



**Shropshire, Telford
and Wrekin**
Clinical Commissioning Group

CONSTITUTION



www.shropshiretelfordandwrekinccg.nhs.uk

NHS Shropshire, Telford and Wrekin Clinical Commissioning Group Constitution

Version	Date	Change Description
Draft V1.6	14/12/20	Changes proposed by NHSE/I in version 1.1 - 1.5 to ensure it meets legislative and regulatory requirements
V1.7	21/01/21	Changes made following consultation on final draft version 1.6: Page 12 – amended Riverside Medical Practice address Page 41 section 6.1 – amended incorrect section reference Page 45 section 9.8.3 – amended to reflect delegation of approval of annual accounts and annual report by the Audit committee on behalf of the Governing Body as set out in the Scheme of Reservation and Delegation Page 48 section 6.1 – amended incorrect section reference Page 57 section 7.1 – amended incorrect section reference
V1.8	14/04/21	Amendment made to approval of final annual accounts and annual report changed from the Audit Committee to the Governing Body on page 43 and 44.

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Introduction

1.1 Name

The name of this clinical commissioning group is NHS Shropshire, Telford and Wrekin Clinical Commissioning Group (“the CCG”).

1.2 Statutory Framework

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

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

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

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

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

1.2.5 CCGs are clinically-led membership organisations made up of general practices. The Members of the CCG are responsible for determining the

governing arrangements for the CCG, including arrangements for clinical leadership, which are set out in this Constitution.

1.3 Status of this Constitution

1.3.1 This CCG was first authorised on 1st April 2021.

1.3.2 Changes to this constitution are effective from the approval by NHS England/Improvement on 15th March 2021.

1.3.3 The constitution is published on the CCG website at:

<https://www.shropshiretelfordandwrekinccg.nhs.uk/>

1.4 Amendment and Variation of this Constitution

1.4.1 This constitution can only be varied in two circumstances.

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

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

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

1.5 Related documents

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

- a) Statutory and Mandatory Committees' Terms of Reference (Audit Committee, Remuneration Committee and Primary Care Commissioning Committee), appendix 2
- b) Standing Orders – which set out the arrangements for meetings and the selection and appointment processes for the CCG's Committees and the CCG Governing Body (including committees), appendix 3

c) Standing Financial Instructions – which sets out the delegated limits for financial commitments on behalf of the CCG, appendix 4

d) Governance Handbook

<https://www.shropshiretelfordandwrekinccg.nhs.uk/about-us/our-constitution-and-the-nhs-constitution/>

which includes:

- The Scheme of Reservation and Delegation – sets out those decisions that are reserved for the membership as a whole and those decisions that have been delegated by the CCG or the Governing Body
- Prime financial policies – which set out the arrangements for managing the CCG's financial affairs.
- Committee terms of reference; and
- Governance Structure
- Conflicts of Interest Policy
- Declaration of Gifts, Hospitality and Sponsorship – Anti-Bribery Policy

1.6 Accountability and transparency

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

- a) publish our constitution and other key documents including
 - Governance Handbook;
 - Key corporate strategies and plans;
- b) appoint independent lay members and non-GP/Primary Health Care clinicians to our Governing Body;
- c) manage actual or potential conflicts of interest in line with NHS England/Improvement's statutory guidance *Managing Conflicts of Interest: Revised Statutory Guidance for CCGs 2017* and expected standards of good practice (see also part 6 of this constitution);
- d) hold Governing Body meetings in public (except where we believe that it would not be in the public interest in relation to all or part of a meeting);
- e) publish an annual commissioning strategy that takes account of priorities in the health and wellbeing strategy;

- f) procure services in a manner that is open, transparent, non-discriminatory and fair to all potential providers and publish a Procurement Strategy;
- g) involve the public, in accordance with its duties under section 14Z2 of the 2006 Act, and as set out in more detail in the CCG's Communications and Engagement Strategy.
- h) when discharging its duties under section 14Z2, the CCG will ensure that it has due regard of the principles of
 - openness;
 - early and active involvement; and
 - fairness and non-discrimination;
- i) comply with local authority health overview and scrutiny requirements;
- j) meet annually in public to present an annual report which is then published;
- k) produce annual accounts in respect of each financial year which are externally audited;
- l) publish a clear complaints process;
- m) comply with the Freedom of Information Act 2000 and with the Information Commissioner Office requirements regarding the publication of information relating to the CCG;
- n) provide information to NHS England/Improvement as required; and
- o) be an active member of the local Health and Wellbeing Boards of Shropshire and Telford and Wrekin.

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

- a) Principal commissioning policies;
- b) Principal operational policies;
- c) Annual report and Governance Statement;

- d) Minutes of meetings held in public of the Governing Body;
- e) Expenditure over £25,000;
- f) Register of Interests;
- g) Gifts, Hospitality and Sponsorship register; and
- h) Register of procurement decisions.

1.7 Liability and Indemnity

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

2 Area Covered by the CCG

- 2.1** The area covered by the CCG is coterminous with the area covered by Shropshire Council and Telford and Wrekin Council.

3 Membership Matters

3.1 Membership of the Clinical Commissioning Group

3.1.1 The CCG is a membership organisation.

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

3.1.3 The practice contract holders which make up the membership of the CCG are listed below.

Practice Name	Address
Albrighton Medical Practice	Shaw Lane, Albrighton, Wolverhampton, WV7 3DT
Alveley Medical Practice	Village Road, Alveley, Bridgnorth, WV15 6NG
The Beeches Medical Practice	1 Beeches Road, Bayston Hill, Shrewsbury, SY3 0PF
Belvidere Medical Practice	23 Belvidere Road, Shrewsbury, SY2 5LS
Bishop's Castle Medical Practice	Schoolhouse Lane, Bishop's Castle, SY9 5BP
Bridgnorth Medical Practice	Northgate Health Centre, Northgate, Bridgnorth, WV16 4EN
Broseley Medical Centre	Bridgnorth Road, Broseley, TF12 5EL
Brown Clee Medical Practice	Ditton Priors, Bridgnorth, WV16 6SS
Cambrian Surgery	Oswestry Health Centre, Thomas Savin Road, Oswestry, SY11 1GA
The Caxton Surgery	Oswald Road, Oswestry, SY11 1RD
Charlton Medical Centre	Lion Street, Oakengates, Telford, TF2 6AQ
Churchmere Medical Group	Trimpley Street, Ellesmere, SY12 0DB
Church Stretton Medical Practice	Easthope Road, Church Stretton, SY6 6BL
Claremont Bank Surgery	Claremont Bank, Shrewsbury, SY1 1RL
Cleobury Mortimer Medical Centre	Vaughan Road, Cleobury Mortimer, Kidderminster, Worcestershire, DY14 8DB
Clive Surgery	20 High Street, Clive, Shrewsbury, SY4 5PS

Court Street Medical Practice	Court Street Medical Centre, Court Street, Madeley, Telford, TF7 5DZ
Craven Arms Medical Practice	20 Shrewsbury Rd, Craven Arms, SY7 9PY
Dawley Medical Practice	Webb House, King Street, Dawley, Telford, TF4 2AA
Donnington Medical Practice	Wrekin Drive, Donnington, Telford, TF2 8EA
Highley Medical Centre	Bridgnorth Road, Highley, Bridgnorth, WV16 6HG
Hodnet Medical Centre	18 Drayton Road, Hodnet, Market Drayton, TF9 3NF
Hollinswood and Priorslee Medical Practice	Downmeade, Hollinswood, Telford, TF3 2EW
Ironbridge Medical Practice	Trinity Hall, Dale Road, Coalbrookdale, Telford, TF8 7DT
Knockin Medical Centre	Knockin, Oswestry, SY10 8HL
Linden Hall	Station Road, Newport, Nr Telford, Shropshire, TF10 7EN
Marden Medical Practice	25 Sutton Road, Shrewsbury, SY2 6DL
Market Drayton Medical Practice	Market Drayton Primary Care Centre, Maer Lane, Market Drayton, TF9 3AL
Marysville Medical Practice	Brook Street, Belle Vue, Shrewsbury, SY3 7QR
The Meadows Medical Practice (Clun and Knighton)	Penybont Road, Knighton, Powys, LD7 1HB
Much Wenlock & Cressage Medical Practice	Kingsway Lodge, Much Wenlock, TF13 6BL
Mytton Oak Surgery	Racecourse Lane, Shrewsbury, SY3 5LZ
Plas Ffynnon Medical Centre	Middleton Road, Oswestry, SY11 2RB
Pontesbury and Worthen Medical Practice	Hall Bank, Pontesbury, Shrewsbury, SY5 0RF
Portcullis Surgery	Portcullis Road, Ludlow, SY8 1GT
Prescott Surgery	Baschurch, Shrewsbury, SY4 2DR
Radbrook Green Surgery	Bank Farm Road, Shrewsbury, SY3 6DU
Riverside Medical Practice	

	Barker Street, Shrewsbury SY1 1QJ
Severn Fields Medical Practice	Severn Fields Health Village, Sundorne Road, Shrewsbury SY1 4RQ
Shawbirch Medical Practice	5 Acorn Way, Shawbirch, Telford, TF5 0LW
Shawbury Medical Practice	Poynton Road, Shawbury, SY4 4JS
Shifnal & Priorslee Medical Practice	Shrewsbury Road, Shifnal, TF11 8AJ
South Hermitage Surgery	South Hermitage, Belle Vue, Shrewsbury, SY3 7JS
Station Drive Surgery	Station Drive, Ludlow, SY8 2AB
Stirchley Medical Practice	Sandino Road, Stirchley, Telford, TF3 1FB
Teldoc	Malinslee Surgery, Church Road, Malinslee, Telford, TF3 2JZ
The Surgery	Wellington Road, Newport, Nr Telford, Shropshire, TF10 7HG
Wem & Prees Medical Practice (Wem Site)	New Street, Wem, Shrewsbury, SY4 5AF
Wellington Medical Practice	The Health Centre, Victoria Avenue, Wellington, Telford, TF1 1PZ
Westbury Medical Centre	Westbury, Shrewsbury, SY5 9QX
Woodside Medical Practice	Woodside Health Centre, Wensley Green, Woodside, Telford, TF7 5NR

3.2 Nature of Membership and Relationship with CCG

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

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

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

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

3.4 Members' Rights

3.4.1 Members' rights and decision making powers are set out in the Standing Orders and the CCG's Scheme of Reservation and Delegation respectively and include:

- a) Calling and/or attending a general meeting of the Members;
- b) Nominating a Practice Representative to represent the practice on the Membership Forum and Locality Forums.
- c) Submitting and/or approving a proposal for amendment of the Constitution.
- d) Putting themselves forward for election to the Governing Body and to the role of Chair.
- e) Electing the GP/Primary Care Health Professional members of the Governing Body.

3.5 Members' Meetings

3.5.1 To ensure the effective involvement and participation of each of its Members, the CCG has established:

- a) The Membership Forum which comprises a Practice Representative from each member practice which will ensure that there is accountability between the CCG Governing Body and the Group's Member practices, and to make decisions and exercise powers reserved to the membership, as listed in the Scheme of Reservation and Delegation.
- b) The Locality Forums which are local geographical groupings ("Localities") of Practice Members which comprise the respective Practice Representatives of the practices within each locality to provide a forum for discussion and involvement with member practices. The CCG has constituted four localities: North Shropshire, Shrewsbury and Atcham, Telford and Wrekin and South Shropshire.
- c) The Chair of the CCG will meet regularly with the Chairs of the Locality Forums to provide a mechanism for feedback to the Governing Body by the Member Practices.

3.5.2 Meetings of the Membership Forum will take place as and when required to transact decisions and undertake discussions, either face to face or by virtual or electronic means in accordance with the procedure set out in Standing Orders and will be chaired by the CCG Chair.

