

**NHS WOLVERHAMPTON
CLINICAL COMMISSIONING GROUP**

CONSTITUTION

NHS Wolverhampton Clinical Commissioning Group Constitution

Version	Effective Date	Changes
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1 Introduction

1.1 Name

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

1.2 Statutory Framework

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

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

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

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

1.2.4 The CCG is subject to an annual assessment of its performance by NHS England which has powers to provide support or to intervene where it is

satisfied that a CCG is failing, or has failed, to discharge any of our functions or that there is a significant risk that it will fail to do so.

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

1.3 Status of this Constitution

- 1.3.1** This CCG was first authorised on 1 April 2013.

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

- 1.3.3** The constitution is published on the CCG website at <https://wolverhamptonccg.nhs.uk/about-us/our-members-constitution>

1.4 Amendment and Variation of this Constitution

- 1.4.1** This constitution can only be varied in two circumstances.

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

- 1.4.2** The accountable officer may periodically propose amendments to the Scheme of Reservation and Delegation, which shall be considered and approved by the Governing Body unless:

- a) Changes are proposed to the powers reserved to the membership; or
- b) At least half (50%) of all the Governing Body member practice representatives (including the Chair) formally request that the amendments be put before the membership for approval
- c) The Accountable Officer may periodically propose amendments to the constitution which shall be considered and approved by the Governing Body unless:
 - Changes are thought to have a material impact
 - Changes are proposed to the reserved powers of the members;

- Two or more of the elected Governing Body Members formally request that the amendments be put before the membership for approval

1.4.3 The CCG's Governing Body will be responsible for making applications to NHS England for varying the constitution, including any consultation with member practices and other stakeholders as required.

1.5 Related documents

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

- a) **Standing orders** – which set out the arrangements for meetings and the selection and appointment processes for the CCG's Committees, and the CCG Governing Body (including Committees).
- b) **The Scheme of Reservation and Delegation** – sets out those decisions that are reserved for the membership as a whole and those decisions that have been delegated by the CCG or the Governing Body
- c) **Prime financial policies** – which set out the arrangements for managing the CCG's financial affairs.
- d) **Standing Financial Instructions** – which set out the delegated limits for financial commitments on behalf of the CCG.
- e) **The CCG Governance Handbook** – which includes:
 - Committee terms of reference – including the terms of reference for the Joint Commissioning Committee with Dudley, Sandwell and West Birmingham and Walsall CCGs;
 - Declaring and Managing Interests Policy – Which sets out in detail how the CCG will manage any conflicts of Interest.
 - Prime Financial Policies
 - The Scheme of Reservation and Delegation
 - The Group's Detailed Scheme of Delegation
 - Roles and Responsibilities of Governing Body Members

- Guidance on CCG reports

1.6 Accountability and transparency

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

- a) publish our constitution and other key documents including the CCG Governance Handbook and key policies;
- b) appoint independent lay members and non-GP clinicians to our Governing Body;
- c) manage actual or potential conflicts of interest in line with NHS England's statutory guidance *Managing Conflicts of Interest: Revised Statutory Guidance for CCGs 2017* and expected standards of good practice (see also part 6 of this constitution);
- d) hold Governing Body meetings in public (except where we believe that it would not be in the public interest);
- e) publish an annual commissioning strategy that takes account of priorities in the health and wellbeing strategy;
- f) procure services in a manner that is open, transparent, non-discriminatory and fair to all potential providers and publish a Procurement Strategy;
- g) involve the public, in accordance with its duties under section 14Z2 of the 2006 Act, and as set out in more detail in the CCG's Governance Handbook and Engagement Strategy.
- h) When discharging its duties under section 14Z2, the CCG will ensure that it delivers the following Statement of Principles and requires that its compliance with this Statement to be monitored by the Quality and Safety Committee
 - To work in partnership with patients and the local community to secure the best care for them by:-
 - commissioning high quality, patient-centred care;
 - improving patient care by focussing on quality, including outcomes;

- adhering to evidenced based decision making;
 - treating patients, carers and their representatives with respect;
 - being open about what is possible, what cannot be changed and why;
 - involving local people in decision making;
 - responding to concerns and views and demonstrate how we have responded and what impact this has had;
 - including those who are marginalised and considered 'seldom heard', by understanding our communities and stakeholders and valuing partnership working;
 - undertaking decision making in a fair way so that no group is significantly disadvantaged by the decisions we take; and
 - demonstrating a commitment to learning and development, exploring different ways of working and evaluating and implementing our learning for continual improvement.
 - To publish information about health services on our website and adopting engagement activities that meet the specific needs of our different patient groups and communities; and
 - To develop processes for potential or actual changes to commissioning arrangements that include consultation with or the provision of information to individuals who could or would be impacted by those changes.
- i) comply with local authority health overview and scrutiny requirements;
- j) meet annually in public to present an annual report which is then published;
- k) produce annual accounts which are externally audited;
- l) publish a clear complaints process;
- m) comply with the Freedom of Information Act 2000 and with the Information Commissioner Office requirements regarding the publication of information relating to the CCG;
- n) provide information to NHS England as required; and
- o) be an active member of the local Health and Wellbeing Board.

- 1.6.2** In addition to these statutory requirements, the CCG will demonstrate its accountability by:
- a) Publishing records of procurement decisions made by the CCG.
 - b) Publishing registers of interest held by Member practices, Governing Body and Committee members and staff.
 - c) Encouraging Members of the Public to ask questions at public meetings of the CCG Governing Body and Primary Care Committee
 - d) Publishing details of how the CCG uses personal data in line with the Data Protection Act 2018.

1.7 Liability and Indemnity

1.7.2 The CCG is a body corporate established and existing under the 2006 Act. All financial or legal liability for decisions or actions of the CCG resides with the CCG as a public statutory body and not with its Member practices.

1.7.3 No Member or former Member, nor any person who is at any time a proprietor, officer or employee of any Member or former Member, shall be liable (whether as a Member or as an individual) for the debts, liabilities, acts or omissions, howsoever caused by the CCG in discharging its statutory functions.

1.7.4 No Member or former Member, nor any person who is at any time a proprietor, officer or employee of any Member of former Member, shall be liable on any winding-up or dissolution of the CCG to contribute to the assets of the CCG, whether for the payment of its debts and liabilities or the expenses of its winding-up or otherwise.

1.7.5 The CCG may indemnify any Member practice representative or other officer or individual exercising powers or duties on behalf of the CCG in respect of any civil liability incurred in the exercise of the CCGs' business, provided that the person indemnified shall not have acted recklessly or with gross negligence.

2 Area Covered by the CCG

2.1.1 The area covered by the CCG is the City of Wolverhampton.

3 Membership Matters

3.1 Membership of the Clinical Commissioning Group

3.1.1 The CCG is a membership organisation.

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

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

Practice Name	Address
Alfred Squire Medical Practice	Alfred Squire Road, Wednesfield, WV11 1XU
Ashfield Road Surgery	39 Ashfield Road, Fordhouses WV10 6QX
Ashmore Park Health Centre	Griffiths Drive, Ashmore Park, WV11 2LH
Bilston Urban Village Medical Centre	Bankfield Road, Bilston, WV14 0EE
Cannock Road Surgery	60 Cannock Road, Wednesfield, WV10 8PJ
Castlecroft Medical Practice	Castlecroft Avenue, Castlecroft, WV38JN
Coalway Road Surgery	119 Coalway Road, Penn, WV3 7NA
Dr Bilas	75 Griffiths Drive, Wednesfield, WV11 2JN
Dr Fowler	470 Stafford Road, Oxley, WV10 6AR
Dr Mudigonda	Bilston Health Centre, Prouds Lane, Bilston WV14 6PW
Dr Whitehouse	The Surgery 199 Tettenhall Road, Wolverhampton, WV6 0DD
Duncan Street Primary Care Centre	Duncan Street, Blakenhall, WV2 3AN
East Park Medical Practice	Jonesfield Crescent, East Park, WV1 2LW
Ettingshall Medical Centre	Herbert Street, Ettingshall, WV14 0NF
Fordhouses Medical Centre	68 Marsh Lane, Fordhouses, WV10 6RU

Practice Name	Address
Health and Beyond	Grove Medical Centre 175 Steelhouse Lane Wolverhampton, WV2 2AU
IH Medical Practice	Bilston Health Centre, Prouds Lane, Bilston WV14 6PW
Keats Grove Surgery	17 Keats Grove, The Scotlands, WV10 8LY
Lea Road Medical Practice	35 Lea Road, Pennfields, WV3 0LS
Mayfield Medical Centre	272 Willenhall Road, Wolverhampton, WV1 2GZ
MGS Medical Practice	191 First Avenue, Low Hill, WV10 9SX
Penn Manor Medical Centre	Manor Road, Penn, WV4 5PY
Penn Surgery	2A Coalway Road, Penn, WV3 7LR
Pennfields Medical Centre	Upper Zoar Street, Wolverhampton, WV3 0JH
Poplars Medical Practice	122 Third Avenue, Low Hill, WV10 9PG
Prestbury Medical Practice	81 Prestwood Road West, Wednesfield, WV11 1HT
Primrose Lane Clinic	Primrose Lane, The Scotlands, WV10 8RN
Probert Road Surgery	Probert Road, Wolverhampton, WV10 6UF
Showell Park Health Centre	Fifth Avenue, Showell Park, Low Hill, WV10 9ST
Tettenhall Medical Practice	Lower Street, Tettenhall, WV6 9LL
The Bilston Family Practice	Prouds Lane, Bilston, WV14 6PW
The Newbridge Surgery	255 Tettenhall Road, Wolverhampton, WV6 0DE
The Surgery	Hill Street, Bradley, WV14 8SE
Thornley Street Surgery	40 Thornley Street, Wolverhampton, WV1 1JP
Tudor Medical Practice	1 Tudor Road, Heath Town, WV10 0LT
Warstones Health Centre	Pinfold Grove, Penn, WV4 4PS

Practice Name	Address
West Park Surgery	Park Road West, Park Dale, WV1 4PW
Whitmore Reans Health Centre	Lowe Street, Whitmore Reans, WV6 0QL
Woden Road Surgery	Woden Road, Wolverhampton, WV10 0BD

3.2 Nature of Membership and Relationship with CCG

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

3.3 Members' Rights

3.3.2 All member practices have the right to participate in the decision making responsibilities of the CCG Membership, which are set out in the CCG's Scheme of Reservation and Delegation.

