NHS
Kirklees
Clinical Commissioning Group

NHS Kirklees
Clinical Commissioning Group: Constitution

NHS Kirklees Clinical Commissioning Group Constitution

Version	Effective Date	Changes
0.1	29 January 2020	Initial draft based on model constitution (prepared on behalf of NHS England by thiNKnow LTD with support of Browne Jacobson LLP)
0.2	13 November 2020	Revised draft incorporating proposed changes made by Greater Huddersfield and North Kirklees CCGs in consultation with members and LMC
0.3	25 November 2020	Updated following review by Membership Reference Group
0.4	3 December 2020	Revised draft incorporating proposed changes made by thiNKnow Ltd on behalf of NHS England
0.5	15 December 2020	Updated following review by Membership Reference Group
0.6	17 December 2020	Updated following review by Membership Reference Group
0.7	4 January 2021	Revised draft following review by thiNKnow Ltd on behalf of NHS England Committee Terms of Reference inserted
0.8	21 January 2021	Updated financial delegation limits following EU Exit
0.9	8 February 2021	Updated practice names/addresses to ensure consistent reference
0.10	26 February 2021	Updated to include map of Kirklees & amended reference to delegation document in PCCC ToRs
0.11	11 March 2021	Residency requirement for Lay Member: Finance & Remuneration removed per membership agreement
0.12	22 March 2021	Converted to accessible format. Delegation document added to PCCC ToRs.
1.0	1 April 2021	Approved by NHS England (16 March 2021)

Contents

1 Introduction

1.1 Name

1.1.1 The name of this clinical commissioning group is NHS Kirklees 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 16 March 2021 (effective 1 April 2021).

1.3.2 Changes to this constitution are effective from the date of approval by NHS England on 16 March 2021.

1.3.3 The constitution is published on the CCG website at https://www.kirkleesccg.nhs.uk/resources/key-publications/ccg-constitution-and-governance-handbook

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 (provided that the Council of Members have agreed the variations); and

b) where in the circumstances set out in legislation NHS England varies the constitution other than on application by the CCG.

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 Delegated Financial Authority Limits, 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:

- Standards of Business Conduct Policy – which includes the arrangements the CCG has made for the management of conflicts of interest;
- Committee terms of reference;
- Scheme of Reservation and Delegation (SoRD);
- Standing Financial Instructions; and
- Standing Orders

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;

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 and Primary Care Commissioning Committee 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 on the CCG's website;

h) When discharging its duties under section 14Z2, the CCG will ensure that it secures public involvement in planning development and consideration of proposals for changes and decisions affecting commissioning arrangements in compliance with the law. In doing so, the CCG will:

- Publish a Communications and Engagement Strategy setting out our involvement approach and principles

- Publish a Communications and Engagement Annual Report

- Clearly define the responsibilities of the Governing Body, the committees and specific officers of the CCG.

- Put governance arrangements in place to ensure the implementation and performance management of the commissioning strategies and proposals.

- Utilise the Government's Code of Practice on Consultation and NHS England's statutory guidance in relation to any planned service.
- Provide feedback in relation to information gathered and responses received pursuant to any engagement with the public to the Governing Body. Active demonstration of the influence of this feedback will be articulated both in public session and to the relevant parties affected by any planned change and reflected in the CCG's annual report.
- Promote the following principles:
    - provide information that is clear and easy to understand, free of jargon and in plain language;
    - be timely, targeted and proportionate in how we communicate and engage;
    - foster good relationships and trust by being open, honest and accountable;
    - ask people what they think and listen to their views;
    - talk to our communities including those most likely to be affected by any change;
    - provide feedback about decisions and explain how public and stakeholder views have had an impact;
    - work in partnership with other organisations in Kirklees and West Yorkshire when appropriate;
    - use resources well to make sure we get the most out of what we have;
    - review and evaluate our work, using learning to make improvements.

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 key information regularly on the CCG's website;

b) holding engagement events (at such times and frequency as shall be determined by the CCG);

c) identifying a named Lay Member with a lead role in championing public and patient involvement;

d) establishing a Patient Engagement Assurance Group; and

e) ensuring the Governing Body is accountable to its members via the Council of Members.

1.7 Liability and Indemnity

1.7.1 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.

1.7.2 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.

1.7.3 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.

1.7.4 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 co-terminous with the boundary of the Metropolitan Borough of Kirklees.

2.1.2 The map sets out the area covered by the CCG:

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 in the tables below. Each practice belongs to a locality of the CCG which share a boundary with one of the Primary Care Networks.

Locality Group A

Batley and Birstall Primary Care Network

Practice Name	**Address**
Cherry Tree Surgery	132 Upper Commercial Street, Batley WF17 5DH
Kirkgate Surgery	3 Kirkgate, Birstall, Batley WF17 9HE
Broughton House Surgery	20 New Way, Batley WF17 5QT
Batley Health Centre	130 Upper Commercial Street, Batley WF17 5ED
Grove House Surgery	Soothill Lane, Batley WF17 5SS
Wellington House Surgery	Henrietta Street, Batley WF17 5DN
Blackburn Road Medical Centre	Blackburn Road, Birstall, Batley WF17 9PL
Mount Pleasant Medical Centre	9 Purwell Lane, Batley WF17 7PF

Dewsbury and Thornhill Primary Care Network

Practice Name	Address
Savile Town Medical Centre	Scarborough Street, Savile Town, Dewsbury WF12 9BN
Thornhill Lees Surgery	140 Slaithwaite Road, Thornhill Lees, Dewsbury WF12 9DW
The Paddock Surgery	Chapel Lane, Thornhill, Dewsbury WF12 0DH
The Albion Mount Medical Practice	47 Albion Street, Dewsbury WF13 2AJ
Sidings Healthcare Centre	The Sidings, Dewsbury, WF12 9DU Brewery Lane, Dewsbury WF12 9DU
Windsor Medical Centre	2 William Street, Leeds Road, Dewsbury WF12 7BD
Healds Road Surgery	Healds Road, Dewsbury WF13 4HT

Spen Health and Wellbeing (Primary Care) Network (SHAWN)

Practice Name	Address
Cleckheaton Group Practice	Cross Church Street, Cleckheaton BD19 3RQ
Cook Lane (Albion Street)	Cook Lane, Heckmondwike WF16 9JG
Liversedge Medical Centre	Valley Road, Liversedge WF15 6DF
Parkview Surgery	Cleckheaton Health Centre, Greenside, Cleckheaton BD15 5AP
The Greenway Medical Practice	Cleckheaton Health Centre, Greenside, Cleckheaton BD15 5AP
Brookroyd House Surgery	Heckmondwike Health Centre, 16 Union Street, Heckmondwike WF16 0HH
Undercliffe Surgery	Heckmondwike Health Centre, 16 Union Street, Heckmondwike WF16 0HH

Three Centres Primary Care Network

Practice Name	Address
Dr Mahmood & Partners	Clarkson Suite, Ravensthorpe Health Centre, Netherfield Road, Dewsbury WF13 3JY
Calder View Surgery	Dewsbury Health Centre, Wellington Road, Dewsbury WF13 1HN
Eightlands Surgery	Dewsbury Primary Care Centre, Wellington Road, Dewsbury WF13 1HN
North Road Suite Surgery	1st Floor, Ravensthorpe Health Centre, Netherfield Road, Dewsbury WF13 3JY
Mirfield Health Centre	Doctor Lane, Mirfield WF14 8DU

Locality Group B

Greenwood Primary Care Network

Practice Name	Address
The Grange Group Practice	Fartown Grange, Spaines Rd, Fartown HD2 2QA 268 Keldregate, Deighton HD2 1LE
Woodhouse Hill Surgery	71a Woodhouse Hill, Fartown HD2 1DH
Fartown Green Road Surgery	34 Fartown Green Rd, Fartown HD2 1AE
Croft Medical Centre	Cobcroft Road, Fartown, Huddersfield, HD2 2RU 8-10 Brook St, Thornton Lodge HD1 3JW
Marsh Surgery	42 Westbourne Rd, Marsh HD1 4LE
Westbourne Surgery	11a St James Rd, Marsh HD1 4QR
Lindley Village Surgery	Thomas St, Lindley HD3 3JD
Lindley Group Practice	62 Acre St, Lindley HD3 3DY
Birkby Health Centre	37 Norwood Rd, Birkby HD2 2YD
Nook Surgery	144 Moor Hill Rd, Salendine Nook HD3 3XA

The Mast Primary Care Network

Practice Name	Address
Dearne Valley Health Centre	Wakefield Rd, Scissett HD8 9JL
Skelmanthorpe Family Doctors	Commercial Rd, Skelmanthorpe HD8 9DA 313 Wakefield Rd, Denby Dale HD8 8RX
Lepton and Kirkheaton	Highgate Lane, Lepton HD8 0HH 2 Heaton Moor Rd, Kirkheaton HD5 0ET
Kirkburton Health Centre	5a Shelley Lane, Kirkburton HD8 0SJ
Shepley Health Centre	25 Jos Lane, Hudderfield HD8 8DJ

The Valleys Health and Social Care Network

Practice Name	Address
Oaklands Health Centre	Huddersfield Rd, Holmfirth HD9 3TP
Honley Surgery	Marsh Gardens, Honley HD9 6AG
Elmwood Family Doctors	Huddersfield Rd, Holmfirth HD9 3TR
Slaithwaite Health Centre	New Street, Slaithwaite HD7 5AB
Meltham Group Practice	1 The Cobbles, Meltham HD9 5QQ
Colne Valley Group Practice	Manchester Rd, Slaithwaite HD7 5JY

The Viaduct Care Network

Practice Name	Address
New Street and Netherton	21 New Street, Milnsbridge HD3 4LB 327 Meltham Rd, Netherton HD4 7EX
Meltham Road Surgery	9 Meltham Rd, Lockwood HD1 3UP
Thornton Lodge Surgery	60 Thornton Lodge Rd, Thornton Lodge HD1 3SB
Fieldhead Surgery	Leymoor Rd, Golcar HD7 4QQ
Crosland Moor Group Practice	11 Park Road West, Crosland Moor HD4 5RX
Newsome Surgery	1 Church Lane, Newsome HD4 6JE
Paddock & Longwood Family Doctors	1 Speedwell St, Paddock HD1 4TS 101 Thornhill Rd, Longwood HD3 4UL
Lockwood Surgery	3 Meltham Rd, Lockwood HD1 3XH

Tolson Care Partnership

Practice Name	Address
The Whitehouse Centre	Princess Royal Health Centre, Greenhead Road, Huddersfield, HD1 4EW
Greenhead Family Doctors	15 Wentworth St, Huddersfield HD1 5PX
Rose Medical Practice	140 Fitzwilliam St, Huddersfield HD1 5PU
University Health Centre	12 Sand St, Huddersfield HD1 3AL
Dalton Surgery	364a Wakefield Rd, Dalton HD5 8DY
Waterloo Health Centre	Wakefield Rd, Waterloo HD5 9XP
The Junction Surgery	Birkhouse Lane, Moldgreen HD5 8BE
Almondbury Surgery	Longcroft, Almondbury HD5 8XN

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 Speaking, Writing or Acting in the Name of the CCG

3.3.1 Members are not restricted from giving personal views on any matter. However, Members should make it clear that personal views are not necessarily the view of the CCG.

3.3.2 Nothing in or referred to in this constitution (including in relation to the issue of any press release or other public statement or disclosure) will prevent or inhibit the making of any protected disclosure (as defined in the Employment Rights Act 1996, as amended by the Public Interest Disclosure Act 1998) by any member of the CCG, any member of its Governing Body, any member of any of its Committees or Sub-Committees or the Committees or Sub-Committees of its Governing Body, or any employee of the CCG or of any of its members, nor will it affect the rights of any worker (as defined in that Act) under that Act.

3.4 Members' Rights

3.4.1 The CCG's members have the following rights:

- agreeing the overall vision, values and strategic direction of the CCG;
- calling and attending meetings of the Council of Members;
- submitting a proposal for amendment of the Constitution and approving constitutional amendments in line with the provisions of Section 1.4 of this constitution and the CCG Governance Handbook;
- putting themselves forward for election to the Governing Body;
- electing the Chair (and other elected members) of the Governing Body;
- removing the Chair (or other elected members) of the Governing Body;
- formally express concern around the conduct of the Governing Body.

3.4.2 All members of the CCG are entitled to expect certain obligations from the CCG and are expected to observe certain obligations by the CCG. These obligations and expectations are enshrined in the Memorandum of Understanding between the CCG and the Local Medical Committee (LMC) liaison group operating on behalf of the Member Practices. This will include participating in an LMC liaison group which provides a regular forum for the LMC and representatives of the Governing Body to meet together and discuss commissioning issues that affect Member Practices.

The Governing Body will consult with the LMC on important decisions that will significantly affect providers of general practice.

3.5 Members' Meetings

3.5.1 The CCG has established a Council of Members to ensure that there is accountability between the CCG Governing Body and Member Practices, and to discharge the responsibilities reserved to the Council of Members as set out in the CCG's scheme of reservation and delegation.

