

NHS Bedfordshire
CLINICAL COMMISSIONING GROUP

CONSTITUTION

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Version	Effective Date	Changes
V1	June 2019	Final

1 Introduction

1.1 Name

1.1.1 The name of this clinical commissioning group is NHS Bedfordshire Clinical Commissioning Group (“the CCG”).

1.2 Statutory Framework

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

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

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

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

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

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

1.3 Status of this Constitution

1.3.1 This CCG was first authorised on 5th December 2012

1.3.2 Changes to this constitution are effective from [insert date] when approved by NHS England.

1.3.3 The constitution is published on the CCG website at <https://www.bedfordshireccg.nhs.uk/home/>

1.4 Amendment and Variation of this Constitution

1.4.1 This constitution can only be varied in two circumstances.

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

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

- Changes are proposed to the reserved powers of the members;
- Changes are proposed to the composition of the governing body
- 2 practice member representatives on the governing body request that the amendments be put before the whole membership (Members' Forum) for approval

1.5 Related documents

1.5.1 This Constitution is also informed by a number of documents which provide further details on how the CCG will operate. With the exception of the Standing Orders, these documents do not form part of the Constitution for the purposes of 1.4 above. They are the CCG's:

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

- b) **The Scheme of Reservation and Delegation** – sets out those decisions that are reserved for the membership as a whole and those decisions that have been delegated by the CCG or the Governing Body
- c) **Detailed financial policies** – which set out the arrangements for managing the CCG’s financial affairs.
- d) **Standing Financial Instructions** – which set out the delegated limits for financial commitments on behalf of the CCG. The table detailing delegated financial limits is included as an appendix to this constitution.
- e) **The CCG Governance Handbook** – which includes:
 - committee terms of reference;
 - the Scheme of Reservation and Delegation (SoRD);
 - standing financial instructions (SFIs);
 - standing orders (SOs);
 - relevant policies and procedures e.g. Standards of Business Conduct Policy – which includes the arrangements the CCG has made for the management of conflicts of interest;
 - Relevant strategy documents e.g. the PPI strategy and plan

1.6 **Accountability and transparency**

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

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

- f) procure services in a manner that is open, transparent, non-discriminatory and fair to all potential providers and publish a Procurement Strategy;
- g) involve the public, in accordance with its duties under section 14Z2 of the 2006 Act, and as set out in more detail in the CCG's Communications & Engagement Strategy.
- h) When discharging its duties under section 14Z2, the CCG will act in accordance with its published vision and values to create a culture that listens, learns from and empowers patients.
- i) comply with local authority health overview and scrutiny requirements;
- j) meet annually in public to present an annual report which is then published;
- k) produce annual accounts which are externally audited;
- l) publish a clear complaints process;
- m) comply with the Freedom of Information Act 2000 and with the Information Commissioner Office requirements regarding the publication of information relating to the CCG;
- n) provide information to NHS England as required; and
- o) be an active member of the local Health and Wellbeing Board.

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

- a) holding regular events to involve and inform patients, carers and voluntary and community sector groups about the work of the CCG and inviting comment;
- b) providing information to the public at large about the work of the CCG through our website and other means by request.
- c) holding regular membership involvement events for Member practices; and
- d) committing to continuing to work alongside the Local Medical Committee regarding the provision, delivery and quality of primary care

2 Area Covered by the CCG

2.1.1 The area covered by the CCG is coterminous with the geographical area of the combined area of Bedford Borough Council and Central Bedfordshire Council.

3 Membership Matters

3.1 Membership of the Clinical Commissioning Group

3.1.1 The CCG is a membership organisation.

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

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

Arlesey Medical Centre (Sunnyhill Health Centre)	High Street, Arlesey, Beds, SG15 6SN
Ashburnham Road Surgery	8 Ashburnham Road, Bedford, MK40 1DS
Asplands Medical Centre, Dr Wallace & Partners	Asplands Close, Woburn Sands, Bucks, MK17 8QP
Barton Surgery, Dr Hughes and Partners	Hexton Road, Barton-le-Clay, MK45 4TA
Bassett Road Surgery	Bassett Road Surgery, 29 Bassett Road, Leighton Buzzard, LU7 1AR
Caddington Surgery	33 Manor Road, Caddington, Beds, LU1 4EE
Cater Street Surgery	1 Cater Street, Kempston, MK42 8DR
Cauldwell Medical (Virgin Healthcare)	Cauldwell Centre, Bedford Hospital South Wing, Kempston Road, Bedford, MK42 9DJ
Cranfield Surgery	137 High Street, Cranfield, MK43 0HZ
De Parys Group	23 De Parys Avenue, Bedford, MK40 2TX
Dr Das' Surgery	12 Goldington Road, Bedford, MK40 3NE
Eastgate Surgery (Dr Haq)	Eastgate House, 28-34 Church Street, Dunstable, Beds, LU5 4RU
Flitwick Surgery, Dr S J Morris & Partners	Highlands, Flitwick, Beds, MK45 1DZ
Goldington Avenue	85 Goldington Avenue, Bedford, MK40 3DB

Great Barford	26 Silver Street, Great Barford, MK44 3HX
Greensand Surgery	The Health Centre, Oliver Street, Ampthill, Beds, MK45 2SB
Greensands Medical Practice (Potton Surgery)	Brook End, Potton, SG19 2QS
Harrold	Peach's Close, Harrold, MK43 7DX
Houghton Close Surgery	1 Houghton Close, Ampthill, Beds, MK45 2TG
Houghton Regis Medical Centre	Peel Street, Houghton Regis, Beds, LU5 5EZ
Ivel Medical Centre	Chesnut Avenue, Biggleswade, Beds, SG18 0RA
King Street	273 Bedford Road, Kempston, MK42 8QD
Kingsbury Court Surgery	Kingsbury Court, Church Street, Dunstable, Beds, LU5 4RS
Kirby Road Surgery	58 Kirby Road, Dunstable, Beds, LU6 3JH
Larksfield Surgery Medical Partnership	Arlesey Road, Stotfold, Beds, SG5 4HB
Leighton Road Surgery	Leighton Road Surgery, 1 Leighton Road, Linslade, Leighton Buzzard LU7 1LB.
Linden Road	13 Linden Road, Bedford, MK40 2BA
London Road Health Centre	The Health Centre, 84-86 London Road, Bedford, MK42 0NT
Lower Stondon Surgery, Dr Collins & Gallagher	The Hawthorns, 109 Station Road, Lower Stondon, SG16 6JJ
Priory Gardens	The Health Centre, Church Street, Dunstable, Beds, LU6 3SU
Priory Medical Centre	48 The Glebe, Clapham, MK40 2DN
Putnoe Medical Centre	93 Queens Drive, Bedford, MK41 9JE
Queens Park	23c Carlisle Road, Queens Park, MK40 4HR
Rothsay Surgery	14 Rothsay Place, Bedford, MK40 3PX
Saffron Health Partnership	Saffron Road, Biggleswade, SG18 8DJ
Salisbury House Surgery	Salisbury House Surgery, Lake Street, Leighton Buzzard, LU7 1RS
Sandy Health Centre Medical Practice	Northcroft, Sandy, SG19 1JQ
Sharnbrook Surgery	17 Templars Way, Sharnbrook, MK44 1PZ
Shefford Health Centre, Dr Cakebread & Partners	Robert Lucas Drive, Hitchin Road, Shefford, Beds, SG17 5FS

Shortstown Surgery	2 Quantrelle Court, Shortstown, MK42 OUS
St John's Surgery	16 St Johns Street, Kempston, MK42 8EP
The Oliver Street Practice	The Health Centre, Oliver Street, Amphill, MK45 2SB
The Village Medical Centre	Kingswood Way, Great Denham, MK40 4GH
Toddington Medical Centre	Luton Road, Toddington, Beds, LU5 6DE
West Street Surgery	89 West Street, Dunstable, Beds, LU6 1SF
Wheatfield Surgery	60 Wheatfield Road, Luton, Beds, LU4 0TR
Wootton Vale Healthy Living Centre	Fields Road, Wootton, MK43 9JJ

3.2 Nature of Membership and Relationship with CCG

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

3.3 Members' Forum

3.3.1 The role of the Members' Forum is to

- a) provide clinical leadership to the CCG, particularly in respect of the development of strategy;
- b) hold the Governing Body and its committees to account for the delivery of the CCG's mission, values and strategic priorities;
- c) provide a forum for peer to peer review and challenge as required;
- d) receive the Annual Report of the CCG at the Annual General Meeting;
- e) elect member practice representatives to the governing body;
- f) elect the chair of the CCG;
- g) provide a forum for communication and engagement with member practices; and
- h) approve constitution changes in accordance with section 1.4.2.