3.3.3 All Member practices also have the following general rights:-

- To participate in the Election of the CCG Chair and GP Governing Body Members;
- To Call, in line with the procedures in the CCG's Standing Orders, Extraordinary meetings of the CCG Membership;
- To feed their views to the Governing Body via the elected GP members;
- To participate in CCG decision making by attending and contributing to committees, programme boards and other relevant forums; and
- To suggest matters of interest for discussion at CCG members' meetings.

3.4 Members' Meetings

3.4.2 The Members of the CCG will meet on a quarterly basis. Where possible, dates of meetings will be planned well in advance but in any event at least two week's notice of the date of the meeting will be given.

3.4.3 All Member practices will be invited and entitled to attend and, in addition to carrying out any decision making required will discuss matters of interest set out on the agenda for the meeting.

3.4.4 Meetings of the Membership will be Chaired by the Governing Body Chair. Other details of the rules governing the conduct of the meetings will be set out in the CCG's standing orders.

3.5 Practice Representatives

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

3.6.2 The roles and responsibilities of the practice representatives and the arrangements the CCG has put in place to engage with them are set out in the Roles and Responsibilities section of the CCG's Governance handbook.

4 Arrangements for the Exercise of our Functions.

4.1 Good Governance

4.1.2 The CCG will, at all times, observe generally accepted principles of good governance. These include 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 and the following specific mechanisms:

- Use of the governance toolkit for CCGs www.ccggovernance.org;
- Undertaking regular governance reviews;
- Adoption of standards and procedures that facilitate speaking out and the raising of concerns including appointing a freedom to speak up guardian;
- The Good Governance Standard for Public Services;
- The standards of behaviour published by the Committee on Standards in Public Life (1995) known as the 'Nolan Principles';
- the seven key principles of the NHS Constitution;
- Relevant legislation including such as the Equality Act 2010; and
- The standards set out in the Professional Standard Authority's guidance 'Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England'.

4.2 General

4.2.1 The CCG will:

- a) comply with all relevant laws, including regulations;
- b) comply with directions issued by the Secretary of State for Health or NHS England;

- c) have regard to statutory guidance including that issued by NHS England; and
- d) take account, as appropriate, of other documents, advice and guidance.

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

4.3 Authority to Act: the CCG

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

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

4.4 Authority to Act: the Governing Body

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

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

5 Procedures for Making Decisions

5.1 Scheme of Reservation and Delegation

5.1.2 The CCG has agreed a scheme of reservation and delegation (SoRD) which is published in full on the CCG's website <https://wolverhamptonccg.nhs.uk/about-us/our-members-constitution>

5.1.3 The CCG's SoRD sets out:

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

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

5.2 Standing Orders

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

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

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

5.3 Financial Policies and Delegated Authority

5.3.2 The CCG has agreed Prime Financial Policies, Detailed Financial Policies and a Detailed Scheme of Delegation which include the delegated limits of financial authority set out in the SoRD.

5.3.3 A copy of the Delegated Financial Limits is included at Appendix 4 and form part of this constitution.

5.4 The Governing Body: Its Role and Functions

5.4.2 The Governing Body has statutory responsibility for:

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

5.4.3 The CCG has also delegated the following additional functions to the Governing Body which are also set out in the SoRD. Any delegated

functions must be exercised within the procedural framework established by the CCG and primarily set out in the Standing Orders and Financial Policies:

- a) Delivery of the duty to promote a comprehensive health service;
- b) Approval of the group's operating structure;
- c) Approval of the group's detailed scheme of delegation, setting out the key operational decisions delegated to individual employees of the group;
- d) Approval of the delegation of powers to the group's joint committee with Wolverhampton City Council;
- e) Approval of the delegation of powers to representatives of the group under any joint or collaborative arrangements with other clinical commissioning groups;
- f) Approval of proposed changes to the Prime Financial Policies
- g) Approval of the group's commissioning strategy, plans and policies, together with any arrangements for consultation thereon, and its procurement strategy;
- h) Approval of the group's budgets and any variations thereto which are significant enough to impact on the group's ability to meet its statutory duties and/or agreed strategic aims;
- i) Approval to award any contract of a higher value than that specified in Standing Financial Instructions;
- j) Approval of the group's annual report and annual accounts;
- k) Approval of arrangements by the group to form or participate in forming a company and invest in and/or provide loans and guarantees and make other financial provision to the company;
- l) Approval of grants and loans to voluntary organisations;
- m) Approval of action plans to address risks to the achievement of strategic objectives or acceptance of the risk as currently assessed; and

- n) Determination of arrangements for external audit services.

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

5.5 Composition of the Governing Body

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

5.5.2 The National Health Service (Clinical Commissioning Groups) Regulations 2012 set out a minimum membership requirement of the Governing Body of:

- The Chair – who is a GP elected by all of the practices in the City;
- The Accountable Officer;
- The Chief Finance Officer;
- A Secondary Care Specialist;
- A registered nurse – who is the Group’s Director of Nursing and Quality;
- Two lay members:
 - one who has qualifications expertise or experience to enable them to lead on audit and governance matters; and another who
 - has knowledge about the CCG area enabling them to express an informed view about discharge of the CCG functions

5.5.3 The CCG has agreed the following additional members:

- a) A third lay member with experience of Financial matters who Chairs the Finance and Performance Committee and acts as Deputy Chair of the Primary Care Committee;

- b) 6 GPs elected by member practices to ensure that groupings of primary care in Wolverhampton are represented in proportion with the patient list of practices within each group at the point the election takes place.
- c) A Practice Manager, working at a member practice.
- d) The Group's Deputy Accountable Officer and Director of Strategy and Transformation.
- e) The Group's Director of Operations.

5.6 Additional Attendees at the Governing Body Meetings

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

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

- The City of Wolverhampton's Director of Public Health
- The City of Wolverhampton's Director of Adult Services
- A Representative of the Wolverhampton Local Medical Council
- A Representative of Healthwatch Wolverhampton

5.7 Appointments to the Governing Body

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

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

5.8 Committees and Sub-Committees

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

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

- 5.8.4** Each Committee and Sub-Committee established by either the CCG or the Governing Body operates under terms of reference and membership agreed by the CCG or Governing Body as relevant. Appropriate reporting and assurance mechanisms must be developed as part of agreeing terms of reference for Committees and Sub-Committees.
- 5.8.5** With the exception of the Remuneration Committee, any Committee or Sub-Committee established in accordance with clause 5.8 may consist of or include persons other than Members or employees of the CCG.
- 5.8.6** All members of the Remuneration Committee will be members of the CCG Governing Body.

5.9 Committees of the Governing Body

- 5.9.2** The Governing Body will maintain the following statutory or mandated Committees:
- 5.9.3** **Audit and Governance Committee:** This Committee is accountable to the Governing Body and provides the Governing Body with an independent and objective view of the CCG's compliance with its statutory responsibilities. The Committee is responsible for arranging appropriate internal and external audit.
- 5.9.4** The Audit and Governance Committee will be chaired by a Lay Member who has qualifications, expertise or experience to enable them to lead on finance and audit matters and members of the Audit and Governance Committee may include people who are not Governing Body members.
- 5.9.5** **Remuneration Committee:** This Committee is accountable to the Governing Body and makes recommendations to the Governing Body about the remuneration, fees and other allowances (including pension schemes) for employees and other individuals who provide services to the CCG.
- 5.9.5** The Remuneration Committee will be chaired by a lay member other than the audit chair and only members of the Governing Body may be members of the Remuneration Committee.
- 5.9.6** **Primary Care Committee:** This committee is required by the terms of the delegation from NHS England in relation to primary care commissioning functions. The Primary Care Committee reports to the

Governing Body and to NHS England. Membership of the Committee is determined in accordance with the requirements of *Managing Conflicts of Interest: Revised statutory Guidance for CCGs 2017*. This includes the requirement for a lay member Chair and a lay Vice Chair.

5.9.7 None of the above Committees may operate on a joint committee basis with another CCG or CCGs.

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

5.9.9 The Governing Body has also established the following other Committees to assist it with the discharge of its functions.

- The **Commissioning Committee** – which supports the Governing and provides it with assurance in relation to the functions of the Group in relation to Commissioning Healthcare and managing healthcare contracts.
- The **Finance and Performance Committee** – which supports the Governing Body and provides it with assurance in relation to the finances and performance of the group.
- The **Quality and Safety Committee** – which supports the Governing Body and provides it with assurance in relation to the functions of the Group relating to monitoring and improving the quality of healthcare services and patient safety across Wolverhampton. The Committee is also responsible for providing assurance that the CCG is meeting its statutory duties in relation to safeguarding and commissioning services for Children and Young People with Special Educational Needs and Disabilities.

5.9.10 These Committees are set out in the SoRD and further information about these Committees, including terms of reference, are published in the CCG's Governance Handbook, which is available on the CCG's website www.wolverhamptonccg.nhs.uk.

5.10 Collaborative Commissioning Arrangements

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

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

- f) set out how contributions from the parties, including details around assets, employees and equipment to be used, will be agreed and managed;
- g) identify how disputes will be resolved and the steps required to safely terminate the working arrangements;
- h) specify how decisions are communicated to the collaborative partners.

