

**NHS HAVERING  
CLINICAL COMMISSIONING GROUP**

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**CONSTITUTION**

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## FOREWORD

The Constitution sets out the arrangements made by NHS Havering Clinical Commissioning Group to meet its responsibilities for commissioning care for the people for whom it is responsible. It describes the governing principles, rules and procedures that the Group has established to ensure probity and accountability in the day-to-day running of the Clinical Commissioning Group; to ensure that decisions are made in an open and transparent way and that the interests of patients and the public remain central to the goals of the Group.

The Constitution includes:

- the name of the Group
- the membership of the Group
- the area of the Group
- the arrangements for the discharge of the Group's functions and those of its Governing Body
- the procedure to be followed by the Group and its Governing Body in making decisions and securing transparency in its decision making
- arrangements for discharging the Group's duties in relation to registers of interests and managing conflicts of interests
- arrangements for securing the involvement of persons who are, or may be, provided with services commissioned by the Group in certain aspects of those commissioning arrangements and the principles that underpin these.

The Constitution applies to the following, all of whom are required to adhere to it as a condition of their appointment:

- the Group's member practices
- the Group's employees
- individuals working on behalf of the Group and
- anyone who is a member of the Group's Governing Body (including the Governing Body's Audit and Remuneration Committees)
- anyone who is a member of any other committee(s) or sub-committees established by the Group or its Governing Body



Dr. Atul Aggarwal  
Havering CCG Chair

## **1. INTRODUCTION AND COMMENCEMENT**

### **1.1. Name**

1.1.1. The name of this clinical commissioning group is NHS Havering Clinical Commissioning Group (hereafter 'the Group' or 'the CCG').

### **1.2. Statutory Framework**

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

1.2.2. The NHS Commissioning Board will undertake an annual assessment of the Group. It has powers to intervene in the Group where it is satisfied that a Group is failing or has failed to discharge any of its functions or that there is a significant risk that it will fail to do so.

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

### **1.3. Status of this Constitution**

1.3.1. This Constitution is made between the members of NHS Havering Clinical Commissioning Group and has effect from 1<sup>st</sup> April 2013, when the NHS Commissioning Board established the Group

1.3.2. The Constitution is published on the Group's website and is available upon request either by post or email or for viewing at the CCG's principal offices.

### **1.4. Amendment and Variation of this Constitution**

1.4.1. This Constitution can only be varied in two circumstances:

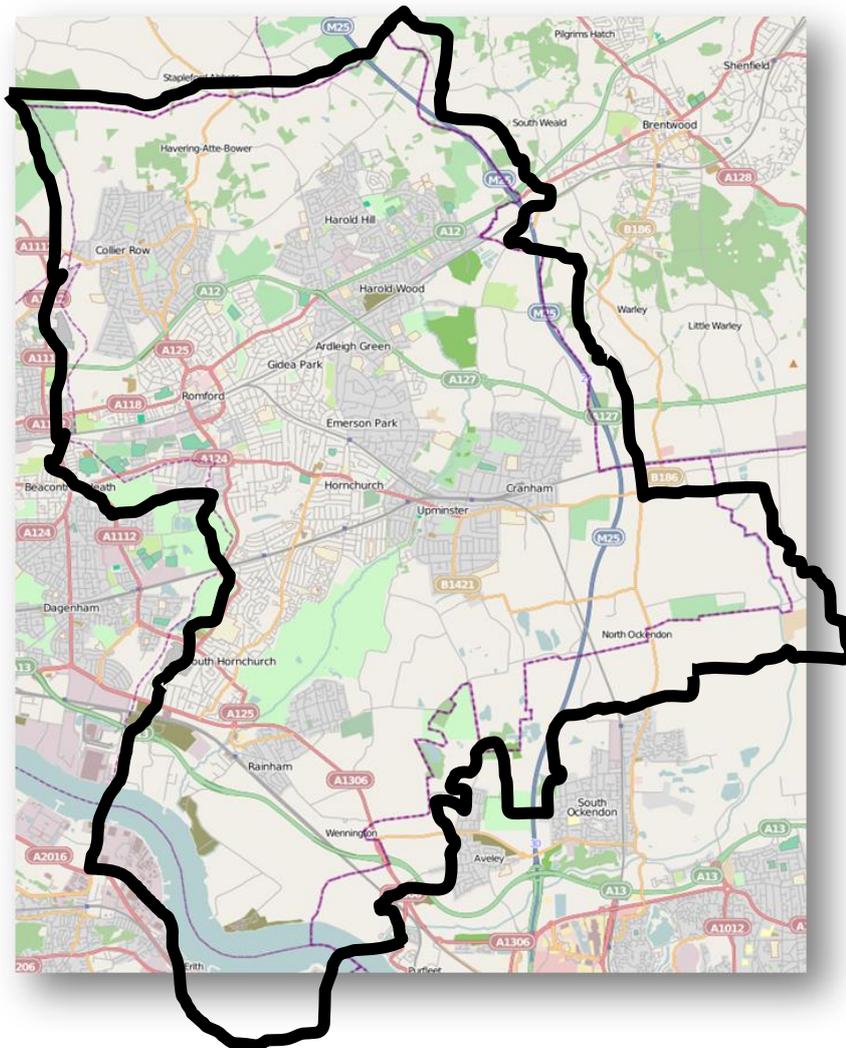
- a) where the Group applies to the NHS Commissioning Board and that application is granted; or
- b) where, in the circumstances set out in legislation, the NHS Commissioning Board varies the Group's Constitution other than on application by the Group.

1.5. The Group shall have a dispute resolution policy.

1.6. The Constitution will be reviewed by the Group no less than once every twelve months.

## 2. AREA COVERED

- 2.1. The geographical area covered by NHS Havering Clinical Commissioning Group is coterminous with the administrative boundaries of the London Borough of Havering local authority.
- 2.2. This covers:
- a) Romford, one of London's 12 metropolitan centres (London Plan, July 2011)
  - b) six district centres: Collier Row, Elm Park, Harold Hill, Hornchurch, Rainham and Upminster
  - c) a network of 79 major and minor local centres
- 2.3. The CCG will cover all 18 of Havering's wards (mapped below). These are: Brooklands, Cranham, Elm Park, Emerson Park, Gidea Park, Gooshays, Hacton, Harold Wood, Havering Park, Heaton, Hylands, Mawneys, Pettits, Rainham and Wennington, Romford Town, St Andrews, South Hornchurch, Squirrels Heath and Upminster.



### **3. MEMBERSHIP**

#### **3.1. Membership of the Clinical Commissioning Group**

3.1.1. Appendix B of this Constitution lists the Members of the Group.

#### **3.2. Eligibility**

3.2.1. Providers of primary medical services to a registered list of patients under a General Medical Services, Personal Medical Services or Alternative Provider Medical Services contract, will be eligible to apply for membership of this Group.

3.2.2. Subject to the agreement of the NHS Commissioning Board, a member will cease to be a member of the Group if it ceases to meet the eligibility criteria set out in paragraph 3.2.1.

3.2.3. If a Member wishes to apply to leave the Group, the Member will give to the Group not less than 12 months written notice expiring on 31 March in a year following the year in which the notice is given. Any such application will be subject to the agreement of the NHS Commissioning Board.

#### **3.3. Practice Representatives**

3.3.1. Each Member GP practice will be required to nominate a Practice Representative of that Member who is either a GP partner or a salaried GP or other healthcare professional. Each Member shall notify the Governing Body of the name of its Practice Representative in writing. Each Member may remove and replace its Practice Representative at any time and from time to time, by notice in writing to the Governing Body. It is for each member to decide how its Practice Representative is appointed, draw up any terms of office, including the grounds for removal from office, and to decide the notice period.

3.3.2. Each Practice Representative shall represent the Member that has appointed it at meetings of the Members' Committee in accordance with the Standing Orders at Appendix C.

## **4. VISION AND OBJECTIVES**

### **4.1. Mission, Values and Aims**

- 4.1.1. The Group's vision is to improve health outcomes for the Havering population through commissioning safe and best value healthcare in partnership with the community. We aim to develop, improve the quality and shape all health care services. We will seek to achieve this by striving to commission affordable, safe, innovative health care for the Havering population. Services will be flexible to the changing and emerging needs of the population, as we understand them, within the limitations of the resources available.
- 4.1.2. The Group shall publish a statement setting out its mission, values and aims in its annual commissioning plan ("Statement of Mission, Values and Aims").
- 4.1.3. The Governing Body shall review its Statement of Mission, Values and Aims each year, as part of the process of producing the commissioning plan for the following year, and shall decide whether any changes are appropriate.
- 4.1.4. A copy of the Group's Statement of Mission, Value and Aims, from time to time, shall be published on its website.

### **4.2. Principles of Good Governance**

- 4.2.1. In accordance with section 14L(2)(b) of the 2006 Act, the Group will at all times observe "such generally accepted principles of good governance" in the way it conducts its business. These include:
- a) the highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds, the management of the organisation and the conduct of its business;
  - b) *The Good Governance Standard for Public Services*;
  - c) the standards of behaviour published by the *Committee on Standards in Public Life (1995)* known as the 'Nolan Principles'
  - d) the seven key principles of the *NHS Constitution*;
  - e) the Equality Act 2010; and
  - f) *Standards for members of NHS Boards and CCG governing bodies in England*.

### **4.3. Accountability**

- 4.3.1. The Group will demonstrate its accountability to its members, local people, stakeholders and the NHS Commissioning Board in a number of ways, including by:
- a) publishing its Constitution;

- b) appointing independent lay members and non GP clinicians to its Governing Body;
- c) holding meetings of its Governing Body in public (except where the Group considers that it would not be in the public interest in relation to all or part of a meeting);
- d) publishing annually a commissioning plan and associated commissioning strategies;
- e) complying with local authority health related overview and scrutiny requirements;
- f) meeting annually in public to publish and present its annual report (which must be published);
- g) producing annual accounts in respect of each financial year which must be externally audited;
- h) having a published and clear complaints process;
- i) complying with the Freedom of Information Act 2000;
- j) providing information to the NHS Commissioning Board as required; and
- k) working with Healthwatch.

4.3.2. In addition to these statutory requirements, the Group will demonstrate its accountability by:

- a) partnership working through the Health and Wellbeing Board
- b) continuing to support a Patient Engagement Forum (see paragraph 5.3.2.d))
- c) publishing a Communications and Engagement Strategy
- d) publishing our principal commissioning and operational policies and procedures on its website
- e) holding regular engagement events with all CCG member practices, patients, the public, stakeholders and others, as appropriate; and
- f) engaging with the LMC.

4.3.3. The Governing Body of the Group will throughout each year have an ongoing role in reviewing the Group's governance arrangements to ensure that the Group continues to reflect the principles of good governance.

## **5. FUNCTIONS AND GENERAL DUTIES**

### **5.1. Functions**

5.1.1. The Group's functions include:

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

5.1.2. In discharging its functions, the Group will:

- a) act, when exercising its functions to commission health services, consistently with the discharge by the Secretary of State and the NHS Commissioning Board of their duty to promote a comprehensive health service and with the objectives and requirements placed on the NHS Commissioning Board through the mandate published by the Secretary of State before the start of each financial year
- b) meet the Public Sector Equality Duty
- c) work in partnership with its local authority to develop joint strategic needs assessments and joint health and wellbeing strategies

### **5.2. General Duties –in discharging its functions the Group will:**

- 5.2.1 Promote awareness of, and act with a view to securing that health services are provided in a way that promotes awareness of, and have regard to the NHS Constitution;
- 5.2.2 Act effectively, efficiently and economically;
- 5.2.3 Act with a view to securing continuous improvement to the quality of services;
- 5.2.4 Assist and support the NHS Commissioning Board in relation to the Board's duty to improve the quality of primary medical services;
- 5.2.5 Have regard to the need to reduce inequalities;

- 5.2.6 Promote the involvement of patients, their carers and representatives in decisions about their healthcare;
- 5.2.7 Act with a view to enabling patients to make choices;
- 5.2.8 Obtain appropriate advice from persons who, taken together, have a broad range of professional expertise in healthcare and public health by;
- 5.2.9 Promote innovation;
- 5.2.10 Promote research and the use of research;
- 5.2.11 Have regard for the need to promote education and training for persons who are employed, or who are considering becoming employed, in an activity which involves or is connected with the provision of services as part of the health service in England so as to assist the Secretary of State for Health in the discharge of his related duty; and
- 5.2.12 Act with a view to promoting integration of both health services with other health services and health services with health-related and social care services where the Group considers that this would improve the quality of services or reduce inequalities.

5.3. **Public Involvement** – in discharging its functions, the Group will:

- 5.3.1. Promote and secure public involvement of patients, their carers and representatives in the planning, development and consideration of proposals for changes and decisions affecting the operation of commissioning arrangements.
- 5.3.2. Follow the principles set out below in implementing its arrangements to comply with its duty to secure public involvement:
  - a) adapting engagement activities to meet the specific needs of the different patient Groups and communities;
  - b) publishing information about health services on the Group's website and through other media; and
  - c) the Group will monitor and report its compliance against this statement of principles through the annual report.

5.4. **General Financial Duties**

- 5.4.1. In discharging its functions, the Group will:
  - a) Ensure its expenditure (both its capital resource use and revenue resource use) does not exceed the aggregate of its allotments specified by the NHS Commissioning Board for the financial year;

- b) Ensure its use of resources (both its capital resource use and revenue resource use) does not exceed the amount specified by the NHS Commissioning Board for the financial year;
- c) Take account of any directions issued by the NHS Commissioning Board, in respect of specified types of resource use in a financial year, to ensure the Group does not exceed an amount specified by the NHS Commissioning Board; and
- d) Publish an explanation of how the Group spent any payment in respect of quality made to it by the NHS Commissioning Board.

## 5.5. **Other Relevant Regulations, Directions and Documents**

5.5.1. The Group will:

- a) comply with all relevant regulations;
- b) comply with directions issued by the Secretary of State for Health or the NHS Commissioning Board; and
- c) take account, as appropriate, of documents issued by the NHS Commissioning Board.

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

## 5.6. **Arrangements by the Group to comply with its functions**

5.6.1. The Group will exercise the functions set out in Part 5 of this Constitution by:

- a) delegating responsibility for their performance to:
  - i) the Governing Body, its committees and subcommittees; and/or
  - ii) committees and sub-committees of the Group;

which shall act in accordance with this Constitution, the Standing Orders and the Scheme of Delegation and Reservation;

- b) acting in accordance with the Group's Statement of Policy for Compliance with General, Financial, Partnership Working and Public Sector Equality Duties that the Governing Body will adopt, keep under review and update for the Group; and
- c) monitoring delivery of the duties through the Group's reporting mechanisms.

## **6. DECISION MAKING: THE GOVERNING STRUCTURE**

### **6.1. Authority to act**

6.1.1. The Clinical Commissioning Group is accountable for exercising the statutory functions of the Group. It may grant authority to act on its behalf to:

- a) any of its members;
- b) its Governing Body;
- c) employees;
- d) a committee or sub-committee of the Group.

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

- a) the Group's Scheme of Reservation and Delegation (Appendix D);
- b) for committees, their Terms of Reference;
- c) this Constitution.

