

# NHS WEST CHESHIRE CLINICAL COMMISSIONING GROUP

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## CONSTITUTION

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## FOREWORD

We are a group of 37 general practices based in the city of Chester; the towns of Ellesmere Port and Neston and the surrounding rural areas of Western Cheshire. Our vision is to commission the best health, the best care for the best value for our local community. Together we have formed 'NHS West Cheshire Clinical Commissioning Group' so that we can use our combined knowledge and experience to achieve this vision. We will work within our resources to commission care in the most appropriate setting with the aim of our patients having the best experience and the best clinical outcomes from that care.

We recognise that we cannot do this alone: our relationship with our patients, the wider public, our staff and colleagues from the surrounding hospitals; the local authority and in the voluntary sector are vitally important to us achieving our goals.

Our constitution sets out the arrangements that we have put in place to help us to deliver these goals; to discharge all of our legal obligations and to engage with our members, our patients and our community and other key stakeholders and partners to achieve this. It describes the group's governing principles; the rules and procedures that we have established to ensure probity and accountability in the day to day running of our organisation; to ensure that decisions are taken in an open and transparent way and that our patients' and public interest always remain central to our goals. It confirms the group's:

- legal standing
- its mission, values and aims
- membership and how members contribute to the organisation and their relationship with the group's governing body
- the arrangements for discharging the group's responsibilities
- who has the authority to make decisions
- leaders, their roles and how they are selected and codes of conduct
- meeting arrangements
- prime financial policies

Our constitution applies to all of our members; to our employees and to anyone who is a member of our membership council; the group's governing body, its committees, sub-committees or anyone else acting on behalf of the group.

Each member practice, by its signature to this constitution, shall agree that it is a member of NHS West Cheshire Clinical Commissioning Group and will adhere to, and work in accordance with its terms.

# 1. INTRODUCTION AND COMMENCEMENT

## 1.1. Statutory Framework

- 1.1.1. Clinical commissioning groups are established under the Health and Social Care Act 2012 (“the 2012 Act”).<sup>1</sup> They are statutory bodies which have the function of commissioning services for the purposes of the health service in England and are treated as NHS bodies for the purposes of the National Health Service Act 2006 (“the 2006 Act”).<sup>2</sup> The duties of clinical commissioning groups to commission certain health services are set out in section 3 of the 2006 Act, as amended by section 13 of the 2012 Act, and the regulations made under that provision.<sup>3</sup>
- 1.1.2. The NHS Commissioning Board is responsible for determining applications from prospective groups who want to be established as clinical commissioning groups<sup>4</sup> and it undertakes an annual assessment of each established group.<sup>5</sup> It has powers to intervene in a clinical commissioning group where it is satisfied that a group is failing or has failed to discharge any of its functions or that there is a significant risk that it will fail to do so.<sup>6</sup>
- 1.1.3. Clinical commissioning groups are clinically led membership organisations made up of general practices. The members of the clinical commissioning group are responsible for determining the governing arrangements for their organisations, which they are required to set out in a constitution.<sup>7</sup>

## 1.2. Name and Status of this Constitution

- 1.2.1. The name of our group is *NHS West Cheshire Clinical Commissioning Group*.
- 1.2.2. This constitution is made between all of our members and has effect from [insert] day of [insert month] 20[insert year], when the NHS Commissioning Board established the group.<sup>8</sup> The constitution is published on the group’s website at [www.westcheshireccg.nhs.uk](http://www.westcheshireccg.nhs.uk) or is available for inspection at the group’s headquarters, 1829 Building, Countess of Chester Health Park, Liverpool Road, Chester CH2 1HJ.

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<sup>1</sup> See section 11 of the 2006 Act, inserted by section 10 of the 2012 Act

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

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

<sup>4</sup> See section 14C of the 2006 Act, inserted by section 25 of the 2012 Act

<sup>5</sup> See section 14Z16 of the 2006 Act, inserted by section 26 of the 2012 Act

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

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

<sup>8</sup> See section 14D of the 2006 Act, inserted by section 25 of the 2012 Act

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

1.3.1. The constitution can only be varied:<sup>9</sup>

- a) if we apply to the NHS Commissioning Board for a variation and that application is granted;
- b) or in circumstances set out in legislation.

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

## 2. AREA COVERED

- 2.1. The geographical area covered by the group incorporates the city of Chester, the towns of Ellesmere Port and Neston, and the rural areas of Western Cheshire. The specific areas for which the group is responsible are defined as lower-layer super output areas at Appendix B to this constitution.

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### 3. MEMBERSHIP

#### 3.1. Membership of NHS West Cheshire Clinical Commissioning Group

3.1.1. The membership of the group comprises 37 GP practices.

3.1.2. All of the members are providers of primary medical services to a registered list of patients either under a general medical services contract, a personal medical services contract or an alternative provider medical services contract. The membership is listed below

Practice Name	Address
Boughton Health Centre	Hoole Lane, Boughton, Chester, CH2 3DP
Bunbury Medical Practice	Vicarage Lane, Bunbury, Tarporley, CW6 9PE
City Walls Medical Centre	St Martin's Way, Chester, CH1 2NR
Farndon Health Centre	Church Lane, Farndon, CH3 6QD
Frodsham Medical Practice	Princeway Health Centre, Princeway, Frodsham, WA6 6RX
Garden Lane Medical Centre	19 Garden Lane, Chester, CH1 4EN
Great Sutton Medical Centre (McAlavey)	Old Chester Road, Great Sutton, CH66 3PB
Great Sutton Medical Centre (Wood)	Old Chester Road, Great Sutton, CH66 3PB
Great Sutton Medical Centre (Wearne)	Old Chester Road, Great Sutton, CH66 3PB
Handbridge Medical Centre	Greenway Street, Handbridge, Chester, CH4 7JS
Heath Lane Medical Centre	Heath Lane, Boughton, Chester, CH3 5UJ
Helsby and Elton Practice	Lower Robin Hood Lane, Helsby, WA6 0BW
Hope Farm Medical Centre	Hope Farm Road, Great Sutton, CH66 2WW
Kelsall Medical Centre	Church Street, Kelsall, CW6 0QG
Lache Health Centre	Hawthorn Road, Lache, Chester, CH4 8HX
Laurel Bank Surgery	Old Hall Street, Malpas, SY14 8PS
Neston Medical Centre	Liverpool Road, Neston, CH64 3RA
Neston Surgery	Mellock Lane, Little Neston, CH64 4BN
Northgate Medical Centre	10 Upper Northgate Street, Chester, CH1 4EE
Hoole Road Surgery	71 Hoole Road, Hoole, Chester, CH2 3NJ
Northgate Village Surgery	Northgate Avenue, Chester, CH2 2DX
Old Hall Surgery	26 Stanney Lane, Ellesmere Port, CH65 9AD
Park Medical Centre	Shavington Avenue, Newton Lane, Chester, CH2 3RD
St Werburghs Medical Practice for the Homeless	2a George Street, Chester, CH1 3EQ

Practice Name	Address
Tarporley Health Centre (Gleek)	Park Road Tarporley, CW6 0BE
Tarporley Health Centre (Campbell)	Park Road Tarporley, CW6 0BE
The Rookery Surgery	Chester Road, Tattenhall, CH3 9AH
The Elms Medical Centre	Hoole Road, Chester, CH2 3NH
The Knoll Surgery	Princeway Health Centre, Princeway, Frodsham, WA6 6RX
Upton Village Surgery	Wealstone Lane, Upton, Chester, CH2 1HD
Western Avenue Medical Centre	Gordon Road, off Western Avenue, Chester, CH1 5PA
Westminster Surgery	16-18 Church Parade, Ellesmere Port, CH65 2ER
Whitby Group Practice (Stringer)	Chester Road, Whitby, Ellesmere Port, CH65 6TG
Whitby Group Practice (Wall)	Chester Road, Whitby, Ellesmere Port, CH65 6TG
Whitby Group Practice (Warren)	Chester Road, Whitby, Ellesmere Port, CH65 6TG
Willaston Surgery	Greenbank, Neston Road, Willaston, CH64 2TN
York Road Group Practice	York Road, Ellesmere Port, CH65 0DB

3.1.3. Members' agreement to this constitution is confirmed at Appendix B.

## 3.2. Eligibility

3.2.1. To apply for membership of the group<sup>10</sup>, applicants must provide primary medical services to a registered list of patients under the arrangements set out in legislation for the provision of primary medical services in England and their practice:

- a) must be within the boundary of West Cheshire and Chester Local Authority;
- b) or be contiguous with the existing geographical boundary of our group;
- c) or the location of their practice to the majority of the practices in the group is not restrictive to commissioning arrangements or partnership working.

## 3.3. Leaving the Group

3.3.1. A member practice may resign from the group to join another clinical commissioning group after giving a minimum of three months notice.

3.3.2. Membership of the group may be terminated where the principal of a single handed practice:

- a) ceases to be registered or is declared bankrupt or dies or retires and there is no provision to replace that principal;
- b) enters into a partnership with another member practice.

**DN: SUBJECT TO THE PROVISIONS OF SECONDARY LEGISLATION / OR AGREEMENT OF THE NHS CB**

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## **4. MISSION, VALUES AND AIMS**

### **4.1. Mission**

4.1.1. Our mission is to make sure that our patients get the healthcare they need.

### **4.2. Values**

4.2.1. The values that lie at the heart of our work are to:

- a) be open and transparent and accountable to our patients, carers and our local community;
- b) be professional and honest;
- c) work in partnership with others to achieve our goals;
- d) listen and learn and to be willing to change based on what we hear;
- e) respect and care for our staff and those we work with;
- f) protect and spend well the public funds allocated to us.

### **4.3. Aims**

4.3.1. Through our governance arrangements we aim to provide:

- a) the best health by targeting our resources on the major causes of ill health to improve outcomes;
- b) the best care by improving the quality of healthcare and by putting patients at the heart of everything that we do;
- c) the best value by commissioning services that demonstrate value for money for our population.

### **4.4. Principles of Good Governance**

4.4.1. In discharging our responsibilities, we will promote good governance and proper stewardship of public resources in pursuance of our goals and in meeting our statutory duties. In accordance with section 14L(2)(b) of the 2006 Act,<sup>10</sup> the group will at all times observe “such generally accepted principles of good governance” in the way it conducts its business. These include:

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<sup>10</sup> Inserted by section 25 of the 2012 Act

- a) the highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds, the management of the organisation and the conduct of its business;
- b) *The Good Governance Standard for Public Services*;<sup>11</sup>
- c) the standards of behaviour published by the *Committee on Standards in Public Life (1995)* known as the 'Nolan Principles'<sup>12</sup>
- d) the seven key principles of the *NHS Constitution*;<sup>13</sup>
- e) the Equality Act 2010;<sup>14</sup>
- f) the Standards for Members of NHS Boards and Governing Bodies in England. **[DN: PUBLICATION PENDING]**

## 4.5. Accountability

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

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

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

<sup>12</sup> See Appendix F

<sup>13</sup> See Appendix G

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

- j) providing information to the NHS Commissioning Board as required;
- k) publishing the group's principal commissioning and operational policies.

4.5.2. The group's governing body will keep under review the group's governance arrangements in order to ensure that our way of working continues to reflect the principles of good governance.

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## 5. FUNCTIONS AND GENERAL DUTIES

### 5.1. Functions

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

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

5.1.2. In discharging our responsibilities, we will:

- a) act<sup>15</sup> consistently with the discharge by the Secretary of State and the NHS Commissioning Board [of their duty] to promote a comprehensive health service<sup>16</sup> and with the objectives and requirements placed on the NHS Commissioning Board through *the mandate*<sup>17</sup> published by the Secretary of State before the start of each financial year by:
  - i) incorporating the priorities for the health service set out in '*the mandate*' into our local commissioning and financial plans;
  - ii) making provision within our commissioning and operational plans to prevent ill health and to fund comprehensive healthcare for both those patients who are registered **and** those who are not registered with our member practices, but who normally reside within the area covered by our group;
  - iii) monitoring delivery through our performance reporting arrangements.

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

<sup>16</sup> See section 1 of the 2006 Act, as amended by section 1 of the 2012 Act

<sup>17</sup> See section 13A of the 2006 Act, inserted by section 23 of the 2012 Act

- b) meet the public sector equality duty<sup>18</sup> by:
  - i) undertaking a baseline assessment of our current activity in order to determine what more we need to do to be fully compliant with our duty;
  - ii) publishing our approach to promoting equality and making information accessible on what we are doing, how we will measure what we are doing and on what we are achieving;
  - iii) commissioning services based on needs assessments that cover all protected characteristics;
  - iv) embedding equality impact assessment in our commissioning processes and policy development;
  - v) placing emphasis on leadership as well as on policies and process.
  
- c) work in partnership with Cheshire West and Chester Local Authority to develop joint strategic needs assessments<sup>19</sup> and joint health and wellbeing strategies<sup>20</sup> by:
  - i) being active members of the Cheshire West and Chester Health and Wellbeing Board;
  - ii) agreeing firm plans with our partners on the Cheshire West and Chester Health and Wellbeing Board to collectively address the health and wellbeing needs of our community and reflecting this in our commissioning plan;
  - iii) basing our commissioning plans on the joint needs assessment developed and on the health and wellbeing strategy agreed with the Cheshire West and Chester Health and Wellbeing Board;
  - iv) pooling resources with partners to commission public services that are more responsive to people's needs.

## 5.2. General Duties - in discharging our functions we will:

- 5.2.1. Make arrangements to secure public involvement in the planning, development and consideration of proposals for changes and decisions affecting the operation of our commissioning arrangements<sup>21</sup> by:
  - a) establishing strong working relationship with our local health-watch; using their knowledge to strengthen our approaches to public involvement in our planning decisions;
  
  - b) publishing information on how members of the public can contribute to the group's plans and development of services and reflecting their views in our commissioning plans;

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

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

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

<sup>21</sup> See section 14Z2 of the 2006 Act, inserted by section 26 of the 2012 Act



- c) establishing mechanisms that enable us to routinely and systematically canvass patient and public opinion to inform the group's commissioning intentions;
- d) placing emphasis on appropriate leadership, through the appointment of a clinical lead for patient and public engagement, as well as appropriate strategies to secure public involvement in services;
- e) working with the local overview and scrutiny committee to ensure that public opinion has been canvassed on any proposals which would have an impact on the manner in which services are delivered to individuals.

5.2.2. Promote awareness of, and act with a view to securing that health services are provided in a way that *promotes awareness of, and have regard to the NHS Constitution*<sup>22</sup> by:

- a) reflecting the principles upheld in the NHS Constitution in the group's values, and in its commissioning and operational plans;
- b) actively promoting the NHS Constitution via the group's website and in our engagement with patients, the public, providers of services and other key stakeholders;
- c) publishing a comprehensive action plan on the steps that we will take to embed the NHS Constitution in our work and monitoring and publishing our progress against this plan.

5.2.3. Act *effectively, efficiently and economically*<sup>23</sup> by:

- a) embedding in the way we work, processes that consider the effectiveness and efficiency of commissioning decisions;
- b) using tools such as programme budget analysis and atlas of variation to improve value for money from our commissioning decisions;
- c) establishing robust governance arrangements, including a commissioning delivery committee, as set out in this constitution, that place emphasis on assuring the group of the effectiveness, efficiency and economics of decisions;
- d) placing emphasis on appropriate leadership through the appointment of a head of delivery who makes recommendations on the effective, efficient and economic deployment of commissioning resources.

5.2.4. Act with a view to *securing continuous improvement to the quality of services*<sup>24</sup> by:

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

<sup>23</sup> See section 14Q of the 2006 Act, inserted by section 26 of the 2012 Act

<sup>24</sup> See section 14R of the 2006 Act, inserted by section 26 of the 2012 Act

- a) establishing robust governance arrangements, including a quality improvement committee of the governing body, that place emphasis on assuring the group of the quality and the safety of the services that it commissions;
- b) placing emphasis on appropriate quality leadership, through the appointment of a clinical lead for quality improvement and a senior quality manager, as well as appropriate policies and procedures;
- c) building measures of quality into commissioning specifications and, where appropriate, applying penalties for significant breaches;
- d) putting in place performance management regimes that assess quality; patient safety processes; patient complaints; trends and acting on this information;
- e) using the commissioning for quality and innovation framework to reward providers for quality improvements.

5.2.5. Assist and support the NHS Commissioning Board in relation to the Board's duty to *improve the quality of primary medical services*<sup>25</sup> by:

- a) establishing robust governance arrangements, including a Primary Medical Services Quality Improvement Sub-Committee of the group's governing body, that place emphasis on assuring the group of the continuous improvement in the quality of primary medical services;
- b) benchmarking the quality of primary medical services to focus on those areas that could be improved and sharing comparative information with member practices;
- c) using quality incentive schemes to reward good performance;
- d) putting supportive measures in place to help member practices to continually improve the quality of primary medical services;
- e) placing emphasis on appropriate clinical leadership, through the appointment of a clinician to lead work on improving primary medical services, to achieve improvement as well as appropriate monitoring, policies and procedures.

5.2.6. Have regard to the need to *reduce inequalities*<sup>26</sup> by:

- a) having robust governance arrangements, including a joint committee with the local authority, that place emphasis on working with our partners to reduce inequalities;

<sup>25</sup> See section 14S of the 2006 Act, inserted by section 26 of the 2012 Act

<sup>26</sup> See section 14T of the 2006 Act, inserted by section 26 of the 2012 Act

- b) focusing on prevention and early detection of those conditions that most strongly relate to health inequalities through our commissioning plans and quality incentive schemes;
- c) in partnership with the local authority, focusing public health interventions on reducing the social gradient.

5.2.7. *Promote the involvement of patients, their carers and representatives in decisions about their healthcare<sup>27</sup> by:*

- a) complying with the NHS Commissioning Board's guidance on involving patients, their carers and representatives in decisions about their healthcare;
- b) engaging patients, their carers and representatives in developing plans to involve them in decisions concerning their healthcare;
- c) promoting via the group's website and printed materials, details on how patients, their carers and representatives can get involved in decisions about their healthcare;
- d) offering and publishing details of the support available to patients, their carers and representatives to enable them to participate in shared decision making;
- e) placing emphasis on appropriate governance structures and leadership, through the appointment of a clinical lead, to help deliver this duty;
- f) using the commissioning for quality and innovation framework and local quality incentives schemes to embed shared decision making in the way the group works;
- g) undertaking an annual survey to assess the progress that the group is making towards delivering a patient involved organisation.

5.2.8. *Act with a view to enabling patients to make choices<sup>28</sup> by:*

- a) commissioning services to allow patients to make choices;
- b) promoting patient's right to choose their provider of healthcare through the group's and practice members' websites and in materials produced by the group;
- c) providing patients with a directory of services and building links to national websites and social media which provide patients with information on services and on the quality of services;

<sup>27</sup> See section 14U of the 2006 Act, inserted by section 26 of the 2012 Act

<sup>28</sup> See section 14V of the 2006 Act, inserted by section 26 of the 2012 Act

- d) working with member practices to understand how they and the group can maximise the information given to patients to enable them to make choices;
- e) putting in places mechanisms to measure access to the choice information services provided by the group.

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

- a) establishing multi-professional bodies, as outlined in this constitution, to provide clinical advice and guidance to the group's governing body and to advise the body on the clinical impact of its plans;
- b) securing advice on the commissioning of services through regional senates and clinical networks.

