



South Eastern Hampshire
Clinical Commissioning Group

**NHS SOUTH EASTERN HAMPSHIRE
CLINICAL COMMISSIONING GROUP**

CONSTITUTION

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FOREWORD

A Constitution sets out the arrangements made by an organisation to meet its responsibilities. It describes the governing principles, rules and procedures to ensure probity and accountability in the day to day running of the organisation. The following describes the constitutional arrangements within NHS South Eastern Hampshire Clinical Commissioning Group.

South Eastern Hampshire covers a large population of over 209,086 with 26 practices and two main acute providers as well as three other service providers. The CCG borders Fareham & Gosport CCG, Portsmouth CCG, North Hampshire CCG, North East Hampshire & Farnham CCG, West Hampshire CCG, Guildford and Waverley CCG and Coastal West Sussex CCG.

INTRODUCTION AND COMMENCEMENT

1. Name

1.1 The name of this clinical commissioning group is NHS South Eastern Hampshire Clinical Commissioning Group.

1.2 Statutory framework

1.2.1 Clinical commissioning groups are established under the Health and Social Care Act 2012 (“the 2012 Act”).¹ They are statutory bodies which have the function of commissioning services for the purposes of the health service in England and are treated as NHS bodies for the purposes of the National Health Service Act 2006 (“the 2006 Act”).² The duties of clinical commissioning groups to commission certain health services are set out in section 3 of the 2006 Act, as amended by section 13 of the 2012 Act, and the regulations made under that provision.³

1.2.2 The NHS England is responsible for determining applications from prospective groups to be established as clinical commissioning groups⁴ and undertakes an annual assessment of each established group.⁵ It has powers to intervene in a clinical commissioning group where it is satisfied that a group is failing or has failed to discharge any of its functions or that there is a significant risk that it will fail to do so.⁶

1.2.3 Clinical commissioning groups are clinically led membership organisations made up of general practices. The members of the clinical commissioning group are responsible for determining the governing arrangements for their organisations, which they are required to set out in a constitution.⁷

¹ See section 11 of the 2006 Act, inserted by section 10 of the 2012 Act

² See section 275 of the 2006 Act, as amended by paragraph 140(2)(c) of Schedule 4 of the 2012 Act

³ Duties of clinical commissioning groups to commission certain health services are set out in section 3 of the 2006 Act, as amended by section 13 of the 2012 Act

⁴ See section 14C of the 2006 Act, inserted by section 25 of the 2012 Act

⁵ See section 14Z16 of the 2006 Act, inserted by section 26 of the 2012 Act

⁶ See sections 14Z21 and 14Z22 of the 2006 Act, inserted by section 26 of the 2012 Act

⁷ See in particular sections 14L, 14M, 14N and 14O of the 2006 Act, inserted by section 25 of the 2012 Act and Part 1 of Schedule 1A to the 2006 Act, inserted by Schedule 2 to the 2012 Act and any regulations issued

1.3 Status of this constitution

- 1.3.1 This constitution is made between the members of NHS South Eastern Hampshire Clinical Commissioning Group and has effect from 1st day of April 2013, when NHS England established the group.⁸
- 1.3.2 The constitution is published on the group's website at: www.southeasternhampshireccg.nhs.uk/ and will be referred to annually at the CCG Annual Meeting to ensure that its standards and contents are upheld.
- 1.3.3 The constitution will be available upon request for inspection at CCG headquarters and upon application, either by:
- 1.3.4 Post:
South Eastern Hampshire CCG, Commissioning House, Building 003, Fort Southwick, James Callaghan Drive, Fareham, Hampshire, PO17 6AR; or
- 1.3.5 Email: sehccg.enquiries@nhs.net

1.4 Amendment and variation of this constitution

- 1.4.1 This constitution can only be varied in two circumstances:⁹
- 1.4.1 where the group applies to the NHS England Board and that application is granted; and
- 1.4.2 where in the circumstances as set out in legislation the NHS England varies the group's constitution.

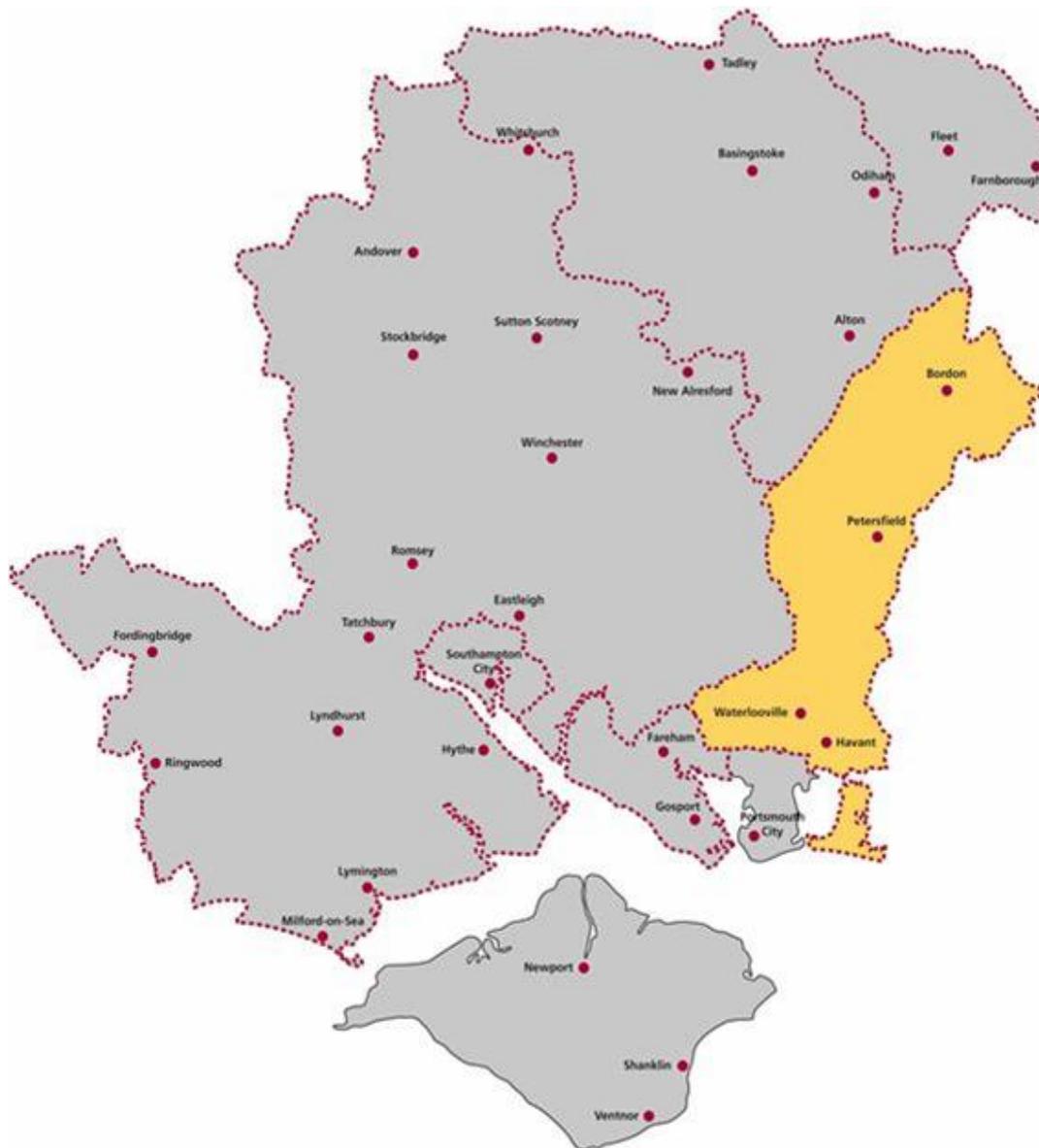
⁸ See section 14D of the 2006 Act, inserted by section 25 of the 2012 Act

⁹ See sections 14E and 14F of the 2006 Act, inserted by section 25 of the 2012 Act and any regulations issued

2 AREA COVERED

The geographical area covered by NHS South Eastern Hampshire Clinical Commissioning Group is 150 square miles and is also covered by Hampshire County Council. The area, however, is broadly co-terminus with the East Hampshire District Council and Havant Borough Council.

South Eastern Hampshire CCG Area



3 Membership

3.1 Membership of the Clinical Commissioning Group

The following practices comprise the members of South Eastern Hampshire Clinical Commissioning Group.

Practice Name	Address
Badgerswood/Forest Surgery	Mill Lane, Headley, Bordon, GU35 8LH
The Bosmere Medical Practice	Solent Road, Havant, PO9 1DQ
Clanfield Surgery	2 White Dirt Lane, Horndean, PO8 0QL
Cowplain Family Practice	28-30 London Road, Cowplain, PO8 8DL
Denmead Practice	Hambledon Road, Denmead, PO7 6NR
Emsworth Surgery	6 North Street, Emsworth, PO10 7DD
Forest End Surgery	Forest End, Waterlooville, PO7 7AH
Highview Surgery	1 Highview, The High Street, Bordon, GU35 0AX
Horndean Surgery	Blendworth Lane, Horndean, PO8 0AA
Liphook & Liss Surgery	Liphook Surgery, Station Road, Liphook, GU30 7DR
Liphook Village Surgery	The Square, Liphook, GU30 7AQ
Middle Park Medical Centre	15 Middle Park Way, Havant, PO9 4AB
Park Lane Medical Centre	82 Park Lane, Bedhampton, PO9 3HN
Pinehill Surgery	Pinehill Road, Bordon, GU35 0BS
Queenswood Surgery	223 London Road, Waterlooville, PO8 8DA
Rowlands Castle Surgery	12 The Green, Rowlands Castle, PO9 6BN
Stakes Lodge Surgery	3A Lavender Road, Waterlooville, PO7 8NS
The Staunton Surgery	Suite C Havant Health Centre, PO9 2AZ
Swan Surgery	Swan Street, Petersfield, GU32 3AB
The Curlew Practice	Suite E Havant Health Centre, PO9 2AZ
The Elms Practice	Hayling Island Health Centre, Elm Grove, Hayling Island PO11 9AP
The Grange Surgery	The Causeway, Petersfield, GU31 4JR
Homewell Surgery	Suite A/B Havant Health Centre, PO9 2AZ
The Riverside Partnership	Riverside Close, Liss, GU33 7AD
The Village Surgery	133 London Road, Cowplain, PO8 8XL
Waterside Medical Practice	Hayling Island Health Centre, Elm Grove, Hayling Island, Hants, PO11 9AP

Appendix B of this constitution contains the list of member practices together with the signatures of the practice representatives confirming their agreement to this constitution.

3.2 Eligibility

Any General Practice situated within the geographical area covered by the CCG which holds a contract for the provision of primary medical services and whose practice population is in the majority resident in South Eastern Hampshire shall be eligible for membership of the CCG.

3.3 Key relationships

- 3.3.1 The CCG recognises the LMC as the statutory representative of GPs and the role of the LMC in the local provision of primary medical services. Both South Eastern Hampshire CCG and the LMC recognise the benefits of cooperation and dialogue in the effective provision of services for patients. South Eastern Hampshire CCG will seek to engage with the LMC whenever appropriate.
- 3.3.2 The CCG recognises the role of other representative medical groups that exist in the area and will engage with these whenever it is appropriate.
- 3.3.3 The CCG acknowledges the existence of “One Compact for Hampshire” and will engage constructively with voluntary and third sector partners.

4 MISSION, VALUES AND AIMS

4.1 Mission

4.1.1 The mission of NHS South Eastern Hampshire Clinical Commissioning Group is to positively improve the health and well-being of people in South Eastern Hampshire within available resources and reducing health inequalities by ensuring that clinicians, patients, the public and partners are at the heart of commissioning.

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

4.2 Values

4.2.1 Good corporate governance arrangements are critical to achieving the group's objectives.

4.2.2 The values that lie at the heart of the group's work are:

- Integrity, trust, respect, honesty;
- Objectivity and transparency; and
- Inclusivity (listening to patients, public, providers and clinicians).

4.3 Aims/Vision

4.3.1 The vision of the Clinical Commissioning Group is to commission excellent, integrated patient centred care for the population of South Eastern Hampshire.

4.4 Principles of Good Governance

4.4.1 In accordance with section 14L(2)(b) of the 2006 Act,¹⁰ the group will at all times observe "such generally accepted principles of good governance" in the way it conducts its business. These include:

- the highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds, the management of the organisation and the conduct of its business;
- *The Good Governance Standard for Public Services*;¹¹
- the standards of behaviour published by the *Committee on Standards in Public Life (1995)* known as the 'Nolan Principles'¹²
- the seven key principles of the *NHS Constitution*;¹³
- the Equality Act 2010; and¹⁴

¹⁰ Inserted by section 25 of the 2012 Act

¹¹ *The Good Governance Standard for Public Services*, The Independent Commission on Good Governance in Public Services, Office of Public Management (OPM) and The Chartered Institute of Public Finance & Accountability (CIPFA), 2004

¹² See Appendix F

¹³ See Appendix G

¹⁴ See <http://www.legislation.gov.uk/ukpga/2010/15/contents>

- standards for members of NHS boards and governing bodies in England.

4.5 Accountability

4.5.1 The group will demonstrate its accountability to its members, local people, stakeholders and the NHS England in a number of ways, including by:

- publishing its constitution;
- appointing independent lay members and non GP clinicians to its governing body;
- holding meetings of its governing body in public (except where the group considers that it would not be in the public interest in relation to all or part of a meeting);
- publishing annually a commissioning plan;
- complying with local authority health overview and scrutiny requirements;
- meeting annually in public to publish and present its annual report (which must be published);
- producing annual accounts in respect of each financial year which must be externally audited;
- having a published and clear complaints process;
- complying with the Freedom of Information Act 2000;
- providing information to the NHS England as required.

4.5.2 In addition to these statutory requirements, the group will demonstrate its accountability by:

- Reserving powers as a group, in the form of a clinical assembly, where all member practices can hold the group to account;
- Forming a community engagement committee which will engage with patients and members of the public who are resident within the geographical area; and
- Publishing a communications and engagement strategy on the group's website which sets out its policy and plans to engage with stakeholders

4.5.3 The governing body of the group will throughout each year have an on-going role in reviewing the group's governance arrangements to ensure that the group continues to reflect the principles of good governance.

5 FUNCTIONS AND GENERAL DUTIES

5.1 Functions

5.1.1 The functions that the group is responsible for exercising are largely set out in the 2006 Act, as amended by the 2012 Act. An outline of these appears in the Department of Health's *Functions of clinical commissioning groups: a working document*. They relate to:

- commissioning certain health services (where NHS England is not under a duty to do so) that meet the reasonable needs of:
 - all people registered with member GP practices;
 - people who are usually resident within the area and are not registered with a member of any clinical commissioning group;
 - commissioning emergency care for anyone present in the group's area;
 - paying its employees' remuneration, fees and allowances in accordance with the determinations made by its governing body and determining any other terms and conditions of service of the group's employees; and
 - determining the remuneration and travelling or other allowances of members of its governing body.

5.1.2 In discharging its functions the group will:

- act¹⁵ consistently with the discharge by the Secretary of State and NHS England of their duty to ***promote a comprehensive health service***¹⁶ and with the objectives and requirements placed on NHS England through *the mandate*¹⁷ published by the Secretary of State before the start of each financial year by:
 - delegating tasks to the group's governing body, and sub-committees or individual members as it shall see fit provided that any such delegations are recorded in the Scheme of Delegation (Appendix D) and are governed by terms of reference;
 - setting out in the Scheme of Delegation (Appendix D) the, 'Schedule of Matters Reserved to the Clinical Commissioning Group and Scheme of Delegation certain powers and decisions that may only be exercised by the Board in formal session and shall have effect as if incorporated into the Standing Orders; and
 - requiring progress of delivery of the duty to be monitored through the group's reporting mechanisms as governed by the standing orders (Appendix C).
- ***meet the public sector equality duty***¹⁸ by:

¹⁵ See section 3(1F) of the 2006 Act, inserted by section 13 of the 2012 Act

¹⁶ See section 1 of the 2006 Act, as amended by section 1 of the 2012 Act

¹⁷ See section 13A of the 2006 Act, inserted by section 23 of the 2012 Act

¹⁸ See section 149 of the Equality Act 2010, as amended by paragraphs 184 and 186 of Schedule 5 of the 2012 Act

- Delegating responsibility to the Accountable Officer for ensuring that South Eastern Hampshire CCG complies with the general and specific duties of the public sector equality duty (Section 149 of the Equality Act 2010);
- Having an Equality and Diversity Policy which sets out how we will deliver this duty, including:
 - Gathering information on how our work affects different people;
 - Publishing, at least annually, sufficient information to demonstrate compliance with the public sector equality duty;
 - Consulting employees, patients/service users and trade unions about how our commissioning and employment practices could be improved;
 - Assessing the equality impact of current and proposed policies, functions and commissioning decisions;
 - Identifying priorities and setting Equality Objectives;
 - Taking action to achieve those objectives; and
 - Publishing and reviewing Equality Objectives at least every four years.

- Requiring that legal compliance and equalities performance is monitored by the Audit Committee as a standing agenda item.
- Adopting the NHS Equality Delivery System as the framework to assist the CCG in delivering the public sector equality duty.
- The CCG will publish an annual Equality and Diversity report at the AGM describing progress against agreed Equality Objectives

- work in partnership with its local authorities to develop **joint strategic needs assessments**¹⁹ and **joint health and wellbeing strategies**²⁰ by:
 - ensuring Governing Body level engagement
 - ensuring the Clinical Chair of the CCG is the representative on the Hampshire Health & Wellbeing Board

¹⁹ See section 116 of the Local Government and Public Involvement in Health Act 2007, as amended by section 192 of the 2012 Act

²⁰ See section 116A of the Local Government and Public Involvement in Health Act 2007, as inserted by section 191 of the 2012 Act

5.2 General Duties

In discharging its functions the group will:

- 5.2.1 Make arrangements to **secure public involvement** in the planning, development and consideration of proposals for changes and decisions affecting the operation of commissioning arrangements²¹ by:
- Establishing a community engagement committee;
 - Publishing an annual communications and engagement strategy; and
 - Publishing an annual statement of engagement
- 5.2.2 **Promote awareness of, and act with a view to securing that health services are provided in a way that promotes awareness of, and have regard to the NHS Constitution**²² by:
- Ensuring robust and appropriate governance arrangements are in place;
 - Delegating responsibility to the Governing Body and its subcommittee, the clinical cabinet;
 - Publishing a Communications & Engagement strategy; and
 - Creating a Community Advisory Committee.
- 5.2.3 Act **effectively, efficiently and economically**²³ by:
- Delegating powers to make the Governing Body responsible for this;
 - The establishment of the clinical cabinet, reporting to the Governing Body. The terms of reference are appended (appendix K).
 - The role of the clinical cabinet is to:
 - Coordinate performance management for non-primary care providers across the CCG. This includes:
 - ◇ identifying areas of poor performance;
 - ◇ identifying and initiating actions required to address performance issues; and
 - ◇ assuring the delivery of remedial action plans including QIPP and non-financial performance targets.
 - Provide a source of escalation for those issues that are not being resolved at operational level;
 - Assess CCG performance in accordance with the accountability agreement; and
 - Provide support, such as providing performance data, to primary care providers so they can effectively manage their own performance, noting that we have no formal role managing primary care providers.
 - Publishing an annual commissioning plan which will be approved by the Clinical Assembly.
 - Delegating responsibility for providing assurance that the CCG is commissioning effectively, efficiently and economically to the audit committee;
 - Publishing a policy on how we plan; and

²¹ See section 14Z2 of the 2006 Act, inserted by section 26 of the 2012 Act

²² See section 14P of the 2006 Act, inserted by section 26 of the 2012 Act and section 2 of the Health Act 2009 (as amended by 2012 Act)

²³ See section 14Q of the 2006 Act, inserted by section 26 of the 2012 Act

- Providing formal reports on financial performance at Governing Body meetings.

