. Finance and Performance Committee
6. Quality and Governance Committee

The following committees have delegated powers to make recommendations, as outlined in the following text:

1. Clinical Executive Committee
2. Remuneration Committee

The Accountable Officer is the lead officer of the organisation and retains the CCG accountability for delegated functions. During periods of absence (annual leave, sickness, etc.), the functions and decisions delegated to the Accountable Officer, can be taken by the Chief Operating Officer (COO) or Chief Financial Officer (CFO). Similarly, in the absence of the CFO, decisions are delegated to the Deputy Chief Financial Officer, with the support of the Accountable Officer.

For the purpose of this document, the word ‘employee’ includes all employees of the CCG, clinicians, bank and agency staff, and contractors, including management consultants employed by the CCG. Anyone employing contractors, agency staff or management consultants are required to make them aware of the provisions of this Scheme of Delegation.

The CCG structure is designed to enable the CCG to discharge its responsibilities. It is divided into a number of separate directorates:

Executive

Finance and Information

Corporate Services

Quality

Acute Commissioning

Primary and Urgent Care

Community and Joint Specialist Commissioning

The head of each directorate reports directly to the Chief Operating Officer, who, in turn, reports to the Accountable Officer, and will have delegated responsibilities. The exception to this is the Chief Financial Officer, who reports directly to the Accountable Officer. In the scheme of delegation which follows, the directorate head is referred to as the “Executive Director”. Where the scheme of delegation refers to GPs, it is intended that only executive GPs with employment contracts with the CCG will be given delegated authority under the scheme of delegation.

On call managers

Where a member of staff is nominated as being on-call in response to out of hours health incident’s for the CCG for that period, if they do not already have an expenditure approval limit, they will be authorised to commit up to £25,000 of non-pay expenditure in order to resolve an urgent out of hours need. This limit is increased to £100,000 during a declared major emergency or system escalation.

GENERAL AREA	DELEGATED MATTER	DELEGATED TO:
(1) BUDGET MANAGEMENT	Production of balanced, annual budget	Chief Financial Officer
	Agreement of assumptions and guidance to be used in the construction of the annual budget	Finance and Performance Committee
	Production of annual Operating Plan	Accountable Officer
	Approve annual operating plan, budget, medium term financial plan, and other relevant plans	Retained by Governing Body
	Responsibility to keep expenditure within budgets and to ensure that budgets are only used for the type of expenditure for which they have been set: <ol style="list-style-type: none"> 1. At individual budget level (Pay and Non Pay) 2. At directorate level 3. All Other Areas 	<ol style="list-style-type: none"> 1. Budget Holder, as defined by the Executive Director 2. Executive Director 3. Chief Financial Officer
	Achievement of annual Operating Plan	Accountable Officer
	Budget virements for income and expenditure >£500,000	Chief Financial Officer, and notified to Governing Body
	Budget virements for income and expenditure between £25,000 and	Chief Financial Officer or Deputy Chief Financial Officer or Accountable

	£500,000	Officer or Chief Operating Officer.
	Budget virements for income and expenditure below £25,000	Executive Director
	Movements from reserves/ assignment of allocations to directorate budgets.	Chief Financial Officer
(2) MAINTENANCE AND OPERATION OF BANK ACCOUNTS	Approval of banking arrangements	Chief Financial Officer (Notified to Audit Committee)
	Variation to approved signatories	2 of Accountable Officer, Chief Financial Officer or Deputy Chief Financial Officer
	Approving payments from GBS bank account (RFT and BACS payments)	1 of Chief Financial Officer, Deputy Chief Financial Officer, Chief Accountant or Financial Accountant.
	Approving cheque payments from GBS Bank account	1 of Chief Financial Officer, Deputy Chief Financial Officer, Chief Accountant or Financial Accountant.
	Drawdown of cash to meet CCG requirements (monthly)	Chief Financial Officer or Deputy Chief Financial Officer
	Approval of same-day urgent payments	Chief Financial Officer or Deputy Chief Financial Officer
(3) PETTY CASH	Issuing of petty cash up to £50 per claim	Petty Cash Holder (as delegated by Chief Financial Officer)