5.11 Joint Commissioning Arrangements with Local Authority Partners

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

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

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

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

- a) agree formal and legal arrangements to make payments to, or receive payments from, the Local Authority, or pool funds for the purpose of joint commissioning;
- b) make the services of its employees or any other resources available to the Local Authority; and

- c) receive the services of the employees or the resources from the Local Authority.
- d) where the Governing Body makes an agreement with one or more Local Authority as described above, the agreement will set out the arrangements for joint working, including details of:
 - how the parties will work together to carry out their commissioning functions;
 - the duties and responsibilities of the parties, and the legal basis for such arrangements;
 - how risk will be managed and apportioned between the parties;
 - financial arrangements, including payments towards a pooled fund and management of that fund;
 - contributions from each party, including details of any assets, employees and equipment to be used under the joint working arrangements; and
 - the liability of the CCG to carry out its functions, notwithstanding any joint arrangements entered into.

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

5.11.5 The CCG has established Joint Commissioning arrangements with the City of Wolverhampton Council in line with national guidance for the Better Care Fund.

5.12 Joint Commissioning Arrangements – Other CCGs

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

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

- 5.12.3** The CCG may make arrangements with one or more other CCGs in respect of:
- a) delegating any of the CCG's commissioning functions to another CCG;
 - b) exercising any of the Commissioning Functions of another CCG; or
 - c) exercising jointly the Commissioning Functions of the CCG and another CCG.
- 5.12.4** For the purposes of the arrangements described at 5.12.3, the CCG may:
- a) make payments to another CCG;
 - b) receive payments from another CCG; or
 - c) make the services of its employees or any other resources available to another CCG; or
 - d) receive the services of the employees or the resources available to another CCG.
- 5.12.5** Where the CCG makes arrangements which involve all the CCGs exercising any of their commissioning functions jointly, a joint committee may be established to exercise those functions.
- 5.12.6** For the purposes of the arrangements described above, the CCG may establish and maintain a pooled fund made up of contributions by all of the CCGs working together jointly pursuant to paragraph 5.12.3 above. Any such pooled fund may be used to make payments towards expenditure incurred in the discharge of any of the commissioning functions in respect of which the arrangements are made.
- 5.12.7** Where the CCG makes arrangements with another CCG as described at paragraph 5.12.3 above, the CCG shall develop and agree with that CCG an agreement setting out the arrangements for joint working including details of:
- a) how the parties will work together to carry out their commissioning functions;

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

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

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

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

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

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

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

5.12.13 A list of the Joint Commissioning Arrangements the CCG has entered into is included in the Governance Handbook..

5.13 Joint Commissioning Arrangements with NHS England

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

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

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

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

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

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

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

- a) how the parties will work together to carry out their commissioning functions;
- b) the duties and responsibilities of the parties, and the legal basis for such arrangements;
- c) how risk will be managed and apportioned between the parties;

- d) financial arrangements, including, if applicable, payments towards a pooled fund and management of that fund;
- e) contributions from the parties, including details around assets, employees and equipment to be used under the joint working arrangements.

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

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

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

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

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

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

5.13.13 NHS England has delegated responsibility for commissioning Primary Medical Services to the CCG. The specific functions delegated to the CCG are set out in the delegation agreement which is appended to the

Terms of Reference for the Primary Care Committee in Appendix 2 of this Constitution.

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

6.1 Conflicts of Interest

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

- d) Provide independent advice and judgment to staff and members where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation
- e) Provide advice on minimising the risks of conflicts of interest.

6.2 Declaring and Registering Interests

- 6.2.1** The CCG will maintain registers of the interests of those individuals listed in the CCG's policy.
- 6.2.2** The CCG will, as a minimum, publish the registers of conflicts of interest and gifts and hospitality of decision making staff at least annually on the CCG website and make them available at our headquarters upon request.
- 6.2.3** All relevant persons for the purposes of NHS England's statutory guidance *Managing Conflicts of Interest: Revised Statutory Guidance for CCGs 2017* must declare any interests. Declarations should be made as soon as reasonably practicable and by law within 28 days after the interest arises. This could include interests an individual is pursuing. Interests will also be declared on appointment and during relevant discussion in meetings.
- 6.2.4** The CCG will ensure that, as a matter of course, declarations of interest are made and confirmed, or updated at least annually. All persons required to, must declare any interests as soon as reasonable practicable and by law within 28 days after the interest arises.
- 6.2.5** Prior to any appointment being made to the Governing Body, individuals will make a declaration of their interests in order to assess whether any identified conflicts would prevent the individual concerned making a full and proper contribution to the governing body. If such significant conflicts do exist, the individual concerned will be excluded from the appointment process
- 6.2.6** Interests (including gifts and hospitality) of decision making staff will remain on the public register for a minimum of six months. In addition, the CCG will retain a record of historic interests and offers/receipt of gifts and hospitality for a minimum of six years after the date on which it expired. The CCG's published register of interests states that historic interests are retained by the CCG for the specified timeframe and details of whom to contact to submit a request for this information.

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

6.3 Training in Relation to Conflicts of Interest

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

6.4 Standards of Business Conduct

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

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

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

Appendix 1: Definitions of Terms Used in This Constitution

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

Sub-Committee	A Committee created by and reporting to a Committee.
Governing Body	The body appointed under section 14L of the NHS Act 2006, with the main function of ensuring that a Clinical Commissioning Group has made appropriate arrangements for ensuring that it complies with its obligations under section 14Q under the NHS Act 2006, and such generally accepted principles of good governance as are relevant to it.
Governing Body Member	Any individual appointed to the Governing Body of the CCG
Healthcare Professional	<p>A Member of a profession that is regulated by one of the following bodies:</p> <ul style="list-style-type: none"> the General Medical Council (GMC) the General Dental Council (GDC) the General Optical Council; the General Osteopathic Council the General Chiropractic Council the General Pharmaceutical Council the Pharmaceutical Society of Northern Ireland the Nursing and Midwifery Council the Health and Care Professions Council <p>any other regulatory body established by an Order in Council under Section 60 of the Health Act 1999</p>
Lay Member	A lay Member of the CCG Governing Body, appointed by the CCG. A lay Member is an individual who is not a Member of the CCG or a healthcare professional (as defined above) or as otherwise defined in law.
Primary Care Commissioning Committee	A Committee required by the terms of the delegation from NHS England in relation to primary care commissioning

	functions. The Primary Care Commissioning Committee reports to NHS England and the Governing Body
Professional Standards Authority	An independent body accountable to the UK Parliament which help Parliament monitor and improve the protection of the public. Published <i>Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England</i> in 2013
Member/ Member Practice	A provider of primary medical services to a registered patient list, who is a Member of this CCG.
Member practice representative	Member practices appoint a healthcare professional to act as their practice representative in dealings between it and the CCG, under regulations made under section 89 or 94 of the 2006 Act or directions under section 98A of the 2006 Act.
NHS England	The operational name for the National Health Service Commissioning Board.
Registers of interests	Registers a group is required to maintain and make publicly available under section 14O of the 2006 Act and the statutory guidance issues by NHS England, of the interests of: the Members of the group; the Members of its CCG Governing Body; the Members of its Committees or Sub-Committees and Committees or Sub-Committees of its CCG Governing Body; and Its employees.
STP	Sustainability and Transformation Partnerships – the framework within which the NHS and local authorities have come together to plan to improve health and social care over the next few years. STP can also refer to the formal proposals agreed between the NHS and local councils – a “Sustainability and Transformation Plan”.

Joint Committee

Committees from two or more organisations that work together with delegated authority from both organisations to enable joint decision-making

Appendix 2: Committee Terms of Reference

Audit and Governance Committee

1. Introduction

The Audit and Governance Committee (AGC) is established in accordance with paragraph 5.9.2 of NHS Wolverhampton Clinical Commissioning Group's constitution, standing orders and scheme of delegation. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the AGC and shall have effect as if incorporated into the constitution and standing orders.

The AGC will evaluate its own performance and terms of reference annually. Any resulting changes to the terms of reference and/or concerns in relation to performance evaluation will be received and considered for approval by the governing body before becoming part of an application for variation to be approved by the group and submitted to NHS England. The terms of reference will be published on the group's website (www.wolverhamptonccg.nhs.uk/about-us/our-members-constitution) and available by post or email, if requested.

2. Membership

The lay member of the governing body appointed by virtue of the qualifications, expertise or experience enabling that appointee to express informed views about financial management, audit matters, and to take a lead role in overseeing key elements of governance, will be the Chair of the AGC for as long as the appointee holds that position and remains a member of the governing body

In the event of the Chair of the AGC being unable to attend all or part of a meeting, the Chair will nominate a replacement Lay Member from within the membership to deputise for that meeting.

The other members of the AGC will be appointed by the group such that the AGC has at least three members, of whom at least two, are separately appointed lay members to support the Chair.

The chair of the governing body, the Accountable Officer, the Chief Finance Officer and any employees of the group (including the Executive Nurse) will not be eligible for membership of the AGC.

No individual who could not be a member of the group's governing body by virtue of Schedule 5 of the 2012 Regulations (SI 2012/1631) will be eligible to be a non-governing body member of the governing body's AGC.

Always provided that they remain eligible as described above, other members of the AGC will hold office for a term of three years and will only be eligible to serve two consecutive terms.

The AGC or any member(s) of it (subject to the agreement of the Chair of AGC) shall have unlimited access to AGC's professional advisors including internal and external audit, on a formal or informal basis, irrespective of whether this shall be in a scheduled meeting of AGC or between such meetings.

3. In Attendance

The Chief Finance Officer, appointed external auditor and head of internal audit will be invited to attend or be represented at all or part of each meeting of the AGC. At least once a year, AGC members should meet privately with the external and internal auditors.

The local counter fraud specialist should attend at least one meeting a year. Regardless of attendance, external audit, internal audit, local counter fraud, local security management and NHS Protect will have full and unrestricted rights of access to the AGC.

The Accountable Officer will be invited to at least one meeting a year to discuss the overall processes for assurance that support the governance statement, as well as the meeting at which the AGC considers the annual accounts.