5.2.4 Act with a view to **securing continuous improvement to the quality of services**²⁴ by:

- The clinical cabinet will be responsible for securing continuous improvement to the quality of services. The terms of reference are appended (appendix K).
- Publishing a quality framework.
- Publishing an annual a statement around quality of the services commissioned
- Having quality as an agenda item at every Governing Body meeting
- Establishing a joint quality & safety sub-committee of the clinical cabinet which will work jointly with Fareham & Gosport CCG and Portsmouth CCG.

5.2.5 Assist and support NHS England in relation to the Board's duty to **improve the quality of primary medical services**²⁵ by:

- The establishment of a Clinical Cabinet, which is a sub-committee of the Governing Body. The Terms of Reference are appended (appendix K).
- The development of arrangements that support and reward practice improvement in primary care. The clinical cabinet will monitor the performance of these arrangements.

5.2.6 Have regard to the need to **reduce inequalities**²⁶ by:

- Using the NHS Equality Delivery System to support its work to tackle health inequalities experienced by equality groups (protected characteristics)
- Publishing an Equality & Diversity strategy
- Co-opting the Director of Public Health on to our Governing Body as an observer
- Publishing a Commissioning Strategy and Annual Commissioning Plan which include a credible approach to reducing inequality
- Reporting on progress against plan to reduce inequality

5.2.7 **Promote the involvement of patients, their carers and representatives in decisions about their healthcare**²⁷ by:

- Ensuring that information to promote and support the involvement of patients and carers in decisions about their healthcare is available in a range of formats so that it is accessible to all;
- Ensuring that diverse local communities, including those who are more difficult to reach, have a voice and are central to the CCG Communications and Engagement Strategy;

²⁴ See section 14R of the 2006 Act, inserted by section 26 of the 2012 Act

²⁵ See section 14S of the 2006 Act, inserted by section 26 of the 2012 Act

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

²⁷ See section 14U of the 2006 Act, inserted by section 26 of the 2012 Act

- Delegating responsibility to The Community Engagement Committee chaired by the lay member for patient and public engagement who will review and provide assurance to the board on the ways the CCG seeks to involve patients, their carers and the public.
- Our methods for promoting the involvement of patients and their carers and representatives will be published in our Communications & Engagement strategy.
- Publishing an annual statement of engagement which reports on the effectiveness of our strategy.

5.2.8 Act with a view to **enabling patients to make choices**²⁸ by:

- Placing responsibility with the Accountable Officer for this
- Having one of the lay members of the Governing Body being responsible for Patient & Public Involvement and chairing the Community Engagement Committee
- The Community Engagement Committee will report at least annually to the governing body on the fulfilment of this requirement.

5.2.9 **Obtain appropriate advice**²⁹ from persons who, taken together, have a broad range of professional expertise in healthcare and public health by:

- In addition to statutory membership, the following people will be co-opted to the governing body as non-voting members:
 - The Director of Public Health.
 - A representative of the Local Medical Committee.
 - Adult & Children's social care representatives.
 - Practice Manager representative.

5.2.10 **Promote innovation**³⁰ by:

- Delegating responsibility for innovation to the Clinical Cabinet.
- Making the Clinical Chair the lead for innovation

5.2.11 **Promote research and the use of research**³¹ by:

- Delegating responsibility for research to the Clinical Cabinet
- Making the Clinical Chair the lead for Research, particular in relation to oversight of research governance in secondary care and the approval process of excess treatment costs in secondary care.
- South Eastern Hampshire CCG currently has access to a shared Research Management and Governance service and a Comprehensive Local Research Network.

²⁸ See section 14V of the 2006 Act, inserted by section 26 of the 2012 Act

²⁹ See section 14W of the 2006 Act, inserted by section 26 of the 2012 Act

³⁰ See section 14X of the 2006 Act, inserted by section 26 of the 2012 Act

³¹ See section 14Y of the 2006 Act, inserted by section 26 of the 2012 Act

5.2.12 Have regard to the need to ***promote education and training***³² for persons who are employed, or who are considering becoming employed, in an activity which involves or is connected with the provision of services as part of the health service in England so as to assist the Secretary of State for Health in the discharge of his related duty³³ by:

- Making the Governing Body responsible for this.
- Publishing a commissioning strategy which will outline how we will assist those partners who are responsible for commissioning education and training programmes.

5.2.13 Act with a view to ***promoting integration*** of *both* health services with other health services *and* health services with health-related and social care services where the group considers that this would improve the quality of services or reduce inequalities³⁴. To facilitate this the following has been agreed:

- A Collaboration agreement exists between us and Fareham & Gosport.
- Compact agreements exist between South Eastern Hampshire CCG, Fareham & Gosport CCG and Portsmouth CCG.
- The five CCGs across Hampshire work together to take a Hampshire-wide view of specific pathway development e.g. mental health in particular those related to Hampshire County Council.
- The eight CCGs across Hampshire (including Portsmouth, Southampton and the Isle of Wight) working together as the Board of Clinical Commissioners and working together to clarify Make, Share, Buy arrangements and will work together as individual CCGs to promote integration of health services as appropriate.
- The Portsmouth & South Eastern Hampshire system sustainability board

5.3 General Financial Duties – the group will perform its functions so as to:

5.3.1 ***Ensure its expenditure does not exceed the aggregate of its allotments for the financial year***³⁵ by:

- The Chief Finance Officer will be responsible for ensuring that adequate systems of monitoring financial performance are in place to enable the CCG to fulfil its statutory responsibility not to exceed the aggregate of its allotments for the financial year.
- The Chief Finance Officer shall monitor financial performance against plan and periodically report to the Governing Body.
- The Audit Committee will assure the CCG's Governing Body on these matters.

5.3.2 ***Ensure its use of resources (both its capital resource use and revenue resource use) does not exceed the amount specified by NHS England for the financial year***³⁶ by:

³² See section 14Z of the 2006 Act, inserted by section 26 of the 2012 Act

³³ See section 1F(1) of the 2006 Act, inserted by section 7 of the 2012 Act

³⁴ See section 14Z1 of the 2006 Act, inserted by section 26 of the 2012 Act

³⁵ See section 223H(1) of the 2006 Act, inserted by section 27 of the 2012 Act

- Prior to the start of the financial year the Chief Finance Officer will on behalf of the Accountable Officer prepare and submit budgets to the Governing Body for approval;
- The Chief Finance Officer shall monitor financial performance against plan and periodically report to the Governing Body;
- The Chief Finance Officer will devise and maintain systems of budgetary control including monthly financial reporting and review and investigation of any variances from plan;
- The Accountable Officer may delegate the management of budgets to others with the CCG in line with an agreed scheme of delegation; and
- The Audit Committee will assure the CCG's Governing Body on these matters.

The full detailed requirements will be contained in the CCG's standing financial instructions.

5.3.3 *Take account of any directions issued by NHS England, in respect of specified types of resource use in a financial year, to ensure the group does not exceed an amount specified by NHS England*³⁷ by:

- The Chief Finance Officer will be responsible for establishing systems to monitor the expenditure against any resources specified for specific use by the NHS Commissioning Board;
- The Chief Finance officer will be responsible for regular review of the financial performance against plan and periodic reporting of that performance to the Governing Body; and
- The Audit Committee will assure the CCG's Governing Body on these matters.

5.3.4 *Publish an explanation of how the group spent any payment in respect of quality* made to it by NHS England³⁸ by:

- The Chief Financial Officer on behalf of the Accountable officer is responsible for producing a detailed review of any payments made in respect of quality;
- The review will be as a minimum undertaken on an annual basis and publish as part of the CCG's annual report; and
- The Audit Committee will assure the CCG's Governing Body on these matters.

5.4 Other Relevant Regulations, Directions and Documents

- 5.4.1** The group will
- comply with all relevant regulations;
 - comply with directions issued by the Secretary of State for Health or NHS England;
 - take account, as appropriate, of documents issued by NHS England; and

³⁶ See sections 223I(2) and 223I(3) of the 2006 Act, inserted by section 27 of the 2012 Act

³⁷ See section 223J of the 2006 Act, inserted by section 27 of the 2012 Act

³⁸ See section 223K(7) of the 2006 Act, inserted by section 27 of the 2012 Act

- ensure adequate Standing Financial Instructions, Standing Orders and a Scheme of Delegation is in place to support the governance of the CCG operations.

5.4.2 The group will develop and implement the necessary systems and processes to comply with these regulations and directions, documenting them as necessary in this constitution, its scheme of reservation and delegation and other relevant group policies and procedures.

6 DECISION MAKING: THE GOVERNING STRUCTURE

6.1 Authority to act

6.1.1 The clinical commissioning group, which meets as the Clinical Assembly, is accountable for exercising the statutory functions of the group. It may grant authority to act on its behalf to:

- any of its members;
- its governing body;
- employees; and
- a committee or sub-committee of the group.

6.1.2 The extent of the authority to act of the respective bodies and individuals depends on the powers delegated to them by the group as expressed through:

- the group's scheme of reservation and delegation; and
- for committees, their terms of reference.

6.2 Scheme of Reservation and Delegation³⁹

6.2.1 The group's scheme of reservation and delegation sets out:

- those decisions that are reserved for the membership as a whole and are taken in a meeting of the Clinical Assembly; and
- those decisions that are the responsibilities of its governing body (and its committees), the group's committees and sub-committees, individual members and employees.

6.2.2 The clinical commissioning group remains accountable for all of its functions, including those that it has delegated.

6.3 General

6.3.1 In discharging functions of the group that have been delegated to its governing body (and its committees, joint committees and sub committees), and individuals must:

- comply with the group's principles of good governance,⁴⁰
- operate in accordance with the group's scheme of reservation and delegation,⁴¹
- comply with the group's standing orders,⁴²
- comply with the group's arrangements for discharging its statutory duties,⁴³ and
- where appropriate, ensure that member practices have had the opportunity to contribute to the group's decision making process.

³⁹ See Appendix D

⁴⁰ See section 4.4 on Principles of Good Governance above

⁴¹ See appendix D

⁴² See appendix C

⁴³ See chapter 5 above

- 6.3.2 When discharging their delegated functions, its committees, joint committees and sub committees must also operate in accordance with their approved terms of reference.
- 6.3.3 Where delegated responsibilities are being discharged collaboratively, the joint (collaborative) arrangements must:
- identify the roles and responsibilities of those clinical commissioning groups who are working together;
 - identify any pooled budgets and how these will be managed and reported in annual accounts;
 - specify under which clinical commissioning group's scheme of reservation and delegation and supporting policies the collaborative working arrangements will operate;
 - specify how the risks associated with the collaborative working arrangement will be managed between the respective parties;
 - identify how disputes will be resolved and the steps required to terminate the working arrangements; and
 - specify how decisions are communicated to the collaborative partners.

6.4 Committees of the group

- 6.4.1 The Governing Body will have the following committees:
- Audit Committee
 - Remuneration Committee
 - Quality Assurance Committee
 - Community Engagement Committee
 - Corporate Governance Committee
 - The Clinical Cabinet which will have three sub-committees:
 - The Practice Managers Advisory Group
 - Performance and Assurance Committee
 - Portsmouth and South East Hampshire Commissioning Collaborative
- 6.4.2 Committees will only be able to establish their own sub-committees, to assist them in discharging their respective responsibilities, if this responsibility has been delegated to them by the group or the committee they are accountable to.

6.5 Joint Arrangements

- 6.5.1 The group has entered into joint arrangements with the following clinical commissioning groups:
- Fareham & Gosport Clinical Commissioning Group
 - Fareham & Gosport Clinical Commissioning Group and Portsmouth Clinical Commissioning Group
 - The Clinical Commissioning Groups in the Hampshire County Council area.
 - CCG Commissioning Group (the 8 CCGs across Southampton, Hampshire, Isle of Wight & Portsmouth)

6.5.2 The group has joint committee(s) with the following local authority(ies):

- Hampshire County Council

6.6 The Governing Body

6.6.1 **Functions** - the governing body has the following functions conferred on it by sections 14L(2) and (3) of the 2006 Act, inserted by section 25 the 2012 Act, together with any other functions connected with its main functions as may be specified in regulations⁴⁴ or in this constitution. The governing body may also have functions of the clinical commissioning group delegated to it by the group. Where the group has conferred additional functions on the governing body connected with its main functions, or has delegated any of the group's functions to its governing body, these are set out from paragraph 6.6.1(d) below. The governing body has responsibility for:

- ensuring that the group has appropriate arrangements in place to exercise its functions *effectively, efficiently and economically* and in accordance with the groups *principles of good governance*⁴⁵ (its main function);
- determining the remuneration, fees and other allowances payable to employees or other persons providing services to the group and the allowances payable under any pension scheme it may establish under paragraph 11(4) of Schedule 1A of the 2006 Act, inserted by Schedule 2 of the 2012 Act;
- approving any functions of the group that are specified in regulations;⁴⁶
- approving the:
 - vision and strategy following endorsement by the Clinical Assembly
 - commissioning plans following endorsement by the Clinical Assembly
 - monitoring performance against plans
 - providing assurance against strategic risk

6.6.2 **Composition of the Governing Body** - the governing body shall have a maximum of 12 (twelve) designated members and shall comprise of:

Voting Members:

- Six GP representatives of member practices (one of whom shall be the Governing Body Chair)
- Two lay members:
 - one to lead on audit, remuneration and conflict of interest matters (who shall be the deputy chair of the governing body);
 - one to lead on patient and public participation matters;
 - One Registered Nurse;
 - One Secondary Care Specialist Doctor;
 - Accountable Officer; and
 - Chief Finance Officer.

⁴⁴ See section 14L(3)(c) of the 2006 Act, as inserted by section 25 of the 2012 Act

⁴⁵ See section 4.4 on Principles of Good Governance above

⁴⁶ See section 14L(5) of the 2006 Act, inserted by section 25 of the 2012 Act

Non-Voting Members:

- Director of Public Health (Hampshire);
- ;
- Hampshire County Council Officer/Member;
- LMC representative; and
- Practice Manager Representative.

6.6.3 **Committees of the Governing Body** - the governing body has appointed the following committees and sub-committees:

- **Audit Committee** – the audit committee, which is accountable to the group’s governing body, provides the governing body with an independent and objective view of the group’s financial systems, financial information and compliance with laws, regulations and directions governing the group in so far as they relate to finance. The governing body has approved and keeps under review the terms of reference for the audit committee, which includes information on the membership of the audit committee⁴⁷.

In addition the governing body has conferred or delegated the following functions, connected with the governing body’s main function⁴⁸, to its audit committee:

- Assurance that any risks to clinical services from financial pressures have adequate controls in place and reliable assurances are received;
 - Assurance that the strategic risks identified in the assurance framework relate to the group’s objectives and that the controls and assurances to manage those risks are reliable; and
 - Assurance that rigorous processes are in place to support public disclosure statements.
- **Remuneration Committee** – the remuneration committee, which is accountable to the group’s governing body makes recommendations to the governing body on determinations about the remuneration, fees and other allowances for employees and for people who provide services to the group and on determinations about allowances under any pension scheme that the group may establish as an alternative to the NHS pension scheme. The governing body has approved and keeps under review the terms of reference for the remuneration committee, which includes information on the membership of the remuneration committee⁴⁸.

In addition, the governing body has conferred or delegated the following functions, connected with the governing body’s main function⁴⁸, to its remuneration committee:

- Arrangements for termination of employment and other contractual terms; and

⁴⁷ See appendix H for the terms of reference of the Audit Committee

⁴⁸ See appendix I for the terms of reference of the Remuneration Committee

- Forming a joint terms of service committee with Fareham & Gosport CCG to manage arrangements for joint appointments between the two CCGs.
- **Clinical Cabinet** – the clinical cabinet which is accountable to the group’s Governing Body, approves strategy and policy, makes recommendations to the Governing Body across all the business of the CCG, develops a common approach to commissioning strategies, facilitates engagement with the wider clinical body, provides timely clinical commissioning consideration of key work programmes, maximizes clinical engagement in commissioning and QIPP and Reform plans and provides a forum for decisions relating to clinical networks. The Governing Body has approved and keeps under review the terms of reference for the Clinical Cabinet⁴⁹.
- **Community Engagement Committee** – the Community Engagement Committee is the body whose role is to ensure that the Clinical Commissioning Group engages full with patients and public on the commissioning and decommissioning of services; will review quality issues; and input into the development of the commissioning strategy. It will also be a channel for the Governing Body’s work on quality to be disseminated. It will be chaired by the lay representative with responsibility for patient and public participation matters. The committee will include representatives of voluntary sector organisations; Healthwatch; local council representatives; practice participation group members. The Quality lead for the CCG will be a member and the GP with responsibility for patient and public participation.
- **Joint Quality Assurance Committee** - is shared between Fareham & Gosport CCG, South Eastern Hampshire CCG and Portsmouth CCG (through the compact agreement) and is accountable to the Governing Body. The Joint Quality & Safety Committee provides the Clinical Cabinet with updates and information relating to patient safety and complaints for which the Chair of the Clinical Cabinet remains responsible. The Chief Quality Officer is a member of the committee.
- **Corporate Governance Committee** – is shared between Fareham & Gosport CCG and South Eastern Hampshire CCG and is accountable to the Governing Body for the development, implementation and monitoring of corporate governance by maintaining an oversight and ensuring the effectiveness of a range of systems and processes designed to deliver the corporate responsibilities and objectives of both organisations.
- **Sub-committees of the Clinical Cabinet**
 - *Practice Managers’ Commissioning Advisory Group* – which is accountable to the group’s Governing Body, provides a link between the Clinical Cabinet and the Practice managers of the member practices. The governing body has approved and keeps under review the terms of reference for the Clinical

⁴⁹

See appendix K for the terms of reference of the Clinical Cabinet

Cabinet which includes information on the membership of the Practice Managers' Advisory Group⁵⁰.

- *Performance and Assurance Committee*
- *Portsmouth and South East Hampshire Commissioning Collaborative*

⁵⁰

See appendix M for the terms of reference of the Practice Manager's Commissioning Advisory Group

7 Roles and Responsibilities

7.1 Practice Representatives

7.1.1 Practice representatives represent their practice's views and act on behalf of the practice in matters relating to the group. The role of each practice representative is to:

- Nominating commissioning and prescribing leads to a) represent the practice at CCG meetings and b) represent the needs of the practice's patient population within the CCG;
- Actively engaging with the CCG to help improve services within the area;
- Sharing appropriate referral, prescribing and emergency admissions data;
- Follow the clinical pathways and referral protocols agreed by the CCG (except in individual cases where there are justified clinical reason for not doing this);
- Managing the practice's prescribing budget;
- Participating in and delivering, as far as possible, the clinical and cost effective strategies agreed by the CCG;
- Means of obtaining the views and experiences of patients and carers; and
- Working constructively within the Clinical Assembly and the SCAR meetings.
- Practice Representatives must attend the CCG's formal meetings to ensure that the business of the CCG is conducted properly and both committees are kept informed on the post holder's portfolio area(s). Representatives are expected to attend three quarters of all meetings each year (e.g minimum of three formal Governing Body meetings, minimum of nine Clinical Cabinet meetings).
- Attend other meetings to include Clinical Assembly and TARGET to represent the CCG;
- Attend committee/meetings specific to the portfolio(s).

7.2 All Members of the Group's Governing Body

7.2.1 Guidance on the roles of members of the group's governing body is set out in a separate document⁵¹. In summary, each member of the governing body will share responsibility as part of a team to ensure that the group exercises its functions effectively, efficiently and economically, with good governance and in accordance with the constitution. Each member brings their unique perspective, informed by their expertise and experience.