### **6.2. Scheme of Reservation and Delegation**

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

- a) those decisions that are reserved for the membership as a whole;
- b) those decisions that are the responsibilities of its Governing Body (and its committees), the Group's committees and sub-committees, individual members and employees.

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

### **6.3. General**

6.3.1. In discharging functions of the Group that have been delegated to them, the Group's committees, Governing Body (and its committees) and involved individuals must:

- a) comply with the Group's principles of good governance;
- b) operate in accordance with the Group's scheme of reservation and delegation;
- c) comply with the Group's standing orders;
- d) comply with the Group's arrangements for discharging its statutory duties; and

e) where appropriate, ensure that member practices have had the opportunity to contribute to the Group's decision making process.

6.3.2. When discharging their delegated functions, the committees and joint committees must operate in accordance with their approved Terms of Reference.

6.3.3. Where delegated responsibilities are being discharged collaboratively, the joint (collaborative) arrangements must:

- a) identify the roles and responsibilities of those clinical commissioning groups who are working together;
- b) identify any pooled budgets and how these will be managed and reported in annual accounts;
- c) specify under which clinical commissioning group's scheme of reservation and delegation and supporting policies the collaborative working arrangements will operate;
- d) specify how the risks associated with the collaborative working arrangement will be managed between the respective parties;
- e) identify how disputes will be resolved and the steps required to terminate the working arrangements; and
- f) specify how decisions are communicated to the collaborative partners.

#### 6.4. **Committees of the Group**

6.4.1. The Group shall have a committee called a Members' Committee.

6.4.2. The Governing Body may on behalf of the Group appoint such other committees as it considers appropriate and delegate to them the exercise of any functions of the Group which in its discretion it considers to be appropriate except insofar as this Constitution has reserved the exercise of functions to the Members' Committee or the Chair.

6.4.3. A committee of the Group may consist of or include Members or employees of the Group and/or persons other than Members or employees of the Group.

6.4.4. A committee of the Group includes a joint committee of the Group and one or more other clinical commissioning groups and/or one or more local authorities and/or the NHS Commissioning Board.

#### 6.5. **The Members' Committee**

6.5.1. The Members' Committee shall comprise all of the Practice Representatives from time to time, the Accountable Officer, and the Chair of the Governing Body.

- 6.5.2. The Chair of the Governing Body shall be the Chair of the Members' Committee. The Deputy Chair of the Governing Body shall act for the Chair where the Chair is unable to act.
- 6.5.3. The Members' Committee shall regulate their proceedings in accordance with the Standing Orders at Appendix C.
- 6.5.4. The Members' Committee shall meet at least twice in each financial year in accordance with the Standing Orders at Appendix C.
- 6.5.5. All decisions taken in good faith at a meeting of any committee or sub-committee shall be valid even if there is any vacancy in its membership or it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of a member attending the meeting.
- 6.5.6. An individual shall be ineligible for appointment to or shall otherwise be disqualified from membership of a committee or sub-committee if he or she is a person who is disqualified from membership of a CCG's Governing Body under Schedule 5 of the National Health Service (Clinical Commissioning Groups) Regulations 2012.
- 6.5.7. The Members' Committee may appoint such subcommittees as it considers may be appropriate but other committees will only be able to establish their own sub-committees, to assist them in discharging their respective responsibilities, if this responsibility has been delegated to them by the Group or the committee they are accountable to.
- 6.6. **Joint Arrangements**
- 6.6.1. The Group may enter into joint arrangements with one or more other clinical commissioning groups as it considers may be appropriate.
- 6.6.2. Where any commissioning functions are exercisable jointly by the Group and one or more other clinical commissioning groups, they may be exercised by a joint committee of them.
- 6.6.3. If the Group establishes joint arrangements with one or more other clinical commissioning groups, it proposes to comply with the following key principles:
- a) The CCGs should collaborate where there is clear collective benefit. These benefits may include maximising commissioning influence, achieving consistency in relation to the approach to shared principal providers of secondary care, mental health and specialist community services, and the promotion of best practice for primary care services (but not the performance management of primary care). There is also clear benefit from sharing scarce commissioning resources (commissioning support and some key development resources);
  - b) Each CCG is separately accountable for service delivery and performance. The process of collaboration is not intended to dilute responsibilities within each organisation for decision making on change and the delivery of results. The

collaborative process is there to develop joint proposals for change but not for taking decisions on implementation; and

- c) Each area of collaboration requires validation and active support from each CCG. The areas of collaboration should be led by entrusted clinical leaders with full support from each CCG and based on collective understanding of what will be done, why and when. Each area of collaboration with secure active representation from each CCG and have designated resource from commissioning support to ensure delivery of work.

- 6.6.4. The CCGs will put in place joint arrangements in accordance with any guidance issued from time to time.
- 6.6.5. The Governing Body may delegate responsibility to such Governing Body member as it considers appropriate for making decisions on its behalf within a joint arrangement.
- 6.6.6. Where any commissioning functions are exercisable jointly by the Group and the NHS Commissioning Board, they may be exercised by a joint committee of them.
- 6.6.7. Where any commissioning functions are exercisable jointly by the Group and one or more other clinical commissioning groups and the NHS Commissioning Board, they may be exercised by a joint committee of them.
- 6.6.8. The Group may establish joint committees with one or more local authorities as it considers may be appropriate.

#### **6.6.9 Joint commissioning arrangements with other Clinical Commissioning Groups**

6.6.9.1 The CCG may wish to work together with other CCGs in the exercise of its commissioning functions.

6.6.9.2 The CCG may make arrangements with one or more CCG 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

6.6.9.3 For the purposes of the arrangements described at paragraph 6.6.9.2, the CCG may:

- a) make payments to another CCG;
- b) receive payments from another CCG;
- 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.

6.6.9.4 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.

6.6.9.5 For the purposes of the arrangements described at paragraph 6.6.9.2 above, the CCG may establish and maintain a pooled fund made up of contributions by any of the CCGs working together pursuant to paragraph 6.6.9.3 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.

6.6.9.6 Where the CCG makes arrangements with another CCG as described at paragraph 6.6.9.2 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;
- 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.

6.6.9.7 The liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 6.6.9.2 above.

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

#### **6.6.10 Joint commissioning arrangements with NHS England for the exercise of CCG functions**

6.6.10.1 The CCG may wish to work together with NHS England in the exercise of its commissioning functions.

6.6.10.2 The CCG and NHS England may make arrangements to exercise any of the CCG's commissioning functions jointly.

6.6.10.3 The arrangements referred to in paragraph 6.6.10.2 above may include other CCGs.

6.6.10.4 Where joint commissioning arrangements pursuant to 6.6.10.2 above are entered into, the parties may establish a joint committee to exercise the commissioning functions in question.

6.6.10.5 Arrangements made pursuant to 6.6.10.2 above may be on such terms and conditions (including terms as to payment) as may be agreed between NHS England and the CCG.

6.6.10.6 Where the CCG makes arrangements with NHS England (and another CCG if relevant) as described at paragraph 6.6.10.2 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;

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.

6.6.10.7 The liability of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 6.6.10.2 above.

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

### **6.6.11 Joint commissioning arrangements with NHS England for the exercise of NHS England's functions**

6.6.11.1 The CCG may wish to work with NHS England and, where applicable, other CCGs, to exercise specified NHS England functions.

6.6.11.2 The CCG may enter into arrangements with NHS England and, where applicable, other CCGs to:

a) Exercise such functions as specified by NHS England under delegated arrangements;

b) Jointly exercise such functions as specified with NHS England.

6.6.11.3 Where arrangements are made for the CCG and, where applicable, other CCGs to exercise functions jointly with NHS England a joint committee may be established to exercise the functions in question.

6.6.11.4 Arrangements made between NHS England and the CCG may be on such terms and conditions (including terms as to payment) as may be agreed between the parties.

6.6.11.5 For the purposes of the arrangements described at paragraph 6.6.11.2 above, NHS England and the CCG may establish and maintain a pooled fund made up of contributions by the parties working together. 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.

6.6.11.6 Where the CCG enters into arrangements with NHS England as described at paragraph 6.6.11.2 above, the parties will develop and agree 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;

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.

6.6.11.7 The liability of NHS England to carry out its functions will not be affected where it and the CCG enter into arrangements pursuant to paragraph 6.6.11.2 above.

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

6.6.12 The Joint Committee of the BHR CCGs and the NELCA Joint Commissioning Committees have been established by the Governing Body on behalf of the Group. Each committee will exercise such commissioning functions of the Group as are delegated to it by the Governing Body and as set out in the Scheme of Reservation and Delegation approved by the Governing Body. Any decision of a committee must be made unanimously (as described by each Committee's Terms of Reference) with the other partner CCGs listed in the Terms of Reference.

## 6.7. The Governing Body

6.7.1. **Functions** - the Governing Body has the following responsibilities conferred on it by sections 14L(2) and (3) of the 2006 Act, inserted by section 25 the 2012 Act, together with any other responsibilities connected with its main functions as may be specified in regulations or in this Constitution. The Governing Body may also have functions of the Group delegated to it by the Group. The Governing Body's functions include:

- a) ensuring that the Group has appropriate arrangements in place to exercise its functions *effectively, efficiently and economically* and in accordance with the Groups *principles of good governance* (its main function);
- b) determining the remuneration, fees and other allowances payable to employees or other persons providing services to the Group and the allowances payable under any pension scheme it may establish under paragraph 11(4) of Schedule 1A of the 2006 Act, inserted by Schedule 2 of the 2012 Act;
- c) approving any functions of the Group that are specified in regulations;
- d) leading and setting the vision and strategy;
- e) approving commissioning plans and the performance monitoring of those plans;
- f) providing assurance of strategic risks;

- g) reviewing the CCG Conflict of Interest register; and
- h) delivering any other functions that are not reserved or delegated as set out in the Standing Orders.

6.7.2. **Composition of the Governing Body** - the Governing Body shall not have less than 14 people and comprises of:

- a) Seven elected GP members, who shall be called “Clinical Directors” one of whom shall be the Chair;
- b) Two lay members:
  - i) one to lead on audit, remuneration and conflict of interest matters,
  - ii) one to lead on patient and public participation matters;
- c) a registered nurse;
- d) a secondary care specialist doctor;
- e) the Accountable Officer;
- f) the Chief Finance Officer;
- g) the Chief Operating Officer
- h) the Director of Public Health (non-voting member);
- i) the Director of Adult Social Care (non-voting member).

6.7.3. Members of the Governing Body shall be appointed in accordance with the Standing Orders at Appendix C.

6.7.4. **Committees of the Governing Body** - the Governing Body shall appoint the following committees:

- a) **Audit and Governance Committee** – the Audit and Governance Committee, which is accountable to the Group’s Governing Body, shall provide the Governing Body with an independent and objective view of the Group’s financial systems, financial information and compliance with laws, regulations and directions governing the Group in so far as they relate to finance.
- b) **Remuneration and Workforce Committee** – the Remuneration and Workforce Committee, which is accountable to the Group’s Governing Body shall make recommendations to the Governing Body on determinations about the remuneration, fees and other allowances for employees and for people who provide services to the Group and on determinations about allowances under any pension scheme that the Group may establish as an alternative to the NHS pension scheme. Only members of the Governing Body may be members of the Remuneration and Workforce Committee.

- c) **Executive Committee** – the Executive Committee, which is accountable to the Group’s Governing Body, shall be responsible for managing CCG operational business such as monitoring the delivery of operating and business plans and ensuring mitigation of operational risks. The Governing Body shall appoint the Joint Executive Team Sub-Committee as its sub-committee. The Joint Executive Team Sub-Committee is accountable to the Executive Committee and will be responsible for carrying out functions for the purpose of joint arrangements as agreed by the Group pursuant to Section 6.6 of this Constitution.
- d) **Quality and Safety Committee** – the committee, which is accountable to the Group’s Governing Body, will be responsible for managing quality assurance by the Group.
- e) **Finance and Delivery Committee** – the committee, which is accountable to the Group’s Governing Body, will be responsible for managing finance and delivery by the Group.

6.7.5. The Governing Body may appoint such other committees as it considers may be appropriate.

6.7.6. The Governing Body shall approve and keep under review the Terms of Reference of its Committees, which shall include information about their membership.

6.7.7. The Audit Committee may include individuals who are not members of the Governing Body.

6.7.8.1 Other committees of the Governing Body (except the Remuneration and Workforce Committee) may include individuals who are not members of the Governing Body but are:

- a) Members, officers or governing body members of the Group or another clinical commissioning group;
- b) Partners or employees of Members of the Group or another clinical commissioning group;
- c) Officers of the NHS Commissioning Board; and
- d) Lay members who are aged 18 or over, reside in the Area and are not disqualified under Schedule 5 of the CCG Regulations.

#### 6.7.8.2 **Committees in Common Arrangement**

All Governing Body Committees may meet with similar committees of other CCGs, using the “Committees in Common” arrangement, where committees’ chairs consider there is a value of working collaboratively on one or more specific issues. When the committees’ chairs choose to meet using a “Committees in Common” arrangement, the additional Terms of Reference for “Committees in Common” will be applied to the meeting of the Committees in Common.

6.7.9 Committees of the Governing Body will only be able to establish their own sub-committees, to assist them in discharging their respective responsibilities, if this responsibility has been delegated to them by the Governing Body or the committee they are accountable to.

6.7.10 All decisions taken in good faith at a meeting of the Governing Body or any committee or subcommittee of it shall be valid even if there is any vacancy in its membership or it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of a member attending the meeting.

6.7.11 Subject to the 2006 Act, the Governing Body shall perform all those functions of the Group which have not been delegated to:

- i. the Members' Committee;
- ii. any other committee or sub-committee of the Group;
- iii. any individual Member of the Group; or
- iv. any employee of the Group;

under this Constitution or otherwise.

## 6.8. **General**

6.8.1. In discharging functions of the Group that have been delegated to them, its Committees (including any sub- or joint committees) and Governing Body (and its committees including any sub- or joint committees) must:

- a) comply with the Group's principles of good governance;
- b) operate in accordance with the Group's scheme of reservation and delegation;
- c) comply with the Group's standing orders;
- d) comply with the Group's arrangements for discharging its statutory duties; and
- e) where appropriate, ensure that member practices have had the opportunity to contribute to the Group's decision making process.

6.8.2. When a committee (including any sub- or joint committee) discharges delegated functions, it must also operate in accordance with its approved terms of reference.

## **7. ROLES AND RESPONSIBILITIES**

### **7.1. Practice Representatives**

7.1.1. Practice Representatives represent their practice's views and act on behalf of the practice in matters relating to the Group.

7.1.2. The role of Practice Representatives is to:

- a) attend and vote at General Meetings of the CCG, and the Annual General Meeting;
- b) be the point of communication for the practice that has appointed him/her for Group business; and
- c) deal with any issues in connection with the practice's membership of the CCG, as is more particularly set out in Appendix C.

### **7.2. Clinical Directors**

7.2.1. The Clinical Directors are elected to the membership of the Governing Body, in line with the Standing Orders at Appendix C, by the Members' Committee to represent the Members on the Governing Body and any committees to which they are appointed.

