NHS
North Lincolnshire
Clinical Commissioning Group

Date:	14th February 2019
Meeting:	Governing Body
Item Number:	Item 7.5
Public/Private:	Public ☒ Private ☐

Author: *(Name, Title)*	Mike Napier, Associate Director of Corporate Affairs
GB Lead: *(Name, Title)*	Mike Napier, Associate Director of Corporate Affairs
Director approval	Mike Napier, Associate Director of Corporate Affairs
Director Signature	

Report Title:
CCG Constitution and associated documentation update
Decisions to be made:
To comment and approve the new draft CCG Constitution and note next steps for formal adoption by 01 April 2019.

Continue to improve the quality of services	☐	**Improve patient experience**		☐
Reduced unwarranted variations in services	☐	**Reduce the inequalities gap in North Lincolnshire**		☐
Deliver the best outcomes for every patient	☐	**Statutory/Regulatory**		☒
Purpose (tick one only)	Approval ☐	Information ☒	To note ☐	Decision ☐

Executive Summary (Question, Options, Recommendations):		
NHS England issued revised CCG constitution guidance to CCGs in September 2018. The new model template represented a significant departure from the previous version. The CCG's Constitution was scheduled for review by the end of the financial year and so has been updated in accordance with the new national template. The CCG has been approved by NHSE for fully delegated primary commissioning from April 2019. The updated CCG Constitution and associated documentation reflects the changes necessary The enclosed paper sets out a summary of the key aspects to the guidance and its implications for the CCG.		
Recommendations	To note the new documentation and comment, as appropriate.	
Report history		
Equality Impact	Yes ☐ No ☒	
Sustainability	Yes ☐ No ☒	
Risk	Yes ☐ No ☒	
Legal	Yes ☒ No ☐	The CCG is required to maintain a constitution that meets NHSE requirements as part of a robust governance framework for the organisation
Finance	Yes ☐ No ☒	

Patient, Public, Clinical and Stakeholder Engagement to date

	N/A	*Y*	*N*	*Date*		*N/A*	*Y*	*N*	*Date*
Patient:	☐	☐	☒		**Clinical:**	☐	☐	☒	
Public:	☐	☐	☒		**Other:**	☐	☐	☒	

NHS NORTH LINCOLNSHIRE
CCG CONSTITUTION UPDATE BRIEFING
FEBRUARY 2018

1. Introduction

1.1 The CCG is required to have a published constitution as part of the NHS Act 2006 and the Health and Social Care Act 2012 and it is an integral part of the CCG's corporate governance arrangements. It is based on the model template issued by NHS England (NHSE) which set out the minimum legislative requirements as well as elements of good practice in governance expected by them.

1.2 NHS England issued a new template in September 2018 which CCGs may consider for adoption. While the new template is not mandated it represents a marked simplification to the documentation.

1.3 The CCG has been approved to take on fully delegated primary care commissioning from 01 April 2019. This necessitates an update to the CCG's Constitution as well as to the PCJCC Terms of Reference. Both aspects are reflected in the updated draft CCG Constitution.

1.4 For ease of reference, sections where the CCG has discretion on the wording or where updates to previous wording have been made are highlighted in yellow throughout the documentation.

2 Background information and context

2.1 The original template was issued in 2012 in the run-up to CCGs' authorisation and there have been a number of key changes to the health and social care landscape in the interim period which it has struggled to keep pace with. These include:

i) Legislative Reform Order (CCGs 2014) which enabled the establishment of joint commissioning between CCGs;

ii) Sustainability & Transformation Partnerships / Health and Social Care Partnerships and the move towards Integrated Care Systems; and,

iii) Evolution of CCGs' internal governance / shared governance arrangements as their organisational maturity has grown;

2.2 The previous update arrangements were particularly onerous and the new model seeks to introduce increased flexibility and future-proofing for CCGs whilst upholding the expected standards of transparency and accountability.

3 Information

3.1 A number of the changes are made with the intention of making it easier for CCGs to manage their constitution, as well as simpler and faster to update. In particular:

i) *Members sign up*;

The requirement that all member practices sign up to the constitution has been removed however the CCG will still need to demonstrate appropriate member engagement. This can most simply be achieved through the approval of the constitution by the council of members and governing body;

ii) *Materiality*;

Previous requirements meant that every minor change to the CCG's Constitution, no matter how trivial, needed Council of Member's approval prior to submission to NHSE. The concept of materiality has now been confirmed whereby the CCG may delegate authority to approve minor / trivial changes to the governing body (or a subset of its members).

In practice, North Lincolnshire CCG adopted an element of delegated approval to the governing body since its original constitution however the national changes formalise and enhance these arrangements if desired.

The delegated approvals need to be reflected in the scheme of reservation and delegation – which now sits outside the formal constitutional documentation.

Examples of "material" changes that must remain reserved to the membership (ie Council of Members) include changes to delegations outside of the CCG, changes to the way members are involved in decision making – such as the number of members on the governing body – and changes to the role of clinical leader.

iii) *Committees;*

Only the terms of reference of the statutory committees of the CCG need now be included / appended in the constitution (Primary Care, Integrated Audit & Governance and Remuneration Committees) and hence be subject to NHSE approval for any changes. The remainder must be set out within a CCG committee handbook, which must be published.

iv*)Scheme of reservation and delegation;*

The requirement to include this within the constitution has been removed, however, it must be kept up-to-date, published and a hyperlink provided in the constitution.

v) *Prime financial policies and standing financial instructions (SFIs)*

It is not now mandatory to include these in the constitution and hence makes the ability to keep them up-to-date much simpler, however, financial delegations must still be set out in the form of abridged SFIs.

3.2 Other points of note within the updated guidance / documentation are as follows:

i) *Remuneration committee;*

NHSE have particularly stressed that the law *does not* allow remuneration committees to make decisions about pay for CCG staff. Rather, there should be robust arrangements in place for the committee to make recommendations to the governing body – with appropriate management of conflicts of interest. These key aspects are reflected in the updated terms of reference appended to the constitution.

ii) *Joint decisions;*

Re-confirmation that joint decisions are only permitted for CCG commissioning functions. CCGs are unable to "double delegate", that is, delegate a function that has been delegated to them in the first place. This includes primary care commissioning.

Joint decision-making between the CCG and local authority is only possible in the specific circumstances where the existing legislation already allows. Beyond this, alternative arrangements are set out including Committees in Common but with greater clarification on the mechanics of how these arrangements should operate.

iii) *Annual General Meeting*

The draft constitution has been updated to clarify that the CCG's AGM will be a public meeting of the CCG, where Member Representatives will be invited to attend and speak, as appropriate (as opposed to an addendum to a routine CoM meeting). This affords greater flexibility to the design and format of the AGM moving forward.

4. Next steps

4.1 The draft was approved by the Executive Team on 95/02/19 and, subject to governing body approval, the documentation will be submitted to the Council of Members on 28th February 2019 – the latter being the key forum for approval prior to submission to NHS England.

4.2 The CCG is also required by NHS England to have the documentation subject to external legal review.

5. Conclusion and recommendation

5.1 The NHSE guidance provides a timely and helpful update to what was an ever increasingly difficult and outdated governance regime for the CCG to maintain.

5.2 The new framework increases the flexibility available to the CCG as to how it adopts and maintains its core governance arrangements whilst at the same time continuing to meet the minimum expectations of NHSE.

5.3 Whilst not mandated there is logic in the CCG adopting the new model framework issued by NHSE, particularly given the need in any case to reflect the requirements of primary care full delegation.

5.4 The Governing Body is asked to comment and approve the new draft CCG Constitution and note next steps for formal adoption by 01 April 2019.

.

North Lincolnshire
Clinical Commissioning Group

NHS NORTH LINCOLNSHIRE CLINICAL COMMISSIONING GROUP

CONSTITUTION

NHS North Lincolnshire Clinical Commissioning Group Constitution

Version	Effective Date	Changes
V 6.0	**Tbc subject to NHS England approval**	**Adoption of new NHS England standard model, reflection of additional primary care commissioning delegation from NHS England to the CCG.**

CONTENTS

1 Introduction

1.1 Name

The name of this clinical commissioning group is NHS North Lincolnshire Clinical Commissioning Group ("the CCG").

1.2 Statutory Framework

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

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

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

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

1.2.4 The CCG is subject to an annual assessment of its performance by NHS England which has powers to provide support or to intervene where it is satisfied that a CCG is failing, or has failed, to discharge any of our functions or that there is a significant risk that it will fail to do so.

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

1.3 Status of this Constitution

1.3.1 This CCG was first authorised on 1st April 2013.

1.3.2 Changes to this constitution are effective from the date of approval by NHS England.

1.3.3 The constitution is published on the CCG website at www.northlincolnshireccg.nhs.uk/

1.4 Amendment and Variation of this Constitution

1.4.1 This constitution can only be varied in two circumstances.

a) where the CCG applies to NHS England and that application is granted; and

b) where in the circumstances set out in legislation NHS England varies the constitution other than on application by the CCG.

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

a) Changes are thought to have a material impact;

b) Changes are proposed to the reserved powers of the members; or

c) At least half (50%) of all the Governing Body Members formally request that the amendments be put before the Council of Members for approval.

1.5 Related documents

1.5.1 This Constitution is also informed by a number of documents which provide further details on how the CCG will operate. With the exception of the Standing Orders and the Standing Financial Instructions, these documents do not form part of the Constitution for the purposes of 1.4 above. They are the CCG's:

a) Standing orders – which set out the arrangements for meetings and the selection and appointment processes for the CCG's Committees, and the CCG Governing Body (including Committees).

b) The Scheme of Reservation and Delegation – sets out those decisions that are reserved for the membership as a whole and those decisions that have been delegated by the CCG or the Governing Body

c) Prime financial policies – which set out the arrangements for managing the CCG's financial affairs.

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

e) The CCG Governance Handbook – (incorporating the CCG's Committee Handbook). Other contents will include:

- Standards of Business Conduct Policy – covering the arrangements the CCG has made for the management of conflicts of interest;
- Standing Orders;
- Standing Financial Instructions;
- The Scheme of Reservation and Delegation;
- Committees' terms of reference;
- Procedures for the admission or removal of members; and
- Other relevant policies and procedures.