7.3 The chair of the governing body

7.3.1 The chair of the governing body is responsible for:

- leading the governing body, ensuring it remains continuously able to discharge its duties and responsibilities as set out in this constitution;
- building and developing the group's governing body and its individual members;

⁵¹ Draft *clinical commissioning group Governing Body Members – Roles Attributes and Skills*, NHS Commissioning Board Authority, March 2012

- ensuring that the group has proper constitutional and governance arrangements in place;
- ensuring that, through the appropriate support, information and evidence, the governing body is able to discharge its duties;
- supporting the accountable officer in discharging the responsibilities of the organisation;
 - contributing to building a shared vision of the aims, values and culture of the organisation;
 - leading and influencing to achieve clinical and organisational change to enable the group to deliver its commissioning responsibilities;
 - overseeing governance and particularly ensuring that the governing body and the wider group behaves with the utmost transparency and responsiveness at all times;
 - ensuring that public and patients' views are heard and their expectations understood and, where appropriate as far as possible, met;
 - ensuring that the organisation is able to account to its local patients, stakeholders and NHS England; and
 - ensuring that the group builds and maintains effective relationships, particularly with the individuals involved in overview and scrutiny from the relevant local authority(ies).

7.4 The deputy chair of the governing body

7.4.1 Where the Chair is a GP or an individual from a member practice, the Deputy Chair shall be a lay member who shall also take the Chair's role for discussions and decisions involving conflict of interest or is otherwise unable to act.

7.5 Role of the Accountable Officer

7.5.1 The accountable officer of the group is a member of the governing body.

7.5.2 This role of Accountable Officer (AO) has been summarised in a national document⁵² as:

- being responsible for ensuring that the clinical commissioning group fulfils its duties to exercise its functions effectively, efficiently and economically thus ensuring improvement in the quality of services and the health of the local population whilst maintaining value for money;

⁵² See the latest version of the NHS Commissioning Board Authority's *Clinical commissioning group governing body members: Role outlines, attributes and skills*

- at all times ensuring that the regularity and propriety of expenditure is discharged, and that arrangements are put in place to ensure that good practice (as identified through such agencies as the Audit Commission and the National Audit Office) is embodied and that safeguarding of funds is ensured through effective financial and management systems;
- working closely with the chair of the governing body, the accountable officer will ensure that proper constitutional, governance and development arrangements are put in place to assure the members (through the governing body) of the organisation's on-going capability and capacity to meet its duties and responsibilities. This will include arrangements for the ongoing developments of its members and staff; and
- The AO will be a manager and will be an employee of the CCG. The role of the AO will be shared with Fareham & Gosport CCG.

7.6 Role of the chief finance officer

7.6.1 The chief finance officer is a member of the governing body and is responsible for providing financial advice to the clinical commissioning group and for supervising financial control and accounting systems

7.6.2 The role of the chief finance office will be shared with Fareham & Gosport CCG.

- 7.6.3 This role of chief finance officer has been summarised in a national document as:
- being the governing body's professional expert on finance and ensuring, through robust systems and processes, the regularity and propriety of expenditure is fully discharged;
 - making appropriate arrangements to support, monitor on the group's finances;
 - overseeing robust audit and governance arrangements leading to propriety in the use of the group's resources;
 - being able to advise the governing body on the effective, efficient and economic use of the group's allocation to remain within that allocation and deliver required financial targets and duties; and
 - producing the financial statements for audit and publication in accordance with the statutory requirements to demonstrate effective stewardship of public money and accountability to NHS England.

7.7 Joint Appointments with other Organisations

- 7.7.1 The group has the following joint appointments with another organisation:
- Accountable Officer and Chief Finance Officer roles are shared with Fareham & Gosport Clinical Commissioning Group.

- These joint appointments are supported by a memorandum of understanding between the organisations who are party to these joint appointments. Other non-statutory appointments may exist between Fareham & Gosport and South Eastern Hampshire CCGs so long as they are subject to a hosting agreement.

8 Standards of business conduct and managing conflicts of interest

8.1 Standards of Business Conduct

8.1.1 Employees, members, committee and sub-committee members of the group and members of the governing body (and its committees) will at all times comply with this constitution and be aware of their responsibilities as outlined in it. They should act in good faith and in the interests of the group and should follow the *Seven Principles of Public Life*, set out by the Committee on Standards in Public Life (the Nolan Principles). The Nolan Principles are incorporated into this constitution at Appendix F.

8.1.2 They must comply with the group's policy on business conduct, including the requirements set out in the policy for managing conflicts of interest. This policy will be available on the group's website at www.southeasternhampshireccg.nhs.uk

8.1.3 Individuals contracted to work on behalf of the group or otherwise providing services or facilities to the group 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.

8.2 Conflicts of Interest

8.2.1 As required by section 14O of the 2006 Act, as inserted by section 25 of the 2012 Act, the clinical commissioning group will make arrangements to manage conflicts and potential conflicts of interest to ensure that decisions made by the group will be taken and seen to be taken without any possibility of the influence of external or private interest.

8.2.2 Where an individual, i.e. an employee, group member, member of the governing body, or a member of a committee or a sub-committee of the group or its governing body has an interest, or becomes aware of an interest which could lead to a conflict of interests in the event of the group 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.

8.2.3 A conflict of interest will include:

- a direct pecuniary interest: where an individual may financially benefit from the consequences of a commissioning decision (for example, as a provider of services);
- an indirect pecuniary interest: for example, where an individual is a partner, member or shareholder in an organisation that will benefit financially from the consequences of a commissioning decision;
- a non-pecuniary interest: where an individual holds a non-remunerative or not-for profit interest in an organisation, that will benefit from the consequences of a commissioning decision (for example, where an individual is a trustee of a voluntary provider that is bidding for a contract);

- a non-pecuniary personal benefit: where an individual may enjoy a qualitative benefit from the consequence of a commissioning decision which cannot be given a monetary value (for example, a reconfiguration of hospital services which might result in the closure of a busy clinic next door to an individual's house); and
- where an individual is closely related to, or in a relationship, including friendship, with an individual in the above categories.

8.2.4 If in doubt, the individual concerned should assume that a potential conflict of interest exists.

8.3 Declaring and Registering Interests

8.3.1 The group will maintain one or more registers of the interests of:

- the members of the group;
- the members of its governing body;
- the members of its committees or sub-committees and the committees or sub-committees of its governing body; and
- its employees.

8.3.2 The registers will be published on the group's website at www.southeasternhampshireccg.nhs.uk.

8.3.3 Individuals will declare any interest that they have, in relation to a decision to be made in the exercise of the commissioning functions of the group, in writing to the governing body, as soon as they are aware of it and in any event no later than 28 days after becoming aware.

8.3.4 Where an individual is unable to provide a declaration in writing, for example, if a conflict becomes apparent in the course of a meeting, they will make an oral declaration before witnesses, and provide a written declaration as soon as possible thereafter.

8.3.5 The Governance and Committee Officer will ensure that the register of interest is reviewed regularly, and updated as necessary.

8.4 Managing Conflicts of Interest: general

8.4.1 Individual members of the group, the governing body, committees or sub-committees, the committees or sub-committees of its governing body and employees will comply with the arrangements determined by the group for managing conflicts or potential conflicts of interest.

- 8.4.2 The Governance and Committee Officer will ensure that for every interest declared, either in writing or by oral declaration, arrangements are in place to manage the conflict of interests or potential conflict of interests, to ensure the integrity of the group's decision making processes.
- 8.4.3 Arrangements for the management of conflicts of interest are to be determined by the Governance and Committee Officer and will include the requirement to put in writing to the relevant individual arrangements for managing the conflict of interests or potential conflicts of interests, within a week of declaration. The arrangements will confirm the following:
- a) when an individual should withdraw from a specified activity, on a temporary or permanent basis; and
 - b) monitoring of the specified activity undertaken by the individual, either by a line manager, colleague or other designated individual.
- 8.4.4 Where an interest has been declared, either in writing or by oral declaration, the declarer will ensure that before participating in any activity connected with the group's exercise of its commissioning functions, they have received confirmation of the arrangements to manage the conflict of interest or potential conflict of interest from the Governance and Committee Officer.
- 8.4.5 Where an individual member, employee or person providing services to the group is aware of an interest which:
- a) has not been declared, either in the register or orally, they will declare this at the start of the meeting; and
 - b) has previously been declared, in relation to the scheduled or likely business of the meeting, the individual concerned will bring this to the attention of the chair of the meeting, together with details of arrangements which have been confirmed for the management of the conflict of interests or potential conflict of interests.
- 8.4.6 The chair of the meeting will then determine how this should be managed and inform the member of their decision. Where no arrangements have been confirmed, the chair of the meeting may require the individual to withdraw from the meeting or part of it. The individual will then comply with these arrangements, which must be recorded in the minutes of the meeting.
- 8.4.7 Where the chair of any meeting of the group, including committees, sub-committees, or the governing body and the governing body's committees and sub-committees, has a personal interest, previously declared or otherwise, in relation to the scheduled or likely business of the meeting, they must make a declaration and the deputy chair will act as chair for the relevant part of the meeting. Where arrangements have been confirmed for the management of the conflict of interests or potential conflicts of interests in relation to the chair, the meeting must ensure these are followed. Where no arrangements have been confirmed, the deputy

chair may require the chair to withdraw from the meeting or part of it. Where there is no deputy chair, the members of the meeting will select one.

- 8.4.8 Any declarations of interests, and arrangements agreed in any meeting of the clinical commissioning group, committees or sub-committees, or the governing body, the governing body's committees or sub-committees, will be recorded in the minutes.
- 8.4.9 Where more than 50% of the members of a meeting are required to withdraw from a meeting or part of it, owing to the arrangements agreed for the management of conflicts of interests or potential conflicts of interests, the chair (or deputy) will determine whether or not the discussion can proceed.
- 8.4.10 In making this decision the chair will consider whether the meeting is quorate, in accordance with the number and balance of membership set out in the group's standing orders. Where the meeting is not quorate, owing to the absence of certain members, the discussion will be deferred until such time as a quorum can be convened. Where a quorum cannot be convened from the membership of the meeting, owing to the arrangements for managing conflicts of interest or potential conflicts of interests, the chair of the meeting shall consult with the Governance and Committee Officer.
- 8.4.11 This may include:
- requiring another of the group's committees or sub-committees, the group's governing body or the governing body's committees or sub-committees (as appropriate) which can be quorate to progress the item of business, or if this is not possible:
 - inviting on a temporary basis one or more of the following to make up the quorum (where these are permitted members of the governing body or committee / sub-committee in question) so that the group can progress the item of business:
 - a member of the clinical commissioning group who is an individual;
 - an individual appointed by a member to act on its behalf in the dealings between it and the clinical commissioning group;
 - a member of a relevant Health and Wellbeing Board; and
 - a member of a governing body of another clinical commissioning group.
 - These arrangements must be recorded in the minutes.
 - in any transaction undertaken in support of the clinical commissioning group's exercise of its commissioning functions (including conversations between two or more individuals, e-mails, correspondence and other communications), individuals must ensure, where they are aware of an interest, that they conform to the arrangements confirmed for the management of that interest. Where an individual has not had confirmation of arrangements for managing the interest, they must declare their interest at the earliest possible opportunity in the course of that transaction, and declare that interest as soon as possible thereafter. The individual must also inform either their line

manager (in the case of employees), or the Governance and Committee Officer.

- The Governance and Committee Officer will take such steps as deemed appropriate, and request information deemed appropriate from individuals, to ensure that all conflicts of interest and potential conflicts of interest are declared

8.5 Managing Conflicts of Interest: contractors and people who provide services to the group

8.5.1 Anyone seeking information in relation to a procurement, or participating in a procurement, or otherwise engaging with the clinical commissioning group in relation to the potential provision of services or facilities to the group, will be required to make a declaration of any relevant conflict / potential conflict of interest.

8.5.2 Anyone contracted to provide services or facilities directly to the clinical commissioning group will be subject to the same provisions of this constitution in relation to managing conflicts of interests. This requirement will be set out in the contract for their services.

8.6 Transparency in Procuring Services

8.6.1 The group recognises the importance in making decisions about the services it procures in a way that does not call into question the motives behind the procurement decision that has been made. The group will procure services in a manner that is open, transparent, non-discriminatory and fair to all potential providers.

8.6.2 The group will publish a Procurement Strategy approved by its governing body which will ensure that:

- all relevant clinicians (not just members of the group) and potential providers, together with local members of the public, are engaged in the decision-making processes used to procure services;
- service redesign and procurement processes are conducted in an open, transparent, non-discriminatory and fair way; and
- copies of this Procurement Strategy will be available on the group's website at www.southeasternhampshireccg.nhs.uk.

9 The group as employer

- 9.1 The group recognises that its most valuable asset is its people. It will seek to enhance their skills and experience and is committed to their development in all ways relevant to the work of the group.
- 9.2 The group will seek to set an example of best practice as an employer and is committed to offering all staff equality of opportunity. It will ensure that its employment practices are designed to promote diversity and to treat all individuals equally.
- 9.3 The group will ensure that it employs suitably qualified and experienced staff who will discharge their responsibilities in accordance with the high standards expected of staff employed by the group. All staff will be made aware of this constitution, the commissioning strategy and the relevant internal management and control systems which relate to their field of work.
- 9.4 The group will maintain and publish policies and procedures (as appropriate) on the recruitment and remuneration of staff to ensure it can recruit, retain and develop staff of an appropriate calibre. The group will also maintain and publish policies on all aspects of human resources management, including grievance and disciplinary matters
- 9.5 The group will ensure that its rules for recruitment and management of staff provide for the appointment and advancement on merit on the basis of equal opportunity for all applicants and staff.
- 9.6 The group will ensure that employees' behaviour reflects the values, aims and principles set out above.
- 9.7 The group will ensure that it complies with all aspects of employment law.
- 9.8 The group will ensure that its employees have access to such expert advice and training opportunities as they may require in order to exercise their responsibilities effectively.
- 9.9 The group will adopt a Code of Conduct for staff and will maintain and promote effective 'whistleblowing' procedures to ensure that concerned staff have means through which their concerns can be voiced.
- 9.10 The group recognises and confirms that nothing in or referred to in this constitution (including in relation to the issue of any press release or other public statement or disclosure) will prevent or inhibit the making of any protected disclosure (as defined in the Employment Rights Act 1996, as amended by the Public Interest Disclosure Act 1998) by any member of the group, any member of its governing body, any member of any of its committees or sub-committees or the committees or sub-committees of its governing body, or any employee of the group or of any of its members, nor will it affect the rights of any worker (as defined in that Act) under that Act.

- 9.11 Copies of this Code of Conduct, together with the other policies and procedures outlined in this chapter, will be available on the group's website at www.southeasternhampshireccg.nhs.uk

10 Transparency, ways of working and standing orders

10.1 General

10.1.1 The group will publish annually a commissioning plan and an annual report, presenting the group's annual report to a public meeting.

10.1.2 Key communications issued by the group, including the notices of procurements, public consultations, governing body meeting dates, times, venues, and certain papers will be published on the group's website at www.southeasternhampshireccg.nhs.uk

10.1.3 The group may use other means of communication, including circulating information by post, or making information available in venues or services accessible to the public.

10.2 Standing Orders

This constitution is also informed by a number of documents which provide further details on how the group will operate. They are the group's:

- ***Standing orders (Appendix C)*** – which sets out the arrangements for meetings and the appointment processes to elect the group's representatives and appoint to the group's committees, including the governing body;
- ***Scheme of reservation and delegation (Appendix D)*** – which sets out those decisions that are reserved for the membership as a whole and those decisions that are the responsibilities of the group's governing body, the governing body's committees and sub-committees, the group's committees and sub-committees, individual members and employees;
- ***Prime financial policies (Appendix E)*** – which sets out the arrangements for managing the group's financial affairs.

APPENDIX A

DEFINITIONS OF KEY DESCRIPTIONS USED IN THIS CONSTITUTION

2006 Act	National Health Service Act 2006
2012 Act	Health and Social Care Act 2012 (this Act amends the 2006 Act)
Accountable officer	<p>An individual, as defined under paragraph 12 of Schedule 1A of the 2006 Act (as inserted by Schedule 2 of the 2012 Act), appointed by the NHS Commissioning Board, with responsibility for ensuring the group:</p> <ul style="list-style-type: none"> • complies with its obligations under: <ul style="list-style-type: none"> ○ sections 14Q and 14R of the 2006 Act (as inserted by section 26 of the 2012 Act), ○ sections 223H to 223J of the 2006 Act (as inserted by section 27 of the 2012 Act), ○ paragraphs 17 to 19 of Schedule 1A of the NHS Act 2006 (as inserted by Schedule 2 of the 2012 Act), and ○ any other provision of the 2006 Act (as amended by the 2012 Act) specified in a document published by the Board for that purpose; • exercises its functions in a way which provides good value for money.
Area	The geographical area that the group has responsibility for, as defined in Chapter 2 of this constitution
Chair of the governing body	The individual appointed by the group to act as chair of the governing body
Chief finance officer	The qualified accountant employed by the group with responsibility for financial strategy, financial management and financial governance
Clinical commissioning group	A body corporate established by NHS England in accordance with Chapter A2 of part 2 of the 2006 Act (as inserted by section 10 of the 2012 Act)
Committee	<p>A committee or sub-committee created and appointed by:</p> <ul style="list-style-type: none"> • the membership of the group; • a committee / sub-committee created by a committee created / appointed by the membership of the group; and • a committee / sub-committee created / appointed by the governing body.
Financial year	This usually runs from 1 April to 31 March, but under paragraph 17 of Schedule 1A of the 2006 Act (inserted by Schedule 2 of the 2012 Act), it can for the purposes of audit and accounts run from when a clinical commissioning group is established until the following 31 March.
Group	NHS South Eastern Hampshire Clinical Commissioning Group, whose constitution this is.
Governing body	<p>The body appointed under section 14L of the NHS Act 2006 (as inserted by section 25 of the 2012 Act), with the main function of ensuring that a clinical commissioning group has made appropriate arrangements for ensuring that it complies with:</p> <ul style="list-style-type: none"> • its obligations under section 14Q under the NHS Act 2006 (as inserted by section 26 of the 2012 Act), and • such generally accepted principles of good governance as are relevant to it.
Governing body member	Any member appointed to the governing body of the group

<i>Lay member</i>	A lay member of the governing body, appointed by the group. A lay member is an individual who is not a member of the group or a healthcare professional (i.e. an individual who is a member of a profession regulated by a body mentioned in section 25(3) of the National Health Service Reform and Health Care Professions Act 2002) or as otherwise defined in regulations
<i>Member</i>	A provider of primary medical services to a registered patient list, who is a members of this group (see tables in Chapter 3 and Appendix B)
<i>Practice representatives</i>	An individual appointed by a practice (who is a member of the group) to act on its behalf in the dealings between it and the group, under regulations made under section 89 or 94 of the 2006 Act (as amended by section 28 of the 2012 Act) or directions under section 98A of the 2006 Act (as inserted by section 49 of the 2012 Act)
<i>Registers of interests</i>	Registers a group is required to maintain and make publicly available under section 14O of the 2006 Act (as inserted by section 25 of the 2012 Act), of the interests of: <ul style="list-style-type: none"> • the members of the group; • the members of its governing body; • the members of its committees or sub-committees and committees or sub-committees of its governing body; and • its employees.