7.2.2. The role of the Clinical Directors as members of the Governing Body is to support the Governing Body and its committees in ensuring that the Group has appropriate arrangements in place to exercise their functions effectively, efficiently and economically and in accordance with the principles of good governance and the Constitution of the Group. The Clinical Directors shall provide clinical leadership to the development and delivery of the Group's commissioning and QIPP plans and ensure engagement of the Group's membership in service redesign and commissioning strategy plans. One of the Clinical Directors will be appointed as the Chair of the Governing Body.

### **7.3. Other GP and Primary Care Health Professionals (Clinical Leads)**

7.3.1. In addition to the Practice Representatives identified in section 7.1.1 above, the Group will identify from time to time, a number of other GPs or other primary care health professionals from member practices to support the work of the Group. These GPs and primary care health professionals, known as Clinical Leads, bring a body of experience and expertise in matters relating to their specific portfolio, and provide reports, attend meetings and make recommendations to the CCG to assist with decision-making.

#### 7.4. **All Members of the Group's Governing Body**

7.4.1. Guidance on the roles of members of the Group's Governing Body is set out in a separate document. In summary, each member of the Governing Body should share responsibility as part of a team to ensure that the Group exercises its functions effectively, efficiently and economically, with good governance and in accordance with the terms of this Constitution. Each brings their unique perspective, informed by their expertise and experience. The Governing Body members between them fulfil the requirements of the DoH "Clinical Commissioning Group Governing Body members; Role outlines, attributes and skills".

#### 7.5. **The Chair of the Governing Body**

7.5.1. The Chair of the Governing Body shall be the Group's Clinical Leader.

7.5.2. The role and responsibilities of the Chair include:

- a) leading the Governing Body, ensuring it remains continuously able to discharge its duties and responsibilities as set out in this Constitution;
- b) building and developing the Group's Governing Body and its individual members;
- c) ensuring that the Group has proper constitutional and governance arrangements in place;
- d) ensuring that, through the appropriate support, information and evidence, the Governing Body is able to discharge its duties;
- e) supporting the Accountable Officer in discharging the responsibilities of the organisation;
- f) contributing to building a shared vision of the aims, values and culture of the organisation;
- g) leading and influencing to achieve clinical and organisational change to enable the Group to deliver its commissioning responsibilities;
- h) overseeing governance and particularly ensuring that the Governing Body and the wider Group behaves with the utmost transparency and responsiveness at all times;
- i) ensuring that public and patients' views are heard and their expectations understood and, where appropriate as far as possible, met; and
- j) As the Clinical Leader of the Group, taking part in the NHS Commissioning Assembly and leading in interactions with stakeholders including the NHS Commissioning Board.

7.5.3. Where the Chair of the Governing Body is also the senior clinical voice of the Group, they will take the lead in interactions with stakeholders, including the NHS Commissioning Board.

## 7.6. **The Deputy Chair of the Governing Body**

7.6.1. The Deputy Chair of the Governing Body deputises for the Chair of the Governing Body where he or she has a conflict of interest or is otherwise unable to act.

## 7.7. **Role of the Accountable Officer**

7.7.1. The chief officer shall be the Group's Accountable Officer.

7.7.2. The role and responsibilities of the Accountable Officer include:

- a) Ensuring that the Group fulfils its duties to exercise its functions effectively, efficiently and economically thus ensuring improvement in the quality of services and the health of the local population whilst maintaining value for money;
- b) At all times, ensuring that the regularity and propriety of expenditure is discharged, and that arrangements are put in place to ensure that good practice (as identified through such agencies as the Audit Commission and the National Audit Office) is embodied and that safeguarding of funds is ensured through effective financial and management systems and
- c) Working closely with the Chair of the Governing Body, the Accountable Officer will ensure that proper constitutional, governance and development arrangements are put in place to assure the members (through the Governing Body) of the organisation's ongoing capability and capacity to meet its duties and responsibilities. This will include arrangements for the ongoing development of its members and staff.

## 7.8. **Role of the Chief Finance Officer**

7.8.1. The Chief Finance Officer is a member of the Governing Body and is responsible for providing financial advice to the Clinical Commissioning Group and for supervising financial control and accounting systems

7.8.2. The roles and responsibilities of the Chief Finance Officer include:

- a) Being the Governing Body's professional expert on finance and ensuring, through robust systems and processes, the regularity and propriety of expenditure is fully discharged;
- b) Making appropriate arrangements to support, monitor and report on the Group's finances;
- c) Overseeing robust audit and governance arrangements leading to propriety in the use of the Group's resources;

- d) Being able to advise the Governing Body on the effective, efficient and economic use of the Group's allocation to remain within that allocation and deliver required financial targets and duties; and
- e) Producing the financial statements for audit and publication in accordance with the statutory requirements to demonstrate effective stewardship of public money and accountability to the NHS Commissioning Board.

## 7.9. **Joint Appointments with other Organisations**

- 7.9.1. The Group may agree joint appointments with other organisations as it considers may be appropriate.
- 7.9.2. All joint appointments shall be supported by a Memorandum of Understanding between the organisations making the joint appointments.
- 7.9.3. Where a joint appointment is made as provided for in this clause (7.9), the appointee may choose a named deputy in each of the CCGs. The named deputy must be agreed by the chair of the Governing Body.

## 7.10. **Responsibilities of Members to the Group**

- 7.10.1. It is the responsibility of Members to the Group to:
  - a) Agree to consult on and take account of the views and interests of their employees regarding Group matters;
  - b) Agree to release staff as required to fulfil their obligations towards the efficient and effective functioning of the Group;
  - c) Provide financial information as required and make reasonable efforts to stay in budget; and
  - d) Have representation on committees as appropriate.

## 7.11. **Responsibilities of the Group to Members**

- 7.11.1. It is the responsibility of the Group to its member practices to:
  - a) Visit each practice at least once per annum;
  - b) Conduct a survey of practices annually to ensure practice details are kept up to date and active representatives are nominated for each practice;
  - c) Communicate regularly and thoroughly with practices as required, regarding Group business and wider news affecting the Havering health economy; and
  - d) Notify Members of meetings of the Members' Committee as and when the need to call meetings arises in accordance with the Standing Orders.

## **8. STANDARDS OF BUSINESS CONDUCT AND MANAGING CONFLICTS OF INTEREST**

### **8.1. Standards of Business Conduct**

- 8.1.1. Employees, Members, committee and sub-committee members of the Group and members of the Governing Body (and its committees) will at all times comply with this Constitution and be aware of their responsibilities as outlined in it. They should act in good faith and in the interests of the Group and should follow the *Seven Principles of Public Life*, set out by the Committee on Standards in Public Life (the Nolan Principles). The Nolan Principles are incorporated into this Constitution at Appendix F.
- 8.1.2. They must comply with the Group's policy on business conduct, including the requirements set out in the policy for managing conflicts of interest. This policy is published on the Group's website and is available upon request either by post or email or for viewing at the CCG's principle offices.
- 8.1.3. Individuals contracted to work on behalf of the Group or otherwise providing services or facilities to the Group will be made aware of their obligation with regard to declaring conflicts or potential conflicts of interest. This requirement will be written into their contract for services.

### **8.2. Conflicts of Interest**

- 8.2.1. As required by section 14O of the 2006 Act, as inserted by section 25 of the 2012 Act, the Group will make arrangements to manage conflicts and potential conflicts of interest to ensure that decisions made by the Group will be taken and seen to be taken without any possibility of the influence of external or private interest.
- 8.2.2. Where an individual, i.e. an employee, Group member, member of the Governing Body, or a member of a committee or a sub-committee of the Group or its Governing Body has an interest, or becomes aware of an interest which could lead to a conflict of interests in the event of the Group considering an action or decision in relation to that interest, that must be considered as a potential conflict, and is subject to the provisions of this Constitution.
- 8.2.3. A conflict of interest will include:
- a) a direct pecuniary interest: where an individual may financially benefit from the consequences of a commissioning decision (for example, as a provider of services); and/or
  - b) an indirect pecuniary interest: for example, where an individual is a partner, member or shareholder in an organisation that will benefit financially from the consequences of a commissioning decision; and/or
  - c) a non-pecuniary interest: where an individual holds a non-remunerative or not-for profit interest in an organisation, that will benefit from the consequences of a

commissioning decision (for example, where an individual is a trustee of a voluntary provider that is bidding for a contract); and/or

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

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

### 8.3. **Declaring and Registering Interests**

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

- a) the members of the Group;
- b) the members of its Governing Body;
- c) the members of its committees or sub-committees and the committees or sub-committees of its Governing Body; and
- d) its employees.

8.3.2. The registers will be published on the Group's website.

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

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

8.3.5. The Governing Body will ensure that the register of interest is reviewed every quarter and updated as necessary.

### 8.4. **Managing Conflicts of Interest: general**

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

- 8.4.2. The Governing Body will ensure that for every interest declared, either in writing or by oral declaration, arrangements are in place to manage the conflict of interests or potential conflict of interests, to ensure the integrity of the Group's decision making processes.
- 8.4.3. Arrangements for the management of conflicts of interest are to be determined by the Governing Body and will include the requirement to put in writing to the relevant individual arrangements for managing the conflict of interests or potential conflicts of interests, within a week of declaration. The arrangements will confirm the following:
- a) when an individual should withdraw from a specified activity, on a temporary or permanent basis;
  - b) monitoring of the specified activity undertaken by the individual, either by a line manager, colleague or other designated individual.
- 8.4.4. Where an interest has been declared, either in writing or by oral declaration, the declarer will ensure that before participating in any activity connected with the Group's exercise of its commissioning functions, they have received confirmation of the arrangements to manage the conflict of interest or potential conflict of interest from the Governing Body.
- 8.4.5. Where an individual member, employee or person providing services to the Group is aware of an interest which:
- a) has not been declared, either in the register or orally, they will declare this at the start of the meeting;
  - b) has previously been declared, in relation to the scheduled or likely business of the meeting, the individual concerned will bring this to the attention of the chair of the meeting, together with details of arrangements which have been confirmed for the management of the conflict of interests or potential conflict of interests.

The chair of the meeting will then determine how this should be managed and inform the member of their decision. Where no arrangements have been confirmed, the chair of the meeting may require the individual to withdraw from the meeting or part of it. The individual will then comply with these arrangements, which must be recorded in the minutes of the meeting.

- 8.4.6. Where the chair of any meeting of the Group, including committees, sub-committees, or the Governing Body and the Governing Body's committees and sub-committees, has a personal interest, previously declared or otherwise, in relation to the scheduled or likely business of the meeting, they must make a declaration and the deputy chair will act as chair for the relevant part of the meeting. Where arrangements have been confirmed for the management of the conflict of interests or potential conflicts of interests in relation to the chair, the meeting must ensure these are followed. Where no arrangements have been confirmed, the deputy chair may require the chair to withdraw from the meeting or part of it. Where there is no deputy chair, the members of the meeting will select one.

- 8.4.7. Any declarations of interests, and arrangements agreed in any meeting of the Clinical Commissioning Group, committees or sub-committees, or the Governing Body, the Governing Body's committees or sub-committees, will be recorded in the minutes.
- 8.4.8. Where more than 50% of the members of a meeting are required to withdraw from a meeting or part of it, owing to the arrangements agreed for the management of conflicts of interests or potential conflicts of interests, the chair (or deputy) will determine whether or not the discussion can proceed.
- 8.4.9. In making this decision, the Chair will consider whether the meeting is quorate, in accordance with the number and balance of membership set out in the Group's standing orders. Where the meeting is not quorate, owing to the absence of certain members, the discussion will be deferred until such time as a quorum can be convened. Where a quorum cannot be convened from the membership of the meeting, owing to the arrangements for managing conflicts of interest or potential conflicts of interests, the chair of the meeting shall consult with the Governing Body on the action to be taken.
- 8.4.10. This may include:
- a) requiring another of the Group's committees or sub-committees, the Group's Governing Body or the Governing Body's committees or sub-committees (as appropriate) which can be quorate to progress the item of business, or if this is not possible,
  - b) inviting on a temporary basis one or more of the following to make up the quorum (where these are permitted members of the Governing Body or committee / sub-committee in question) so that the Group can progress the item of business:
    - i) a member of the Clinical Commissioning Group who is an individual;
    - ii) an individual appointed by a member to act on its behalf in the dealings between it and the Clinical Commissioning Group;
    - iii) a member of a relevant Health and Wellbeing Board;
    - iv) a member of a Governing Body of another Clinical Commissioning Group.

These arrangements must be recorded in the minutes.

- 8.4.11. In any transaction undertaken in support of the Clinical Commissioning Group's exercise of its commissioning functions (including conversations between two or more individuals, e-mails, correspondence and other communications), individuals must ensure, where they are aware of an interest, that they conform to the arrangements confirmed for the management of that interest. Where an individual has not had confirmation of arrangements for managing the interest, they must declare their interest at the earliest possible opportunity in the course of that

transaction, and declare that interest as soon as possible thereafter. The individual must also inform either their line manager (in the case of employees), or the Governing Body of the transaction.

8.4.12. The Governing Body will take such steps as deemed appropriate, and request information deemed appropriate from individuals, to ensure that all conflicts of interest and potential conflicts of interest are declared

**8.5. Managing Conflicts of Interest: contractors and people who provide services to the Group**

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

8.5.2. Anyone contracted to provide services or facilities directly to the Clinical Commissioning Group will be subject to the same provisions of this Constitution in relation to managing conflicts of interests. This requirement will be set out in the contract for their services.

**8.6. Transparency in Procuring Services**

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

8.6.2. The Group will publish a Procurement Strategy approved by its Governing Body which will ensure that:

- a) all relevant clinicians (not just members of the Group) and potential providers, together with local members of the public, are engaged in the decision-making processes used to procure services;
- b) service redesign and procurement processes are conducted in an open, transparent, non-discriminatory and fair way

8.6.3. The CCG's Procurement Strategy is available on the Group's website.

8.7. The CCG shall appoint a Conflict of Interest Guardian who will normally be the Audit Committee Chair and whose responsibilities shall be 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 this policy;
- c) Support the rigorous application of conflict of interest principles and policies;
- d) Provide independent advice and judgment 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.

## **9. THE GROUP AS EMPLOYER**

- 9.1. The Group recognises that its most valuable asset is its people. It will seek to enhance their skills and experience and is committed to their development in all ways relevant to the work of the Group.
- 9.2. The Group will seek to set an example of best practice as an employer and is committed to offering all staff equality of opportunity. It will ensure that its employment practices are designed to promote diversity and to treat all individuals equally.
- 9.3. The Group will ensure that it employs suitably qualified and experienced staff who will discharge their responsibilities in accordance with the high standards expected of staff employed by the Group. All staff will be made aware of this Constitution, the commissioning strategy and the relevant internal management and control systems which relate to their field of work.
- 9.4. The Group will maintain and publish policies and procedures (as appropriate) on the recruitment and remuneration of staff to ensure it can recruit, retain and develop staff of an appropriate calibre. The Group will also maintain and publish policies on all aspects of human resources management, including grievance and disciplinary matters
- 9.5. The Group will ensure that its rules for recruitment and management of staff provide for the appointment and advancement on merit on the basis of equal opportunity for all applicants and staff.
- 9.6. The Group will ensure that employees' behaviour reflects the values, aims and principles set out above.
- 9.7. The Group will ensure that it complies with all aspects of employment law.
- 9.8. The Group will ensure that its employees have access to such expert advice and training opportunities as they may require in order to exercise their responsibilities effectively.
- 9.9. The Group will adopt a Code of Conduct for staff and will maintain and promote effective 'whistle-blowing' procedures to ensure that concerned staff have means through which their concerns can be voiced.
- 9.10. The Code of Conduct, together with the other policies and procedures outlined in this chapter, are available on the Group's website and can be made available upon request by telephone or email.
- 9.11. The Group recognises and confirms that nothing in or referred to in this constitution (including in relation to the issue of any press release or other public statement or disclosure) will prevent or inhibit the making of any protected disclosure (as defined in the Employment Rights Act 1996, as amended by the Public Interest Disclosure Act 1998) by any member of the Group, any member of its Governing Body, any member of any of its committees or sub-committees or the committees or sub-

committees of its Governing Body, or any employee of the Group or of any of its Members, nor will it affect the rights of any worker (as defined in that Act) under that Act.

