



*South Warwickshire
Clinical Commissioning Group*

Constitution



Contents

Part	Description	Page
	Foreword	3
1	Introduction and Commencement	4
2	Area Covered	6
3	Membership	7
4	Vision, Aims and Values	11
5	Functions and General Duties	15
6	Decision Making: The Governing Structure	23
7	Roles and Responsibilities	31
8	Standards of Business Conduct and Managing Conflicts of Interest	39
9	South Warwickshire Clinical Commissioning Group as an Employer	48
10	Transparency, Ways of Working and Standing Orders	49

Appendix	Description	Page
1	Definitions of Key Descriptions used in this Constitution	50
2	List of Member Practices	52
3	Standing Orders	56
4	Inter Practice Agreement	80
5	Scheme of Reservation and Delegation	86
6	Members' Council	95
7	The Nolan Principles	97
8	Performance Committee	98
9	Clinical Quality and Governance Committee	101
10	Audit Committee	104
11	Remuneration Committee	109
12	Prime Financial Policies	111

Foreword

NHS South Warwickshire Clinical Commissioning Group (CCG) has been created for and by its Member Practices. This Constitution lays out the foundations on which the CCG will build. It defines the rights and responsibilities of Members and establishes the systems of governance which will ensure that;

- we have clarity of purpose and responsibility,
- we have- accountability both individually and collectively,
- we make decisions based on the best clinical evidence and in consultation with our Members,
- we manage the organisation effectively within resources.

The Constitution is our commitment to working together.

To achieve our vision, “*to build relationships with patients and our communities to improve health, transform care and make the best use of our resources*”, we will seek to involve our patients, partners and stakeholders in designing services that meet their needs and empower them as far as possible to look and take control of their own health.

We will measure our success by the improvements we are able to secure in the health of local people and the range and quality of services provided. We will commission services based on evidence of clinical effectiveness, patient experience, and in response to defined local and national strategic priorities.

The CCG is an integral part of the NHS. We will ensure that we uphold the principles and values as reflected in the NHS Constitution. We will demonstrate honesty and integrity in all of our work. We will be thoughtful and transparent in our decision-making and governance. We will be responsible stewards of public money,

We are responsible to our Members, the practices of South Warwickshire. As Members we will co-operate to ensure that local services are delivered to the highest standards and that we collectively commission services of high quality, which are responsive to patients' needs and deliver the best possible value for the public.

1. Introduction and Commencement

1.1. Name

- 1.1.1. The name of this clinical commissioning group is NHS South Warwickshire Clinical Commissioning Group (CCG).

1.2. Statutory Framework

- 1.2.1. Clinical commissioning groups (CCGs) are established under the Health and Social Care Act 2012 (“the 2012 Act”).¹ 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”).² 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.³

- 1.2.2. NHS England (NHSE) is responsible for determining applications from prospective groups to be established as clinical commissioning groups⁴ and undertakes an annual assessment of each established group.⁵ It has powers to intervene in a clinical commissioning group where it is satisfied that the 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.⁶

- 1.2.3. CCG’s are clinically led membership organisations made up of general practices. The Members of the CCG are responsible for determining the governing arrangements for their organisations, which they are required to set out in a constitution.⁷

1.3. Status of this Constitution

- 1.3.1 This constitution is made between the Members of the CCG and has effect from 1st day of April 2013, when NHSE established the group.⁸ The constitution is published on the

¹ See section 11 of the 2006 Act, inserted by section 10 of the 2012 Act

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

³ 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

⁴ See section 14C of the 2006 Act, inserted by section 25 of the 2012 Act

⁵ See section 14Z16 of the 2006 Act, inserted by section 26 of the 2012 Act

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

⁷ 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

⁸ See section 14D of the 2006 Act, inserted by section 25 of the 2012 Act

CCG's website at www.southwarwickshireccg.nhs.uk . It will also be available at local libraries and at the main offices of the group.

1.4. Amendment and Variation of this Constitution

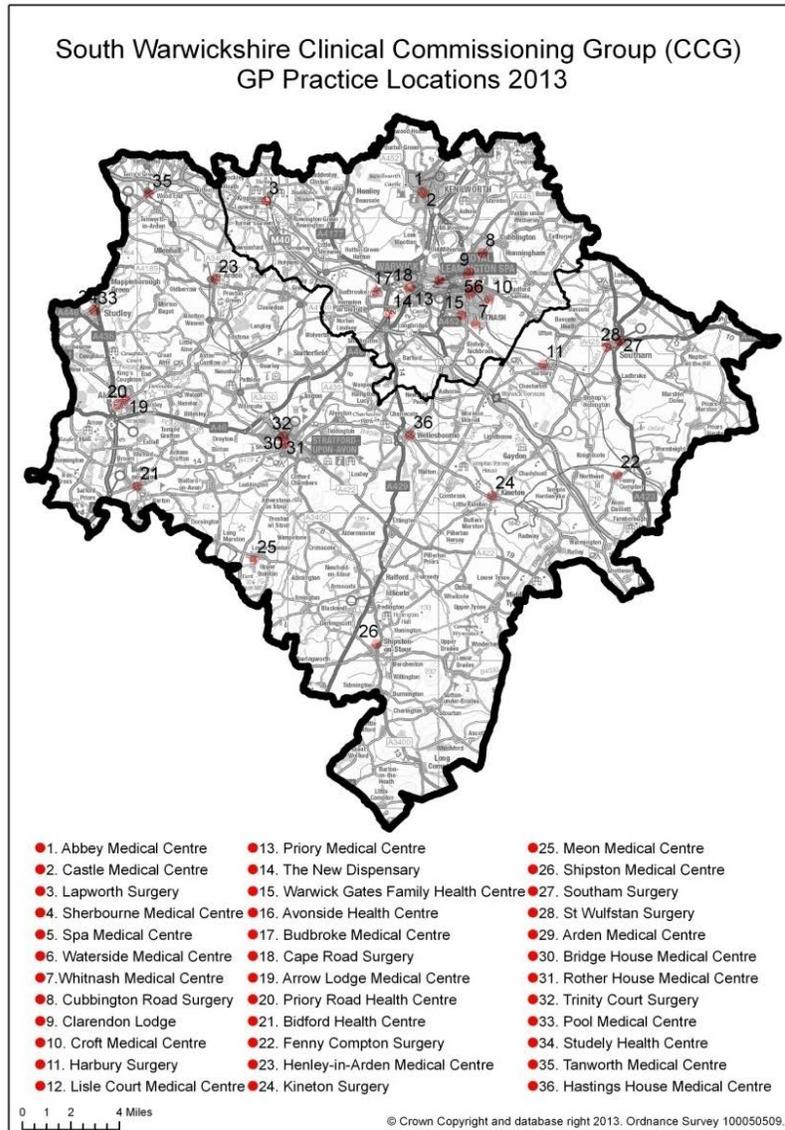
1.4.1. This constitution can only be varied in two circumstances.⁹

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

⁹ 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 CCG is largely coterminous with the boundaries of Warwick and Stratford District Councils. GP practices that are Members of the CCG will primarily operate and serve patients that are resident within the area described by the boundaries of these District Councils. This does not preclude GP Practices that have a minority.



3. Membership

3.1 Membership of the Clinical Commissioning Group

3.1.1 The Members are the clinical driving force of the CCG, bringing their clinical expertise to bear on commissioning development and decision making.

3.1.2 The Membership of the CCG is shown in appendix 2 together with the signatures of the Member Representative of each practice confirming their agreement to this constitution.

3.2 Eligibility for Membership

3.2.1 A primary care practice may become a Member of the CCG if it is situated principally¹⁰ within the area defined in Chapter 2 (coterminous with the boundaries of Warwick and Stratford District Council's) of this constitution and it holds a contract for the provision of primary medical services as defined in General Medical Services, Personal Medical Services or Alternative Provider Medical Services Contract.¹¹

3.2.2 Standing Order 2.4 (appendix 3 to this constitution) describes grounds on which a practice will cease to be a member of the CCG.

3.3 Applications for Membership

3.3.1 Applications for membership of the CCG should be made in writing to the Governing Body.

3.3.2 A practice shall become a Member of the CCG if:

- a) in the opinion of the Governing Body it is eligible to become a Member;
- b) it has, to the satisfaction of the Governing Body completed the Membership application process determined by the Governing Body, including the submission to the Governing Body of a declaration, signed on behalf of the Practice, that the Practice shall comply and be bound by the terms of this constitution for the period of its Membership;
- c) it has had its application approved by the Governing Body; and
- d) it has had its name entered on the Register of Members by the Governing Body.