APPENDIX B - LIST OF MEMBER PRACTICES

Practice name	Address	Practice representative's signature & date signed
Badgerswood / Forest Surgery	Mill Lane, Headley, Bordon, GU35 8LH	
The Bosmere Medical Practice	Solent Road, Havant, PO9 1DQ	
Clanfield Surgery	2 White Dirt Lane, Horndean, PO8 0QL	
Cowplain Family Practice	28-30 London Road, Cowplain, PO8 8DL	
Denmead Praticce	Hambledon Road, Denmead, PO7 6NR	
Emsworth Surgery	6 North Street, Emsworth, PO10 7DD	
Forest End Surgery	Forest End, Waterlooville, PO7 7AH	
Highview Surgery	1 Highview, The High Street, Bordon, GU35 0AX	
Horndean Surgery	Blendworth Lane, Horndean, PO8 0AA	
Liphook & Liss Surgery	Liphook Surgery, Station Road, Liphook, GU30 7DR	
Liphook Village Surgery	The Square, Liphook, GU30 7AQ	
Middle Park Medical Centre	15 Middle Park Way, Havant, PO9 4AB	
Park Lane Medical Centre	82 Park Lane, Bedhampton, PO9 3HN	
Pinehill Surgery	Pinehill Road, Bordon, GU35 0BS	
Queenswood Surgery	223 London Road, Waterlooville, PO8 8DA	
Rowlands Castle Surgery	12 The Green, Rowlands Castle, PO9 6BN	
Stakes Lodge Surgery	3A Lavender Road, Waterlooville, PO7 8NS	
The Staunton Surgery	Suite C Havant Health Centre, PO9 2AZ	
Swan Surgery	Swan Street, Petersfield, GU32 3AB	
The Curlew Practice	Suite E Havant Health Centre, PO9 2AZ	
The Elms Practice	Hayling Island Health Centre, Elm Grove, Hayling Island, PO11 9AP	
The Grange Surgery	The Causeway, Petersfield, GU31 4JR	
Homewell Surgery	Suite A/B Havant Health Centre, PO9 2AZ	
The Riverside Partnership	Riverside Close, Liss, GU33 7AD	
The Village Surgery	133 London Road, Cowplain, PO8 8XL	
Waterside Medical Practice	Hayling Island Health Centre, Elm Grove, Hayling Island, Hants, PO11 9AP	

APPENDIX C – STANDING ORDERS

1. STATUTORY FRAMEWORK AND STATUS

1.1. Introduction

1.1.1. These standing orders have been drawn up to regulate the proceedings of the NHS South Eastern Hampshire Clinical Commissioning Group so that group can fulfil its obligations, as set out largely in the 2006 Act, as amended by the 2012 Act and related regulations. They are effective from the date the group is established.

1.1.2. The standing orders, together with the group's scheme of reservation and delegation⁵³ and the group's prime financial policies⁵⁴, provide a procedural framework within which the group discharges its business. They set out:

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

These arrangements must comply, and be consistent where applicable, with requirements set out in the 2006 Act (as amended by the 2012 Act) and related regulations and take account as appropriate⁵⁵ of any relevant guidance.

1.1.3. The standing orders, scheme of reservation and delegation and prime financial policies have effect as if incorporated into the group's constitution. Group members, employees, members of the governing body, members of the governing body's committees and sub-committees, members of the group's committees and sub-committees and persons working on behalf of the group should be aware of the existence of these documents and, where necessary, be familiar with their detailed provisions. Failure to comply with the standing orders, scheme of reservation and delegation and prime financial policies may be regarded as a disciplinary matter that could result in dismissal.

1.2. Schedule of matters reserved to the clinical commissioning group and the scheme of reservation and delegation

1.2.1. The 2006 Act (as amended by the 2012 Act) provides the group with powers to delegate the group's functions and those of the governing body to certain bodies (such as committees) and certain persons. The group has decided that certain

⁵³ See Appendix

⁵⁴ See Appendix

decisions may only be exercised by the group in formal session. These decisions and also those delegated are contained in the group's scheme of reservation and delegation.

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

2.1. Composition of membership

- 2.1.1. Chapter 3 of the group's constitution provides details of the membership of the group (also see Appendix B).
- 2.1.2. Chapter 6 of the group's constitution provides details of the governing structure used in the group's decision-making processes, whilst Chapter 7 of the constitution outlines certain key roles and responsibilities within the group and its governing body, including the role of practice representatives (section 7.1 of the constitution).

2.2 Key Roles

- 2.2.1 Paragraph 6.6.2 of the group's constitution sets out the composition of the group's governing body whilst Chapter 7 of the group's constitution identifies certain key roles and responsibilities within the group and its governing body. These standing orders set out how the group appoints individuals to these key roles.
- 2.2.2 The **Chair**, as listed in paragraph 6.6.2 of the group's constitution, is subject to the following appointment process:
 - 2.2.2.1 Nominations – individuals put themselves forwards for election by the Clinical Cabinet;
 - 2.2.2.2 *Eligibility* – the Chair shall be a GP who is a member of the CCG and has been elected to the Clinical Cabinet in elections conducted by the Local Medical Committee (LMC);
 - 2.2.2.3 *Appointment process* – the Chair shall be selected by the Clinical Cabinet and confirmed by the Governing Body;
 - 2.2.2.4 *Term of office* – a term of office is a period of no more than three years;
 - 2.2.2.5 *Eligibility for reappointment* – the reappointment of the Chair follows the same appointment process. No individual shall serve on the governing body as Chair for a period of more than two consecutive terms of office (i.e. six years) without a break of at least one year;
 - 2.2.2.6 *Grounds for removal from office* – the Chair could be removed from office by the NHS England or if they are or subsequently become:
 - Retired from their practice or primary care service provider;

- Suspended by either the General Medical Council or NHS England;
- Subject to serious misconduct proceedings;
- A member of a practice which ceases to be eligible for membership of the CCG;
- Without a contract for the provision of primary medical services within the Area of the Clinical Commissioning Group.

2.2.2.7 *Notice period* – six months prior written notice to the Governing Body.

2.2.3 The **Deputy Chair** as listed in paragraph 6.6.2 of the group's constitution, is subject to the following appointment process:

- a) *Nominations* – individuals put themselves forward for the position
- b) *Eligibility* – must be a lay member representative;
- c) *Appointment process* – the Deputy Chair will be selected by the Governing Body from the lay members on the Governing Body;
- d) *Term of office* – a term of office is a period of no more than three years;
- e) *Eligibility for reappointment* – the reappointment process is the same as the appointment process. No one shall serve on the governing body as the Deputy Chair for a period of more than two consecutive terms of office (i.e. six years) without a break of at least one year;
- f) *Grounds for removal from office* – if they are or subsequently become:
 - i) a serving civil servant within the Department of Health, or members /employees of the Care Quality Commission;
 - ii) intending to serve as a Chair or non-executive of another NHS body beyond the formal establishment of the relevant CCG
 - iii) not eligible to work in the UK;
 - iv) subject to a bankruptcy restrictions order or an interim bankruptcy restrictions order;
 - v) in the last five years been dismissed from employment by a health service body otherwise than because of redundancy;
 - vi) a person who has received a prison sentence or suspended sentence of three months or more in the last five years;
 - vii) a person who has been dismissed by a former employer (within or outside the NHS) on the grounds of misconduct within the last 5 years;
 - viii) a health care professional whose registration is subject to conditions, or who is subject to proceedings before a fitness to practise committee of the relevant regulatory body, or who is the subject of an allegation or investigation which could lead to such proceedings;
 - ix) a person who is under a disqualification order under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002, or an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of administration order against an individual); and
 - x) a person who has at any time been removed from the management or control of a charity.
- g) *Notice period* – three months prior written notice to the Governing Body.

2.2.4 The **Accountable Officer** as listed in paragraph 6.6.2 of the group's constitution, is subject to the following appointment process:

- a) *Nominations* – The Accountable Officer shall not be subject to election but shall be appointed subject to a formal application and interview process;
- b) *Eligibility* – The Accountable Officer shall be an individual with experience acting at Very Senior Manager level in the NHS;
- c) *Appointment process* – selection and appointment by the Governing Body following successful outcome of national assessment centre and approval by the NHS Commissioning Board;
- d) *Term of office* – no limit;
- e) *Eligibility for reappointment* – not applicable;
- f) *Grounds for removal from office* – the Accountable Officer can be removed from office by the Chair of the CCG under circumstances described in the HR policies
- g) *Notice period* – six months prior written notice to the governing body.

2.2.5 The **Clinical Cabinet Members** (Representatives of Member Practices) as listed in section 6.6.2 of the group's constitution, are subject to the following appointment process:

- a) *Nominations* – individuals nominate themselves;
- b) *Eligibility* – must be a GP who is a member whether they be partners, non-partners or locums, of a member practice of the CCG. At least three of the Clinical Board Members elected by the constituents should be Partners of member practices
- c) *Appointment process* – elections shall be by simple majority and be conducted by the Local Medical Committee where every GP member of a member practice shall be able to vote for up to the number of positions that are available. Nominations for Clinical Cabinet Members must be accompanied by written confirmation of support from a CCG member practice;
- d) *Term of office* – a term of office is a period of no more than three years;
- e) *Eligibility for reappointment* – the re-election process is the same as the election process. No individual shall serve on the Clinical Cabinet for a period of more than two consecutive terms (i.e. six years) without a break of at least three years;
- f) *Grounds for removal from office* – A Member of the Clinical Cabinet could be removed from office by NHS England or if they are, or subsequently become:
 - i) Retired from their practice or primary care service provider;
 - ii) Suspended by either the General Medical Council or NHS England;
 - iii) Subject to serious misconduct proceedings;

- iv) A member of a practice which ceases to be eligible for membership of the CCG;
- v) Without a contract for the provision of primary medical services within the Area of the Clinical Commissioning Group.
- vi) No longer supported by a CCG member practice
- vii) Unable to consistently fulfil the requirements of the job description
- g) *Notice period* – three months prior written notice to the governing body.

2.2.6 The **Practice Manager** representative as listed in section 6.6.2 of the constitution is subject to the following appointment process:

- a) *Nominations* – any individual may nominate themselves;
- b) *Eligibility* – must be a practice manager or recognised equivalent of a member practice;
- c) *Appointment process* – via elections administered by the CCG;
- d) *Term of Office* – a term of office is a period of no more than three years;
- e) *Eligibility for reappointment* – re-election as per the election process. No individual may be a member of the Governing Body for more than two consecutive terms of office (i.e. six years) without a break of at least three years;
- f) *Grounds for removal from office:*
 - i) left member practice;
 - ii) practice ceases to be eligible for membership;
 - iii) member practice ceases to hold a contract for the provision of primary medical services within the area of the group;
 - iv) suspended by the practice; and
 - v) subject to serious misconduct proceedings.
- g) *Notice period* – three months prior written notice to the governing body.

2.2.7 The **Lay Members** are subject to the following appointment process:

- a) *Nominations* – selection process from members of the local community;
- b) *Eligibility* – One lay member will have recent financial and audit experience and another member will have expertise and knowledge of the local community and shall normally be resident within the area covered by the CCG. One of the lay members will have the additional role of Deputy Chair of the Governing Body;
- c) *Appointment process* – formal application, interview and appointment by the Chair;
- d) *Term of office* - a term of office is a period of no more than three years;
- e) *Eligibility for reappointment* – No one shall serve on the governing body as a Lay Member of a period of more than two consecutive terms of office (i.e. six years) without a break of at least three years; and
- f) *Grounds for removal from office* – if they are, or subsequently become:
 - i) a serving civil servant within the Department of Health, or members /employees of the Care Quality Commission;

- ii) intending to serve as a Chair or non-executive of another NHS body beyond the formal establishment of the relevant CCG
- iii) not eligible to work in the UK;
- iv) subject to a bankruptcy restrictions order or an interim bankruptcy restrictions order;
- v) in the last five years been dismissed from employment by a health service body otherwise than because of redundancy;
- vi) a person who has received a prison sentence or suspended sentence of three months or more in the last five years;
- vii) a person who has been dismissed by a former employer (within or outside the NHS) on the grounds of misconduct within the last 5 years;
- viii) a health care professional whose registration is subject to conditions, or who is subject to proceedings before a fitness to practise committee of the relevant regulatory body, or who is the subject of an allegation or investigation which could lead to such proceedings;
- ix) a person who is under a disqualification order under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002, or an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of administration order against an individual);
- x) a person who has at any time been removed from the management or control of a charity

g) *Notice period* – three months prior written notice to the governing body.

2.2.8 The **Registered Nurse**, as listed in section 6.6.2 of the group's constitution, is subject to the following appointment process:

- a) *Nominations* – formal application and interview process;
- b) *Eligibility* – a registered nurse who has developed a high level of professional expertise and knowledge. The individual should have no conflicts of interest i.e. they should not be employed by any organisation from which the CCG secures any significant volume of provision. The individual should bring significant additional perspectives beyond primary care and should not be a general practice employee;
- c) *Appointment process* – formal application and interview by the Chair;
- d) *Term of office* – no limit;
- e) *Eligibility for reappointment* – not applicable;
- f) *Grounds for removal from office* – the Accountable Officer can be removed from office by the Chair of the CCG under circumstances described in the HR policies; and
- g) *Notice period* – as stipulated in their contract of employment.

2.2.9 The **Secondary Care Specialist Doctor** as listed in section 6.6.2 of the group's constitution, is subject to the following appointment process:

- a) *Nominations* – formal application and interview process;
- b) *Eligibility* – a doctor who is, or has been, a secondary care specialist, who has a high level of understanding of how care is delivered in a secondary care setting. Whilst the individual may well no longer practise medicine, they will need to demonstrate that they still have a relevant understanding of care in the secondary setting. The individual should have no conflicts of interest i.e. they should not be employed by any organisation from which the CCG secures any significant volume of provision;
- c) *Appointment process* – formal application and interview by the Chair;
- d) *Term of office* - a term of office is a period of no more than three years;
- e) *Eligibility for reappointment* – no individual may serve on the governing body for a period of more than two consecutive terms of office (i.e. six years) without a break of at least three years;
- f) *Grounds for removal from office*:
 - i) fully retired from practice;
 - ii) suspended by the GMC;
 - iii) subject to serious misconduct proceedings;
 - iv) the individual becomes employed in an organisation from which the CCG commissions.
- g) *Notice period* – three months prior written notice to the governing body.

2.2.10 The **Chief Finance Officer** as listed in section 6.6.2 of the group's constitution, is subject to the following appointment process:

- a) *Nominations* – formal application;
- b) *Eligibility* – someone with a recognised professional accounting qualification;
- c) *Appointment process* – formal application and interview by the Chair and Accountable Officer following successful outcome of national assessment centre;
- d) *Grounds for removal from office* – the Chief Finance Officer can be removed from office by the Accountable Officer of the CCG under circumstances described in the HR policies; and
- e) *Notice period* – as stipulated in their contract of employment.

2.2.11 The **Representative of Hampshire County Council** as listed in section 7.4 of the group's constitution, will be a Nominated Director.

2.2.12 The **Director of Public Health** as listed in section 7.4 of the group's constitution, will be appointed Director of Public Health employed by Hampshire County Council.

2.2.13 The roles and responsibilities of each of these key roles are set out throughout section 7 of the group's constitution.

3 MEETINGS OF THE CLINICAL COMMISSIONING GROUP

3.1 Calling meetings

3.1.1 Meetings of the group, known as the Clinical Assembly, shall be held at regular intervals at such times and places as the group may determine.

3.1.2 The Chair of the committees and sub committees can call any additional meetings as required. Other members of the committees may request additional meetings from the appropriate chair person.

3.1.3 The meetings of the Governing Body shall be held at least four times per annum and shall be open to the public.

3.2.1 The date, time and venue of all meetings of the Governing Body will be made public with at least five working days' notice on the CCG website.

3.2.2 The group shall hold an Annual General Meeting (AGM) of the Governing Body once in each year provided not more than fifteen months shall elapse between the date of one AGM and the next.

3.2.3 The AGM of the Governing Body shall be held in premises which are accessible to the public within the geographical area of the CCG.

3.2.4 All members of the Governing Body whether elected or appointed or co-opted members shall be permitted to carry a vote on any decision of the Board. No observer shall carry a vote.

3.2.5 In the case of an equality of votes, the Chair shall carry the casting vote.

3.2.6 A special meeting may be called at any time by the Chair or any two members of the Governing Body upon not less than two clear days written notice given to the other members of the Governing Body of matters to be discussed.

3.3 Agenda, supporting papers and business to be transacted

3.3.1 Items of business to be transacted for inclusion on the agenda of a meeting need to be notified to the Chair of the meeting at least eleven working days (i.e. excluding weekends and bank holidays) before the meeting takes place. Supporting papers for such items need to be submitted at least eleven working days before the meeting takes place.

3.3.2 The Agenda and supporting papers for the meeting will be circulated to all members of a meeting at least eight working days before the date the meeting takes place.

3.3.3 The names of the Chair and Members present at the meeting shall be recorded.

3.3.4 Agendas and certain papers for the group's governing body – including details about meeting dates, times and venues - will be published on the group's website at www.southeasternhampshireccg.nhs.uk and will be available on request either in person, by letter or e-mail to the CCG's Headquarters at:

Post Building 003, Commissioning House, Fort Southwick, James Callaghan Drive, Fareham, Hampshire, PO17 6AR
e-mail nikki.roberts2@hampshire.nhs.uk

3.4 Petitions

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

3.5 Chair of a meeting

- 3.5.1 At any meeting of the group or its governing body or of a committee or sub-committee, the chair of the group, governing body, committee or sub-committee, if any and if present, shall preside. If the chair is absent from the meeting, the deputy chair, if any and if present, shall preside.
- 3.5.2 If the chair is absent temporarily on the grounds of a declared conflict of interest the deputy chair, if present, shall preside. If both the chair and deputy chair are absent, or are disqualified from participating, or there is neither a chair or deputy a member of the group, governing body, committee or sub-committee respectively shall be chosen by the members present, or by a majority of them, and shall preside.

3.6 Chair's ruling

- 3.6.1 The decision of the chair of the governing body on questions of order, relevancy and regularity and their interpretation of the constitution, standing orders, scheme of reservation and delegation and prime financial policies at the meeting, shall be final.

3.7 Quorum

- 3.7.1 The Governing Body shall be quorate when there are five voting members present, at least three of which must be clinicians.
- 3.7.2 The Governing Body must be quorate when any decisions are made or votes taken.
- 3.7.3 Deputies may attend meetings in the absence of members, but may not vote or be included in the quorum numbers unless a formal acting-up arrangement is in place.
- 3.7.4 Elected GP members may submit proxy votes in advance of meetings by providing these in writing to the clinical chair. Any proxy votes are to be included in the quorum.
- 3.7.5 Where any of the positions are occupied on a shared basis by more than one individual that position shall only exercise one vote.
- 3.7.6 Others may be invited to attend for specific items with the prior agreement of the chair or Accountable officer but shall not count towards the quorum or be able to vote.

3.7.7 For all other of the group's committees and sub-committees, including the governing body's committees and sub-committees, the details of the quorum for these meetings and status of representatives are set out in the appropriate terms of reference for those committees.

3.8 Decision Making

3.8.1 Section 9 of the group's constitution, together with the scheme of reservation and delegation, sets out the governing structure for the exercise of the group's statutory functions. The Chair will work to establish consensus as the basis for decisions of the governing body. If, exceptionally, the governing body cannot reach a decision, the chair will put the matter to a vote usually by a show of hands. The process for which is set out below:

3.8.1.1 *Eligibility* – only designated members of the governing body (as in 6.6.2 of the constitution) may vote. Deputies for members may not vote unless a formal acting-up arrangement is in place;

3.8.1.2 *Majority necessary to confirm a decision* – majority of one;

3.8.1.3 *Casting vote* – in the event of a tied vote the Chair shall have a second vote;

3.8.1.4 *Dissenting views* – all dissenting views to be recorded in the minutes.

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

3.8.3 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.

3.9 Emergency powers and urgent decisions

3.9.1 A member of the governing body may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting, subject to agreement of the Chair, and provided the motion is seconded by another member of the governing body. The notice shall state the grounds of urgency. If in order, it shall be declared to the governing body at the commencement of business of the meeting as an additional item included on the agenda. The Chair's decision to include the item shall be final.

3.9.2 The Chair may call an emergency meeting.

3.9.3 Urgent decisions (those matters that need to be concluded within five working days) may be taken by the Chair (or in their absence, the Deputy Chair), the Accountable Officer (or in their absence, a nominated deputy) and one other member of the governing body. Any decisions of this nature will immediately be conveyed to the Governing Body members via e-mail and a record made of the decision, rationale and the communications.

3.10 Suspension of Standing Orders

- 3.10.1 Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health or the NHS England any part of these standing orders may be suspended at any meeting, provided a majority of the Governing Body members present are in agreement.
- 3.10.2 A decision to suspend standing orders together with the reasons for doing so shall be recorded in the minutes of the meeting.
- 3.10.3 A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the governing body's audit committee for review of the reasonableness of the decision to suspend standing orders.

