

## Constitution

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## 1. Introduction and Status

### 1.1. Name

- 1.1.1. The name of this clinical commissioning group is NHS Thurrock 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 April 1<sup>st</sup> 2013
- 1.3.2. Changes to this constitution are effective from April 1<sup>st</sup> 2021, the date of approval by NHS England.
- 1.3.3. The constitution is published on the CCG website at [www.thurrockccg.nhs.uk](http://www.thurrockccg.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. Proposed changes to this Constitution must be agreed by at least 75% of Member Practices in accordance with the Standing Orders 6.1.13 prior to an application to vary the constitution is made to NHS England as per 1.4.1 a) above.
- 1.4.3. This Constitution may be varied without agreement or consent of the Membership if the variation is deemed necessary as a result of any enactment, law or regulation.

### 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) **Standing Financial Instructions** – which set out the delegated limits for financial commitments on behalf of the CCG.
- d) **The CCG Governance Handbook** which is published on the CCG website and which includes:
  - Conflicts of Interest Policy describing the arrangements the CCG has made for the management of conflicts of interest
  - Standards of Business Conduct Policy – which includes the arrangements the CCG has made for gifts and hospitality and commercial sponsorship;
  - Committee terms of reference;
  - Other governance arrangements not included within the constitution and standing orders.

## 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 Governance Framework
- 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 Patient and

Public Involvement Strategy.

- h) When discharging its duties under section 14Z2, the CCG will ensure that:
- patients and the public are properly consulted and involved in the commissioning cycle. This will include publishing a Patient and Public Involvement Strategy. The strategy also identifies the way in which the CCG will adapt engagement activities to meet the specific needs of the different patient groups and communities.
  - it publishes reports of any consultations with patients and the public describing the findings and actions resulting. In addition, the CCG will publish information about health services on the CCG website and through other media.
  - It creates and establishes a Commissioning Reference Group (CRG), and approve a 'patient and public involvement / engagement plan' as part of the Patient and Public Involvement Strategy. The CRG will be open to any resident of Thurrock who is a member of HealthWatch Thurrock, their local GP Patient Participation Group (PPG), local Voluntary Association or a local charity. This is the mechanism by which the CCG will work in partnership with patients and the local community to secure the best care for them. Involvement of and comments from patients and the public (at the CRG) will be minuted, all feedback will be fully considered by the CCG (via the CRG) and a formal note made of decisions made.
  - any patient or member of the public will be entitled to a formal explanation of any decisions with which they disagree, which will be delivered through compliance with the CCG Complaints Policy. This process is documented within the CCG Engagement Plan. The group is not a formal committee of the CCG or Governing Body.
  - Reports are presented to the Governing Body at each public meeting on matters raised at the CRG.
  - it establishes the systems and processes for monitoring and acting on patient feedback, including complaints, and identifying quality and safety issues. The Quality and Patient Safety Committee is the Governing Body delegated committee responsible for ensuring quality and reviewing systems and process relating to quality and safety issues on a regular basis.
  - There is a Complaints Policy for handling complaints in accordance with the statutory framework for complaints handling.
- i) comply with local authority health overview and scrutiny requirements;

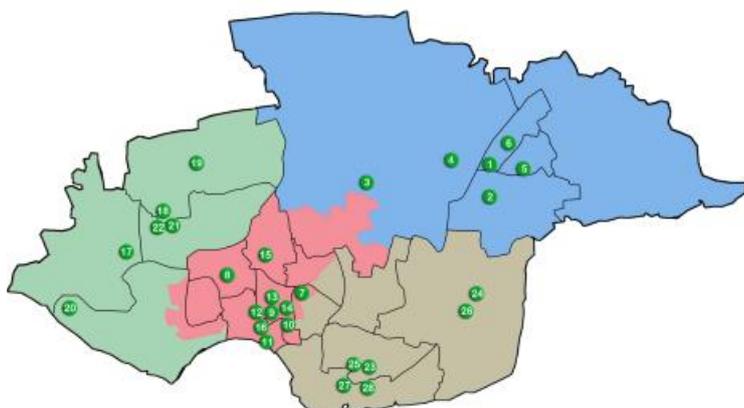
- j) meet annually in public to present an annual report which is then published;
- k) produce annual accounts which are externally audited;
- l) publish a clear complaints process;
- m) comply with the Freedom of Information Act 2000 and with the Information Commissioner Office requirements regarding the publication of information relating to the CCG;
- n) provide information to NHS England as required; and
- o) be an active member of the local Health and Wellbeing Board.

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

- a) publishing its principal commissioning and operational policies e.g. a policy about funding exceptional cases;
- b) holding engagement events with Member Practices, patients and the public throughout the year.
- c) developing relationships across Essex to develop plans for the wider transformation of services.
- d) Signing Section 75 agreements with Thurrock Council to deliver the Better Care Fund.
- e) Compliance with any relevant guidance or conditions set out by the NHS England.
- f) Working with NHS England to improve quality of primary medical care, and particularly take account of need and expressed demand as well as working towards improving the quality of specialised services.

## 2. Area Covered by the CCG

- 2.1. The area covered by the CCG is fully coterminous with Thurrock Borough Council.
- 2.2. The following map illustrates the NHS Thurrock CCG area:



## 3. Membership Matters

### 3.1. Membership of the Clinical Commissioning Group

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

Practice Name	Address
<b>PCN – Corringham and Stanford</b>	
(1) Hassengate Medical Centre	Southend Road, Stanford-le-Hope, Essex, SS17 0PH
(2) Neera Medical Centre	2 Wharf Road, Stanford-le-Hope, Essex, SS17 0BY
(3) Orsett Surgery	63 Rowley Road, Orsett, Essex, RM16 3ET
(4) The Surgery, Horndon-on-the-Hill	High Road, Horndon-on-the-Hill, Essex, SS17 8LB
(5) The Sorrells Surgery	7 The Sorrells, Stanford-le-Hope, Essex, SS17 7DZ
(6) Southend Road Surgery	271A Southend Road, Stanford-le-Hope, Essex, SS17 8HD

<b>PCN – Grays</b>	
(7) Balfour Medical Centre	2 Balfour Road, Grays, Essex, RM17 5NS
(8) Chafford Hundred Medical Centre	Drake Road, Chafford Hundred, Essex, RM16 6RS
(9) The Dell Medical Centre	111 Orsett Road, Grays, Essex, RM17 5HA
(10) East Thurrock Road Medical Centre	34 East Thurrock Rd, Grays, Essex, RM17 6SP
(11) The Grays Surgery	78 High Street, Grays, RM17 6HU
(12) Milton Road Surgery	12 Milton Road, Grays, Essex, RM17 5EZ
(13) Oddfellows Hall Health Centre	Odd Fellows Hall, Dell Road, Grays, Essex, RM17 5JY
(14) Primecare Medical Centre	167 Bridge Road, Grays, Essex, RM17 6DB
(15) Stifford Clays Medical Practice	Crammavill Street, Stifford Clays, Grays, Essex, RM16 2AP
(16) Thurrock Health Centre	55-57 High Street, Grays, Essex, RM17 6NB
<b>PCN – South Ockendon and Purfleet</b>	
(17) Aveley Medical Centre	22 High Street, Aveley, Essex, RM15 4AD
(18) Derry Court Medical Centre	Derry Court, Derry Ave, South Ockendon, Essex, RM15 5GN
(19) Pear Tree Surgery	Pear Tree Close, South Ockendon, Essex, RM15 6PR
(20) Purfleet Care Centre	Tank Hill Road, Purfleet, Essex, RM19 1SX
(21) The Sancta Maria Centre	Daiglen Drive, South Ockendon, Essex, RM15 5SZ
(22) Dr Yasin Surgery	Darenth Lane, South Ockendon, Essex, RM15 5LP
<b>PCN – Tilbury and Chadwell</b>	
(23) Commonwealth Health Centre	Quebec Road, Tilbury, Essex, RM18 7RB
(24) Medic House	Ottawa Road, Tilbury, Essex, RM18 7RJ
(25) The Rigg Milner Medical Centre	2 Bata Avenue, East Tilbury, Essex, RM18 8SD
(26) Sai Medical Centre	105 Calcutta Road, Tilbury, Essex, RM18 7QA
(27) Tilbury Health Centre	London Road, Tilbury, Essex RM18 8EB

### **3.2. Nature of Membership and Relationship with CCG**

- 3.2.1. The NHS Thurrock CCG is a membership organisation and will act as a representative of its Member Practices.
- 3.2.2. 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.
- 3.2.3. The governance arrangements set out within this Constitution underpin the ethos of a member body.

### **3.3. Members' Rights**

- 3.3.1. All Member Practices should receive one visit per year from representatives of the NHS Thurrock CCG to discuss practice level commissioning issues and priorities.
- 3.3.2. The Membership will elect the GP members of the Governing Body in accordance with the Standing Orders.
- 3.3.3. The Membership also have the right to remove GP members of the Governing Body in accordance with the Standing Orders.
- 3.3.4. Member Practices, via the GP members of the Governing Body shall be engaged in the commissioning and decision-making processes of the CCG that underpin clinically led commissioning in Thurrock.

### **3.4. Members' Meetings**

- 3.4.1. The CCG has established the Clinical Engagement Group (CEG) as the conduit for engaging with Member Practices. The CEG meets monthly and enables Member Practices to consider and feedback on engagement with the CCG so that strong relationships and effective communication links are effective. Each Practice is represented on the CEG by its Member Practice Representative.
- 3.4.2. Member Practices Engage with the Commissioning Reference Group (CRG), established by the CCG, as a means of obtaining the views and experiences of patients and carers through representatives from the individual Practice Participation Groups (PPG).
- 3.4.3. GP Members of our Governing Body also enable engagement with Member Practices.
- 3.4.4. The CCG Communications Plan ensures adequate engagement with Member Practices through access to the CCG newsletters and bulletins and other communications and engagement events.

### **3.5. Practice Representatives**

- 3.5.1. Each Member Practice has a nominated lead healthcare professional who represents the practice in the dealings with the CCG, and shall be known as the 'Member Practice Representative'.
- 3.5.2. The Member Practice Representative will be authorised to act on behalf of the practice when necessary in the management of CCG business.

## **4. Arrangements for the Exercise of our Functions**

### **4.1. Good Governance**

- 4.1.1. The CCG will, at all times, observe generally accepted principles of good governance. These include but are not limited to:
- a) the highest standards of propriety involving impartiality, integrity and objectivity;
  - b) the good stewardship of public funds, the management of the organisation and the conduct of its business;
  - c) The Good Governance Standard for Public Services; the standards of behaviour published by the Committee on Standards in Public Life (1995) known as the 'Nolan Principles';
  - d) the seven key principles of the NHS Constitution;
  - e) relevant legislation including such as the Equality Act 2010;
  - f) use of the governance toolkit for CCGs - [www.ccggovernance.org](http://www.ccggovernance.org);
  - g) undertaking regular governance reviews;
  - h) adoption of standards and procedures that facilitate speaking out and the raising of concerns including a freedom to speak up guardian;
  - i) the standards set out in the Professional Standard Authority's guidance 'Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England'.

## **4.2. General**

4.2.1. The CCG will:

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

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

## **4.3. Authority to Act: the CCG**

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

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

## **4.4. Authority to Act: the Governing Body**

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

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

## 5. Procedures for Making Decisions

### 5.1. Scheme of Reservation and Delegation

- 5.1.1. The CCG has agreed a scheme of reservation and delegation (SoRD) which is published in full in the Governance Framework on the CCG website.
- 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.
  - c) the delegated limits of financial authority. A copy of the delegated limits, extracted from the SoRD, is included at Appendix 4 and form part of this constitution.
- 5.1.3. The CCG remains accountable for all of its functions, including those that it has delegated. All those with delegated authority, including the Governing Body, are accountable to the Members for the exercise of their delegated functions.
- 5.1.4. Individuals with delegated authority (including Members of the Governing Body and its Committees or Joint Committees) must:
- comply with the NHS Thurrock CCG's principles of good governance, set out within this Constitution and the CCG Standards of Business Conduct,
  - operate in accordance with the NHS Thurrock CCG's Scheme of Reservation and Delegation,
  - comply with the NHS Thurrock CCG's Standing Orders,
  - where appropriate, ensure that Member Practices have had the opportunity to contribute to the NHS Thurrock CCG's decision making process,
  - operate in accordance with approved terms of reference,
  - ensure that any decisions are made using sound judgment on the basis of trusted intelligence.
- 5.1.5. The Accountable Officer may periodically propose amendments to the Scheme of Reservation and Delegation, which shall be considered and approved by the Governing Body unless:
- a) Changes are proposed to the reserved powers; or
  - b) At least half (50%) of the Governing Body members formally request that the amendments be put before the Membership for approval.