Other employees of the group or persons providing services to it may be invited to attend when the AGC is discussing areas of risk or operation that are the responsibility of that person.

The chair of the governing body may also be invited to attend one meeting each year in order to have an understanding of the committee's business, as well as the meeting at which the AGC considers the annual accounts.

4. Secretary

A named individual (or his/her nominee) shall be responsible for supporting the Chair in the management of the AGC's business and for drawing members' attention to best practice, national guidance and other relevant documents as appropriate.

5. Quorum

A meeting of the AGC will be quorate provided that two members are present of whom at least one is a member of the governing body.

6. Voting

Should a vote need to be taken, only the members of AGC shall be allowed to vote. In the event of a tied vote, the Chair shall have a second and casting vote.

7. Frequency and notice of meetings

The AGC will meet at least four times per annum with meeting dates scheduled in advance for at least 12 months, save in an emergency when the Chair of AGC may call a meeting either of his/her own volition or at the request of a member(s) with the Chair's consent. No unscheduled or rescheduled meetings will take place without members usually having at least ten days' notice of the date and in an emergency, standing order 3.8 (Emergency Powers and Urgent Decisions shall apply).

The agenda and supporting papers will be circulated to all members at least five working days before the date the meeting will take place, unless a shorter time period for circulation of papers is necessary due to a meeting being re-scheduled at short notice.

The external auditors or head of internal audit can request a meeting in addition to those scheduled if they consider that one is necessary.

8. Remit, duties and responsibilities

The AGC is accountable to the group's governing body and its remit is to provide the governing body with an independent and objective view of the group's systems, information and compliance with laws, regulations and directions governing the group. It will deliver this remit in the context of the group's priorities, as they emerge and develop, and the risks associated with achieving them.

The AGC shall critically review the group's financial reporting and internal control principles and ensure that an appropriate relationship with both internal and external auditors is maintained.

The specific duties required of the AGC are:

- i) reviewing the group's adherence to the principles of good governance;
- ii) monitoring the group's performance in delivering:
 - (a) the duty to act effectively, efficiently and economically;
 - (b) its general financial duties as regards expenditure not exceeding allotments and use of resources, both total and specified types, not exceeding specified amounts;
- iii) monitoring the group's performance in delivering the duties relating to:
 - (a) acting consistently with the promotion of a comprehensive health service and the mandate issued for each financial year by the Secretary of State to NHS England;
 - (b) obtaining appropriate advice as part of processes for potential or actual changes to commissioning arrangements.
- iv) reviewing the reasonableness of any decision (under Standing Order 3.9) to suspend Standing Orders and considering reports on any suspension of Standing Orders at any meeting and any non-compliance with Prime Financial Policies, scrutinising any proposed changes thereto and determining any referring action or ratification;
- v) reviewing the group's arrangements to manage all risks and receive appropriate assurance thereon through an integrated governance framework;
- vi) satisfying itself that there is an effective internal audit service and adequate arrangements for countering fraud, reviewing the work and findings of the external auditors and approving any changes to the provision of delivery of assurance services to the group;
- vii) reviewing the annual report and financial statements before submission to the governing body and the group; and
- viii) scrutinising any proposed changes to Prime Financial Policies.

Integrated governance, risk management and internal control

The AGC will review and approve the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the group's activities that support the achievement of the group's objectives.

Its work will dovetail with that of the Quality and Safety Committee, which the group has established in order to seek assurance that robust clinical quality is in place.

In particular, the AGC will review the adequacy and effectiveness of:

- all risk and control related disclosure statements, (in particular the governance statement), together with any appropriate independent assurances, prior to endorsement by the group;

- underlying assurance processes, including the work of the other committees of the governing body, that indicate the degree of achievement of group objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;
- policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self- certification;
- policies and procedures for all work related to fraud and corruption as set out in Secretary of State's directions and as required by NHS Protect.

In carrying out this work the AGC will primarily utilise the work of internal audit, external audit and other assurance functions but will not be limited to these sources.

It will also seek reports and assurances from those working for and providing services to the group as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

This will be evidenced through the AGC's use of an effective assurance framework to guide its work and that of the audit and assurance functions that report to it.

Internal audit

The AGC will ensure that there is an effective internal audit function that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to AGC, the Accountable Officer and the group. This will be achieved through:

- consideration of the provision of the internal audit service, its cost and any questions of resignation and dismissal;
- review and approval of the internal audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework;
- considering the major findings of internal audit work (and management's response) and ensuring co-ordination between the internal and external auditors to optimise use of audit resources;
- ensuring that the internal audit function is adequately resourced and has appropriate standing within the group;
- an annual review of the effectiveness and the level of satisfaction with the services of internal audit;
- approval of the internal audit charter.

External audit

The AGC will review the work and findings of the external auditors and consider the implications of their reports and any management responses to their work.

This will be achieved by:

- consideration of the performance of the external auditors, as far as the rules governing the appointment permit;
- discussion and agreement with the external auditors, before the audit commences, on the nature and scope of the audit as set out in the annual plan, and ensuring co-ordination, as appropriate, with other external auditors in the local health economy;
- discussion with the external auditors of their local evaluation of audit risks and assessment of the group and associated impact on the audit fee;
- a review of all external audit reports including the report to those charged with governance, agreement of the annual audit letter before its submission to the group and work undertaken outside the annual audit plan, together with the appropriateness of management responses.

Other assurance functions

The AGC shall review the findings of other significant assurance functions, both internal and external, including regulators and inspectors, and consider the implications for the governance of the group. The AGC will approve any changes to the provision or delivery of assurance services to the group.

The AGC has full authority to commission any reports or surveys it deems necessary to help it fulfill its obligations, with the necessary funding to be agreed with the Chief Finance Officer by the AGC's Chair.

Counter fraud

The AGC shall satisfy itself that the group has adequate arrangements in place for countering fraud, including the need to work effectively with NHS Protect, approve the counter fraud work plan and review the outcomes of counter fraud work.

Management

The AGC shall, as appropriate, request and review reports giving positive assurances or identifying risks from senior managers and those responsible for providing services to the group on the overall arrangements for governance, risk management and internal control

Financial reporting

The AGC shall monitor the integrity of the financial statements of the group and any formal announcements relating to the group's financial performance.

The committee shall ensure that the systems for financial reporting to the group, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the group.

The AGC shall review the annual report and financial statements before submission to the governing body and the group, focusing particularly on:

- wording in the governance statement and other disclosures relevant to the terms of reference of the AGC;
- changes in, and compliance with, accounting policies, practices and estimation techniques;
- unadjusted mis-statements in the financial statements;
- significant judgements in preparing of the financial statements;
- significant adjustments resulting from the audit;
- agreement of the letter of representation before it is signed, on behalf of the governing body; and
- qualitative aspects of financial reporting.

9. Relationship with the governing body

For the next meeting of the governing body following each meeting of the AGC, the Chair of the committee will provide a written summary of the key matters covered by the meeting.

The minutes of each meeting of the AGC, as agreed at the subsequent meeting, will be presented to the next meeting of the governing body for information.

The Chair of the AGC will report by exception to the next meeting of the governing body any significant governance issues brought to the Chair's attention other than at a meeting of the Committee.

10. Policy and best practice

In seeking to apply best practice in the decision-making process, the AGC has full authority to commission any reports, surveys or other information that it deems necessary to assist it in fulfilling its obligations.

Remuneration Committee

1. Introduction

The Remuneration Committee (RC) is established in accordance with paragraph 5.9.4 of NHS Wolverhampton Clinical Commissioning Group's constitution, standing orders and scheme of delegation. These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the RC and shall have effect as if incorporated into the constitution and standing orders.

The RC will evaluate its own performance and terms of reference annually. Any resulting changes to the terms of reference and/or concerns in relation to its performance evaluation will be received and considered for approval by the governing body, before becoming part of an application for change to be approved by the group and submitted to NHS England for approval (Paragraph 1.4 of the constitution). The terms of reference will be published on the group's website (www.wolverhamptonccg.nhs.uk) and available by post or email, if requested.

2. Membership

The RC shall be Chaired by a lay member of the Governing Body who is not the chair of the Audit Committee.

The number of members of the RC shall be at least four.

In the event of the Chair of the RC being unable to attend all or part of a meeting, the members of RC will nominate a replacement from within the membership to deputise for that meeting.

The other members of the RC will be appointed by the group and will consist of three other members of the governing body who are not employees of the group, a Lay Member and two of the GP Members

3. In attendance

Only members of the RC have the right to attend committee meetings but other individuals such as the Accountable Officer, Chief Finance Officer and any HR lead and external advisers may be invited to attend for all or part of any meeting as and when appropriate. No individual, including a member, shall be in attendance for discussions about their own remuneration and/or terms of service, and individuals must declare any interest that they may have in relation to any matter to be discussed where a conflict exists or may potentially exist and the Chair, in his/her

absolute discretion, will decide whether the individual shall be required to withdraw from the meeting for the duration of the matter giving rise to the conflict.

4. Secretary

A named individual (or his/her nominee) shall be responsible for supporting the Chair in the management of the RC's business and for drawing members' attention to best practice, national guidance and other relevant documents as appropriate.

5. Quorum

A meeting of the RC will be quorate provided that two of the members, which shall include either the Chair and/or Deputy Chair, are present.

6. Voting

Should a vote need to be taken, only the members of RC shall be allowed to vote. In the event of a tied vote, the Chair shall have a second and casting vote.

7. Frequency and notice of meetings

The RC will meet at least twice a year and no unscheduled or rescheduled meetings will take place save in an emergency when the Chair of RC may call a meeting either of his/her own volition or at the request of a member(s) with the Chair's consent, without members usually having at least ten days' notice of the date. In an emergency, standing order 3.8 (Emergency Powers and Urgent Decisions) shall apply. The agenda and supporting papers will be circulated to members at least five working days before the date the meeting will take place unless a shorter time period for circulation of papers is necessary due to a meeting being re-scheduled at short notice.