The handbook can be viewed at www.northlincolnshireccg.nhs.uk/

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 Corporate Governance Handbook;

b) appoint independent lay members and non-GP clinicians to our Governing Body;

c) manage actual or potential conflicts of interest in line with NHS England's statutory guidance *Managing Conflicts of Interest: Revised Statutory Guidance for CCGs 2017* and expected standards of good practice (see also part 6 of this constitution);

d) hold Governing Body meetings in public (except where we believe that it would not be in the public interest);

e) publish an annual commissioning strategy that takes account of priorities in the health and wellbeing strategy;

f) procure services in a manner that is open, transparent, non-discriminatory and fair to all potential providers and publish a Procurement Strategy;

g) involve the public, in accordance with its duties under section 14Z2 of the 2006 Act, and as set out in more detail in the CCG's Communications and

Engagement Strategy. Further detail can be found at www.northlincolnshireccg.nhs.uk/.

h) When discharging its duties under section 14Z2, the CCG will ensure that it continues to put the public voice at the heart of all its work and actively engage in all aspects of its work in a timely, fair, transparent and non-discriminatory manner;

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 the declarations of interest of Members, staff and others associated with the work of the CCG; and
b) publishing the CCG's declarations of gifts and hospitality.

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 of former Member, shall be liable on any winding-up or dissolution of the CCG to contribute to the assets of the CCG, whether for the payment of its debts and liabilities or the expenses of its winding-up or otherwise.

1.7.4. The CCG may indemnify any Member practice representative or other officer or individual exercising powers or duties on behalf of the CCG in respect of any civil

liability incurred in the exercise of the CCGs' business, provided that the person indemnified shall not have acted recklessly or with gross negligence.

2 Area Covered by the CCG

2.1.1 The area covered by the CCG is the county of North Lincolnshire.

3 Membership Matters

3.1 Membership of the Clinical Commissioning Group

3.1.1 The CCG is a membership organisation.

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

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

Member Practice	**Address**
Ashby Turn Primary Care Partners	The Link Scunthorpe DN16 2UT Practice Code: B81045
West Common Lane Teaching Practice	Dorchester Rd Scunthorpe DN17 1YH Practice Code : B81118
Dr S K Naeem	The Killingholme Surgery Town Street South Killingholme DN40 3EL Practice Code: B81648
The Birches Medical Practice	Ironstone Centre West Street Scunthorpe DN15 6HX Practice Code: B81617
Riverside Surgery	Barnard Ave Brigg DN20 8AS Practice Code: B81109
Cedar Medical Practice	275 Ashby Rd Scunthorpe DN16 2AB Practice Code: B81113

Central Surgery, Barton	King Street Barton on Humber DN18 5ER Practice Code: B81005
Ancora Medical Practice	291 Ashby Rd Scunthorpe DN16 2AB Practice Code: B81026
Cambridge Avenue Medical Centre	Medical Centre Cambridge Ave Bottesford Scunthorpe DN16 3LG Practice Code: B81022
Market Hill	Ironstone Centre West Street Scunthorpe DN15 6HX Practice Code: Y02787
Church Lane Medical Centre	Orchid Rise Scunthorpe DN15 7AN Practice Code: B81064
West Town Surgery	80 High St Barton on Humber DN18 5PU Practice Code : B81647
Kirton Lindsey & Scotter Surgery	Traingate Kirton in Lindsey DN21 4PQ Practice Code: B81099
The Oswald Road Medical Centre	78 - 80 Oswald Rd Scunthorpe DN15 7PG Practice Code: B81090
South Axholme Practice	The Surgery High Street Epworth DN9 1EP Practice Code: B81043

Trent View Medical Practice	45 Trent View Keadby DN17 3DR Practice Code: B81065
The Medical Centre, Barnetby	Victoria Rd Barnetby N Lincs DN38 6HZ Practice Code: B81628
The Surgery, Winterton	Manlake Ave Winterton DN15 9TA Practice Code: B81007
Bridge Street Surgery 53 Bridge St	Brigg N Lincs DN20 8NT Practice Code: B81063

3.2 Nature of Membership and Relationship with CCG

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

3.3 Speaking, Writing or Acting in the Name of the CCG

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

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

3.4 Members' Rights

3.4.1 The CCG's Scheme of Reservation and Delegation sets out those matters reserved to the Membership, via the meeting of Member representatives known as the Council of Members.

3.4.2 Ordinary meetings of the Council of Members will be held at regular intervals and at such times and places as the Member representatives may determine, but not less

than six occasions per year. The Chair of the Council of Members may call additional meetings as and when required in response to Members' reasonable requests or as part of the necessary discharge of Members' responsibilities.

3.4.3 The functioning of Council of Members meetings shall be in accordance with the arrangements set out in the CCG's Standing Orders.

3.4.4 An Annual General Meeting of the CCG will be held in public, where Member Representatives will be invited to attend and speak, as appropriate.

3.5 Members' Meetings

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

3.5.2 Practice representatives represent their practice's views and act on behalf of the practice in matters relating to the CCG. The primary means of engagement with practice representatives shall be through the Council of Members and practice representatives shall be expected to:

a) attend or ensure representation at the Council of Members meetings;

b) participate in matters reserved to the Council of Members; and

c) take part in the election and ratification of non-officer members of the Governing Body.

3.6 Practice Representatives

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

3.6.2 Practice representatives represent their practice's views and act on behalf of the practice in matters relating to the CCG. The primary means of engagement with practice representatives shall be through the Council of Members and practice representatives shall be expected to:

a) attend or ensure representation at the Council of Members meetings;

b) participate in matters reserved to the Council of Members; and
c) take part in the election and ratification of non-officer members of the Governing Body.

4 Arrangements for the Exercise of our Functions.

4.1 Good Governance

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

a) use of the governance toolkit for CCGs www.ccggovernance.org;

b) undertaking regular governance reviews;

c) adoption of standards and procedures that facilitate speaking out and the raising of concerns, including a freedom to speak up guardian;

d) adopting CCG values that include standards of propriety in relation to the stewardship of public funds, impartiality, integrity and objectivity;

e) the Good Governance Standard for Public Services;

f) the standards of behaviour published by the Committee on Standards in Public Life (1995) known as the 'Nolan Principles';

g) the seven key principles of the NHS Constitution;

h) relevant legislation including such as the Equality Act 2010; and

i) the standards set out in the Professional Standards Authority's guidance 'Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England'.

4.2 General

4.2.1 The CCG will:

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

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

4.3 Authority to Act: the CCG

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

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

4.4 Authority to Act: the Governing Body

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

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

5 Procedures for Making Decisions

5.1 Scheme of Reservation and Delegation

5.1.1 The CCG has agreed a scheme of reservation and delegation (SoRD) which is published in full within the CCG's Corporate Governance Handbook and on its website at www.northlincolnshireccg.nhs.uk.

5.1.2 The CCG's SoRD sets out:

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

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

5.2 Standing Orders

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

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

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

5.3 Standing Financial Instructions (SFIs)

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

5.3.2 A copy of the SFIs is included at Appendix 4 and form part of this constitution.

5.4 The Governing Body: Its Role and Functions

5.4.1 The Governing Body has statutory responsibility for:

a) ensuring that the CCG has appropriate arrangements in place to exercise its functions effectively, efficiently and economically and in accordance with the CCG's principles of good governance (its main function); and for

b) determining the remuneration, fees and other allowances payable to employees or other persons providing services to the CCG and the allowances payable under any pension scheme established.

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

a) Leading the setting of vision and strategy;

b) Approving commissioning plans developed in conjunction with member practices;

c) Monitoring performance against plans;

d) Providing assurance of strategic risk; and,

e) Making decisions on commissioned services, including care and support for patients where the CCG has a duty to commission health care services within available resources.

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

5.5 Composition of the Governing Body

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

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

a) The Chair (who shall be a GP);

b) The Accountable Officer (who shall be the Chief Officer);

c) The Chief Finance Officer;

d) A Secondary Care Specialist;

e) A registered nurse;

f) Two lay members:

- one who has qualifications expertise or experience to enable them to lead on finance and audit matters; and
- another who has knowledge about the CCG area enabling them to express an informed view about discharge of the CCG functions

5.5.3 The CCG has agreed the following additional members:

a) A third lay member who advises the CCG with respect to equality and inclusion;

b) Five GPs who represent member practices; and,

c) The Chief Operating Officer.

5.6 Additional Attendees at the Governing Body Meetings

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

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

a) The Director of Public Health (North Lincolnshire Council).

5.7 Appointments to the Governing Body

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

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

5.8 Committees and Sub-Committees

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

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

5.8.3 Each Committee and Sub-Committee established by either the CCG or the Governing Body operates under terms of reference and membership agreed by the CCG or Governing Body as relevant. Appropriate reporting and assurance

mechanisms must be developed as part of agreeing terms of reference for Committees and Sub-Committees.

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

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

5.9 Committees of the Governing Body

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

5.9.2 **Integrated Audit and Governance Committee:** This Committee is accountable to the Governing Body and provides the Governing Body with an independent and objective view of the CCG's compliance with its statutory responsibilities. The Committee is responsible for arranging appropriate internal and external audit.

5.9.3 The Integrated Audit and Governance Committee will be chaired by a Lay Member who has qualifications, expertise or experience to enable them to lead on finance and audit matters and members of the Audit Committee may include people who are not Governing Body members.

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

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

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

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

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

5.9.9 The Governing Body has also established a number of other Committees to assist it with the discharge of its functions. These Committees are set out in the SoRD and further information about these Committees, including terms of reference, are published in the CCG's Corporate Governance Handbook (incorporating a Committees Handbook) which can be found at www.northlincolnshireccg.nhs.uk

5.10 Collaborative Commissioning Arrangements

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

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

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

a) reporting arrangements to the Governing Body, at appropriate intervals;

b) engagement events or other review sessions to consider the aims, objectives, strategy and progress of the arrangements; and

c) progress reporting against identified objectives.

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

a) identify the roles and responsibilities of those CCGs or other partner organisations that have agreed to work together and, if formal joint working is being used, the legal basis for such arrangements;

b) specify how performance will be monitored and assurance provided to the Governing Body on the discharge of responsibilities, so as to enable the Governing Body to have appropriate oversight as to how system integration and strategic intentions are being implemented;

c) set out any financial arrangements that have been agreed in relation to the collaborative arrangements, including identifying any pooled budgets and how these will be managed and reported in annual accounts;

d) specify under which of the CCG's supporting policies the collaborative working arrangements will operate;

e) specify how the risks associated with the collaborative working arrangement will be managed and apportioned between the respective parties;

f) set out how contributions from the parties, including details around assets, employees and equipment to be used, will be agreed and managed;

g) identify how disputes will be resolved and the steps required to safely terminate the working arrangements;

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

5.11 Joint Commissioning Arrangements with Local Authority Partners

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

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

a) Delegating specified commissioning functions to the Local Authority;

b) Exercising specified commissioning functions jointly with the Local Authority;

c) Exercising any specified health -related functions on behalf of the Local Authority.