3.5.3 Meetings of the Locality Forums will take place at least 4 times a year, either face to face or by virtual or electronic means in accordance with the procedure set out in standing orders and will be chaired by a GP/Primary Healthcare Professional from a member practice, elected by the practice representatives of each member practice of the respective Locality Forum and in accordance with Standing Orders.

3.5.4 Decisions made by the Membership Forum may be undertaken by a show of hands or virtually using technology to allow Practice Representatives to cast one vote per member practice (as listed in 3.1.3) remotely by an electronic or online ballot.

3.6 Practice Representatives

3.6.1 Each member of the Group will nominate one lead healthcare professional as Practice Representative to represent the practice in all matters and in all dealings with the CCG, and vote on behalf of the practice at CCG Membership Forum meetings.

Each member may also nominate a Practice Manager attendee to the Locality Forum meetings, but who cannot vote on behalf of a member practice.

3.6.2 Each Member authorises their member Practice Representative to:

- a) receive notice of, attend and vote at any meetings of the Membership Forum and Locality Forum (whether by a show of hands or by electronic poll, or sign any written resolution) on behalf of that member); and

b) deal with and give directions as to; resources, securities, benefits, documents, notices or other communications in whatever form arising by right of, or received in connection with, the member's membership of the Group.

3.6.3 The Standing orders attached to this Constitution in appendix 3, set out the role of Practice Representatives and the ways in which this role is expected to be fulfilled.

4 Arrangements for the Exercise of our Functions.

4.1 Good Governance

4.1.2 The CCG will, at all times, observe generally accepted principles of good governance in the way that it conducts its business. These include:

a) the highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds, the management of the organisation and the conducts of its business.

b) the Good Governance Standard for Public Services;

c) the standards of behaviour published by the Committee on Standards in Public Life (1995) known as the Nolan principles;

d) the seven key principles of the NHS Constitution;

e) the Equality Act 2010;

f) the Standards for Members of NHS Boards and Governing Bodies in England; and

g) adoption of standards and procedures that facilitate speaking out and raising of concerns including a Freedom to Speak up Guardian.

4.2 General

4.2.1 The CCG will:

a) comply with all relevant laws, including regulations;

b) comply with directions issued by the Secretary of State for Health or NHS England/Improvement;

c) have regard to statutory guidance including that issued by NHS England/Improvement; and

d) take account, as appropriate, of other documents, advice and guidance.

4.2.2 The CCG will develop and implement the necessary systems and processes to comply with (a)-(d) above, documenting them as necessary in this

constitution, its scheme of reservation and delegation and other relevant policies and procedures as appropriate.

4.3 Authority to Act: the CCG

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

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

4.3.2 The extent of the authority to act by the respective bodies and individuals, depends on the powers delegated to them by the Group and is expressed through:

- a) The CCG's Scheme of Reservation and Delegation; and
- b) Committees' terms of reference

4.4 Authority to Act: the Governing Body

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

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

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

- a) The CCG's Scheme of Reservation and Delegation; and
- b) Committees' terms of reference

5 Procedures for Making Decisions

5.1 Scheme of Reservation and Delegation

5.1.1 The CCG has agreed a scheme of reservation and delegation (SoRD) which is published in full within the CCG's Governance Handbook.

<https://www.shropshiretelfordandwrekin.nhs.uk/about-us/our-constitution-and-the-nhs-constitution/>

5.1.2 The CCG's SoRD sets out:

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

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

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

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

5.2 Standing Orders

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

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

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

5.3 Standing Financial Instructions (SFIs)

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

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

5.4 The Governing Body: Its Role and Functions

5.4.1 The Governing Body has statutory responsibility for:

- a) ensuring that the CCG has appropriate arrangements in place to exercise its functions effectively, efficiently and economically and in accordance with the CCG's principles of good governance (its main function); and for
- b) determining the remuneration, fees and other allowances payable to employees or other persons providing services to the CCG and the allowances payable under any pension scheme established.

5.4.2 The CCG Membership has delegated all of its functions to its Governing Body, committees and individual officers as detailed in the scheme of reservation and delegation with the exception of those that are reserved by the membership. Those functions reserved to the membership are:

- a) Agreement to make material changes to the CCG's Constitution, in line with section 1.4.2;
- b) Appointing through election GP/Healthcare Professionals to represent the Group's membership on the Group's Governing body.
- c) Determine the arrangements by which the members of the Group approve those decisions that are reserved for the membership;
- d) Approval of the Group's overarching scheme of reservation and delegation where that change:
 - i) is proposed to the reserved powers of the membership; or
 - ii) at least 50% of the Governing Body members request that amendments be put before the membership for approval

5.4.3 Any delegated functions must be exercised within the procedural framework established by the CCG and primarily set out in the Standing Orders and Scheme of Financial Delegation.

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

5.5 Composition of the Governing Body

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

<https://www.shropshiretelfordandwrekinccg.nhs.uk/about-us/governing-body/>

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

- a) The Chair, who the members have determined will be a GP and will undertake the role of clinical leader for the CCG;
- b) The Accountable Officer;
- c) The Chief Finance Officer who will be known as the Executive Director of Finance;
- d) one Secondary Care Specialist;
- e) one registered nurse;
- f) Two lay members:
 - a) one who must have qualifications, expertise or experience to enable them to express informed views about financial management and audit matters, to be known as the Lay Member for Governance; and
 - b) one who has knowledge about the area specified in the CCG's constitution such as to enable the person to express informed views about the discharge of the CCG's functions to be known as the Lay Member for PPI.

5.5.3 The CCG has agreed the following additional members:

- a) A third lay member who will provide a sound understanding of the challenges and opportunities which face primary care. This individual will also chair the Primary Care Commissioning Committee to be known as the Lay Member for Primary Care;
- b) A fourth lay member who has knowledge about the area specified in the CCG's constitution to enable the person to express informed views about the discharge of the CCG's functions. Specifically in regard to addressing inequalities and ensuring inclusion to be known as the Lay Member for PPI and Equality, Diversity and Inclusion;
- c) 5 GPs or Primary Healthcare Professionals for the first term of appointment on establishment of the CCG, increasing to 6 for subsequent appointments;
- d) The Executive Director of Transformation;
- e) The Executive Director of Nursing and Quality.

5.5.4 A Deputy Chair of the CCG Governing Body will be appointed from amongst the Governing Body Lay Members to chair CCG Governing Body meetings when the Chair is not in attendance.

5.5.5 A Vice Clinical Chair of the CCG will be appointed from amongst the Governing Body GP or Primary Healthcare Professionals to deputise for the Chair of the CCG for clinical matters.

5.5 Additional Attendees at the Governing Body Meetings

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

5.6.2 The CCG Governing Body will regularly invite the following individuals to attend its meetings held in public as attendees:

- a) The Director of Corporate Affairs;
- b) The Director of Partnerships;
- c) The Director of Performance;
- d) The Director of Planning;
- e) Medical Director
- f) Director Public Health for Shropshire;
- g) Director of Public Health for Telford and Wrekin;
- h) Representative of Shropshire Healthwatch; and
- i) Representative of Telford and Wrekin Healthwatch.

5.6.3 The CCG Governing Body will regularly invite the following individuals to attend its meetings held where circumstances require the Governing Body to transact business in private as set out in Standing Order 3.13.1:

- a) The Director of Corporate Affairs;
- b) The Director of Partnerships;
- c) The Director of Performance;
- d) The Director of Planning; and
- e) Medical Director

5.6 Appointments to the Governing Body

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

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

5.7 Committees and Sub-Committees

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

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

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

5.7.4 With the exception of the Remuneration Committee, any Committee or Sub-Committee established in accordance with clause 5.8 and 5.9 may consist of or include persons other than Members or employees of the CCG.

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

5.8 Committees of the CCG

5.8.1 The CCG has established four Locality Forums as Committees of the Group based upon geographical areas: North Shropshire, Shrewsbury and Atcham, Telford and Wrekin and South Shropshire. These forums act as the mechanism for involving the CCG membership.

5.9 Committees of the Governing Body

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

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

5.9.3 The Audit Committee will be chaired by a Lay Member who has qualifications, expertise or experience to enable them to lead on finance and audit matters and members of the Audit Committee may include people who

are not Governing Body members.

- 5.9.4 Remuneration Committee:** This Committee is accountable to the Governing Body and makes recommendations to the Governing Body about the remuneration, fees and other allowances (including pension schemes) for employees and other individuals who provide services to the CCG.
- 5.10.5** The Remuneration Committee will be chaired by a lay member other than the audit chair and only members of the Governing Body may be members of the Remuneration Committee.
- 5.10.6 Primary Care Commissioning Committee:** This committee is required by the terms of the delegation from NHS England/Improvement in relation to primary care commissioning functions. The Primary Care Commissioning Committee reports to the Governing Body and to NHS England/Improvement. Membership of the Committee is determined in accordance with the requirements of *Managing Conflicts of Interest: Revised statutory Guidance for CCGs 2017*. This includes the requirement for a lay member Chair and a lay Vice Chair.
- 5.10.7** None of the above Committees may operate on a joint committee basis with another CCG(s). However, they are able to operate committees in common arrangements with the equivalent committees from other CCGs.
- 5.10.8** The terms of reference for each of the above committees are included in Appendix 2 to this constitution and form part of the constitution.
- 5.10.9** The Governing Body has also established a number of other Committees to assist it with the discharge of its functions. These Committees are set out in the SoRD and further information about these Committees, including terms of reference, are published in the CCG's Governance Handbook which does not form part of this Constitution.

5.11 Collaborative Commissioning Arrangements

- 5.11.1** The CCG wishes to work collaboratively with its partner organisations in order to assist it with meeting its statutory duties, particularly those relating to integration. The following provisions set out the framework that will apply to such arrangements.
- 5.11.2** In addition to the formal joint working mechanisms envisaged below, the Governing Body may enter into strategic or other transformation discussions with its partner organisations, on behalf of the CCG.
- 5.11.3** The Governing Body must ensure that appropriate reporting and assurance mechanisms are developed as part of any partnership or other collaborative arrangements. This will include:

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

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

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

5.12 Joint Commissioning Arrangements with Local Authority Partners

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

social care.

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

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

5.12.3 For purposes of the arrangements described in 5.12.2, the Governing Body may:

- a) agree formal and legal arrangements to make payments to, or receive payments from, the Local Authority, or pool funds for the purpose of joint commissioning;
- b) make the services of its employees or any other resources available to the Local Authority; and
- c) receive the services of the employees or the resources from the Local Authority.

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

- how the parties will work together to carry out their commissioning functions;
- the duties and responsibilities of the parties, and the legal basis for such arrangements;
- how risk will be managed and apportioned between the parties;
- financial arrangements, including payments towards a pooled fund and management of that fund;

- contributions from each party, including details of any assets, employees and equipment to be used under the joint working arrangements; and
- the liability of the CCG to carry out its functions, notwithstanding any joint arrangements entered into.

5.12.5 The liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.12.3 above.

5.13 Joint Commissioning Arrangements – Other CCGs

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

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

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

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

5.13.4 For the purposes of the arrangements described at 5.13.3, the CCG may:

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

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

5.13.6 For the purposes of the arrangements described above, the CCG may establish and maintain a pooled fund made up of contributions by all of the CCGs working together jointly pursuant to paragraph 5.13.3 above. Any such

pooled fund may be used to make payments towards expenditure incurred in the discharge of any of the commissioning functions in respect of which the arrangements are made.