8. Remit and responsibilities of the committee

In Line with Section 14M of the National Health Service Act 2006 (as amended by the Health and Social Care Act 2012), the Remuneration Committee has the primary function of making recommendations to the Governing Body as to the discharge of the functions in Section 14L of the 2006 Act relating to paying its employees' remuneration, fees and allowances and any other terms and conditions of service of the group's employees;

The Governing Body has also delegated to the Committee function of making recommendations in relation to the remuneration and travelling or other allowances of members of its governing body that are not employees of the group.

The specific duties required of the RC are:

- Making recommendations to the Governing Body in relation to the remuneration and conditions of service of the senior team;
- reviewing the performance of the Accountable Officer and other senior team members and making recommendations to the Governing Body in relation to annual salary awards, if appropriate.;
- considering and making recommendations to the Governing Body in relation to the severance payments of the Accountable Officer and other senior staff, seeking HM Treasury approval as appropriate in accordance with the guidance 'Managing Public Money';
- approving human resources policies.
- making recommendations to the Governing Body in relation to the group's terms and conditions and remuneration of employees and those providing services to the group.

In doing so the RC will:

- comply with current disclosure requirements for remuneration;
- seek independent advice about remuneration for individuals when appropriate to do so; and
- ensure that their decisions are based on clear and transparent criteria.

9. Relationship with the governing body and the group

For the next meeting of the governing body following each meeting of the RC, the Chair of the committee will provide a written summary of the key matters covered by the meeting, including any recommendations to the Governing Body in relation to their functions in respect of employee remuneration.

The Chair of the RC will report by exception to the next meeting of the governing body any significant issues brought to the Chair's attention other than at a meeting of the Committee.

10. Policy and best practice

In seeking to apply best practice in the decision- making process, the RC has full authority to commission any reports, surveys or other information that it deems necessary to assist it in fulfilling its obligations.

Primary Care Committee

1. Introduction

- 1.1 Simon Stevens, the Chief Executive of NHS England, announced on 1 May 2014 that NHS England was inviting Clinical Commissioning Groups (CCGs) to expand their role in primary care commissioning and to submit expressions of interest setting out the CCG's preference for how it would like to exercise expanded primary medical care commissioning functions. One option available was that NHS England and CCGs would delegate the exercise of certain specified primary care commissioning functions to a CCG.
- 1.2 In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended), NHS England has delegated the exercise of the functions specified in Schedule 1 to these Terms of Reference to Wolverhampton CCG.
- 1.3 The CCG has established the Wolverhampton CCG Primary Care Committee ("the Committee"). The Committee will function as a corporate decision-making body for the management of the delegated functions and the exercise of these delegated powers for commissioning primary medical services for the people of Wolverhampton.
- 1.4 The committee will also support Wolverhampton CCG's Governing Body in developing and delivering the CCG's overall Primary Care Strategy. The committee will be responsible for monitoring delivery of the outcomes in the strategy, escalating matters of concern or importance and making recommendations to the Governing Body for action as appropriate.

2. Statutory Framework

- 2.1 NHS England has delegated authority to the CCG to exercise the commissioning functions set out in Schedule 1 in accordance with Section 13Z of The National Health Service Act 2006 (as amended) ("NHS Act").
- 2.2 Section 13Z of the NHS Act further provides that arrangements made under that section may be on such terms and conditions (including terms as to payment) as may be agreed between NHS England and the CCG.
- 2.3 Arrangements made under section 13Z do not affect the liability of NHS England

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

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

2.4 The CCG will also need to specifically, in respect of the delegated functions from NHS England, exercise those functions set out below:-

- Duty to have regard to impact on services in certain areas (section 13O);
- Duty as respects variation in provision of health services (section 13P).

2.5 The Committee is established as a committee of the Governing Body of the CCG in accordance with Schedule 1A of the NHS Act.

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

3. Role of the Committee

3.1 The Committee has been established in accordance with the above statutory provisions to enable the members to make collective decisions on the review, planning and procurement of primary care services in Wolverhampton, under delegated authority from NHS England.

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

3.3 The primary role of the Committee shall be to carry out the functions relating to

the commissioning of primary medical services under section 83 of the NHS Act except those relating to individual GP performance management, which have been reserved to NHS England. This includes the following activities:

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

3.4 The Committee will also be responsible for managing the delivery and development of the CCG’s Primary Care Strategy on behalf of the Governing Body. It will also maintain an overview of the CCG’s other activities in relation to the delegated functions related to Primary Care and ensuring that they are aligned with the CCG’s Primary Care strategy. These activities include:-

- Planning for sustainable primary medical care services in Wolverhampton;
- Reviewing primary medical care services in Wolverhampton with the aim of further improving the care provided to patients
- Co-ordinating the approach to the commissioning of primary care services generally;
- Managing the budget for commissioning of primary medical care services in Wolverhampton.

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

3.6 The Committee will be responsible for ensuring that risks identified through the CCG’s risk management arrangements and allocated to the committee due to its relevance to its responsibilities are effectively managed through regular consideration of the committee’s risk profile. The committee will assure the Audit and Governance Committee and the Governing Body that these risks are being managed, escalating and de-escalating risks as it considers necessary.

4. Geographical coverage

- 4.1 The Committee will comprise the Wolverhampton CCG (The CCG). It will undertake the function of commissioning primary medical services for Wolverhampton.

5. Membership

- 5.1 The Membership of the Committee shall consist of:-
- The Deputy Chair of the CCG's Governing Body which is a lay person and not the chair of the Audit Committee
 - The CCG Governing Body Lay Member for Finance and Performance
 - Two Executive Members of the CCG's Governing Body (currently the Director of Strategy and Transformation and the Executive Director of Nursing and Quality)
 - Three elected GPs from the CCG's Governing Body (Non-Voting)
 - Two Patient Representatives
- 5.2 The Chair of the Committee shall be the Deputy Chair of the CCG's Governing Body which is a lay person and not the chair of the Audit Committee
- 5.3 The Vice Chair of the Committee shall be the CCG Governing Body Lay Member for Finance and Performance.
- 5.4 Any member of the committee may nominate a substitute to attend a meeting on their behalf, provided that they notify the Chair 24 hours before the meeting.

6. Invited Attendees

- 6.1 Both a representative of Healthwatch Wolverhampton and a representative of the Wolverhampton Health and Wellbeing Board (who must represent Wolverhampton City Council on the Board) shall be invited to attend meetings of the Committee as a non-voting observer.
- 6.2 The observers shall be invited to provide assurance that the provisions for managing conflicts of interest are being correctly applied and shall be entitled to attend private sessions of the Committee.
- 6.3 The Committee may also call additional experts to attend meetings on an ad hoc

basis to inform discussions.

7. Meetings and Voting

7.1 The Committee will operate in line with the CCG's Standing Orders and Policy for Declaring and Managing Interests. The agenda and supporting papers will be circulated to all members at least five working days before the date the meeting will take place unless a shorter time period for circulation of papers is necessary due to a meeting being re-scheduled at short notice.

7.2 Decisions of the Committee should be reached by consensus where possible. Where this is not possible, a vote will be taken with a simple majority of the votes cast being required to reach a decision with the Chair having a second and casting vote in the event of a tie.

N.B. In line with national statutory guidance, the GP representatives on the Committee shall not be entitled to vote.

7.3 Meetings of the Committee shall be held in public, unless the Committee resolves to exclude the public from either the whole or part of the proceedings whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.

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

7.5 Members of the Committee shall respect confidentiality requirements as set out in the Standing Orders referred to above unless separate confidentiality requirements are set out for the committee in which event these shall be observed.

8. Quorum

8.1 Meetings of the Committee shall be quorate when over 50% of its members, including the Chair or Vice Chair and at least one Executive Governing Body member is present and overall make up of those present is such that there is a majority of non-clinical members.

9. Frequency of Meetings

9.1 The Committee shall agree a regular programme of meetings each year. In addition, the Chair may call additional meetings if they are required in line with the provisions for notice of meetings set out above.

10. Secretary

10.1 A named individual (or his/her nominee) shall be responsible for supporting the Chair in the management of the Committee's business and for drawing members' attention to best practice, national guidance and other relevant documents as appropriate.

10.2 The Secretary will circulate the minutes and action notes of the committee with 3 working days of the meeting to all members and present the minutes and action notes to NHS West Midlands and the governing body of the CCG.

10.3 The Secretary will also provide an executive summary report which will be presented to NHS West Midlands and the governing body of the CCG each month for information.

11. Accountability of the Committee

11.1 The Committee will be directly accountable for the commitment of the resources / budget delegated to the CCG by NHS England for the purpose of commissioning primary care medical services. This includes accountability for determining appropriate arrangements for the assessment and procurement of primary care medical services, and ensuring that the CCG's responsibilities for consulting with its GP members and the public are properly accounted for as part of the established commissioning arrangements.

For the avoidance of doubt, in the event of any conflict between the terms of the Delegation and Terms of Reference and the Standing Orders of Standing Financial Instructions of any of the members, the Delegation will prevail

11.2 The Committee is accountable to the governing body to ensure that it is effectively discharging its functions.

12. Procurement of Agreed Services

12.1 The procurement arrangements will be set out in the delegation agreement (Schedule 1 and 2 to this Terms of Reference between NHS Wolverhampton CCG and NHS England).

13. Decisions

13.1 The Committee will make decisions within the bounds of its remit set out in paragraph 3 above. The decisions of the Committee shall be binding on NHS England and NHS Wolverhampton CCG and will be published by both parties.

14. Review of Terms of Reference

14.1 These terms of reference will be formally reviewed by the Committee in April of each year, following the year in which the committee is created and any recommendations for changes will be made to the Governing Body.