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

a) agree formal and legal arrangements to make payments to, or receive payments from, the Local Authority, or pool funds for the purpose of joint commissioning;

b) make the services of its employees or any other resources available to the Local Authority; and

c) receive the services of the employees or the resources from the Local Authority.

d) where the Governing Body makes an agreement with one or more Local Authority as described above, the agreement will set out the arrangements for joint working, including details of:

- how the parties will work together to carry out their commissioning functions;
- the duties and responsibilities of the parties, and the legal basis for such arrangements;

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

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

5.12 Joint Commissioning Arrangements – Other CCGs

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

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

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

a) delegating any of the CCG's commissioning functions to another CCG;

b) exercising any of the Commissioning Functions of another CCG; or

c) exercising jointly the Commissioning Functions of the CCG and another CCG.

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

a) make payments to another CCG;

b) receive payments from another CCG; or

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

d) receive the services of the employees or the resources available to another CCG.

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

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

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

a) how the parties will work together to carry out their commissioning functions;

b) the duties and responsibilities of the parties, and the legal basis for such arrangements;

c) how risk will be managed and apportioned between the parties;

d) financial arrangements, including payments towards a pooled fund and management of that fund;

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

5.12.8 The responsibility of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.12.3. 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 Integrated Audit and Governance Committee Chair to be the Conflicts of Interest Guardian. In collaboration with the CCG's governance lead, their role is to:

a) Act as a conduit for GP practice staff, members of the public and healthcare professionals who have any concerns with regards to conflicts of interest;
b) Be a safe point of contact for employees or workers of the CCG to raise any concerns in relation to conflicts of interest;
c) Support the rigorous application of conflict of interest principles and policies;
d) Provide independent advice and judgment to staff and members where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation
e) Provide advice on minimising the risks of conflicts of interest.

6.2 Declaring and Registering Interests

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

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

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

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

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

6.2.6 Activities funded in whole or in part by 3rd parties who may have an interest in CCG business such as sponsored events, posts and research will be managed in accordance with the CCG policy to ensure transparency and that any potential for conflicts of interest are well-managed.

6.3 Training in Relation to Conflicts of Interest

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

6.4 Standards of Business Conduct

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

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

b) follow the Seven Principles of Public Life; set out by the Committee on Standards in Public Life (the Nolan Principles);

c) comply with the standards set out in the Professional Standards Authority guidance - *Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England; and*

d) comply with the CCG's Standards of Business Conduct, including the requirements set out in the policy for managing conflicts of interest which is available on the CCG's website and will be made available on request.

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

Appendix 1: Definitions of Terms Used in This Constitution

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

	14Q under the NHS Act 2006, and such generally accepted principles of good governance as are relevant to it.
Governing Body Member	Any individual appointed to the Governing Body of the CCG
Healthcare Professional	A Member of a profession that is regulated by one of the following bodies: the General Medical Council (GMC) the General Dental Council (GDC) the General Optical Council; the General Osteopathic Council the General Chiropractic Council the General Pharmaceutical Council the Pharmaceutical Society of Northern Ireland the Nursing and Midwifery Council the Health and Care Professions Council any other regulatory body established by an Order in Council under Section 60 of the Health Act 1999
Lay Member	A lay Member of the CCG Governing Body, appointed by the CCG. A lay Member is an individual who is not a Member of the CCG or a healthcare professional (as defined above) or as otherwise defined in law.
Primary Care Commissioning Committee	A Committee required by the terms of the delegation from NHS England in relation to primary care commissioning functions. The Primary Care Commissioning Committee reports to NHS England and the Governing Body
Professional Standards Authority	An independent body accountable to the UK Parliament which help Parliament monitor and improve the protection of the public. Published *Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England* in 2013
Member/ Member Practice	A provider of primary medical services to a registered patient list, who is a Member of this CCG.
Member practice	Member practices appoint a healthcare professional to act as

representative	their practice representative in dealings between it and the CCG, under regulations made under section 89 or 94 of the 2006 Act or directions under section 98A of the 2006 Act.
NHS England	The operational name for the National Health Service Commissioning Board.
Registers of interests	Registers a group is required to maintain and make publicly available under section 14O of the 2006 Act and the statutory guidance issues by NHS England, of the interests of: the Members of the group; the Members of its CCG Governing Body; the Members of its Committees or Sub-Committees and Committees or Sub-Committees of its CCG Governing Body; and Its employees.
STP	Sustainability and Transformation Partnerships – the framework within which the NHS and local authorities have come together to plan to improve health and social care over the next few years. STP can also refer to the formal proposals agreed between the NHS and local councils – a “Sustainability and Transformation Plan”.
Joint Committee	Committees from two or more organisations that work together with delegated authority from both organisations to enable joint decision-making

Appendix 2: Committee Terms of Reference

1. Integrated Audit and Governance Committee

2. Remuneration Committee

3. Primary Care Commissioning Committee

1. Integrated Audit and Governance Committee

TERMS OF REFERENCE

1. PURPOSE

1.1 NHS North Lincolnshire Clinical Commissioning Group (CCG) Governing Body has established an Integrated Audit & Governance Committee in accordance with its Constitution, Standing Orders and Scheme of Delegation. These Terms of Reference set out the membership, remit, responsibilities and reporting arrangements of the Committee and shall have effect as if incorporated into the CCG's Constitution and Standing Orders.

The Integrated Audit and Governance Committee is responsible for providing assurance to the CCG Governing Body on the processes operating within the organisation for risk, control and governance. It assesses the adequacy of assurances that are available with respect to financial, corporate, clinical and information governance and also ensures Value for Money (VFM) and performance of all commissioned/ contracted services in relation to the role and function of the CCG.

1.2 The committee is able to direct further scrutiny, both internally and externally where appropriate, for those functions or areas where it believes insufficient assurance is being provided to the CCG Board.

1.3 Links and interdependencies

The Integrated Audit and Governance Committee is the primary committee for all strategic risk, control and governance matters of the organisation. It will seek suitable information and assurance from independent sources, such as internal / external audit, as well as from internal sources, such as executive officers / senior managers and other committees of the board, in particular:

- The Quality, Performance and Finance Committee;
- The Planning and Commissioning Committee;
- The Remuneration Committee; and,
- The Primary Care Commissioning Committee

1.4 The Integrated Audit and Governance Committee is chaired by a lay member of the Governing Body. In which case the term "Chair" is to be read as a reference to the Chair of the Committee as the context permits, and the term "member" is to be read as a reference to a member of the Committee also as the context permits.

2. ACCOUNTABILITY

2.1 The Integrated Audit and Governance Group is directly accountable to the governing body for overseeing and providing assurance on the matters detailed under Section 11 (Remit).

3. AUTHORITY

3.1 The Integrated Audit and Governance 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 Integrated Audit and Governance Committee.

3.2 Subject to such directions as may be given by the CCG governing body, it may establish sub-committees as appropriate and determine the membership and terms of reference of such. The Standing Orders and Prime Financial Policies of the CCG, as far as they are applicable, shall apply to the Integrated Audit and Governance Committee and its sub-committees.

3.3 The Integrated Audit and Governance Committee is authorised by the CCG Governing Body to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

4. REPORTING ARRANGEMENTS

4.1 All meetings shall be formally minuted and a record kept of all reports/documents considered.

4.2 The reporting arrangements to the CCG Governing Body shall be through the submission of a written Chair's Report on the progress made and assurances received to the next CCG Governing Body meeting. The report shall, where necessary, include details of any recommendations requiring ratification by the CCG Governing Body.

4.3 The Integrated Audit and Governance Committee will report to the CCG Governing Body at least annually on its work in support of the Annual Governance Statement, specifically commenting on the 'fitness for purpose' of the Board Assurance Framework (BAF); the completeness and 'embeddedness' of risk management in the organisation, and the integration of governance arrangements.

4.4 Copies of the Minutes are a standing item on the CCG Governing Body meetings. The Committee will provide an Annual Work plan to the CCG Governing Body for approval and an Annual Report from the Committee.

4.5 Disclosure/Freedom of Information Act (FOI): The senior officer with responsibility for corporate governance will be responsible for ensuring that FOI requirements in relation to the Committee's minutes and reports are met. The chair of the committee will seek the advice of the senior officer with responsibility for corporate governance in relation to any matters where an exemption as defined within the Freedom of Information Act 2000 is believed to apply.

5. MEMBERSHIP

5.1 The Membership of the Integrated Audit and Governance Committee is listed at Appendix 1. The chair of the CCG Governing Body shall not be a member of the Committee.

5.2 Members are required to attend 4 out of 6 of scheduled meetings. Attendance will be monitored throughout the year and any concerns raised with the Chair and relevant Member.

5.3 Any changes to the Integrated Audit and Governance Committee must be approved by the CCG Governing Body.

6. APPOINTMENT OF CHAIR

6.1 The Chair shall be appointed by the CCG Governing Body, and shall be a lay member, who has qualifications, expertise or experience such as to enable to express informed views about financial management and audit matters . The Vice- Chair shall be determined by the Governing Body.

7. QUORACY

7.1 The quorum for meetings shall be two members including the chair or vice chair.

7.2 If a quorum has not been reached, then the meeting may proceed if those attending agree but any record of the meeting should be clearly indicated as notes rather than formal Minutes, and no decisions may be taken by the non-quorate meeting of the Committee.

8. ATTENDANCE

8.1 The Chief Finance Officer, the Head of Governance and the Director of Nursing and Quality, or a suitable representative for each, and appropriate Internal and External Audit representatives shall normally attend meetings, however, at least once a year the Committee should meet privately with the Internal and External Auditors.

8.2 The Chief Officer should be invited to attend, at least annually, to discuss with the Committee the process for assurance that supports the Annual Governance Statement.

8.3 Other Directors/Managers should be invited to attend, particularly when the Committee is discussing areas of risk or operations that are the responsibility of those Directors/Managers.

9. MEETINGS

9.1 Meetings shall be administered in accordance with the CCG Constitution, Standing Orders and Prime Financial Policies.