5.2.10. *Promote innovation*<sup>30</sup> and *promote research and the use of research*<sup>31</sup> by:

- a) commissioning evidenced based care and services from providers who promote research and the use of research;
- b) commissioning innovative treatments and care where this demonstrates benefits to our patients;
- c) acting on guidance from the NHS Commissioning Board to increase our commissioning of effective, efficient and best value innovative clinical treatments;
- d) developing and implementing a local quality innovation and prevention programme;
- e) appointing a senior manager to work with clinicians and to advise the group on promoting innovative practice and the use of research in its commissioning and contracting plans.

5.2.11. Have regard to the need to *promote education and training*<sup>32</sup> for persons who are employed, or who are considering becoming employed, in an activity which involves or is connected with the provision of services as part of the health service in England so as to assist the Secretary of State for Health in the discharge of his related duty<sup>33</sup> by:

- a) commissioning services from providers who pay regard to workforce planning and education and training and who are a member of their local education and training board.

<sup>29</sup> See section 14W of the 2006 Act, inserted by section 26 of the 2012 Act

<sup>30</sup> See section 14X of the 2006 Act, inserted by section 26 of the 2012 Act

<sup>31</sup> See section 14Y of the 2006 Act, inserted by section 26 of the 2012 Act

<sup>32</sup> See section 14Z of the 2006 Act, inserted by section 26 of the 2012 Act

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

5.2.12. Act with a view to *promoting integration* of *both* health services with other health services *and* health services with health-related and social care services where the group considers that this would improve the quality of services or reduce inequalities<sup>34</sup> by:

- a) establishing, through the arrangements outlined in this constitution, robust governance arrangements that place emphasis on integrated working through:
  - i) membership of the local health and wellbeing board;
  - ii) the group's joint commissioning arrangements with the local authority;
  - iii) the group's clinical advisory bodies;
- b) establishing a memorandum of understanding with the local authority's public health team which promotes integrated working between public health and the group.

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

5.3.1. *Ensure its expenditure does not exceed the aggregate of its allotments for the financial year<sup>35</sup>; that its use of resources (both its capital resource use and revenue resource use) does not exceed the amount specified by the NHS Commissioning Board for the financial year<sup>36</sup>; take account of any directions issued by the NHS Commissioning Board, in respect of specified types of resource use in a financial year, to ensure the group does not exceed an amount specified by the NHS Commissioning Board<sup>37</sup> by:*

- a) establishing robust governance arrangements, as set out in this constitution, that place emphasis on assuring the group of robust financial management;
- b) placing emphasis on experienced financial leadership as well as appropriate policies and procedures;
- c) establishing robust systems of internal control and performance management;
- d) ensuring that our annual financial plans incorporate contingency planning;
- e) setting challenging but achievable financial targets;
- f) ensuring that financial plans are signed off by the governing body before the beginning of each financial year.

5.3.2. *Publish an explanation of how the group spent any payment in respect of quality made to it by the NHS Commissioning Board<sup>38</sup> by:*

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<sup>34</sup> See section 14Z1 of the 2006 Act, inserted by section 26 of the 2012 Act

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

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

<sup>37</sup> See section 223J of the 2006 Act, inserted by section 27 of the 2012 Act

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

- a) establishing robust governance arrangements for allocation of quality payments with the final decision resting with the governing body;
- b) establishing clear and transparent methodology for allocation of quality payments between member practices;
- c) establishing robust systems for recording and reporting on all payments made in respect of quality.

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

5.4.1. The group will

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

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

## **6. DECISION MAKING: THE GROUP'S GOVERNING STRUCTURE**

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

6.1.1. The group is accountable for exercising its statutory functions. It has granted authority to act on its behalf to:

- a) its membership council;
- b) its governing body;
- c) its employees;
- d) committees or sub-committees of the group's governing body.

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

- a) its scheme of reservation and delegation; and
- b) for the membership council, the governing body, committees, joint committees and sub-committees of the governing body, through their terms of reference.

### **6.2. Scheme of Reservation and Delegation<sup>39</sup>**

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

- a) those decisions that are reserved to the group's membership council;
- b) those decisions that are the responsibility of its governing body (and its committees, joint committees and sub-committees);
- c) those decisions that are the responsibility of individual members and employees.

6.2.2. The group remains accountable for all of its functions, including those that it has delegated and all business shall be conducted in the name of the group.

### **6.3. General**

6.3.1. In discharging the functions of the group the membership council, governing body (and its committees, sub-committees and joint committees) and individuals must:

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<sup>39</sup> See Appendix D

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

6.3.2. When discharging their delegated functions, committees, joint committees and sub-committees must also operate in accordance with their approved terms of reference.

6.3.3. Where delegated responsibilities are being discharged collaboratively, they will be underpinned by a memorandum of understanding which sets out how the group works with others including:

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

## 6.4. The Membership Council

6.4.1. The clinical commissioning group's membership council is a committee of the group. It represents all of the member practices of the group and reflects their opinion.

<sup>40</sup> See section 4.4 on Principles of Good Governance above

<sup>41</sup> See appendix D

<sup>42</sup> See appendix C

<sup>43</sup> See chapter 5 above



- 6.4.2. **Functions of the Membership Council** – the membership council has specific responsibility for:
- a) approving the group’s constitution and proposed changes to the constitution including:
    - i) the powers reserved to the membership and those delegated to committees, the governing body, members, employees or other persons specified in the group’s constitution,
    - ii) standing orders, scheme of reservation and delegation and prime financial policies,
    - iii) the membership of the group’s committees and of its governing body;
  - b) the arrangements for members joining and leaving the group;
  - c) nominating for appointment the chair and accountable officer of the group’s governing body;
  - d) appointing:
    - i) clinicians to represent member practices on the governing body of the group,
    - ii) all other governing body members;
  - e) determining the remuneration and travelling or other allowances of members of its governing body;
  - f) jointly publishing with the governing body, the group’s annual report and annual accounts.
  - g) influencing and, where appropriate, co-ordinating the recommendations of the clinical network groups on the development of the group’s commissioning plans and related activities.

6.4.3. The membership council holds the governing body to account for the functions that the group has conferred on it through its regular meetings with the chair and accountable officer and it may ask the chair, or the accountable officer or the governing body anything it wishes and they must answer, unless doing so would in their opinion damage the group’s interests.

6.4.4. **Composition of the Membership Council** – the voting membership council comprises:

- a) the elected clinical chair of the clinical commissioning group and its governing body;
- b) the nominated clinical representatives of each member practice;
- c) the group’s accountable officer

d) the group's chief finance officer.

6.4.5. Practice managers and representatives of non principal and sessional primary medical providers may attend meetings of the membership council but may not vote.

6.4.6. The membership council has determined that governing body's audit committee's responsibilities shall include reviewing the effectiveness of the arrangements that the membership council has in place for discharging those decisions reserved to the membership and for its compliance with this constitution. The council has also determined that the responsibilities of the remuneration and development committee shall also include advice on succession planning for governing body members, their induction and for the organisational development of the group. Both committees will report directly to the membership council on matters pertaining or relating to the responsibilities of the membership council.

**6.5. Advisory Bodies of the Membership Council** – the membership council has appointed the following advisory body.

6.5.1. **Membership Council's Advisory Panel** – the membership council's advisory panel oversees the processes for appointing members to the governing body, including those for its elected and appointed members and makes recommendations to the membership council on those appointments. It also recommends to the governing body remuneration and travelling or other allowances for its governing body members;

**6.6. The Governing Body**

6.6.1. **Functions** - the group's governing body has responsibility for the functions set out in paragraphs 6.6.1(a) – (c) which have been conferred on it by sections 14L(2) and (3) of the 2006 Act, inserted by section 25 the 2012 Act, together with any other functions connected with its main functions as may be specified in regulations or in this constitution.<sup>44</sup>The clinical commissioning group has also delegated the functions listed in paragraphs 6.6.1(d) to the governing body for it to discharge on behalf of the group. The governing body's overall responsibilities are to:

- a) ensure that the group has appropriate arrangements in place to exercise its functions *effectively, efficiently and economically* and in accordance with the groups *principles of good governance*<sup>45</sup>(its main function);
- b) determine the remuneration, fees and other allowances payable to employees or other persons providing services to the group, including nominated practice representatives, and the allowances payable under any

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

<sup>45</sup> See section 4.4on Principles of Good Governance above

pension scheme it may establish under paragraph 11(4) of Schedule 1A of the 2006 Act, inserted by Schedule 2 of the 2012 Act;

- c) approve any functions of the group that are specified in regulations;<sup>46</sup>
- d) with the exception of those functions reserved to the group's membership council, to discharge all of the groups remaining statutory functions including:
  - i) to lead and approve the setting of the group's vision and strategy and its annual commissioning and financial plans,
  - ii) securing continuous improvement in the standards and outcomes of care,
  - iii) financial and risk management,
  - iv) jointly publishing, with the group's membership council, the group's annual report and annual accounts,
  - v) where not specified in the terms of reference of the governing body committees, receiving the minutes of meetings of joint or collaborative arrangements between the group and another statutory body(ies).

6.6.2. **Composition of the Governing Body** - the governing body shall not have less than six members. It comprises of:

- a) an elected clinical chair;
- b) three lay members:
  - i) one to lead on remuneration, appointments, organisational development and be the group's vice chair,
  - ii) one to lead on patient and public engagement matters,
  - iii) one to lead on audit and conflicts of interest;
- c) four elected clinical representatives of member practices, who each have corporate as well as specific responsibilities;
- d) a registered nurse;
- e) a secondary care specialist doctor;
- f) an accountable officer;
- g) a chief finance officer.

6.7. **Committees and Advisory Bodies of the Governing Body** - the governing body has appointed the following committees, sub-committees and joint committees:

6.7.1. **Audit Committee** – the audit committee provides:

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

- a) the governing body with an independent and objective view of the group's financial systems, financial information and compliance with laws, regulations and directions governing the group in so far as they relate to finance.
- b) The membership council and the governing body have also delegated to the audit committee the responsibility for:
  - i) reviewing the effectiveness of the system of governance, risk management and internal control, incorporating the arrangements for the membership council;
  - ii) the arrangements made by the group for managing conflicts of interest, whistle blowing and fraud (both clinical and non-clinical)

6.7.2. **Remuneration Committee**– the remuneration committee makes:

- a) recommendations to the governing body on determinations about the remuneration, fees and other allowances for employees and for people who provide services to the group and on determinations about allowances under any pension scheme that the group may establish as an alternative to the NHS pension scheme.
- b) The membership council and governing body have also delegated the following responsibilities to the remuneration and development committee:
  - i) recommending proposals for succession planning for governing body members,
  - ii) oversight of the group's arrangements for the appointment of senior staff; ensuring that the selection and appointment processes are fair and transparent and conform with best practice,
  - iii) induction for governing body members,
  - iv) the remuneration of nominated practice representatives, and
  - v) proposals for the group's organisational development plan.
- c) Where the audit and remuneration and development committees review or advise on matters which concern the functions of the membership council, both committees will report directly to the membership council on such matters.

6.7.3. **Quality Improvement Committee** – the quality improvement committee provides assurance to the governing body that

- a) quality and patient experience is central to the work of the group;
- b) services the group commissions are safe and effective, and
- c) there is continuous improvement in the quality of commissioned services; in primary medical services in conjunction with the NHS Commissioning Board and in patient outcomes.

- d) the following sub-committees are authorised by the governing body and are accountable to the quality improvement committee:
  - i) primary medical services quality improvement group,
  - ii) maternity services liaison committee;

6.7.4. **Commissioning Delivery Committee** – the commissioning delivery committee:

- a) develops and recommends the group’s five year and annual commissioning plans to the governing body.
- b) provides assurance to the governing body that the group’s commissioning plans are effective, efficient and economic; that plans are informed by patients and the public; that they are being delivered and that risks associated with delivery are being mitigated.
- c) has oversight of the group’s annual commissioning cycle.
- d) within delegated limits, the committee has authority to approve related business case applications and individual funding requests.
- e) ensures that there is continuous engagement with member practices on all aspects of its work
- f) recommends and has oversight of collaborative commissioning arrangements.
- g) The following sub-committees and advisory bodies are authorised by the governing body and are accountable to the commissioning delivery committee:
  - i) project delivery group
  - ii) area prescribing advisory committee
  - iii) planned care network
  - iv) urgent care network

6.7.5. **Three Locality Network Groups** - the three locality networks, one for each of the Rural, City and Ellesmere Port and Neston localities, are committees of the governing body. They provide the forum through which the governing body engages with member practices on all matters pertaining to the governing body’s responsibilities. Each network is responsible for the development of locality based business plans for approval within delegated limits, they provide advice to the governing body on the impact of proposed service developments on practice workload and on patients and, in support of the group’s commissioning plans, they are able to recommend and participate in the development and implementation of new care pathways. The networks consider and act on the performance reports for the group.

6.7.6. **The Clinical Senate** – the clinical senate is an advisory body to the governing body. It comprises of clinicians from primary, community, mental health and

secondary care, as well as practitioners from adults and children's services and public health from the local authority. The senate:

- a) provides advice to the governing body on the impact of its commissioning and development proposals,
- b) is able to recommend priorities for service development and facilitates the progression of clinical work-streams,
- c) provides a forum for clinicians from a range of organisations and sectors to engage with each other on clinical matters concerning the progression of the group's objectives.
- d) The following groups are linked to the work of the work of the clinical senate:
  - i) allied health professionals network
  - ii) nursing network
  - iii) clinical leads
- e) The audit committee, remuneration and development committee, quality improvement committee, commissioning delivery committee, clinical networks, clinical senate are all accountable to the governing body for their work. The governing body has approved and keeps under review the terms of reference and membership for the respective committees<sup>47</sup> and advisory body. The joint commissioning committee is jointly accountable to the governing body and the Cheshire West and Chester Council and terms of reference are approved and kept under review by the respective bodies.
- f) All sub-committees authorised by the governing body are accountable to their respective committees. Each committee is responsible for approving and for keeping under review the terms of reference and membership of each of their sub-committees.
- g) The terms of reference for all of the governing body's committees, advisory body and sub-committees are attached at Appendix F.

6.8. **Joint or Collaborative Arrangements** - the group has established the following joint or collaborative arrangements.

6.8.1. **Cheshire West and Chester Local Authority** – works jointly with the group to:

- a) commission services and secure better outcomes for our respective populations;
- b) align respective resources and activities to deliver agreed aims and outcomes.

6.8.2. A **Joint Commissioning Committee** has been established between the two organisations. This comprises representatives from the group's governing body

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<sup>47</sup> See appendix [insert] for the terms of reference of the remuneration committee

and from elected leaders and officers of the council and colleagues from Vale Royal Clinical Commissioning Group. The joint commissioning committee

- a) provides assurance to the governing body, and to the council's executive respectively, on those services that are commissioned jointly by the group and the council, under a Section 75 and 256 Agreement, including the arrangements in place for safeguarding vulnerable adults; and
- b) is responsible for ensuring continuous improvement in the quality of the services commissioned jointly and specifies the standards and outcomes for those services.

**[DN: the terms of reference for the joint committee, and the groups working on behalf of the joint committee, are currently under review – the final constitution will indicate sub-committees of the joint working group which are part of this wider joint committee review and will confirm local accountability for safeguarding matters]**

6.8.3. ***The group also collaborates with its local partners*** through its membership of statutory bodies or locally constituted groups in order to discharge its duties and responsibilities in relation to:

- a) Health and Wellbeing;
- b) Children's and Vulnerable Adult Safeguarding;

6.8.4. The group works collaboratively with ***NHS Wirral Clinical Commissioning Group*** to:

- a) jointly agree our respective contracts with Wirral University Teaching Hospitals NHS Foundation Trust;
- b) individually authorise our respective contracts with Wirral University Teaching Hospitals NHS Foundation Trust;
- c) individually monitor Wirral University Teaching Hospitals NHS Foundation Trust's performance against the agreed contract, and
- d) to jointly agree actions concerning the performance of those contracts with Wirral University Teaching Hospitals NHS Foundation Trust.

6.8.5. In discharging our responsibilities in relation to our respective contracts with Wirral University Teaching Hospitals NHS Foundation Trust, we respectively retain responsibility for the full range of our statutory obligations, insofar as they pertain to our respective contracts with Wirral University Teaching Hospitals NHS Foundation Trust, and neither of us has delegated formal decision making responsibilities to the other in this regard.

6.8.6. The group works collaboratively with ***NHS South Cheshire Clinical Commissioning Group*** and ***NHS Vale Royal Clinical Commissioning Group*** to:

- a) support a general practice located in the boundary of East Cheshire Local Authority to be a member practice of our group;
- b) represent itself and our group at meetings with the East Cheshire Local Authority
- c) keep our accountable officer informed of any matters that may affect our member practice.

6.8.7. The West Cheshire Clinical Commissioning Group:

- a) supports the work of South Cheshire Clinical Commissioning Group by agreeing with our member practice the actions that it needs to take to help deliver the responsibilities and goals of South Cheshire Clinical Commissioning Group;
- b) agrees that South Cheshire Clinical Commissioning Group represents our group at contract meetings with East Cheshire NHS Trust concerning the provision of community services to our member practice.
- c) The group retains responsibility for discharging the full range of its statutory obligations, insofar as they relate to our member practice located within the boundary of East Cheshire Local Authority and shall be a signatory to any formal agreement concerning the population of that practice with East Cheshire Local Authority. This arrangement is underpinned by a memorandum of understanding between the two groups.
- d) In addition, the Group will work with the NHS Commissioning Board in order to ensure the effective delivery of services related to both primary care commissioning and specialised services.



## **7. ROLES AND RESPONSIBILITIES**

### **7.1. Nominated Member Practice Representatives**

7.1.1. The role of each of the group's nominated practice representatives is to act for their practice at their locality network meeting and on the group's membership council. Through their membership of the network and membership council, nominated practice representatives contribute to developing an organisational culture which ensures that the voice of their member practice is heard in discussions and in matters concerning the group's responsibilities. It is the responsibility of the nominated practice representative to seek contributions to the work of the group from their practice colleagues; to actively contribute to meetings of the network and membership council; to ensure that their practice colleagues are aware of the outcome of discussions and their responsibilities in helping to deliver the group's goals.

### **7.2. Other GP and Primary Care Health Professionals**

7.2.1. The group has engaged a number of other GPs and primary care health professionals from member practices to support the work of the group. They chair the following sub-committees or advisory groups of the governing body:

- a) Primary Medical Services Quality Improvement Group;
- b) Urgent Care Network;
- c) Non-Urgent Care Network.

7.2.2. The chairs are responsible for discharging the terms of reference for their respective groups.

7.2.3. The group has also engaged GPs and/or other clinicians to support its operational activities in securing best health and best outcomes for its local community. They each lead work to formulate recommendations in the following areas and are each accountable for this work to one of the elected clinical leads on the group's governing body.

- a) the six clinical service priorities outlined in the group's five year commissioning plan;
- b) lead clinician for patient and public engagement;
- c) a support group for clinical leaders working on behalf of the group;
- d) engaging allied health professionals in the work of the group.

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

7.3.1. National guidance on the roles of members of the group's governing body is set out in a separate document<sup>48</sup> and the information in this section of the constitution should be read in conjunction with this relevant national guidance. In summary, each member of the governing body shares responsibility, as part of a team, for ensuring the group develops strategic and operational plans to fulfil its responsibilities for healthcare to its local communities and for ensuring that the group exercises its functions effectively, efficiently and economically, with good governance and in accordance with the terms of this constitution. Each brings their unique perspective, informed by their expertise and experience.