- 5.13.7** Where the CCG makes arrangements with another CCG as described at paragraph 5.13.3 above, the CCG shall develop and agree with that CCG an agreement setting out the arrangements for joint working including details of:
- a) how the parties will work together to carry out their commissioning functions;
 - b) the duties and responsibilities of the parties, and the legal basis for such arrangements;
 - c) how risk will be managed and apportioned between the parties;
 - d) financial arrangements, including payments towards a pooled fund and management of that fund;
 - e) contributions from the parties, including details around assets, employees and equipment to be used under the joint working arrangements.
- 5.13.8** The responsibility of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.13.7 above.
- 5.13.9** The liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.13.1 above.
- 5.13.10** Only arrangements that are safe and in the interests of patients registered with Member practices will be approved by the Governing Body.
- 5.13.11** The Governing Body shall require, in all joint commissioning arrangements, that the lead Governing Body Member for the joint arrangements:
- a) make a quarterly written report to the Governing Body;
 - b) hold at least one annual engagement event to review the aims, objectives, strategy and progress of the joint commissioning arrangements; and
 - c) publish an annual report on progress made against objectives.
- 5.13.12** Should a joint commissioning arrangement prove to be unsatisfactory the Governing Body of the CCG can decide to withdraw from the arrangement, but has to give six months' notice to partners to allow for credible alternative arrangements to be put in place, with new arrangements starting from the

beginning of the next new financial year after the expiration of the six months' notice period.

5.14 Joint Commissioning Arrangements with NHS England/Improvement

- 5.14.1** The CCG may work together with NHS England/Improvement. This can take the form of joint working in relation to the CCG's functions or in relation to NHS England/Improvement's functions.
- 5.14.2** The CCG delegates its powers and duties under 5.14 to the Governing Body and all references in this part to the CCG should be read as the Governing Body, except to the extent that they relate to the continuing liability of the CCG under any joint arrangements.
- 5.14.3** In terms of either the CCG's functions or NHS England/Improvement's functions, the CCG and NHS England/Improvement may make arrangements to exercise any of their specified commissioning functions jointly.
- 5.14.4** The arrangements referred to in paragraph 5.14.3 above may include other CCGs, a combined authority or a local authority.
- 5.14.5** Where joint commissioning arrangements pursuant to 5.14.3 above are entered into, the parties may establish a Joint Committee to exercise the commissioning functions in question. For the avoidance of doubt, this provision does not apply to any functions fully delegated to the CCG by NHS England/Improvement, including but not limited to those relating to primary care commissioning.
- 5.14.6** Arrangements made pursuant to 5.14.3 above may be on such terms and conditions (including terms as to payment) as may be agreed between NHS England/Improvement and the CCG.
- 5.14.7** Where the CCG makes arrangements with NHS England/Improvement (and another CCG if relevant) as described at paragraph 5.14.3 above, the CCG shall develop and agree with NHS England/Improvement a framework setting out the arrangements for joint working, including details of:
- a) how the parties will work together to carry out their commissioning functions;
 - b) the duties and responsibilities of the parties, and the legal basis for such arrangements;
 - c) how risk will be managed and apportioned between the parties;
 - d) financial arrangements, including, if applicable, payments towards a pooled fund and management of that fund;

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

5.14.8 Where any joint arrangements entered into relate to the CCG's functions, the liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.14.3 above. Similarly, where the arrangements relate to NHS England/Improvement's functions, the liability of NHS England/Improvement to carry out its functions will not be affected where it and the CCG enter into joint arrangements pursuant to 5.14.

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

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

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

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

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

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

6.1 Conflicts of Interest

6.1.1 As required by section 14O of the 2006 Act, the CCG has made arrangements to manage conflicts and potential conflicts of interest to ensure that decisions made by the CCG will be taken and seen to be taken without being unduly influenced by external or private interest.

6.1.2 The CCG has agreed policies and procedures for the identification and management of conflicts of interest.

6.1.3 Employees, Members, Committee and Sub-Committee members of the CCG and members of the Governing Body (and its Committees, Sub-Committees, Joint Committees) will comply with the CCG policy on conflicts of interest. Where an individual, including any individual directly involved with the business or decision-making of the CCG and not otherwise covered by one of the categories above, has an interest, or becomes aware of an interest which could lead to a conflict of interests in the event of the CCG considering an action or decision in relation to that interest, that must be considered as a potential conflict, and is subject to the provisions of this constitution and the Standards of Business Conduct Policy.

6.1.4 The CCG has appointed the Lay Member for Governance to be the Conflicts of Interest Guardian. In collaboration with the CCG's governance lead, their role is to:

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

6.2 Declaring and Registering Interests

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

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

- 6.2.3** All relevant persons for the purposes of NHS England/Improvement's statutory guidance *Managing Conflicts of Interest: Revised Statutory Guidance for CCGs 2017* must declare any interests. Declarations should be made as soon as reasonably practicable and by law within 28 days after the interest arises. This could include interests an individual is pursuing. Interests will also be declared on appointment and during relevant discussion in meetings.
- 6.2.4** The CCG will ensure that, as a matter of course, declarations of interest are made and confirmed, or updated at least annually. All persons required to, must declare any interests as soon as reasonably practicable and by law within 28 days after the interest arises.
- 6.2.5** Interests (including gifts and hospitality) of decision making staff will remain on the public register for a minimum of six months. In addition, the CCG will retain a record of historic interests and offers/receipt of gifts and hospitality for a minimum of six years after the date on which it expired. The CCG's published register of interests states that historic interests are retained by the CCG for the specified timeframe and details of whom to contact to submit a request for this information.
- 6.2.6** Activities funded in whole or in part by third parties who may have an interest in CCG business such as sponsored events, posts and research will be managed in accordance with the CCG policy to ensure transparency and that any potential for conflicts of interest are well-managed.

6.3 Training in Relation to Conflicts of Interest

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

6.4 Standards of Business Conduct

- 6.4.1** Employees, Members, Committee and Sub-Committee members of the CCG and members of the Governing Body (and its Committees, Sub-Committees, Joint Committees) will at all times comply with this Constitution and be aware of their responsibilities as outlined in it. They should:
- a) act in good faith and in the interests of the CCG;
 - b) follow the Seven Principles of Public Life; set out by the Committee on Standards in Public Life (the Nolan Principles);
 - c) comply with the standards set out in the Professional Standards Authority guidance - *Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England; and*

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

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

Appendix 1: Definitions of Terms Used in This Constitution

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

	CCG, who does not have a vote on the Governing body and therefore not a member of the Governing body but attends the meetings.
Deputy Chair	This person is appointed from the Lay Members to deputise for the CCG Chair and chair Governing Body meetings when the Chair is unable to attend the Governing Body meeting or part of it.
Executive Directors	A member of the employed senior executive team of the CCG, who is a member of and has a vote on the Governing Body.
Governing Body	The body appointed under section 14L of the NHS Act 2006, with the main function of ensuring that a Clinical Commissioning Group has made appropriate arrangements for ensuring that it complies with its obligations under section 14Q under the NHS Act 2006, and such generally accepted principles of good governance as are relevant to it.
Governing Body Member	Any individual appointed to the Governing Body of the CCG
Healthcare Professional	A Member of a profession that is regulated by one of the following bodies: the General Medical Council (GMC) the General Dental Council (GDC) the General Optical Council; the General Osteopathic Council the General Chiropractic Council the General Pharmaceutical Council the Pharmaceutical Society of Northern Ireland the Nursing and Midwifery Council the Health and Care Professions Council any other regulatory body established by an Order in Council under Section 60 of the Health Act 1999

Joint Committee	Committees from two or more organisations that work together with delegated authority from both organisations to enable joint decision-making
Independent Governing body Member who is clinically qualified	This is the Secondary Care Doctor Governing Body Member and the Registered Nurse Governing Body Member.
Independent GP Representative	That individual appointed to the Primary Care Commissioning Committee who is a practising GP in another CCG area or a retired GP from Shropshire and Telford and Wrekin area.
Lay Member Governance	A lay Member of the CCG Governing Body, appointed by the CCG. A lay Member is an individual who is not a Member of the CCG or a healthcare professional (as defined above) or as otherwise defined in law. This Lay Member will lead on audit, conflicts of interest and to undertake the role of Conflicts of Interest Guardian and Freedom to Speak Up Guardian to be known as the Lay Member for Governance.
Lay Member Public Patient Involvement (PPI)	A lay Member of the CCG Governing Body, appointed by the CCG. A lay Member is an individual who is not a Member of the CCG or a healthcare professional (as defined above) or as otherwise defined in law. one with knowledge about the CCG area enabling them to lead on patient and public involvement matters to be known as the Lay Member for PPI.
Lay Member Public Patient Involvement (PPI) – Equality, Diversity and Inclusion (EDI)	A lay Member of the CCG Governing Body, appointed by the CCG. A lay Member is an individual who is not a Member of the CCG or a healthcare professional (as defined above) or as otherwise defined in law. One with knowledge about the CCG area enabling them to lead on patient and public involvement matters, with particular focus on inequalities and inclusion to be known as the Lay Member for PPI - EDI.
Lay Member Primary Care	A lay Member of the CCG Governing Body, appointed by the CCG. A lay Member is an individual who is not a Member of the CCG or a healthcare professional (as defined above) or as otherwise defined in law. This role is to provide a sound understanding of the challenges and opportunities which face primary care. This individual will also chair the Primary Care Commissioning Committee
Membership Forum	The mechanism for the CCG membership to meet, discuss and approve decisions where necessary, either face to face or by virtual or electronic means via practice

	representatives.
Member/ Member Practice	A provider of primary medical services to a registered patient list, who is a Member of this CCG.
Member practice representative	Member practices appoint a healthcare professional to act as their practice representative in dealings between it and the CCG, under regulations made under section 89 or 94 of the 2006 Act or directions under section 98A of the 2006 Act.
NHS England/Improvement	The operational name for the National Health Service Commissioning Board.
Practice Representative	Each Member practice nominates a lead healthcare professional who represents the practice in its dealings with the CCG.
Primary Care Commissioning Committee	A Committee required by the terms of the delegation from NHS England/Improvement in relation to primary care commissioning functions. The Primary Care Commissioning Committee reports to NHS England/Improvement and the Governing Body
Professional Standards Authority	An independent body accountable to the UK Parliament which help Parliament monitor and improve the protection of the public. Published <i>Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England</i> in 2013
Registers of interests	Registers a Group is required to maintain and make publicly available under section 14O of the 2006 Act and the statutory guidance issues by NHS England/Improvement, of the interests of: the Members of the Group; the Members of its CCG Governing Body; the Members of its Committees or Sub-Committees and Committees or Sub-Committees of its CCG Governing Body; and Its employees.
Sub-Committee	A Committee created by and reporting to a Committee.
Vice Clinical Chair	A GP/Health Professional elected to the Governing Body

	who deputises for the CCG Chair for clinical matters.
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Appendix 2: Committee Terms of Reference

- **Audit Committee**
- **Remuneration Committee**
- **Primary Care Commissioning Committee**

Audit Committee

Terms of Reference

1. Introduction

1.1 The Audit Committee (the committee) is established in accordance with the National Health Service Act 2006, NHS CCG Regulations and CCG's Constitution, standing orders and scheme of delegation.

1.2 These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the Audit Committee and shall have effect as if incorporated into the CCG's Constitution.

1.3 The Committee is authorised by the Governing Body to act within its terms of reference.

1.4 All members and employees of the CCG are directed to co-operate with any request made by the committee.

2. Authority

2.1 The Committee is authorised to:

- seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Committee;
- obtain outside legal or other independent professional advice and to secure the attendance of external representation with relevant experience or expertise if it considers necessary.
- to create working Groups or task and finish Groups in order to take forward specific programmes of work as considered necessary by the Committee's membership. The Committee shall determine the membership and terms of reference of any such working Groups or task and finish Groups. The minutes of such Groups will be presented to the committee.
- meet 'in-common' with the Audit Committee of another CCG

2.2 The Committee has authority to make the following decisions on behalf of the Governing Body as set out in the Scheme of Reservation and Delegation:

- To approve policies and procedures for the function listed below specific to the Committee's remit as set out in the Scheme of Reservation and Delegation:
 - Risk Management
 - Conflicts of Interest management
 - Health and Safety
 - Human Resources
 - Security Management
 - Counter Fraud
 - Financial Policies

3. Membership

3.1 The membership of the Committee will be as follows:

- Governing Body lay members for Governance, PPI, PPI – EDI and Primary Care; and

Deputies:

- Independent Governing Body member who is clinically qualified

3.2 All Committee members may appoint a deputy to represent them at meetings of the Committee. Committee members should inform the Committee Chair of their intention to nominate a deputy to attend/act on their behalf and any such deputy should be suitably briefed and suitably qualified.

