

Agenda item: 9

Paper no: 6



Guildford and Waverley CCG
North West Surrey CCG
Surrey Downs CCG

Title of Report:	Alignment of Governance Arrangements across Surrey Heartlands CCGs	
Status:	TO APPROVE (Terms of References) and TO NOTE	
Committee:	Governing Body	Date: 27/07/18
Venue:	Dorking Halls, Reigate Road, Dorking, RH4 1SG	

Presented by:	Elaine Newton, Director of Comms and Corporate Affairs	
Executive Lead sign off:	Elaine Newton, Director of Comms and Corporate Affairs	Date: 16/07/18
Author(s):	Elaine Newton, Director of Comms and Corporate Affairs Governance Team	

Governance:

Conflict of Interest: The Author considers:	None identified	✓
Previous Reporting: (relevant committees/ forums this paper has previously been presented to)	'Surrey Heartlands' CCGs Aligned Governance Arrangements - Constitution Position Update' presented to March Governing Body	
Freedom of Information: The Author considers:	Open – no exemption applies	✓

Executive Summary:

<p>This report provides an update on the alignment of governance arrangements across Surrey Heartlands CCGs and covers the following areas:</p> <ul style="list-style-type: none">(i) Outcome of the practice membership votes to amend the CCG's Constitution(ii) NHS E ratification of the CCG's Constitution(iii) Lay and independent member reconfiguration(iv) Terms of Reference for Governing Body principal committees including:<ul style="list-style-type: none">- Extension for existing Terms of References, pending committee in common arrangements coming into effect from September 2018;- Adoption of standard Committee Terms of Reference with provisions for committees in common meeting arrangements (Attachment 1),- Primary Care Commissioning Committee Terms of Reference (Attachment 2)(v) Committee effectiveness report for 2017/18 (Appendix 1).
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Implications:

What is the health impact/ outcome and is this in line with the CCG's strategic objectives ?	<ul style="list-style-type: none">• Achieving a sustainable system• Development of collaborative working
What is the financial/ resource required?	No financial implication

What legislation, policy or other guidance is relevant?	CCG Constitution, Terms of Reference for Committees in Common
Is an Equality Analysis required?	In terms of ensuring public access, the intention will be to rotate the location for Governing Body in common meetings between the Surrey Heartlands CCGs.
Any Patient and Public Engagement/ consultation required?	A comms plan for public/stakeholders will be developed to ensure there is clarity about the new governance and decision making arrangements, in advance of September Governing Bodies in common and first Joint Commissioning Committee in public.
Potential risk(s) ? (including reputational)	The Assurance Framework should follow the structure of the organisation's strategic objectives and is the key source of evidence that links strategic objectives to risk.

Recommendation(s):

- (1) **To note** progress towards the alignment of governance arrangements across Surrey Heartlands CCGs.
- (2) **To approve** the continued use of existing Terms of References where these are due for review, pending new committees in common arrangements coming into effect.
- (3) **To approve** the standardised template for Terms of Reference for Governing Body principal committees which include provisions for meeting "in common", and **delegate** authority to the Committee Chair, Executive Lead to work up the detail of Terms of Reference, with governance support, for sign off at the inaugural Committees in September.
- (4) **To approve** the draft Primary Care Commissioning Committees in Common Terms of Reference for delegations reserved to the Governing Body.

Next Steps:

- (1) Terms of Reference will be an agenda item for each of the inaugural Committees in Common meeting from September 2018.
- (2) Development of a Communications plan.

(i) **Outcome of the practice membership votes to amend the CCG Constitutions**

In order to achieve the alignment of governance arrangements across Surrey Heartlands CCGs, proposed amendments to the CCG Constitutions were shared with membership practices and put to the vote in May by Special Resolution (i.e. requiring the support of 75% practices to carry the vote). Guildford and Waverley and Surrey Downs CCGs supported the amendments, including consistent voting arrangements by Special Resolution. North West Surrey CCG also agreed consistent voting arrangements by Special Resolution, but a sufficient level of support was not achieved from them for the Constitutional amendments.

A further period of engagement ensued, with a revised proposal to increase the number of GPs on the North West Surrey Governing Body from 3 to 6 (2 per Locality) plus the Chair. The vote went live in July 2018 however, whilst there was a strong level of support for the revised proposal, (with 26, out of 28, practices who took part in the vote supporting the proposed changes) the CCG did not achieve the response level needed (a minimum of 75% of practices required to vote) under its CCG Constitution. Whilst it is disappointing that we haven't been able to pass the vote on this occasion, it is encouraging to see that the majority of practices that voted support the revised proposal, which we have amended directly in response to feedback.

Following the outcome, we will look at the areas we can progress across the three CCGs and we will also continue to engage with our member practices on next steps.

(ii) **NHS England ratification of the CCG Constitutions**

NHS England has responded to the proposed amendments for the CCG Constitutions with very minor feedback which is pleasingly straightforward considering the complexity of the amendments that were submitted. The only significant area of feedback was to include Terms of References for the statutory committees in an appendix as part of the Constitution – namely Audit; Remuneration; and Primary Care Commissioning Committees. The existing Terms of References will be superseded by the new “in common” arrangements from September 2018.

A response has been submitted back to NHS England, with a holding position for the North West Surrey Constitution as we work through the governance implications for collaborative working. For Guildford and Waverley and Surrey Downs CCGs, the formal letters of approval are awaited, following which the revised Constitutions will be uploaded on to each CCG's website.

(iii) **Reconfiguration of Lay and Independent Member Roles**

In order to support the alignment of governance arrangements across Surrey Heartlands CCGs, a model of shared roles for lay and independent members has been developed, operating across the three CCGs and supported by deputy lay members to provide capacity and resilience. This is in addition to the PPE Lay Members who will remain 'local' to each CCG. The roles are set out in the table below. We anticipate these will take effect from 1 September 2018 and we will confirm the appointments to these in due course.