### **7.4. The Chair of the Clinical Commissioning Group and Governing Body**

7.4.1. The chair of the group and its governing body is responsible for:

- a) leadership of the membership council and governing body, setting the agenda and ensuring its effectiveness in all aspects
- b) on behalf of the governing body, being jointly accountable with the accountable officer to the membership council for those functions that the group has conferred on the governing body
- c) ensuring the provision of accurate, timely information to other members of the membership council and of the governing body
- d) facilitating the effective contribution of other membership council members and governing body members
- e) ensuring constructive relationships between the members of the membership council and the members of the governing body
- f) ensuring that the membership council and governing body are able to discharge their duties and responsibilities as set out in this constitution;
- g) building and developing the group's membership council and governing body and their individual members;
- h) ensuring that, through the appropriate support, information and evidence, the membership council and governing body are able to discharge their duties;
- i) supporting the accountable officer in discharging the responsibilities of the organisation;

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<sup>48</sup> Draft *clinical commissioning group Governing Body Members – Roles Attributes and Skills*, NHS Commissioning Board Authority, March 2012

- j) contributing to building a shared vision of the aims, values and culture of the organisation;
- k) leading and influencing to achieve clinical and organisational change to enable the group to deliver its commissioning responsibilities;
- l) overseeing governance and particularly ensuring that the group has proper constitutional and governance arrangements in place and that the governing body and the wider group behaves with the utmost transparency and responsiveness at all times;
- m) ensuring that public and patients' views are heard and their expectations understood and, where appropriate as far as possible, met;
- n) ensuring that the organisation is able to account to its local patients, stakeholders and the NHS Commissioning Board;
- o) leading interactions with stakeholders, including the NHS Commissioning Board.
- p) ensuring that the group builds and maintains effective relationships, particularly with the individuals involved in overview and scrutiny from the relevant local authority(ies);
- q) lead clinician on matters concerning safeguarding.

## **7.5. The Lay Member Deputy Chair of the Governing Body**

- 7.5.1. The deputy chair of the governing body is selected from one of the lay members of the governing body. The deputy chair deputises for the chair of the governing body where he or she has a conflict of interest or is otherwise unable to act.

## **7.6. Other Lay Members of the Governing Body**

- 7.6.1. ***The lay member whose role is to champion patient and public involvement*** provides an independent view of the work of the group, which is external to the day to day running of the organisation. They help to ensure that in all aspects of the group's work, the public voice of the local population is heard and that opportunities are created and protected for patient and public empowerment in the work of the group. In particular they:
- a) ensure that public and patient's views are heard and their expectations understood and met as appropriate;
  - b) the group has appropriate arrangements in place to secure public and patient involvement and responds in an effective and timely way to feedback and recommendations from patients, carers and the public;

- c) provide an independent view on the group's compliance with its equality duty.

7.6.2. ***The lay member whose role is to oversee the key elements of organisational development and remuneration*** chairs the governing body's remuneration committee. They have a lead role in making recommendations to the governing body:

- a) on remuneration, fees and allowances for employees and for people providing services to the group;
- b) on the allowances under any pension scheme that the group may establish as an alternative to the NHS pension scheme;
- c) on the group's arrangements for organisational development and succession planning.

7.6.3. ***The lay member whose role is to oversee the key elements of governance*** chairs the governing body's audit committee. They have a lead role:

- a) in ensuring that the membership council and the governing body behaves with the utmost probity at all times;
- b) in providing assurance to the governing body on the robustness of the group's governance arrangements, including its system of internal control and on its risk and financial management arrangements;
- c) in ensuring that appropriate and effective whistleblowing and counter fraud systems are in place.

## **7.7. Nurse Member of the Governing Body**

7.7.1. The registered nurse member:

- a) brings a broader view on health care, from the perspective as a registered nurse, to the discussions and decisions of the governing body;
- b) acts on behalf of the group at the Local Safeguarding Children' Board

## **7.8. Independent Secondary Care Doctor**

7.8.1. The secondary care doctor brings to the discussions and decisions of the governing body their understanding of patient care in the secondary care setting.

## 7.9. Elected Clinical Leaders

- 7.9.1. In addition to their corporate responsibilities as a governing body member and their responsibilities as a nominated practice representative and member of the group's membership council, three of the four elected clinical leaders have responsibility for:
- a) bringing their unique understanding of member practices to the discussion and decision making of the governing body
  - b) chairing their respective locality network and through the network, supporting member practice' engagement in the work of the group and ensuring that member practices' views inform the decisions of the group's governing body
  - c) regularly updating practice member representatives through the network meetings on the overall progress towards achieving the goals of the group and on its operational management
  - d) managing any conflicts of interest that may be known of or that may arising during a meeting of the network in accordance with the group's arrangements for managing conflicts
  - e) ensuring that the principles and arrangements set out in the group's constitution are upheld
  - f) overseeing improvements in agreed clinical priority areas and for supporting designated lead clinicians with responsibility for those areas. Ensuring in particular that:
    - i) the lead clinicians are appropriately resourced and have the necessary information to discharge their responsibilities,
    - ii) reviewing progress with the clinical leads and bringing to the attention of the chair and accountable officer matters that are hindering progress,
    - iii) ensuring that the board is kept informed of progress towards implementing its clinical priorities;
- 7.9.2. In addition to their corporate responsibilities as a governing body member; their responsibilities as a nominated practice representative and as a member of the group's membership council, the fourth elected clinical member is the governing body's medical director. As medical director, they are responsible for:
- a) bringing their unique understanding of member practices to the discussion and decision making of the governing body;
  - b) ensuring continuous improvement in the quality and outcomes of care for the local population; Pauline this is your green shading and not mine
  - c) chairing and being accountable for the work of the governing body's quality improvement and commissioning delivery committee and any sub-committees, advisory or working groups established to support the work of both committees;

- d) advises the governing body on clinical governance;
- e) is the group's caldicott guardian.

7.9.3. The clinical lead for patient and public engagement is accountable to the medical director.

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

7.10.1. The accountable officer for the group is a member of the group's membership council and governing body. The accountable officer is responsible for:<sup>49</sup>

- a) ensuring that the clinical commissioning group fulfils its duties to exercise its functions effectively, efficiently and economically;
- b) ensuring improvement in the quality of services and the health of the local population whilst maintaining value for money; Pauline, your green shading not mine
- c) on behalf of the governing body, being jointly accountable with the chair to the membership council for those functions that the group has conferred on the governing body;
- d) at all times ensuring that the regularity and propriety of expenditure is discharged, and that arrangements are put in place to ensure that good practice (as identified through such agencies as the Audit Commission and the National Audit Office) is embodied and that safeguarding of funds is ensured through effective financial and management system;
- e) working closely with the chair of the group and governing body, ensuring that proper constitutional, governance and development arrangements are put in place to assure the members of the organisation's ongoing capability and capacity to meet its duties and responsibilities;
- f) ensuring that staff and people working on behalf of the group are aware of the group's governance arrangements;

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

7.11.1. The chief finance officer is a member of the governing body and is responsible for providing financial advice to the group and for supervising financial control and accounting systems. The chief finance officer:

- a) advises the governing body on its corporate governance arrangements;

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<sup>49</sup> See the latest version of the NHS Commissioning Board Authority's *Clinical commissioning group governing body members: Role outlines, attributes and skills*

- b) is the governing body member with responsibility for the group's policy on code of business conduct ;
- c) is the group's and governing body's professional expert on finance and ensure, through robust systems and processes, the regularity and propriety of expenditure is fully discharged;
- d) makes appropriate arrangements to support and monitor on the group's finances;
- e) oversees robust audit and governance arrangements leading to propriety in the use of the group's resources;
- f) advises the governing body on the effective, efficient and economic use of the group's allocation to remain within that allocation and deliver required financial targets and duties; and
- g) produces the financial statements for audit and publication in accordance with the statutory requirements to demonstrate effective stewardship of public money and accountability to the NHS Commissioning Board;
- h) advises the governing body and membership council on the group's governance and risk management arrangements;
- i) is the group's senior information risk owner.

## 7.12. Other Senior Roles in the Group

7.12.1. ***The Head of Contracting and Performance*** is responsible for:

- a) the contracting process with providers and for the performance management of those contracts;
- b) ensuring that contractual processes are conducted in accordance with best procurement practice and that contracts reflect the group's service redesign and quality requirements;
- c) providing assurance on the group's performance against agreed priorities and the national mandate.

7.12.2. ***The Head of Delivery*** is responsible for:

- a) managing the delivery of the group's commissioning plan, including the group's annual commissioning cycle;
- b) co-ordinating, developing and managing the implementation of quality, innovation and prevention plans;

- c) making recommendations on the deployment of resources to meet the strategic commissioning priorities of the group in the most efficient, effective and economic way.

7.12.3. **The Head of Joint Commissioning** is responsible for:

- a) the establishment and implementation of joint commissioning arrangements between the group and Cheshire West and Chester Council;
- b) seeking agreement to and managing the group's memorandum of understanding with the local authority's public health service.

7.12.4. **The Head of Quality** is responsible for:

- a) interpreting national policy and guidance in respect of quality improvement and clinical risk management;
- b) performance managing the quality elements of the group's arrangements with providers and providers of primary medical services;
- c) recommending and managing the groups arrangements for mitigating clinical risk.

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

7.13.1. The group has the following joint appointment with **NHS Warrington Clinical Commissioning Group**:

- a) **Head of Transformational Change** – this post-holder has responsibility for:
  - i) identifying innovative practice and interventions that will significantly improve the quality of healthcare for the local community for inclusion in the group's quality, innovation and prevention programme;
  - ii) identifying the best available research evidence to inform the group's commissioning of services;
  - iii) providing advice on how the group can effectively support research in its commissioning activities.

7.13.2. This appointment is supported by a memorandum of understanding between the group and NHS Warrington Clinical Commissioning Group which sets out the employment arrangements and role and responsibilities of each group in discharging the joint appointment.



## 7.14. Indemnity

- 7.14.1. Guidance issued to the NHS<sup>50</sup> outlines the extent to which people not employed by an NHS body but taking an active role in decision-making may be personally liable for their decisions and action. In accordance with this guidance the group confers the following indemnity upon nominated practice representatives, elected clinical leaders, lay members, the independent nurse and the independent secondary care doctor (as defined in this constitution) who are undertaking duties on behalf of the group as part of its governance arrangements.
- 7.14.2. Indemnity statement – *“such individuals, as specified in paragraph 7.14.1 above, who have acted honestly and in good faith will not have to meet out of his or her own personal resources any personal civil liability which is incurred in the execution of his or her governance functions, save where the person has acted recklessly”*.
- 7.14.3. Such individuals need to ensure they act in accordance with the group’s constitution (including the standing orders, prime financial policies and scheme of reservation and delegation), the group’s policies and procedure, guidance issued by appropriate regulatory bodies, together with any appropriate statute or regulations.
- 7.14.4. The position of employees of the group is different to the individuals listed above, as the group, as statutory body, is always liable for the actions of its employees in the course of their employment.

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<sup>50</sup> See Health Service Circulars 1998/010 and 1999/104

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

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

- 8.1.1. Employees, members, committee and sub-committee members of the group and members of the governing body (and its committees) will at all times comply with this constitution and be aware of their responsibilities as outlined in it. They are expected to act in good faith and in the interests of the group and should follow the *Seven Principles of Public Life*, set out by the Committee on Standards in Public Life (the Nolan Principles) The Nolan Principles are incorporated into this constitution at Appendix G.
- 8.1.2. They must also comply with the group's policy on business conduct, including the requirements set out in the policy for managing conflicts of interest. This policy will be available on the group's website at [www.westcheshireccg.nhs.uk](http://www.westcheshireccg.nhs.uk) or for inspection at the group's headquarters and shall have effect as if incorporated into this constitution.
- 8.1.3. Individuals contracted to work on behalf of the group or otherwise providing services or facilities to the group will be made aware of their obligation with regard to declaring conflicts or potential conflicts of interest. This requirement will be written into their contract for services.

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

- 8.2.1. As required by section 14O of the 2006 Act, as inserted by section 25 of the 2012 Act, the group has made arrangements to manage conflicts and potential conflicts of interest to ensure that decisions made by the group are taken and seen to be taken without any possibility of influence of external or private interest. These are set out in the group's policy for managing conflicts of interest which forms part of the group's policy on standards of business conduct.
- 8.2.2. The policy requires that where an individual, i.e. an employee, group member, member of the governing body, or a member of a committee or a sub-committee of the group or its governing body has an interest, or becomes aware of an interest which could lead to a conflict of interest in the event of the group considering an action or decision in relation to that interest, that must be considered as a potential conflict, and is subject to the provisions of this constitution and the group's policy on business conduct.
- 8.2.3. For these purposes, a conflict of interest includes:
- a) a direct pecuniary interest: where an individual may financially benefit from the consequences of a commissioning decision (for example, as a provider of services);

- b) an indirect pecuniary interest: for example, where an individual is a partner, member or shareholder in an organisation that will benefit financially from the consequences of a commissioning decision;
- c) a non-pecuniary interest: where an individual holds a non-remunerative or not-for profit interest in an organisation, that will benefit from the consequences of a commissioning decision (for example, where an individual is a trustee of a voluntary provider that is bidding for a contract);
- d) a non-pecuniary personal benefit: where an individual may enjoy a qualitative benefit from the consequence of a commissioning decision which cannot be given a monetary value (for example, a reconfiguration of hospital services which might result in the closure of a busy clinic next door to an individual's house);
- e) where an individual is closely related to, or in a relationship, including friendship, with an individual in the above categories.

8.2.4. If in doubt, the individual concerned shall be expected to assume that a potential conflict of interest exists.

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

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

- a) the members of the group;
- b) the members of its governing body;
- c) the members of its committees or sub-committees and the committees or sub-committees of its governing body; and
- d) its employees.

8.3.2. The registers will be published on the group's website at [www.westcheshireccg.nhs.uk](http://www.westcheshireccg.nhs.uk) or available for inspection at the group's headquarters.

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

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

8.3.5. The governing body's audit committee will ensure that the register(s) of interest is reviewed regularly, and updated as necessary.

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

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

8.4.2. The group's chief finance officer will oversee the management of conflicts of interest on behalf of the group. He will ensure that for every interest declared, either in writing or by oral declaration, arrangements are in place to manage the conflict of interests or potential conflict of interests, to ensure the integrity of the group's decision making processes.

8.4.3. The group's policy on managing conflicts of interest include the requirement to put in writing to the chief finance officer any individual arrangements for managing the conflict of interests or potential conflicts of interests, within a week of declaration. The policy requires that the arrangements confirm the following:

- a) when an individual should withdraw from a specified activity, on a temporary or permanent basis;
- b) monitoring of the specified activity undertaken by the individual, either by a line manager, colleague or other designated individual.

8.4.4. Where an interest has been declared, either in writing or by oral declaration, the declarer will ensure that before participating in any activity connected with the group's exercise of its commissioning functions, they have received confirmation of the arrangements to manage the conflict of interest or potential conflict of interest from the chief finance officer.

8.4.5. The group's policy encourages individual members, employees or persons providing services to the group to bring to the attention of the chief finance officer or to a chair of a meeting any interest that they are aware of which:

- a) has not been declared, either in the register or orally, they will declare this at the start of the meeting;
- b) has previously been declared, in relation to the scheduled or likely business of the meeting.

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

- 8.4.6. Where the chair of any meeting of the group, including committees, sub-committees, or the governing body and the governing body's committees and sub-committees, has a personal interest, previously declared or otherwise, in relation to the scheduled or likely business of the meeting, they must make a declaration and the deputy chair will act as chair for the relevant part of the meeting. Where arrangements have been confirmed for the management of the conflict of interests or potential conflicts of interests in relation to the chair, the meeting must ensure these are followed. Where no arrangements have been confirmed, the deputy chair may require the chair to withdraw from the meeting or part of it. Where there is no deputy chair, the members of the meeting will select one.
- 8.4.7. Any declarations of interests, and arrangements agreed in any meeting of the clinical commissioning group, committees or sub-committees, or the governing body, the governing body's committees or sub-committees, will be recorded in the minutes.
- 8.4.8. Where more than 50% of the members of a meeting are required to withdraw from a meeting or part of it, owing to the arrangements agreed for the management of conflicts of interests or potential conflicts of interests, the chair (or deputy) will determine whether or not the discussion can proceed.
- 8.4.9. In making this decision the chair will consider whether the meeting is quorate, in accordance with the number and balance of membership set out in the group's standing orders. Where the meeting is not quorate, owing to the absence of certain members, the discussion will be deferred until such time as a quorum can be convened. Where a quorum cannot be convened from the membership of the meeting, owing to the arrangements for managing conflicts of interest or potential conflicts of interests, the chair of the meeting shall consult with chief finance officer on the action to be taken.
- 8.4.10. In any transaction undertaken in support of the clinical commissioning group's exercise of its commissioning functions (including conversations between two or more individuals, e-mails, correspondence and other communications), individuals must ensure, where they are aware of an interest, that they conform to the arrangements confirmed for the management of that interest. Where an individual has not had confirmation of arrangements for managing the interest, they must declare their interest at the earliest possible opportunity in the course of that transaction, and declare that interest as soon as possible thereafter. The individual must also inform either their line manager (in the case of employees), or the chief finance officer of the transaction.
- 8.4.11. The chief finance officer will take such steps as deemed appropriate, and request information deemed appropriate from individuals, to ensure that all conflicts of interest and potential conflicts of interest are declared

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

- 8.5.1. Anyone seeking information in relation to procurement, or participating in procurement, or otherwise engaging with the clinical commissioning group in relation to the potential provision of services or facilities to the group, will be required to make a declaration of any relevant conflict / potential conflict of interest.
- 8.5.2. Anyone contracted to provide services or facilities directly to the clinical commissioning group will be subject to the same provisions of this constitution in relation to managing conflicts of interests. This requirement will be set out in the contract for their services.

## **8.6. Transparency in Procuring Services**

- 8.6.1. The group recognises the importance in making decisions about the services it procures in a way that does not call into question the motives behind the procurement decision that has been made. The group will procure services in a manner that is open, transparent, non-discriminatory and fair to all potential providers.
- 8.6.2. The group will publish a procurement policy approved by its governing body which will ensure that:
- a) all relevant clinicians (not just members of the group) and potential providers, together with local members of the public, are engaged in the decision-making processes used to procure services;
  - b) service redesign and procurement processes are conducted in an open, transparent, non-discriminatory and fair way
- 8.6.3. Copies of this procurement policy will be available on the group's website at [www.westcheshireccg.nhs.uk](http://www.westcheshireccg.nhs.uk) or for inspection at the group's headquarters.