9.2 Meetings of the Integrated Audit and Governance Committee shall be held bi-monthly (an additional meeting will be arranged to receive the Annual Accounts). The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary.

9.3 The Chief Finance Officer will ensure the Committee is supported administratively, and will oversee the following:

- Agreement of agenda with the Chair and attendees and the collation / circulation of papers;
- Taking the Minutes and keeping a record of matters arising and issues to be carried forward; and
- Advising the Committee on pertinent issues/areas.

9.4 An Annual Schedule of Meetings shall be agreed at, or before, the last meeting each year in order to circulate the schedule for the following year.

10. CONFIDENTIALITY

10.1 All Members are expected to adhere to the CCG's Constitution and Standards of Business Conduct and Conflicts of Interest Policy.

11. REMIT

11.1 The Integrated Audit and Governance Committee will fulfil the duties as set out in the Audit and Risk Assurance Committee Handbook (March 2016), as follows:

To advise the CCG Governing Body and Accountable Officer on:

- The strategic processes for risk, control and governance and the Governance Statement;
- The accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors;
- The planned activity and results of both internal and external audit;
- Adequacy of management response to issues identified by audit activity, including external audit's management letter;
- Assurances relating to the management of risk and corporate governance requirements for the organisation;
- (where appropriate) proposals for tendering for either Internal or External Audit services or for purchase of non-audit services from contractors who provide audit services;

- Anti-fraud policies, whistle-blowing processes, and arrangements for special investigations;

- Conflicts of interest and related policies and statutory CCG registers; and,

- The Committee will also periodically review its own effectiveness and report the results of that review to the Governing Body.

11.2 *Governance, Risk Management and Internal Control;* The Integrated Audit and Governance Committee shall review 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.
In particular, the Committee will review the adequacy and effectiveness of:

- All risk and control-related disclosure statements (in particular, the Annual Governance Statement together with any accompanying Head of Internal Audit statement, External Audit opinion or other appropriate independent assurances, prior to endorsement by the CCG Governing Body);

- The underlying assurance processes that indicate the degree of achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;

- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements (including health and safety) and related reporting and self- certification;

- The policies and procedures for all work related to fraud and corruption as set out in NHS Protect Standards – Anti Fraud, Bribery and Corruption; and

- The assurance processes in place for the management, recording and publishing of Declarations / Conflicts of Interest and the adherence to the standards of business conduct listed in the Constitution.

11.3 In carrying out this work, the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from Directors/Managers as appropriate, concentrating on the overarching systems of integrated governance, risk management and Internal Control, together with indicators of their effectiveness. This will be evidenced through the Committee's use of an effective Board Assurance Framework (BAF) to guide its work and that of the audit and assurance functions that report to it.

11.4 <u>Internal Audit</u>

The Committee shall ensure that there is an effective Internal Audit function established by management that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Chief Officer and the CCG Board. This will be achieved through:

- Consideration of the provision of the Internal Audit service, the cost of the audit and any questions of resignation and dismissal;

- Reviewing and approving the Internal Audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the Board Assurance Framework (BAF);

- Consideration of the major findings of Internal Audit work (and management response) and ensuring co-ordination between the Internal and External Auditors to optimise audit resources;

- Ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation; and,

- An Annual Review of the effectiveness of Internal Audit.

11.5 External Audit

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

- Consideration of the appointment and performance of the External Auditor, as far as the Audit Commission's rules permit;

- Discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensuring co-ordination, as appropriate, with other External Auditors in the local health economy;

- Discussion with the External Auditors of their local evaluation of audit risks and assessment of the CCG and associated impact on the Audit Fee; and,

- Reviewing all External Audit reports (including the report to those charged with governance), agreement of the Annual Audit Letter before submission to the CCG Governing Body and any work undertaken outside the Annual Audit Plan, together with the appropriateness of management response.

In line with the requirement for the CCG to procure external audit services from 2017/18 onwards, the Committee (under the delegated authority of the CCG Governing Body) will ensure there is sufficient scrutiny and oversight of the CCG's relationship with its external auditors by having an Auditor Panel.

The Committee shall perform the role of the Auditor Panel for the CCG. The Chair of the Committee shall also be the Chair of the Auditor Panel. The Auditor Panel shall:

a. Advise the CCG on the maintenance of an independent relationship with external auditors;

b. Advise the CCG on the selection and appointment of external auditors; and,

c. If asked, advise the CCG on any proposal to enter into a limited liability agreement.

To ensure the activities of the Auditor Panel are distinctive to the other activities of the Committee, the Chair of the Auditor Panel shall arrange separate Auditor Panel meetings as required, ensure minutes of meetings are formally recorded and submitted to the Board and provide a separate annual report to the Board of the panel's activities and decisions.

11.6 Other Assurance Functions

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

These will include, but not be limited to, any reviews by Department of Health Arms - length Bodies (ALBs) or regulators/inspectors (e.g. the Care Quality Commission, NHS Litigation Authority, etc.) and professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc.).

In addition, the Integrated Audit and Governance Committee will review the work of other committees within the organisation, whose work can provide relevant assurance to the Committee's own scope of work. This will particularly include the Planning and Commissioning Committee, the Primary Care Commissioning Committee and the Quality, Performance and Finance Committee.

Assurance will be sought to ensure compliance with statutory functions e.g. Continuing Health Care (CHC)

11.7 Anti-crime

The Committee shall satisfy itself that the organisation has adequate arrangements in place for anti-crime activity, including fraud, and shall review the outcomes of such work.

11.8 Management

The Committee shall request and review reports and positive assurances from Directors/Managers on the overall arrangements for governance, risk management and Internal Control.

They may also request specific reports from individual functions within the organisation as they may be appropriate to the overall arrangements.

11.9 Financial Reporting

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

It should ensure that the systems for financial reporting to the CCG Governing Body, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the CCG Governing Body.

The Committee shall review the Financial Statements to be included in the Annual Report before submission to the CCG Governing Body, focusing particularly on:

- The wording in the Annual Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
- Changes in, and compliance with, accounting policies and practices and estimation techniques;
- Unadjusted mis-statements in the Financial Statements;
- Significant judgements in preparation of the Financial Statements;
- Significant adjustments resulting from the audit;
- Letter of Representation, and
- Qualitative aspects of financial reporting.

11.10 The Committee shall also:

- Ensure effective risk management systems are in place including, but not limited to, the Board Assurance Framework (BAF); complaints; claims; incidents (including Serious Incidents (SIs)); statutory and mandatory training; staff experience; risk assessments and registers, and inspections accreditations;
- Provide a process for scrutiny of high risks identified on the Board Assurance Framework (BAF) and Risk Register;
- Develop and monitor governance policies;
- Oversee and monitor the development of Research Governance structures, systems and processes;
- Monitor health, safety and security systems and processes required in order to deliver sound health, safety and security;
- Oversee and monitor the development of information governance structures, systems and processes required in order to deliver sound information governance;
- Monitor the use of the CCG seal;

- Ensure a sound governance process is in place to monitor standards in relation to independent contractors and providers of healthcare; and,

- Ensure effective safeguarding systems are in place.

12. REVIEW OF THE TERMS OF REFERENCE

12.1 The Terms of Reference will be reviewed not less than annually and submitted to the CCG Governing Body for approval as necessary.

APPENDIX 1

INTEGRATED AUDIT & GOVERNANCE COMMITTEE MEMBERSHIP

Membership of the Committee is determined and approved by the CCG Governing Body and will comprise:

Members

- Lay Member Governance - Chair
- Lay Member (Vice Chair)
- Lay Member
- One CCG GP representative.

In Attendance (Standing Attendees)

- Chief Finance Officer
- Deputy Chief Finance Officer
- Head of Governance
- Director of Nursing and Quality
- External Audit Manager
- Internal Audit Manager

In Attendance (Add hoc)

- Chief Officer
- Counter Fraud Manager

N.B. Nominated deputies to attendees may be appointed subject to approval by the Chair.

2. Remuneration Committee

TERMS OF REFERENCE

1. Purpose

1.1 NHS North Lincolnshire Clinical Commissioning Group (CCG) has established a Remuneration Committee in accordance with its Constitution, Standing Orders and Scheme of delegation and is a formal committee of the Governing Body. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the committee and shall have effect as is incorporated into the CCG's Constitution and Standing Orders .

1.2 The purpose of this Committee is to advise and assist the governing body in meeting its responsibilities on determinations about the remuneration, fees and other allowances for employees and for people who provide services to the group and on determinations about allowances under any pension scheme that the CCG may establish as an alternative to the NHS pension scheme. In doing so the Committee will have proper regard to the organisation's circumstances and performance and to the provisions of any national agreements and NHS England guidance as necessary.

1.3 The Remuneration Committee will provide an opinion to the Integrated Audit and Governance Committee on the adequacy of controls and assurances available with respect to those matters set out in the Remuneration Committee's Terms of Reference.

2 ACCOUNTABILTY

2.1 The Remuneration Committee is accountable to the governing body for those matters under Section 11 (Remit)

3 AUTHORITY

3.1 The Remuneration Committee is authorised to investigate any activity within its Terms of Reference and may seek independent assurance or other expert advice, as necessary, in order to meet its objectives.

3.2 The Remuneration Committee is authorised and may seek independent assurance or other expert advice, as necessary, in order to meet its objectives.

4 REPORTING ARRANGEMENTS

4.1 All meetings shall be formally minuted and a record kept of all reports/documents considered.

4.2 The reporting arrangements to the governing body shall be through the submission of a written Chair's Report on the progress made and assurances received to the next available governing body meeting. The report

shall, where necessary, include details of any recommendations requiring ratification by the governing body.

4.3 The Remuneration Committee will set out an annual review of the achievement of its objectives via an annual workplan in an annual report to the governing body. Copies of the minutes of the committee will be received for information at the next available meeting of the governing body.

4.4 The senior officer with responsibility for corporate governance will be responsible for ensuring that Freedom of Information Act (FOI) requirements in relation to the Committee's minutes and reports are met. The chair of the committee will seek the advice of the senior officer with responsibility for corporate governance in relation to any matters where an exemption as defined within the Freedom of Information Act 2000 is believed to apply.

5 MEMBERSHIP

5.1 The Membership of the Remuneration Committee is listed at Appendix 1. Executive officers of the CCG are not eligible to be members.