## 5.2. Standing Orders

- 5.2.1. The CCG has agreed a set of standing orders which describe the processes that are employed to undertake its business. They include procedures for:
- conducting the business of the CCG;
  - the appointments to key roles including Governing Body members;
  - the procedures to be followed during meetings; and
  - the process to delegate powers.
- 5.2.2. A full copy of the Standing Orders is included in Appendix 3. The Standing Orders form part of this constitution.

## 5.3. Standing Financial Instructions (SFIs)

- 5.3.1. The CCG has agreed a set of SFIs which are included in the Governance Handbook.

## 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 development of vision and strategy for the CCG;
  - b) overseeing and monitoring quality improvement;
  - c) approving the CCG's Commissioning Plans and its consultation arrangements;
  - d) stimulating innovation and modernisation;
  - e) overseeing and monitoring performance;
  - f) overseeing risk assessment and securing assurance actions to

mitigate identified strategic risks;

- g) promoting a culture of strong engagement with patients, their carers, Members, the public and other stakeholders about the activity and progress of the CCG;
- h) ensuring good governance and leading a culture of good governance throughout the CCG;
- i) Anything not specified in the SoRD as reserved to the Membership.

5.4.3. The detailed procedures for the Governing Body, including voting arrangements, are set out in the Standing Orders.

## **5.5. Composition of the Governing Body**

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

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

- a) The Chair (who is a GP from one of the Member Practices)
- b) The Accountable Officer
- c) The Chief Finance Officer
- d) A Secondary Care Specialist
- e) A registered nurse (who is an Executive Nurse known locally as the Chief Nurse or Executive Director of Nursing and Quality)
- 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
- b) A further 8 GPs drawn from member practices
- c) NHS Alliance Director or the Director responsible for Place

- 5.5.4. A Deputy Chair will be appointed from the Lay Members in accordance with the Standing Orders.

## **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) Practice Manager
- b) Director of Primary Care
- c) Associate Director of Corporate Governance
- d) Local Authority Representative
- e) Public Health Representative (Director of Public Health)
- f) Healthwatch Representative (Chief Operating Officer)

## **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.

- 5.7.3. High level descriptions of the roles are included in the Governance Handbook published on the CCG website

- 5.7.4. Biographies of those undertaking the roles can be found on the website

## 5.8. Committees and Sub-Committees

- 5.8.1. The CCG may establish Committees and Sub-Committees of the CCG.
- 5.8.2. The Governing Body may establish Committees and Sub-Committees.
- 5.8.3. Each Committee and Sub-Committee established by either the CCG or the Governing Body operates under terms of reference and membership agreed by the CCG or Governing Body as relevant. Appropriate reporting and assurance mechanisms must be developed as part of agreeing terms of reference for Committees and Sub-Committees.
- 5.8.4. With the exception of the Remuneration Committee, any Committee or Sub-Committee established in accordance with clause 5.8 may consist of or include persons other than Members or employees of the CCG.
- 5.8.5. All members of the Remuneration Committee will be members of the CCG Governing Body.

## 5.9. Committees of the Governing Body

- 5.9.1. The Governing Body will maintain the following statutory or mandated Committees:
- 5.9.2. **Audit Committee.** This Committee is accountable to the Governing Body and provides the Governing Body with an independent and objective view of the CCG's compliance with its statutory responsibilities. The Committee is responsible for arranging appropriate internal and external audit.
- 5.9.3. The Audit Committee will be chaired by a Lay Member who has qualifications, expertise or experience to enable them to lead on finance and audit matters and members of the Audit Committee may include people who are not Governing Body members.
- 5.9.4. **Remuneration Committee.** It 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. The responsibilities of these Committees are set out in the SoRD and further information about the Committees, including terms of reference, are published in the Governance Handbook.

## **5.10. Collaborative Commissioning Arrangements**

- 5.10.1. The CCG wishes to work collaboratively with its partner organisations in order to assist it with meeting its statutory duties, particularly those relating to integration. The following provisions set out the framework that will apply to such arrangements.
- 5.10.2. In addition to the formal joint working mechanisms envisaged below, the Governing Body may enter into strategic or other transformation discussions with its partner organisations, on behalf of the CCG.
- 5.10.3. The Governing Body must ensure that appropriate reporting and assurance mechanisms are developed as part of any partnership or other collaborative arrangements. This will include:
- a) reporting arrangements to the Governing Body, at appropriate intervals;
  - b) engagement events or other review sessions to consider the aims, objectives, strategy and progress of the arrangements; and
  - c) progress reporting against identified objectives.
- 5.10.4. When delegated responsibilities are being discharged collaboratively, the collaborative arrangements, whether formal joint working or informal collaboration, must:
- a) identify the roles and responsibilities of those CCGs or other partner organisations that have agreed to work together and, if formal joint working is being used, the legal basis for such arrangements;
  - b) specify how performance will be monitored and assurance provided to the Governing Body on the discharge of responsibilities, so as to enable the Governing Body to have appropriate oversight as to how system integration and strategic intentions are being implemented;
  - c) set out any financial arrangements that have been agreed in relation to the collaborative arrangements, including identifying any pooled

budgets and how these will be managed and reported in annual accounts;

- d) specify under which of the CCG's supporting policies the collaborative working arrangements will operate;
- e) specify how the risks associated with the collaborative working arrangement will be managed and apportioned between the respective parties;
- f) set out how contributions from the parties, including details around assets, employees and equipment to be used, will be agreed and managed;
- g) identify how disputes will be resolved and the steps required to safely terminate the working arrangements;
- h) specify how decisions are communicated to the collaborative partners.

## **5.11. Joint Commissioning Arrangements with Local Authority Partners**

- 5.11.1. The CCG will work in partnership with its Local Authority partners to reduce health and social inequalities and to promote greater integration of health and social care.
- 5.11.2. Partnership working between the CCG and its Local Authority partners might include collaborative commissioning arrangements, including joint commissioning under section 75 of the 2006 Act, where permitted by law. In this instance, and to the extent permitted by law, the CCG delegates to the Governing Body the ability to enter into arrangements with one or more relevant Local Authority in respect of:
  - a) Delegating specified commissioning functions to the Local Authority;
  - b) Exercising specified commissioning functions jointly with the Local Authority;
  - c) Exercising any specified health -related functions on behalf of the Local Authority.
- 5.11.3. For purposes of the arrangements described in 5.11.2, the Governing Body may:
  - a) agree formal and legal arrangements to make payments to, or receive payments from, the Local Authority, or pool funds for the purpose of joint commissioning;
  - b) make the services of its employees or any other resources available

to the Local Authority; and

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

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

## **5.12. Joint Commissioning Arrangements – Other CCGs**

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

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

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

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

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

- 5.12.11. The Governing Body shall require, in all joint commissioning arrangements, that the lead Governing Body Member for the joint arrangements:
- a) make a quarterly written report to the Governing Body;
  - b) hold at least one annual engagement event to review the aims, objectives, strategy and progress of the joint commissioning arrangements; and
  - c) publish an annual report on progress made against objectives.
- 5.12.12. Should a joint commissioning arrangement prove to be unsatisfactory the Governing Body of the CCG can decide to withdraw from the arrangement, but has to give six months' notice to partners to allow for credible alternative arrangements to be put in place, with new arrangements starting from the beginning of the next new financial year after the expiration of the six months' notice period.

### **5.13. Joint Commissioning Arrangements with NHS England**

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

develop and agree with NHS England a framework setting out the arrangements for joint working, including details of:

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

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

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

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

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

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

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

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

### 6.1. Conflicts of Interest

- 6.1.1. As required by section 14O of the 2006 Act, the CCG has made arrangements to manage conflicts and potential conflicts of interest to ensure that decisions made by the CCG will be taken and seen to be taken without being unduly influenced by external or private interest.
- 6.1.2. The CCG has agreed policies and procedures for the identification and management of conflicts of interest. Which will ensure that conflicts of interest are managed appropriately and transparently, following guidance from the General Medical Council and the British Medical Association as well as NHS England.
- 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 Associate Director of Corporate governance will update, maintain and publish the register of interests on the CCG website [www.thurrockccg.nhs.uk](http://www.thurrockccg.nhs.uk), which can also be obtained upon request by calling the CCG Office on 01375 365810.
- 6.1.5. The CCG has appointed the Audit Chair to be the Conflicts of Interest Guardian. In collaboration with the CCG's governance lead, their role is to:
- a) Act as a conduit for GP practice staff, members of the public and healthcare professionals who have any concerns with regards to conflicts of interest;
  - b) Be a safe point of contact for employees or workers of the CCG to raise any concerns in relation to conflicts of interest;
  - c) Support the rigorous application of conflict of interest principles and policies;
  - d) Provide independent advice and judgment to staff and members where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation;

e) Provide advice on minimising the risks of conflicts of interest.

6.1.6. The CCG Governing Body has established a Conflicts of Interest Committee to support its arrangements for managing conflicts of interest that do not relate specifically to Primary Care. The Committee has delegated authority to make decisions where the Governing Body or another committee would be otherwise conflicted.

## 6.2. Declaring and Registering Interests

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

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

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

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

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

6.2.6. Activities funded in whole or in part by 3<sup>rd</sup> 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. Failure to Disclose Conflict of Interest**

6.4.1. Failure to disclose any Conflict of Interest by any Member of the Governing Body may result in the disqualification of that Member from the Governing Body in accordance with Standing Order 5.1.11. Such failure by a staff member will be dealt with under the CCG HR disciplinary procedures.

6.4.2. Failure to disclose any Conflict of Interest by any member of the Governing Body regarding a bid from a potential Provider, will not necessarily render any decision made by the Governing Body or its properly constituted committees as invalid. Although the Governing Body shall reserve the right to declare any such contract invalid or impose such requirements or conditions upon that Member or any contract to which the Conflict of Interest pertains, as it sees fit.

#### **6.5. Standards of Business Conduct**

6.5.1. 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 Policy, 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.

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

## Appendix 1: Definitions of Terms Used in This Constitution

2006 Act	National Health Service Act 2006.
Accountable Officer (AO)	<p>an individual, as defined under paragraph 12 of Schedule 1A of the 2006 Act, appointed by NHS England, with responsibility for ensuring the group:</p> <ul style="list-style-type: none"> <li>• complies with its obligations under: <ul style="list-style-type: none"> <li>○ sections 14Q and 14R of the 2006 Act,</li> <li>○ sections 223H to 223J of the 2006 Act,</li> <li>○ paragraphs 17 to 19 of Schedule 1A of the NHS Act 2006, and</li> </ul> </li> <li>• any other provision of the 2006 Act specified in a document published by the Board for that purpose;</li> <li>• exercises its functions in a way which provides good value for money.</li> </ul>
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.
Chief Nurse	A local term sometimes used to refer to the Executive Director of Nursing and Quality and who is the individual who fulfils the role of Registered Nurse on the Governing Body.
Clinical Commissioning Groups (CCG)	A body corporate established by NHS England in accordance with Chapter A2 of Part 2 of the 2006 Act.
Committee	A Committee created and appointed by the membership of the CCG or the Governing Body.
Sub-Committee	A Committee created by and reporting to a Committee.