3.4 Register of Members

3.4.1 The CCG will establish and maintain a register of Members (the "Register of Members"). This will be maintained by the Governing Body.

¹⁰ To be a Member of SWCCG a practice should have its main surgery within the boundaries of Warwick and Stratford Districts

¹¹ Regulations not yet enacted.

3.4.2 The Register of Members as amended from time to time by the Governing Body will be appended to this Constitution at appendix 2.

3.5 Termination of Membership

3.5.1 A Member may terminate its membership of the CCG on giving 3 months notice to the Governing Body of such intention, in which case the Member's membership shall terminate at the expiry of such notice period, or such later date set out in the notice, and that the Member shall be removed from the Register of Members. Where a Member Representative is unfortunately unable to attend meetings of the Members' Council due to death, illness, some other form of incapacity the practice will notify the Chair of the circumstances and nominate an immediate replacement who conforms to the criteria set out in 3.6.

3.5.2 Further provisions detailing the eligibility requirements for Membership and the circumstances in which Membership may be terminated are described in the standing orders shown at appendix 3 (standing order 2.4) of this document.

3.6 Member Representatives

3.6.1 As Members are the clinical driving force of the CCG it is therefore appropriate that each Member Practice shall nominate an individual who is a GP or other Healthcare Professional¹². This person will be regarded as "The Member Representative". The Member Representatives will be collectively known as the **Members' Council** see paragraph 3.9.

3.6.2 Any GP partner, salaried GP or sessional GP of a Member Practice can be nominated to the Chair of the Governing Body and Clinical Lead, subject to meeting the job specification and having worked for a Member Practice of the CCG continuously for at least 12 months. GP Practice Managers have valuable insight to bring to the issues that the CCG will debate and as such will be able to attend meetings of the Members' Council as observers and will be able to participate in discussions.

3.6.3 A Member may replace its Member Representative from time to time by giving notice in writing to the Governing Body.

3.6.4 The CCG shall be entitled to consider that the Member Representative has the authority to act on behalf of a Member.

3.6.5 Each Member shall authorise its Member Representatives to act on its behalf as follows:

¹² Guidance recommends this level of seniority and Regulations are likely to require this.

- a) attend and receive notice of any meetings of the Members' Council;
- b) vote at meetings of the Members' Council on behalf of the Member in accordance with this Constitution;
- c) sign any written resolution on behalf of the Member;
- d) receive any notices from the CCG on behalf of the Member and any notice delivered by the CCG to the Member Representative shall be deemed to have been made or served on the Member;
- e) appoint a proxy; and
- f) approve or provide any consent required of the Member by the CCG in respect of the powers and duties of the Member described in this Constitution.

3.6.6 A representative member may cease to be a Member's Representative if they:

- a) cease to be on the performers list of the CCG;
- b) are a Member of a practice that ceases to be for whatever reason a member of the CCG;
- c) are struck off or are under suspension from the professional register (e.g. General Medical Council/Royal College of Nursing) of which they are a Member;
- d) they fail to attend 60% of the meetings of the Members' Council in any financial year.

3.7 **Inter-Practice Agreement**

3.7.1 To govern relationships between Member Practices and with the CCG each Member Practice shall enter into an agreement (the "Inter-Practice Agreement") setting out details of how the Members will work together to further the objectives of the CCG. The Inter-Practice Agreement is appended to this constitution at appendix 4.

3.8 **Engagement with Members**

3.8.1 The CCG will establish a strategy for engaging with its Members. The Member Engagement Strategy will include details of how the CCG will involve Members in the business of the CCG and how they will be engaged in decision making and the development of the CCG's commissioning plans. A copy of the Member Engagement Strategy shall be published on the CCG website.

3.9 **The Members' Council**

3.9.1 The Member Representatives will be collectively known and meet as The Members' Council of the CCG. The Members' Council shall be composed of the Member Representatives nominated by each Member Practice.

3.9.2 The Members' Council shall meet at least 6 times every 12 months.

3.9.3 Meetings of the Members' Council shall be chaired by the Chair of the Governing Body.

3.10 Responsibilities of Members

3.10.1 The responsibilities of each Member are set out in detail in the Inter-Practice Agreement (appendix 4). They include the following:

- a) To nominate a Member Representative who will represent the Member at meetings of the Members' Council ;
- b) To attend via their Member Representative at least 60% of the meetings of the Members' Council;
- c) To work collaboratively and cooperatively with Members, employees and other persons of the CCG to achieve the aims of the CCG as set out in its Commissioning Strategy and Annual Business Plan;
- d) To adhere to the commissioning decisions made by the CCG, particularly in relation to commissioned care pathways and service policy;
- e) To act in a manner consistent with the values of the CCG incorporating the Nolan Principles (appendix 7) and in particular to conform to the CCG's standards of business conduct and policy on managing conflicts of interest;
- f) To manage patient care within the budget delegated to practice level and to put in place plans to address any over spend;
- g) To seek to improve the quality of patient care and address areas of poor practice performance or care;
- h) To comply with information governance legislation, confidentiality and associated Department of Health requirements;
- i) To comply with Standing Orders and Standing Financial Instructions;
- j) To undertake public and patient engagement in support of the Commissioning Strategy;
- k) Members will endeavour to attend Member Development events arranged by the CCG;
- l) To be responsible collectively and severally for the delivery of the duties and functions of the CCG.

Vision, Aims and Values

4.1 Vision

4.1.1 The CCG's vision is “**to build relationships with patients and our communities to improve health, transform care and make the best use of our resources**”.

4.2 Aims

4.2.1 ***Aim One: To build relationships with patients and our communities*** - Working with patients and professionals across the health and social care system we will change the way we provide services to patients. Focusing on delivering optimal outcomes for patients through improved clinical quality and integration of services we will deliver care that is patient centred and supports individuals to maintain their independence in their home and community. Therefore we want to:

- a) Improve communication between primary and secondary care;
- b) Commission coordinated services for people with dementia;
- c) Integrate health and social care teams;
- d) Prevent frail older people being admitted to hospital;
- e) Improve mental health services.

4.2.2 ***Aim Two: To improve health and reduce health inequalities*** - We will work with local people, staff, partners and communities to empower individuals to make healthy choices and learn how they can self manage their long-term conditions. We therefore want to:

- a) Reduce the number of people with long terms conditions; and help those who do manage their care themselves;
- b) Reduce the number of pregnant women who make choices that negatively impact on their baby;
- c) Prevent illness through improved screening and health promotion schemes;
- d) Grow and develop our engagement network.

4.2.3 ***Aim Three: To improve the quality of care and transform services*** - We want to transform services we commission by focussing on quality improvements; we want our local population to experience high quality care wherever they access the NHS. To do this we want to:

- a) Reduce the avoidable harm our patients experience in the services we commission;
- b) Improve the quality of prescribing in primary care;
- c) Improve patient experience;

- d) Reduce the variation in clinical outcomes between hospitals;

4.2.4 **Aim Four: To make the best of our resources-** To meet the needs of our population we will ensure that the leadership of the local system is driven by local clinicians who understand the needs of our population. As leaders of the local health system we will be engaging with clinical leaders across primary, community, mental health, social care and hospital to ensure the South Warwickshire system delivers best value year on year. Key deliverables that we have identified to support us are:

- a) Increasing the number of services that provide an alternative to hospital admission
- b) Reduce the variation in the processes of our providers
- c) Reduce the spend on Continuing Healthcare
- d) Increase the number of people who choose to die at home or in the community

4.3 Values

4.3.1 Success in achieving this vision will depend upon the support and involvement of the practices we represent and the patients and public whom we serve by making sure we applying the following values to everything we do:

- a) We will ensure that patients are at the heart of what we do and are **committed** to giving our local community opportunity to work with us to shape services;
- b) We will **listen** and act upon feedback from our communities, stakeholders and staff;
- c) We will support our clinical leaders to develop **innovative** approaches to the delivery of integrated care closer to home;
- d) We will **empower** our members and staff, encouraging personal responsibility and a “can do” attitude to improving health and wellbeing;
- e) We will be **responsible** in how we use of public money, ensuring that services we commission deliver best value within available resources;
- f) We will **collaborate** with partners and patients to achieve our vision;
- g) We will act in an **equitable** manner ensuring that we treat patients and employees fairly.