'SHARED ROLES'	Lay Member Audit	Deputy Lay Member Audit
	Lay Member General	Deputy Lay Member General (Strategic Finance)
		Deputy Lay Member General (Primary Care Commissioning)
	Independent Nurse	Deputy Independent Nurse
	Secondary Care Doctor	<i>No deputy</i>
'LOCAL' ROLES	Lay Member Patient and Public Engagement (PPE), Guildford and Waverley	
	Lay Member PPE, North West Surrey	
	Lay Member PPE, Surrey Downs	

(iv) **Draft Terms of Reference for Governing Body Principal Committees meeting “in common” from September** (Appendix 1)

A standardised template for Terms of Reference for Governing Body Principal Committees has been drafted for consistency, including the provisions for meeting “in common” and the recommendations from the committee effectiveness review last year (refer v below). The Governing Body is asked to delegate authority to the Committee Chair and Executive Lead for the following Committees: Audit; Remuneration and Nominations; Strategic Finance and Performance; and Quality, to work up the detail with governance support, for sign off at the inaugural Committees in Common from September 2018.

The **draft Terms of Reference for Primary Care Commissioning Committees** (PCCC) in Common is attached (Appendix 2). It was presented to the North West Surrey CCG and Guildford and Waverley CCG specific Committees in July and has been revised for Governing Body approval (in respect of the relevant delegations), with final sign off at the inaugural committees in common meeting in September. Significant points to note on these Terms of Reference are as follows:

- **Inclusion of Surrey Downs CCG-** although not delegated, there will be CCG Primary Care Commissioning that the Committee should make decisions or recommendations (e.g. GP Forward View etc). The original text in the NHSE supplied Terms of Reference includes this provision in section 4.1. An explanatory note referencing Surrey Downs CCG position is included in section 1.4 of the Terms of Reference (and refer PCCC delegation below).
- **PCCC Delegation-** More detail about the delegation of functions is included in sections 3.1- 3.4 to make it clear where the PCCC is still accountable to the Governing Body. The view that the Governing Body cannot oversee the PCCC because it has GP Members and that it reports directly to NHSE doesn't extend to the PCCC having the decision-making power for all Primary Care Commissioning.
- **Membership-**
 - Lay membership – in the new configuration of roles, Lay Member General and Deputy as Chair and Vice Chair respectively; and Lay Member for Audit.
 - Clinical membership – independent GP(x2); LMC representative; Director of Quality (registered nurse). The important characteristic is that there is clinical involvement from non-conflicted people.
 - Managing Directors – Committees supported voting status.

The use of **existing ‘local’ Terms of References** will continue even where these are due for review, pending new committees in common arrangements coming into effect from September 2018.

(v) **Committee Effectiveness report for 2017/18**

This Committee Effectiveness questionnaire is the first initiated jointly across the three Surrey Heartlands CCGs. Appendix 1 provides additional detail on this process.

The Committee Effectiveness questionnaire was launched on 21 November 2017 for the committees detailed below. The link to the questionnaire was sent to both formal members of the committees and regular attendees to collate a breadth of feedback.

Guildford and Waverley CCG

- Audit Committee
- Commissioning, Finance and Performance Committee
- Quality and Clinical Governance Committee
- Remuneration Committee

North West Surrey CCG

- Patient and Public Involvement
- Primary Care Committee
- Quality Committee
- Remuneration and Nominations Committee
- Strategic Finance Committee

Surrey Downs CCG

- Governing Body
- Audit Committee
- Clinical Cabinet
- Finance and Performance Committee
- Quality Committee
- Remuneration Committee

Committee Chairs have received reports relevant to their committees through a 'summary report' of highlights of quantitative and qualitative feedback for their committee to ensure there is oversight of any actions to be taken.

From these results, key areas with the most 'reds' or 'ambers' have been raised as a recommendation to inform Terms of References for 'in common' committees for 2018/19.

Recommendations:

1. **Improve visibility of workplan** for members/ attendees and ensure it is sent to any new members. The workplan should also be refreshed annually and reviewed by the committee.
2. Continued emphasis required on **succession planning** for committee members- This to be considered in context of aligning Governance arrangements across the three CCGs. (Also raised as a recommendation last year for G&W.)
3. **Ensure sufficient reflection at the end of each agenda item** confirming what has been decided and any that actions clearly summarised etc.
4. At the end of the meeting, committee to **review decision making** and what worked well/ not so well. This should be included as a standing agenda item.
5. Ensure that **papers are succinct and of appropriate length**. Administrator and Chair to ensure the paper deadline is adhered to and papers to be circulated minimum 5 working days before committee meeting.

Ensure that the following areas of good practice are continually managed:

6. Visibility and purpose of the **Terms of Reference clear**.
7. Ensure **management of conflicts of interest** and **principles of information governance** are adhered to. Currently these areas are working well and effectively managed.

Appendix 1- Additional information on the Committee Effectiveness Process

Table 1- Comparison scoring from committee questionnaire

CCG	Committee	Response rate**		Terms of Reference	Workplan	Committee composition	Frequency of meetings	Achievement of Objectives	Support to GB	Chairing	Productive meetings	Meeting contribution	Papers	Committee Management	Overall
		n	% (2dp)												
Guildford and Waverley	Audit	8/13	61.54%	100%	100%	89%	100%	100%	88%	100%	93%	100%	100%	100%	89%
	Commissioning, Finance and Performance	7/13	53.85%	100%	57%	80%	86%	86%	100%	100%	79%	71%	86%	100%	79%
	Quality and Clinical Governance	7/9	77.78%	100%	100%	94%	100%	100%	100%	100%	100%	100%	89%	100%	90%
	Remuneration	4/5	80.00%	75%	75%	100%	100%	100%	100%	100%	90%	100%	83%	100%	85%
North West Surrey	Audit and Risk*	4/4	100%												
	Clinical Executive*	11/18	61.11%												
	Patient and Public Involvement	2/4	50.00%	0%	100%	0%	50%	50%	50%	100%	44%	75%	67%	100%	53%
	Primary Care Commissioning	0/16													
	Quality	8/13	61.54%	88%	100%	84%	88%	75%	88%	86%	65%	94%	92%	100%	80%
	Remuneration and Nominations	2/4	50.00%	100%	50%	50%	100%	100%	50%	100%	90%	50%	100%	100%	74%
	Strategic Finance	1/5	20.00%	100%	100%	67%	100%	100%	100%	100%	80%	50%	100%	100%	83%
Surrey Downs	Audit	7/9	77.78%	100%	71%	71%	100%	86%	100%	100%	91%	100%	95%	100%	85%
	Clinical Cabinet	6/16	37.50%	100%	67%	79%	67%	83%	67%	80%	73%	92%	44%	0%	63%
	Finance and Performance	5/9	55.56%	80%	100%	86%	100%	100%	100%	100%	88%	100%	80%	100%	86%
	Governing Body	8/15	53.33%	100%	88%	89%	100%	100%	75%	100%	75%	100%	92%	100%	85%
	Remuneration	4/6	66.67%	100%	100%	80%	100%	100%	100%	100%	95%	100%	92%	100%	89%
	Quality	4/8	50.00%	100%	100%	75%	75%	75%	100%	75%	75%	100%	92%	100%	81%