## 9. THE GROUP AS EMPLOYER

- 9.1. The group recognises that its most valuable asset is its people. It will seek to enhance their skills and experience and is committed to their development in all ways relevant to the work of the group.
- 9.2. The group will seek to set an example of best practice as an employer and is committed to offering all staff equality of opportunity. It will ensure that its employment practices are designed to promote diversity and to treat all individuals equally.
- 9.3. The group will ensure that it employs suitably qualified and experienced staff who will discharge their responsibilities in accordance with the high standards expected of staff employed by the group. All staff will be made aware of this constitution, the commissioning strategy and the relevant internal management and control systems which relate to their field of work.
- 9.4. The group will maintain and publish policies and procedures (as appropriate) on the recruitment and remuneration of staff to ensure it can recruit, retain and develop staff of an appropriate calibre. The group will also maintain and publish policies on all aspects of human resources management, including grievance and disciplinary matters
- 9.5. The group will ensure that its rules for recruitment and management of staff provide for the appointment and advancement on merit on the basis of equal opportunity for all applicants and staff.
- 9.6. The group will ensure that employees' behaviour reflects the values, aims and principles set out above.
- 9.7. The group will ensure that it complies with all aspects of employment law.
- 9.8. The group will ensure that its employees have access to such expert advice and training opportunities as they may require in order to exercise their responsibilities effectively.
- 9.9. The group will adopt a *Code of Conduct* for staff and will maintain and promote effective 'whistleblowing' procedures to ensure that concerned staff have means through which their concerns can be voiced.
- 9.10. Copies of this code of conduct, together with the other policies and procedures outlined in this chapter, will be available on the group's website at [www.westcheshireccg.nhs.uk](http://www.westcheshireccg.nhs.uk) or for inspection at the group's headquarters.

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

### 10.1. General

- 10.1.1. The group will publish annually a commissioning plan and an annual report, presenting the group's annual report to a public meeting.
- 10.1.2. Key communications issued by the group, including the notices of procurements, public consultations, governing body meeting dates, times, venues, and certain papers will be published on the group's website at [www.westcheshireccg.nhs.uk](http://www.westcheshireccg.nhs.uk) or for inspection at the group's headquarters.
- 10.1.3. The group may use other means of communication, including circulating information by post, or making information available in venues or services accessible to the public.

### 10.2. Standing Orders

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



## APPENDIX A

### DEFINITIONS OF KEY DESCRIPTIONS USED IN THIS CONSTITUTION

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

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

## APPENDIX B

### LIST OF MEMBER PRACTICES AND LOWER LAYER SUPER OUTPUT AREAS COVERED BY THE GROUP

#### LIST OF MEMBER PRACTICES

Practice Name	Address	Practice Representative's Signature & Date Signed
Boughton Health Centre	Hoole Lane, Boughton, Chester, CH2 3DP	
Bunbury Medical Practice	Vicarage Lane, Bunbury, Tarporley, CW6 9PE	
City Walls Medical Centre	St Martin's Way, Chester, CH1 2NR	
Farndon Health Centre	Church Lane, Farndon, CH3 6QD	
Frodsham Medical Practice	Princeway Health Centre, Princeway, Frodsham, WA6 6RX	
Garden Lane Medical Centre	19 Garden Lane, Chester, CH1 4EN	
Great Sutton Medical Centre (McAlavey)	Old Chester Road, Great Sutton, CH66 3PB	
Great Sutton Medical Centre (Wood)	Old Chester Road, Great Sutton, CH66 3PB	
Great Sutton Medical Centre (Wearne)	Old Chester Road, Great Sutton, CH66 3PB	
Handbridge Medical Centre	Greenway Street, Handbridge, Chester, CH4 7JS	
Heath Lane Medical Centre	Heath Lane, Boughton, Chester, CH3 5UJ	
Helsby and Elton Practice	Lower Robin Hood Lane, Helsby, WA6 0BW	
Hope Farm Medical Centre	Hope Farm Road, Great Sutton, CH66 2WW	
Kelsall Medical Centre	Church Street, Kelsall, CW6 0QG	
Lache Health Centre	Hawthorn Road, Lache, Chester, CH4 8HX	
Laurel Bank Surgery	Old Hall Street, Malpas, SY14 8PS	
Neston Medical Centre	Liverpool Road, Neston, CH64 3RA	
Neston Surgery	Mellock Lane, Little Neston, CH64 4BN	
Northgate Medical Centre	10 Upper Northgate Street, Chester, CH1 4EE	
Hoole Road Surgery	71 Hoole Road, Hoole, Chester, CH2 3NJ	
Northgate Village Surgery	Northgate Avenue, Chester, CH2 2DX	
Old Hall Surgery	26 Stanney Lane, Ellesmere Port, CH65 9AD	
Park Medical Centre	Shavington Avenue, Newton Lane, Chester, CH2 3RD	
St Werburghs Medical Practice for the	2a George Street, Chester, CH1 3EQ	

Practice Name	Address	Practice Representative's Signature & Date Signed
Homeless		
Tarporley Health Centre (Gleek)	Park Road Tarporley, CW6 0BE	
Tarporley Health Centre (Campbell)	Park Road Tarporley, CW6 0BE	
The Rookery Surgery	Chester Road, Tattenhall, CH3 9AH	
The Elms Medical Centre	Hoole Road, Chester, CH2 3NH	
The Knoll Surgery	Princeway Health Centre, Princeway, Frodsham, WA6 6RX	
Upton Village Surgery	Wealstone Lane, Upton, Chester, CH2 1HD	
Western Avenue Medical Centre	Gordon Road, off Western Avenue, Chester, CH1 5PA	
Westminster Surgery	16-18 Church Parade, Ellesmere Port, CH65 2ER	
Whitby Group Practice (Stringer)	Chester Road, Whitby, Ellesmere Port, CH65 6TG	
Whitby Group Practice (Wall)	Chester Road, Whitby, Ellesmere Port, CH65 6TG	
Whitby Group Practice (Warren)	Chester Road, Whitby, Ellesmere Port, CH65 6TG	
Willaston Surgery	Greenbank, Neston Road, Willaston, CH64 2TN	
York Road Group Practice	York Road, Ellesmere Port, CH65 0DB	

# LOWER LAYER SUPER OUTPUT AREAS COVERED BY THE GROUP

LSOA_code	LSOA_name	UpperL	UpperLName	current PC	CCG cd	CCG name	SHAclusterofCCG
E01018308	Chester 001A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018309	Chester 005A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018310	Chester 005B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018311	Chester 005C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018312	Chester 005D	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018313	Chester 006A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018314	Chester 006B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018315	Chester 006C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018316	Chester 006D	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018317	Chester 006E	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018318	Chester 009A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018319	Chester 011A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018320	Chester 013A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018321	Chester 013B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018322	Chester 013C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018323	Chester 012A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018324	Chester 012B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018325	Chester 012C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018326	Chester 010A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018327	Chester 009B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018328	Chester 010B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018329	Chester 010C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018330	Chester 010D	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018331	Chester 010E	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018332	Chester 014A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018333	Chester 014B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018334	Chester 014C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018335	Chester 016A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018336	Chester 001B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018337	Chester 001C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018338	Chester 001D	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018339	Chester 017A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018340	Chester 014D	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018341	Chester 014E	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018342	Chester 014F	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018343	Chester 009C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018344	Chester 011B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018345	Chester 008A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018346	Chester 008B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018347	Chester 008C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018348	Chester 013D	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018349	Chester 007A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018350	Chester 007B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018351	Chester 015A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018352	Chester 015B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018353	Chester 015C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018354	Chester 015D	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018355	Chester 017B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018356	Chester 017C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018357	Chester 017D	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018358	Chester 001E	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018359	Chester 001F	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018360	Chester 002A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018361	Chester 009D	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018362	Chester 004A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018363	Chester 004B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018364	Chester 003A	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018365	Chester 003B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018366	Chester 002B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018367	Chester 002C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018368	Chester 007C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018369	Chester 016B	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018370	Chester 007D	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018371	Chester 016C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018372	Chester 016D	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018373	Chester 017E	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018374	Chester 004C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018375	Chester 004D	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018376	Chester 004E	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018377	Chester 004F	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018378	Chester 003C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018379	Chester 003D	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018380	Chester 003E	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North
E01018381	Chester 011C	13	Cheshire	5NN	02F	NHS West Cheshire CCG	North



## APPENDIX C – STANDING ORDERS

### 1. STATUTORY FRAMEWORK AND STATUS

#### 1.1. Introduction

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

1.1.2. The standing orders and Prime Financial Policies must be read in conjunction with the following guidance and any other issued by the Secretary of State for Health and or the NHS Commissioning Board.

- a) The Human Rights Act 1998;
- b) Caldicott Guardian 1997;
- c) Freedom of Information Act 2000.

1.1.3. The standing orders, together with the group's scheme of reservation and delegation<sup>51</sup> and the group's prime financial policies<sup>52</sup>, provide a procedural framework within which the group discharges its business. They set out:

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

These arrangements must comply, and be consistent where applicable, with requirements set out in the 2006 Act (as amended by the 2012 Act) and related regulations and take account as appropriate<sup>53</sup> of any relevant guidance.

1.1.4. The standing orders, scheme of reservation and delegation, prime financial policies, staff disciplinary and appeals procedures adopted by the group have

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<sup>51</sup> See Appendix D

<sup>52</sup> See Appendix E

<sup>53</sup> Under some legislative provisions the group is obliged to have regard to particular guidance but under other circumstances guidance is issued as best practice guidance.

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

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

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

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

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

2.1.1. Chapter 3 of the group's constitution provides details of the membership of the group (also see Appendix B).

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

### **2.2. Key Roles**

2.2.1. Paragraph 6.6.2 of the group's constitution sets out the composition of the group's governing body whilst chapter 7 of the group's constitution identifies certain key roles and responsibilities within the group; its membership council and its governing body. These standing orders set out how the group appoints individuals to these key roles.

### **2.3. General Principles of Appointment to Key Roles and Removal from Office.**

2.3.1. As a general principle all selections and appointments will be conducted in a fair and transparent manner.



2.3.2. The following individuals will not be eligible to either represent their practice, or to put themselves forward for election as chair of the group or for election to the group's governing body or to apply for a position on the group's governing body if they are:

- a) not eligible to work in the UK;
- b) a clinician practising with conditions;
- c) the subject to bankruptcy restrictions or an interim bankruptcy restrictions order;
- d) a person who has been dismissed from employment in the last five years [other than by means of redundancy];
- e) a person who has received a prison sentence or suspended sentence of three months or more in the last five years;
- f) a person who has been disqualified from serving as a company director;
- g) a person who has been removed from the management or control of a charity;
- h) a serving civil servant with the Department of Health or members / employees of the Care Quality Commission; or
- i) intending to serve as a chair or non-executive of another NHS body beyond the formal establishment of the relevant CCG.

2.3.3. As a general principle, practices will be asked to withdraw their nominated representative, or elected leaders be removed from office, or other governing body members removed from office if:

- a) where appropriate, they cease to be eligible to provide primary medical services or to carry out their clinical role;
- b) they are unable to meet the specified attendance requirement for meetings;
- c) they fail, without good reason, to meet the attendance requirement for meetings or, where permitted, fail to send a deputy to those meetings;
- d) they have conflicts with the work of the group that cannot be managed;
- e) in the opinion of the membership council or where appropriate the governing body the individual is no longer able to contribute to the work of the group;
- f) they behave in a manner or exhibit conduct which is likely to undermine public confidence in the group;

g) they are declared bankrupt.

2.3.4. In all of the aforementioned circumstances, the group will adhere to best human resource practices. In respect of nominated practice member clinicians, elected clinicians or employees of the group, the group will consult with the appropriate representative bodies in drawing up the relevant procedures.

2.3.5. Employees of the group will be subject to the group's disciplinary policies which are available on the website at [www.westcheshireccg.nhs.uk](http://www.westcheshireccg.nhs.uk) or from its headquarters. Any decision to terminate the appointment of employees shall be taken in accordance with those policies.

## 2.4. Representatives of Member Practices

2.4.1. **Nominated clinical member practice representatives** – each member practice will nominate a clinician to represent their views and act on behalf of the practice in matters relating to the group. The following arrangements apply to their appointment.

- a) **Eligibility** – subject to the arrangements set out in paragraph 2.3, a clinician will be eligible to be a member practice representatives providing they are a practising clinician working either full time or part time for or on behalf of a member practice;
- b) **Appointment process** – nominated by the member practice and confirmed by the chair of the group. The membership council shall maintain a record of nominated representatives and their term of office;
- c) **Term of office** – appointments are for a minimum period of one year and will be agreed with each representative. Member practices are encouraged to review their nominations at least every four years;
- d) **Eligibility for re-nomination** - member practice representatives are all eligible for re-nomination;
- e) **Notice period** – where a representative intends to terminate their term of office, prior to their agreed term of office, they will provide two months notice in writing to the chair of the membership council;

2.4.2. **Chair of the group** – the group's chair is an elected clinician, who chairs both the group's membership council and its governing body. The following arrangements apply to this appointment.

- a) **Eligibility** – any provider of primary medical services, who is working either full or part time for or on behalf of a member practice, is eligible to apply for election as chair. Any individual who wishes to be considered for this role is eligible for personal development support to prepare them for the role and to ensure that, when they propose themselves for the position, they have the competencies necessary to carry out the role;

- b) **Appointment process** –the group’s chair is elected by qualifying providers of primary medical services. A qualifying provider of primary medical services is either a GP or a provider of primary medical services [who isn’t a GP] working within the geographical boundary of the group, regardless of their contractual status.
- c) Three months prior to the end of the term of office of the incumbent post-holder, or immediately in the event of a resignation or a vacancy occurring, the group’s membership council shall seek expressions of interest from providers of primary medical services practising in member practices. The membership’s council advisory panel on appointments shall consider the outcome of elections. An assessment of each candidate against the competencies required and published for the role of chair shall be undertaken with the assistance of an independent HR advisor. The local medical committee shall be consulted on the election process and invited to observe elections;
- d) **Term of office** – appointments are for a period of between two and four years and for a maximum of 10 years;
- e) **Eligibility for reappointment**–the elected chair is eligible for re-appointment providing s/he continues to fulfil the requirements of the role;
- f) **Notice period** – where a chair intends to terminate their appointment as a member of the governing body and of the membership council, prior to the agreed term of their appointment, they will provide three months notice in writing to the deputy chair of the governing body. The deputy chair will inform the membership council within 2 working days of receipt of the notice of resignation;

## 2.5. Governing Body Appointments

### 2.5.1. Chair of the Governing Body

- a) **Eligibility** – the chair of the group is eligible for appointment as the chair of the group’s governing body.
- b) **Appointment process** – following the election of the chair of the group, the membership council will recommend to the governing body that it appoints the chair of the group as the chair of the governing body. The governing body will consider and ratify the membership council’s nomination at its next public meeting.
- c) **Term of office, eligibility for re-Appointment, notice period** – are set out in paragraphs 2.2.2. d) – f).

2.5.2. **Elected Clinical Leaders** – the group elects four clinicians to represent member practices on the group’s governing body. The responsibilities of each individual are agreed with each clinical lead, based on the needs of the group and their

individual experience and skills. The following arrangements apply to their appointment.

- a) **Eligibility** – member practice representatives are eligible to be elected to serve on the group’s governing body. They must be a clinician working either full time or part time for or on behalf of a member practice. Any nominated member practice representative who is interested in serving on the group’s governing body is eligible for personal development support to prepare them for this role and to ensure that they have the competencies required for the position;
- b) **Appointment process** –clinical leaders are elected by qualifying providers of primary medical services. A qualifying provider of primary medical services is a primary medical services provider working for a member practices, regardless of their contractual status. Where the leader is elected to represent a specific network area, only the qualifying provider of primary medical services from that network area may vote in that election. Where the clinical leader is being elected to represent a wider constituency, all qualifying providers of primary medical services from that constituency may vote in the election.
- c) Three months prior to the end of the term of office of the incumbent post-holder(s) or immediately in the event of a resignation or vacancy occurring, the group’s membership council shall seek expressions of interest from the designated nominated practice representative. The membership’s council’s advisory panel on appointments shall consider the outcome of elections. An assessment of each candidate against the competencies required and published for the roles shall be undertaken with the assistance of an independent HR advisor. The local medical committee shall be consulted on the election process and invited to observe elections. Members will be advised of the outcome of the election process and the appointment of the selected representative to the group’s governing body at the next meeting of the membership council.
- d) **Term of office** – appointments are for a period of between two and four years and for a maximum of 10 years;
- e) **Eligibility for reappointment**–elected clinical leaders are eligible for re-appointment providing they continue to fulfil the requirements of the role;
- f) **Notice period** – where a clinical leader intends to terminate their appointment as a member of the governing body, prior to the agreed term of their appointment, they will provide three months notice in writing to the chair of the governing body;

2.6. **Lay Members of the Governing Body** –The following arrangements apply to the appointment of the governing body’s lay members.

- a) **Eligibility** – anyone who meets the person specification for these roles will be eligible to apply. Preference will be given to people who live within the geographical area of the group or who have connections with the area.
- b) **Appointment process** – vacancies will be advertised in local or regional or national media. Interviews will be conducted in accordance with the arrangements set out by the membership’s council’s advisory panel and published on the group’s website and available from the group’s headquarters. An assessment of each candidate against the competencies required and published for the role shall be undertaken with the assistance of an independent HR advisor.
- c) **Term of office** – appointments are for a period of between two and four years and for a maximum of 10 years;
- d) **Eligibility for reappointment**–lay members will be eligible for re-appointment, subject to the agreement of the membership council, who will be advised by its advisory panel on governing body appointments;
- e) **Notice period** – where a lay member intends to terminate their appointment, prior to the agreed term of their appointment, they will provide three months notice in writing to the chair of the governing body;

2.6.2. **Independent Secondary Care Doctor and Nurse Members of the Governing Body** – The following arrangements apply to the appointment of the governing body’s secondary care and nurse members.

- a) **Eligibility** – anyone who meets the person specification for these roles and who does not have any material conflicts of interest with the work of the group will be eligible to apply. The chief finance officer will advise on any conflicts which are identified at the time of application. Applicants must have current registrations with their respective professional bodies.
- b) **Appointment process** – vacancies will be advertised either in local or regional or national media or in the respective professional publications. Interviews will be conducted in accordance with the arrangements set out by the membership’s council’s advisory panel; published on the group’s website and available from the group’s headquarters. An assessment of each candidate against the competencies required and published for the role shall be undertaken with the assistance of an independent HR advisor.
- c) **Term of office** – appointments are for a period of between two and four years and for a maximum of 10 years;
- d) **Eligibility for reappointment**–the secondary care doctor and nurse member of the governing body will be eligible for re-appointment, subject to

the agreement of the membership council's advisory panel on governing body appointments;

- e) **Notice period** – where the secondary care doctor or nurse member intends to terminate their appointment, prior to the agreed term of their appointment, they will provide three months notice in writing to the chair of the governing body.

2.6.3. **Accountable Officer and Chief Finance Officer** - The following arrangements apply to these appointments.

- a) **Eligibility** – anyone who meets the person specification, which incorporate national requirements, for these roles and who does not have any material conflicts of interest with the work of the group will be eligible to apply. The chief finance officer or their deputy will advise on any conflicts which are identified at the time of application.
- b) **Appointment process** – vacancies will be advertised either in local or regional or national media or in the respective professional publications. Interviews will be conducted in accordance with the arrangements set out by the membership's council's advisory panel; published on the group's website and available from the group's headquarters. An assessment of each candidate against the competencies required and published for the role shall be undertaken with the assistance of an independent HR advisor. Interview panels will include external assessors for both positions.
- c) **Term of office** – the respective post-holders shall hold office for as long as they hold their post with the group.
- d) **Notice period** – where the accountable office or chief finance officer wishes to terminate their employment with the group, they must provide the group with six months notice in writing to the chair in respect of the accountable officer and to the accountable officer in respect of the chief finance officer.