## 10. TRANSPARENCY, WAYS OF WORKING AND STANDING ORDERS

### 10.1. General

- 10.1.1. The Group will publish annually a commissioning plan and an annual report, presenting the Group's annual report to a meeting in public.
- 10.1.2. Key communications issued by the Group, including the notices of procurements, public consultations, Governing Body meeting dates, times, venues, and certain papers will be published on the Group's website.
- 10.1.3. The Group may use other means of communication, including circulating information by post, or making information available in venues or through services accessible to the public.

### 10.2. Standing Orders

- 10.2.1. This Constitution is also informed by a number of documents which provide further details on how the Group will operate. They are the Group's:
  - a) ***Standing orders (Appendix C)*** – which sets out the arrangements for meetings and the appointment processes to elect the Group's representatives and appoint to the Group's committees, including the Governing Body;
  - b) ***Scheme of reservation and delegation (Appendix D)*** – which sets out those decisions that are reserved for the membership as a whole and those decisions that are the responsibilities of the Group's Governing Body, the Governing Body's committees and sub-committees, the Group's committees and sub-committees, individual members and employees;
  - c) ***Prime financial policies (Appendix E)*** – which sets out the arrangements for managing the Group's financial affairs.

**APPENDIX A**  
**DEFINITIONS OF KEY DESCRIPTIONS USED IN THIS CONSTITUTION**

<b>2006 Act</b>	National Health Service Act 2006
<b>2012 Act</b>	Health and Social Care Act 2012 (this Act amends the 2006 Act)
<b>Accountable Officer</b>	<p>an individual, as defined under paragraph 12 of Schedule 1A of the 2006 Act (as inserted by Schedule 2 of the 2012 Act), appointed by the NHS Commissioning Board, with responsibility for ensuring the Group:</p> <ul style="list-style-type: none"> <li>• complies with its obligations under: <ul style="list-style-type: none"> <li>○ sections 14Q and 14R of the 2006 Act (as inserted by section 26 of the 2012 Act),</li> <li>○ sections 223H to 223J of the 2006 Act (as inserted by section 27 of the 2012 Act),</li> <li>○ paragraphs 17 to 19 of Schedule 1A of the NHS Act 2006 (as inserted by Schedule 2 of the 2012 Act), and</li> <li>○ any other provision of the 2006 Act (as amended by the 2012 Act) specified in a document published by the Board for that purpose;</li> </ul> </li> <li>• exercises its functions in a way which provides good value for money.</li> </ul>
<b>Area</b>	the geographical area that the Group has responsibility for, as defined in Chapter 2 of this Constitution
<b>CCG Regulations</b>	The National Health Service (Clinical Commissioning Groups) Regulations 2012
<b>Chair of the Governing Body</b>	the individual appointed by the Group to act as chair of the Governing Body
<b>Chief Finance Officer</b>	the qualified accountant employed by the Group with responsibility for financial strategy, financial management and financial governance
<b>Chief Officer</b>	The Group's most senior manager, being the Accountable Officer
<b>Clinical commissioning Group</b>	a body corporate established by the NHS Commissioning Board in accordance with Chapter A2 of Part 2 of the 2006 Act (as inserted by section 10 of the 2012 Act)
<b>Clinical Leader</b>	the individual recognised by the Group as the leading clinician who represents the clinical voice of its Members, being the Chair of the Governing Body.
<b>Committee</b>	<p>a committee or sub-committee created and appointed by:</p> <ul style="list-style-type: none"> <li>• the membership of the Group</li> <li>• a committee / sub-committee created by a committee created / appointed by the membership of the Group</li> </ul> <p>a committee / sub-committee created / appointed by the Governing Body</p>
<b>Financial year</b>	this usually runs from 1 April to 31 March, but under paragraph 17 of Schedule 1A of the 2006 Act (inserted by Schedule 2 of the 2012 Act), it can for the purposes of audit and accounts run from when a clinical commissioning group is established until the following 31 March
<b>Group</b>	NHS Havering Clinical Commissioning Group, whose Constitution this is

<b>Governing Body</b>	<p>the body appointed under section 14L of the NHS Act 2006 (as inserted by section 25 of the 2012 Act), with the main function of ensuring that a clinical commissioning group has made appropriate arrangements for ensuring that it complies with:</p> <ul style="list-style-type: none"> <li>• its obligations under section 14Q under the NHS Act 2006 (as inserted by section 26 of the 2012 Act), and</li> <li>• such generally accepted principles of good governance as are relevant to it.</li> </ul>
<b>Governing Body member</b>	any member appointed to the Governing Body of the Group
<b>Lay member</b>	<p>a lay member of the Governing Body, appointed by the Group. A lay member is an individual who is not a member of the Group or a healthcare professional (i.e. an individual who is a member of a profession regulated by a body mentioned in section 25(3) of the National Health Service Reform and Health Care Professions Act 2002) or as otherwise defined in regulations</p>
<b>LMC</b>	Local Medical Council
<b>Member</b>	a provider of primary medical services to a registered patient list, who is a members of this Group (see tables in Chapter 3 and Appendix B)
<b>NHS Commissioning Board</b>	The statutory body established under section 1H of the 2006 Act and also known as NHS England
<b>Practice Representatives</b>	an individual appointed by a practice (who is a member of the Group) to act on its behalf in the dealings between it and the Group, under regulations made under section 89 or 94 of the 2006 Act (as amended by section 28 of the 2012 Act) or directions under section 98A of the 2006 Act (as inserted by section 49 of the 2012 Act)
<b>Registers of interests</b>	<p>registers a Group is required to maintain and make publicly available under section 14O of the 2006 Act (as inserted by section 25 of the 2012 Act), of the interests of:</p> <ul style="list-style-type: none"> <li>• the members of the Group;</li> <li>• the members of its Governing Body;</li> <li>• the members of its committees or sub-committees and committees or sub-committees of its Governing Body; and</li> <li>• its employees.</li> </ul>

## APPENDIX B – LIST OF MEMBER PRACTICES

Practice name	Address
Dr Pervez	<b>219 High Street, Hornchurch</b>
Haiderian Medical Centre	181 Corbets Tey Road Upminster RM14 2YN
Dr. Dahs & Humberstone	143 Ingrebourne Gardens, Cranham RM14 1BJ
Gubbins Lane Surgery	106 Ardleigh Green Road, Harold Wood, RM3 0DR.
Maylands Healthcare	300 Upper Rainham Road, Hornchurch RM12 4EQ
North Street Medical Centre	274 North Street, Romford, RM1 4QJ
Petersfield Surgery	70 Petersfield Avenue, Harold Hill, RM3 9PD.
Mawney Medical Centre	7 St. Edwards Wauy, Romford, RM1 3DQ.
Western Road Medical Centre	99 Western Road Romford, RM1 3DH
Harold Hill Health Centre	Gooshays Drive, Harold Hill, RM3 3HR
Bay Tree Medical Centre	36-38 Collier Row Lane, Romford, RM5 3BJ.
The New Medical Centre	264 Brentwood Road Romford RM2 5SU
Rosewood Medical Centre	30 Astra Close Elm Park Hornchurch, RM12 5NJ
Wood Lane Surgery	39 Wood Lane, Hornchurch, RM12 5HX
Lynwood Medical Centre	4 Lynwood Drive, Collier Row, RM5 3QL
Rush Green Medical Centre	261 Dagenham Road, Romford, RM7 0XR
The Surgery	9 Glanville Drive, Hornchurch, RM11 9SZ
Rush Green Medical Centre	261 Dagenham Road, Romford, RM7 0XR.
Dr. R.S. Chowdhury	6 Oak Road, Harold Wood, RM3 0PT.
Chadwell Heath Health Centre	Ashton Gardens, Chadwell Heath, RM6 6RT.
Dr. S.S. Baig	226 St. Mary's Lane, Upminster, RM14 3DH
Dr. A. Tran	58b Billet Lane, Hornchurch, RM11 1XA

Dr. A. Jawad	382 Upminster Road North, Rainham, RM13 9RZ
Dr. P.M. Patel	24 Suttons Avenue, Hornchurch, RM12 4LF
Dr. N.K. Gupta	206 Mawney Road, Romford, RM7 8BU
South Hornchurch Health Centre	106 Southend Road, Rainham, RM13 7XR
Dr. K. Subramanian	1 Harlow Road, Rainham, RM13 7UP
The Surgery	126b Upminster Road, Hornchurch, RM12 6PR.
Rainham Health Centre	Upminster Road South, Rainham, RM13 9AB.
Chase Cross Medical Centre	13-15 Chase Cross Road, Collier Row, RM5 3PJ
The Modern Medical Centre	195 Rush Green Road, Romford, RM7 0PX
Dr. P. Joseph	42 Chase Cross Road, Collier Row,
The Surgery	40 Station Lane, Hornchurch, RM12 6LU
Dr. P. Chopra	75 Sunnyside Gardens, Upminster, RM14 2YN
Dr. S.S. Uberoy	30 Dorian Road, Hornchurch, RM12 4AN.
Ingrebourne Medical Centre	135 Straight Road, Harold Hill, RM3 0PT
Berwick Surgery	17 Berwick Road, Rainham, RM13 9QU.
Cosyhaven	Cecil Avenue, Hornchurch, RM11 2LY.
Dr. C.T.C. Marks	107 Brentwood Road, Romford, RM1 2SB
Dr. M. Rahman	482 South End Road, Hornchurch, RM12 5PA
Harold Hill Health Centre	Gooshays Drive, Harold Hill, RM3 9SU
Dr. J. Prasad	137 Straight Road, Harold Hill, RM3 7JJ
Cranham Health	108 Avon Road, Cranham, RM14 2RG
Billet Lane Surgery	58b Billet Lane, Hornchurch, RM11 1XA
Chadwell Heath Health Centre	Ashton Gardens, Chadwell Heath, RM6 6RT.
Rainham Health Centre	Upminster Road South, Rainham, RM13 9AB

Robins Surgery

Harold Hill Health Centre, Gooshays Drive,  
RM3 9SU

Hurley Group

Harold Wood Polyclinic, Gubbins Lane,  
Harold Wood, RM3 0FE

## APPENDIX C – STANDING ORDERS

### 1. STATUTORY FRAMEWORK AND STATUS

#### 1.1. Introduction

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

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

- a) the arrangements for conducting the business of the Group;
- b) the appointment to Governing Body roles;
- c) the procedure to be followed at meetings of the Group, the Governing Body and any committees or sub-committees of the Group or the Governing Body;
- d) the process to delegate powers; and
- e) the declaration of interests and standards of conduct.

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

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

1.1.4. In these Standing Orders:

- a) "attendance" includes physical attendance or, subject to the Chair's agreement, participation by telephone or internet link provided that the link is audible and substantially free of interference.
- b) "clear days' notice" excludes the days on which the period begins and ends
- c) "clear working days" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and

Financial Dealings Act 1971 and excludes the days on which the period begins and ends

- d) "General Meeting" is any meeting of the Members' Committee except an Annual General Meeting,
- e) "the Group's Area" is the Group's Area as defined by its Constitution
- f) "written notice" shall include notice by e mail where notice of receipt is received.
- g) "Ordinary Resolution" means a resolution passed by a simple majority present and voting except where otherwise stated
- h) "Special Resolution" means a resolution passed by a majority of not less than 60% majority present and voting except where otherwise stated

1.1.5. Where a Standing Order requires a resolution of the Governing Body or the Members' Committee but does not specify what kind of resolution is required, what is required is an ordinary resolution unless the Standing Orders require a higher majority (or unanimity).

1.1.6. A resolution of the Governing Body or the Members' Committee must be passed at a meeting of its members.

## **1.2. Schedule of matters reserved to the Clinical Commissioning Group and the scheme of reservation and delegation**

1.2.1. The 2006 Act (as amended by the 2012 Act) provides the Group with powers to delegate the Group's functions and those of the Governing Body to certain bodies (such as committees) and certain persons. The Group has decided that certain decisions may only be exercised by the Group in formal session. These decisions and also those delegated are contained in the Group's scheme of reservation and delegation (see Appendix D).

1.2.2. Any of the following matters require the agreement of the Members' Committee by a Special Resolution (and which to the extent constitute a change to the Constitution will require the consent of the National Commissioning Board) and no action can be taken by the Governing Body (except the calling of a general meeting at which such a resolution might be discussed) without its agreement:

- a) Make recommendations to the NHS Commissioning Board for changes to the Constitution of the Group;
- b) Amend these Standing Orders and/or the Scheme of Delegation(which for the avoidance of doubt are part of the Constitution) ;
- c) Change the nature of the business of the Group or do anything inconsistent with the mission, values and aims of the Group;
- d) Use any other name than that specified in Clause 1.1 of the Constitution in relation to the activities of the Group;

- e) Merge, amalgamate or federate the Group with any other clinical commissioning Group;
- f) Seek to remove any Member;
- g) Reorganise the boundaries of or change the organisational structure of the Group.

1.2.3. These decisions and also those delegated are contained in the Group's scheme of reservation and delegation (see Appendix D).

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

### **2.1. Composition of membership**

2.1.1. Chapter 3 and Appendix B of the Group's Constitution provide details of the membership of the Group.

2.1.2. Chapter 6 of the Group's Constitution provides details of the governing structure used in the Group's decision-making processes, whilst Chapter 7 of the Constitution outlines certain key roles and responsibilities within the Group and its Governing Body, including the role of practice representatives.

### **2.2. Key Roles**

2.2.1. Chapter 6 of the Group's Constitution sets out the composition of the Group's Governing Body whilst Chapter 7 of the Group's Constitution identifies certain key roles and responsibilities within the Group and its Governing Body. These Standing Orders set out how the Group appoints individuals to these key roles.

### **2.3. Practice Representatives**

Members shall appoint Practice Representatives in accordance with Clause 3.3 of the Constitution.

Each Member authorises their Practice Representative on the Members' Committee to:

- receive notice of, attend and vote at any meetings of the Members' Committee, or sign any written resolution on behalf of that Member;
- appoint a proxy, complete and return proxy cards, consent to short notice and consent to any other documents required to be signed by the Member;
- deal with and give directions as to documents, notices or other communications (in whatever form) arising by right of or received in connection with the Member's membership of the Group.

- to be an active link between the practice and the Group in discharging the Group's functions. The Practice Representative should ensure the practice has a sound understanding of commissioning issues.
- ensure that their practice supports the Group in meeting its statutory responsibilities and work with the Governing Body in this regard.