Governing Body	The body appointed under section 14L of the NHS Act 2006, with the main function of ensuring that a Clinical Commissioning Group has made appropriate arrangements for ensuring that it complies with its obligations under section 14Q under the NHS Act 2006, and such generally accepted principles of good governance as are relevant to it.
Governing Body Member	Any individual appointed to the Governing Body of the CCG.
Healthcare Professional	<p>A Member of a profession that is regulated by one of the following bodies:</p> <ul style="list-style-type: none"> <li>• the General Medical Council (GMC)</li> <li>• the General Dental Council (GDC)</li> <li>• the General Optical Council</li> <li>• the General Osteopathic Council</li> <li>• the General Chiropractic Council</li> <li>• the General Pharmaceutical Council</li> <li>• the Pharmaceutical Society of Northern Ireland</li> <li>• the Nursing and Midwifery Council</li> <li>• the Health and Care Professions Council</li> <li>• any other regulatory body established by an Order in Council under Section 60 of the Health Act 1999</li> </ul>
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.
Primary Care Network (PCN)	A group of GP Practices working as a network.
Professional Standards Authority	An independent body accountable to the UK Parliament which help Parliament monitor and improve the protection of the public. Published <i>Standards for Members of NHS</i>

	<i>Boards and Clinical Commissioning Group Governing Bodies in England</i> in 2013.
Member/ Member Practice	A provider of primary medical services to a registered patient list, who is a Member of this CCG.
Member practice representative	Member practices appoint a healthcare professional to act as their practice representative in dealings between it and the CCG, under regulations made under section 89 or 94 of the 2006 Act or directions under section 98A of the 2006 Act.
NHS England	The operational name for the National Health Service Commissioning Board.
Registers of interests	Registers a group is required to maintain and make publicly available under section 140 of the 2006 Act and the statutory guidance issues by NHS England, of the interests of: <ul style="list-style-type: none"> <li>• the Members of the group;</li> <li>• the Members of its CCG Governing Body;</li> <li>• the Members of its Committees or Sub-Committees and Committees or Sub-Committees of its CCG Governing Body; and Its employees.</li> </ul>
Joint Committee	Committees from two or more organisations that work together with delegated authority from both organisations to enable joint decision-making.
Clinical Engagement Group (CEG)	The main the conduit for engaging with Member Practices of the CCG.

## Appendix 2: Committee Terms of Reference

<b>Committee:</b>	<b>Audit Committee</b>
<b>Frequency Of Meetings:</b>	Not less than five times a year
<b>Committee Chair:</b>	Lay Member (Governance)
<b>Membership:</b>	<ul style="list-style-type: none"> <li>▪ Two Lay Members</li> <li>▪ Secondary Care Specialist</li> </ul>
<b>Attendance:</b>	<ul style="list-style-type: none"> <li>▪ Chief Finance Officer (or nominated deputy)</li> <li>▪ Internal Audit</li> <li>▪ External Audit</li> <li>▪ Counter Fraud Specialist (will attend minimum 2 meetings)</li> <li>▪ Accountable Officer (attending annually when considering the annual governance statement and annual report and accounts)</li> </ul> <p>The Chair of the Committee may invite other individuals (e.g. Executive Directors) to attend all or part of a meeting as and when appropriate.</p>
<b>Lead Officer:</b>	Chief Finance Officer / Associate Director of Corporate Governance
<b>Secretary:</b>	Secretariat support.
<b>Quorum:</b>	At least two Lay committee members

<b>Approval:</b>	CCG Board
<b>Date Approved:</b>	24/3/2021
<b>Version:</b>	6.1

## 1. Status

- 1.1. The Audit Committee (the Committee) is established in accordance with the National Health Service Act 2006, NHS CCG Regulations and the CCG's constitution.
- 1.2. It is a statutory committee of, and accountable to, the CCG Governing Body.
- 1.3. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the committee and shall have effect as if incorporated into the CCG's Constitution and Standing Orders.

## 2. Purpose

- 2.1. The purpose of the Audit Committee is to assist the CCG to deliver its responsibilities for the conduct of public business, and the stewardship of funds under its control.
- 2.2. In particular, the Committee will seek to provide assurance to the Governing Body that an appropriate system of internal control is in place to ensure that:
  - Business is conducted in accordance with the law and proper standards;
  - Public money is safeguarded and properly accounted for;
  - Financial Statements are prepared in a timely fashion, and give a true and fair view of the financial position of the CCG for the period in question;
  - Affairs are managed to secure economic, efficient and effective use of resources;
  - Reasonable steps are taken to prevent and detect fraud and other irregularities in line with NHS Protect's Standards for Commissioners: Fraud, Bribery and Corruption.

## 3. Authority

- 3.1. The Audit Committee is accountable to the Governing Body.
- 3.2. The Audit 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 within its remit, from any employee, member of the CCG or member of the Governing Body who are directed to co-operate with any request made by the committee within its remit as outlined in these terms of reference;
  - commission any reports it deems necessary to help fulfil its obligations;

- obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by the CCG and Governing Body for obtaining legal or professional advice; and
  - create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's membership. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the CCG's constitution, standing orders and SoRD.
- 3.3. For the avoidance of doubt, in the event of any conflict, the CCG's Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference.

## 4. Duties

- 4.1. The responsibilities and duties of the Audit Committee can be categorised as follows:

### **Governance, Risk Management and Internal Control**

- 4.2. The Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and Internal control, across the whole of the organisation's activities (clinical and non-clinical) that supports the achievement of the organisation's objectives.
- 4.3. 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 opinion, external audit opinion or other appropriate independent assurances, prior to submission to the governing body.
  - The underlying assurance processes that indicate the degree of achievement of the organisation's objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
  - The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and any related reporting and self-certifications.
  - The policies and procedures for all work related to counter fraud, bribery and corruption as required by the NHS Counter Fraud Authority.
- 4.4. 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 and managers as appropriate, concentrating on the over-arching

systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

- 4.5. This will be evidenced through the Committee's use of an effective governance framework to guide its work and the audit and assurance functions that report to it.
- 4.6. As part of its integrated approach, the Committee will have effective relationships with other key CCG committees (e.g. Patient Safety and Quality, Finance and Performance and Primary Care Commissioning Committee) to enable it to understand processes and linkages. However, these other committees will not usurp the Committee's role.

### Internal Audit

- 4.7. The Committee shall ensure that there is an effective internal audit function that meets the *Public Sector Internal Audit Standards 2017* and provides appropriate independent assurance to the Committee, Accountable Officer and governing body. This will be achieved by:
- Considering the provision of the internal audit service and the costs involved
  - Reviewing and approving the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework
  - Considering the major findings of internal audit work (and management's response) and ensuring coordination between the internal and external auditors to optimise the use of audit resources
  - Ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation
  - Monitoring the effectiveness of internal audit and carrying out an annual review.

### External Audit

- 4.8. The Committee shall review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process. In particular, the Committee will review the work and findings of the external auditors and consider the implications and management's responses to their work. This will be achieved by:
- Considering the appointment and performance of the external auditors, as far as the rules governing the appointment permit (and make recommendations to the governing body when appropriate)
  - Discussing and agreeing with the external auditors, before the audit commences, the nature and scope of the audit as set out in the annual plan

- Discussing with the external auditors their evaluation of audit risks and assessment of the organisation and the impact on the audit fee
- Reviewing all external audit reports, including the report to those charged with governance (before its submission to the governing body) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses
- Ensuring that there is in place a clear policy for the engagement of external auditors to supply non-audit services

### **Other Assurance Functions**

- 4.9. The Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications for the governance of the organisation.
- 4.10. In addition, the Committee will review the work of other committees within the organisation, whose work can provide relevant assurance to the Committee's own areas of responsibility. In particular, this will include any clinical governance, risk management or quality committees that are established.

### **Counter Fraud**

- 4.11. The Committee shall satisfy itself that the organisation has adequate arrangements in place for counter fraud, bribery and corruption that meet NHSCFA's standards and shall review the outcomes of work in these areas.
- 4.12. In accordance with 3.2 of the NHSCFA's *Fraud Commissioners Standards* the Committee has "stated its commitment to ensuring commissioners achieve these standards and therefore requires assurance that they are being met via NHSCFA's quality assurance programme".
- 4.13. The committee will refer any suspicions of fraud, bribery and corruption to the NHSCFA.

### **Management**

- 4.14. The Committee shall request and review reports, evidence and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
- 4.15. The Committee may also request specific reports from individual functions within the organisation.

### Financial Reporting

- 4.16. The Committee shall monitor the integrity of the financial statements of the organisation and any formal announcements relating to its financial performance.
- 4.17. The Committee should ensure that the systems for financial reporting to the governing body, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.
- 4.18. The Committee shall review and formally recommend to the Board, the approval of the annual report and financial statements before submission to NHS England, 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, practices and estimation techniques
  - Unadjusted misstatements in the financial statements
  - Significant judgements in preparation of the financial statements
  - Significant adjustments resulting from the audit
  - Letters of representation
  - Explanations for significant variances

### Whistleblowing (including Freedom to Speak Up)

- 4.19. The Governance Institute's *Guidance Note – Terms of Reference for the Audit Committee* states that "the committee shall review the adequacy and security of the company's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The committee shall ensure that these arrangements allow proportionate and independence investigation of such matters and appropriate follow up action".
- 4.20. To that end, the Committee shall review the effectiveness of the arrangements in place for allowing staff to raise (in confidence) concerns about possible improprieties in financial, clinical or safety matters and ensure that any such concerns are investigated proportionately and independently.
- 4.21. It is worth noting that NHS England is a prescribed person meaning that primary care service staff working at GP surgeries, opticians, pharmacies and dental practices, can raise concerns about inappropriate activity directly to NHS England.

### **Security**

- 4.22. The Committee shall ensure that the CCG has adequate arrangements in place for security that meet NHS England/ NHS Protect standards and review the outcomes of work in these areas.

### **Governance**

- 4.23. The Committee shall seek assurance that the CCG has adequate arrangements in place to ensure that business is conducted in accordance with the law and proper standards and that its corporate governance arrangements are robust.
- 4.24. To this end, the Committee shall approve minor amendments on behalf of the Governing Body or endorse new and/or significant amendments for approval by the Governing Body of the policies for all work related to internal control, counter fraud and corruption, security, emergency planning, business continuity, and compliance with relevant regulatory, legal and code of conduct requirements.

### **Emergency Planning, Resilience & Response and Business Continuity Management**

- 4.25. The Committee shall seek assurance on implementation of Emergency Planning and Business Continuity arrangements.

## **5. Reporting**

- 5.1. The Committee will report to the governing body at least annually on its work in support of the annual governance statement, specifically commenting on:
- The fitness for purpose of the assurance framework
  - The completeness and embedment of risk management in the organisation
  - The integration of governance arrangements
  - The appropriateness of the evidence that shows the organisation is fulfilling regulatory requirements relating to its existence as a functioning business
  - The robustness of the processes behind the quality accounts
- 5.2. This annual report should also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the

Committee considered in relation to the financial statements and how they were addressed.

## **6. Membership**

- 6.1. The Committee shall be appointed by the Governing Body from amongst the Governing Body members. Only Governing Body members may be members of the Audit Committee.
- 6.2. The Committee's membership will comprise:
  - Two Lay Members
  - Secondary Care Specialist

## **7. Attendees**

- 7.1. Only members of the Committee have the right to attend meetings and vote.
- 7.2. The Chief Finance Officer (or nominated deputy) and appropriate internal and external audit representatives shall normally attend Committee meetings.
- 7.3. The Counter Fraud Specialist will attend a minimum of 2 Committee meetings a year.
- 7.4. The Joint Accountable Officer will attend at least annually when the Committee considers the draft annual governance statement and the annual report and accounts.
- 7.5. The Chair of the Committee may invite other individuals (e.g. Executive Directors) to attend all or part of a meeting as and when appropriate.

## **8. Chair**

- 8.1. The Committee will be chaired by the Lay member on the Governing Body with a lead role in overseeing financial management and audit.
- 8.2. In the event that the Chair is unavailable to attend, one of the other Lay Members will deputise and chair the meeting.
- 8.3. In exceptional circumstances, where urgent action is required, the Chair is authorised to take urgent action with prior discussion with one other committee member. A report should be made to the full committee at the earliest next opportunity.