3.6 Member 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 role of each Member Practice Representative is to:

- ensure that the interests of all practices are addressed in the operation of the CCG;
- oversee the operation of the CCG in line with this Constitution by attending the Council of Members as their practice's appointed representative where any matters requiring the whole CCG's attention that have not been delegated to the Governing Body will be considered;
- act in the spirit of the NHS Constitution and upholding the Nolan Principles of Public Life, to support the continuous improvement of the commissioning of healthcare for the people of Kirklees by supporting the vision of the CCG;
- bring specific skills and knowledge to the CCG and to work in agreement with the Practice Memorandum of Understanding;
- represent its appointing practice, and vote on its behalf, on the Council of Members;
- actively engage in the delivery of Quality, Innovation, Productivity and Prevention (QIPP), the clinical commissioning process, transformational change, service redesign and the development of new models of care;
- communicate CCG decisions and developments to all members of their appointing practice;
- work with and co-operate with the Governing Body to assist the discharge of their functions;

- be responsible for advising the group of the views of their practices, clinicians and patients and provide local intelligence to inform commissioning decisions;
- participate in benchmarking review to inform commissioning decisions; and
- respond in a timely manner to reasonable requests for information.

4 Arrangements for the Exercise of our Functions

4.1 Good Governance

4.1.1 The CCG will, at all times, observe generally accepted principles of good governance. These include:

a) undertaking regular governance reviews;

b) adopting standards and procedures that facilitate speaking out and the raising of concerns including appointment of a Freedom to Speak Up Guardian;

c) adopting CCG values that include standards of propriety in relation to the stewardship of public funds, impartiality, integrity and objectivity;

d) taking account of The Good Governance Standard for Public Services;

e) acting in accordance with the standards of behaviour published by the Committee on Standards in Public Life (1995) known as the Nolan Principles;

f) acting in accordance with the seven key principles of the NHS Constitution;

g) complying with relevant legislation including but not limited to the Equality Act 2010;

h) acting in accordance with 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'; and

i) appointing internal and external auditors.

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 & Social Care or NHS England;

c) have regard to statutory guidance including that issued by NHS England; and

d) take account, as appropriate, of other documents, advice and guidance.

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

4.3 Authority to Act: the CCG

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

a) any of its members or employees;

b) its Governing Body;

c) a Committee or Sub-Committee of the CCG.

4.4 Authority to Act: the Governing Body

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

a) any Member of the Governing Body;

b) a Committee or Sub-Committee of the Governing Body;

c) a Member of the CCG who is an individual (but not a Member of the Governing Body); and

d) any other individual who may be from outside the organisation and who can provide assistance to the CCG in delivering its functions.

5 Procedures for Making Decisions

5.1 Scheme of Reservation and Delegation

5.1.1 The CCG has agreed a scheme of reservation and delegation (SoRD) which is published in full at https://www.kirkleesccg.nhs.uk/resources/key-publications/ccg-constitution-and-governance-handbook

5.1.2 The CCG's SoRD sets out:

a) those decisions that are reserved for the CCG membership as a whole;

b) those decisions that have been delegated by the CCG, the Governing Body or other individuals.

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

5.2 Standing Orders

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

- 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.

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

5.3 Standing Financial Instructions (SFIs)

5.3.1 The CCG has agreed a set of SFIs which include the delegated limits of financial authority set out in the SoRD. A copy of the SFIs can be found on the CCG's website at: https://www.kirkleesccg.nhs.uk/resources/key-publications/ccg-constitution-and-governance-handbook

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

5.4 The Governing Body: Its Role and Functions

5.4.1 The Governing Body has statutory responsibility for:

a) ensuring that the CCG has appropriate arrangements in place to exercise its functions effectively, efficiently and economically and in accordance with the CCG's principles of good governance (its main function); and for

b) determining the remuneration, fees and other allowances payable to employees or other persons providing services to the CCG and the allowances payable under any pension scheme established.

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

a) leading the development of vision and strategy for the CCG;

b) overseeing and monitoring quality improvement;

c) approving the CCG's Commissioning Plans and its consultation arrangements;

d) approving the CCG's annual financial plan;

e) stimulating innovation and modernisation;

f) overseeing and monitoring performance;

g) overseeing risk assessment and securing assurance actions to mitigate identified strategic risks;

h) promoting a culture of strong engagement with patients, their carers, Members, the public and other stakeholders about the activity and progress of the CCG;

i) ensuring good governance and leading a culture of good governance throughout the CCG;

j) and any other function not specifically reserved to the membership.

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

5.5 Composition of the Governing Body

5.5.1 This part of the constitution describes the make-up of the Governing Body roles. Further information about the individuals who fulfil these roles can be found on our website at https://www.kirkleesccg.nhs.uk/about-us/who-we-are/governing-body/governing-body-members/.

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

a) the Chair (who will be selected from the GP representatives see 5.5.3 (b))

b) the Accountable Officer

c) the Chief Finance Officer

d) a Secondary Care Specialist

e) a registered nurse (which will be fulfilled by the Chief Quality and Nursing Officer)

f) two lay members:

- one who has qualifications, expertise or experience to enable them to lead on finance and audit 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 (who is the chair of the Primary Care Commissioning Committee);

b) a total of 9 GP Members who will be drawn, one from each locality; and

c) 2 other primary care professional practice Members.

5.5.4 The role of Chair and Clinical Vice chair will be fulfilled by GP members of the Governing Body and these will be selected one each from Locality Group A and Locality Group B.

5.5.5 The role of Deputy Chair will be fulfilled by one of the Lay members.

5.6 Additional Attendees at the Governing Body Meetings

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

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

a) Director of Public Health;

b) Strategic Director for Adults and Health; and

c) Members of the CCG's Senior Management Team who are not named at 5.5.2.

5.7 Appointments to the Governing Body

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

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

5.8 Committees and Sub-Committees

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

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

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

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

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

5.9 Committees of the Governing Body

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

5.9.2 Audit Committee: This Committee is accountable to the Governing Body and provides the Governing Body with an independent and objective view of the CCG's compliance with its statutory responsibilities. The Committee is responsible for arranging appropriate internal and external audit.

5.9.3 The Audit Committee will be chaired by a Lay Member who has qualifications, expertise or experience to enable them to lead on finance and audit matters and members of the Audit Committee may include people who are not Governing Body members.

5.9.4 Remuneration Committee: This Committee is accountable to the Governing Body and makes recommendations to the Governing Body about the remuneration, fees and other allowances (including pension schemes) for employees and other individuals who provide services to the CCG.

5.9.5 The Remuneration Committee will be chaired by a lay member other than the audit chair and only members of the Governing Body may be members of the Remuneration Committee.

5.9.6 Primary Care Commissioning Committee: This Committee is required by the terms of the delegation from NHS England in relation to primary care commissioning functions. The Primary Care Commissioning Committee reports to the Governing Body and to NHS England. Membership of the Committee is determined in accordance with the requirements of 'Managing Conflicts of Interest: Revised statutory Guidance for CCGs 2017'. This includes the requirement for a lay member Chair and a lay Vice Chair.

5.9.7 None of the above Committees may operate on a joint committee basis with another CCG(s).

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

5.9.9 The Governing Body has also established a number of other Committees to assist it with the discharge of its functions. These Committees are set out in the SoRD and further information about these Committees, including terms of reference, are published in the CCG Governance Handbook1.

[1] The CCG Governance Handbook can be viewed at:
https://www.kirkleesccg.nhs.uk/resources/key-publications/ccg-constitution-and-governance-handbook

5.10 Collaborative Commissioning Arrangements

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

5.10.2 In addition to the formal joint working mechanisms envisaged below, the Governing Body may enter into strategic or other transformation discussions with its partner organisations, on behalf of the CCG.

5.10.3 The Governing Body must ensure that appropriate reporting and assurance mechanisms are developed as part of any partnership or other collaborative arrangements. This will include:

a) reporting arrangements to the Governing Body, at appropriate intervals;

b) engagement events or other review sessions to consider the aims, objectives, strategy and progress of the arrangements; and

c) progress reporting against identified objectives.

5.10.4 When delegated responsibilities are being discharged collaboratively, the collaborative arrangements, whether formal joint working or informal collaboration, must:

a) identify the roles and responsibilities of those CCGs or other partner organisations that have agreed to work together and, if formal joint working is being used, the legal basis for such arrangements;

b) specify how performance will be monitored and assurance provided to the Governing Body on the discharge of responsibilities, so as to enable the Governing Body to have appropriate oversight as to how system integration and strategic intentions are being implemented;

c) set out any financial arrangements that have been agreed in relation to the collaborative arrangements, including identifying any pooled budgets and how these will be managed and reported in annual accounts;

d) specify under which of the CCG's supporting policies the collaborative working arrangements will operate;

e) specify how the risks associated with the collaborative working arrangement will be managed and apportioned between the respective parties;

f) set out how contributions from the parties, including details around assets, employees and equipment to be used, will be agreed and managed;

g) identify how disputes will be resolved and the steps required to safely terminate the working arrangements;

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

5.11 Joint Commissioning Arrangements with Local Authority Partners

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

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

a) delegating the exercise of 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 CCG 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.

5.11.4 Where the CCG 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.

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

5.12 Joint Commissioning Arrangements – Other CCGs

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

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

a) delegating the exercise of 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.

5.12.3 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.

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

5.12.5 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 5.12.2 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.

5.12.6 Where the CCG makes arrangements with another CCG as described at paragraph 5.12.2 above, the CCG shall develop and agree with that CCG an agreement setting out the arrangements for joint working including details of:

a) how the parties will work together to carry out their commissioning functions;

b) the duties and responsibilities of the parties, 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.

5.12.7 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.

5.12.8 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.

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

5.12.10 The CCG 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, which will be shared with the Council of Members.

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

5.13 Joint Commissioning Arrangements with NHS England

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

5.13.2 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.

5.13.3 The arrangements referred to in paragraph 5.13.2 above may include other CCGs, a combined authority or a local authority.

5.13.4 Where joint commissioning arrangements pursuant to 5.13.2 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.

5.13.5 Arrangements made pursuant to 5.13.2 above may be on such terms and conditions (including terms as to payment) as may be agreed between NHS England and the CCG.

5.13.6 Where the CCG makes arrangements with NHS England (and another CCG if relevant) as described at paragraph 5.13.2 above, the CCG shall develop and agree with NHS England a framework setting out the arrangements for joint working, including details of:

a) how the parties will work together to carry out their commissioning functions;

b) the duties and responsibilities of the parties, 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.

5.13.7 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 5.13.2 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.

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

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

5.13.10 The CCG 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, which will be shared with the Council of Members.

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

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

6.1 Conflicts of Interest

6.1.1 As required by section 14O of the 2006 Act, the CCG has made arrangements to manage conflicts and potential conflicts of interest to ensure that decisions made by the CCG will be taken and seen to be taken without being unduly influenced by external or private interest.

6.1.2 The CCG has agreed policies and procedures for the identification and management of conflicts of interest.

6.1.3 Employees, Members, Committee and Sub-Committee members of the CCG and members of the Governing Body (and its Committees, Sub-Committees, Joint Committees) will comply with the CCG policy on conflicts of interest. Where an individual, including any individual directly involved with the business or decision-making of the CCG and not otherwise covered by one of the categories above, has an interest, or becomes aware of an interest which could lead to a conflict of interests in the event of the CCG considering an action or decision in relation to that interest, that must be considered as a potential conflict, and is subject to the provisions of this constitution and the Standards of Business Conduct Policy.

6.1.4 The CCG has appointed the audit chair to be the Conflicts of Interest Guardian. In collaboration with the CCG's governance lead, their role is to:

a) act as a conduit for GP practice staff, members of the public and healthcare professionals who have any concerns with regards to conflicts of interest;

b) be a safe point of contact for employees or workers of the CCG to raise any concerns in relation to conflicts of interest;

c) support the rigorous application of conflict of interest principles and policies;

d) provide independent advice and judgment to staff and members where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation; and

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 Interests of those individuals listed in the CCG's policy.

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

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

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

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

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

6.3 Training in Relation to Conflicts of Interest

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

6.4 Standards of Business Conduct

6.4.1 Employees, Members, Committee and Sub-Committee members of the CCG and members of the Governing Body (and its Committees, Sub-Committees,

Joint Committees) will at all times comply with this Constitution and be aware of their responsibilities as outlined in it. They should:

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

b) follow the Seven Principles of Public Life; set out by the Committee on Standards in Public Life (the Nolan Principles);

c) comply with the standards set out in the Professional Standards Authority guidance – 'Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England'; and

d) comply with the CCG's Standards of Business Conduct, including the requirements set out in the policy for managing conflicts of interest which is available on the CCG's website and will be made available on request.

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

Appendix 1: Definitions of Terms Used in This Constitution

Term	Definition
2006 Act	National Health Service Act 2006
2012 Act	Health and Social Care Act 2012
Accountable Officer (or 'AO')	an individual, as defined under paragraph 12 of Schedule 1A of the 2006 Act, appointed by NHS England, with responsibility for ensuring the group: • complies with its obligations under: • 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, • any other provision of the 2006 Act specified in a document published by the Board for that purpose; and • exercises its functions in a way which provides good value for money.
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 (or '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.
Chief Quality & Nursing Officer	The individual with a lead role in ensuring that services commissioned are high quality, safe, responsive and effective for patients and communities, including mitigation of clinical risk. In addition, this role provides vision, direction

Term	Definition
	and leadership to enable the CCG to achieve its strategic goals and objectives and improve the quality of commissioned services. This role provides leadership for children's and adult safeguarding.
Committee or Sub-Committee	A committee or sub-committee created and appointed by either: • the membership of the CCG; • committee / sub-committee created by a committee created / appointed by the membership of the CCG; • committee / sub-committee created / appointed by the Governing Body.
Conflicts of Interest Guardian	The role of the Conflicts of Interest Guardian is to: • 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. • Be a safe point of contact for employees or workers of the CCG to raise any concerns in relation to conflicts of interest. • Support the rigorous application of conflicts of interest principles and policy. • Provide independent advice and judgment where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation. • Provide advice on minimising the risks of conflicts of interest.
Council of Members	A committee of the CCG comprising the Member Practice Representatives to exercise those functions set out in this Constitution
Freedom to Speak Up Guardian	Freedom to Speak Up Guardian works alongside the CCG Senior Management Team and Governing Body to support the organisation in becoming a more open and transparent place to work, where all staff are actively encouraged and enabled to speak up safely.

