Airedale, Wharfedale and Craven
Clinical Commissioning Group

NHS Airedale, Wharfedale & Craven CLINICAL COMMISSIONING GROUP

CONSTITUTION

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V27.1 Feb 2019	As above	Rewritten in line with the new CCG Model Constitution.	Chief Officer
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1 Introduction

1.1 Name[i]

The name of this clinical commissioning group is NHS Airedale, Wharfedale & Craven Clinical Commissioning Group ("the CCG").

Note: references in roman numerals at the start of each section are to the Supporting Notes to the CCG Model Constitution which can be accessed here: https://www.england.nhs.uk/wp-content/uploads/2018/10/supporting-notes-model-constitution-v1.2.pdf

1.2 Statutory Framework[ii]

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

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

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

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

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

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

1.3 Status of this Constitution[iii]

1.3.1 This CCG was first authorised on 22nd January 2013.

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

1.3.3 The constitution is published on the CCG website at http://www.airedalewharfedalecravenccg.nhs.uk/about-us-/who-we-are/our-constitution/

1.4 Amendment and Variation of this Constitution[iv]

1.4.1 This constitution can only be varied in two circumstances.

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

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

1.4.2 The Council of Members is responsible for approving any proposed amendments to this constitution before the CCG applies to NHS England for constitutional amendment, subject to paragraph 1.4.4.

1.4.3 Proposed amendments to the constitution will also be discussed with the Local Medical Committee, prior to submission to the Council of Members for approval.

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

- Changes are thought to have a material impact
- Changes are proposed to the reserved powers of the members or the role and appointment of member practice representatives (including the GP members of the clinical executive);
- At least half (50%) of all the Governing Body Members formally request that the amendments be put before the membership for approval

1.4.5 Where amendments to the CCG constitution are approved by the Governing Body, these shall be reported to Council of Members.

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 (Appendix 3) and Delegated Financial Limits (Appendix 4), these documents do not form part of the Constitution for the purposes of 1.4 above. They are the CCG's:

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

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

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

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

e) Conflicts of Interest and Standards of Business Conduct Policy – which includes the arrangements the CCG has made for the management of conflicts of interest.

f) Committee terms of reference.

The documents above can be found here:

- http://www.airedalewharfedalecravenccg.nhs.uk/about-us-/who-we-are/our-constitution/
- http://www.airedalewharfedalecravenccg.nhs.uk/about-us-/publication-scheme/policies-and-procedures-/

1.6 Accountability and transparency[v]

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

a) publish our constitution and other key documents as set out in Section 1.5.1;

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

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

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

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

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

g) involve the public, in accordance with its duties under section 14Z2 of the 2006 Act, and as set out in more detail in the CCG's http://www.airedalewharfedalecravenccg.nhs.uk/get-involved/how-we-manage-our-engagement-processes/

h) when discharging its duties under section 14Z2, the CCG will ensure that it discharges this function in accordance with the principles set out in *patient and public participation in the commissioning of health and care: statutory guidance for CCGs and NHS England;*

i) comply with local authority health overview and scrutiny requirements;

j) meet annually in public to present an annual report which is then published;

k) produce annual accounts which are externally audited;

l) publish a clear complaints process;

m) comply with the Freedom of Information Act 2000 and with the Information Commissioner Office requirements regarding the publication of information relating to the CCG;

n) provide information to NHS England as required; and

o) be an active member of the local Health and Wellbeing Board.

1.7 Liability and Indemnity[vi]

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[vii]

2.1.1 The geographical area covered by NHS Airedale, Wharfedale and Craven Clinical Commissioning Group includes the Worth Valley, the Aire Valley north west of Bingley, the Wharfe Valley north west of Menston and the Upper Ribble Valley.

2.1.2 The CCG partially covers two local authority areas; part of the City of Bradford Metropolitan District Council area and part of the North Yorkshire County Council area.

2.1.3 In the City of Bradford Metropolitan District Council, the CCG covers the following Lower-layer Super Output Areas[1]:

E01010638 to E01010648 inclusive
E01010691 to E01010729 inclusive
E01010767 to E01010774 inclusive
E01010854 to E01010863 inclusive.

2.1.4 In the North Yorkshire County Council, the CCG covers the following Lower-layer Super Output Areas:

E01027555 to E01027557 inclusive
E01027560 to E01027569 inclusive
E01027571 to E01027586 inclusive.

[1] Lower Layer Super Output Areas (LSOAs) describe the geographic area of the CCG for reporting purposes. LSOAs are part of a geographic hierarchy designed to improve the reporting of small area statistics in England and Wales and align to post-codes.

3 Membership Matters[viii]

3.1 Membership of the Clinical Commissioning Group

3.1.1 The CCG is a membership organisation.

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

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

Practice Name	Address
Addingham Medical Centre	151a Main Street Addingham Ilkley, West Yorkshire, LS29 0LZ
Farfield Group Practice (Modality Partnership)	St Andrews Surgeries West Lane Keighley West Yorkshire, BD21 2LD
Grange Park Surgery	Grange Road Burley-in-Wharfedale Ilkley West Yorkshire, LS29 7HG
Haworth Medical Practice (Modality Partnership)	Heathcliffe Mews Haworth Keighley West Yorkshire, BD22 8DH
Holycroft Surgery (Modality Partnership)	The Health Centre Oakworth Road Keighley West Yorkshire, BD21 1SA
Ilkley and Wharfedale Medical Practice	Springs Medical Centre Springs Lane Ilkley West Yorkshire, LS29 8TQ
Ilkley Moor and Grassington Medical Practice	Springs Medical Centre Springs Lane Ikley West Yorkshire, LS29 8TH
	9 Station Road Grassington North Yorkshire, BD23 5LS

Practice Name	Address
Kilmeny Group Medical Practice (Modality Partnership)	50 Ashbourne Road Ingrow Keighley West Yorkshire, BD21 1LA
Ling House Medical Centre	49 Scott Street Keighley West Yorkshire, BD21 2JH
Oakworth Medical Practice (Modality Partnership)	3 Lidget Mill Oakworth Keighley West Yorkshire, BD22 7HY
North Street Surgery (Affinity Care)	151 North Street Keighley West Yorkshire, BD21 3AU
Silsden and Steeton Medical Practice	Elliott Street Silsden Keighley West Yorkshire, BD20 0DG
	Chapel Road Steeton Keighley, West Yorkshire, BD20 6NU
Dyneley House Surgery	Newmarket Street Skipton North Yorkshire, BD23 2HZ
Townhead Surgery	Townhead Settle North Yorkshire, BD24 9JA
Cross Hills Group Practice (Modality Partnership)	Holme Lane Cross Hills North Yorkshire, BD20 7LG
Fisher Medical Centre (Modality Partnership)	Millfields Coach Street Skipton North Yorkshire, BD23 1EU

3.2 Nature of Membership and Relationship with CCG[ix]

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

3.3 Speaking, Writing or Acting in the Name of the CCG[x]

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[xi]

3.4.1 The CCG's members have the following rights:

- Agreeing the overall vision, values and strategic direction of the CCG;
- Attending meetings of the Council of the Members;
- Submitting a proposal for amendment of the Constitution;
- Putting themselves forward for election to the Clinical Executive;
- Electing and removing the GP members of the Clinical Executive as set out in Standing Orders;
- Appointing and removing members of the Governing Body as set out in Standing Orders;
- Calling Special General Meetings and Extraordinary Meetings of the Council of Members as set out in the Dispute Resolution Procedure for disputes between the Council of Members and the Clinical Executive and / or Governing Body (the procedures is an appendix to the terms of reference of the Council of Members);

3.5 Members' Meetings[xii]

3.5.1 Arrangements of meetings of the Council of Members are set out in the Council's terms of reference available: http://www.airedalewharfedalecravenccg.nhs.uk/about-us-/who-we-are/our-constitution/

3.6 Practice Representatives[xiii]

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

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

a) represent their appointing practice on the Council of Members
b) work with the Clinical Executive and Governing Body to support the discharge of their functions
c) be responsible for advising the CCG of the views of their practices' clinicians and patients and provide local intelligence to inform commissioning decisions
d) participate in pathway and service redesign, transformational change and the delivery of QIPP, working in partnership with the relevant clinical and managerial leads
e) monitor and review the effectiveness of the Clinical Executive and Governing body
f) communicate CCG developments and decisions to all members of their appointing practice.

3.6.3 Member practices can remove and replace their nominated representative at any time, by notice in writing to the Chair of the Council of Members. In the event that the nominated representatives are unable to attend, the practice should nominate a deputy and notify the Chair of the Council of Members.

3.6.4 Each member practice authorises its nominated practice representatives to:

a) receive notice of, attend, and vote at any meeting of the Council of Members or sign any written resolution on behalf of that member practice
b) receive distributions on behalf of the member practice
c) deal with and give directions as to any monies, securities, benefits, documents, notices or other communications (in whatever form) arising by right of or received in connection with the member practices membership of the CCG

4 Arrangements for the Exercise of our Functions.

4.1 Good Governance[xiv]

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

a) Undertaking regular governance reviews;
b) Adopting standards and procedures that facilitate speaking out and the raising of concerns including appointment of a Freedom To Speak Up Guardian;
c) Adopting CCG values that include standards of propriety in relation to the stewardship of public funds, impartiality, integrity and objectivity;
d) Taking account of The Good Governance Standard for Public Services;
e) Acting in accordance with the standards of behaviour published by the Committee on Standards in Public Life (1995) known as the 'Nolan Principles';
f) Acting in accordance with the seven key principles of the NHS Constitution;
g) Complying with relevant legislation including such as the Equality Act 2010;
h) Acting in accordance with the standards set out in the Professional Standard Authority's guidance 'Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England'; and
i) Appointing internal and external auditors.

4.2 General

4.2.1 The CCG will:

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

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

4.3 Authority to Act: the CCG

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

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

4.4 Authority to Act: the Governing Body & Clinical Executive

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

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

5 Procedures for Making Decisions

5.1 Scheme of Reservation and Delegation[xv]

5.1.1 The CCG has agreed a scheme of reservation and delegation (SoRD) which is published in full http://www.airedalewharfedalecravenccg.nhs.uk/about-us-/who-we-are/our-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 membership to the Governing Body, the Clinical Executive 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 Scheme of Reservation and Delegation which shall be considered and approved by the Governing Body unless:

- Changes are thought to have a material impact;
- Changes are proposed to the reserved powers of the members or the role and appointment of member practice representatives (including the GP members of the clinical executive);
- At least half (50%) of all the Governing Body Members formally request that the amendments be put before the membership for approval

5.1.5 Where amendments to the Scheme of Delegation & Reservation are approved by the Governing Body, these shall be reported to Council of Members.