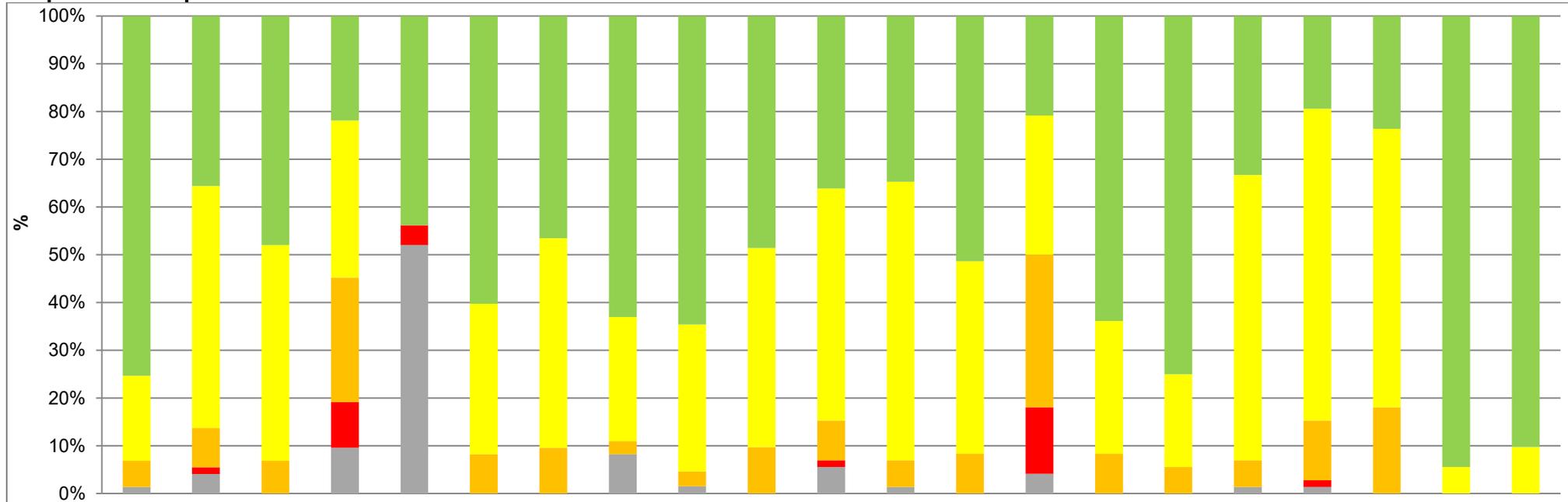
*In house committee effectiveness questionnaires were sent to these two North West Surrey CCG committees, prior to the issue of the collaborative questionnaire. Confirmation of response rates for these committees is submitted as evidence that this process has been undertaken and effectiveness reviewed.

** Overall response rate for all committees was exactly 50.00% with rates for each committee outlined in table 1 of this report; these vary between 0% and 80% across all committees with a difference of between one or two responses and a maximum of eight for some committees. This should be taken into consideration when drawing conclusions from the responses for these particular committees.

KEY

	Positive score (>80%) not a priority for action
	Good Score (60-79%) indicates some areas for action
	Low score (<60%) needs rapid follow up and probable action

Graph 1- All Responses for all Committees



KEY

- Yes/ Always
- Most of the time
- Sometimes
- No/ never
- Unknown

ToR	Workplan	Committee composition		Frequency of meetings	Achievement of Objectives	Support to GB	Chairing	Productive meetings				Meeting contribution		Papers		Committee Management				
Is the purpose of the Committee clearly set out in its ToR?	Is the committee's work plan of matters to be dealt with across the year visible...?	Does the Committee have the right number of appropriately knowledgeable [...] members...?	Is there sufficient emphasis on succession planning for Governing Body / Committee members?	Do all Committee members receive induction on joining the CCG committees [...]?	Has the Committee met sufficiently and with enough time to progress its work?	Has time been well spent in Committee terms of its productivity/achievement of objectives?	Has the Committee reported regularly in a way that has furthered the work of the GB?	Are committee meetings chaired effectively and with clarity of purpose and outcome?	Is enough time allowed for questions and discussions?	Do appropriate deputies attend meetings well briefed and able to effectively participate in meetings?	Are individuals invited to present to the committee appropriately briefed...?	At the end of each agenda item, are you clear with what the conclusion/decision is...?	Is there discussion and reflection at the end of each meeting on decisions made...?	Do you feel listened to and your comments valued...?	Do you feel sufficiently comfortable [...] to be able to express your views...?	Does the quality of committee papers received allow you to perform your role effectively?	Does the volume/quantity of papers received allow you to perform your role effectively?	On the whole, are papers circulated early enough for you to have sufficient time to consider them properly...?	Do you have confidence that conflicts of interests are identified and effectively managed...?	Is confidentiality maintained at all times including adherence to the principles of IG...?

Surrey Heartlands' CCGs

XXX COMMITTEE

Terms of Reference

VERSION CONTROL PAGE

Please note that version numbering starts at v0_1 and increases until Director QA and sign off. Once the final version has been signed off (table below) only then does it become v1

Date	Version no.	Reviewed by	Comments

Committee Chair approval– **XXX [NAME; TITLE]**

Reviewed by	Date

Lead Executive Director approval– **XXX [NAME; TITLE]**

Reviewed by	Date

Surrey Heartlands' CCGs

XXX COMMITTEE

Terms of Reference

1. Context

Why does the committee exist?