Term	Definition
General Practitioner or 'GP'	A medical practitioner whose name is included in the General Practice Register kept by the General Medical Council who is either a Member or employed on a regular basis by Member(s) of the CCG.
GP Member of the Governing Body	A GP working in the Kirklees area appointed by one of the 9 localities onto the Governing Body.
Governing Body	The body appointed under section 14L of the NHS Act 2006, with the main function of ensuring that a Clinical Commissioning Group has made appropriate arrangements for ensuring that it complies with its obligations under section 14Q under the NHS Act 2006, and such generally accepted principles of good governance as are relevant to it.
Governing Body Member	Any individual appointed to the Governing Body of the CCG
Healthcare Professional	A Member of a profession that is regulated by one of the following bodies: the General Medical Council (GMC) the General Dental Council (GDC) the General Optical Council; the General Osteopathic Council the General Chiropractic Council the General Pharmaceutical Council the Pharmaceutical Society of Northern Ireland the Nursing and Midwifery Council the Health and Care Professions Council any other regulatory body established by an Order in Council under Section 60 of the Health Act 1999
Joint Committee	Committees from two or more organisations that work together with delegated authority from both organisations to enable joint decision-making
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.
Locality	The geographical grouping of Members coterminous with a Primary Care Network geographic area.

Term	Definition
Local Medical Committee (LMC)	The Local Medical Committee is a statutory body representing GPs working within the NHS. The Kirklees LMC is the representative body for GPs working in the Kirklees area.
Member/ Member Practice	A provider of primary medical services to a registered patient list, who is a Member of this CCG.
NHS England	The operational name for the National Health Service Commissioning Board.
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.
Predecessor CCGs	Reference to predecessor CCGs relates to NHS Greater Huddersfield CCG and NHS North Kirklees CCG.
Primary Care Networks	Primary Care Networks (PCNs) are groups of GP practices working closely together - along with other healthcare staff and organisations - providing integrated services to the local population. Primary care networks are based on GP registered lists, typically serving natural communities of around 30,000 to 50,000.
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
Primary Care Professional practice Member of the Governing Body	A primary care professional working in a Kirklees general practice appointed onto 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 Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England in 2013

Term	Definition
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.
Senior Management Team	The Senior Management Team (SMT) is responsible for the development and implementation of CCG strategies and policies, day-to-day leadership and performance monitoring.
The Good Governance Standard for Public Life	The Standard presents six principles of good governance that are common to all public service organisations and are intended to help all those with an interest in public governance to assess good governance practice.

Appendix 2: Committee Terms of Reference

The terms of reference of the following committees of the Governing Body are appended:

- Audit Committee;
- Remuneration Committee; and
- Primary Care Commissioning Committee.

The terms of reference of all other committees/sub-committees of the CCG or Governing Body are held outside of the constitution. They are available to view in our CCG Governance Handbook on our website at https://www.kirkleesccg.nhs.uk/resources/key-publications/ccg-constitution-and-governance-handbook

NHS Kirklees Clinical Commissioning Group

NHS Kirklees CCG Audit Committee Terms of Reference

Version:	1.0
Committee Approved by:	Governing Body
Date Approved:	14 April 2021
Responsible	Officer: Chief Finance Officer
Date issued:	14 April 2021

Terms of Reference based on HFMA Model

1. Status

1.1 The Audit Committee (the Committee) is established in accordance with the National Health Service Act 2006, NHS CCG Regulations and the CCG's constitution.

1.2 It is a statutory committee of, and accountable to, the CCG Governing Body.

1.3 These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the committee and shall have effect as if incorporated into the CCG's Constitution and Standing Orders.

2. Membership

2.1 The Committee shall be appointed by the Governing Body:

Core membership:

- Lay member leading on audit, governance and conflict of interest matters (who will act as Chair)
- Lay member leading on finance and remuneration matters (who shall act as deputy chair)
- Secondary Care Specialist

Required attendees:

- Chief Finance Officer (or nominated deputy)
- Head of Corporate Governance (or nominated deputy)
- External and internal audit representatives

2.2 Any other senior manager may be invited to attend, particularly when the committee is discussing areas of risk or operation that are the responsibility of that senior manager.

2.3 In attendance on a less frequent basis:

- At least once a year the Committee shall meet privately with the external and internal auditors.
- Representatives from NHS Counter Fraud Authority (including the Local Counter Fraud Specialist) may be invited to attend meetings and will normally attend at least two meetings a year.

- The Chief Officer will be invited to attend meetings and discuss at least annually with the Committee, the process for assurance that supports the governance statement. S/he should also attend when the Committee considers the draft annual governance statement and the annual report and accounts.

- The Chair of the Governing Body shall not be a member of the Committee, but may also be invited to attend one meeting each year in order to form a view on and understanding of the Committee's operations.

3. Access

3.1 Regardless of attendance, external audit, internal audit, and local counter fraud (NHS Counter Fraud Authority) providers shall have full and unrestricted rights of access to the Audit Committee.

4. Frequency of meetings

4.1 There will be a minimum of five meetings per year (4 quarterly meetings plus an additional meeting to review the annual report and accounts). The Governing Body, Chief Officer, External Auditors or Head of Internal Audit may request an additional meeting if they consider one is necessary.

5. Authority

5.1 The Audit Committee is authorised by the Governing Body to investigate any activity within its terms of reference. It is authorised to seek any information it requires within its remit, from any employee, member of the CCG or member of the Governing Body who are directed to co-operate with any request made by the committee within its remit as outlined in these terms of reference.

5.2 The Audit Committee is authorised by the Governing Body to obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by the CCG and Governing Body for obtaining legal or professional advice.

5.3 For the avoidance of doubt, in the event of any conflict, the CCG's Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference.

6. Duties / Responsibilities

6.1 The Committee's duties/responsibilities can be categorised as follows:

6.2 Integrated governance, risk management and internal control

6.2.1 The Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the CCG's activities (clinical and non-clinical) that support the achievement of the CCG's objectives and priorities.

6.2.2 In particular, the Committee will review the adequacy and effectiveness of:

- All risk and control related disclosure statements (in particular the annual governance statement), together with any appropriate independent assurances, prior to submission to the CCG's Governing Body.
- The underlying assurance processes that indicate the degree of achievement of CCG's objectives and priorities, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification.
- The policies and procedures for all work related to fraud and corruption and security as set out in Secretary of State Directions and as required by NHS Counter Fraud Authority.

6.2.3 In carrying out this work the Committee will primarily utilise the work of internal audit, external audit and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from heads of service and managers as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

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

6.2.5 As part of its integrated approach, the Committee will have effective relationships with other key committees so that it understands processes and linkages. However, these other committees must not usurp the Committee's role.

6.3 Internal audit

The Committee shall ensure that there is an effective internal audit function that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Chief Officer and the Governing Body. This will be achieved by:

- Consideration of the provision of the internal audit service, the cost of the audit and any questions of resignation and dismissal.
- Review and approval of the annual internal audit 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 the management's response) and ensuring co-ordination between the internal and external auditors to optimise audit resources.
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the CCG.
- An annual review of the effectiveness of internal audit.
- Receiving the annual Head of Internal Audit Opinion.

6.4 External audit

The Committee shall review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process. In particular, the Committee will review the work and findings of the external auditors and consider the implications and the management's 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.
- Maintaining a close relationship with the Auditor Panel.
- 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 CCG.

- Review of all external audit reports, including the report to those charged with governance, agreement of the annual audit letter before submission to the Governing Body and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

- Ensuring that there is in place a clear policy for the engagement of external auditors to supply non-audit services.

6.5 Other assurance functions

6.5.1 The Audit Committee shall review the findings of other significant assurance functions, both internal and external and consider the implications for the governance of the CCG.

6.5.2 These will include, but will not be limited to, any reviews by Department of Health arm's length bodies or regulators/inspectors (for example, the Care Quality Commission and NHS Resolution) and professional bodies with responsibility for the performance of staff or functions (for example, Royal Colleges and accreditation bodies).

6.5.3 In addition, the Committee will review the work of other committees within the organisation, whose work can provide relevant assurance to the Committee's own areas of responsibility. In particular, this will include the quality committee.

6.6 Counter fraud

The Committee shall satisfy itself that the CCG has adequate arrangements in place for counter fraud and security that meet NHS Counter Fraud Authority's standards and shall review the outcomes of work in these areas. It shall also approve the counter fraud and security management work programme.

The Committee will refer any suspicions of fraud, bribery and corruption to the NHS Counter Fraud Authority.

6.7 Management

The Committee shall request and review reports and positive assurances from the senior management team as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

The Committee may also request specific reports from individual functions within the CCG as appropriate.

6.8 Financial reporting

6.8.1 The Audit Committee shall monitor the integrity of the financial statements of the CCG and any formal announcements relating to the CCG's financial performance.

6.8.2 The Committee shall ensure that the systems for financial reporting to the Governing Body, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the CCG.

6.8.3 The Audit Committee shall review the annual report and financial statements before submission to the Governing Body, focusing particularly on:

- The wording in the annual governance statement and other disclosures relevant to the terms of reference of the committee;
- Changes in, and compliance with, accounting policies, practices and estimation techniques;
- Unadjusted mis-statements in the financial statements;
- Significant judgements in preparing of the financial statements;
- Significant adjustments resulting from the audit;
- Letter of representation;
- Explanations for significant variances; and
- Qualitative aspects of financial reporting.

6.9 Whistleblowing

6.9.1 The Committee shall review the effectiveness of the arrangements in place for allowing staff to raise (in confidence) concerns about possible improprieties in financial, clinical or safety matters and ensure that any such concerns are investigated proportionately and independently.

6.10 Information Governance

To provide the Governing Body with assurance that there is an effective framework in place for the management of risks associated with Information Governance.

The Audit Committee shall review the annual SIRO report, the submission for the Data Security & Protection Toolkit and relevant reports and action plans.

6.11 Conflicts of Interest

To provide the Governing Body with assurance that there is an effective framework in place for the management of conflicts of interest. The Audit Committee shall regularly review the registers of interest, gifts and hospitality.

7. Quoracy

7.1 The quorum necessary for the transaction of business shall be two members.

7.2 A meeting is established when members attend face-to-face, by telephone, video-call, any other electronic means or a combination of the above.

7.3 A meeting of the Committee at which a quorum is present, or are available by electronic means, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

7.4 Where the meeting is not quorate, owing to the absence of certain members, the discussion will be deferred until such time as a quorum can be convened. Where a quorum cannot be convened from the membership of the meeting, owing to the arrangements for managing conflicts of interest or potential conflicts of interest, the chair of the meeting shall consult with the Accountable Officer on the action to be taken.

8. Decision making and voting

8.1 The Committee shall adopt the Standing Orders of NHS Kirklees CCG insofar as they relate to the:

(a) Notice of the Meetings

(b) Handling of Meetings

(c) Agendas

(d) Circulation of papers

8.2 **Conflicts of Interest**

If any member has an interest, financial or otherwise, in any matter and is present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and act in accordance with the CCG's Conflicts of Interest Policy and Constitution.

8.3 Voting

In line with the CCG's Standing Orders, it is expected that decisions will be reached by consensus. Should this not be possible, then a vote of members will be required, the process for which is set out below:

Majority necessary to confirm a decision – simple majority of those present and voting

Casting vote – Chair

Dissenting views – dissenting views must be recorded in the minutes

9. Administration

9.1 The Committee will meet in private.

9.2 Secretariat support will be provided to the Committee to ensure the Committee can discharge its function effectively and efficiently.

9.3 The Chair will agree the agenda prior to the meeting and the agenda and supporting papers will be circulated in accordance with the time specified in the CCG Standing Orders.

9.4 Any items to be placed on the agenda are to be sent to the secretary no later than ten calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.

9.5 Minutes will be taken at all meetings including telephone and electronically facilitated meetings. Minutes will not usually be published.

9.6 The minutes will be drafted within five working days of the meeting for approval by the Chair. The minutes will be ratified by agreement of the Audit Committee prior to presentation to the Governing Body.

9.7 Secretariat support will also assist the Committee with:

- Keeping an accurate record of attendance.
- Matters arising and issues to be carried forward.
- Maintaining an ongoing list of actions, specifying members responsible, due dates and keeping track of these actions.
- Advising the Committee on pertinent areas/issues.

- Enabling the development and training of members.

10. Reporting

10.1 The Committee shall report to the Governing Body on how it discharges its responsibilities.

10.2 The minutes of the Committee's meetings shall be formally recorded by the secretary and submitted to the Governing Body. The chair of the committee shall draw to the attention of the Governing Body any issues that require disclosure to the full Governing Body, or require executive action.