3.11 Record of Attendance

- 3.11.1 The names of all members of the meeting present at the meeting shall be recorded in the minutes of the group's meetings.
- 3.11.2 The names of all members of the governing body present shall be recorded in the minutes of the governing body meetings.
- 3.11.3 The names of all members of the governing body's committees / sub-committees present shall be recorded in the minutes of the respective governing body committee / sub-committee meetings.
- 3.11.4 Where a member is representing a member practice, the name of the practice shall also be recorded.

3.12 Minutes

- 3.12.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they shall be signed by the person presiding at it.
- 3.12.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate.
- 3.12.3 Minutes shall be circulated in accordance with members' wishes. Where providing a record of a public meeting the minutes shall be made available to the public as required by Code of Practice on Openness in the NHS.
- 3.12.4 The name of the person recording and drafting the minutes shall also be recorded in the minutes.

3.12.5 The minutes will be published on the group's website at and will be available on request either in person, letter or e-mail to the CCGs at www.southeasternhampshireccg.nhs.uk

Headquarters at:

Post: Building 003, Commissioning House, Fort Southwick, James Callaghan Drive, Fareham, Hampshire, PO17 6AR

E-mail: nikki.roberts2@hampshire.nhs.uk

3.12.6 Members will receive minutes via e-mail and will also have access via the CCG's website.

3.13 Admission of public and the press

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

3.13.2 The public and representatives of the press may attend all meetings of the governing body, but shall be required to withdraw upon the governing body as follows:

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

3.14 General Disturbances

3.14.1 The Chair or the person presiding over the meeting shall give such directions as he/she thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the governing body resolving as follows:

‘That in the interests of public order the meeting adjourn for (the period to be specified) to enable the governing body to complete its business without the presence of the public’. Section 1 (8) Public Bodies (Admission to Meetings) Act 1960.

3.14.2 Business Proposed to be transacted when the press and public have been excluded from a meeting

3.14.2.1 Matters to be dealt with by the governing body following exclusion of representatives of the press, and members of the public, as provided in (3.6.1) and (3.6.2) above shall be confidential to the members of the governing body.

3.14.3 Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings

- 3.14.3.1 Nothing in these Standing Orders shall be construed as permitting the introduction by the public, or press representatives, of recording, transmitting, video or similar apparatus into meetings of the governing body or committee thereof. Such permission shall be granted only upon resolution of the governing body.

4 APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

4.2 Appointment of committees and sub-committees

4.2.1 The group may appoint committees and sub-committees of the group, subject to any regulations made by the Secretary of State⁵⁶, and make provision for the appointment of committees and sub-committees of its governing body.

4.2.2 Committees established by the group are outlined below:

4.2.3 Audit Committee

In line with requirements of the NHS Audit Committee Handbook, NHS Codes of Conduct and Accountability, and more recently the Higgs report, an Audit Committee will be established and constituted to provide the group with an independent and objective review of its financial systems, financial information and compliance with laws, guidance, and regulations governing the NHS. The Terms of Reference will be approved by the Governing Body and reviewed on a periodic basis.

4.2.4 Remuneration Committee

In line with requirements of the NHS Audit Committee Handbook, NHS Codes of Conduct and Accountability, and more recently the Higgs report, a Remuneration Committee will be established and constituted.

The Remuneration Committee, which is accountable to the group's governing body, makes recommendations to the governing body on determinations about the:

- remuneration, fees and other allowances for CCG employees;
- remuneration, fees and other allowances for people who provide services to the group; and
- allowances under any pension scheme that the group may establish as an alternative to the NHS pension scheme.

4.2.5 Community Engagement Committee

The Community Engagement Committee, which is accountable to the group's governing body, makes recommendations to the governing body on matters relating to patient and public participation in the commissioning and decommissioning of services.

4.2.6 The Governing Body shall have authority to form one or more sub-committees in accordance with Standing Orders and Prime Financial Policies.

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

4.3 Delegation of Powers by Committees to Sub-committees

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

4.4 Approval of Appointments to Committees and Sub-Committees

4.4.1 The group shall approve the appointments to each of the committees and sub-committees which it has formally constituted including those of the governing body.

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

5.2 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 group and staff have a duty to disclose any non-compliance with these standing orders to the Accountable Officer and Chief Finance Officer as soon as possible.

6 USE OF SEAL AND AUTHORISATION OF DOCUMENTS

6.2 Custody of seal

6.2.1 The seal shall be kept in a secure place by the Accountable Officer.

6.3 Sealing of Documents

Where it is necessary that a document shall be sealed, the seal shall be affixed (by one member of the Governing Body as denoted in section 6.4.1) in the presence of one other who can be a member of the Governing Body, but not also from the originating department and shall be attested by them.

6.4 Register of Sealing

The Governance and Committee Office shall keep a register and shall enter a record of the sealing of every document.

6.5 Clinical Commissioning Group's seal

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

- (a) the accountable officer;
- (b) the chair of the governing body;
- (c) the chief finance officer; and
- (d) the chief operating officer.

6.6 Use of Seal – General Guide

The Seal shall be used in the following circumstances. This may not be a complete list:

- (i) All contracts for the purchase/lease of land and/or building;
- (ii) All contracts for capital works exceeding £100,000;
- (iii) Any other lease agreement where the total payable under the lease exceeds £100,000; and
- (iv) 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.

6.7 Execution of a document by signature

6.7.1 Where any document will be a necessary step in legal proceedings on behalf of the group, it shall, unless enactment or otherwise requires or authorises, be signed by the Accountable Officer, or any Executive Director/Officer.

6.7.2 The following individuals are authorised to execute a document on behalf of the group by their signature.

- (a) the accountable officer;
- (b) the chair of the governing body; and
- (c) the chief finance officer;

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

7.2 Policy statements: general principles

7.2.1 The governing body will from time to time agree and approve policy statements/procedures which will apply to all or specific groups of staff employed by NHS South Eastern Hampshire Clinical Commissioning Group. The decisions to approve such policies and procedures will be recorded in an appropriate group minute and will be deemed where appropriate to be an integral part of the group's standing orders.

APPENDIX D – SCHEME OF RESERVATION & DELEGATION

- 1. SCHEDULE OF MATTERS RESERVED TO THE CLINICAL COMMISSIONING GROUP AND SCHEME OF DELEGATION**
- 1.1. The arrangements made by the group as set out in this scheme of reservation and delegation of decisions shall have effect as if incorporated in the group's constitution.
- 1.2. The clinical commissioning group remains accountable for all of its functions, including those that it has delegated.
- 1.3. The following table shows those matters which are reserved and delegated for the discharge of the groups' functions.

Policy Area	No	Decision	Reserved to the Membership	Reserved or delegated to Governing Body	Clinical Cabinet	Remuneration Committee	Audit Committee
1. REGULATION AND CONTROL	1.1	Determine the arrangements by which the members of the group approve those decisions that are reserved for the membership.	✓				
	1.2	Consideration and approval of applications to NHS England on any matter concerning changes to the group's constitution, including terms of reference for the group's governing body, its committees, membership of committees, the overarching scheme of reservation and delegated powers, arrangements for taking urgent decisions, standing orders and prime financial policies.	✓				
	1.3	<p>Prepare the group's overarching scheme of reservation and delegation, which sets out those decisions of the group <u>reserved</u> to the membership and those <u>delegated</u> to the:</p> <ul style="list-style-type: none"> ○ Group's governing body ○ Committees and sub-committees of the group, or ○ Its members or employees <p>And sets out those decisions of the governing body <u>reserved</u> to the governing body and those <u>delegated</u> to the:</p> <ul style="list-style-type: none"> ○ Governing body's committees and sub-committees; ○ Members of the governing body; ○ An individual who is a member of the group but not the governing body or a specified person for inclusion in the group's constitution 	✓				

Policy Area	No	Decision	Reserved to the Membership	Reserved or delegated to Governing Body	Clinical Cabinet	Remuneration Committee	Audit Committee
	1.4	Approval of the group's overarching scheme of reservation and delegation.	✓				
	1.5	Prepare the group's operational scheme of delegation, which sets out those key operational decisions delegated to individual employees of the clinical commissioning group, not for inclusion in the group's constitution.		✓			
	1.6	Approval of the group's operational scheme of delegation that underpins the group's 'overarching scheme of reservation and delegation' as set out in its constitution.		✓			
	1.7	Prepare detailed financial policies that underpin the clinical commissioning group's prime financial policies.					✓
	1.8	Approve detailed financial policies.					✓
	1.9	Approve arrangements for making exceptional funding requests.		✓			
	1.10	Set out (within the Group's Standing Orders) who can execute a document by signature / use of the seal.		✓			
2. PRACTICE MEMBER REPRESENTATIVES AND MEMBERS OF THE GOVERNING BODY	2.1	Approve the arrangements for: <ul style="list-style-type: none"> ○ Identifying practice members to represent practices in matters concerning the work of the group; and ○ Appointing clinical leaders to represent the group's membership on the group's governing body. 	✓				

Policy Area	No	Decision	Reserved to the Membership	Reserved or delegated to Governing Body	Clinical Cabinet	Remuneration Committee	Audit Committee
	2.2	Approve the appointment of governing body members, the process for recruiting and removing non-elected members to the governing body (subject to any regulatory requirements) and succession planning.	✓				
	2.3	Approve arrangements for identifying the group's proposed accountable officer.		✓			
3. STRATEGY AND PLANNING	3.1	Agree the vision, values and overall strategic direction of the group.	✓				
	3.2	Approval of the group's operating structure.		✓			
	3.3	Approval of the group's commissioning plan.		✓			
	3.4	Approval of the group's corporate budgets that meet the financial duties as set out in section 5.3 of the main body of the constitution.		✓			
	3.5	Approval of variations to the approved budget where variation would have a significant impact on the overall approved levels of income and expenditure or the group's ability to achieve its agreed strategic aims.		✓			
	3.6	Approve common commissioning strategies and approaches and provider proposals, outline business cases within agreed limits, clinical priority statements and locality constitutions.			✓		
	3.7	Agree priorities for the CCG, developments and solutions to needs and delivery, including the group's QIPP requirements.			✓		

Policy Area	No	Decision	Reserved to the Membership	Reserved or delegated to Governing Body	Clinical Cabinet	Remuneration Committee	Audit Committee
	3.8	Advise on or approve matters relating to primary care contracting, specifically in relation to commissioning Locally Enhanced Services, Out of Hour services and Walk-in Centres.			✓		
4. ANNUAL REPORTS AND ACCOUNTS	4.1	Approval of the group's annual report and annual accounts.		✓			
	4.2	Review the group's annual accounts prior to submission to Governing Body.					✓
	4.3	Approval of the arrangements for discharging the group's statutory financial duties.		✓			
5. HUMAN RESOURCES	5.1	Approve the terms and conditions, remuneration and travelling or other allowances for governing body members, including pensions and gratuities.				✓	
	5.2	Approve terms and conditions of employment for all employees of the group including, pensions, remuneration, fees and travelling or other allowances payable to employees and to other persons providing services to the group.				✓	
	5.3	Approve any other terms and conditions of employment for all employees of the group.				✓	
	5.4	Determine the terms and conditions of employment for all employees of the group.				✓	
	5.5	Determine pensions, remuneration, fees and allowances payable to employees and to other persons providing services to the group.				✓	

Policy Area	No	Decision	Reserved to the Membership	Reserved or delegated to Governing Body	Clinical Cabinet	Remuneration Committee	Audit Committee
	5.6	Recommend pensions, remuneration, fees and allowances payable to employees and to other persons providing services to the group.				✓	
	5.7	Approve disciplinary arrangements for employees, including the accountable officer (where he/she is an employee or member of the clinical commissioning group) and for other persons working on behalf of the group.		✓			
	5.8	Review disciplinary arrangements where the accountable officer is an employee or member of the clinical commissioning group.		✓			
	5.9	Approval of the arrangements for discharging the group's statutory duties as an employer.		✓			
	5.10	Approve Human Resources policies for employees and for other persons working on behalf of the group.		✓			
	5.11	Determine arrangements for termination of employment and other contractual terms.				✓	
6. QUALITY AND SAFETY	6.1	Approve arrangements, including supporting policies, to minimise clinical risk, maximise patient safety and to secure continuous improvement in quality and patient outcomes.			✓		
	6.2	Approve arrangements for supporting NHS England in discharging its responsibilities in relation to securing continuous improvement in the quality of general medical services.			✓		

Policy Area	No	Decision	Reserved to the Membership	Reserved or delegated to Governing Body	Clinical Cabinet	Remuneration Committee	Audit Committee
	6.3	Approve arrangements to drive improvements in healthcare assurances within the providers from whom the CCG commissions care so that providers demonstrate year on year improvements, identifying and managing risk and underperformance.			✓		
	6.4	Provide assurance to the governing body and member practices that appropriate systems and processes are in place to realise continuous improvement in the quality of commissioned services and to ensure wider system learning from any emergent issues relating to poor quality service provision.			✓		
	6.5	Receive and scrutinise independent investigation reports relating to patient safety issues and agree publication plans.			✓		
	6.6	Ensure there are effective early warning systems which draw on a range of quality indicators and other sources of information to identify gaps in assurance about providers			✓		
	6.7	Respond to specific clinical governance and healthcare assurance issues identified by the Clinical Cabinet, Governing Body and external regulatory bodies.			✓		
7. OPERATIONAL AND RISK MANAGEMENT	7.1	Prepare and recommend an operational scheme of delegation that sets out who has responsibility for operational decisions within the group.			✓		
	7.2	Approve the group's counter fraud and security management arrangements.					✓

Policy Area	No	Decision	Reserved to the Membership	Reserved or delegated to Governing Body	Clinical Cabinet	Remuneration Committee	Audit Committee
	7.3	Approval of the group's risk management arrangements.			✓		
	7.4	Approve arrangements for risk sharing and or risk pooling with other organisations (for example arrangements for pooled funds with other clinical commissioning groups or pooled budget arrangements under section 75 of the NHS Act 2006).		✓			
	7.5	Approval of a comprehensive system of internal control, including budgetary control, that underpins the effective, efficient and economic operation of the group.					✓
	7.6	Approve proposals for action on litigation against or on behalf of the clinical commissioning group.			✓		
	7.7	Approve the group's arrangements for business continuity and emergency planning.			✓		
	7.8	Approve the group's arrangements for managing dispute resolution.			✓		
8. INFORMATION GOVERNANCE	8.1	Approve the group's arrangements for handling complaints.			✓		
	8.2	Approval of the arrangements for ensuring appropriate and safekeeping and confidentiality of records and for the storage, management and transfer of information and data.		✓			
9. TENDERING AND CONTRACTING	9.1	Approval of the group's contracts for any commissioning support.		✓			

Policy Area	No	Decision	Reserved to the Membership	Reserved or delegated to Governing Body	Clinical Cabinet	Remuneration Committee	Audit Committee
	9.2	Approval of the group's contracts for corporate support (for example finance provision).		✓			
10. PARTNERSHIP WORKING	10.1	Approve decisions that individual members or employees of the group participating in joint arrangements on behalf of the group can make. Such delegated decisions must be disclosed in this scheme of reservation and delegation.		✓			
	10.2	Approve decisions delegated to joint committees established under section 75 of the 2006 Act.		✓			
11. COMMISSIONING AND CONTRACTING FOR CLINICAL SERVICES	11.1	Approval of the arrangements for discharging the group's statutory duties associated with its commissioning functions, including but not limited to promoting the involvement of each patient, patient choice, reducing inequalities, improvement in the quality of services, obtaining appropriate advice and public engagement and consultation.		✓			
	11.2	Approve arrangements for co-ordinating the commissioning of services with other groups and or with the local authority(ies), where appropriate		✓			
12. COMMUNICATIONS	12.1	Approving arrangements for handling Freedom of Information requests.		✓			
	12.2	Determining arrangements for handling Freedom of Information requests			✓		

APPENDIX E – PRIME FINANCIAL POLICIES

1. INTRODUCTION

1.1. General

- 1.1.1. These prime financial policies and supporting detailed financial policies shall have effect as if incorporated into the group's constitution.
- 1.1.2. The prime financial policies are part of the group's control environment for managing the organisation's financial affairs. They contribute to good corporate governance, internal control and managing risks. They enable sound administration, lessen the risk of irregularities and support commissioning and delivery of effective, efficient and economical services. They also help the accountable officer and chief finance officer to effectively perform their responsibilities. They should be used in conjunction with the scheme of reservation and delegation found at Appendix C.
- 1.1.3. In support of these prime financial policies, the group has prepared more detailed policies, approved by the Audit Committee.
- 1.1.4. These prime financial policies identify the financial responsibilities which apply to everyone working for the group and its constituent organisations. They do not provide detailed procedural advice and should be read in conjunction with the detailed financial policies. The chief finance officer is responsible for approving all detailed financial policies.
- 1.1.5. A list of the group's detailed financial policies will be published and maintained on the group's website at <http://www.southamptonhealth.nhs.uk/ship/sehccg/>.
- 1.1.6. Should any difficulties arise regarding the interpretation or application of any of the prime financial policies then the advice of the chief finance officer must be sought before acting. The user of these prime financial policies should also be familiar with and comply with the provisions of the group's constitution, standing orders and scheme of reservation and delegation.
- 1.1.7. Failure to comply with prime financial policies and standing orders can in certain circumstances be regarded as a disciplinary matter that could result in dismissal.

1.2. Overriding Prime Financial Policies

- 1.2.1. If for any reason these prime financial policies are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance shall be reported to the next formal meeting of the governing body's audit committee for referring action or ratification. All of the group's members and employees have a duty to disclose any non-compliance with these prime financial policies to the chief finance officer as soon as possible.

1.3.

1.4. Responsibilities and delegation

1.4.1. The roles and responsibilities of group's members, employees, members of the governing body, members of the governing body's committees and sub-committees, members of the group's committee and sub-committee (if any) and persons working on behalf of the group are set out in chapters 6 and 7 of this constitution.

1.4.2. The financial decisions delegated by members of the group are set out in the group's scheme of reservation and delegation (see Appendix C).

1.5. Contractors and their employees

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

1.6. Amendment of Prime Financial Policies

1.6.1. To ensure that these prime financial policies remain up-to-date and relevant, the chief finance officer will review them at least annually. Following consultation with the accountable officer and scrutiny by the governing body's audit committee, the chief finance officer will recommend amendments, as fitting, to the governing body for approval. As these prime financial policies are an integral part of the group's constitution, any amendment will not come into force until the group applies to the NHS Commissioning Board and that application is granted.

2. INTERNAL CONTROL

POLICY – the group will put in place a suitable control environment and effective internal controls that provide reasonable assurance of effective and efficient operations, financial stewardship, probity and compliance with laws and policies

2.1. The governing body is required to establish an audit committee with terms of reference agreed by the governing body (see paragraph 6.6.3(a) of the group's constitution for further information).

2.2. The accountable officer has overall responsibility for the group's systems of internal control.

2.3. The chief finance officer will ensure that:

- a) financial policies are considered for review and update annually;
- b) a system is in place for proper checking and reporting of all breaches of financial policies; and

- c) a proper procedure is in place for regular checking of the adequacy and effectiveness of the control environment.

3. AUDIT

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

- 3.1. The person appointed by the group to be responsible for internal audit and the appointed external auditor will have direct and unrestricted access to audit committee members and the chair of the governing body, accountable officer and chief finance officer for any significant issues arising from audit work that management cannot resolve, and for all cases of fraud or serious irregularity.
- 3.2. The person appointed by the group to be responsible for internal audit and the external auditor will have access to the audit committee and the accountable officer to review audit issues as appropriate. All audit committee members, the chair of the governing body and the accountable officer will have direct and unrestricted access to the head of internal audit and external auditors.
- 3.3. The chief finance officer will ensure that:
 - a) the group has a professional and technically competent internal audit function; and
 - b) the governing body's audit committee approves any changes to the provision or delivery of assurance services to the group.

4. FRAUD AND CORRUPTION

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

- 4.1. The governing body's audit committee will satisfy itself that the group has adequate arrangements in place for countering fraud and shall review the outcomes of counter fraud work. It shall also approve the counter fraud work programme.
- 4.2. The governing body's audit committee will ensure that the group has arrangements in place to work effectively with NHS Protect.