4.4 Principles of Good Governance and Standards of Behaviour

4.4.1 In accordance with section 14L (2) (b) of the 2006 Act,¹³ the CCG will at all times observe “such generally accepted principles of good governance” in the way it conducts its business. These include:

¹³ 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;
- c) the seven key principles of the *NHS Constitution*;
- d) the Equality Act 2010;
- e) the standards of behaviour published by the *Committee on Standards in Public Life (1995)* known as the 'Nolan Principles'.

4.4.2 The Members, Members Representatives, the Members' Council, and Members of the Governing Body and its Committees shall ensure that in the conduct of their respective roles and responsibilities in relation to the CCG they observe and follow the "Nolan Principles" of public life relating to standards of behaviour. These 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.

4.5 Accountability

4.5.1 The CCG will demonstrate its accountability to its Members, local people, stakeholders and NHSE in a number of ways, including by:

- a) publishing its constitution;
- b) appointing independent lay members and non GP clinicians to its Governing Body;
- c) holding meetings of its Governing Body in public (except where the CCG considers that it would not be in the public interest in relation to all or part of a meeting);
- d) publishing annually an update to the Commissioning Strategy;
- e) undertaking meaningful engagement , communication and consultation with the population of South Warwickshire including those from vulnerable, hard to reach and minority communities;
- f) complying with local authority health overview and scrutiny requirements;
- g) meeting annually in public to publish and present its annual report;
- h) producing annual accounts in respect of each financial year which must be externally audited;
- i) having a published and clear complaints process;
- j) complying with the Freedom of Information Act 2000;
- k) providing information to NHSE as required;
- l) working closely with the Local Medical Council (LMC) to construct democratic procedures to ensure accountability to the local profession.

4.5.2 The Governing Body will, as necessary, review its governance arrangements to ensure that the CCG reflects and abides by the principles of good governance within its activities.

5. The Duties and Functions of the NHS South Warwickshire Clinical Commissioning Group

5.1 Functions

5.1.1. The functions that the CCG is responsible for exercising are set out in the 2006 Act, as amended by the 2012 Act. These are contained in the Department of Health's *Functions of clinical commissioning groups: a working document*. In summary they are:

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

5.1.2. In discharging its functions the CCG will:

- a) act, when exercising its functions to commission health services, consistently with the discharge by the Secretary of State and NHSE of their duty to ***promote a comprehensive health service*** and with the objectives and requirements placed on NHSE through *the mandate* published by the Secretary of State before the start of each financial year by:

- i) **Commissioning Strategy and Commissioning Intentions**

The CCG will produce an annual update of its Commissioning Strategy along with its Commissioning Intentions before the start of each Financial Year in accordance with the Act and any guidance published by the National Commissioning Board Authority.

The CCG will publish the Commissioning Strategy and Commissioning Intentions documents, supplying a copy to the NHSE NCB before any date the NHSE NCB specifies and provide a copy to the Warwickshire Health and Wellbeing Board and to any other relevant organisation.

The CCG may revise the Commissioning Strategy and Commissioning Intentions documents after they have been published. Following such a revision, the CCG will prepare and publish a document detailing the changes it has

made. The CCG will supply a copy of revised documents to the National Commissioning Board Authority before any date specified by them and to the Warwickshire Health and Wellbeing Board. If the Commissioning Strategy or Commissioning Intentions are revised in a way it considers to be significant, the CCG will then publish revised versions of the documents.

A copy of the Commissioning Strategy and Commissioning Intentions as amended from time to time, will be made available for public inspection at the main office(s) of the CCG and will also be published on its website.

ii) **Consulting on the Commissioning Strategy**

In preparing the annual update of the Commissioning Strategy and the Commissioning Intentions for the coming financial year or revising these in a way the CCG considers significant, the CCG will;

- consult individuals for whom it has responsibility for the purposes of Section 3 of the NHS Act 2006; and
- Involve the Warwickshire Health and Wellbeing Board in preparing or revising the Commissioning Strategy or Commissioning Intentions.
- In line with the Stakeholder Engagement Strategy seek the views of other key stakeholders.
- Utilise Patient experience and seek the views of the Public and Patients in developing its approach to Commissioning.

iii) **Any Qualified Provider (AQP)**

In drafting the Commissioning Strategy and Commissioning Intentions, the CCG will have regard to:

- the Procurement Guide for Commissioners of NHS-funded Services published on 30 July 2010 and any document which supersedes it;
- 'Operational Guidance to the NHS - Extending Patient Choice of Provider' published on 19 July 2011 and any document which supersedes it; and
- any other documentation setting out how the AQP model is to function.

When commissioning services from those providers who are qualified to do so under the national list of services the CCG will ensure that those qualified still meet the requirements, namely that they:

- are registered with the Care Quality Commission and licensed by Monitor (from 2013) where required, or meet equivalent assurance requirements;

- will meet the terms and conditions of the NHS Standard Contract which includes a requirement to have regard to the NHS Constitution, relevant guidance and law;
 - accept NHS prices;
 - can provide assurances that they are capable of delivering the agreed service requirements and comply with referral protocols; and
 - reach agreement with local commissioners on supporting schedules to the standard contract including any local referral thresholds or patient protocols.
- b) meet the public sector equality duty by:
- i) affirming the commitment of the CCG to having an effective and outcome based Equality Delivery System (EDS) (our effective approach to equalities) and to mainstream equality issues within all our commissioning decisions and will ensure compliance with the Single Equalities Act 2010;
 - ii) publishing an annual statement of priorities and action plan demonstrating how it will deliver the NHS EDS;
 - iii) producing an Equality, Diversity and Human Rights Strategy for the CCG which will support the core business of the organisation;
 - iv) nominating a lead member of the Governing Body to oversee delivery of the EDS;
 - v) ensuring that, as an employer, we are fair and transparent in all our Human Resource procedures and that our workforce, including our Governing Body, reflects the population that we serve;
 - vi) encouraging patient experience feedback from communities of interest.
- c) work in partnership with Warwickshire County Council, Warwick District Council and Stratford District Council to develop **Joint Strategic Needs Assessments (JSNA)** and **Joint Health and Well-Being Strategies** by:
- i) Continuing to work with public health in refreshing and further developing the JSNA;
 - ii) Using the JSNA to underpin the Commissioning Strategy and commissioning decisions;
 - iii) Working with the Warwickshire Health and Wellbeing Board.

5.2 **General Duties** - in discharging its functions the CCG 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 commissioning arrangements¹⁴ by:

- a) using patient and public engagement approaches at all stages of the commissioning cycle and in particular:
 - i) as part of the strategic planning process: engage with communities and stakeholders to identify health needs and aspirations; and engaging the public in decisions about priorities and strategies;
 - ii) specifying outcomes and procuring services: engaging patients in service design and improvement; and patient centred procurement and contracting;
 - iii) managing demand and performance: patient centred monitoring and performance management;
 - iv) working with and seeking *the views of the South Warwickshire Patients' Forum* and other such fora and groups as deemed to be appropriate by the Governing Body and/or identified in the Patient and Public Involvement Strategy.
- b) delegating responsibility for securing public involvement in the planning development and consideration of proposals for changes affecting the operation of commissioning arrangement to the Governing Body of the CCG.

5.2.2 Promote awareness of, and act with a view to ensuring that health services are provided in a way that promotes awareness of, and have regard to the NHS Constitution¹⁵ by:

- a) delegating this responsibility to the Governing Body of the CCG as shown in the Scheme of Delegation and Standing Orders.
- b) paying due regard to involvement through the commissioning cycle in order to ensure that the patients' voice influence commissioning intentions.
- c) ensuring that provider contracts pay due regard to the NHS constitution.

5.2.3 Act effectively, efficiently and economically¹⁶ by:

- a) delegating this responsibility to the Governing Body of the the CCG as shown in the Scheme of Delegation and Standing Orders.