3.3.2 The Members' Forum is formed from the Practice Representatives nominated from time to time by each Member Practice in accordance with relevant legislation as per section 3.4

- 3.3.3** All partners and staff from the member practices are eligible to attend meetings of the Members' Forum meetings but in the event of a vote, only the nominated representative will be eligible to vote.
- 3.3.4** The Members' Forum will usually meet quarterly but will as a minimum, meet twice per year.
- 3.3.5** Meetings of the Members' Forum shall be chaired by the Chair of the Governing Body.
- 3.3.6** The practice and procedure of the Members' Forum is described in the Standing Orders

3.4 Practice Representatives

- 3.4.1** Each Member Practice has a nominated lead healthcare professional who represents the practice in the dealings with the CCG. 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.
- 3.4.2** It is for each Member to decide how its Practice Representative is appointed, to draw up any terms of office, including the grounds for removal from office and to decide on any notice period.
- 3.4.3** Each Practice Representative shall represent the Member that has appointed it at meetings of the Members' Forum in accordance with the procedures set out in the Standing Orders.
- 3.4.4** Each Member shall authorise its Practice Representative to act on behalf of the Member as follows:
- attend and receive notice of any meetings of the Members' Forum;
 - vote at meetings of the Members' Forum on behalf of the Member in accordance with this Constitution;
 - sign any written resolution on behalf of the Member;
 - receive any notices from the CCG on behalf of the Member and any notice delivered by the CCG to the Practice Representative shall be deemed to have been made or served on the Member;
 - appoint a proxy; and
 - approve or provide any consent required of the Member by the CCG.

4 Arrangements for the Exercise of our Functions.

4.1 Good Governance

4.1.1 The CCG will, at all times, observe generally accepted principles of good governance and demonstrate 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.

This includes:

- a) Undertaking regular governance reviews, drawing from recognised best practice;
- b) Adopting CCG values that include standards of propriety in relation to the stewardship of public funds, impartiality, integrity and objectivity including:
 - The Good Governance Standard for Public Services;
 - the standards of behaviour published by the Committee on Standards in Public Life (1995) known as the ‘Nolan Principles’;
 - the seven key principles of the NHS Constitution;
 - the standards set out in the Professional Standard Authority’s guidance “Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England”
- c) Compliance with relevant legislation including such as the Equality Act 2010;
- d) Adoption of standards and procedures that facilitate speaking out and the raising of concerns including a freedom to speak up guardian if one is appointed;

4.2 General

4.2.1 The CCG will:

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

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

4.3 Authority to Act: the CCG

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

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

4.4 Authority to Act: the Governing Body

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

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

5 Procedures for Making Decisions

5.1 Scheme of Reservation and Delegation

5.1.1 The CCG has agreed a scheme of reservation and delegation (SoRD) which is published in full in the CCG governance handbook on our website.

5.1.2 The CCG's SoRD sets out:

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

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

5.2 Standing Orders

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

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

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

5.3 Standing Financial Instructions (SFIs)

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

5.3.2 A copy of the SFIs is included on our website

5.3.3 the delegated limits of financial authority are included as at appendix 4 and form part of this constitution.

5.4 The Governing Body: Its Role and Functions

5.4.1 The Governing Body has statutory responsibility for:

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

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

- a) Listen to and engage with all partners including the member practices in order to lead and set the strategy for the organisation
- b) Assure delivery of the CCG objectives and statutory duties
- c) Assure the delivery of the CCG's Commissioning Plan
- d) Undertake any function that is not reserved to the members.

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

5.5 Composition of the Governing Body

5.5.1 This part of the constitution describes the make-up of the Governing Body roles. Further information about the individuals who fulfil these roles can be found on our website at <https://www.bedfordshireccg.nhs.uk/home/>

5.5.2 The National Health Service (Clinical Commissioning Groups) Regulations 2012 set out a minimum membership requirement of the Governing Body with which this CCG complies. The governing body will be made up of the following members:

- a) The Chair who will be an individual who is a clinically qualified professional and who will be appointed by the membership in accordance with the standing orders.
- b) The Accountable Officer for Bedfordshire CCG.
- c) The Chief Finance Officer for Bedfordshire CCG.

- d) A Secondary Care Specialist who complies with the description in the CCG regulations.
- e) A registered nurse who will be the same individual who fulfils the role of Executive Chief Nurse for Bedfordshire CCG.
- f) Two lay members who comply with the following descriptions:
 - one who has qualifications expertise or experience to enable them to lead on finance and audit matters who will chair our audit committee fulfil the role of conflicts of interest guardian; and another who
 - has knowledge about the CCG area enabling them to express an informed view about discharge of the CCG functions. This person will lead the oversight of Patient and Public Involvement and will also chair our remuneration committee.

5.5.3 The CCG has also agreed the following additional members:

- g) A third lay member.
- h) An additional four individuals who fulfil the requirements set out in the standing orders and are appointed by the members, also in accordance with requirements set out in the standing orders and who will bring forward the perspective of member practices. At least three of these will be General Practitioners. Of these four individuals, at least one must work at a practice within each of the local boroughs.
- i) The Chief Operating Officer for Bedfordshire CCG
- j) The medical director for Bedfordshire CCG

5.6 Additional Attendees at the Governing Body Meetings

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

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

- a) Director of System Commissioning Bedfordshire CCG
- b) Director of Partnerships and communications Bedfordshire CCG
- c) Associate Director of Governance Risk and Corporate Affairs Bedfordshire CCG

- d) Director of Public Health Bedfordshire

Public sessions only:

- e) Local Healthwatch representatives

5.7 Appointments to the Governing Body

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

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

5.8 Committees and Sub-Committees

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

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

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

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

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

5.9 Committees of the Governing Body

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

5.9.2 **Audit Committee:** This Committee is accountable to the Governing Body and provides the Governing Body with an independent and objective view

of the CCG's compliance with its statutory responsibilities. The Committee is responsible for arranging appropriate internal and external audit.

- 5.9.3** The Audit Committee will be chaired by a Lay Member who has qualifications, expertise or experience to enable them to lead on finance and audit matters and members of the Audit Committee may include people who are not Governing Body members.
- 5.9.4** **Remuneration Committee:** This Committee is accountable to the Governing Body and makes recommendations to the Governing Body about the remuneration, fees and other allowances (including pension schemes) for employees and other individuals who provide services to the CCG.
- 5.9.5** The Remuneration Committee will be chaired by a lay member other than the audit chair and only members of the Governing Body may be members of the Remuneration Committee.
- 5.9.6** **Primary Care Commissioning Committee.** This committee is required by the terms of the delegation from NHS England in relation to primary care commissioning functions. The Primary Care Commissioning Committee reports to the Governing Body and to NHS England. Membership of the Committee is determined in accordance with the requirements of *Managing Conflicts of Interest: Revised statutory Guidance for CCGs 2017*. This includes the requirement for a lay member Chair and a lay Vice Chair.
- 5.9.7** None of the above Committees may operate on a joint committee basis with another CCG(s) but may, from time to time, operate in common with the committees of other CCGs.
- 5.9.8** The terms of reference for each of the above committees are included in Appendix 2 to this constitution and form part of the constitution.
- 5.9.9** The Governing Body has also established a number of other Committees to assist it with the discharge of its functions. These Committees are set out in the SoRD and further information about these Committees, including terms of reference, are published in the CCG governance handbook on our website <https://www.bedfordshireccg.nhs.uk/home/>
- 5.10 Collaborative Commissioning Arrangements**
- 5.10.1** The CCG wishes to work collaboratively with its partner organisations in order to assist it with meeting its statutory duties, particularly those relating to integration. The following provisions set out the framework that will apply to such arrangements.