10.3 The Committee will report to the Governing Body at least annually on its work in support of the annual governance statement, specifically commenting on:

- The fitness for purpose of the assurance framework
- The completeness and 'embeddedness' of risk management in the organisation
- The integration of governance arrangements
- The appropriateness of the evidence that shows the CCG is fulfilling regulatory requirements relating to its existence as a functioning business
- The robustness of the processes behind the quality accounts.

10.4 This annual report should also describe how the Committee has fulfilled its terms of reference, and give details of any significant issues that the Committee considered in relation to the financial statements and how they were addressed.

11.0 Conduct of the Committee

11.1 All members will have due regard to and operate within the Constitution of the CCG, Standing Orders, Standing Financial Instructions and other financial procedures.

11.2 Members of the Committee will abide by the 'Principles of Public Life' (The Nolan Principles) and the NHS Code of Conduct.

11.3 A monitoring form will be used to record the frequency of attendance by members, quoracy and the frequency of meetings. Any areas of concern will be highlighted to the Chief Finance Officer.

11.4 The Committee will produce an annual work plan in consultation with the Governing Body and in line with the Governing Body's Assurance Framework.

11.5 The Committee will undertake an annual self-assessment of its own performance against the annual plan, membership and terms of reference. Any resulting changes to the terms of reference should be submitted for approval by the Governing Body.

12. Review of Terms of Reference

12.1 These terms of reference will be formally reviewed by the committee on an annual basis, but may be amended at any time.

12.2 Any proposed amendments to the terms of reference will be submitted to the Governing Body for approval. Changes will not be implemented until after an application to NHS England to vary the constitution has been agreed.

12.3 A record of the date and outcome of reviews is kept in the CCG's Governance Handbook.

Date of Governing Body approval: 14 April 2021

NHS Kirklees CCG Remuneration Committee Terms of Reference

Version:	1.0
Committee Approved by:	Governing Body
Date Approved:	14 April 2021
Responsible Officer:	Chief Finance Officer
Date issued:	14 April 2021

1. Status

1.1 The Remuneration Committee (the Committee) is established in accordance with the National Health Service Act 2006, NHS CCG Regulations and the CCG's constitution.

1.2 It is a statutory committee of, and accountable to, the CCG Governing Body.

1.3 These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the committee and shall have effect as if incorporated into the CCG's Constitution and Standing Orders.

2. Purpose

2.1 Subject to any restrictions set out in the relevant legislation, the committee has the function of making recommendations to the Governing Body about the exercise of its functions under section 14L(3)(a) and (b) of the NHS Act, i.e. its functions, in relation to:

2.1.1 determining the remuneration, fees and allowances payable to employees of the CCG and to other persons providing services to it; and

2.1.2 determining allowances payable under pension schemes established by the CCG.

2.2 In addition, the Governing Body has delegated a number of functions to the Committee as set out in section 4.2 below.

3. Authority

3.1 It is the responsibility of the Governing Body to make decisions about the remuneration of employees and other persons providing services to the CCG, acting upon the advice and recommendations of the Remuneration Committee. The Remuneration Committee is accountable to the Governing Body.

3.2 The Remuneration Committee is authorised by the Governing Body to:

3.2.1 investigate any activity within its terms of reference. It is authorised to seek any information it requires within its remit, from any employee, member of the CCG or member of the Governing Body who are directed to co-operate with any request made by the committee within its remit as outlined in these terms of reference;

3.2.2 commission any reports it deems necessary to help fulfil its obligations;

3.2.3 obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the committee must follow any procedures put in place by the CCG and Governing Body for obtaining legal or professional advice; and

3.2.4 create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's membership. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the CCG's constitution, standing orders and SoRD.

3.3 For the avoidance of doubt, in the event of any conflict, the CCG's Standing Orders, Standing Financial Instructions and the Scheme of Reservation and Delegation will prevail over these terms of reference.

4. Duties

4.1 The Committee has the following statutory duties:

4.1.1 make recommendations to the Governing Body about remuneration, fees and allowances for employees of the CCG and people who provide services to the CCG. For avoidance of doubt, this includes:

- all employees regardless of the use or otherwise, of various pay frameworks, seniority or role;
- people who fulfil clinical roles (eg GP clinical leads) who are neither employees nor on the Governing Body;
- the process or framework for agreeing rates for self-employed contractors;
- all components of remuneration (including any performance-related elements and other benefits, such as lease cars);
- termination payments (including redundancy and severance payments) and any special payments following scrutiny of their proper calculation and taking account of such national guidance as appropriate.

4.1.2 make recommendations to the Governing Body about allowances payable under pension schemes established by the CCG for its employees and Members.

4.2 In addition to its statutory duties, the Governing Body has delegated the following additional duties to the committee:

- making recommendations on matters in relation to terms and conditions, remuneration and travelling or other allowances, including pensions and gratuities for other Governing Body members with the exception of lay members;

- matters relating to human resources policy and procedures for the CCG including approval of those policies and procedures;

4.3 The Committee will not consider any matters relating to Lay Members and all matters relating to Lay Members will be considered by the Governing Body.

5. Membership

5.1 The Committee shall be appointed by the Governing Body from amongst the Governing Body members. Only Governing Body members may be members of the Remuneration Committee.

5.2 The Committee's membership will be comprised of:

5.2.1 2 Lay Members

5.2.2 Secondary Care Specialist

5.3 Neither the Chair of the Audit Committee nor the Chair of the CCG will be a member of the Remuneration Committee.

6. Attendees

6.1 Only members of the Committee have the right to attend meetings.

6.2 The Chair of the Committee may invite individuals such as the Accountable Officer, Chief Finance Officer, HR Advisor and external advisors to attend all or part of a meeting as and when appropriate. Such attendees will not be eligible to vote.

7. Chair

7.1 The CCG Governing Body shall appoint the Chair of the Committee.

7.2 The Committee will be chaired by a Lay Member other than the Audit Committee Chair.

7.3 In the event that the Chair is unavailable to attend, one of the other Lay Members will deputise and chair the meeting.

7.4 In exceptional circumstances, where urgent action is required, the Chair is authorised to take urgent action with prior discussion with one other committee member. A report should be made to the full committee at the earliest next opportunity.

8. Quoracy

8.1 The quorum necessary for the transaction of business shall be two members.

8.2 A meeting is established when members attend face-to-face, by telephone, video-call, any other electronic means or a combination of the above.

8.3 A meeting of the Committee at which a quorum is present, or are available by electronic means, is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

9. Decision making and voting

9.1 Recommendations will be guided by national NHS policy and best practice to ensure that staff are fairly motivated and rewarded for their individual contribution to the organisation, whilst ensuring proper regard to wider influences such as national consistency.

9.2 The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

9.3 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

9.4 Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

9.5 If a decision is needed which cannot wait for the next scheduled meeting, the chair may conduct business on a ‘virtual’ basis through the use of telephone, email or other electronic communication.

10. Administration

10.1 The Committee will meet in private.

10.2 Meetings will be held when required, with a minimum of one meeting per year.

10.3 Secretariat support will be provided to the Committee to ensure the Committee can discharge its function effectively and efficiently.

10.4 The Chair will agree the agenda prior to the meeting and the agenda and supporting papers will be circulated in accordance with the time specified in the CCG Standing Orders.

10.5 Any items to be placed on the agenda are to be sent to the secretary no later than ten calendar days in advance of the meeting. Items which miss the deadline for inclusion on the agenda may be added on receipt of permission from the Chair.

10.6 Minutes will be taken at all meetings including telephone and electronically facilitated meetings. Minutes will not usually be published.

10.7 The minutes will be ratified by agreement of the Remuneration Committee prior to presentation to the Governing Body.

11. Conflicts of Interest Management

11.1 No member of the committee, or attendee, shall be present, take part in or be party to discussions about any matter relating to their own role.

11.2 The committee will operate in accordance with Managing Conflicts of Interest: Statutory Guidance for CCGs and the CCG policy and procedure for managing conflicts of interest at all times.

11.3 Where a member of the committee is aware of an interest, conflict or potential conflict of interest in relation to the scheduled or likely business of the meeting, they will bring this to the attention of the Chair of the meeting as soon as possible, and before the meeting where possible.

11.4 Any declarations of interests, conflicts and potential conflicts, and arrangements to manage those agreed in any meeting of the Committee, will be recorded in the minutes.

11.5 Failure to disclose an interest, whether intentional or otherwise, will be treated in line with the CCG policy and may result in suspension from the Committee.

12. Sub-Groups

12.1 Where the Committee has established a time limited sub-group (see 3.2.4), it will be chaired by a member of the Remuneration Committee.

12.2 Minutes of any sub-group will be shared with the Remuneration Committee at the next meeting.

13. Reporting Responsibilities and Review of Committee Effectiveness

13.1 The Remuneration Committee will submit copies of its minutes and a report containing its recommendations to the Governing Body following each of its meetings. Where minutes and reports identify individuals, or otherwise fulfil the requirements, they will not be made public and will be presented in the private session of the Governing Body meeting. Public reports will be made to satisfy the requirements of the 2012 NHS Regulations (CCG) 16(2-5).

13.2 Reports will contain sufficient information to explain the rationale for the Committee's recommendations and to enable the Governing Body to make its decision.

13.3 The Committee will provide an annual report to the Governing Body to provide assurance that it is effectively discharging its delegated responsibilities, as set out in these terms of reference.

13.4 The Committee will conduct an annual review of its effectiveness to inform this report.

14. Review of Terms of Reference

14.1 These terms of reference will be formally reviewed by the committee on an annual basis, but may be amended at any time.

14.2 Any proposed amendments to the terms of reference will be submitted to the Governing Body for approval. Changes will not be implemented until after an application to NHS England to vary the constitution has been agreed.

14.3 A record of the date and outcome of reviews is kept in the CCG's Governance Handbook.

Date of Governing Body approval: 14 April 2021

NHS
Kirklees
Clinical Commissioning Group

NHS England and NHS Kirklees Clinical Commissioning Group Primary Care Commissioning Committee Terms of Reference

Version:	1.0
Approved by:	Governing Body
Date Approved	14 April 2021
Date issued:	14 April 2021

Guidance and advice: Terms of reference produced using the NHS England Model terms of reference for delegated commissioning arrangements.

1. Introduction

1.1. NHS England has invited 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. NHS Kirklees CCG has applied for full delegation of the primary medical services commissioning functions.

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 the Delegation document annexed to these Terms of Reference to NHS Kirklees CCG.

1.3. The CCG has established the Primary Care Commissioning Committee ('Committee'). The Committee will function as a corporate decision-making body for the management of the delegated functions and the exercise of the delegated powers.

2. Statutory Framework

2.1. NHS England has delegated to the CCG authority to exercise the primary care commissioning functions set out in Annex A: Delegation document, in accordance with Section 13Z of the NHS Act.

2.2. Arrangements made under Section 13Z may be on such terms and conditions (including terms as to payment) as may be agreed between the NHS England Board 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 as 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 set out below:

a) Duty to have regard to impact on services in certain areas (Section 13O)

b) 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 NHS Kirklees 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. Roles and Responsibilities 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 medical care services in Kirklees, under delegated authority from NHS England.

3.2. 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 Kirklees CCG, which will sit alongside the delegation and terms of reference.

3.3. 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.

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

3.5. This includes the following:

- GMS, PMS and APMS contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing breach/remedial notices, and removing a contract).

- Newly designed enhanced services ('Local Enhanced Services' and 'Directed Enhanced Services').
- Design of local incentive schemes as an alternative to the Quality Outcomes Framework (QOF).
- Decision making on whether to establish new GP practices in an area.
- Approving practice mergers.
- Making decisions on 'discretionary' payment (e.g. returner/retainer schemes).

3.6. The CCG will also carry out the following activities:

- Plan, including needs assessment, primary medical care services in Kirklees.
- Undertake reviews of primary medical care services in Kirklees.
- Coordinate a common approach to the commissioning of primary care services generally.
- Have oversight and review the financial plans for primary medical care services in Kirklees.
- Take procurement decisions in respect of primary medical services. These shall be in line with statutory requirements and guidance, the CCG's Constitution and Standing Orders and the Delegation Agreement between NHS England and the CCG.

4. Membership

4.1. The Committee shall consist of:

Core membership:

- Lay member leading on patient and public involvement
- Lay member leading on audit, governance and conflict of interest
- Lay member leading on finance and remuneration
- Chief Officer
- Chief Finance Officer (or nominated deputy)

- Chief Quality & Nursing Officer (or nominated deputy)
- Two External Independent Advisors (non-conflicted and external GPs)

Required attendees:

- Head of Primary Care Support & Development (or nominated deputy)
- Head of Contracting & Procurement (or nominated deputy)
- Head of Corporate Governance (or nominated deputy)
- Representative of NHS England

4.2. Other individuals shall be required to attend according to the business being considered by the Committee.

4.3. The Committee may invite such 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 speak and participate in debate, but may not vote.

4.4. The Committee will invite the following to appoint a representative to attend its meetings and participate in the way described in paragraph 4.3:

- Health & Well-Being Board
- Local Healthwatch
- Council of Members
- Local Medical Committee (2 representatives – one from Huddersfield Division and one from Dewsbury Division)
- Patient Group Representative

4.5. The Committee will also invite 3 Governing Body GP Members/Other Primary Care Professional Practice Members (including at least 2 GPs) to attend its meetings and participate in the way described in paragraph 4.3.