5.2 Standing Orders[xvi]

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 Clinical Executive and Governing Body members;
- the procedures to be followed during meetings; and
- the process to delegate powers.

5.2.2 The Standing Orders form part of this constitution and can be found at Appendix 3.

5.3 Standing Financial Instructions (SFIs)[xvii]

5.3.1 The CCG has agreed a set of SFIs which include the delegated limits of financial authority. A copy of the SFIs can be found at http://www.airedalewharfedalecravenccg.nhs.uk/about-us-/who-we-are/our-constitution/

5.3.2 A copy of the Financial Scheme of Delegation (which is an appendix to the SFIs) is included at Appendix 4 and form part of this constitution.

5.4 The Governing Body: Its Role and Functions[xviii]

5.4.1 The Governing Body has statutory responsibility for:

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

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

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

a) any other function connected with the exercise of its main function as set out in this constitution or specified in regulations

b) receiving assurance on the development of commissioning plans and strategies by the clinical executive

c) approving the CCG's annual financial plan

d) monitoring performance in line with the CCG's reporting mechanisms

e) providing assurance to the CCG via the Annual Report that committees are undertaking their functions in accordance with this constitution

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

5.5 Composition of the Governing Body [xix]

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: http://www.airedalewharfedalecravenccg.nhs.uk/about-us-/who-we-are/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 (known as the 'Clinical Chair' at NHS Airedale, Wharfedale & Craven CCG, who is a GP member of the Clinical Executive)

b) The Accountable Officer

c) The Chief Finance Officer

d) A Secondary Care Specialist

e) A Registered Nurse

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

5.5.3 The CCG has agreed the following additional members:

a) A third Lay Member, who is the chair of the Primary Care Commissioning Committee

b) A GP member of the Clinical Executive (in addition to the 'Clinical Chair')

c) The Director of Nursing & Quality

d) The CCG Executive Director

e) The Chair of the Council of Members (governing body membership is optional for the chair of the council of members; they may take up

a role on the governing body but are not obliged to do so).

5.5.4 The Governing Body will normally meet as Committees-in-Common with the Governing Bodies of NHS Bradford City CCG and NHS Bradford Districts CCG.

5.6 Additional Attendees at the Governing Body Meetings[xx]

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

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

a) Director of Public Health, City of Bradford Metropolitan District Council.

5.7 Appointments to the Governing Body[xxi]

5.7.1 The process of appointing GPs to the Governing Body, the selection of the Chair, and the appointment procedures for other Governing Body Members are set out in the Standing Orders (Appendix 3 of the constitution).

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

5.8 Committees and Sub-Committees[xxii]

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

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

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

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

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

5.9 Committees of the Governing Body[xxiii]

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

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

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

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

5.9.5 The Remuneration Committee will be chaired by a lay member other than the Audit & Governance Committee Chair and only members of the Governing Body may be members of the Remuneration Committee.

5.9.6 **Primary Care Commissioning Committee**[xxiv] This committee is required by the terms of the delegation from NHS England in relation to primary care commissioning functions. The Primary Care Commissioning Committee reports to the Governing Body and to NHS England. Membership of the Committee is determined in accordance with the requirements of *Managing Conflicts of Interest: Revised statutory Guidance for CCGs 2017*. This includes the requirement for a lay member Chair and a lay Vice Chair. The Audit & Governance Committee Chair may not also act as the PCCC Chair.

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

5.9.8 The above Committees will normally meet as committees-in-common with those of NHS Bradford City CCG and NHS Bradford Districts CCG.

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

5.9.10 The CCG and Governing Body have also established a number of other Committees to assist with the discharge of functions. The terms of reference of these Committees are published in: http://www.airedalewharfedalecravenccg.nhs.uk/about-us-/who-we-are/our-constitution/

5.10 Collaborative Commissioning Arrangements[xxv]

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

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

5.10.3 The Governing Body and / or Clinical Executive 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 and / or Clinical Executive, at appropriate intervals;

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

c) progress reporting against identified objectives.

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

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

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

c) set out any financial arrangements that have been agreed in relation to the collaborative arrangements, including identifying any pooled

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

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

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

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

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

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

5.11 Joint Commissioning Arrangements with Local Authority Partners[xxvi]

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

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

a) Delegating specified commissioning functions to the Local Authority;

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

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

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

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

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

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

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

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

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

5.11.5 The Governing Body shall require, in all joint commissioning arrangements with local authority partners, 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.

5.11.5 Should a joint commissioning arrangement with local authority partners prove to be unsatisfactory the Governing Body or Clinical Executive 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.

5.12 Joint Commissioning Arrangements – Other CCGs[xxvii]

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

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

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

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

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

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

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

a) make payments to another CCG;

b) receive payments from another CCG; or

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

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

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

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

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

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

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

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

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

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

5.12.8 The responsibility of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.12.1 above.

5.12.9 The liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 5.12.1 above.

5.12.10 Only arrangements that are safe and in the interests of patients registered with Member practices will be approved by the Governing Body Clinical Executive.

5.12.11 The Governing Body shall require, in all joint commissioning arrangements with other CCGs, that the lead Governing Body Member for the joint arrangements:

a) make a quarterly written report to the Governing Body;

b) hold at least one annual engagement event to review the aims, objectives, strategy and progress of the joint commissioning arrangements; and

c) publish an annual report on progress made against objectives.

5.12.12 Should a joint commissioning arrangement with others CCGs prove to be unsatisfactory the Governing Body or Clinical Executive of the CCG can decide to withdraw from the arrangement, but has to give six months' notice to partners to allow for credible alternative arrangements to be put

in place, with new arrangements starting from the beginning of the next new financial year after the expiration of the six months' notice period.

5.13 Joint Commissioning Arrangements with NHS England

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a) make a quarterly written report to the Governing Body;

b) hold at least one annual engagement event to review the aims, objectives, strategy and progress of the joint commissioning arrangements; and

c) publish an annual report on progress made against objectives.

5.13.12 Should a joint commissioning arrangement with NHS England prove to be unsatisfactory the Governing Body or Clinical Executive 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[xxviii]

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's Conflicts of Interest & Standards of Business Conduct Policy and Policy on the Offer and Receipt of Gifts, Hospitality & Sponsorship. 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 Conflicts of Interest & Standards of Business Conduct Policy.

6.1.4 The CCG has appointed the Audit & Governance Committee Chair 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[xxix]

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

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

6.2.3 All relevant persons for the purposes of NHS England's statutory guidance *Managing Conflicts of Interest: Revised Statutory Guidance for CCGs 2017* must declare any interests. Declarations should be made as soon as reasonably practicable and by law within 28 days after the

interest arises. This could include interests an individual is pursuing. Interests will also be declared on appointment and during relevant discussion in meetings.

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

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

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

6.3 Training in Relation to Conflicts of Interest[xxx]

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

6.4 Standards of Business Conduct

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

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

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

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

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

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

Appendix 1: Definitions of Terms Used in This Constitution

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

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

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

Appendix 2: Committee Terms of Reference[xxxi]

Terms of Reference of Committees of the Governing Body:

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

Terms of Reference

Audit and Governance Committee

1. Accountability Arrangements and Authority

The Audit and Governance Committee (the committee) is established in accordance with NHS Airedale Wharfedale and Craven CCG's constitution. 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.

The Audit and Governance Committee is accountable to the Governing Body.

The Audit and Governance Committee is authorised by the Governing Body to investigate any activity within its terms of reference. It is authorised to seek any information it requires within its remit, from any employee or member of the Governing Body or Clinical Board / Executive and they are directed to co-operate with any request made by the Committee within its remit as outlined in these terms of reference.

The Audit and Governance Committee is authorised to commission report or surveys it deems necessary to help fulfil its obligations.

The Audit and Governance Committee is authorised to obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary. In doing so the committee must follow any procedures put in place by the Governing Body for obtaining legal or professional advice.

2. Relationships and Reporting

The Audit and Governance Committee is accountable to the CCG Governing Body.

The minutes of the Audit and Governance Committee shall be formally recorded and submitted to the Governing Body. The Chair of the Audit and Governance Committee shall draw to the attention of the Governing Body any significant issues or risks. Reports on specific issues shall be prepared for consideration by the Governing Body as appropriate.

The Audit and Governance Committee will report to the Governing Body at least annually on its work in support of the Annual Governance Statement, specifically commenting on:

- the performance of the committee and its review of its terms of reference
- the fitness for purpose of the Governing Body Assurance Framework
- the completeness and embeddedness of risk management
- the effectiveness of integrated governance

- the appropriateness of the evidence to support compliance with the 'going concern' principle (i.e. continuing existence as a functioning organisation)
- details of any significant issues in relation to the financial statements and how these were addressed

3. Role and function

The role of the Audit and Governance Committee is to review and provide assurance to the Governing Body on the adequate and effective operation of the CCG's overall internal control system, with particular responsibilities related to financial reporting and management. The Audit and Governance Committee will also ensure an appropriate relationship is maintained with both the internal and external auditors.

Under Section 5 of the Constitution, the Audit and Governance Committee is charged with providing assurance to the Governing Body on the following functions:

- Ensuring that expenditure does not exceed the aggregated of tis allotments for the financial year.
- Ensuring the CCG's use of resources does not exceed the amount specified by NHS England for the financial year.
- Taking account of any directions specified by NHS England in respect of specified resource use.
- Publishing an explanation of how the Group spent any payment in respect of quality made to it by NHS England.

The work of the committee will be flexible to new and emerging priorities and risks.

The Audit and Governance Committee, or a sub-set of it, will also act as the 'Auditor Panel' for the appointment of the External Auditor, as required by the Local Audit & Accountability Act 2014 and the Local Audit (Health Service Bodies Auditor Panel and Independence) Regulations 2015.

4. Responsibilities

The Audit and Governance Committee is responsible for reviewing the arrangements for integrated governance and risk management activities within the CCG.

The Audit and Governance Committee shall critically review the CCG's financial reporting and internal control principles and ensure an appropriate relationship with both internal and external auditors is maintained.

The key duties of the Audit and Governance Committee are as follows:-

4.1 Integrated Governance, Risk Management and Internal Control

The Audit and Governance Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the CCG's activities. The Audit and Governance

Committee will also approve the CCG's risk management arrangements via approval of the Integrated Risk Management Framework.

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

- All risk and control related disclosure statements (in particular the Annual Governance Statement), together with any appropriate independent assurances.
- The underlying assurance processes that indicate the degree of achievement of the CCGs objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification.
- The policies and procedures for all work related to anti-bribery, fraud and corruption as set out in Secretary of State Directions and as required by the NHS Protect.