6 APPOINTMENT OF CHAIRS

6.1 The Committee will be chaired by the lay member with responsibility for Patient and Public Involvement. The Vice-Chair shall be appointed by the Committee.

7 QUORACY

7.1 The quorum for meetings shall be three members including a minimum of two lay members

7.2 If a quorum has not been reached, then the meeting may proceed if those attending agree but any record of the meeting should be clearly indicated as notes rather than formal minutes, and no decisions may be taken by the non-quorate meeting of the Committee.

8 ATTENDANCE

8.1 The Chair of the Committee may invite senior officers of the CCG, a senior HR advisor or other independent advisors to attend the Committee, as appropriate.

8.2 The Accountable Officer shall normally attend meetings, however, the CCG Conflict of Interest Policy shall remain in place for all those in attendance.

9 MEETINGS

9.1 The Committee shall meet not less than bi-annually and on other such occasions as agreed between the chair of the Committee and the chair of the CCG. The frequency of meeting should be such as to ensure the Committee achieves its annual workplan.

9.2 Meetings shall be administered in accordance with the CCG's Constitution, Standing Orders and other relevant frameworks.

9.3 The Accountable Officer's office will ensure suitable administrative support is provided to the Committee.

10 CONFIDENTIALITY

10.1 The Committee will conduct its business in accordance with the codes of conduct set out for all governing body members and good governance practice as laid out in the Constitution. External or independent advisors will adhere to established standards of business confidentiality

11 REMIT

11.1 The purpose of the Committee is to:

i. Make recommendations to the Governing Body on determinations about pay and remuneration for employees of the CCG and people who provide services to the CCG and allowances under any pension scheme it might establish as an alternative to the NHS pension scheme.

ii. Make recommendations to the Governing Body on determinations about the pay and remuneration of members of the senior team secured under Very Senior Manager contracts as well as other members of the governing body;

iii. Review the performance of the Accountable Officer and other Very Senior Manager (VSM) officers and make recommendations to the Governing Body about annual salary awards, if appropriate.

iv. Consider any proposed extra-contractual severance payment to any employee or officer of the CCG, seeking HM Treasury approval, as appropriate, in accordance with the guidance 'Managing Public Money'.

12 TERMS OF REFERENCE

12.1 These Terms of Reference, and any subsequent amendments, shall be agreed by the NHS North Lincolnshire Clinical Commissioning Group. These Terms of Reference will be reviewed on an annual basis or earlier if necessary to comply with changes in national guidance and legislation.

APPENDIX 1

REMUNERATION COMMITTEE MEMBERSHIP

Membership is determined and approved by the governing body, in accordance with NHS England requirements, and will comprise:

Members

- Lay Member for Patient and Public Involvement (Chair)
- Lay Member for Audit (Vice-chair)
- GP Governing Body Member

In attendance (as and when required)

- Accountable Officer;
- Head of Governance;
- Senior specialist HR advisor;
- Other CCG senior officers, as appropriate; and,
- Other independent advisors, as appropriate.

Terms of Reference

Primary Care Commissioning Committee

April 2019

Terms of reference for Primary Care Commissioning Committee

1. Introduction

1.1 NHS North Lincolnshire Clinical Commissioning Group (CCG) has established a Primary Care Commissioning Committee ("Committee") for the management of the delegated functions and the exercise of the delegated powers conferred to the CCG by the NHS Commissioning Board (NHS England). The primary purpose of the Committee is to oversee the commissioning of primary medical services for the people of North Lincolnshire.

2. Statutory Framework

2.1. In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended), NHS England has delegated the exercise of the functions specified in Schedule 2 to these Terms of Reference to NHS North Lincolnshire CCG.

2.2 Arrangements made under section 13Z may be on such terms and conditions (including terms as to payment) as may be agreed between NHS England and the CCG.

2.3 Arrangements made under section 13Z do not affect the liability of NHS England for the exercise of any of its functions. However, the CCG acknowledges that in exercising its functions (including those delegated to it), it must comply with the statutory duties set out in Chapter A2 of the NHS Act and including:

a) Management of conflicts of interest (section 14O);

b) Duty to promote the NHS Constitution (section 14P);

c) Duty to exercise its functions effectively, efficiently and economically (section 14Q);

d) Duty as to improvement in quality of services (section 14R);

e) Duty in relation to quality of primary medical services (section 14S);

f) Duties as to reducing inequalities (section 14T);

g) Duty to promote the involvement of each patient (section 14U);

h) Duty as to patient choice (section 14V);

i) Duty as to promoting integration (section 14Z1); and,

j) Public involvement and consultation (section 14Z2).

2.4 The CCG will also need to specifically, in respect of the delegated functions from NHS England, exercise those in accordance with the relevant provisions of section 13 of the NHS Act.

2.5 The Committee is established as a committee of the governing body of NHS North Lincolnshire CCG in accordance with Schedule 1A of the "NHS Act".

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

3. Role of the Committee

3.1 The Committee has been established in accordance with the above statutory provisions to enable the members to make collective decisions on the review, planning and procurement of primary care services in North Lincolnshire, under delegated authority from NHS England.

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

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

3.4 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. This includes the following:

i. 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");

ii. Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);

iii. Decision-making on whether to establish new GP practices in an area;

iv. Approving practice mergers;

v. Making decisions on 'discretionary' payment (e.g., returner/retainer schemes).

vi. Currently commissioned extended primary care medical services; and

vii. Newly designed services to be commissioned from primary care

3.5 The CCG will also carry out the following activities:

i. To plan, including needs assessment, primary [medical] care services in North Lincolnshire;

ii. To undertake reviews of primary [medical] care services in North Lincolnshire;

iii. To co-ordinate a common approach to the commissioning of primary care services generally; and

iv. To manage the budget for commissioning of primary [medical] care services in North Lincolnshire.

4. Geographical coverage

4.1 The Committee will cover the area served by NHS North Lincolnshire CCG.

5. Membership

5.1 The membership will meet the requirements of the CCG's constitution and shall comprise:

i. Two CCG lay members (one of whom shall act as Chair of the Committee and one of whom shall act as Vice-chair of the Committee);
ii. Chief Officer;
iii. Director of Primary Care;
iv. Chief Financial Officer;
v. Chief Operating Officer;
vi. Director of Nursing and Quality;
vii. Secondary Care Doctor CCG Governing body; and
viii. Director of Public Health

5.2 The following shall be non-voting standing attendees of the Committee:

i. A representative of North Lincolnshire Healthwatch;
ii. A representative of the Local Medical Committee (LMC);
iii. An elected member of the North Lincolnshire Health and Wellbeing Board;
iv. NHS England Representative, Head of Co-Commissioning (Localities) (or immediate deputy); and
v. NHS North Lincolnshire CCG Governing Body GP Members and Chair of the Council of Members.

6. Meetings

6.1 The Committee shall be held in accordance with the CCG's Constitution, Standing Orders and Standing Financial Instructions. Specifically, insofar as they relate to the:

i. Notice of Committee meetings
ii. Operation of Committee meetings;
iii. Preparation of Committee agendas;
iv. Circulation of Committee papers; and
v. Management of conflicts of interest.

6.2 The Committee shall meet not less than bi-monthly and on other such occasions as agreed between the Chair of the Committee and the Chair of the CCG governing body. The frequency of meeting should be such as to ensure the Committee achieves its annual work-plan.

6.3 A meeting shall be quorate when a minimum of four members are present, including either the Chair or Vice-chair of the Committee.

6.4 If a quorum has not been reached, then the meeting may proceed if those attending agree but any record of the meeting should be clearly indicated as notes rather than formal minutes, and no decisions may be taken by the non-quorate meeting of the Committee.

6.5 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.

6.4 The Committee shall meet in public, save for when it resolves to exclude the public from a meeting (whether for the whole or part of the proceedings) as it determines publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960, as amended or succeeded from time to time.

7. Voting

7.1 Members will work collaboratively to reach decisions by consensus and agreement wherever possible. Where exceptionally this is not possible each Member shall have one vote and the Committee shall reach decisions by a simple majority of Members present, but with the Chair having a second and casting vote if necessary.

8. Reporting and review

8.1 All meetings shall be formally minuted and a record kept of all reports/documents considered.

8.2 The reporting arrangements to the CCG governing body shall be through the submission of a written Chair's summary report on the progress made and opinion of confidence provided to the next CCG governing body meeting. The report shall, where necessary, include details of any recommendations requiring ratification by the CCG governing body. The Chair's Report shall also be sent to NHS England – Yorkshire and the Humber.

8.3 Copies of the Minutes are a standing item on the CCG's governing body and shall also be sent to NHS England – Yorkshire and the Humber. The Committee will provide an Annual Workplan to the CCG governing body for approval and an Annual Report.

9. Confidentiality, Conflicts of Interest and Standards of Business Conduct

9.1 All Members are expected to adhere to the CCG Constitution, Standards of Business Conduct and Conflicts of Interest Policy.

9.2 In circumstances where a potential conflict is identified the Chair of the Committee will determine the appropriate steps to take in accordance with the CCG's Conflicts of Interest decision-making matrix. This action may include, but is not restricted to, withdrawal from the meeting for the conflicted item or remaining in the meeting but not voting on the conflicted item.

9.3 All Members shall respect confidentiality requirements as set out in the CCG Constitution.

10. Other provisions

10.1 The Committee will make decisions within the bounds of its remit.

10.2 The decisions of the Committee shall be binding on NHS England and NHS North Lincolnshire CCG.

10.3 These Terms of Reference shall be reviewed not less than annually, and be subject to any revised model terms of reference issued by NHS England from time to time.

SCHEDULE 1
DELEGATION BY NHS ENGLAND TO
NHS NORTH LINCOLNSHIRE CCG

Delegation

1. In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended) ("NHS Act"), NHS England has delegated the exercise of the functions specified in this Delegation to NHS North Lincolnshire CCG to empower NHS North Lincolnshire CCG to commission primary medical services for the people of North Lincolnshire.

2. NHS England and the CCG have entered into the Delegation Agreement that sets out the detailed arrangements for how the CCG will exercise its delegated authority.

3. Even though the exercise of the functions passes to the CCG the liability for the exercise of any of its functions remains with NHS England.

4. In exercising its functions (including those delegated to it) the CCG must comply with the statutory duties set out in the NHS Act and/or any directions made by NHS England or by the Secretary of State, and must enable and assist NHS England to meet its corresponding duties.