4.6. Substitutions

Committee members with substitutes listed above may be substituted by that person only. For a substitution to take effect, the Chair of the Committee shall be notified in advance of the meeting. The substitution will be recorded in the minutes.

4.7. Chairing

The Chair and Vice Chair of the Committee will be appointed from the Lay Member: PPI and Lay Member: Finance and Remuneration.

5. Meetings and Voting

5.1. The Committee will meet bi-monthly, with additional meetings scheduled if required.

5.2. The Committee shall adopt the Standing Orders of NHS Kirklees CCG insofar as they relate to the:

a) Notice of the Meetings

b) Handling of Meetings

c) Agendas

d) Circulation of papers

5.3. 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 or Standing Financial Instructions of any of the members, the Delegation will prevail.

5.4. **Conflicts of Interest**

If any member has an interest, financial or otherwise, in any matter and is present at the meeting at which the matter is under discussion, he/she will declare that interest as early as possible and act in accordance with the CCG's Conflicts of Interest Policy and Constitution.

5.5. **Voting**

In line with the CCG's Standing Orders, it is expected that decisions will be reached by consensus. Should this not be possible, then a vote of members will be required, the process for which is set out below:

Majority necessary to confirm a decision – simple majority of those present and voting

Casting vote – Chair

Dissenting views – dissenting views must be recorded in the minutes

5.6. **Quoracy**

5.6.1. The Committee will be quorate with four members present; this must include:

- Two from: Lay Member (Audit and Governance), Lay Member (Patient and Public Involvement), and Lay Member (Finance and Remuneration). This must include the Chair or Vice-Chair.
- One External Clinical Advisor.
- At least one of the following: Chief Officer, Chief Finance Officer or Chief Quality and Nursing Officer.

5.6.2. Members of the Committee may participate in meetings by telephone or by the use of video conferencing facilities where they are available and with prior agreement from the Chair. Participation by any of these means shall be deemed to constitute presence in person at the meeting.

5.6.3. Where the meeting is not quorate, owing to the absence of certain members, the discussion will be deferred until such time as a quorum can be convened. Where a quorum cannot be convened from the membership of the meeting, owing to the arrangements for managing conflicts of interest or potential conflicts of interest, the chair of the meeting shall consult with the Accountable Officer on the action to be taken.

5.7. **Admission of the Public and Press**

5.7.1. Meetings of the Committee shall, subject to the application of 5.6.2, be held in public.

5.7.2. The Committee may resolve to exclude the public from a meeting that is open to the public (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for 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.

5.8. 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.

5.9. **Secretariat**

Support to the Committee will be provided by the CCG's Governance & Corporate Team. Duties will include:

- Agreement of the agenda with the Chair.
- Circulation of agendas and supporting papers to Committee members five working days prior to the meeting.
- Drafting of minutes for approval by the Chair within five working days of the meeting
- Keeping an accurate record of attendance.
- Matters arising and issues to be carried forward.
- Maintaining an ongoing list of actions, specifying members responsible, due dates and keeping track of these actions.
- Advising the Committee on pertinent areas/issues.
- Enabling the development and training of members.

6. Accountability of the Committee

6.1. The Committee has delegated authority from the Governing Body to make decisions within the bounds of its remit. Specifically:

- Financial plans in respect of primary medical services.
- Procurement of primary medical services.
- Practice payments and reimbursement.
- Investment in practice development.
- Contractual compliance and sanctions.

6.2. The decisions of the Committee shall be binding on NHS England and NHS Kirklees CCG.

6.3. The Committee is authorised by the Governing Body to investigate any activity within its terms of reference. It is authorised to seek any information it requires within its remit, from any employee of NHS Kirklees CCG or member of the Governing Body, and they are directed to co-operate with any reasonable request made by the Committee.

6.4. The Committee is authorised by the Governing Body to commission reports or surveys it deems necessary to help fulfil its obligations, within the budget available.

6.5. In exceptional cases, the Committee is authorised to obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this necessary. In doing so, the Committee must follow any procedures put in place by the Governing Body for obtaining legal or professional advice. The Governing Body is to be informed of any issues relating to such action.

6.6. The Committee may delegate tasks to such individuals, sub-committees or individual members as it shall see fit, provided that any such delegations are consistent with the parties' relevant governance arrangements, are recorded in a scheme of delegation, are governed by terms of reference as appropriate and reflect appropriate arrangements for the management of conflicts of interest.

7. Decisions

7.1. The Committee will make decisions within the bounds of its remit.

7.2. The decisions of the Committee shall be binding on NHS England and NHS Kirklees CCG.

7.3. The Committee will produce an executive summary report which will be presented to West Yorkshire and Harrogate Locality Team of NHS England and the Governing Body of NHS Kirklees CCG each quarter for information.

8. Conduct of the Committee

8.1. All members will have due regard to and operate within the Constitution of the CCG, Standing Orders, Standing Financial Instructions and other financial procedures.

8.2. Members of the Committee will abide by the 'Principles of Public Life' (The Nolan Principles) and the NHS Code of Conduct.

8.3. Members of the Committee shall respect confidentiality requirements as set out in the CCG's Constitution.

8.4. The Committee will undertake an annual self-assessment of its own performance against the terms of reference. Any resulting changes to the terms of reference should be submitted for approval by the Governing Body.

9. Reporting Arrangements

9.1. The Committee shall submit its minutes to West Yorkshire and Harrogate Locality Team of NHS England and the Governing Body of the CCG for information following each meeting. The Chair of the Committee shall draw to the attention of the Governing Body any issues that require disclosure to the full Governing Body, or require executive action.

10. Review of Terms of Reference

10.1. These terms of reference will be formally reviewed by the committee on an annual basis, but may be amended at any time.

10.2. Any proposed amendments to the terms of reference will be submitted to the Governing Body for approval. Changes will not be implemented until after an application to NHS England to vary the constitution has been agreed.

10.3. A record of the date and outcome of reviews is kept in the CCG's Governance Handbook.

END

Annex A – Delegation Document

Delegation by NHS England

1 April 2021

Delegation by NHS England to NHS Kirklees CCG

Delegation

1. In accordance with its statutory powers under section 13Z of the National Health Service Act 2006 (as amended) ("NHS Act"), NHS England has delegated the exercise of the functions specified in this Delegation to NHS Kirklees CCG to empower NHS Kirklees CCG to commission primary medical services for the people of Kirklees.
2. NHS England and the CCG have entered into the Delegation Agreement that sets out the detailed arrangements for how the CCG will exercise its delegated authority.
3. Even though the exercise of the functions passes to the CCG the liability for the exercise of any of its functions remains with NHS England.
4. In exercising its functions (including those delegated to it) the CCG must comply with the statutory duties set out in the NHS Act and/or any directions made by NHS England or by the Secretary of State and must enable and assist NHS England to meet its corresponding duties.

Commencement

5. This Delegation, and any terms and conditions associated with the Delegation, take effect from 1 April 2021.
6. NHS England may by notice in writing delegate additional functions in respect of primary medical services to the CCG. At midnight on such date as the notice will specify, such functions will be Delegated Functions and will no longer be Reserved Functions.

Role of the CCG

7. The CCG will exercise the primary medical care commissioning functions of NHS England as set out in Schedule 1 to this Delegation and on which further detail is contained in the Delegation Agreement.

8. NHS England will exercise its functions relating to primary medical services other than the Delegated Functions set out in Schedule 1 including but not limited to those set out in Schedule 2 to this Delegation and as set out in the Delegation Agreement.

Exercise of delegated authority

9. The CCG must establish a committee to exercise its delegated functions in accordance with the CCG's constitution and the committee's terms of reference. The structure and operation of the committee must take into account guidance issued by NHS England. This committee will make the decisions on the exercise of the delegated functions.

10. The CCG may otherwise determine the arrangements for the exercise of its delegated functions, provided that they are in accordance with the statutory framework (including Schedule 1A of the NHS Act) and with the CCG's Constitution.

11 The decisions of the CCG Committee shall be binding on NHS England and NHS Kirklees CCG.

Accountability

12. The CCG must comply with the financial provisions in the Delegation Agreement and must comply with its statutory financial duties, including those under sections 223H and 223I of the NHS Act. It must also enable and assist NHS England to meet its duties under sections 223C, 223D and 223E of the NHS Act.

13. The CCG will comply with the reporting and audit requirements set out in the Delegation Agreement and the NHS Act.

14 NHS England may, at its discretion, waive non-compliance with the terms of the Delegation and/or the Delegation Agreement.

15 NHS England may, at its discretion, ratify any decision made by the CCG Committee that is outside the scope of this delegation and which it is not authorised to make. Such ratification will take the form of NHS England considering the issue and decision made by the CCG and then making its own decision. This ratification process will then make the said decision one which NHS England has made. In any event ratification shall not extend to those actions or decisions that are of themselves not capable of being delegated by NHS England to the CCG.

Variation, Revocation and Termination

16. NHS England may vary this Delegation at any time, including by revoking the existing Delegation and re-issuing by way of an amended Delegation.
17. This Delegation may be revoked at any time by NHS England. The details about revocation are set out in the Delegation Agreement.
18. The parties may terminate the Delegation in accordance with the process set out in the Delegation Agreement.

Signed by …….

Richard Barker

NHS England Regional Director – North East & Yorkshire

for and on behalf of **NHS England**

Schedule 1 –Delegated Functions

a) decisions in relation to the commissioning, procurement and management of Primary Medical Services Contracts, including but not limited to the following activities:

   i) decisions in relation to Enhanced Services;
   ii) decisions in relation to Local Incentive Schemes (including the design of such schemes);
   iii) decisions in relation to the establishment of new GP practices (including branch surgeries) and closure of GP practices;
   iv) decisions about 'discretionary' payments;
   v) decisions about commissioning urgent care (including home visits as required) for out of area registered patients;

b) the approval of practice mergers;

c) planning primary medical care services in the Area, including carrying out needs assessments;

d) undertaking reviews of primary medical care services in the Area;

e) decisions in relation to the management of poorly performing GP practices and including, without limitation, decisions and liaison with the CQC where the CQC has reported non-compliance with standards (but excluding any decisions in relation to the performers list);

f) management of the Delegated Funds in the Area;

g) Premises Costs Directions functions;

h) co-ordinating a common approach to the commissioning of primary care services with other commissioners in the Area where appropriate; and

i) such other ancillary activities as are necessary in order to exercise the Delegated Functions.

Schedule 2- Reserved Functions

a) management of the national performers list;

b) management of the revalidation and appraisal process;

c) administration of payments in circumstances where a performer is suspended and related performers list management activities;

d) Capital Expenditure functions;

e) section 7A functions under the NHS Act;

f) functions in relation to complaints management;

g) decisions in relation to the GP Access Fund; and

h) such other ancillary activities that are necessary in order to exercise the Reserved Functions;

Appendix 3: Standing Orders

1. Statutory Framework and Status

1.1. Introduction

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

1.1.2. The standing orders, together with the CCG's scheme of reservation and delegation[2] and the CCG's standing financial instructions[3], provide a procedural framework within which the CCG discharges its business. They set out:

a) the arrangements for conducting the business of the CCG;

b) the arrangements for making appointments to the Governing Body and to committees;

c) the procedure to be followed at meetings of the CCG, the Governing Body and any committees or sub-committees of the CCG or the Governing Body;

d) the process to delegate powers;

e) The arrangements for managing the CCGs financial affairs and the delegated limits for financial commitments on behalf of the CCG;

f) the declaration of interests and standards of conduct.

These arrangements must comply, and be consistent where applicable, with requirements set out in the 2006 Act (as amended by the 2012 Act) and related regulations and take account as appropriate[4] of any relevant guidance.

1.1.3. The standing orders, have effect as if incorporated into the CCG's constitution. CCG Members, employees, Members of the Governing Body, Members of the Governing Body's committees and sub-committees, Members of the CCG's committees and sub-committees and persons working on behalf of the CCG should be aware of the existence of these documents and, where necessary, be familiar with their detailed

[2] https://www.kirkleesccg.nhs.uk/resources/key-publications/ccg-constitution-and-governance-handbook

[3] https://www.kirkleesccg.nhs.uk/resources/key-publications/ccg-constitution-and-governance-handbook

[4] Under some legislative provisions the group is obliged to have regard to particular guidance but under other circumstances guidance is issued as best practice guidance.

provisions. Failure to comply with the standing orders, scheme of reservation and delegation and prime financial policies may be regarded as a disciplinary matter that could result in dismissal.

1.2. Amendment and review

1.2.1. The Standing Orders are effective from April 1st 2021.

1.2.2. Standing Orders will be reviewed on an annual basis or sooner if required. A log of review dates can be found in the CCG Governance Handbook published on the website.

1.2.3. Amendments to these Standing Orders will be made as per the process for amendments to the Constitution, as set out in Clause 1.4 of the Constitution.

1.2.4. All changes to these Standing Orders will require an application to NHS England for variation to the CCGs constitution and will not be implemented until the constitution has been approved.

1.3. Interpretation, application and compliance

1.3.1. Except as otherwise provided, words and expressions used in these Standing Orders shall have the same meaning as those in the main body of the CCG Constitution and as per the definitions in Appendix 1.

1.3.2. These standing orders apply to all meetings of the CCG and Governing Body, including their respective committees and sub-committees unless otherwise stated.