	Issuing of petty cash above £50 per claim	Chief Financial Officer
(4) NON PAY REVENUE EXPENDITURE	Approval of business cases to support service pilots, new services or investment up to £150,000 (for implementation within the year or from the next financial year)	Accountable Officer or Chief Financial Officer
	Approval of business cases to support service pilots, new services or investment up from £150,000 to £500,000 (for implementation within the year or from the next financial year)	Initial Approval – Executive Management Team Recommendation for approval -- Clinical Executive Group, with the Accountable Officer and Chief Financial Officer in attendance and voting (or nominated deputies) Final approval – Accountable Officer and Chief Financial Officer.
	Approval of business cases to support service pilots, new services or investment up over £500,000 (for implementation within the year or from the next financial year)	Initial Approval -Executive Management Team, Recommendation for approval -- Clinical Executive Group, with the Accountable Officer and Chief Financial Officer in attendance and voting (or nominated deputies)

		Final approval - Governing Body.
	Negotiation of annual contracts, taking into account new services and investments, and assuming achievement of Value For Money.	Executive Directors to lead with final sign off by Chief Financial Officer
	Approval of purchase orders and invoices with no purchase order >£150,000	Accountable Officer or Chief Operating Officer or Chief Financial Officer or Deputy Chief Financial Officer
	Approval of purchase orders and invoices with no purchase order <£150,000	Executive Directors
	<p>Authority to delegate approval of purchase orders and invoices without purchase order is delegated to Executive Directors. Executive Directors are authorised to delegate the following approval limits to staff within their directorate as appropriate and in line with directorate need:</p> <p>Level 4 <£50k</p> <p>Level 3 <£25k</p> <p>Level 2 <£5k</p> <p>Level 1 <£1k</p>	Executive Directors

	Approval of Continuing Healthcare Packages, Adult Personal Health Budget packages and Mental Health/LD placements, up to £50,000 annually per patient (£960 a week)	Associate Director Safeguarding , CHC and Specialist Placements
	Approval of Continuing Healthcare Packages, Adult Personal Health Budget packages and Mental Health/LD placements, between £50,000 and £150,000 per patient (from £960 a week to £2,880 per week)	Director of Nursing and Quality and Associate Director Safeguarding, CHC and Specialist Placements
	Approval of Continuing Healthcare Packages, Adult Personal Health Budget packages and Mental Health/LD placements, over £150,000 annually per patient (over £2,880 per week)	Director of Nursing and Quality and Accountable Officer or Chief Operating Officer or Chief Financial Officer or Deputy Chief Financial Officer
	Approval of Children’s Personal Health Budgets: - up to £50,000 annually (£960 per week) - Over £50,000 annually (£960 per week)	<ul style="list-style-type: none"> - Director of Community and Joint Specialist Commissioning. - Director of Community and Joint Specialist Commissioning and Chief Financial Officer
	Commitment to fund exceptional	Exceptions and Prior Approvals Panel

	treatments or care up to £100,000 per case	
	Commitment to fund exceptional treatments or care over £100,000 per case	Exception and Prior Approvals Panel and Chief Financial Officer or Deputy Financial Officer
	Approval of prepayments, as part of year end process (excluding subscriptions and training course fees)	Chief Financial Officer or Deputy Chief Financial Officer
	Payments including payroll deductions, Pension Pay overs & other payroll deductions (known as balance sheet payments).	Chief Financial Officer or Deputy Chief Financial Officer or Chief Accountant or Financial Accountant
(5) CAPITAL SCHEMES AND PROPERTY ARRANGEMENTS	Approval of capital schemes or property arrangements, with financial or service implications for the CCG: <ul style="list-style-type: none"> - All values up to £500,000 - Over £500,000 	Chief Financial Officer Chief Financial Officer and Governing Body
	Disposal of property, plant and equipment	Chief Financial Officer
	Authorisation, granting and termination of leases for all leases –	Chief Financial Officer