3.3 In addition meetings will be attended by the following (non-voting):

- Executive Director of Finance (Chief Finance Officer)
- Director of Corporate Affairs
- Internal Audit Manager
- External Audit Manager
- Counter Fraud Specialist

3.4 Other members of staff and CCG members will be invited to attend at the committee's discretion.

3.5 The CCG's Accountable Officer should only attend the Committee by invitation, at least annually with the Committee the process for assurance that supports the Annual governance Statement and Annual Accounts.

3.6 The Chair of the Governing Body will not be a member of the Committee but may attend the Committee by invitation.

3.7 The external audit, internal audit, local counter fraud and security management providers will have full and unrestricted rights of access to the committee and its Chair.

4. Chairing Arrangements

4.1 The Committee will be chaired by the Lay Member for Governance.

4.2 In the event of the chair of the audit committee being unable to attend all or part of the meeting, he or she will nominate a replacement from within the membership to deputise for that meeting.

4.3 If the Chair is unable to chair an item of business due to a conflict of interest, another member of the committee will be asked to chair that item.

4.4 In exceptional circumstances, where urgent action is required, the Chair is

authorised to take urgent action with prior discussion with one other committee member. A report should be made to the full committee at the earliest next opportunity.

5. Secretary

5.1 The secretarial support will be provided by CCG Corporate PA team. The Director of Corporate Affairs will be responsible for supporting the chair in the management of the committee's business and for drawing the committee's attention to best practice, national guidance and other relevant documents, as appropriate.

6. Quorum

6.1 The committee's quorum will be 2 of the voting members listed in section 3.1 above.

6.2 To ensure that the quorum can be maintained, Committee members are able to nominate a suitable deputy as outlined in section 2.1 to attend a meeting of the Committee that they are unable to attend. Committee members retain accountability for decisions made by their deputies and are responsible for fully briefing their nominated deputies and for informing the secretariat so that the quorum can be maintained.

6.3 If any Committee member has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.

6.4 If the committee is not quorate, the meeting may;

- proceed if those attending agree, but no decisions may be taken; or
- may be postponed at the discretion of the Chair.

7. Decision Making and Voting

7.1 The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

7.2 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

7.3 Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

7.4 If a decision is needed which cannot wait for the next scheduled meeting, the chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

8. Frequency and notice of meetings

8.1 The committee will meet as required, but at least 4 times per year and a schedule of meetings will be agreed upon by the committee at the start of each year. The chair may call a meeting in cases of urgency and the agenda should be made available electronically, giving at least 5 working days notice.

8.2 Draft minutes will be produced by the minute taker within 7 working days of the meeting and circulated to the Chair of the committee for comment and to assist in preparation of the Audit Chair's report to the Governing Body.

8.3 Full minutes of the committee meeting will be circulated with the agenda for the following meeting, and agreed by the membership at the meeting and signed by the Chair.

8.4 The external auditors or head of internal audit may request a meeting if they consider that one is necessary.

8.5 At least once a year the committee will meet privately with the external and internal auditors.

9. Remit and responsibilities of the committee

The key duties of an audit committee are as follows:

9.1. Integrated governance, risk management and internal control

9.1.1 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.

Its work will dovetail with that of other Committees, which the CCG has established, to seek assurance that robust clinical quality is in place.

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

- All risk and control related disclosure statements (i.e. the Annual report, and the annual governance statement), together with any appropriate independent assurances prior to endorsement by the CCG.
- The underlying assurance processes that indicate the degree of achievement of CCG objectives (i.e. performance/quality reporting processes and outcomes of internal audits), 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.
- 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 Service.
- The policies and procedures for all work related to security management.
- The policies and procedures in place for ensuring economy, efficiency and effectiveness in the use of resources.

9.1.2 In seeking assurance of internal control systems the committee will primarily utilise the work of internal audit, external audit and other assurance functions, but

will not be limited to these sources. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

9.1.3 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.

9.2 Internal audit

9.2.1 The committee shall ensure that there is an effective internal audit function that meets mandatory Public Sector Internal Audit Standards (PSIAS) and provides appropriate independent assurance to the audit committee, accountable officer and CCG. This will be achieved by:

- Consideration by the Committee 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 strategy, annual operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation, as identified in the assurance framework.
- Considering the major findings of internal audit work (and management's response) and ensuring co-ordination between the internal and external auditors to optimise audit resources.
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the CCG.
- An annual review of the effectiveness of internal audit.

9.3 External audit

9.3.1 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 ensuring co-ordination, as appropriate, with other external auditors in the local health economy.
- Discussion with the external auditors of their local evaluation of audit risks and assessment of the CCG and associated impact on the audit fee.
- Review of all external audit reports, including the report to those charged with governance, agreement of the annual audit letter before submission to the CCG and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

9.4 Other assurance functions

9.4.1 The audit committee shall review the findings of other significant assurance functions, both internal and external and consider the implications for the governance of the CCG.

9.4.2 These will include, but will not be limited to, any reviews by Department of Health and Social Care arm's length bodies or regulators/inspectors (for example, the Care Quality Commission and NHS Resolution) and professional bodies with responsibility for the performance of staff or functions (for example, Royal Colleges and accreditation bodies).

9.5 Counter fraud

9.5.1 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 anti-fraud work plan and any material changes to it during the year.

9.6 Conflict of Interest

9.6.1 The Audit Committee shall satisfy itself that the CCG has adequate arrangements in place for managing conflicts of interest and shall review the outcomes of conflicts of interest work.

9.7 Management

9.7.1 The committee shall request and review reports and positive assurances from directors and managers on the overall arrangements for governance, risk management and internal control.

9.7.2 The committee may also request specific reports from individual functions within the CCG as they may be appropriate to the overall arrangements.

9.8 Financial Reporting

9.8.1 The audit committee shall monitor the integrity of the financial statements of the CCG and any formal reports relating to the CCG's financial performance.

9.8.2 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 and to the CCG's Finance Committee.

9.8.3 The audit committee shall review and recommend for approval to the Governing Body the annual report and financial statements, focusing particularly on:

- The wording in the 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.

9.9 Approve on behalf of the CCG Governing Body:

- Detailed financial policies
- HR policies and procedures
- Approve the Group's counter fraud and security management arrangements including supporting plans, policies and procedures.
- Approve the Group's risk management policies and procedures
- Approve the Group's arrangements, including supporting plans, policies and procedures for business continuity and emergency planning
- Approve the arrangements, including supporting policies and procedures for ensuring appropriate and safekeeping of confidentiality of records and for storage, management and transfer of information and data.
- Approve arrangements including supporting policies and procedures for handling Freedom of Information requests.

9.10 Auditor Panel:

To meet Regulations under the Local Audit and Accountability Act 2014 the Chair and members of the audit Committee will also constitute the Chair and membership of the Auditor Panel, which will meet separately to the Audit Committee as required and that these are recorded in formal minutes to be submitted to the Governing Body and will:

- Advise the CCG on the maintenance of an independent relationship with external auditors;
- Advise the CCG on the selection and appointment of external auditors;
- If asked, advise the CCG on any proposal to enter into a limited liability agreement.

10. Relationship with the Governing Body

10.1 The Chair of the Committee will prepare a report following every meeting that will be presented at the CCG Governing Body which will provide assurance and identify to the Governing Body any items requiring particular attention.

11. Policy and best practice

11.1 The committee will apply best practice in the decision making processes it will follow, seeking independent advice where required and ensuring that decisions are based upon clear and transparent criteria.

11.2 The committee has full authority to commission any reports or surveys it deems necessary to help it fulfil its obligations.

11.3 The Committee will provide an annual report to the Governing Body to provide assurance that it is effectively discharging its delegated responsibilities, as set out in these terms of reference.

12. Conduct of the committee

12.1 The committee is expected to conduct its business in accordance with any national guidance and relevant codes of conduct/good governance practice, including the latest edition of the HFMA NHS Audit Committee Handbook.

Members of the committee are expected to declare conflicts of interest as set out in the constitution.

12.2 Annually the committee will review its own performance, effectiveness, membership and terms of reference. Any resulting changes to the terms of reference should be approved by the CCG Governing Body

12.3 A record of the date and outcome of reviews is kept in the CCG governance handbook

Date of Governing Body approval: 14/04/21

Remuneration Committee

Terms of Reference

1. Introduction

1.1 The remuneration committee (the committee) is established in accordance with the National Health Service Act 2006, NHS CCG Regulations and CCG's Constitution, standing orders and scheme of delegation.

1.2 It is a statutory committee of, and accountable to, the CCG Governing body.

1.3 These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the committee and shall have effect as if incorporated into the CCG's constitution and standing orders.

2. Authority

2.1 It is the responsibility of the Governing Body to make decisions about the remuneration of employees and other persons providing services to the CCG, acting upon the advice and recommendations of the Remuneration Committee. The Remuneration Committee is accountable to the Governing Body.

2.2 The Remuneration Committee is authorised by the Governing Body to:

2.2.1 investigate any activity within its terms of reference. It is authorised to seek any information it requires within its remit, from any employee, member of the CCG or member of the Governing Body who are directed to co-operate with any request made by the committee within its remit as outlined in these terms of reference;

2.2.2 commission any reports it deems necessary to help fulfil its obligations;

2.2.3 obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by the CCG and Governing Body for obtaining legal or professional advice; and

2.2.4 create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's membership. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the CCG's constitution, standing orders and SoRD.

2.3 For the avoidance of doubt, in the event of any conflict, the CCG's Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference.

3. Membership

3.1 The committee shall be appointed by the Governing Body from amongst the Governing Body members. Only Governing Body Members can be members of the Remuneration Committee.

3.2 The Committee's membership will be comprised of all Lay Members except the Lay Member for Governance who is Chair of the Audit Committee:

- 3 Lay Members; Lay Members for PPI, PPI – EDI and Primary Care

3.3 Neither the Chair of the Audit Committee nor the Chair of the CCG will be a member of the Remuneration Committee.

4. Attendees:

4.1 Only members of the Committee have the right to attend meetings.

4.2 The Chair of the Committee may invite individuals such as the Accountable Officer, Director of Corporate Affairs, HR Advisor and external advisors to attend all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote and should not be in attendance for discussions about their own remuneration and terms of service.

5. Chairing Arrangements

5.1 The CCG Governing Body shall appoint the Chair of the Committee.

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

5.3 In the event that the Chair is unavailable to attend the whole or part of a meeting due to a conflict of interest one of the other Lay Members will deputise and chair the meeting.

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

6. Quorum

6.1 The committee's quorum will include 2 of the members listed in section 3.2 above.

6.2 A meeting is established when members attend face-to-face, by telephone, video-call, any other electronic means or a combination of the above.

6.3 A meeting of the Committee at which a quorum is present, or are available by electronic means, is competent to exercise all or any of the authorities, powers and

discretions vested in or exercisable by the Committee.

6.4 If any Committee member has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.

6.5 If the committee is not quorate, the meeting may;

- proceed if those attending agree, but no decisions may be taken; or
- may be postponed at the discretion of the Chair.

7. Decision Making and Voting

7.1 Recommendations will be guided by national NHS policy and best practice to ensure that staff are fairly motivated and rewarded for their individual contribution to the organisation, whilst ensuring proper regard to wider influences such as national consistency.

7.2 The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

7.3 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

7.4 Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

7.5 If a decision is needed which cannot wait for the next scheduled meeting, the chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

8. Administration

8.1 The Committee will meet in private.

8.2 Meetings will be held when required, with a minimum of one meeting per year.

8.3 Secretariat support will be provided to the Committee to ensure the committee can discharge its function effectively and efficiently.