- 5.10.2** In addition to the formal joint working mechanisms envisaged below, the Governing Body may enter into strategic or other transformation discussions with its partner organisations, on behalf of the CCG.
- 5.10.3** The Governing Body must ensure that appropriate reporting and assurance mechanisms are developed as part of any partnership or other collaborative arrangements. This will include:
- a) reporting arrangements to the Governing Body, at appropriate intervals;
 - b) engagement events or other review sessions to consider the aims, objectives, strategy and progress of the arrangements; and
 - c) progress reporting against identified objectives.
- 5.10.4** When delegated responsibilities are being discharged collaboratively, the collaborative arrangements, whether formal joint working or informal collaboration, must:
- a) identify the roles and responsibilities of those CCGs or other partner organisations that have agreed to work together and, if formal joint working is being used, the legal basis for such arrangements;
 - b) specify how performance will be monitored and assurance provided to the Governing Body on the discharge of responsibilities, so as to enable the Governing Body to have appropriate oversight as to how system integration and strategic intentions are being implemented;
 - c) set out any financial arrangements that have been agreed in relation to the collaborative arrangements, including identifying any pooled budgets and how these will be managed and reported in annual accounts;
 - d) specify under which of the CCG's supporting policies the collaborative working arrangements will operate;
 - e) specify how the risks associated with the collaborative working arrangement will be managed and apportioned between the respective parties;
 - f) set out how contributions from the parties, including details around assets, employees and equipment to be used, will be agreed and managed;
 - g) identify how disputes will be resolved and the steps required to safely terminate the working arrangements;

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

5.11 Joint Commissioning Arrangements with Local Authority Partners

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

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

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

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

- a) agree formal and legal arrangements to make payments to, or receive payments from, the Local Authority, or pool funds for the purpose of joint commissioning;
- b) make the services of its employees or any other resources available to the Local Authority; and
- c) receive the services of the employees or the resources from the Local Authority.
- d) where the Governing Body makes an agreement with one or more Local Authority as described above, the agreement will set out the arrangements for joint working, including details of:
 - how the parties will work together to carry out their commissioning functions;

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

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

5.12 Joint Commissioning Arrangements – Other CCGs

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

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

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

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

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

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

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

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

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

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

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

5.12.8 The responsibility of the CCG to carry out its functions will not be affected where the CCG enters into arrangements pursuant to paragraph 0 above.

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

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

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

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

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

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

5.13 Joint Commissioning Arrangements with NHS England

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

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

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

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

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

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

5.13.7 Where the CCG makes arrangements with NHS England (and another CCG if relevant) as described at paragraph 5.13.3 above, the CCG shall

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

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

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

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

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

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

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

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

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

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

6.1 Conflicts of Interest

- 6.1.1** As required by section 14O of the 2006 Act, the CCG has made arrangements to manage conflicts and potential conflicts of interest to ensure that decisions made by the CCG will be taken and seen to be taken without being unduly influenced by external or private interest.
- 6.1.2** The CCG has agreed policies and procedures for the identification and management of conflicts of interest.
- 6.1.3** Employees, Members, Committee and Sub-Committee members of the CCG and members of the Governing Body (and its Committees, Sub-Committees, Joint Committees) will comply with the CCG policy on conflicts of interest. Where an individual, including any individual directly involved with the business or decision-making of the CCG and not otherwise covered by one of the categories above, has an interest, or becomes aware of an interest which could lead to a conflict of interests in the event of the CCG considering an action or decision in relation to that interest, that must be considered as a potential conflict, and is subject to the provisions of this constitution and the Standards of Business Conduct Policy.
- 6.1.4** The CCG has appointed the Audit Chair to be the Conflicts of Interest Guardian. In collaboration with the CCG's governance lead, their role is to:
- a) Act as a conduit for GP practice staff, members of the public and healthcare professionals who have any concerns with regards to conflicts of interest;
 - b) Be a safe point of contact for employees or workers of the CCG to raise any concerns in relation to conflicts of interest;
 - c) Support the rigorous application of conflict of interest principles and policies;
 - d) Provide independent advice and judgment to staff and members where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation
 - e) Provide advice on minimising the risks of conflicts of interest.

6.2 Declaring and Registering Interests

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

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

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

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

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

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

6.3 Training in Relation to Conflicts of Interest

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

6.4 Standards of Business Conduct

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

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

- b) follow the Seven Principles of Public Life; set out by the Committee on Standards in Public Life (the Nolan Principles);
- c) comply with the standards set out in the Professional Standards Authority guidance - *Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England*; and
- d) comply with the CCG's Standards of Business Conduct, including the requirements set out in the policy for managing conflicts of interest which is available on the CCG's website and will be made available on request.

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

Appendix 1: Definitions of Terms Used in This Constitution

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

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

Member practice representative	Member practices appoint a healthcare professional to act as their practice representative in dealings between it and the CCG, under regulations made under section 89 or 94 of the 2006 Act or directions under section 98A of the 2006 Act.
NHS England	The operational name for the National Health Service Commissioning Board.
Registers of interests	Registers a group is required to maintain and make publicly available under section 140 of the 2006 Act and the statutory guidance issues by NHS England, of the interests of: the Members of the group; the Members of its CCG Governing Body; the Members of its Committees or Sub-Committees and Committees or Sub-Committees of its CCG Governing Body; and Its employees.
STP	Sustainability and Transformation Partnerships – the framework within which the NHS and local authorities have come together to plan to improve health and social care over the next few years. STP can also refer to the formal proposals agreed between the NHS and local councils – a “Sustainability and Transformation Plan”.
Joint Committee	Committees from two or more organisations that work together with delegated authority from both organisations to enable joint decision-making

Appendix 2: Committee Terms of Reference

Appendix 2a Audit Committee

NHS Bedfordshire CCG

Terms of Reference Audit Committee

1 Introduction

- 1.1 The Governing Body of NHS Bedfordshire CCG's has established an Audit Committee as a committee of the Governing Body in accordance with Clause 14M in the Health and Social Care Act (2012).
- 1.2 The Audit Committee is established in accordance with the CCG's Constitution, Standing Orders, Scheme of Reservation and Delegation, and Standing Financial Instructions.

2 Purpose

- 2.1 The purpose of the committee is to act as the CCG's independent scrutiny function by critically reviewing and providing assurance to the Governing Body on the effectiveness of the CCG's system of internal control, financial governance, corporate governance, and clinical governance and risk management.
- 2.2 The duties of the committee will be driven by the organisation's objectives and the associated risks. An annual programme of business will be agreed, however this will be flexible to new and emerging priorities and risks.
- 2.3 The committee shall ensure an appropriate relationship with both internal and external audit is maintained.

3 Responsibilities of the Committee

- 3.1 The Audit Committee has no executive powers, other than those specifically delegated in these terms of reference.

3.2 Integrated governance, risk management and internal control

- 3.2.1 Review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the CCG's activities that support the achievement of the its objectives.
- 3.2.2 Receive assurance that the CCG Governing Body has an appropriate, up to date and co-ordinated range of systems, policies and procedures

in place to manage risk.

- 3.2.3 Enable the CCG Governing Body to fulfil its responsibility to manage risk by providing evidence of compliance with all risk management processes.
- 3.2.4 Receive assurance that the Governing Body Assurance Framework accurately records the CCG's objectives and that associated risks are identified together with the measures and controls to manage these principle risks.
- 3.2.5 In particular, the committee will review the adequacy and effectiveness of:
- The Governing Body Assurance Framework;
 - The CCG Risk Register;
 - CCG Executive Reports;
 - Other appropriate reports from Managers.
- 3.2.6 Undertake the following mandatory review functions as set out in the Standing Orders:
- Procurement Waivers
 - Losses and Compensations
 - Declarations of Interest.
- 3.2.7 In carrying out this work the committee will primarily utilise the work of the internal audit, external audit and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.
- 3.2.8 This will be evidenced through the committee's use of an effective Assurance Framework to guide its work and that of the audit and assurance functions that report to it.

3.3 Internal audit

- 3.3.1 The committee shall ensure that there is an effective internal audit function that meets mandatory Public Sector Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Accountable Officer and Clinical Commissioning Group Governing Body. This will be achieved by:
- Review and approval of the internal audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation, as identified in the Assurance Framework.

- Considering the findings of internal audit work (and management's response) and ensuring co-ordination between the internal and external auditors to optimise audit resources.
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the Clinical Commissioning Group.
- The annual review of the effectiveness of internal audit.

3.4 External audit

3.4.1 The committee shall review the work and findings of the external auditors and consider the implications and management's response to their work. This will be achieved by:

- Consideration of the performance of the external auditors, as far as the rules governing the appointment permit.
- Discussion and agreement with the external auditors, before the audit commences, on the nature and scope of the audit as set out in the annual plan, and ensuring co-ordination, as appropriate, with other external auditors in the local health economy.
- Discussion with the external auditors of the local evaluation of audit risks and assessment of the CCG and associated impact on the audit fee.
- Review of the external audit reports, including the report to those charged with governance, agreement of the annual audit letter before submission to the clinical commissioning group and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

3.5 Other assurance functions

3.5.1 The committee shall review the findings of other significant assurance functions, both internal and external and consider the implications for the governance of the Clinical Commissioning Group.

3.6 Counter fraud

3.6.1 The committee shall satisfy itself that there are adequate arrangements in place for countering fraud and shall review the outcomes of relevant counter fraud work. It shall also approve necessary counter fraud work.

3.7 Management

- 3.7.1 The committee shall request and review reports and positive assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
- 3.7.2 The committee may also request specific reports from individual functions within the CCG as they may be appropriate to the overall arrangements.