	All values	
(6) QUOTATION, TENDER and CONTRACT PROCEDURES	Establishment of a contract or SLA for all commissioned services of the CCG, which provide value for money and reflect CCG intentions.	Executive Directors.
	Maintenance of a contracts register	Executive Directors.
	Where no suitable nationally negotiated framework agreements/contracts are available for use: -Purchase of goods or service contracts up to £ £5,000	No requirement to obtain quotes or tender but best value must be demonstrated
	-Purchase of goods or service contracts over £5,000	3 written quotations unless less than 3 potential suppliers exist
	-Purchase of goods or service contracts over £50,000	3 formal tenders through Procurement Team unless less than 3 potential suppliers exist
	-Purchase of goods or service contracts above EU OJEU limits	EU OJEU process using Procurement Team
	Opening of tenders (if procurement not being managed by CSU procurement)	2 Members of Executive Management Team
	Approval to accept tender/quote other than the lowest that met the	Chief Financial Officer

	award criteria	
	Awarding of contract	Contract value <£500,000 – Chief Financial Officer. Contract value >£500,000 – Governing Body
	Waiving of quotations and tenders	Chief Financial Officer and reported to Audit Committee
	Decision to terminate a contract before term has ended	Any 2 of: Accountable Officer, Chief Operating Officer or Chief Financial Officer
	Contract signature (all values)	Accountable Officer or Chief Operating Officer or Chief Financial Officer. Where 2 signatories are needed, and one of the delegated officers is unavailable, authority is given to the Deputy Chief Financial Officer.
(7) INCOME COLLECTION	Approval of sales orders:	
	Up to £5,000	Senior Finance Manager – Acute Commissioning
	Up to £25,000	Chief Accountant
	Over £25,000	Chief Financial Officer or Deputy Chief Financial Officer
	Cancellation of invoices relating to current financial year and/or previous	Chief Financial Officer or Deputy Chief Financial Officer or Chief Accountant

	financial years, where invoice is to be re-raised for the same value, due to errors on original invoice.	or Senior Finance Manager – Acute Commissioning.
	Cancellation of invoices relating to current financial year or previous financial years, where invoice is NOT subsequently re-raised due to the original invoice being incorrectly raised and funds not due to the CCG.	Chief Financial Officer or Deputy Chief Financial Officer
	Write off of non-pay bad debt relating to current or previous year all values	Chief Financial Officer or Deputy Chief Financial Officer reported to Audit Committee.
	Authority to pursue legal action for bad debts	Chief Financial Officer
	Write off of salary overpayment debt all values	Chief Financial Officer or Deputy Chief Financial Officer reported to Audit Committee.
	Approval of bad debt provision annually	Deputy Chief Financial Officer or Chief Financial Officer
(8) RECRUITMENT OF STAFF, PAY AND LEAVE	Approval of Recruitment Request forms	Executive Director and Chief Financial Officer or Deputy Chief Financial Officer
	Appointment of staff	Executive Directors
	Appointment of staff on paygrade	Chief Financial Officer on receipt of

	above scale minimum	written justification from budget holder/executive director
	Changes to staff structure (i.e. new posts, directorate changes).	Executive Management Team following submission of business case
	Maintenance of authorised signatory list	Financial Accountant
	Authorisation of overtime	Executive Directors
	Approval for salary advances	Chief Financial Officer or Deputy Chief Financial Officer
	Approval to carry forward in excess of 5 days annual leave in exceptional circumstances	Chief Financial Officer
	Approval of application for ill health retirement	Accountable Officer or Chief Operating Officer
	Decisions on redundancy	Accountable Officer or Chief Operating Officer and Chief Financial Officer
	Decisions on suspension and dismissal	Executive Directors in line with CCG disciplinary policy.
(9) ENGAGEMENT OF STAFF NOT ON THE ESTABLISHMENT	Engagement of consultancy services, and off-payroll workers, at a rate of less than £600 per day excluding VAT and expenses	Chief Financial Officer OR Accountable Officer
	Engagement of bank or agency staff,	Executive Director or budget holder with responsibility for pay related

	outside the criteria outlined below - Authority to engage off-payroll staff who meet any of the following criteria: - Cost greater than £600 per day, excluding VAT and expenses OR - Are engaged for a period greater than six months, regardless of cost per day AND Are in roles of significant influence (AO or directors)	expenditure within directorate. - Business Case to be submitted to NHS England using standard pro-forma, before engaging. Business Case must be approved by the AO and CFO before submission. NHS England approves the engagement.
	Authority to appoint staff to post not on the establishment	Executive Management Team approval and Chief Financial Officer
(10) PROCEDURAL DOCUMENTS	Oversight of the framework of up to date operational policies	Chief Operating Officer
	Oversight of the framework of up to date financial policies and procedures	Chief Financial Officer.
(11) INSURANCE AND LEGAL	Ensuring appropriate insurance cover is in place for: <ul style="list-style-type: none"> • Property and assets • Public Liability • Employee liability 	Chief Financial Officer
	Reporting and handling insurance claims	Chief Operating Officer