Introduction

- 1.1. Each of the three Surrey Heartlands' Clinical Commissioning Groups (NHS Guildford & Waverley CCG, NHS North West Surrey CCG and Surrey Downs CCG) Governing Body hereby resolves to establish a committee of the Governing Body known as the XXX Committee (known as the XXX or 'the Committee') in accordance with Schedule 1A of the National Health Service Act 2006 (as amended) ("the NHS Act").
- 1.2. The Committee is established in accordance with each of the CCG's constitution and, where agreed, the delegation by NHS England (also known as 'the NHS Commissioning Board' or the 'Board' under section 13Z of the NHS Act (set out in schedule 1 to these terms of reference). 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.
- 1.3. The Committee will meet "in common" with one or more of the other Surrey Heartlands' CCGs.

Statutory Framework

Details of any applicable Statutory Requirements that affect the delegation of functions to this Committee by the Governing Body.

2. Purpose & Objectives

A re-statement of the purpose of the Committee as described in the Constitution with a description of its objectives.

3. Accountability/ Delegated Authority

- 3.1. The Committee is accountable to the [Governing Body](#).
- 3.2. The minutes and a separate highlights document will be submitted to the Governing Body.
- 3.3. Where a "Committees in Common" meeting arrangement is used, the minutes will be written as if only the Committee met.

- 3.4. The Committee is authorised by the Governing Body to investigate any activity within these terms of reference. It is authorised to seek any information it requires from any member, officer or employee who are directed to co-operate with any request made by the Committee. The Committee is authorised by the Governing Body to obtain outside legal or other independent professional advice and to secure the attendance of other individuals with relevant experience and expertise if it considers necessary.

4. Sub Committees & Delegation

- 4.1. 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.
- 4.2. The XXX has established the following sub-committees and approved their Terms of Reference, with a remit to report and make recommendations to the XXX. These sub-committees will also meet "in common" with one or more of the Surrey Heartlands' CCGs.
- XX
 - XX
 - XX

5. Responsibilities

Description of the functions and responsibilities that have been delegated to the committee

6. Membership

XXX Post holder title – not personal individual names

- 6.1. The membership of the committee shall consist of:
- 6.1.1. Voting members (or nominated deputies):
- XX (Chair)
 - XX
 - XX
 - XX
- 6.1.2. Non-Voting Member:
- XX
 - XX
 - XX
- 6.2. Appointment of Members
- The members of the Committee shall be appointed with approval from the Governing Body.
 - The lay members of the Committee shall be appointed to the Committee, which shall be renewable, subject to satisfactory performance as agreed jointly by the Chair of the Governing Body and the Accountable Officer.

Continuous service beyond three terms of three years, or two terms of four years, is not desirable (although exceptions, such as retention of a particular skill or expertise, may be permitted).

- There shall be no bar to a particularly valued member returning to the Committee if a vacancy occurs in future years.
- XXX

7. Co-opted members / deputies / attendees

7.1. The Committee may co-opt additional members subject to the following terms:

- *Condition 1*
- *Condition 2*

7.2. Committee members may nominate a suitable deputy when necessary and subject to the approval of the Chair. All deputies should be fully briefed and the secretariat informed of any agreement to deputise so that quoracy can be maintained.

7.3. No person attending the meeting in one role can additionally act on behalf of another person as their deputy.

7.4. People from a range of areas may be invited to attend based on the needs of the agenda

8. The Convenor – (Committees in Common)

8.1. Where the Committee is using the “Committees in Common” meeting approach, the participating chairs will select from themselves a “Convenor” for the meeting. All the participating committees will then agree to allow the Convenor to chair the committees in common meeting.

8.2. The Convenor will rotate amongst the participating chairs, although there may be occasions when the business will indicate which of the chairs would be most appropriate to be the Convenor.

9. Quorum

9.1. A quorum shall be XXX [Number] Committee members, which must include:

- XXX
- XXX

9.2. The Convenor will ask each of the participating chairs to decide if the meeting is quorate after any actions have been taken to manage any declared conflicts of interest.

9.3. Nominated deputies attending committee meetings, on behalf of substantive members, will count towards quorum.

9.4. If a meeting is not quorate, the Convenor may adjourn the meeting to permit

the appointment or co-option of additional members if necessary. The Committee Chair will have the final decision as to their suitability.

- 9.5. Any decisions put to a vote at a Committee meeting shall be determined by a majority of the votes of members present (For clarity: members may be physically attending the meeting or participating by an agreed telecommunications link). In the case of an equal vote, the Chair shall have a second and casting vote. The chair will declare the result of the vote.

10. Meetings

- 10.1. The committee will meet on a **XXX** basis.
- 10.2. The Committee will operate in accordance with the CCG's Standing Orders. The Corporate Office will be responsible for ensuring administrative support to the Committee. This will include:
- Giving notice of meetings (including, when the Chair of the Committee deems it necessary in light of the urgent circumstances, calling a meeting at short notice)
 - Issuing an agenda and supporting papers to each member and attendee no later than five working days before the date of the meeting;
 - Ensuring an accurate record (minutes) of the meeting
- 10.3. The committee will meet in **public/private** and agendas and papers will be published at least five working days in advance of the meeting except where confidential or sensitive information is likely to be disclosed. This may include:
- information given to any of the partners in confidence,
 - information about an individual that it would be a breach of the Data Protection Act to disclose, or
 - information the disclosure of which could prejudice the commercial interests of any of the partners or third parties.
- 10.4. Meetings may be held by conference call or by electronic means, so long as those present can hear each other and contribute simultaneously to the meeting.
- 10.5. With the agreement of the Chair and by exception Members of the Committee may participate in meetings in person or virtually by using video or telephone or web link or other live and uninterrupted conferencing facilities.
- 10.6. To call a meeting, members will be given a minimum of **XXX** weeks' notice where possible. Notification will be given by email.
- 10.7. An extraordinary meeting of Committee can be called at the request of the **XXX** committee members.
- 10.8. 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.

- 10.9. Non-voting people may be asked to withdraw from the confidential part of the meeting
- 10.10. 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.

11. Agenda Preparation

- 11.1. The Committee will develop a forward-looking rolling Agenda programme, maintained by the secretariat.
- 11.2. The Convenor will work with the secretariat on the preparation of the next meeting agenda and consult with the other participating Chairs.