3.8 Financial reporting

- 3.8.1 monitor the integrity of the financial position reported by the CCG and any formal announcements relating to the its financial performance.
- 3.8.2 The committee shall ensure that the systems for financial reporting to the clinical commissioning group, including those of budgetary control, are subject to review as to completeness, timeliness and accuracy of the information provided to the Clinical Commissioning Group's Governing Body.
- 3.8.3 The committee shall review the annual report and financial statements before submission to the Governing Body and the CCG's Governing Body, focusing particularly on:
- The wording in the Annual Governance Statement and other disclosures relevant to the terms of reference of the committee;
 - Changes in, and compliance with, accounting policies, practices and estimation techniques;
 - Unadjusted mis-statements in the financial statements and significant adjustments resulting from the audit;
 - Letter of representation; and
 - Qualitative aspects of financial reporting.

4 Reporting

- 4.1 The Audit Committee reports to the Governing Body. At each meeting of the Governing Body, the Chair of the Committee will present a short report in writing which highlights key matters.
- 4.2 The Audit Committee will provide the Governing Body with an Annual Report, timed to support finalisation of the accounts and the Governance Statement. The report will summarise its conclusions from the work it has done during the

year specifically commenting on:

- The fitness for purpose of the assurance framework;
- The completeness and 'embeddedness' of risk management in the organisation;
- The integration of governance arrangements;
- The appropriateness of the evidence that shows the organisation is fulfilling its regulatory requirements; and
- The robustness of the processes behind the quality accounts.

5 Membership

5.1 The members of the Audit Committee are appointed by the Governing Body.

5.2 A record will be made in the minutes of the governing body meeting when members are appointed to the committee and will include the names of the appointees

5.3 The committee will be comprised of a minimum of 3 members including the committee chair.

5.4 Chair

5.4.1 The committee is chaired by a Lay Member of the Governing Body who has qualifications, expertise or experience such as to enable the person to express informed views about financial management and audit matters. This person will fulfil the requirements set out in Section 14 of The NHS CCG Regulations (2012).

5.5 Members

5.5.1 Remaining members of the committee will include:

- 1 further lay member
- one healthcare professional

5.6 Members will possess between them knowledge / skills / experience in:

- accounting
- risk management
- internal / external audit; and
- technical or specialist issues pertinent to the CCGs business

5.7 Other than the Chair, members need not necessarily be members of the

Governing Body of the CCG.

- 5.8 Members will not include employees of the CCG or the Chair of the Governing Body.
- 5.9 The Chair of the Committee shall be independent and therefore not chair any other committees.

6 Attendance at meetings

- 6.1 Meetings of the committee will also be attended, at the request of the chair, by the following who are not considered to be members of the committee:
- Associate Director of governance
 - Chief finance officer or their nominated deputy
 - Accountable officer or their nominated deputy
 - Any other manager at the request of the chair
 - Representatives of both internal and external audit
 - Individuals who lead on Risk management and counter fraud matters

7 Access

- 7.1 The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the Audit Committee.
- 7.2 The committee may, on occasion, procure specialist ad-hoc advice in relation to its business at the expense of the CCG subject to the budget being agreed by the CCG Chair.

8 Meetings

- 8.1 The Audit Committee will meet five times a year.
- 8.2 A minimum of two members of the Audit Committee will be present for the meeting to be deemed quorate and should include a clinical member.
- 8.3 The Audit Committee may ask any other officials of the CCG to attend to assist it with its discussions on any particular matter. In addition, the committee can request attendance from partner organisations as required, for example, representatives from the Health and Well-being Board, Secondary and Community Providers.
- 8.4 The committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters

8.5 The Governing Body or Accountable Officer may ask the Audit Committee to convene further meetings to discuss particular issues on which they want the committee's advice.

8.6 At least once a year, the committee will meet privately with the External and Internal Auditors.

9 Secretariat and administration

9.1 The Audit Committee will be provided with a secretariat function via the corporate office of the CCG.

9.2 The agenda will be agreed by the chair with the support of the relevant executive lead.

9.3 Papers will be distributed to members and other attendees at least 5 working days in advance of the meeting.

9.4 Formal minutes will be taken and shall include:

- The names of all members of the meeting present;
- Declarations of interest of members and participants;
- A record of matters discussed and agreed;
- Matters arising and issues to be carried forward.

10 Conduct of the Committee

10.1 Members of, and those attending, the Audit Committee shall behave in accordance with the CCG's Standing Orders and Standards of Business Conduct Policy. In particular, attention will be paid to:

- The Confidentiality Policy;
- the Nolan Principles;
- the Standards of Business Conduct; and
- Conflict of Interest Policy.

11 Collaboration with other CCGs

11.1 The committee is permitted but not required to establish suitable arrangements to meet in common with the relevant Audit Committees of other CCGs in accordance with the business needs of the CCG.

12 Review

12.1 The Terms of Reference will be reviewed every two years by the Governing Body.

12.2 Next approval date: [to be inserted once this has been approved]

13 Document History

Date	Version	Author	Key changes
21/6/19	1		Final

Appendix 2b Remuneration Committee

NHS Bedfordshire CCG

Terms of Reference Remuneration Committee

1. Introduction

1.1. The Governing Body of NHS Bedfordshire CCG's has established a Remuneration Committee as a Committee of the Governing Body in accordance with the requirement set out in Clause 14L in the Health and Social Care Act (2012).

2. Purpose

2.1. The purpose of the committee is to advise the Governing Body in relation to:

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

2.2. The Remuneration Committee is established in accordance with the CCG's Constitution, Standing Orders and Scheme of Reservation and Delegation, and Standing Financial Instructions.

3. Responsibilities of the Committee

3.1. Specifically, the principal duties of the Remuneration Committee are:

- 3.1.1. To make recommendations to the Governing Body on the remuneration, benefits and terms of service of employees not covered by Agenda for Change, ensuring that they are fairly rewarded for their individual contribution, having due regard to the CCG's circumstances and to any relevant national guidance.
- 3.1.2. To make recommendations to the Governing Body in relation to any bonus or supplementary pay matters where required.
- 3.1.3. To advise on and oversee appropriate contractual arrangements for senior staff including the proper calculation and scrutiny of termination payments, taking account of national guidance.
- 3.1.4. To make recommendations to the Governing Body on any proposed remuneration, ensuring that this is in line with national guidance and with due regard for the CCG's circumstances, for:

- Governing Body members drawn from the member practices;
 - Clinical Leads in connection with their leadership roles within the CCG; and
 - other Governing Body members who are neither staff nor lay members.
- 3.1.5. To make recommendations to the Governing Body on arrangements for establishing and administering one or more pension schemes as appropriate.
- 3.1.6. To make recommendations to the Governing Body on arrangements for providing pensions, allowances or gratuities for its employees.
- 3.1.7. To consider and advise on any other remuneration or compensation issue referred to it by either the Chair, Accountable Officer or Chief Operating Officer.
- 3.1.8. To provide oversight and assurance on emerging employment remuneration requirements, including, but not limited to, gender pay gap and inequality pay reporting.

4. Membership

- 4.1. Members of the Remuneration Committee are appointed by the Governing Body and only members of the Governing Body may be members of the Remuneration Committee.
- 4.2. A record will be made in the minutes of the governing body meeting when members are appointed to the committee and will include the names of the appointees.
- 4.3. The committee will be comprised of a minimum of 3 members (including the committee chair) and will include
- 2 Lay members
 - A healthcare professional

4.4. Chair

- 4.4.1. The committee will appoint one of its members to be the Chair and another to be Deputy Chair.
- 4.4.2. The Chair of the Remuneration Committee will not also be the Chair of the Audit Committee.
- 4.5. At the request of the Chair, the Remuneration Committee will normally be attended for all or part of any meeting as and when appropriate by:
- the Accountable Officer,

- the Chief Financial Officer, or
- a Senior Clinical lead, or
- external or contracted service Advisers, such as the Director of Workforce.

5. Reporting

5.1. The Chair of the Remuneration Committee will report formally in writing to the Governing Body after each meeting. Such reports may be considered in the private part of the meeting where appropriate.