## **9. Quoracy**

- 9.1. The quorum necessary for the transaction of business shall be two members.

- 9.2. A meeting is established when members attend face-to-face, by telephone, video-call, any other electronic means or a combination of the above.
- 9.3. A meeting of the Committee at which a quorum is present, or are available by electronic means, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **10. Decision making and voting**

- 10.1. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
- 10.2. Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- 10.3. Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.
- 10.4. If a decision is needed which cannot wait until the next scheduled meeting, the chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

## **11. Administration**

- 11.1. The Committee will meet in private and may meet in common with other CCG Audit Committees.
- 11.2. Meetings will be held when required, with a minimum of 5 meetings per year.
- 11.3. Secretariat support will be provided to the Committee to ensure the committee can discharge its function effectively and efficiently.
- 11.4. The Chair will agree the agenda prior to the meeting and the agenda and supporting papers will be circulated in accordance with the time specified in the CCG Standing Orders.
- 11.5. Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.
- 11.6. Minutes will be taken at all meetings including telephone and electronically facilitated meetings. Minutes will not usually be published
- 11.7. The minutes will be ratified by agreement of the Audit Committee Chair prior to presentation to the Governing Body.

## 12. Conflicts of Interest Management

- 12.1. No member of the committee, or attendee, shall be present, take part in or be party to discussions about any matter relating to their own role.
- 12.2. The committee will operate in accordance with *Managing Conflicts of Interest: Statutory Guidance for CCGs* and the CCG policy and procedure for managing conflicts of interest at all times.
- 12.3. Where a member of the committee is aware of an interest, conflict or potential conflict of interest in relation to the scheduled or likely business of the meeting, they will bring this to the attention of the Chair of the meeting as soon as possible, and before the meeting where possible.
- 12.4. Any declarations of interests, conflicts and potential conflicts, and arrangements to manage those agreed in any meeting of the Committee, will be recorded in the minutes.
- 12.5. Failure to disclose an interest, whether intentional or otherwise, will be treated in line with the CCG policy and may result in suspension from the Committee.

## 13. Reporting Responsibilities and Review of Committee Effectiveness

- 13.1. The Audit Committee will submit copies of its minutes and/or a report to the Governing Body following each of its meetings. Where minutes and reports identify individuals, or otherwise fulfil the requirements, they will not be made public and will be presented at part II of the Governing Body meeting. Public reports will be made to satisfy the requirements of the 2012 NHS Regulations (CCG) 16(2-5).
- 13.2. The Audit Committee will provide an annual report to the Governing Body to provide assurance that it is effectively discharging its delegated responsibilities, as set out in these terms of reference.
- 13.3. The Audit Committee will conduct an annual review of its effectiveness to inform this report.

## 14. Review of Terms of Reference

- 14.1. These terms of reference will be formally reviewed by the Audit Committee on an annual basis, but may be amended at any time.
- 14.2. Any proposed amendments to the terms of reference will be submitted to the Governing Body for approval. Changes will not be implemented until after an application to NHS England to vary the constitution has been agreed.
- 14.3. A record of the date and outcome of reviews is kept in the CCG governance handbook.

Committee:	<b>Remuneration Committee</b>
Frequency Of Meetings:	As required, Minimum of one meeting per year
Committee Chair:	Lay Member (other than the Audit Committee Chair)
Membership:	<ul style="list-style-type: none"> <li>▪ Two Lay Members</li> <li>▪ Secondary Care Specialist</li> </ul>
Attendance:	<ul style="list-style-type: none"> <li>▪ Accountable Officer</li> <li>▪ Chief Finance Officer</li> <li>▪ HR Advisor</li> <li>▪ Governance Lead</li> <li>▪ External Advisors (to attend all or part of a meeting as and when appropriate)</li> </ul>
Lead Officer:	Chief Finance Officer / Associate Director of Corporate Governance
Secretary:	Secretariat support.
Quorum:	At least two Lay committee members

Approval:	CCG Board
Date Approved:	24/3/2021
Version:	7.1

## 1 Status

- 1.1 The Remuneration Committee (the Committee) is established in accordance with the National Health Service Act 2006, NHS CCG Regulations and the CCG's constitution.
- 1.2 It is a statutory committee of, and accountable to, the CCG Governing Body.
- 1.3 These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Committee and shall have effect as if incorporated into the CCG's Constitution and Standing Orders.

## 2 Purpose

- 2.1 Subject to any restrictions set out in the relevant legislation, the committee has the function of making recommendations to the Governing Body about the exercise of its functions under section 14L(3)(a) and (b) of the NHS Act, i.e. its functions, in relation to:
- determining the remuneration, fees and allowances payable to employees of the CCG and to other persons providing services to it; and
  - determining allowances payable under pension schemes established by the CCG.
- 2.2 In addition, the Governing Body has delegated a number of functions to the Committee as set out in section 4.2 below.

## 3 Authority

- 3.1 It is the responsibility of the Governing Body to make decisions about the remuneration of employees and other persons providing services to the CCG, acting upon the advice and recommendations of the Remuneration Committee. The Remuneration Committee is accountable to the Governing Body.
- 3.2 The Remuneration 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 within its remit, from any employee, member of the CCG or member of the Governing Body who are directed to co-operate with any request made by the committee within its remit as outlined in these terms of reference;
  - commission any reports it deems necessary to help fulfil its obligations;
  - obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by the CCG and Governing Body for obtaining legal or professional advice; and
  - create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's membership. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the CCG's constitution, standing orders and Scheme of Reservation and Delegation (SoRD).
- 3.3 For the avoidance of doubt, in the event of any conflict, the CCG's Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference.

## 4 Duties

4.1 The Committee has the following statutory duties:

4.1.1 Make recommendations to the Governing Body about remuneration, fees and allowances for employees of the CCG and people who provide services to the CCG. For avoidance of doubt, this includes:

- all employees regardless of the use or otherwise, of various pay frameworks, seniority or role.
- people who fulfil clinical roles (e.g. GP clinical leads) who are neither employees nor on the Governing Body.
- The process or framework for agreeing rates for self-employed contractors.
- all components of remuneration (including any performance-related elements and other benefits, such as lease cars).
- termination payments (including redundancy and severance payments) and any special payments following scrutiny of their proper calculation and taking account of such national guidance as appropriate.

4.1.2 make recommendations to the Governing Body about allowances payable under pension schemes established by the CCG for its employees and Members.

4.2 In addition to its statutory duties, the Governing Body has delegated the following duties to the Committee:

- To make recommendations to the Governing Body about the allowances to be made to governing body members who are not lay members.
- To make recommendations to the Governing Body about matters in relation to terms and conditions, remuneration and travelling or other allowances, including pensions and gratuities for other Governing Body members
- To approve minor amendments to human resources policies and procedures for the CCG and make recommendations to the Governing Body about significant changes and/or new human resources policies and procedures.
- To have oversight of matters relating to compliance with the Equality Act 2010 (Specific Duties and Public Authorities) Regulations 2017.
- To have oversight of the arrangements for the appraisal and objective setting of members of the Governing Body, including the Chair;
- To have oversight of the appointment or election process for members of the Governing Body.

- To have oversight of matters relating to assurances regarding staff management including attendance, performance review etc.

4.3 The Committee will not consider any matters relating to Lay Members and all matters relating to Lay Members will be considered by a Lay Remuneration Panel, details of which are included in the CCG Governance Handbook.

## **5 Membership**

5.1 The Committee shall be appointed by the Governing Body from amongst the Governing Body members. Only Governing Body members may be members of the Remuneration Committee.

5.2 The Committee's membership will comprise:

- Two Lay Members
- Secondary Care Specialist

5.3 The Chair of the CCG will not be a member of the Remuneration Committee.

## **6 Attendees**

6.1 Only members of the Committee have the right to attend meetings and to vote.

6.2 The Chair of the Committee may invite individuals such as the Accountable Officer, Chief Finance Officer, HR Advisor, Governance Lead and external advisors to attend all or part of a meeting as and when appropriate.

## **7 Chair**

7.1 The Committee will be chaired by a Lay Member other than the Audit Committee Chair.

7.2 In the event that the Chair is unavailable to attend, one of the other Lay Members will deputise and chair the meeting.

7.3 In exceptional circumstances, where urgent action is required, the Chair is authorised to take urgent action with prior discussion with one other committee member. A report should be made to the full committee at the earliest next opportunity.

## 8 Quoracy

- 8.1 The quorum necessary for the transaction of business shall be two members.
- 8.2 A meeting is established when members attend face-to-face, by telephone, video-call, any other electronic means or a combination of the above.
- 8.3 A meeting of the Committee at which a quorum is present, or are available by electronic means, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## 9 Decision making and voting

- 9.1 Recommendations will be guided by national NHS policy and best practice to ensure that staff are fairly motivated and rewarded for their individual contribution to the organisation, whilst ensuring proper regard to wider influences such as national consistency.
- 9.2 The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.
- 9.3 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- 9.4 Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.
- 9.5 If a decision is needed which cannot wait for the next scheduled meeting, the chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

## 10 Administration

- 10.1 The Committee will meet in private but may meet in common with other Remuneration Committees.
- 10.2 Meetings will be held when required, with a minimum of one meeting per year.
- 10.3 Secretariat support will be provided to the Committee to ensure the committee can discharge its function effectively and efficiently.
- 10.4 The Chair will agree the agenda prior to the meeting and the agenda and supporting papers will be circulated in accordance with the time specified in the CCG Standing Orders.

- 10.5 Any items to be placed on the agenda are to be sent to the secretary no later than seven calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.
- 10.6 Minutes will be taken at all meetings including telephone and electronically facilitated meetings. Minutes will not usually be published
- 10.7 The minutes will be ratified by agreement of the Remuneration Committee prior to presentation to the Governing Body.

## **11 Conflicts of Interest Management**

- 11.1 No member of the committee, or attendee, shall be present, take part in or be party to discussions about any matter relating to their own role.
- 11.2 The committee will operate in accordance with *Managing Conflicts of Interest: Statutory Guidance for CCGs* and the CCG policy and procedure for managing conflicts of interest at all times.
- 11.3 Where a member of the committee is aware of an interest, conflict or potential conflict of interest in relation to the scheduled or likely business of the meeting, they will bring this to the attention of the Chair of the meeting as soon as possible, and before the meeting where possible.
- 11.4 Any declarations of interests, conflicts and potential conflicts, and arrangements to manage those agreed in any meeting of the Committee, will be recorded in the minutes.
- 11.5 Failure to disclose an interest, whether intentional or otherwise, will be treated in line with the CCG policy and may result in suspension from the Committee.

## **12 Reporting Responsibilities and Review of Committee Effectiveness**

- 12.1 The Remuneration Committee will submit copies of its minutes and/or a report containing its recommendations to the Governing Body following each of its meetings. Where minutes and reports identify individuals, or otherwise fulfil the requirements, they will not be made public and will be presented at part II of the Governing Body meeting. Public reports will be made to satisfy the requirements of the 2012 NHS Regulations (CCG) 16(2-5).
- 12.2 Reports will contain sufficient information to explain the rationale for the Committee's recommendations and to enable the Governing Body to make its decision.

- 12.3 The Committee will provide an annual report to the Governing Body to provide assurance that it is effectively discharging its delegated responsibilities, as set out in these terms of reference.
- 12.4 The Committee will conduct an annual review of its effectiveness to inform this report.

## **13 Review of Terms of Reference**

- 13.1 These terms of reference will be formally reviewed by the committee on an annual basis, but may be amended at any time.
- 13.2 Any proposed amendments to the terms of reference will be submitted to the Governing Body for approval. Changes will not be implemented until after an application to NHS England to vary the constitution has been agreed.
- 14.4. A record of the date and outcome of reviews is kept in the CCG governance handbook.