The Group (including the Governing Body) shall be entitled to treat any Practice Representative as having the continuing authority given to him under Clause 3.3 of the Constitution until it is notified of the removal of that Practice Representative in writing by the Member to the Governing Body (or an individual nominated by Governing Body) and any provision of this Constitution that requires delivery or notification to a Member shall be deemed to have been satisfied if delivery or notification is made to or served on the Practice Representative.

#### **2.4. Appointment of members of the Governing Body**

Members of the Governing Body shall be appointed in accordance with these Standing Orders save that the initial members of the Governing Body shall be as follows for their respective initial terms of office:

<b>Position</b>	<b>Member's name</b>
a) The Chair .....	Dr Atul Aggarwal
b) Clinical Director.....	Dr Jitendra Kakad
c) Clinical Director.....	Dr Maurice Sanomi
d) Clinical Director.....	Dr Alex Tran
e) Clinical Director.....	Dr Gurdev Saini
f) Clinical Director.....	Dr Muhammad Rahman
g) Clinical Director.....	Dr Ashok Deshpande
h) Accountable officer .....	Conor Burke
i) Chief Finance Officer .....	Martin Sheldon
j) Lay member.....	Kash Pandya
k) Lay member.....	Richard Coleman
l) Secondary care specialist ...	Dr Mohammad Vandal
m) Independent nurse.....	Jacqui Himbury

- n) Chief Operating Officer                      Alan Steward
- o) (non-voting) Director of Public Health      Mary Black
- p) (non-voting) Director of Adult Social Care      Joy Hollister

## 2.5. Clinical Directors

Clinical Directors are subject to the following eligibility and appointment process:

a) **Eligibility** – A Clinical Director:

shall be a GP partner of a Member or GP employee of a Member, who has been working for a minimum of 12 months;

b) **Nominations and Appointment process** – the following process shall be undertaken should a vacancy arise

- i) The role description shall be advertised to GP partners and employees of all Members, who have been working with or for a Member for a minimum of 12 months
- ii) Any eligible individual may nominate him- or herself.
- iii) Any nominee shall submit an application form to an assessment panel. The assessment panel shall not include any person who is an employee of the Group or a member of the Governing Body of the Group. The membership of the assessment board shall be approved by the Governing Body of the Group as competent to fulfil the function required of it.
- iv) The assessment panel shall assess each nominee's application and interview each nominee and make recommendations to the Group on the nominees' suitability.
- v) Following the conclusion of the assessment process, the Members' Committee shall:
  - If there is only one recommended nominee for each position, vote by a simple majority to approve or reject the recommendation;
  - If there is more than one recommended nominee for each position, vote to appoint one of them. The nominee with the largest number of votes shall be appointed unless all the nominees are rejected.

- c) If the post cannot be filled from among the eligible pool of GPs the Governing Body may extend the advertisement of the post to other local practicing primary care clinicians and follow the process described in b i) – b v) above.
- d) **Term of office** – 3 years.
- e) **Eligibility for reappointment** – still meets the requirements set out at Standing Order 2.5 a.
- f) **Ineligibility and grounds for removal from office** –
  - i) the Members' Committee passes a Special Resolution for the removal of the Clinical Director.
  - ii) the Clinical Director is disqualified from membership of a CCG Governing Body under the CCG Regulations.
- g) **Notice period** – 3 months if notice is given by the Clinical Director but immediately if the Clinical Director is removed from office in accordance with paragraph f) above.

## 2.6. Chair of the Governing Body

The Chair is subject to the following eligibility and appointment process:

- a) **Eligibility** – the following persons shall be eligible to be the Chair: any of the Clinical Directors who the Governing Body considers have received a satisfactory report from the national assessment centre of their competency for the role;
- b) **Appointment process** – where more than one Clinical Director is eligible to be appointed as the Chair of the Governing Body, each Clinical Director shall vote for the Clinical Director who they consider is the most competent to chair the Governing Body (but a Clinical Director shall not be able to vote for himself/herself). The Clinical Director receiving the majority of votes cast, on a simple majority basis shall be appointed the Chair of the Governing Body. In the event of a tied vote, the Clinical Directors sharing the tied vote shall draw lots to determine which one of them will be the Chair.
- c) **Term of office** – 3 years;
- d) **Eligibility for reappointment** – remains a member of the Governing Body;
- e) **Ineligibility and grounds for removal from office** – the Chair is no longer a Clinical Director or is disqualified from membership of a clinical commissioning group Governing Body under the CCG Regulations.
- f) **Notice period** – 3 months if notice is given by the Chair but immediately if the Chair is removed from office in accordance with paragraph e) above.

## 2.7. Deputy Chair

The Deputy Chair is subject to the following eligibility and appointment process:

- a) **Nominations** – any eligible member of the Governing Body may nominate him- or herself
- b) **Eligibility** – the Deputy Chair shall be a member of the Governing Body and must be a lay person.
- c) **Appointment process** – Majority vote of the Governing Body.
- d) **Term of office** – annual renewal.
- e) **Eligibility for reappointment** – remains a member of the Governing Body.
- f) **Ineligibility and grounds for removal from office** – the Deputy Chair is no longer a member of the Governing Body or no longer meets the eligibility criteria.
- g) **Notice period** –3 months where notice is given by the Deputy Chair or immediately if the Deputy Chair is no longer a member of the Governing Body or no longer meets the eligibility criteria at b) above.

## 2.8. Accountable Officer

The Accountable Officer is subject to the following eligibility and appointment process:

- a) **Eligibility** – the following persons shall be eligible to be the Accountable Officer: any person who the Governing Body considers has received a satisfactory report from the national assessment centre of their competency for the role.
- b) **Appointment process** – the following process shall be undertaken should a vacancy arise
  - i) The post will be advertised in accordance with good employment practice.
  - ii) Any applicant shall submit an application form to an externally appointed assessment board. The membership of the assessment board shall be approved by the Governing Body as competent to fulfil the function required of it.
  - iii) The assessment board shall assess the application of each applicant and interview each applicant and make recommendations to the Governing Body on the applicant's suitability
  - iv) The Governing Body shall:
    - If there is only one recommended applicant to fill the post, vote by a simple majority to agree to nominate or reject the recommended applicant;

- If there is more than one recommended applicant, vote to nominate one of them. The applicant with the largest number of votes shall be nominated for the office unless all the applicants are rejected.
- v) The Governing Body shall recommend to the NHS National Commissioning Board that it should appoint its nominated candidate.
  - c) **Term of office** – the Accountable Officer’s term of office shall be stated in his or her contract of employment or (if not an employee) terms of appointment.
  - d) **Eligibility for reappointment** – not applicable.
  - e) **Ineligibility and grounds for removal from office** –the Accountable Officer is an individual who is disqualified from membership of a clinical commissioning group Governing Body under the CCG Regulations and / or in accordance with his or her contract of employment.
  - f) **Notice period** – immediately if the Accountable Officer is disqualified from membership of a clinical commissioning group Governing Body under the CCG Regulations but otherwise the Chief Officer’s notice period shall be in accordance with his or her contract of employment (if any) and / or statutory employment rights (if any) or (if not an employee) terms of appointment.

**2.9. Chief Finance Officer** – appointment to be made by the Governing Body in accordance with law, guidance and good employment practice.

**2.10. Lay Members**

Lay Members are subject to the following eligibility and appointment process:

- a) **Eligibility** – Lay members shall meet the requirements set out in the role function and specification that the Governing Body shall approve.
- b) **Appointment process** – when the role becomes vacant a job description and person specification will be advertised widely followed by testing and an interview. The interview panel shall include at least the Chair of the Governing Body, the Chair of the Governing Body of a neighbouring clinical commissioning Group and a member of the NHS Commissioning Board or a nominee with the appropriate expertise.
- c) **Term of office** – the office holders will be appointed to the office for a period of up to 3 years
- d) **Eligibility for reappointment** – the criteria referred to at paragraph a) above are still applicable, subject to serving a maximum term of office of 6 years
- e) **Ineligibility and grounds for removal from office** –
  - i) the lay member is an individual who is excluded from being a lay member or is otherwise disqualified from membership of a CCG Governing Body under the CCG Regulations; or

- ii) the Governing Body passes a Special Resolution for the removal of the Lay Member.
- f) **Notice period** – 3 months if notice is given by the Lay Member but immediately if the lay member is removed from office in accordance with paragraph e) above.

## 2.11. Secondary Care Specialist

The secondary care specialist is subject to the following eligibility and appointment process:

- a) **Eligibility** – The secondary care specialist
  - i) is a secondary care specialist within the meaning of the CCG Regulations and does not fall within regulation 12(1) of the CCG Regulations and
  - ii) shall meet the requirements of the role function and specification that the Governing Body shall approve.
- b) **Appointment process** – when the role becomes vacant a job description and person specification will be advertised widely followed by short-listing, testing and an interview. The interview panel shall include at least the Chair of the Governing Body, the Chair of the Governing Body of a neighbouring clinical commissioning Group and a member of the NHS Commissioning Board or a nominee with the appropriate expertise.
- c) **Term of office** – the secondary care specialist will be appointed to the office for a period of up to 3 years
- d) **Eligibility for reappointment** – the criteria referred to at paragraph a) above are still applicable, subject to serving a maximum term of office of 9 years in aggregate.
- e) **Ineligibility and grounds for removal from office** –
  - i) the secondary care specialist is an individual who is excluded from being a secondary care specialist or is otherwise disqualified from membership of a CCG Governing Body under the CCG Regulations; or
  - ii) the Governing Body passes a special resolution for the removal from office of the secondary care specialist.
- f) **Notice period** – 3 months if notice is given by the secondary care specialist but immediately if the secondary care consultant is removed from office in accordance with paragraph e) above.

## 2.12. Independent Nurse

The independent nurse subject to the following eligibility and appointment process:

- a) **Eligibility** – The independent nurse
  - i) is a registered nurse who does not fall within regulation 12(1) of the CCG Regulations, and
  - ii) shall meet the requirements of the role function and specification that the Governing Body shall approve.
- b) **Appointment process** – when the role becomes vacant a job description and person specification will be advertised widely followed by short-listing, testing and an interview. The interview panel shall include at least the Chair of the Governing Body, the Chair of the Governing Body of a neighbouring clinical commissioning Group and a member of the NHS Commissioning Board or a nominee with the appropriate expertise.
- c) **Term of office** – the independent nurse’s term of office shall be stated in his or her contract of employment or (if not an employee) terms of appointment.
- d) **Eligibility for reappointment** – not applicable.
- e) **Ineligibility and grounds for removal from office** –the independent Nurse is an individual who is disqualified from membership of a clinical commissioning group Governing Body under the CCG Regulations and / or in accordance with his or her contract of employment.
- f) **Notice period** – immediately if the independent nurse is disqualified from membership of a clinical commissioning group Governing Body under the CCG Regulations but otherwise the independent nurse’s notice period shall be in accordance with his or her contract of employment (if any) and / or statutory employment rights (if any) or (if not an employee) terms of appointment.

**2.13. Chief Operating Officer** (voting member) – appointment to be made by the Governing Body in accordance with good employment practice.

**2.14. Director of Public Health** (non-voting member) – appointment to be made by the Governing Body.

**2.15. Director of Adult Social Care** (non-voting member) – appointment to be made by the Governing Body.

**2.16. Joint appointments.**

2.16.1. Where more than one person is appointed jointly to a post on the Governing Body, those persons shall count for the purpose of the Constitution and these Standing Orders as one person.

2.16.2. Where the office of a member of the Governing Body is shared jointly by more than one person:

- a) Either or both of those persons may attend or take part in meetings of the Governing Body;

- b) If both are present at a meeting they should cast one vote if they agree;
- c) In the case of disagreements no vote should be cast; and
- d) The presence of either or both of those persons should count as the presence of one person for the purposes of Standing Order 4.3 Quorum.

### **3. MEETINGS OF THE MEMBERS' COMMITTEE**

#### **3.1. Calling and Notice of General Meetings**

- 3.1.1. In addition to the Annual General Meeting of the Members' Committee(referred to at 3.9 below), the Members' Committee shall hold a General Meeting not less than once a year at such times and places as the Members' Committee may determine.
- 3.1.2. The Governing Body or Practice Representatives together holding not less than 20% of the nominated voting rights allocated to the Practice Representatives may call a General Meeting at any time.
- 3.1.3. Every notice calling a General Meeting must specify the location, date and time of the meeting and the general nature of the business to be transacted. Every such notice must also contain any resolution which is proposed to be passed. A Practice Representative wanting a proposed resolution or item for discussion or placed on the agenda shall have such resolution or item placed on the agenda except where at the Chair's discretion to do so would be unreasonable. For the avoidance of doubt the Governing Body may call a General Meeting to discuss and make proposals on those decisions/duties which are reserved to the Members' Committee. The location must be publicly accessible premises within the Group's Area.
- 3.1.4. The Governing Body or the Practice Representatives who call a General Meeting must give at least 21 clear days' written notice of the meeting to all Practice Representatives and all members of the Governing Body.
- 3.1.5. The Chair may call an emergency General meeting at his or her discretion. The process set out above at 3.1.3 to 3.1.4 shall apply to such an emergency General meeting save for the time period specified therein.

#### **3.2. Agenda and papers for General Meetings**

- 3.2.1. The Chair shall arrange for the agenda and papers to be prepared for a General meeting.
- 3.2.2. The agenda and any papers for a General Meeting must be circulated at least 5 clear days prior to the General Meeting to each Practice Representative and each member of the Governing Body.
- 3.2.3. Any papers relating to items that are to be discussed in private at a General Meeting shall not be made public.

#### **3.3. Attendance and Speaking at General Meetings**

- 3.3.1. A General Meeting shall be held in private except where the Members' Committee decides that it would be in the public interest to permit members of the public to attend all or part of it. The Chair may also exclude any member of the public from a General Meeting if they are interfering with or preventing its proper conduct.
- 3.3.2. The Chair may make whatever arrangements he or she considers appropriate to enable those attending a General Meeting to listen and contribute including to exercise their rights to speak or vote.
- 3.3.3. Each Practice Representative, each partner and each salaried GP of a Member and each member of the Governing Body may speak at a General Meeting.
- 3.3.4. Other attendees may ask questions by invitation of the Chair.
- 3.3.5. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting, agenda or papers by, any person entitled to receive notice shall not invalidate proceedings at that meeting.

### **3.4. Quorum**

- 3.4.1. No business other than the appointment of the Chair of the meeting is to be transacted at a General Meeting if the persons attending do not constitute a quorum.
- 3.4.2. For a General Meeting to be quorate, more than half of the nominated voting rights of the Practice Representatives (or their proxies) must be in attendance at a General Meeting.

### **3.5. Chairing of General Meetings**

- 3.5.1. The Chair of the Governing Body shall Chair General Meetings if present. If not present the Deputy Chair shall Chair the General Meeting if present.
- 3.5.2. If the Chair and Deputy Chair are not present or are not present within 10 minutes of the time at which a General Meeting was due to start the Practice Representatives present at the meeting shall on a majority vote appoint one of themselves to Chair the meeting.
- 3.5.3. If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.
- 3.5.4. The Chair of a quorate General Meeting may adjourn it if:
  - a) the meeting consents to an adjournment, or
  - b) it appears to the Chair of the meeting that an adjournment is necessary to ensure that the business of the meeting is conducted in an orderly manner.
- 3.5.5. The Chair of a General Meeting must adjourn it if directed to do so by Practice Representatives holding a simple majority of the nominated voting rights allocated to the Practice Representatives present at the meeting.