5.2. The Remuneration Committee will support the Governing Body in its requirements to be transparent as per the CCG Requirements (2012) and following good practice as outlined in The UK Corporate Governance Code (July 2018) by providing the Governing Body with an annual report, summarising the work done during the year specifically commenting on:

- 5.2.1. The strategic rationale for very senior managers (VSM) remuneration policies, structures and any performance metrics, including any joint or shared posts which have been agreed with other organisation(s);
- 5.2.2. Reasons why the remuneration is appropriate using internal and external measures, including pay ratios and pay gaps;
- 5.2.3. A description, with examples, of how the remuneration committee has addressed the six factors outlined in The Corporate Governance Code of: clarity, simplicity, risk, predictability, proportionally and alignment to culture;
- 5.2.4. Whether the remuneration policy operated as intended in terms of CCG performance, and, if not, what changes are necessary;
- 5.2.5. What engagement with the workforce has taken place to explain how VSM remuneration aligns with wider NHS Agenda for Change pay policy; and
- 5.2.6. To what extent discretion has been applied to remuneration outcomes and the reasons why.

6. Meetings

6.1. The Remuneration Committee shall meet when required and at least 2 times per year. The Chair of the Remuneration Committee may convene additional meetings as they deem necessary.

6.2. A minimum of two members of the Remuneration Committee will be present for the meeting to be deemed quorate.

- 6.3. No person attending can be present when their remuneration is being discussed and the conflicts of interest policy and procedure will be used.
- 6.4. When matters affecting lay member pay and allowances are being discussed, the matters will not be considered by the remuneration committee and will be referred to a panel convened for this purpose by the chair of the CCG.

7. Secretariat and administration

- 7.1. The Remuneration Committee will be provided with a secretariat function via the corporate office of the CCG.
- 7.2. The agenda will be agreed by the chair with the support of the relevant executive lead.
- 7.3. Papers will be distributed to members and other attendees at least 5 working days in advance of the meeting.
- 7.4. Formal minutes will be taken and shall include:
- The names of all members of the meeting present;
 - Declarations of interest of members and participants;
 - A record of matters discussed and agreed;
 - Matters arising and issues to be carried forward.

8. Conduct of the Committee

- 8.1. Members of, and those attending, the Remuneration Committee shall behave in accordance with the CCG's Standing Orders and Standards of Business Conduct Policy. In particular, attention will be paid to:
- The Confidentiality Policy;
 - The Nolan Principles;
 - the Standards of Business Conduct; and
 - Conflict of Interest Policy.

9. Policy and Best Practice

- 9.1. The committee shall apply best practice in the decision-making process and will have full authority to commission any reports or surveys it deems necessary to help fulfil its obligations.

10. Collaboration with other CCGs

- 10.1. The Remuneration Committee may not be operated jointly with other CCGs. It is however, permitted (but not required) to establish suitable arrangements to meet in common with the relevant Remuneration

Committees of other CCGs in accordance with the business needs of Bedfordshire CCG.

11. Review

11.1. The Terms of Reference will be reviewed on an annual basis by the Governing Body.

11.2. Next approval date: [to be inserted once this has been approved]

12. Document History

Date	Version	Author	Key changes
21/6 /2019	V1.0		Final

Appendix 2c Primary Care Commissioning Committee

TERMS OF REFERENCE PRIMARY CARE COMMISSIONING COMMITTEE

Introduction

1. Simon Stevens, the Chief Executive of NHS England, announced on 1 May 2014 that NHS England was inviting CCGs to expand their role in primary care commissioning and to submit expressions of interest setting out the CCG's preference for how it would like to exercise expanded primary medical care commissioning functions. One option available was that NHS England would delegate the exercise of certain specified primary care commissioning functions to a CCG.
2. In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended), NHS England has delegated the exercise of the functions specified in Schedule 2 to these Terms of Reference to **Bedfordshire CCG**. The delegation is set out in Schedule 1.
3. The CCG has established the **Bedfordshire CCG** Primary Care Commissioning Committee ("Committee"). The Committee will function as a corporate decision-making body for the management of the delegated functions and the exercise of the delegated powers.
4. It is a committee comprising representatives of the following organisation:-
 - **Bedfordshire CCG**

Statutory Framework

5. NHS England has delegated to the CCG authority to exercise the primary care commissioning functions set out in Schedule 2 in accordance with section 13Z of the NHS Act
6. Arrangements made under section 13Z may be on such terms and conditions (including terms as to payment) as may be agreed between the Board and the CCG

7. Arrangements made under section 13Z do not affect the liability of NHS England for the exercise of any of its functions. However, the CCG acknowledges that in exercising its functions (including those delegated to it), it must comply with the statutory duties set out in Chapter A2 of the NHS Act and including
 - a) Management of conflicts of interest (section 14O);
 - b) Duty to promote the NHS Constitution (section 14P);
 - c) Duty to exercise its functions effectively, efficiently and economically (section 14Q);
 - d) Duty as to improvement in quality of services (section 14R);
 - e) Duty in relation to quality of primary medical services (section 14S);
 - f) Duties as to reducing inequalities (section 14T);
 - g) Duty to promote the involvement of each patient (section 14U);
 - h) Duty as to patient choice (section 14V);
 - i) Duty as to promoting integration (section 14Z1);
 - j) Public involvement and consultation (section 14Z2).
8. The CCG will also need to, specifically in respect of the delegated functions from NHS England, exercise those in accordance with the relevant provisions of section 13 of the NHS Act
9. The Committee is established as a committee of the **Bedfordshire CCG Governing Body** of each named CCG in accordance with Schedule 1A of the “NHS Act”.
10. The members acknowledge that the Committee is subject to any directions made by NHS England or by the Secretary of State.

Role of the Committee

11. The Committee has been established in accordance with the above statutory provisions to enable the members to, for example, make collective decisions on

the review, planning and procurement of primary care services in **Bedfordshire** under delegated authority from NHS England.

12. In performing its role the Committee will exercise its management of the functions in accordance with the agreement entered into between NHS England and **Bedfordshire CCG**, which will sit alongside the delegation and terms of reference

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

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

15. This includes the following:-

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

The CCG’s key objectives under Delegated Commissioning are to:

- a) To plan, including needs assessment, primary medical care services in Bedfordshire;
- b) To undertake reviews of primary medical care services in Bedfordshire;

- c) To co-ordinate a common approach to the commissioning of primary care services generally;
- d) To manage the budget for commissioning of primary medical care services in Bedfordshire

The key responsibilities of the committee are to work together to:

- Utilise local knowledge from CCG GP members to influence the development of and investment in general practice to improve access to services and patient outcomes
- Develop and commission end to end care and increased autonomy to shape future Primary Care services
- Take an active role in driving forward the Five Year Forward View agenda
- To manage the budget for commissioning of primary (medical) care services in Bedfordshire
- Plan, including needs assessment, primary medical care services in the CCG area
- Undertake reviews of primary medical care services in the CCG area
- Co-ordinate a common approach to the commissioning of primary care services generally
- Ensure collaborative working on monitoring and addressing issues of quality in primary care
- Support the development and implementation of a joint strategy for the enablers; primary care estates and premises, workforce development and IM&T infrastructure, which meets current and future needs

Geographical Coverage

16. The Committee will cover the Bedfordshire CCG geographical area

Membership

17. The Committee membership shall be as follows:

Members with voting rights:

- Chair – Lay Member (Patient and Public Engagement)
- Vice Chair – Lay Member (Finance and Performance)

- Accountable Officer
- Chief Finance Officer
- Medical Director
- Director of System Transformation
- Chief Nurse

18. The Local Medical Committee will represent the views of the GP members of the Governing Body.

Executive members unable to attend a Primary Care Commissioning Committee meeting may appoint a deputy to attend on their behalf. No other deputies are permissible.

Other attendees – Non-voting

The following non-voting attendees will be invited to attend the meetings of the Primary Care Commissioning Committee:

- Two Locality Chairs
- NHS England Locality Director
- NHS England Delegated Deputy Director of Nursing
- NHS England GP Contract Manager or deputy
- Health Watch representatives (Central Bedfordshire and Bedford Borough)
- Health and Wellbeing Board Representatives (Central Bedfordshire and Bedford Borough)
- Assistant Director of Primary Care
- Head of Primary Care contracts and Commissioning
- Public Health Representative

Meetings and Voting

19. The Committee will operate in accordance with the CCG's Standing Orders. The Secretary to the Committee will be responsible for giving notice of meetings. This will be accompanied by an agenda and supporting papers and sent to each member representative no later than 7 days before the date of the meeting. When the Chair of the Committee deems it necessary in light of the urgent circumstances to call a meeting at short notice, the notice period shall be such as he shall specify.

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

Quorum

21. The Quorum for the committee shall be 3 members:

The Chair / Vice Chair

Medical Director

Any Executive Governing Body Member

Frequency & Notice of the Committee meetings

22. The Primary Care Commissioning Committee shall adopt the Standing Orders of Bedfordshire CCG in so far as they relate to the:

- a) Notice of meetings
- b) Handling of meetings
- c) Agendas
- d) Circulation of papers and
- e) Conflicts of Interest

23. The Primary Care Commissioning Committee will meet monthly and at least quarterly in public, except as otherwise agreed by members

24. Meetings of the Committee shall:

- a) to be held in public, subject to the application of 24 (b);
- b) the Committee may resolve to exclude the public from a meeting that is open to the public (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for the other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.