12. Managing Conflicts of Interest

- 12.1. The members of the Committee must comply fully with NHS England Guidance and CCG Policy regarding Conflict of Interest¹.
- 12.2. The convenor is responsible for managing conflicts of interest at a meeting of the committee. If the convenor has a conflict of interest then one of the other participating Chairs or another member of the committee is responsible for deciding the appropriate course of action.
- 12.3. At the start of the meeting, the convenor will invite members to declare if they have any conflicts of interest with the business to be conducted, including previously declared interests.
- 12.4. The convenor will decide any necessary course of action to manage a declared conflict of interest as advised by the CCG Conflict of Interest Policy.
- 12.5. Any declared conflicts of interest will be recorded in the minutes along with any action taken, in a form as advised by the CCG Conflict of Interest Policy. In summary the information recorded is
 - the name of the person noting the interest;
 - the nature of the interest and why it gives rise to the conflict;
 - the item of the agenda to which the interest related;
 - how it was agreed that the conflict should be managed;
 - evidence that the conflict was managed as intended.

¹ The Management of Conflicts of Interest is included in the Standards of Business Conduct Policy.

13. Decision-making (Committees in Common)

- 13.1. The aim of the Committee is to achieve consensus decision-making wherever possible.
- 13.2. The Committee will normally meet using the “Committees in Common” arrangement with the other Surrey Heartlands’ CCGs. When a decision is unanimously agreed by the members present then the decision will be considered to have been made by the Committee.
- 13.3. Each voting member of the Committee shall have one vote.
- 13.4. If there is not a unanimous agreement, a vote will be taken by the Committee members. (The other CCG Committees meeting at the same time will likewise take a vote.) The vote will be passed with a simple majority the votes of members present. In the case of an equal vote, the Chair shall have a second and casting vote.
- 13.5. The result of the vote will be recorded in the minutes and a record will also be made of the outcome of the voting for the other CCG committees.
- 13.6. All decisions taken in good faith at a meeting of the Committee shall be valid even if there is any vacancy in its membership or, it is discovered subsequently, that there was a defect in the calling of the meeting, or the appointment of a member attending the meeting

14. Decision-making (Single CCG Issue)

- 14.1. On occasions, an agenda item at a CIC meeting will be considered that is pertinent to only one CCG. All meeting members may contribute to the discussion. When a decision needs to be made, the convenor will invite committees not affected by the item to abstain from the decision-making.
- 14.2. A record of the discussion and decision need only be included in the minutes of the CCG Committee involved in the item.

15. Emergency/ Chair’s action

- 15.1. The Committee will delegate responsibility for emergency powers and urgent decisions to the Chair and Deputy Chair of the Committee
- 15.2. In the event of an urgent decision being required, this shall be taken by the Chair or the Deputy Chair of the Committee; who must consult at least one other member of the committee who is also a member of the Governing Body prior to taking the decision.
- 15.3. Urgent decisions must be reported to the next Committee meeting following the urgent decision for ratification by the full meeting together with a report detailing the grounds on which it was decided to take the decision on an urgent basis and the efforts made to contact the relevant other members of the Committee prior to taking the decision.

16. Secretariat

- 16.1. The Corporate Office will ensure the provision of a Secretary to the meeting who shall attend to take minutes of the meetings and provide appropriate administrative support to the Convenor, Committee Chair and Committee members.
- 16.2. The Corporate Office will be responsible for supporting the Convenor in the management of the Committee's business and for drawing the Committee's attention to best practice, national guidance and other relevant documents as appropriate.
- 16.3. The Secretary will ensure minutes of the Committee will be formally signed off by the Committee at their next meeting and made available on the CCG's website (by inclusion in Governing Body papers). Minutes or sections of minutes which are of a confidential nature which would not be disclosed under a Freedom of Information Act request will not be made available on the CCG's website.

17. Policy and Best Practice

- 17.1. The Committee will apply best corporate governance practice in its decision-making processes, covering a clear ethical basis to the business being considered; aligned business goals; an effective strategy incorporating stakeholder values; a well governed organisation and reporting systems to provide transparency and accountability.

18. Conduct of the Committee

- 18.1. The CCG has a code of conduct in place which defines required standards of behaviour for individuals working within this organisation, and those performing or authorising activities or advisory duties on our behalf. The Committee and its membership will conduct itself in accordance with these standards and principles.
- 18.2. The CCG code of conduct specifically covers an employee/member's responsibility in relation to hospitality and gifts, and has regard to:
 - Professional Standards Authority *Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England*,
 - NHS Business Services Authority *Standards of Business Conduct Procedure*,
 - Nolan seven principles of public life.

19. Review of Terms of Reference

- 19.1. The Committee will also self-assess its performance on an annual basis, referencing its work plan to ensure that the business transacted in meetings has effectively discharged the duties as set out in the Terms of Reference.
- 19.2. These terms of reference will be reviewed annually by the Committee

membership at least annually. Any proposed significant changes to the ToR and responsibilities will be presented to the CCG Governing Body for approval.

Surrey Heartlands' CCGs

PRIMARY CARE COMMISSIONING COMMITTEE

Terms of Reference

VERSION CONTROL PAGE

Please note that version numbering starts at v0.1 and increases until Director QA and sign off. Once the final version has been signed off (table below) only then does it become v1

Date	Version no.	Reviewed by	Comments
06.07.18	0.1	Chairs PCCC and MDs	Julia Dutchman-Bailey Karen Thorburn
13.07.18	0.2	NWS and GW PCCC Committee members	