1.3.3. All members of the CCG, employees, members of the Governing Body and committees and sub-committees should be aware of the Standing Orders and comply with them. Failure to comply may be regarded as a disciplinary matter.

1.3.4. In the case of conflicting interpretation of the standing orders, the Chair, supported with advice from Accountable Officer / Head of Corporate Governance will provide a settled view which shall be final.

1.3.5. If, for any reason, these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Governing Body for action or ratification. All members of the CCG and staff have a duty to disclose any non-compliance with these Standing Orders to the Accountable Officer.

2. The Clinical Commissioning Group: Composition of Membership, Key Roles and Appointment process

2.1. Composition of membership

2.1.1. Section 3.1 of the CCG's constitution provides details of the membership of the CCG.

2.1.2. Chapter 3 describes the role of Member Practice Representatives.

2.2. Member practice representatives

2.2.1. Full meetings of the membership are known as The Council of Members.

2.2.2. Members are represented at the Council of Members by the healthcare professional that they nominate to deal with the CCG on their behalf (The Member Practice Representative). This individual must be a healthcare professional as defined in the legislation. For avoidance of doubt, whilst the Member Practice Representative must be a healthcare professional, they need not be a GP. It is also permitted for a practice to nominate an employee from another practice if they choose to do so.

2.2.3. Each practice is free to determine how they select their practice representative provided the individual fulfils the requirement of being a healthcare professional.

2.2.4. Upon selection of a Member Practice Representative, the nominating member practice shall confirm in writing to the CCG:

a) The full name and contact details of the Member Practice Representative;

b) The Member Practice Representative's position, confirming that the individual is a Healthcare Professional as per the definition in Appendix 1 of the CCG's Constitution; and

c) That the Member Practice Representative is authorised by the member practice to act on its behalf concerning CCG business as set out in Section 3.1 of the CCG's Constitution and the provisions of these Standing Orders.

2.2.5. The CCG's Governance Handbook provides details of the governing structure used in the CCG's decision-making processes, and outlines certain key roles and responsibilities within the CCG and its Governing Body.

2.3. Key roles - CCG Appointments

2.3.1. These standing orders set out how the group appoints individuals to these key roles.

2.3.2. The Chair of the Council of Members is subject to the following appointment process:

a) Nominations – any eligible individual (see below) may nominate themselves for this position.

b) Eligibility – the nominees must:

i. Be a Member Practice Representative on the Council of Members.

ii. Not be the Clinical Chair of the CCG.

iii. Be from a different Locality Group of practices (see paragraph 3.1.3 of the Constitution) from the Clinical Chair.

c) Appointment process – the Chair of the Council of Members will be subject to an election process. At the first meeting of the Council of Members, and annually thereafter, all nominated eligible candidates will be put forward for election by the meeting. Each member practice of the CCG will have one equal vote that will be cast by its Member Practice Representative. The person with the highest number of votes will be appointed.

d) Post selection – the Chair of the Council of Members and the Clinical Chair of the CCG will always be selected one each from the two Locality Groups of practices (see para 3.1.3 of the Constitution). If following the appointment of the Clinical Chair of the CCG, this cannot be maintained, the Chair of the Council of Members will resign.

2.3.3. The Vice Chair of the Council of Members is subject to the following appointment process:

a) Nominations – any eligible individual (see below) may nominate themselves for this position.

b) Eligibility – the nominees must:

i. Be a Member Practice Representative on the Council of Members.

ii. Not be the Clinical Chair of the CCG.

iii. Be from a different Locality Group of practices (see paragraph 3.1.3 of the Constitution) from the Chair of the Council of Members.

c) Appointment process – the Vice-Chair of the Council of Members will be subject to an election process. At the first meeting of the Council of Members, and annually thereafter, all nominated eligible candidates will be put forward for election by the meeting. Each member practice of the CCG will have one equal vote that will be cast by its Member Practice Representative. The person with the highest number of votes will be appointed.

d) Post selection – the Chair of the Council of Members and the Vice Chair of the Council of Members will always be selected one each from the two Locality Groups of practices (see para 3.1.3 of the Constitution). If following the appointment of the Chair of the Council of Members, this cannot be maintained, the Vice-Chair of the Council of Members will resign.

2.4. Key roles – Governing Body appointments

2.4.1. These standing orders set out how the group appoints individuals to these key roles.

2.4.2. Each role on the Governing Body is defined by a role description. A person specification is drafted at the point of recruitment to aid the selection process.

2.4.3. All members appointed to the Governing Body will fulfil the requirements set out in the NHS (CCG) Regulations 2012 as relevant to their role. The NHS (CCG) Regulations 2012 also include extensive exclusion criteria - Schedule 4 applies to Lay Members and Schedule 5 to all members of governing bodies regardless of their role or appointment method.

2.4.4. All individuals appointed to roles on the Governing Body are responsible for familiarising themselves with the eligibility and ineligibility requirements, confirming their eligibility prior to appointment and immediately notifying the Head of Corporate Governance of a change of circumstances that may render them no longer eligible.

2.4.5. The Clinical Chair is subject to the following appointment process:

a) Nominations – any eligible individual (see below) may nominate themselves for this position.

b) Eligibility – the nominees must:

i. Be a GP Member on the Governing Body (and therefore meet the eligibility criteria for GP membership of the Governing Body).

ii. At the time of their appointment work an average of 2 days per week in a practice in the CCG area (note that as part of agreeing the contract with the CCG for this role, any ongoing requirement will be balanced with the requirements of fulfilling the role of Chair and may be relaxed, but will require a minimum of 1 day per week in practice)

iii. Be able to meet the attributes and competencies set out in 'Clinical Commissioning Group Governing Body Members: Role Outlines, Attributes and Skills' for 'all Governing Body members' and for the 'Chair of the Governing Body'.

iv. Not already have served the maximum number of terms as a Chair or Vice-Chair for the CCG or its predecessor CCGs.

v. Not be the Chair or Vice Chair of the Council of Members.

c) Appointment process – the Clinical Chair will be subject to a selection and election process. The selection component is intended to ensure the Chair has the requisite skills, competencies and attributes to fulfil the role. Applicants who have demonstrated that they meet these attributes and competencies will be deemed to do so for two years from the point of assessment. The election component is intended to ensure the ownership of member practices.

i. Selection

- The assessment process will be developed in consultation with NHS England and Improvement.

- Individuals who meet the criteria will complete an application process that demonstrates the skills and attributes detailed in the role description.

- An interview panel, which is expected to include a representative of the Council of Members, LMC, Independent/Lay Member, and Accountable Officer will identify all candidates that meet the requirements for the role.

ii. Election

- All candidates identified by the interview panel as suitable will be put forward for election by member practices.
- Each member practice of the CCG will have one equal vote that will be cast by its Member Practice Representative.
- The person with the highest number of votes will be appointed.
- If only one candidate is identified by the interview panel, this candidate will be put to member practices for endorsement.
- If no candidate is appointed the appointment process will be repeated.

iii. Post selection

The Chair and Vice-Clinical Chair will always be selected one each from the two Locality groups (see para 3.1.3 of Constitution). If, following the appointment of the Chair, this cannot be maintained, the Clinical Vice Chair will resign.

d) Term of office – 3 years.

e) Eligibility for reappointment – individuals will be eligible for reappointment, subject to:

i. A maximum of 2 terms as Chair or Vice-Chair of the CCG or its predecessor CCGs.

ii. The appointment process will be re-applied for each term.

f) Grounds for removal from office –

i. Gross misconduct, to be determined by the Governing Body, on the advice of the Remuneration Committee;

ii. Being or becoming disqualified from office;

iii. Loss of clinical registration;

iv. Not attending Governing Body meetings for six months, unless in extenuating circumstances;

v. Failing to disclose a relevant interest;

vi. Where continuation in the role is not in the interests of either the public or the CCG;

vii. Vote of no confidence, as set out at paragraph 3.2.3,, subject to relevant contractual and statutory provisions including any relevant employment contracts.

g) Notice period – 6 months, to be given in writing to the Deputy Chair and Accountable Officer.

h) Initial Appointment prior to establishment

When the Governing Body is first populated, in advance of the CCG being established, the following procedure will apply for the appointment of the Chair:

i. Expressions of interest will be sought for the roles of GP member of the Governing Body.

ii. All potential candidates will be asked if they would be willing to serve as Chair and if they fulfil the eligibility criteria.

iii. The selection and election process for appointing the chair will continue as per 2.4.5.c with these candidates.

2.4.6. The Clinical Vice-Chair is subject to the following appointment process:

a) Nominations – any eligible individual (see below) may nominate themselves for this position.

b) Eligibility – the nominees must:

i. Be a GP member on the Governing Body (and therefore meet the eligibility criteria for GP membership of the Governing Body).

ii. Be from a practice in a different Locality Group to the Clinical Chair.

iii. Be able to meet the attributes and competencies set out in ‘Clinical Commissioning Group Governing Body Members: Role Outlines, Attributes and Skills’ for ‘all Governing Body members’ and for the ‘Chair of the Governing Body’.

iv. Not already have served the maximum number of terms as a Chair or Vice-Chair for the CCG or its predecessor CCGs.

v. Not be the Chair or Vice Chair of the Council of Members.

c) Appointment process – the Clinical Vice-Chair will be subject to a selection and election process. The selection component is intended to ensure the Vice-Chair has the requisite skills, competencies and attributes to fulfil the role. The election component is intended to ensure the ownership of member practices.

i. Selection

- The assessment process will be developed in consultation with NHS England and Improvement.
- Individuals who meet the criteria will complete an application process that demonstrates the skills and attributes detailed in the role description.
- An interview panel, which is expected to include a representative of the Council of Members, LMC, Independent/Lay Member, and Accountable Officer will identify all candidates that meet the requirements for the role.
- The interview panel will identify all candidates that meet the requirements for the role.

ii. Election

- All candidates identified by the interview panel as suitable will be put forward for election by member practices.
- Each member practice of the CCG will have one equal vote that will be cast by its Member Practice Representative.
- The person with the highest number of votes will be appointed.
- If only one candidate is identified by the interview panel, this candidate will be put to member practices for endorsement.
- If no candidate is appointed the appointment process will be repeated.

d) Term of office – 3 years.

e) Eligibility for reappointment – individuals will be eligible for reappointment, subject to:

i. A maximum of 2 terms as Chair or Vice-Chair of the CCG or its predecessor CCGs.

ii. The appointment process will be re-applied for each term.

f) Grounds for removal from office –

i. Gross misconduct, to be determined by the Governing Body, on the advice of the Remuneration Committee;

ii. Being or becoming disqualified from office;

iii. Loss of clinical registration;

iv. Not attending Governing Body meetings for six months, unless in extenuating circumstances;

v. Failing to disclose a relevant interest;

vi. Where continuation in the role is not in the interests of either the public or the CCG;

vii. Vote of no confidence, as set out at paragraph 3.2.3, subject to relevant contractual and statutory provisions including any relevant employment contracts

g) Notice period – 6 months, to be given in writing to the Clinical Chair and Accountable Officer.

h) Initial Appointment prior to establishment

When the Governing Body is first populated, in advance of the CCG being established, the following procedure will apply for the appointment of the Clinical Vice Chair:

i. Expressions of interest will be sought for the roles of GP member of the Governing Body.

ii. All potential candidates will be asked if they would be willing to serve as Clinical Vice Chair and if they fulfil the eligibility criteria.

iii. The selection and election process for appointing the Clinical Vice Chair will continue as per 2.4.6.c with these candidates.

2.4.7. Each GP member of the Governing Body will be drawn from one or more localities that are/is co-terminous with a PCN geographic area. Locality practice representatives are subject to the following appointment process:

a) Nominations – any eligible individual (see below) may nominate themselves for this position.

b) Eligibility – the nominees must:

   i. Be a GP currently in clinical practice within primary care in Kirklees for at least 2 days a week;

   ii. Be able to demonstrate a good knowledge of health and social care issues within the locality;

   iii. Be able to meet the attributes and competencies set out in 'Clinical Commissioning Group Governing Body Members: Role Outlines, Attributes and Skills' for 'all Governing Body members' and for 'GPs or other healthcare professionals acting on behalf of member practices';

   iv. Not have a major conflict of interest for example be an office holder within a Primary Care Network, General Practice Federation or Local Medical Committee;

   v. Not be the Chair of the Council of Members.

   vi. Demonstrate that they are not legally excluded from Governing Body membership by virtue of the provisions of schedule 5 of the NHS (CCG) Regulations 2012.