5. EXPENDITURE CONTROL

- 5.1. The group is required by statutory provisions⁵⁷ to ensure that its expenditure does not exceed the aggregate of allotments from NHS England and any other sums it has received and is legally allowed to spend.
- 5.2. The accountable officer has overall executive responsibility for ensuring that the group complies with certain of its statutory obligations, including its financial and accounting obligations, and that it exercises its functions effectively, efficiently and economically and in a way which provides good value for money.
- 5.3. The chief finance officer will:
- a) provide reports in the form required by NHS England;
 - b) ensure money drawn from NHS England is required for approved expenditure only and is drawn down only at the time of need and follows best practice;
 - c) be responsible for ensuring that an adequate system of monitoring financial performance is in place to enable the group to fulfil its statutory responsibility not to exceed its expenditure limits, as set by direction of NHS England.

6. ALLOTMENTS⁵⁸

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

⁵⁷ See section 223H of the 2006 Act, inserted by section 27 of the 2012 Act

⁵⁸ See section 223(G) of the 2006 Act, inserted by section 27 of the 2012 Act.

7. COMMISSIONING STRATEGY, BUDGETS, BUDGETARY CONTROL AND MONITORING

POLICY – the group will produce and publish an annual commissioning plan⁵⁹ that explains how it proposes to discharge its financial duties. The group will support this with comprehensive medium term financial plans and annual budgets

- 7.1. The accountable officer will compile and submit to the governing body a commissioning strategy which takes into account financial targets and forecast limits of available resources.
- 7.2. Prior to the start of the financial year the chief finance officer will, on behalf of the accountable officer, prepare and submit budgets for approval by the governing body.
- 7.3. The chief financial officer shall monitor financial performance against budget and plan, periodically review them, and report to the governing body. This report should include explanations for variances. These variances must be based on any significant departures from agreed financial plans or budgets.
- 7.4. The accountable officer is responsible for ensuring that information relating to the group's accounts or to its income or expenditure, or its use of resources is provided to NHS England as requested.
- 7.5. The governing body will approve consultation arrangements for the group's commissioning plan⁶⁰.

8. ANNUAL ACCOUNTS AND REPORTS

POLICY – the group will produce and submit to NHS England accounts and reports in accordance with all statutory obligations⁶¹, relevant accounting standards and accounting best practice in the form and content and at the time required by NHS England

- 8.1. The chief finance officer will ensure the group:
 - a) prepares a timetable for producing the annual report and accounts and shares it with external auditors;
 - b) prepares the accounts according to the timetable:

⁵⁹ See section 14Z11 of the 2006 Act, inserted by section 26 of the 2012 Act.

⁶⁰ See section 14Z13 of the 2006 Act, inserted by section 26 of the 2012 Act

⁶¹ See paragraph 17 of Schedule 1A of the 2006 Act, as inserted by Schedule 2 of the 2012 Act.

- c) complies with statutory requirements and relevant directions for the publication of annual report;
- d) considers the external auditor's management letter and fully address all issues within agreed timescales; and
- e) publishes the external auditor's management letter on the group's website at <http://www.southamptonhealth.nhs.uk/ship/sehccg/>.

9. INFORMATION TECHNOLOGY

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

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

10. ACCOUNTING SYSTEMS

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

- 10.1. The chief finance officer will ensure:
- a) the group has suitable financial and other software to enable it to comply with these policies and any consolidation requirements of NHS England;
 - b) that contracts for computer services for financial applications with another health organisation or any other agency shall clearly define the responsibility of all parties for the security, privacy, accuracy, completeness, and timeliness of data during processing, transmission and storage. The contract should also ensure rights of access for audit purposes.
- 10.2. Where another health organisation or any other agency provides a computer service for financial applications, the chief finance officer shall periodically seek assurances that adequate controls are in operation.

11. BANK ACCOUNTS

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

- 11.1. The chief finance officer will:
- a) review the banking arrangements of the group at regular intervals to ensure they are in accordance with Secretary of State directions⁶², best practice and represent best value for money;
 - b) manage the group's banking arrangements and advise the group on the provision of banking services and operation of accounts;
 - c) prepare detailed instructions on the operation of bank accounts.
- 11.2. The audit committee shall approve the banking arrangements.

⁶² See section 223H(3) of the NHS Act 2006, inserted by section 27 of the 2012 Act

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

POLICY – the group will

- operate a sound system for prompt recording, invoicing and collection of all monies due
- seek to maximise its potential to raise additional income only to the extent that it does not interfere with the performance of the group or its functions⁶³
- ensure its power to make grants and loans is used to discharge its functions effectively⁶⁴

12.1. The Chief Financial Officer is responsible for:

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

13. TENDERING AND CONTRACTING PROCEDURE

POLICY – the group:

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

13.1. The group shall ensure that the firms / individuals invited to tender (and where appropriate, quote) are among those on approved lists or where necessary a framework agreement. Where in the opinion of the chief finance officer it is

⁶³ See section 14Z5 of the 2006 Act, inserted by section 26 of the 2012 Act.

⁶⁴ See section 14Z6 of the 2006 Act, inserted by section 26 of the 2012 Act.

desirable to seek tenders from firms not on the approved lists, the reason shall be recorded in writing to the accountable officer.

- 13.2. The governing body may only negotiate contracts on behalf of the group, and the group may only enter into contracts, within the statutory framework set up by the 2006 Act, as amended by the 2012 Act. Such contracts shall comply with:
- a) the group's standing orders;
 - b) the Public Contracts Regulation 2006, any successor legislation and any other applicable law; and
 - c) take into account as appropriate any applicable NHS England or the Independent Regulator of NHS Foundation Trusts (Monitor) guidance that does not conflict with (b) above.
- 13.3. In all contracts entered into, the group shall endeavour to obtain best value for money. The accountable officer shall nominate an individual who shall oversee and manage each contract on behalf of the group.

14. COMMISSIONING

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

- 14.1. The group will coordinate its work with NHS England, other clinical commissioning groups, local providers of services, local authority (ies), including through Health & Wellbeing Boards, patients and their carers and the voluntary sector and others as appropriate to develop robust commissioning plans.
- 14.2. The accountable officer will establish arrangements to ensure that regular reports are provided to the governing body detailing actual and forecast expenditure and activity for each contract.
- 14.3. The chief finance officer will maintain a system of financial monitoring to ensure the effective accounting of expenditure under contracts. This should provide a suitable audit trail for all payments made under the contracts whilst maintaining patient confidentiality.

15. RISK MANAGEMENT AND INSURANCE

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

15.1 The Group will manage risk by:

- Clarifying strategic objectives, management and delivery arrangements
- Identifying strategic and operational risks and challenges to those objectives
- Assessing risks
- Managing risks and issues
- Reviewing and reporting on risks and issues

15.3 The Group will operate an assurance framework. This is a structure of recording identified risks at all levels of the CCG's activities using a Risk Register. At the CCG Governing Body level this includes a summary of the Significant Risks to the Strategic Objectives of the CCG. This public facing summary incorporates a description of the CCG Governing Body's assurances that they receive to confirm whether or not these risks are effectively controlled

15.4 All significant corporate risks will link to the CCG Strategic Risk Register which will also reference the sources of information that satisfy the CCG Governing Body that effective control measures are in place

16. PAYROLL

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

16.1. The chief finance officer will ensure that the payroll service selected:

- a) is supported by appropriate (i.e. contracted) terms and conditions;
- b) has adequate internal controls and audit review processes;
- c) has suitable arrangements for the collection of payroll deductions and payment of these to appropriate bodies.

16.2. In addition the chief finance officer shall set out comprehensive procedures for the effective processing of payroll

17. NON-PAY EXPENDITURE

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

- 17.1. The Governing Body will approve the level of non-pay expenditure on an annual basis and the accountable officer will determine the level of delegation to budget managers
- 17.2. The accountable officer shall set out procedures on the seeking of professional advice regarding the supply of goods and services.
- 17.3. The chief finance officer will:
- a) advise the governing body on the setting of thresholds above which quotations (competitive or otherwise) or formal tenders must be obtained; and, once approved, the thresholds should be incorporated into the detailed financial policies;
 - b) be responsible for the prompt payment of all properly authorised accounts and claims;
 - c) be responsible for designing and maintaining a system of verification, recording and payment of all amounts payable.

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

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

- 18.1. The accountable officer will:
- a) ensure that there is an adequate appraisal and approval process in place for determining capital expenditure priorities and the effect of each proposal upon plans;
 - b) be responsible for the management of all stages of capital schemes and for ensuring that schemes are delivered on time and to cost;
 - c) shall ensure that the capital investment is not undertaken without confirmation of support and the availability of resources to finance all revenue consequences, including capital charges;
 - d) be responsible for the maintenance of registers of assets, taking account of the advice of the chief finance officer concerning the form of any register and the method of updating, and arranging for a physical check of assets against the asset register to be conducted once a year.

- 18.2. The chief finance officer will prepare detailed procedures for the disposals of assets.

19. RETENTION OF RECORDS

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

- 19.1. The Accountable Officer shall:

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

20. TRUST FUNDS AND TRUSTEES

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

- 20.1. The chief finance officer shall ensure that each trust fund which the group is responsible for managing is managed appropriately with regard to its purpose and to its requirements.

APPENDIX F - NOLAN PRINCIPLES

1. The 'Nolan Principles' set out the ways in which holders of public office should behave in discharging their duties. The seven principles are:
 - a) **Selflessness** – Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
 - b) **Integrity** – Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
 - c) **Objectivity** – In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
 - d) **Accountability** – Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
 - e) **Openness** – Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
 - f) **Honesty** – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
 - g) **Leadership** – Holders of public office should promote and support these principles by leadership and example.

Source: *The First Report of the Committee on Standards in Public Life* (1995)⁶⁵

⁶⁵ Available at <http://www.public-standards.gov.uk/>

APPENDIX G – NHS CONSTITUTION

The NHS Constitution sets out seven key principles that guide the NHS in all it does:

1. **the NHS provides a comprehensive service, available to all** - irrespective of gender, race, disability, age, sexual orientation, religion or belief. It has a duty to each and every individual that it serves and must respect their human rights. At the same time, it has a wider social duty to promote equality through the services it provides and to pay particular attention to groups or sections of society where improvements in health and life expectancy are not keeping pace with the rest of the population
2. **access to NHS services is based on clinical need, not an individual's ability to pay** - NHS services are free of charge, except in limited circumstances sanctioned by Parliament.
3. **the NHS aspires to the highest standards of excellence and professionalism** - in the provision of high-quality care that is safe, effective and focused on patient experience; in the planning and delivery of the clinical and other services it provides; in the people it employs and the education, training and development they receive; in the leadership and management of its organisations; and through its commitment to innovation and to the promotion and conduct of research to improve the current and future health and care of the population.
4. **NHS services must reflect the needs and preferences of patients, their families and their carers** - patients, with their families and carers, where appropriate, will be involved in and consulted on all decisions about their care and treatment.
5. **the NHS works across organisational boundaries and in partnership with other organisations in the interest of patients, local communities and the wider population** - the NHS is an integrated system of organisations and services bound together by the principles and values now reflected in the Constitution. The NHS is committed to working jointly with local authorities and a wide range of other private, public and third sector organisations at national and local level to provide and deliver improvements in health and well-being
6. **the NHS is committed to providing best value for taxpayers' money and the most cost-effective, fair and sustainable use of finite resources** - public funds for healthcare will be devoted solely to the benefit of the people that the NHS serves
7. **the NHS is accountable to the public, communities and patients that it serves** - the NHS is a national service funded through national taxation, and it is the Government which sets the framework for the NHS and which is accountable to Parliament for its operation. However, most decisions in the NHS, especially those about the treatment of individuals and the detailed organisation of services, are rightly taken by the local NHS and by patients with their clinicians. The system of responsibility and accountability for taking decisions in the NHS should be transparent and clear to the public, patients and staff. The Government will ensure that there is always a clear and up-to-date statement of NHS accountability for this purpose

Source: *The NHS Constitution: The NHS belongs to us all* (March 2012)⁶⁶

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http://www.dh.gov.uk/en/Publicationsandstatistics/Publications/PublicationsPolicyAndGuidance/DH_132961

APPENDIX H – TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

1.0 CONSTITUTION

- 1.1 The Audit Committee (the Committee) is a Committee of the Clinical Commissioning Group (CCG) Governing Body and has those executive powers specifically delegated to it by the CCG Governing body within the Scheme of Reservation and Delegation and in these Terms of Reference, which will be reviewed annually by the CCG Governing Body.
- 1.2 In line with requirements of the NHS Audit Committee Handbook, NHS Codes of Conduct and Accountability, and more recently the Higgs report, an Audit Committee will be established and constituted to provide the group with an independent and objective review of its financial systems, financial information and compliance with laws, guidance, and regulations governing the NHS.

2.0 PURPOSE

- 2.1 The Audit Committee, which is accountable to the group's governing body, will support the governing body discharge its functions related to overseeing efficiency, effectiveness, economy and governance.
- 2.2 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 group's activities that support the achievement of the group's objectives.
- 2.1 This will include providing the governing body with an independent and objective view of the group's financial systems, financial information and compliance with laws, regulations and directions governing the group in so far as they relate to finance.
- 2.2 The Committee will:
- support the CCG Governing Body in its governance and oversight role;
 - provide assurance and scrutiny on objectives and risks;
 - monitor the effectiveness of systems;
 - oversee the Assurance Framework;
 - oversee external audit, internal audit, local counter fraud services and other external assurance functions;
 - review the CCG's Annual Accounts prior to approval by the CCG Governing Body;
 - review the register of gifts and hospitality;
 - review the register of interests;
 - review policies for ensuring compliance with regulatory, legal and code of conduct reporting requirements;
 - review of risk and control related disclosure statements

3.0 RESPONSIBILITIES

- 3.1 The Committee has a number of principle responsibilities as follows:

3.2 INTEGRATED GOVERNANCE, RISK MANAGEMENT AND INTERNAL CONTROL

3.2.1 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 CCG's activities that support the achievement of the CCG's objectives.

3.2.3 In particular, the Committee will review the adequacy and effectiveness of:

- Financial planning, reporting and controls;
- Integrated governance systems and processes;
- All risk and control related disclosure statements (in particular the annual governance statement), together with any accompanying Head of Internal Audit statement and declarations of compliance with External Audit opinion any other appropriate independent assurances, prior to endorsement or approval by the CCG Governing Body;
- The underlying assurance processes that indicate the degree of achievement of CCG corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification; and
- The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by the NHS Counter Fraud and Security Management Service.

3.2.4 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 CCG employees as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness. This will be evidenced through the Committee's use of an effective assurance framework to guide its work and that of the audit and assurance functions that report to it.

3.3 EXTERNAL AUDIT

3.3.1 The Committee shall 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:

- Consideration of the performance of the external auditors, as far as the rules governing the appointment permit;
- Discussion and agreement with the external auditors, before the audit commences, on the nature and scope of the audit as set out in the annual plan, and ensure co-ordination, as appropriate, with other external auditors in the local health economy;
- Discussion with the external auditors of their local evaluation of audit risks and assessment of the CCG and associated impact on the audit fee;

- Review of all external audit reports, including agreement of the annual audit letter before submission to the CCG Governing Body and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.
- Discussing any problems and/or reservations arising from the external auditors work and any other matters the external auditor may wish to discuss (in the absence of CCG officers, as necessary).

3.4 INTERNAL AUDIT

- 3.4.1 The Committee shall ensure that there is an effective internal audit function that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Accountable Officer and CCG Governing Body. This will be achieved by:
- Consideration of the provision of the internal audit service, the cost of the audit and any questions of resignation and dismissal.
 - Review and approval of the internal audit strategic plan and annual audit plan, ensuring it is consistent with the audit needs of the organisation, as identified in the assurance framework.
 - Considering the major findings of internal audit work (and management's response) and ensuring co-ordination between the internal and external auditors to optimise audit resources.
 - Ensuring that the internal audit function is adequately resourced and has appropriate standing within the clinical commissioning group.
 - Undertaking an annual review of the effectiveness of internal audit.
- 3.4.2 The Committee shall receive a report from the Head of Internal Audit on any internal audit reports completed and the management response to these. It shall also review an annual report from the Head of Internal Audit.

3.5 OTHER ASSURANCE FUNCTIONS

- 3.5.1 The audit 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 CCG.
- 3.5.2 These will include, but will not be limited to, any reviews by Department of Health arm's length bodies or regulators/inspectors (for example, the Care Quality Commission and NHS Litigation Authority) and professional bodies with responsibility for the performance of staff or functions (for example, Royal Colleges and accreditation bodies).
- 3.5.3 In addition, the Committee will review the work, function and terms of reference of other committees within the CCG, whose work can provide relevant assurance to the Audit Committee's own scope of work.

3.6 COUNTER FRAUD

- 3.6.1 The Committee shall satisfy itself that the CCG has adequate arrangements in place for countering fraud and shall review the outcomes of counter fraud work. It shall also approve the counter fraud work programme.

3.7 FINANCIAL REPORTING

- 3.7.1 The Audit Committee shall monitor the integrity of the financial statements of the CCG and any formal announcements relating to the CCG's financial performance.
- 3.7.2 The Committee shall ensure that the systems for financial reporting to the CCG, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the CCG Governing Body.
- 3.7.3 The Committee shall review the Annual Accounts, and where possible, the Annual Report before submission to the Governing Body, focusing particularly on:
- The wording in the annual governance statement and other disclosures relevant to the terms of reference of the Committee;
 - Changes in, and compliance with, accounting policies, practices and estimation techniques;
 - Unadjusted mis-statements in the financial statements;
 - Significant judgements in preparing of the financial statements;
 - Significant adjustments resulting from the audit;
 - Letter of representation; and
 - Qualitative aspects of financial reporting.

4.0 SCOPE OF AUTHORITY AND DECISION-MAKING

- 4.1 The Committee is required to work in accordance with these Terms of Reference and the CCG's Standing Orders, Prime Financial Policies and Scheme of Reservation and Delegation.
- 4.2 The Committee will work to the professional and legal standards required of its members.
- 4.3 The Committee will ensure that it reports to the CCG Governing Body on any matters which properly fall within the Board's 'Schedule of Matters Reserved to the CCG Governing Body'.

4.4 *The Committee is authorised by the CCG Governing Body to investigate any activity within its terms of reference.4.5 It is authorised to seek any information it requires from any employee of the CCG and all employees are required to co-operate with any request made by the Committee.4.6 Matters for consideration by the Committee may be nominated by any member of the CCG Governing Body or the Accountable Officer, or the Chief Finance Officer of the CCG.*

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

4.8 *The following actions can be undertaken on behalf of the CCG Governing Body:*

- receive the External Audit Plan with the external auditor before the Audit commences and agree the extent of reliance to be placed upon the Annual Internal Audit Report;
- review the external audit Annual Audit Letter and management response
- agree, on an annual basis, the programme of internal audit review for the coming year and endorse any subsequent variation in this programme
- review the Annual Governance Statement which should reflect the findings of relevant self assessments or inspections for example, Care Quality Commission reports, internal audit reports and the Assurance Framework
- review the work plan and periodic reports of the local counter fraud service and consider actions necessary by the CCG to combat fraud and corruption
- consider any other issues relating to internal control, such as variations to Standing Orders and Prime Financial Policies, schedules of losses & compensations, and receive details pertaining to the use of CCG's official Seal
- a review of every decision to suspend Standing Orders, as required by Standing Orders

5.0 MEMBERSHIP, QUORUM AND ATTENDANCE

5.1 The Committee will have four voting members and will comprise the two lay members from the governing body and two lay members from Fareham & Gosport CCG's governing body.

5.2 The Committee will be chaired by South Eastern Hampshire CCG's lay member for governance.

5.3 The Accountable Officer, Chief Finance Officer and appropriate external and internal auditors and local counter fraud service representatives shall normally attend meetings. However, at least once a year the Committee should meet privately with the external and internal auditors.