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

26. The Committee may delegate tasks to such individuals, sub-committees or individuals, sub-committees or individual members as it shall see fit, provided that any such delegations are consistent with the parties' relevant governance arrangements, are recorded in a scheme of delegation, are governed by terms of reference as appropriate and reflect appropriate arrangements for the management of conflicts of interest.
27. The Committee may call additional experts to attend meetings on an ad hoc basis to inform discussions.
28. The Committee will apply best practice in the decision-making process and have full authority to commission any reports or surveys it deems necessary to help fulfil its obligations.
29. Members of the Committee shall respect confidentiality requirements as set out in the CCG's **Constitution or Standing Orders**
30. The Committee will present its minutes to the Regional Team of NHS England and the Governing Body of Bedfordshire CCG following each meeting for information, including the minutes of any sub-committees to which responsibilities are delegated under paragraph 26 above.
31. The CCG will also comply with any reporting requirements set out in its Constitution
32. The Terms of Reference will need to be approved by the CCG's Governing Body. It is envisaged that these Terms of Reference will be reviewed from time to time, reflecting the experience of the Committee in fulfilling its functions. NHS England may also issue revised model terms of reference from time to time.
33. The Primary Care Commissioning Committee's Annual Business Cycle will be agreed by Committee members and reviewed on an annual basis

Decision Making Authority and Exercise of Functions

Under the approved Scheme of Reservation and Delegation and the Standing Orders, the Committee is allowed or authorised to do the following;

34. The Primary Care Commissioning Committee will make decisions within the bounds of its remit.

35. The decisions of the Primary Care Commissioning Committee shall be binding on NHS England and Bedfordshire CCG.
36. A Register of Decisions will be published by Bedfordshire CCG. This register will appear on the same page of the CCG's website as the Register of Interests.
37. The Terms of Reference and conduct of the Primary Care Commissioning Committee's business is in accordance with any relevant national guidance, relevant codes of conduct and good governance, for example, the Seven Principles of Public Life (the Nolan Principles).

Accountability of the Committee

38. The Primary Care Commissioning Committee is accountable to the CCG Governing Body
39. The Primary Care Commissioning Committee shall report key decisions and areas of discussion to the CCG Governing Body at the subsequent Governing Body meeting.
40. The Primary Care Commissioning Committee shall report key decisions and areas of discussion to the appropriate Regional Team of NHS England
41. Budget and resource accountability arrangements and the decision making scope of the Committee will be in line with those detailed in these Terms of Reference and in the delegation agreement

Procurement of Agreed Services

42. Procurement of agreed services will take place in line with the arrangements set out in the delegation agreement and other associated guidance

Reviewed by the Governing Body	Terms of reference ratified by the CCG Governing Body at its meeting held on [insert date]
Reviewed by the Primary Care Commissioning Committee	Terms of reference approved by the Primary Care Commissioning Committee [insert date]
Document history	Version 2 February 2019
Review date	June 2019

Authors	NHS England Template Primary Care Strategic Development Lead
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(Signature provisions)

Schedule 1 –Delegated Functions

- a) decisions in relation to the commissioning, procurement and management of Primary Medical Services Contracts, including but not limited to the following activities:
 - i) decisions in relation to Enhanced Services;
 - ii) decisions in relation to Local Incentive Schemes (including the design of such schemes);
 - iii) decisions in relation to the establishment of new GP practices (including branch surgeries) and closure of GP practices;
 - iv) decisions about 'discretionary' payments;
 - v) decisions about commissioning urgent care (including home visits as required) for out of area registered patients;
- b) the approval of practice mergers;
- c) planning primary medical care services in the Area, including carrying out needs assessments;
- d) undertaking reviews of primary medical care services in the Area;
- e) decisions in relation to the management of poorly performing GP practices and including, without limitation, decisions and liaison with the CQC where the CQC has reported non-compliance with standards (but excluding any decisions in relation to the performers list);
- f) management of the Delegated Funds in the Area;
- g) Premises Costs Directions functions;

- h) co-ordinating a common approach to the commissioning of primary care services with other commissioners in the Area where appropriate; and
- i) such other ancillary activities as are necessary in order to exercise the Delegated Functions.

Schedule 2- Reserved Functions

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

Appendix 3: Standing Orders

BEDFORDSHIRE CCG STANDING ORDERS

2 CONTENTS

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1. Statutory Framework and Status

1.1. These standing orders have been drawn up to regulate the proceedings of NHS Bedfordshire Clinical Commissioning Group (“CCG”) so that the CCG can fulfil its obligations, as set out in the NHS Act 2006 (the “Act”) and relevant statutory guidance issued by NHS England. They are effective from [insert date of approval by NHS England].

1.2. The standing orders, together with the CCG’s scheme of reservation and delegation and the CCG’s detailed financial policies, provide a procedural framework within which the CCG discharges its business. They set out:

- a) the arrangements for conducting the business of the CCG;
- b) the appointment of member practice representatives and other members of the governing body
- c) the procedure to be followed at meetings of the CCG, the Governing Body and any committees or sub-committees of the CCG or the Governing Body;
- d) the process to delegate powers,
- e) the process for identifying, declaring and managing conflicts of interest and
- f) the standards of business conduct.

1.3. The standing orders and the table of levels of financial authorisation extracted from the detailed financial policies are appended to and have effect as if incorporated into the CCG’s constitution (the “Constitution”).

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

1.5. These standing orders apply to the members’ forum and any committees of the members, unless it is stated that they do not.

1.6. These standing orders apply to the governing body and any committees of the governing body unless it is stated that they do not.

2. Scheme of reservation and delegation

2.1. The 2006 Act provides the CCG with powers to delegate the CCG's functions and those of the Governing Body to certain bodies (such as committees) and certain persons.

2.2. The CCG has decided that certain decisions may only be exercised by the membership of the CCG in formal session. Members will transact matters reserved to the membership at meetings of the members known as The Members' Forum. A list of reserved matters is detailed in the constitution at section 3.3.

2.3. All other matters are delegated to the governing body. Full details relating to matter reserved and delegated are to be found in the CCG's scheme of reservation and delegation which is published on the CCG website.

3. Composition of membership and governing body roles

3.1. Composition of membership

- 3.1.1. The CCG is a membership body comprised GP practices in the Bedfordshire area. Full details of the area covered and a list member practices is included in the constitution.
- 3.1.2. The nature of the membership and relationship with the CCG are set out in the constitution section 3.
- 3.1.3. Full meetings of the membership are to be known as *The Members' Forum*.
- 3.1.4. Members are represented at the Members' forum by the healthcare professional that they nominate to deal with the CCG on their behalf. This individual must be a healthcare professional as defined in the legislation. Each practice is free to determine how they select an individual who fulfils the requirements. For clarity, whilst it must be a healthcare professional it need not be a GP and it is also permitted for a practice to nominate an employee from another practice if they choose to do so.

3.2. Key roles and appointments to the governing body

- 3.2.1. The CCG's Constitution sets out the composition of the CCG's Governing Body
- 3.2.2. Each role on the governing body is defined by a role description. A person specification is drafted at the point of recruitment to aid the selection process.
- 3.2.3. Members of the governing body comprise individuals elected by the membership, appointed members and executive members.
- 3.2.4. The chair will be appointed using the process set out for elected members.
- 3.2.5. The vice chair will be selected from the three lay members by the governing body members and will fulfil the specific requirements set out in the CCG Regulations 2012.
- 3.2.6. All members of the governing body will fulfil the requirements set out in the CCG Regulations 2012.

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

3.3. Elected members of the governing body

- 3.3.1. The Members' Forum of the CCG will appoint four individuals to the governing body to represent the voice of the membership.
- 3.3.2. The Members' Forum of the CCG will also appoint an individual to be the chair of the CCG.
- 3.3.3. Each role will be described in a role description and have an accompanying specification that describes the skills, experience and characteristics required to fulfil the role.
- 3.3.4. Application: Individuals who meet the criteria will complete an application process which will include setting out their key characteristics against a published specification.
- 3.3.5. Assessment:
- An appointment panel appointed by the governing body and supported by suitably qualified and experienced advisers will assess the applications using, as a minimum, a paper-based screen and interview.
 - Only applicants assessed to be "above the bar" (i.e. have demonstrated the minimum full range of competencies and characteristics detailed in the specification) will be put forward for election.
 - Applicants who are assessed "above the bar" will retain this status until there is a change to the specification, or two years, whichever is shorter.
- 3.3.6. Election:
- Each member practice has one equal vote.
 - The voting forms will be sent to the practice representative nominated by each practice.
 - Voting forms are returned via email to a dedicated email address and votes are counted and verified by a lay member of the governing body.
 - All practice representatives are eligible to vote in elections for any elected governing body members.