SCHEDULE 1 – DELEGATED FUNCTIONS

The functions delegated to NHS Wolverhampton CCG by NHS England under section 13Z of the National Health Service Act 2006 are as follows:-

- Decisions in relation to the commissioning, procurement and management of Primary Medical Services Contracts, including but not limited to the following activities:
 - Decisions in relation to Enhanced Services;
 - Decisions in relation to Local Incentive Schemes (including the design of such schemes);
 - Decisions in relation to the establishment of new GP practices (including branch surgeries) and closure of GP practices;
 - Decisions about 'discretionary' payments;
 - Decisions about commissioning urgent care (including home visits as required) for out of area registered patients;
- The approval of practice mergers;
- Planning primary medical care services in the Area, including carrying out needs assessments;
- Undertaking reviews of primary medical care services in the Area;
- Decisions in relation to the management of poorly performing GP practices and including, without limitation, decisions and liaison with the CQC where the CQC has reported non-compliance with standards (but excluding any decisions in relation to the performers list);
- Management of the Delegated Funds in the Area;
- Premises Costs Directions Functions;
- Co-ordinating a common approach to the commissioning of primary care services with other commissioners in the Area where appropriate; and
- Such other ancillary activities that are necessary in order to exercise the Delegated Functions.

Further detail on the exercise of these functions is detailed in the Delegation agreement between NHS England and NHS Wolverhampton CCG.

Appendix 3: Standing Orders

NHS WOLVERHAMPTON CLINICAL COMMISSIONING GROUP

STANDING ORDERS

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1. STATUTORY FRAMEWORK AND STATUS

1.1. Introduction

1.1.1. These Standing Orders have been drawn up to regulate the proceedings of the NHS Wolverhampton Clinical Commissioning Group so that it can fulfil its obligations, as set out largely in the 2006 Act, as amended by the 2012 Act and related regulations. They are effective from the date the group is established and are deemed to be part of its constitution, as noted at paragraph 10.2 thereof.

1.1.2. The Standing Orders, together with the group's Scheme of Reservation and Delegation and the group's Prime Financial Policies, provide a procedural framework within which the group discharges its business. They set out:

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

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

1.1.3. Group members, employees, members of the governing body, members of the governing body's committees and sub-committees, members of the group's committees and sub-committees and persons working on behalf of the group should be aware that these three documents are part of the group's constitution and, where necessary, be familiar with their detailed provisions. Failure to comply with them may be regarded as a disciplinary matter that could result in dismissal.

1.2. **Schedule of matters reserved to the clinical commissioning group and the Scheme of Reservation and Delegation**

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

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

2.1. **Composition of membership**

- 2.1.1. Section 3 of the group's constitution provide details of the membership of the group.
- 2.1.2. Section 5 of the group's constitution provides details of the procedures used in the group's decision-making processes, including the role of its governing body, committees and joint arrangements with other CCGs, NHS England and local authorities.

2.2. **Key Roles and Appointment Processes**

- 2.2.1. The group's constitution includes details of the composition of the group's governing body (Paragraph 5.5) and member practice representatives (Paragraph 3.5). These Standing Orders set out how the group appoints individuals to these key positions using best practice and with reference to the national guidance on roles, attributes and skills.
- 2.2.2. The chair of the governing body, is subject to the following:
- a) **Nominations** – any eligible individual may put themselves forward for election and this must be done in the format, to the named individual(s) and by the date/time specified in the rules for that election.

- b) **Eligibility** – any GP working in any member practice(s) on the date specified by the rules for the election who can demonstrate that they fulfil the criteria set out in the Chair’s role description, unless disqualified by virtue of regulations or (e) below, subject to paragraph 6.2.5 of the constitution.
- c) **Appointment process** – election by secret ballot, overseen by the Local Medical Committee, of all eligible GPs, as defined at (b) above;
- d) **Term of office** – three years
- e) **Eligibility for reappointment** – no individual will serve more than two consecutive terms of office;
- f) **Grounds for removal from office** – no longer being a member of the governing body or a failure to perform to the required standard;
- g) **Notice period** – three months to be served in writing to the Accountable Officer.
- h) **By-elections** – if the position of Chair becomes vacant, the Governing Body will, as soon as practical, hold a by-election to fill the vacancy. In the interim period, the deputy chair of the Governing Body will usual act as chair. If the Deputy Chair is unable to act as Chair, the Governing Body will appoint one of their number who is not an employee of the group to act as interim chair.

2.2.3. The deputy chair of the governing body, will be the lay member selected for their knowledge of Wolverhampton. The governing body’s chair is to be an elected member and if, in addition the chair is a health professional, and Regulations (SI 2012/1631) require that the deputy chair’s position to be held by a lay member.

2.2.4. The six other GP members of the governing body, will be subject to the following criteria and process :

- a) **Nominations** – any eligible GP can put themselves forward for election to the governing body and this must be done in the

format, to the named individual(s) and by the date/time specified in the rules for that election;

- b) **Eligibility** – any GP working in any member practice(s) on the date specified by the rules for the election, unless disqualified by virtue of regulations or (e) below, subject to paragraph 6.2.5 of the constitution;
- c) **Appointment process** – the six places will be proportionately allocated to groupings of practices operating in the city using their patient list size. The current allocation to groupings is as follows:-
- **Unity (Medical Chambers)** 3
 - **Primary Care Home 1** 1
 - **Primary Care Home 2** 1
 - **Vertical Integration** 1

The places will be filled by elections by secret ballot, overseen by the Local Medical Committee of all eligible GPs, as defined at (b) above, from each of the groupings;

- d) **Term of office** – three years subject to 2.2.4 (g) (notice period) below ;
- e) **Eligibility for reappointment** – no individual will serve more than two consecutive terms of office;
- f) **Grounds for removal from office** – no longer being eligible as defined at (b) above, failure to perform to the required standard or any proven misconduct that would in the case of an employee of the group, result in their dismissal;
- g) **Notice period** – three months to be served in writing to the Chair;
- h) **By-elections** – if any of the six places fall vacant, the Governing Body will determine if there will be a by-election to fill the vacancy for the remainder of that term. The winner of any election will only be deemed to have served one term of office for the purposes of (e) above if their time in office is over eighteen months.

2.2.5. The practice representatives, are subject to the following:

- a) **Nominations** – any eligible GP or other primary care health professional can put themselves forward for selection as the practice representative;
- b) **Eligibility** – any GP or other primary care health professional working in the member practice;
- c) **Appointment process** – selection by the practice using a voting procedure including all of its eligible GPs and primary care health professionals and which has been documented and lodged with the group’s Accountable Officer, who will then be notified in writing as to who each representative is;
- d) **Term of office** – three years subject to f) (removal from office) and g) (notice period);
- e) **Eligibility for reappointment** – no individual will serve more than three consecutive terms of office;
- f) **Grounds for removal from office** – no longer being eligible as defined at
(b) above or failure to perform to the required standard;
- g) **Notice period** – one month to be served in writing to the Accountable Officer.

2.2.6. The lay members (the two statutory lay member positions outlined in Paragraph 5.5.2 of the constitution and the third lay member set out in Paragraph 5.5.3), are subject to the following:

- a) **Nominations** – persons who meet the requirements of and are not disqualified by regulations, will be invited to apply for these positions;
- b) **Eligibility** – further qualifying criteria for each of the positions will be clearly set out and only applicants who meet those criteria will be considered, subject to paragraph 6.2.5 of the constitution;
- c) **Appointment process** – eligible applicants will be shortlisted

and selected by interview using further criteria designed to identify the candidate best suited to each position;

- d) **Term of office** – five years, with the first term starting on the effective date of the group’s constitution;
- e) **Eligibility for reappointment** – At the end of an individual lay member’s term of office, the Governing Body will determine whether to re-appoint them for a further term of office. No individual will serve more than two terms of office.
- f) **Grounds for removal from office** – no longer being eligible as defined at

(b) above, failure to perform to the required standard or any proven misconduct that would in the case of an employee of the group result in their dismissal;
- g) **Notice period** – one month to be served in writing to the chair.

2.2.7. The registered nurse, is subject to the following:

- a) **Nominations** – membership of the governing body will rest with the individual appointed as the group’s Chief Nurse and Director of Quality and applications will be sought by advertising that position;
- b) **Eligibility** – a registered nurse who will not, once appointed, also be employed in general practice or by any organisation from which the group secures any significant volume of provision, is not otherwise disqualified by regulations and who meets the specific criteria identified for the position, subject to paragraph 6.2.5 of the constitution;
- c) **Appointment process** – eligible applicants will be shortlisted and selected by interview using further criteria designed to identify the candidate best suited to the position;
- d) Terms relating to tenure in post, including cessation provisions will be determined by the post-holder’s contract of employment with the group.

2.2.8. The secondary care specialist doctor, is subject to the following:

- a) **Nominations** – applications will be sought by advertising the position;
- b) **Eligibility** – a doctor who is/has been a secondary care specialist with a high level of understanding of how care is delivered in a secondary care setting, who is not employed in a member practice or any organisation from which the group secures any significant volume of provision, is not otherwise disqualified by regulations and who meets the specific criteria identified for the position, subject to paragraph 6.2.5 of the constitution;
- c) **Appointment process** – eligible applicants will be shortlisted and selected by interview using further criteria designed to identify the candidate best suited to the position;
- d) **Term of office** – five years, with the first term starting on the effective date of the group’s constitution;
- e) **Eligibility for reappointment** – At the end of the post holder’s term of office, the Governing Body will determine whether to re-appoint them for a further term of office. No individual will serve more than two terms of office.
- f) **Grounds for removal from office** – no longer being eligible as defined at (b) above, failure to perform to the required standard or any proven misconduct that would in the case of an employee of the group result in their dismissal;
- g) **Notice period** – one month to be served in writing to the Chair.