## 2.7. Appointment of other Clinical Leaders.

2.7.1. Where the group identifies the requirement for a GP or other primary medical care clinician to lead a specific work-stream or project on its behalf, such opportunities will initially be open to clinicians from member practices. The appointment process will be conducted in an appropriate and transparent manner. The terms of appointment and remuneration for this work will be determined by the governing body's remuneration and appointments committee.

## 2.8. Other staff appointments

2.8.1. The group will adhere to best human resource practice when making appointments to all other posts within the group.

## **2.9. Dispute Resolution**

- 2.9.1. Every effort will be made to avoid disputes between member practices and the group or between the membership council and the governing body. In the event that a dispute does occur, it will be resolved using the group's dispute resolution process. The local medical committee will be consulted on this process. The process will be approved by the group's membership council and shall have effect as though incorporated into these standing orders.

## **3. MEETINGS OF THE CLINICAL COMMISSIONING GROUP'S GOVERNING BODY AND MEMBERSHIP COUNCIL**

### **3.1. Openness**

- 3.1.1. Members of the public, including the media, may attend meetings of the governing body. They may observe the deliberations of the governing body but do not have a right to contribute to debate. Contributions from the public at these meetings may be considered at the discretion of the chair.
- 3.1.2. Exceptionally there may be items of a confidential nature that the governing body needs to discuss in private. The public will be excluded from observing these discussions. Such items of business will include matters:
- a) concerning a member of staff
  - b) concerning a patient
  - c) that could commercially disadvantage the group if discussed in public; or
  - d) could be detrimental to the operation of the group
- 3.1.3. Meetings of the membership council will be held in private.

### **3.2. Calling meetings**

- 3.2.1. Ordinary meetings of the governing body shall be held at least bi-monthly, at such times and places determined by the chair of the governing body.
- 3.2.2. Ordinary meetings of the membership council shall be held at least bi-annually at such times and places determined by the chair of the group.
- 3.2.3. An extraordinary meeting of the membership council or governing body may be called by the chair at any time, or by not less than a third of the members of the respective bodies lodging a written request with the accountable officer stating the business to be transacted. No business shall be transacted at that meeting, other than that specified in the notice of the meeting.

### **3.3. Agenda, supporting papers and business to be transacted**

- 3.3.1. The chair is responsible for drawing up the agenda of meetings of the membership council and governing body. Items of business to be transacted for inclusion on the agenda of a meeting need to be notified to the secretary of the respective meetings at least 14 working days (i.e. excluding weekends and bank holidays) before the meeting takes place. Supporting papers for such items need to be submitted at least ten working days before the meeting takes place. The agenda and supporting papers will be circulated to all members of a meeting at least four working days before the date the meeting will take place.
- 3.3.2. Agendas and certain papers for the group's governing body – including details about meeting dates, times and venues - will be published on the group's website at [www.westcheshireccq.nhs.uk](http://www.westcheshireccq.nhs.uk) or will be available from the group's headquarters.

### **3.4. Petitions**

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

### **3.5. Chair of a meeting**

- 3.5.1. At any meeting of the membership council, or its governing body or of a committee or sub-committee, the chair of the membership council, governing body, committee, joint committee or sub-committee, shall preside. If the chair is absent from the meeting, the deputy chair, if any and if present, shall preside.
- 3.5.2. If the chair is absent temporarily on the grounds of a declared conflict of interest the deputy chair, if present, shall preside. If both the chair and deputy chair are absent, or are disqualified from participating, or there is neither a chair or deputy a member of the group, governing body, committee, joint committee **[DN: cross reference with section 75 agreement]** or sub-committee respectively shall be chosen by the members present, or by a majority of them, and shall preside.

### **3.6. Chair's ruling**

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



### **3.7. Quorum**

- 3.7.1. No business shall be transacted at the meeting of the membership council unless 65% of the voting practice member representatives are present.
- 3.7.2. No business shall be transacted at the meeting of the governing body unless five members are present including at least one lay member; either the accountable officer or the chief finance officer and at least three clinicians. An officer in attendance for an elected representative or for the accountable officer or chief finance officer, who has formal acting status will have voting status and will count towards the quorum.
- 3.7.3. For all other of the group's committees and sub-committees, including the governing body's committees, joint committees and sub-committees, the details of the quorum for these meetings and status of representatives are set out in the appropriate terms of reference

### **3.8. Decision making**

- 3.8.1. Chapter 6 of the group's constitution, together with the scheme of reservation and delegation, sets out the governing structure for the exercise of the group's statutory functions. Generally it is expected that at meetings of the membership council or the governing body's decisions will be reached by consensus. Should this not be possible then a vote of members will be required.
- 3.8.2. The nature of the formal vote will be at the discretion of the chair of the meeting and may be determined by oral expression, a show of hands or a ballot.
- 3.8.3. Only members of the membership council or governing body will be eligible to vote at meetings of the respective bodies. Consensus will be determined by a simple majority. In the case of an equal vote, the chair of the meeting shall have a second and casting vote.
- 3.8.4. In no circumstance may an absent member vote by proxy, absence being defined as absence at the time of the vote.
- 3.8.5. Should a vote be taken the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.
- 3.8.6. For all other of the group's committees and sub-committees, including the governing body's committees and sub-committee, the details of the process for holding a vote are set out in the appropriate terms of reference.

### **3.9. Emergency powers and urgent decisions**

- 3.9.1. In exceptional circumstances, where the chair of the membership council or governing body authorises urgent action in respect of a matter on behalf of the group which would normally have been considered by the membership council or

the governing body respectively, such action will be reported at the next meeting of the respective bodies. In taking such action, the chair in conjunction with the accountable officer should consult with at least two members of the membership council, in respect of decisions reserved to the membership council, or two members of the governing body, for decisions reserved to the governing body.

- 3.10. In dealing with such issues requiring an urgent decision and if timescales and practicalities allow, the chair may call a meeting of the membership council or governing body using video or telephone conferencing facilities. All such decisions will be ratified by the respective bodies at their next meeting.

### **3.11. Suspension of Standing Orders**

- 3.11.1. Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health or the NHS Commissioning Board, any part of these standing orders may be suspended at any meeting, provided members of the membership council are in agreement or by members of the governing body, is so far as they apply to the governing body provided that governing body members are in agreement.
- 3.11.2. A decision to suspend standing orders together with the reasons for doing so shall be recorded in the minutes of the meeting.
- 3.11.3. A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the governing body's audit committee to review the reasonableness of the decision to suspend standing orders.

### **3.12. Minutes**

- 3.12.1. The proceedings of each meeting of the membership council and governing body will be formally recorded.
- 3.12.2. The chair at each meeting will be responsible for summarising action points and decisions after each item of business during the meeting.
- 3.12.3. At the next meeting of the membership council and governing body all members will review the minutes and confirm that they are an accurate record. If any changes are required, the amendments will be discussed and agreed at the meeting.
- 3.12.4. The chair of the membership council and governing body will sign a copy of the minutes when agreed as an accurate record. This creates an official record of the meeting. Minutes of the meetings of the membership council and of the governing body shall be published on the group's website at [www.westcheshireccg.nhs.uk](http://www.westcheshireccg.nhs.uk).

### **3.13. Actions**

- 3.14. Actions resulting from the meetings of the membership council or governing body will be summarised in tabular form which clearly indicates who is responsible and the agreed timescales.
- 3.15. The summary of actions should be circulated with the papers of the next authority meeting for review.

### **3.16. Record of Attendance**

- 3.16.1. The names of all members of the meeting present at a meeting of the membership council, the governing body and committees, joint committees, sub-committees and advisory groups, and those in attendance, shall be recorded in the minutes of those meetings.

## **4. APPOINTMENT OF COMMITTEES JOINT COMMITTEES, SUB-COMMITTEES AND ADVISORY BODIES**

### **4.1. Appointment of committees, joint committees, sub-committees and advisory bodies**

- 4.1.1. The group may appoint committees, joint committees sub-committees and advisory bodies of the group, subject to any regulations made by the Secretary of State<sup>54</sup>, and make provision for the appointment of committees, joint committees, sub-committees and advisory bodies of its membership council or governing body. Where such committees, joint committees, sub-committees and advisory bodies of the membership council or governing body are appointed they are included in Chapter 6 of the group's constitution.
- 4.1.2. Other than where there are statutory requirements, such as in relation to the governing body's audit committee or remuneration committee, the membership council and governing body shall respectively determine the membership and terms of reference of any committees, joint committees, sub-committees and advisory bodies that they may establish and shall, if they require, receive and consider reports of such committees or advisory bodies at the next appropriate meeting of the respective bodies.
- 4.1.3. The provisions of these standing orders shall apply where relevant to the operation of the membership council and to the governing body and to any committees, joint committees, sub-committees and advisory bodies unless stated otherwise in the committee, joint committee, sub-committee or advisory body's terms of reference.

### **4.2. Terms of Reference**

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<sup>54</sup> See section 14N of the 2006 Act, inserted by section 25 of the 2012 Act

4.2.1. Terms of reference shall have effect as if incorporated into the constitution and shall be added to this document as an appendix (see Appendix F).

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

4.3.1. Where committees are authorised to establish sub-committees, advisory bodies or working groups they may not delegate executive powers to the sub-committee, body or working group unless expressly authorised by either the membership council or governing body as appropriate.

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

4.4.1. The membership council or governing body shall approve the appointments to each of the committees, joint committees, sub-committees and advisory bodies that they may establish. The membership council shall agree such travelling or other allowances as it considers appropriate. The appointment of governing body members or membership council members to committees, joint committees, sub-committees or advisory bodies cease when their term of their appointment as membership council or governing body members comes to an end.

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

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

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

### **6.1. Clinical Commissioning Group's seal**

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

- a) the accountable officer;
- b) the chair of the membership council and governing body;

- c) the chief finance officer;
- d) the elected clinical leaders.

6.1.2. The accountable officer shall keep a register of every sealing made and numbered consecutively in a book for that purpose. A report of all sealings shall be made to the governing body at least bi-annually.

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

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

- a) the accountable officer;
- b) the chair of the membership council and governing body;
- c) the chief finance officer;
- d) the elected clinical leaders.

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

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

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

## APPENDIX D – SCHEME OF RESERVATION & DELEGATION

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

- 1.1. The arrangements made by the group as set out in this scheme of reservation and delegation of decisions shall have effect as if incorporated in the group’s constitution.
- 1.2. Nothing in the scheme of reservation and delegation should impair the discharge of the direct accountability to the membership council or governing body of the chief finance officer. Outside of these requirements the chief finance officer shall be accountable to the group’s accountable officer.
- 1.3. The clinical commissioning group remains accountable for all of its functions, including those that it has delegated.
- 1.4. Unless stated in the group’s constitution or in its scheme of reservation and delegation, the group’s accountable officer has responsibility for the operational management of the group.

Ref No	Reserved or Delegated Matter	Matter Reserved to the Membership	Matter Reserved to the Governing Body	Delegated To		Responsible for Recommending a course of action	Operational Responsibility
				Governing Body or Committee	Individual Member or Officer		
<b>1.</b>	<b>REGULATION AND CONTROL</b>						
1.1	Determine the arrangements by which the members of the group approve those decisions that are reserved for the membership	Membership Council	N/A	N/A	Chair	N/A	Accountable Officer
1.2	Consideration and approval of applications to the NHS Commissioning Board on matters concerning changes to the group’s constitution, including proposed changes to the appendices to its constitution.	Membership Council	N/A	N/A	N/A	Governing Body	Accountable Officer

Ref No	Reserved or Delegated Matter	Matter Reserved to the Membership	Matter Reserved to the Governing Body	Delegated To		Responsible for Recommending a course of action	Operational Responsibility
				Governing Body or Committee	Individual Member or Officer		
1.3	Exercise or delegation of those functions of the clinical commissioning group which have not been retained as reserved by the group or delegated to the governing body or to a committee or sub-committee of the group or to one of its members or employees	N/A	N/A	N/A	Accountable Officer	N/A	Accountable Officer
1.4	Approval of the group's overarching scheme of reservation and delegation, which sets out those decisions that are in statue the responsibility of the group and that are <u>reserved</u> to the membership and those <u>delegated</u> to the <ul style="list-style-type: none"> <li>group's governing body</li> <li>committees, sub-committees, or advisory panels of the group or</li> <li>its members or employees</li> </ul>	Membership Council	N/A	N/A	N/A	Governing Body	Accountable Officer
1.5	Prepare the scheme of reservation and delegation, which sets out those decisions that are in statue the responsibility of the governing body are <u>reserved</u> to the governing body and those <u>delegated</u> to the <ul style="list-style-type: none"> <li>governing body's committees and sub-committees,</li> <li>members of the governing body,</li> <li>an individual who is member of the group but not the governing body or a specified person</li> </ul>	N/A	Governing Body	N/A	N/A	Accountable Officer	Accountable Officer
1.6	Promulgate the governance arrangements of the group to members, employees of the group and to people working on behalf of the group	N/A	N/A	N/A	Accountable Officer	N/A	Accountable Officer

Ref No	Reserved or Delegated Matter	Matter Reserved to the Membership	Matter Reserved to the Governing Body	Delegated To		Responsible for Recommending a course of action	Operational Responsibility
				Governing Body or Committee	Individual Member or Officer		
1.7	Final authority on interpretation of the group's constitution and supporting appendices (i.e. standing orders, prime financial policies and scheme of reservation and delegation)	N/A	N/A	N/A	Chair	N/A	Accountable Officer
1.8	Disclosure of non-compliance with the group's constitution (incorporating its standing orders, prime financial policies and scheme of reservation and delegation)	N/A	N/A	N/A	All Staff	N/A	Accountable Officer
1.9	Suspension of standing orders	Membership Council	Governing Body	N/A	N/A	N/A	N/A
1.10	Review of suspension of standing orders	N/A	N/A	Audit Committee	N/A	N/A	N/A
1.11	Approval of the group's operational scheme of delegation that underpins the group's 'overarching scheme of reservation and delegation' as set out in the constitution	N/A	N/A	Governing Body	N/A	Accountable Officer	Accountable Officer
1.12	Approve the group's prime financial policies	N/A	N/A	Governing Body	N/A	Chief Finance Officer	Chief Finance Officer
1.13	Approve detailed financial procedures	N/A	N/A	N/A	Executive Officer	Chief Finance Officer	Chief Finance Officer
1.14	Approve arrangements for managing exceptional funding requests	N/A	N/A	Governing Body	N/A	Commissioning Delivery Committee	Medical Director
1.15	Set out who can execute a document by signature / use of the seal	N/A	N/A	Governing Body	N/A	Accountable Officer	Accountable Officer
<b>2 PRACTICE MEMBER REPRESENTATIVES AND MEMBERS OF THE GOVERNING BODY</b>							



Ref No	Reserved or Delegated Matter	Matter Reserved to the Membership	Matter Reserved to the Governing Body	Delegated To		Responsible for Recommending a course of action	Operational Responsibility
				Governing Body or Committee	Individual Member or Officer		
2.1	Approve the arrangements for <ul style="list-style-type: none"> <li>identifying practice members to represent practices in matters concerning the work of the group; and</li> <li>appointing clinical leaders to represent the group's membership on the group's governing body.</li> </ul>	Membership Council	N/A	N/A	N/A	Membership Council's Advisory Panel	Accountable Officer
2.2	Approve the appointment of governing body members, the process for recruiting and removing non-elected members to the governing body (subject to any regulatory requirements) and succession planning	Membership Council	N/A	N/A	N/A	Membership Council's Advisory Panel	Accountable Officer
2.3	Approve arrangements for recruiting the group's accountable officer.	Membership Council	N/A	N/A	N/A	Membership Council's Advisory Panel	Chair
<b>3</b>	<b>STRATEGY AND PLANNING</b>						
3.1	Approve the vision, values and overall strategic direction of the group	N/A	N/A	Governing Body	N/A	Network Groups	Accountable Officer
3.2	Approve the group's operating structure	N/A	Governing Body	N/A	N/A	Accountable Officer	Accountable Officer
3.3	Approve the group's commissioning plan	N/A	N/A	Governing Body	N/A	Commissioning Delivery Committee [taking into account the views of the Clinical Network Groups]	Medical Director
3.4	Approve the group's arrangements for engaging the public and key stakeholders in the group's planning and commissioning arrangements.	N/A	N/A	Governing Body	N/A	Commissioning Delivery Committee	Accountable Officer
3.5	Approve the group's corporate budgets that meet the	N/A	Governing	N/A	N/A	Accountable	Chief Finance

Ref No	Reserved or Delegated Matter	Matter Reserved to the Membership	Matter Reserved to the Governing Body	Delegated To		Responsible for Recommending a course of action	Operational Responsibility
				Governing Body or Committee	Individual Member or Officer		
	financial duties of the group.		Body			Officer	Officer
3.6	Approve variations to the approved budget where variation would have a significant impact on the overall approved levels of income and expenditure or the group's ability to achieve its agreed strategic aims	N/A	Governing Body	N/A	N/A	Chief Finance Officer	Chief Finance Officer
<b>4</b>	<b>ANNUAL REPORTS AND ACCOUNTS</b>						
4.1	Approval of the group's annual report and annual accounts	Membership Council	N/A	N/A	N/A	Governing Body <i>[subject to advice from the Audit Committee]</i>	Accountable Officer & Chief Finance Officer Respectively
4.2	Approval of the arrangements for discharging the group's statutory financial duties	N/A	Governing Body	N/A	N/A	Accountable Officer	Chief Finance Officer
<b>5</b>	<b>HUMAN RESOURCES &amp; ORGANISATIONAL DEVELOPMENT</b>						
5.1	Approve the terms and conditions, remuneration and travelling or other allowances for governing body members, including pensions and gratuities	Membership Council	N/A	N/A	N/A	Membership Council's Advisory Panel	Accountable Officer <i>(excluding own post)</i>
5.2	Approve terms and conditions of employment for all employees of the group including, pensions, remuneration, fees and travelling or other allowances payable to employees and to other persons providing services to the group	N/A	Governing Body	N/A	N/A	Remuneration & Development Committee	Accountable Officer
5.3	Approve any other terms and conditions of services for the group's employees	N/A	N/A	Governing Body	N/A	Remuneration & Development Committee	Accountable Officer
5.4	Approve disciplinary arrangements for employees,	N/A	Governing Body	N/A	N/A	Remuneration & Development	Accountable Officer

Ref No	Reserved or Delegated Matter	Matter Reserved to the Membership	Matter Reserved to the Governing Body	Delegated To		Responsible for Recommending a course of action	Operational Responsibility
				Governing Body or Committee	Individual Member or Officer		
	including the accountable officer (where he/she is an employee or member of the clinical commissioning group) and for other persons working on behalf of the group					Committee	
5.5	Approve disciplinary arrangements where the group has joint appointments with another group and the individuals are employees of that group.	N/A	Governing Body	N/A	N/A	Remuneration & Development Committee	Accountable Officer
5.6	Approval of the arrangements for discharging the group's statutory duties as an employer	N/A	Governing Body	N/A	N/A	Remuneration & Development Committee	Accountable Officer
5.7	Approve human resources policies for employees and for other persons working on behalf of the group	N/A	Governing Body	N/A	N/A	Remuneration & Development Committee	Accountable Officer
5.8	Approve the group's succession planning for elected members and other governing body nominations and members	Membership Council	N/A	N/A	N/A	Membership Council's Advisory Panel	Accountable Officer
5.9	Approve the group's organisational development plans	N/A	N/A	Governing Body	N/A	Remuneration & Development Committee <i>[taking into account the views of the Clinical Network Groups]</i>	Accountable Officer
<b>6</b>	<b>QUALITY AND SAFETY</b>						
6.1	Approve arrangements, including supporting policies, to minimise clinical risk, maximise patient safety and to secure continuous improvement in quality and patient outcomes	N/A	N/A	Governing Body	N/A	Quality Improvement Committee	Medical Director