Committee Chair approval – Lay/Independent member of the Governing Body

Reviewed by **Date**

Lead Director approval – Managing Director, Guildford & Waverley CCG

Reviewed by **Date**

Lead Director approval – Managing Director, North West Surrey CCG

Reviewed by **Date**

Lead Director approval – Managing Director, Surrey Downs CCG

Reviewed by **Date**

Surrey Heartlands' CCGs

Primary Care Commissioning Committee

TERMS OF REFERENCE

Terms of Reference approved:	July 2018
Next review due	July 2019

1. Context

Introduction

- 1.1. Each of the three Surrey Heartlands' Clinical Commissioning Groups (NHS Guildford & Waverley CCG, NHS North West Surrey CCG and Surrey Downs CCG) Governing Body hereby resolves to establish a committee of the Governing Body known as the Primary Care Commissioning Committee (known as the PCCC or 'the Committee') in accordance with Schedule 1A of the National Health Service Act 2006 (as amended) ("the NHS Act").
- 1.2. The Committee is established in accordance with each of the CCG's constitution and, where agreed* (*refer Section 1.4 below*), the delegation by NHS England (also known as 'the NHS Commissioning Board' or the 'Board' under section 13Z of the NHS Act (set out in schedule 1 to these terms of reference). 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.
- 1.3. The committee will meet "in common" with one or more of the other Surrey Heartlands' CCGs.
- 1.4. The delegation of primary care commissioning has been agreed* for NHS North West Surrey CCG and for NHS Guildford and Waverley CCG. NHS Surrey Downs CCG has not taken on formal delegated primary care commissioning, but will establish a committee of the Governing Body to meet in common with NHS North West Surrey CCG and Guildford & Waverley CCGs for the remit that relates to the primary care development programme, including commissioning functions – as distinct from the contracting functions that are delegated.

Statutory Framework

- 1.5. NHS England has delegated to the CCG authority to exercise the primary care commissioning functions set out in Schedule 2 to these terms of reference in accordance with section 13Z of the NHS Act.
- 1.6. Arrangements made under section 13Z may be on such terms and conditions (including terms as to payment) as may be agreed between the Board (NHS England) and the CCG.
- 1.7. Arrangements made under section 13Z do not affect the liability of NHS England for the exercise of any of its functions. However, the CCG acknowledges that in exercising its functions (including those delegated to it), it must comply with the statutory duties set out in Chapter A2 of the NHS Act and including:
 - management of conflicts of interest (section 140);
 - duty to promote the NHS Constitution (section 14P);
 - duty to exercise its functions effectively, efficiently and economically (section 140);
 - duty as to improvement in quality of services (section 14R);
 - duty in relation to quality of primary medical services (section 14S);
 - duties as to reducing inequalities (section 14T);
 - duty to promote the involvement of each patient (section 14U);
 - duty as to patient choice (section 14V);
 - duty as to promoting integration (section 14Z1); and
 - public involvement and consultation (section 14Z2).
- 1.8. The CCG will also need to specifically, in respect of the delegated functions from NHS England, exercise those set out below:
 - duty to have regard to impact on services in certain areas (section 130);
 - duty as respects variation in provision of health services (section 13P).

2. Purpose & Objectives

- 2.1. The Committee has been established in accordance with the above statutory provisions to enable the members to make collective decisions on the review, planning and procurement of primary care services in the CCG area including those provided under delegated authority from NHS England (North West Surrey CCG and Guildford and Waverley CCG).
- 2.2. In performing its role the Committee will, where appropriate, exercise its management of the functions in accordance with the agreement entered into between NHS England and the CCG, which will sit alongside the delegation and terms of reference.
- 2.3. The Committee function (as a corporate decision-making body for the management of the delegated functions and the exercise of the delegated functions set out in Schedule 2 in accordance with section 13Z of the NHS Act) shall be to carry out the functions relating to the commissioning of primary medical services under section 83 of the NHS Act.
- 2.4. The Committee is subject to any directions made by NHS England or by the Secretary of State.

3. Accountability/ Delegated Authority

- 3.1. 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 from any member, officer or employee who are directed to co-operate with any request made by the Committee. The Committee is authorised by the Governing Body to obtain outside legal or other independent professional advice and to secure the attendance of other individuals with relevant experience and expertise if it considers necessary.
- 3.2. The Committee is responsible for decision-making, where agreed, of the delegated NHSE Primary Care Commissioning Functions.
- 3.3. The Committee is responsible for decision-making of CCG primary care functions where delegated by the Governing Body in the Scheme of Reservation & Delegation.
- 3.4. The Committee is responsible for making recommendation to the Governing Body on CCG primary care functions reserved to the Governing Body.

Sub Committees & Delegation

- 3.5. 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.
- 3.6. The PCCC has established the following sub-committees and approved their Terms of Reference, with a remit to report and make recommendations to the PCCC. These sub-committees may also meet "in common" with one or more of the Surrey Heartlands' CCGs.
 - Primary Care Operational Group

4. Responsibilities

- 4.1. The PCCC will make collective decisions on the review, planning and procurement of primary care services in the CCG Area including, where applicable, those services or functions that are managed under delegated authority from NHS England and / or liaising with NHS England where these are not delegated. This includes the following activities:
 - General Medical Services (GMS), Personal Medical Services (PMS) and Alternative Provider Medical Services (APMS) contracts (including the design of PMS and APMS contracts, monitoring of contracts, taking contractual action such as issuing branch/remedial notices, and removing contract);
 - newly designed Locally Commissioned Services (This could include Locally Commissioned Services (LCS) offered by the CCG as an alternative/addendum to Directly Enhanced Services (DESs. By definition this would be optional; it remains a practice's right to participate in a DES and to opt to do so with or without local amendments.);
 - design of local incentive schemes as appropriate, including the management and administration of the Quality Outcomes Framework (QOF);
 - decision making on whether to establish new GP practices in an area,

- including approval and management of list dispersal;
- approving practice mergers;
- making decisions on 'discretionary' payment (e.g. returner/retainer schemes).

4.2. The Committee will also carry out the following activities:

- ensuring alignment with primary care, having oversight of the primary care development programme, including commissioning functions, and investment decisions;
- ensuring that the work of the Committee aligns with and enables delivery of the CCG's Strategic Commissioning Plan;
- planning, including needs assessment, primary medical care services in the CCG area;
- responsibility for engaging in the development and delivery of the CCG's primary care strategy;
- undertaking reviews of primary medical care services in CCG area;
- co-ordinating a common approach to the commissioning of primary care services generally and integration with the wider health agenda;
- providing oversight of the financial planning and budget management for the commissioning of primary medical care services in the CCG area;
- providing oversight of the management of primary care estate in line with the CCG Estates strategy;
- providing oversight of the GP IT Steering Group in line with the Surrey-wide Digital Roadmap.