Commencement

5. This Delegation, and any terms and conditions associated with the Delegation, take effect from 1 April 2019.

6. NHS England may by notice in writing delegate additional functions in respect of primary medical services to the CCG. At midnight on such date as the notice will specify, such functions will be Delegated Functions and will no longer be Reserved Functions

Role of the CCG

7. The CCG will exercise the primary medical care commissioning functions of NHS England as set out in Annex 1 to this Delegation and on which further detail is contained in the Delegation Agreement.

8. NHS England will exercise its functions relating to primary medical services other than the Delegated Functions set out in Annex 1 including but not limited to those set out in Annex 2 to this Delegation and as set out in the Delegation Agreement.

Exercise of delegated authority

9. The CCG must establish a committee to exercise its delegated functions in accordance with the CCG's constitution and the committee's terms of reference. The structure and operation of the committee must take into account guidance issued by NHS England. This committee will make the decisions on the exercise of the delegated functions.

10. The CCG may otherwise determine the arrangements for the exercise of its delegated functions, provided that they are in accordance with the statutory framework (including Schedule 1A of the NHS Act) and with the CCG's Constitution.

11. The decisions of the CCG Committee shall be binding on NHS England and NHS North Lincolnshire CCG.

Accountability

12. The CCG must comply with the financial provisions in the Delegation Agreement and must comply with its statutory financial duties, including those under sections 223H and 223I of the NHS Act. It must also enable and assist NHS England to meet its duties under sections 223C, 223D and 223E of the NHS Act.

13. The CCG will comply with the reporting and audit requirements set out in the Delegation Agreement and the NHS Act.

14. NHS England may, at its discretion, waive non-compliance with the terms of the Delegation and/or the Delegation Agreement.

15. NHS England may, at its discretion, ratify any decision made by the CCG Committee that is outside the scope of this delegation and which it is not authorised to make. Such ratification will take the form of NHS England considering the issue and decision made by the CCG and then making its own decision. This ratification process will then make the said decision one which NHS England has made. In any event ratification shall not extend to those actions or decisions that are of themselves not capable of being delegated by NHS England to the CCG.

Variation, Revocation and Termination

16. NHS England may vary this Delegation at any time, including by revoking the existing Delegation and re-issuing by way of an amended Delegation.

17. This Delegation may be revoked at any time by NHS England. The details about revocation are set out in the Delegation Agreement.

18. The parties may terminate the Delegation in accordance with the process set out in the Delegation Agreement.

Signed by TBC
Chief Financial Officer

ANNEX 1 –Delegated Functions

a) decisions in relation to the commissioning, procurement and management of Primary Medical Services Contracts, including but not limited to the following activities:

i) decisions in relation to Enhanced Services;

ii) decisions in relation to Local Incentive Schemes (including the design of such schemes);

iii) decisions in relation to the establishment of new GP practices (including branch surgeries) and closure of GP practices;

iv) decisions about 'discretionary' payments;

v) decisions about commissioning urgent care (including home visits as required) for out of area registered patients;

b) the approval of practice mergers;

c) planning primary medical care services in the Area, including carrying out needs assessments;

d) undertaking reviews of primary medical care services in the Area;

e) decisions in relation to the management of poorly performing GP practices and including, without limitation, decisions and liaison with the CQC where the CQC has reported non-compliance with standards (but excluding any decisions in relation to the performers list);

f) management of the Delegated Funds in the Area;

g) Premises Costs Directions functions;

h) co-ordinating a common approach to the commissioning of primary care services with other commissioners in the Area where appropriate; and

i) such other ancillary activities as are necessary in order to exercise the Delegated Functions.

ANNEX 2 - Reserved Functions

a) management of the national performers list;

b) management of the revalidation and appraisal process;

c) administration of payments in circumstances where a performer is suspended and related performers list management activities;

d) Capital Expenditure functions;

e) section 7A functions under the NHS Act;

f) functions in relation to complaints management;

g) decisions in relation to the Prime Minister's Challenge Fund; and

h) such other ancillary activities that are necessary in order to exercise the Reserved Functions;

Appendix 3: Standing Orders

1. STATUTORY FRAMEWORK AND STATUS

1.1. Introduction

1.1.1. These Standing Orders have been drawn up to regulate the proceedings of the North Lincolnshire CCG so that the Group can fulfil its obligations, as set out largely in the 2006 Act, as amended by the 2012 Act and related regulations. They are effective from the date the CCG is established.

1.1.2. The Standing Orders, together with the Group's Scheme of Reservation and Delegation and the CCG's Prime Financial Policies 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 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 to delegate powers;

e The Declaration of Interests and Standards of Business Conduct.

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

1.1.3 The Standing Orders, Scheme of Reservation and Delegation and Prime Financial Policies 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 Prime Financial Policies may be regarded as a disciplinary matter that could result in dismissal.

1.2 Schedule of Matters Reserved to the Clinical Commissioning Group and the Scheme of Reservation and Delegation

1.2.1 The 2006 Act (as amended by the 2012 Act) provides the 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 CLINICAL COMMISSIONING GROUP: COMPOSITION OF MEMBERSHIP, KEY ROLES AND APPOINTMENT PROCESS

2.1. Composition of Membership

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

2.1.2. Part 5 of the CCG's Constitution provides details of the governing structure used in the CCG's decision-making processes, as well as outlining certain key roles and responsibilities within the CCG and its Governing Body.

2.2. Key Roles

2.2.1. Section 5.5. of the CCG's Constitution sets out the composition of the CCG's Governing Body. Eligibility for all roles will be subject to compliance with regulations. These standing orders set out how the CCG appoints individuals to these key roles.

2.2.2. **The Chair**, as listed in section 6.7.2 of the CCG Constitution, is subject to the following appointment process:

a **Nomination:**

Eligible candidates formally notify the Accountable Officer, in accordance with the appropriate specified arrangements and deadline for appointment, of their willingness to stand for election. Their nomination must also be seconded by one current member of the Council of Members.

b **Eligibility**:

i) A GP working within North Lincolnshire CCG's geographical boundaries; and,
ii) A person that meets all the criteria set out in The National Health Service (Clinical Commissioning Groups) Regulations 2012,

through the assessment of an independent panel of members convened by the Accountable Officer

c **Appointment Process:**

i) A formal process to determine each candidate's competency to perform the role as set out in the NHS Commissioning Board's publication Clinical Commissioning Group Governing Body Members: Role Outlines, Attributes and Skills, (October 2012).

ii) All candidates that successfully meet the competency requirements set out in i) above, are then able to proceed to the final stage of the selection process, namely a confidential ballet of all the practice representatives currently sitting on the Council of Members.

iii) The successful candidate will be the candidate who receives the highest number of Council of Member votes.

d **Terms of Office:**

4 years – with the exception of the first term of office which will be for 6 years, in order to ensure corporate continuity during the establishment of the CCG

E **Eligibility for Re-appointment:**

The current Chair shall be deemed eligible to stand for re-election provided that they:

i) Continue to meet the eligibility criteria; and

ii) Have not given grounds for removal

f **Grounds for Removal and Disqualification from Office**:

These are set out in schedule 5 of The National Health Service (Clinical Commissioning Groups) Regulations 2012, and also referred to below in section 2.2.9. of Standing Orders

g **Notice Period:**

3 months in writing to the Accountable Officer

2.2.3 **GPs** as listed in section 5.5.3. b) of the CCG's Constitution, are subject to the following appointment process:

a **Nomination:**

Eligible candidates formally notify the Accountable Officer, in accordance with the appropriate specified arrangements and deadline for appointment, of their willingness to stand for election. Their nomination must also be seconded by one current member of the Council of Members

b **Eligibility:**

i) A GP working within North Lincolnshire CCG's geographical boundaries; and,

ii) A person that meets all the criteria set out in The National Health Service (Clinical Commissioning Groups) Regulations 2012, through the assessment of an independent panel of members convened by the Accountable Officer

c **Appointment Process:**

i) A formal process to determine each candidate's competency to perform the role as set out in the NHS Commissioning Board's publication Clinical Commissioning Group Governing Body Members: Role Outlines, Attributes and Skills, (October 2012).

ii) All candidates that successfully meet the competency requirements set out in i) above, are then able to proceed to the final stage of the selection process, namely a confidential ballot of all the practice representatives currently sitting on the Council of Members.

iii) The successful candidate will be the candidate who receives the highest number of Council of Member votes

d **Term of Office:**

4 years – with the exception of the first term of office which will be for between 4 and 6 years, in order to ensure corporate continuity during the establishment of the CCG.

e **Eligibility for Re-appointment:**

A GP shall be deemed eligible to stand for re-election provided that they:

i) Continue to meet the eligibility criteria; and,

ii) Have not given grounds for removal

f **Grounds for Removal and Disqualification from Office**:

These are set out in schedule 5 of The National Health Service (Clinical Commissioning Groups) Regulations 2012, and also referred to below in section 2.2.9 of Standing Orders

g **Notice Period:**

3 months in writing to the Accountable Officer

2.2.4 **The Lay Members** as listed in section 5.5.2. f) and 5.5.3 a) of the CCG's Constitution, are subject to the following appointment process:

a **Nomination:**

By application, the nomination process is not used for these members

b **Eligibility:**

Have the relevant attributes and competencies as outlined in the NHS Commissioning Board's publication Clinical Commissioning Group Governing Body Members: Role Outlines, Attributes and Skills, (October 2012).

c **Appointment Process:**

Application and selection by an agreed panel.

d **Term of Office:**

4 years, to ensure corporate continuity one lay member as agreed by the Council of Members will serve 5 years in the first instance, subject to a maximum multiple term of office of 10 years.

e **Eligibility for Re-appointment:**

The current Lay Members shall be deemed eligible to stand for re-appointment provided that:

i) They continue to meet the eligibility criteria; and,

ii) Have not given grounds for removal.

f **Grounds for Removal and Disqualification from Office**:

These are set out in schedule 5 of The National Health Service (Clinical Commissioning Groups) Regulations 2012, and also referred to below in section 2.2.9 of Standing Orders

g **Notice Period:**

3 months in writing to the Accountable Officer.