In carrying out this work the Audit and Governance Committee will primarily utilise the work of internal audit, external audit and other assurance functions, but will not be limited to these sources. It may seek reports and assurances from directors and managers as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

This will be evidenced through the Audit and Governance Committee use of an effective assurance framework to guide its work and that of the audit and assurance functions that report to it.

4.2 Financial Reporting

The Audit and Governance Committee shall monitor the integrity of the financial statements of the CCG and any formal announcements relating to the CCGs financial performance.

The Audit and Governance 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.

The Audit and Governance Committee shall review and approve the annual report and financial statements before submission to the CCG, 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.

4.3 Internal Audit

The Audit and Governance Committee shall ensure that there is an effective internal audit function that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the committee, Accountable Officer and CCG. This will be achieved by:

- Consideration of the provision of the internal audit service, the cost of the audit and any questions of resignation and dismissal.
- Review and approval of the internal audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation, as identified in the assurance framework.
- Considering the major findings of internal audit work (and management's response) and ensuring co-ordination between the internal and external auditors to optimise audit resources.
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the clinical commissioning group.
- An annual review of the effectiveness of internal audit.

The Audit and Governance Committee will meet privately with Internal Audit at least annually.

4.4 External Audit

The Audit and Governance 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 clinical commissioning groups and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.
- An annual review of the effectiveness of external audit.

The Audit and Governance Committee will meet privately with External Audit at least annually.
The Audit and Governance Committee, or a sub-set of it, will also act as the 'Auditor Panel' for the appointment of the External Auditor, as required by the Local Audit &

Accountability Act 2014 and the Local Audit (Health Service Bodies Auditor Panel and Independence) Regulations 2015. The Auditor Panel will:

- Advise the CCG's Governing Body on the selection and appointment of the External Auditor.
- Ensure that a notice is published on their website within 28 days of appointing the External Auditor providing details of the appointment made and the advice given by the Auditor Panel (and the reasons for not following this advice if the CCG's Governing Body so chose).
- Ensure that if the CCG fails to appoint an External Auditor, that this is notified to NHS England by the 25th March in the preceding financial year.
- Advise the CCG's Governing Body on the purchase of any 'non-audit services' from the External Auditor.
- Advise the CCG's Governing Body on the ongoing maintenance of an independent relationship with the External Auditor.

4.5 Counter Fraud and Security Management

The Audit and Governance Committee shall satisfy itself that the CCG has adequate arrangements in place for countering fraud, bribery and corruption. This shall be achieved by:

- Approving the local counter fraud plan and monitoring its implementation.
- Receiving updates on local counter fraud cases.
- Receiving briefings/updates on national counter fraud issues as appropriate.

The Audit and Governance Committee shall satisfy itself that the CCG has adequate arrangements in place for security management. This shall be achieved by:

- Approving the local security management plan and monitoring its implementation.
- Receiving updates on local security management cases.
- Receiving briefings/updates on national security management issues as appropriate.

4.6 Information Governance

The Audit and Governance Committee shall maintain an overview of the adequacy and effectiveness of Information Governance across the whole of the CCG's activities and provide assurance to the Governing Body that risks associated with Information Governance are being managed, highlighting any significant risks and related resource implications where these arise.

The Audit and Governance Committee shall achieve this by:

- Establishing and monitoring an annual information governance work programme.

- Seeking assurance that effective arrangements are in place for Information Governance, ensuring that any risks and incidents are appropriately managed and reported.
- Seeking assurance that resources and systems are in place to support the delivery of the Information Governance Toolkit and to receive an exception report on any significant risks or gaps in compliance;
- Receiving and considering reports into breaches of confidentiality and security, other relevant incidents, audit and data quality reports.
- Reviewing and recommending relevant policies, guidelines and procedures for approval.
  Seeking assurance that the CCG is fulfilling statutory duties regarding the Freedom of Information Act.

4.7 Health and Safety

The Audit and Governance Committee shall maintain an overview of the adequacy and effectiveness of health and safety across the whole of the CCG's activities and provide assurance to the Governing Body that risks associated with health and safety are being managed, highlighting any significant risks and related resource implications where these arise.

The Audit and Governance Committee shall achieve this by:

- Establishing and monitoring an annual health and safety work programme.
- Seeking assurance that effective arrangements are in place for health and safety, ensuring that any risks and incidents are appropriately managed and reported.
- an exception report on any significant risks or gaps in compliance;
- Receiving and considering reports into any health and safety risk assessments, incidents, etc.
- Reviewing and recommending relevant policies, guidelines and procedures for approval.

4.8 Other Assurance Functions

The Audit and Governance Committee shall review the findings of other significant assurance functions, both internal and external and consider the implications for the governance of the clinical commissioning group.

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

4.9 Management

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

The Audit and Governance Committee may also request specific reports from individual functions within the CCG as they may be appropriate to the overall arrangements.

4.10 Whistle Blowing

To review the effectiveness of the arrangements in place for allowing staff or Clinical Board / Executive or Governing Body members to raise (in confidence) concerns about possible improprieties in financial, clinical or safety matters and ensure that any such concerns are investigated proportionately and independently. Any issues raised under the formal stage of the policy will be reported to the Audit and Governance Committee.

4.11 Other Duties

- To approve policies in respect of all areas of the committee's responsibilities.
- To consider and make recommendations to the Clinical Board / Executive or Governing Body in respect of strategies on all areas of the committee's responsibilities.
- To receive and review reports on waivers of Standing Orders and Standing Financial Instructions that have taken place or on any issues relating to compliance with these documents.
- To receive and review the Register of Application of the Seal
- To receive and review the Register of Interests and Register of Procurement Decisions.
- To receive and review reports on standards of business conduct/receipts of gifts, hospitality and sponsorship.
- To undertake a periodic review of Standing Orders, SFIs and the Scheme of Delegation.
- To undertake an annual review of the Committee's own effectiveness.
- To undertake an annual review of effectiveness of other CCG Committees on behalf of the Governing Body.

5. Membership

The Audit and Governance Committee shall be appointed by the CCG as set out in the CCGs constitution and may include individuals who are not on the Governing Body. The Chair of the Governing Body will not be a member of the committee.

Membership:

- Lay Member for Finance
- Lay Member for Governance
- Registered Nurse
- Lay Member for Patient and Public Involvement (if required for quorum)
- Secondary Care Consultant (if required for quorum)

6. Chair

The Audit and Governance Committee will be chaired by the Lay Member for Finance.

The Deputy Chair will be the Lay Member for Governance.

7. Decision-making and Voting

Generally, it is expected that meeting decisions will be reached by consensus. Should this not be possible, each voting member of the Audit and Governance Committee will have one vote. Decisions will be by majority vote.

In the event of a tied vote, the Chair of the committee meeting will have a second and casting vote.

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

8. Quorum

Quorum shall be two members of the Audit and Governance Committee . If the committee is not quorate the meeting may be postponed at the discretion of the chair. If the meeting does take place and is not quorate, no decisions shall be made at that meeting and such matters must be deferred until the next quorate meeting.

9. In Attendance

The Chief Finance Officer, a representative from Internal Audit, a representative from External Audit, the Associate Director of Corporate Affairs and the Head of Governance shall normally attend meetings.

In addition:

- At least once a year the committee may wish to meet privately with the external and internal auditors.
- Regardless of attendance, external audit, internal audit, local counter fraud and security management (NHS Protect) providers will have full and unrestricted rights of access to the Audit and Governance Committee.
- The Accountable Officer should be invited to attend and discuss, at least annually with the committee, the process for assurance that supports the statement on internal control. He or she should also normally attend when the committee considers the draft internal audit plan and the annual accounts.
- Any other member of the CCGs leadership team may be invited to attend, particularly when the committee is discussing areas of risk or operation.

The Chair of the Governing Body may also be invited to attend one meeting each year in order to form a view on, and understanding of, the committee's operations.

10. Meetings

Meetings shall be held not less than four times a year and will normally meet as a committee in common with NHS Bradford City CCG and NHS Bradford Districts CCG.

A minimum of ten days' notice should be given when calling a meeting.

The meeting will be called by the Chair of the Committee.

The External Auditor of Head of Internal Audit may request a meeting if they consider that one is necessary and this may be called at shorter notice than stated above

11. Sub-Committees / Groups

The Audit and Governance Committee may establish sub-committees or groups to support it in its role. However, they may only delegate responsibility and authority to a sub-committee or group, if expressly authorised to do so by the Governing Body.

12. Conduct

The Audit and Governance Committee will conduct its business in accordance with relevant national guidance, including the NHS Audit Committee Handbook and relevant codes of practice such as the Nolan Principles, which are included in the CCGs constitution.

13. Management of Conflicts of Interest

The Audit and Governance Committee will adhere to the CCG's Business Conduct & Conflicts of Interest Policy.

If any member of the committee has an actual or potential conflict of interest in any matter and is present at the meeting at which the matter is under discussion, they will declare that interest at the start of the meeting and again at the relevant agenda item and this shall be recorded in the minutes. The Chair of the meeting will determine how the interest will be managed in accordance with the CCG's Business Conduct & Conflicts of Interest Policy.

The minutes must specify how the Chair decided to manage the declared interest, i.e. did the individual(s) concerned:

- Take part in the discussion but not in the decision-making?

- Did not take part in either the discussion or decision-making?
- Take part in the discussion and left the meeting for the decision? or
- Left the meeting for the whole of the item?

In making this decision the Chair will need to consider the following points:

- The nature and materiality of the decision.
- The nature and materiality of the declared interest(s).
- The availability of relevant expertise.
- As a general rule (and subject to the judgement of the Chair), if an interest involves a pecuniary interest or a significant non-pecuniary interest, the individual should be asked to leave the meeting for the whole item.

14. Administration

The Corporate Affairs function will provide administrative support to the committee and will ensure that papers are issued at least five working days before a meeting and that draft minutes are circulated within ten working days after a meeting.

The Corporate Affairs function 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.

The Corporate Affairs function in conjunction with the Chair of the Audit and Governance Committee will develop and maintain a work programme to inform and guide the work of the committee.

15. Urgent Matters Arising Between Meetings

The Chair of the Audit and Governance Committee in consultation with either the Chief Finance Officer or the Accountable Officer may also act on urgent matters arising between meetings.

In the absence of the Chair, the one of the other Audit and Governance Committee members and either the Chief Finance Officer or Accountable Officer may act together.

These matters will be ratified at the next meeting of the committee.