	Management of legal claims and advice, including the signing of legal documents (admission, waivers, settlements, court order response)	Chief Operating Officer
	Engagement of CCG's solicitors	Executive Directors via Chief Operating Officer
(12) AUDIT	Approval of annual work plans for external audit, internal audit and counter fraud service.	Audit Committee
	Ensuring that plans are delivered within specification and timescale	Chief Financial Officer
	Implementation of audit or counter fraud service recommendations	Appropriate Executive Director and designated officer.
(13) REPORTING OF INCIDENTS TO THE POLICE	Where a fraud is involved	Chief Financial Officer or Accountable Officer or Chief Operating Officer
	All other cases where a criminal offence is suspected	Chief Operating Officer
(14) PRIMARY CARE	Approval of expenditure in line with Statement of Financial Entitlement for GP contracts (relating to locum reimbursement, clinical waste, rent)	Deputy Director of Primary Care
	Approval of non-standard expenditure requests that do not meet the criteria laid out in the Statement of Financial Entitlement	Deputy Director of Primary Care and Director of Primary and Urgent Care

	for GPs. (e.g. claims for locum reimbursement made after start of absence period).	
	Approval of decisions relating to the commissioning of primary medical services – including (but not limited to) design of contracts, decisions on practice mergers, establishment of new GP practices, etc.	Business case reviewed by Executive Management Team Approval by Primary Care Commissioning Committee Final approval by Chief Financial Officer.
	Approval of payments submitted to Primary Care Support England (PCSE)	Chief Financial Officer or Deputy Chief Financial Officer
(15) OTHER	Approval of CCG Constitution, Standing Orders, Prime Financial Policies, Scheme of Delegation, Scheme of Reservation	Retained by Governing Body
	Approval of CCG Strategies	Retained by Governing Body
	Approval of CCG policies as follows: Health and Safety Risk Management Major Incident Standards of Business Conduct Commissioning Policies (with legal,	Audit Committee, with ratification by Governing Body

	budget or public interest implications)	
	Approval of other policies and procedures	Audit Committee Finance and Information Committee Quality and Clinical Governance Committee Remuneration Committee Primary Care Commissioning Committee
	Maintenance of register of interests, and register of gifts, hospitality and sponsorship	Chief Operating Officer
	Conflicts of Interest: - reported at Committee meetings - passed on by Committee Chairs and more complex issues,	- Relevant Committee chair - Conflicts of Interest Guardian
	Maintenance of Losses and Special Payments Register	Chief Financial Officer
	Reporting of losses through fraud and theft etc.	Chief Financial Officer, reported to Audit Committee
	Ex gratia payments to patients or staff for loss of personal effects, all	Accountable Officer or Chief Operating Officer or Chief Financial Officer,

	values	reported to Audit Committee
	Approval of individual compensation payments (staff or former staff) <£50,000	Accountable Officer or Chief Operating Officer or Chief Financial Officer, reported to Audit Committee
	Approval of individual compensation payments (staff or former staff) >£50,000	Accountable Officer or Chief Operating Officer or Chief Financial Officer , then ratified by Governing Body
	Approval of individual compensation payments (patients or former patients) Non NHS Resolution<£50,000	Accountable Officer or Chief Operating Officer or Chief Financial Officer, reported to Audit Committee
	Approval of individual compensation payments (patients or former patients) Non NHS Resolution>£10,000 or all NHS Resolution.	Accountable Officer or Chief Operating Officer or Chief Financial Officer , then ratified by Governing Body
	Compensation payments made under legal obligation	Accountable Officer or Chief Operating Officer or Chief Financial Officer , then ratified by Governing Body
	Sealing of documents	Accountable Officer or Chief Operating Officer or Chief Financial Officer, ratified by Governing Body