- 5.4 The Committee has the power to invite others to attend (including other CCG employees) when it believes this would provide it with relevant and necessary expertise and experience that otherwise would not be available to it, particularly when the Committee is discussing areas of risk or operation that are the responsibility of that individual.
- 5.5 Representatives from NHS Protect may be invited to attend meetings and will normally attend at least one meeting each year.
- 5.6 Regardless of attendance, external audit, internal audit, local counter fraud and security management (NHS Protect) providers will have full and unrestricted rights of access to the audit committee.
- 5.7 The Accountable Officer would normally be invited to attend and discuss, at least annually with the Committee, the process for assurance that supports the statement on internal control. The Accountable Officer would also normally attend when the Committee considers the draft internal audit plan and the annual accounts.
- 5.8 The Chair of the Governing Body will not be a member of the Committee, but may be invited to attend one meeting each year in order to form a view on, and understanding of, the Committee's operations.
- 5.9 The meetings will be quorate when there are two voting members present, one of whom must be a South Eastern Hampshire CCG lay member.
- 5.10 The Committee must be quorate when any decisions are made or votes taken.

6.0 FREQUENCY

- 6.1 Meetings shall be held a minimum of two times a year.
- 6.2 The External Auditor, Internal Audit or Local Counter Fraud Service may request a meeting should they consider that one is necessary.
- 6.3 Additional meetings may be called by the Committee Chair if required.

7.0 MANAGEMENT

- 7.1 Decisions will generally be made on the basis of consensus.
- 7.2 In the case of an equality of votes, the Chair shall have a second vote which will be the casting vote.
- 7.3 The Chair will provide reports on the work of the Committee to Part I or Part II of the CCG Governing Body meeting according to the nature of the business to be reported.
- 7.4 The Committee shall receive secretarial services from the Business Services Team.
- 7.5 The agenda and any papers shall normally be circulated to members five working days before the date of the meeting.
- 7.6 The Committee will be permitted to meet, for the whole or part of any meeting, without any officers being present. The Chair of the Committee will raise any issues with the CCG Governing Body and this could mean excluding anyone normally present from that meeting.

- 7.7 The Committee shall request and review reports and positive assurances from the Accountable Officer and Chief Finance Officer on the overall arrangements for governance, risk management and internal control. They may also request specific reports from individual functions within the organisation.
- 7.8 The Committee should conduct its business in accordance with any national guidance and relevant codes of conduct/good governance practice e.g. the Nolan report.
- 7.9 The Committee should review its own performance in line with the Audit Committee Handbook, membership and terms of reference on an annual basis. Any resulting changes to the terms of reference or membership should be approved by the Governing Body.

8.0 REPORTING

- 8.1 The minutes of Committee meetings shall be formally recorded and be submitted to the CCG Governing Body.
- 8.2 The Chair of the Committee shall draw to the attention of the CCG Governing Body any issues that require disclosure to the full Board.
- 8.3 The Committee will ensure that it monitors the adequacy and effectiveness of its work in support of the Annual Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the organisation and the integration of governance arrangements.

APPENDIX I – TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

1.0 CONSTITUTION

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

2.0 PURPOSE

2.1 In line with requirements of the NHS Audit Committee Handbook, NHS Codes of Conduct and Accountability, and more recently the Higgs report, a Remuneration Committee will be established and constituted.

2.2 The Remuneration Committee, which is accountable to the group's governing body, makes recommendations to the governing body on determinations about the:

- remuneration, fees and other allowances for CCG employees;
- remuneration, fees and other allowances for people who provide services to the group; and
- allowances under any pension scheme that the group may establish as an alternative to the NHS pension scheme.

3.0 RESPONSIBILITIES

3.1 The responsibilities of the Committee are to:

- Review and approve pay arrangements for employees of the CCG;
- Review and approve remuneration for Governing Body members;
- Consider national guidance and requirements in relation to pay and remuneration;
- Review and approve policies related to workforce matters;
- Consider reports on workforce numbers, costs and key performance indicators;
- Review and consider staff survey (or equivalent), process and reports, recognising that people are the group's most valuable asset;
- Scrutinise matters related to remuneration, obtaining advice/approval from other agencies as appropriate (i.e. HM Treasury for termination payments).
- assist the CCG Chair evaluate the performance of the Accountable Officer and, through the Accountable Officer, the Chief Finance Officer, and advise on and oversee appropriate contractual arrangements for such staff.

4.0 SCOPE OF AUTHORITY AND DECISION-MAKING

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

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

- 4.3 The Committee will ensure that it reports to the CCG Governing Body on any matters which properly fall within the CCG Governing Body's 'Schedule of Matters Reserved to the Board'.
- 4.4 In order to facilitate the achievement of good governance the Committee is authorised by the CCG Governing Body to help the CCG Governing Body discharge its functions relating to CCG financial duties and its main function of overseeing efficiency, effectiveness, economy and governance to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 4.5 Matters for consideration by the Committee may be nominated by any member of the Committee or the Chair of the CCG Governing Body.
- 4.6 The Committee is authorised by the CCG Governing Body to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

6.0 MEMBERSHIP, QUORUM AND ATTENDANCE

- 6.1 Only members of the Governing Body may be members of the Remuneration Committee. The member practices should not be in the majority.
- 6.2 The Committee will comprise two lay members and two elected member practice representatives from the governing body.
- 6.3 The Committee will be chaired by the lay member for governance.
- 6.4 The Accountable Officer and Chief Finance Officer will attend Committee meetings, but will not be present for matters involving their personal remuneration.
- 6.5 The meetings will be quorate when there are two voting members present, at least one being a lay member.
- 6.6 The Committee must be quorate when any decisions are made or votes taken.
- 6.7 Other attendees may be invited to attend for specific items with the prior agreement of the Chair.

6.0 FREQUENCY

- 6.1 Meetings shall be held a minimum of twice a year. Additional meetings may be called by the Chair if deemed necessary.

7.0 MANAGEMENT

- 7.1 The Committee shall operate in line with the requirements of the NHS Codes of Conduct and Accountability, the NHS Constitution and the CCG Constitution, reflecting the Nolan Principles.
- 7.2 Decisions will generally be made on the basis of consensus. In certain circumstances it may be necessary for all members to vote, normally by a show of hands.

- 7.3 In the case of an equality of votes, the chair shall have a second vote which will be the casting vote.
- 7.4 The Committee will report in writing to the CCG Governing Body the basis for its recommendations. The CCG Governing Body will use that report as the basis for their decisions but will remain accountable for taking decisions on the remuneration, allowances and terms of service of the Accountable Officer and the Chief Finance Officer.
- 7.5 Minutes of the CCG Governing Body's meetings should record such decisions. Where reports to the CCG Governing Body contain confidential information about individuals, these should be considered in Part II of the CCG Governing Body meeting.
- 7.6 The Committee shall receive secretarial support from the Business Services team.
- 7.7 The agenda and any papers shall normally be circulated to members five working days before the date of the meeting.

8.0 REPORTING

- 8.1 The Committee will report to the CCG Governing Body. The minutes of the Committee shall be formally recorded and submitted to the Governing Body.
- 8.2 The Committee Chair will provide reports on the work of the Committee to Part I or Part II of the CCG Governing Body meeting according to the nature of the business to be reported.
- 8.3 The Committee Chair shall draw to the attention of the CCG Governing Body any issues which require full disclosure to the CCG Governing Body.

9.0 TERMS OF SERVICE COMMITTEE

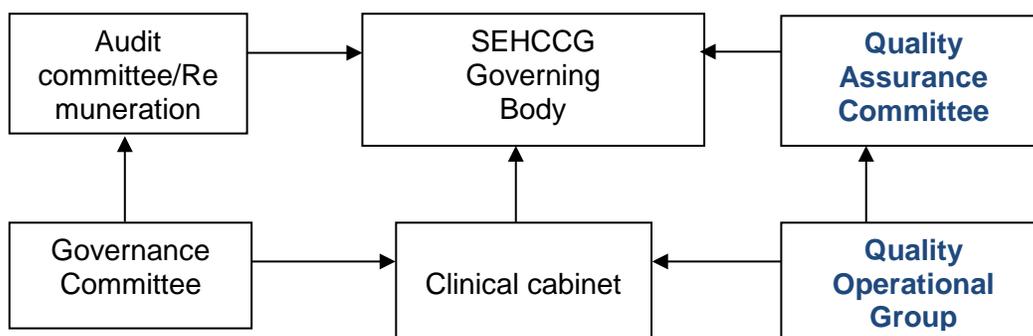
- 9.1 The Remuneration Committees for South Eastern Hampshire and Fareham & Gosport Clinical Commissioning Groups will meet together to discuss the joint appointments between the two Clinical Commissioning Groups. There will be separate terms of reference for this committee but for any decision to be binding it must, at a minimum, meet the requirements set out in these terms of reference.

APPENDIX J – TERMS OF REFERENCE FOR THE JOINT QUALITY ASSURANCE COMMITTEE

1. Purpose of the Committee

The Quality Assurance Committee (QAC) (the committee) is established in accordance with South Eastern Hampshire Clinical Commissioning Group constitutions, standing orders, scheme of delegation and compact agreement. This committee is held jointly with the Fareham and Gosport CCG Quality Assurance Committee. These terms of reference set out the membership, remit responsibilities and reporting arrangements of the committee and shall have effect as if incorporated into the CCG's constitution and standing orders. The committee will promote and assure quality so that the CCG population has effective and safe care with a positive experience of services. The committee is responsible for the development and implementation of the CCGs' quality frameworks, which set out the strategies for quality improvement and quality assurance of services provided to its population. The Committee is jointly held with the Fareham and Gosport CCG Quality Assurance Committee.

2. Structure



The Quality Assurance Committee meets quarterly. The committee provides assurance to the CCG governing body for the delivery of the quality strategies.

The Quality Operational Group (QOG) (held jointly with Fareham and Gosport CCG), reports to both the Quality Assurance Committee (for assurance) and the Clinical Cabinet (for any executive decision making requirements) and meets 8 times per year.

3. Responsibilities of the Quality Assurance Committee

The committee will seek assurance in the following areas:

3.1 That the CCGs' 'Commissioning for Quality' strategic frameworks are developed and implemented so as to support the South Eastern Hampshire CCG commissioning strategies. In doing so, the committee will seek assurance that commissioning incorporates and upholds the tenets of quality; (patient safety, experience and clinical effectiveness), and that the quality priorities within the NHS Mandate, NHS Outcomes Framework, Operating Framework and recommendations for the National Quality Board are met.

3.2 The Committee will provide assurance to the CCG's governing body that quality assurance and clinical governance mechanisms are integral to monitoring commissioned services to ensure better outcomes for patients.

3.3 The Committee will seek assurance that the quality agenda including patient experience, safety and outcomes, leads to improvements in productivity and prevention through innovation, and that patient safety is not compromised by commissioners' decisions.

3.4 The Committee will receive assurance through exception reports of the effective and safe management of the following:

- The performance management and investigation of provider serious incidents requiring investigation (SIRI) and never events.
- Clear escalation and monitoring processes, including early warning systems that are in place to identify areas of concern in commissioned services.
- Scrutiny on the performance of commissioned services with regard to regulatory requirements in relation to quality and safety, e.g. Care Quality Commission, Monitor, National Institute for Health and Excellence (NICE) recommendations/guidelines.
- Exception reports that identify themes in areas of non-compliance in statutory regulations in relation to safeguarding children and safeguarding vulnerable adults
- Escalation reports relating to unresolved healthcare associated infections (HCAI)
- Escalation reports relating to patient experience, including Patient Advice and Liaison Service (PALS) and complaints
- Any further areas of concern which the Quality Assurance Committee deems appropriate to escalate to the Governing Body and to inform the Clinical Cabinet for decision making purposes

3.5 The Committee will seek assurance from the Wessex Area Team (NHS England) and the CCG's joint primary care engagement team of the quality of services in primary care and for specialised services, for the CCGs' population.

3.6 The Committee will review, agree and provide the commissioner overarching draft response to provider annual quality accounts for final approval and signature by the Accountable Officer.

3.7 The Committee will assure itself that National CQUIN schemes have been prioritised appropriately

4. Membership of the quality assurance committee

Quality Assurance Committee Membership (joint membership with F&GCCG)

<ul style="list-style-type: none"> • CCG lay member governance lead (chair/co chair) • CCG chief quality officer/governing body Nurse • CCG deputy chief quality officer • CCG governing body GP executive member Quality Lead • CCG governing body secondary care doctor • CCG governing body lay member for patient engagement and experience (deputy chair) • CCG head of quality and patient experience • CCG patient experience and engagement lead • Health Watch representative • Hampshire County Council adult services team representative
Co-opted members may include
<ul style="list-style-type: none"> • Other relevant commissioning staff • Clinical representatives from commissioned provider services and other CCGs
Quorum and attendance
<ol style="list-style-type: none"> a) The chair or deputy chair b) The executive clinical lead or their appointed deputy c) The chief quality officer or deputy chief quality officer d) 1x lay member or lay secondary care doctor

Membership of the quality assurance committee include the CCG's lay representatives as well as its secondary care doctor,

Healthwatch representative, members of the senior quality team and external organisation representatives. The committee is chaired by the governance lay member.

Fully briefed deputies with relevant decision making authority shall be permitted, where necessary, with agreement of the chair. According to membership, committee members should attend at least 3 of the 4 Quality Assurance Committee meetings annually.

5. Frequency of meetings

5.1 The quality assurance committee will meet at least 4 times annually. The Quality Operational Group will meet 8 times a year - not in the months that the Quality Assurance Committee meets.

5.2 The agenda for the meeting will be drawn up by the Chief Quality Officer in collaboration with the chair. Call for papers will be 3 weeks prior to the meeting. The agenda and papers will be distributed 1 working week in advance of the meeting, unless there are exceptional circumstances for individual papers. Papers will be submitted to members either via secure nhs.net e-mail preferably in PDF format or economy post in accordance with NHS Information Governance requirements. Paper copies will be available at the meeting on request via the committee administrative support.

6. Unrestricted/Restricted Sessions

The Quality Assurance Committee will ensure openness and transparency by placing the minutes (but not papers) of the committee in the public domain via the CCGs' web sites. If there is a need for any confidential matters to be considered, the chair will include a restricted section on the agenda. Any restricted agenda items will not be placed in the public domain. If the committee need to escalate restricted items to the governing bodies of the CCGs, these will be managed in a restricted section on the agenda of the governing bodies.

7. Conflicts of interest

Members will be expected to declare any conflicts of interests to the chair and co-chair prior to the meetings and the chair will determine how those discussions will be conducted.

8. Accountability and reporting

The committee is a sub-committee of the governing body and is accountable to it.

9. Administrative support

Administration will be provided by the quality team

10. Review

The terms of reference will be reviewed annually or before if the CCGs' governance structures are amended.

APPENDIX K – TERMS OF REFERENCE FOR THE CLINICAL CABINET

1. INTRODUCTION

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

2. PURPOSE

- 2.1. The Clinical Cabinet [Cabinet] is accountable to the CCG's Governing Body. The Cabinet acts on behalf of the Governing Body to discharge its functions related to:
- developing and commissioning services;
 - performance management of contracts, particularly QIPP;
 - patient safety and quality improvement
 - risk identification and management;
 - financial control.
- 2.2. The Clinical Cabinet will at all times be responsible for maintaining an integrated view of quality, performance and finance.

3. RESPONSIBILITIES

- 3.1. The responsibilities delegated to the Clinical Cabinet are to:
- develop commissioning strategies and approaches, provider proposals, outline business cases within agreed limits, clinical priority statements and locality constitutions and where required make recommendation to the Governing Body;
 - develop commissioning priorities and QIPP proposal for the CCG, in collaboration with Member practices, for approval by the Governing Body;
 - develop proposals in relation to commissioning Locally Enhanced Services (LES);
 - approve and execute arrangements, including supporting policies, to minimize clinical risk, maximize patient safety and to secure continuous improvement in the quality and patient outcomes;
 - approve and execute arrangements for supporting NHS England in discharging its responsibilities in relation to securing continuous improvement in the quality of general medical services;
 - approve and execute arrangements to drive improvements in healthcare assurances within the providers from whom the CCG commissions care so that providers demonstrate year on year improvements identifying and managing risk and underperformance;
 - provide assurances to the governing body and member practices that appropriate systems and processes are in place to realise continuous improvement in the quality of commissioned services and to ensure wider system learning from any emergency issues relating to poor quality service provision;

- receive and scrutinise independent investigation reports relating to patient safety issues and agree publication plans;
- ensure there are effective early warning systems which draw on a range of quality indicators and other sources of information to identify gaps in assurance about providers;
- respond to specific clinical governance and healthcare assurances issues identified by the Governing body, and its committees, and external regulatory bodies;
- manage the CCG performance ensuring all statutory and operating plan requirements are fulfilled and taking any appropriate and necessary action to address performance challenges;
- act as the CCG Finance Committee, receiving monthly reports of CCG financial performance and taking any appropriate and necessary action to address and financial challenges;
- develop and review the CCG's risk register and provide assurance to the CCG Governing Body;
- approve proposals for action on litigation against or on behalf of the clinical commissioning group;
- approve the group's arrangements for business continuity and emergency planning;
- managing dispute resolution and handling complaints;
- determine and execute arrangements for handling Freedom of Information requests.

4. SCOPE OF AUTHORITY AND DECISION-MAKING

- 4.1. The Clinical Cabinet is required to work in accordance with these Terms of Reference and the CCG's Scheme of Reservation and Delegation.
- 4.2. The Clinical Cabinet will ensure that it reports to the CCG Governing Body on any matters which properly fall within the CCG Governing Body's 'Schedule of Matters Reserved to the Board'.
- 4.3. The Clinical Cabinet is authorized by the Governing Body to investigate any activity with its terms of reference.
- 4.4. Matters for consideration by the Clinical Cabinet may be nominated by any member of the Clinical Cabinet or the Chair of the CCG Governing Body.
- 4.5. The Committee is authorised by the CCG Governing Body to obtain independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

5. MEMBERSHIP, QUORUM AND ATTENDANCE

Membership

5.1. Membership will comprise:

- CCG Clinical chair
- Five elected GP representatives
- CCG Chief Officer
- CCG Chief Finance Officer
- CCG Chief Quality Officer
- Chair of Practice Managers' Commissioning Advisory Group

5.2. Co-opted, non-voting members will include:

- Chief Commissioning Officer;
- Chief Development Officer;
- Public Health representative
- Primary Care Relationship Officer
- Primary Care Performance Officer

5.3. In addition, the Chair may allow for other staff members with responsibility for commissioning; performance; contracting; and communications and engagement to attend.

Quorum

5.4. The quorum is four voting members, with at least two of those being elected GP representatives. Fully briefed deputies with relevant decision making authority shall be permitted, where necessary, with agreement of the chair.

Attendance

5.5. Members are expected to attend at least two thirds of meetings.

Frequency

5.6. The Clinical Cabinet will meet monthly, usually on the first Wednesday of the month.

5.7. Additional meetings may be called by the Chair of the Clinical Cabinet if required.

6. MANAGEMENT

6.1. The Committee shall operate in line with the requirements of the NHS Codes of Conduct and Accountability, the NHS Constitution and the CCG Constitution, reflecting the Nolan Principles.

6.2. Decisions will generally be made on the basis of consensus. In certain circumstances it may be necessary for all members to vote, normally by a show of hands.

6.3. In the case of an equality of votes, the chair shall have a second vote which will be the casting vote.

6.4. The Committee will report in writing to the CCG Governing Body the basis for its recommendations. The CCG Governing Body will use that report as the basis for their decisions but will remain accountable for taking decisions.

6.5. Minutes of the CCG Governing Body's meetings should record such decisions. Where reports to

the CCG Governing Body contain confidential information about individuals, these should be considered in Part II of the CCG Governing Body meeting.

- 6.6. The Committee shall receive secretarial support from the Governance and Committee team.
- 6.7. The agenda and any papers shall normally be circulated to members five working days before the date of the meeting.