¹⁴ See section 14Z2 of the 2006 Act, inserted by section 26 of the 2012 Act

¹⁵ 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)

¹⁶ See section 14Q of the 2006 Act, inserted by section 26 of the 2012 Act

- 5.2.4 Act with a view to securing continuous improvement to the quality of services¹⁷ by:
- a) delegating responsibility for securing continuous improvement in the quality and safety of services to the Governing Body of the CCG as shown in the Scheme of Delegation and Standing Orders;
 - b) monitoring the delivery of continuous improvement in the quality and safety of service through the Performance Committee (and where appropriate the Clinical Quality and Governance Committee) and onwards to the Governing Body and the Members' Council of the CCG.
- 5.2.5 Assist and support NHSE in relation to its duty to improve the quality of primary medical services¹⁸ by:
- a) delegating responsibility for assisting and supporting NHSE in securing improvement to the quality and safety of primary medical services to the Governing Body of the CCG as shown in the Scheme of Delegation and Standing Orders;
 - b) monitoring the delivery of improvement in the quality and safety of primary medical services through the Performance Committee and onwards to the Governing Body and Members' Council of the CCG.
- 5.2.6 Have regard to the need to *reduce inequalities in health*¹⁹ by:
- a) delegating responsibility for compliance with this duty to the Governing Body of the CCG;
 - b) supporting the implementation of the JSNA and the Joint Health and Well Being Strategy;
 - c) monitoring delivery of inequalities in health targets and objectives at the Performance Committee and onwards to the Governing Body and Members' Council of the CCG.
- 5.2.7 Promote the involvement of patients, their carers and representatives in decisions about their healthcare²⁰ by:
- a) delegating responsibility for promoting the involvement of patients, their carers and representatives in decisions about their healthcare to the Governing Body of the CCG Group as shown in the Scheme of Delegation and Standing Orders;
 - b) the development and implementation of a Patient and Public Involvement Strategy for the CCG;

¹⁷ See section 14R of the 2006 Act, inserted by section 26 of the 2012 Act

¹⁸ See section 14S of the 2006 Act, inserted by section 26 of the 2012 Act

¹⁹ See section 14T of the 2006 Act, inserted by section 26 of the 2012 Act

²⁰ See section 14U of the 2006 Act, inserted by section 26 of the 2012 Act

- c) monitoring the outcomes of patient and public involvement through the, Performance Committee and onwards to the Governing Body and Members' Council of the CCG.

5.2.8 Act with a view to enabling patients to make choices²¹ by:

- a) delegating responsibility for enabling patients to make choices to the Governing Body of the CCG as shown in the Scheme of Delegation and Standing Orders;
- b) incorporating Patient Choice within the Commissioning Strategy for the CCG;
- c) monitoring the implementation of patient choice through the Performance Committee.

5.2.9 *Obtain appropriate advice*²² from persons who, taken together, have a broad range of professional expertise in healthcare and public health by:

- a) delegating responsibility for obtaining appropriate advice to the Governing Body of the CCG as shown in the Scheme of Delegation and Standing Orders.

5.2.10 Promote innovation²³ by:

- a) delegating responsibility for promoting innovation to the Governing Body of the CCG as shown in the Scheme of Delegation and Standing Orders.

5.2.11 Promote research and the use of research²⁴ by:

- a) delegating responsibility for promoting research and the use of research to the Governing Body of the CCG as shown in the Scheme of Delegation and Standing Orders.

5.2.12 Have regard to the need to *promote education and training*²⁵ 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 duty²⁶ by:

- a) delegating responsibility for promoting education and training to the Governing Body of the CCG as shown in the Scheme of Delegation and Standing Orders.

²¹ See section 14V of the 2006 Act, inserted by section 26 of the 2012 Act
²² See section 14W of the 2006 Act, inserted by section 26 of the 2012 Act
²³ See section 14X of the 2006 Act, inserted by section 26 of the 2012 Act
²⁴ See section 14Y of the 2006 Act, inserted by section 26 of the 2012 Act
²⁵ See section 14Z of the 2006 Act, inserted by section 26 of the 2012 Act
²⁶ See section 1F(1) of the 2006 Act, inserted by section 7 of the 2012 Act

- 5.2.13 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 inequalities²⁷ by:
- a) delegating responsibility for promoting integration of health and social care services to the Governing Body of the CCG as shown in the Scheme of Delegation and Standing Orders.

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

- 5.3.1 Ensure its expenditure does not exceed the aggregate of its allotments for the financial year²⁸ by:
- a) delegating responsibility for ensuring that expenditure does not exceed the aggregated allotments in any financial year to the Governing Body of the CCG as shown in the Scheme of Delegation and Standing Orders;
 - b) monitoring expenditure against allocations through the Performance Committee.
- 5.3.2 Ensure its use of resources (both its capital resource use and revenue resource use) does not exceed the amount specified by NHSE for the financial year by:
- a) delegating responsibility for ensuring that the use of resources (both its capital resource use and revenue resource use) does not exceed the amount specified by NHSE for the financial year to the Governing Body of the CCG as shown in the Scheme of Delegation and Standing Orders;
 - b) monitoring the use of capital and revenue resources against allocations through the Performance Committee.
- 5.3.3 Take account of any directions issued by NHSE, in respect of specified types of resource use in a financial year, to ensure the group does not exceed an amount specified by NHSE²⁹ by:
- a) delegating responsibility to the Governing Body of the CCG for ensuring that the CCG complies with directions specified by NHSE that the use of any specified types of resource does not exceed an amount specified by NHSE in a financial year.
 - b) monitoring the use of specified types of resource identified in directions issued by the National Commissioning Board to the, Performance Committee of the Governing Body of the CCG.

²⁷ See section 14Z1 of the 2006 Act, inserted by section 26 of the 2012 Act

²⁸ See section 223H(1) of the 2006 Act, inserted by section 27 of the 2012 Act

²⁹ See section 223J of the 2006 Act, inserted by section 27 of the 2012 Act

- 5.3.4 Publish an explanation of how the CCG spent any payment in respect of quality made to it by NHSE³⁰ by:
- a) delegating responsibility to the Governing Body of the CCG for publishing an explanation of how the CCG spent any payment in respect of quality made to it by NHSE;
 - b) Monitoring the use of payments for quality made by NHSE to the CCG, at the Performance Committee of the Governing Body of the CCG.

5.4. Other Relevant Regulations, Directions and Documents

- 5.4.1 The CCG will:
- a) comply with all relevant regulations;
 - b) comply with directions issued by the Secretary of State for Health or NHSE; and
 - c) take account, as appropriate, of documents issued by NHSE.
- 5.4.2 The CCG will develop and implement the necessary systems and processes to comply with these regulations and directions, documenting them as necessary in this constitution, its scheme of reservation and delegation and other relevant group policies and procedures.

5.5 Additional Powers of the CCG

- 5.5.1 **Mergers** – the CCG through the powers reserved to its Members' Council may, together with one or more other CCG(s), make an application to NHSE for the dissolution of the CCG and the establishment of a new merged CCG. The requirements for such an application are described in the Act.
- 5.5.2 **Dissolution** – the CCG through the power reserved to its Members' Council (appendix 6) may make an application to NHSE for the CCG to be dissolved.
- 5.5.3 **Raising Additional Income** - The CCG may do anything specified in Section 7(2)(a), (b) and (e) to (h) of the Health and Medicines Act 1988 (provision of goods etc.) for the purpose of making additional income available for improving the health service only to the extent that its exercise does not to any significant extent interfere with the performance by the CCG of its functions.
- 5.5.4 **Grants** - The CCG may make payments by way of grant to a voluntary organisation which provides or arranges for the provision of services which are similar to the services in

³⁰ See section 223K(7) of the 2006 Act, inserted by section 27 of the 2012 Act

respect of which the CCG has functions. The payments may be made subject to such terms and conditions as the CCG considers appropriate.

5.5.5 Emergency Planning - The CCG will take appropriate steps for ensuring that it is properly prepared for dealing with a relevant emergency.

5.5.6 Procurement, Patient Choice and Competition - The CCG shall:

- a) adhere to good practice in relation to procurement;
- b) protect and provide the right of patients to make choices with respect to treatment or other healthcare services provided for the purposes of the health service; and
- c) Put processes in place to ensure that the CCG does not engage in anti-competitive behaviour which is against the interests of people who use the services.

6. Decision Making: The Governance Structure

6.1 Authority to act

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

- a) any of its Members;
- b) its Members' Council;
- c) its Governing Body;
- d) its employees;
- e) a committee or sub-committee of the CCG;
- f) a joint committee with another organisation.

- i. The committee shall have the authority to delegate any of its activities to a committee or sub-committee of the CCG. Such committee or sub-committee shall be made up of members, employees, members of the governing body or any other person approved by the CCG. That means a committee or sub-committee of the CCG may have people on it who are not members or employees of the CCG.

6.1.2 The governing body shall have the authority to delegate any of its activities to a committee or sub-committee of the governing body. Such committee or sub-committee shall be made up of members, employees, members of the governing body or any other person approved by the governing body. That means a committee or sub-committee of the governing body may have people on it who are not members or employees of the group.

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

- a) the scheme of reservation and delegation; and
- b) for committees, their terms of reference.