Committee:	<b>Primary Care Commissioning Committee</b>
Frequency Of Meetings:	Bi-monthly, but no less than six meetings. Additional meetings to be arranged as necessary.
Committee Chair:	Lay Member (PPI)
Membership:	<ul style="list-style-type: none"> <li>▪ Lay Member (PPI) (Chair)</li> <li>▪ Lay Member (Deputy Chair)</li> <li>▪ Lay Member</li> <li>▪ GP independent of the Thurrock CCG area</li> <li>▪ Secondary Care Specialist</li> <li>▪ Director of Integrated Service Delivery</li> <li>▪ Alliance Director / nominated deputy</li> <li>▪ Chief Finance Officer / Deputy Chief Finance Officer</li> <li>▪ Chief Nurse / Deputy Chief Nurse</li> <li>▪ Director of Primary Care</li> </ul>
Attendance:	<p>Non-voting members</p> <ul style="list-style-type: none"> <li>▪ NHS England Representative</li> <li>▪ Thurrock Council Public Health Representative</li> <li>▪ Thurrock Health and Wellbeing Board Representative</li> <li>▪ Thurrock Healthwatch Chief Operating Officer</li> <li>▪ South Essex Local Medical Committee Representative</li> <li>▪ Two GP Governing Body Members (subject to provisions of conflicts of interest)</li> </ul>
Lead Officer:	Director of Primary Care
Secretary:	Business Administration Officer
Quorum:	4 Committee Members, including at least one Lay Member and one Member with a clinical background (i.e. Chief Nurse, Secondary Care Specialist, independent GP).

Approval:	CCG Governing Body
Date Approved:	24/3/2021
Version	v1.0

## DELEGATED AUTHORITY

Simon Stevens, the Chief Executive of NHS England, announced on 1 May 2014 that NHS England was inviting CCGs to expand their role in primary care commissioning and to submit expressions of interest setting out the CCG's preference for how it would like to exercise expanded primary medical care commissioning functions. One option available was that NHS England would delegate the exercise of certain specified primary care commissioning functions to a CCG.

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 Thurrock CCG. The delegation is set out in Schedule 1.

The CCG has established the NHS Thurrock CCG Primary Care Commissioning Committee ("the Committee"). The Committee will function as a corporate decision-making body for the management of the delegated functions and the exercise of the delegated powers.

It is acknowledged that by virtue of the majority of the Governing Body Members being GPs, that decisions relating to Primary Care Commissioning will be reported to the Governing Body for information as the Primary Care Commissioning Committee shall act with the authority of the Governing Body in respect of issues where the Governing Body cannot be quorate as a result of conflicts of interest. The Committee will therefore:

- I. present a specific report to the CCG Governing Body for every decision made by the Committee.
- II. report to the Governing Body on no less than an annual basis.
- III. The TOR will be agreed by the Governing Body and reviewed annually, prior to approval by NHS England as part of the CCG Constitution.

## STATUTORY FRAMEWORK

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

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

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

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

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

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

The Committee is established as a committee of the Governing Body of the CCG in accordance with Schedule 1A of the “NHS Act”.

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

## **REMIT & RESPONSIBILITIES**

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 Thurrock, under delegated authority from NHS England.

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 Thurrock CCG, which will sit alongside the delegation and terms of reference.

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.

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:

- GMS, PMS and APMS contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing branch/remedial notices, and removing a contract);
- Newly designed enhanced services (“Local Enhanced Services” and “Directed Enhanced Services”);

- Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
- Decision making on whether to establish new GP practices in an area;
- Approving practice mergers; and
- Making decisions on 'discretionary' payment (e.g., returner/retainer schemes).

The CCG will also carry out the following activities:

- a) Delivery of the local Primary Care Strategy, Implementation and Investment Plan. Monitoring will be undertaken via this Committee.
- b) To undertake reviews of primary [medical] care services in Thurrock.
- c) To manage the budget for commissioning of primary [medical] care services in Thurrock.

## Geographical Coverage

The Committee will comprise the Thurrock CCG.

## MANAGING THE COMMITTEE

The Committee will operate in accordance with the CCG's Standing Orders.

The Committee are also expected to comply with the same standards of conduct expected of all CCG and Governing Body members, as set out in the CCG Constitution and the national NHS Constitution.

This includes:

- Abiding by the CCG Conflict of Interest Policy and Standards of Business Conduct Policy, thereby declaring all interests honestly and fully and declaring any conflict of interests.
- Abiding by the CCG Governance Framework as they may apply.
- Abiding by the Nolan Principles of public life when discharging duties. The seven principles are selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- The TOR will be agreed by the Governing Body and reviewed annually, prior to approval by NHS England as part of the CCG Constitution.
- The Committee will undertake an annual self-assessment effectiveness survey.

### Accountability of the Committee

The Committee has delegated authority to approve primary care spend within the parameters of the Primary Care allocation as agreed by the governing body in line with the CCG Scheme of Delegation.

The Committee should assure itself that any commissioning cases for proposed new services have been fully considered by the CCG Clinical Cabinet / Clinical Executive Group and relevant patient groups/stakeholders prior to approval.

For the avoidance of doubt, in the event of any conflict between the terms of the Delegation and Terms of Reference and the Standing Orders or Standing Financial Instructions of any of the members, the Delegation will prevail.

### **Committee Chair**

The Committee shall be chaired by the Lay Member (PPI). In the event of the Chair of the Committee being unable to attend all or part of the meeting, the Lay Vice Chair shall Chair the Committee

### **Secretary and notice of meetings**

The nominated officer who shall act as secretary is stated at the outset of this Terms of Reference. The secretary will be responsible for managing and administering the Committee including giving notice of meetings. This will be accompanied by an agenda and supporting papers and sent to each member representative no later than 5 working days before the date of the meeting. When the Chair of the Committee deems it necessary in light of the urgent circumstances to call a meeting at short notice, the notice period shall be such as s/he shall specify.

### **Frequency of meetings**

The Committee will meet at least six times a year on dates to be agreed by the Committee, this will normally be bi-monthly. Additional meeting shall be held as necessary, for example on first establishing the committee.

Meetings may be held in common with the equivalent committee of the Clinical Commissioning Groups in mid and south Essex, for the avoidance of doubt decision making remains individual to each CCG.

Meetings of the Committee shall:

- a) be held in public, subject to the application of 23(b);
- b) the Committee may resolve to exclude the public from a meeting that is open to the public (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.

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.

The Committee may delegate tasks to such individuals, sub-committees or individual members as it shall see fit, provided that any such delegations are consistent with the parties' relevant governance arrangements, are recorded in a scheme of delegation, are governed by terms of reference as appropriate and reflect appropriate arrangements for the management of conflicts of interest.

The Committee may call additional experts to attend meetings on an ad hoc basis to inform discussions.

Members of the Committee shall respect confidentiality requirements as set out in the CCG's Standing Orders unless separate confidentiality requirements are set out for the committee in which event these shall be observed.

The Committee will present its minutes to NHS England (East of England) and the Governing Body of NHS Thurrock CCG each month for information, including the minutes of any sub-committees to which responsibilities are delegated as described above.

The minutes from any private session (Part 2) will not be presented to the CCG Governing Body to ensure that conflicts of interest are managed appropriately.

The CCG will also comply with any reporting requirements set out in its constitution.

It is envisaged that these Terms of Reference will be reviewed from time to time, reflecting experience of the Committee in fulfilling its functions. NHS England may also issue revised model terms of reference from time to time.

### **Minutes and Committee Papers**

All Committee papers must be accompanied by the standard cover sheet providing an executive summary of the salient points of the paper being presented.

The minutes of meetings shall be formally recorded within 5 working days of the meeting by the designated secretary and checked by the Chair of the meeting 7 working days following receipt and submitted to the Governing Body. The Chair of the Committee shall draw to the attention of the Governing Body any issues that require disclosure to the full Governing Body, or require executive action.

### **Decision Making (Voting) / Policy and Best Practice**

In making decisions the Committee will apply best practice in the decision-making processes. This will ensure that all decisions are informed by relevant and reliable data that provides sufficient information upon which a decision can be made and in accordance with CCG procedures (for example those set out within Standing Financial Instructions).

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

The decisions of the Committee shall be binding on NHS England and NHS Thurrock CCG.

Each member of the Committee shall have one vote. The Committee shall reach decisions by a simple majority of members present, but with the Chair having a second and deciding vote, if necessary. However, the aim of the Committee will be to achieve consensus decision-making wherever possible.

### **Emergency Decisions**

Should there be a requirement to make decisions between meetings the following process should be followed:

- Full details of the decision required will be set out in a clear proposal with rationale as to why an urgent decision is needed
- Proposal will be submitted via e-mail to Committee members from the lead Executive Director or Accountable Officer
- Minimum support required from at least 4 members of the Committee including the Chair (or alternative lay member should the Chair not be available) and at least 1 clinical member. If there is a financial implication support is needed from the Chief Finance Officer (or senior finance manager should the Chief Finance Officer not be available)
- Report of the decision made presented to next scheduled meeting for endorsement.

The committee will make decisions in its remit and they are binding on both the CCG and NHS England.

### **Quoracy**

Quoracy is defined at the outset of these terms of reference.

In the event that a scheduled meeting is not quorate then the meeting shall stand adjourned until a future date but any urgent matters may, with the agreement of the chair, be referred to the procedure for emergency decisions set out above.

The aim of the committee will be to reach decisions by discussion and agreement. But where necessary the chair may determine that a vote should be taken. Each member of the committee shall have one vote. The committee shall reach decisions by a simple majority of members present, but with the chair of the meeting having a second and deciding vote, if necessary.

### **Procurement of Agreed Services**

The CCG will make procurement decisions relevant to the exercise of the Delegated Functions and in accordance with the procurement protocol issued and updated by NHS England from time to time.

## **RELATED COMMITTEES**

Related committees / groups include:

- Mid and South Essex Primary Care Programme Board

## REPORTING & REVIEW

### Reporting to the CCG Governing Body

The Committee shall undertake a review of its performance against the objectives set out within this Terms of Reference on an annual basis as part of the CCG committee review process.

The Committee will report to the CCG Governing Body and NHS England and Improvement East on an annual basis for information.

## WORK PLAN

The Committee will develop a Work Plan based on the remit and responsibilities of the Committee to include the monitoring of systems and processes in place for the management of conflicts of interest.

This Work Plan will detail the reports required and the frequency of reporting. This will be reflected in a rolling agenda of standing items and a programme of reports presented according to the Work Plan.

## CONFLICTS OF INTEREST

The CCG's rules on conflicts of interest as set out in the CCG Constitution, SO and SFIs apply to the work of this Committee. Members, including those in attendance, must, at the outset of the meeting, declare any interest and, where there is a potential or actual conflict, withdraw from the discussion on that item.

## Appendix 3: Standing Orders

### 1. Introduction

- 1.1. These Standing Orders have been drawn up to regulate the proceedings of NHS Thurrock CCG so that the CCG can fulfil its obligations as set out largely in the 2006 Act (as amended) and related regulations. They form part of the CCG's Constitution.
- 1.2. The Standing Orders, together with the CCG's Scheme of Reservation and Delegation and the CCG's Standing Financial Instructions and other elements of the CCG's Governance Handbook 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) how the CCG will make appointments to key roles including the process to appoint the Governing body members
  - c) the procedures used by the membership, for making decisions
  - d) how meetings of the CCG, the Governing Body and their respective committees and sub-committees will operate and make decisions
  - e) the arrangements for the appointment of committees
  - f) the arrangements for managing the CCG's financial affairs and the delegated limits for financial commitments on behalf of the CCG.

### 2. Amendment and review

- 2.1. The Standing Orders are effective from April 1<sup>st</sup> 2021
- 2.2. Standing Orders will be reviewed on an annual basis or sooner if required. A log of review dates can be found in the CCG Governance Framework published on the website.
- 2.3. Amendments to these Standing Orders will be made as per the process for amendments to the Constitution, as set out in Clause 1.4 of the Constitution.
- 2.4. All changes to these Standing Orders will require an application to NHS England for variation to the CCGs constitution and will not be implemented until the constitution has been approved.