7. REPORTING

- 7.1. The Clinical Cabinet Chair will provide reports on the work of the Clinical Cabinet to Part I or Part II of the CCG Governing Body meeting according to the nature of the business to be reported.
- 7.2. The Clinical Cabinet Chair shall draw to the attention of the CCG Governing Body any issues which require full disclosure to the CCG Governing Body.

Governing Body Approval Date:	
Date for Review:	
Reviewed:	

APPENDIX L – TERMS OF REFERENCE FOR THE COMMUNITY ENGAGEMENT COMMITTEE

1. INTRODUCTION

The Clinical Commissioning Group (CCG) has a statutory duty to secure public involvement and promote awareness, and act with a view to securing that health services are provided in a way that promotes awareness of, and have regard to the NHS Constitution.

In order to do this the CCG Constitution states that the Governing Body delegates responsibility to the Community Engagement Committee to review and provide assurance to the Board on the ways the CCG seeks to involve patients, carers, the voluntary sector and the public.

2. PURPOSE

The purpose of the Community Engagement Committee is to report to the Governing Body and provide assurance that the CCG is meeting its statutory duties with regards to patient and public involvement in a manner which supports the delivery of the CCGs five year strategy.

The Community Engagement Committee will:

- Provide assurance and scrutiny on the delivery of the CCG's ambitions and legal duties in its communications and engagement strategy to engage and involve patients and the public in the commissioning of services
- Support the CCG to plan individual and community participation in commissioning activity for the year which link to the commissioning and planning cycle of the CCG
- Support the Communications and Engagement Team to identify and suggest the best way of gathering insights and intelligence from local communities in relation to our commissioning priorities
- Build partnerships to ensure effective engagement with key stakeholders and to avoid duplication of activity
- Ensure that all engagement activities are delivered in accordance with the CCG's public sector equality duty (as set out in the CCG Constitution) and reflect its Equality and Diversity Policy
- Review the link between performance issues that have been identified through the Quality Team and subsequent changes of service specifications/contracts through the Commissioning Team (for example, patients complain about waiting times for young people to access psychological therapies and a service is commissioned which has an outcome relating to reduced waiting times).

The Community Reference Group will:

- Support commissioning activity by providing patient, carer, voluntary sector and community insights to service plans
- Annually review the CCG and the CEC's work and ensure adequate engagement has taken place
- Make suggestions for improvements and for future engagement activity.

3. COMMITTEE STRUCTURE

The Community Engagement Committee (CEC) consists of a core group of representatives and is chaired by the Governing Body Lay Member for patient and public involvement.

The CEC is supported by the Community Reference Group which is a wider group of local stakeholders and organisations representing the Locality Patient Groups, Practice Participation Groups, service user groups and service providers.

4. MEMBERSHIP

The CEC membership is comprised of the following representatives:

- South Eastern Hampshire CCG Lay Member for Patient and Public Involvement (Chair)
- Patient representative
- Practice Manager's representative
- Hampshire County Council Councillor representative
- Chase Community Hospital Steering Group representative
- Voluntary sector representative
- East Hampshire District and Havant Borough Councils service lead representative
- Chairs from the two Locality Patient Groups
- GP from the CCG Governing Body
- South Eastern Hampshire CCG Chief Development Officer
- South Eastern Hampshire CCG Chief Commissioning Officer
- South Eastern Hampshire CCG Deputy Chief Quality Officer
- South Eastern Hampshire CCG Head of Communications and Engagement
- Fareham and Gosport CCG Lay Member for Patient and Public Involvement (open invitation).

The Community Reference Group (CRF) membership will be developed and it is envisaged that its membership will comprise of local stakeholders and organisations representing service user groups, patients and service providers. This will be an open group such that numbers and attendance will not be restricted.

For the CRF to be effective it should be representative of a range of groups and geographical areas.

Members of the CEC and CRF shall have the right to provide items for the CEC agenda, as long as they are provided at least one week in advance to the Communications and Engagement Team.

The Chair may invite people to attend meetings when deemed necessary.

5. FREQUENCY

The Community Engagement Committee meetings will be held bi-monthly.

The Committee Chair may call additional meetings as necessary.

The frequency of meetings will be reviewed at six monthly intervals.

The Community Reference Group will meet once a year at an annual event.

6. QUORUM

A meeting of the Committee shall be quorate when the Chair and at least two other members are present. In unforeseen circumstances, such as illness, the Chair may delegate their responsibilities for this Committee to a nominated person.

7. REPORTING ARRANGEMENTS

The minutes of Committee meetings shall be formally recorded and be submitted to the CCG Governing Body.

The Chair of the Committee shall draw to the attention of the CCG Governing Body any issues that require disclosure to the full Body.

In addition an Engagement Report is submitted to the CCG Governing Body by the Chair of the Committee as a standing item on the Governing Body agenda.

Where appropriate feedback and outcomes from the Committee will be reported to the Clinical Cabinet and the Quality and Safety Committee Themes and feedback from engagement activities will also be included in all engagement project feedback reports to ensure local information informs decision making processes.

In order to provide the Governing Body with minutes from the Community Engagement Committee in a timely manner, the minutes will be approved out of committee by email.

8. REVIEW OF TERMS OF REFERENCE

The terms of reference and membership of the CEC will be reviewed annually or before if the CCG's governance structures are amended.

Updated: April, 2014

APPENDIX M – TERMS OF REFERENCE FOR THE PRACTICE MANAGERS’ ADVISORY COMMITTEE

Background

The Practice Managers’ Commissioning Advisory Committee (the group) is a formal committee of the South Eastern Hampshire Clinical Cabinet.

The Group will provide a two way flow of information between the South Eastern Hampshire Governing Body and Clinical Cabinet and the practices of the South Eastern Hampshire Clinical Commissioning Group. The Chair of the group will be a non-voting member of the Governing Body and the Clinical Cabinet.

Purpose

- The Group will support the development of commissioning proposals being considered by the Clinical Commissioning Group.
- The Group will provide essential feedback on the impact to practices of commissioning proposals
- The Group will develop understanding to ensure that new pathways and services are readily understood and implemented in practices.
- The Group will develop communication networks with practices, providing a two way communication loop.
- The Group will undertake any work requested by the Clinical Cabinet.

Membership of the Group

A maximum of eight practice managers. The chair will be one of the eight practice managers.

The CCG Primary Care Relationship Officer will attend the meetings. Other staff members will attend meetings as requested by the Chair.

The practice managers will be elected by the practice managers in South Eastern Hampshire Clinical Commissioning Group. The election will be administered by CCG staff.

Frequency of meetings

The group will meet at least every other month.

Reporting

The Chair of the Group will provide regular updates to the Clinical Cabinet and the minutes of the Group will be received by the clinical cabinet.

Secretarial Support

Secretarial support will be provided by CCG staff.

APPENDIX N – TERMS OF REFERENCE FOR THE CLINICAL ASSEMBLY

1. INTRODUCTION

- 1.1. The NHS South Eastern Hampshire CCG Clinical Assembly is a body comprising representatives of the 28 Member Practices of the CCG, established under the CCG Constitution. The purpose of the Assembly is to provide direction to the CCG on commissioning strategies and priorities and to ensure that the CCG operates appropriately and within the mandate set out within the CCG Constitution.

2. FUNCTIONS

- 2.1. To set direction and to approve the CCG Commissioning Strategy and annual operating plan, including CCG priorities;
 - 2.2. To review any proposals regarding the amendment or operation of the CCG Constitution.
 - 2.3. To participate in a collective review of CCG performance
 - 2.4. To provide a forum for discussion, to ensure that all Member Practices are actively engaged in key commissioning issues and developments and to ensure the CCG is working to achieve local aims and objectives.
 - 2.5. To provide a forum for gaining a consensus view from South Eastern Hampshire Practices regarding key developments which meet the overall health service national/ local targets and reform.
 - 2.6. To provide an opportunity to highlight developments, service issues relating to primary, secondary or social care services. Where necessary, highlight these issues for the CCG to take further action.
 - 2.7. To ensure that all the South Eastern Hampshire CCG member practices are kept informed of:
 - local issues and key work areas of the CCG (e.g. GMS/PMS, Prescribing, Governance, commissioning and health improvement, CCG Development, Practice/performance planned activity against actual);
 - national legislation and its implications at a local level
 - 2.8. To share good practice, in particular regarding the provision of primary care services, prescribing and achieving the national primary care and CCG local and national targets
 - 2.9. To monitor and review effectiveness of CCG developments in the area.
- ## **3. MEMBERSHIP**
- 3.1. Membership of the Assembly shall comprise:
 - Clinical Chair and Deputy Chair. The Clinical Chair and Deputy Clinical Chair shall be those individuals appointed by the CCG Governing Body to fulfil these roles.

Voting Members

- a nominated GP and Practice Manager from each of the 28 Member Practices.

Non-Voting Members

- Chief Officer
- Chief Finance Officer
- Chief Commissioning Officer
- Chief Development Officer
- Chief Quality Officer
- Primary Care Relationship Officer

- 3.2. In addition, the Chair may allow for other staff members with responsibility for commissioning; performance; contracting; and communications and engagement to attend in a non-voting capacity. Additional persons may be co-opted for specified periods of time.
- 3.3. Membership of the Group, including the appointment of a Chair shall be reviewed on an annual basis in April of each year.

Quoracy

- 3.4. There must be one member attending from each Member Practice who has voting rights (see Appendix 1). If the nominated Clinician is not present for a meeting, the Practice should send an alternate Clinician who will be entitled to vote on their behalf. In the absence of a GP, a Practice Manager may vote.
- 3.5. At least 17 (60%) Member Practices shall be in attendance for a meeting of the Assembly to be deemed quorate. Members (GP & Practice Manager) shall miss no more than 1 out of the 4 meetings per annum unless there are extenuating circumstances. A percentage of Component 1 of the CCG LES may be deducted for non-compliance at the discretion of the Clinical Cabinet.

Voting

- 3.6. Voting will normally be by a show of hands. In matters where a vote is equal, the Chair or person acting as Chair of the meeting shall have the casting vote. The agreed voting process will be used (see Appendix 1).

4. OPERATION OF THE GROUP

- 4.1. The Group will meet four times per annum for no longer than 2 hours per meeting.
- 4.2. The agenda for each meeting shall be approved by the CCG Clinical Chair in collaboration with the Chief Officer (Designate). Members of the Assembly will be invited to submit items at any time but no later than 10 working days before the next meeting. The agenda and all related papers will be distributed electronically to members to allow them the opportunity to read prior to the meeting.
- 4.3. Minutes of the meeting shall be taken by a CCG Administrator and distributed within two weeks of the meeting being held. When the agenda is disseminated the minutes of the previous meeting will also be attached for reference.

4.4. Between meetings of the South Eastern Hampshire Clinical Assembly, if there are any issues, which require decision, discussion or dissemination to the Group, the Development and Engagement Officer on behalf of the Chair will communicate with members by email/web-based discussion group.

4.1 Items for 'Any Other Business' are to be forwarded at least 48 hours prior to the meeting taking place. If this condition cannot be met then urgent issues are to be raised with the Chair immediately prior to the meeting, all members of the group are to endeavour to arrive on time.

5. FINANCES

5.1. Attendance at these meeting is part of the CC LES 2012/13

6. INFORMATION

6.1. The Clinical Assembly will agree to share practice identifiable information within the CCG for the purposes of planning and developing CCG and monitoring of practice information.

7. CONFLICT OF INTEREST

7.1. CCG Clinical Assembly members will be invited to declare any potential conflicts of interest which they are aware of on taking up the post. A Register of Interests will be maintained by the CCG and members will be invited to confirm or update their personal entries prior to the start of the meetings. The register will be reviewed annually.

7.2. Where a CCG Clinical Assembly member has a conflict of interest he/she will be expected to excuse themselves from proceedings whilst matters are discussed and decisions reached, unless the group invite the member with COI to remain in the meeting.

7.3. Guidance on making a Declaration of Interests forms part of this constitution.

8. REVIEW

8.1. The Terms of Reference for the South Eastern Hampshire Clinical Assembly Group shall be reviewed on an annual basis.

ANNEX 1

Voting for the Clinical Assembly was approved by the member practices and is based on the following system.

Practice	List size	Votes
Badgerswood Surgery	11,653	6
Bosmere Medical Centre	15,415	8
Clanfield Surgery	7,513	4
Cowplain Family Practice	7,975	5
Curlew Practice	3,898	2
Denmead Practice	9,056	5
Emsworth Surgery	12,932	7
Forest End Surgery	11,723	6
Grange Surgery	7,146	4
Highview	813	1
Homewell	12,048	7
Horndean Practice	4,574	3
Liphook and Liss Surgery	10,153	6
Liphook Village Surgery	5,498	3
Middle Park Surgery	3,034	2
Park Lane Medical Centre	4,691	3
Pinehill Surgery	3,689	2
Queenswood Surgery	4,233	3
Riverside Partnership	5,964	3
Rowlands Castle Surgery	3,859	2
Stakes Lodge Surgery	7,750	4
Staunton Surgery	7,940	4
Swan Surgery	13,739	7
The Elms	9,087	5
Village Practice, Cowplain	4,408	3
Waterside Medical Centre	8,416	5

APPENDIX O – TERMS OF REFERENCE FOR THE CORPORATE GOVERNANCE COMMITTEE

1. Constitution

- 1.1 The Governing Bodies of Fareham & Gosport and South Eastern Hampshire Clinical Commissioning Groups hereby resolve to establish a committee to be known as the Corporate Governance Committee ('the Committee'), which has powers limited to those specifically delegated to it in the Scheme of Delegations and in these terms of reference.
- 1.2 Due to the on-going development of the CCGs and the role of the Committee, its terms of reference needs to be kept under review to reflect the requirements of the developing CCGs.

2. Purpose

- 2.1 To report to the Governing Bodies on the development, implementation and monitoring of corporate governance by maintaining an oversight and ensuring the effectiveness of a range of systems and processes designed to deliver the corporate responsibilities and objectives of both organisations:
 - (a) Ensure the effectiveness with regard to corporate governance to ensure there are robust and effective structures, processes and accountabilities in place for identifying and managing performance and risks (ie strategic, operational and organisational);
 - (b) Ensure the principles of good governance are embedded in the management and discharge of the CCGs' responsibilities as corporate entities;
 - (c) Maintain an oversight, reporting to the Governing Bodies on the robustness of the reporting of the financial position of the CCGs;
 - (d) Ensure there are mechanisms in place to share learning and good practice in order to raise standards of governance; and
 - (e) Review and recommend changes to the policies of the CCGs prior to submission to the Governing Body for approval.
 - (f) To annually or periodically (subject to organisational requirements) review the CCG's constitution ensuring it meets their corporate governance requirements.

3. Authority

- 3.1 The Committee is authorised by the Governing Bodies to undertake the activities described in these terms of reference.
- 3.2 The Committee has delegated powers from the Governing Bodies to investigate any matter within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made. The Committee must have due regard for the use of personal health information and the duty of care of the CCGs to its employees when exercising its authority.
- 3.3 Whilst individual directors will be responsible for regular reporting of relevant matters to the Committee, the Committee may establish such working groups as it feels necessary in order to undertake its role.

4. Membership and meeting arrangements

4.1 Members

The Committee shall consist of:

- (a) Chief Officer (the Chair);
- (b) Chief Finance Officer (deputy Chair);
- (c) Chief Development Officer;
- (d) Chief Quality Officer; and
- (e) Chief Commissioning Officer.

4.2 Optional in attendance:

- (a) Governance and Committee Officer;
- (b) HR business partner;
- (c) Planning and performance lead;
- (d) Information governance lead;
- (e) CSU account manager;
- (f) Strategy and programme lead.

In addition, the Chair may request lay members attend where assurance is sought. The Chair may also request other staff members attend.

4.3 Frequency of Meetings

The Committee shall meet at such intervals as the Chair shall deem necessary to discharge its delegated responsibilities but shall be at least every six weeks. The Chair of the committee may convene special meetings in accordance with the Standing Orders of the CCGs.

4.4 Quorum

A meeting of the Committee shall be quorate when there are a minimum of three members.

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

4.5 Deputies

Deputies may attend on behalf of members, but only where they have full authority of the members (ie they are present in an 'acting up' capacity).

4.6 Reporting

The minutes of the Committee will be submitted to the Joint Audit Committee and governing bodies after each meeting. The Committee will provide the governing bodies with an annual report.

4.7 Working Groups

The Committee may at times create working groups to deal with agenda items needing more detailed attention and these working groups will be constituted by, dissolved when necessary and report to the Committee.

4.7.1 The Information Governance Group and Management Team will form a sub-group of the committee and as such will report to the committee on any business undertaken on behalf of the CCGs.

4.8 Administrative support is to be provided by the Governance and Committee team of the CCGs.

5. Duties

5.1 The Committee oversees the systems and processes for risk and risk reporting, the Public Sector Equality Duty: corporate governance; contracting and commissioning governance: workforce governance; and information governance on behalf of the CCGs.

5.2 The duties of the Committee are:

5.2.1 Oversee and review on behalf of the governing bodies the operation of, and proposed changes to the constitution, codes of conduct and standards of business conduct including maintenance of registers. Develop and approve the Corporate Governance Strategy and Development Plan of the CCGs;

5.2.2 Ensure that robust reporting processes are in place in relation to Public Sector Equality Duty, workforce, contracting, information governance, information technology governance, emergency planning and sustainable developments and highlighting areas of concern to the Governing Bodies or to other sub-committees as necessary; and

5.2.3 Review and submit the draft annual governance statement for recommendation to the Governing Bodies.

5.2.4 Maintain an oversight and report to the Governing Bodies:

(a) that the CCGs meet all relevant statutory and regulatory obligations as set out in the Health Act 2009, and the Health and Social Care Act 2002;

(b) of the monitoring of systems for managing risk, and the control of the environment; and

(c) that the CCGs have an effective corporate risk register, risk management strategy and board assurance framework.

- 5.2.5 To maintain an oversight, reporting to the Governing Bodies that the CCG's assurance framework and corporate risk register is comprehensive and robust across all areas of clinical and non-clinical risk. The Committee will also advise the Governing Bodies on 'acceptable risk'. In discharging both these duties, the Committee will:
- (a) review individual assurance gaps and risks;
 - (b) authorise additions and removals;
 - (c) decide whether to accept the risk or assurance gap;
 - (d) determine whether to assign responsibility for consideration of additional controls; and
 - (e) determine if the matter should be referred to the Governing Bodies for a decision. All such decisions will be recorded in the minutes and monitored by the Governing Bodies.
- 5.2.6 To approve new or updated human resources (HR) policies following the conclusion of consultation processes with the JCNC and receive and review reports on workforce matters including:
- HR metrics:
- (a) level of statutory and mandatory training; and
 - (b) staff survey results.
- 5.2.7 To scrutinise and review requests to recruit to new and vacant posts within the staffing structure of the CCGs in accordance with the agreed recruitment procedure.
- 5.2.8 To approve Health and Safety policies and all non-clinical policies and procedures prior to being presented to the Governing Bodies for ratification.
- 5.2.9 To oversee non-clinical non-serious incident monitoring and management and Root Cause Analysis approval.
- 5.2.10 To manage the Insurance Cover requirements of the CCG.
- 5.2.11 To seek assurance of the robust development of the Business Continuity Plan and the resilience of Emergency Planning Arrangements.
- 5.2.12 In addition to the above, it is expected that the chief officer responsible for each of the following areas will provide regular reports on the following areas:
- (a) information governance;
 - (b) contracts for internal services of the CCG;
 - (c) IT governance;
 - (d) emergency planning;
 - (e) sustainable developments;
 - (f) equality and diversity;
 - (g) estates;
 - (h) finance;
 - (i) GP IT
 - (j) in-house ITC services; and
 - (k) make, share and buy arrangements.
- 5.2.13 To approve and notify to the Governing Bodies relevant strategies, policies and reports.

5.2.14 To undertake an annual self-assessment of activities of the Committee as contained in the terms of reference.

6 Approval and Review

6.1 These Terms of Reference shall be reviewed at the first meeting of the Corporate Governance Committee and reviewed annually thereafter.