6.2 Scheme of Delegation and Reservation ³¹

6.2.1 The CCGs Scheme of Delegation and Reservation sets out:

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

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

6.3 General

6.3.1 In discharging functions of the CCG that have been delegated to its Members' Council, its Governing Body (and its committees), any other committees, joint agency arrangements and individuals those with delegated responsibility must:

- a) comply with the CCG's principles of good governance,³²
- b) operate in accordance with the CCGs scheme of reservation and delegation,³³
- c) comply with the CCG's standing orders,³⁴
- d) comply with the CCG's arrangements for discharging its statutory duties,³⁵
- e) where appropriate and in line with the Members' Engagement Strategy, ensure that Member Practices have had the opportunity to contribute to the CCGs decision making process.

6.3.2 When discharging their delegated functions, the Members' Council, the Governing Body (and its committees), committees, joint committees, sub committees must operate in accordance and within the limits of authority set out in their approved terms of reference.

6.4 Members' Council

6.4.1 Each Member will nominate one practice representative "the Member Representative" to represent it in all matters and vote on behalf of the practice at Members' Council meetings.

³¹ See Appendix 5

³² See section 4.3 on Principles of Good Governance above

³³ See appendix 5

³⁴ See appendix 3

³⁵ See chapter 5 above

Terms of reference for the Members' Council are shown at appendix 6. These set out the membership, role and matters reserved to the Members' Council.

6.4.2 GP Practice Managers will be able to attend meetings of the Members' Council as observers and will be able to participate in discussions as agreed by the Chair of the meeting.

6.5 The Governing Body

6.5.1 *Functions* - the Governing Body has the following statutory functions 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 .

The Governing Body has responsibility for:

- a) ensuring that the CCG has appropriate arrangements in place to exercise its functions *effectively, efficiently and economically* and in accordance with the CCG's *principles of good governance*³⁶
- b) determining the remuneration, fees and other allowances payable to employees or other persons providing services to the CCG and the allowances payable under any pension scheme it may establish under paragraph 11(4) of Schedule 1A of the 2006 Act, inserted by Schedule 2 of the 2012 Act;
- c) approving any functions of the CCG that are specified in regulations;³⁷
- d) complying with such generally accepted principles of good governance as are relevant to it. In particular the Governing Body shall ensure that appropriate arrangements are put in place to ensure that the CCG complies with the "Seven Principles of Public Life" as described by the Nolan Committee which are set out at appendix 7 to this constitution;
- e) Other functions connected with the exercise of its main function as may be determined by the CCG and set out in this constitution in chapter 5;
- f) have regard to any guidance published by NHSE in respect of the exercise by the Governing Body.
- g) Ensuring that the CCG delivers against and complies with the statutory functions of CCGs as described in chapter 5 of this constitution.
- h) Promoting collaborative working with local authorities especially in the area of integrated health and social care, public health, health inequalities and patient safety and safeguarding. This will involve active participation in key forums and other joint working arrangements including Local Safeguarding Boards.

³⁶ See section 4.3 on Principles of Good Governance above

³⁷ See section 14L(5) of the 2006 Act, inserted by section 25 of the 2012 Act

- i) Promoting effective working with other stakeholders including CCGs to improve the effectiveness and efficiency of service delivery and commissioning.

6.5.2 To deliver these functions and subject to the limits in this constitution and its scheme of delegation the **Governing Body** shall be responsible for and shall be delegated by Members' Council and each of the constituent practices the power to conduct the overall management and strategic direction of the CCG in the furtherance of its vision and aims (as shown in chapter 4 of this constitution). Specifically the Governing Body shall:

a) Direction – Plans and Strategies

- i) prepare the Commissioning Strategy for the CCG for approval by the Members' Council;
- ii) have in place plans that address local health inequalities;
- iii) develop the vision, values and aims of the CCG and set its strategic direction;
- iv) prepare the annual business plan for the CCG for approval by the Members' Council;
- v) prepare the annual report of the CCG for approval by the Members' Council;
- vi) prepare the annual budget for the CCG for approval by the Members' Council;

b) Human Resources

- i) secure the services of a suitable Accountable Officer, Chief Financial Officer and other officers as necessary to ensure the effective, economic and efficient running of the CCG.

c) Commissioning of Services

- i) promote innovation both among Members and partners;
- ii) continuously increase the capability, competence, capacity and quality of primary care, and the proportion of health and social care provided by primary health and social care services;
- iii) secure the quality and safety of services including safeguarding;
- iv) Ensure that the patients' voice is heard in securing the quality and safety of services.

d) Administration – Finance

- i) secure necessary management resources to ensure the efficient, economic and effective management of the work of the CCG;

- ii) keep proper accounts and records in relation to the use of CCG resources and prepare accounts to present to Members at the Members' Council of the CCG and in the annual report ;
- iii) co-ordinate and plan for demand, financial and investment needs of the CCG;
- iv) prepare a timetable for producing the annual report and accounts and agree it with external auditors.

e) Members

- i) ensure its Members are familiar with all relevant policy and guidance;
- ii) promote the involvement of all Members in the work of the CCG in securing improvements in commissioning of care and services;
- iii) listen to the views of Members in making decisions.

f) Engagement and Stakeholders

- i) participate in clinical networks;
- ii) establish links and working arrangements with other CCGs;
- iii) engage partners within the local health system in a collaborative approach to commissioning and improving services and securing value for money;
- iv) engage specifically with the Warwickshire Health & Wellbeing Board;
- v) secure wide clinical engagement in the development and implementation of Commissioning Strategies and Plans;
- vi) engage with representatives of the LMC and other primary care contractors;
- vii) secure effective patient and public involvement in the decisions of the CCG.
- viii) utilise patient and public involvement to improve the quality and safety of services.

6.5.2 Composition of the Governing Body - the Governing Body shall have not less than 13 full voting members, comprising:

a) Appointed Members

- i) the Chair and Clinical Lead;
- ii) the Accountable Officer;
- iii) the Chief Finance Officer;

Provisions outlining the appointment and roles of the appointed Members are set out in standing orders appendix 3.

b) Elected

- i) Five GP Practice Members;
- ii) One Assistant Clinical Chair.

c) Nominated

- i) two lay members:
 - one to lead on audit, remuneration governance and conflict of interest matters,
 - one to champion patient and public participation matters;
- ii) one registered nurse;
- iii) one secondary care specialist doctor;

6.5.3 **Co-opted Members** - In addition to the 13 full voting Members on the Governing Body Warwickshire County Council will be invited to provide 2 representatives (1 from Public Health and 1 from Social Services) to be co-opted on to the Governing Body as non-voting members.

6.5.4 Provisions outlining the process for the election and nomination of roles set out at 6.5.2 (b) and (c) above are set out at appendix 3 "The Standing Orders".

6.5.5 **Frequency of meetings** - the Governing Body shall meet not less than 6 times a year.

6.5.6 **Quorum** – the quorum for the Governing Body will be 50% of the voting membership of the Governing Body including at least 2 GP members.

6.6 Committees of the Governing Body

6.6.1 The following Committees of the Governing Body have been established:

- a) Audit Committee;
- b) Remuneration Committee;
- c) Performance Quality Committee;
- d) Clinical Quality and Governance Committee;

6.6.2 **Audit Committee** – the Audit Committee is accountable to the CCG's Governing Body. It provides the Governing Body with an independent and objective view of the CCGs financial systems, financial information and compliance with laws, regulations and directions governing the CCG in so far as they relate to finance. It will also have role in promoting the delivery of value for money within the work of the CCG.

The Governing Body has approved and keeps under review the terms of reference for the Audit Committee, which includes information on the membership of the Audit Committee³⁸. Terms of reference for the Audit Committee are shown at appendix 10.

6.6.3 Remuneration Committee – the Remuneration Committee, which is accountable to the Governing Body of the CCG makes recommendations to the Governing Body on determinations about the remuneration, fees and other allowances for employees and for people who provide services to the CCG and on determinations about allowances under any pension scheme that the CCG may establish as an alternative to the NHS pension scheme.

The Governing Body has approved and keeps under review the terms of reference for the Remuneration Committee, which includes information on the membership of the Remuneration Committee³⁹. Terms of reference for the Committee are shown at appendix 11.

6.6.4 Performance Committee – The Performance Committee is accountable to the CCG's Governing Body. It is enabled to make recommendations on matters relating to, financial performance and quality aspects of the operation, work and commissioning activity of the CCG. It is also responsible for supporting the transformation and integration of health and social care services across south Warwickshire and the delivery of QIPP programmes.

The Governing Body has approved and keeps under review the terms of reference for the Performance Committee, including details of its membership. Terms of reference for the committee are shown at appendix 8.