8.4 The Chair will agree the agenda prior to the meeting and the agenda and supporting papers will be circulated in accordance with the time specified in the CCG Standing Orders.

8.5 Any items to be placed on the agenda are to be sent to the secretary no later than eight calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.

8.6 Minutes will be taken at all meetings including telephone and electronically facilitated meetings. Minutes will not usually be published.

8.7 The minutes will be ratified by agreement of the Remuneration Committee.

9. Purpose and duties of the Committee

9.1 Subject to any restrictions set out in the legislation, the committee has the purpose of making recommendations to the Governing Body about the exercises of its functions under section 14L (3)(a) and (b) of the NHS Act, i.e. its functions, in relation to:

- a) determining the remuneration, fees and allowances payable to employees of the CCG and to other persons providing services to it; and
- b) determining allowances payable under pension schemes established by the CCG.

9.2 The Committee has the following statutory duties:

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

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

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

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

- considers and makes recommendations to the CCG Governing Body on business cases for staff who wish to retire and then return to employment by the CCG that have been considered and recommended by the Executive team.

- considers and makes recommendations to the CCG Governing Body remuneration, fees and allowances of Governing Body members who are not Lay Members.
- reviewing the performance of the Accountable Officer and other senior team members and makes recommendations on annual salary awards, if appropriate;

9.4 The Committee will not consider any matters relating to Lay Members and all matters relating to Lay Members will be considered by the Governing Body.

10. Conflicts of Interest Management

10.1 No member of the committee, or attendee, shall be present, take part in or be party to discussions about any matter relating to their own role.

10.2 The committee will operate in accordance with *Managing Conflicts of Interest: Statutory Guidance for CCGs* and the CCG policy and procedure for managing conflicts of interest at all times.

10.3 Where a member of the committee is aware of an interest, conflict or potential conflict of interest in relation to the scheduled or likely business of the meeting, they will bring this to the attention of the Chair of the meeting as soon as possible, and before the meeting where possible.

10.4 Any declarations of interests, conflicts and potential conflicts, and arrangements to manage those agreed in any meeting of the Committee, will be recorded in the minutes.

10.5 Failure to disclose an interest, whether intentional or otherwise, will be treated in line with the CCG policy and may result in suspension from the Committee.

11. Reporting Responsibilities

11.1 The Remuneration Committee Chair will submit a summary report containing its recommendations to the Governing Body following each of its meetings. Where reports identify individuals, or otherwise fulfil the requirements, they will not be made public and will be presented at confidential part 2 of the Governing Body meeting. Public reports will be made to satisfy the requirements of the 2012 NHS Regulations (CCG) 16(2-5)

11.2 Reports will contain sufficient information to explain the rationale for the Committee's recommendations and to enable the Governing Body to make its decision.

11.3 The Committee will provide an annual report to the Governing Body to provide assurance that it is effectively discharging its delegated responsibilities, as set out in these terms of reference.

11.4 The Committee will conduct an annual review of its effectiveness to inform the

report.

12. Review of Terms of Reference

12.1 These terms of reference will be formally reviewed by the committee on an annual basis, but may be amended at any time.

12.2 Any proposed amendments to the terms of reference will be submitted to the Governing Body for approval. Changes will not be implemented until after an application to NHS England to vary the constitution has been agreed.

12.3 A record of the date and outcome of reviews is kept in the CCG governance handbook

Date of Governing Body approval: 14/04/21

Primary Care Commissioning Committee (PCC)

Terms of Reference

1. Introduction

1.1 In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended), NHS England/Improvement has delegated the exercise of the functions specified in Schedule 2 to these Terms of Reference to NHS Shropshire, Telford and Wrekin CCG.

The delegation is set out in Schedule 1.

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

1.3 It is a committee comprising representatives of the following organisations:

- NHS Shropshire, Telford and Wrekin CCG

2 Statutory Framework

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

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

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

- a) Management of conflicts of interest (section 14O);
- b) Duty to promote the NHS Constitution (section 14P);
- c) Duty to exercise its functions effectively, efficiently and economically (section 14Q);

- d) Duty as to improvement in quality of services (section 14R);
- e) Duty in relation to quality of primary medical services (section 14S);
- f) Duties as to reducing inequalities (section 14T);
- g) Duty to promote the involvement of each patient (section 14U);
- h) Duty as to patient choice (section 14V);
- i) Duty as to promoting integration (section 14Z1);
- j) Public involvement and consultation (section 14Z2).

2.4 The CCG will also need to specifically, in respect of the delegated functions from NHS England/Improvement, exercise those set out below:

- Duty to have regard to impact on services in certain areas (section 13O);
- Duty as respects variation in provision of health services (section 13P).

2.5 The Committee is established as a committee of the NHS Shropshire, Telford and Wrekin CCG Governing Body in accordance with Schedule 1A of the “NHS Act”.

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

3 Role of the Committee

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

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

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

3.4 The role of the Committee shall be to carry out the functions relating to the commissioning of primary medical services under section 83 of the NHS Act.

3.5 This includes the following:

- GMS, PMS and APMS contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing branch/remedial notices, and removing a contract);
- Newly designed enhanced services (“Local Enhanced Services” and “Directed Enhanced Services”);
- Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF);
- Decision making on whether to establish new GP practices in an area;
- Approving practice mergers; and
- Making decisions on ‘discretionary’ payment (e.g., returner/retainer schemes).

3.6 The CCG will also carry out the following activities:

- a) To plan, including needs assessment, primary care services in Shropshire, Telford and Wrekin;
- b) To undertake reviews of primary care services in Shropshire, Telford and Wrekin;
- c) To co-ordinate a common approach to the commissioning of primary care services generally;
- d) To manage the budget for commissioning of primary care services in Shropshire, Telford and Wrekin.

4 Geographical Coverage

4.1 The Committee will comprise the NHS Shropshire, Telford and Wrekin CCG area.

5 Membership

5.1 The Committee shall be constituted in accordance with the following:

5.2 Voting members:

- Lay Member for Patient and Public Involvement (who is the vice chair of the Primary Care Commissioning Committee)
- A second lay member for Primary Care (who is the chair of the Primary Care Commissioning Committee)
- Independent GP Representative
- Accountable Officer
- Executive Director of Finance (Chief Finance Officer) (or deputy)
- Executive Director of Transformation (or deputy)
- Executive Director of Nursing and Quality (or deputy)
- Director Of Partnerships (or deputy)

5.3 Attendees:

- 2 GP/Primary Care Health Professional Governing Body Members (one the CCG Chair and one another GP/Primary Care Health Professionals, and of these, one should be drawn from those GP/Primary Care Health Professionals on the Governing Body elected by Shropshire CCG membership and one should be drawn from those GP/Primary Care Health Professionals on the Governing Body elected by Telford and Wrekin membership)
- Director of Performance (or deputy)
- Medical Director
- Shropshire Healthwatch representative
- Telford and Wrekin Healthwatch representative
- Shropshire Council Health and Wellbeing Board representative
- Telford and Wrekin Health and Wellbeing Board representative

5.4 The Chair of the Committee shall be a Lay Member with responsibility for Primary Care Commissioning appointed by the Governing Body.

5.5 The Vice Chair of the Committee shall be a Lay Member with responsibility for Patient and Public Involvement, appointed by the CCG Governing Body.

5.6 Where the Committee considers items of business that due to the confidential nature of the business to be transacted, excludes members of the public, the Chair may invite some internal attendees to remain. The decision of the Chair is final.

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

6 Meetings and Voting

6.1 The Committee will operate in accordance with the CCG's Standing Orders as set out in Standing Order 3.9. The Secretarial support to the Committee will be responsible for giving notice of meetings. This will be accompanied by an agenda and supporting papers and sent to each member representative no later than 5 working days before the date of the meeting. When the Chair of the Committee deems it necessary in light of the urgent circumstances to call a meeting at short notice, the notice period shall be such as s/he shall specify.

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

7 Quorum

7.1 The Committee's quorum will include 4 of the voting members outlined in section 5.2. above, one of which must be a lay member and one an Executive member.

7.2 If any Committee member has been disqualified from participating in the discussion and/or decision-making for an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.

7.3 If the committee is not quorate, the meeting may;

- proceed if those attending agree, but no decisions may be taken; or
- may be postponed at the discretion of the Chair.

8. Frequency and notice of meetings

8.1 The Committee will meet as required, but at least 4 times per year and a schedule of meetings will be agreed upon by the Committee at the start of each year.

8.2 Meetings of the Committee shall:

- a) be held in public, subject to the application of 8.2(b) below;
- b) the Committee may resolve to exclude the public from a meeting that is open to the public (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in

the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.

8.3 Draft minutes will be produced by the minute taker within 7 days of the meeting and circulated to the Chair of the committee for comment within 5 days. They will be presented to the next meeting for committee for approval and the chair will then sign them within 5 days.

8.4 Extraordinary meetings may be held at the discretion of the Chair. A minimum of seven working days' notice should be given when calling an extraordinary meeting.

8.5 With the agreement of the Chair, items of urgent business may be added to the agenda after circulation to members.

9 Conduct of the Committee

9.1 Members of the Committee have a collective responsibility for the operation of the Committee. They will participate in discussion, review evidence and provide objective expert input to the best of their knowledge and ability, and endeavour to reach a collective view.

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

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

9.4 Members of the Committee shall respect confidentiality requirements and codes of conduct as set out in the CCG's Constitution

9.5 The CCG will also comply with any reporting requirements set out in its constitution. The Committee will also present its minutes to NHS England /Improvement on bi-monthly basis.

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

10 Accountability of the Committee

10.1 The budget and resource accountability arrangements and the decision-making scope of the Committee will be agreed pursuant to the delegation and delegation agreement with NHS England/Improvement.

10.2 For the avoidance of doubt, in the event of any conflict between the terms of the Delegation or Delegation agreement and these Terms of Reference, Standing Orders or Scheme of Financial Delegation, the terms of the delegation will prevail.

10.3 The Committee will make allowance for consultation with members of the public and other CCGs.

10.4 The Committee will provide an annual report to the Governing Body to provide assurance that it is effectively discharging its delegated responsibilities, as set out in these terms of reference.

10.5 The Committee will conduct an annual review of its effectiveness to inform the report.

11 Procurement of Agreed Services

11.1 The detailed arrangements regarding procurement of primary care services will be set out in the delegation agreement entered into between the Group and NHS England/Improvement.

12 Decisions

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

12.2 The decisions of the Committee shall be binding on NHS England/Improvement and NHS Shropshire, Telford and Wrekin CCG.

12.3 A record of the date and outcome of reviews is kept in the CCG governance handbook

Date of Governing Body approval: 14/04/21

Delegation by NHS England

1 April 2021

Delegation by NHS England to NHS Shropshire, Telford and Wrekin Clinical Commissioning Group

Delegation

1. In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended) (“NHS Act”), NHS England has delegated the exercise of the functions specified in this Delegation to NHS Shropshire, Telford and Wrekin CCG to empower NHS Shropshire, Telford and Wrekin CCG to commission primary medical services for the people of Shropshire, Telford and Wrekin.
2. NHS England and the CCG have entered into the Delegation Agreement that sets out the detailed arrangements for how the CCG will exercise its delegated authority.
3. Even though the exercise of the functions passes to the CCG the liability for the exercise of any of its functions remains with NHS England.
4. In exercising its functions (including those delegated to it) the CCG must comply with the statutory duties set out in the NHS Act and/or any directions made by NHS England or by the Secretary of State and must enable and assist NHS England to meet its corresponding duties.

2 Commencement

5. This Delegation, and any terms and conditions associated with the Delegation, take effect from 1 April 2021.

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

3 Role of the CCG

7. The CCG will exercise the primary medical care commissioning functions of NHS England as set out in Schedule 1 to this Delegation and on which further detail is contained in the Delegation Agreement.
8. NHS England will exercise its functions relating to primary medical services other than the Delegated Functions set out in Schedule 1 including but not limited to those set out in Schedule 2 to this Delegation and as set out in the Delegation Agreement.