Ref No	Reserved or Delegated Matter	Matter Reserved to the Membership	Matter Reserved to the Governing Body	Delegated To		Responsible for Recommending a course of action	Operational Responsibility
				Governing Body or Committee	Individual Member or Officer		
6.2	Approve the group's arrangements for handling complaints	N/A	N/A	Governing Body	N/A	Quality Improvement Committee	Accountable Officer
6.3	Approve the group's arrangements for safeguarding children and vulnerable adults	N/A	N/A	Governing Body	N/A	Quality Improvement Committee	Medical Director
6.4	Approve the group's arrangements for engaging patients and their carers in decisions concerning their healthcare	N/A	N/A	Governing Body	N/A	Commissioning Delivery Committee	Medical Director
6.5	Approve arrangements for supporting the NHS Commissioning Board in discharging its responsibilities in relation to securing continuous improvement in the quality of general medical services	N/A	Governing Body	N/A	N/A	Quality Improvement Committee	Medical Director
<b>7</b>	<b>OPERATIONAL AND RISK MANAGEMENT</b>						
7.1	Approve the group's counter fraud and security management arrangements.	N/A	Governing Body	N/A	N/A	Audit Committee	Chief Finance Officer
7.2	Approval of the group's risk management arrangements	N/A	Governing Body	N/A	N/A	Accountable Officer	Chief Finance Officer
7.3	Approve arrangements for risk sharing and or risk pooling with other organisations (for example arrangements for pooled funds with other clinical commissioning groups or pooled budget arrangements under section 75 of the NHS Act 2006).	N/A	Governing Body	N/A	N/A	Accountable Officer	Accountable Officer
7.4	Approve a comprehensive system of internal control, including budgetary control, that underpin the effective, efficient and economic operation of the group.	N/A	Governing Body	N/A	N/A	Accountable Officer	Accountable Officer

Ref No	Reserved or Delegated Matter	Matter Reserved to the Membership	Matter Reserved to the Governing Body	Delegated To		Responsible for Recommending a course of action	Operational Responsibility
				Governing Body or Committee	Individual Member or Officer		
7.5	Approve the thresholds above which quotations or formal tenders must be obtained	N/A	Governing Body	N/A	N/A	Accountable Officer	Chief Finance Officer
7.6	Approve the arrangements for seeking professional advice regarding the supply of goods and services	N/A	Governing Body	N/A	N/A	Accountable Officer	Chief Finance Officer
7.7	Approve proposals for action on litigation against or on behalf of the clinical commissioning group	N/A	N/A	Governing Body	N/A	Accountable Officer	Accountable Officer
7.8	Approve the group's arrangements for business continuity and emergency planning	N/A	Governing Body	N/A	N/A	Accountable Officer	Accountable Officer
7.9	Approve the group's banking arrangements	N/A	N/A	Governing Body	N/A	Accountable Officer	Chief Finance Officer
<b>8</b>	<b>INFORMATION GOVERNANCE</b>						
8.1	Approve the arrangements for ensuring appropriate and safekeeping and confidentiality of records and for the storage, management and transfer of information and data.	N/A	N/A	Governing Body	N/A	Accountable Officer	Accountable Officer
8.2	Approve information sharing protocols with other organisations	N/A	N/A	Governing Body	N/A	Accountable Officer	Senior Information Risk Owner
<b>9</b>	<b>PARTNERSHIP, JOINT OR COLLABORATIVE WORKING</b> (see also paragraph 7.3 above and paragraph 11.3 below of this Scheme of Reservation and Delegation)						
9.1	Approve the arrangements governing joint or collaborative arrangements between the group and another statutory body(ies), where those arrangements incorporate decision making responsibilities	N/A	Governing Body	N/A	N/A	Accountable Officer / Commissioning Delivery Committee for Collaborative Commissioning Arrangements	Accountable Officer

Ref No	Reserved or Delegated Matter	Matter Reserved to the Membership	Matter Reserved to the Governing Body	Delegated To		Responsible for Recommending a course of action	Operational Responsibility
				Governing Body or Committee	Individual Member or Officer		
9.2	Approve the delegated decision making responsibilities of individual members or employees of the group who represent the group in joint or collaborative arrangements with another statutory body(ies)	N/A	Governing Body	N/A	N/A	Accountable Officer / Commissioning Delivery Committee for Collaborative Commissioning Arrangements	Accountable Officer
9.3	Receive the minutes of meetings of, or reports from, joint or collaborative arrangements between the group and another statutory body(ies)	N/A	Governing Body	N/A	N/A	N/A	Accountable Officer
9.4	Authorise an individual to act on behalf of the group in discharging the group's duty in respect of statutory and local joint working arrangements, within the financial limits determined under sections 10 and 12 of this scheme of reservation and delegation. For example: <ul style="list-style-type: none"> <li>Safeguarding (children's and adult)</li> <li>Health &amp; Wellbeing Board</li> </ul>	N/A	N/A	Governing Body	N/A	Accountable Officer	Accountable Officer
<b>10</b>	<b>TENDERING</b>						
10.1	Approve the group's tendering arrangements for any commissioning or corporate support in excess of £ [DN: insert]	N/A	N/A	Governing Body	N/A	Accountable Officer	Chief Finance Officer
10.2	Approve the group's tendering arrangements for any commissioning or corporate support <b>below a value of £ [DN: insert].</b>	N/A	N/A	N/A	Accountable Officer	Chief Finance Officer	Chief Finance Officer
<b>11</b>	<b>COMMISSIONING AND CONTRACTING FOR CLINICAL SERVICES</b>						

Ref No	Reserved or Delegated Matter	Matter Reserved to the Membership	Matter Reserved to the Governing Body	Delegated To		Responsible for Recommending a course of action	Operational Responsibility
				Governing Body or Committee	Individual Member or Officer		
11.1	Approve the arrangements for discharging the group's statutory duties associated with its commissioning functions.	N/A	N/A	Governing Body	N/A	Accountable Officer	Accountable Officer
11.2	Approve arrangements (including where appropriate, an individual's authority to act) for co-ordinating the commissioning of services with other clinical commissioning groups.	N/A	N/A	Governing Body	N/A	Commissioning Delivery Committee	Accountable Officer
11.3	Approve arrangements (including where appropriate, an individual's authority to act) for co-ordinating the commissioning of services with the local authority(s)	N/A	N/A	Governing Body	N/A	Commissioning Delivery Committee <i>[taking account the views of the Joint Commissioning Committee]</i>	Accountable Officer
11.4	Approval of contracts for clinical services with a value in excess of <b>[DN: insert]</b>	N/A	N/A	Governing Body	N/A	Accountable Officer	Chief Finance Officer
11.5	Approve contracts for clinical services with a value less than <b>[DN: insert]</b>	N/A	N/A	N/A	Accountable Officer	Accountable Officer	Chief Finance Officer
<b>12</b>	<b>COMMISSIONING AND CONTRACTING FOR NON-CLINICAL SERVICES</b>						
12.1	Approve arrangements for co-ordinating the commissioning of non clinical services with other groups	N/A	N/A	Governing Body	N/A	Accountable Officer	Accountable Officer
12.2	Approve arrangements for co-ordinating the commissioning of non clinical services with local authority(ies)	N/A	N/A	Governing Body	N/A	Accountable Officer	Accountable Officer
12.3	Approval of contracts for non clinical services with a	N/A	N/A	Governing Body	N/A	Accountable Officer	Accountable Officer

Ref No	Reserved or Delegated Matter	Matter Reserved to the Membership	Matter Reserved to the Governing Body	Delegated To		Responsible for Recommending a course of action	Operational Responsibility
				Governing Body or Committee	Individual Member or Officer		
	value in excess of [DN: insert]						
12.4	Approve contracts for non clinical services with a value less than [DN: insert]	N/A	N/A	N/A	Accountable Officer	Chief Finance Officer	Chief Finance Officer
<b>13</b>	<b>COMMUNICATIONS</b>						
13.1	Approve arrangements for handling Freedom of Information requests.	N/A	N/A	Governing Body	N/A	Accountable Officer	Accountable Officer



# APPENDIX E – PRIME FINANCIAL POLICIES

## 1. INTRODUCTION

### 1.1. General

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

### 1.2. Overriding Prime Financial Policies

- 1.2.1. If for any reason these prime financial policies are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance shall be reported to the next formal meeting of the governing body's audit committee for referring action or

ratification. All of the group's members and employees have a duty to disclose any non-compliance with these prime financial policies to the chief finance officer as soon as possible.

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

- 1.3.1. The roles and responsibilities of group' members, employees, members of the governing body and any members of committees, sub-committees and advisory panels established by either the group's membership council or its governing body and persons working on behalf of the group are set out in chapters 6 and 7 of this constitution.
- 1.3.2. The financial decisions delegated by members of the group are set out in the group's scheme of reservation and delegation (see Appendix D).

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

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

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

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

## **2. INTERNAL CONTROL**

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

- 2.1. The governing body is required to establish an audit committee with terms of reference agreed by the governing body (see paragraph 6.7.1(a) of the group's constitution for further information).
- 2.2. The accountable officer has overall responsibility for the group's systems of internal control.

- 2.3. The chief finance officer will ensure that:
- a) prime financial policies are considered for review and updated where appropriate annually;
  - b) detailed financial policies are considered for review and updated where appropriate at least bi-annually
  - c) a system is in place for proper checking and reporting of all breaches of financial policies; and
  - d) a proper procedure is in place for regular checking of the adequacy and effectiveness of the control environment.

### 3. AUDIT

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

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

### 4. FRAUD AND CORRUPTION

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

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

- 4.2. The governing body's audit committee will ensure that the group has arrangements in place to work effectively with NHS Protect.

## **5. EXPENDITURE CONTROL**

- 5.1. The group is required by statutory provisions<sup>55</sup> to ensure that its expenditure does not exceed the aggregate of allotments from the NHS Commissioning Board and any other sums it has received and is legally allowed to spend.
- 5.2. The accountable officer has overall executive responsibility for ensuring that the group complies with certain of its statutory obligations, including its financial and accounting obligations, and that it exercises its functions effectively, efficiently and economically and in a way which provides good value for money.
- 5.3. The chief finance officer will:
- a) provide reports in the form required by the NHS Commissioning Board;
  - b) ensure money drawn from the NHS Commissioning Board is required for approved expenditure only is drawn down only at the time of need and follows best practice;
  - c) be responsible for ensuring that an adequate system of monitoring financial performance is in place to enable the group to fulfil its statutory responsibility not to exceed its expenditure limits, as set by direction of the NHS Commissioning Board.

## **6. ALLOTMENTS<sup>56</sup>**

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

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

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<sup>55</sup> See section 223H of the 2006 Act, inserted by section 27 of the 2012 Act

<sup>56</sup> See section 223(G) of the 2006 Act, inserted by section 27 of the 2012 Act.

**POLICY** – the group will produce and publish an annual commissioning plan<sup>57</sup> that explains how it proposes to discharge its financial duties. The group will support this with comprehensive medium term financial plans and annual budgets

- 7.1. The accountable officer will compile and submit to the group’s governing body a commissioning strategy which takes into account financial targets and forecast limits of available resources.
- 7.2. Prior to the start of the financial year the chief finance officer will, on behalf of the accountable officer, prepare and submit budgets for approval by the group’s governing body.
- 7.3. The chief financial officer shall monitor financial performance against budget and plan, periodically review them, and report to the group’s governing body. This report should include explanations for variances. These variances must be based on any significant departures from agreed financial plans or budgets.
- 7.4. The accountable officer is responsible for ensuring that information relating to the group’s accounts or to its income or expenditure, or its use of resources is provided to the NHS Commissioning Board as requested.
- 7.5. The governing body will approve consultation arrangements for the group’s commissioning plan<sup>58</sup>.

## 8. ANNUAL ACCOUNTS AND REPORTS

**POLICY** – the group will produce and submit to the NHS Commissioning Board accounts and reports in accordance with all statutory obligations<sup>59</sup>, relevant accounting standards and accounting best practice in the form and content and at the time required by the NHS Commissioning Board

- 8.1. The chief finance officer will ensure the group:
  - a) prepares a timetable for producing the annual report and accounts and agrees it with external auditors and the group’s governing body;
  - b) prepares the accounts according to the timetable approved by the group’s governing body;
  - c) complies with statutory requirements and relevant directions for the publication of annual report;

<sup>57</sup> See section 14Z11 of the 2006 Act, inserted by section 26 of the 2012 Act.

<sup>58</sup> See section 14Z13 of the 2006 Act, inserted by section 26 of the 2012 Act

<sup>59</sup> See paragraph 17 of Schedule 1A of the 2006 Act, as inserted by Schedule 2 of the 2012 Act.

- d) considers the external auditor's management letter and fully address all issues within agreed timescales; and
- e) publishes the external auditor's management letter on the group's website at [www.westcheshireccg.nhs.uk](http://www.westcheshireccg.nhs.uk).

## 9. INFORMATION TECHNOLOGY

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

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

## 10. ACCOUNTING SYSTEMS

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

- 10.1. The chief finance officer will ensure:

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

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

## 11. BANK ACCOUNTS

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

11.1. The chief finance officer will:

- a) review the banking arrangements of the group at regular intervals to ensure they are in accordance with Secretary of State's directions<sup>60</sup>, best practice and represent best value for money;
- b) manage the group's banking arrangements and advise the group on the provision of banking services and operation of accounts;
- c) prepare detailed instructions on the operation of bank accounts.

11.2. The group's governing body shall approve the group's banking arrangements.

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

**POLICY** – the group will

- operate a sound system for prompt recording, invoicing and collection of all monies due
- seek to maximise its potential to raise additional income only to the extent that it does not interfere with the performance of the group or its functions<sup>61</sup>
- ensure its power to make grants and loans is used to discharge its functions effectively<sup>62</sup>

<sup>60</sup> See section 223H(3) of the NHS Act 2006, inserted by section 27 of the 2012 Act

<sup>61</sup> See section 14Z5 of the 2006 Act, inserted by section 26 of the 2012 Act.

<sup>62</sup> See section 14Z6 of the 2006 Act, inserted by section 26 of the 2012 Act.

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

13. **TENDERING AND CONTRACTING PROCEDURE**

**POLICY** – the group:

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

- 13.1. The group shall ensure that the firms / individuals invited to tender (and where appropriate, quote) are among those on approved lists or where necessary a framework agreement. Where in the opinion of the chief finance officer it is desirable to seek tenders from firms not on the approved lists, the reason shall be recorded in writing to the accountable officer or the group's audit committee.
- 13.2. Contracts may only be negotiated on behalf of the group by those committees or individuals authorised to do so in the group's scheme of reservation and delegation, and the group may only enter into contracts, within the statutory framework set up by the 2006 Act, as amended by the 2012 Act. Such contracts shall comply with:
- a) the group's standing orders;
  - b) the Public Contracts Regulation 2006, any successor legislation and any other applicable law; and



- c) take into account as appropriate any applicable NHS Commissioning Board or the Independent Regulator of NHS Foundation Trusts (Monitor) guidance that does not conflict with (b) above.

13.3. In all contracts entered into, the group shall endeavour to obtain best value for money. The accountable officer shall nominate an individual who shall oversee and manage each contract on behalf of the group. The scope of individual responsibilities in relation to contracting and contract values shall be set out in the group's detailed scheme of reservation and delegation which will be published on the group's website at [www.westcheshireccg.nhs.uk](http://www.westcheshireccg.nhs.uk).

## 14. COMMISSIONING

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

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

14.2. The accountable officer will establish arrangements to ensure that regular reports are provided to the group's governing body detailing actual and forecast expenditure and activity for each contract. The accountable officer will also ensure that the group's membership council is kept informed of the group's expenditure against contracts in accordance with arrangements for reporting agreed with the membership council.

14.3. The chief finance officer will maintain a system of financial monitoring to ensure the effective accounting of expenditure under contracts. This should provide a suitable audit trail for all payments made under the contracts whilst maintaining patient confidentiality.

## 15. RISK MANAGEMENT AND INSURANCE

**POLICY** – the group will put arrangements in place for evaluation and management of its risks. Where available and appropriate, insurance arrangements will support evaluated key risks.

15.1. The group's chief finance officer will ensure that the group has a robust and effective risk management policy, which has been approved by the group's governing body. This will include:

- a) a procedure for identifying and quantifying risks and potential liabilities throughout the group;
- b) suitable management procedure to mitigate all significant risk and potential liabilities; and
- c) arrangements to review risk management procedures periodically.

15.2. The group's chief finance officer will report to the governing body's audit committee at least biannually on the key risks and the procedures for managing them.

15.3. The governing body's audit committee must approve any significant changes to insurance arrangements that increase the risk to the group.

## 16. PAYROLL

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

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

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

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

## 17. NON-PAY EXPENDITURE

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

17.1. The group's governing body will approve the level of non-pay expenditure on an annual basis and the accountable officer will determine the level of delegation to budget managers

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

17.3. The chief finance officer will:

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

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

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

18.1. The accountable officer will

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

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

## 19. RETENTION OF RECORDS

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

19.1. The Accountable Officer shall:

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

## 20. TRUST FUNDS AND TRUSTEES

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

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

## **APPENDIX F – TERMS OF REFERENCE**

### **WEST CHESHIRE CLINICAL COMMISSIONING GROUP AUDIT COMMITTEE OF THE GOVERNING BODY TERMS OF REFERENCE**

#### **1) CONSTITUTION**

- a) Cheshire Clinical Commissioning Group's Audit Committee is established in accordance with the group's constitution, as approved by the membership council in May 2012.
- b) These terms of reference set out the committee's membership, its role, responsibilities and reporting arrangements and will be incorporated into the clinical commissioning group's constitution and standing orders. Any changes to these terms of reference must be agreed with the governing body and supported by the membership council.

#### **2) ACCOUNTABILITY**

- a) The committee is accountable to the governing body and any changes to these terms of reference must be approved by the governing body.

#### **3) PURPOSE**

- a) The purpose of the audit committee is to:
  - i) provide assurance to the governing body that its systems of governance, risk management and internal control for clinical and non clinical activities are effective and are being maintained across the organisation;
  - ii) monitor compliance with the group's constitution and other principal policies, including the group's policy on conflicts of interest, whistle blowing and counter fraud arrangements;
  - iii) advise the governing body on internal and external audit services;
  - iv) make recommendations to the governing body in respect of the committee's reviews of:
    - (1) the schedules of losses and compensations,
    - (2) the annual financial statements
    - (3) suspension of standing orders.

#### **4) MEMBERSHIP**

- a) The committee comprises the following voting members:
  - i) the three lay members of the governing body;
- b) The lay member with responsibility for audit will chair the committee.
- c) There is no provision for deputies to represent voting members at meetings of the committee.

#### **5) IN ATTENDANCE**

- a) The following non-voting officers will attend meetings of the committee:
  - i) the group's chief finance officer;
  - ii) head of internal audit;
  - iii) the representative of the group's external audit service;
  - iv) the secretary to the committee.
- b) The committee may also extend invitations to other personnel with relevant skills, experience or expertise as necessary to enable it to deal with matters before the committee.
- c) At least once a year the committee should have the opportunity to meet privately with the external and internal Auditors

#### **6) QUORUM**

- a) A meeting will be quorate if a minimum of two voting members are present.