### **3. Interpretation, application and compliance**

- 3.1. Except as otherwise provided, words and expressions used in these Standing Orders shall have the same meaning as those in the main body of the CCG Constitution and as per the definitions in Appendix 1.
- 3.2. These Standing Orders apply to all meetings of the CCG and Governing Body, including their respective committees and sub-committees unless otherwise stated.
- 3.3. All members of the CCG, employees, members of the Governing Body and committees and sub-committees should be aware of the Standing Orders and comply with them. Failure to comply may be regarded as a disciplinary matter.
- 3.4. In the case of conflicting interpretation of the standing orders, the Chair, supported with advice from the Associate Director of Corporate Governance, will provide a settled view which shall be final.
- 3.5. 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.

### **4. Membership**

#### **4.1. Composition of membership**

- 4.1.1. The CCG is a membership body comprised of GP practices in the Thurrock area. Full details of the area covered and a list Member Practices is included in section 2 of the constitution.
- 4.1.2. The nature of the membership and relationship with the CCG are set out in the constitution section 3.

#### **4.2. Member practice representatives**

- 4.2.1. Full meetings of the membership are known as the Clinical Engagement Group (CEG).
- 4.2.2. Members are represented at the Clinical Engagement Group by the healthcare professional that they nominate to deal with the CCG on their behalf. This individual must be a healthcare professional as defined in the legislation. For avoidance of doubt, whilst the Member Practice Representative must be a healthcare professional, they need not be a GP. It is also permitted for a practice to nominate an employee from another practice if they choose to do so.

- 4.2.3. Each practice is free to determine how they select their practice representative provided the individual fulfils the requirement of being a healthcare professional.
- 4.2.4. Upon selection of a Member Practice Representative, the nominating member practice shall confirm in writing to the CCG:
- a) The full name and contact details of the Member Practice Representative;
  - b) The Member Practice Representative's position, confirming that the individual is a Healthcare Professional as per the definition in Appendix 1 of the CCG's Constitution; and
  - c) that the Member Practice Representative is authorised by the member practice to act on its behalf concerning CCG business as set out in Section 3.1 of the CCG's Constitution and the provisions of these Standing Orders.
- 4.2.5. Any employee or other individual with a contractual relationship of a Member Practice is entitled to attend the CEG and may be invited by the chair to speak.
- 4.2.6. Meetings of the Clinical Engagement Group are chaired by A GP Member of the Governing Body nominated by the CCG Chair.

## **5. Appointments to the Governing Body**

### **5.1. For all Governing Body appointments**

- 5.1.1. The CCG's Constitution sets out the composition of the CCG's Governing Body in section 5.5
- 5.1.2. Members of the Governing Body comprise individuals elected by the Membership, appointed members, and executive members.
- a) Elected members of the Governing Body include: The Chair and a further eight GP Members.
  - b) Appointed members of the Governing Body include: Three Lay Members and a Secondary Care Specialist.
  - c) Executive members of the Governing Body include: The Accountable Officer, The Chief Finance Officer, The Executive Director of Nursing and Quality, and NHS Alliance Director.
- 5.1.3. Each role on the Governing Body is defined by a role description.
- 5.1.4. A person specification is drafted at the point of recruitment to aid the selection process.
- 5.1.5. All members appointed to the Governing Body will fulfil the requirements

set out in the NHS (CCG) Regulations 2012 as relevant to their role.

- 5.1.6. The NHS (CCG) Regulations 2012 also include extensive exclusion criteria Schedule 4 applies to Lay Members and Schedule 5 to all members of governing bodies regardless of their role or appointment method.
- 5.1.7. All individuals appointed to roles on the Governing Body are responsible for familiarising themselves with the eligibility and ineligibility requirements, confirming their eligibility prior to appointment and immediately notifying the Associate Director of Governance of a change of circumstances that may render them no longer eligible.
- 5.1.8. All members of the Governing Body, committees and sub committees will abide by the seven principles of public life; the 'Nolan Principles' which are detailed in the Governance Handbook, and adhere to the Standards of Business Conduct Policy which includes information on Conflict of Interest and how these should be handled during meetings.
- 5.1.9. Members of the Governing Body serve a specified term of office (this does not apply to executive members):
- a) The initial term of office is up to 3 years.
  - b) Initial appointments may be for a shorter period in order to avoid all members of the Governing Body retiring at once. Thereafter, new appointees will ordinarily retire on the date that the individual they replaced was due to retire in order to provide continuity.
  - c) Limits on the number of terms individuals serve are specified for each role in the relevant standing order.
- 5.1.10. Arrangements for the removal from office of Governing Body members are subject to any terms set out in contracts of appointment or employment, and application of the relevant CCG policies and procedures.
- 5.1.11. Members of the Governing Body and its committees (other than Executive Members) shall vacate their office if any of the following occurs:
- a) if a receiving order is made against them or they make any arrangement with their creditors;
  - b) if in the opinion of the Governing Body (having taken appropriate professional advice in cases where it is deemed necessary) they become or are deemed to be of unsound mind;
  - c) At the discretion of the Chair of the Governing Body if, within a 12 month period, they have been absent for 3 meetings of the Governing Body (in public or seminar);

- d) if they have behaved in a manner or exhibited conduct which has or is likely to be detrimental to the honour and interest of the Governing Body or the CCG and is likely to bring the Governing Body and/or CCG into disrepute. This includes but is not limited to dishonesty, misrepresentation (either knowingly or fraudulently), defamation of any Member of the Governing Body (being slander or libel), abuse of position, non-declaration of a known conflict of interest, seeking to lead or manipulate a decision of the Governing Body in a manner that would ultimately be in favour of that Member whether financially or otherwise;
- e) where they have become ineligible as a result of the declaration of any Conflict of Interest
- f) If they no longer fulfil the requirements of their role or become ineligible for the role as set out in The CCG regulations (2012) Schedules 4 and 5.
- g) For GP members if they cease to be a provider of primary medical services, or engaged in or employed to deliver primary medical services.
- h) For GP members, if they are suspended from providing primary medical services in which case the removal or interim suspension from the Governing Body shall be at the discretion of the Governing Body;

5.1.12. Members may be suspended pending the outcome of an investigation including, for example, if they are suspended or under investigation by a regulator or professional body.

Notice period:

5.1.13. Executive members' notice period is defined in their contract of employment.

5.1.14. For all other members, a three-month notice period is required to be given in writing to the Chair.

## **5.2. Elected Members of the Governing Body**

5.2.1. The GPs working in the CCG member practices will elect nine individuals to the Governing Body to represent the voice of the membership.

Eligibility:

5.2.2. An individual wishing to be considered for the role of GP Member of the Governing Body must be a GP working in one of the relevant CCGs Member Practices, irrespective of their contractual status, (partner, salaried or locum)

Nomination / Application:

5.2.3. The LMC will write to all eligible persons seeking applications. A job

description and person specification for the role will be included.

- 5.2.4. The application process will be publicised as widely as possible and will run for a period of between two and four weeks.
- 5.2.5. Applicants will submit a current CV together with a supporting statement demonstrating how they meet the requirements of the person specification.
- 5.2.6. Practices will be encouraged to inform the LMC if any eligible person working at the practice does not receive an application letter.

Assessment:

- 5.2.7. Applications will be assessed, against the competencies detailed in the person specification, by a panel as per SO 5.2.8.
- 5.2.8. Membership of the Assessment Panel will be:
- Three LMC representatives (from outside the NHS Thurrock CCG area)
  - One Local Authority representative
  - One NHS England representative
  - One Lay Member of the CCG
- 5.2.9. Only candidates assessed by the panel as meeting the requirements of the specification will be put forward for election.
- 5.2.10. If, following assessment, there are more suitable candidates than roles, then the LMC will conduct an election to determine the appointments to the Governing Body.

Election:

- 5.2.11. If an election is necessary, the Governing Body will commission the LMC to:
- contact Member Practices to ascertain the names of all GPs irrespective of their contractual status (partner, salaried or locum) including any on maternity/paternity/sick leave as at a date agreed with the CCG.
  - issue ballot papers to all eligible persons that form part of the agreed electorate, together with supporting statements from the applicants.
- 5.2.12. Any ballot papers received after the deadline or not completed in accordance with the instructions on the reverse of the ballot paper will be invalid.
- 5.2.13. The voting system used will be the first past the post. Eligible voters will be able to cast the same number of votes as there are posts to be filled. For example, in cases where six people are to be elected, each eligible voter will be entitled to cast up to six votes.
- 5.2.14. All voting papers will be counted by the Returning Officer and the results

communicated to the nominated Accountable Officer of the CCG.

- 5.2.15. The Returning Officer will be the Secretary/ Chief Executive of North & South Essex Local Medical Committees Limited or his nominee.

Exclusion criteria:

- 5.2.16. An individual is excluded from becoming a GP Member of the Governing Body if they are of a description included in schedule 5 of the CCG Regulations 2012
- 5.2.17. An individual who has a major conflict of interest (such as the Clinical Directors of the Primary Care Networks) may not be appointed.

Re-appointments

- 5.2.18. An individual who has served a full term of office may be re-appointed subject to being selected as the preferred candidate after the full appointment process.
- 5.2.19. There is no limit on the number of terms a GP member may be appointed for.

Removal from office

- 5.2.20. A GP member of the Governing Body may be removed from office if a vote of no confidence is passed by the Clinical Engagement Group (CEG).
- 5.2.21. A motion of no confidence in a GP member, can be proposed by any Member Practice Representative of the CCG. A proposed motion of no confidence must:
- Be set out in writing to the Chair of the Clinical Engagement Group.
  - State the grounds for the proposal.
  - Be supported by a minimum of 30% of Member Practices demonstrated by signatures of the relevant Member Practice Representatives.
- 5.2.22. Within 10 working days of receiving the supported motion of no confidence, an extraordinary meeting of the CEG will be called to consider the motion. The motion will be passed where it is supported by more than 75% of Member Practices.
- 5.2.23. If the motion fails then no further motion of no confidence can be considered in relation to that individual in the twelve months following that motion.
- 5.2.24. If the motion passes, the GP will resign from the Governing Body and trigger an election to replace them on the Governing Body
- 5.2.25. Only one motion of no confidence may be considered at any Clinical Engagement Group Meeting.

### **5.3. Appointed Members of the Governing Body**

- 5.3.1. The CCG shall appoint individuals to the roles of: Secondary Care Specialist and Lay Member (three) on the Governing Body.
- 5.3.2. The appointments will be made following an openly advertised application and assessment process.
- 5.3.3. Each role will be described in a role description and have an accompanying specification that describes the skills, experience and characteristics required to fulfil the role.

#### Application:

- 5.3.4. Individuals will complete an application process which will include setting out their key characteristics against a published specification.

#### Assessment:

- 5.3.5. An appointments panel will be made up of the CCG Chair and Accountable Officer and, in the case of the lay member specified at 5.3.7, the Chief Finance Officer or their nominee.
- 5.3.6. The Panel will assess the applications using, as a minimum, a paper-based screen and interview.

#### Eligibility and exclusion:

- 5.3.7. One Lay Member will have qualifications, expertise or experience such as to enable them to express informed views about financial management and audit matters. This Lay Member will chair the audit committee and will fulfil the role of conflicts of interest guardian.
- 5.3.8. One Lay Member will have knowledge about the CCG area such as to enable them to express informed views about the discharge of the CCG's functions. They will take a lead role in championing public and patient involvement and will Chair the Primary Care Commissioning Committee.
- 5.3.9. The third lay member will have expertise and knowledge of the local community.
- 5.3.10. Each of the lay members shall have a good understanding of the operation of the Governing Body and of good governance practices.
- 5.3.11. The Secondary Care Specialist will fulfil the requirements of regulations 11(6&7) and 12 in the NHS CCG regulations 2012.
- 5.3.12. Individuals will not be appointed unless they meet the relevant requirements (including the exclusion criteria) set out in schedules 4 and 5 of CCG Regulations 2012 as relevant.