6.6.5 Clinical Quality and Governance Committee – The Clinical Quality and Governance Committee is accountable to the Governing Body of the CCG. It is enabled to make recommendations on matters relating to Clinical Safety, Safeguarding, Incident Reporting, Public Involvement and Consultation, Equalities, Corporate Governance and Information Governance.

The Governing Body has approved and keeps under review the terms of reference for the Clinical Quality and Governance Committee, including details of its membership. Terms of reference for the committee are shown at appendix 9.

³⁸ See appendix 10 for the terms of reference of the Audit Committee

³⁹ See appendix 11 for the terms of reference of the Remuneration Committee

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

7. Roles and Responsibilities

7.1 Member Representatives

7.1.1 Each Member shall be required to nominate a representative of that Member who must be a Healthcare Professional⁴⁰ in the nominating Member's Practice. Each Member may remove and replace their Member Representative at any time and from time to time, by notice in writing to the Governing Body. Each Member Representative shall be the representative of their appointing Member on the Members' Council.⁴¹

7.1.2 Member Representatives represent their practice's views and act on behalf of the practice in matters relating to the work of the CCG. The role of the Member Representative is to:

- a) attend and vote on behalf of the member practice at meetings of the Members' Council. (Failure to attend 60% of the meetings of the Members' Council in any financial year may result in the Member Representative being removed from the Members' Council);
- b) enable communications between the practices;
- c) discuss and debate the views and wishes of the practices;
- d) agree priorities for commissioning and review progress of commissioning with practices;
- e) provide a forum for collective decision making through the Members' Council;
- f) agree any new additions to membership of or removals from the CCG;
- g) aid communication between the practices and health and social care providers.

7.1.3 Each Member authorises their Member Representative to:

- a) receive notice of, attend and vote at any meetings of the Members' Council of the CCG, or sign any written resolution on behalf of that Member;
- b) appoint a proxy (this person need not be a healthcare professional) , complete and return proxy cards and consent to any other documents required to be signed by the Member;
- c) receive and forward distributions on behalf of the Member;
- d) deal with and give directions as to resources, securities, benefits, documents, notices or other communications (in whatever form) arising by right of or received in connection with the Member's membership of the CCG.

⁴⁰ Clause 25(1) of the Bill, inserting Section 89 (1E)(a) into the Act, subject to the passing of Regulations to this effect.

⁴¹ Clause 25(1) of the Bill, inserting Sections 89(1A)(b) and 89(1E)(a) into the Act.

7.1.4 Paragraph 3.10 of this constitution explains the duties and obligations for Members of the CCG.

7.2 Members of the Governing Body

7.2.1 Each Member on the Governing Body will share responsibility, collectively and severally, in ensuring that the CCG exercises its functions effectively, efficiently and economically, complying with the principles of good governance, Nolan standards of behaviour in public life and in accordance with the terms of this constitution .

7.2.2 The specific requirements regarding the attributes, competencies, behaviours and skills required for all Members of the Governing Body of the CCG are expounded in the NHSE document entitled *Clinical commissioning group governing body members: Role outlines, attributes and skills*.

7.2.3 To ensure business continuity and the effectiveness of the Governing Body all members of the Governing Body (excepting employees of the CCG who will be subject to the CCG's HR policies) shall be expected to attend a minimum of 60% of the meetings in any financial year. Members of the Governing Body who fall below this standard of attendance may be removed from the Governing Body by the Chair.

7.3 The Chair of the Governing Body and Lead Clinician

7.3.1 The Chair of the Governing body is responsible for:

- a) leading the Governing Body, ensuring it remains continuously able to discharge its duties and responsibilities as set out in the constitution;
- b) building and developing the Governing Body and its individual members;
- c) ensuring that the CCG has proper constitutional and governance arrangements in place;
- d) supporting the Accountable Officer in discharging the responsibilities of the organisation;
- e) contributing to the building of a shared vision of the aims and values of the organisation;
- f) leading and influencing clinical and organisational change to enable the CCG to deliver its commissioning responsibilities;
- g) ensuring that public and patients' views are heard and their expectations understood and, where appropriate, met;
- h) overseeing governance and particularly ensuring that the Governing Body and the wider CCG behaves with the utmost transparency and responsiveness at all times;

- i) that the organisation is able to account to its local patients, stakeholders and NHSE;
- j) building and maintaining effective relationships with stakeholders, particularly with the individuals involved in overview and scrutiny from the relevant local authority.

7.3.2. As lead clinician for the CCG the Chair of the Governing Body will have the respect of the CCG's Member Practices and will also have the following responsibilities:

- a) to lead the CCG ensuring it is able to discharge its functions;
- b) to be the senior clinical voice of the CCG in interactions with stakeholders including NHSE;

7.3.3 The Standing Orders for the CCG shown at appendix 3 describe:

- a) how the chair of the Governing Body will be appointed;
- b) the tenure of office of the Chair of the Governing Body;
- c) how the chair would resign from their post;
- d) the grounds for the removal of the chair from their post.

7.4 The Deputy Chair of the Governing Body

7.4.1 The Deputy Chair of the Governing Body deputises for the Chair where they have a conflict of interest or is otherwise unable to act. This will in the first instance be the Lay Member for Audit and Governance (see paragraph 7.8.2 a). The Standing Orders (appendix 3) for the CCG describe:

- a) how the Deputy Chair of the Governing Body will be will be appointed;
- b) the tenure of office of the Deputy Chair;
- c) how persons would resign from their post;
- d) the grounds for their removal from office;

7.5 Assistant Clinical Chair

7.5.1 The Assistant Clinical Chair works alongside the Deputy Chair of the Governing Body. This person will have the respect of the CCG's Member practices and will support and deputise for the Chair of the Governing Body in

- a) leading the CCG ensuring it is able to discharge its functions;
- b) in being a key clinical voice of the CCG in interactions with stakeholders including the NCB.

7.5.2 The Standing Orders for the CCG shown at appendix 3 describe:

- a) how the assistant clinical chair of the Governing Body will be appointed;
- b) the tenure of office of the assistant chair of the Governing Body;
- c) how the assistant clinical chair would resign from their post;
- d) the grounds for the removal of the assistant clinical chair from their post.

7.6 The Accountable Officer

7.6.1 The Accountable Officer is an employee of the CCG and a Member of the Governing Body.

7.6.2 The role of Accountable Officer has been summarised in the National Commissioning Board document” *Clinical commissioning group governing body members: Role outlines, attributes and skills* as:

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

7.7 The Chief Finance Officer

7.7.1 The Chief Finance Officer is an employee of the CCG and is the Member of the Governing Body responsible for providing financial advice to the CCG and for supervising financial control and accounting systems. The role of the Chief Financial Officer has been summarised in the National Commissioning Board document” *Clinical commissioning group governing body members: Role outlines, attributes and skills*” as:

- a) being the Governing Body’s professional expert on finance and ensuring, through robust systems and processes, the regularity and propriety of expenditure is fully discharged
- b) making appropriate arrangements to manage and monitor the CCG’s finances;

- c) overseeing robust audit and governance arrangements leading to propriety in the use of the CCG's resources;
- d) being able to advise the Governing Body on the effective, efficient and economic use of the CCG's allocation to remain within that allocation and deliver required financial targets and duties; and
- e) producing the financial statements for audit and publication in accordance with the statutory requirements to demonstrate effective stewardship of public money and accountability to NHSE.

7.8 Lay Members of the Governing Body

7.8.1 Legislation requires the appointment of a minimum of two Lay Members to the Governing Body of a CCG. These persons will perform specific roles in respect of:

- a) overseeing key elements of governance, chairing the Audit Committee, deputising for the Chair of the Governing Body as required; and
- b) championing patient and public involvement.

7.8.2 In addition to the requirements for being a Member of the Governing Body Lay Members will be expected to have a series of attributes and competencies related to their specific roles these are set out in the NHSE document entitled *Clinical commissioning group governing body members: Role outlines, attributes and skill* and include the following:

a) Lay Member with lead role in overseeing governance

- i) Skills, knowledge and experience to assess and confirm that appropriate systems of internal control and assurance are in place for aspects of governance, including risk and financial management;
- ii) Have an understanding of the role of audit in wider accountability frameworks;
- iii) Have an understanding of the resource allocations devolved to NHS bodies and a general knowledge of the accounting regime within which a CCG will operate;
- iv) Have the ability to chair meetings effectively;
- v) Be able to give an independent view on possible internal conflicts of interest and recent and relevant financial and audit experience is essential – sufficient to enable them to competently engage with financial management and reporting in the organisation and associated processes.

b) Lay Member with lead role for championing patient and public involvement

- i) Be able to give an independent view on possible internal conflicts of interest

- ii) Have demonstrable understanding of local arrangements for listening and responding to the voices of patients , carers and patient organisations;
- iii) Have a track record of successfully involving patients, carers and the public in the work of a public sector organisation;
- iv) Have an understanding of effective involvement and engagement techniques and how these can be applied in practice;
- v) Live or work within the local community or be able to demonstrate how they are otherwise able to bring that perspective to the Governing Body;
- vi) Be competent to chair meetings.