2.2.9. The Accountable Officer is subject to the following:

- a) **Nominations** – membership of the governing body will rest with the individual appointed as the group’s Chief Officer and applications will be sought by advertising that position;
- b) **Eligibility** – the qualifying criteria for the position will be clearly set out and only applicants who meet those criteria and are not disqualified by regulations will be considered, subject to paragraph 6.2.5 of the constitution;

- c) **Appointment process** – eligible applicants will be shortlisted and selected by interview using further criteria designed to identify the candidate best suited to the position. The appointment will then be formally confirmed by the NHS Commissioning Board;
- d) Terms relating to tenure in post, including cessation provisions will be determined by the post-holder’s contract of employment with the group.

2.2.10. The Chief Finance Officer is subject to the following:

- a) **Nominations** – applications for post as employee of the group;
- b) **Eligibility** – holder of recognised accountancy qualification with current membership of the relevant professional body who meets the other specified criteria identified for the position and is not disqualified by regulations, subject to paragraph 6.2.5 of the constitution;
- c) **Appointment process** – eligible applicants will be shortlisted and selected by interview using further criteria designed to identify the candidate best suited to the position;
- d) Terms relating to tenure in post, including cessation provisions will be determined by the post-holder’s contract of employment with the group.
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2.2.11. The Group’s Director of Strategy and Transformation and Director of Operations are subject to the following;

- a) **Nominations** – applications for post as employee of the group;
- b) **Eligibility** – the qualifying criteria for the position will be clearly set out and only applicants who meet those criteria and are not disqualified by regulations will be considered, subject to paragraph 8.3.6 of the constitution;
- c) **Appointment process** – eligible applicants will be shortlisted and selected by interview using further criteria designed to identify the candidate best suited to the position;

- d) Terms relating to tenure in post, including cessation provisions will be determined by the post-holder's contract of employment with the group.

2.2.12. The practice manager representative is subject to the following:

- a) **Nominations** – applications will be sought by advertising the position;
- b) **Eligibility** – anyone who is/has been a GP practice manager with a high level of understanding of that role, who meets the other specified criteria identified for the position and is not disqualified by regulations, subject to paragraph 6.2.5 of the constitution;
- c) **Appointment process** – eligible applicants will be shortlisted and selected by interview using further criteria designed to identify the candidate best suited to the position;
- d) **Term of office** – five years, with the first term starting on the effective date of the group's constitution;
- e) **Eligibility for reappointment** – At the end of the post holder's term of office, the Governing Body will determine whether to re-appoint them for a further term of office. No individual will serve more than two terms of office;
- f) **Grounds for removal from office** – no longer being eligible as defined at (b) above, failure to perform to the required standard or any proven misconduct that would in the case of an employee of the group result in their dismissal;
- g) **Notice period** – one month's to be served in writing to the chair.

3. MEETINGS OF THE CLINICAL COMMISSIONING GROUP

3.1. Calling meetings

- 3.1.1. Ordinary meetings of the group will be held quarterly with at least one month's notice given to all members via an e-mail to their practice representative. The details of the date, time and venue of these meetings will be publicised on the group's website www.wolverhamptonccg.nhs.uk.
- 3.1.2. An extraordinary meeting of the group will be held if deemed necessary by the governing body or if requested in writing to the chair of the governing body by at least ten practice representatives. At least one week's notice will be given to all members via an e-mail to their practice representative. Unless otherwise determined by the governing body or the chair thereof, because of the nature of the business of the meeting, the details of the date, time and venue of such meetings will be publicised on the group's website www.wolverhamptonccg.nhs.uk.
- 3.1.3. The governing body will schedule its meetings in advance and hold at least six such meetings in each financial year. Details of meeting dates, times and venues will be published on the group's website www.wolverhamptonccg.nhs.uk and no meeting will be rescheduled without at least one week's notice of the re-arranged date.
- 3.1.4. Committees of the group or the governing body and any sub-committees thereof will hold meetings as specified in their terms of reference.

3.2. Agenda, supporting papers and business to be transacted

- 3.2.1. Items of business to be transacted for inclusion on the agenda of a meeting of the group or the governing body need to be notified to the chair of the governing body at least ten working days (excluding weekends and bank holidays) before the meeting takes place. Supporting papers for such items need to be submitted such that the agenda and supporting papers will be circulated to all members of a meeting at least five working days before the date the meeting will take place. Addition of further agenda items or acceptance by the meeting of supporting papers after these deadlines will be at the discretion of the chair of the governing body or other person chairing the meeting as appropriate.

- 3.2.2. Agendas and certain papers for meetings of the group and its governing body will be published on the group's website www.wolverhamptonccg.nhs.uk.

3.3. Petitions

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

3.4. Chair of a meeting

- 3.4.1. At any meeting of the group or its governing body, the chair of the governing body will preside. At any meeting of a committee or sub-committee, its chair as defined in its terms of reference will preside. If the designated chair is absent from any meeting, the designated deputy chair, if any and if present, shall preside. Otherwise a member of the forum will be chosen by the members present, or by a majority of them, and shall preside.

3.4.2. If the chair is absent temporarily on the grounds of a declared conflict of interest the deputy chair, if present, will preside for the relevant business of the meeting. If both the chair and deputy chair are absent or disqualified from participating, a member of the forum who is able to participate will be chosen by the members present, or by a majority of them, and will preside.

3.5. Chair's ruling

- 3.5.1. The decision of the chair of the meeting on questions of order, relevancy and regularity and their interpretation of the constitution, Standing Orders, Scheme of Reservation and Delegation and Prime Financial Policies at the meeting, shall be final.

3.6. Quorum

- 3.6.1. Meetings of the group will be quorate if more than 50% of the practices in the group are represented by their practice representative or any substitute notified in writing to the Accountable Officer at least 24 hours before the meeting was scheduled to start. If enough members are disqualified from taking part in a vote due to a declared interest

that the meeting ceases to be quorate for that item of business, no such vote will be taken and the item and/or the remainder of the meeting (if it cannot be quorate thereafter) shall be adjourned and the business remaining on the agenda dealt with on a date to be agreed.

3.6.2. Meetings of the governing body will be quorate if more than 50% of the members as defined in Paragraph 5.5 of the constitution, including at least half of the elected members, are present or represented by an individual as notified to the chair more than 24 hours before the meeting was scheduled to start. In exceptional circumstances at the discretion and with the prior agreement of the chair, attendees may be allowed to attend meetings ‘virtually’ or by telephone.

3.6.3. If a meeting of the Governing Body ceases to be quorate is due to conflicts of interest declared by the GP and Practice Manager representatives and a quorum could never be convened in line with the group’s arrangements for managing conflicts of interest, the meeting will be deemed to be quorate provided that more than 50% of the other members of the Governing Body are present. The person presiding at the meeting will ensure the requirements of the CCG’s Policy for Declaring and Managing Interests are met and, if required, will also consult with the CCG’ Conflict of Interest Guardian on any alternative action to be taken, which may include inviting one of the following additional individuals to provide independent scrutiny and assurance that decisions are being taken in line with the CCG’s statutory responsibilities:-

- A non-conflicted representative of a member practice;
- A member of a relevant Health and Wellbeing Board;
- A member of a governing body of another clinical commissioning group.

Any arrangements undertaken will be recorded and communicated in line with the requirements of the CCG’s Policy for Declaring and Managing Interests.

3.6.4. For all other of the group’s committees and sub-committees, including the governing body’s committees and sub-committees, the details of the quorum for these meetings and status of representatives are set out in the appropriate terms of reference. If conflicts of interests mean that a quorum cannot be convened for an item of business, the chair of the meeting will consult with the CCG’s Conflict of Interest Guardian on alternative action that could be taken, which could include referring the decision to the Governing Body, which can be deemed to be quorate in line with Standing Order 3.6.3 above.

3.7. Decision making

3.7.1. Section 5 of the group's constitution, together with the Scheme of Reservation and Delegation, sets out the governing structure for the exercise of the group's statutory functions. Generally, it is expected that at meetings of the group and the governing body, decisions will be reached by consensus. Should this not be possible then a vote of members will be required, the processes for which are set out below.

3.7.2. In the event of a vote being necessary at a meeting of the group:

- a) **Eligibility** – practice representatives, or any substitute notified in writing to the Accountable Officer at least 24 hours before the meeting was scheduled to start, will be able to cast one vote on behalf of their practice.
- b) **Majority necessary to confirm a decision** - a simple majority of the members present and voting at the meeting;
- c) **Casting vote** - the chair of the meeting will have a casting vote in the unlikely event of no overall majority being established.

3.7.3. In the event of a vote being necessary at a meeting of the governing body:

- a) **Eligibility** – members of the governing body as defined by paragraph 5.5 of the constitution will be able to cast one vote but others in attendance at the meeting will not. Any member who cannot attend the meeting and wishes their vote to be cast by a representative must have notified the Chair of the identity of that individual more than 24 hours before the meeting was scheduled to start;
- b) **Majority necessary to confirm a decision** – a simple majority
- c) **Casting vote** - the chair of the meeting will have a casting vote in the event of no overall majority being established.

3.7.4. If a vote is taken the outcome of the vote and any dissenting views must be recorded in the minutes of the meeting.

- 3.7.5. For all other of the group's committees and sub-committees, including the governing body's committees and sub-committees, any vote will be decided at a quorate meeting by a simple majority, as set out in the respective terms of reference, with the chair of the meeting having a casting vote if necessary.

3.8. Emergency powers and urgent decisions

- 3.8.1. Those powers that the group has reserved to itself may, in an emergency or unforeseen circumstances, be exercised by the Chair of the governing body and the Accountable Officer after consultation with at least two practice representatives and the Chief Finance Officer if the group will, or is likely to, incur any excessive or unnecessary expenditure as a result of them not utilising the emergency powers, suffer exposure to a risk outside the group's stated risk appetite (including but not limited to prospective reputational damage) or other matter which, in the opinion of the Chair, requires an urgent decision to be taken prior to the next meeting of the group. The exercise of such powers will be reported to all practice representatives and subsequently ratified (or not as the case may be) and recorded at the next meeting of the group.