#### Re-appointments

- 5.3.13. An individual who has served a full term of office may be re-appointed subject to being selected as the preferred candidate after the full

appointment process.

5.3.14. Lay members shall serve a maximum of 3 full terms.

## **5.4. Executive Members of the Governing Body**

5.4.1. Executive Members of the Governing Body become members by virtue of their employment into a management role in the CCG. These roles include:

- a) Accountable Officer;
- b) Chief Finance Officer;
- c) Executive Director of Nursing and Quality
- d) NHS Alliance Director.

5.4.2. Each role will be described in a role description and have an accompanying specification that describes the skills, experience and characteristics required to fulfil the role.

5.4.3. Executive Members are appointed following a formal standard recruitment process during which competency against the defined specification is assessed.

5.4.4. The Accountable Officer appointment process is subject to requirements set out by NHS England and the process will include a CCG panel convened by the Chair. The appointment is subject to formal ratification by NHS England following selection and nomination by the CCG.

5.4.5. Other executive members of the Governing Body are appointed by a panel convened by the Accountable Officer.

5.4.6. Membership of the Governing Body is terminated when an individual's contract of employment is terminated.

## **5.5. CCG Chair**

5.5.1. The Chair will be appointed from amongst the individuals appointed as per SO 5.2.1.

5.5.2. Any individual appointed as per SO 5.2.1 is eligible to express an interest when the role becomes vacant.

5.5.3. If more than one individual expresses an interest, an election will be held.

5.5.4. All Governing Body members (as defined by the individuals specified in section 5.5 of the constitution) are eligible to cast one vote. For clarity, those expressing an interest are also eligible to vote.

5.5.5. The individual receiving the most votes will be appointed as the Chair.

### Re-appointments

- 5.5.6. An individual who has served a full term of office may be re-appointed subject to being selected as the preferred candidate after the full appointment process.
- 5.5.7. A Chair may serve a maximum of 2 consecutive terms of office (i.e. six consecutive years). A break of at least one full year must be taken after which a further two terms may be served. There is no limit to the total number of terms a Chair may serve.

#### Removal from office

- 5.5.8. The Chair may be removed from office if a vote of no confidence is passed by the Clinical Engagement Group (CEG).
- 5.5.9. A motion of no confidence in the Chair of the CCG, can be proposed by any Member Practice Representative of the CCG. A proposed motion of no confidence must:
- Be set out in writing to the Chair of the Clinical Engagement Group.
  - State the grounds for the proposal.
  - Be supported by a minimum of 30% of Member Practices demonstrated by signatures of the relevant Member Practice Representatives.
- 5.5.10. Within 10 working days of receiving the supported motion of no confidence, an extraordinary meeting of the CEG will be called to consider the motion. The motion will be passed where it is supported by more than 75% of Member Practices.
- 5.5.11. If the motion falls then no further motion of no confidence can be considered in relation to that individual in the twelve months following that motion.
- 5.5.12. If the motion passes, the Chair will resign from their role as Chair and the Governing body will elect a new Chair in accordance with SO 5.5.
- 5.5.13. Only one motion of no confidence may be considered at any Clinical Engagement Group Meeting

## **5.6. The Deputy Chair**

- 5.6.1. The Deputy Chair will be elected by the Governing Body members set out in Section 5.5 of the Constitution.
- 5.6.2. Only the Lay Members of the Governing Body are eligible to be elected as the Deputy Chair.
- 5.6.3. Each Governing Body member will have one vote including any individuals who have put themselves forward for election.
- 5.6.4. The individual with the most votes will be appointed.
- 5.6.5. In the event that the Chair is absent, or expected to be absent, for a period which spans two or more Governing Body Meetings, the Governing

Body will elect an Interim Chair for the duration of their absence from the remaining GP Members of the Governing Body. The Interim Chair will undertake the role of Chair until their return.

## **6. Meetings of the clinical commissioning group**

### **6.1. Member Practice Meetings**

- 6.1.1. The CCG has established the Clinical Engagement Group (CEG) as the conduit for engaging with Member Practices. Each Practice is represented on the CEG, which meets monthly, and enables Practices to consider and feedback on engagement with the CCG so that strong relationships and effective communication links are effective.
- 6.1.2. Meetings of the Clinical Engagement Group are chaired by a GP Member of the Governing Body nominated by the CCG Chair.
- 6.1.3. CEG meetings may take place in any agreed venue and may also take place using any virtual means such as video or telephone conferencing.
- 6.1.4. Any employee of a Member Practice on the date of the relevant meeting shall be entitled to attend and speak at a CEG Meeting. However, in the event of a vote, only Member Practice Representatives, or in their absence their nominated deputies will be entitled to vote.
- 6.1.5. The Executive Members of the Governing Body and Director of Primary Care are invited to attend CEG meetings.
- 6.1.6. In normal circumstances, CEG Meetings will be held on the second Tuesday of the month a minimum of ten times per year. However, the CEG Chair may call a meeting at any time by giving not less than 10 working days' notice in writing.
- 6.1.7. The CCG's membership may request the Chair convene a Clinical Engagement Group Meeting by notice in writing signed by one third of the CCG Member Practice Representatives. Such requests should specify the matters that the petitioners wish to be considered at the meeting. If the Chair refuses, or fails, to call a CEG Meeting within seven calendar days of such a request being presented, the Member Practice Representatives signing the requisition may call a CEG Meeting by giving not less than 14 calendar days' notice in writing to all Member Practices specifying the matters to be considered at the meeting.
- 6.1.8. The agenda and any supporting papers will be circulated to all Member Practices at least five working days before the date of the meeting taking place.
- 6.1.9. A Member Practice Representative who is unable to attend a CEG Meeting may nominate a deputy to attend the meeting who is authorised

to cast a vote on behalf of the relevant Member Practice. Such deputies should be notified in advance of the meeting to the Chair.

Quorum:

- 6.1.10. For a Clinical Engagement Group to be quorate a minimum of ten practices should be in attendance.

Decision making:

- 6.1.11. The CEG will seek to make decisions by consensus where possible. When this is not possible the Chair may determine that a vote will be held.
- 6.1.12. Member Practice Representatives (or their nominated deputies) will be eligible to cast one vote each on behalf of their Member Practice.
- 6.1.13. For a resolution to be passed, 75% or more of Member Practices must be in favour of the resolution.
- 6.1.14. Decisions may be taken at CEG Meetings or conducted afterwards using a paper or electronic voting processes.
- 6.1.15. A record will be maintained of the outcome of all resolutions put to a vote.

Annual General Meeting

- 6.1.16. The CCG's Governing Body will hold one meeting a year in public for the purpose of presenting the Annual Report and Annual Accounts, including the Annual Governance Statement, to the Membership and members of the public. Not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.
- 6.1.17. The AGM shall be held in publicly accessible premises within Thurrock and be open to the public. It will be held at such time and such place as the Chair shall determine, (usually the place of the Governing Body meeting that would have been held on that particular month) having consulted with the members of the Governing Body.
- 6.1.18. In extraordinary circumstances, the Chair may, with the agreement of the Governing Body, determine that the AGM will be held using virtual means such as video and telephone conferencing. In such circumstances, every effort will be made to maintain public access to the meeting.
- 6.1.19. The AGM shall be administered and conducted in accordance with the methods used to administer a Governing Body meeting.
- 6.1.20. Notice of the AGM will be given to all Governing Body members and to all Member Practices; and published on the CCG's website and at the CCG's offices; at least 10 working days before the meeting.
- 6.1.21. The minutes of the AGM shall be published on the CCG's website

## 6.2. Meetings of the Governing Body

### Calling meetings

- 6.2.1. The Governing Body shall meet in public no fewer than 6 times per year and will also meet regularly throughout the year to partake in training and development, ensuring that their skill set as Governing Body members is kept up to date.
- 6.2.2. Meetings shall be held at such times and places as the Governing Body may determine.
- 6.2.3. In normal circumstances, each member of the Governing Body will be given not less than five working day's notice in writing of any meeting of the Governing Body to be held.
- 6.2.4. One third of the members of the Governing Body may request the Chair to convene a meeting by notice in writing, specifying the matters which they wish to be considered at the meeting. If the Chair refuses, or fails, to call a meeting within five working days of such a request being presented, the Governing Body members signing the requisition may call a meeting by giving not less than ten working days' notice in writing to all members of the Governing Body specifying the matters to be considered at the meeting.

### Chair of a meeting

- 6.2.5. The CCG Chair shall preside over meetings of the Governing Body.
- 6.2.6. If the Chair is absent, or is disqualified from participating by a conflict of interest, the Deputy Chair of the Governing Body will preside.
- 6.2.7. In the event that neither the Chair nor Deputy Chair are present at a particular Governing Body meeting (or if both roles are temporarily vacant), then a temporary Chairperson shall be nominated from the remaining Governing Body members.

### Agenda, supporting papers and business to be transacted

- 6.2.8. The agenda for each meeting will be drawn up and agreed by the Chair.
- 6.2.9. Items of business to be transacted for inclusion on the agenda of a meeting need to be notified to the Chair or the Governing Body or relevant committee at least 10 working days before the meeting takes place.
- 6.2.10. Except where the emergency provisions apply, supporting papers for all items must be submitted at least five working days before the meeting takes place.
- 6.2.11. The agenda and supporting papers will be circulated to all members of the Governing Body at least five working days before the meeting.
- 6.2.12. Agendas and papers for meetings open to the public, including details about meeting dates, times and venues, will be published on the CCG's

website with at least 5 working days' notice.

Petitions

- 6.2.13. Where a petition has been received by the CCG, it shall be included as an item for the agenda of the next meeting of the Governing Body.

Nominated Deputies

- 6.2.14. With the permission of the person presiding over the meeting, the Executive Members (only) of the Governing Body may nominate a deputy to attend a meeting of the Governing Body that they are unable to attend, to speak and vote on their behalf.
- 6.2.15. The decision of person presiding over the meeting regarding authorisation of nominated deputies is final.

Quorum

- 6.2.16. The quorum of the Governing Body shall be 8 members which shall include:
- a) a majority of practising clinicians (for these purposes, a practising clinician is defined as a clinician with current registration with the General Medical Council or Nursing & Midwifery Council).
  - b) One Lay Member; and
  - c) One executive member.
- 6.2.17. For the sake of clarity:
- a) Any member of the Governing Body who has been disqualified from participating in a discussion on any matter and/or from voting on any motion by reason of a declaration of a conflict of interest, shall no longer count towards the quorum.
  - b) For matters relating to instances where the quorum is not available due to declared conflicts of interests, or in an emergency, matters will be delegated to the Conflicts of Interest Committee or Primary Care Commissioning Committee as relevant and be recorded in the minutes of the meeting.
- 6.2.18. For all the CCG's other committees and sub-committees, including the Governing Body's committees and sub-committees, the details of the quorum for these meetings and status of representatives are set out in the appropriate terms of reference which will be published in the Governance Handbook.

Decision making

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

- a) All members of the Governing Body as defined within paragraphs 5.5.2 and 5.5.3 of the CCG's Constitution who are present at the meeting will be eligible to cast one vote each on any resolution.
- b) Absence is defined as being absent at the time of the vote but this does not preclude anyone attending by teleconference or other virtual mechanism from participating in the meeting, including exercising their right to vote if eligible to do so.
- c) An absent member may vote by proxy. Detailed arrangements and procedures for proxy voting are published in the Governance Handbook.
- d) For the sake of clarity, any additional attendees at the Governing Body meetings (as detailed within paragraph 5.6. of the CCG's Constitution) do not have voting rights.
- e) A resolution will be passed if more votes are cast for the resolution than against it (a simple majority).
- f) If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.
- g) Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

6.2.20. For all other of the group's committees and sub-committees, including the Governing Body's committees and sub-committee, the details of the process for holding a vote are set out in the appropriate terms of reference.

### Urgent decisions

6.2.21. In the case of the need for urgent decisions or in extraordinary circumstances, every attempt will be made for the Governing Body to meet virtually. Where this is not possible the following will apply.