2.2.5 **The Registered Nurse**, as listed in section 5.5.2. e) of the Group's Constitution, is subject to the following appointment process:

a **Nomination:**

Application and selection

b **Eligibility:**

i) Must have relevant experience and knowledge as outlined in the NHS Commissioning Board's publication Clinical Commissioning Group Governing Body Members: Role Outlines, Attributes and Skills, (October 2012).

ii) Must not be employed within primary medical services.

c **Appointment Process:**

Application and selection by an agreed panel

d **Term of Office:**

This is a substantive appointment, being tied with the executive role of Director of Nursing and Quality.

e **Eligibility for Re-appointment:**

Not applicable as this is a substantive appointment.

f **Grounds for Removal and Disqualification from Office**:

These are set out in schedule 5 of The National Health Service (Clinical Commissioning Groups) Regulations 2012, and also referred to below in 2.2.9 of Standing Orders

g **Notice Period:**

3 months in writing to the Accountable Officer.

2.2.6 **The Secondary Care Specialist Doctor**, as listed in section 5.5.2. d) of the Group's Constitution, is subject to the following appointment process:

a **Nomination:**

Application and selection.

b **Eligibility**

i) Must have relevant experience and knowledge as outlined in the NHS Commissioning Board's publication Clinical Commissioning Group Governing Body Members: Role Outlines, Attributes and Skills, (October 2012).

ii) Must not be on the GMC's General Practitioner Register

c **Appointment Process:**

Application and selection process

d **Term of Office:**

4 years, but to ensure corporate continuity one clinician (i.e. the Registered Nurse or Secondary Care Doctor only) to be determined and agreed by the Council of Members) may serve 5 years in the first instance

e **Eligibility for Re-appointment:**

The current Secondary Care Specialist Doctor shall be deemed eligible to stand for re-appointment provided that:

i) They continue to meet the eligibility criteria; and,

ii) Have not given grounds for removal

f **Grounds for Removal and Disqualification from Office**:

These are set out in schedule 5 of The National Health Service (Clinical Commissioning Groups) Regulations 2012, and also referred to below in section 2.2.9 of Standing Orders

g **Notice Period:**

3 months in writing to the Accountable Officer.

2.2.7 **The Accountable Officer**, as listed in section 5.5.2. b) of the Group's Constitution, is subject to the following appointment process:

a **Nomination:**

Application and selection

b **Eligibility:**

i) Meets the minimum eligible criteria as set out in The National Health Service (Clinical Commissioning Groups) Regulations 2012; and,

ii) Have relevant experience and knowledge as outlined in the NHS Commissioning Board publication Clinical Commissioning Group Governing Body Members: Role Outlines, Attributes and Skills, (October 2012).

c **Appointment Process:**

Application and selection

d **Term of Office:**

This is a substantive appointment

e **Eligibility for Reappointment:**

Not applicable as this is a substantive appointment

f **Grounds for Removal and Disqualification from Office**:

These are set out in schedule 5 of The National Health Service (Clinical Commissioning Groups) Regulations 2012, and also referred to below in section 2.2.9 of Standing Orders

g **Notice Period:**
As set out in the individual's employment contract.

2.2.8 **The Chief Finance Officer**, as listed in section 5.5.2. c) of the Group's Constitution, is subject to the following appointment process:

a **Nomination:**

Application and selection

b **Eligibility:**

iii) Meets the minimum eligible criteria as set out in The National Health Service (Clinical Commissioning Groups) Regulations 2012; and,

iv) Have relevant experience and knowledge as outlined in the NHS Commissioning Board publication Clinical Commissioning Group Governing Body Members: Role Outlines, Attributes and Skills, (October 2012).

c **Appointment Process:**

Application and selection

d **Term of Office:**

This is a substantive appointment

e **Eligibility for Reappointment:**

Not applicable as this is a substantive appointment

f **Grounds for Removal and Disqualification from Office**:

These are set out in schedule 5 of The National Health Service (Clinical Commissioning Groups) Regulations 2012, and also referred to below in section 2.2.9 of Standing Orders

g **Notice Period:**

As set out in the individual's employment contract.

2.2.9. The CCG's grounds for removal and disqualification from standing for, or holding membership of, the CCG's governing body for all the posts set out in section 5.5.2. and 5.5.3. are set out below:

Regulations provide that some individuals will not be eligible to be appointed to CCG governing bodies. Full details are included in schedule 5 of The National Health Service (Clinical Commissioning Groups) Regulations 2012.

The regulations state that the following are disqualified from membership of CCG governing bodies:

a MPs, MEPs, members of the London Assembly, and local councillors (and their equivalents in Scotland and Northern Ireland)

b Members including shareholders of, or partners in, or employees of commissioning support organisations

c A person who, within the period of 5 years immediately preceding the date of the proposed appointment, has been convicted:

i) In the United Kingdom of any offence

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 months without the option of a fine.

iii) A person subject to a bankruptcy restrictions order or interim order

iv) A person who within the period of 5 years immediately preceding the date of the proposed appointment has been dismissed (other than because of redundancy), from paid employment by any of the following: the Board, a CCG, SHA, PCT, NHS Trust or Foundation Trust, a Special Health Authority, a Local Health Board, a Health Board, or Special Health Board, a Scottish NHS Trust, a Health and Social Services Board, the Care Quality Commission, the Health Protection Agency, Monitor, the Wales Centre for Health, the Common Services Agency for the Scottish Health Service, Healthcare Improvement Scotland, the Scottish Dental Practice Board, the Northern Ireland Central Services Agency for the Health and Social Services, a Regional Health and Social Care Board, the Regional Agency for Public Health and Wellbeing, the Regional Business Services Organisation, Health and Social Care trusts, Special health and social care agencies, the Patient and Client Council, and the Health and Social Care Regulation and Quality Improvement Authority.

v) A healthcare professional who has been subject to an investigation or proceedings, by any regulatory body, in connection with the person‘s fitness to practise or any alleged fraud, the final outcome of which was suspension or erasure from the register (where this still stands), or a decision by the regulatory body which had the effect of preventing the person from practising the profession in question or imposing conditions, where these have not been superseded or lifted.

vi) A person disqualified from being a company director

vii) A person who has been removed from the office of charity trustee, or removed or suspended from the control or management of a charity, on the grounds of misconduct or mismanagement

2.2.10 The roles and responsibilities of each of these key roles are set out in NHS England's guidance, "*CCG Governing Body Role Outline, Attributes and Skills" w*hich can be found at www.england.nhs.uk/wp-content/uploads/2016/09/ccg-members-roles.pdf

.

2.2.11 In addition, it should be noted that for the Council of Members:

a Members are self-selected by each practice, from those individuals who are eligible to stand, and have an indefinite period of service, and can only be removed in extraordinary circumstances as set out in section 3.10.1 of Standing Orders.

b When a member cannot attend a meeting of the Council of Members the practice may select and send a self-selected Deputy from within their practice to act on behalf of their practice

c The Chair and Deputy Chair of the Council of members will be selected by a confidential vote of members, with a simple majority vote. Their term of office will be 4 years, except in the first instance where the term will be four years for the Chair and three years for the Deputy Chair to avoid them standing down at the same time

3. MEETINGS OF THE CLINICAL COMMISSIONING GROUP

General

3.1 Meetings

3.1.1 Ordinary meetings of the Council of Members, its Governing Body, Committees and Sub-Committees shall be held at regular intervals and at such times and places as the Group may determine and as detailed in their Terms of Reference.

3.1.2 The Council of Members and CCG Governing Body will normally meet on a bi-monthly basis.

Governing Body

3.1.3 The Governing Body will meet at least 4 times per year in public.

3.1.4 The Chair of the CCG Governing Body may call a meeting of the Governing Body at any time.

3.1.5 One-third or more members of the CCG Governing Body may request a meeting of the Governing Body by putting their request in writing / receipted e-mail to the Chair.

3.2. Notice of Meetings and the Business to be transacted

3.2.1 Before each meeting of the CCG Governing Body, a written notice specifying the business proposed to be transacted shall be sent to every member of the Governing Body and every member practice of the CCG at least 6 clear days before any meeting, or in line with the Chair's discretion (if exercised) in accordance with section 3.3.1.below.

3.2.2 No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under Standing Order 3.11.

3.2.3 Before each public meeting of the CCG or its Governing Body a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed on the CCG's website at least three clear days before the meeting.

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 the CCG Chair, at least 15 working days (or fewer days at the discretion of the Chair - i.e. excluding weekends and bank holidays) before the meeting takes place. Supporting papers for such items need to be submitted to the CCG's Business Manager for distribution at least 10 working days (or less at the discretion of the Chair) before the meeting takes place. The agenda and supporting papers will be circulated to all members of a meeting at least 5 working days (or less at the discretion of the Chair) before the date the meeting will take place.

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

3.4 Petitions

3.4.1 Where a petition has been received by the Group, 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 Group or its Governing Body or of a committee or sub-committee, the Chair of the Group, Governing Body, committee or sub-committee, if any and if present, shall preside. If the Chair is absent from the meeting, the Deputy 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 Deputy Chair, if present, shall preside. If both the Chair and Deputy Chair are absent, or are disqualified from participating, or there is neither a Chair or Deputy a member of the Group, Governing Body, committee or sub-committee respectively 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 Prime Financial Policies, at the meeting, shall be final.

3.7 Quorum

3.7.1 A meeting of North Lincolnshire CCG's Governing Body will be quorate when a minimum of 4 members are present. These 4 members must include the Chair or Deputy Chair, at least 2 General Practitioners, and either the CCG Accountable Officer or the Chief Finance Officer.

3.7.2 For all of the Governing Body's committees and sub-committees the details of the quorum arrangements and status of representatives are set out in the appropriate Terms of Reference.

3.8 Decision Making

3.8.1 Part 5 of the Group'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 Governing Body's meetings, decisions will be reached by consensus. Should this not be possible then a vote of members will be required, the process for which is:

a **Eligibility:** Only voting members can participate.

b **Majority necessary to confirm a decision:** All voting will be by a show of hands and decision decided by a simple majority.

c **Casting vote:** In the case of an equality of votes, the Chair shall have a second or casting vote.

d **Dissenting views:** Members taking a dissenting view but losing a vote will have their dissent recorded in the minutes.

3.8.2 Should a vote be taken, the outcome of the vote must be recorded in the minutes of the meeting.

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

3.8.4. Where powers are reserved and exercised by the Council of Members themselves, i.e. not been delegated to the Governing Body or its Committees, the decision making process for the Council of Members is set out in section 3.9.12.

Council of Members

3.9 Council of Members (CoM) Meetings

3.9.1 **Ordinary meetings** of the CoM shall be held at regular intervals, normally bi-monthly, and at such times and places as the Members may determine.