4 Exercise of delegated authority

9. The CCG must establish a committee to exercise its delegated functions in accordance with the CCG's constitution and the committee's terms of reference. The structure and operation of the committee must take into account guidance issued by NHS England. This committee will make the decisions on the exercise of the delegated functions.
10. The CCG may otherwise determine the arrangements for the exercise of its delegated functions, provided that they are in accordance with the statutory framework (including Schedule 1A of the NHS Act) and with the CCG's Constitution.
11. The decisions of the CCG Committee shall be binding on NHS England and NHS Shropshire, Telford and Wrekin CCG.

5 Accountability

12. The CCG must comply with the financial provisions in the Delegation Agreement and must comply with its statutory financial duties, including those under sections 223H and 223I of the NHS Act. It must also enable and assist NHS England to meet its duties under sections 223C, 223D and 223E of the NHS Act.
13. The CCG will comply with the reporting and audit requirements set out in the Delegation Agreement and the NHS Act.
14. NHS England may, at its discretion, waive non-compliance with the terms of the Delegation and/or the Delegation Agreement.

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

6 Variation, Revocation and Termination

16. NHS England may vary this Delegation at any time, including by revoking the existing Delegation and re-issuing by way of an amended Delegation.
17. This Delegation may be revoked at any time by NHS England. The details about revocation are set out in the Delegation Agreement.
18. The parties may terminate the Delegation in accordance with the process set out in the Delegation Agreement.



Signed by

Dale Bywater

NHS England Regional Director – Midlands Region

for and on behalf of **NHS England**

Schedule 1 –Delegated Functions

- a) decisions in relation to the commissioning, procurement and management of Primary Medical Services Contracts, including but not limited to the following activities:
 - i) decisions in relation to Enhanced Services;
 - ii) decisions in relation to Local Incentive Schemes (including the design of such schemes);
 - iii) decisions in relation to the establishment of new GP practices (including branch surgeries) and closure of GP practices;
 - iv) decisions about ‘discretionary’ payments;
 - v) decisions about commissioning urgent care (including home visits as required) for out of area registered patients;
 - vi)

Schedule 2- Reserved Functions

- a) management of the national performers list;
- b) management of the revalidation and appraisal process;
- c) administration of payments in circumstances where a performer is suspended and related performers list management activities;
- d) Capital Expenditure functions;
- e) section 7A functions under the NHS Act;
- f) functions in relation to complaints management;
- g) decisions in relation to the GP Access Fund; and
- h) such other ancillary activities that are necessary in order to exercise the Reserved Functions.

Appendix 3: Standing Orders

1. Introduction

1.1 These Standing Orders have been drawn up to regulate the proceedings of NHS Shropshire, Telford and Wrekin CCG so that the CCG can fulfil its obligations as set out largely in the 2006 Act (as amended) and related regulations. They form part of the CCG's Constitution:

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

- a) the arrangements for conducting the business of the CCG
- b) how the CCG will make appointments to key roles including the process to appoint the Governing body members
- c) the procedures used by the membership, for making decisions
- d) how meetings of the CCG, the Governing Body and their respective committees and sub-committees will operate and make decisions
- e) the arrangements for the appointment of committees
- f) the arrangements for managing the CCG's financial affairs and the delegated limits for financial commitments on behalf of the CCG.

2. Amendment and review

2.1 The Standing Orders are effective from 1st April 2021.

2.2 Standing Orders will be reviewed on an annual basis or sooner if required. A log of review dates can be found in the CCG Governance Handbook published on the website.

2.3 Amendments to these Standing Orders will be made as per the process for amendments to the Constitution, as set out in Clause 1.4 of the Constitution.

2.4 All changes to these Standing Orders will require an application to NHS England for variation to the CCGs constitution and will not be implemented until the constitution has been approved.

3. Interpretation, application and compliance

3.1 Except as otherwise provided, words and expressions used in these Standing Orders shall have the same meaning as those in the main body of the CCG Constitution and as per the definitions in Appendix 1.

3.2 These standing orders apply to all meetings of the CCG and Governing Body, including their respective committees and sub-committees unless otherwise stated.

3.3 All members of the CCG, employees, members of the Governing Body and committees and sub-committees should be aware of the Standing Orders and comply with them. Failure to comply may be regarded as a disciplinary matter.

3.4 In the case of conflicting interpretation of the standing orders, the Chair, supported with advice from the Director of Corporate Affairs, will provide a settled view which shall be final.

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

4. Membership

4.1 Composition of membership

4.1.1 The CCG is a membership body comprised of GP practices in the Shropshire and Telford and Wrekin areas. Full details of the area covered and a list member practices is included in section 2 and 3 respectively of the constitution.

4.1.2 The nature of the membership and relationship with the CCG are set out in the constitution section 3.

4.2 Member practice representatives

4.2.1 Full meetings of the membership are known as the Membership Forum which comprises a Practice Representative from each member practice which will ensure that there is accountability between the CCG Governing Body and the Group's Member practices, and to make decisions and exercise powers reserved to the membership, as listed in the Scheme of Reservation and Delegation.

4.2.2 Members are represented at the Membership Forum by the healthcare professional that they nominate to deal with the CCG on their behalf. This individual must be a healthcare professional as defined in the legislation. For avoidance of

doubt, whilst the Member Practice Representative must be a healthcare professional, they need not be a GP. It is also permitted for a practice to nominate an employee from another practice if they choose to do so.

4.2.3 Each member of the Group will nominate one Practice Representative to represent the practice in all matters. Each Member authorises their member Practice Representative to:

- a) receive notice of, attend and vote at any meetings of the Membership Forum and Locality Forum (whether by a show of hands or by electronic poll, or sign any written resolution) on behalf of that member).
- b) deal with and give directions as to; resources, securities, benefits, documents, notices or other communications in whatever form arising by right of, or received in connection with, the member's membership of the Group.

4.2.4 Each practice is free to determine how they select their practice representative provided the individual fulfils the requirement of being a healthcare professional.

4.2.5 The CCG has constituted four localities: North Shropshire, Shrewsbury and Atcham, Telford and Wrekin and South Shropshire. Each Locality has a forum which comprises practice representatives of the practices within the locality.

4.2.6 Meetings of the Membership Forum are outlined in the Standing Orders section 6.

5. Appointments to the Governing Body

5.1 For all Governing Body appointments

5.1.1 The CCG's Constitution sets out the composition of the CCG's Governing Body in section 5.5

5.1.2 Members of the Governing Body comprise individuals elected by the Membership, appointed members, and executive members.

- a) Elected members of the Governing Body include:
 - A Chair
 - 5 GP/Healthcare Professionals [in addition to the Chair] for the first term of appointment on establishment of the CCG, increasing to 6 for subsequent appointments

b) Appointed members of the Governing Body include:

- 1 Lay Member Governance
- 2 Lay Member Patient and Public Involvement (PPI)
- 1 Lay Member Primary Care
- Registered Nurse
- Secondary Care Specialist

c) Executive members of the Governing Body include:

- Accountable Officer
- Executive Director of Finance (Chief Finance Officer)
- Executive Director of Transformation
- Executive Director Nursing and Quality

5.1.3 Each role on the Governing Body is defined by a role description.

5.1.4 A person specification is drafted at the point of recruitment to aid the selection process.

5.1.5 All members appointed to the Governing Body will fulfil the requirements set out in the NHS (CCG) Regulations 2012 as relevant to their role.

5.1.6 The NHS (CCG) Regulations 2012 also include extensive exclusion criteria Schedule 4 applies to Lay Members and Schedule 5 to all members of governing bodies regardless of their role or appointment method.

5.1.7 All individuals appointed to roles on the Governing Body are responsible for familiarising themselves with the eligibility and ineligibility requirements, confirming their eligibility prior to appointment and immediately notifying the Director of Corporate Affairs of a change of circumstances that may render them no longer eligible.

5.1.8 All members of the Governing Body, committees and sub committees will abide by the seven principles of public life; the 'Nolan Principles' which are detailed in the Governance Handbook, and adhere to the Standards of Business Conduct Policy which includes information on Conflict of Interest and how these should be handled during meetings.

5.1.9 Members of the Governing Body serve a specified term of office (this does not apply to executive members) and these are specified in the sections below.

5.1.10 Arrangements for the removal from office of Governing Body members is subject to any terms set out in contracts of appointment or employment, and application of the relevant CCG policies and procedures.

5.1.11 Members of the Governing Body and its committees shall vacate their office if any of the following occurs:

- a) If they fail to attend a minimum of 75% of the meetings to which they are invited.
- b) If they are deemed to not meet the expected standards of performance at their annual appraisal.
- c) If they no longer fulfil the requirements of their role or become ineligible for the role as set out in The CCG regulations (2012) Schedules 4 and 5.
- d) If they have behaved in a manner or exhibited conduct which has or is likely to be detrimental to the honour and interest of the Governing Body or the CCG and is likely to bring the Governing Body or the CCG into disrepute. This includes but is not limited to dishonesty; misrepresentation (either knowingly or fraudulently); defamation of any member of the Governing Body (being slander or libel); abuse of position; non-declaration of a known conflict of interest; seeking to manipulate a decision of the Governing Body in a manner that would ultimately be in favour of that member whether financially or otherwise.
- e) Are subject to disciplinary proceedings by a regulator or professional body

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

Notice period:

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

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

5.2 Elected members of the Governing Body

5.2.1 For the first term of appointment on establishment of the CCG a total of six GP/Health Care Professional individuals, including the Chair will be elected to the Governing Body to represent the voice of the membership. This will increase to seven for subsequent appointments.

Eligibility:

5.2.2 An individual wishing to be considered for the GP/Health Care Professional membership of the Governing Body must be:

- a) a partner, shareholder, employee or contractor of a relevant member practice; and
- b) a healthcare professional i.e. a member of a profession regulated by regulatory body established by an Order in Council under Section 60 of the Health Act 1999.

5.2.3 When the Governing Body is populated for the first time at establishment, three GP/Health Care Professional members of the Governing Body will be elected from and by each of the two local authority areas of Shropshire and Telford and Wrekin.

5.2.4 After the first term of office is completed, six GP/Healthcare Professional Members will be elected by the whole membership three each from the two local authority areas of Shropshire and Telford and Wrekin and the chair will be elected in accordance with section 5.3.

Nomination / Application:

5.2.5 Individuals who meet the criteria will complete an expression of interest process which will include setting out their key characteristics against a published role description and person specification.

Election

5.2.6 Practices will be eligible to vote in elections when governing body members are being appointed from their area. When the Governing Body is populated for the first time on establishment, this will be the local authority area in which the practice is situated. When the first term of office is completed, the whole membership will be eligible to participate in elections for all roles.

5.2.7 Each eligible member practice has one equal vote.

5.2.8 The voting forms, or other invitation to vote, will be sent electronically via email or via an online ballot to the Member Practice Representative nominated by each practice.

5.2.9 Voting forms are returned either via email to a dedicated email address or on an online ballot and votes are counted and verified by a Lay Member Governance or another Lay Member of the Governing Body.

5.2.10 The outcome of elections for the GP/Health Care Professional is determined by simple majority.

5.2.11 The term of office will be agreed for this role on appointment up to a maximum of 4 years.

5.2.12 There is no restriction as to the number of times in total the same individual can be re-elected and serve as GP/Health Care Professional Governing Body Member. However after each term, the individual will be subject to a full election process by the membership.

Exclusion criteria:

5.2.13 An individual is excluded if they are of a description included in schedule 5 of the CCG Regulations 2012

5.2.14 An individual who has a major conflict of interest (such as the clinical directors of the Primary Care Networks) may not be appointed.

5.2.15 An individual who has been previously removed by a resolution passed by a 67% majority of the CCG Governing body for conduct prejudicial to the Group.