16. Monitoring of Performance and Compliance

The Audit and Governance Committee will review its own effectiveness, its compliance with its terms of reference and the terms of reference document itself at least annually and a report of the outcomes of this review will be produced and reported to the Governing Body.

The Governing Body is responsible for monitoring the performance of the committee through receipt of its minutes and Annual Report.

17. Date TOR agreed

Approved by AWC Governing Body 11th September 2018

18. TOR Review Date and Approving Body

Last reviewed by the A&G Committee on 13th July 2018 – no changes proposed.

Annually, or as and when legislation or best practice guidance is updated.

Any amended Terms of Reference will be agreed by the Audit and Governance Committee for recommendation to a subsequent meeting of the Governing Body.

Terms of Reference

Remuneration Committee

1. Accountability Arrangements and Authority

The Remuneration Committee (the committee) is established in accordance with NHS Airedale, Wharfedale and Craven CCG's constitution. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the committee and shall be incorporated into the CCG's constitution.

It is the responsibility of the Governing Body to made decision about the pay of employees and other persons providing services to the CCGs, acting upon the advice of the Remuneration Committee.

The Remuneration Committee is accountable to the Governing Body.

The Remuneration Committee is authorised by the Governing Body to investigate any activity within its terms of reference. It is authorised to seek any information it requires within its remit, from any employee or member of the Governing Body or Clinical Executive and they are directed to co-operate with any request made by the committee within its remit as outlined in these terms of reference.

The Remuneration Committee is authorised to commission report or surveys it deems necessary to help fulfil its obligations.

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

2. Relationships and Reporting

The Remuneration Committee is accountable to the CCG Governing Body.

The minutes of the Remuneration Committee shall be formally recorded and submitted to the members within ten days of a meeting for ratification by email.

The Remuneration Committee will report on its meetings via a summary report to the Governing Body in private session and will seek approval from the Governing Body of any recommendations made by the Committee about pay, fees or other allowances payable to employees or other persons who provides services to the CCGs. Sufficient information will be provided to the Governing Body to explain the rationale for the Committee's recommendations.

The Chair of the Remuneration Committee will draw the attention of the Governing Body to any significant issues or risks arising from the work of the Committee.

The Remuneration Committee will provide an annual report of its work to the Governing Bodies and the Councils of Representatives / Members via the CCGs' Annual Reports. As required by CCG Annual Report guidance this will, as a minimum, include information about: key responsibilities, membership, attendance records and highlights of the Committee's work over the year.

3. Role and responsibilities

The Committee shall make recommendations to the Governing Body about pay, remuneration and conditions of service for employees of the CCG and people who provide services to the CCG (such as clinical leaders) and allowances under any pension scheme it might establish as an alternative to the NHS pension scheme.

Specifically that the Committee will:

- Recommend to the Governing Body the terms and conditions, remuneration and travelling or other allowances, including pensions and gratuities for Governing Body members (excluding the Lay Members), Clinical Executive members and the Chair of the Council of Members.

- Recommend to the Governing Body arrangements for the determination of terms and conditions of employment for all employees of the group including, pensions, remuneration, fees and travelling or other allowances payable to employees and to other persons providing services to the group.

- Recommend to the Governing Body any annual salary increases outside of Agenda for Change.

- Approve the disciplinary policy and procedure for the CCG.

- Receive assurance from the Chair of Council of Members with regard to the annual performance and objective setting of the Clinical Chair.

- Receive assurance from Clinical Chair with regard to the annual performance and objective setting of the Clinical Executive.

- Receive assurance from Clinical Chair with regard to the annual performance and objective setting of the Chief Officer.

- Receive assurance from the Chief Officer with regard to the annual performance and objective setting of the Chief Finance Officer and other senior managers under senior management pay arrangements.

- Recommend to the Governing Body any severance payments made to any employee seeking HM Treasury approval as appropriate

5. Membership

The Remuneration Committee is a non-executive committee and shall be appointed by the CCG from amongst its governing body members. As required by legislation, the chair of the committee shall be one of the lay members:

- Lay Member for Governance
- Lay Member for Patient and Public Involvement
- Lay Member for Finance
- Registered Nurse or Secondary Care Consultant

6. Chair

The Remuneration Committee will be chaired by one of the Lay Members.

The Deputy Chair will be one of the other Lay Members.

Where the Remuneration Committee meets in common with the NHS Bradford City CCG and NHS Bradford Districts CCG, one of the committee chairs will act as meeting chair for the purposes of meeting administration.

7. Decision-making and Voting

Generally, it is expected that meeting decisions will be reached by consensus. Should this not be possible, each voting member of the Remuneration Committee will have one vote. Decisions will be by majority vote.

In the event of a tied vote, the Chair of the committee meeting will have a second and casting vote.

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

Where the Committee meets as Committees in Common with the Remuneration Committee of another CCG(s), each Committee will be required to make its own decision and the Chair of the meeting will not have any additional voting rights as a result of also chairing the meeting.

8. Quorum

Quorum shall be two members of the Remuneration Committee, including the Chair or Deputy Chair.

If the committee is not quorate the meeting may be postponed at the discretion of the Chair. If the meeting does take place and is not quorate, no decisions shall be made at that meeting and such matters must be deferred until the next quorate meeting

(or, given the irregularity of meetings, be subject to determination by email exchange).

9. In Attendance

Only committee members have the right to attend committee meetings.

Other individuals such as the Chair, Chief Officer, Chief Financial Officer and external advisers such as HR may be invited to attend for all or part of any meeting, as and when appropriate, however, they should not be in attendance for discussions about their own remuneration and terms of service.

10. Meetings

Meetings shall be held at least annually.

Part of each meeting will normally meet as committees in common with NHS Bradford City CCG and NHS Bradford Districts CCG to consider the performance and remuneration of relevant posts shared across the three CCGs and any other matters relevant to all CCGs.

Part of each meeting and / or separate meetings will be held as an individual CCG to consider the performance and remuneration of relevant posts particular to the individual CCG.

11. Sub-Committees / Groups

The Remuneration Committee may establish sub-committees or groups to support it in its role. However, they may only delegate responsibility and authority to a sub-committee or group, if legally permissible and expressly authorised to do so by the Governing Body.

12. Conduct

The Remuneration Committee will conduct its business in accordance with relevant national guidance and relevant codes of practice such as the Nolan Principles, which are included in the CCGs constitution.

13. Management of Conflicts of Interest

The Remuneration Committee will adhere to the CCG's Business Conduct & Conflicts of Interest Policy.

If any member of the committee has an actual or potential conflict of interest in any matter and is present at the meeting at which the matter is under discussion, they

will declare that interest at the start of the meeting and again at the relevant agenda item and this shall be recorded in the minutes. The Chair of the meeting will determine how the interest will be managed in accordance with the CCG's Business Conduct & Conflicts of Interest Policy.

The minutes must specify how the Chair decided to manage the declared interest, i.e. did the individual(s) concerned:

- Take part in the discussion but not in the decision-making?
- Did not take part in either the discussion or decision-making?
- Take part in the discussion and left the meeting for the decision? or
- Left the meeting for the whole of the item?

In making this decision the Chair will need to consider the following points:

- The nature and materiality of the decision.
- The nature and materiality of the declared interest(s).
- The availability of relevant expertise.
- As a general rule (and subject to the judgement of the Chair), if an interest involves a pecuniary interest or a significant non-pecuniary interest, the individual should be asked to leave the meeting for the whole item.

14. Administration

The Corporate Affairs function will provide administrative support to the committee and will ensure that papers are issued at least five days before a meeting and that draft minutes are circulated within ten working days after a meeting.

The Human Resources function, in conjunction with the Corporate Affairs function, 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.

The Corporate Affairs function in conjunction with the Human Resources function and Chair of the Remuneration Committee will develop and maintain a work programme to inform and guide the work of the committee.

15. Urgent Matters Arising Between Meetings

The Chair of the Remuneration Committee (or Deputy Chair in the Chair's absence) in consultation with one other remuneration committee member may also act on urgent matters arising between meetings.

These matters will be reported by email, endorsed at the next meeting of the committee and reported to the Governing Body.

16. Monitoring of Performance and Compliance

The Remuneration Committee will review its own effectiveness, its compliance with its terms of reference and the terms of reference document itself at least annually and a report of the outcomes of this review will be produced and reported to the Governing Body (or the Audit & Governance Committee on behalf of the Governing Body).

The Governing Body is responsible for monitoring the performance of the committee through receipt of its minutes and Annual Report.

17. Date TOR agreed

Agreed - 3rd October 2018 meeting of the Remuneration Committee

Approved – 13th November 2018 meeting of the Governing Body

Terms of Reference

Primary Care Commissioning Committee

Introduction

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

2. In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended), NHS England has delegated the exercise of the functions specified in Schedule 2 to these Terms of Reference to NHS Airedale, Wharfedale & Craven CCG. The delegation is set out in Schedule 1.

3. The CCG has established the NHS Airedale, Wharfedale & Craven CCG Primary Care Commissioning Committee ("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.

4. It is a committee comprising representatives of the following organisations:

    - NHS Airedale, Wharfedale & Craven CCG
    - NHS England;
    - Bradford District Health and Wellbeing Board;
    - Bradford and District HealthWatch;
    - North Yorkshire Health and Wellbeing Board;
    - North Yorkshire HealthWatch
    - Local Medical Committee

Statutory Framework

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

6. Arrangements made under section 13Z may be on such terms and conditions (including terms as to payment) as may be agreed between the Board and the CCG. Such arrangements are contained within the Delegation Agreement.

7. Arrangements made under section 13Z do not affect the liability of NHS England for the exercise of any of its functions. However, the CCG

acknowledges that in exercising its functions (including those delegated to it), it must comply with the statutory duties set out in Chapter A2 of the NHS Act and including:

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

8. The CCG will also need to specifically, in respect of the delegated functions from NHS England, 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).

9. The Committee is established as a committee of the Governing Body of NHS Airedale, Wharfedale and Craven CCG in accordance with Schedule 1A of the "NHS Act".

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

11. For the avoidance of doubt, in the event of any conflict between the terms of the Delegation and Terms of Reference and the Standing Orders of Standing Financial Instructions of the CCG, the Delegation will prevail. (See Schedule 5 of the Delegation Agreement).

Role of the Committee

12. 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 the NHS Airedale, Wharfedale & Craven CCG area under delegated authority from NHS England.

13. In performing its role the Committee will exercise its management of the functions in accordance with the agreement entered into between NHS England and NHS Airedale, Wharfedale & Craven CCG, which will sit alongside the delegation and terms of reference.