5. Membership

5.1. The membership of the committee shall consist of:

5.1.1. Voting members (with nominated deputies)

- Two members of the governing body who are neither Executives nor GPs, one of whom will be chair and the other vice chair¹;
- the Joint Accountable Officer;
- the Chief Finance Officer;
- One independent GP who is not currently in clinical practice in any of the Surrey Heartlands CCGs;
- a lay/patient representative;
- the Executive Director of Quality;
- Director of Public Health;
- Surrey and Sussex Local Medical Committee Chief Executive; and
- an NHS England representative.

The joint governance arrangements of "Meeting in Common" mean that most voting members will be members of all three Surrey Heartlands' CCGs PCCCs, as shown in the table below:

¹ *The Chair of the Committee shall be a CCG Board Lay Member, however this should not be the Chair of the Audit Committee.* Guidance indicates that a non-practising nurse member of the governing body may be chair. The secondary care doctor could not chair the committee

Guildford and Waverley PCCC	North West Surrey PCCC	Surrey Downs PCCC
Chair – Lay Member General		
Vice Chair – Deputy Lay Member General (PCCC)		
Lay Member Audit		
Joint Accountable Officer (nominated deputy, one of the MDs)		
Chief Finance Officer (nominated deputy, deputy CFOs)		
Director of Quality (or nominated nurse deputy)		
Independent GP x2		
Managing Director	Managing Director	Managing Director
Patient/Lay representative	Patient/Lay representative	Patient/Lay representative
Director of Public Health (or nominated deputy)		
Surrey and Sussex Local Medical Committee Chief Executive (or nominated deputy)		
NHS England representative (or nominated deputy)		

5.1.2 Non-Voting Members:

The joint governance arrangements of “Meeting in Common” mean that some non-voting members will be non-voting members of all three Surrey Heartlands’ CCGs PCCCs, as shown in the table below:

Guildford and Waverley PCCC	North West Surrey PCCC	Surrey Downs PCCC
GP Locality Representatives	GP Locality Representatives	GP Locality Representative
Operational Practice Manager	Operational Practice Manager	Operational Practice Manager
Representative of Surrey Healthwatch (<i>may be invited to sit on PCOG</i>)		
County Council Chair of the Health and Wellbeing Board or their nominated deputy;		
Chair of the PCOG	Chair of the PCOG	Chair of the PCOG

5.2. Meeting Attendance

- Members of the Committee should aim to attend all scheduled meetings but must attend at least 75% of all meetings each financial year. The Chair will review the reasons for attendance below this threshold to ensure the membership adds value to the effective functioning of the Committee.

6. Co-opted members / deputies / attendees

- The Committee may not co-opt additional members.
- Committee members may nominate a suitable deputy when necessary and subject to the approval of the Chair. All deputies should be fully briefed and the secretariat informed of any agreement to deputise so that quoracy can be maintained.
- No person attending the meeting in one role can additionally act on behalf of another person as their deputy, meaning that each deputy needs to be an additional person from outside the Committee membership.
- People from a range of areas may be invited to attend based on the needs of the agenda.
 - Officer Attendees (or representatives) at all meetings:
 - Associate Director of Primary Care Commissioning, Head of Primary Care Contracts;
 - Deputy Chief Finance Officer (Deputy for CFO and Chair of NWS PCOG).

- 6.4.2. Other representatives will be invited where required to support specific agenda items as follows:
- Officers of NHS England
 - Officers of the Clinical Commissioning Group
 - Individuals supporting the work of the Surrey Heartlands Partnership
 - Other stakeholders as required
- 6.4.3. The Committee may call additional experts to attend meetings on an ad hoc basis to inform discussions.

7. The Convenor – (Committees in Common)

- 7.1. Where the Committee is using the “Committees in Common” meeting approach, the participating Chairs will select from themselves a “Convenor” for the meeting. All the participating committees will then agree to allow the Convenor to chair the committees in common meeting.
- 7.2. The Convenor will rotate amongst the participating chairs, although there may be occasions when the business will indicate which of the chairs would be most appropriate to be the Convenor.

8. Quorum

- 8.1. A quorum shall be 5 voting members, to include one independent member², one clinician³, the Joint Accountable Officer or Chief Finance Officer, and two other voting members.
- 8.2. Nominated deputies attending committee meetings, on behalf of substantive members, will count towards quorum.
- 8.3. The Convenor will ask each of the participating chairs to decide if the meeting is quorate after any actions have been taken to manage any declared conflicts of interest.
- 8.4. If a meeting is not quorate, the Convenor may adjourn the meeting to permit the appointment of additional members if necessary, by exception in order to make a decision. The Committee Chair will have the final decision as to their suitability. Or the decision may be referred for Chairs’ Action (refer Para. 14.2).

9. Meetings

- 9.1. Meetings shall be held not less than six times a year and more frequently as required.
- 9.2. The Committee will operate in accordance with the CCG's Standing Orders. The Corporate Office will be responsible for ensuring administrative support to the Committee. This will include:
- Giving notice of meetings (including, when the Chair of the Committee deems it

² The “Independent Member” may be a lay or independent member of the Governing Body, the independent GP member or the LMC representative

³ The “Clinician” may be an independent GP member, the Registered Nurse or the LMC representative

necessary in light of the urgent circumstances, calling a meeting at short notice)

- Issuing an agenda and supporting papers (electronic unless paper copies have been specified) to each member and attendee no later than 5 working days before the date of the meeting;
 - Ensuring an accurate record (minutes) of the meeting
- 9.3. The committee will meet in public and agendas and papers will be published at least five working days in advance of the meeting except where confidential or sensitive information is likely to be disclosed. This may include:
- information given to any of the partners in confidence,
 - information about an individual that it would be a breach of the Data Protection Act to disclose, or
 - information, the disclosure of which could prejudice the commercial interests of any of the partners or third parties.
- 9.4. With the agreement of the Chair and, by exception, Members of the Committee may participate in meetings in person or virtually by using video or telephone or web link or other live and uninterrupted conferencing facilities, so long as those present can hear each other and contribute simultaneously to the meeting.
- 9.5. To call a meeting, members will be given a minimum of 2 weeks' notice where possible. Notification will be given by email.
- 9.6. An extraordinary meeting of Committee can be called at the request of the Chair.
- 9.7. 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.
- 9.8. Non-voting people may be asked to withdraw from the confidential part of the meeting
- 9.9. 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.