   The localities will seek to ensure that each GP member of the Governing Body comes from both a different locality and a different member practice.

c) Appointment process –

   i. Candidates will be subject to an assessment process to ensure that they meet the eligibility criteria. The assessment process will be developed in consultation with the Council of Members' Chair/LMC.

   ii. Candidates who successfully complete the assessment process will be put forward for election (or endorsement if there is only one appointable candidate) by member practices within the relevant locality. There will be one vote per member practice within the locality.

   iii. If there are no candidates for a locality that successfully complete the assessment process, the member practices of that locality shall decide whether they wish to:

- Hold the vacancy for a period of 6 or 12 months before seeking nominations; or

- Request the representative of a different locality also to act as the locality representative for that locality.

iv. Except that, at any time there must be at least 5 locality representatives in post.

v. If any locality does not have a locality representative in post, an alternative named Governing Body member will take responsibility for articulating that locality's views to Governing Body and to share Governing Body information with the member practices in that locality.

d) Term of office – 3 years.

e) Eligibility for reappointment – individuals will be eligible for reappointment, subject to a maximum of 3 terms. The appointment process will be re-applied for each term. Applicants that have demonstrated they meet the eligibility criteria will retain this status until there is a change to their circumstances or to the requirements, or for a period of 3 years, whichever is shorter.

f) Grounds for removal from office –

i. Gross misconduct, to be determined by the Governing Body, on the advice of the Remuneration Committee;

ii. Being or becoming disqualified from office;

iii. Loss of clinical registration;

iv. Not attending Governing Body meetings for six months, unless in extenuating circumstances;

v. Failing to disclose a relevant interest;

vi. Where continuation in the role is not in the interests of either the public or the CCG;

vii. Vote of no confidence, as set out at paragraph 3.2.3, subject to relevant contractual and statutory provisions including any relevant employment contracts

g) Notice period – 3 months, to be given in writing to the Clinical Chair.

h) Initial Appointment prior to establishment

GP Members will be appointed from the localities other than those from which the Chair and Clinical Vice Chair have been selected.

2.4.8. The other primary care professional practice members will be subject to the following appointment process:

a) Nominations – any eligible individual (see below) may nominate themselves for this position by completing an application which demonstrates how they meet the requirements of the role description.

b) Eligibility – the nominees must:

i. Be working within a member practice in Kirklees for at least 2 days a week;

ii. Be able to demonstrate a good knowledge of health and social care issues within the locality;

iii. Be able to meet the attributes and competencies set out in 'Clinical Commissioning Group Governing Body Members: Role Outlines, Attributes and Skills' for 'all Governing Body members' and for 'GPs or other healthcare professionals acting on behalf of member practices';

iv. Not have a major conflict of interest for example be an office holder within a Primary Care Network, General Practice Federation or Local Medical Committee;

v. Not be the Chair of the Council of Members.

vi. Demonstrate that they are not legally excluded from Governing Body membership by virtue of the provisions of schedule 5 of the NHS (CCG) Regulations 2012.

The localities will seek to ensure that each other primary care professional member comes from a different member practice to one another and each of the GP members.

c) Appointment process –

i. Candidates will be subject to an assessment process to ensure that they meet the eligibility criteria. The assessment process will be developed in consultation with the Council of Members' Chair/LMC.

ii. Candidates who successfully complete the assessment process will be put forward for election (or endorsement if there is only one appointable candidate) by member practices. There will be one vote per member practice per vacancy.

d) Term of office – a maximum of 3 years.

e) Eligibility for reappointment – individuals will be eligible for reappointment, subject to a maximum of 3 terms. The appointment process will be re-applied for each term. Applicants that have demonstrated they meet the eligibility criteria will retain this status until there is a change to their circumstances or to the requirements, or for a period of 3 years, whichever is shorter.

f) Grounds for removal from office –

i. Gross misconduct, to be determined by the Governing Body, on the advice of the Remuneration Committee;

ii. Being or becoming disqualified from office;

iii. Loss of clinical registration (for clinical staff);

iv. Not attending Governing Body meetings for six months, unless in extenuating circumstances;

v. Failing to disclose a relevant interest;

vi. Where continuation in the role is not in the interests of either the public or the CCG;

vii. Vote of no confidence, as set out at paragraph 3.2.3, subject to relevant contractual and statutory provisions including any relevant employment contracts.

g) Notice period – 3 months, to be given in writing to the Clinical Chair.

2.4.9. Lay members are subject to the following appointment process:

a) Nominations – self nomination to local process.

b) Eligibility –

i. Individuals will not be appointed unless they meet the relevant requirements (including the exclusion criteria) set out in both schedules 4 and 5 of CCG Regulations 2012.

ii. One Lay Member (known as Lay Member: Audit & Governance) will have qualifications, expertise or experience such as to enable them to express informed views about financial management and audit matters. This Lay Member will chair the audit committee and will fulfil the role of conflicts of interest guardian.

iii. One Lay Member (known as Lay Member: Patient & Public Involvement) will have knowledge about the CCG area such as to enable them to express informed views about the discharge of the CCG's functions.

iv. A third lay member (known as Lay Member: Finance & Remuneration) will chair the primary care commissioning committee and remuneration committee.

c) Additionally, the Lay Member for Patient & Public Involvement must live within the Kirklees CCG area.

d) Appointment process – selection panel, including the Accountable Officer, Clinical Chair, a representative from the Council of Members and Local Medical Committee. The Panel may include a subject specialist.

e) Term of office – 3 years.

f) Eligibility for reappointment – a maximum of 3 terms.

g) Grounds for removal from office –

i. No longer meets the eligibility criteria;

ii. Gross misconduct, to be determined by the Governing Body, on the advice of the Remuneration Committee;

iii. Not attending Governing Body meetings for six months, unless in extenuating circumstances;

iv. Failing to disclose a relevant interest;

v. Where continuation in the role is not in the interests of either the public or the CCG;

vi. Vote of no confidence, on the basis of the above grounds, by a simple majority of votes of the Governing Body.

h) Notice period – 3 months, to be given in writing to the Clinical Chair.

2.4.10. The Secondary Care Specialist is subject to the following appointment process:

a) Nominations – self nomination to local process.

b) Eligibility - The secondary care specialist will fulfil the requirements of regulations 11 (6& 7) and 12 in the NHS CCG Regulations 2012 and must not be excluded from Governing Body Membership by virtue of Schedule 5.

c) Appointment process – selection panel, including the Accountable Officer, Clinical Chair, a representative from the Council of Members and Local Medical Committee. The Panel may include a subject specialist.

d) Term of office – 3 years.

e) Eligibility for reappointment – 3 terms.

f) Grounds for removal from office –

i. No longer meets the eligibility criteria;

ii. Loss of clinical registration;

iii. Gross misconduct, to be determined by the Governing Body, on the advice of the Remuneration Committee;

iv. Not attending Governing Body meetings for six months, unless in extenuating circumstances;

v. Failing to disclose a relevant interest;

vi. Where continuation in the role is not in the interests of either the public or the CCG;

vii. Vote of no confidence, on the basis of the above grounds, by a simple majority of votes of the Governing Body.

g) Notice period – 3 months, to be given in writing to the Clinical Chair.

2.4.11. Executive members of the Governing Body

a) Executive members of the Governing Body become members by virtue of their employment into a management role in the CCG. These roles include:

i. Accountable Officer;

ii. Chief Finance Officer;

iii. The Chief Nursing and Quality Officer.

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

c) Executive members are appointed following a formal standard recruitment process during which competency against the defined specification is assessed.

d) The Accountable Officer appointment process is subject to requirements set out by NHS England and the process will include a CCG panel convened by the Chair. The appointment is subject to formal ratification by NHS England following selection and nomination by the CCG.

e) Other executive members of the Governing Body are appointed by a panel convened by the Accountable Officer.

f) Membership of the Governing Body is terminated when an individual's contract of employment is terminated and the notice period will be specified in a contract of employment.

2.4.12. Arrangements for the removal from office of Governing Body members is subject to any terms set out in contracts of appointment or employment, and application of the relevant CCG policies and procedures.

2.4.13. Initial Appointment prior to establishment

Appointments to executive roles may be subject to the requirements of TUPE

2.5. Key roles – Senior Management Team (SMT) appointments

2.5.1. Members of the Senior Management Team are appointed by a panel convened by the Accountable Officer.

3. The Meetings of the Clinical Commissioning Group

3.1. Meetings of the Member Practices

3.1.1. Meetings of the CCG's membership will be held at least annually at such times and places as the CCG may determine.

3.1.2. The Council of Members will appoint a chair and vice-chair (see paragraph 2.3.2 and 2.3.3.

3.1.3. Members of the Council of Members may participate in meetings by telephone or by the use of video conferencing facilities with the prior approval of the Chair where they are available. Participation by any of these means shall be deemed to constitute presence in person at the meeting.

3.1.4. Any person who is appointed as a Member Practice representative or any person working within a member practice on the date of the relevant meeting shall be entitled to attend and speak at a Member Practice Meeting. However only Member Practice Representatives, or in their absence their nominated deputies, will be entitled to vote.

3.1.5. In normal circumstances, not less than one months' notice will be given of any Council of Members' Meetings to be held. However, the Council of Members' Chair may call a Council of Members' Meeting at any time by giving not less than 14 calendar days' notice in writing.

3.1.6. In emergency situations the Council of Members' Chair may call a meeting of members with 5 days' notice by setting out the reason for the urgency and the decision to be taken.

3.1.7. The CCG's membership may request the Chair convene a Member Practice Meeting by notice in writing signed by at least 25% of the CCG Member Practice Representatives. Such requests should specify the matters that the petitioners wish to be considered at the meeting. If the Chair refuses, or fails, to call a Member Practice Meeting within seven calendar days of such a request being presented, the Member Practice Representatives signing the requisition may call a Member Practice Meeting by giving not less than 14 calendar days' notice in writing to all Member Practices specifying the matters to be considered at the meeting.

3.1.8. The agenda and any supporting papers will be circulated to all Member Practices at least seven calendar days before the date of the meeting taking place (except where meeting has been called under paragraph 3.1.6).

3.1.9. A Member Practice Representative who is unable to attend a Member Practice Meeting may nominate a deputy to attend the meeting who is authorised to cast a vote on behalf of the relevant Member Practice. Such deputies should be notified in advance of the meeting to the Chair.

3.1.10. The names of all members of the meeting present at the meeting shall be recorded in the minutes of the meeting. The name and role of all members of the meeting present shall be recorded in the minutes of the meeting.

3.2. Decision making

3.2.1. With the exception of decisions relating to appointment to and removal from the Governing Body the process for making decisions is as below:

a) The Council of Members will seek to make decisions by consensus where possible. When this is not possible the Chair may determine that a ballot will be held.

b) Member Practice Representatives (or their nominated deputies) will be eligible to cast one vote each on behalf of their Member Practice.

c) A resolution will be passed if more votes are cast for the resolution than against it.

d) If an equal number of votes are cast for and against a resolution, then the Chair will have a casting vote.

e) Decisions may be taken at Council of Members' Meetings or conducted virtually using an electronic voting process.

f) A record will be maintained of the outcome of all resolutions put to a vote.

3.2.2. The process for decisions relating to appointments to the Governing Body (where those decisions are reserved to the membership) are set out at section 2.4.

3.2.3. The process for decisions relating to removal from the Governing Body (where those decisions are reserved to the membership) is set out below:

a) A motion of no confidence in the Chair of the CCG, Vice Clinical Chair, GP Members or other primary care professional practice members can be proposed by any Member Practice Representative of the CCG. A proposed motion of no confidence must:

- Be set out in writing to the Chair of the Council of Members and the Chair of the Governing Body (in the event the motion

relates to the Chair, the notice should be sent to the Chair of Council of Members and Deputy Chair of the Governing Body).

- State which member of the Governing Body is the subject of the motion.
- State the grounds for the proposal.
- Be supported by a minimum of 25% of member practices demonstrated by signatures of the relevant Member Practice Representatives.

b) Within 10 working days of receiving the supported motion of no confidence, an extraordinary meeting of the Council of Members will be called to consider the motion. The motion will be passed where it is supported by more than 50% of member practices.

c) If the motion falls then no further motion of no confidence can be considered in respect of the individual in the twelve months following that motion. If the motion passes, then the Governing Body will be instructed to commission an independent investigation the recommendations of which will be binding on the Governing Body.

d) Only one motion of no confidence may be brought to any meeting.

3.3. Member Practice Concerns

3.3.1. If a number of member practices greater than one third formally express concern around the conduct of the Governing Body, the following process will be followed:

a) Member practices must put their concerns in writing to the chair of the Governing Body and this must be signed by all practices concerned.

b) An outline of the concern must be given and the reasons for the concern being raised.

c) The Chair will call an extraordinary meeting of the Governing Body to discuss the concerns within the following four weeks and the practices raising the concerns will be invited to attend accordingly.

d) The outcome of this meeting and a response to member practices must be given in writing within 5 working days of the meeting.

4. The Meetings of the Governing Body

4.1. Calling meetings

4.1.1. Ordinary meetings of the Governing Body, its committees, and their sub groups, will be held at regular intervals at such times and places as the CCG may determine.

4.1.2. In normal circumstances, each member of the Governing Body, its committees and their sub groups will be given not less than one month's notice in writing of any meeting to be held. Meetings will normally be scheduled annually in advance and the dates, times and venues for these meetings will be notified in advance. The Governing Body and Primary Care Commissioning Committee meetings will be published on the CCG's website. However:

a) The Chair may call a meeting at any time by giving not less than 14 calendar days' notice in writing.

b) One third of the members of the Governing Body may request the Chair to convene a meeting by notice in writing, specifying the matters which they wish to be considered at the meeting. If the Chair refuses, or fails, to call a meeting within seven calendar days of such a request being presented, the Governing Body members signing the requisition may call a meeting by giving not less than 14 calendar days' notice in writing to all members of the Governing Body specifying the matter to be considered at the meeting.

c) In emergency situations, the Chair may call a meeting with 5 days' notice by setting out the reason for the urgency and the decision to be taken.