14. 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.

15. 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.

16. 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).

17. The CCG will also carry out the following activities:

a) To plan, including needs assessment, primary medical care services in the NHS Airedale, Wharfedale & Craven CCG area;

b) To undertake reviews of primary medical care services in the NHS Airedale, Wharfedale & Craven CCG area;

c) To co-ordinate a common approach to the commissioning of primary care services generally;

d) To manage the budget for commissioning of primary medical care services in the NHS Airedale, Wharfedale & Craven CCG.

Geographical Coverage

18. The Committee will concern itself with primary medical care services delivered within the NHS Airedale, Wharfedale & Craven CCG area

Membership

19. The Committee will have a lay (where 'lay' refers to non-clinical) and executive majority and shall consist of:

- Lay member for governance – Chair
- Lay member for patient and public involvement – Vice Chair

- Lay member for finance
- CCG Clinical Chair *(non-voting)*
- Chief Officer (Accountable Officer)
- Chief Finance Officer
- Secondary Care Consultant or Registered Nurse
- Executive GP *(non-voting)*
- Appropriate senior management (currently the CCG Executive Director and the Director of Nursing and Quality)

Invited non-voting attendees: Internal

- Appropriate CCG management

Invited non-voting attendees: External

- Bradford Health and Wellbeing Board representative
- North Yorkshire Health and Wellbeing Board representative
- Bradford HealthWatch representative
- North Yorkshire HealthWatch representative
- YORLMC Ltd representative
- NHSE representative

Other individuals may be invited to attend the committee on an ad-hoc basis to provide expertise to support discussions and the decision-making process.

20. The Chair of the Committee shall be a Governing Body Lay Member (but not the same individual who acts as the Audit and Governance Committee Chair).

21. The Vice Chair of the Committee shall be a Governing Body Lay Member

Meetings and Voting

22. The Committee will operate in accordance with the CCG's Standing Orders. The Secretary to the Committee will be responsible for giving notice of meetings. This will be accompanied by an agenda and supporting papers and sent to each member representative no later than 5 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.

23. If there is an urgent need to conduct business (e.g. where there is a requirement to take contractual action such as issuing a breach or remedial action notice) the chair will call a meeting of the committee to a timescale commensurate with the response required. Such a meeting may be held in private (in accordance with section 29.b] below).

24. Each member of the Committee shall have one vote (with the exception of the GPs and any other conflicted members). 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.

Quorum

25. No business shall be transacted unless the following are present:

    a) The chair or vice chair
    b) 50% of the voting membership of the Committee (Note: GPs on the Committee do not have voting rights.

26. If members have sent representation, their representative will count towards quorum only if they have formal acting up status.

27. If the chair or other member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of conflict of interest, that person shall no longer count towards the quorum.

Frequency and Conduct of Meetings

28. Meetings shall take place no less than every two months or more frequently as required by the volume and/or urgency of business to be transacted.

29. Meetings of the Committee shall:

    a) be held in public, subject to the application of 29(b);

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

30. 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.

31. Members of the Committee (included invited attendees) shall respect and maintain the confidentiality of meetings or agenda items from which the public are excluded (see paragraph 29b).

Delegation to Individuals, Sub-Committees or Sub-Groups

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

Reporting

33. The Committee will present its minutes to NHS England and the Governing Body of NHS Airedale, Wharfedale & Craven CCG every two months for information, including the minutes of any sub-committees to which responsibilities are delegated under paragraph 27 above.

34. The Committee will produce an executive summary report which will be presented to NHS England and the Governing Body of NHS Airedale, Wharfedale & Craven CCG each year for information.

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

Review of Terms of Reference

36. These Terms of Reference will be reviewed from time to time and at least annually, reflecting the experience of the Committee in fulfilling its functions. NHS England may also issue revised model terms of reference from time to time.

Accountability of the Committee

37. Budget and resource accountability arrangements and the decision-making scope of the Committee (as a committee of the Governing Body) are in accordance with the *Scheme of Reservation and Delegation* (Appendix D) and the *Prime Financial Policies* (Appendix E) of the CCG Constitution.

38. Meetings of the Committee are held in accordance with *Meetings of the Clinical Commissioning Group* (Section 3) of the *Standing Orders* (Appendix C) of the CCG Constitution

Procurement of Agreed Services

39. Arrangements regarding procurement are set out in the delegation agreement.

Decisions

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

41. The decisions of the Committee shall be binding on NHS England and NHS Airedale, Wharfedale & Craven CCG.

42. Signature provisions are in accordance with Section 6 of the *Standing Orders* (Appendix C) of the CCG Constitution

Terms of Reference approved by Governing Body in March 2018 – to be reviewed May 2019 PCCC (July 2019 Governing Body for approval).

Schedule 1 – Please refer to the Delegation Agreement dated 1st April 2017

Schedule 2 – Please refer to Schedule 2 (Parts 1 and 2) of the Delegation Agreement for a description of the delegated functions.

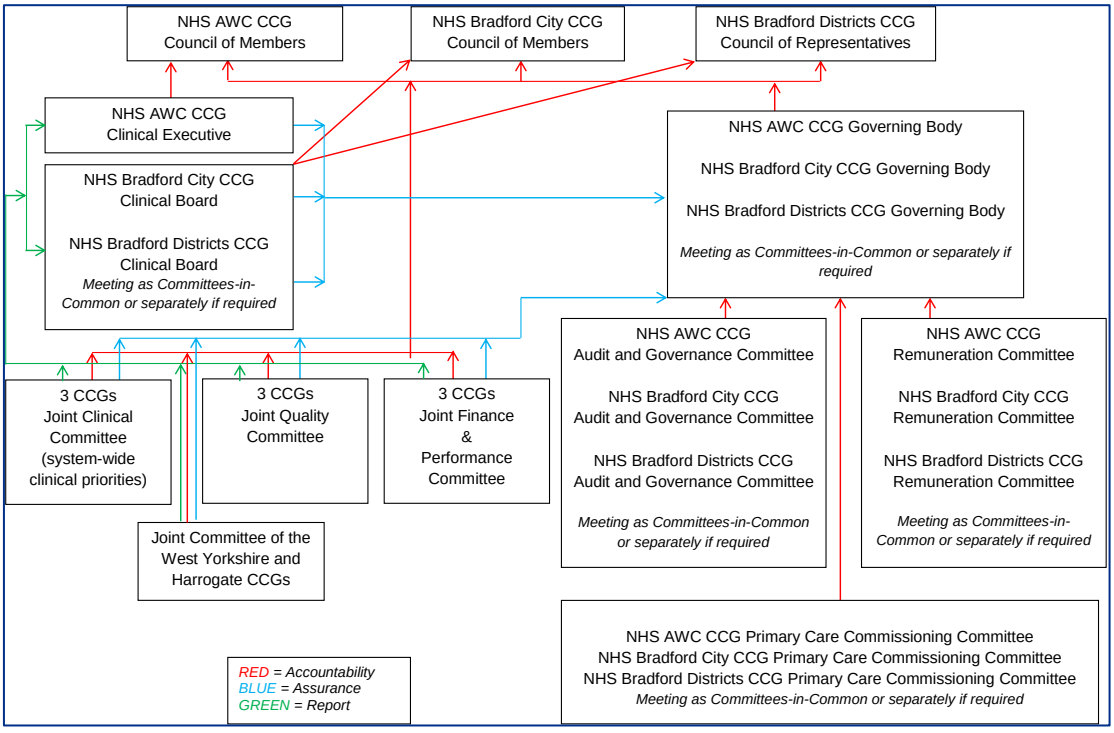
Schedule 3 – Please refer to CCG Constitution for the list of CCG members.

Schedule 4 – Diagram to outline the governance relationships of the Primary Care Commissioning Committee with other bodies (see below)

Schedule 5 - Financial Provisions and Decision Making Limits - Please see Schedule 5 table 1 of the Delegation Agreement.

Schedule 4 - Diagram to outline the governance relationships of the Primary Care Commissioning Committee with other bodies and supporting management functions.

<u>3 CCGs Collaborative Governance Structure as at July 2019</u>



Appendix 3: Standing Orders[xxxii]

1. STATUTORY FRAMEWORK AND STATUS

1.1. Introduction

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

1.1.2. The standing orders, together with the CCG's scheme of reservation and delegation[2] and the CCG's prime financial policies[3], provide a procedural framework within which the CCG discharges its business. They set out:

a) the arrangements for conducting the business of the CCG

b) the appointment of member practice representatives

c) the procedure to be followed at meetings of the CCG, the governing body and any committees or sub-committees of the CCG or the governing body

d) the process to delegate powers

e) the declaration of interests and standards of conduct.

These arrangements must comply, and be consistent where applicable, with requirements set out in the 2006 Act (as amended by the 2012 Act) and related regulations and take account as appropriate[4] of any relevant guidance.

1.1.3. The standing orders, scheme of reservation and delegation and prime financial policies have effect as if incorporated into the CCG's constitution. CCG members, employees, members of the governing body, members of the governing body's committees and sub-committees, members of the CCG's committees and sub-committees and persons working on behalf of

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2 Available on the CCG website http://www.airedalewharfedalecravenccg.nhs.uk/about-us-/who-we-are/our-constitution/

3 Available on the CCG website http://www.airedalewharfedalecravenccg.nhs.uk/about-us-/who-we-are/our-constitution/

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

the CCG should be aware of the existence of these documents and, where necessary, be familiar with their detailed provisions. Failure to comply with the standing orders, scheme of reservation and delegation and prime financial policies may be regarded as a disciplinary matter that could result in dismissal.

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

1.2.1. The 2006 Act (as amended by the 2012 Act) provides the CCG with powers to delegate the CCG's functions and those of the governing body to certain bodies (such as committees) and certain persons. The CCG has decided that certain decisions may only be exercised by (are reserved to) the members of the CCG. These decisions and also those delegated are contained in the CCG's scheme of reservation and delegation which can be found here: http://www.airedalewharfedalecravenccg.nhs.uk/about-us-/who-we-are/our-constitution/

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

2.1. Composition of membership

2.1.1. Section 3.1 of the CCG's constitution provides details of the membership of the CCG.

2.2. Key Roles

2.2.1. Governing body roles will be appointed to by persons who demonstrate the attributes and skills outlined by the NHS Commissioning Board in *clinical commissioning group governing body members: role outlines, attributes and skills* (October 2012) and subsequent guidance and who meet eligibility criteria and are not disqualified for membership as specified in The National Health Service (Clinical Commissioning Groups) Regulations 2012 ['the NHS Regulations'] and subsequent legislation.