3.9.2 An **Extraordinary meeting** of the CoM may be called by:

i) The Chair of the CoM or
ii) One-third or more members of the CoM

3.9.3 For extraordinary meetings, members of the Council who are not able to attend the meeting in person, will be able to transfer their vote to another member of the Council who they know is planning to attend the meeting and who is willing to cast the member's vote on their behalf.

3.9.4 Transfer of votes will only be allowed for extraordinary CoM meetings, due to the short notice at which such meetings are by nature called. Any member who wishes to transfer their vote to another member of the Council must:

i) Obtain the consent of a member of the Council who is planning to attend the meeting to cast their vote in addition to their own.

ii) Notify via receipted e-mail or letter to the Chair of the CoM / Accountable Officer which will be received no later than 10am on the morning of the day that any meeting is scheduled.

3.9.5 Before each meeting of the CoM, a written notice specifying the business proposed to be transacted shall be sent to every member of the CoM at least 6 clear days before any meeting, or in line with the Chair's discretion (if exercised).

3.9.6 No business shall be transacted at the meeting other than that specified on the Agenda, unless at the discretion of the Chair. In addition, the names of all the members present at the meeting shall be recorded in the minutes of the CoM's meetings.

3.9.7 Items of business to be transacted for inclusion on the agenda of a meeting need to be notified to the CoM Chair, at least 15 working days (or fewer days at the discretion of the Chair - i.e. excluding weekends and bank holidays) before the meeting takes place. Supporting papers for such items need to be submitted to the CCG's Business Manager for distribution at least 10 working days (or less at the discretion of the Chair) before the meeting takes place. The agenda and supporting papers will be circulated to all members of a meeting at least 5 working days (or less at the discretion of the Chair) before the date the meeting will take place.

3.9.8 At any meeting of the CoM, the Chair of the CoM, if present, shall preside. However, if the Chair is absent from the meeting, the Deputy Chair, if any and if present, shall preside.

3.9.9 If the Chair is absent temporarily on the grounds of a declared conflict of interest the Deputy Chair, if present, shall preside. If both the Chair and Deputy Chair are absent, or are disqualified from participating, a member of the CoM shall be chosen by the members present, or by a majority of them, and they shall preside for that element of the meeting or the meeting, as applicable.

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

3.9.11 A meeting of North Lincolnshire CCG's CoM will be quorate when a minimum of 60% of eligible members are in attendance. (Note as the 60% figure is based on the number of practice representatives who have the power to vote, this calculation will be adjusted to account for the number of transferrable votes for extraordinary meetings, and will be rounded up to the nearest whole number).

3.9.12. The voting arrangements for the CoM shall be as follows,

a *Eligibility*: Only voting members can participate.

b *Majority necessary to confirm a decision*: All voting will be by a show of hands and decision decided by a simple majority.

c *Casting vote*: In the case of an equality of votes, the Chair shall have a second or casting vote.

d *Dissenting views*: Members taking a dissenting view but losing a vote will have their dissent recorded in the minutes.

3.9.13. Should a vote be taken, the outcome of the vote must be recorded in the minutes of the meeting.

Governing Body and / or Council of Members

3.10 Removal of a Chair or Council of Member (CoM) Representative

3.10.1 On an individual basis, the Chair (i.e. of either the Governing Body or CoM) or individual representatives of Practices (but not Practices themselves) can be:

a Removed or disqualified from office because they have breached the grounds for removal and disqualification from office set out in schedule 5 of The National Health Service (Clinical Commissioning Groups) Regulations 2012, and also referred to above in section 2.2.9 in Standing orders (Appendix C) or

b Removed from office when they have lost the confidence of the clear majority of the Council of Members. The clear majority view will be established in the following manner:

i) When a member of the CoM with the written (or via the receipted e-mail) support of 50% or more of other members of the CoM, will approach the Accountable Officer in writing (or via receipted e-mail) to request a formal vote of confidence at the next appropriate meeting of the CoM.

ii) Where the Vote of Confidence relates to the Chair of the CoM, or Chair of the Governing Body, notice must be served to call an extraordinary meeting of the CoM. The Accountable Officer / Deputy Chair of the CoM or Governing Body as appropriate, will administer the requirements set out in section 3.9.2. of Standing Orders. If the required majority for the extraordinary meeting is achieved the Deputy Chair will preside over a confidential paper ballot. If 75% of CoM votes are cast against the incumbent Chair, the Chair's office will be deemed to be vacant with immediate effect. Until such times as an election of a new Chair can take place, the Deputy Chair will

step up to manage the CoM or Governing Body meetings, as applicable.

iii) Where the Vote of Confidence relates to any member of the CoM, other than the Chair, the Chair of the CoM will administer a vote to call an extraordinary meeting of the CoM. If the required majority for the extraordinary meeting is achieved, the Chair will preside over a confidential written ballot. If 100% of the CoM votes are cast against the specific practice representative in question (other than the member subjected to the vote of confidence), their host practice will be requested to select another practice representative to represent their practice at future CoM meetings, with immediate effect.

Governing Body

3.11 Emergency Powers and Urgent Decisions

3.11.1 Where decisions need to be taken as a matter of urgency the Chair may make decisions on behalf of North Lincolnshire CCG or any Committee of North Lincolnshire CCG after taking advice and achieving agreement with two of the following:

Group A: The Accountable Officer (Chief Officer), the Chief Finance Officer or the Chief Operating Officer

Group B: A Lay Member or GP Member of the Governing Body (if the Chair has a conflict of interest)

The two individuals where agreement is reached, must include at least one of the Officers listed in **Group A** above.

3.11.2 Such decisions are to be recorded in writing and notified to the Accountable Officer and Chief Finance Officer as soon as possible, and reported to the next meeting of the Governing Body and any relevant Committee.

3.11.3. The arrangements to call extraordinary meetings of the Governing Body are set out in section 3.1.5 of Standing Orders.

3.12 Suspension of Standing Orders

3.12.1 Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health or the NHS Commissioning Board, any part of these Standing Orders may be suspended at any meeting, provided the majority of the CCG members present are in agreement.

3.12.2 A decision to suspend standing orders together with the reasons for doing so shall be recorded in the minutes of the meeting.

3.12.3 A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Governing Body's Integrated Audit and Governance Committee through the Chair, for review of the reasonableness of the decision to suspend standing orders.

3.13 Record of Attendance

3.13.1 The names of all the members present at the meeting shall be recorded in the minutes of the CCG's meetings. In addition, 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.

3.14 Minutes

3.14.1 The minutes will be taken by a nominated member of the CCG staff and distributed to the Chair for confirmation of a true record of the meeting.

Once agreed the minutes will be distributed to all members of the meeting and confirmation at the next meeting will be sought to clarify that the content is a true account of the previous meeting.

3.15 Admission of Public and the Press

3.15.1 Admissions and exclusion are 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 as follows:-

"Representatives of the press, and other members of the public, will be excluded from the remainder of a 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 (Admissions to Meetings) Act 1960".

3.15.2 General disturbances

The Chair 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 North Lincolnshire 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 North Lincolnshire CCG Governing Body resolving as follows:-

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

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

a Matters to be dealt with by North Lincolnshire CCG Governing Body following the exclusion of representatives of the press, and other members of the public as provided above shall be confidential to the members of the Governing Body.

b Members and Officers or any employee or advisor of North Lincolnshire CCG in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of North Lincolnshire CCG, without the express permission of North Lincolnshire 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.

3.15.4 Observers at CCG Meetings – North Lincolnshire CCG will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any of North Lincolnshire CCG Governing Body's meetings and may change, alter or vary these terms and conditions as it deems fit.

4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

4.1 Appointment of Committees and Sub-Committees

4.1.1 The CCG may appoint committees and sub-committees of the CCG, subject to any regulations made by the Secretary of State, and make provision for the appointment of committees and sub-committees of its Governing Body. Where such committees and sub-committees of the CCG, or committees and sub-committees of its Governing Body, are appointed they are included in Part 6 of the CCG's Constitution.

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

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

4.2 Delegation of Powers by Committees to Sub-Committees

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

4.3 Approval of Appointments to Committees and Sub-Committees

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

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

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

6. USE OF SEAL AND AUTHORISATION OF DOCUMENTS

6.1 Clinical Commissioning Group's Seal

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

a. The Accountable Officer;

b. The Chair of the Governing Body;

c. The Chief Finance Officer; and,

d. The Chief Operating 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; and,

d. The Chief Operating Officer.

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

7.1 Policy Statements: General Principles

7.1.1 The CCG will from time to time agree and approve policy statements / procedures which will apply to all or specific groups of staff employed by North Lincolnshire 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.

Appendix 4: Standing Financial Instructions

The CCG's Standing Financial Instructions (SFIs) are part of the CCG's control environment and set out the delegated limits for financial commitments on behalf of the CCG. They contribute to good corporate governance, internal control and the management of risk. They enable sound administration, lessen the risk of irregularities and support commissioning and delivery of services. They also help the Accountable Officer and Chief Finance Officer perform their responsibilities effectively.

Together with the CCG's Prime Financial Policies and Scheme of Reservation and Delegation they are designed to ensure that the CCGs financial transactions are carried out in accordance with the law and Government policy in order to achieve probity, accuracy, economy, efficiency and effectiveness.

The CCG's Prime Financial Polices and Scheme of Reservation and Delegation can be found in the CCG's Corporate Governance Handbook, available at www.northlincolnshireccg.nhs.uk

The table below provides the specific breakdown with regards to financial limits for the approval of business cases~~,~~ that result in amendments to the CCG's financial plan, and the awarding of contracts:

Delegated Authority	Business Case	Contracts Award
Chief Finance Officer	Up to £14,999	Up to £14,999
Executive Director	£15,000 to £74,999	£15,000 to £499,999
Governing Body	£75,0000 and over	£500,000 and over

The signatory to all contracts will ordinarily be the Chief Finance Officer, in addition to an authorised signatory as set out in Standing Order 6.2.1, however in the absence of the Chief Finance Officer and in exceptional circumstances any individual authorised to execute a document on behalf of the CCG, as set out in Standing Order 6.2.1., shall be authorised to sign a contract on behalf of the Chief Finance Officer.

CCG employees that commit expenditure against a budget delegated to them, as identified in the CCG's Authorised Signatory List maintained by the Chief Finance Officer, must adhere to the specific financial limits delegated to them and follow the requirements of the Prime Financial Policies and the detailed financial policies. Failure to comply with these can be regarded as a disciplinary matter.