4.2. Agenda, supporting papers and business to be transacted

4.2.1. Except where emergency provisions apply, Items of business to be transacted for inclusion on the agenda of a meeting need to be notified to the chair of the meeting at least 10 working days (i.e. excluding weekends and bank holidays) before the meeting takes place. Supporting papers for such items need to be submitted at least 7 working days before the meeting takes place. The agenda and supporting papers will be circulated to all members of a meeting at least 5 working days before the date the meeting will take place.

4.2.2. Agendas and certain papers for the CCG's Governing Body and Primary Care Commissioning Committee – including details about meeting dates,

times and venues - will be published on the CCG's website at [insert URL].

4.3. Petitions

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

4.4. Chair of a meeting

4.4.1. At any meeting, the chair of the Governing Body, committee or sub-committee, if any and if present, shall preside. If the chair is absent from the meeting, the deputy chair, if any and if present, shall preside.

4.4.2. If the chair is absent temporarily on the grounds of a declared conflict of interest the deputy chair, if any and if present, shall preside. If both the chair and deputy chair are absent, or are disqualified from participating, or there is neither a chair or deputy a member of the Governing Body, committee or sub-committee respectively shall be chosen by the members present, or by a majority of them, and shall preside.

4.4.3. The CCG's Governance Handbook sets out expectations regarding the chairing of meetings and the agreed delineation of responsibilities between the Chair and Deputy Chair of the Governing Body.

4.5. Chair's ruling

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

4.6. Quorum

4.6.1. At the Governing Body, no business shall be transacted unless at least the following are present:

a) The Chair or Deputy Chair

b) 50% of the GP and primary care professional members (including the Chair)

c) One lay member or secondary care specialist

d) One executive member

4.6.2. For the sake of clarity:

a) No person can act in more than one capacity when determining the quorum.

b) Any member of the Governing Body who has been disqualified from participating in a discussion on any matter and/or from voting on any motion by reason of a declaration of a conflict of interest, shall no longer count towards the quorum.

4.6.3. Members of the Governing Body may participate in meetings by telephone or by the use of video conferencing facilities with the prior approval of the Chair where they are available. Participation by any of these means shall be deemed to constitute presence in person at the meeting.

4.6.4. In situations where the Clinical Chair and practice representatives have conflicts of interest, the Deputy Chair will decide whether they can take part in discussions prior to being excluded for voting, in consultation with the Conflicts of Interest Guardian and Accountable Officer, in line with statutory guidance and the CCG's Conflicts of Interest Policy. For significant decisions, particularly those impacting on primary and community services, the principles set out at section 4.14 will be adopted. In the case of these members being excluded because of a conflict of interest, the quorum is 4 members which must include the Accountable Officer or the Chief Finance Officer and a lay member. The chair is required to ensure a diverse and balanced representation of views are available in the given circumstances. The rationale for and use of this alternative quoracy will be recorded in the minutes of the meeting.

4.6.5. For all other of the CCG'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.

4.7. Decision making

4.7.1. Generally it is expected that the Governing Body decisions will be reached by consensus. Should this not be possible then a vote of members will be required, the process for which is set out below:

a) All members of the Governing Body as defined within paragraphs 5.5.2 and 5.5.3 of the CCG's Constitution who are present at the meeting will be eligible to cast one vote each on any resolution.

b) In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote but this does not

preclude anyone attending by teleconference or other virtual mechanism from participating in the meeting, including exercising their right to vote if eligible to do so.

c) For the sake of clarity, any additional attendees at the Governing Body meetings (as detailed within paragraph 5.6. of the CCG's Constitution) will not have voting rights.

d) A resolution will be passed if more votes are cast for the resolution than against it.

e) If an equal number of votes are cast for and against a resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.

f) Should a vote be taken, the outcome of the vote, and any dissenting views, must be recorded in the minutes of the meeting.

4.7.2. For all other of the CCG's committees and sub-committees, including the governing body's committees and sub-committees, the details of the process for holding a vote are set out in the appropriate terms of reference.

4.8. Emergency powers and urgent decisions

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

4.8.2. Should an urgent item need to be added to the agenda once the agenda has been issued, the Chair or Deputy Chair, in consultation with the Accountable Officer or Chief Finance Officer, may agree to add the item to the agenda.

4.8.3. In the case of urgent decisions and extraordinary circumstances, every attempt will be made for the Governing Body to meet virtually. Where that is not possible, the following will apply. – The powers of the CCG which are delegated to, or reserved by, the Governing Body may, in emergency or for an urgent decision, be exercised by the Accountable Officer and the Chair or Deputy Chair, after having consulted at least one lay member. The exercise of such powers by the Accountable Officer and Chair shall

be reported to the next formal meeting of the Governing Body for formal ratification.

4.9. Suspension of Standing Orders

4.9.1. 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 by the Chair at any meeting, provided a majority of members in attendance are in agreement.

4.9.2. A decision to suspend standing orders together with the reasons for doing so shall be recorded in the minutes of the meeting.

4.9.3. A separate record of matters discussed during the suspension shall be kept. These records shall be made available to the Governing Body's Audit Committee for review of the reasonableness of the decision to suspend standing orders.

4.10. Record of Attendance

4.10.1. The names of all members of the meeting present at the meeting shall be recorded in the minutes of the CCG's meetings. The name and role of all members of the Governing Body present shall be recorded in the minutes of the Governing Body meetings. The names of all members of the Governing Body's committees / sub-committees present shall be recorded in the minutes of the respective Governing Body committee / sub-committee meetings.

4.11. Minutes

4.11.1. The minutes of the proceedings of a meeting shall be drawn up by the meeting's administrator and submitted for agreement at the next meeting where they shall be signed by the person presiding at it as a true record.

4.11.2. No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate.

4.11.3. Attendees and apologies will be recorded in the minutes.

4.11.4. Minutes of meetings held in public shall be made available to members and the public via the CCG's website at https://www.kirkleesccg.nhs.uk/about-us/who-we-are/governing-body/governing-body-meetings-and-papers/, as required by the Code of Practice on Openness in the NHS. Minutes of a confidential nature will not be made available on the CCG's website.

4.12. Admission of public and the press

4.12.1. Meetings of the Governing Body and Primary Care Commissioning Committee will be held in public, unless members of the public are excluded from all or part of the meeting under Paragraph 4.12.3 below.

4.12.2. All other CCG meetings will be held in private.

4.12.3. The Governing Body/Primary Care Commissioning Committee must pass the following resolution to exclude the public and press on the grounds of confidentiality:

"That representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest."

4.12.4. Where exclusion is anticipated, due to the nature of the business scheduled for a meeting, the public agenda will identify what the topic is for such an exclusion to be considered.

4.12.5. The meeting can consider an emergency resolution to exclude the public/press, or to adjourn to a private place, if any of those present are disrupting its business and will not leave on request.

4.12.6. The content of any papers marked 'private' or minutes headed 'items taken in private' may not be revealed or disclosed outside of the meeting, without the express permission of the Chair. This prohibition shall apply equally to the contents of any discussion on these papers or on any other item discussed during the closed session.

4.12.7. Recording of proceedings – accredited representatives of the media as determined by the Accountable Officer may use sound and visual recording equipment and take still photographs for publication with the express permission of the Chair.

4.13. Annual General Meeting

4.13.1. The Governing Body will hold one meeting a year in public for the purpose of presenting the Annual Report and Annual Accounts to members of the public (AGM).

4.13.2. The AGM shall be held at such time and such place as the Chair shall determine, having consulted with the members of the Governing Body.

4.13.3. Notice of the AGM will be given to all Governing Body members and to all Members; and published on the CCG's website and at the CCG's offices; at least 10 working days before the meeting.

4.13.4. The minutes of the AGM shall be published on the CCG's website.

4.14. Conflicts of interest – supporting clinical involvement

4.14.1. It is vital that the principle of clinical involvement, which provides a direct link to patients and local populations, is maintained and there needs to be a balance between good clinical input at the strategic level and the need for public assurance about the probity of procurement decision-making.

4.14.2. At the outset of a commissioning process, clear and proportionate arrangements will be made both to manage any conflicts of interest and to ensure appropriate and relevant clinical input throughout the commissioning cycle.

4.14.3. The following principles will be adopted:

a) The clinical knowledge and experience (including, for example, whether this needs to come from someone currently in clinical practice) required for each part of the commissioning cycle will be identified at the outset.

b) The expected impact of conflict of interest management on the access to such clinical knowledge and experience at each stage will be reviewed.

c) Proposals will be developed to ensure appropriate clinical input at each stage. This may include, for example:

- Use of external, non-conflicted clinicians commissioned by the CCG.
- Reciprocal arrangements with other CCGs, such that practice representatives from outside Kirklees provide clinical input when Kirklees practice representatives are excluded.

d) In considering appropriate input, consideration will be given to whether the person supplying the input needs specific skills or whether, for example, the person needs to be currently in clinical practice for a minimum number of sessions.

4.14.4. The proposed arrangements will be determined by the Conflict of Interests Guardian, in line with the guidance in the policy, reflecting full input from Governing Body GP members/other primary care professional practice members and internal/external input/advice as appropriate. For decisions where the majority of practice representatives are conflicted to the extent that they need to be excluded from the meeting, the Conflicts of Interest Guardian will consult with the LMC and Council of Members Chair to ensure appropriate clinical input.

5. Committees and Sub-committees

5.1. The provisions of these Standing Orders shall apply where relevant to the operation of the Governing Body, all committees and sub-committees unless stated otherwise in the committee or sub-committee's Terms of Reference.

5.2. Appointment of committees and sub-committees

5.2.1. The CCG may appoint committees and sub-committees of the CCG, and make provision for the appointment of committees and sub-committees of its Governing Body.

5.2.2. The Governing Body may appoint committees and sub-committees of the Governing Body.

5.3. Approval of appointments to committees and sub-committees

Other than where there are statutory requirements, such as in relation to the Governing Body's audit committee or remuneration committee, the CCG/Governing Body shall determine the membership and terms of reference of committees and sub-committees that it has formally constituted and shall, if it requires, receive and consider reports of such committees at the next appropriate meeting of the CCG/Governing Body.

5.4. Delegation of Powers by Committees to Sub-committees

5.4.1. Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the CCG (if established by the CCG) or by the Governing Body (if established by the Governing Body).

6. Use of Seal and Authorisation of Documents

6.1. Clinical Commissioning Group's seal

6.1.1. The CCG 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. An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal.

6.1.3. Use of Seal – General guide

- All contracts for the purchase/lease of land and/or building
- All contracts for capital works exceeding £100,000
- All lease agreements where the annual lease charge exceeds £10,000 per annum and the period of the lease exceeds beyond five years
- Any other lease agreement where the total payable under the lease exceeds £100,000
- Any contract or agreement with organisations other than NHS or other government bodies including local authorities where the annual costs exceed or are expected to exceed £500,000
- Any document that is required to be executed as a deed.

6.2. Execution of a document by signature

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

a) the accountable officer

b) the chair of the Governing Body

c) the chief finance officer

7. The Overlap with other Clinical Commissioning Group Policy Statements / Procedures and Regulations

7.1. Policy statements: general principles

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

Appendix 4: Delegated Financial Authority Limits with reference to Governance Handbook

The following table outlines the levels of authorisation to commit expenditure and overall delegated powers approved by the CCG's Governing Body. All limits are inclusive of VAT.

Item	Main Overarching areas - Summary	FINANCIAL LIMIT £
1	**Commitment of expenditure, with the exception of NHS contracts for health care**	
	- Authorised by Governing Body if greater than	**500,000**
	- Authorised by the Chief Officer and Chief Finance Officer acting jointly if between	**250,000 and 500,000**
	- Authorised by the Chief Officer or Chief Finance Officer if between	**50,000 and 250,000**
	- Authorised by Budget Holders (incl. Heads of Service)	**50,000**
2	**Commitment of NHS contracts and expenditure**	
	- Chief Officer or Chief Finance Officer (with the top 5 contracts by value must be reported to the Governing Body)	**NO LIMIT**
	- All other Budget Holders (Heads of Service)	**50,000**
3	**Individual funding Requests**	
	- The Chief Officer and Chief Finance Officer may approve IFRs, in line with IFR Policy and Operational Scheme of Delegation	**See IFR Policy and the Operational Scheme of Delegation**

Item	Main Overarching areas - Summary	FINANCIAL LIMIT £
4	**Tenders and quotations**	
	- Officers/Heads of Service select the most efficient method of procurement demonstrating value for money	**20,000**
	- Formal Competitive quotations must be invited where estimated contract value is between	**20,000 and 50.000**
	- Formal tendering procedure must be applied where estimated contract value exceeds	**50,000**
	- Public Contract Regulations or subsequent successor regulations or directives must be followed, including any prevailing value thresholds	
	- Supplies and Services	**189,330**
	- Light Touch Regime for Services	**663,540**
5	**Tender and quotation waivers**	
	- The Chief Officer may authorise the waiver of competitive quotations subject to circumstances outlined in SFI's 6.11 for contracts valued between	**20,000 and 50,000**
	- The Chair and one other governing body member may authorise the waiver of tendering subject to the circumstances outlined in SFI's 6.11 for contracts valued above	**50,000**
6	**Legal Advice**	
	- Head of Corporate Governance	**10,000**
	- Chief Finance Officer or Chief Officer	**Over 10,000**

Item	Main Overarching areas - Summary	FINANCIAL LIMIT £
7	**Losses and Compensations Authorisation limits** - Audit Committee	**No Limit**
8	**Petty Cash** - Designated budget holder to authorise petty cash disbursements up to	**50.00**