10. Agenda Preparation

- 10.1. The Committee will develop a forward-looking rolling Agenda programme, maintained by the Secretary.
- 10.2. The Convenor will work with the Secretary on the preparation of the next meeting agenda and consult with the other participating Chairs.

11. Managing Conflicts of Interest

- 11.1. The members of the Committee must comply fully with NHS England Guidance and CCG Policy regarding Conflict of Interest⁴.
- 11.2. The Convenor is responsible for managing conflicts of interest at a meeting of the committee. If the convenor has a conflict of interest then one of the other participating Chairs or another member of the committee is responsible for deciding the appropriate course of action.
- 11.3. At the start of the meeting, the convenor will invite members to declare if they have any conflicts of interest with the business to be conducted, including previously declared interests.
- 11.4. The convenor will decide any necessary course of action to manage a declared conflict of interest as advised by the CCG Conflict of Interest Policy.
- 11.5. Any declared conflicts of interest will be recorded in the minutes along with any action taken, in a form as advised by the CCG Conflict of Interest Policy. In summary the information recorded is
 - the name of the person noting the interest;
 - the nature of the interest and why it gives rise to the conflict;
 - the item of the agenda to which the interest related;
 - how it was agreed that the conflict should be managed;
 - evidence that the conflict was managed as intended.

12. Decision-making (Committees in Common)

- 12.1. The aim of the Committee is to achieve consensus decision-making wherever possible.
- 12.2. The Committee will normally meet using the “Committees in Common” arrangement with the other Surrey Heartlands’ CCGs. When a decision is unanimously agreed by the members present then the decision will be considered to have been made by the committee.
- 12.3. Each voting member of the Committee shall have one vote.
- 12.4. If there is not a unanimous agreement, a vote will be taken by the Committee members. (The other CCG Committees meeting at the same time will likewise take a vote.) The vote will be passed with a simple majority the votes of members present. In the case of an equal vote, the Chair shall have a second and casting vote.
- 12.5. The result of the vote will be recorded in the minutes and a record will also be made of the outcome of the voting for the other CCG committees.
- 12.6. The Committee will make decisions within the bounds of its remit and such decisions shall be binding on NHS England and the CCG.
- 12.7. All decisions taken in good faith at a meeting of the Committee shall be valid even if there is any vacancy in its membership or, it is discovered subsequently, that there was a defect in the calling of the meeting, or the appointment of a member attending the meeting

⁴ The management of Conflicts of Interest is included in the Standards of Business Conduct Policy.

- 12.8. If a Member practice considers that the Committee has not followed due procedure in its decision, it may appeal against the decision to NHS England in accordance with such procedures as NHS England may set out.

13. Decision-making (Single CCG Issue)

- 13.1. On occasions, an agenda item at a CIC meeting will be considered that is pertinent to only one CCG. All members may contribute to the discussion. When a decision needs to be made, the convenor will invite committees not affected by the item to abstain from the decision-making.
- 13.2. A record of the discussion and decision need only be included in the minutes of the CCG Committee involved in the item.

14. Emergency/ Chair's action

- 14.1. The Committee will delegate responsibility for emergency powers and urgent decisions to the Chair and Vice Chair of the Committee
- 14.2. In an emergency or for an urgent decision, the Chair (or in their absence the Vice Chair) may take action in agreement with the Accountable Officer or the Chief Finance Officer, together with one clinical member of the committee (i.e. three members of the committee representing a majority of a quorate committee). This action will be reported as soon as possible to the full committee along with the reason for Chair's action. The action and the reasons for the action will be formally reported to the next formal meeting of the committee and recorded in the minutes.

15. Accountability and Reporting

- 15.1. The Committee is accountable to the Governing Body for the delegation detailed in Paras 3.3 and 3.4.
- 15.2. The minutes and a separate highlights document of this Committee shall be received by the next meeting in public of the full Governing Body and published in accordance with the CCGs scheme of publication. Minutes or sections of minutes which are of a confidential nature which would not be disclosed under the Freedom of Information Act will not be made available.
- 15.3. The Committee will present its minutes to NHS England South (South East) for information, including the minutes of any sub-committees to which responsibilities are delegated.
- 15.4. Where a "Committees in Common" meeting arrangement is used, the minutes will be written as if only the Committee met.

16. Secretariat

- 16.1. The Corporate Office will ensure the provision of a Secretary to the meeting who shall attend to take minutes of the meetings and provide appropriate administrative support to the Convenor, Committee Chair and Committee members.
- 16.2. The Corporate Office will be responsible for supporting the Convenor in the management of the Committee's business and for drawing the Committee's

attention to best practice, national guidance and other relevant documents as appropriate.

- 16.3. The Secretary will ensure minutes of the Committee will be formally signed off by the Committee at their next meeting and made available on the Group's website (by inclusion in Governing Body papers), subject to FOIA exemption referred in Para. 15.2 above. Where possible, draft Minutes will be shared within 10 working days of the meeting, subject to initial approval by the Chair.

17. Policy and Best Practice

- 17.1. The Committee will apply best corporate governance practice in its decision-making processes, covering a clear ethical basis to the business being considered; aligned business goals; an effective strategy incorporating stakeholder values; a well governed organisation and reporting systems to provide transparency and accountability.

18. Conduct of the Committee

- 18.1. The CCG has a Standards of Business Conduct in place which defines required standards of behaviour for individuals working within this organisation, and those performing or authorising activities or advisory duties on our behalf. The Committee and its membership will conduct itself in accordance with these standards and principles.
- 18.2. The CCG code of conduct specifically covers an employee/member's responsibility in relation to hospitality and gifts, and has regard to:
- Professional Standards Authority: *Standards for Members of NHS Boards and Clinical Commissioning Group Governing Bodies in England*,
 - NHS Business Services Authority: *Standards of Business Conduct Procedure*,
 - Nolan seven principles of public life.

19. Review of Terms of Reference

- 19.1. These terms of reference will be reviewed on an annual basis, or sooner if required, with recommendations made to the CCG's Governing Body and NHS England South (South East) for approval.

20. Schedule 1

- 20.1. Full Delegation Agreement (available as separate PDF)