- 3.5.6. When adjourning a General Meeting, the Chair of the meeting must:
- a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Governing Body; and
  - b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 3.5.7. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Chair must give at least 14 clear days' notice of it:
- a) to the same persons to whom notice of a General Meeting is required to be given, and
  - b) containing the same information which such notice is required to contain.
- 3.5.8. At an adjourned General Meeting only that business that formed the business to be transacted at the original meeting can be transacted.

### **3.6. Decision Making at General Meetings**

- 3.6.1. Matters for decision at a general meeting shall be decided by ordinary resolution unless these standing orders provide otherwise.
- 3.6.2. Each Practice Representative shall have one vote for each thousand patients (rounded up or down to the nearest thousand) registered with the Practice Representative's Member.
- 3.6.3. A Practice Representative may cast his or her votes as a block or separately but when doing so should reflect the wishes of the Member who appointed him or her.
- 3.6.4. Only the Practice Representatives (or their proxies) shall be eligible to vote at a General Meeting save that in the case of an equality of votes, the Chair of the meeting shall be entitled to a casting vote.
- 3.6.5. The decision of the Chair of the meeting on questions of order, relevancy and regularity and their interpretation of the Constitution, standing orders, scheme of reservation and delegation and prime financial policies at the meeting, shall be final.

### **3.7. Errors and disputes**

- 3.7.1. No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 3.7.2. Any such objection must be referred to the Chair of the meeting whose decision is final.

### **3.8. Content of proxy notices**

- 3.8.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- a) states the name and address of the Practice Representative appointing the proxy;
- b) identifies the person appointed to be that Practice Representative's proxy and the General Meeting in relation to which that person is appointed;
- c) is signed by or on behalf of the Practice Representative appointing the proxy, or is authenticated by the relevant Member; and
- d) is delivered to the Governing Body in accordance with the Constitution and any instructions contained in the notice of the General Meeting to which they relate.

3.8.2. The Governing Body may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

3.8.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

3.8.4. Unless a proxy notice indicates otherwise, it must be treated as

- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

3.8.5. An appointment under a proxy notice may be revoked by delivering to the Governing Body a notice in writing given by or on behalf of the Practice Representative by whom or on whose behalf the proxy notice was given.

3.8.6. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

3.8.7. If a proxy notice is not executed by the Practice Representative appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the relevant Member's behalf.

### **3.9. Annual General Meeting**

3.9.1. The Members' Committee shall hold an Annual General Meeting (AGM) of the Group:

- a) once in each financial year provided that not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next;
- b) on a Business Day; and
- c) at such a time and place as the Governing Body shall determine no later than September 30th of any year and in publicly accessible premises within the Group's Area.

3.9.2. Minutes of the Annual General meeting will be a matter of public record

- 3.9.3. The matters to be discussed at the AGM shall be set out in the notice, and shall include the consideration and, if thought fit, approval of:
- a) the Group accounts;
  - b) the Group Annual Report;
  - c) the Group Report on Public Involvement;
  - d) the Group Annual Plan;
  - e) the appointment of an external auditor;
  - f) the transaction of any other business included in the notice convening the meeting;
  - g) the appointment or approval of appointment of members to the Governing Body, where applicable.
- 3.9.4. The AGM shall be open to the public
- 3.9.5. Notice of the AGM will be published at least 28 clear days prior to the meeting.
- 3.9.6. On the calling of an Annual General Meeting the Chair shall forthwith arrange to give notice of it:
- a) at the offices of the Group and on the Group's website.and.
  - b) to the following local bodies directly via an appropriate mechanism: the Group's auditor, the local Health watch for the Group's Area and the Chair of the Health & Wellbeing Board.
- 3.9.7. Standing Orders 3.3 to 3.8 will apply to an Annual General Meeting.

### **3.10. Minutes**

- 3.10.1. The minutes of the proceedings of a General Meeting or Annual General meeting shall be drawn up and submitted for agreement at the next meeting where they shall be signed by the person presiding at it as a true record.
- 3.10.2. No discussion shall take place upon the minutes except upon their accuracy or where the person presiding at the meeting considers discussion appropriate.

## **4. MEETINGS OF THE GOVERNING BODY AND ITS COMMITTEES AND SUB-COMMITTEES**

### **4.1. Calling and Notice of Governing Body Meetings**

- 4.1.1. The Governing Body shall meet not less than 1 time a year at such times and places as the Governing Body may determine.

- 4.1.2. In addition to the meeting (s) referred to above at 4.1.1 the Chair may call a meeting of the Governing Body at any time.
- 4.1.3. One-third or more members of the Governing Body may requisition a meeting in writing. If the Chair refuses, or fails, to call a meeting within seven days of a requisition being presented, the members signing the requisition may forthwith call a meeting.
- 4.1.4. Written notice of a meeting of the Governing Body must be given to each member of the Governing Body and each Practice Representative at least 21 clear days before the meeting. The notice shall specify the date, time and venue of the meeting and it shall be published at the same time on the Group's website.
- 4.1.5. The accidental omission to give notice of a meeting of the Governing Body to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings of that meeting.
- 4.1.6. **Agenda and Papers for Governing Body Meetings**
- 4.1.7. The Chair and the Accountable Officer shall agree the agenda for a meeting of the Governing Body.
- 4.1.8. The agenda and any papers for a meeting of the Governing Body must be circulated to each member of the Governing Body at least 5 clear working days prior to the meeting. At the same time the agenda must be circulated to each Practice Representative and the agenda and papers must be published on the Group's website.
- 4.1.9. Any papers relating to items that are to be discussed in private by the Governing Body shall not be made public.

## **4.2. Attendance and Speaking at Governing Body Meetings**

- 4.2.1. The Governing Body shall meet in public except where it decides that it would not be in the public interest to permit members of the public to attend all or part of the meeting. The Chair may also exclude any member of the public from a meeting if they are interfering with or preventing its proper conduct.
- 4.2.2. The Chair may make whatever arrangements he or she considers appropriate to enable those attending a meeting of the Governing Body to listen and contribute including to exercise their rights to speak or vote.
- 4.2.3. If the Chair permits, members of the public and Practice Representatives will be allowed to ask questions at Governing Body meetings but will not be allowed to contribute to the discussion unless expressly invited to do so by the Chair.
- 4.2.4. The Governing Body may co-opt such other person(s) to attend all or any of its meetings, or part(s) of a meeting, in order to assist in its decision making and in its discharge of its functions as it sees fit. Any such person may speak and participate in debate but may not vote.

## **4.3. Quorum of Governing Body Meetings**

- 4.3.1. The quorum of the Governing Body shall be 8 of its members of whom (subject to Standing Order 4.4.2) one is the Chair or Deputy Chair, another is the Accountable Officer or the Chief Finance Officer, and at least 3 others are Clinical Directors.

#### **4.4. Chairing of Governing Body Meetings**

- 4.4.1. At any meeting of Governing Body the Chair if present, shall preside. If the Chair is absent from the meeting, the Deputy Chair, if any and if present, shall preside.
- 4.4.2. If the Chair withdraws from a meeting temporarily on the grounds of a declared conflict of interest, then the Deputy Chair, if present, shall preside. If both the Chair and Deputy Chair withdraw from a meeting or are absent, then a member of the Governing Body, shall be chosen by the members present, or by a majority of them, and shall preside for so long as the Chair and/or Deputy Chair have withdrawn from the meeting.
- 4.4.3. The decision of the Chair of the meeting 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.

#### **4.5. Decision Making at Governing Body Meetings**

- 4.5.1. The Governing Body shall normally look to make decisions by consensus.
- 4.5.2. If the need for a vote arises the following rules shall apply:
- a) If the numbers of votes of those attending for or against a proposal are equal, the Chair of the Governing Body or other person chairing the meeting has a casting vote.
  - b) Any decision of the Governing Body must be decided by an ordinary resolution of those present and eligible to vote unless these Standing Orders otherwise prescribe that a special resolution is required.
  - c) Should a vote be taken the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

#### **4.6. Notice of Motions**

- 4.6.1. Subject to the provision of Standing Orders 4.7.2 'Motions: Procedure at and during a meeting' and 4.7.3 'Motions to Rescind a Resolution', a member of the Governing Body wishing to move a motion shall send a written notice to the Chair.
- 4.6.2. The notice shall be delivered at least 14 clear days before the meeting. The Chair shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

#### **4.7. Emergency Motions**

4.7.1. Subject to the agreement of the Chair, and subject also to the provision of Standing Order 4.7.2 'Motions: Procedure at and during a meeting', a member of the Governing Body may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Governing Body at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

4.7.2. **Motions: Procedure at and during a meeting**

a) Who may propose

A motion may be proposed by the Chair of the meeting or any member present. It must also be seconded by another member.

b) Contents of motions

The Chair may exclude from the debate at his discretion any such motion of which notice was not given on the notice summoning the meeting other than a motion relating to:

- i) the reception of a report;
- ii) consideration of any item of business before the Governing Body;
- iii) the accuracy of minutes;
- iv) that the Governing Body proceed to next business;
- v) that the Governing Body adjourn; or
- vi) that the question be now put.

c) Amendments to motions

- i) A motion for amendment shall not be discussed unless it has been proposed and seconded.
- ii) Amendments to motions shall be moved relevant to the motion, and shall not have the effect of negating the motion before the Governing Body.
- iii) If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.

d) Rights of reply to motions

- i) Amendments

The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.

ii) Substantive/original motion

The member who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

e) Withdrawing a motion

A motion, or an amendment to a motion, may be withdrawn.

f) Motions once under debate

i) When a motion is under debate, no motion may be moved other than:

- an amendment to the motion;
- the adjournment of the discussion, or the meeting;
- that the meeting proceed to the next business;
- that the question should be now put;
- the appointment of an 'ad hoc' committee to deal with a specific item of business;
- that a member be not further heard; and/or
- a motion resolving to exclude the public, including the press (see Standing Order 4.2).

ii) In those cases where the motion is either that the meeting proceeds to the 'next business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a member of the Governing Body who has not taken part in the debate and who is eligible to vote.

iii) If a motion to proceed to the next business or that the question be now put, is carried, the Chair should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

#### 4.7.3. **Motion to Rescind a Resolution**

- a) Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the member who gives it and also the signature of three other members, and before considering any such motion of which notice shall have been given, the Governing Body may refer the matter to any

appropriate Committee or the Chair or the Accountable Officer for recommendation.

- b) When any such motion has been dealt with by the Governing Body it shall not be competent for any member other than the Chair to propose a motion to the same effect within six months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Accountable Officer.

#### **4.8. Minutes**

- 4.8.1. The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next meeting where they shall be signed by the person presiding at it as a true record.
- 4.8.2. No discussion shall take place upon the minutes except upon their accuracy or where the person presiding at the meeting considers discussion appropriate.

#### **4.9. Petitions**

- 4.9.1. Where a petition has been received by the Group at least 14 clear days before a meeting, the Chair of the Governing Body shall include the petition as an item for the agenda of the next meeting of the Governing Body.

#### **4.10. Committees and Sub-Committees of the Governing Body**

- 4.10.1. The Governing Body may arrange for any of its functions to be exercised on its behalf by any member of the Governing Body, any member of the Group who is an individual and not a member of the Governing Body, any employee or any committee or sub-committee of the Governing Body as it thinks fit, but the terms of any such delegation are set out in the Scheme of Delegation which are publically available; or by a specific instruction recorded in the minutes of a Governing Body meeting.
- 4.10.2. At any meeting of a committee or sub-committee of the Governing Body, the Chair of the relevant committee or sub-committee, if any and if present, shall preside. Any such committee shall have terms of reference and have at least one member of the Governing Body in attendance to be quorate. If the Chair is absent from the meeting, the deputy Chair, if any and if present, shall preside.
- 4.10.3. 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 nor deputy a member of the committee or sub-committee respectively shall be chosen by the members present, or by a majority of them, and shall preside.
- 4.10.4. The provisions of these standing orders shall apply where relevant to the operation of the Governing Body, the Governing Body's committees and sub-committee and all committees and sub-committees unless stated otherwise in the committee or sub-committee's terms of reference.
- 4.10.5. Unless they are a member of a committee or sub-committee of the Governing Body, no member of the public or press, or of any other individual who is not a Practice

Representative shall attend meetings of committees or sub-committees except by the express permission of the Chair of that committee or sub-committee.

## **5. RECORD KEEPING**

**5.1.** The Governing Body must keep and publish (excluding in relation to those meetings or parts of meetings from which the public are excluded under these Standing Orders):

- a) Agreed minutes of all
  - i) Meetings of any committees of the Group including Annual General Meetings and General Meetings of the Members' Committee;
  - ii) Meetings of the Governing Body and any committee or sub-committee carrying out functions or powers on its behalf, and
- b) A register of all Members and Practice Representatives.

**5.2.** Any minutes kept under Standing Order 5.1 shall

- a) be made available or copied on request to any Member.
- b) be sufficient evidence without further proof of the facts stated in such minutes
- c) include:
  - i) The names of persons present at the meeting;
  - ii) The decisions made at the meeting; and
  - iii) Where appropriate the reasons for the decision.

**5.3.** No discussion shall take place on the agreed minutes of any meeting.

## **6. EMERGENCY POWERS AND URGENT DECISIONS**

**6.1.** The Governing Body will delegate responsibility for emergency powers and urgent decisions (urgent action) to a Group of at least four members of the Governing Body that must include at least one from each of the following pairs of members:

- a) The Chair or (if the Chair is unavailable when urgent action is required) Deputy-Chair of the Governing Body;
- b) The Accountable Officer or (if the Accountable Officer is unavailable when urgent action is required) the Chief Finance Officer; and
- c) A Clinical Director.

**6.2.** The Chair or (if the Chair is unavailable when urgent action is required) Deputy-Chair will convene the Group either in person or by a virtual means.

- 6.3.** The Chair or (if the Chair is unavailable when urgent action is required) Deputy-Chair will determine if an issue requires urgent action.
- 6.4.** All urgent action will be reported to the Governing Body at its next meeting within the Chair's report with an explanation of:
- a) What the decision was;
  - b) Why it was deemed an emergency or urgent decision; and
  - c) Who was in the Group convened to make the decision for ratification.
- 6.5.** A record of matters discussed during the meeting shall be kept. These records shall be made available to the Governing Body's audit and probity committee for review of the reasonableness of the decision to take urgent action.

## **7. SUSPENSION OF STANDING ORDERS**

- 7.1.** Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health or the NHS Commissioning Board, the Governing Body may by special resolution at any meeting suspend Standing Order 4 in whole or in part.
- 7.2.** A decision to suspend Standing Order 4 together with the reasons for doing so shall be recorded in the minutes of the meeting.
- 7.3.** A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Governing Body's audit committee for review of the reasonableness of the decision to suspend standing orders.