7.9 Clinical Member on the Governing Body – Secondary Care Doctor

7.9.1 Legislation requires that CCGs appoint a clinician who is a secondary care doctor to their Governing Body. In addition to the requirements for being a member of the Governing Body the Secondary Care Doctor will be expected to have a series of attributes and competencies related to their specific roles as set out in the NHSE document entitled *Clinical commissioning group governing body members: Role outlines attributes and skill* and includes the following:

- a) be a doctor who is or has been a secondary care specialist who has a high level of understanding of how care is delivered in secondary care settings;
- b) be competent , confident and will to give an independent strategic clinical view on all aspects of the CCG's business;
- c) be highly regarded as a clinical leader, preferably with experience working as a leader across more than one clinical discipline and/or a speciality with a track record of collaborative working;
- d) be able to take a balanced view of the clinical and management agenda, and draw on their in depth understanding of secondary care to add value
- e) be able to contribute a generic view from the perspective of a secondary care doctor whilst putting aside specific issues relating to their own clinical practice or their organisation's circumstances; and
- f) be able to provide an understanding of how secondary care providers work within the health system to bring appropriate insight to discussion regarding service re design, clinical pathways and system reform

7.10 Clinical Member on the Governing Body – Registered Nurse

7.10.1 Legislation requires that NHS Clinical Commissioning Groups appoint a clinician who is a registered nurse to their Governing Body. In addition to the requirements for being a member of the Governing Body the registered nurse will be expected to have a series of attributes and competencies related to their specific roles. These are set out in the NHSE document entitled *Clinical commissioning group governing body members: Role outlines attributes and skill* and include the following:

- a) be a registered nurse who has developed a high level of professional expertise and knowledge;
- b) be a competent, confident and willing to give an independent strategic clinical view on all aspects of the CCG's business;
- c) be highly regarded as a clinical leader, preferably with experience working as a leader across more than one clinical discipline and/or a speciality with a track record of collaborative working;
- d) be able to take a balanced view of the clinical and management agenda, and draw on their in depth understanding of secondary care to add value;
- e) be able to contribute a generic view from the perspective of a registered nurse whilst putting aside specific issues relating to their own clinical practice or their organisation's circumstances; and
- f) be able to bring detailed insights from a nursing perspective into discussions regarding service re design, clinical pathways and system reform.

7.11 Warwickshire County Council Social Services Representative

7.11.1 Given the vital importance of social care to the commissioning and provision of health services the CCG feels that it is essential that there is high level social services representation on its Governing Body. This person will be a co-opted Member of the Governing Body and will be identified by Warwickshire Council. They will not have formal voting rights on the Governing Body but will otherwise be entitled to full participation in all the meetings of the Governing Body. In addition to meeting the standard requirements for all Members of the Governing Body it is expected that the representative from Warwickshire County Council will;

- a) occupy a Director or equivalent level position within the County Council;
- b) be able to speak authoritatively on behalf of the County Council;

7.12 Warwickshire County Council Public Health Representative

7.12.1 Given the importance of public health to the prevention of ill health, tackling health inequalities and promotion of healthy lifestyles the CCG feels that there is high level representation from Public Health on the Governing Body of the CCG. This person will be a co-opted Member of the Governing Body. They will not have formal voting rights on the Governing Body but will otherwise be entitled to full participation in all the meetings of the Governing Body. In addition to meeting the standard requirements for all members of the Governing Body it is expected that the Public Health representative from Warwickshire County Council will:

- a) occupy a Director or equivalent level position within the County Council;
- b) be able to speak authoritatively on behalf of the County Council.

7.13 Observers

7.13.1 The LMC will be invited to all public meetings of the Governing Body and, where agreed by the Chair, participate in matters under discussion.

8. Standards of Business Conduct and Managing Conflicts of Interest

8.1 Standards of Business Conduct

- 8.1.1 Employees and Members of the CCG and Members (full and co-opted) of the Members' Council, Governing Body (and its committees) will at all times comply with this constitution and be aware of their responsibilities as outlined in it. They should act in good faith and in the interests of the CCG and should follow the *Seven Principles of Public Life*, set out by the Committee on Standards in Public Life (the Nolan Principles).
- 8.1.2 They must comply with the CCG's policy on business conduct, including the requirements set out in the policy for managing conflicts of interest. This policy is available on the CCG's website at www.southwarwickshireccg.nhs.uk.

8.2 Conflicts of Interest

- 8.2.1 As required by section 140 of the 2006 Act, as inserted by section 25 of the 2012 Act, the CCG will make arrangements to manage conflicts and potential conflicts of interest so that decisions made by the CCG will be taken and seen to be taken without any possibility of the influence of external or private interest.
- 8.2.2 The Governing Body of the CCG shall develop and maintain a conflicts of interest policy (the "Conflicts of Interest Policy") for the CCG. A copy of the Conflicts of Interest Policy as amended from time to time by the Governing Body is published on the CCG's website.
- 8.2.3 A conflict of interest will include:
- a) a direct pecuniary interest: where an individual may financially benefit from the consequences of a commissioning decision (for example, as a provider of services);
 - 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 Where an individual, i.e. an employee, CCG Member, Member of the Governing Body, Members' Council or a member of a committee or a sub-committee of the CCG has an interest, or becomes aware of an interest which could lead to a conflict of interests when the CCG is considering an action or decision in relation to that interest, this must be considered as a potential conflict, and be subject to the provisions of this constitution.

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

8.3 **Declaring and Registering Interests**

8.3.1 The CCG will create and maintain registers of the interests of:

- a) Members of the CCG;
- b) Members of the Governing Body;
- c) Members of the Members' Council;
- d) The Members of its Governing Body and committees or sub-committees of the Governing Body;
- e) Representatives from the CCG participating in any joint committees established by the CCG in conjunction with another organisation such as a local authority;
- f) CCG employees.

8.3.2 The "Registers of Interest" will record all relevant personal and business interests as defined by the Conflicts of Interest Policy. The Registers of Interest is available for public inspection on written request. The registers is published on the CCG's website at: www.southwarwickshireccg.nhs.uk

8.3.3 Individuals identified at paragraph 8.3.1 above 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 to the Governing Body.

8.3.5 Any declaration of interest will be included in the Register of Interests. The Governing Body will ensure that the Register of Interest is reviewed regularly, and updated as necessary.

8.3.6 The Lay Member of the Governing Body, with particular responsibility for audit and governance, will make themselves available to provide advice to any individual who believes they have, or may have, a conflict of interest.

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

8.4 **Managing Conflicts of Interest: General**

8.4.1 Individual Members of the CCG, the Governing Body, Members' Council, committee or sub-committee and employees will comply with the arrangements determined by the CCG for managing conflicts or potential conflicts of interest.

8.4.2 The Governing Body will ensure that for every interest declared, either in writing or by oral declaration, arrangements are in place to manage conflicts of interests, to ensure the integrity of the CCG's decision making processes.

8.4.3 Arrangements for the management of conflicts of interest are to be determined by the Chair of the Governing Body and will include the requirement to put in writing to the relevant individual arrangements for managing the conflict of interests or potential conflicts of interests, within a week of declaration. The arrangements will confirm the following:

- a) when an individual should withdraw from 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 CCG'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 Chair of the Governing Body of the CCG.