- The outcome is determined by simple majority.

3.3.7. Appointments panel

- The appointment of elected members of the governing body will be overseen by an appointments panel.
- The panel will include at least 2 GPs drawn from the membership, the chief operating officer and a lay member of the governing body.
- The appointment panel will be advised by the CCG HR director on matters of good practice and law in relation to process.
- The duties of the panel will be to:
 - (i) Prepare the role and person specification
 - (ii) Undertake the assessment of suitability against the specification
 - (iii) Provide oversight to the election.

3.3.8. Eligibility:

- An individual wishing to be considered for the role of member practice representative on the governing body must be partner or employee of a member practice.
- In order to ensure that one member of the governing body is appointed from each of the two local authorities, there may be occasions when eligibility for a particular election is limited to a subset of practices.
- An individual wishing to be considered for the chair of the CCG must be a healthcare professional i.e. a member of a profession regulated by regulatory body established by an Order in Council under Section 60 of the Health Act 1999.

3.3.9. Exclusion criteria:

- An individual who has a major conflict of interest (such as the clinical directors of the Primary Care Networks) may not be appointed.
- An individual is excluded if they do not meet the requirements set out in the CCG Regulations 2012

3.3.10. Term of office:

- The initial term of office for Member practice representatives is up to 3 years. New appointees will retire on the date that the individual they replaced was due to retire in order to provide continuity.
- Member practice representatives may serve up to three full terms of office subject to satisfactory appraisal by the chair and no objections having been received from the Members' Forum.

3.4. Appointed Members of the Governing Body

3.4.1. The CCG shall appoint individuals to the roles of: Secondary Care Doctor and Lay member (three) on the governing body.

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

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

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

- 3.4.5. Assessment: An appointments panel appointed by the governing body and supported by suitably qualified and experienced advisers will assess the applications using, as a minimum, a paper-based screen and interview.
- 3.4.6. Eligibility and exclusion: Individuals will not be appointed unless they meet the requirements of the descriptions (including the exclusion criteria) set out in the CCG Regulations 2012.
- 3.4.7. Term of office:
- The initial term of office is up to 3 years. New appointees will retire on the date that the individual they replaced was due to retire in order to provide continuity.
 - Individuals may serve up to three full terms of office subject to satisfactory appraisal by the chair and no objections having been received from the Members' Forum.

3.5. Executive members of the Governing body

- 3.5.1. Executive members of the Governing body become members by virtue of their employment into a management role in the CCG. These roles include:
- Accountable Officer Bedfordshire CCG;
 - Chief Finance Officer Bedfordshire CCG;
 - The Chief Operating Officer Bedfordshire CCG
 - The Medical Director Bedfordshire CCG
 - The Executive Chief Nurse Bedfordshire CCG
- 3.5.2. Each role will be described in a role description and have an accompanying specification that describes the skills, experience and characteristics required to fulfil the role.
- 3.5.3. Executive members are appointed following a formal standard recruitment process during which competency against the defined specification is assessed.
- 3.5.4. The accountable officer appointment process is subject to requirements set out by NHS England and the process will include a CCG panel convened by the chair. The appointment is subject to formal ratification by NHS England following selection and nomination by the CCG.
- 3.5.5. Other executive members of the governing body are appointed by a panel convened by the Accountable Officer.

- 3.5.6. Membership of the governing body is terminated when an individual's contract of employment is terminated.

3.6. Deputy arrangements

- 3.6.1. Where any member of the governing body is unable to attend a meeting, they may appoint a deputy, who will subject to the agreement of the chair in advance of the meeting be permitted to speak in place of that member to relevant agenda items.
- 3.6.2. Deputies will not contribute to the quorum and will not be permitted to vote

3.7. Removal from office

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

3.8. Notice period

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

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

4. Meetings and decision making

4.1. Introduction and scope

4.1.1. The following applies to all meetings of the CCG, including the Members' Forum, the Governing Body and all governing body committees.

4.2. Calling meetings

4.2.1. The CCG shall set out a calendar of meetings at the start of each business cycle which will include, but not be limited to, meetings of the governing body, audit committee, remuneration committee and all meetings that provide assurance to the governing body.

4.2.2. Meetings shall be held at such times and places as the CCG may determine.

4.2.3. The Chair of the CCG or the relevant meeting or committee may call an additional meeting at any time.

4.2.4. Fifty per cent of the members of the CCG, Governing Body or relevant meeting may request a meeting in writing. If the Chair refuses, or fails, to call a meeting within seven days of such a request being presented, the members signing the request may forthwith call a meeting.

4.3. Agenda and supporting papers

4.3.1. Items of business for inclusion on the agenda of a meeting need to be notified to the Chair at least 10 working days before the meeting takes place.

4.3.2. Agendas will be agreed between the chair and the relevant executive lead.

- 4.3.3. Supporting papers for agenda items must be accompanied by an agreed cover-sheet and submitted to the committee secretariat at least seven working days before the meeting takes place.
- 4.3.4. The agenda and supporting papers will be circulated to all members of a meeting and agreed circulation list at least five working days before the date of the meeting.
- 4.3.5. Agendas and certain papers for the CCG's Governing Body and other meetings that are held in public– including details about meeting dates, times and venues - will be published on the CCG's website.

4.4. Petitions

- 4.4.1. Where a petition has been received by the CCG, the chair of the Governing Body shall include the petition as an item for the agenda of the next meeting of the Governing Body.

4.5. Chair of a meeting

- 4.5.1. If the nominated chair is absent from the meeting, the deputy chair, if any and if present, shall preside.
- 4.5.2. If the chair is absent temporarily, for example on the grounds of a declared conflict of interest, the deputy chair, if present, shall preside.
- 4.5.3. If both the chair and deputy chair are absent, or are disqualified from participating, another participating member of the relevant committee shall be chosen by the members present, or by a majority of them, and shall preside.

4.6. Chair's ruling

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

4.7. Remote meetings

- 4.7.1. Use of video, telephone or other communication facilities to conduct meetings are permissible in exceptional circumstances with the agreement of the prior agreement of the chair.
- 4.7.2. The chair will take into account the difficulties that might be posed to ensure proper access by the public should it, on occasion, be necessary to hold remote meetings and will make adjustments where possible.

4.8. Quorum

Members' forum

4.8.1. The quorum will be 50% of the member practices represented.

The Governing body

4.8.2. The quorum will be 50% of the members of the governing body. Vacant posts will not be included in the total number.

4.8.3. In addition, at the governing body, no business shall be transacted at a meeting unless the following are present:

- At least three health care professionals, at least one of whom is a GP; and
- At least one lay member; and
- Either the chief finance officer or the accountable officer; and
- Either the chair or vice chair.

4.8.4. The same quorum will apply to any decision requiring a governing body vote that is held outside of a meeting.

4.8.5. If members of a meeting are temporarily excluded due to a conflict of interest, with the agreement of the chair, they will not be counted in the total number for the purpose of quoracy.

4.8.6. If a group of members are temporarily excluded due to a conflict of interest, and this results in a failure to meet the requirements of paragraph 4.8.2 (or specific quoracy requirements set out in the relevant terms of reference) with the agreement of the chair the requirement for that category of member to be present will be relaxed.

Committees and sub committees

4.8.7. For committees and sub-committees of the Governing Body, the details of the quorum for these meetings are set out in the appropriate terms of reference.

4.9. Decision making

- 4.9.1. The CCG's Constitution, together with the scheme of reservation and delegation, sets out the CCG's structure and the arrangements made by the CCG for the exercise of the CCG's statutory functions.
- 4.9.2. It is expected that decisions will usually be reached by consensus. Should this not be possible then a vote will be required, the process for which is set out below:
- 4.9.3. Only members of the relevant committee or meeting may vote.
- 4.9.4. Eligibility to attend a meeting, or have speaking rights at a meeting, does not in itself confer a right to vote.
- 4.9.5. The vote will be determined by a show of hands of those present in the room or via ballot using electronic means subject to the agreement of the chair.
- 4.9.6. The majority necessary to confirm a decision will be a simple majority of votes cast.
- 4.9.7. in the case of an equal number of votes the person chairing the meeting shall have an addition, casting vote.
- 4.9.8. Should a vote be taken, the outcome of the vote, and any dissenting views, will be recorded in the minutes of the meeting.