2.2.2. Terms of office for GP and non-employee members of the clinical executive and governing body:

a) GP members of the clinical executive and non-employee members of the governing body will normally be re-elected or re-appointed at least every 3 years
b) no one individual can serve longer than 3 full terms (i.e. 9 years), save in exceptional circumstances determined by the council of members and governing body

c) one-third of GP members of the clinical executive and non-employee members of the governing body may be appointed for between two and five years to allow for continuity/succession planning.

2.2.3. **The elected GP members of the clinical executive** are subject to the following appointment process:

a) **Nominations** – when a position is or is about to become vacant this shall be declared to member practices. GPs should express an interest to the CCG officer responsible for overseeing the election process

b) **Eligibility** – candidates will be GPs (non-principal, salaried or partner) who work the majority of their clinical time (and at least 50 sessions per annum) in one or more of the CCG's member practices. They will be able to demonstrate the attributes and skills required by the CCG. They will meet the eligibility criteria and not be excluded from governing body membership as laid down in the NHS Regulations. The LMC will be involved as appropriate in the assessment of eligibility of candidates. The process for assessing the eligibility (including competency) of candidates will determined by the accountable officer and approved by the council of members

c) **Appointment process** – following confirmation of eligibility, election by all GPs (non-principal, salaried or partner) practising in the CCG's member practices. This will be on the basis of one GP, one vote. The election will be administered by the LMC

d) **Term of office** – see section 2.2.3 above

e) **Eligibility for reappointment** – following initial election and the first term of office, an elected GP will be eligible for reappointment by the clinical chair for a second term of office (up to a maximum of 6 years from the initial election unless otherwise agreed by the council of members) provided he/she continues to meet the appointment criteria and subject to satisfactory performance appraisal

f) **Grounds for removal from office** – the GP clinical executive member will be removed from office if that person:

i. receives a 75% vote of no confidence at a meeting of the council of members duly convened (see section 2.2.14)
ii. ceases to be a practitioner (minimum of 50 sessions per annum) in a CCG member practice(s)
iii. is removed from the List of Registered Medical Practitioners or removed temporarily if suspended from the List pending a hearing
iv. become disqualified from governing body membership under the NHS Regulations

v. resigns as a clinical executive member and such resignation has taken effect in accordance with its terms

g) **Notice period** – the elected GPs shall give 3 months written notice of their intention to resign to the chair.

Up to six GPs will be elected to the clinical executive of the CCG. Of the elected GPs, one will be appointed to the role clinical chair and one to the elected GP position on the governing body.

2.2.4. The **clinical chair** who is chair of the CCG, the Governing Body and the Clinical Executive is subject to the following appointment process:

a) **Nominations** –a GP clinical executive member interested in applying for this role when it is vacant or about to become vacant should express interest to the CCG officer overseeing the appointment process

b) **Eligibility** – candidates shall be a GP member of the clinical executive, elected by the membership. They will be able to demonstrate attributes and skills outlined in guidance and as required by the CCG. They will meet the eligibility criteria and not be excluded from governing body membership as laid down in the NHS Regulations. The process for assessing the eligibility (including competency) of candidates will determined by the accountable officer and approved by the council of members. The LMC will be involved as appropriate in the assessment of eligibility of candidates.

c) **Appointment process** – the appointment process will be determined by the accountable officer and approved by the council of members.

d) **Term of office** – see section 2.2.3 above

e) **Eligibility for reappointment**– following initial election and the first term of office, the clinical chair will be eligible for reappointment by the chair of the council of members for a second term of office (up to a maximum of 6 years from the initial election, unless otherwise agreed by the council of members) provided he/she continues to meet the appointment criteria and subject to satisfactory performance appraisal

f) **Grounds for removal from office** – the clinical chair will be removed from office if that person:

i. receives a 75% majority vote of no confidence at a meeting of the council of members duly convened (see section 2.2.14);
ii. ceases to be a practitioner (minimum of 50 sessions per annum)in a CCG member practice(s)

iii. is removed from the List of Registered Medical Practitioners or removed temporarily if suspended from the List pending a hearing;
iv. become disqualified from governing body membership under the NHS Regulations;
v. resigns as a clinical executive member and such resignation has taken effect in accordance with its terms.

g) **Notice period** – the clinical chair shall give 3 months written notice of their intention to resign to the accountable officer and chair of the council of members.

2.2.5. The **deputy CCG chair** is subject to the following appointment process:

a) **Nominations** – not applicable; the deputy chair shall be selected by the clinical chair from one of the lay members.

b) **Eligibility** – only lay members are eligible to act as deputy chair.

c) **Appointment process** – the deputy chair shall be selected by the clinical chair from one of the lay members.

d) **Term of office** – see section 2.2.3 above; any appointment as deputy chair will run in parallel with the lay member appointment.

e) **Eligibility for reappointment** – the deputy chair will be eligible for reappointment provided he/she continues to meet the appointment criteria and is subject to satisfactory performance appraisal. A lay member cannot be appointed to the same role for more than 3 terms of office.

f) **Grounds for removal from office** - a lay member will be removed from office if they no longer meet the eligibility requirements, become disqualified under NHS Regulations or should there be a 75% majority no confidence vote in that individual at a meeting of the council of members (see section 2.2.14).

2.2.6. The **deputy clinical chair** is subject to the following appointment process:

a) **Nominations** – not applicable; the deputy chair shall be selected by the clinical chair from one of the GP members of the clinical executive.

b) **Eligibility** – only GP members of the clinical executive are eligible to act as deputy clinical chair.

c) **Appointment process** – the deputy clinical chair shall be selected by the clinical chair from one of the GP members of the clinical executive.

d) **Term of office** – see section 2.2.3 above; any appointment as deputy clinical chair will run in parallel with appointment as a GP member of the clinical executive.

e) **Eligibility for reappointment** – the deputy clinical chair will be eligible for reappointment by the clinical chair provided he/she continues to meet the appointment criteria and is subject to satisfactory performance appraisal.

f) **Grounds for removal from office** – the deputy clinical chair will be removed from office if they no longer meet the eligibility requirements, become disqualified under NHS Regulations or should there be a 75% majority no confidence vote in that individual at a meeting of the council of members (see section 2.2.14).

2.2.7. The **representative of member practices (chair of the council of members)** is subject to the following appointment process:

a) **Nominations** – when the position is or is about to become vacant this shall be declared to member practices and at the next ordinary meeting of the council of members. GPs members of the council of members should express an interest to the CCG officer responsible for overseeing the appointment process

b) **Eligibility** – the representative must be a practising GP from one of the member practices and be a member of the council of members. They will be able to demonstrate the attributes and skills outlined in guidance, as assessed by the clinical chair and where they wish to take up a role on the governing body, they shall not be excluded from governing body membership as laid down in the NHS Regulations

c) **Appointment process** – the CCG officer overseeing the appointment process will circulate the details and eligibility criteria to all member practices and convene a ballot to take place in line with the voting arrangements outlined in the terms of reference of the council of members. Member practice representatives on the council of members will be eligible to vote on the basis set out in its terms of reference.

d) **Term of office** – see section 2.2.3 above;

e) **Eligibility for reappointment** – the representative of member practices will be eligible for reappointment only where there are no other candidates and provided he/she continues to meet the appointment criteria and is subject to satisfactory performance appraisal.

f) **Grounds for removal from office –** the representative of member practices will be removed from office if that person:

i. receives a 75% majority vote of no confidence at a meeting of the council of members duly convened (see section 2.2.14)
ii. ceases to be a practitioner in a CCG member practice
iii. is removed from the List of Registered Medical Practitioners or removed temporarily if suspended from the List pending a hearing
iv. become disqualified from governing body membership under the NHS Regulations (where the individual has elected to take up a role on the governing body)
v. resigns as the chair of the council of members and such resignation has taken effect in accordance with its terms

g) **Notice period** – the representative of member practices shall give 3 months written notice of their intention to resign to the clinical chair.

2.2.8. The **GP clinical executive member of the governing body** (if not the deputy clinical chair, see section 2.2.6 above)is subject to the following appointment process:

a) Nominations – not applicable; the GP clinical executive member of the governing body shall be selected by the clinical chair from one of the GP members of the clinical executive.

b) **Eligibility** – being an elected GP member of the clinical executive (see section 2.2.4) they will be able to demonstrate attributes and skills outlined in guidance and not be excluded from governing body membership as laid down in the NHS Regulations

c) **Appointment process** – the clinical chair will determine which of the elected GPs on the clinical executive shall act as the GP clinical executive member of the governing body

d) **Term of office** – as determined by the chair and subject to the provisions of section 2.2.3

e) **Grounds for removal from office** – the GP clinical executive member of the governing body will be removed from office if that person:

i. receives a 75% majority vote of no confidence at a meeting of the council of members duly convened (see section 2.2.14)
ii. ceases to be a practitioner in a CCG member practice (minimum of 50 sessions per annum)
iii. is removed from the List of Registered Medical Practitioners or removed temporarily if suspended from the List pending a hearing

iv. become disqualified from governing body membership under the NHS Regulations
v. resigns as a member of the clinical executive and such resignation has taken effect in accordance with its terms.

f) **Notice period** – the GP clinical executive member of the governing body shall give three months written notice of their intention to resign to the clinical chair.

2.2.9. The **lay members**, **the registered nurse and the secondary care consultant** are subject to the following appointment process:

a) **Nominations** – individuals interested in applying for vacant positions as a lay members, the registered nurse or the secondary care consultant on the governing body shall answer advertisements for these positions

b) **Eligibility** – candidates should demonstrate that they possess the relevant skills and experience which would enhance the governing body's effectiveness and decision making and be able to hold to account the clinicians and officers of the CCG. They will be able to demonstrate attributes and skills outlined in guidance. They will meet the eligibility criteria and not be excluded from governing body membership as laid down in the NHS Regulations

c) **Appointment process** – the selection and appointment process will be determined by the clinical chair and approved by the council of members

d) **Term of office** – see section 2.2.3 above

e) **Eligibility for reappointment –** individuals will be eligible for reappointment provided he/she continues to meet the appointment criteria and is subject to satisfactory performance appraisal. A lay member/ registered nurse/secondary care consultant cannot be appointed to the same role for more than 3 terms of office

f) **Grounds for removal from office**:

A lay member will be removed from office if they no longer meet the eligibility requirements, become disqualified under NHS Regulations or should there be a 75% majority no confidence vote in that individual at a meeting of the council of members (see section 2.2.14).