6.2.22. The powers of the CCG which are delegated to, or reserved by, the Governing Body may for an urgent decision be exercised by the Accountable Officer (or their nominated Deputy) and the Chair having consulted at least two other Governing Body Members (excluding executive members). In the event of a conflict of interest that prevents the use of the emergency powers by the Accountable Officer and Chair, an emergency Conflicts of Interest Committee will be called.

6.2.23. The exercise of such powers by the Accountable Officer and the Chair shall be reported to the next formal meeting of the Governing Body for

formal ratification.

#### Minutes

- 6.2.24. The Governing Body shall keep records and proper minutes of all Governing Body meetings, resolutions and business conducted.
- 6.2.25. The names and roles of all members the meeting, present at the meeting shall be recorded in the minutes of the meeting. This shall apply to all meetings of the Governing Body and committee meetings.
- 6.2.26. No discussion shall take place upon the minutes except upon their accuracy or where the person presiding over the meeting considers discussion appropriate.
- 6.2.27. Minutes of all meetings held in public will be a matter of public record and published on the CCG website.
- 6.2.28. Minutes of meetings held in closed session (part II) will not be a matter of public record.

#### Admission of public and the press

- 6.2.29. Subject to Standing Order 6.2.30, meetings of the Governing Body will be open to the public.
- 6.2.30. The Governing Body may resolve to exclude the public (for clarity this may include some or all invited attendees) from a meeting or part of a meeting where it would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.
- 6.2.31. The person presiding over the meeting shall give such directions as he/she thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Governing Body's business shall be conducted without interruption and disruption.
- 6.2.32. The Governing Body may resolve (as permitted by Section 1(8) Public Bodies (Admissions to Meetings) Act 1960 as amended from time to time) to exclude the public from a meeting (whether during whole or part of the proceedings) to suppress or prevent disorderly conduct or behaviour.
- 6.2.33. Matters to be dealt with by the Governing Body following the exclusion of representatives of the press, and other members of the public shall be confidential to the members of the Governing Body.
- 6.2.34. Any member of the Governing Body or other person who receives any such minutes or papers in advance of or following a meeting shall not reveal or disclose the contents of papers or minutes marked as

'confidential' outside of the Governing Body, without the express permission of the Governing Body. This will apply equally to the content of any discussion during the Governing Body meeting which may take place on such reports or papers.

## 7. Suspension of Standing Orders

- 7.1. In exceptional circumstances, except where it would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care or NHS England, any part of these Standing Orders may be suspended by the Chair or Deputy chair in discussion with at least 2 other Governing Body members, one of whom should be a Lay Member and one of whom should be a GP member of the Governing Body.
- 7.2. A decision to suspend Standing Orders together with the reasons for doing so shall be recorded in the minutes of the meeting.
- 7.3. A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Governing Body's audit committee for review of the reasonableness of the decision to suspend Standing Orders.

## 8. Appointment of committees and sub-committees

- 8.1. The CCG may appoint committees and sub-committees of the CCG and make provision for the appointment of committees and sub-committees of its Governing Body.
- 8.2. All committees and sub-committees may meet virtually using telephone, video and other electronic means when necessary, unless the Terms of Reference prohibit this.
- 8.3. Other than where there are statutory requirements, such as in relation to the Governing Body's Audit Committee or Remuneration Committee, the CCG shall determine the membership and terms of reference of committees and sub-committees and shall, if it requires, receive and consider reports of such committees at the next appropriate meeting and annually in relation to the delivery of its terms of reference.
- 8.4. For committees and sub-committees of the Governing Body, the Governing Body shall determine the membership and terms of reference of committees and sub-committees and shall, if it requires, receive and consider reports of such committees at the next appropriate meeting.
- 8.5. Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the group.

## 9. Use of seal and authorisation of documents

### Custody of Seal

- 9.1. The common seal of the CCG shall be kept by the Accountable Officer or a nominated Manager (Associate Director of Corporate Governance (Company Secretary)) in a secure place.

### Sealing of Documents

- 9.2. The formal Seal of the CCG shall be used for the following (this is not an exhaustive list):
- All contracts for the purchase/lease of land and/or building
  - All contracts for capital works exceeding £100,000
  - All lease agreements where the annual lease charge exceeds £10,000 per annum and the period of the lease exceeds beyond five years.
  - Any other lease agreement where the total payable under the lease exceeds £100,000
  - Any contract or agreement with organisations other than NHS or other government bodies including local authorities where the annual costs exceed or are expected to exceed £100,000
- 9.3. Where it is necessary that a document be sealed, the seal shall be affixed in the presence of and authenticated by their signature by any two of the following:
- a) the Accountable Officer,
  - b) the CCG Chair,
  - c) the Chief Finance Officer

### Signature of Documents

- 9.4. Where any document will be a necessary step in legal proceedings on behalf of the CCG, it shall, unless any enactment otherwise requires or authorises, be signed by the Accountable Officer.
- 9.5. The following individuals are authorised to execute a document on behalf of the CCG by their signature when required, beyond what is detailed in the SoRD:
- a) the Accountable Officer (or their nominated deputy)
  - b) NHS Alliance Director (or their nominated deputy)

## **10. Policy statements: general principles**

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

## Appendix 4: Delegated financial limits extract from the Scheme of Reservation and Delegation

Values stated are CCG specific. Where contracts relate to more than one CCG, authorisation limits shall apply to the value of the contract in line with the schedule of costs per CCG.

Delegated Matter	Governing Body	Committee	AO or CFO	Executive Directors	Budget Holders	Specified Individual
<b>Virements</b> (moving values across different budgets) a) < £100,000 b) £100,001 - £500,000 c) £500,001 - £1,000,000 d) > £1,000,001		FPC	✓	✓	✓	
<b>Approval of Business Cases (and limits for committing programme expenditure), including variation of contracts.</b> In accordance with CCG Service Change / Business Case Policy: a) within existing agreed budgets (i) < £250,000 (ii) £250,001 - £1,500,000 (iii) £1,500,001 - £3,000,000 (iv) > £3,000,001	✓	FPC	✓	✓		

Delegated Matter	Governing Body	Committee	AO or CFO	Executive Directors	Budget Holders	Specified Individual
b) In-year proposals with no budgetary provision (i) < £100,000 (ii) £100,001 - £500,000 (iii) £500,001 - £1,000,000 (iv) > £1,000,001	✓	FPC	✓	✓		
<p><b>Quotation, tendering and contract procedures for expenditure / income proposals, whether capital or revenue, purchases of disposals</b></p> <p>(The value of the goods and services should be the total contract value, not the annual value and should be inclusive of fees but exclusive of VAT. Where the number of years is not specified or is open ended from year to year, a 3-year period should be assumed for the purpose of this calculation.)</p> a) £501 - £5,000 (minimum 2 verbal quotations) b) £5,001 - £50,000 (minimum 3 written quotations) c) £50,001 - £189,330 (NON-CLINICAL GOODS/SERVICES) or £50,001 - £663,540 (CLINICAL GOODS/SERVICES) (follow competitive quote procedure, minimum of 4 written quotations against a written specification with detailed option appraisal). d) > £189,330 (Non-Clinical) or >£663,540 (Clinical), undertake full tender procedures Waiving of quotations and tenders subject to SOs and SFIs (All waivers to be reported to Audit Committee).		Audit	CFO	✓ ✓ ✓	✓ ✓	

Delegated Matter	Governing Body	Committee	AO or CFO	Executive Directors	Budget Holders	Specified Individual
<p><b>Management of ‘Running Costs’ Budgets/Expenditure</b></p> <p>a) Authorization of requisition / order / invoice within existing budget.</p> <p>(i) &lt; £100,000</p> <p>(ii) £100,001 - £250,000</p> <p>(iii) £250,001 - £500,000</p> <p>(iv) £500,001 - £1,000,000</p> <p>(v) &gt; £1,000,001</p> <p>b) Non-pay expenditure for which no specific budget has been set within running cost allowance. As per the limits defined in a), but expenditure must be approved initially by Executive Directors.</p> <p>c) Engagement of staff not on the Establishment (within available budget and full year cost)</p> <p>(i) &lt; £50,000</p> <p>(ii) £50,001 - £100,000 (prior approval required from NHSE)</p> <p>(iii) £100,001 - £250,000 (prior approval required from NHSE)</p> <p>(iv) &gt; £250,001 (prior approval required from NHSE) <i>Reported to RemCom for information and scrutiny</i></p> <p><i>If the appointment relates to the AO or CFO (in iii or iv above) the process will be reviewed by RemCom and recommended to the Governing Body for approval.</i></p>	✓	FPC	✓	✓	✓	
<p><b>Management of ‘Commissioning / Programme Costs’ Budgets / Expenditure</b></p> <p>a) Approval to commit funding associated within approved business case.</p> <p>b) Approval to commit funding other than an approved business case (as defined for the approval of business cases above)</p> <p>c) Approval of expenditure greater than tender price/business case. <i>Subject to remaining within</i></p>				✓		

Delegated Matter	Governing Body	Committee	AO or CFO	Executive Directors	Budget Holders	Specified Individual
<p><i>approval and tender limits identified above.</i></p> <ul style="list-style-type: none"> <li>(i) &lt; 10% of approved tender.</li> <li>(ii) &gt; 10% of approved tender or business case would require review of need and affordability in accordance with the business case process defined above.</li> </ul> <p>d) Approval of invoices within approved contract values</p> <ul style="list-style-type: none"> <li>(i) &lt; £500,000</li> <li>(ii) £500,001 - £2,500,000</li> <li>(iii) £2,500,001 - £19,500,000</li> <li>(iv) &gt; £19,500,001</li> </ul>			<ul style="list-style-type: none"> <li>✓</li> <li>CFO</li> <li>CFO</li> </ul>	<ul style="list-style-type: none"> <li>✓</li> </ul>	<ul style="list-style-type: none"> <li>✓</li> </ul>	
<ul style="list-style-type: none"> <li>a) Approving Continuing Healthcare packages of care                             <ul style="list-style-type: none"> <li>(i) Up to CCG health rate per week</li> <li>(ii) &lt; £1,000 per week</li> <li>(iii) Up to annual equivalent £90,000</li> <li>(iv) Up to annual equivalent £100,000</li> <li>(v) Over annual equivalent £100,000</li> </ul> </li> <li>b) Patient Transport (journeys outside of contract)</li> </ul>					<ul style="list-style-type: none"> <li>✓</li> </ul>	<ul style="list-style-type: none"> <li>CHC Mgr</li> <li>CHC Snr Mgr</li> <li>Head of CHC</li> <li>Deputy CN</li> <li>Chief Nurse</li> </ul>

Delegated Matter	Governing Body	Committee	AO or CFO	Executive Directors	Budget Holders	Specified Individual
<p><b>Losses, Write Off &amp; Compensation</b></p> <p>(a) Losses due to theft, fraud, overpayment, fruitless payments, non-contracted activity, compensation payments</p> <p style="margin-left: 20px;">(i) &lt; £5,000</p> <p style="margin-left: 20px;">(ii) £5,001 - £25,000</p> <p style="margin-left: 20px;">(iii) &gt; £25,000</p> <p>(b) Redress payments made in respect of Continuing Healthcare costs (except for routine reimbursement of care costs incurred due to delay in package set-up over permitted 28 days)</p> <p style="margin-left: 20px;">(i) &lt; £10,000</p> <p style="margin-left: 20px;">(ii) &gt; £10,001</p> <p>(c) Write off of non-NHS debtors</p> <p style="margin-left: 20px;">(i) &lt; £500</p> <p style="margin-left: 20px;">(ii) &gt; £500</p> <p>All instances of losses or write off will be reported to the audit committee.</p>	✓		✓ BOTH	✓+ BOTH+  CN CN  ✓		
<p><b>Primary Care Commissioning</b></p> <p>a) Investment in Primary Care within existing budget (in compliance with business case process).</p> <p>b) <i>Investment in Primary Care outside of delegated commissioning provisions will require the relevant business case and financial approvals process described above depending on value, prior to sign off by PCCC.</i></p>		PCCC PCCC				