- 3.8.2. Those powers that the group has delegated to the governing body may in an emergency or the need for an urgent decision be exercised by the Chair of the governing body and the Accountable Officer after consultation with at least two other elected members of the governing body and the Chief Finance Officer if the group will, or is likely to, incur any excessive or unnecessary expenditure as a result of them not utilising the emergency powers, suffer exposure to a risk outside the group's stated risk appetite (including but not limited to prospective reputational damage) or other matter which, in the opinion of the Chair, requires an urgent decision to be taken prior to the next meeting of the governing body. The exercise of such powers will be reported to all members of the governing body as defined by paragraph 6.9.2 of the constitution and subsequently ratified (or not as the case may be) and recorded at the next meeting of the governing body. An urgent decision is one that needs to be taken before the next meeting of the governing body in order to ensure that the group meets its statutory, regulatory, governance and contractual obligations.

- 3.8.3. The provisions of paragraphs 3.8.1 and 3.8.2 shall apply (suitably modified) to the any committees established by the group and the governing body.

3.9. Suspension of Standing Orders

- 3.9.1. Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health or NHS England, any part of these Standing Orders may be suspended at any meeting, provided a simple majority plus one of the voting members of that meeting are in agreement.
- 3.9.2. A decision to suspend Standing Orders together with the reasons for doing so shall be recorded in the minutes of the meeting.
- 3.9.3. A separate record of matters discussed during the suspension shall be kept.
These records shall be made available to the governing body's Audit and Governance Committee for review of the reasonableness of the decision to suspend Standing Orders.

3.10. Records of Attendance

- 3.10.1. The names of all voting members (or their representatives) present at any meeting of the group, its governing body and any committee/sub-committee must be recorded in the minutes of that meeting together with the names of any attendees at such meetings.

3.11. Minutes

- 3.11.1. It will be the responsibility of the person chairing any meeting to ensure that an individual has been identified to take and draft the minutes of that meeting. The- chair of that meeting will confirm the accuracy of those minutes before they are presented to the next meeting of that forum for formal approval and be signed off by the person chairing that subsequent meeting.
- 3.11.2. Minutes of meetings of the group and its governing body will be among the papers published on the group's website www.wolverhamptonccg.nhs.uk.

3.12. Those invited to attend and admission of public and the press

- 3.12.1. Employees of and providers of relevant services to the group and other representatives of any organisations with which it jointly commissions or from whom it commissions healthcare services will be invited to attend meetings of the governing body whenever the transaction of its business will be made more efficient and effective by their presence.
- 3.12.2. In addition, representatives of the following will be invited to attend and contribute from their perspective, to all meetings of the governing body as observers, declaring any interests as appropriate:
- the Local Medical Committee, as statutory representatives of the GP profession;
 - Wolverhampton City Council, as key commissioning partners and host of the local Public Health function;
 - Wolverhampton Health and Wellbeing Board, through which the group and the Council will develop joint strategic needs assessments and joint strategies;
 - local HealthWatch to represent patients/carers.
- 3.12.3. The public and representatives of the press may attend all meetings of the group's governing body unless the confidential nature of the business to be transacted means that publicity would be prejudicial to the public interest; or it is necessary to ask members of the public to withdraw from the meeting the interests of public order.
- 3.12.4. There will be an opportunity at meetings of the Governing Body for members of the public to ask questions related to the work of the Governing Body and the Group. Members of public will be invited to submit any questions (which should not relate to individual issues) in writing in advance of the meeting. Whilst, at the discretion of the Chair, questions not submitted in advance maybe taken at the meeting it may not be possible to provide a full response at the meeting.
- 3.12.5. Members and employees of the group who remain at a meeting whilst confidential business is discussed will treat the relevant papers, discussion and minutes as absolutely confidential and not to be disclosed outside of the group without express written permission to do so from the Chair or Deputy Chair of the governing body, the

Accountable Officer or the Chair of the Audit and Governance Committee.

- 3.12.6. No member of the public or representative of the press will record or transmit a meeting of the group or its governing body without express permission from the chair of the meeting.

4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

4.1. Appointment of committees and sub-committees

4.1.1. The group may appoint committees and sub-committees of the group, subject to any regulations made by the Secretary of State, and make provision for the appointment of committees and sub-committees of its governing body. Where such committees and sub-committees of the group or the governing body are appointed they are included in Section 5 of the group's constitution.

4.1.2. Other than where there are statutory requirements, such as in relation to the governing body's Audit and Governance and Remuneration committees, the Governing Body shall determine the membership and terms of reference of committees and sub-committees and shall, if it requires, receive and consider reports of such committees at the next appropriate meeting of the Governing Body.

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

4.2. Terms of Reference

4.2.1. Terms of reference shall be included in the CCG's Governance handbook and published at the following website
www.wolverhamptonccg.nhs.uk/about-us/our-members-constitution.

4.3. Delegation of Powers by Committees to Sub-committees

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

4.4. Approval of Appointments to Committees and Sub-Committees

- 4.4.1. The governing body shall approve the appointments to each of the committees and sub- committees which it has formally constituted including those of the governing body. The Remuneration Committee will agree such travelling or other allowances for the members of such forums, as it considers appropriate.

5. DUTY TO REPORT NON-COMPLIANCE WITH STANDING ORDERS

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

6. USE OF SEAL AND AUTHORISATION OF DOCUMENTS

6.1. Clinical Commissioning Group's seal

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

- a) the Accountable Officer;
- b) the Chair of the governing body;
- c) the Chief Finance Officer;

- 6.1.2 A register of sealings will be maintained by the Corporate Operations Manager

6.2. Execution of a document by signature

- 6.2.1. Details of authority to take and execute financial decisions are set out in Appendix 4 of the constitution. Outside of these arrangements the following individuals are authorised to execute a document on behalf of the group by their signature.

- a) the Accountable Officer
- b) the Chair of the governing body
- c) the Chief Finance Officer

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

7.1. Policy statements: general principles

- 7.1.1. The group will from time to time agree and approve policy statements and procedures which will apply to all or specific groups of staff employed by NHS Wolverhampton Clinical Commissioning Group. The decisions to approve such policies and procedures will be recorded in an appropriate group or governing body minute, will be deemed where appropriate to be an integral part of the group's standing orders and will indicate as appropriate, those for which non-compliance may be regarded as a disciplinary matter that could result in dismissal.

Appendix 4: Delegated Financial Limits

The following table sets out the delegated financial limits for the CCG in line with the Prime Financial Policies, Detailed Financial Policies and the Detailed Scheme of Delegation. These documents can be found in the CCG's Governance Handbook.

AUTHORITIES/DUTIES	FINANCIAL LIMIT	DELEGATED TO
Awarding of (or variation in) non-NHS legally enforceable contracts (after DFP compliant procurement process). <i>Note</i> The relevant amount is the total value of the contract for its entire duration including irrecoverable VAT and relates to both revenue and Capital	Up to £30,000	Budget Manager
	£30,001 - £100,000	Director responsible for budget area
	£100,001 - £250,000	Chief Finance Officer or Director of Finance
	£250,001 - £500,000	Accountable Officer & Chief Finance Officer
	£500,001 and above	Governing Body
Awarding of (or variation in) NHS contracts. <i>Note</i> The relevant amount is the total value of the contract for its entire duration including irrecoverable VAT	Up to £250,000	Director of Strategy & Transformation
	£250,001 – £500,000	Director of Strategy & Transformation and Accountable Officer, Chief Finance Officer or Director of Finance
	£500,001 - £1,000,000	Accountable Officer & Chief Finance Officer
	£1,000,001 and above	Governing Body
Authorisation to transfer money to local authorities and voluntary organisations under sections 256 and 257 of the NHS Act 2006.	Up to £250,000	Director of Strategy & Transformation
	£250,001 – £500,000	Director of Strategy & Transformation and Accountable Officer or Chief Finance Officer
	£500,001 - £1,000,000	Accountable Officer & Chief Finance Officer or Director of Finance
	£1,000,001 and above	Governing Body
Approve business cases relating to new investments, new service developments or service increases within the overall operating plan or budgetary financial limit.	Up to £150,000	Accountable Officer or Director responsible for budget area
	£150,001 - £500,000	Accountable Officer & Chief Finance Officer
	£500,001 and above	Commissioning Committee
Virement within approved revenue budgets (no virement is allowed between recurring & non- recurring budgets)	Up to £50,000	Budget Manager
	£50,001 - £100,000	Director responsible for budget area
	£100,001 and above	Chief Finance Officer or Director of Finance
Authorise regular payments made or invoices raised against formal service level agreements and contracts. The CCG will continue to make monthly (or	25% of contract value or 100% for local authority payments	Director of Strategy & Transformation
	No Limit	Accountable Officer or Chief Finance Officer

AUTHORITIES/DUTIES	FINANCIAL LIMIT	DELEGATED TO
quarterly if applicable) payments against contract mandates that have been authorised in accordance with the DFPs. NOTE – in exceptional circumstances (e.g. at year end to meet cash limit targets or to meet contractual commitments), any payments or invoices can be approved by the Chief Finance Officer.		
Authorisation of requisitions (or certification of invoices when no requisition/order was raised) for commercial procurements.	Up to £30,000	Budget Manager
	£30,001 - £100,000	Budget Holder
	£100,001 – £250,000	Accountable Officer, Chief Finance Officer or Director of Finance
	£250,000 and above	2 of Chief Finance Officer, Accountable Officer or Director of Finance
Signing of cheques or other orders up to limits specified in the written conditions issued by the CFOO under DFP 4.2.	(per bank mandates)	Persons specified in Bank Mandates
Authority to waive tenders or quotations, or to accept a tender or quotation which is not the lowest. Note – The relevant Executive Director for the budget must sign any waiver	Up to £30,000	Chief Finance Officer, Director of Finance or Deputy Chief Finance Officer
	£30,000 - £250,000	Chief Finance Officer or Director of Finance
	£250,001 - £500,000	Chief Finance Officer and Accountable Officer
	£500,001 and above	Governing Body