#### **7) FREQUENCY OF MEETINGS**

- a) Meetings will be held at least three times a year.

#### **8) AUTHORITY**

- a) The committee is authorised to:
  - i) investigate any activity within its terms of reference and produce an annual work programme to discharge its responsibilities;
  - ii) take responsibility for ensuring compliance with the principles of good governance and the group's constitution when undertaking its terms of reference;

- iii) establish and approve the terms of reference of such sub-reporting groups, or task and finish groups as it believes are necessary to fulfil its terms of reference

## 9) DUTIES

### **Governance, Risk Management and Internal Control**

- a) The committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (both clinical and non-clinical), that supports the achievement of the organisation's objectives.
- b) In particular, the committee will review the adequacy of:
  - i) all risk and control related disclosure statements (in particular the annual governance statement and declarations of compliance), together with any accompanying head of internal audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the governing body. The underlying assurance processes that indicate the degree of the achievement of the group's objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;
  - ii) the policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements;
  - iii) the policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by the Counter Fraud and Security Management Service.
- c) In carrying out this work the committee will primarily utilise the work of internal audit, external audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from elected members, managers and people working on behalf of the group as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness. This will be evidenced through the committee's use of an effective assurance framework to guide its work and that of the audit and assurance functions that report to it.

### **Internal Audit**

- d) The committee shall ensure that there is an effective internal audit function that meets mandatory NHS internal audit standards and provides appropriate independent assurance to the committee, accountable officer and governing body. This will be achieved by:

- i) consideration of the provision of the internal audit service, the cost of the audit and any questions of resignation and dismissal;
- ii) review and approval of the internal audit policy and operational plan, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework;
- iii) consideration of the major findings of internal audit work (and management's response);
- iv) ensuring co-ordination between the internal and external auditors to optimise audit resources;
- v) ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation;
- vi) annual review of the effectiveness of internal audit.

### **External Audit**

- e) The committee shall review the work and findings of the group's external auditor and consider the implications and response to their work. This will be achieved by:
  - i) consideration of the appointment and performance of the external auditor, the cost of the audit and any questions of resignation and dismissal;
  - ii) discussion and agreement with the external auditor, before the audit commences, of the nature and scope of the audit as set out in the annual plan;
  - iii) discussion with the external auditors of their local evaluation of audit risks and assessment of the group and associated impact on the audit fee.
  - iv) review all external audit reports, including agreement of the annual audit letter before submission to the governing body and any work undertaken outside of the annual audit plan, together with the appropriateness of management responses

### **Other Assurance Functions**

- f) The Audit Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications to the governance of the organisation.
- g) These will include, but will not be limited to, any reviews by the Department of Health, the NHS Commissioning Board or regulators/inspectors. In addition, the committee will review the work of other committees within the organisation, whose work can provide relevant assurance to the audit committee's own scope of work.

### **Management**

- h) The committee shall request and review reports and positive assurances from elected members, managers and people working on behalf of the group on the overall arrangements for governance, risk management and internal control. The



committee may also request specific reports as they may be appropriate to the overall arrangements.

- i) The committee shall endorse the self-assessment proforma to be used by all governing body committees as part of their annual report

### **Financial Reporting**

- j) The committee shall review the annual report and financial statements before submission to the governing body and membership council, focusing particularly on:
  - i) the wording in the annual governance statement and other disclosures relevant to the terms of reference of the committee;
  - ii) changes in, and compliance with, accounting policies and practices;
  - iii) unadjusted mis-statements in the financial statements;
  - iv) major judgemental areas;
  - v) significant adjustments resulting from the audit.
- k) The committee should also ensure that the systems for financial reporting to the governing body, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the governing body.

## **10)REPORTING**

- a) The committee will have the following reporting responsibilities:
  - i) to ensure that the minutes of its meetings are formally recorded and submitted to the governing body;
  - ii) to ensure that conflicts or interest are managed in accordance with the group's policies and procedures;
  - iii) to bring to the attention of the governing body in a separate report, any items of specific concern which require governing body's approval to act, will be subject to a separate report;
- b) to provide exception reports to the governing body, highlighting any key developments /achievements or potential risks/ issues.

## **11)RESPONSIBILITY OF COMMITTEE MEMBERS AND ATTENDEES**

- a) Members of the committee have a responsibility to:
  - i) attend meetings, having read all papers beforehand;
  - ii) agree an annual work programme for the committee;
  - iii) act as 'champions', disseminating information and good practice as appropriate;
  - iv) identify agenda items to the secretary fifteen working days before the meeting;

- v) submit papers for distribution at least ten working days before the meeting.

## **12)ADMINISTRATIVE ARRANGEMENTS**

- a) The responsible manager will ensure:
  - i) correct minutes are taken, and once agreed by the chair distributing minutes to the members;
  - ii) conflicts of interest are recorded along with the arrangements for managing those conflicts;
  - iii) a record of matters arising is produced with issues to be carried forward;
  - iv) an action list is produced following each meeting and ensuring any outstanding action is carried forward on the action list until complete;
  - v) they provide appropriate support to the chair and committee members;
  - vi) the agenda is agreed with the chair prior to sending papers to members no later than five working days before the meeting;
  - vii) the annual programme of work is up to date and distributed at each meeting;
  - viii)the minutes of the meeting are distributed within 10 working days of the meeting taking place;
  - ix) the papers of the committee are filed in accordance with the group's policies and procedures .

## **13)REVIEW**

- a) Terms of reference will be reviewed annually.

**WEST CHESHIRE CLINICAL COMMISSIONING GROUP  
LOCALITY NETWORK GROUPS (3) OF THE GOVERNING BODY  
TERMS OF REFERENCE**

**1) CONSTITUTION**

- a. West Cheshire Clinical Commissioning Group's Clinical Network Group(s), referred to as the committee in these terms of reference, is established in accordance with the group's constitution, as approved by the membership council in May 2012.
- b. These terms of reference set out the committee's membership, its role, responsibilities and reporting arrangements and will be incorporated into the clinical commissioning group's constitution and standing orders. Any changes to these terms of reference must be agreed with the governing body and supported by the membership council.

**2) ACCOUNTABILITY**

- a. The committee is accountable to the governing body and any changes to these terms of reference must be approved by the governing body.

**3) PURPOSE**

- a. The purpose of the committee is to:
  - i. provide a forum to engage with member practice representatives on matters concerning the full range of functions of the group;
  - ii. to inform the group's commissioning and operation plans, in particular ensuring, where possible, that the priorities of the locality are reflected in those plans;
  - iii. consider the group's performance against its commissioning plan and agree locality action in response to performance;
  - iv. develop and manage locality business plans, which reflect local priorities.

**4) MEMBERSHIP**

- a. The committee comprises the following voting members:

- i. the locality's elected clinical lead and member of the governing body, who chairs the group;
- ii. a clinical representative from each of the member practices within the locality.

b. Clinical representatives from each member practice may deputise for their practice nominated representative and may vote at meetings.

## **5) IN ATTENDANCE**

- a. The following non-voting officers will attend meetings of the committee:
  - i. a practice manager from each member practice;
  - ii. the group's nominated locality manager
  - iii. a designated senior manager from the group's senior management team.
- b. The committee may also extend invitations to other personnel with relevant skills, experience or expertise as necessary to enable it to deal with matters before the committee.

## **6) QUORUM**

- a. A meeting will be quorate if at least 65% of voting members are present.

## **7) FREQUENCY OF MEETINGS**

- a. There will be a minimum of ten monthly meetings a year.

## **8) AUTHORITY**

- a. The committee is authorised to:
  - i. investigate any activity within its terms of reference and produce an annual work programme to discharge its responsibilities;
  - ii. take responsibility for ensuring compliance with the principles of good governance and the group's constitution when undertaking its terms of reference;
  - iii. establish and approve the terms of reference of such sub-reporting groups, or task and finish groups as it believes are necessary to fulfil its terms of reference

## 9) DUTIES

- a. The duties of the clinical locality group(s) are:
  - i. to inform and contribute to the development of the group's:
    1. clinical priorities
    2. proposals for its strategic commissioning plan
    3. operational plans
    4. outcome and performance measures
  - ii. to promote continuous improvement in the quality of services commissioned by the group and in primary medical services by:
    1. agreeing and prioritising those areas or services that require improvement;
    2. agreeing the mechanisms for achieving improvement
    3. supporting quality improvement schemes in general practice (for example, incentive schemes, audits, referral management, better prescribing etc)
  - iii. prioritising and agreeing within the locality network's delegated limits, locality based business plans;
  - iv. managing locality clinical and financial performance against the group's operational and locality business plans;
  - v. identify and implement plans to mitigate clinical and financial risk;
  - vi. supporting pathway redesign;
  - vii. ensure that the work of the group is communicated to member practices and seek their contributions to inform the decisions of the group.

## 10)REPORTING

- a. The committee will have the following reporting responsibilities:
  - i. to ensure that the minutes of its meetings are formally recorded and submitted to the governing body;
  - ii. to ensure that conflicts or interest are managed in accordance with the group's policies and procedures;
  - iii. to bring to the attention of the governing body in a separate report, any items of specific concern which require governing the body's approval to act, will be subject to a separate report;

- b. to provide exception reports to the governing body, highlighting any key developments /achievements or potential risks/ issues.

## **11) RESPONSIBILITY OF COMMITTEE MEMBERS AND ATTENDEES**

- a. Members of the committee have a responsibility to:
  - i. attend meetings, having read all papers beforehand;
  - ii. agree an annual work programme for the committee;
  - iii. act as 'champions', disseminating information and good practice as appropriate;
  - iv. identify agenda items to the secretary fifteen working days before the meeting;
  - v. submit papers for distribution at least ten working days before the meeting.

## **12) ADMINISTRATIVE ARRANGEMENTS**

- a. The responsible manager will ensure:
  - i. correct minutes are taken, and once agreed by the chair distributed to the members;
  - ii. conflicts or interest are recorded along with the arrangements for managing those conflicts;
  - iii. a record of matters arising is produced with issues to be carried forward;
  - iv. an action list is produced following each meeting and any outstanding action is carried forward on the action list until complete;
  - v. provide appropriate support to the chair and committee members;
  - vi. the agenda is agreed with the chair prior to sending papers to members no later than five working days before the meeting;
  - vii. the annual programme of work is up to date and distributed at each meeting;
  - viii. the minutes of the meeting are distributed within 10 working days of the meeting taking place;
  - ix. the papers of the committee are filed in accordance with the group's policies and procedures .

## **13) REVIEW**

- a. Terms of reference will normally be reviewed annually.

**WEST CHESHIRE CLINICAL COMMISSIONING GROUP  
CLINICAL SENATE ADVISORY BODY OF THE GOVERNING BODY  
TERMS OF REFERENCE**

**1) CONSTITUTION**

- a) West Cheshire Clinical Commissioning Group's Clinical Senate is established in accordance with the group's constitution, as approved by the membership council in May 2012.
- b) These terms of reference set out the Clinical Senate's membership, its role, responsibilities and reporting arrangements and will be incorporated into the clinical commissioning group's constitution and standing orders. Any changes to these terms of reference must be agreed with the governing body and supported by the membership council.

**2) ACCOUNTABILITY**

- a) The Clinical Senate is an advisory group to the governing body and any changes to these terms of reference must be approved by the governing body.

**3) PURPOSE AND DUTIES**

- a) The role and responsibility of the advisory body is to:
  - i) provide advice to the governing body on the impact of the group's commissioning and development proposals across the health and social care community;
  - ii) advise the governing body on priorities for service development;
  - iii) facilitate the progression of clinical work-streams;
  - iv) facilitate clinical and organisational engagement on the vision for local health and social care provision.

**4) MEMBERSHIP**

- a) The Clinical Senate comprises the following voting members:
  - i) chair of the group and governing body;
  - ii) three elected clinical leaders;
  - iii) the group's medical director;

- iv) medical directors from the group's three largest service providers;
  - v) a senior representative from the local council's adult & social care and children's divisions;
  - vi) clinical leads for each of the major work-streams;
  - vii) a senior nursing representative;
  - viii) allied health professional lead.
  - ix) a Public Health lead
- b) There is no provision for deputies to represent voting members at meetings of the advisory body.

## **5) IN ATTENDANCE**

- a) The following non-voting officers will attend meetings of the advisory body:
- i) the group's accountable officer;
  - ii) a clinical commissioning manager;
  - iii) the secretary to the advisory body.
- b) The Clinical Senate may also extend invitations to other personnel with relevant skills, experience or expertise as necessary to enable it to deal with matters before the body.

## **6) QUORUM**

- a) A meeting will be quorate if at least seven voting members are present, including one GP and one provider representative.

## **7) FREQUENCY OF MEETINGS**

- a) Meetings will be held monthly on the third Thursday of each month.

## **8) AUTHORITY**

- a) The Clinical Senate is authorised to:
- i) investigate any activity within its terms of reference and produce an annual work programme to discharge its responsibilities;
  - ii) take responsibility for ensuring compliance with the principles of good governance and the group's constitution when undertaking its terms of reference;
  - iii) establish and approve the terms of reference of such sub-reporting groups, or task and finish groups as it believes are necessary to fulfil its terms of reference



## **9) REPORTING**

- a) The Clinical Senate will have the following reporting responsibilities:
  - i) to ensure that the minutes of its meetings are formally recorded and submitted to the governing body;
  - ii) to ensure that conflicts of interest are managed in accordance with the group's policies and procedures;
  - iii) to bring to the attention of the governing body in a separate report, any items of specific concern which require the governing body's approval to act;
  - iv) to provide exception reports to the governing body, highlighting any key developments /achievements or potential risks/ issues.

## **10) RESPONSIBILITY OF CLINICAL SENATE MEMBERS AND ATTENDEES**

- a) Members of the Clinical Senate have a responsibility to:
  - i) attend meetings, having read all papers beforehand;
  - ii) agree an annual work programme;
  - iii) act as 'champions', disseminating information and good practice as appropriate;
  - iv) identify agenda items to the secretary fifteen working days before the meeting;
  - v) submit papers for distribution at least ten working days before the meeting.

## **11) ADMINISTRATIVE ARRANGEMENTS**

- a) The responsible manager will ensure:
  - i) correct minutes are taken, and once agreed by the chair distributed to the members;
  - ii) conflicts of interest are recorded along with the arrangements for managing those conflicts;
  - iii) a record of matters arising is produced with issues to be carried forward;
  - iv) an action list is produced following each meeting and any outstanding action is carried forward on the action list until complete;
  - v) provide appropriate support to the chair and advisory body members;
  - vi) the agenda is agreed with the chair prior to sending papers to members no later than five working days before the meeting;
  - vii) the annual programme of work is up to date and distributed at each meeting;
  - viii) the minutes of the meeting are distributed within 10 working days of the meeting taking place;
  - ix) the papers of the advisory body are filed in accordance with the group's policies and procedures .

## 12)REVIEW

- a) Terms of reference will normally be reviewed annually.

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**WEST CHESHIRE CLINICAL COMMISSIONING GROUP  
REMUNERATION COMMITTEE OF THE GOVERNING BODY  
TERMS OF REFERENCE**

**1) CONSTITUTION**

- a) West Cheshire Clinical Commissioning Group's Remuneration Committee is established in accordance with the group's constitution, as approved by the membership council in May 2012.
- b) These terms of reference set out the committee's membership, its role, responsibilities and reporting arrangements and will be incorporated into the clinical commissioning group's constitution and standing orders. Any changes to these terms of reference must be agreed with the governing body and supported by the membership council.

**2) ACCOUNTABILITY**

- a) The committee is accountable to the governing body and any changes to these terms of reference must be approved by the governing body.

**3) PURPOSE**

- a) The purpose of the committee is to:
  - i) make recommendations to the governing body on the remuneration, fees and other allowances for employees and for people working on behalf of or providing services to the group;
  - ii) make recommendations to the governing body on the allowances under any pension scheme that the group may establish as an alternative to the NHS pension scheme;
  - iii) recommend to the governing body the group's organisational and development plan, incorporating arrangements for succession planning.

**4) MEMBERSHIP**

- a) The committee comprises the following voting members who are all members of the governing body:
  - i) the governing body's three lay members

- ii) the governing body's nurse;
- b) The lay member with responsibility for remuneration and organisational development will chair the committee
- c) There is no provision for deputies to represent voting members at meetings of the committee.

## **5) IN ATTENDANCE**

- a) The following non-voting officers will attend meetings of the committee:
  - i) the group's accountable officer;
  - ii) the group's most senior HR advisor;
  - iii) the secretary to the committee.
- b) The committee may also extend invitations to other personnel with relevant skills, experience or expertise as necessary to enable it to deal with matters before the committee. Any individuals invited to the meeting should not be in attendance for discussions about their own remuneration and terms of service.

## **6) QUORUM**

- a) A meeting will be quorate if a minimum of three voting members are present, at least two of whom are lay members

## **7) FREQUENCY OF MEETINGS**

- a) The committee will meet at least once a year.

## **8) AUTHORITY**

- a) The committee is authorised to:
  - i) investigate any activity within its terms of reference and produce an annual work programme to discharge its responsibilities;
  - ii) take responsibility for ensuring compliance with the principles of good governance and the group's constitution when undertaking its terms of reference;
  - iii) establish and approve the terms of reference of such sub-reporting groups, or task and finish groups as it believes are necessary to fulfil its terms of reference

## **9) DUTIES**

- a) The committee shall make recommendations to the governing body on:

- i) appropriate remuneration, benefits and terms of service for employees and people who provide services to of the group, including the accountable officer, chief finance officer, and any other staff not covered by *Agenda for Change* terms and conditions;
  - ii) all aspects of remuneration including basic salary, performance bonus scheme, recruitment and retention premia, additional payments and development pay for the accountable officer, chief finance officer and other senior staff not covered by *Agenda for Change* terms and conditions;
  - iii) an appropriate appraisal system for the accountable officer, chief finance officer and other senior staff who are not employed on *Agenda for Change* terms and conditions;
  - iv) having taking into account relevant factors, the level of annual reward for the accountable officer, chief finance officer and any other senior staff who are not employed on *Agenda for Change* terms and conditions;
  - v) the severance payments of the accountable officer and usually of other senior staff, seeking HM Treasury approval as appropriate in accordance with national guidance;
  - vi) allowances under any pension scheme that the group might establish as an alternative to the NHS pension scheme;
  - vii) and, where the group has discretion, recommend other benefits which may form part of a total reward system;
  - viii) re-location allowances above the group's policy limit.
- b) The committee will consider and monitor the group's plans for organisational development, including succession planning for elected members, governing body appointments and other senior staff. It will make recommendations to the governing body, and where appropriate to the membership council's advisory panel on such matters.

## 10) REPORTING

- a) The committee will have the following reporting responsibilities:
  - i) to ensure that the minutes of its meetings are formally recorded and submitted to the governing body;
  - ii) to ensure that conflicts of interest are managed in accordance with the group's policies and procedures;
  - iii) to bring to the attention of the governing body in a separate report, any items of specific concern which require governing body's approval to act;

- iv) to provide exception reports to the governing body, highlighting any key developments /achievements or potential risks/ issues.