The registered nurse will be removed from office in the event that they are removed from the NMC register or removed temporarily if they are suspended from the register pending a hearing. They shall be removed from office if they no longer meet the eligibility

requirements, become disqualified under NHS Regulations or should there be a 75% majority no confidence vote in that individual at a meeting of the council of members (see section 2.2.14).

The secondary care consultant will be immediately removed from office in the event that they are removed from the GMC Specialist Register and are no longer eligible to be included or removed temporarily if they are suspended from the register pending a hearing. They shall be removed from office if they no longer meet the eligibility requirements, become disqualified under NHS Regulations or should there be a 75% majority no confidence vote in that individual at a meeting of the council of members (see section 2.2.14).

g) **Notice period** – the lay members, registered nurse and secondary care consultant shall give 3 months written notice of their intention to resign to the clinical chair.

2.2.10. The **accountable officer** which is a joint appointment with NHS Bradford City CCG and NHS Bradford Districts CCG is subject to the following appointment process:

a) **Nominations** - candidates shall be able to apply for this role as advertised by the CCG

b) **Eligibility** – candidates will be able to demonstrate the experience, attributes and skills outlined in guidance. They will meet the eligibility criteria and not be excluded from governing body membership as laid down in the NHS Regulations

c) **Appointment process** – the selection and nomination process will be determined by the chair, in conjunction with the chairs of NHS Bradford City CCG and NHS Bradford Districts CCG and in consultation with NHS England and approved by the council of members. The interview panel will include an external individual capable of providing an expert opinion on the candidate's ability to undertake the role. The interview panel will nominate an applicant to NHS England and the applicant must receive positive confirmation that they meet the requirements for appointment as set out by NHS England. The chief executive of NHS England is legally responsible for confirming accountable officer status on the successful applicant

d) **Term of office** – the accountable officer will serve for the duration of their employment

e) **Grounds for removal from office** – an individual will cease to be the accountable officer if:

i. their employment is terminated in accordance with his/her contract of employment (see also section 2.2.15)
ii. they become a disqualified person under NHS Regulations

f) **Notice period** – the accountable officer shall give six months written notice to the clinical chair.

2.2.11. The **chief finance officer** is a joint appointment with NHS Bradford City CCG and NHS Bradford Districts CCG, is subject to the following appointment process:

a) **Nominations** – candidates shall be able to apply for this role as advertised by the CCG

b) **Eligibility** – candidates will be able to demonstrate attributes and skills outlined in guidance. They will meet the eligibility criteria and not be excluded from governing body membership as laid down in the NHS Regulations

c) **Appointment process** – the selection and appointment process will be determined by the accountable officer and approved by the council of members

d) **Term of office** – the chief finance officer will serve for the duration of their employment

e) **Grounds for removal from office** – the chief finance officer will cease to be a member of the governing body if:

i. their employment is terminated in accordance with his/her contract of employment (see also section 2.2.15)
ii. they become a disqualified person under NHS Regulations

f) **Notice period** – the chief finance officer shall give 6 months written notice of their intention to resign to the accountable officer.

2.2.12. The **director of nursing and quality** is a joint appointment with NHS Bradford City CCG and NHS Bradford Districts CCG, is subject to the following appointment process:

a) **Nominations** – candidates shall be able to apply for this role as advertised by the CCG

b) **Eligibility** – candidates will be able to demonstrate the attributes and skills outlined in guidance and as required by the CCG. They will meet the eligibility criteria and not be excluded from governing body membership as laid down in the NHS Regulations

c) **Appointment process** – the selection and appointment process will be determined by the accountable officer and approved by the council of members

d) **Term of office** – the director of nursing and quality will serve for the duration of their employment

e) **Grounds for removal from office** – the director of nursing and quality will cease to be a member of the governing body if:

i. their employment is terminated in accordance with his/her contract of employment (see also section 2.2.15)
ii. they become a disqualified person under NHS Regulations

f) **Notice period** – the director of nursing and quality shall give 6 months written notice of their intention to resign to the clinical chair.

2.2.13. The **CCG executive director** is subject to the following appointment process:

a) **Nominations –** candidates shall be able to apply for this role as advertised by the CCG.

b) **Eligibility** – candidates will be able to demonstrate the attributes and skills outlined in guidance and as required by the CCG. They will meet the eligibility criteria and not be excluded from governing body membership as laid down in the NHS Regulations

c) **Appointment process** – the selection and appointment process will be determined by the accountable officer and approved by the council of members

d) **Term of office** – the executive director will serve for the duration of their employment

e) **Grounds for removal from office** – the executive director will cease to be a member of the governing body if:

i. their employment is terminated in accordance with his/her contract of employment (see also section 2.2.15)
ii. they become a disqualified person under NHS Regulations

f) **Notice period** – the executive director shall give 3 months written notice of their intention to resign to the clinical chair.

2.2.14. In the event that member practices express a loss of confidence in a non-employee member of the clinical executive or governing body, an extraordinary general meeting may be called by at least 60% of the member practices and a vote of at least 75% of member practices present

at the meeting will be required in order to remove that individual from office.

2.2.15. In the event that member practices express a loss of confidence in a member/s of the clinical board or governing body who has employee status, an extraordinary general meeting may be called by at least 60% of the member practices, and a vote of at least 75% of member practices present at the meeting will be required in order to refer the concerns of the member practices to the clinical chair. The clinical chair will deal with the matter in line with the CCG's HR policies and procedures.

2.2.16. The roles and responsibilities of each of these key roles are set out in national guidance: https://www.england.nhs.uk/wp-content/uploads/2016/09/ccg-members-roles.pdf

3. MEETINGS OF THE CLINICAL COMMISSIONING GROUP

3.1. Calling meetings

3.1.1. The governing body will meet no less than 4 times per annum at such times and places as the CCG may determine. The governing body will normally meet with the governing bodies of NHS Bradford City CCG and NHS Bradford Districts CCG as committees-in-common. Other meetings of the CCG shall be held at regular intervals, as specified in terms of reference, at such times and places as the CCG may determine. Terms of reference are available on our website http://www.airedalewharfedalecravenccg.nhs.uk/about-us-/who-we-are/our-constitution/

3.1.2. The clinical chair on receiving a request from four or more of the membership of the governing body to call an extraordinary meeting of the governing body, shall issue a notice for the meeting within 5 working days of being requested to do so.

3.1.3. Notice of any governing body meeting must indicate:

a) its proposed date and time, which must be at least 7 days after the date of the notice, except where a meeting to discuss an urgent issue is required (in which case as much notice as reasonably practicable in the circumstances should be given)
b) where it is to take place
c) an agenda of the items to be discussed at the meeting
d) any supporting papers will be made available within at least 4 working days of the meeting.

3.1.4. Notice of a governing body meeting must be given to each governing body member in writing (which shall include email).

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

3.1.6. Sections 3.1.2 – 3.1.5 also apply to meeting of committees and sub-committees of the CCG and committees and sub-committees of the governing body.

3.2. Agenda, supporting papers and business to be transacted

3.2.1. Items of business to be transacted for inclusion on the agenda of a meeting need to be notified to the chair of the meeting at least 7 working days (i.e. excluding weekends and bank holidays) before the meeting takes place. Supporting papers for such items need to be submitted at least 5 working days before the meeting takes place. The agenda and supporting papers will be circulated to all members of a meeting at least 4 working days before the date the meeting will take place.

3.2.2. Agendas and certain papers for the CCG's governing body and the CCG's primary care commissioning committee – including details about meeting dates, times and venues - will be published on the CCG's website at http://www.airedalewharfedalecravenccg.nhs.uk/about-us-/who-we-are/governing-body-papers-and-meeting-dates/ Paper copies of the agenda and certain papers will also be made available at meetings of the governing body and primary care commissioning committee. Paper copies are also available upon request or available upon application by post to Millennium Business Park, Station Road, Steeton, BD20 6RB or e-mail to engage@awcccg.nhs.uk.

3.3. Petitions

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

3.4. Chair of a meeting

3.4.1. At any meeting of the CCG or its governing body or of a committee or sub-committee, the chair of the CCG, governing body, committee or sub-committee, if any and if present, shall preside. If the chair is absent from the meeting, the deputy chair, if any and if present, shall preside.

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

3.4.3. Where the governing body or any committees of the governing body meet with other CCGs as 'committees-in-common', a 'meeting chair' shall be appointed purely for the purposes of administering the meeting; the chair of each CCG retains their authority under Section 3.5.1 below.

3.5. Chair's ruling

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

3.6. Quorum

3.6.1. No business shall be transacted at a governing body meeting unless the following are present:

a) the chair or deputy chair
b) 50% of the membership (6 individuals)

Attendance by telephone or video link is deemed to count towards quorum.

Members may send deputies to represent them at governing body meetings with the agreement of the clinical chair. Deputies will count towards quorum but will only have voting rights if they have formal acting up status.

3.6.2. If the chair or other member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest, that person shall no longer count towards the quorum.

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

3.7. Decision making

3.7.1. Generally it is expected that the governing body's meetings decisions will be reached by consensus. Should this not be possible then a vote of members will be required, the process for which is set out below:

a) **eligibility** – all members (or representatives with formal acting up status) shall have a single vote

b) **majority necessary to confirm a decision** – simple majority of those present (present includes those attending via telephone or video link)

c) **casting vote** – the chair of the governing body.

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

3.7.3. For all other of the CCG's committees and sub-committees, including the governing body's committees and sub-committee, the details of the process for holding a vote are set out in the appropriate terms of reference.

3.8. Emergency powers and urgent decisions

3.8.1. It is recognised that there will be times when urgent decisions are required. The clinical chair, the accountable officer and chief finance officer have the authority individually to define an urgent decision.

3.8.2. The clinical chair, accountable officer and chief finance officer have the authority individually to make an urgent decision without consultation with the clinical executive and/or governing body, although where possible, efforts must be made to contact and consult with the clinical executive and/or governing body before taking such decisions. Where possible, they will always discuss urgent decisions with others who have this equal authority.

3.8.3. Such decisions will be reported to the next clinical executive meeting and if relevant, to the next governing body meeting. To ensure that any urgent decisions taken are examined and the principles of good governance are upheld, a report will be submitted detailing:

a) the grounds on which it was decided to take the decision on an urgent basis
b) the efforts made to contact the relevant other members of the clinical executive or governing body prior to taking the decision.

3.8.4. For all other of the CCG's committees and sub-committees, including the governing body's committees and sub-committee, the details of the process for defining and making urgent decisions are set out in the appropriate terms of reference.

3.9. Suspension of Standing Orders

3.9.1. Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health or NHS England, any part of these standing orders may be suspended at any meeting, provided two-thirds of members present are in agreement.