4.10. Emergency powers and urgent decisions

- 4.10.1. In an emergency, or for an urgent decision, the powers of the governing body may be exercised by the Chair and the Accountable Officer after having consulted at least one lay member and one member practice representative on the governing body. In such circumstances, reasonable effort will be made to communicate with and engage the wider membership of the governing body or committee. The exercise of such powers by the Chair and Accountable Officer shall be reported to the next formal meeting of the governing body session for formal ratification.
- 4.10.2. In an emergency, or for an urgent decision, the powers of committees and sub-committees of the CCG may be exercised by the Chair and lead executive officer after having consulted at least one other member of the committee. The exercise of such powers shall be reported to the next formal meeting for formal ratification.

4.11. Suspension of Standing Orders

- 4.11.1. Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health or NHS England, any part of these standing orders may be suspended at any meeting of the CCG (including the governing body and its committees and sub committees and the members forum), provided 75% of the people eligible to vote at the meeting in question are in agreement.
- 4.11.2. A decision to suspend standing orders together with the reasons for doing so shall be recorded in the minutes of the relevant meeting.
- 4.11.3. A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Governing Body' and presented to the next Audit Committee for review of the reasonableness of the decision to suspend standing orders.

4.12. Record of Attendance

- 4.12.1. All minutes of meetings will include the full names of members present and, their title or role.

4.13. Minutes

- 4.13.1. The minutes of the proceedings of a meeting shall be drawn up within 5 working days and a draft agreed with the chair.
- 4.13.2. The draft minutes will be circulated within 10 working days to all members and regular attendees (as specified in the constitution or relevant terms of reference) along with a log of agreed actions.
- 4.13.3. Draft minutes will be submitted for agreement at the next meeting where they shall be signed by the chair of the meeting.
- 4.13.4. No discussion shall take place upon the minutes except upon their accuracy unless the Chair deems discussion to be appropriate. Any matters arising and a review of the updated log of actions from previous meetings shall be addressed as a separate agenda item.
- 4.13.5. Minutes from all meetings held in public including, but not limited to the Governing Body will be published on Bedfordshire CCGs web pages within 5 working days of the minutes being signed by the chair

- 4.13.6. At the discretion of the chair, the CCG may choose to publish other, non-confidential meetings' papers.

4.14. Admission of public and the press

- 4.14.1. Some meetings of the CCG (including but not necessarily limited to the Governing Body and Primary Care Commissioning Committee) are held in public and as such members of the public and representatives of the press may attend to observe meetings.
- 4.14.2. No-one other than the members of the relevant committee may address the committee or attendees unless specifically invited by the chair to do so.
- 4.14.3. All persons other than those that are members (as specified in the constitution or relevant terms of reference) will be excluded from any meeting or part of a meeting where it is deemed that it is not in the public interest. Such circumstances will be limited to discussions relating to a matter of a confidential nature regarding an individual, or small group of individuals, where their identity could be revealed or to a matter which may be commercially sensitive. In such circumstances the governing body will resolve that

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

4.15. Appointment of Committees and Sub-committees

- 4.15.1. The CCG may appoint committees and sub-committees of the CCG. The governing body may also appoint committees and sub-committees.
- 4.15.2. Other than where there are statutory requirements, or requirements set out in statutory guidance by NHS England, the governing body (or Members' Forum for committees of the CCG) shall determine the membership and terms of reference of its committees and sub-committees and approve the appointment of members.

4.15.3. The governing body (or Members' Forum if appropriate) will receive and consider reports from its committees at the next appropriate meeting.

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

4.16. Terms of Reference

4.16.1. All committees and sub-committees of the CCG and its governing body will operate within a set of terms of reference.

4.16.2. Terms of reference of committees and sub-committees will be approved by and may be amended by the Members' forum or the Governing Body as appropriate.

4.17. Delegation of Powers by Committees to Sub-committees

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

5. Non-compliance

- 5.1. If for any reason these standing orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Governing Body for action or ratification.
- 5.2. All members of the CCG and staff have a duty to disclose any non-compliance with these standing orders to the accountable officer as soon as possible.
- 5.3. All instances of non-compliance should be reported to the Audit and Risk Committee.

6. Use of Seal and authorisation of documents

6.1. CCG's seal

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

- the Accountable Officer;
- the Chair of the Governing Body;
- the Chief Finance Officer;
- the Chief Operating Officer.

6.2. Execution of a document by signature

6.2.1. The following individuals are authorised to execute a document on behalf of the CCG by their signature:

- the Accountable Officer
- the Chair of the Governing Body
- the Chief Finance Officer
- the Chief Operating Officer.

7. Overlap with other policy

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

Appendix 4: Levels of Financial Authorisation as the Annex to the BLMK Commissioning collaborative SFIs/Detailed Financial Policies

	Agreement of NHS funded contracts for NHS patient services				Contract Variations to NHS funded contracts for NHS patient services			
	Accountable Officer (on behalf of the Gov Body) or an authorised Deputy	Chief Finance Officer or Chief Operating Officer or an authorised Deputy	CCG Chief Operating Officer or an authorised Deputy	Delegated Budget Holder, including Locality Business Managers (per list held by Finance)	Accountable Officer (on behalf of the Gov Body) or an authorised Deputy	Chief Finance Officer or Chief Operating Officer or an authorised Deputy	CCG Chief Operating Officer or an authorised Deputy	Delegated Budget Holder, including Locality Business Managers (per list held by Finance)
	Over	Up to	Up to	Up to	Over	Up to	Up to	Up to
NHS Trusts & NHS Foundation Trusts								
Local NHS Providers to the BLMK CCG	£60 million	£60 million	£25 million		£1.5 million	£1.5 million	£600,000	£300,000
Other NHS Trusts where BLMK CCG is Lead Commissioner	£12 million	£12 million	£6 million	£1.5 million	£1.5 million	£1.5 million	£600,000	£120,000
Other NHS Providers where another CCG is Lead Commissioners	£12 million	£12 million	£6 million	£1.5 million	£1.5 million	£1 million	£600,000	£120,000
Non NHS Providers								
Providers of NHS funded care	£1 million	£1 million	£500,000	CHC Team up to £2,000 p.w. for 12 week periods non-CHC £250,000	£200,000	£200,000	£100,000	£50,000

HEALTHCARE INVOICE AUTHORISATION LIMITS

	Authorising Invoices for agreed Commissioning Contracts		Authorising all other commissioning expenditure outside the Commissioning Contract			
	Relevant CCG Chief Operating Officer or Deputy CFO	Delegated Budget Holder, incl Locality Business Managers (per list held by Finance)	Accountable Officer (on behalf of the Governing Body) or an authorised Deputy	CFO or Chief Operating Officer or an authorised Deputy	Relevant CCG Chief Operating Officer or Deputy CFO	Delegated Budget Holder, incl Locality Business Managers (per list held by Finance)
	Over	Up to	Over	Up to	Up to	Up to
NHS PROVIDERS						
BLMK CCG NHS Trust or FT	£500,000	£500,000				
Other NHS Trusts where BLMK CCG is lead commissioner	£500,000	£500,000				
Other NHS Trusts where a non BLMK CCG is the Lead Commissioner	£500,000	£500,000				
Non Commissioned / Contracted Activity	N/A	N/A	£200,000	£200,000	£100,000	£50,000
NON NHS PROVIDERS						
Providers of NHS Funded Care	£100,000	£100,000				
Non Commissioned / Contracted Activity	N/A	N/A	£200,000	£200,000	£100,000	£50,000

GOODS AND SERVICES CONTRACTS

	Agreement of Good and Services Contracts following quotation or tender process				Contract Variations to Good and Services Contracts following quotation or tender process			
	Accountable Officer (on behalf of the Gov Body) or an authorised Deputy	Chief Finance Officer or Chief Operating Officer or an authorised Deputy	CCG Chief Operating Officer or an authorised Deputy	Delegated Budget Holder, including Locality Business Managers (per list held by Finance)	Accountable Officer (on behalf of the Gov Body) or an authorised Deputy	Chief Finance Officer or Chief Operating Officer or an authorised Deputy	CCG Chief Operating Officer or an authorised Deputy	Delegated Budget Holder, including Locality Business Managers (per list held by Finance)
	Over	Up to	Up to	Up to	Over	Up to	Up to	Up to
Good and Services	£1 million	£1 million	£600,000	£10,000	£500,000	£500,000	£300,000	£5,000
Building and Engineering	£1 million	£1 million	£600,000	£10,000	£500,000	£500,000	£300,000	£5,000
Note The signatory of the contract for goods and service is not the person that has sought the tender or quotation or has been a participant in a procurement evaluation process								



Bedfordshire
Clinical Commissioning Group