## **8. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES**

### **8.1. Appointment of committees and sub-committees**

- 8.1.1.** The Group may appoint committees and sub-committees of the Group, subject to any regulations made by the Secretary of State. The Governing Body may appoint committees and sub-committees of the Governing Body subject to any regulations made by the Secretary of State.
- 8.1.2.** Other than where there are statutory requirements, such as in relation to the Governing Body's audit committee or remuneration committee, the Group shall determine the membership and terms of reference of its committees and sub-committees and shall, if it requires, receive and consider reports of such committees at the next appropriate meeting of the Group. The Governing Body shall determine the membership and terms of reference of its committee and sub committees and

shall if it requires receive and consider reports of such committees at the next appropriate meeting of the Governing Body.

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

## **8.2. Delegation of Powers by Committees to Sub-committees**

- 8.2.1. Where committees are authorised to establish sub-committees they may not delegate decision making powers to the sub-committee unless expressly authorised by the Group.

## **8.3. Approval of Appointments to Committees and Sub-Committees**

- 8.3.1. The Group shall approve the appointments to each of the Group committees and sub-committees which it has formally constituted. The Governing Body shall approve the appointments of each of the Governing Body committees and sub-committees which it has formally constituted.

## **9. DUTY TO REPORT NON-COMPLIANCE WITH STANDING ORDERS AND PRIME FINANCIAL POLICIES**

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

## **10. USE OF SEAL AND AUTHORISATION OF DOCUMENTS**

### **10.1. The Group's seal**

- 10.1.1. The Group may have a seal for executing documents where necessary. The following individuals or officers are authorised to authenticate its use by their signature subject to the Scheme of Delegation:

- a) the Accountable Officer;
- b) the Chair or (if the Chair is unavailable) Deputy Chair; or
- c) the Chief Finance Officer.

### **10.2. Execution of a document by signature**

- 10.2.1. The following individuals are authorised to execute a document on behalf of the Group by their signature.

- a) the Accountable Officer;
- b) the Chair (if the Chair is unavailable) Deputy Chair; or
- c) the Chief Finance Officer.

## **11. OVERLAP WITH OTHER CLINICAL COMMISSIONING GROUP POLICY STATEMENTS / PROCEDURES AND REGULATIONS**

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

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

## **APPENDIX D – SCHEME OF RESERVATION & DELEGATION**

### **1. SCHEDULE OF MATTERS RESERVED TO THE CLINICAL COMMISSIONING GROUP AND SCHEME OF DELEGATION**

- 1.1. The arrangements made by the Group as set out in this scheme of reservation and delegation of decisions shall have effect as if incorporated in the Group's Constitution.
- 1.2. The Havering Clinical Commissioning Group remains accountable for all of its functions, including those that it has delegated.

**Decisions/ duties delegated by the Group and reserved to the Members' Committee**

1	The Members' Committee	Determine those decisions that are reserved for the Members Committee.
2	The Members' Committee	<p>The Committee will make decisions relating to:</p> <ul style="list-style-type: none"> <li>a) Make recommendations to the NHS Commissioning Board for changes to the Constitution of the Group;</li> <li>b) Amending these Standing Orders and/or the Scheme of Delegation</li> <li>c) Change the nature of the business of the Group or do anything inconsistent with the mission, values and aims of the Group;</li> <li>d) Use any other name than that specified in Clause 1.1 of the Constitution in relation to the activities of the Group;</li> <li>e) Merge, amalgamate or federate the Group with any other clinical commissioning Group;</li> <li>f) Seek to remove any Member;</li> <li>g) Reorganise the boundaries of or change the organisational structure of the Group.</li> </ul> <p>Any such decision at a) to g) above will require the consent of the NHS Commissioning Board to the extent that they constitute a change to the Constitution</p>
3	The Members' Committee	Approve the arrangements for appointing and removing Clinical Directors to/from the Governing Body

**Decisions/ duties delegated to the Governing Body**

1	The Governing Body	<p><b>General Enabling Provision</b></p> <p>The Governing Body may determine any matter, for which it has delegated or statutory authority, it wishes in full session within its statutory powers.</p>
2	The Governing Body	<p><b>Overarching Scheme of Reservation and Delegation</b></p> <p>1. Prepare the Group's overarching scheme of reservation and delegation, which sets out those decisions of the Group <u>reserved</u> to the membership and those <u>delegated</u> to the:</p>

		<ul style="list-style-type: none"> <li>• Group’s Governing Body</li> <li>• Committees and sub-committees of the Group, or</li> <li>• Its Members and employees</li> </ul> <p>and sets out those decisions of the Governing Body <u>reserved</u> to the Governing Body and those <u>delegated</u> to the</p> <ul style="list-style-type: none"> <li>• Governing Body’s committees and sub-committees,</li> <li>• members of the Governing Body</li> <li>• An individual who is a member of the Group but not the Governing Body or</li> <li>• a specified person in the Group’s Constitution.</li> </ul> <p>2. Approval of the Group’s operational scheme of delegation that underpins the Group’s ‘overarching scheme of reservation and delegation’ as set out in its Constitution.</p>
		<p><b>Regulations and Control</b></p> <ul style="list-style-type: none"> <li>a) Determine arrangements to manage conflicts of interest and potential conflicts of interest in accordance with Clause 8 of the Constitution.</li> <li>b) Require and receive the declaration of Governing Body members’ interests.</li> <li>c) Require and receive and the register of interest (s) as required by 8.3.5 of the Constitution and review the same every quarter.</li> <li>d) Approve arrangements for dealing with complaints.</li> <li>e) Receive reports from committees including those that the Governing Body is required by the 2006 Act to establish and to action appropriately.</li> <li>f) Confirm the recommendations of the Governing Body’s committees where the committees do not have executive powers.</li> <li>g) Approve arrangements relating to the discharge of the CCG’s responsibilities as a corporate trustee for funds held on trust.</li> <li>h) Establish terms of reference and reporting arrangements of all committees and sub-committees that are established by the Governing Body.</li> <li>i) Authorise use of the seal.</li> <li>j) Discipline members of the Governing Body and/ or employees who are in breach of statutory requirements or the Standing Orders as set out in Appendix C.</li> <li>k) Approve any urgent decisions taken in accordance with Standing Order 6 for ratification by the Governing Body.</li> </ul>

		<p>l) Jointly with the Chief Finance Officer approve detailed financial policies that underpin the clinical commissioning Group's prime financial policies</p> <p>m) Approve any amendments to the prime financial policies.</p>
4	The Governing Body	<p><b>Appointments/ Dismissal</b></p> <ul style="list-style-type: none"> <li>• Approve the process for recruiting and removing non-elected members to the Governing Body (subject to any regulatory requirements) and succession planning.</li> <li>• Appoint the Deputy Chair of the Governing Body.</li> <li>• Appoint and dismiss committees (and individual members) that are directly accountable to the Governing Body.</li> <li>• Confirm appointment of members of any committee of the Group or Governing Body as representatives on outside bodies.</li> </ul>
5	The Governing Body	<p><b>Strategy, Local Delivery Plan and Budgets</b></p> <p>a) Identify the key strategic risks, evaluate them and ensure adequate responses are in place and are monitored.</p> <p>b) Approve plans in respect of the application of available financial resources to support the agreed Commissioning Strategy Plan (Operating Plan/QIPP).</p> <p>c) Approve proposals for ensuring quality and developing clinical governance in services provided by the Group or its constituent practices, having regard to any guidance issued by the NHS Commissioning Board and/ or the Secretary of State.</p> <p>d) Approve (with any necessary appropriate modification) the Group's commissioning strategy or plan.</p> <p>e) Approve annually (with any necessary appropriate modification) the Group's CSP and Operating Plan/QIPP.</p> <p>f) Approve the Group's policies and procedures for the management of risk.</p> <p>g) Approve budgets.</p> <p>h) Ratify proposals for acquisition, disposal or change of use of land and/or buildings.</p> <p>i) Approve the opening of bank accounts.</p> <p>j) Approve contracts in accordance with the Prime Financial Policies.</p> <p>k) Approve proposals in individual cases for the write off of losses or making of special payments above the limits of delegation to the Accountable Officer and Chief Finance Officer (for losses and special payments) previously approved by the Governing Body.</p> <p>l) Approve individual compensation payments above delegated limits.</p> <p>m) Approve proposals for action on litigation against or on behalf of the Group.</p> <p>n) Approve proposals for CCG or practice incentive schemes, having regard to guidance by the Secretary of State.</p>

		<p>o) Approve arrangements for managing exceptional funding requests.</p> <p>p) Define the vision, values, aims and overall strategic direction of the Group.</p> <p>q) Approval of variations to the approved budget where variation would have a significant impact on the overall approved levels of income and expenditure or the Group's ability to achieve its agreed strategic aims.</p>
6	The Governing Body	<p><b>Terms of Employment/ Terms of Service</b></p> <p>a) Determine remuneration, fees and allowances payable to employees of the Group and to other persons providing services to the Group, including the allowances payable under any pension scheme.</p> <p>b) Approve the arrangements for discharging the Group's statutory duties as an employer.</p> <p>c) Approve human resources policies for employees and for other persons working on behalf of the Group.</p>
7	The Governing Body	<p><b>Audit</b></p> <p>a) Receive the annual management letter received from the External Auditor, taking account of the advice, where appropriate, of the Audit Committee.</p> <p>b) Receive an annual report from the Internal Auditor and agree action on recommendations where appropriate of the Audit Committee.</p>
8	The Governing Body	<p><b>Annual Reports and Accounts</b></p> <p>a) Receipt and approval of the Group's Annual Report and Annual Accounts.</p> <p>b) Receipt and approval of the Annual Report and Accounts for any funds held on trust, which may be incorporated within the Group's annual report.</p> <p>c) Approval of the arrangements for discharging the Group's statutory financial duties.</p>
9	The Governing Body	<p><b>Tendering And Contracting</b></p> <p>a) Approval of the Group's contracts for any commissioning support.</p> <p>b) Approval of the Group's contracts for corporate support (for example finance provision)</p>
10	The Governing Body	<p><b>Commissioning And Contracting For Clinical Services</b></p> <p>a) Approval of the arrangements for discharging the Group's statutory duties associated with its commissioning functions, including but not limited to promoting the involvement of each patient, patient choice, reducing inequalities, improvement in the quality of services, obtaining appropriate advice and public engagement and consultation.</p> <p>b) Approve arrangements for co-ordinating the commissioning of services with other clinical commissioning groups and or with the local authority(ies), where appropriate.</p>

11	The Governing Body	<p><b>Operational And Risk Management</b></p> <p>a) Approval of the Group's risk management and insurance arrangements.</p> <p>b) Approve arrangements for risk sharing and or risk pooling with other organisations (for example arrangements for pooled funds with other clinical commissioning groups or pooled budget arrangements under section 75 of the NHS Act 2006)</p> <p>c) Approve proposals for action on litigation against or on behalf of the clinical commissioning Group.</p> <p>d) Approve the Group's arrangements for business continuity and emergency planning.</p>
12	The Governing Body	<p><b>Quality And Safety</b></p> <p>a) Approve arrangements, including supporting policies, to minimise clinical risk, maximise patient safety and to secure continuous improvement in quality and patient outcomes.</p> <p>b) Approve arrangements for supporting the NHS Commissioning Board in discharging its responsibilities in relation to securing continuous improvement in the quality of general medical services.</p> <p>c) Approve arrangements, including supporting policies, for safeguarding children and vulnerable adults</p>
13	The Governing Body	<p><b>Partnership Working</b></p> <p>a) Approve decisions that individual members or employees of the Group participating in joint arrangements on behalf of the Group can make. Such delegated decisions must be disclosed in this scheme of reservation and delegation.</p> <p>b) Approve decisions delegated to joint committees established under section 75 of the 2006 Act.</p>
14	The Governing Body	<p><b>Information Governance</b></p> <p>a) Approve the Group's arrangements for handling complaints.</p> <p>b) Approval of the arrangements for ensuring appropriate and safekeeping and confidentiality of records and for the storage, management and transfer of information and data.</p> <p>c) Approval of the arrangements for information sharing protocols</p>
15	The Governing Body	<p><b>Other functions</b></p> <p>Exercise those functions of the Group which have not been reserved to the Members' Committee, delegated to another committee or sub-committee of the Group or to one or more of its Members or employees.</p>

**Decisions/ duties delegated to the Chair of the Governing Body**

1.	Chair	Appraise the Clinical Directors.
2.	Chair	Approve all communications to practices from the Governing Body.

<b>Decisions/ duties delegated to the Accountable Officer</b>		
1.	Accountable Officer	<b>Operational Scheme of Delegation</b> Prepare and recommend the Group's operational scheme of delegation, which sets out those key operational decisions delegated to individual employees of the Group, not for inclusion in the Group's Constitution.
2.	Accountable Officer	<b>Comprehensive System of Internal Control</b> Approval of a comprehensive system of internal control, including budgetary control that underpins the effective, efficient and economic operation of the Group. And otherwise exercise the functions set out in Clause 7.7 and Appendix E Prime Financial Policies insofar as they are not otherwise delegated.