Removal from office

5.2.16 The grounds for removal from office for the GP/Health Care Professional are as follows:

- a) no longer meets the eligibility criteria;
- b) is struck off by the relevant professional body;
- c) is removed by a resolution passed by a 67% majority of the CCG Governing Body for conduct prejudicial to the Group.

5.3 CCG Chair

Eligibility

5.3.1 The Chair will be an individual who is a registered General Practitioner.

5.3.2 For the first time at establishment, the chair will be elected from amongst the 6 GP/Health Care Professional on the Governing Body.

5.3.3 After the first term of office, the chair will be elected directly by the whole membership and the assessment procedure below will apply.

Nomination / Application:

5.3.4 Individuals who meet the criteria will complete an expression of interest form which will include setting out their key characteristics against a published role description and person specification.

Assessment:

5.3.5 A pre-election panel composed of at least three independent Governing Body members (from Lay Members, Secondary Specialist member and Registered Nurse member) supported by a suitably qualified and experienced adviser, will assess the candidates for the role via an interview process using the person specification.

5.3.6 Only applicants assessed by the pre-election panel that have demonstrated the minimum full range of competencies and characteristics detailed in the person specification will be put forward for election.

Election

5.3.7 For the first establishment of the CCG, all six GP/Health Care professionals elected to the Governing Body by the practice membership are eligible to vote in an election for the Chair. Candidates will be eligible to vote for themselves

5.3.8 After the first term of office of the Chair is completed, all membership practices are eligible to vote in an election for the Chair.

5.3.9 The outcome of the election for the CCG Chair is determined by simple majority.

5.3.10 The term of office for this role is up to a maximum of 4 years.

5.3.11 The tenure of this role will end when the individual's tenure as a Governing Body Member ends.

5.3.12 There is no restriction as to the number of times in total the same individual can be appointed and serve as Chair, however this must be done by a re-election process by the membership.

Exclusion criteria:

5.3.13 An individual is excluded if they are of a description included in schedule 5 of the CCG Regulations 2012.

5.3.14 An individual who has a major conflict of interest (such as the clinical directors of the Primary Care Networks) may not be appointed.

5.3.15 An individual who has been removed from the Governing Body by a resolution passed by a 67% majority of the CCG Governing body for conduct prejudicial to the Group.

Removal from office:

5.3.16 The grounds for removal from office for the CCG Chair are as follows:

- a) No longer meets the eligibility criteria;
- b) is struck off by the relevant professional body; and
- c) is removed by a resolution passed by a 67% majority of the CCG Governing Body for conduct prejudicial to the Group.

5.4 The Vice Clinical Chair

5.4.1 The Vice Clinical Chair of the CCG, as listed in paragraph 5.5.6 in the Group's Constitution, deputises for the Chair of the Governing Body in the absence of the Chair to undertake the clinical leadership elements of the Chair role and is able to act within the authority of the Chair role as outlined within the Constitution and CCG Scheme of Reservation and Delegation for clinical matters.

Eligibility

5.4.2 The Vice Clinical Chair must:

- a) be one of the GP/Primary Healthcare Professionals elected to the Governing Body. And
- b) be a GP
- c) not be the Chair.

Election

5.4.3 Appointment of the Vice Clinical Chair is by election by the members of the CCG Governing Body on a show of hands in a public meeting. The candidate receiving the most votes will become the Vice Clinical Chair.

5.4.4 The term of office for this role will be determined on appointment to a maximum of 4 years.

5.4.5 The term will end when the individual's tenure as a Governing Body Member ends.

5.4.6 There is no restriction as to the number of times in total the same individual can be appointed and serve as Vice Clinical Chair, however this must be done by an election process in a Governing Body meeting held in public.

Exclusion criteria:

5.4.7 An individual is excluded if they are of a description included in schedule 5 of the CCG Regulations 2012

5.4.8 An individual who has a major conflict of interest (such as the clinical directors of the Primary Care Networks) may not be appointed.

5.4.9 An individual who has been previously removed by a resolution passed by a 67% majority of the CCG Governing body for conduct prejudicial to the Group.

Removal from office

5.4.10 The grounds for removal from office for the Clinical Vice Chair are as follows:

- a) No longer meets the eligibility criteria;
- b) is struck off by the relevant professional body;
- c) is removed by a resolution passed by a 67% majority of the CCG Governing Body for conduct prejudicial to the Group.

5.5 Appointed Members of the Governing Body

5.5.1 The CCG shall appoint individuals to the roles of: Secondary Care Specialist, Registered Nurse and Lay Member (four) on the Governing Body.

5.5.2 The appointments will be made following an openly advertised application and assessment process.

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

Application:

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

Assessment:

5.5.5 An appointments panel appointed by the Governing Body and supported by suitably qualified and experienced advisers will assess the applications using, as a minimum, a paper-based screen and interview.

Eligibility and exclusion:

5.5.6 One Lay Member will have qualifications, expertise or experience such as to enable them to express informed views about financial management and audit matters. This Lay Member will chair the audit committee and will fulfil the role of conflicts of interest guardian.

5.5.7 A second Lay Member will have knowledge about the CCG area such as to enable them to express informed views about the discharge of the CCG's functions.

5.5.8 A third lay member will provide a sound understanding of the challenges and opportunities which face primary care. This individual will also chair the Primary Care Commissioning Committee to be known as the Lay Member for Primary Care.

5.5.9 A fourth Lay Member will have knowledge about the CCG area such as to enable them to express informed views about the discharge of the CCG's functions and particularly on equality, diversity and inclusion matters.

5.5.10 All Lay Members will have a demonstrated connection with the CCG area (see section 2 of the constitution) such as living or working in the area.

5.5.11 The secondary care doctor will fulfil the specific requirements of the National Health Service (Clinical Commissioning Groups) Regulations 2012 as they apply to the Secondary Care Specialist role.

5.5.12 The Registered Nurse will fulfil the specific requirements of the National Health Service (Clinical Commissioning Groups) Regulations 2012 as they apply to the Registered Nurse role.

5.5.13 Individuals will not be appointed unless they meet the relevant requirements (including the exclusion criteria) set out in schedules 4 and 5 of CCG Regulations 2012 as relevant.

5.5.14 The term of office for appointed roles will be determined on appointment up to a maximum of 4 years.

5.5.15 The tenure of appointed roles is up to a maximum of 2 terms.

5.5.16 Subject to a satisfactory appraisal by the Chair and no objections having been received from the Member's Forum, the Governing Body may approve re-appointment.

5.6 The Deputy Chair

5.6.1 The Deputy Chair as listed in paragraph 5.5.5 in the Group's constitution, deputises for the Chair of the CCG Governing Body when he or she has a conflict of interest, or is otherwise unable to act at a Governing Body meeting

5.6.2 The Deputy Chair will be one of the lay members of the CCG Governing Body but may not be the same individual who is appointed as the Audit Committee Chair.

5.6.3 Appointment of the Deputy Chair is by election by the members of the CCG Governing Body on a show of hands in a public meeting. The candidate receiving the most votes will become the Deputy Chair.

5.6.4 The term of office for this role is determined on appointment up to a maximum of 4 years.

5.6.5 The tenure of this role will end when the individual's tenure as a Governing body Member ends.

5.6.6 Deputy Chair may be reappointed by election of the Governing Body subject to continued meeting of the eligibility criteria for Lay Membership of the Governing Body.

5.7 Executive members of the Governing Body

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

- a) Accountable Officer;
- b) Executive Director of Finance (Chief Finance Officer);
- c) Executive Director of Transformation
- d) Executive Director Nursing and Quality

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

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

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

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

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

6. Meetings of the clinical commissioning group

6.1 Membership Forum meetings

6.1.1 Meetings of the CCG's membership are called the Membership Forum meetings and will be held at least annually at such times and places as the CCG may determine.

6.1.2 Membership Forum meetings may take place virtually using telephone, video and other electronic means when necessary

6.1.3 Only the Practice Representative on the date of the relevant meeting shall be entitled to attend, speak and cast a vote at a Membership Forum Meeting.

6.1.4 In normal circumstances, not less than one months' notice will be given of any Member Forum Meetings to be held. However, the CCG's Chair may call a Member Forum Meeting at any time by giving not less than 14 calendar days' notice in writing.

6.1.5 In emergency situations the Chair may call a meeting of members with 7 calendar days notice by setting out the reason for the urgency and the decision to be taken.

6.1.6 The CCG's membership may request the Chair convene a Member Forum Meeting by notice in writing signed by one third of the CCG Member Practice Representatives. Such requests should specify the matters that the petitioners wish to be considered at the meeting. If the Chair refuses, or fails, to call a Member Forum Meeting within seven calendar days of such a request being presented, the Member Practice Representatives signing the requisition may call a Member Forum Meeting by giving not less than 14 calendar days' notice in writing to all Member Practices specifying the matters to be considered at the meeting.

6.1.7 The agenda and any supporting papers will be circulated to all Member Practices at least seven calendar days before the date of the meeting taking place.

6.1.8 A Member Practice Representative who is unable to attend a Member Forum Meeting may nominate a deputy to attend the meeting who is authorised to cast a vote on behalf of the relevant Member Practice. Such deputies should be notified in advance of the meeting to the Chair

6.1.9 Decisions made by the Membership Forum may be undertaken by a show of hands or virtually using technology to allow Practice Representatives to cast a vote remotely by an electronic or online ballot

Quorum:

6.1.10 The Quorum for the Membership Forum will be at least half (50%) of the eligible practice representatives or their nominated deputies attending.

Decision making:

6.1.11 The Membership Forum will seek to make decisions by consensus where possible. When this is not possible the Chair may determine that a ballot will be held.

6.1.12 Member Practice Representatives (or their nominated deputies) will be eligible to cast one vote each on behalf of their Member Practice.

6.1.13 A resolution will be passed if more votes are cast for the resolution than against it.

6.1.14 If an equal number of votes are cast for and against a resolution, then the Chair will have a casting vote.

6.1.15 Decisions may be taken at Membership Forum meetings or conducted virtually using an electronic voting process.

6.1.16 A record will be maintained of the outcome of all resolutions put to a vote.

Chair of a meeting

6.1.17 The CCG Chair shall preside over meetings of the Membership Forum.

6.1.18 If the Chair is absent, or is disqualified from participating by a conflict of interest, the Vice Clinical Chair will preside.

Annual General Meeting

6.1.19 The Governing Body will hold one meeting a year in public for the purpose of presenting the Annual Report and Annual Accounts on behalf of the membership to members of the public (AGM).

6.1.20 The AGM shall be held at such time and such place as the Chair shall determine, having consulted with the members of the Governing Body.

6.1.21 Notice of the AGM will be given to all Governing Body members and to all Members; and published on the CCG's website and at the CCG's offices; at least 10 working days before the meeting.

6.1.22 The minutes of the AGM shall be published on the CCG's website.

6.2 Locality Forum meetings

6.2.1 To provide a forum for discussion and involvement with member practices the CCG has established four Locality Forums.

6.2.2 Meetings of the Locality Forums will take place as required but not less than 4 times a year and meetings. Meeting will either face to face or by virtual or electronic means in accordance with the procedure set out in standing orders will be called by the chair of the respective Forum giving at least 5 working days notice.

6.2.3 The membership of the Forums is composed of the Practice Representatives nominated by their practices to represent their practice within the designated geographical boundaries of the respective Locality Forum. Each member may also nominate a Practice Manager attendee to the Locality Forum meetings.

6.2.4 The agenda and supporting papers will be circulated to all members at least five working days before the date of the meeting, unless there are exceptional circumstances for individual papers agreed in advance with the Chair.

Chair of the meeting

6.2.5 The Locality Forums will be chaired by a GP/Primary Healthcare Professional from a member practice, elected by the practice representatives of each member practice of the respective Locality Forum and in accordance with Standing Orders.

6.2.6 The Chair of the CCG will meet regularly with the Chairs of the Locality Forums to provide a mechanism for feedback to the Governing Body by the Member Practices.