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

3.9.3. A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the governing body's audit and governance committee for review of the reasonableness of the decision to suspend standing orders.

3.10. Record of Attendance

3.10.1. The names of all members present at any meeting shall be recorded in the minutes of the CCG's meetings.

3.11. Minutes

3.11.1. The minutes of the proceedings of a meeting will be confirmed as a true record through formal acknowledgement at the next meeting.

3.11.2. Attendees and apologies will be recorded in the minutes.

3.11.3. No discussion shall take place upon the minutes except upon their accuracy or where the chair considers discussion appropriate.

3.11.4. Minutes shall be sent to meeting members. Minutes of meetings held in public (governing body and primary care commissioning committee) will be made public via the CCG's website www.airedalewharfedalecravenccg.nhs.uk.

3.11.5. Administrative support will be made available to take and draft minutes.

3.12. Admission of public and the press

3.12.1. Admission and exclusion of the public and press at CCG meetings would be based on grounds of confidentiality of the business to be transacted.

3.12.2. All meetings of the CCG will be open to the membership of the CCG except where a conflict of interest exists.

3.12.3. The CCG will agree and publicise criteria for exclusion of business from the public part of governing body and primary care commissioning committee meetings.

3.12.4. The public and representatives of the press may attend any meeting of the governing body or the primary care commissioning committee and should only be required to withdraw from these meetings where any information being shared is exempt from publication under the agreed criteria.

3.12.5. The public and representatives of the press shall be required to withdraw from the meeting upon a resolution as follows:

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

3.12.6. A meeting can consider an emergency resolution to exclude the public/press, or to adjourn to a private place if any of those present are disrupting its business and will not leave on request.

3.12.7. When the public/press are excluded, members and other invited attendees will be required not to disclose the contents of papers or discussions without the express permission of the chair of the governing body or the chair of the primary care commissioning committee. The discussion can identify a future point at which the contents are no longer confidential and the minutes shall record this.

4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

4.1. Appointment of committees and sub-committees

4.1.1. The CCG may appoint committees and sub-committees of the CCG, subject to any regulations made by the Secretary of State[5], and make provision for the appointment of committees and sub-committees of its governing body.

4.1.2. 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 of the CCG.

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

4.2. Terms of Reference

4.2.1. Terms of reference shall have effect as if incorporated into the constitution and shall be made available on the CCG website:

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

http://www.airedalewharfedalecravenccg.nhs.uk/about-us-/who-we-are/our-constitution/

4.3. Delegation of Powers by Committees to Sub-committees

4.3.1. Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the CCG to whom they are accountable, via approval of a related amendment to their terms of reference.

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

5.1. If for any reason these standing orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the audit and governance committee and where appropriate to the next formal meeting of the governing body for action or ratification. All members of the CCG and staff have a duty to disclose any non-compliance with these standing orders to the accountable officer as soon as possible.

6. USE OF SEAL AND AUTHORISATION OF DOCUMENTS

6.1. Clinical Commissioning Group's seal

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

a) the accountable officer
b) the chair of the governing body
c) the chief finance officer.

6.2. Execution of a document by signature

6.2.1. The following individuals are authorised to execute a document on behalf of the CCG by their signature:
a) the accountable officer
b) the chair of the governing body
c) the chief finance officer.

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

7.1. Policy statements: general principles

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

Appendix 4: Financial Scheme of Delegation[xxxiii]

Matter Delegated (All financial limits in this schedule are subject to adequate budgets being available)	Delegation
1. Bank Accounts	
Maintenance and operation in accordance with mandate approved by the Governing Body	Chief Finance Officer
Day to day operation of organisation's Bank Accounts	Senior Finance Manager (Corporate)
Authorisation for Cash Limit Drawdown	Head of Finance
2. Budget Management	
Responsibility for maintaining expenditure within budgets: a) For designated budgets (pay and non pay) b) Reserves c) At Clinical Commissioning Group level. *Transaction limits are:*	Limits are set per transaction. a) Budget holder b) Deputy CFO c) Chief Finance Officer or Accountable Officer

Up to £5,000 Budget Holder Up to £20,000 Head of IT Up to £30,000 Head of Contracting Up to £50,000 Deputy Director / Associate Director Up to £250,000 Director / Deputy CFO Over £250,000 Chief Finance Officer / Accountable Officer	
3. Budget Virement Budget virement is the process of transferring financial resources either within a single budget, or between different budgets. Budget virement limits are: a) Up to the lower of the available budget and £50,000. b) Over £50,000. *Virements from Reserves:* a) Up to £250,000. b) Over £250,000. To effect a budget virement, a budget virement form must be completed and authorised by the Deputy CFO or CFO. Virements between non pay and pay are subject to the establishment control process.	a) Budget Holder b) Chief Finance Officer / Accountable Officer a) Deputy CFO b) Chief Finance Officer

Transfers to Other CCGs	Governing Body
4. Existing Contracts / Agreements - Purchase of Healthcare from NHS and Non-NHS Bodies (including Foundation Trusts, Private Providers, Charities and Independent Contractors). *Signing of Annual Contracts / Service Level Agreements:* a) Up to £50,000 b) Up to £250,000 c) Over £250,000 *Approval of Invoices for Agreed Contracts (subject to exceptions noted below):* a) Up to £5,000 b) Up to £20,000 c) Up to £30,000 d) Up to £50,000 e) Up to £250,000 f) Over £250,000	 a) Deputy Director b) Director c) Accountable Officer or Chief Finance Officer a) Budget Holder b) Head of IT c) Head of Contracting d) Deputy Director/ Associate Director e) Director or Deputy CFO f) Chief Finance Officer or Accountable Officer

Exception 1 *Commissioning and Healthcare Contract Invoices: Invoices under SLA, Contracts with Foundation Trusts or partnership agreements with Local Authorities or Collaborative Arrangements with other CCGs where the SLA/Contract has been formally agreed:*	
a) Up to £20,000,000	a) Deputy Director of Contracting / Finance
b) Over £20,000,000	b) Chief Finance Officer or Accountable Officer
Exception 2 *Continuing Healthcare, Personal Health Budget and Funded Nursing Care Invoices where care package has been agreed:*	
a) Up to £20,000	a) CHC Business Manager
b) Up to £50,000	b) Head of CHC
c) Up to £500,000	c) Deputy Director (Strategic Partnerships)
d) Up to £5,000,000	d) Director Strategic Partnerships
e) Over £5,000,000	e) Chief Finance Officer or Accountable Officer
Authorisation of Non-Invoice payments and urgent payments on Oracle following approval as above.	Head of Finance, Senior Finance Manager (Corporate)

5. Non-Contracted Healthcare Activity Invoices *Invoice approval limits are:* a) Up to £10,000 b) Over £10,000	 a) Senior Contract Manager b) Deputy Director of Contracting
6. New Expenditure (whole life costs). **Business Cases** The threshold for all new contracts (NHS and Non-NHS) which require business case approval prior to commencement of award of contract and procurement process is: a) Up to £500,000 b) Over £500,000 Following approval of the business case, the Quotation and Tendering process below must be followed: **Quotation and Tendering**	 Clinical Board / Clinical Executive Governing Body

The following limits apply to all new contracts, including healthcare, external consultants, agency staff and temporary staff service contracts. The contract value is defined as the total estimated cost to the CCG of the complete scheme, or, the total value of the items purchased or acquired during the contract period for supplies, including payable VAT. If the contract exceeds the OJEU limit for part A Supplies and Services and the company is not PASA or Office of Government Commerce (OGC) approved, formal OJEU tendering processes are required to be followed.	
a) Up to £5,000 (with written quotation).	a) Budget Holder
b) From £5,001 to £50,000 (with two written quotations).	b) Director
c) From £50,001 to £75,000 (with three written quotations).	c) Director
d) From £75,001 to OJEU limit (with formal tenders).	d) Chief Officer / Chief Finance Officer
e) From OJEU limit to £999,999 (Open competition by sealed tender, or OGC or equivalent Framework).	e) Chief Officer / Chief Finance Officer
f) From £1,000,000 (Open competition by sealed tender, or OGC or equivalent Framework).	f) Governing Body
Waiving of formal tendering procedures in accordance with SFIs	Accountable Officer
7. Fees and Charges	

Income generation and other setting of charges.	Chief Finance Officer
8. Losses and Write Offs a) Up to £25,000 b) Over £25,000	 a) Deputy CFO b) Chief Finance Officer
9. Petty Cash a) Petty cash disbursements up to £75 per item. a) Petty cash disbursements over £75 per item. c) Petty cash replenishment request.	 a) Budget holder b) Chief Finance Officer c) Head of Finance, Senior Finance Manager (Corporate)
10. Individual Funding Requests (IFR) a) Approval of IFR up to £50,000 b) Approval of IFR over £50,000	 a) IFR Panel b) Chief Finance Officer or Accountable Officer
11. Personnel and Pay a) Authority to fill funded posts of the establishment with permanent staff. b) Authority to appoint staff to post not on formal establishment c) Granting of additional increment to staff within budget (outside A4C)	 a) Director (with prior Deputy CFO confirmation of funding) b) Chief Financial Officer or Accountable Officer c) Chief Financial Officer or Accountable Officer

d) All requests of upgrading or altering to grades	d) Chief Financial Officer or Accountable Officer
e) Additional staff to the agreed establishment within specifically allocated finance	e) Chief Financial Officer or Accountable Officer
f) Authority to complete standing data form affecting pay, new starters, variations and leavers **(subject to prior approval of Establishment Control Form)**	f) Immediate Line Manager
g) Authority to authorise overtime	g) Budget Holder
h) Authority to authorise travel and subsistence	h) Budget Holder
Leave	
i) Approval of annual leave and study leave	i) Immediate Line Manager
j) Compassionate leave up to 3 days	j) Immediate Line Manager
k) Compassionate leave up to 6 days	k) Director
l) Special and Carers leave arrangements up to 3 days	l) Immediate Line Manager
m) Special and Carers leave arrangements up to 6 days	m) Director
n) Leave without pay	n) Immediate Line Manager
o) Time off in lieu	o) Director
p) Maternity, Paternity and Adoption leave, paid and unpaid	p) Automatic approval within national guidance
Sick Leave	
q) Extension of sick leave of half of pay up to 3 months	q) Chief Finance Officer
r) Return to work part-time on full pay to assist recovery	r) Chief Finance Officer
s) Extension of sick leave on full pay	s) Chief Finance Officer

t) Compensation, redundancy and compromise agreements	t) Governing Body
u) Establishment of rates of pay outside A4C	u) Governing Body