## **11) RESPONSIBILITY OF COMMITTEE MEMBERS AND ATTENDEES**

- a) Members of the committee have a responsibility to:
  - i) attend meetings, having read all papers beforehand;
  - ii) agree an annual work programme for the committee;
  - iii) act as 'champions', disseminating information and good practice as appropriate;
  - iv) identify agenda items to the secretary fifteen working days before the meeting;
  - v) submit papers for distribution at least ten working days before the meeting.

## **12) ADMINISTRATIVE ARRANGEMENTS**

- a) The responsible manager will ensure:
  - i) correct minutes are taken, and once agreed by the chair distributed to the members;
  - ii) conflicts of interest are recorded along with the arrangements for managing those conflicts;
  - iii) a record of matters arising is produced with issues to be carried forward;
  - iv) an action list is produced following each meeting and any outstanding action is carried forward on the action list until complete;
  - v) provide appropriate support to the chair and committee members;
  - vi) the agenda is agreed with the chair prior to sending papers to members no later than five working days before the meeting;
  - vii) the annual programme of work is up to date and distributed at each meeting;
  - viii) the minutes of the meeting are distributed within 10 working days of the meeting taking place;
  - ix) the papers of the committee are filed in accordance with the group's policies and procedures .

## **13) REVIEW**

- a) Terms of reference will normally be reviewed annually.

**WEST CHESHIRE CLINICAL COMMISSIONING GROUP  
MEMBERSHIP COUNCIL  
TERMS OF REFERENCE**

**1) CONSTITUTION**

- a) West Cheshire Clinical Commissioning Group's Membership Council is established in accordance with the group's constitution, as approved by the membership council in May 2012.
- b) These terms of reference set out the council's membership, its role, responsibilities and reporting arrangements will be incorporated into the clinical commissioning group's constitution and standing orders. Any changes to these terms of reference must be agreed with the membership council.

**2) ACCOUNTABILITY**

- a) The council is the representative body of the group's membership (the member practices) and ultimately is accountable to the individual members who are represented on the council. Any changes to these terms of reference must be approved by the council.

**3) PURPOSE**

- a) The purpose of the council is to:
  - i) approve the group's constitution and any proposed changes to the constitution;
  - ii) appoint all members of the groups governing body;
  - iii) determine the remuneration, travelling and other allowances of members of the governing body;
  - iv) jointly publish [with the governing body] the group's annual report and annual accounts;
  - v) hold the governing body to account for the functions conferred on it by the membership council;
  - vi) approve the arrangements for members joining and leaving the group.

**4) MEMBERSHIP**

- a) The council comprises the following voting members:

- i) a clinical representative of each member practice;
  - ii) the chair of the membership council and of the governing body;
  - iii) the group's accountable officer;
  - iv) the group's chief finance officer.
- b) A clinical representative from a practice may deputise and assume the voting rights for the nominated representative of that practice.

## **5) IN ATTENDANCE**

- a) The following non-voting officers will attend meetings of the council:
- i) practice managers from each of the member practices;
  - ii) representative of non principal and sessional primary medical providers
- b) The council may also extend invitations to other personnel with relevant skills, experience or expertise as necessary to enable it to deal with matters before the council.

## **6) QUORUM**

- a) A meeting will be quorate if at a minimum, 65% of members are present.

## **7) VOTING**

- a) In the event that members need to vote on a matter, a simple majority will carry the vote.

## **8) FREQUENCY OF MEETINGS**

- a) The council will meet at least bi-annually.

## **9) AUTHORITY**

- a) The council is authorised to:
- i) investigate any activity within its terms of reference and produce an annual work programme to discharge its responsibilities;
  - ii) take responsibility for ensuring compliance with the principles of good governance and the group's constitution when undertaking its terms of reference;
  - iii) establish and approve the terms of reference of such sub-reporting groups, or task and finish groups as it believes are necessary to fulfil its terms of reference



## 10) DUTIES

- a) The council has the following responsibilities.
- b) Approving the group's constitution and proposed changes to the constitution including:
  - i) the powers reserved to the membership and those delegated to committees, the governing body, members, employees or other persons specified in the group's constitution;
  - ii) standing orders;
  - iii) the membership of the group's committees and of its governing body;
- c) The arrangements for members joining and leaving the group.
- d) Nominate for appointment the chair and accountable officer of the group's governing body.
- e) Appoint and agree the process for appointing:
  - i) clinicians to represent member practices on the governing body of the group;
  - ii) all other governing body members.
- f) Determine the remuneration and travelling or other allowances of members of its governing body.
- g) Jointly publishing with the governing body, the group's annual report and annual accounts.
- h) Recommend the group's vision, values, aims and commissioning and operating plans to the governing body.
- i) Hold the governing body to account for the functions that the group has conferred on it through requiring reports from the chair and accountable officer on the progress towards the group's agreed aims and objectives.

## 11) REPORTING

- a) The council will have the following reporting responsibilities:
  - i) to ensure that the minutes of its meetings are formally recorded and approved at the next meeting of the council;
  - ii) to ensure that conflicts or interest are managed in accordance with the group's policies and procedures;

- iii) to bring to the attention of the governing body in a separate report, any items of specific concern which require governing body's approval to act, will be subject to a separate report;
- iv) to provide exception reports to the governing body, highlighting any key developments /achievements or potential risks/ issues.

## **12)REPORTING GROUPS**

- a) Membership Council's Advisory Panel.

## **13)RESPONSIBILITY OF COUNCIL MEMBERS AND ATTENDEES**

- a) Members of the council have a responsibility to:
  - i) attend meetings, having read all papers beforehand;
  - ii) act as 'champions', disseminating information and good practice as appropriate;
  - iii) identify agenda items to the secretary fifteen working days before the meeting;
  - iv) submit papers for distribution at least ten working days before the meeting.

## **14)ADMINISTRATIVE ARRANGEMENTS**

- a) The responsible manager will ensure:
  - i) correct minutes are taken, and once agreed by the chair distributing minutes to the members;
  - ii) conflicts or interest are recorded along with the arrangements for managing those conflicts;
  - iii) a record of matters arising is produced with issues to be carried forward;
  - iv) an action list is produced following each meeting and ensuring any outstanding action is carried forward on the action list until complete;
  - v) they provide appropriate support to the chair and council members;
  - vi) the agenda is agreed with the chair prior to sending papers to members no later than five working days before the meeting;
  - vii) the minutes of the meeting are distributed within 10 working days of the meeting taking place;
  - viii)the papers of the council are filed in accordance with the group's policies and procedures .

## **15)REVIEW**

- a) Terms of reference for the council will normally be reviewed annually.

**WEST CHESHIRE CLINICAL COMMISSIONING GROUP  
QUALITY IMPROVEMENT COMMITTEE  
TERMS OF REFERENCE**

**1) CONSTITUTION**

- a) West Cheshire Clinical Commissioning Group's Quality Improvement Committee is established in accordance with the group's constitution, as approved by the membership council in May 2012.
  
- b) These terms of reference set out the committee's membership, its role, responsibilities and reporting arrangements will be incorporated into the clinical commissioning group's constitution and standing orders. Any changes to these terms of reference must be agreed with the membership council.

**2) ACCOUNTABILITY**

- a) The committee is accountable to the governing body and any changes to these terms of reference must be approved by the governing body.

**3) PURPOSE AND DUTIES**

- a) The purpose of the Committee is to:
  - i) Ensuring quality and clinical standards are integrated into the organisation objectives, strategy and annual commissioning plan
  - ii) Securing continuous improvements in the quality of services for patients with particular regard to clinical effectiveness, safety and patient experience
  - iii) Ensuring that all contracts contain mechanisms to assure that providers have in place appropriate clinical governance and quality standards, informed by clinical benchmarks, clinical evidence, and patient reported outcome measures and patient experience
  - iv) Providing assurance to the West Cheshire Clinical Commissioning Group's governing body that patient safety and quality outcomes and benefits are realised, and recommend action if the safety and quality of commissioned services is compromised
  - v) Monitor incidents, claims, concerns and complaints trends from commissioned services to ensure corrective and preventative action is being taken
  - vi) Identify themes of concerns to patients through complaints, patient surveys and engagement activities and recommend action to address those themes
  - vii) Ensure lessons are learnt from patient experience intelligence and serious untoward incidents
  - viii) To provide overview, scrutiny and approval of actions in relation to West Cheshire Clinical Commissioning Group's Information Governance Toolkit requirements.

- ix) Oversight of exceptions and assurance received from reporting groups.

#### **4) MEMBERSHIP**

- a) The Committee shall include the following members:
  - i) Medical Director, West Cheshire Clinical Commissioning Group - chair of the committee
  - ii) GP Member of West Cheshire Clinical Commissioning Group - Vice-Chair of the committee
  - iii) Head of Quality Improvement, West Cheshire Clinical Commissioning Group
  - iv) GP Lead for Quality – Ellesmere Port and Neston Locality Network
  - v) GP Lead for Quality – Chester City Locality Network
  - vi) GP Lead for Quality – Rural Locality Network
  - vii) GP Lead for Patient and Public Engagement
  - viii) Medical Director, NHS Cheshire, Warrington, Wirral
  - ix) Nurse Representative, Western Cheshire Clinical Commissioning Group Governing Body

#### **5) ATTENDANCE**

- a) The Committee may also extend invitations to other personnel with relevant skills, experience or expertise as necessary to deal with the business on the agenda.

#### **6) QUORUM**

- a) A meeting will be quorate if at least three members are in attendance, including 2 GP's.

#### **7) FREQUENCY OF MEETINGS**

- a) As a minimum, the meetings will be held bi-monthly on the fourth Thursday afternoon of the even numbered months of the year.

#### **8) AUTHORITY**

- a) The Quality Improvement Committee is authorised to:
  - i) to investigate any activity within its terms of reference and produce an annual work programme;
  - ii) to be responsible for ensuring compliance with financial and governance arrangements when undertaking its terms of reference;
  - iii) to establish and approve the terms of reference of such reporting groups, or task and finish groups as it believes are necessary to fulfil its terms of reference.

#### **9) REPORTING**

- a) The Committee will have the following reporting responsibilities:
  - i) To ensure that the minutes of its meetings are formally recorded and submitted to West Cheshire Clinical Commissioning Group governing body;

- ii) Any items of specific concern which require West Cheshire Clinical Commissioning Group's governing body approval will be subject to a separate report. Exception reports to the governing body will highlight any key developments /achievements or potential risks/ issues
- b) Reporting Groups to include;
- i) Countess of Chester Hospital Foundation Trust Quality and Performance meeting
  - ii) Cheshire and Wirral Partnership Trust Quality and Performance meeting
  - iii) Grosvenor Nuffield Hospital Quality and Performance meeting
  - iv) Partners 4 Health Quality and Performance meeting
  - v) Local Safeguarding Children Board for Cheshire West and Chester.
  - vi) Local Safeguarding Adult Board for Cheshire West and Chester
  - vii) GP Quality Group
  - viii) Children's Improvement Board
  - ix) Local Intelligence Network for Controlled Drugs
  - x) Serious Incident Review Group
  - xi) Contract Meetings of any provider on NHS standard contracts where exceptions to quality requirements are reported

## **10) RESPONSIBILITY OF COMMITTEE MEMBERS AND ATTENDEES**

- a) Members of the Committee have a responsibility to:
- i) Attend meetings, having read all papers beforehand
  - ii) Act as 'champions', disseminating information and good practice as appropriate
  - iii) Identify agenda items to the secretary fifteen working days before the meeting
  - iv) Submit papers at least ten working days before the meeting

## **11) ADMINISTRATIVE ARRANGEMENTS**

- a) The responsible manager will ensure:
- i) Correct minutes are taken, and once agreed by the Chair distributing minutes to the members
  - ii) a record of matters arising is produced with issues to be carried forward
  - iii) an action list is produced following each meeting and ensuring any outstanding action is carried forward on the action list until complete
  - iv) they provide appropriate support to the Chair and Committee members

- v) the agenda is agreed with the Chair prior to sending papers to members no later than five working days before the meeting
- vi) The annual programme of work is up to date and distributed at each meeting
- vii) the minutes of the meeting are distributed within 10 working days of the meeting taking place
- viii) The papers of the Committee are filed in accordance with the West Cheshire Clinical Commissioning Groups policies and procedures

## 12) REVIEW

Terms of Reference will normally be reviewed annually.

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## West Cheshire Clinical Commissioning Group

### Commissioning Delivery Committee

#### Terms of Reference

#### 1) CONSTITUTION

- a) West Cheshire Clinical Commissioning Group's Commissioning Delivery Committee Quality Improvement Committee is established in accordance with the group's constitution, as approved by the membership council in May 2012.
  
- b) These terms of reference set out the committee's membership, its role, responsibilities and reporting arrangements will be incorporated into the clinical commissioning group's constitution and standing orders. Any changes to these terms of reference must be agreed with the membership council.

#### 5) ACCOUNTABILITY

- a) The committee is accountable to the governing body and any changes to these terms of reference must be approved by the governing body.

#### 6) PURPOSE AND DUTIES

- a) overseeing the development, review and delivery of strategy and annual operational plans for the delegated services;
- b) overseeing the development, review and delivery of financial plans
- c) overseeing the delivery of these strategy and annual operational plans by undertaking detailed scrutiny of performance, contract monitoring and financial management on behalf of the NHS West Cheshire Clinical Commissioning Group Governing Body;
- d) overseeing the delivery of work programmes that support the NHS West Cheshire Clinical Commissioning Group's strategy and annual operational plan;
- e) overseeing the commissioning activities of the NHS West Cheshire Clinical Commissioning Group to ensure that they promote the health and well being of communities as well as addressing health inequalities, prioritising investment / disinvestment and commissioning activities to ensure cost effective care is delivered;
- f) taking account of the views of patients, the public and local clinicians when prioritising investment / disinvestment recommendations to the NHS West Cheshire Clinical Commissioning Group Governing Body, consider the

- prioritisation of the NHS West Cheshire Clinical Commissioning Group's resources, making recommendations to the NHS West Cheshire Clinical Commissioning Group Governing Body as necessary;
- g) overseeing the commissioning of continuing health care and individual exceptional care considering recommendations of the Area Prescribing Committee to ascertain if they will have wider contracting / financial implications for the Clinical Commissioning Group;
  - h) take account of collective commissioning activities, including those of networks to ascertain if they will have wider contracting / financial implications for the Clinical Commissioning Group.

## **7) MEMBERSHIP**

1. The Committee shall include the following members:
  - i) The Medical Director of NHS West Cheshire Clinical Commissioning Group, who will chair this committee;
  - ii) Another GP member of the NHS West Cheshire Clinical Commissioning Group Governing Body who will be vice chairman of the Committee;
  - iii) A Lay Member of the NHS West Cheshire Clinical Commissioning group Governing Body;
  - iv) The Clinical Commissioning Group's Accountable Officer;
  - v) The Clinical Commissioning Group's Chief Financial Officer;
  - vi) The Clinical Commissioning Group's Head of Contracts and Performance;
  - vii) The Clinical Commissioning Group's Head of Delivery;
  - viii) The Clinical Commissioning Group's Transformational Delivery Lead.

## **8) ATTENDANCE**

- a) The Associate Director of Public Health will attend in an advisory capacity.
- b) The Committee may also extend invitations to other personnel with relevant skills, experience or expertise as necessary to deal with the business on the agenda. Such personnel will be in attendance and will have no voting rights.

## **9) QUORUM**

- a) A meeting will be quorate if at least three members are in attendance, including:
  - i) at least one GP from the NHS West Cheshire Clinical Commissioning Group Governing Body;



- ii) at least two members from the following – the Accountable Officer, the Chief Financial Officer; the Head of Contracts and Performance.

## **10) FREQUENCY OF MEETINGS**

- a) As a minimum, meetings will be held monthly on the first Thursday of the month with the dates and times to be determined by the Committee.

## **11) AUTHORITY**

- a) The Commissioning Delivery Committee is authorised by the NHS West Cheshire Clinical Commissioning Group Governing Body to:
  - i) investigate any activity within its terms of reference and produce an annual work programme;
  - ii) be responsible for ensuring compliance with financial and governance and arrangements when undertaking its terms of reference;
  - iii) establish and approve the terms of reference of such sub committees, groups or task and finish groups as it believes are necessary to fulfil its terms of reference.

## **9) REPORTING**

- a) The Committee will have the following reporting responsibilities:
  - i) to ensure that the minutes of its meetings are formally recorded and submitted to the NHS West Cheshire Clinical Commissioning Group Governing Body;
  - ii) any items of specific concern, or which require NHS West Cheshire Clinical Commissioning Group Governing Body approval, will be subject to a separate report;
  - iii) to provide exception reports to the NHS West Cheshire Clinical Commissioning Group Governing Body highlighting key developments /achievements or potential issues.

## **10) REPORTING GROUPS**

- a) The groups identified below will be required to submit the following information to the Committee:
  - i) the minutes of their meetings.
- b) The groups are:
  - i) Countess of Chester Hospital Foundation Trust Quality and Performance meeting
  - ii) Cheshire and Wirral Partnership Trust Quality and Performance meeting

- iii) Grosvenor Nuffield Hospital Quality and Performance meeting
- iv) Partners 4 Health Quality and Performance meeting
- v) Contract Meetings of any provider on NHS standard contracts where exceptions to quality requirements are reported
- vi) any Task and Finish Group set up by the Committee to assist it in carrying out their duties
- vii) Individual Exception Funding Panel
- viii) any other groups that the Committee requires minutes from in order to conduct its business, including Programme Delivery Group.

## **11) RESPONSIBILITY OF COMMITTEE MEMBERS AND ATTENDEES**

- a) Members of the Committee have a responsibility to:
  - i) attend meetings, having read all papers beforehand;
  - ii) act as 'champions', disseminating information and good practice as appropriate;
  - iii) identify agenda items to the secretary ten working days before the meeting;
  - iv) submit papers at least ten working days before the meeting.

## **12) ADMINISTRATIVE ARRANGEMENTS**

- a) The responsible manager will ensure the:
  - i. correct minutes are taken, and once agreed by the Committee Chair distributing minutes to the members;
  - ii. keeping a record of matters arising and issues to be carried forward;
  - iii. producing an action list following each meeting and ensuring any outstanding action is carried forward on the action list until complete;
  - iv. providing appropriate support to the Committee Chair and Committee members
  - v. agreeing the agenda with the Committee Chair prior to sending papers to members no later than five working days before the meeting;
  - vi. the annual programme of work is up to date and distributed at each meeting;
  - vii. the papers of the Committee are filed in accordance with the West Cheshire Clinical Commissioning Group's policies and procedures

## **13) REVIEW**

- a) Terms of Reference will normally be reviewed annually.

**Gareth James**  
**Chief Financial Officer (Interim)**  
**July 2012**

## APPENDIX G - NOLAN PRINCIPLES

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

Source: *The First Report of the Committee on Standards in Public Life* (1995)<sup>63</sup>

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<sup>63</sup> Available at <http://www.public-standards.gov.uk/>

## APPENDIX H – NHS CONSTITUTION

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

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

Source: *The NHS Constitution: The NHS belongs to us all* (March 2012)<sup>64</sup>

<sup>64</sup>

[http://www.dh.gov.uk/en/Publicationsandstatistics/Publications/PublicationsPolicyAndGuidance/DH\\_132961](http://www.dh.gov.uk/en/Publicationsandstatistics/Publications/PublicationsPolicyAndGuidance/DH_132961)