8.4.5 Where an individual member, employee or person providing services to the CCG is aware of an interest which:

- a) has not been declared, either in the register or orally, they will declare this at the start of the meeting;
 - b) has previously been declared, in relation to the scheduled or likely business of the meeting,
- 8.4.6 The individual concerned will bring this to the attention of the Chair of the meeting, together with details of arrangements which have been confirmed for the management of the conflict of interests or potential conflict of interests. The Chair of the meeting will then determine how this should be managed and inform the declarer of their decision. Where no arrangements have been confirmed, the Chair of the meeting may require the declarer to withdraw from the meeting or part of it. The declarer will then comply with these arrangements, which must be recorded in the minutes of the meeting.
- 8.4.7 Where the Chair of any meeting of the CCG, the Governing Body or Members' Council 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.
- 8.4.8 Any declarations of interests, and arrangements agreed, in any meeting of the CCG, Members' Council, Governing Body, committees or sub-committees, will be recorded in the minutes.
- 8.4.9 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.
- 8.4.10 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 standing orders and/or terms of reference for the meeting in question. Where the meeting is not quorate, owing to the absence of certain members, the discussion will be deferred until such time as a quorum can be convened. Where a quorum cannot be convened from the membership of the meeting, owing to the arrangements for managing conflicts of interest or potential conflicts of interests, the Chair of the meeting shall consult with the officer

responsible for management of conflicts of interest on behalf of the CCG on the appropriate action to be taken. This may include:

- a) requiring another of the Governing Body's committees or sub-committees (as appropriate) which can be quorate to progress the item of business, or if this is not possible;
- b) inviting on a temporary basis one or more of the following to make up the quorum (where these are permitted members of the Governing Body or committee / sub-committee in question) so that the CCG can progress the item of business;
 - a member of the CCG who is an individual;
 - an individual appointed by a member to act on its behalf in the dealings between it and the CCG;
 - a member of the Health and Wellbeing Board;
 - a member of a Governing Body of another CCG.

8.4.11 These arrangements must be recorded in the minutes.

8.4.12 In any transaction undertaken in support of the exercise of its commissioning functions (including conversations between two or more individuals, e-mails, correspondence and other communications), individuals must ensure, where they are aware of an interest, that they conform to the arrangements confirmed for the management of that interest. Where an individual has not had confirmation of arrangements for managing the interest, they must declare their interest at the earliest possible opportunity in the course of that transaction, and declare that interest as soon as possible thereafter. The individual must also inform either their line manager (in the case of employees), or the Governing Body of the transaction.

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

8.5 Managing Conflicts of Interest: Contractors

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

8.5.2. Anyone contracted to provide services or facilities directly to the CCG 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.

8.5.3 Individuals contracted to work on behalf of the CCG or otherwise providing services or facilities to the CCG will be made aware of their obligation with regard to declaring conflicts or potential conflicts of interest. This requirement will be written into their contract for services.

8.6 Transparency in Procuring Services

8.6.1 The CCG recognises the vital importance of ensuring its decisions on the procurement of services do not call into question the motives behind that decision. The CCG will procure services in a manner that is open, transparent, non-discriminatory and fair to all potential providers.

8.6.2 The CCG will publish a Procurement Strategy which will ensure that:

- a) all relevant clinicians (not just members of the CCG) 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 Strategy will be available on the CCG's website at www.southwarwickshireccg.nhs.uk .

9. Employment, Remuneration and Expenses

9.1 NHS South Warwickshire Clinical Commissioning Group as an Employer

- 9.1.1 The CCG 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 CCG.
- 9.1.2 The CCG 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.
- 9.1.3 The CCG 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.
- 9.1.4 The CCG 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 CCG will also maintain and publish policies on all aspects of human resources management, including grievance and disciplinary matters.
- 9.1.5 The CCG 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.
- 9.1.6 The CCG will ensure that employees' behaviour reflects the vision, aims and values set out above.
- 9.1.7 The CCG will ensure that it complies with all aspects of employment law.
- 9.1.8 The CCG 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.
- 9.1.9 The CCG will adopt a Code of Conduct for staff and will maintain and promote effective 'whistleblowing' procedures to ensure that concerned staff have the means through which to voice their concerns.

9.1.10 Copies of this Code of Conduct, together with the other policies and procedures outlined in this chapter, will be available on the CCG's website at www.southwarwickshireccg.nhs.uk .

9.1.11 "The CCG recognises and confirms that nothing in or referred to in this constitution (including in relation to the issue of any press release or other public statement or disclosure) will prevent or inhibit the making of any protected disclosure (as defined in the Employment Rights Act 1996, as amended by the Public Interest Disclosure Act 1998) by any member of the group, any member of its governing body, any member of any of its committees or sub-committees or the committees or sub-committees of its governing body, or any employee of the group or of any of its members, nor will it affect the rights of any worker (as defined in that Act) under that Act."

9.2 **Appointment and Remuneration Staff**

9.2.1 The CCG may appoint such persons to be employees of the CCG as it considers appropriate. The CCG must:

- a) employ its employees on such terms and conditions as the CCG considers appropriate; and
- b) pay its employees, remuneration and travelling or other allowances as determined by the Governing Body.

9.2.2 The CCG may, for or in respect of such of its employees as it may determine, make arrangements for providing pensions, allowances or gratuities. Such arrangements may include the establishment and administration, by the CCG or another party, or one of more pension schemes.

9.2.3 The arrangements described at paragraph 9.2.1 above include arrangements for the provision of pensions, allowances or gratuities by way of compensation to or in respect of employees who suffer loss of office or employment or loss or diminution of emoluments.

9.2.4 In settling remuneration levels, pension arrangements, allowances, gratuities and any other payments for CCG employees, the CCG will need to have regard to any national directives and agreements including those set out within the NHS Agenda for Change.

9.3 **Remuneration of the Governing Body**

9.3.1 The CCG will pay members of the Governing Body such remuneration and travelling or other allowances, pensions and/or gratuities as it considers appropriate.

- 9.3.2 The arrangements described at paragraph 9.2 above may include the establishment and administration, by the CCG or another party, of one or more pension schemes of which the members of the Governing Body may become members.
- 9.3.3 The arrangements described at paragraph 9.2 include arrangements for the provision of pensions, allowances or gratuities by way of compensation to or in respect of any members of the Governing Body who suffer loss or diminution of emoluments.
- 9.3.4 Paragraph 9.3.2 does not apply to Members or employees of Members of the CCG.
- 9.3.5 For the avoidance of doubt, the CCG may make arrangements for the provision of pensions for employees in accordance with paragraph 9.2 and such employees shall not also be entitled to become members of any pension scheme established pursuant to paragraph 9.3.3 by virtue of their membership of the Governing Body.

9.4 **Accountable Officer**

- 9.4.1 The CCG must have an Accountable Officer.
- 9.4.2 The Accountable Officer is to be appointed by the NCB and confirmed by the Members' Council.
- 9.4.2 The CCG may, for or in respect of its Accountable Officer, make arrangements for providing remuneration and travelling or other allowances, pensions, allowances or gratuities, including arrangements for the provision of pensions, allowances or gratuities by way of compensation to or in respect of the Accountable Officer where that Accountable Officer suffers loss of office or loss or diminution of emoluments.

9.5 **Chief Financial Officer**

- 9.5.1 The CCG must have an Chief Financial Officer.
- 9.5.2 The Chief Financial Officer is to be appointed by NHSE and confirmed by the Members' Council.
- 9.5.3 The CCG may, for or in respect of its Chief Financial Officer, make arrangements for providing remuneration and travelling or other allowances, pensions, allowances or gratuities, including arrangements for the provision of pensions, allowances or gratuities by way of compensation to or in respect of the Chief Financial Officer where that Chief Financial Officer suffers loss of office or loss or diminution of emoluments.

9.6 Additional Powers in Respect of Payment of Allowances

9.6.1 The CCG may pay such travelling or other allowances as it considers appropriate to any of the following:

- a) Members of the CCG who are individuals;
- b) Individuals, including Member Representatives, authorised to act on behalf of a Member in dealings between the Member and the CCG; and
- c) Members of any committee or sub-committee of the Governing Body.

10. Transparency, Ways of Working and Standing Orders

10.1 General

10.1.1 The CCG will publish and make publicly available an annual update of its Commissioning Strategy, an Annual Commissioning Intentions document and its annual report. These documents will be presented at an open public meeting of the Governing Body.

10.1.2 Key communications issued by the CCG, including the notices of procurements, public consultations, Governing Body meeting dates, times, venues, and certain papers will be published on the CCGs website at www.southwarwickshireccg.nhs.uk .. They will also be made available for inspection at the main office(s) of the CCG and at local libraries within the CCG's boundaries.

10.1.3 The CCG 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 CCG will operate. They are the:

- a) **Standing orders (Appendix 3)** – which sets out the arrangements for meetings and the appointment processes to elect the CCGs representatives and appoint to the CCGs committees, including the Governing Body;
- b) **Scheme of reservation and delegation (Appendix5)** – which sets out those decisions that are reserved for the membership as a whole and those decisions that are the responsibilities of the CCG's Governing Body, the Governing Body's committees and sub-committees, of individual members and employees;
- c) **Prime financial policies (Appendix 12)** – which sets out the arrangements for managing the CCG's financial affairs.