<b>Decisions/ duties delegated to the Chief Finance Officer</b>		
1.	Chief Finance Officer	Prepare detailed financial policies that underpin the Group's prime financial policies.
2	Chief Finance Officer	Exercise functions set out in Clause 7.8.2 of the core constitution and Appendix E Prime Financial Policies insofar as they are not otherwise delegated

***Decisions/duties delegated by the Governing Body to committees***

<b>Decisions/duties delegated by the Governing Body to Committees or set out in the 2006 Act</b>		
	Executive Committee	The Committee will: <ul style="list-style-type: none"> <li>a) Develop and monitor delivery of the Group's operating, business, QIPP and commissioning plans.</li> <li>b) Propose arrangements to minimise clinical risk, maximise patient safety and to secure continuous improvement in quality and patient outcomes.</li> <li>c) Propose joint working with other clinical commissioning group, the local authority and other partner organisations where collaborative approaches will yield tangible improvements and/or efficiencies.</li> <li>d) Exercise good budget management, including regular monitoring of financial performance and agree mitigating actions where required.</li> </ul>

		<ul style="list-style-type: none"> <li>e) Exercise good asset management.</li> <li>f) Oversee service transformation and pathway redesign.</li> <li>g) Monitor and provide assurance to the governing body of provider quality through monitoring and acting on performance information.</li> <li>h) Oversee process for developing and approving contracts for service delivery, commissioning support and corporate support.</li> <li>i) Ensure regular engagement and two-way flow with member practices.</li> <li>j) Identify, review and mitigate operational risks.</li> </ul> <p>The Committee will adopt Terms of Reference approved by the Governing Body.</p>
Audit and governance committee		<p>The Committee will:</p> <ul style="list-style-type: none"> <li>a) Advise the Governing Body on internal and external audit services;</li> <li>b) The committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the Group’s activities that supports the achievement of the Group’s objectives.</li> <li>c) Review the findings of other significant assurance functions, both internal and external and consider the implications for the governance of the Group.</li> <li>d) Monitor compliance with Standing Orders and Standing Financial Instructions;</li> <li>e) Review schedules of losses and compensations and making recommendations to the Governing Body;</li> <li>f) Review the annual financial statements prior to submission to the Governing Body.</li> <li>g) Approve the appointment (and where necessary the dismissal) of Internal Auditors and advise the Audit Commission on the appointment of External Auditors, including arrangements for the separate audit of funds held on trust.</li> <li>h) Receive the annual management letter received from the External Auditor.</li> <li>i) Approve the Group’s counter fraud and security management arrangements.</li> <li>j) Reviewing the register (s) of interests (as provided for in 8.3.5 of the Constitution) every quarter.</li> <li>k) Approve the Group’s banking arrangements.</li> </ul> <p>The Committee will adopt Terms of Reference approved by the Governing Body.</p>
Remuneration and workforce committee		<p>The Committee will:</p> <ul style="list-style-type: none"> <li>a) Make recommendations to the Governing Body about appropriate remuneration and terms of service for the Accountable Officer and other senior employees of the Group including:</li> </ul>

		<ul style="list-style-type: none"> <li>• all aspects of salary (including any performance-related elements/bonuses);</li> <li>• any other fees and allowances, including the allowances payable under any pension scheme;</li> <li>• arrangements for termination of employment and other contractual terms;</li> </ul> <p>having proper regard to the Group’s circumstances and performance and to the provision of any national arrangements for such staff.</p> <p>b) Reviewing the performance of the AO and other senior team members, if appropriate</p> <p>c) Consider other workforce issues and receive reports on HR related issues – such as sickness, turnover etc</p> <p>d) Make recommendations to the Governing Body about any remuneration and travelling or other allowances payable to members of the Governing Body who are not employed by the Group.</p> <p>e) Make recommendations to the Governing Body about the, remuneration, fees and allowances payable to other employees of the Group and to other persons providing services to the Group, including the allowances payable under any pension scheme.</p> <p>f) Determine about the terms and conditions of employment of the employees of the Group and the terms of service of persons providing services to the Group other than any terms and conditions of employment or terms of service relating to the remuneration, fees and allowances payable by the Group (which shall be determined by the Governing Body).</p> <p>g) Proper calculation and scrutiny of termination payments taking account of such national guidance as is appropriate advise on and oversee appropriate contractual arrangements for such staff.</p> <p>h) Report in writing to the Governing Body the basis for its recommendations.</p> <p>i) Consider and review succession planning arrangements for the CCG</p> <p>The Committee will adopt Terms of Reference approved by the Governing Body.</p>
	Quality and Safety Committee	The committee will exercise such powers as are delegated to it by the Governing Body and set out in Terms of Reference approved by the Governing Body.
	Finance and Delivery Committee	The committee will exercise such powers as are delegated to it by the Governing Body and set out in Terms of Reference approved by the Governing Body.
	Joint Executive Sub-Committee	The committee will exercise such powers as are delegated to it by the Governing Body and set out in Terms of Reference approved by the Executive Committee.
	Joint Commissioning	<b>Commissioning And Contracting for clinical services</b>

	Committee - NELCA	The committee will exercise such functions as are delegated to it by the Governing Body on behalf of the Group and set out In the Terms of Reference approved by the Governing Body. Any decision must be made unanimously (as described by the Committee Terms of Reference) with the other North East London partner CCGs listed in the Terms of Reference.
	Joint Committee of the BHR CCGs	<p><b>Commissioning And Contracting for clinical services</b></p> <p>The committee will exercise such functions as are delegated to it by the Governing Body on behalf of the Group and set out In the Terms of Reference approved by the Governing Body. Any decision must be made unanimously (as described by the Committee Terms of Reference) with the other BHR partner CCGs listed in the Terms of Reference</p>

## APPENDIX E – PRIME FINANCIAL POLICIES

### 1. INTRODUCTION

#### 1.1. General

- 1.1.1. These prime financial policies shall have effect as if incorporated into the Group's Constitution.
- 1.1.2. The prime financial policies are part of the Group's control environment for managing the organisation's financial affairs. They contribute to good corporate governance, internal control and managing risks. They enable sound administration; lessen the risk of irregularities and support commissioning and delivery of effective, efficient and economical services. They also help the Accountable Officer and Chief Finance Officer to effectively perform their responsibilities. They should be used in conjunction with the scheme of reservation and delegation found at Appendix D.
- 1.1.3. In support of these prime financial policies, the Group has prepared more detailed policies, approved by the Chief Finance Officer, known as *detailed financial policies*. The Group refers to these prime and detailed financial policies together as the Clinical Commissioning Group's financial policies.
- 1.1.4. These prime financial policies identify the financial responsibilities which apply to everyone working for the Group and its constituent organisations. They do not provide detailed procedural advice and should be read in conjunction with the detailed financial policies. The Accountable Officer and Chief Finance Officer are responsible for approving all detailed financial policies.
- 1.1.5. A list of the Group's detailed financial policies will be published and maintained on the Group's website.
- 1.1.6. Should any difficulties arise regarding the interpretation or application of any of the prime financial policies then the advice of the Chief Finance Officer must be sought before acting. The user of these prime financial policies should also be familiar with and comply with the provisions of the Group's Constitution, standing orders and scheme of reservation and delegation.
- 1.1.7. Failure to comply with prime financial policies and standing orders can in certain circumstances be regarded as a disciplinary matter that could result in dismissal.

#### 1.2. Overriding Prime Financial Policies

- 1.2.1. If for any reason these prime financial policies are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance shall be reported to the next formal meeting of the Governing Body's Audit Committee for referring action or ratification. All of the Group's members and employees have a duty to disclose any non-compliance with these prime financial policies to the Chief Finance Officer as soon as possible.

### **1.3. Responsibilities and delegation**

- 1.3.1. The roles and responsibilities of Group's members, employees, members of the Governing Body, members of the Governing Body's committees and sub-committees, members of the Group's committee and sub-committee (if any) and persons working on behalf of the Group are set out in chapters 6 and 7 of this Constitution.
- 1.3.2. The financial decisions delegated by members of the Group are set out in the Group's Scheme of Reservation and Delegation (see Appendix D).

### **1.4. Contractors and their employees**

- 1.4.1. Any contractor or employee of a contractor who is empowered by the Group to commit the Group to expenditure or who is authorised to obtain income shall be covered by these instructions. It is the responsibility of the Accountable Officer to ensure that such persons are made aware of this.

### **1.5. Amendment of Prime Financial Policies**

- 1.5.1. To ensure that these prime financial policies remain up-to-date and relevant, the Chief Finance Officer will review them at least annually. Following consultation with the Accountable Officer and scrutiny by the Governing Body's Audit Committee, the Chief Finance Officer will recommend amendments, as fitting, to the Governing Body for approval. As these prime financial policies are an integral part of the Group's Constitution, any amendment will not come into force until the Group applies to the NHS Commissioning Board and that application is granted.

## **2. INTERNAL CONTROL**

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

- 2.1. The Governing Body is required to establish an Audit Committee with terms of reference agreed by the Governing Body (see paragraph 6.7.4(a) of the Group's Constitution for further information).
- 2.2. The Accountable Officer has overall responsibility for the Group's systems of internal control.
- 2.3. The Chief Finance Officer will ensure that:
- a) financial policies are considered for review and update annually;
  - b) a system is in place for proper checking and reporting of all breaches of financial policies; and

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

### 3. AUDIT

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

- 3.1. In line with the Terms of Reference for the Governing Body's Audit Committee, the person appointed by the Group to be responsible for internal audit and the Audit Commission appointed external auditor will have direct and unrestricted access to Audit Committee members and the chair of the Governing Body, Accountable Officer and Chief Finance Officer for any significant issues arising from audit work that management cannot resolve, and for all cases of fraud or serious irregularity.
- 3.2. The person appointed by the Group to be responsible for internal audit and the external auditor will have access to the Audit Committee and the Accountable Officer to review audit issues as appropriate. All Audit Committee members, the Chair of the Governing Body and the Accountable Officer will have direct and unrestricted access to the head of internal audit and external auditors.
- 3.3. The Chief Finance Officer will ensure that:
  - a) the Group has a professional and technically competent internal audit function; and
  - b) the Governing Body approves any changes to the provision or delivery of assurance services to the Group except where otherwise provided.

### 4. FRAUD AND CORRUPTION

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

- 4.1. The Governing Body's Audit Committee will satisfy itself that the Group has adequate arrangements in place for countering fraud and shall review the outcomes of counter fraud work. It shall also approve the counter fraud work programme.
- 4.2. The Governing Body's Audit Committee will ensure that the Group has arrangements in place to work effectively with NHS Protect.

## 5. EXPENDITURE CONTROL

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

## 6. ALLOTMENTS

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

## 7. COMMISSIONING STRATEGY, BUDGETS, BUDGETARY CONTROL AND MONITORING

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

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

## **8. ANNUAL ACCOUNTS AND REPORTS**

**POLICY** – the Group will produce and submit to the NHS Commissioning Board accounts and reports in accordance with all statutory obligations, relevant accounting standards and accounting best practice in the form and content and at the time required by the NHS Commissioning Board

- 8.1. The Chief Finance Officer will ensure the Group:
  - a) prepares a timetable for producing the annual report and accounts and agrees it with external auditors and the Governing Body;
  - b) prepares the accounts according to the timetable approved by the Governing Body;
  - c) complies with statutory requirements and relevant directions for the publication of annual report;
  - d) considers the external auditor's management letter and fully address all issues within agreed timescales; and
  - e) publishes the external auditor's management letter on the Group's website and makes this available upon request by telephone and email.

## **9. INFORMATION TECHNOLOGY**

**POLICY** – the Group will ensure the accuracy and security of the Group’s computerised financial data

9.1. The Chief Finance Officer is responsible for the accuracy and security of the Group’s computerised financial data and shall

- a) devise and implement any necessary procedures to ensure adequate (reasonable) protection of the Group's data, programs and computer hardware from accidental or intentional disclosure to unauthorised persons, deletion or modification, theft or damage, having due regard for the Data Protection Act 1998;
- b) ensure that adequate (reasonable) controls exist over data entry, processing, storage, transmission and output to ensure security, privacy, accuracy, completeness, and timeliness of the data, as well as the efficient and effective operation of the system;
- c) ensure that adequate controls exist such that the computer operation is separated from development, maintenance and amendment;
- d) ensure that an adequate management (audit) trail exists through the computerised system and that such computer audit reviews as the Chief Finance Officer may consider necessary are being carried out.

9.2. In addition the Chief Finance Officer shall ensure that new financial systems and amendments to current financial systems are developed in a controlled manner and thoroughly tested prior to implementation. Where this is undertaken by another organisation, assurances of adequacy must be obtained from them prior to implementation.

## 10. ACCOUNTING SYSTEMS

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

10.1. The Chief Finance Officer will ensure:

- a) the Group has suitable financial and other software to enable it to comply with these policies and any consolidation requirements of the NHS Commissioning Board;
- b) that contract for computer services for financial applications with another health organisation or any other agency shall clearly define the responsibility of all parties for the security, privacy, accuracy, completeness, and timeliness of data during processing, transmission and storage. The contract should also ensure rights of access for audit purposes.

- 10.2. Where another health organisation or any other agency provides a computer service for financial applications, the Chief Finance Officer shall periodically seek assurances that adequate controls are in operation.

## 11. BANK ACCOUNTS

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

- 11.1. The Chief Finance Officer will:

- a) review the banking arrangements of the Group at regular intervals to ensure they are in accordance with Secretary of State directions, best practice and represent best value for money;
- b) manage the Group's banking arrangements and advise the Group on the provision of banking services and operation of accounts;
- c) prepare detailed instructions on the operation of bank accounts.

- 11.2. The Governing Body's Audit Committee shall approve the banking arrangements.

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

**POLICY** – the Group will

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

- 12.1. The Chief Financial Officer is responsible for:

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

## 13. TENDERING AND CONTRACTING PROCEDURE

**POLICY** – the Group:

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

- 13.1. The Group shall ensure that the firms / individuals invited to tender (and where appropriate, quote) are among those on approved lists or where necessary a framework agreement. Where in the opinion of the Chief Finance Officer it is desirable to seek tenders from firms not on the approved lists, the reason shall be recorded in writing to the Accountable Officer and the Group's Governing Body.
- 13.2. The Governing Body may only negotiate contracts on behalf of the Group, and the Group may only enter into contracts, within the statutory framework set up by the 2006 Act, as amended by the 2012 Act. Such contracts shall comply with:
- a) the Group's Standing Orders;
  - b) the Public Contracts Regulation 2006, any successor legislation and any other applicable law; and
  - c) take into account as appropriate any applicable NHS Commissioning Board or the Independent Regulator of NHS Foundation Trusts (Monitor) guidance that does not conflict with (b) above.
- 13.3. In all contracts entered into, the Group shall endeavour to obtain best value for money. The Accountable Officer shall nominate an individual who shall oversee and manage each contract on behalf of the Group.

## 14. COMMISSIONING

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

- 14.1. The Group will coordinate its work with the NHS Commissioning Board, other clinical commissioning groups, local providers of services, local authority (ies), including through Health & Wellbeing Boards, patients and their carers and the voluntary sector and others as appropriate to develop robust commissioning plans.

- 14.2. The Accountable Officer will establish arrangements to ensure that regular reports are provided to the Governing Body detailing actual and forecast expenditure and activity for each contract.
- 14.3. The Chief Finance Officer will maintain a system of financial monitoring to ensure the effective accounting of expenditure under contracts. This should provide a suitable audit trail for all payments made under the contracts whilst maintaining patient confidentiality.

## 15. RISK MANAGEMENT AND INSURANCE

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

- 15.1. The Group's assurance framework will support the evaluation and management of risk)by:
- a) The Governing Body receiving the assurance framework
  - b) The process used to populate / score the assurance framework

## 16. PAYROLL

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

- 16.1. The Chief Finance Officer will ensure that the payroll service selected:
- a) is supported by appropriate (i.e. contracted) terms and conditions;
  - b) has adequate internal controls and audit review processes;
  - c) has suitable arrangements for the collection of payroll deductions and payment of these to appropriate bodies.
- 16.2. In addition, the Chief Finance Officer shall set out comprehensive procedures for the effective processing of payroll

## 17. NON-PAY EXPENDITURE

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

- 17.1. The Governing Body will approve the level of non-pay expenditure on an annual basis and the Accountable Officer will determine the level of delegation to budget managers

17.2. The Accountable Officer shall set out procedures on the seeking of professional advice regarding the supply of goods and services.

17.3. The Chief Finance Officer will:

- a) advise the Governing Body on the setting of thresholds above which quotations (competitive or otherwise) or formal tenders must be obtained; and, once approved, the thresholds should be incorporated in the scheme of reservation and delegation;
- b) be responsible for the prompt payment of all properly authorised accounts and claims;
- c) be responsible for designing and maintaining a system of verification, recording and payment of all amounts payable.

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

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

18.1. The Accountable Officer will:

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

18.2. The Chief Finance Officer will prepare detailed procedures for the disposals of assets.

## 19. RETENTION OF RECORDS

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

19.1. The Accountable Officer shall:

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

## 20. TRUST FUNDS AND TRUSTEES

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

20.1. The Chief Finance Officer shall ensure that each trust fund which the Group is responsible for managing is managed appropriately with regard to its purpose and to its requirements.

## APPENDIX F - NOLAN PRINCIPLES

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

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

## APPENDIX G – NHS CONSTITUTION

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

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

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