6.3 Meetings of the Governing Body

Calling meetings

6.3.1 Meetings of the Governing Body shall be held at regular intervals at such times and places as the Governing Body may determine.

6.3.2 In normal circumstances, each member of the Governing Body will be given not less than one month's notice in writing of any meeting of the Governing Body to be held. However:

- a) The Chair may call a meeting at any time by giving not less than 14 calendar days' notice in writing.
- b) One third of the members of the Governing Body may request the Chair to convene a meeting by notice in writing, specifying the matters which they wish to be considered at the meeting. If the Chair refuses, or fails, to call a meeting within seven calendar days of such a request being presented, the Governing Body members signing the requisition may

call a meeting by giving not less than 14 calendar days' notice in writing to all members of the Governing Body specifying the matters to be considered at the meeting.

- c) In emergency situations the Chair may call a meeting with 7 calendar days notice by setting out the reason for the urgency and the decision to be taken.

Chair of a meeting

6.3.3 The CCG Chair shall preside over meetings of the Governing Body.

6.3.4 If the Chair is absent, or is disqualified from participating by a conflict of interest, the Deputy Chair of the Governing Body will preside.

Agenda, supporting papers and business to be transacted

6.3.5 The agenda for each meeting will be drawn up and agreed by the Chair.

6.3.6 Except where the emergency provisions apply, supporting papers for all Items must be submitted at least seven calendar days before the meeting takes place. The agenda and supporting papers will be circulated to all members of the Governing Body at least five calendar days before the meeting.

6.3.7 Agendas and papers for meetings open to the public, including details about meeting dates, times and venues, will be published on the CCG's website at:

<https://www.shropshiretelfordandwrekinccg.nhs.uk/about-us/governing-body/>

Petitions

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

Quorum

6.3.9 The quorum will be one third of the members, including:

- a) 1 Executive;
- b) 1 Lay Member; and
- c) 1 health care professional (defined as including: any of the 6 GP/Healthcare professionals including the Chair, Secondary Care Doctor and Registered Nurse)

6.3.10 For the sake of clarity:

- a) No person can act in more than one capacity when determining the quorum.
- b) Any member of the Governing Body who has been disqualified from participating in a discussion on any matter and/or from voting on any motion by reason of a declaration of a conflict of interest, shall no longer count towards the quorum.

6.3.11 For matters relating to instances where the quorum is not available due to declared conflicts of interests, or in an emergency, an alternative quorum of five non-conflicted members shall apply. The chair is required to ensure a diverse and balanced representation of views are available in the given circumstances and a minimum of one healthcare professional is required. The rationale for and use of this alternative quorum will be recorded in the minutes of the meeting.

6.3.12 For all the CCG's other committees and sub-committees, including the Governing Body's committees and sub-committees, the details of the quorum for these meetings and status of representatives are set out in the appropriate terms of reference

Decision making

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

- a) All members of the Governing Body as defined within paragraphs 5.5.2 and 5.5.3 of the CCG's Constitution who are present at the meeting will be eligible to cast one vote each on any resolution.
- b) In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote but this does not preclude anyone attending by teleconference or other virtual mechanism from participating in the meeting, including exercising their right to vote if eligible to do so.
- c) For the sake of clarity, any additional attendees at the Governing Body meetings (as detailed within paragraph 5.6. of the CCG's Constitution) will not have voting rights.
- d) A resolution will be passed if more votes are cast for the resolution than against it except where the Governing Body removes a governing body member when a 67% majority will be required.
- e) If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.

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

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

Urgent decisions

6.3.15 In the case urgent decisions and extraordinary circumstances, every attempt will be made for the Governing Body to meet virtually. Where this is not possible the following will apply.

6.3.16 The powers of the CCG which are delegated to, or reserved by, the Governing Body may for an urgent decision be exercised by the Accountable Officer and the Chair having consulted at least one Lay Member.

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

Minutes

6.3.18 The names and roles of all members of the Governing Body present shall be recorded in the minutes of the Governing Body meetings.

6.3.19 The minutes of a meeting shall be drawn up and submitted for agreement at the next meeting where they shall be signed by the person presiding at it.

6.3.20 No discussion shall take place upon the minutes except upon their accuracy or where the person presiding over the meeting considers discussion appropriate.

6.3.21 Where providing a record of a meeting held in public, the minutes shall be made available to the public as required by Code of Practice on Openness in the NHS.

Admission of public and the press

6.3.22 Subject to Standing Order 1.2.33, meetings of the Governing Body will be held in public.

6.3.23 The Governing Body may resolve to exclude the public from a meeting or part of a meeting where it would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.

6.3.24 The person presiding over the meeting shall give such directions as he/she thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Governing Body's business shall be conducted without interruption and disruption.

6.3.25 The Governing Body may resolve (as permitted by Section 1(8) Public Bodies (Admissions to Meetings) Act 1960 as amended from time to time) to exclude the public from a meeting (whether during whole or part of the proceedings) to suppress or prevent disorderly conduct or behaviour.

6.3.26 Matters to be dealt with by the Governing Body following the exclusion of representatives of the press, and other members of the public shall be confidential to the members of the Governing Body.

6.3.27 Any member of the Governing Body or other person who receives any such minutes or papers in advance of or following a meeting shall not reveal or disclose the contents of papers or minutes marked as 'confidential' outside of the Governing Body, without the express permission of the Governing Body. This will apply equally to the content of any discussion during the Governing Body meeting which may take place on such reports or papers.

7. Suspension of Standing Orders

7.1 In exceptional circumstances, except where it would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care or NHS England, any part of these Standing Orders may be suspended by the chair or Deputy chair in discussion with at least 2 other governing body members, one of whom should be a lay member and one of whom should be a member of the CCG.

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

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

8. Appointment of committees and sub-committees

8.1 All committees and sub-committees may meet virtually using telephone, video and other electronic means when necessary, unless the Terms of Reference prohibit this.

8.2 The CCG may appoint committees and sub-committees of the CCG and make provision for the appointment of committees and sub-committees of its Governing Body.

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

8.4 For committees and sub-committees of the Governing Body, the Governing body shall determine the membership and terms of reference of committees and sub-committees and shall, if it requires, receive and consider reports of such committees at the next appropriate meeting.

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

9. Use of seal and authorisation of documents

9.1 The CCG will use 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 Executive Director Of Finance (chief finance officer)

9.2 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
- c) the Executive Director Of Finance (chief finance officer)

10. Policy statements: general principles

10.1 The CCG will from time to time agree and approve policy statements / procedures which will apply to members and / or all or specific groups of staff employed by NHS Shropshire, Telford and Wrekin Clinical Commissioning Group.

10.2 The decisions to approve such policies and procedures will be recorded in an appropriate minute and will be deemed where appropriate to be an integral part of the group's Standing Orders.

Appendix 4: Financial Scheme of Delegation

The Financial scheme of delegation sets out the levels of financial authority that are delegated to different levels of staff within the CCG. Staff may only operate within the authority levels delegated to them and any breaches must be reported immediately to the Executive Director of Finance or Deputy Director of Finance. Breaches will also be reported to the Audit Committee.

The Financial Scheme of Delegation is reviewed and amended from time to time. It is the responsibility of the Accountable Officer to communicate current policy to staff.

The Financial Scheme of Delegation must be read in conjunction with other relevant financial and other policies of the CCG, including the CCG's policies in relation to Conflicts of Interest.

Key:

AO - Accountable Officer

EDoF – Executive Director of Finance

DoP - Director of Partnerships

EDoQ – Executive Director Nursing and Quality

Other Dir - Director other than AO and EDoF

AC - Audit Committee

Equiv – equivalent staff member (who may be fulfilling work of similar nature or at an equivalent level of seniority relevant and appropriate for the authority level, to be determined by a more senior line manager)

Notes:

1. An authorised individual may appoint another to formally deputise (e.g. during leave). In that case, the deputy has the authority of the individual that has assigned it. Such appointment must be in writing and clear as to the scope and terms of the assignment.

2. The budget and resource accountability arrangements and the decision-making scope of the Primary Care Commissioning Committee will be agreed pursuant to the delegation and delegation agreement with NHS England/Improvement. For the avoidance of doubt, in the event of any conflict between the terms of reference, standing orders or scheme of financial delegation the terms of the primary care commissioning delegation will prevail.

Approval to Spend				
Ref:	Authorities/duties delegated	Delegated to (Level)	Delegated Approval Limit	Comments/Notes
1	Signing of Healthcare Commissioning Annual Contracts & SLAs and Pooled Budgets	AO, EDoF or EDoQ	No limit	If within budget agreed by Board
2	Variations to healthcare and non-healthcare contracts	AO, EDoF or EDoQ Other Dir	All contracts. Up to £100,000	If within budget agreed by Board
3	Continuing Healthcare - Authorisation of Continuing Healthcare contracts and related cost packages.	AO, EDoF, EDoQ or DoP Head or equiv	No Limit Up to £250,000	If supported by contract/tendering and quotation approval and within budget. Limits relate to anticipated total package costs
4	Approval for payment of Healthcare Invoices where an SLA is in place	AO, EDoF or EDoQ Head or equivalent Budget mgr	No limit £250,000 £10,000	
5	Non-contracted Purchase of Healthcare invoices	AO, EDoF or EDoQ Head or equivalent Budget mgr	No Limit £20,000 £10,000	If national guidance on pre-approval processes have been followed.
6	Non-Pay goods and services outside the NHS (including Grants), whether expenditure is revenue or capital in nature	AO or EDoF and Chair AO and EDoF AO or EDoF Other Dir Head or equiv Budget mgr Resource mgr	No limit £2,000,000 £1,000,000 £250,000 £20,000 £10,000 £1,000	If within budget agreed by Board Limits relate to anticipated total committed expenditure
7	Charitable Funds	AO or EDoF Other Dir or head/equiv	£50,000 £25,000	Greater than £50,000 - CCG Board

8	Losses and special payments	Board AO and EDoF EDoF	Above £50,000 £50,000 £1,000 (ex gratia payments to patients & staff for loss of personal effects only)	Losses and Special Payments Policy must be followed All instances to be notified to AC.
9	Tenancy agreement /licences	AO and EDoF	No limit	

Quotation and Tendering Procedures				
Ref:	Authorities/duties delegated	Delegated to (Level)	Delegated Approval Limit	Comments/Notes
10	We are required to confirm value for money in all our expenditure, and should seek to do so in appropriate ways regardless of the levels of expenditure involved.			
	Confirmed best value*	All staff involved, including CSU procurement staff	£25,000	
	2 written quotes		£25,001-£50,000	
	3 written quotes		£50,001-£75,000	
	Tender		Above £75,000	
	Incoming tenders – opening, checking and reading tenders received	Designated procurement manager		
11	Waiving of tenders / quotations	AO or EDoF	No limit	All instances to be notified to AC.

Note*: Staff must have a point of reference that enables them to confirm that the quoted rate is reasonable, and must refer to that in a request for expenditure e.g. an interim rate quoted can be gauged against actual rates for equivalent staff or in some cases a second quote may be necessary.

Personnel & Pay				
Ref:	Authorities/duties delegated			Comments/Notes
12	New starters, leavers, and other staff changes			Establishment Control Policy must be followed
13	Disciplinary and dismissal			In line with HR policies

14	Employee expenses			Employee Expenses Policy must be followed and applicable financial authority levels observed
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Other				
Ref:	Authorities/duties delegated	Delegated to (Level)	Delegated Approval Limit	Comments/Notes
15	Virements between budgets	AO, EDoF, other exec or head/equiv	Revenue only	Must be in accordance with Budgetary Control Policy
16	Finalisation of response to complaints	AO or designated deputy	No limit	
17	Banking arrangements	EDoF, and other bank signatories	As specified in bank mandate	In accordance with mandated Government Banking Service arrangements

If there is any doubt about the application of the above, please consult the EDoF or a member of the Finance team.